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Â Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON D.C. 20549 Â FORM 10-Q Â (Mark One) â˜ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. For the quarterly period ended June 30, 2024 â˜ 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 001-38783 Â VILLAGE FARMS INTERNATIONAL, INC. (Exact name of Registrant as Specified in its Charter) Â Ontario 98-1007671 (State or other Jurisdiction ofIncorporation or Organization) (I.R.S. EmployerIdentification No.) 4700-80th Street Delta, British Columbia Canada V4K 3N3 (Address of Principal Executive Offices) (Zip Code) (604) 940-6012 Issuerâ€™s phone number, including area code N/A (Former name, former address and former fiscal year, if changed since last report). Â Securities registered pursuant to Section 12(b) of the Act: Title of each class Trading Symbol(s) Name of each exchange on which registered Common Shares, without par value VFF The Nasdaq Stock Market LLC Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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 â˜’ No â˜ 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 (Â§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 â˜’ No â˜ Not Applicable â˜ Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definition of â€œlarge accelerated filer,â€ â€œaccelerated filerâ€, â€œsmall reporting companyâ€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Large accelerated filer â˜ Accelerated filer â˜ Â Â Â Â Non-accelerated filer â˜’ Smaller reporting company â˜’ Â Â Â Â Emerging growth company â˜ Â Â 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. â˜ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes â˜ No â˜’ As of August 6, 2024, 111,727,953 common shares of the registrant were outstanding. Â Â Â Â TABLE OF CONTENTS Â Â Â Page PART I - FINANCIAL INFORMATION Â Â Item 1. Â Financial Statements Â Â Â Â Condensed Consolidated Statements of Financial Position Â 2 Â Â Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) Â 3 Â Â Condensed Consolidated Statements of Changes in Shareholdersâ€™ Equity and Mezzanine Equity Â 4 Â Â Condensed Consolidated Statements of Cash Flows Â 5 Â Â Notes to Condensed Consolidated Financial Statements Â 6 Item 2. Â Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations Â 14 Item 3. Â Quantitative and Qualitative Disclosures About Market Risk Â 33 Item 4. Â Controls and Procedures Â 33 Â PART II - OTHER INFORMATION Â 35 Item 1. Â Legal Proceedings Â 35 Item 1A. Â Risk Factors Â 35 Item 2. Â Unregistered Sale of Securities and Use of Proceeds Â 35 Item 3. Â Defaults Upon Senior Securities Â 35 Item 4. Â Mine Safety Disclosures Â 35 Item 5. Â Other Information Â 35 Item 6. Â Exhibits Â 36 Â Â Â Â Â Â Â Signatures Â 37 Â Â Â Â Â Forward Looking Statements Â As used in this Quarterly Report on Form 10-Q, the terms â€œVillage Farmsâ€, â€œVillage Farms Internationalâ€, the â€œCompanyâ€, â€œweâ€, â€œusâ€, â€œourâ€ and similar references refer to Village Farms International, Inc. and our consolidated subsidiaries, and the term â€œCommon Sharesâ€ refers to our common shares, no par value. Our financial information is presented in U.S. dollars and all references in this Quarterly Report on Form 10-Q to â€œ$â€ means U.S. dollars and all references to â€œC$â€ means Canadian dollars. This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995, Section 27A of the U.S. Securities Act of 1933, as amended, (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and is subject to the safe harbor created by those sections. This Quarterly Report on Form 10-Q also contains "forward-looking information" within the meaning of applicable Canadian securities laws. We refer to such forward-looking statements and forward-looking information collectively as "forward-looking statements". Forward-looking statements may relate to the Company's future outlook or financial position and anticipated events or results and may include statements regarding the financial position, business strategy, budgets, expansion plans, litigation, projected production, projected costs, capital expenditures, financial results, taxes, plans and objectives of or involving the Company. Particularly, statements regarding future results, performance, achievements, prospects or opportunities for the Company, the greenhouse vegetable or produce industry, the cannabis industry and market and our energy segment are forward-looking statements. In some cases, forward-looking information can be identified by such terms as "can", "outlook", "may", "might", "will", "could", "should", "would", "occur", "expect", "plan", "anticipate", "believe", "intend", "try", "estimate", "predict", "potential", "continue", "likely", "schedule", "objectives", or the negative or grammatical variation thereof or other similar expressions concerning matters that are not historical facts. The forward-looking statements in this Quarterly Report on Form 10-Q are subject to risks that may include, but are not limited to: our limited operating history in the cannabis and cannabinoids industry, including that of Pure Sunfarms, Inc. (â€œPure Sunfarmsâ€), Rose LifeScience Inc. (â€œRoseâ€ or â€œRose LifeScienceâ€) and Balanced Health Botanicals, LLC (â€œBalanced Healthâ€); the limited operational history of the Delta RNG Project in our energy segment; the legal status of the cannabis business of Pure Sunfarms and Rose and the hemp business of Balanced Health and uncertainty regarding the legality and regulatory status of cannabis in the United States; risks relating to the integration of Balanced Health and Rose into our consolidated business; risks relating to obtaining additional financing on acceptable terms, including our dependence upon credit facilities and dilutive transactions; potential difficulties in achieving and/or maintaining profitability; variability of product pricing; risks inherent in the cannabis, hemp, CBD, cannabinoids, and agricultural businesses; our market position and competitive position; our ability to leverage current business relationships for future business involving hemp and cannabinoids; the ability of Pure Sunfarms and Rose to cultivate and distribute cannabis in Canada; existing and new governmental regulations, including risks related to regulatory compliance and regarding obtaining and maintaining licenses required under the Cannabis Act (Canada), the Criminal Code and other Acts, S.C. 2018, C. 16 (Canada) for its Canadian operational facilities, and changes in our regulatory requirements; legal and operational risks relating to expected conversion of our greenhouses to cannabis production in Canada and in the United States; risks related to rules and regulations at the U.S. Federal (Food and Drug Administration and United States Department of Agriculture), state and municipal levels with respect to produce and hemp, cannabidiol-based products commercialization; retail consolidation, technological advances and other forms of competition; transportation disruptions; product liability and other potential litigation; retention of key executives; labor issues; uninsured and underinsured losses; vulnerability to rising energy costs; inflationary effects on costs of cultivation and transportation; recessionary effects on demand of our products; environmental, health and safety risks, foreign exchange exposure, risks associated with cross-border trade; difficulties in managing our growth; restrictive covenants under our credit facilities; natural catastrophes; elevated interest rates; and tax risks. The Company has based these forward-looking statements on factors and assumptions about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy and financial needs. Although the forward-looking statements contained in this

Quarterly Report on Form 10-Q are based upon assumptions that management believes are reasonable based on information currently available to management, there can be no assurance that actual results will be consistent with these forward-looking statements. Forward-looking statements necessarily involve known and unknown risks and uncertainties, many of which are beyond the Company's control, which may cause the Company's or the industry's actual results, performance, achievements, prospects and opportunities in future periods to differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, among other things, the factors contained in the Company's filings with securities regulators, including this Quarterly Report on Form 10-Q and the Companyâ€™s most recently filed annual report on Form 10-K. When relying on forward-looking statements to make decisions, the Company cautions readers not to place undue reliance on these statements, as forward-looking statements involve significant risks and uncertainties and should not be read as guarantees of future results, performance, achievements, prospects and opportunities. The forward-looking statements made in this Quarterly Report on Form 10-Q relate only to events or information as of the date on which the statements are made in this Quarterly Report on Form 10-Q. Except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. Â Â 1 Â Â PART I - FINANCIAL INFORMATION Item 1. FINANCIAL STATEMENTS Village Farms International, Inc. Condensed Consolidated Statements of Financial Position (In thousands of United States dollars, except share data) (Unaudited) Â Â Â Â June 30, 2024 Â Â December 31, 2023 Â ASSETS Â Â Â Â Â Â Current assets Â Â Â Â Â Â Cash and cash equivalents Â $ 29,657 Â Â $ 30,291 Â Restricted cash Â Â â€” Â Â Â 5,000 Â Trade receivables Â Â 39,875 Â Â Â 30,561 Â Inventories Â Â 59,029 Â Â Â 78,472 Â Income tax receivable Â Â 8 Â Â Â â€” Â Other receivables Â Â 1,087 Â Â Â 294 Â Prepaid expenses and deposits Â Â 4,678 Â Â Â 7,150 Â Total current assets Â Â 134,334 Â Â Â 151,768 Â Non-current assets Â Â Â Â Â Â Property, plant and equipment Â Â 198,433 Â Â Â 205,613 Â Investments Â Â 2,656 Â Â Â 2,656 Â Goodwill Â Â 44,460 Â Â Â 55,918 Â Intangibles Â Â 27,869 Â Â Â 32,275 Â Deferred tax asset Â Â 4,201 Â Â Â 4,201 Â Right-of-use assets Â Â 11,352 Â Â Â 12,596 Â Other assets Â Â 2,049 Â Â Â 1,962 Â Total assets Â $ 425,354 Â Â $ 466,989 Â LIABILITIES Â Â Â Â Â Â Current liabilities Â Â Â Â Â Â Line of credit Â $ 4,000 Â Â $ 4,000 Â Trade payables Â Â 20,117 Â Â Â 21,753 Â Current maturities of long-term debt Â Â 8,683 Â Â Â 9,133 Â Accrued sales taxes Â Â 15,785 Â Â Â 15,941 Â Accrued loyalty program Â Â 1,623 Â Â Â 1,773 Â Accrued liabilities Â Â 13,299 Â Â Â 15,076 Â Lease liabilities - current Â Â 2,354 Â Â Â 2,112 Â Income tax payable Â Â â€” Â Â Â 28 Â Other current liabilities Â Â 2,337 Â Â Â 2,340 Â Total current liabilities Â Â 68,198 Â Â Â 72,156 Â Non-current liabilities Â Â Â Â Â Â Long-term debt Â Â 35,736 Â Â Â 38,925 Â Deferred tax liability Â Â 23,582 Â Â Â 23,730 Â Lease liabilities - non-current Â Â 9,712 Â Â Â 11,335 Â Other liabilities Â Â 2,087 Â Â Â 1,902 Â Total liabilities Â Â 139,315 Â Â Â 148,048 Â MEZZANINE EQUITY Â Â Â Â Â Â Redeemable non-controlling interest Â Â 10,358 Â Â Â 15,667 Â SHAREHOLDERSâ€™ EQUITY Â Â Â Â Â Â Common stock, noÂ par value per share - unlimitedÂ shares authorized;111,727,953Â shares issued and outstanding at June 30, 2024 and 110,248,929Â shares issued and outstanding at December 31, 2023. Â Â 386,719 Â Â Â 386,719 Â Additional paid in capital Â Â 30,405 Â Â Â 25,611 Â Accumulated other comprehensive loss Â Â (9,394) Â Â (3,540) Retained earnings Â Â (132,566) Â Â (106,165) Total Village Farms International, Inc. shareholdersâ€™ equity Â Â 275,164 Â Â Â 302,625 Â Non-controlling interest Â Â 517 Â Â Â 649 Â Total shareholdersâ€™ equity Â Â 275,681 Â Â Â 303,274 Â Total liabilities, mezzanine equity and shareholdersâ€™ equity Â $ 425,354 Â Â $ 466,989 Â Â The accompanying notes are an integral part of these Condensed Consolidated Financial Statements. 2 Â Â Village Farms International, Inc. Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) (In thousands of United States dollars, except per share data) (Unaudited) Â Â Â Â Three Months Ended June 30, Â Â Six Months Ended June 30, Â Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Sales Â $ 92,182 Â Â $ 77,212 Â Â $ 170,259 Â Â $ 141,868 Â Cost of sales Â Â (82,934) Â Â (65,713) Â Â (145,498) Â Â (118,069) Gross profit Â Â 9,248 Â Â Â 11,499 Â Â Â 24,761 Â Â Â 23,799 Â Selling, general and administrative expenses Â Â (19,666) Â Â (16,753) Â Â (36,053) Â Â (34,158) Interest expense Â Â (905) Â Â (1,411) Â Â (1,822) Â Â (2,544) Interest income Â Â 322 Â Â Â 283 Â Â Â 528 Â Â Â 479 Â Foreign exchange (loss) gain Â Â (403) Â Â 738 Â Â Â (1,281) Â Â 669 Â Other income Â Â 45 Â Â Â 5,602 Â Â Â 149 Â Â Â 5,632 Â Goodwill and intangible asset impairments Â Â (11,939) Â Â â€” Â Â Â (11,939) Â Â â€” Â Loss before taxes Â Â (23,298) Â Â (42) Â Â (25,657) Â Â (6,123) Provision for income taxes Â Â (260) Â Â (1,299) Â Â (580) Â Â (1,933) Loss including non-controlling interests Â Â (23,558) Â Â (1,341) Â Â (26,237) Â Â (8,056) Less: net loss (income) attributable to non-controlling interests, net of tax Â Â 9 Â Â Â (39) Â Â (164) Â Â 40 Â Net loss attributable to Village Farms International, Inc. shareholders Â $ (23,549) Â $ (1,380) Â $ (26,401) Â $ (8,016) Basic loss per share attributable to Village Farms International, Inc. shareholders Â $ (0.21) Â $ (0.01) Â $ (0.24) Â $ (0.07) Diluted loss per share attributable to Village Farms International, Inc. shareholders Â $ (0.21) Â $ (0.01) Â $ (0.24) Â $ (0.07) Weighted average number of common shares usedÂ Â Â in the computation of net loss per share (in thousands): Â Â Â Â Â Â Â Â Â Â Â Â Basic Â Â 110,960 Â Â Â 110,239 Â Â Â 110,604 Â Â Â 107,185 Â Diluted Â Â 110,960 Â Â Â 110,239 Â Â Â 110,604 Â Â Â 107,185 Â Loss including non-controlling interests Â $ (23,558) Â $ (1,341) Â $ (26,237) Â $ (8,056) Other comprehensive (loss) income: Â Â Â Â Â Â Â Â Â Â Â Â Foreign currency translation adjustment Â Â (2,001) Â Â 4,225 Â Â Â (6,252) Â Â 5,087 Â Comprehensive (loss) gain including non-controlling interests Â Â (25,559) Â Â 2,884 Â Â Â (32,489) Â Â (2,969) Comprehensive loss (income) attributable to non-controlling interests Â Â 117 Â Â Â (361) Â Â 232 Â Â Â (403) Comprehensive (loss) gain attributable to Village Farms International, Inc. shareholders Â $ (25,442) Â $ 2,523 Â Â $ (32,257) Â $ (3,372) Â The accompanying notes are an integral part of these Condensed Consolidated Financial Statements. 3 Â Â Village Farms International, Inc. Condensed Consolidated Statements of Changes in Shareholdersâ€™ Equity and Mezzanine Equity (In thousands of United States dollars, except for shares outstanding) (Unaudited) Â Â Â Â Three Months Ended June 30, 2024 Â Â Â Number of CommonShares (in thousands) Â Â Common Stock Â Â Additional Paid in Capital Â Â Accumulated Other Comprehensive Loss Â Â Retained Earnings Â Â Non-controlling Interest Â Â Total Shareholdersâ€™Equity Â Â Mezzanine Equity Â Balance April 1, 2024 Â Â 110,249 Â Â Â $ 386,719 Â Â Â $ 26,016 Â Â Â $ (7,503) Â $ (109,017) Â $ 574 Â Â Â $ 296,789 Â Â Â $ 15,627 Â Share-based compensation Â Â 1,479 Â Â Â Â â€” Â Â Â Â 2,196 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 2,196 Â Â Â Â â€” Â Acquisition of Redeemable non-controlling interest Â Â Â â€” Â Â Â Â â€” Â Â Â Â 2,193 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 2,193 Â Â Â Â (5,209) Cumulative translation adjustment Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â (1,891) Â Â â€” Â Â Â (6) Â Â (1,897) Â Â (102) Net (loss) income Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â (23,549) Â Â (51) Â Â Â (23,600) Â Â 42 Â Balance at June 30, 2024 Â Â 111,728 Â Â $ 386,719 Â Â $ 30,405 Â Â $ (9,394) Â $ (132,566) Â $ 517 Â Â $ 275,681 Â Â $ 10,358 Â Â Â Â Three Months Ended June 30, 2023 Â Â Â Number of CommonShares (in thousands) Â Â Common Stock Â Â Additional Paid in Capital Â Â Accumulated OtherComprehensive (Loss) Income Â Â Retained Earnings Â Â Non-controlling Interest Â Â Total Shareholdersâ€™Equity Â Â Mezzanine Equity Â Balance at April 1, 2023 Â Â 110,239 Â Â Â $ 386,719 Â Â Â $ 24,232 Â Â Â $ (7,509) Â $ (81,003) Â $ 718 Â Â Â $ 323,157 Â Â Â $ 16,134 Â Share-based compensation Â Â â€” Â Â Â Â â€” Â Â Â Â 656 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 656 Â Â Â Â â€” Â Cumulative translation adjustment Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 4,225 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 4,225 Â Â Â Â â€” Â Net (loss) income Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â (1,380) Â Â (50) Â Â Â (1,430) Â Â 89 Â Balance at June 30, 2023 Â Â 110,239 Â Â Â $ 386,719 Â Â Â $ 24,888 Â Â Â $ (3,284) Â $ (82,383) Â $ 668 Â Â Â $ 326,608 Â Â Â $ 16,223 Â Â Â Â Six Months Ended June 30, 2024 Â Â Â Number of CommonShares Â Â Common Stock Â Â Additional Paid inCapital Â Â Accumulated OtherComprehensive Loss Â Â Retained Earnings Â Â Non-controlling Interest Â Â Total Shareholdersâ€™ Equity Â Â Mezzanine Equity Â Balance at January 1, 2024 Â Â 110,249 Â Â Â $ 386,719 Â Â Â $ 25,611 Â Â Â $ (3,540) Â $ (106,165) Â $ 649 Â Â Â $ 303,274 Â Â Â $ 15,667 Â Share-based compensation Â Â 1,479 Â Â Â Â â€” Â Â Â Â 2,601 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 2,601 Â Â Â Â â€” Â Acquisition of Redeemable non-controlling interest Â Â Â â€” Â Â Â Â â€” Â Â Â Â 2,193 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 2,193 Â Â Â Â (5,209) Cumulative translation adjustment Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â (5,854) Â Â â€” Â Â Â (26) Â Â (5,880) Â Â (369) Net (loss) income Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â (26,401) Â Â (106) Â Â (26,507) Â Â 269 Â Balance at June 30, 2024 Â Â 111,728 Â Â Â $ 386,719 Â Â Â $ 30,405 Â Â Â $ (9,394) Â $ (132,566) Â $ 517 Â Â $ 275,681 Â Â $ 10,358 Â Â Â Â Six Months Ended June 30, 2023 Â Â Â Number of CommonShares Â Â Common Stock Â Â Additional Paid inCapital Â Â Accumulated OtherComprehensive Income (Loss) Â Â Retained Earnings Â Â Non-controlling Interest Â Â Total Shareholdersâ€™Equity Â Â Mezzanine Equity Â Balance at January 1, 2023 Â Â 91,789 Â Â Â $ 372,429 Â Â Â $ 13,372 Â Â Â $ (8,371) Â $ (74,367) Â $ 767 Â Â Â $ 303,830 Â Â Â $ 16,164 Â Shares issued in public offering, net of issuance costs Â Â 18,350 Â Â Â 14,207 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 14,207 Â Â Â â€” Â Warrants issued in public offering Â Â â€” Â Â Â â€” Â Â Â 9,128 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 9,128 Â Â Â â€” Â Shares issued on exercise of stock options Â Â 100 Â Â Â 83 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 83 Â Â Â â€” Â Share-based compensation Â â€” Â Â Â â€” Â Â Â 2,388 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 2,388 Â Â Â â€” Â Cumulative translation adjustment Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 5,087 Â Â Â â€” Â Â Â â€” Â Net (loss) income Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (8,016) Â Â (99) Â Â (8,115) Â Â 59 Â Balance at June 30, 2023 Â Â 110,239 Â Â Â $ 386,719 Â Â Â $ 24,888 Â Â Â $ (3,284) Â $ (82,383) Â $ 668 Â Â Â $ 326,608 Â Â Â $ 16,223 Â Â The accompanying notes are an integral part of these Condensed Consolidated Financial Statements. 4 Â Â Village Farms International, Inc. Condensed Consolidated Statements of Cash Flows (In thousands of United States dollars) (Unaudited) Â Â Â Â Six Months Ended June 30, Â Â Â Â 2024 Â Â 2023 Â Cash flows provided by (used in) operating activities: Â Â Â Â Â Â Net loss attributable to Village Farms International, Inc. shareholders Â $ (26,401) Â $ (8,016) Adjustments to reconcile net loss attributable to Village Farms International, Inc. shareholders to net cash provided by (used in) operating activities: Â Â Â Â Â Â Depreciation and amortization Â Â 9,398 Â Â Â 7,729 Â Amortization of deferred charges Â Â 10 Â Â Â 68 Â Net gain (loss) attributable to non-controlling interest Â Â 164 Â Â Â (40) Interest expense Â Â 1,822 Â Â Â 2,544 Â Interest paid on long-term debt Â Â (2,172) Â Â (2,637) Unrealized foreign exchange loss Â Â 172 Â Â Â 27 Â Goodwill and intangible asset impairments Â Â 11,939 Â Â Â â€” Â Non-cash lease expense Â Â 1,208 Â Â Â 907 Â Share-based compensation Â Â 2,601 Â Â Â 2,388 Â Deferred income taxes Â Â 589 Â Â Â (392) Changes in non-cash working capital items Â Â 6,322 Â Â Â (7,825) Net cash provided by (used in) operating activities Â Â 5,652 Â Â Â (5,247) Cash flows (used in) provided by investing activities: Â Â Â Â Â Â Purchases of property, plant and equipment Â Â (4,879) Â Â (2,548) Purchases of intangibles Â Â (80) Â Â â€” Â Repayment of note receivable Â Â â€” Â Â Â 835 Â Net cash used in investing activities Â Â (4,959) Â Â (1,713) Cash flows (used in) provided by financing activities: Â Â Â Â Â Â Repayments on borrowings Â Â (2,870) Â Â (6,406) Acquisitions, net Â Â (3,016) Â Â â€” Â Proceeds from issuance of common stock and warrants Â Â â€” Â Â Â 24,772 Â Issuance costs Â Â â€” Â Â Â (1,437) Proceeds from exercise of stock options Â Â â€” Â Â Â 83 Â Net cash (used in) provided by financing activities Â Â (5,886) Â Â 17,012 Â Effect of exchange rate changes on cash and cash equivalents Â Â (441) Â Â (69) Net (decrease) increase in cash, cash equivalents and restricted cash Â Â (5,634) Â Â 9,983 Â Cash, cash equivalents and restricted cash, beginning of period Â Â 35,291 Â Â Â 21,676 Â Cash, cash equivalents and restricted cash, end of period Â $ 29,657 Â Â $ 31,659 Â Â The accompanying notes are an integral part of these Condensed Consolidated Financial Statements. 5 Â VILLAGE FARMS INTERNATIONAL, INC. Notes to Condensed Consolidated Financial Statements (In thousands of United States dollars, except per share amounts, unless otherwise noted) 1.BUSINESS, BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES Nature of BusinessVillage Farms International, Inc. (â€œVFFâ€ and, together with its subsidiaries, the â€œCompanyâ€, â€œweâ€, â€œusâ€, or â€œourâ€) is a corporation existing under the Ontario Business Corporations Act. VFFâ€™s principal operating subsidiaries as of June 30, 2024 were Village Farms Canada Limited Partnership, Village Farms, L.P., Pure Sunfarms Corp. (â€œPure Sunfarmsâ€), Balanced Health Botanicals, LLC (â€œBalanced Healthâ€) and VF Clean Energy, Inc. ("VFCE"). VFF also owns an 80% interest in Rose LifeScience Inc. (â€œRoseâ€) and an 85% interest in Leli Holland B.V. ("Leli").The address of the registered office of VFF is 4700-80th Street, Delta, British Columbia, Canada, V4K 3N3.The Companyâ€™s shares are listed on Nasdaq Capital Market (â€œNasdaqâ€) under the symbol â€œVFFâ€. Village Farms owns and operates sophisticated, highly intensive agricultural greenhouse facilities in British Columbia and Texas, where it produces, markets and sells premium-quality tomatoes, bell peppers and cucumbers. Its wholly owned subsidiary, Pure Sunfarms, is a vertically integrated Licensed Producer ("LP") and supplier of cannabis products sold to customers throughout Canada and internationally. The Companyâ€™s wholly owned subsidiary, Balanced Health, develops and sells high-quality, cannabidiol (â€œCBDâ€) based products including ingestible, edible and topical applications within the U.S. Through its 80% ownership of Rose, the Company has a substantial presence in the Province of Quebec as a cannabis supplier, producer and commercialization expert.Basis of PresentationThe accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States (â€œU.S. GAAPâ€) for interim financial information and with the instructions for Form 10-Q and Rule 10-01 of Regulation S-X. Pursuant to these rules and regulations, certain information and footnote disclosures normally included in the annual audited consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. The accompanying condensed consolidated statement of financial position as of December 31, 2023 is derived from the Companyâ€™s audited financial statements as of that date. Because certain information and footnote disclosures have been condensed or omitted, these condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto as of and for the year ended December 31, 2023 contained in the Companyâ€™s 2023 Annual Report on Form 10-K. In managementâ€™s opinion, all normal and recurring adjustments considered necessary for a fair presentation of the financial position, results of operations, and cash flows for the periods presented have been included. When necessary, certain prior year amounts have been reclassified to conform with the current period presentation. Interim period operating results do not necessarily indicate the results that may be expected for any other interim period or for the full fiscal year. The Company believes that the disclosures made in these consolidated financial statements are adequate to make the information not misleading.Principals of ConsolidationThe accompanying condensed consolidated financial statements include Village Farms International, Inc. and its subsidiaries and include the accounts of all majority-owned subsidiaries over which the Company exercises control and, when applicable, entities in which the Company has a controlling financial interest. All significant intercompany balances and transactions have been eliminated in consolidation. Other partiesâ€™ interests in entities that the Company consolidates are reported as non-controlling interests within equity, except for mandatorily redeemable non-controlling interests, which are recorded within mezzanine equity. Net income or loss attributable to non-controlling interests is reported as a separate line item below net income or loss. The Company applies the equity method of accounting for its investments in entities for which it does not have a controlling financial interest, but over which it has the ability to exert significant influence. For equity investees in which the Company has an undivided interest in the assets, liabilities and profits or losses of an unconsolidated entity, but does not exercise control over the entity, the Company consolidates its proportional interest in the accounts of the entity. Translations of Foreign CurrenciesThe assets and liabilities of foreign subsidiaries with a functional currency other than the U.S. dollar are translated into U.S. dollars at period-end exchange rates, with resulting translation gains or losses included within other comprehensive income or loss. Revenue and expenses are translated into U.S. dollars at average rates of exchange during the applicable period. Substantially all of the Companyâ€™s foreign operations use their local currency as their functional currency. For foreign operations for which the local currency is not the functional currency, the operationâ€™s non-monetary assets are remeasured into U.S. dollars at historical exchange rates. All other accounts are remeasured at current exchange rates. Gains or losses from remeasurement are included in foreign exchange (loss) gain. Currency gains or losses resulting from transactions executed in currencies other than the functional currency are included in foreign exchange (loss) gain.In these condensed consolidated financial statements, â€œ$â€ means U.S. dollars unless otherwise noted.6 VILLAGE FARMS INTERNATIONAL, INC. Notes to Condensed Consolidated Interim Financial Statements (In thousands of United States dollars, except per share amounts, unless otherwise noted) Â General Economic, Regulatory and Market ConditionsThe Company has experienced, and may continue to experience, direct and indirect negative effects on its business and operations from negative economic, regulatory and market conditions, including recent inflationary effects on fuel prices, labor and materials costs, elevated interest rates, potential recessionary impacts and supply chain disruptions that could negatively affect demand for new projects and/or delay existing project timing or cause increased project costs. The extent to which general economic, regulatory and market conditions could affect the Companyâ€™s business, operations and financial results is uncertain as it will depend upon numerous evolving factors that management may not be able to accurately predict, and, therefore, any future impacts on the Companyâ€™s business, financial condition and/or results of operations cannot be quantified or predicted with specificity.Recent Accounting PronouncementsNo accounting pronouncements recently issued or newly effective have had, or are expected to have, a material impact on the Companyâ€™s condensed consolidated financial statements. 2. INVENTORIES Inventories consisted of the following as of: Classification Â June 30, 2024 Â Â December 31, 2023 Â Cannabis: Â Â Â Â Â Â Raw materials Â $ 761 Â Â $ 985 Â Work-in-progress Â Â 8,328 Â Â Â 6,543 Â Finished goods Â Â 32,951 Â Â Â 47,084 Â Packaging Â Â 7,903 Â Â Â 7,641 Â Produce: Â Â Â Â Â Â Crop inventory Â Â 8,503 Â Â Â 15,492 Â Purchased produce inventory Â Â 583 Â Â Â 727 Â Inventory Â $ 59,029 Â Â $ 78,472 Â Â 3. PROPERTY, PLANT AND EQUIPMENT Property, plant and equipment

consisted of the following as of: Classification Â June 30, 2024 Â Â December 31, 2023 Â Land Â $ 14,289 Â Â $ 14,641 Â Leasehold and land improvements Â Â 5,506 Â Â Â 5,525 Â Buildings Â Â 213,464 Â Â Â 217,384 Â Machinery and equipment Â Â 90,987 Â Â Â 86,674 Â Construction in progress Â Â 12,439 Â Â Â 13,619 Â Less: Accumulated depreciation Â Â (138,252) Â Â (132,230) Property, plant and equipment, net Â $ 198,433 Â Â $ 205,613 Â Depreciation expense on property, plant and equipment, was $4,020 and $7,748 for the three and six months ended June 30, 2024, respectively and $2,953 and $6,157 for the three and six months ended June 30, 2023, respectively. 4. ACQUISITIONSOn May 29, 2024, the Company entered into a Share Purchase Agreement with Rose and non-controlling shareholders for the acquisition of an additional 10% interest in Rose for a total cash purchase price of approximately $3,016, which resulted in a reduction of mezzanine equity of ($5,209) and an increase in additional paid in capital of $2,193. The Company's ownership interest in Rose is now 80%. 7 VILLAGE FARMS INTERNATIONAL, INC. Notes to Condensed Consolidated Interim Financial Statements (In thousands of United States dollars, except per share amounts, unless otherwise noted) Â 5. GOODWILL AND INTANGIBLE ASSETSGoodwillThe following table presents the changes in the carrying value of goodwill by reportable segment for the six months ended June 30, 2024: Â Cannabis - Canada Â Â Cannabis - United States Â Â Total Â Balance as of January 1, 2024 $ 45,879 Â Â $ 10,039 Â Â $ 55,918 Â Impairments Â - Â Â Â (10,039) Â Â (10,039) Foreign currency translation adjustment Â (1,419) Â Â - Â Â Â (1,419) Balance as of June 30, 2024 $ 44,460 Â Â $ - Â Â $ 44,460 Â Intangible AssetsIntangible assets consisted of the following as of: Classification Â June 30, 2024 Â Â December 31, 2023 Â Licenses Â $ 17,956 Â Â $ 18,540 Â Brand and trademarks* Â Â 12,686 Â Â Â 12,795 Â Customer relationships Â Â 13,165 Â Â Â 13,586 Â Computer software Â Â 2,026 Â Â Â 1,974 Â Other* Â Â 144 Â Â Â 144 Â Less: Accumulated amortization Â Â (8,858) Â Â (7,414) Less: Impairments Â Â (9,250) Â Â (7,350) Intangibles, net Â $ 27,869 Â Â $ 32,275 Â * Indefinite-lived intangible assetsThe expected future amortization expense for definite-lived intangible assets as of June 30, 2024 was as follows: Fiscal period Â Â Â Remainder of 2024 Â $ 1,639 Â 2025 Â Â 3,192 Â 2026 Â Â 3,104 Â 2027 Â Â 3,104 Â 2028 Â Â 1,861 Â Thereafter Â Â 11,389 Â Intangibles, net Â $ 24,289 Â Assessment for Indicators of ImpairmentAt the end of each reporting period, the Company assesses whether events or changes in circumstances have occurred that would indicate an impairment. The Company considers external and internal factors, including overall financial performance and relevant entity-specific factors, as part of this assessment. During the six months ended June 30, 2024 and 2023, the Company considered qualitative factors in assessing for impairment indicators for the Companyâ€™s U.S. and Canadian Cannabis segments.Cannabis - U.S.At June 30, 2024, when the Company considered qualitative factors in assessing impairment indicators it concluded that the Company's U.S. - Cannabis segment more likely than not was impaired. The Company reviewed the reporting segment's assets, including goodwill and intangible assets. Based on recent historical performance during the quarter which has underperformed relative to budget, a revised June 30, 2024 forecast which shows a shortfall compared to the March 31, 2024 forecast, the new restrictions on CBD sales in an additional eight states at July 1, 2024, and the proliferation of unregulated hemp-derived products on the market which continues to challenge market share for the CBD industry, the Company concluded that as of June 8 VILLAGE FARMS INTERNATIONAL, INC. Notes to Condensed Consolidated Interim Financial Statements (In thousands of United States dollars, except per share amounts, unless otherwise noted) Â 30, 2024, the fair value of the brand intangible asset and goodwill was fully impaired and an impairment charge to intangibles of $1,900 and goodwill of $10,039 was allocated to the U.S. Cannabis reporting unit.Cannabis - U.S. - Goodwill The fair value of the reporting unit was determined based on a discounted cash flow projection using projections for 2024 to 2028 with an average revenue growth rate of 6% between 2025 to 2028, followed by a terminal growth rate of 2%. Management concluded that as of June 30, 2024, the fair value was lower than its carrying amount and as a result, an impairment charge to goodwill of $10,039 was allocated to the reporting unit. The significant assumptions applied to the determination of the fair value are described below: Post-tax discount rate: A market participant post-tax discount rate applied to the after-tax forecast cash flows was 12%. A decrease of 1% to the discount rate, would not result in a material change to the impairment charge. Terminal growth rate: An increase of 1% in the terminal growth rate would not result in a material change to the impairment charge. Future cash flows: An increase in future cash flows by 10% would not result in a material change to the impairment charge.Cannabis â€“ U.S. Brand The fair value of the brand was determined based on a discounted cash flow projection. Specifically, the Company utilized a relief from royalty valuation technique to arrive at the fair value of the brand. Management concluded that as of June 30, 2024, the fair value was lower than its carrying value of $1,900 as the notional brand maintenance costs exceeded the incremental royalty of 3.5%. Therefore, an impairment charge to the brand intangible of $1,900 was allocated to the reporting unit.Cannabis - CanadaWhen the Company considered qualitative factors in assessing impairment indicators for Canadian Cannabis it concluded that no impairment indicators existed as no events or circumstances occurred that would, more likely than not, reduce the fair value of the reporting units to be below their carrying amounts.At June 30, 2023, the Company concluded that no impairment indicators existed as no events or circumstances occurred that would, more likely than not, reduce the fair value of the reporting units to be below their carrying amounts. 6. LINE OF CREDIT AND LONG-TERM DEBTThe following table provides details for the carrying values of debt as of: Â Â June 30, 2024 Â Â December 31, 2023 Â Term Loan - ("FCC Loan") - repayable by monthly principal payments of $164Â and accrued interest at a rate of 8.90%; matures May 3, 2027 Â $ 21,804 Â Â $ 22,788 Â Term Loan - Pure Sunfarms - C$19.0M - Canadian prime interest rate plus an applicable margin, repayable in quarterly payments equal to 2.50% of the outstanding principal amount, interest rate of 8.95%; matures February 7, 2026 Â Â 7,310 Â Â Â 8,298 Â Term loan - Pure Sunfarms - C$25.0M - Canadian prime interest rate plus an applicable margin, repayable in quarterly payments equal to 2.50% of the outstanding principal amount starting June 30, 2021, interest rate of 8.95%; matures February 7, 2026 Â Â 11,879 Â Â Â 13,201 Â BDC Facility - Pure Sunfarms - non-revolving demand loan repayable by monthly principal payments of C$52Â and accrued interest at a rate of 10.95%, matures December 31, 2031 Â Â 3,426 Â Â Â 3,771 Â Total Â $ 44,419 Â Â $ 48,058 Â The Companyâ€™s line of credit with Bank of Montreal ("Operating Loan") had $4,000 amount drawn on the facility as of June 30, 2024 and December 31, 2023.The carrying value of the assets and securities pledged as collateral for the FCC Loan as of June 30, 2024 and December 31, 2023 was $80,400 and $117,293, respectively.9 VILLAGE FARMS INTERNATIONAL, INC. Notes to Condensed Consolidated Interim Financial Statements (In thousands of United States dollars, except per share amounts, unless otherwise noted) Â The carrying value of the assets pledged as collateral for the Operating Loan as of June 30, 2024 and December 31, 2023 was $23,359 and $28,034, respectively.The Pure Sunfarms line of credit had a balance of $0 as of June 30, 2024 and December 31, 2023, respectively.The Company is required to comply with financial covenants, measured either quarterly or annually depending on the covenant. The Company was in compliance with all its credit facility covenants as of June 30, 2024. The weighted average annual interest rate on short-term borrowings as of June 30, 2024 and December 31, 2023 was 9.73% and 9.44%, respectively.Accrued interest payable on all long-term debt as of June 30, 2024 and December 31, 2023 was $347 and $390, respectively, and these amounts are included in accrued liabilities in the Condensed Consolidated Statements of Financial Position. The aggregate annual principal maturities of long-term debt for the remainder of 2024 and thereafter are as follows: Remainder of 2024 Â $ 2,857 Â 2025 Â Â 5,714 Â 2026 Â Â 16,679 Â 2027 Â Â 17,343 Â 2028 Â Â 457 Â Thereafter Â Â 1,369 Â Total Â $ 44,419 Â Â $ 48,058 Â 7. FINANCIAL INSTRUMENTS The Companyâ€™s financial instruments include cash and cash equivalents, trade receivables, minority investments, line of credit, trade payables, accrued liabilities, lease liabilities, note payables and debt. The carrying value of cash and cash equivalents, trade receivables, trade payables, and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments. The carrying value of line of credit, lease liabilities, notes payable, and debt approximate their fair values due to insignificant changes in credit risk. For its investments, the Company has selected the practicability election to fair value measurement, under which the investment is measured at cost, less impairment, plus or minus observable price changes of an identical or similar investment. 8. RELATED PARTY TRANSACTIONS AND BALANCESThe Company leases its Rose office building from a company employee who also owns a minority interest in Rose. For the three and six months ended June 30, 2024, the Company paid C$151 and C$190 and for the three and six months ended June 30, 2023 the Company paid C$47 and C$92, respectively, to lease this office space.One of the Companyâ€™s employees is related to a member of the Companyâ€™s executive management team and received approximately $85 and $61 in salary and benefits during the six months ended June 30, 2024 and 2023, respectively.On May 29, 2024, the Company entered into a Share Purchase Agreement with Rose and non-controlling shareholders, which includes two company employees, for the acquisition of an additional 10% interest in Rose for a total cash purchase price of approximately $3,016. 9. INCOME TAXES The Company has recorded a provision for income taxes of ($260) and ($580) for the three and six months ended June 30, 2024, respectively, compared with a provision for income taxes of ($1,299) and ($1,933) for the same periods last year. The Companyâ€™s income tax provision is based on managementâ€™s estimate of the effective tax rate for the full year. The tax (provision) benefit in any period will be affected by, among other things, permanent, as well as temporary, differences in the deductibility of certain items, changes in the valuation allowance related to net deferred tax assets, in addition to changes in tax legislation. As a result, the Company may experience significant fluctuations in the effective book tax rate (that is, tax expense divided by pre-tax book income) from period to period. In order to fully utilize the net deferred tax assets, the Company will need to generate sufficient taxable income in future years. The Company analyzed all positive and negative evidence to determine if, based on the weight of available evidence, it is more likely than not to realize the benefit of the net deferred tax assets. The recognition of the net deferred tax assets and related tax benefits is based upon the Companyâ€™s conclusions regarding, among other considerations, estimates of future earnings based on 10 VILLAGE FARMS INTERNATIONAL, INC. Notes to Condensed Consolidated Interim Financial Statements (In thousands of United States dollars, except per share amounts, unless otherwise noted) Â information currently available and current and anticipated customers, contracts, and product introductions, as well as historical operating results and certain tax planning strategies. Based on the analysis of all available evidence, both positive and negative, the Company has concluded that it does not have the ability to generate sufficient taxable income in the necessary period to utilize the entire benefit for the deferred tax assets. Accordingly, the Company established a valuation allowance of $45,571 as of June 30, 2024 and $39,530 as of December 31, 2023. The Company cannot presently estimate what, if any, changes to the valuation of its deferred tax assets may be deemed appropriate in the future. If the Company incurs future losses, it may be necessary to record additional valuation allowance related to the deferred tax assets recognized as of June 30, 2024. As of June 30, 2024, the Companyâ€™s net deferred tax assets totaled $4,201 and were primarily derived from net operating loss carryforwards. 10. SEGMENT AND GEOGRAPHIC INFORMATION Segment reporting is prepared on the same basis that the Companyâ€™s Chief Executive Officer, who is the Companyâ€™s Chief Operating Decision Maker, manages the business, makes operating decisions and assesses performance. As of June 30, 2024, the Companyâ€™s four segments are as follows: Segment Â Description Produce Â The Produce segment produces, markets, and sells premium quality tomatoes, bell peppers and cucumbers. Cannabis â€“ Canada Â The Cannabis â€“ Canada segment produces and supplies cannabis products to be sold to other licensed providers and provincial governments across Canada and internationally. Cannabis â€“ United States Â The Cannabis â€“ United States segment develops and sells high-quality, CBD-based health and wellness products including ingestible, edible and topical applications. Energy Â The Energy business receives a royalty from a renewable natural gas facility that is located at the Company's Delta facility. The Companyâ€™s primary operations are in the United States and Canada. Segment information is summarized below: Â Three months ended June 30, Â Â Six Months Ended June 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Sales Â Â Â Â Â Â Â Â Â Â Â Produce $ 47,019 Â Â $ 43,846 Â Â $ 83,113 Â Â $ 78,413 Â Cannabis - Canada Â 40,745 Â Â Â 28,065 Â Â Â 78,191 Â Â Â 53,177 Â Cannabis - United States Â 4,297 Â Â Â 5,301 Â Â Â 8,834 Â Â Â 10,278 Â Energy Â 121 Â Â Â Â â€” Â Â Â 121 Â Â Â â€” Â $ 92,182 Â Â $ 77,212 Â Â $ 170,259 Â Â $ 141,868 Â Gross profit Â Â Â Â Â Â Â Â Â Â Â Produce $ (4,164) Â $ (2,761) Â $ (854) Â $ (2,146) Cannabis - Canada Â 10,705 Â Â Â 10,716 Â Â Â 20,213 Â Â Â 19,170 Â Cannabis - United States Â 2,629 Â Â Â 3,558 Â Â Â 5,324 Â Â Â 6,796 Â Energy Â 78 Â Â Â (14) Â Â 78 Â Â Â (21) $ 9,248 Â Â $ 11,499 Â Â $ 24,761 Â Â $ 23,799 Â Â 11 VILLAGE FARMS INTERNATIONAL, INC. Notes to Condensed Consolidated Interim Financial Statements (In thousands of United States dollars, except per share amounts, unless otherwise noted) Â Â 11. LOSS PER SHARE Basic and diluted net loss per common share is calculated as follows: Â Â Three months ended June 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Numerator: Â Â Â Â Â Â Â Â Â Â Â Net loss attributable to Village Farms International, Inc. shareholders Â $ (23,549) Â $ (1,380) Â $ (26,401) Â $ (8,016) Denominator: Â Â Â Â Â Â Â Â Â Â Â Weighted average number of common shares - basic Â Â 110,960 Â Â Â 110,239 Â Â Â 110,604 Â Â Â 107,185 Â Effect of dilutive securities- share-based employee options and awards Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Weighted average number of common shares - diluted Â Â 110,960 Â Â Â 110,239 Â Â Â 110,604 Â Â Â 107,185 Â Antidilutive options and awards Â Â 6,572 Â Â Â 6,589 Â Â Â 6,572 Â Â Â 6,589 Â Net loss per ordinary share: Â Â Â Â Â Â Â Â Â Â Â Basic Â $ (0.21) Â $ (0.01) Â $ (0.24) Â $ (0.07) Diluted Â $ (0.21) Â $ (0.01) Â $ (0.24) Â $ (0.07) Â 12. SHAREHOLDERSâ€™ EQUITY AND SHARE-BASED COMPENSATION Share-based compensation expense was $2,196 and $2,601 for the three and six months ended June 30, 2024, respectively, and $656 and $2,388 for the three and six months ended June 30, 2023, respectively.Stock option activity for the six months ended June 30, 2024 was as follows: Â Â Number ofOptions Â Â WeightedAverageExercise Price Â Â WeightedAverageRemainingContractualTerm (years) Â Â AggregateIntrinsicValue Â Outstanding at January 1, 2024 Â Â 6,946,576 Â Â $ 3.50 Â Â Â 7.54 Â Â $ 83 Â Granted Â 50,000 Â Â $ 0.83 Â Â Â 9.80 Â Â $ 3 Â Forfeited/expired Â Â (424,167) Â $ 3.43 Â Â Â Â Â Â Â Â Outstanding at June 30, 2024 Â Â 6,572,409 Â Â $ 3.49 Â Â Â 7.38 Â Â $ 1,061 Â Exercisable at June 30, 2024 Â Â 3,572,555 Â Â $ 5.44 Â Â Â 6.22 Â Â $ 141 Â Restricted shares activity for the six months ended June 30, 2024 was as follows: Â Â Number ofPerformance-basedRestricted Share Units Â Â Weighted Average Grant Date Fair Value Â Outstanding at January 1, 2024 Â Â â€” Â Â $ - Â Granted Â Â 1,785,144 Â Â $ 1.20 Â Vested and Issued Â Â (1,479,024) Â $ 1.25 Â Outstanding at June 30, 2024 Â Â 306,120 Â Â $ 0.98 Â Exercisable at June 30, 2024 Â Â â€” Â Â $ - Â Â 12 VILLAGE FARMS INTERNATIONAL, INC. Notes to Condensed Consolidated Interim Financial Statements (In thousands of United States dollars, except per share amounts, unless otherwise noted) Â Â 13. CHANGES IN NON-CASH WORKING CAPITAL ITEMS Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Trade receivables Â $ (7,738) Â $ (447) Inventories Â Â 17,174 Â Â Â (880) Other receivables Â Â (123) Â Â (9,991) Prepaid expenses and deposits Â Â 2,306 Â Â Â (411) Trade payables Â Â (1,760) Â Â (2,487) Accrued liabilities Â Â (453) Â Â 6,017 Â Lease liabilities Â Â (1,372) Â Â (956) Other assets, net of other liabilities Â Â (1,712) Â Â 1,330 Â Â $ 6,322 Â Â $ (7,825) Â Â Â Â Â Â Â 13 Â Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes included in Item 1 of Part I of this Quarterly Report and the Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations and consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2023 (our "Annual Report on Form 10-K"). This discussion and analysis contains forward-looking statements about our plans and expectations of what may happen in the future. Forward-looking statements are based on assumptions and estimates that are inherently subject to significant risks and uncertainties, and our actual results could differ materially from the results anticipated by our forward-looking statements. We encourage you to review the risks and uncertainties described in â€œRisk Factorsâ€ in Part I, Item 1A in our Annual Report on Form 10-K, and in Part II, Item 1A of this Quarterly Report. These risks and uncertainties could cause actual results to differ materially from those projected or implied by our forward-looking statements contained in this report. These forward-looking statements are made as of the date of this managementâ€™s discussion and analysis, and we do not intend, and do not assume any obligation, to update these forward-looking statements, except as required by law. EXECUTIVE OVERVIEW Village Farms International, Inc. (â€œVFFâ€, together with its subsidiaries, the â€œCompanyâ€, â€œVillage Farmsâ€, â€œweâ€ â€œusâ€ or â€œourâ€) is a corporation existing under the Business Corporations Act (Ontario). The Companyâ€™s principal operating subsidiaries are Village Farms Canada LP ("VFCLP"), Village Farms LP ("VFLP"), Pure Sunfarms Corp. (â€œPure Sunfarmsâ€ or "PSF"), Balanced Health Botanicals, LLC (â€œBalanced Healthâ€), Rose LifeScience Inc. ("Rose LifeScienceâ€ or â€œRoseâ€), and VF Clean Energy, Inc. (â€œVFCEâ€). The Companyâ€™s vision is to be recognized as an international leader in consumer products developed from plants, whereby we produce and market value-added products that are consistently preferred by consumers. To do so, we leverage decades of cultivation expertise, investment, and experience in fresh produce into branded and wholesale cannabis products within markets with legally permissible opportunities. In Canada, we converted two produce facilities to grow cannabis for the Canadian legal adult use (recreational) market. Our focus for our Canadian Cannabis segment is to produce high quality cannabis, leveraging our low-cost production to provide preferred products at an attractive price that address the preferred consumer segments in the market. This market positioning, combined with our cultivation expertise, has enabled us to evolve into the second best-selling producer nationally and one of the few Canadian LPs with consistently strong operating results. Additionally, through organic growth, exports and/or acquisitions, we have a strategy to participate in other international markets where cannabis attains legal status. In September 2021, our Canadian Cannabis business began exporting cannabis products to Australia for that countryâ€™s medical market. In March 2022, our Canadian Cannabis business received European Union Good Manufacturing Practice (â€œEU GMPâ€) certification for Pure Sunfarmsâ€™ 1.1 million square foot Delta 3 cannabis facility located in Delta, British Columbia (â€œB.C.â€) which permits Pure Sunfarms to export EU GMP-certified medical cannabis to importers and distributors in

international markets that require EU GMP certification. In late 2022, Pure Sunfarms commenced exports to Israel and in 2023, Pure Sunfarms began exporting cannabis products to Germany and the United Kingdom for the medical markets in those countries. As a result of the typically higher margins in international medical markets, we expect international expansion to enhance our profitability while expanding our brand and experience into emerging legal cannabis markets. Through our 85% ownership of Leli Holland, we hold one of ten licenses to cultivate cannabis legally in the Netherlands under that countryâ€™s Closed Supply Chain Experiment program, with production targeted to start in the fourth quarter of 2024. In the U.S., Balanced Health is our industry-leading cannabinoid business, extending our portfolio into cannabidiol (â€œCBDâ€) consumer products. We also operate a large, well-established, produce business (primarily tomatoes) under the Village Farms Fresh (â€œVF Freshâ€) brand which sells to food distribution companies and mass retail stores. We own and operate produce cultivation assets in Texas and Delta, B.C. and source produce from our growing partners, in Mexico and Canada. Our intention is to use our assets, expertise and experience (across cannabis, CBD and produce) to participate in the U.S. Cannabis market subject to compliance with applicable U.S. federal and state laws and applicable stock exchange rules. Our Operating Segments Canadian Cannabis Segment Our Canadian Cannabis segment is comprised of Pure Sunfarms and an 80% ownership in Rose LifeScience. 14 Â Pure Sunfarms is one of the single largest cannabis cultivation and processing operations in the world, one of the lowest-cost greenhouse producers and has developed four of the best-selling flower brands in Canada. Pure Sunfarms leverages our 30 years of experience as a vertically integrated greenhouse grower to grow, produce and sell cannabis products throughout Canada and for export to markets where permissible by law. Rose is the second best-selling licensed producer of cannabis in the Province of Quebec, as well as a prominent cannabis products commercialization expert in Quebec, acting as the exclusive, direct-to-retail sales, marketing and distribution entity for some of the best-known brands in Canada, as well as Quebec-based micro and craft growers. Our long-term objective for our Canadian Cannabis segment is to garner and sustain the leading retail market share in Canada stemming from our leading position as the low-cost, high-quality cannabis producer in Canada and expand our Canadian success into the growing foreign cannabis medicinal markets across the globe. U.S. Cannabis Segment Our U.S. Cannabis segment is comprised of Balanced Health. Balanced Health is one of the leading cannabinoid brands and e-commerce platforms in the United States. Balanced Health develops and sells high-quality CBD and hemp-based health and wellness products, distributing its diverse portfolio of consumer products through its top-ranked e-commerce platform, CBDistilleryâ„¢ and third-party retailers. Produce Segment Our Produce segment is comprised of VF Fresh, which currently consists of Village Farms LP and Village Farms Canada LP. VF Fresh, grows, markets and distributes premium-quality, greenhouse-grown produce in North America. These premium products are grown in sophisticated, highly intensive agricultural greenhouse facilities located in British Columbia and Texas. We also market and distribute premium tomatoes, peppers and cucumbers produced under exclusive and non-exclusive arrangements from our greenhouse supply partners located in Mexico, B.C. and Ontario. We primarily market and distribute under our Village FarmsÂ® brand name to retail supermarkets and dedicated fresh food distribution companies throughout the United States and Canada. Energy Segment Our Energy segment is comprised of VF Clean Energy Inc. VFCE has partnered with Terreva Renewables (formerly Mas Energy) for the Delta RNG Project based on VFCEâ€™s 20-year contract (including a five-year option to extend) with the City of Vancouver to capture landfill gas at the Delta, B.C. landfill site (the "Delta RNG Project"). The Delta RNG Project, which commenced operations in 2024, converts VFCEâ€™s previous landfill gas-to-electricity business into a state-of-the-art landfill gas to high-demand renewable natural gas ("RNG") facility. Terreva Renewables sells the renewable natural gas and VFCE receives a portion of the revenue in the form of a royalty. Recent Developments and Updates Canadian Cannabis â€¢Further expanded its number two national market share position1, further narrowing the gap to the number one position and achieving our highest national market share position to date; â€¢Was the only LP among the top five to expand its national market share position sequentially1; â€¢Further expanded its number one national market share position in dried flower1; â€¢Expanded its number two national market share position in the pre-roll category1; â€¢Continued to achieve steady market share gains in British Columbia (moving up two positions to be tied for the number two position) and Alberta (moving up four positions to the number four position) in the last year1; â€¢The Supertoast brand was the third fastest growing brand nationally for the first half of 2024 with 20% market share in the milled category nationally2, despite being sold in only four provinces; â€¢Village Farms' SKUs held the number one position in the flower category during both the first and second quarters of 20242; â€¢Launched Hi-Def Pre-Rolls, a first-of-its-kind pre-roll, featuring pure ground flower optimized for high potency, with THC content between 36-44%, with no concentrates, infusions or kief. Â 1.For the second quarter of 2024. Based on estimated retail sales from HiFyre, other third parties and provincial boards. 2. Based on estimated retail sales from HiFyre, other third parties and provincial boards. Â 15 Â International Cannabis â€¢Continued the build-out of the Companyâ€™s first indoor cannabis production facility in Drachten, The Netherlands for the Dutch recreational cannabis program, with production on track to begin in the fourth quarter of 2024. The Dutch Program recently completed its start-up phase and expanded the number of municipalities in which regulated cannabis can be sold in â€œcoffee shopsâ€ from two to ten. U.S. Cannabis â€¢The proliferation of unregulated hemp-derived products in the U.S. market, continues to challenge market share for the CBD industry and is causing certain states to impose significant restrictions on intoxicating hemp derived products; â€¢Completed internalization of gummy production, which will support consistency of supply and gross profit; â€¢Balanced Healthâ€™s CBDistillery reported study results demonstrating its shhh+ Distilled THC + CBN Deep Sleep Gummies help users to achieve better-quality rest, fall back to sleep during the night and wake up feeling refreshed; and, â€¢The Companyâ€™s application for a Texas medicinal marijuana license remains pending review by the Department of Public Services. If awarded, the Company plans to work with its listing authority to structure an acceptable ownership structure. VF Fresh (Produce) â€¢Continued improvement in our Texas greenhouse operations resulting in a year-over-year decrease in cost per pound due to ongoing labor efficiencies and increased yields; â€¢Entered into a strategic agreement to expand third-party supply; â€¢Implementing new cultivation technologies, including artificial intelligence, to drive further operational improvements; â€¢Amended and extended the credit agreement for the Companyâ€™s C$10 million revolving line of credit with a Canadian chartered bank. Amendments include the expansion of the Companyâ€™s borrowing options to provide additional financial flexibility and the maturity date was extended from May 24, 2024 to May 24, 2027; and, â€¢The Company has an ongoing sale process for its Monahans (Permian Basin, Texas) greenhouse facility. It is also evaluating other uses for the site and facility, some of which are outside its historical produce business. Village Farms Clean Energy â€¢In April 2024, the Delta, British Columbia Renewable Natural Gas Project began operations, which immediately began contributing incremental profit to the Company. Corporate â€¢Increased ownership of Rose by 10% to hold an 80% interest, with the purchase being immediately accretive to adjusted EBITDA and net income; â€¢Appointed finance and operations veteran, Carolyn Hauger, to the Board of Directors; Presentation of Financial Results Our consolidated results of operations (prior to net income) for the three and six months ended June 30, 2024 and 2023 presented below reflect the operations of our consolidated wholly-owned subsidiaries, our 70% ownership in Rose LifeScience through March 31, 2024, our 80% ownership in Rose LifeScience beginning on April 1, 2024, and our 85% ownership in Leli. Foreign currency exchange rates All currency amounts in this Quarterly Report are stated in U.S. dollars, which is our reporting currency, unless otherwise noted. All references to â€œdollarsâ€ or â€œ$â€ are to U.S. dollars. The assets and liabilities of our foreign operations are translated into dollars at the exchange rate in effect as of June 30, 2024, June 30, 2023, and December 31, 2023. Transactions affecting the shareholdersâ€™ equity (deficit) are translated at historical foreign exchange rates. The condensed consolidated statements of operations and comprehensive income (loss) and condensed consolidated statements of cash flows of our foreign operations are translated into dollars by applying the average foreign exchange rate in effect for the reporting period. The exchange rates used to translate from Canadian dollars ("C") to dollars is shown below: Â As of Â Â June 30, 2024 Â Â June 30, 2023 Â Â December 31, 2023 Â Spot rate Â 0.7310 Â Â Â 0.7547 Â Â Â 0.7543 Â Three-month period ended Â 0.7308 Â Â Â 0.7445 Â Â N/A Â Six-month period ended Â 0.7363 Â Â Â 0.7420 Â Â N/A Â Â 16 Â RESULTS OF OPERATIONS Consolidated Financial Performance (In thousands of U.S. dollars, except per share amounts, and unless otherwise noted) Â Â Three Months Ended June 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Sales Â $ 92,182 Â Â $ 77,212 Â Â $ 170,259 Â Â $ 141,868 Â Cost of sales Â Â (82,934) Â Â (65,713) Â Â (145,498) Â Â (118,069) Gross profit Â Â 9,248 Â Â Â 11,499 Â Â Â 24,761 Â Â Â 23,799 Â Selling, general and administrative expenses Â Â (19,666) Â Â (16,753) Â Â (36,053) Â Â (34,158) Interest expense Â Â (905) Â Â (1,411) Â Â (1,822) Â Â (2,544) Interest income Â Â 322 Â Â Â 283 Â Â Â 528 Â Â Â 479 Â Foreign exchange (loss) gain Â Â (403) Â Â 738 Â Â Â (1,281) Â Â 669 Â Other income Â Â 45 Â Â Â 5,602 Â Â Â 149 Â Â Â 5,632 Â Goodwill and intangible asset impairments (1) Â Â (11,939) Â Â â€” Â Â Â (11,939) Â Â â€” Â Loss before taxes Â Â (23,298) Â Â (42) Â Â (25,657) Â Â (6,123) Provision for income taxes Â Â (260) Â Â (1,299) Â Â (580) Â Â (1,933) Loss including non-controlling interests Â Â (23,558) Â Â (1,341) Â Â (26,237) Â Â (8,056) Less: net loss (income) attributable to non-controlling interests, net of tax Â Â 9 Â Â Â (39) Â Â (164) Â Â 40 Â Net loss attributable to Village Farms International Inc. shareholders Â $ (23,549) Â $ (1,380) Â $ (26,401) Â $ (8,016) Adjusted EBITDA (2) Â $ (3,559) Â $ 4,475 Â Â $ 32 Â Â $ 4,994 Â Basic loss per share Â $ (0.21) Â $ (0.01) Â $ (0.24) Â $ (0.07) Diluted loss per share Â $ (0.21) Â $ (0.01) Â $ (0.24) Â $ (0.07) (1)Reflects impairment to goodwill and intangibles of $11,939 in U.S. Cannabis that was based on recent historical performance, near-term forecasts, and the state of the CBD industry in the United States. See â€œCritical Accounting Estimates and Judgmentsâ€ below for more information. (2)Adjusted EBITDA is not a recognized earnings measure and does not have a standardized meaning prescribed by GAAP. Therefore, Adjusted EBITDA may not be comparable to similar measures presented by other issuers. Management believes that Adjusted EBITDA is a useful supplemental measure in evaluating the performance of the Company because it excludes non-recurring and other items that do not reflect our business performance. Adjusted EBITDA includes the Companyâ€™s 70% interest in Rose LifeScience through March 31, 2024, 80% interest in Rose LifeScience beginning on April 1, 2024 and 85% interest in Leli. We caution that our results of operations for the three and six months ended June 30, 2024 and 2023 may not be indicative of our future performance. Discussion of Financial Results A discussion of our consolidated results for the three and six months ended June 30, 2024 and 2023 is included below. The consolidated results include all four of our operating segments: Produce, Canadian Cannabis, U. S. Cannabis, and Energy, along with public company expenses. For a discussion of our segmented results, please see â€œSegmented Results of Operationsâ€ below. CONSOLIDATED RESULTS Three Months Ended June 30, 2024 Compared to Three Months Ended June 30, 2023 Sales Sales for the three months ended June 30, 2024 were $92,182 compared with $77,212 for the three months ended June 30, 2023. The increase of $14,970, or 19%, was primarily due to an increase in Canadian Cannabis sales of $12,680 and an increase in VF Fresh sales of $3,173, partially offset by a decrease in U.S. Cannabis sales of $1,004. For additional information, refer to "Segmented Results of Operations" below. Cost of Sales Cost of sales for the three months ended June 30, 2024 was ($82,934) compared with ($65,713) for the three months ended June 30, 2023. The increase of $17,221, or 26%, was primarily due to an increase in Canadian Cannabis of $12,691 and VF Fresh cost 17 Â of sales of $4,576, partially offset by a decrease in U.S. Cannabis cost of sales of $75. For additional information, refer to "Segmented Results of Operations" below. Gross Profit Gross profit for the three months ended June 30, 2024 was $9,248 compared with $11,499 for the three months ended June 30, 2023. The decrease of $2,251, or 20%, was primarily due to a decrease in gross profit at VF Fresh of $1,403 and U.S. Cannabis of $929. For additional information, refer to "Segmented Results of Operations" below. Selling, General and Administrative Expenses Selling, general and administrative expenses for the three months ended June 30, 2024 were ($19,666) (21% of sales) compared with ($16,753) (22% of sales) for the three months ended June 30, 2023. The increase of $2,913, or 17%, was primarily due to an increase in share-based compensation of $1,540 and operating expenses for Canadian Cannabis of $922 and VF Fresh of $759, partially offset by a decrease in U.S. Cannabis operating expenses of $426. For additional information, refer to "Segmented Results of Operations" below. Â Â For the Three Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Selling, general and administrative expenses Â $ 17,470 Â Â $ 16,097 Â Share-based compensation Â Â 2,196 Â Â Â 656 Â Total selling, general and administrative expenses Â $ 19,666 Â Â $ 16,753 Â Interest Expense Interest expense for the three months ended June 30, 2024 was ($905) compared with ($1,411) for the three months ended June 30, 2023. The decrease of $506, or 36%, was due to a decrease in the average outstanding debt balance under our credit facilities. Interest Income Interest income for the three months ended June 30, 2024 was $322 compared with $283 for the three months ended June 30, 2023. Other Income Other income for the three months ended June 30, 2024 was $45 compared with $5,602 for the three months ended June 30, 2023. The decrease was primarily attributable to a favorable legal settlement at VF Fresh of $5,584 in the three months ended June 30, 2023 relating to the partial recovery of operational losses from the Tomato Brown Rugose Fruit Virus ("ToBRFV") infestation (the "ToBRFV Legal Settlement"), which was recorded only in prior-year periods. Loss Before Taxes Loss before taxes for the three months ended June 30, 2024 was ($23,298) compared with ($42) for the three months ended June 30, 2023. The change of ($23,256) was primarily due to the impairment of goodwill and intangible assets within the U.S. Cannabis segment during the three months ended June 30, 2024 of ($11,939) (see "Critical Accounting Estimates and Judgments" below), lower gross margins in VF Fresh and U.S. Cannabis, and higher selling, general, and administrative expenses. The three months ended June 30, 2023 also included the ToBRFV Legal Settlement, which was recorded in prior-year periods. Net Loss Attributable to Village Farms International, Inc. Shareholders Net loss attributable to Village Farms International, Inc. shareholders for the three months ended June 30, 2024 was ($23,549) compared with ($1,380) for the three months ended June 30, 2023. The change of ($22,169) was primarily due to the impairment of U.S. Cannabis goodwill and intangible assets incurred during the three months ended June 30, 2024 of ($11,939), a lower operating margin, and higher selling, general, and administrative expenses. The change as compared to the three months ended June 30, 2023 also reflected the ToBRFV Legal Settlement in prior-year periods. Adjusted EBITDA Adjusted EBITDA for the three months ended June 30, 2024 was ($3,559) compared with $4,475 for the three months ended June 30, 2023. The change was primarily due to the inclusion of the ToBRFV Legal Settlement at VF Fresh of $5,584 for the three months ended June 30, 2023, lower gross margins, and higher non-share-based compensation selling, general, and administrative costs. For additional information, refer to the reconciliation of Adjusted EBITDA to net (loss) income in â€œNon-GAAP Measuresâ€”Reconciliation of Net Loss to Adjusted EBITDAâ€. 18 Â Six Months Ended June 30, 2024 Compared to Six Months Ended June 30, 2023 Sales Sales for the six months ended June 30, 2024 were $170,259 compared with $141,868 for the six months ended June 30, 2023. The increase of $28,391, or 20%, was primarily due to an increase in Canadian Cannabis sales of $25,014 and an increase in VF Fresh sales of $4,700, partially offset by a decrease in U.S. Cannabis sales of $1,444. For additional information, refer to "Segmented Results of Operations" below. Cost of Sales Cost of sales for the six months ended June 30, 2024 were ($145,498) compared with ($118,069) for the six months ended June 30, 2023. The increase of $27,429, or 23%, was primarily attributable to an increase in Canadian Cannabis cost of sales of $23,971 on higher volume, and VF Fresh cost of sales of $3,408. For additional information, refer to "Segmented Results of Operations" below. Gross Profit Gross profit for the six months ended June 30, 2024 was $24,761, compared with $23,799 for the six months ended June 30, 2023. The increase of $962, or 4%, was primarily attributable to an increase in gross profit at VF Fresh of $1,292 and Canadian Cannabis of $1,043, partially offset by a decrease in gross profit at U.S. Cannabis of $1,472. For additional information, refer to "Segmented Results of Operations" below. Selling, General and Administrative Expenses Selling, general and administrative expenses for the six months ended June 30, 2024 increased $1,895, or 6%, to ($36,053) (21% of sales), compared with ($34,158) (24% of sales), for the six months ended June 30, 2023. The increase was primarily attributable to an increase in Canadian Cannabis of $1,778 and VF Fresh of $536, partially offset by a decrease in U.S. Cannabis of $637. For additional information, refer to "Segmented Results of Operations" below. Â Â For the Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Selling, general and administrative expenses Â $ 33,452 Â Â $ 31,770 Â Share-based compensation Â Â 2,601 Â Â Â 2,388 Â Total selling, general and administrative expenses Â $ 36,053 Â Â $ 34,158 Â Interest Expense Interest expense for the six months ended June 30, 2024 was ($1,822) compared with ($2,544) for the six months ended June 30, 2023. The decrease of $722, or 28%, was due to a decrease in the average outstanding debt balance under our credit facilities. Interest Income Interest income for the six months ended June 30, 2024 was $528 compared with $479 for the six months ended June 30, 2023. Other Income Other income for the six months ended June 30, 2024 was $149 compared with $5,632 for the six months ended June 30, 2023. The decrease in other income was primarily due to the ToBRFV Legal Settlement that was recorded in the six months ended June 30, 2023 within VF Fresh. Loss Before Taxes Loss before taxes for six months ended June 30, 2024 was ($25,657) compared with ($6,123) for the six months ended June 30, 2023. The change of ($19,534), or (319%), was primarily due to an impairment of goodwill and intangible assets of ($11,939) in the U.S. Cannabis segment during the six months ended June 30, 2024, lower gross margin in VF Fresh and U. S. Cannabis, and higher selling, general, and administrative expenses. The six months ended June 30, 2023 also included the ToBRFV Legal Settlement, which was not present in current-year periods. Net Loss Attributable to Village Farms International, Inc. Shareholders Net loss attributable to Village Farms International, Inc. shareholders for the six months ended June 30, 2024 was ($26,401) as compared with ($8,016) for the six months ended June 30, 2023, a change of ($18,385), or (229%), primarily due to an impairment of goodwill and intangible assets of ($11,939) in the U.S. Cannabis segment during the six months ended June 30, 2024, lower operating margin in VF Fresh and U.S. Cannabis, and higher selling, general, and administrative expenses. The six months ended June 30, 2023 also included the ToBRFV Legal Settlement of $5,584 for VF Fresh that was not present in current-year periods. 19 Â Adjusted EBITDA Adjusted EBITDA for the six months ended June 30, 2024 was $32 compared with $4,994 for the six months ended

June 30, 2023. The change was mainly driven by the inclusion of the ToBRFV Legal Settlement of $5,584 at VF Fresh during the six months ended June 30, 2023, lower gross margins and higher non-share-based compensation selling, general, and administrative costs for the six months ended June 30, 2024. For additional information, refer to the reconciliation of Adjusted EBITDA to net (loss) income in â€œNon-GAAP Measuresâ€”Reconciliation of Net Loss to Adjusted EBITDAâ€. SEGMENTED RESULTS OF OPERATIONS (In thousands of U.S. dollars, except per share amounts, and unless otherwise noted) Â For The Three Months Ended June 30, 2024 Â Â VF Fresh(Produce) Â Â Cannabis Canada Â Â Cannabis U.S. Â Â CleanEnergy Â Â Corporate Â Â Total Â Sales $ 47,019 Â Â $ 40,745 Â Â $ 4,297 Â Â $ 121 Â Â $ â€” Â Â $ 92,182 Â Cost of sales Â (51,183) Â Â (30,040) Â Â (1,668) Â Â (43) Â Â â€” Â Â Â (82,934) Selling, general and administrative expenses Â (3,613) Â Â (8,749) Â Â (2,960) Â Â (17) Â Â (4,327) Â Â (19,666) Other expense, net Â (527) Â Â (270) Â Â â€” Â Â Â â€” Â Â Â (144) Â Â (941) Goodwill and intangible asset impairments (1) Â â€” Â Â Â â€” Â Â Â (11,939) Â Â â€” Â Â Â â€” Â Â Â (11,939) Operating (loss) income Â (8,304) Â Â 1,686 Â Â Â (12,270) Â Â 61 Â Â Â Â (4,471) Â Â (23,298) Recovery of (provision for) income taxes Â 4 Â Â Â Â (259) Â Â â€” Â Â Â â€” Â Â Â (5) Â Â (260) (Loss) income from consolidated entities Â (8,300) Â Â 1,427 Â Â Â (12,270) Â Â 61 Â Â Â Â (4,476) Â Â (23,558) Less: net (income) loss attributable to non-controlling interests, net of tax Â â€” Â Â Â (43) Â Â â€” Â Â Â â€” Â Â Â 52 Â Â Â Â 9 Â Net (loss) income $ (8,300) Â $ 1,384 Â Â $ (12,270) Â $ 61 Â Â $ (4,424) Â $ (23,549) Adjusted EBITDAÂ (2) $ (6,350) Â $ 4,818 Â Â $ (240) Â $ 61 Â Â $ (1,848) Â $ (3,559) Basic (loss) income per share $ (0.07) Â $ 0.01 Â Â $ (0.11) Â $ 0.00 Â Â $ (0.04) Â $ (0.21) Diluted (loss) income per share $ (0.07) Â $ 0.01 Â Â $ (0.11) Â $ 0.00 Â Â $ (0.04) Â $ (0.21) Â For The Three Months Ended June 30, 2023 Â Â VF Fresh(Produce) Â Â Cannabis Canada Â Â Cannabis U.S. Â Â CleanEnergy Â Â Corporate Â Â Total Â Sales $ 43,846 Â Â $ 28,065 Â Â $ 5,301 Â Â $ â€” Â Â $ â€” Â Â $ 77,212 Â Cost of sales Â (46,607) Â Â (17,349) Â Â (1,743) Â Â (14) Â Â â€” Â Â Â (65,713) Selling, general and administrative expenses Â (2,854) Â Â (7,827) Â Â (3,386) Â Â (1) Â Â (2,685) Â Â (16,753) Other income (expense), net Â 5,135 Â Â Â (806) Â Â â€” Â Â Â (19) Â Â 902 Â Â Â 5,212 Â Operating (loss) income Â (480) Â Â 2,083 Â Â Â 172 Â Â Â (34) Â Â (1,783) Â Â (42) Provision for income taxes Â (218) Â Â (818) Â Â â€” Â Â Â â€” Â Â Â (263) Â Â (1,299) (Loss) income from consolidated entities Â (698) Â Â 1,265 Â Â Â 172 Â Â Â (34) Â Â (2,046) Â Â (1,341) Less: net (income) loss attributable to non-controlling interests, net of tax Â â€” Â Â Â (91) Â Â â€” Â Â Â â€” Â Â Â 52 Â Â Â (39) Net (loss) income $ (698) Â $ 1,174 Â Â $ 172 Â Â $ (34) Â $ (1,994) Â $ (1,380) Adjusted EBITDAÂ (2) $ 1,330 Â Â $ 4,778 Â Â $ 354 Â Â $ (35) Â $ (1,952) Â $ 4,475 Â Basic (loss) income per share $ (0.01) Â $ 0.01 Â Â $ 0.00 Â Â $ (0.00) Â $ (0.02) Â $ (0.01) Diluted (loss) income per share $ (0.01) Â $ 0.01 Â Â $ 0.00 Â Â $ (0.00) Â $ (0.02) Â $ (0.01) Â For The Six Months Ended June 30, 2024 Â Â VF Fresh(Produce) Â Â Cannabis Canada Â Â Cannabis U.S. Â Â CleanEnergy Â Â Corporate Â Â Total Â Sales $ 83,113 Â Â $ 78,191 Â Â $ 8,834 Â Â $ 121 Â Â $ â€” Â Â $ 170,259 Â Cost of sales Â (83,967) Â Â (57,978) Â Â (3,510) Â Â (43) Â Â â€” Â Â Â (145,498) Selling, general and administrative expenses Â (6,306) Â Â (16,453) Â Â (6,366) Â Â (37) Â Â (6,891) Â Â (36,053) Other expense, net Â (1,030) Â Â (671) Â Â â€” Â Â Â â€” Â Â Â (725) Â Â (2,426) Goodwill and intangible asset impairments (1) Â â€” Â Â Â â€” Â Â Â (11,939) Â Â â€” Â Â Â â€” Â Â Â (11,939) Operating (loss) income Â (8,190) Â Â 3,089 Â Â Â Â (12,981) Â Â 41 Â Â Â Â (7,616) Â Â (25,657) Recovery of (provision for) income taxes Â 4 Â Â Â Â (588) Â Â â€” Â Â Â â€” Â Â Â 4 Â Â Â Â (580) (Loss) income from consolidated entities Â (8,186) Â Â 2,501 Â Â Â Â (12,981) Â Â 41 Â Â Â Â (7,612) Â Â (26,237) Less: net (income) loss attributable to non-controlling interests, net of tax Â â€” Â Â Â (270) Â Â â€” Â Â Â â€” Â Â Â 106 Â Â Â (164) Net (loss) income $ (8,186) Â $ 2,231 Â Â $ (12,981) Â $ 41 Â Â $ (7,506) Â $ (26,401) Adjusted EBITDAÂ (2) $ (4,322) Â $ 8,891 Â Â $ (855) Â $ 41 Â Â $ (3,723) Â $ 32 Â Basic (loss) income per share $ (0.07) Â $ 0.02 Â Â $ (0.12) Â $ 0.00 Â Â $ (0.07) Â $ (0.24) Diluted (loss) income per share $ (0.07) Â $ 0.02 Â Â $ (0.12) Â $ 0.00 Â Â $ (0.07) Â $ (0.24) Â 20 Â Â Â For The Six Months Ended June 30, 2023 Â Â VF Fresh(Produce) Â Â Cannabis Canada Â Â Cannabis U.S. Â Â CleanEnergy Â Â Corporate Â Â Total Â Sales $ 78,413 Â Â $ 53,177 Â Â $ 10,278 Â Â $ â€” Â Â $ â€” Â Â $ 141,868 Â Cost of sales Â (80,559) Â Â (34,007) Â Â (3,482) Â Â (21) Â Â â€” Â Â Â (118,069) Selling, general and administrative expenses Â (5,770) Â Â (14,675) Â Â (7,003) Â Â (30) Â Â (6,680) Â Â (34,158) Other income (expense) net Â 4,591 Â Â Â (1,410) Â Â 3 Â Â Â (19) Â Â 1,071 Â Â Â 4,236 Â Operating (loss) income Â (3,325) Â Â 3,085 Â Â Â (204) Â Â (70) Â Â (5,609) Â Â (6,123) Recovery of (provision for) income taxes Â 8 Â Â Â Â (1,956) Â Â â€” Â Â Â â€” Â Â Â 15 Â Â Â (1,933) (Loss) income from consolidated entities Â (3,317) Â Â 1,129 Â Â Â (204) Â Â (70) Â Â (5,594) Â Â (8,056) Less: net (income) loss attributable to non-controlling interests, net of tax Â â€” Â Â Â (60) Â Â â€” Â Â Â â€” Â Â Â 100 Â Â Â 40 Â Net (loss) income $ (3,317) Â $ 1,069 Â Â $ (204) Â $ (70) Â $ (5,494) Â $ (8,016) Adjusted EBITDAÂ (2) $ 335 Â Â $ 8,688 Â Â $ 203 Â Â $ (71) Â $ (4,161) Â $ 4,994 Â Basic (loss) income per share $ (0.03) Â $ 0.01 Â Â $ (0.00) Â $ (0.00) Â $ (0.05) Â $ (0.07) Diluted (loss) income per share $ (0.03) Â $ 0.01 Â Â $ (0.00) Â $ (0.00) Â $ (0.05) Â $ (0.07) Â (1)Reflects impairment to goodwill and intangibles of $11,939 in U.S. Cannabis that was based on recent historical performance, near-term forecasts, and the state of the CBD industry in the United States. See â€œCritical Accounting Estimates and Judgmentsâ€ below for more information. (2)Adjusted EBITDA is not a recognized earnings measure and does not have a standardized meaning prescribed by GAAP. Therefore, Adjusted EBITDA may not be comparable to similar measures presented by other issuers. Management believes that Adjusted EBITDA is a useful supplemental measure in evaluating the performance of the Company because it excludes non-recurring and other items that do not reflect our business performance. Adjusted EBITDA includes the Companyâ€™s 70% interest in Rose LifeScience through March 31, 2024, 80% interest in Rose LifeScience beginning on April 1, 2024 and 85% interest in Leli. CANADIAN CANNABIS SEGMENT RESULTS The Canadian Cannabis segment consists of Pure Sunfarms and Rose LifeScience. The comparative analysis for Canadian Cannabis is based on the consolidated results of Pure Sunfarms and our interest in Rose LifeScience for the three and six months ended June 30, 2024 and 2023. Beginning on April 1, 2024, our interest in Rose LifeScience increased from 70% to 80%, which is reflected in the results presented below. Three Months Ended June 30, 2024 Compared to Three Months Ended June 30, 2023 Sales Canadian Cannabis net sales for the three months ended June 30, 2024 were $40,745 compared with $28,065 for the three months ended June 30, 2023. The increase of $12,680, or 45%, was due primarily to a 32% increase in net branded sales and a 182% increase in non-branded sales. The increase in net branded sales was due to market share gain across the flower, pre-roll and milled categories, driven by high quality cultivation and new product launches. The increase in non-branded sales resulted from improved supply conditions and pricing created by the shift of many producers to asset light models, including sales of non-brand-spec inventory. International sales increased by 9% primarily due to higher sales to Germany and UK, partially offset by lower sales to Australia. The Canadian Cannabis business continues to pay a burdensome excise duty (also known as excise tax) on its branded sales (sales to provincial distributors). For the three months ended June 30, 2024, the Company incurred excise duties of $19,815 (C$27,114), or 39% of gross branded sales, compared with $13,966 (C$18,760), or 38% of gross branded sales, for the three months ended June 30, 2023. The increase of $5,849 (C$8,354), or 42%, was due to an increase in kilograms sold in the branded channel. The Canadian excise duty is our single largest cost of participating in the branded adult-use market in Canada. For the three months ended June 30, 2024, 75% of net sales were generated from branded flower, pre-rolls and cannabis derivative products compared with 83% for the three months ended June 30, 2023. Non-branded, international, and other sales accounted for 25% of Canadian Cannabis net sales for the three months ended June 30, 2024, as compared with 17% for the three months ended June 30, 2023. The following table presents sales by Canadian Cannabis revenue stream, together with the impact of the excise tax, in U.S. dollars and Canadian dollars, for the three months ended June 30, 2024 and 2023: 21 Â Â Â For the Three Months Ended June 30, Â (in thousands of U.S. dollars) Â 2024 Â Â 2023 Â Branded sales Â $ 50,350 Â Â $ 37,164 Â Non-branded sales Â Â 8,266 Â Â Â 2,933 Â International sales Â Â 1,505 Â Â Â 1,377 Â Other Â Â 439 Â Â Â 557 Â Less: excise taxes Â Â (19,815) Â Â (13,966) Net Sales Â $ 40,745 Â Â $ 28,065 Â Â Â Â For the Three Months Ended June 30, Â (in thousands of Canadian dollars) Â 2024 Â Â 2023 Â Branded sales Â $ 68,896 Â Â $ 49,895 Â Non-branded sales Â Â 11,314 Â Â Â 3,940 Â International sales Â Â 2,059 Â Â Â 1,849 Â Other Â Â 601 Â Â Â 749 Â Less: excise taxes Â Â (27,114) Â Â (18,760) Net Sales Â $ 55,756 Â Â $ 37,673 Â Cost of Sales Canadian Cannabis cost of sales for the three months ended June 30, 2024 was ($30,040) compared with ($17,349) for the three months ended June 30, 2023. The increase of $12,691, or 73%, was primarily due to an increase in volume (kilograms) packaged and sold of branded products, as well as an increase in non-branded kilograms sold. Gross Profit/Margin Canadian Cannabis gross profit for the three months ended June 30, 2024 was $10,705 compared with $10,716 for the three months ended June 30, 2023. Canadian Cannabis gross margin for the three months ended June 30, 2024 was 26% compared with 38% for the three months ended June 30, 2023. The decrease in gross margin percentage was due to a significant volume of sales of non-brand-spec inventory within the non-branded sales channel, as well as higher sales of value brands within the branded sales channel. Selling, General and Administrative Expenses Canadian Cannabis selling, general and administrative expenses for the three months ended June 30, 2024 were ($8,749), or 21%, of sales compared with ($7,827), or 28%, of sales for the three months ended June 30, 2023. The increase of $922 was primarily due to higher commercial and marketing expenses. Net Income Canadian Cannabis net income for the three months ended June 30, 2024 was $1,384 compared with net income of $1,174 for the three months ended June 30, 2023. The improvement in net income was primarily due to a decrease in the tax provision expense of $559, partially offset by an increase in selling, general and administrative expenses. Adjusted EBITDA Adjusted EBITDA for Canadian Cannabis for the three months ended June 30, 2024 was $4,818 compared with $4,778 for the three months ended June 30, 2023. For additional information, refer to the reconciliation of Adjusted EBITDA to net (loss) income in â€œNon-GAAP Measuresâ€”Reconciliation of Net Loss to Adjusted EBITDAâ€. Six Months Ended June 30, 2024 Compared to Six Months Ended June 30, 2023 Sales Canadian Cannabis net sales for the six months ended June 30, 2024 were $78,191 compared with $53,177 for the six months ended June 30, 2023. The increase of $25,014, or 47%, was due primarily to a 36% increase in net branded sales and a 181% increase in non-branded sales. The increase in net branded sales was due to market share gain across the flower, pre-roll and milled categories, driven by high quality cultivation and new product launches. The increase in non-branded sales resulted from improved supply conditions and pricing created by the shift of many producers to asset light models and sales of non-brand-spec inventory. The Canadian Cannabis business continues to pay a burdensome excise duty (also known as excise tax) on its branded sales (sales to provincial distributors). For the six months ended June 30, 2024, the Company incurred excise duties of $39,518 (C$53,679), or 40% of our gross branded sales, compared to $27,724 (C$37,361), or 39% of our gross branded sales for the six months ended June 30, 2023. The increase of $11,794 (C$16,318), or 43%, in excise duties was due to an increase in kilograms sold in the branded channel. The Canadian excise duty is our single largest cost of participating in the adult-use (branded) market in Canada. 22 Â For the six months ended June 30, 2024, 76% of net sales were generated from branded flower, pre-rolls and cannabis derivative products compared with 83% for the six months ended June 30, 2023. Non-branded, international, and other sales accounted for 24% of Canadian Cannabis net sales for the six months ended June 30, 2024, as compared with 17% for the six months ended June 30, 2023. The following table presents sales by Canadian Cannabis revenue stream, together with the impact of the excise tax, in U.S. dollars and Canadian dollars, for the six months ended June 30, 2024 and 2023: Â Â For the Six Months Ended June 30, Â (in thousands of U.S. dollars) Â 2024 Â Â 2023 Â Branded sales Â $ 99,073 Â Â $ 71,663 Â Non-branded sales Â Â 14,737 Â Â Â 5,242 Â International sales Â Â 3,003 Â Â Â 3,064 Â Other Â Â 896 Â Â Â 932 Â Less: excise taxes Â Â (39,518) Â Â (27,724) Net Sales Â $ 78,191 Â Â $ 53,177 Â Â Â Â For the Six Months Ended June 30, Â (in thousands of Canadian dollars) Â 2024 Â Â 2023 Â Branded sales Â $ 134,589 Â Â $ 96,571 Â Non-branded sales Â Â 20,046 Â Â Â 7,061 Â International sales Â Â 4,080 Â Â Â 4,131 Â Other Â Â 1,218 Â Â Â 1,255 Â Less: excise taxes Â Â (53,679) Â Â (37,361) Net Sales Â $ 106,254 Â Â $ 71,657 Â Cost of Sales Canadian Cannabis cost of sales for the six months ended June 30, 2024 was ($57,978) compared with ($34,007) for the six months ended June 30, 2023. The increase of $23,971, or 70%, was primarily due to an increase in volume (kilograms) packaged and sold of branded products, as well as an increase in non-branded kilograms sold. Gross Profit/Margin Canadian Cannabis gross profit for the six months ended June 30, 2024 was $20,213 compared with $19,170 for the six months ended June 30, 2023. The increase of $1,043, or 5%, was driven by higher sales in the first six months of 2024. Canadian Cannabis gross margin for the six months ended June 30, 2024 was 26% compared with 36% for the six months ended June 30, 2023, with the decrease due to a significant volume of non-brand-spec inventory within non-branded sales channel as well as higher sales of value brands within the branded sales channel. Selling, General and Administrative Expenses Canadian Cannabis selling, general and administrative expenses for the six months ended June 30, 2024 increased $1,778 to ($16,453), or 21% of sales compared with ($14,675), or 28% of sales for the six months ended June 30, 2023. The increase in selling, general and administrative expenses was primarily due to higher commercial and marketing expenses. Net Income Canadian Cannabis net income for the six months ended June 30, 2024 was $2,231 compared with net income of $1,069 for the six months ended June 30, 2023. The improvement in net income was primarily due to a decrease in the tax provision expense of $1,368, partially offset by an increase in selling, general and administrative expenses for the first six months of 2024 as compared to the first six months of 2023. Adjusted EBITDA Adjusted EBITDA for Canadian Cannabis for the six months ended June 30, 2024 was $8,891 compared with $8,688 for the six months ended June 30, 2023. For additional information, refer to the reconciliation of Adjusted EBITDA to net (loss) income in â€œNon-GAAP Measuresâ€”Reconciliation of Net Loss to Adjusted EBITDAâ€. U.S. CANNABIS SEGMENT RESULTS The U.S. Cannabis segment consists of Balanced Health. For the three and six months ended June 30, 2024 and 2023, U.S. Cannabis financial results are based on the results of Balanced Health. 23 Â Three Months Ended June 30, 2024 Compared to Three Months Ended June 30, 2023 Sales U.S. Cannabis net sales for the three months ended June 30, 2024 was $4,297 compared with $5,301 for the three months ended June 30, 2023. The decrease of $1,004, or 19%, was primarily due to lower direct-to-consumer sales resulting from the proliferation of unregulated hemp-derived products on the market. All U.S. Cannabis sales were generated in the United States, with gross sales composed of 91% e-commerce sales, 8% retail sales and 1% miscellaneous. Cost of Sales U.S. Cannabis cost of sales for the three months ended June 30, 2024 was ($1,668) compared with ($1,743) for the three months ended June 30, 2023. The decrease of $75, or 4%, was primarily due to lower sales, partially offset by a shift in product mix as consumers moved to gummies and away from the higher margin tincture products. Gross Profit/Margin U.S Cannabis gross profit for the three months ended June 30, 2024 decreased $929, or 26%, to $2,629, or a 61% gross margin, compared with $3,558, or a 67% gross margin, for the three months ended June 30, 2023. Selling, General and Administrative Expenses U.S. Cannabis selling general and administrative expenses for the three months ended June 30, 2024 were ($2,960) compared with ($3,386) for the three months ended June 30, 2023. The decrease of $426, or 13%, is due to more efficient marketing and brand spending and contract renegotiation. Net (Loss) Income U.S. Cannabis net loss for the three months ended June 30, 2024 was ($12,270) compared with net income of $172 for the three months ended June 30, 2023. The change was primarily due to the goodwill and intangible asset impairment charge taken in the three months ended June 30, 2024 of ($11,939). For more information, see "Critical Accounting Estimates and Judgments" below. Adjusted EBITDA U.S. Cannabis adjusted EBITDA for the three months ended June 30, 2024 was ($240) compared with $354 for the three months ended June 30, 2023. The change was due to lower sales and a lower gross margin. For additional information, refer to the reconciliation of Adjusted EBITDA to net (loss) income in â€œNon-GAAP Measuresâ€”Reconciliation of Net Loss to Adjusted EBITDAâ€. Six Months Ended June 30, 2024 Compared to Six Months Ended June 30, 2023 Sales U.S. Cannabis net sales for the six months ended June 30, 2024 decreased $1,444, or 14%, to $8,834 compared with $10,278 for the six months ended June 30, 2023. The decrease was primarily due to lower direct-to-consumer sales due to the proliferation of unregulated hemp-derived products on the market. All U.S. Cannabis sales were generated in the United States, with gross sales composed of 90% e-commerce sales, 7% retail sales and 3% miscellaneous. Cost of Sales U.S. Cannabis cost of sales for the six months ended June 30, 2024 was ($3,510) compared with ($3,482) for the six months ended June 30, 2023. The 1% increase was primarily due to a shift in product mix as consumers moved to gummies and away from the higher margin tincture products. Gross Profit/Margin U.S Cannabis gross profit for the six months ended June 30, 2024 decreased $1,472 to $5,324, or a 60% gross margin, compared with $6,796, or a 66% gross margin, for the six months ended June 30, 2023. Selling, General and Administrative Expenses U.S. Cannabis selling general and administrative expenses for the six months ended June 30, 2024 were ($6,366) compared with ($7,003) for the six months ended June 30, 2023. The decrease of $637, or 9%, is due to more efficient marketing and brand spending and contract renegotiation. Net Loss U.S. Cannabis net loss for the six months ended June 30, 2024 was ($12,981) compared with a net loss of ($204) for the six months ended June 30, 2023. The change was primarily due to the 2024 impairment charge of ($11,939) as discussed above, and a decrease in sales at a lower gross margin. 24 Â Adjusted EBITDA U.S. Cannabis adjusted EBITDA for the six months ended June 30, 2024 was ($855) compared with $203 for the six months ended June 30, 2023 due to lower sales and a lower gross margin. For additional information, refer to the reconciliation of Adjusted EBITDA to net (loss) income in â€œNon-GAAP Measuresâ€”Reconciliation of Net Loss to Adjusted EBITDAâ€. PRODUCE SEGMENT RESULTS â€” VF FRESH The produce segment, VF Fresh, consists of Village Farms LP and Village Farms Canada LP. VF Freshâ€™s comparative analysis are based on the consolidated results of Village Farms LP and Village Farms Canada LP for the three and six months ended June 30, 2024 and 2023. Three Months Ended June 30, 2024 Compared to Three Months Ended June 30, 2023 Sales VF Fresh sales for the three months ended June 30, 2024 were $47,019 compared with $43,846 for the three months ended June 30, 2023. The increase of $3,173, or 7%, was primarily due to a 16% increase in pounds sold, partially offset by a

decrease in average selling price. The increase in sales from Company-owned greenhouses of 21% was due to an increase in the planted area in 2024 following a (15%) strategic reduction in acres planted in Texas in 2023, as well as additional production from the Delta 2 facility, which was partially converted to produce in 2024. These were partially offset by the Permian Basin facility not being used for production in 2024. The average selling price for all produce sold during the three months ended June 30, 2024 compared with the three months ended June 30, 2023 was as follows: tomatoes changed (9%), peppers changed (2%), cucumbers changed (12%), and mini cucumbers changed (26%). These price changes are due primarily to weaker market pricing and product mix. Cost of Sales VF Fresh cost of sales for the three months ended June 30, 2024 increased by $4,576, or 10%, to ($51,183) compared with ($46,607) for the three months ended June 30, 2023. The increase was primarily due to an increase from Company-owned greenhouses of $2,657 and an increase from supply partners of $2,074, partially offset by lower freight expense of $156. The increase in VF Fresh-owned greenhouses cost of sales was due to a 21% increase in pounds sold and the increase in supply partner cost of sales was due to an increase of 11% in product volume. The decrease in freight cost is due to increased available drivers and decreases in fuel prices. Gross Loss/Margin VF Fresh gross loss for the three months ended June 30, 2024 was ($4,164) compared with ($2,761) for the three months ended June 30, 2023. Gross margin for the three months ended June 30, 2024 was (9%) compared with (6%) for the three months ended June 30, 2023. The decreases in both gross loss and gross margin percentage were due to a decrease in average selling price per pound. Selling, General and Administrative Expenses VF Fresh selling, general and administrative expenses for the three months ended June 30, 2024 increased by $759, or 27%, to ($3,613) (8% of sales) compared with ($2,854) (7% of sales) for the three months ended June 30, 2023. Net Loss VF Fresh net loss for the three months ended June 30, 2024 was ($8,300) compared with a net loss of ($698) for the three months ended June 30, 2023. The change was primarily due to a weaker gross margin for the three months ended June 30, 2024 and the inclusion of the ToBRFV Legal Settlement of $5,584 for the three months ended June 30, 2023. Adjusted EBITDA VF Fresh Adjusted EBITDA for the three months ended June 30, 2024 was ($6,350) compared with $1,330 for the three months ended June 30, 2023. The change in Adjusted EBITDA was primarily due to a decrease in gross margin for the reasons described above, as well as the inclusion of the ToBRFV Legal Settlement of $5,584 for the three months ended June 30, 2023. For additional information, refer to the reconciliation of Adjusted EBITDA to net (loss) income in â€œNon-GAAP Measuresâ€”Reconciliation of Net Loss to Adjusted EBITDAâ€. 25 Â Six Months Ended June 30, 2024 Compared to Six Months Ended June 30, 2023 Sales VF Fresh sales for the six months ended June 30, 2024 was $83,113, compared with $78,413 for the six months ended June 30, 2023. The increase in sales of $4,700, or 6%, was primarily due to an increase of 12% in pounds sold and an increase in supply partner average selling price, partially offset by a decrease in the average selling price from Company-owned greenhouses. The average selling price for all produce sold during the six months ended June 30, 2024 compared with the six months ended June 30, 2023 was as follows: tomatoes changed (4%), peppers changed 15%, cucumbers changed (11%) and mini cucumbers changed (16%). The price changes are due primarily to product mix and weaker market pricing. Cost of Sales VF Fresh cost of sales for the six months ended June 30, 2024 increased by $3,408, or 4%, to ($83,967) compared with ($80,559) for the six months ended June 30, 2023. The increase is primarily due to an increase from supply partners of $4,416, partially offset by a decrease from Company-owned greenhouses of $143, as well as lower freight expense of $865. The increase in supply partner costs is due to a 9% increase in pounds sold. The decrease in freight costs is due to increased available drivers and decreases in fuel prices. Gross Loss/Margin VF Fresh gross loss for the six months ended June 30, 2024 was ($854) compared with ($2,146) for the six months ended June 30, 2023. Gross margin for the six months ended June 30, 2024 was (1%) compared with (3%) for the six months ended June 30, 2023. The improvements in both gross loss and gross margin percentage were due to an increase from Company-owned greenhouse sales, an increase in supply partner sales, a decrease from Company-owned greenhouse cost per pound, and a decrease in freight costs. Selling, General and Administrative Expenses VF Fresh selling, general and administrative expenses for the six months ended June 30, 2024 increased by $536, or 9%, to ($6,306) (8% of sales) compared with ($5,770) (7% of sales) for the six months ended June 30, 2023. Net Loss VF Fresh net loss for the six months ended June 30, 2024 was ($8,186) compared with a net loss of ($3,317) for the six months ended June 30, 2023. The change was primarily due to the ToBRFV Legal Settlement of $5,584 during the six months ended June 30, 2023 that was not present in current-year periods. Adjusted EBITDA VF Fresh Adjusted EBITDA decreased to ($4,322) for the six months ended June 30, 2024 compared with $335 for the six months ended June 30, 2023. The change in Adjusted EBITDA was primarily due to the ToBRFV Legal Settlement during the six months ended June 30, 2023, partially offset by the improved gross margin for the reasons identified above. For additional information, refer to the reconciliation of Adjusted EBITDA to net (loss) income in â€œNon-GAAP Measuresâ€”Reconciliation of Net Loss to Adjusted EBITDAâ€. Liquidity and Capital Resources Capital Resources At June 30, 2024, cash and cash equivalents were $29,657 and working capital was $66,136, compared with cash, cash equivalents and restricted cash of $35,291 and working capital of $79,612 at December 31, 2023. We believe that our existing cash, cash generated from our operating activities and the availability under our Operating Loan and Pure Sunfarms Loans (each as defined below), will provide us with sufficient liquidity to meet our working capital needs, repayments of our long-term debt and future contractual obligations and fund our planned capital expenditures for the next 12 months. An additional potential source of liquidity is access to capital markets for additional equity or debt financing. We intend to use our cash on hand for daily operational funding requirements. (in thousands of U.S. dollars unless otherwise noted) Â Maximum Availability Â Â Outstanding as of June 30, 2024 Â Operating Loan Â $ Â 7,283 Â Â $ Â 4,000 Â FCC Term Loan Â $ Â 21,804 Â Â $ Â 21,804 Â Pure Sunfarms Loans Â C$ Â 30,938 Â Â $ Â 22,615 Â Pure Sunfarms Revolving Line of Credit Â C$ Â 15,000 Â Â $ Â â€” Â The Companyâ€™s borrowings under the FCC Term Loan (as defined below) and the Operating Loan (as defined below) (collectively the â€œCredit Facilitiesâ€) are subject to certain positive and negative covenants, including debt ratios, and the Company is 26 Â required to maintain certain minimum working capital. As of June 30, 2024, the Company was in compliance with all of its covenants under its Credit Facilities. The Company was not in compliance with one financial covenant under the FCC Term Loan as of December 31, 2023, for which the Company received a waiver. FCC measures our financial covenants once a year on the last calendar day of the year and our next annual testing date will be on December 31, 2024. We can provide no assurance that we will be in compliance, or receive a waiver, for any non-compliance as of the next annual testing date. Accrued interest payable on the Credit Facilities and Pure Sunfarms Loans as of June 30, 2024 and December 31, 2023 was $347 and $390, respectively. These amounts are included in accrued liabilities in the accompanying Condensed Consolidated Statements of Financial Position. FCC Term Loan The Company has a term loan financing agreement with Farm Credit Canada ("FCC"), a Canadian creditor (the â€œFCC Term Loanâ€). The non-revolving variable rate term loan has a maturity date of May 3, 2027 and a balance of $21,804 on June 30, 2024 and $22,788 on December 31, 2023. The outstanding balance is repayable by way of monthly installments of principal and interest, with the balance and any accrued interest to be paid in full on May 3, 2027. As of June 30, 2024, borrowings under the FCC Term Loan agreement were subject to an interest rate of 8.90% per annum. As collateral for the FCC Term Loan, the Company has provided promissory notes, a first mortgage on the VFF-owned Delta 1 and Texas greenhouse facilities, and general security agreements over its assets. In addition, the Company has provided full recourse guarantees and has granted security interests in respect of the FCC Term Loan. The carrying value of the assets and securities pledged as collateral as of June 30, 2024 and December 31, 2023 was $80,400 and $117,293, respectively. Operating Loan The Company has a revolving line of credit agreement with Bank of Montreal (the "Operating Loan"). On March 13, 2023, the Company entered into a Note Modification Agreement (the â€œModificationâ€) to the Operating Loan. The Modification eliminated the use of LIBOR as a basis to determine certain interest rates under the Operating Loan and transitioned to the Secured Overnight Financing Rate (â€œSOFRâ€) for such purposes. The Company does not expect the Modification to materially change the amount of interest payable under the Operating Loan. On May 24, 2024, the Company entered into an amendment to the Operating Loan, which extended the maturity date of the Operating Loan to May 24, 2027. The Operating Loan is subject to margin requirements stipulated by the lender. The Operating Loan had an outstanding balance of $4,000 and future availability of $3,283 on June 30, 2024. As collateral for the Operating Loan, the Company has provided promissory notes and a first priority security interest over its accounts receivable and inventory. In addition, the Company has granted full recourse guarantees and security therein. The carrying value of the assets pledged as collateral as of June 30, 2024 and December 31, 2023 was $23,359 and $28,034, respectively. Pure Sunfarms Loans Pure Sunfarms has a credit facility with the Business Development Bank of Canada (the "BDC Credit Facility"), a non-revolving credit facility (the â€œPSF Non-Revolving Facilityâ€) and a term loan (the â€œPSF Term Loanâ€) with two Canadian chartered banks (collectively, with the BDC Credit Facility, the PSF Non-Revolving Facility, and the PSF Term Loan the â€œPure Sunfarms Loansâ€). In addition, Pure Sunfarms has a revolving line of credit (the â€œPSF Revolving Line of Creditâ€) with a Canadian chartered bank. The PSF Revolving Line of Credit had an outstanding balance of $0 as of June 30, 2024 and December 31, 2023. The PSF Non-Revolving Facility is secured by the Delta 2 and Delta 3 greenhouse facilities and contains customary financial and restrictive covenants. As of June 30, 2024, Pure Sunfarms was in compliance with these financial covenants. The outstanding amount on the PSF Non-Revolving Facility was $7,310 on June 30, 2024 and $8,298 on December 31, 2023. Interest under the PSF Non-Revolving Facility is payable at the Canadian prime rate plus an applicable margin per annum, payable quarterly. Amounts outstanding under the PSF Non-Revolving Facility mature on February 7, 2026. The outstanding amount on the PSF Term Loan was $11,879 on June 30, 2024 and $13,201 on December 31, 2023. Interest under the PSF Term Loan is payable at the Canadian prime rate plus an applicable margin per annum, payable quarterly. The PSF Term Loan matures on February 7, 2026. The outstanding amount under the BDC Credit Facility, a demand loan included in current liabilities as of June 30, 2024 and December 31, 2023, was $3,426 on June 30, 2024 and $3,771 on December 31, 2023. Interest under the BDC Credit Facility is payable at an interest rate of 10.95%, payable monthly, and the amount outstanding matures on December 31, 2031. 27 Â Equity Offerings On January 30, 2023, the Company issued and sold 18,350,000 Common Shares under a registered direct equity offering, at a price of $1.35 per share, resulting in net proceeds for approximately $23,300 after deducting commissions and offering expenses (the "January 2023 Equity Offering"). As part of the January 2023 Equity Offering the Company also issued 18,350,000 Common Warrants at an exercise price of $1.65 per share. The Common Warrants became exercisable on July 31, 2023, and expire on July 30, 2028. Summary of Cash Flows Â Â For the Six Months Ended June 30, Â (in Thousands) Â 2024 Â Â 2023 Â Cash, beginning of period Â $ 35,291 Â Â $ 21,676 Â Net cash flow provided by (used in): Â Â Â Â Â Â Operating activities Â Â 5,652 Â Â Â (5,247) Investing activities Â Â (4,959) Â Â (1,713) Financing activities Â Â (5,886) Â Â 17,012 Â Net cash (decrease) increase for the period Â Â (5,193) Â Â 10,052 Â Effect of exchange rate changes on cash Â Â (441) Â Â (69) Cash, end of the period Â $ 29,657 Â Â $ 31,659 Â Operating Activities For the six months ended June 30, 2024 and 2023, cash provided by (used in) operating activities were $5,652 and ($5,247), respectively. The operating activities for the six months ended June 30, 2024 consisted of $6,322 in changes in non-cash working capital items and ($670) in changes before non-cash working capital items, while operating activities for the six months ended June 30, 2023 consisted of ($7,825) in changes in non-cash working capital items and $2,578 in changes before non-cash working capital items. The improvement when comparing the change in before non-cash working capital items for 2024 with 2023 was primarily due to a reduction in Canadian Cannabis inventory as a result of higher sales in 2024 compared with 2023. Investing Activities For the six months ended June 30, 2024 and 2023, cash used in investing activities were ($4,959) and ($1,713), respectively. The increase in investing activities for the six months ended June 30, 2024 was primarily due to capital expenditures to support the build out of our first Netherlands-based cannabis production facility. Additional capital expenditures were made to support VF Fresh, Canadian Cannabis, and U.S. Cannabis operations. Financing Activities For the six months ended June 30, 2024 and 2023, cash (used in) provided by financing activities were ($5,886) and $17,012, respectively. For the six months ended June 30, 2024, cash used in financing activities consisted of debt repayments of ($2,870) and cash used for the acquisition of an additional 10% ownership of Rose LifeScience. For the six months ended June 30, 2023, cash flows provided by financing activities consisted of $23,335 in net proceeds from the issuance of Common Shares, $83 in proceeds from the exercise of stock options and net repayments of debt of ($6,406) due to repayment of PSF's revolving line of credit. Contractual Obligations and Commitments We expect to meet our contractual obligations and commitments using our working capital and our other resources described under â€œCapital Resourcesâ€ above. Other than with respect to our long-term debt described above, we currently do not have any material cash requirements in the near future. Non-GAAP Measures References in this Managementâ€™s Discussion and Analysis to â€œAdjusted EBITDAâ€ are to earnings before interest, taxes, depreciation, and amortization (â€œEBITDAâ€), as further adjusted to exclude foreign currency exchange gains and losses on translation of long-term debt, share-based compensation, gains and losses on asset sales and the other adjustments set forth in the table below. In addition, we present below and â€œAdjusted EBITDA â€“ Constant Currencyâ€ which excludes the effect of foreign currency rate fluctuations. See â€œâ€“Constant Currencyâ€ below. Adjusted EBITDA and Adjusted EBITDA - Constant Currency are measures of operating performance that are not recognized under GAAP and do not have a standardized meaning prescribed by GAAP. Therefore, these non-GAAP measures may not be comparable to similar measures presented by other issuers. Investors are cautioned that our non-GAAP measures should not be construed as an alternative to net income or loss determined in accordance with GAAP as an indicator of our performance. Our non-GAAP measures are used as additional measures to evaluate the operating and financial performance of our segments. Management believes that our non-GAAP measures are important measures in evaluating the historical performance of the Company because it excludes non-recurring and other items that do not reflect our business performance. 28 Â Reconciliation of Net Loss to Adjusted EBITDA The following table reflects a reconciliation of net loss to Adjusted EBITDA, as presented by the Company: Â Â For the Three Months Ended June 30, Â Â For the Six Months Ended June 30, Â (in thousands of U.S. dollars) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Net loss Â $ (23,549) Â $ (1,380) Â $ (26,401) Â $ (8,016) Add: Â Â Â Â Â Â Â Â Â Â Â Â Amortization Â Â 3,988 Â Â Â Â 2,946 Â Â Â Â 7,707 Â Â Â Â 6,190 Â Foreign currency exchange gain (loss) Â Â 346 Â Â Â Â (766) Â Â 1,117 Â Â Â Â (733) Interest expense, net Â Â 611 Â Â Â Â 1,079 Â Â Â Â 1,334 Â Â Â Â 2,016 Â Provision for income taxes Â Â 260 Â Â Â Â 1,299 Â Â Â Â 580 Â Â Â Â 1,933 Â Provision for income taxes attributable to non-controlling interest Â Â (51) Â Â â€” Â Â Â Â (150) Â Â â€” Â Share-based compensation Â Â 2,172 Â Â Â Â 599 Â Â Â Â 2,544 Â Â Â Â 2,282 Â Interest expense for JV's Â Â (23) Â Â 34 Â Â Â Â (31) Â Â 34 Â Amortization for JVs Â Â 698 Â Â Â Â 598 Â Â Â Â 1,332 Â Â Â Â 1,158 Â Foreign currency exchange gain for JVs Â Â 2 Â Â Â Â 1 Â Â Â Â 5 Â Â Â Â 2 Â Share-based compensation for JV's Â Â 19 Â Â Â Â 40 Â Â Â Â 42 Â Â Â Â 74 Â Other expense, net for JV's Â Â 29 Â Â Â Â (9) Â Â 4 Â Â Â Â (15) Deferred financing fees Â Â â€” Â Â Â Â 34 Â Â Â Â 10 Â Â Â Â 68 Â Goodwill and intangible asset impairments (1) Â Â 11,939 Â Â Â Â â€” Â Â Â Â 11,939 Â Â Â Â â€” Â Other expense, net Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 1 Â Adjusted EBITDA (2) Â $ (3,559) Â $ 4,475 Â Â $ 32 Â Â $ 4,994 Â Â (1)Reflects impairment to goodwill and intangibles of $11,939 in U.S. Cannabis that was based on recent historical performance, near-term forecasts, and the state of the CBD industry in the United States. See â€œCritical Accounting Estimates and Judgmentsâ€ below for more information. (2)Adjusted EBITDA is not a recognized earnings measure and does not have a standardized meaning prescribed by GAAP. Therefore, Adjusted EBITDA presented for these segments may not be comparable to similar measures presented by other issuers. Management believes that Adjusted EBITDA is a useful supplemental measure in evaluating the performance of the Company because it excludes non-recurring and other items that do not reflect the underlying business performance of the Company. Reconciliation of Segmented Net Loss to Adjusted EBITDA The following table reflects a reconciliation of segmented net loss to Adjusted EBITDA, as presented by the Company: Â For The Three Months Ended June 30, 2024 Â (in thousands of U.S. dollars) VF Fresh(Produce) Â Â Cannabis Canada Â Â Cannabis U.S. Â Â CleanEnergy Â Â Corporate Â Â Total Â Net (loss) income $ (8,300) Â $ 1,384 Â Â $ (12,270) Â $ 61 Â Â $ (4,424) Â $ (23,549) Add: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Amortization Â 1,347 Â Â Â Â 2,545 Â Â Â Â 50 Â Â Â Â â€” Â Â Â Â 46 Â Â Â Â 3,988 Â Foreign currency exchange gain Â 29 Â Â Â Â (12) Â Â â€” Â Â Â Â â€” Â Â Â Â 329 Â Â Â Â 346 Â Interest expense, net Â 578 Â Â Â Â 216 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â (183) Â Â 611 Â (Recovery of) provision for income taxes Â (4) Â Â 259 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 5 Â Â Â Â 260 Â Provision for income taxes attributable to non-controlling interest Â â€” Â Â Â Â (51) Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â (51) Share-based compensation Â â€” Â Â Â Â 18 Â Â Â Â 41 Â Â Â Â â€” Â Â Â Â 2,113 Â Â Â Â 2,172 Â Interest expense for JV's Â â€” Â Â Â Â (23) Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â (23) Amortization for JVs Â â€” Â Â Â Â 432 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 266 Â Â Â Â 698 Â Foreign currency exchange gain for JVs Â â€” Â Â Â Â 2 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 2 Â Share-based compensation for JV's Â â€” Â Â Â Â 19 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 19 Â Other expense, net for JV's Â â€” Â Â Â Â 29 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 29 Â Goodwill and intangible asset impairments (1) Â â€” Â Â Â Â â€” Â Â Â Â 11,939 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 11,939 Â Adjusted EBITDA (2) $ (6,350) Â $ 4,818 Â Â $ (240) Â $ 61 Â Â $ (1,848) Â $ (3,559) Â Â 29 Â Â For The Six Months Ended June 30, 2024 Â (in thousands of U.S. dollars) VF Fresh(Produce) Â Â Cannabis Canada Â Â Cannabis U.S. Â Â CleanEnergy Â Â Corporate Â Â Total Â Net (loss) income $ (8,186) Â $ 2,231 Â Â $ (12,981) Â $ 41 Â Â $ (7,506) Â $ (26,401) Add: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Amortization Â 2,681 Â Â Â Â 4,816 Â Â Â Â 104 Â Â Â Â â€” Â Â Â Â 106 Â Â Â Â 7,707 Â Foreign currency exchange gain Â 38 Â Â Â Â 15 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â 1,064 Â Â Â Â 1,117 Â Interest expense, net Â 1,149 Â Â Â Â 522 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â (337) Â Â 1,334 Â (Recovery of) provision for income taxes Â (4) Â Â 588 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â (4) Â Â 580 Â Provision for income taxes attributable to non-controlling interest Â â€” Â Â Â Â (150) Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â (150) Share-based compensation Â â€” Â Â Â Â 40 Â Â Â Â 83 Â Â Â Â â€” Â Â Â Â 2,421 Â Â Â Â 2,544 Â Interest expense for JV's Â â€” Â Â

Â (31) Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (31) Amortization for JVs Â â€” Â Â Â 799 Â Â Â â€” Â Â Â â€” Â Â Â 533 Â Â Â 1,332 Â Foreign currency exchange gain for JVs Â â€” Â Â Â 5 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 5 Â Share-based compensation for JV's Â â€” Â Â Â 42 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 42 Â Other expense, net for JV's Â â€” Â Â Â 4 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 4 Â Deferred financing fees Â â€” Â Â Â 10 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 10 Â Goodwill and intangible asset impairments (1) Â â€” Â Â Â â€” Â Â Â 11,939 Â Â Â â€” Â Â Â â€” Â Â Â 11,939 Â Adjusted EBITDA (2) $ (4,322) Â $ 8,891 Â Â $ (855) Â $ 41 Â Â $ (3,723) Â $ 32 Â Â Â For The Three Months Ended June 30, 2023 Â (in thousands of U.S. dollars) VF Fresh(Produce) Â Â Cannabis Canada Â Â Cannabis U.S. Â Â CleanEnergy Â Â Corporate Â Â Total Â Net (loss) income $ (698) Â $ 1,174 Â Â $ 172 Â Â $ (34) Â $ (1,994) Â $ (1,380) Add: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Amortization Â 1,302 Â Â Â 1,494 Â Â Â 87 Â Â Â â€” Â Â Â 63 Â Â Â 2,946 Â Foreign currency exchange gain Â (80) Â Â (22) Â Â â€” Â Â Â (1) Â Â (663) Â Â (766) Interest expense (income), net Â 588 Â Â Â 728 Â Â Â â€” Â Â Â â€” Â Â Â (237) Â Â 1,079 Â Provision for income taxes Â 218 Â Â Â 818 Â Â Â â€” Â Â Â â€” Â Â Â 263 Â Â Â 1,299 Â Share-based compensation Â â€” Â Â Â 119 Â Â Â 95 Â Â Â â€” Â Â Â 385 Â Â Â 599 Â Interest expense for JV's Â â€” Â Â Â 34 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 34 Â Amortization for JV's Â â€” Â Â Â 367 Â Â Â â€” Â Â Â â€” Â Â Â 231 Â Â Â 598 Â Foreign currency exchange loss for JV's Â â€” Â Â Â 1 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 1 Â Share-based compensation for JV's Â â€” Â Â Â 40 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 40 Â Other expenses for JV's Â â€” Â Â Â (9) Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (9) Deferred financing fees Â â€” Â Â Â 34 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 34 Â Adjusted EBITDA (2) $ 1,330 Â Â $ 4,778 Â Â $ 354 Â Â $ (35) Â $ (1,952) Â $ 4,475 Â Â Â For The Six Months Ended June 30, 2023 Â (in thousands of U.S. dollars) VF Fresh(Produce) Â Â Cannabis Canada Â Â Cannabis U.S. Â Â CleanEnergy Â Â Corporate Â Â Total Â Net (loss) income $ (3,317) Â $ 1,069 Â Â $ (204) Â $ (70) Â $ (5,494) Â $ (8,016) Add: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Amortization Â 2,556 Â Â Â 3,284 Â Â Â 226 Â Â Â â€” Â Â Â 124 Â Â Â 6,190 Â Foreign currency exchange (gain) loss Â (27) Â Â (35) Â Â 19 Â Â Â (1) Â Â (689) Â Â (733) Interest expense (income), net Â 1,131 Â Â Â 1,289 Â Â Â (24) Â Â â€” Â Â Â (380) Â Â 2,016 Â (Recovery of) provision for income taxes Â (8) Â Â 1,956 Â Â Â â€” Â Â Â â€” Â Â Â (15) Â Â 1,933 Â Share-based compensation Â â€” Â Â Â 263 Â Â Â 185 Â Â Â â€” Â Â Â 1,834 Â Â Â 2,282 Â Interest expense for JV's Â â€” Â Â Â 34 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 34 Â Amortization for JV's Â â€” Â Â Â 699 Â Â Â â€” Â Â Â â€” Â Â Â 459 Â Â Â 1,158 Â Foreign currency exchange loss for JV's Â â€” Â Â Â 2 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 2 Â Share-based compensation for JV's Â â€” Â Â Â 74 Â Â Â â€” Â Â Â â€” Â Â Â 74 Â Other expenses for JV's Â â€” Â Â Â (15) Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (15) Deferred financing fees Â â€” Â Â Â 68 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 68 Â Other expense, net Â â€” Â Â Â â€” Â Â Â 1 Â Â Â â€” Â Â Â â€” Â Â Â 1 Â Adjusted EBITDA (2) $ 335 Â Â $ 8,688 Â Â $ 203 Â Â $ (71) Â $ (4,161) Â $ 4,994 Â Â (1)Reflects impairment to goodwill and intangibles of $11,939 in U.S. Cannabis that was based on recent historical performance, near-term forecasts, and the state of the CBD industry in the United States. See â€œCritical Accounting Estimates and Judgmentsâ€ below for more information. 30 Â (2)Adjusted EBITDA is not a recognized earnings measure and does not have a standardized meaning prescribed by GAAP. Therefore, Adjusted EBITDA presented for these segments may not be comparable to similar measures presented by other issuers. Management believes that Adjusted EBITDA is a useful supplemental measure in evaluating the performance of the Company because it excludes non-recurring and other items that do not reflect the underlying business performance of the Company. Adjusted EBITDA â€“ Constant Currency To supplement the consolidated financial statements presented in accordance with U.S. GAAP, we have presented constant currency adjusted financial measures for sales, cost of sales, selling, general and administrative, other income (expense), operating (loss) income, loss from consolidated entities, net loss, and Adjusted EBITDA for the three and six months ended June 30, 2024, which are considered non-GAAP financial measures. We present constant currency information to provide a framework for assessing how our underlying operations performed excluding the effect of foreign currency rate fluctuations. To present this information, current and comparative prior period income statement results in currencies other than U.S. dollars are converted into U.S. dollars using the average exchange rates from the three and six month comparative periods in 2023 rather than the actual average exchange rates in effect during the respective current periods. All growth comparisons relate to the corresponding period in 2023. We have provided this non-GAAP financial information to aid investors in better understanding the performance of our segments without taking into account the effect of exchange rate fluctuations. The non-GAAP financial measures presented in this Quarterly Report should not be considered as a substitute for, or superior to, the measures of financial performance prepared in accordance with U.S. GAAP. The tables below set forth certain measures of consolidated results from continuing operations on a constant currency basis for the three and six months ended June 30, 2024 compared with the three and six months ended June 30, 2023 on an as reported and constant currency basis (in thousands): Â As Reported Â Â As Adjusted for Constant Currency Â Â For the Three Months Ended June 30, Â Â As Reported Change Â Â For the Three Months Ended June 30, Â Â Constant Currency Change Â Â 2024 Â Â 2023 Â Â $ Â Â % Â Â 2024 Â Â $ Â Â % Â Â Sales $ 92,182 Â Â $ 77,212 Â Â $ 14,970 Â Â Â 19 % Â $ 93,648 Â Â $ 16,436 Â Â Â 21 % Cost of sales Â (82,934) Â Â (65,713) Â Â (17,221) Â Â (26 %) Â Â (84,021) Â Â (18,308) Â Â (28 %) Selling, general and administrative expenses Â (19,666) Â Â (16,753) Â Â (2,913) Â Â (17 %) Â Â (19,974) Â Â (3,221) Â Â (19 %) Other (expense) income, net Â (941) Â Â 5,212 Â Â Â (6,153) Â Â 118 % Â Â (954) Â Â (6,166) Â Â 118 % Goodwill and intangible asset impairments (1) Â (11,939) Â Â â€” Â Â Â (11,939) Â Â Â Â (11,939) Â Â (11,939) Â Â 0 % Operating loss Â (23,298) Â Â (42) Â Â (23,256) Â Â (55371 %) Â Â (23,240) Â Â (23,198) Â Â (55234 %) Loss including non-controlling interests Â (23,558) Â Â (1,341) Â Â (22,217) Â Â (1657 %) Â Â (23,511) Â Â (22,170) Â Â (1653 %) Net loss Â (23,549) Â Â (1,380) Â Â (22,169) Â Â (1606 %) Â Â (23,507) Â Â (22,127) Â Â (1603 %) Adjusted EBITDA - Constant Currency (2) Â (3,559) Â Â 4,475 Â Â Â (8,034) Â Â 180 % Â Â (3,392) Â Â (7,867) Â Â 176 % Â Â As Reported Â Â As Adjusted for Constant Currency Â Â For the Six Months Ended June 30, Â Â As Reported Change Â Â For the Six Months Ended June 30, Â Â Constant Currency Change Â Â 2024 Â Â 2023 Â Â $ Â Â % Â Â 2024 Â Â $ Â Â % Â Â Sales $ 170,259 Â Â $ 141,868 Â Â $ 28,391 Â Â Â 20 % Â $ 170,865 Â Â $ 28,997 Â Â Â 20 % Cost of sales Â (145,498) Â Â (118,069) Â Â (27,429) Â Â (23 %) Â Â (145,947) Â Â (27,878) Â Â (24 %) Selling, general and administrative expenses Â (36,053) Â Â (34,158) Â Â (1,895) Â Â (6 %) Â Â (36,181) Â Â (2,023) Â Â (6 %) Other (expense) income, net Â (2,426) Â Â 4,236 Â Â Â (6,662) Â Â 157 % Â Â (2,431) Â Â (6,667) Â Â 157 % Goodwill and intangible asset impairments (1) Â (11,939) Â Â â€” Â Â Â (11,939) Â Â Â Â (11,939) Â Â (11,939) Â Â 0 % Operating (loss) income Â (25,657) Â Â (6,123) Â Â (19,534) Â Â (319 %) Â Â (25,633) Â Â (19,510) Â Â (319 %) Loss including non-controlling interests Â (26,237) Â Â (8,056) Â Â (18,181) Â Â (226 %) Â Â (26,217) Â Â (18,161) Â Â (225 %) Net loss Â (26,401) Â Â (8,016) Â Â (18,385) Â Â (229 %) Â Â (26,383) Â Â (18,367) Â Â (229 %) Adjusted EBITDA - Constant Currency (2) Â 32 Â Â Â 4,994 Â Â Â (4,962) Â Â 99 % Â Â 101 Â Â Â (4,893) Â Â 98 % (1)Reflects impairment to goodwill and intangibles of $11,939 in U.S. Cannabis that was based on recent historical performance, near-term forecasts, and the state of the CBD industry in the United States. See â€œCritical Accounting Estimates and Judgmentsâ€ below for more information. (2)Adjusted EBITDA - Constant Currency is not a recognized earnings measure and does not have a standardized meaning prescribed by GAAP. Therefore, Adjusted EBITDA - Constant Currency presented for these segments may not be comparable to similar measures presented by other issuers. 31 Â Management believes that Adjusted EBITDA - Constant Currency is a useful supplemental measure in evaluating the performance of the Company because it excludes non-recurring and other items that do not reflect the underlying business performance of the Company. Recent Accounting Pronouncements Not Yet Adopted No accounting pronouncements recently issued or newly effective have had, or are expected to have, a material impact on the Companyâ€™s condensed consolidated financial statements. Critical Accounting Estimates and Judgments Our discussion and analysis of our financial condition and results of operations are based upon our Unaudited Condensed Consolidated Interim Financial Statements, which have been prepared in accordance with U.S. GAAP and are included in Part I of this Quarterly Report on Form 10-Q. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, sales and expenses and related disclosure of contingent assets and liabilities. As described in Note 5, Goodwill and Intangible Assets, in our Unaudited Condensed Consolidated Interim Financial Statements included in Part 1 of this Quarterly Report on Form 10-Q, during the three and six months ended June 30, 2024 and 2023, the Company considered qualitative factors in assessing for impairment indicators for the Companyâ€™s U.S. and Canadian Cannabis segments. As part of this assessment, the Company considered both external and internal factors, including overall financial performance and outlook. Cannabis - U.S. At June 30, 2024, when the Company considered qualitative factors in assessing impairment indicators it concluded that the Company's U.S. - Cannabis segment more likely than not was impaired. The Company reviewed the reporting segment's assets, including goodwill and intangible assets. Based on recent historical performance during the quarter which has underperformed relative to budget, a revised June 30, 2024 forecast which shows a shortfall compared to the March 31, 2024 forecast, the new restrictions on CBD sales in an additional eight states at July 1, 2024, and the proliferation of unregulated hemp-derived products on the market which continues to challenge market share for the CBD industry, the Company concluded that as of June 30, 2024, the fair value of the brand intangible asset and goodwill was fully impaired and an impairment charge to intangibles of $1,900 and goodwill of $10,039 was allocated to the U.S. Cannabis reporting unit. Cannabis - U.S. - Goodwill The fair value of the reporting unit was determined based on a discounted cash flow projection using projections for 2024 to 2028 with an average revenue growth rate of 6% between 2025 to 2028, followed by a terminal growth rate of 2%. Management concluded that as of June 30, 2024, the fair value was lower than its carrying amount and as a result, an impairment charge to goodwill of $10,030 was allocated to the reporting unit. The significant assumptions applied to the determination of the fair value are described below: Post-tax discount rate: A market participant post-tax discount rate applied to the after-tax forecast cash flows was 12%. A decrease of 1% to the discount rate, would not result in material change to the impairment charge. Terminal growth rate: An increase of 1% in the terminal growth rate would not result in a material change to the impairment charge. Future cash flows: An increase in future cash flows by 10% would not result in a material change to the impairment charge. Cannabis â€“ U.S. Brand The fair value of the brand was determined based on a discounted cash flow projection. Specifically, the Company utilized a relief from royalty valuation technique to arrive at the fair value of the brand. Management concluded that as of June 30, 2024, the fair value was lower than its carrying value of $1,900 as the notional brand maintenance costs exceeded the incremental royalty of 3.5%. Therefore, an impairment charge to the brand intangible of $1,900 was allocated to the reporting unit. Cannabis - Canada When the Company considered qualitative factors in assessing impairment indicators for Canadian Cannabis it concluded that no impairment indicators existed as no events or circumstances occurred that would, more likely than not, reduce the fair value of the reporting units to be below their carrying amounts. At June 30, 2023, the Company concluded that no impairment indicators existed as no events or circumstances occurred that would, more likely than not, reduce the fair value of the reporting units to be below their carrying amounts. We believe that the estimates, assumptions and judgments involved in the accounting policies described in the â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ section of our Annual Report on Form 10-K have the greatest potential impact on our financial statements, so we consider these to be our critical accounting policies. Actual results could differ from the estimates we use in applying our critical accounting policies. We are not currently aware of any reasonably likely events or circumstances that would result in materially different amounts being reported. 32 Â Item 3. Quantitative and Qualitative Disclosures About Market Risk Interest Rate Risk As of June 30, 2024, our variable interest rate debt was primarily related to our Credit Facilities and Term Loans. Outstanding borrowings under our Credit Facility and Term Loans bear interest at either the (a) Secured Overnight Financing Rate (â€œSOFRâ€) or (b) Canadian Prime Rate, as defined in the agreement, plus an applicable margin. As of June 30, 2024, we had approximately $4,000 aggregate principal amount of outstanding revolving loans under our Operating Loan with an interest rate of 7.8% and we had approximately $44,419 in aggregate principal amounts of our Term Loans with a weighted average interest rate of 9.1%. The current interest rates for outstanding revolving loans under our Credit Facility and Term Loans reflect basis point increases of approximately 0.9% over the comparable period in 2023. Our interest expense is affected by the overall interest rate environment. Our variable rate interest debt subjects us to risk from increases in prevailing interest rates. This risk increases in the current inflationary environment, in which the Federal Reserve has increased interest rates, resulting in an increase in our variable interest rates and related interest expense. An additional 50 basis point increase in the applicable interest rates under our Credit Facility and Term Loan would have increased our interest expense by approximately $58 and $116 for the three and six months ended June 30, 2024 and $65 and $131 for the three and six months ended June 30, 2023. While we cannot predict our ability to refinance existing debt or the significance of the impact that interest rate movements will have on our existing debt, management evaluates our financial position on an ongoing basis. Foreign Exchange Risk As of June 30, 2024 and 2023, the Canadian/U.S. foreign exchange rate was C$1.00 = US$0.7310 and C$1.00 = US$0.7547, respectively. If all other variables remain constant, an increase of $0.10 in the Canadian dollar would have the following impact on the ending balances of certain statements of financial position items at June 30, 2024 and 2023 with the net foreign exchange gain or loss directly impacting net income (loss): Â Â June 30, 2024 Â Â June 30, 2023 Â Financial assets Â Â Â Â Â Â Cash and cash equivalents Â $ 2,847 Â Â $ 1,433 Â Trade receivables Â Â Â 3,951 Â Â Â 2,572 Â Prepaid and deposits Â Â 285 Â Â Â 965 Â Financial liabilities Â Â Â Â Â Â Trade payables and accrued liabilities Â Â (4,555) Â Â (5,776) Loan payable Â Â (3,153) Â Â (3,606) Net foreign exchange gain Â $ (625) Â $ (4,412) Our exposure to foreign exchange risk and the impact of foreign exchange rates are monitored by the Companyâ€™s management but generally the Company tries to match its sales (trade receivables) and vendor payments (trade payables) such that the net impact is not material. Other than the interest rate risk and foreign exchange risk discussed above, there have been no material changes to our market risks from those disclosed in Part II, Item 7A of our Annual Report on Form 10-K. Item 4. Controls and Procedures Evaluation of Disclosure Controls and Procedures Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€) is recorded, processed, summarized and reported within the time periods specified by the U.S. Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to provide reasonable assurance that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to management, including the Chief Executive Officer and Principal Financial and Accounting Officer, as appropriate, to allow timely decisions regarding required disclosure. As required by Rule 13a-15(b) under the Exchange Act, our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2024, our disclosure controls and procedures are not effective at a reasonable assurance level due to the material weakness described in Managementâ€™s Report on Internal Control over Financial Reporting in our Annual Report on Form 10-K for the year ended December 31, 2023. 33 Â Material Weakness in Internal Controls Over Financial Reporting As of December 31, 2023, our management assessed the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (â€œCOSOâ€) in Internal Control â€“Integrated Framework (2013). Based on this assessment, our management concluded that, as of December 31, 2023, our internal control over financial reporting was not effective due to errors in the calculation of the fair value of its goodwill and intangible assets, which was subsequently modified, resulting in no change in managementâ€™s determination of the fair value of its goodwill and intangible assets but, based on the COSO criteria, has been deemed to be a material weakness in internal control over financial reporting. Remediation Plan and Status In the six months ended June 30, 2024, the Company implemented remediation to improve the operation of its controls over the review of the determination of the recoverable amount of its goodwill and intangible assets. The Company will continue to review, optimize and enhance its financial reporting controls and procedures to ensure the remediation measures are effective and controls are operating effectively. The Company expects implementation of its remediation plan by December 31, 2024. Changes in Internal Control over Financial Reporting The Companyâ€™s management, including the Chief Executive Officer and Principal Financial and Accounting Officer, has reviewed the Companyâ€™s internal control over financial reporting. There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act), other than to address the material weakness described in management's report on internal control over financial reporting, during the six months ended June 30, 2024 (as described above) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. 34 Â PART II. â€“ OTHER INFORMATION Item 1. Legal Proceedings From time to time the Company is engaged in legal proceedings in the ordinary course of business. We do not believe any current legal proceedings are material to our business. Item 1A. Risk Factors Our business, operations, and financial condition are subject to various risks and uncertainties. The risk factors described in Part I, Item 1A, â€œRisk Factorsâ€ contained in our Annual Report on Form 10-K, as filed with the SEC on March 13, 2024, should be carefully considered, together with the other information contained or incorporated by reference in this Quarterly Report on Form 10-Q and in our other filings filed with the SEC in connection with evaluating us, our business, and the forward-looking statements contained in this Quarterly Report on Form 10-Q. During the six months ended June 30, 2024,

there have been no material changes from the risk factors previously disclosed under Part I, Item 1A, â€œRisk Factorsâ€ in our Annual Report on Form 10-K. Item 2. Unregistered Sales of Equity Securities and Use of Proceeds. Repurchases of Equity Securities The Company did not repurchase any of its Common Shares during the three months ended June 30, 2024. Item 3. Defaults Upon Senior Securities. Not applicable. Item 4. Mine Safety Disclosure. Not applicable. Item 5. Other Information. During the quarter ended June 30, 2024, no director or officer (as defined in Rule 16a-1(f) promulgated under the Exchange Act) of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" (as each term is defined in Item 408 of Regulation S-K). 35 Â Item 6. Exhibits The following exhibits are filed as part of, or incorporated by reference into, this report: Â ExhibitNumber Description of Document Â Â 10.1 Â Share Purchase Agreement by and among Village Farms International, Inc., ROSE LifeScience Inc. and shareholders of ROSE LifeScience, dated May 29, 2024 (effective as of April 1, 2024) Â Â Â Â Â 10.2 Â Second Amended and Restated Credit Agreement by and between Village Farms Canada Limited Partnership and Village Farms, L.P. and Bank of Montreal, dated May 24, 2024 Â Â Â Â Â 31.1 Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Â Â Â Â 31.2 Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Â Â Â Â 32.1 Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Â Â Â Â 32.2 Certification of Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Â Â 101.INS Inline XBRL Instance Document-the instance document does not appear in the Interactive Data File as its XBRL tags are embedded within the Inline XBRL document Â Â 101.SCH Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents Â Â 104 Â Cover page formatted as Inline XBRL and contained in Exhibit 101 Â 36 Â 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. Â Â VILLAGE FARMS INTERNATIONAL, INC. Â Â Â Â Â By: /s/ Stephen C. Ruffini Â Â Name: Â Stephen C. Ruffini Â Â Â Â Â Â Â Title: Â Executive Vice President and Chief Financial Officer Â Â Â Â Â Â (Authorized Signatory and Principal Financial andAccounting Officer) Date: August 8, 2024 Â Â Â Â Â 37 EX-10.1 2 vff-ex10_1.htm EX-10.1 EX-10.1 Exhibit 10.1 SHARE PURCHASE AGREEMENT between VILLAGE FARMS INTERNATIONAL, INC. and 10670715 CANADA INC. and 10335258 CANADA INC. Â Â THIS SHARE PURCHASE AGREEMENT is effective as of the 1st day of April, 2024 BETWEEN: VILLAGE FARMS INTERNATIONAL, INC., a corporation existing under the laws of the Province of Ontario; (hereinafter referred to as the â€œPurchaserâ€) -and- 10335258 Canada Inc., a corporation formed under the laws of Canada; (hereinafter referred to as â€œ103 Canadaâ€) -and- 10670715 Canada Inc., a corporation formed under the laws of Canada; (hereinafter referred to as â€œ106 Canadaâ€ and together with 103 Canada, the â€œVendorsâ€) -and to which intervenes- ROSE LIFESCIENCE INC, a corporationformed under the laws of Canada; (hereinafter referred to asthe â€œCorporationâ€) WHEREAS 103 Canada owns 17,231,967 Class D shares in the capital of the Corporation; AND WHEREAS 106 Canada owns 34,463,934 Class D shares in the capital of the Corporation; AND WHEREAS the Purchaser wishes to purchase 17,231,967 Class D shares in the capital of the Corporation, representing 10% of the issued and outstanding shares of the Corporation, from the Vendors, at the Effective Time on the Effective Date (the â€œ2023 Transactionâ€); AND WHEREAS the Purchaser wishes to purchase 11,487,978 Class D shares from 106 Canada and 5,743,989 Class D shares from 103 Canada, subject to the terms and conditions of this Agreement; AND WHEREAS pursuant to the terms of the Unanimous Shareholders Agreement of the Corporation dated November 15, 2021, as amended on December 21, 2022 (the â€œShareholders Agreementâ€), the Purchaser has various call rights which, among others, entitles it to purchase up to 34% of the shares owned by the Vendors in the capital of the Corporation at any time following December 31, 2023, but no later than the date that is the earliest of (i) the date of filing of the Village Farms Financial Statements (as defined in the Shareholders Agreement) with respect to the previous fiscal year, or (ii) March 31, 2024, subject to the additional terms and conditions contained in the Shareholders Agreement (the â€œ2023 Call Rightâ€); AND WHEREAS the Purchaser has elected not to exercise its 2023 Call Right with respect to the 2023 Transaction and has instead agreed to purchase the Purchased Shares (as defined below) from the Vendors for the Consideration (as defined below) in accordance with the Call Right Price (as defined in the Shareholders Agreement) calculations, acknowledging that this election does not create or constitute a precedent for the manner in which the Purchaserâ€™s remaining call rights under the Shareholders Agreement will be exercised by the Purchaser, nor does it constitute a waiver in whole or in part by the Vendors of their rights under the Shareholders Agreement; AND WHEREAS it is a condition precedent to the consummation of the 2023 Transaction that certain amendments be made to the Shareholders Agreement; NOW THEREFORE THIS AGREEMENT WITNESSETH that in consideration of the premises and the covenants, agreements, representations, warranties and payments hereinafter contained, the parties covenant and agree as follows: 1.DEFINED TERMS & INTERPRETATION a.Where used herein or in any amendment hereto, the following terms have the following meanings respectively, unless the context otherwise requires: â€œ2023 Call Rightâ€ shall have the meaning attributed thereto in the recital to this Agreement. â€œ2023Transactionâ€ shall have the meaning attributed thereto in the recitals to this Agreement. â€œAgreementâ€ shall mean this Agreement and any instrument supplemental or ancillary thereto, and the expression â€œArticleâ€ and â€œSectionâ€ followed by a number means and refers to the specified article or section of the Agreement. â€œBusiness Dayâ€ means any day that is not a Saturday, Sunday or any other day on which the main branches of commercial banks in Delta, British Columbia or MontrÃ©al, QuÃ©bec are not open for business during normal business hours. â€œClosing Dateâ€ shall mean May 29, 2024 or such other date as may be agreed in writing between the parties. â€œClosing Timeâ€ shall mean 12:01 a.m. (EDT) on the Closing Date. â€œConsiderationâ€ shall have the meaning attributed thereto in Section 3.3(a). â€œCorporationâ€ shall have the meaning attributed thereto in the recitals to this Agreement. â€œEffective Dateâ€ shall mean April 1, 2024. â€œEffective Timeâ€ shall mean 12:01 a.m. (EDT) on the Effective Date. â€œLawsâ€ means any and all: (i) laws, including all constitutions, treaties, statutes, codes, ordinances, orders, decrees, rules, regulations, by-laws or other requirement having the force of law; (ii) judicial, arbitral, administrative, ministerial, departmental or regulatory directives, policies, guidelines and general principles of common and civil law and equity; and (iii) policies, practices, standards, guidelines, notices, industry regulations and protocols, to the extent that they have the force of law, of any governmental authority; â€œapplicableâ€ with respect to such Laws in the context that refers to any person, means such Laws as are applicable to such person or the business, undertaking, property or securities of the Corporation. â€œPurchase Priceâ€ shall have the meaning attributed thereto in Section 3.2. â€œPurchased Sharesâ€ shall have the meaning attributed thereto in Section 3.1. â€œPurchaserâ€ has the meaning attributed thereto in the recitals to this Agreement. â€œSecond Amendment to the Unanimous Shareholders Agreementâ€ means the second amendment to the Shareholders Agreement entered into among the parties concurrently herewith and attached as Schedule B hereto. â€œShareholders Agreementâ€ shall have the meaning attributed thereto in the recitals to this Agreement. â€œVendorsâ€ shall have the meaning attributed thereto in the recitals to this Agreement. b.Meaning of â€œSolidaryâ€ Obligations. For greater clarity, a â€œsolidaryâ€ obligation shall be understood to mean in this Agreement an obligation where each obligor is obligated to the Purchaser for the same thing in such a way that each of them may be compelled separately to perform the whole obligation and where performance by a single obligor releases the others towards the creditor, the whole in accordance with the Civil Code of QuÃ©bec. c.Currency. A reference to currency means Canadian dollars, unless expressly stated otherwise. 2.SCHEDULES a.The following are the schedules annexed to and incorporated in this Agreement by reference and deemed to be part hereof: Schedule A â€“ Shareholdings and Consideration Schedule B â€“ Second Amendment to the Unanimous Shareholders Agreement 3.PURCHASE AND SALE OF PURCHASED SHARES a.Upon and subject to the terms and conditions hereof, the Vendorsundertake to sell, assign and transfer to the Purchaser at the Closing Time on the Closing Date, with effect retroactively as of the Effective Time on the Effective Date, and the Purchaser undertakes to purchase from the Vendors, as at such time and date, 10% of the issued and outstanding shares in the share capital of the Corporation as divided amongst the Vendors as detailed in Schedule A (collectively, the â€œPurchased Sharesâ€). b.The aggregate purchase price for the purchase by the Purchaser of the Purchased Shares shall be $4,126,795.20 (the â€œPurchase Priceâ€). The Purchase Price shall be allocated amongst the Vendors as detailed in Schedule A. c.The Purchase Price shall be paid as follows: i.on the Closing Date, the Purchaser shall pay to: (i) 106 Canada an aggregate amount of $2,751,196.80 by wire transfer to a bank account designated by 106 Canada (the â€œ106 Cash Paymentâ€), and (ii) 103 Canada an aggregate amount of $1,375,598.40 by wire transfer to a bank account designated by 103 Canada (the â€œ103 Cash Paymentâ€ and collectively with the 106 Cash Payment, the â€œConsiderationâ€); d.Notwithstanding anything in this Agreement to the contrary, the Purchaser shall be entitled to deduct and withhold from any amounts payable pursuant to this Agreement such amounts as the Purchaser is required to deduct and withhold with respect to the making of such payment under applicable Laws. In the event that the Purchaser determines that any such deduction or withholding is required to be made from any amount payable pursuant to this Agreement, the Purchaser and the Vendors shall consult with each other in good faith regarding such determination and cooperate to seek to reduce such potential withholding, including through accepting any valid and relevant form establishing an entitlement to reduce withholding. To the extent that amounts are so withheld and timely remitted to the applicable governmental authority, such withheld amounts shall be treated for all purposes of this Agreement as having been paid to the recipient in respect of which such deduction and withholding was made. 4.VENDORSâ€™ REPRESENTATIONS AND WARRANTIES Each of the Vendors, on a solidary basis (hereby waiving the benefit of division and discussion), represents and warrants to the Purchaser as at the Closing Date as follows and acknowledges and confirms that the Purchaser is relying on such representations and warranties in connection with the purchase of the Purchased Shares and that the Purchaser would not have entered into this Agreement without such representations and warranties: a.The Vendors are duly incorporated, organized and validly subsisting and in good standing under the Canada Business Corporations Act. b.The Vendors have the corporate power and capacity to enter into, and to perform their obligations under this Agreement. c.The execution, delivery and performance of this Agreement and all agreements entered into connection therewith have been duly authorized by all necessary corporate action on the part of each Vendor. d.This Agreement and all agreements executed in connection therewith are valid and binding obligations of the Vendor, enforceable in accordance with their terms, subject to the usual exceptions as to bankruptcy and the availability of equitable remedies. e.The consummation of the 2023 Transaction does not and shall not conflict with, violate or constitute a breach of or default in a material respect under any Laws by which the Vendors are bound, or any contract to which any of the Vendors, may be a party, or by which any of them are bound or affected. f.None of the Vendors is a â€œnon-residentâ€ of Canada within the meaning of the Income Tax Act (Canada). g.As at the Effective Time on the Effective Date and the Closing Time on the Closing Date, the Vendor had/will have good and marketable title to the Purchased Shares and had/has the full legal right, power and authority to sell and transfer the Purchased Shares to the Purchaser free and clear of all liens, charges, pledges, encumbrances, security interests and adverse claims, except for the transfer restrictions as set forth in the Shareholders Agreement. 5.PURCHASERâ€™S REPRESENTATIONS AND WARRANTIES The Purchaser represents and warrants to the Vendors as at the Closing Date as follows and acknowledges and confirms that the Vendors are relying on such representations and warranties in connection with the completion of the 2023 Transaction: a.The Purchaser is duly incorporated, organized and validly subsisting and in good standing under the Business Corporations Act (Ontario). b.The Purchaser has the corporate power and capacity to enter into, and to perform its obligations under this Agreement. c.The execution, delivery and performance of this Agreement and all agreements entered into connection therewith have been duly authorized by all necessary corporate action on the part of the Purchaser. d.This Agreement and all agreements executed in connection therewith are valid and binding obligations of the Purchaser, enforceable in accordance with their terms, subject to the usual exceptions as to bankruptcy and the availability of equitable remedies. e.The consummation of the 2023 Transaction does not conflict with, violate or constitute a breach of or default in a material respect under any Laws by which the Purchaser is bound, or any contract to which the Purchaser may be a party. 6.Conditions of closing a.Conditions for the Benefit of the Purchaser. The 2023 Transaction is subject to the following suspensive conditions, each of which is hereby declared to be for the exclusive benefit of the Purchaser. Each condition is to be performed or complied with in all respects at or prior to the Closing Time: i.At the Closing Time, the Purchaser shall receive PDF copies of the originally executed share certificates representing all of the Purchased Shares duly endorsed for transfer, with originals to be delivered within five (5) Business Days following the Closing Date; and ii.The Second Amendment to the Unanimous Shareholders Agreement appended hereto as Schedule B shall have been entered into. Any condition can be waived in whole or in part by the Purchaser without prejudice to any claims it may have for breach of representations or warranty or non-performance of an obligation. b.Conditions for the Benefit of the Vendors. The 2023 Transaction is subject to the following suspensive condition, which is hereby declared to be for the exclusive benefit of each of the Vendors. At the Closing Time, the Purchaser shall pay the 106 Cash Payment to 106 Canada and the 103 Cash Payment to 103 Canada in accordance with the terms in this Agreement. This condition can be waived in whole or in part by any of the Vendors without prejudice to any claims it may have for breach of representations or warranty or non-performance of an obligation. 7. Closing Procedure a.On the Closing Date, the Vendors shall execute and deliver to the Purchaser all such documents, certificates and instruments and do all such other acts and things as the Purchaser may consider necessary or desirable, acting reasonably, to effectively transfer and assign the Purchased Shares to the Purchaser as at the Effective Time on the Effective Date and to deliver possession thereof to the Purchaser and the Purchaser shall issue the Consideration to each of the Vendors. b.On the Closing Date, the Corporation shall update the share register to reflect the transfer of the Purchased Shares from the Vendors to the Purchaser as of the Effective Date. 8.INDEMNITIES a.Indemnification by the Vendors. The Vendors solidarily (waiving the benefit of division and discussion), covenant and agree to indemnify defend and save the Purchaser and its directors, officers, employees, agents and representatives for and from any loss, damages or deficiencies suffered by the Purchaser as a result of any breach of any representation or warranty on the part of either Vendor contained in this Agreement or in any certificate of document delivered pursuant to or contemplated by this Agreement, including all claims, demands, costs and expenses, including legal fees, in respect of the foregoing. b.Indemnification by the Purchaser. The Purchaser covenants and agrees to indemnify and save the Vendors for and from any loss, damages or deficiencies suffered by the Purchaser as a result of any breach of any representation or warranty on the part of either Vendor contained in this Agreement or in any certificate of document delivered pursuant to or contemplated by this Agreement, including all claims, demands, costs and expenses, including legal fees, in respect of the foregoing if a claimis made within one (1) year following the ClosingDate. 9.GENERAL a.This Agreement shall be interpreted in accordance with the Laws of the Province of QuÃ©bec (and the Laws of Canada applicable therein) and the courts of said Province shall have jurisdiction to hear all matters arising hereunder. b.Headings of Articles and Sections hereof are inserted for convenience of reference only and shall not affect the construction and interpretation of this Agreement. c.This Agreement may be executed by the parties in separate counterparts (including counterparts by facsimile, PDF email or other electronic transmission) which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument. d.Neither this Agreement nor the rights, interests or obligations hereunder may be assigned by any of the parties without the prior written consent of the other party. e.This Agreement shall enure to the benefit of and be binding upon the parties and their respective successors and permitted assignees. f.Any notice required or permitted to be given hereunder may be effectively given by letter addressed as follows: If to the Vendors, to: If to 10670715 Canada Inc.: 10670715 Canada Inc. 111-6655 boul. Saint-Laurent MontrÃ©al, QC H2S 3S2 Attention: Davide Zaffino Email: davide.zaffino@roselifescience.ca with a copy which shall not constitute notice to: Blake, Cassels & Graydon LLP 1 Place Ville Marie, Suite 3000 MontrÃ©al, QC H3B 4N8 Attention: Tricia Kuhl Email:tricia.kuhl@blakes.com If to 10335258 Canada Inc.: 10335258 Canada Inc. 27 Rue D'Estoril, Candiac, QC J5R 6J9 Attention: Brian Stevenson Email:brian.stevenson@roselifescience.ca with a copy which shall not constitute notice to Blake, Cassels & Graydon LLP 1 Place Ville Marie, Suite 3000 MontrÃ©al, QC H3B 4N8 Attention: Tricia Kuhl Email:tricia.kuhl@blakes.com If to the Purchaser, to: Village Farms International, Inc. 4700-80th Street Delta, British Columbia V4K 3N3 Attention: Stephen Ruffini Email: sruffini@villagefarms.com With a copy which shall not constitute notice to: Torys LLP 1 Place Ville Marie, Suite 2880 MontrÃ©al, QC H3B 4R4 Attention: Guillaume Lavoie Email: glavoie@torys.com and, in each case, mailed by registered mail, postage prepaid, or delivered to that address; if mailed as aforesaid any such notice shall have been deemed to have been given on the fifth (5th) Business Day following that on which the letter containing the notice was posted and if emailed or delivered as aforesaid, any such notice shall have been deemed to have been given on the day following the date on which the notice was so emailed or delivered. Any party to this Agreement may change its address for service from time to time by notice given in accordance with the foregoing. g.This Agreement, including the schedules hereto constitutes the entire agreement among the parties pertaining to the 2023 Transaction. This Agreement may not be amended or modified in any respect, except by written instrument signed by all parties. h.Words importing the single number only shall include the plural and vice versa and words importing the masculine gender shall include firms and corporations and vice versa. i.Each of the parties shall, and shall cause the Corporation to, from time to time at the otherâ€™s request and expense and without further consideration, execute and deliver such other instruments of transfer, conveyance and assignment, seek to obtain all necessary consents and approvals, and take such further action as the other may reasonably require to more effectively complete any matters provided for herein or any matters in connection with a future sale by the Purchaser of the Purchased Shares. Furthermore, the parties agree to not oppose or object in any way to the sale of the Purchased Shares, and in connection therewith, the parties shall support any such efforts or process to effect such a future sale. j.The parties hereto have participated jointly in the negotiation and drafting of this Agreement. In the event an ambiguity or question of intent or

interpretation arises, this Agreement shall be construed as if drafted jointly by the parties hereto, and no presumption or burden of proof shall arise favoring or disfavoring any party hereto by virtue of the authorship of any of the provisions of this Agreement. k.Each of the parties shall be solely responsible for its expenses in connection with the 2023 Transaction including, without limitation, expenses of legal counsel, accountants and other advisors. l.The parties have required that this Agreement and all contracts, documents or notices relating thereto be in the English language; les parties ont exigÃ© que cette convention et tout contrat, document ou avis sâ€™y rapportant soient rÃ©digÃ©s en anglais. [SIGNATURE PAGE FOLLOWS] Â IN WITNESS WHEREOF the Parties have duly executed this Agreement as of the date first written above. VILLAGE FARMS INTERNATIONAL, INC. By: /s/ Stephen C. Ruffini Name: Stephen C. Ruffini Title: Executive Vice President & Chief Financial Officer Â IN WITNESS WHEREOF the Parties have duly executed this Agreement as of the date first written above. ROSE LIFESCIENCES INC. By: /s/ Stephen C. Ruffini Name: Stephen C. Ruffini Title: Executive Vice President & Chief Financial Officer Â IN WITNESS WHEREOF the parties have duly executed this Agreement as of the date first written above. 10670715 CANADA INC. By: /s/ Davide Zaffino Name: Davide ZaffinoTitle: President Â IN WITNESS WHEREOF the parties have duly executed this Agreement as of the date first written above. 10335258 CANADA INC. By: /s/ Brian Stevenson Name: Brian StevensonTitle: President Â Â SCHEDULE A Shareholdings and Consideration Shareholder Number of Purchased Shares to be Sold Cash Payment 106 Canada 11,487,978 $2,751,196.80 103 Canada 5,743,989 $1,375,598.40 Â SCHEDULE B Second Amendment to the Unanimous Shareholders Agreement EX-10.2 3 vff-ex10_2.htm EX-10.2 EX-10.2 Â Exhibit 10.2 Â Execution Copy Â INFORMATION IN THIS EXHIBIT IDENTIFIED BY [***] IS CONFIDENTIAL AND HAS BEEN EXCLUDED BECAUSE IT IS BOTH (I) NOT MATERIAL AND (II) WOULD LIKELY CAUSE COMPETITIVE HARM TO THE REGISTRANT IF PUBLICLY DISCLOSED. Â Â SECOND AMENDED AND RESTATED CREDIT AGREEMENT Dated as of May 24, 2024 Â among VILLAGE FARMS CANADA LIMITED PARTNERSHIP and VILLAGE FARMS, L.P. as Borrowers Â and Â certain affiliates of the Borrowers as Guarantors Â and Â BANK OF MONTREAL as Lender Â Â TABLE OF CONTENTS Article 1 INTERPRETATION 1 Section 1.1 Definitions 1 Section 1.2 Business Day 35 Section 1.3 Accounting Principles and Calculations 35 Section 1.4 Conflict 36 Section 1.5 Currency 36 Section 1.6 Time of Essence 36 Section 1.7 Headings and Table of Contents 36 Section 1.8 General Interpretation 36 Section 1.9 Computation of Time Periods 37 Section 1.10 Severability 37 Section 1.11 Schedules and Exhibits 37 Article 2 CREDIT FACILITY 38 Section 2.1 Facility 38 Section 2.2 Advances 38 Section 2.3 Availments 38 Section 2.4 Purpose of Advances 39 Section 2.5 Borrowing Procedures 39 Section 2.6 Reserves 41 Section 2.7 Bank Products 41 Section 2.8 Conversion of Loans 41 Section 2.9 Conversion and Rollover Not Repayment 42 Section 2.10 Deposit of Proceeds of Advances 42 Section 2.11 Evidence of Obligations 42 Article 3 INTEREST, FEES AND EXPENSES 42 Section 3.1 Interest on Loans 42 Section 3.2 Overdue Amounts 44 Section 3.3 Confirmation of Certain Rates 44 Section 3.4 Rates 44 Section 3.5 Inability to Determine Rates 45 Section 3.6 Payment of Interest 46 Section 3.7 Benchmark Replacement Setting 47 Section 3.8 Standby Commitment Fee 49 Section 3.9 Renewal Fee 49 Section 3.10 Cash Management Fees 50 Section 3.11 Field Examination Fees and Expenses 50 Section 3.12 Monthly Administration Fees 50 Section 3.13 Termination Fee 50 Section 3.14 Fees for Hedging Arrangements 50 Section 3.15 Indemnity 50 Section 3.16 Breakage Costs 51 Section 3.17 Change in Circumstances 51 (i)Â Â Section 3.18 Illegality 53 Article 4 CORRA LoanS 53 Section 4.1 Minimum Advance 53 Section 4.2 Term 53 Section 4.3 Rollover of CORRA Loans 53 Article 5 LETTERS OF CREDIT 54 Section 5.1 Letter of Credit 54 Section 5.2 Drawings 54 Section 5.3 Rollover 54 Section 5.4 Fees for Letters of Credit 54 Article 6 SOFR loans 55 Section 6.1 Minimum Advance. 55 Section 6.2 Term. 55 Section 6.3 Rollover of SOFR Loans. 55 Article 7 HEDGING ARRANGEMENTS 55 Section 7.1 Hedging Arrangements 55 Article 8 MASTERCARD ADVANCES 56 Section 8.1 MasterCard Advances 56 Section 8.2 Maturity of MasterCard Advances 57 Article 9 PAYMENTS AND REPAYMENTS OF FACILITY 57 Section 9.1 Place and Application of Payments and Collections 57 Section 9.2 Maturity of Loans 57 Section 9.3 Mandatory Repayments 58 Section 9.4 Payments Generally 58 Section 9.5 Taxes 59 Section 9.6 No Set-Off 59 Article 10 COLLATERAL 60 Section 10.1 Collateral 60 Section 10.2 Collateral Proceeds 60 Section 10.3 Security Documents 61 Section 10.4 Additional Credit Parties 61 Article 11 CONDITIONS PRECEDENT 61 Section 11.1 Conditions Precedent to Disbursements of Advances 61 Section 11.2 Conditions Precedent to All Advances 64 Section 11.3 Waiver of any Condition Precedent 64 Article 12 REPRESENTATIONS AND WARRANTIES 64 Section 12.1 Representations and Warranties of the Credit Parties 64 Section 12.2 Deemed Repetition 72 (ii)Â Â Article 13 COVENANTS 73 Section 13.1 Affirmative Covenants 73 Section 13.2 Negative Covenants 80 Section 13.3 Financial Covenants of the Borrower 85 Article 14 DEFAULT AND ENFORCEMENT 85 Section 14.1 Events of Default 85 Section 14.2 Rights upon Default and Event of Default 88 Section 14.3 Waiver of Default 89 Article 15 REMEDIES 89 Section 15.1 Remedies Cumulative 89 Section 15.2 Remedies Not Limited 89 Section 15.3 Set-Off 90 Section 15.4 Lender May Perform Covenants 90 Article 16 GENERAL PROVISIONS 90 Section 16.1 Assignment 90 Section 16.2 Amendments 91 Section 16.3 Notice 91 Section 16.4 Disruption of Postal Service 92 Section 16.5 Environmental Indemnity 92 Section 16.6 Further Assurances 92 Section 16.7 Judgment Currency 92 Section 16.8 Waivers 93 Section 16.9 Reimbursement of Expenses 93 Section 16.10 Governing Law 93 Section 16.11 Submission to Jurisdiction 93 Section 16.12 Waiver of Trial by Jury 93 Section 16.13 Counterparts 94 Section 16.14 Excluded Subsidiaries 94 Section 16.15 Entire Agreement 94 Section 16.16 Acknowledgement 94 Section 16.17 Previous Consent - PSF 94 Section 16.18 Previous Consent. 95 Section 16.19 Amendment and Restatement of Original Agreement 95 Â SCHEDULES AND EXHIBITS SCHEDULE12.1(d) Business and Operations SCHEDULE 12.1(e) Approvals SCHEDULE 12.1(j) Litigation SCHEDULE 12.1(l) Taxes SCHEDULE 12.1(m) Equity Interests SCHEDULE 12.1(s) Intellectual Property (iii)Â Â SCHEDULE 12.1(t) Real Property and Locations of Collateral SCHEDULE 12.1(u) Environmental Matters SCHEDULE 12.1(w) Material Contracts and Licences SCHEDULE 12.1(x) Existing Debt SCHEDULE 12.1(hh) Deposit Accounts SCHEDULE 12.1(ii) Permitted Investments SCHEDULE 13.1(4) Insurance EXHIBIT â€œAâ€ Form of Borrowing Base Certificate EXHIBIT â€œBâ€ Compliance Certificate EXHIBIT â€œCâ€ Drawdown Notice EXHIBIT â€œDâ€ Rollover/Conversion Notice EXHIBIT â€œEâ€ Permitted Liens Â Â (iv)Â Â SECOND amended and restated CREDIT AGREEMENT This Second Amended and Restated Credit Agreement is made as of May 24, 2024 among VILLAGE FARMS CANADA LIMITED PARTNERSHIP and VILLAGE FARMS, L.P. as borrowers, CERTAIN AFFILIATES OF THE BORROWERS, as guarantors, and BANK OF MONTREAL, as lender. WITNESS THAT WHEREAS: (1) The Lender made a credit facility available to Village Farms Canada Limited Partnership and Village Farms, L.P. on the terms and conditions set out in a credit agreement dated as of August 29, 2013 among, inter alia, Village Farms Canada Limited Partnership and Village Farms, L.P. as borrowers, certain affiliates of the borrowers, as guarantors, and the Lender, as subsequently amended by nine amending agreements (collectively, the â€œOriginal Credit Agreementâ€); (2) Pursuant to an amended and restated credit agreement dated May 7, 2021 (together with the Original Credit Agreement, the â€œExisting Credit Agreementâ€), the Lender, the Borrowers and the other Credit Parties amended and restated the terms of the Original Credit Agreement; and (3) The Lender, the Borrowers and the other Credit Parties wish to make further amendments to and restate the terms of the Existing Credit Agreement in accordance with the terms and conditions set forth herein. NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged by each of the parties hereto), the parties hereto make the following agreements. Â Article 1INTERPRETATION Section 1.1 Definitions In this Agreement, the following terms shall have the following meanings, unless the context expressly or by necessary implication requires otherwise: â€œAcceptable A/R Insuranceâ€ means accounts receivable insurance issued by an insurer satisfactory to the Lender at all times, in its sole discretion, and administered by a broker satisfactory to the Lender at all times, in its sole discretion, and in an amount and upon terms satisfactory to the Lender at all times, in its sole discretion, in respect of which the applicable Borrower has assigned in favour of the Lender all proceeds payable thereunder and such insurer has provided a written acknowledgement to the Lender, including an agreement to pay the proceeds of such accounts receivable insurance policy directly to the Lender. Â - 2 -Â â€œAccommodationâ€ means any Advance made by way of Loan, MasterCard Advance, issuance of a Letter of Credit or Hedging Arrangement. â€œAccommodations Outstandingâ€ means, as of any particular date of determination, the aggregate of (a) the aggregate outstanding Principal Amount of all Loans, plus (b) one hundred percent (100%) of the aggregate undrawn face amount of all outstanding Letters of Credit, plus (c) the aggregate amount of any unpaid reimbursement obligations in respect of Letters of Credit, plus (d) the Aggregate Deemed Hedge Exposure for all Hedging Arrangements, plus (e) the MasterCard Limit (only at times when a MasterCard Advance is outstanding), plus (f) all other Obligations for Bank Products. If any such amount is in US Dollars, for purposes of this definition, such amount shall be at the Exchange Equivalent in Canadian Dollars. â€œActual Hedge Exposureâ€ means, with respect to any particular Hedging Arrangement, the amount owing pursuant thereto (in Canadian Dollars, or the Exchange Equivalent thereof if such amount is owing in US Dollars), if any, by any Credit Party in the event of a default or termination thereunder, determined in accordance with the terms of the applicable Hedging Arrangement. â€œAdditional Compensationâ€ has the meaning set forth in Section 3.17. â€œAdjusted Term CORRAâ€ means, for purposes of any calculation, for the applicable Interest Period, the rate per annum equal to (a) Term CORRA for such calculation plus (b) the Term CORRA Adjustment, provided that if Adjusted Term CORRA as so determined shall ever be less than the Floor, then Adjusted Term CORRA shall be deemed to be the Floor. â€œAdjusted Term SOFRâ€ means, for purposes of any calculation, the rate per annum equal to (a) Term SOFR for such calculation plus (b) the Term SOFR Adjustment; provided that if Adjusted Term SOFR as so determined shall ever be less than the Floor, then Adjusted Term SOFR shall be deemed to be the Floor. â€œAdvanceâ€ means an extension of credit under the Facility by the Lender to a Borrower. â€œAffiliateâ€ means, with respect to any particular Person, any other Person that directly or indirectly Controls (including any member of the senior management group of such Person), is Controlled by, or is under common Control with, such Person, or which owns, directly or indirectly, not less than 5% of the outstanding Equity Interests of such Person. â€œAggregate Actual Hedge Exposureâ€ means, as of any particular date of determination, the aggregate amount of the Actual Hedge Exposure under all Hedging Arrangements. â€œAggregate Deemed Hedge Exposureâ€ means, as of any particular date of determination, the aggregate of (a) the Deemed Hedge Exposure for all Hedging Arrangements made in Canadian Dollars, plus (b) the Exchange Equivalent in Canadian Dollars of the Deemed Hedge Exposure for all Hedging Arrangements made in US Dollars. Â Â - 3 -Â â€œAgreementâ€ means, this second amended and restated credit agreement, including all Schedules and Exhibits hereto, together with all amendments, renewals, supplements, variations, restatements, amendments and restatements or replacements hereof from time to time hereafter, made in accordance with the terms hereof. â€œApplicable Lawâ€ means, at any particular time in respect of any particular Person, property, transaction or event, all laws, statutes, regulations, treaties, judgments and decrees applicable to that Person, property, transaction or event (whether or not having the force of law) and all applicable requirements, requests, official directives, consents, approvals, authorizations, guidelines, decisions, rules, orders and policies of any Governmental Authority having or purporting to have authority over such Person, property, transaction or event. â€œApplicable Marginâ€ means the Base Rate Margin, Prime Rate Margin, CORRA Margin, SOFR Margin or US Prime Rate Margin, as applicable. â€œAssigneeâ€ has the meaning set forth in Section 16.1(2). â€œAssociateâ€ has the meaning given to such term in Section 195(1) of the Business Corporations Act (British Columbia), as in effect on the Original Closing Date. â€œAudited Financial Statementsâ€ means, in respect of any particular Fiscal Year, the audited consolidated and consolidating balance sheet of the Borrower Group as at the last day of such Fiscal Year and the accompanying notes thereto and the related audited consolidated and consolidated income statements, cash flow statements and changes in shareholdersâ€™ equity for such Fiscal Year, as applicable, and the accompanying notes thereto, all prepared in accordance with GAAP and setting forth in each case, in comparative form, figures for the corresponding period in the preceding Fiscal Year, all in reasonable detail and fairly presenting in all material respects the financial position and the results of operations of the Borrower, its Subsidiaries and each other Credit Party as at the date thereof and for the Fiscal Year then ended, certified by the Auditor. â€œAuditorâ€ means PricewaterhousCoopers LLP or any other independent chartered accounting firm selected by the Borrowers that is of national standing or is otherwise acceptable to the Lender. â€œAuthorized Representativeâ€ means, with respect to any Person that is not an individual, the chief executive officer, chief financial officer or president of such Person (or a Person in a similar capacity with respect to non-corporate entities). â€œAvailable Tenorâ€ means, as of any date of determination and with respect to any then-current Benchmark for any currency, as applicable, (x) if such Benchmark is a term rate, any tenor for such Benchmark (or component thereof) that is or may be used for determining the length of an interest period pursuant to this Agreement or (y) otherwise, any payment period for interest calculated with reference to such Benchmark (or component thereof) that is or may be used for determining any frequency of making payments of interest calculated with reference to such Benchmark pursuant to this Agreement, in each case, as of such date and not including, for the avoidance of doubt, any Â Â - 4 -Â tenor for such Benchmark that is then-removed from the definition of â€œInterest Periodâ€ pursuant to Section 3.7(4). â€œBase Rateâ€ means, on any particular date of determination, the fluctuating rate per annum equal to the higher of (a) the rate of interest per annum publicly announced from time to time by the Lender as its reference rate for determining rates on US Dollar denominated commercial loans made by it in Canada and (b) the Federal Funds Rate plus 100 Basis Points per annum. â€œBase Rate Loanâ€ means, a Loan that bears interest at a rate based upon the Base Rate. â€œBase Rate Marginâ€ means at any time when the trailing twelve (12) month Fixed Charge Coverage Ratio is: (a) equal to or less then 1.25:1.00, 1.00% per annum, and (b) greater than 1.25:1.00, 0.75% per annum. â€œBasis Pointâ€ means one one-hundredth of one percent (.01%). â€œBank Productsâ€ means (a) all Hedging Arrangements, and (b) all products and services provided under or in connection with any agreement or other Credit Document executed by the Borrowers or any Affiliate of the Borrowers in respect of Cash Management Obligations, (c) to the extent not otherwise included in the foregoing, all other types of banking products, services and facilities (other than Letters of Credit and MasterCard Advances to be provided in accordance with this Agreement) that are provided to the Borrowers by the Lender, or any Person that was an Affiliate of the Lender at the time at which such Person agreed to provide such services, products or facilities. â€œBenchmarkâ€ means, initially, (i) with respect to amounts denominated in Canadian Dollars, the Term CORRA Reference Rate, (ii) with respect to amounts denominated in US Dollars, the Term SOFR Reference Rate, provided that if a Benchmark Transition Event has occurred with respect to the Term CORRA Reference Rate, Term SOFR Reference Rate, or the then-current Benchmark, then â€œBenchmarkâ€ means the applicable Benchmark Replacement to the extent that such Benchmark Replacement has replaced such prior benchmark rate pursuant to Section 3.7(1). Any reference to â€œBenchmarkâ€ shall include, as applicable, the published component used in the calculation thereof. â€œBenchmark Replacementâ€ means, with respect to any Benchmark Transition Event for any then-current Benchmark, (1) where a Benchmark Transition Event has occurred with respect to Term CORRA Reference Rate, the sum of: (i) Daily Compounded CORRA and (ii) 0.29547% per annum; Â (2) where a Benchmark Transition Event has occurred with respect to Term SOFR Reference Rate, the sum of: (i) Daily Simple SOFR and (ii) 0.10% per annum; and Â (3) where a Benchmark Transition Event has occurred with respect to a Benchmark other than the Term CORRA Reference Rate or the Term SOFR Reference Rate, as applicable, the sum of: (i) the alternate benchmark rate that has been selected by the Â Â - 5 -Â Administrative Agent and the Borrower giving due consideration to (A) any selection or recommendation of a replacement benchmark rate or the mechanism for determining such a rate by the Relevant Governmental Body or (B) any evolving or then-prevailing market convention for determining a benchmark rate as a replacement to the then-current Benchmark for syndicated credit facilities in the applicable currency and (ii) the related Benchmark Replacement Adjustment. Â If the Benchmark Replacement as determined pursuant to paragraphs (1), (2) or (3) above would be less than the Floor, the Benchmark Replacement will be deemed to be the Floor for the purposes of this Agreement and the other Loan Documents. â€œBenchmark Replacement Adjustmentâ€ means, with respect to any replacement of the then-current Benchmark with an Unadjusted Benchmark Replacement, the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected by the Lender and the Borrower giving due consideration to (a) any selection or recommendation of a spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of such Benchmark with the applicable Unadjusted Benchmark Replacement by the Relevant Governmental Body or (b) any evolving or then-prevailing market convention for determining a spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of such Benchmark with the applicable Unadjusted Benchmark Replacement for bilateral credit facilities denominated in the applicable currency at such time. Â â€œBenchmark Replacement Dateâ€ means a date and time determined by the Lender, which date shall be no later than the earliest to occur of the following events with respect to the then-current Benchmark for any currency: Â (1) in the case of paragraphs (1) or (2) of the definition of â€œBenchmark Transition Event,â€ the later of (i) the date of the public statement or publication of information referenced therein and (ii) the date on which the administrator of such Benchmark (or the published component used in the calculation thereof) permanently or indefinitely ceases to provide all Available Tenors of such Benchmark (or such component thereof); or (2) in the case of paragraph (3) of the definition of â€œBenchmark Transition Event,â€ the first date on which such Benchmark (or the published component used in the calculation thereof) has been determined and announced by the regulatory supervisor for the administrator of such Benchmark (or such component thereof) to be non-representative; provided that such non-representativeness will be determined by reference to the most recent statement or publication referenced in such paragraph (3) and even if any Available Tenor of such Benchmark (or such component thereof) continues to be provided on such date. For the avoidance of doubt, the â€œBenchmark Replacement Dateâ€ will be deemed to have occurred in the case of paragraphs (1) or (2) with respect to any Benchmark upon the occurrence of the applicable event or events set forth therein with respect to all then-current Â Â - 6 -Â Available Tenors of such Benchmark (or the published component

used in the calculation thereof). â€œBenchmark Transition Eventâ€ means, with respect to the then-current Benchmark for any currency, the occurrence of one or more of the following events with respect to such Benchmark: (1) a public statement or publication of information by or on behalf of the administrator of such Benchmark (or the published component used in the calculation thereof) announcing that such administrator has ceased or will cease to provide all Available Tenors of such Benchmark (or such component thereof), permanently or indefinitely; provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide any Available Tenor of such Benchmark (or such component thereof); (2) a public statement or publication of information by the regulatory supervisor for the administrator of such Benchmark (or the published component used in the calculation thereof), the Bank of Canada, the Board of Governors of the Federal Reserve System, the Federal Reserve Bank of New York, an insolvency official with jurisdiction over the administrator for such Benchmark (or such component), a resolution authority with jurisdiction over the administrator for such Benchmark (or such component) or a court or an entity with similar insolvency or resolution authority over the administrator for such Benchmark (or such component), which states that the administrator of such Benchmark (or such component) has ceased or will cease to provide all Available Tenors of such Benchmark (or such component thereof) permanently or indefinitely; provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide any Available Tenor of such Benchmark (or such component thereof); or (3) a public statement or publication of information by the regulatory supervisor for the administrator of such Benchmark (or the published component used in the calculation thereof) announcing that all Available Tenors of such Benchmark (or such component thereof) are not, or as of a specified future date will not be, representative. For the avoidance of doubt, a â€œBenchmark Transition Eventâ€ will be deemed to have occurred with respect to any Benchmark if a public statement or publication of information set forth above has occurred with respect to each then-current Available Tenor of such Benchmark (or the published component used in the calculation thereof). â€œBenchmark Unavailability Periodâ€ means, with respect to any then-current Benchmark for any currency, the period (if any) (a) beginning at the time that a Benchmark Replacement Date with respect to such Benchmark has occurred if, at such time, no Benchmark Replacement has replaced such Benchmark for all purposes hereunder and under any Credit Document in accordance with Section 3.7 and (b) ending at the time that a Benchmark Replacement has replaced such Benchmark for all purposes hereunder and under any Credit Document in accordance with Section 3.7. Â Â - 7 -Â â€œBlocked Accountâ€ shall have the meaning given thereto in the Lockbox Agreement. â€œBlocked Account Agreementâ€ means the blocked account agreement made as of August 29, 2013 between Bank of Montreal, in its capacity as provider of banking services, the Canadian Borrower and the Lender, in its capacity as lender under this Agreement, as amended, restated or replaced from time to time. â€œBorrower Groupâ€ means Village Farms International Inc., and each Subsidiary including without limitation the Canadian Borrower and the US Borrower. â€œBorrowersâ€ means the Canadian Borrower and the US Borrower; â€œBorrowerâ€ means any one of them, as applicable. â€œBorrowerâ€™s Accountâ€ means any account of any Borrower maintained at the Branch of Account or at any other branch of the Lender (or an Affiliate of the Lender) or an account of any Borrower maintained at the Chicago Branch or at any other branch of the Lender (or an Affiliate of the Lender) in the United States of America. â€œBorrowing Baseâ€ means, as of any particular date of determination, an amount equal (without duplication) to the aggregate of: (a) 85% (or such lesser or greater percentage as the Lender may determine appropriate at any time) of the Value of all Eligible Receivables other than Insured Receivables and other than Designated Receivables; plus (b) 90% (or such lesser or greater percentage as the Lender may determine appropriate at any time) of the Value of all Insured Receivables; plus (c) 90% (or such lesser or greater percentage as the Lender may determine appropriate at any time) of the Value of all Designated Receivables; plus (d) 100% (or such lesser percentage as the Lender may deem appropriate at any time) of cash of the Borrowers maintained in Blocked Accounts, and subject to the Blocked Account Agreements, with the Lender; minus (e) all Reserves (other than Priority Payables); minus (f) all Priority Payables. â€œBorrowing Base Certificateâ€ means a Certificate executed by an Authorized Representative of the Borrower, substantially in the form of Exhibit â€œAâ€. â€œBranch of Accountâ€ means the branch of the Lender located at First Canadian Place, Toronto, Ontario or such other branch of the Lender (or an Affiliate of the Lender, as applicable) in Canada or the United States of America as the Lender may advise the Borrowers in writing from time to time. Â Â - 8 -Â â€œBusiness Dayâ€ means (a) any day on which the Lender is open for over-the-counter business in Toronto, Ontario (other than Saturday, Sunday or any other day on which banks are authorized or required by law to remain closed for normal business in Toronto, Ontario), (b) with respect to SOFR Loans, any day that is not a Saturday, Sunday or other day that is a legal holiday under the laws of the State of New York or is a day on which banking institutions in such state are authorized or required by Law to close, and (c) with respect to the Chicago Branch, any day of the year on which the Lender is open for over-the-counter business in Chicago, Illinois (other than Saturday, Sunday or any other day on which banks in Chicago, Illinois are authorized or required by law to remain closed for normal business). â€œBusiness Planâ€ means, with respect to any particular Fiscal Year, the business plan of the Borrower Group for such Fiscal Year (including any amendments thereto from time to time approved by the Lender), prepared on a consolidated basis for the Borrower Group, and including a projected monthly and year to date income statement, balance sheet, statement of cash flows, listing of proposed Capital Expenditures, financial covenant calculations, borrowing base availability, major assumptions to be utilized and financial projections for such Fiscal Year on a monthâ€'toâ€'month basis, and such other information as is requested by the Lender, all in form and content satisfactory to the Lender. Â â€œCanadian Benefit Planâ€ means, with respect to any Canadian Credit Party, any employee benefit plan of any nature or kind whatsoever that is maintained by or contributed to, or required to be contributed to, by such Canadian Credit Party for any of its Canadian employees or former Canadian employees (excluding any statutory employee benefit plans with respect to which such Canadian Credit Party is required to comply, including the Canada Pension Plan and the Quebec Pension Plan). â€œCanadian Borrowerâ€ means Village Farms Canada Limited Partnership, a limited partnership formed and existing under the laws of British Columbia, and its successors and permitted assigns. â€œCanadian Credit Partyâ€ means any Credit Party organized and existing under the federal laws of Canada or any province or territory thereof. â€œCanadian Dollar Equivalentâ€ means, as at any particular date of determination with respect to any amount denominated in US Dollars, the Exchange Equivalent in Canadian Dollars of such amount on such date. â€œCanadian Dollarsâ€, â€$â€, â€œCdn$â€ and â€œC$â€ each refer to the lawful money of Canada. â€œCanadian Pension Plansâ€ means, with respect to any Canadian Credit Party, a Canadian Benefit Plan that is considered to be a pension plan for the purposes of any applicable pension benefits or tax statute or regulation in Canada established, maintained or contributed to by such Credit Party for any of its Canadian employees or former Canadian employees. Â Â - 9 -Â â€œCapital Expenditureâ€ means, for any particular period, with respect to any particular Credit Party, any expenditure made by such Credit Party during such period in connection with the acquisition, improvement or maintenance of any capital or fixed asset of such Credit Party that is required in accordance with GAAP to be capitalized on the balance sheet of such Credit Party. â€œCapitalized Lease Obligationsâ€ means, for any particular period, the aggregate liability in respect of all Capital Leases of the Credit Parties on a consolidated basis for such period, determined in accordance with GAAP. â€œCapital Leaseâ€ means, with respect to any particular Credit Party, any lease or other arrangement relating to property or assets that is required in accordance with GAAP to be listed as a capital lease on the balance sheet of such Credit Party. â€œCash Equivalentsâ€ means, as at any particular date of determination: (a) any bond, debenture or other evidence of indebtedness issued, or fully and unconditionally guaranteed or insured, by the Government of Canada or the government of a province of Canada, or any agency or political subdivision thereof, and maturing not more than six months from the date of issuance thereof; (b) certificates of deposit, time deposits, repurchase agreements, reverse repurchase agreements, or bankersâ€™ acceptances issued by any commercial bank organized under the laws of Canada, having combined capital and surplus of not less than $1,000,000,000 and a rating of at least â€œA-1â€(or the equivalent thereof) from Standard & Poorâ€™s Corporation, or the equivalent rating from Moodyâ€™s Investors Services Inc. or DBRS Ltd., and maturing not more than six months from the date of issuance or execution thereof, as applicable; (c) commercial paper having a rating of at least â€œA-1â€ from Standard & Poorâ€™s Corporation, or the equivalent rating from Moodyâ€™s Investors Services Inc. or DBRS Ltd., and maturing not more than three months after the date of issuance thereof; (d) any bond, debenture or other evidence of indebtedness issued, or fully and unconditionally guaranteed or insured, by the Government of the United States of America or any agency or political subdivision thereof, payable in US Dollars, having a rating of at least â€œA-1â€ (or the equivalent thereof) from Standard & Poorâ€™s Corporation or an equivalent rating from DBRS Ltd. or Moodyâ€™s Investors Services, Inc., and maturing not more than six months after the date of issuance thereof. â€œCash Management Obligationsâ€ means, with respect to any particular Person, any direct or indirect liability, contingent or otherwise, of such Person in respect of cash management services, (including treasury, depository, overdraft, controlled disbursement, credit, electronic funds transfer, automatic clearing house transfer and other cash management arrangements), including obligations for the payment of fees, interest, charges, expenses, legal fees and disbursements relating to any of the foregoing. Â Â - 10 -Â â€œCERCLAâ€ means the Comprehensive Environmental Response Compensation and Liability Act of 1980, as amended. Â â€œCertificateâ€ means, with respect to any Person that is not an individual, a written certificate signed on behalf of such Person by an Authorized Person and, with respect to a Person that is an individual, a written certificate signed by such individual. â€œChange of Controlâ€ means any event or circumstance whereby Village Farms International, Inc. shall cease to directly or indirectly, beneficially own and control at least 50.01% (on a fully diluted basis) of the economic and voting Equity Interests of the Borrowers. â€œChicago Branchâ€ means the branch of the Lender located at 115 South LaSalle St., 12-W, Chicago Illinois 60603 or such other branch in Illinois as the Lender may designate from time to time. â€œClaimâ€ means any claim, demand, cause of action, suit, proceeding (whether administrative, judicial or otherwise), governmental investigation or arbitration (whether or not purportedly on behalf of any Credit Party) at law or in equity, or before or by any Governmental Authority, domestic or foreign of any nature whatsoever, whether pending or, to the knowledge of any Credit Party, threatened against or affecting any Credit Party or any property of a Credit Party. â€œClosing Dateâ€ means May 24, 2024. â€œCodeâ€ means the United States Internal Revenue Code of 1986, as amended. â€œCollateralâ€ means, collectively, all of the present and future undertaking, property and assets (excluding real property) against or in respect of which Liens in favour of the Lender are now or are hereafter granted (or purported to be granted) pursuant to the Security Documents. â€œCollateral Access Agreementâ€ means a landlord waiver, bailee letter, non-disturbance agreement, acknowledgement agreement or similar agreement executed by any lessor, mortgagee, warehouseman, processor, consignee or other Person (other than a Credit Party) in possession of, having a lien upon, or having rights or interests in any location at which Collateral is situate, in favour of and for the benefit of the Lender, its successors and assigns, and in form and content satisfactory to the Lender. â€œCollection Accountsâ€ shall have the meaning given thereto in the Blocked Account Agreement. â€œCompliance Certificateâ€ means a Certificate executed by the Borrowers substantially in the form of Exhibit â€œBâ€. â€œConforming Changesâ€ means, with respect to the use or administration of a Benchmark or the use, administration, adoption or implementation of any Benchmark Replacement, any technical, administrative or operational changes (including changes to the definition of Â Â - 11 -Â â€œPrime Rate,â€ â€œBase Rate,â€ â€œUS Prime Rate,â€ the definition of â€œBusiness Day,â€ the definition of â€œUS Government Securities Business Dayâ€, the definition of â€œInterest Periodâ€ or any similar or analogous definition (or the addition of a concept of â€œinterest periodâ€), timing and frequency of determining rates and making payments of interest, timing of Drawdown Notices or prepayment, conversion or continuation notices, the applicability and length of lookback periods, the applicability of breakage provisions and other technical, administrative or operational matters) that the Lender decides may be appropriate to reflect the adoption and implementation of any such rate or to permit the use and administration thereof by the Lender in a manner substantially consistent with market practice (or, if the Lender decides that adoption of any portion of such market practice is not administratively feasible or if the Lender determines that no market practice for the administration of any such rate exists, in such other manner of administration as the Lender decides is reasonably necessary in connection with the administration of this Agreement and the other Credit Documents). â€œContingent Obligationsâ€ means, as to any Person, any direct or indirect liability, contingent or otherwise, of that Person: (a) with respect to any indebtedness, lease, dividend or other obligation of another Person if the primary purpose or intent of the Person incurring such liability, or the primary effect thereof, is to provide assurance to the obligee of such liability that such liability will be paid or discharged, or that any agreements relating thereto will be complied with, or that the holders of such liability will be protected (in whole or in part) against Loss with respect thereto; (b) with respect to any letter of credit issued for the account of that Person or as to which that Person is otherwise liable for reimbursement of drawings; (c) under any Hedging Arrangement; (d) to make, take-or-pay or similar payments if required regardless of non-performance by any other party or parties to an agreement; (e) for the obligations of another through any agreement to purchase, repurchase or otherwise acquire any obligation of another Person or any property constituting security therefor, or to provide funds for the payment or discharge of such obligation; and (f) to maintain the solvency, financial condition or any balance sheet item or level of income of another Person. The amount of any Contingent Obligation (other than in respect of a Hedging Arrangement) shall be equal to the amount of the obligation so guaranteed or otherwise supported or, if not a fixed and determined amount, the maximum amount so guaranteed or supported. The amount of any Contingent Obligation in respect of a Hedging Arrangement shall equal the Deemed Hedge Exposure for such Hedging Arrangement. â€œContract Periodâ€ means, with respect to any particular Letter of Credit or Hedging Arrangement, the period selected by the Borrower in accordance with the terms of this Agreement during which such instrument, commitment or arrangement will be outstanding. â€œContractual Obligationâ€ means, with respect to any Person, any provision of any indenture, mortgage, deed of trust, contract, undertaking, agreement or other instrument (including any Equity Interest issued by such Person) to which such Person is a party or by which, whether in writing or orally, such Person or any of its assets is bound or to which such Person or any of its assets is subject. Â Â - 12 -Â â€œControlâ€ (including, with correlative meanings, the terms â€œControlling,â€ â€œControlled byâ€ and â€œunder common Control withâ€) means, with respect to any Person, the possession, directly or indirectly, of the power to direct, or to cause the direction of, the management and policies of such Person, whether through the ability to exercise voting power over any Equity Interests, whether by contract or otherwise. â€œControlled Groupâ€ means all members of a controlled group of corporations or other business entities and all trades or businesses (whether or not incorporated) under common control, which together with a Borrower and any of its Subsidiaries, are treated as a single employer under Section 414 of the Code or Section 4001 of ERISA. â€œConversionâ€ means the conversion of an outstanding Advance, or a portion of an outstanding Advance, into another Type of Advance under Section 2.8. â€œConversion Dateâ€ means the Business Day on which a Conversion occurs. â€œCORRAâ€ means the Canadian Overnight Repo Rate Average administered and published by the Bank of Canada (or any successor administrator). â€œCORRA Loanâ€ means a Loan in Canadian Dollars that bears interest at a rate based on Adjusted Term CORRA. â€œCORRA Marginâ€ means at any time when the trailing twelve (12) month Fixed Charge Coverage Ratio is: (a) equal to or less then 1.25:1.00, 2.50% per annum, and (b) greater than 1.25:1.00, 2.25% per annum. â€œCredit Documentsâ€ means, collectively, this Agreement, the Security Documents, the Guarantees, each Letter of Credit Application, the MasterCard Agreement, the Hedging Arrangements, any certificate completed and executed by a Credit Party and all other Certificates, instruments, agreements and other documents (including without limitation any agreements pertaining to Hedging Arrangements and Bank Products) delivered, or to be delivered, to the Lender under or in connection with this Agreement or the Facility provided for herein and any fee letters entered into between any Borrower and the Lender in respect of fees payable to the Lender. â€œCredit Partiesâ€ means, collectively, the Borrowers and each other Person that may now or hereafter become a Guarantor. For greater certainty, each of PSF, Hemp JV Co, and any other Permitted JV Entity, shall not be considered a Credit Party under this Agreement. â€œDaily Compounded CORRAâ€ means, for any day, CORRA with interest accruing on a compounded daily basis, with the methodology and conventions for this rate (which will include compounding in arrears with a lookback) being established by the Lender in accordance with the methodology and conventions for this rate selected or recommended by the Relevant Governmental Body for determining compounded CORRA for business loans; provided that if the Lender decides that any such convention is not administratively feasible for the Lender, then the Lender may establish another convention in its reasonable discretion; and provided that if the administrator has not provided or published CORRA and a Benchmark Replacement Date with respect to CORRA has not occurred, then, in Â Â - 13 -Â respect of any day for which CORRA is required, references to CORRA will be deemed to be references to the last provided or published CORRA; and provided that if Daily Compounded CORRA as so determined shall be less than the Floor, then Daily Compounded CORRA shall be deemed to be the Floor. â€œDaily Simple SOFRâ€ means, for any day, SOFR, with the conventions for this rate (which will include a lookback) being established by the Lender in accordance with the conventions for this rate selected or recommended by the Relevant Governmental Body for determining â€œDaily Simple SOFRâ€ for syndicated business loans; provided that if the Lender decides that any such convention is not administratively feasible for the Lender, then the Lender may establish another convention in its reasonable discretion; and provided that if Daily Simple SOFR as so determined shall be less than the Floor, then Daily Simple SOFR shall be deemed to be the Floor. â€œDebtâ€ means, in respect of any particular Credit Party: (a) all indebtedness of such Credit Party for borrowed money; (b) any obligation, contingent or otherwise, that is required to be classified as a liability in accordance with GAAP on the balance sheet of such Credit Party; (c) any obligation secured by a Lien on any property, assets or undertaking owned or acquired by such Credit Party, whether or not such obligation has been assumed; (d) any debt or liability of such Credit Party that represents the deferred acquisition cost of property or assets created or arising under any conditional sale agreement or other title

retention agreement regardless of whether the rights and remedies of the seller under such agreement in the event of default are limited to repossession or sale of the property or assets covered thereby; (e) any liabilities, contingent, unmatured or otherwise, under indemnities given in respect of any bankersâ€™ acceptance, letter of credit or letter of guarantee; (f) any operating lease under which such Credit Party has furnished a residual value guarantee in respect of which such Credit Party is liable as lessee; and (g) any Capital Lease by which such Credit Party is bound. â€œDebt Serviceâ€ means, for any period, the amount required by the Borrower Group (on a consolidated basis) to service its outstanding Debt during that period and includes (without limitation) interest, required principal payments (excluding for greater certainty, any principal payments which are: (a) lump sum repayments of principal amounts which are considered non-recurring in the normal course of principal payments, (b) funded with the net proceeds arising from any issuance or sale of any Equity Interests of any member of the Borrower Group, and (c) approved for exclusion by the Lender in the period in which they occur), payments required or made under any Capital Lease, fees payable in respect of letters of credit or letters of guarantee and the stamping fees and discount rates associated with bankersâ€™ acceptances facilities and shares which, by their terms, or upon the Â Â - 14 -Â happening of any event, mature or are mandatorily redeemable or are redeemable at the option of the holder and which shares are not fully subordinated to the Lien created by the Security Documents. â€œDeemed Hedge Exposureâ€ means, with respect to any particular Hedging Arrangement, 10% of the principal amount thereof, or such other percentage thereof as is determined appropriate by the Lender in accordance with its policies in effect from time to time for Hedging Arrangements. â€œDefaultâ€ means any event, circumstance or omission that constitutes an Event of Default or that, after the giving of notice, the passage of time or the failure to remedy such event, circumstance or omission within a period of time, would constitute an Event of Default. â€œDefault Rateâ€ means a fluctuating per annum interest rate at all times equal to the sum of (a) the otherwise applicable Interest Rate plus (b) the Applicable Margin plus (c) two percentage points (2.00%) per annum. Each Default Rate shall be adjusted simultaneously with any change in the applicable Interest Rate. In addition, the Default Rate shall result in an increase in the Letter of Credit Fee by two percentage points per annum. â€œDeposit Accountâ€ means any bank, deposit or similar account in which cash proceeds or Cash Equivalents are deposited or held. â€œDesignated Receivablesâ€ means Eligible Receivables owing to a Credit Party from an account debtor which has a Standard & Poorâ€™s rating of â€œBBB+â€ or better or a Moodyâ€™s Investor Services Inc. rating of â€œBaaâ€ or better (or such other account debtor as the Lender may approve in writing from time to time at its sole discretion), and in respect of which, as against the relevant account debtor in respect of each such Eligible Receivable, the Credit Party has a Lien, trust or similar security interest or priority claim in its favour created pursuant to PACA. â€œDrawdown Dateâ€ means any Business Day on which an Advance is made or is deemed to be made. â€œDrawdown Noticeâ€ is defined in Section 2.5(1). â€œEBITDAâ€ means, with reference to any particular Person for any particular period, Net Income of such Person for such period plus, without duplication, all amounts deducted in arriving at such Net Income amount in respect of (i) Interest Expense for such period, plus (ii) income taxes for such period, plus (iii) all amounts properly charged for depreciation of fixed assets and amortization of intangible assets during such period on the books of such Person, plus or minus any adjustments for (iv) non cash gains or losses and extraordinary/unusual non-recurring items (such latter items to be agreed upon by the Lender in its sole discretion) for the respective period. Notwithstanding the foregoing, proceeds in respect of business interruption insurance for losses which have occurred prior to the Original Closing Date will not be included in the calculation of EBITDA, whereas proceeds in respect of business interruption insurance for losses which have occurred after the Original Closing Date will be included in the calculation of EBITDA. Â Â - 15 -Â â€œEDCâ€ means Export Development Canada and its successors and assigns. â€œEligible Receivableâ€ means any Receivable arising from the sale of Inventory in the ordinary course of a Credit Partyâ€™s business, which the Lender determines to be an â€œEligible Receivableâ€, and, without limiting the discretion of the Lender to make such determination, the Lender may include Receivables that satisfy all of the following criteria: (a) such Receivable is subject to the Lenderâ€™s perfected, first priority Lien and no other Liens (other than Permitted Liens, if applicable); (b) such Receivable is evidenced by an invoice or other documentary evidence satisfactory to the Lender; (c) such Receivable does not arise out of a sale made by the relevant Credit Party to an Affiliate of the relevant Credit Party or to a Person controlled by an Affiliate of the relevant Credit Party; (d) such Receivable is not unpaid more than 90 days after the original invoice date or more than 60 days after the invoice due date; (e) such Receivable is not owing from an account debtor in respect of which 25% or more of the aggregate amount of all Receivables from such account debtor are unpaid more than 60 days after the invoice due dates or 90 after the original invoice dates; (f) such Receivable would not cause the aggregate amount of all Receivables owing by: (i) any account debtor and its Affiliates together, other than those described in paragraph (ii), to exceed 10% of all Eligible Receivables; and (ii) (A) Wal-Mart Stores, Inc. and its Affiliates (including Samâ€™s Club) together, (B) Loblaw Companies Limited and its Affiliates together, (C) Publix Super Markets, Inc. and its Affiliates together, (D) the Kroger Company and its Affiliates together, (E) Albertsons Companies Inc. and its Affiliates (including Safeway, Inc.) together, (F) Costco Wholesale Corporation and its Affiliates together, and (G) and any other entity as may be determined by the Lender, in any case to exceed 25% of all Eligible Receivables; (g) no covenant, representation or warranty contained in this Agreement with respect to such Receivable has been breached; (h) the account debtor in respect of such Receivable is not a creditor or supplier of the applicable Credit Party, and such account debtor has not disputed its liability or made any claim with respect to any other Receivable due from such account debtor to such Credit Party; Â Â - 16 -Â (i) none of the following events has occurred and is continuing with respect to the applicable account debtor for such Receivable: (i) death or judicial declaration of incompetency of an account debtor who is an individual; (ii) the filing by or against the account debtor of a request, proposal, notice of intent to file a proposal, proceeding, action or petition for liquidation, reorganization, arrangement, adjustment of debts, adjudication as a bankrupt, winding-up, or other relief under any bankruptcy, insolvency, restructuring, liquidation, winding-up, corporate or similar laws of Canada, any province or territory thereof, or any foreign jurisdiction, now or hereafter in effect; (iii) the making of a general assignment by the account debtor for the benefit of creditors; (iv) the appointment of a receiver, trustee, monitor, custodian, liquidator, administrator, interim receiver, receiver and manager, monitor or trustee or other official for the account debtor or for any of the assets of the account debtor, including â€œtrusteeâ€ under the Bankruptcy and Insolvency Act, (Canada); (v) the institution by or against the account debtor of any other type of insolvency, liquidation, bankruptcy, winding-up or reorganization proceeding (under the laws of Canada, the United States of America or otherwise, including applicable corporate statutes, the Bankruptcy and Insolvency Act (Canada) and the Companiesâ€™ Creditors Arrangement Act (Canada) or of any formal or informal proceeding for the dissolution or liquidation of, settlement of claims against, or winding up of affairs of, the account debtor; (vi) the sale, assignment, or transfer of all or any material part of the assets of the account debtor; (vii) the nonâ€'payment generally by the account debtor of its debts as they become due; (viii) the failure, cessation of the business of the account debtor as a going concern or insolvency of the account debtor; or (ix) the account debtor calling a meeting of its creditors or indicating its consent to any proceeding or action hereinabove described; (j) the sale giving rise to such Receivable was not made to an account debtor outside of Canada or the United States of America, unless the sale is supported by a letter of credit, guarantee or acceptance terms, in each case, acceptable to the Lender in its reasonable credit judgment, or unless the Receivable is an Insured Receivable; (k) shipment of the merchandise or the rendition of services has been completed and the sale giving rise to such Receivable was not made on a bill and hold, guaranteed sale, sale-and-return, sale on approval, consignment or any other repurchase or return basis and is not evidenced by chattel paper unless endorsed to the Lender and the account debtorâ€™s obligation to pay is absolute and is not otherwise conditional upon completion of any further performance under any contract, agreement or arrangement or fulfillment of any condition or other matter or subject to any progress billing arrangement; (l) the Lender has not determined, in its sole discretion that the prospect of collection of such Receivable is impaired or that such Receivable is uncollectible or collection is otherwise doubtful or that such Receivable may not be paid by reason of the account debtorâ€™s financial position; Â Â - 17 -Â (m) the account debtor is not the Government of the United States of America, any state, or any department, agency or instrumentality of any of them, unless the applicable Credit Party assigns its right to payment of such Receivable to the Lender pursuant to the Assignment of Claims Act of 1940, as amended or has otherwise complied with all other Applicable Laws, statutes, regulations and ordinances; (n) the account debtor is not located in any State of the United States of America or any Province of Canada which requires the filing of a Notice of Business Activities Report or registration or licencing to carry on business or similar report, registration or licencing in order to permit the relevant Credit Party to seek judicial enforcement in such State of the United States of America or Province of Canada of payment of such Receivable, unless the relevant Credit Party has qualified to do business in such Province or State or has filed a Notice of Business Activities Report or registration or licencing to carry on business or equivalent report, registration or licencing for the then current year; (o) the account debtor is not the Government of Canada nor, any province thereof, or any department, agency or instrumentality thereof, unless the applicable Credit Party has complied with all Applicable Laws, statutes (including the Financial Administration Act (Canada)), regulations and ordinances in order to duly and validly assign such Receivable to the Lender; (p) the goods giving rise to such Receivable have been shipped and delivered to and accepted by the customer or the services giving rise to such Receivable have been performed by the relevant Credit Party and accepted by the customer and the Receivable otherwise represents a final sale; (q) the aggregate Receivables of such account debtor do not exceed a credit limit determined by the Lender, in its sole discretion, in respect of which the applicable Credit Party has received prior written notice, to the extent such Receivables exceed such limit; (r) such Receivable does not represent amounts that have been rebilled or that are subject to any credit notes, allowances, or rebates, including volume rebates; (s) such Receivable is not subject to any offset, deduction (other than ordinary course volume rebates deducted as provided in paragraph (r) above), defence, or any cause asserted for non-payment of any Receivables, including any dispute, claim, complaint, set-off, defence, contra account or counterclaim (real or asserted), lawful or unlawful, whether arising from or relating to a sale of merchandise by a Credit Party or any other transaction or occurrence, or otherwise contingent in any respect or for any reason; (t) the applicable Credit Party has not made any agreement with such account debtor for any extension of the time for payment or any deduction from payment, except for discounts or allowances made in the ordinary course of business for prompt Â Â - 18 -Â payment, all of which discounts or allowances are reflected in the calculation of the face value of each applicable invoice related to such Receivable; (u) no return, rejection or repossession of the merchandise has occurred; and (v) such Receivable is payable to the applicable Credit Party and is not subject to any right, claim or interest of any Person, other than the Lender. â€œEnvironmental Claimâ€ means any Claim in respect of a breach of any Environmental Law, including any remedial order, control order, stop order or other administrative order, complaint or sanction. â€œEnvironmental Lawsâ€ means all Applicable Laws pertaining to environmental or occupational health and safety matters, in effect as at the Original Closing Date and as may be brought into effect or amended at a future date, including those pertaining to reporting, licensing, permitting, investigation, remediation and clean-up in connection with any presence or Release of a Hazardous Substance or threat of same or relating to the manufacture, processing, distribution, use, treatment, storage, disposal, transportation, handling and the like of a Hazardous Substance. â€œEnvironmental Permitâ€ means any permit, approval, identification number, license or other authorization required pursuant to any applicable Environmental Law. â€œEquipmentâ€ means all equipment and any other machinery, tools, fixtures, trade fixtures, furniture, furnishings, office equipment, vehicles and all other goods now or hereafter used or usable in connection with a Credit Partyâ€™s business (other than Inventory), together with all parts, accessories and attachments relating to any of the foregoing. â€œEquity Interestâ€ means any shares, interests, participations or other rights to participate in the voting or equity ownership of a corporation and any equivalent ownership interests in any Person that is not a corporation, including any partnership or membership interest, and any warrant, option or other right to acquire or that is convertible into any ownership interest, and any other arrangement or right to, directly or indirectly, acquire any of the foregoing. â€œERISAâ€ means the Employee Retirement Income Security Act of 1974, as amended, a statute promulgated under the laws of the United States of America, together with the regulations thereunder as the same may be amended or replaced from time to time. â€œERISA Affiliateâ€ means as applied to any Person (i) any corporation that is a member of a controlled group of corporations (within the meaning of Section 414(b) of the Code) of which that Person is a member, (ii) any trade or business (whether or not incorporated) that is a member of a group of trades or businesses under common control (within the meaning of Section 414(c) of the Code) of which that Person is a member, (iii) any member of an affiliated service group (within the meaning of Section 414(m) or Section 414(o) of the Code) of which that Person, any corporation described in clause (i) above or any trade or business described in clause (ii) above is a member, and (iv) any Person that was formerly a Person described in clause (i), clause (ii) or clause (iii) above, with respect to the period Â Â - 19 -Â during which such Person was a Person described in clause (i), clause (ii) or clause (iii) and to the extent that any liabilities arise after such period for which any Credit Party or any Subsidiary of such Credit Party may be liable under the Code or ERISA. â€œEvent of Defaultâ€ is defined in Section 14.1. â€œExcess Amountâ€ is defined in Section 9.3(1). â€œExcess Availabilityâ€ means, as at any particular date of determination, (i) the amount of the Line Cap, minus (ii) the Accommodations Outstandings. â€œExchange Equivalentâ€ means, as of any particular date of determination, with reference to any particular amount expressed in one currency, the amount of another applicable currency required to purchase such amount in the first currency on such date either (i) in the case of any amount derived directly or indirectly from any Financial Statements of the Credit Parties, the exchange rate used to convert from Canadian Dollars to US Dollars or US Dollars to Canadian Dollars, as applicable, in the preparation of such Financial Statements, and (ii) in all other cases, the applicable rate for the purchase by the Lender of the applicable amount of Canadian Dollars or US Dollars through its principal foreign exchange trading office at approximately 11:00 a.m. (Vancouver time) on such date it is a Business Day and on the immediately preceding Business Day if such date is not a Business Day. â€œExcluded Subsidiariesâ€ means for greater certainty, each of PSF, Hemp JV Co, Rose LifeSciences Inc., Balanced Health Botanicals, LLC, Leli Holland B.V. and any other Permitted JV Entity as applicable, shall be considered an Excluded Subsidiary if at any time it becomes a Subsidiary under this Agreement. â€œExcluded Taxesâ€ means, (a) any Taxes imposed on or measured by the Lenderâ€™s net income and franchise taxes imposed on it by the jurisdiction (or any political subdivision thereof) under the laws of which the Lender is organized or in which its principal office or applicable lending office is located, and (b) any branch tax, branch profits tax or any similar tax imposed by any jurisdiction. â€œFacilityâ€ means the revolving facility established pursuant to Section 2.1 hereof. â€œFCCâ€ means Farm Credit Canada. â€œFCC Credit Agreementâ€ means the Credit Agreement dated March 28, 2013 between FCC and Village Farms Canada Limited Partnership and disclosed to the Lender in writing as of the Original Closing Date. â€œFCC Credit Documentsâ€ means the FCC Credit Agreement and all loan documents, instruments, agreements, guarantees, security and mortgages entered into by any of the Credit Parties pursuant to the FCC Credit Agreement as of the Original Closing Date. â€œFCC Debtâ€ means Debt owing to FCC under the FCC Credit Agreement. Â Â - 20 -Â â€œFCC Lienâ€ means the Liens arising under or created by the FCC Credit Documents. â€œFederal Funds Rateâ€ means, for any day, the rate per annum equal to the weighted average of the rates on overnight federal funds transactions with members of the Federal Reserve System arranged by federal funds brokers on such day, as published by the Federal Reserve Bank of New York on the Business Day next succeeding such day; provided that (a) if such day is not a Business Day, the Federal Funds Rate for such day shall be such rate on such transactions on the next preceding Business Day as so published on the next succeeding Business Day, and (b) if no such rate is so published on such next succeeding Business Day, the Federal Funds Rate for such day shall be the average rate (rounded upward, if necessary, to a whole multiple of 1/100 of 1%) of the quotations for the day of such transactions received by the Lender from three federal funds brokers of recognized standing selected by it. â€œFinancial Statementsâ€ means Audited Financial Statements or Unaudited Financial Statements, as applicable. â€œFiscal Yearâ€ December 31 of each year. â€œFixed Charge Coverage Ratioâ€ means, with reference to the Borrower Group (on a consolidated basis for purposes of this definition and calculating the Fixed Charge Coverage Ratio for purposes of this Agreement) in respect of any particular Twelve Month Period (a) EBITDA, less cash Taxes, dividends paid and the Borrower Groupâ€™s Capital Expenditures not financed by way of any Debt or equity, divided by (b) Debt Service. â€œFloorâ€ means 1.00% per annum. â€œGAAPâ€ means generally accepted accounting principles in Canada as in effect from time to time as set forth in the opinions and pronouncements of the relevant Canadian public and private accounting boards and institutes which are applicable to the relevant Person and the circumstances as of the date of determination consistently applied (including, without limitation, to the extent the same are adopted (subject to Section 1.3 hereof) by the Borrower, the International Financial Reporting Standards adopted by the Accounting Standards Board of the Canadian Institute of Chartered Accountants). â€œGovernmental Approvalsâ€ means, at any particular date of determination with respect to any Person or its property assets, all licenses, permits, consents, authorizations and approvals required from Governmental Authorities for the conduct of such Personâ€™s business on such date. â€œGovernmental Authorityâ€ means any domestic or foreign government including any federal, provincial, state, territorial or municipal government and any executive, legislative, judicial, regulatory or administrative functions of, or pertaining to, government or any Person, body, department, bureau, agency, board, tribunal, commission branch or office thereof or having or claiming to have jurisdiction over the Credit Parties or any of their respective property or assets. Â Â - 21 -Â â€œGuaranteesâ€ means all guarantees held from time to time by or on behalf of the Lender guaranteeing or intending to guarantee, directly or indirectly, repayment of all, or any part of, the Obligations. â€œGuarantorâ€ means each Person that now or hereafter guarantees, or is intended to guarantee, repayment of all, or any part of, the Obligations, including the Guarantors set out on the signature pages hereto. â€œHazardous Substanceâ€ means any solid, liquid, gas, odour, heat, sound, vibration,

radiation or combination of them that may impair the natural environment, injure or damage property or plant or animal life or harm or impair the health of any individual and includes, but is not limited to, petroleum, its derivatives, by-products or other hydrocarbons, asbestos, controlled products, wastes and any other materials are regulated by Environmental Laws or which may not by their nature be hazardous, either in fact or as defined in or pursuant to any Environmental Laws but which become prohibited, controlled or regulated by any Governmental Authority. â€œHedging Arrangementâ€ means (a) any and all forward foreign exchange transactions, or any other similar transactions or any combination of any of the foregoing (including any options to enter into any of the foregoing), whether or not any such transactions is governed by a or subject to any master agreement and (b) any and all transactions of any kind, and the related confirmations, which are subject to the terms and conditions of, or governed by, any form of master agreement published by the International Swaps and Derivatives Association, Inc., any international foreign exchange master agreement, or any other master agreement, including any such obligations or liabilities under any such master agreement and its related schedules, in each case for the purpose of hedging the Credit Partiesâ€™ exposure to exchange rates or currency valuations. â€œHemp JV Coâ€ means Village Fields Hemp USA LLC, a Delaware limited liability company, and its successors and assigns. â€œHemp JV Documentsâ€ means the limited liability company agreement of Village Fields Hemp USA LLC dated as of February 27, 2019 entered into among VLP, Nature Crisp, LLC and Hemp JV Co. â€œHonour Dateâ€ means, with respect to any particular Letter of Credit, the date on which any Borrower receives notice of any payment by the Lender under such Letter of Credit. â€œIndemnified Personâ€ means the Lender, its Affiliates, agents, representatives, attorneys any receiver or receiver and manager appointed by the Lender, and the respective officers, directors and employees of each of the foregoing Persons. â€œInsured Receivablesâ€ means, at any particular time of determination, any Receivable that is insured at such time by Acceptable A/R Insurance. â€œIntellectual Propertyâ€ means all trade or brand names, business names, trade-marks (including logos), trade-mark registrations and applications, brand names, service marks, service mark registrations and applications, copyrights, copyright registrations and Â Â - 22 -Â applications, issued patents and pending applications and other patent rights, industrial design registrations, pending applications and other industrial design rights, trade secrets, proprietary information and know-how, equipment and parts lists and descriptions, instruction manuals, inventions, inventorsâ€™ notes, research data, blue prints, drawings and designs, formulae, processes, technology and other intellectual property, together with all registered user agreements, technology transfer agreements and other agreements or instruments relating to any of the foregoing. â€œIntercreditor Agreementâ€ means the intercreditor agreement dated as of August 29, 2013 entered into among FCC, the Lender and the Obligors, as the same may be amended, varied, supplemented, modified, amended and restated, renewed or replaced at any time and from time to time. â€œInterest Expenseâ€ means, with reference to any period, the sum of all interest charges (including imputed interest charges with respect to Capital Leases and all amortization of debt discount and expense) of the Borrowers for such period determined in accordance with GAAP. â€œInterest Payment Dateâ€ means, (a) with respect to any particular SOFR Loan, the last day of the Interest Period applicable to such SOFR Loan and the Maturity Date, (b) with respect to any particular CORRA Loan, the last day of the Interest Period applicable to such CORRA Loan and the Maturity Date, and (c) with respect to any other Loan, the first Business Day of each calendar month and the Maturity Date. â€œInterest Periodâ€ means, (a) with respect to each CORRA Loan, the initial period (subject to availability) of one (1) or three (3) months commencing on and including the date specified in the Drawdown Notice or Rollover/Conversion Notice is made, as the case may be, applicable to such CORRA Loan and ending on and excluding the last day of such initial period, and thereafter, each successive period (subject to availability) of approximately one (1) or three (3) months as selected by the applicable Borrower and notified to the Lender in writing commencing on and including the last day of the prior Interest Period; and (b) with respect to each SOFR Loan, the initial period (subject to availability) of approximately one (1) month, three (3) months or six (6) months commencing on and including the date on which a Borrowing or Interest Election Request is made, as the case may be, applicable to such SOFR Loan and ending on and excluding the last day of such initial period, and thereafter, each successive period (subject to availability) of approximately one (1) month, three (3) months or six (6) months commencing on and including the last day of the prior Interest Period; provided however that: (a) in the case of a Conversion or a Rollover, the last day of each Interest Period shall also be the first day of the next Interest Period; (b) the last day of each Interest Period shall be a Business Day and if not, the applicable Borrower shall be deemed to have selected an Interest Period the last day of which is the first Business Day following the last day of the Interest Period selected by such Borrower, unless such first Business Day is in a succeeding calendar month, Â Â - 23 -Â in which case, the last day of such Interest Period shall be the immediately preceding Business Day; (c) notwithstanding any of the foregoing, the last day of each Interest Period shall be on or before the Maturity Date; and (d) no tenor that has been removed from this definition pursuant to Section 3.7(4) shall be available for specification in such Drawdown Notice or Rollover/Conversion Notice. For purposes hereof, the date of a Loan initially shall be the date on which such Loan is made and thereafter shall be the effective date of the most recent conversion or continuation of such Loan. â€œInventoryâ€ means all â€œinventoryâ€, as such term is defined in the PPSA, now or hereafter acquired by any Credit Party, including and any other goods which are held for sale or lease or are to be furnished under contracts of service or consumed in a Credit Partyâ€™s business, all raw materials, work in process and finished goods, all goods that are returned or repossessed that would otherwise have constituted inventory as otherwise set out herein, and all materials and supplies of every kind and nature used or usable in connection with the acquisition, manufacture, processing, supply, servicing, storing, packing, shipping, advertising, selling, leasing or furnishing of the foregoing, and any other components or parts thereof. â€œInvestmentâ€ has the meaning ascribed thereto in Section 13.2(18) hereof. â€œIssuance Dateâ€ means the date on which a Letter of Credit is issued pursuant to this Agreement. â€œITAâ€ means the Income Tax Act (Canada) and any successor thereto, and any regulations promulgated thereunder. â€œLandlordâ€ means any Person that is leasing a Real Property Interest to a Credit Party pursuant to a Lease between such Person and such Credit Party, whether oral or in writing. â€œLawsâ€ means, collectively, all international, foreign, federal, provincial, state and local statutes, treaties, rules, guidelines, regulations, ordinances, codes and administrative or judicial precedents or authorities, including the interpretation or administration thereof by any Governmental Authority charged with the enforcement, interpretation or administration thereof, and all applicable administrative orders, directed duties, requests, licenses, authorizations and permits of, and agreements with, any Governmental Authority. â€œLeaseâ€ means, any lease of real or personal property in respect of which any Credit Party has a leasehold interest, as lessee. â€œLenderâ€ means Bank of Montreal and its successors and assigns. â€œLetter of Creditâ€ means any commercial or standby letter of credit or letter of guarantee issued by the Lender or an affiliate of the Lender at the request of a Borrower pursuant to and in accordance with Article 5. Â Â - 24 -Â â€œLetter of Credit Applicationâ€ means an application and agreement for the issuance or amendment of a Letter of Credit, executed by a Borrower in the form required by the Lender at the time such application is made. â€œLetter of Credit Feeâ€ means, in respect of any particular Letter of Credit, the rate per annum payable to the Lender on such date in respect of the face amount of such Letter of Credit as determined by the Lender on each applicable Issuance Date, calculated and payable quarterly in advance, unless otherwise determined by the Lender in its sole discretion. â€œLienâ€ means any lien (whether statutory or otherwise), mortgage, pledge, deposit arrangement, preference, priority assignment, security interest, deed of trust, hypothecation, sequestration, deemed trust, charge or other encumbrance or preferential arrangement of any kind or nature whatsoever (including any agreement to give any of the foregoing, any conditional sale or other title retention agreement, and any lease in the nature thereof, easement, right of way, or capitalized Lease, any option, trust or other preferential arrangement having the practical effect of any of the foregoing, and in the case of Equity Interest, any purchase option, call or similar right of a third party with respect to such Equity Interest.). â€œLine Capâ€ means, at any given time, lesser of the Revolving Commitment and the Borrowing Base at such time. â€œLoanâ€ means any Advance under the Facility, including a Prime Rate Loan, a CORRA Loan, a Base Rate Loan, a US Prime Rate Loan or a SOFR Loan. â€œLockbox Agreementâ€ means the lockbox and blocked account agreement dated August 29, 2013 between BMO Bank N.A., the US Borrower and the Lender, as amended, restated or replaced from time to time. â€œLossâ€ means any loss whatsoever, whether direct or indirect, including expenses, costs, damages, judgments, penalties, awards, assessments, fines and any and all fees, disbursements and expenses of counsel, experts and consultants. â€œMasterCard Advanceâ€ is defined in Section 8.1. â€œMasterCard Agreementâ€ means, as of any particular date of determination, the Lenderâ€™s standard form documents relating to the operation of MasterCard accounts in effect at such time. â€œMasterCard Limitâ€ means $US100,000 or the Canadian Dollar Equivalent thereof. â€œMaterial Adverse Changeâ€ means a change that results in, or would reasonably be expected to result in a Material Adverse Effect. â€œMaterial Adverse Effectâ€ means (a) a material adverse effect on the business, operations, assets, liabilities (actual or contingent), property or financial condition of the Credit Parties, taken as a whole; (b) a material adverse effect on the ability of the Credit Parties, taken as Â Â - 25 -Â a whole, to perform their obligations under the Credit Documents; or (c) a material adverse effect on the rights and remedies of the Lender under the Credit Documents or the Lenderâ€™s ability to enforce its rights or remedies under this Agreement or any other Credit Document. â€œMaterial Contractâ€ means, with respect to any particular Person, any contract, licence or other agreement to which such Person is a party or by which it is bound that is material to such Personâ€™s business, operations, properties, assets or prospects, having regard to the subject matter thereof or the potential consequences of a breach or termination thereof. â€œMaturity Dateâ€ means, the earliest of (i) May 24, 2027, (ii) the date which is 90 days prior to the then current maturity date in respect of the FCC Debt, and (iii) the date on which the Facility is terminated earlier pursuant to this Agreement. â€œMortgageâ€ means any deed of trust, trust deed, hypothec, charge or mortgage in respect of a freehold or leasehold interest in real property made, or required to be made, by any Credit Party in favour or for the benefit of the Lender, in form and substance reasonably satisfactory to the Lender. â€œNet Incomeâ€ means, with respect to the Borrower Group (on a consolidated basis) for any period, net income of the Borrower Group for such period. â€œObligationsâ€ means all loans, advances, debts, liabilities and obligations for the performance of covenants, tasks or duties or for the payment of monetary amounts (whether or not performance is then required or contingent, or whether or not those amounts are liquidated or determinable) owing by the Borrowers to the Lender or any of its Affiliates, of any kind or nature, present or future, whether or not evidenced by any agreement or other instrument, owing under or in connection with any or all of the Credit Documents (including without limitation Bank Products), including all obligations owing by the Borrowers to the Lender under the Facility. â€œOriginal Closing Dateâ€ means August 29, 2013. â€œOriginal Currencyâ€ is defined in Section 16.7. â€œOther Currencyâ€ is defined in Section 16.7. â€œPACAâ€ means the Perishable Agricultural Commodities Act (PACA) of 1930 â€” (P.L. 71-325 (June 10, 1930), as amended from time to time. â€œPACA Priority Payablesâ€ means any amount due and payable by a Credit Party to a third party producer that is secured by a Lien or trust created pursuant to PACA, that encumbers any Eligible Receivables and that ranks, or is capable of ranking prior to or pari passu with any Lien on such Eligible Receivables granted in favour of the Lender. â€œPeriodic Term CORRA Determination Dayâ€ has the meaning specified in the definition of â€œTerm CORRAâ€. Â Â - 26 -Â â€œPeriodic Term SOFR Determination Dayâ€ has the meaning specified in the definition of â€œTerm SOFRâ€. â€œPermitted Collateral Locationâ€ is defined in Section 12.1(gg). â€œPermitted Investmentâ€ means, on a minimum of 30 days prior written notice to the Lender, any direct or indirect Investment by any Borrower or any other Credit Party, in any Person, (regardless of the structure used in order to effect such Investment including without limitation by way of joint venture and whether or not by way of purchase, merger or otherwise, of some, all or substantially all of the assets, Equity Interests, or a business line or unit or division, of any Person) provided that: (a) immediately prior to such Investment, and immediately after giving effect thereto, no Default or Event of Default shall have occurred and be continuing or would result therefrom; (b) all transactions in connection therewith shall be consummated, in all material respects, in accordance with all Applicable Laws and in conformity with all applicable Governmental Approvals and the consummation of such transaction shall not subject the Lender to any additional regulatory or other requirements; (c) the Borrowers shall be in compliance with the financial covenants set forth in Section 13.3 both before such Investment, and on a pro forma basis (as evidenced pursuant to the Compliance Certificate described in paragraph (d) below) for the next Twelve Month Period after giving effect to such Investment, and shall demonstrate Excess Availability of at least 20% of the Revolving Commitment both before and after giving effect to such Investment; (d) the Borrowers shall have delivered to the Lender at least thirty (30) days prior to such proposed Investment, a Compliance Certificate evidencing compliance with Section 13.3 as required under paragraph (c) above, together with all relevant financial information with respect to such Investment, including, without limitation, copies of any relevant documentation prepared in order to analyze and effect such proposed Investment (including without limitation any applicable letter of intent, joint venture agreement, shareholders agreement, corporate information memorandum or backgrounder/investment thesis), the aggregate consideration for such Investment and any other information required to demonstrate compliance with Section 13.3; (e) any Investment made shall be in the same or related business or lines of business in which the Borrower, any Credit Party, any Subsidiary or any Permitted JV Entity is engaged as of the Original Closing Date (namely, agriculture, including produce, cannabis and hemp production and distribution and business related thereto); (f) if applicable, the Investment shall have been approved by the board of directors or other governing body or controlling Person of the Person in whom the Investment is made or the Person from whom the Investment is made or acquired; Â Â - 27 -Â (g) on or prior to the date of such Investment, the Lender shall have received copies of all material agreements related to the Investment, together with such other agreements and instruments, opinions, certificates, and lien search results in respect thereof as reasonably requested by the Lender; (h) the aggregate consideration paid (including all assets contributed or to be contributed by a Credit Party, all loans made or to be made by a Credit Party in connection with an Investment and any cash consideration paid or to be paid by a Credit Party in order to acquire relevant Equity Interests in connection with the proposed Investment, but excluding any guarantees granted by a Credit Party in favour of the Lender) in respect of any particular Investment shall not exceed $25,000,000 (or the Exchange Equivalent in US Dollars); and (i) no Investment shall result in any recourse to the Credit Parties and no Investment shall, without the prior written consent of the Lender, require or result in any one or more of the Credit Parties obtaining loans from, or providing guarantees in favour of (other than guarantees of the indebtedness of any of PSF, Hemp JV Co or any other Permitted JV Entity in favour of the Lender), or granting Liens in favour of, any other Person. For greater certainty, the EBITDA of all Persons in respect of whom a Permitted Investment has been made (other than Permitted Investments in PSF, Rose LifeSciences, Balanced Health Botanicals, LLC and any other Permitted Investments created or acquired from January 1, 2023 until the Closing Date) shall be excluded from EBITDA for the purposes of calculating financial covenants under this Agreement unless otherwise approved by the Lender in writing. â€œPermitted JV Entityâ€ means a Person in respect of which or whom a Permitted Investment has been made. â€œPermitted Liensâ€ means, with respect to any property or asset of any Person: (a) Liens created by the Security Documents; (b) Liens for Taxes which are not delinquent or remain payable without penalty or which are being contested in good faith by appropriate proceedings commenced in a timely manner and diligently pursued and for which appropriate reserves have been taken in accordance with GAAP, provided that, the aggregate amount of all outstanding Taxes secured by such Liens do not at any time exceed $100,000 and there is no material risk, as determined by the Bank in its sole discretion, that enforcement proceedings in respect of any such Lien will result in the seizure or sale of any Collateral; (c) carriersâ€™, warehousemenâ€™s, mechanicsâ€™, landlordsâ€™, materialmenâ€™s, repairmenâ€™s or other similar Liens arising in the ordinary course of business which are not delinquent for more than 90 days or remain payable without penalty or which are being contested in good faith by appropriate proceedings, provided that the aggregate amount of all such Liens does not at any time exceed $100,000 and there Â Â - 28 -Â is no material risk, as determined by the Bank in its sole discretion, that enforcement of any such Lien would result in the seizure or sale of any Collateral; (d) Liens (other than any Lien imposed in respect of a Canadian Pension Plan) consisting of pledges or deposits required in the ordinary course of business in connection with workplace safety insurance, employment insurance and other social security legislation or to secure the performance of tenders, statutory obligations, surety, stay, customs and appeals bonds, bids, leases, governmental contracts, trade contracts, performance and return of money bonds and other similar obligations (exclusive of obligations for the payment of borrowed money) or to secure liability to insurance carriers; (e) Purchase Money Liens securing indebtedness not in excess of $100,000 in the aggregate; (f) Liens arising solely in respect of indebtedness between Credit Parties provided that such indebtedness is assigned to the Lender and such Liens are subordinated to Liens arising under the Security Documents; (g) permits, licenses, agreements, restrictions, easements, rights-of-way and other similar interests in land (including permits, licenses, agreements, restrictions, easements and rights-of-way for sidewalks, public ways, sewers, drains, gas steam and water mains, utilities, telephone and telegraph conduits, poles, wires and cables) which do not, in the reasonable opinion of the Lender, materially impair the use or the value of the real property and improvements thereon; (h) title defects or irregularities in respect of real property, and reservations, limitations, provisos and conditions, if any, expressed in any original grants from the Crown, provided that in the opinion of the Lender, such matters do not materially impair or detract from the use or the value of the real property and improvements thereon or materially interfere with the business of the Credit Parties; (i) Liens held by Landlords in respect of property held under Lease and any other Liens of a similar nature which do not, in the opinion of the Lender, materially impair the use of such property in the operation of the business of the Credit Parties or the value of such property for the purposes of such business; (j) applicable municipal and other governmental restrictions affecting the use of real property or the nature of any structure which may be erected thereon, provided that in the reasonable opinion of the Lender, such matters do not materially impair or detract from the use or the value of the real property and improvements thereon or materially interfere with the

business of the Credit Parties; (k) the right reserved to or vested in any Governmental Authority to terminate any lease, licence, franchise, grant or permit, or to require annual or other payments as a condition to the continuance thereof, provided that any such right does not, in the opinion of the Lender, materially impair the value thereof or materially interfere with the business of the Credit Parties; Â Â - 29 -Â (l) the FCC Lien, subject to the provisions of the Intercreditor Agreement; (m) Liens arising in respect of any PACA Priority Payables; and (n) Liens disclosed in Exhibit â€œEâ€ as of the Closing Date and any other Lien consented to in writing by the Lender, provided that the use of the term â€œPermitted Liensâ€ to describe the foregoing Liens shall mean that such Liens are permitted to exist (whether in priority to or subsequent in priority to the Liens created under the Security Documents, as determined by Applicable Law); and for greater certainty such Liens shall not be entitled to priority over the Liens created by the Security Documents by virtue of being described in this Agreement as â€œPermitted Liensâ€. â€œPersonâ€ means any natural person, sole proprietorship, partnership, syndicate, trust, joint venture, Governmental Authority or any incorporated or unincorporated entity or association of any nature. â€œPPSAâ€ shall mean the Personal Property Security Act (British Columbia) or any other applicable Canadian federal or provincial statute pertaining to the granting, perfecting, priority or ranking of Liens on personal property, and any successor statutes, together with any regulations thereunder, in each case as in effect from time to time, and any reference to any particular section of the PPSA shall be construed to also refer to any successor section thereto. â€œPrime Rateâ€ means the rate of interest per annum determined from time to time by the Lender as the Lenderâ€™s prime commercial lending rate for loans in Canadian Dollars in effect at its principal office in Toronto. Any change in the prime rate determined by the Lender shall take effect at the opening of business on the date of such determination. â€œPrime Rate Loanâ€ means a Loan in Canadian Dollars that bears interest at the Prime Rate. â€œPrime Rate Marginâ€ means at any time when the trailing twelve (12) month Fixed Charge Coverage Ratio is: (a) equal to or less then 1.25:1.00, 1.00% per annum, and (b) greater than 1.25:1.00, 0.75% per annum. â€œPrincipal Amountâ€ means (a) with reference to any Loan, the principal amount thereof; (b) with reference to a Letter of Credit, the maximum amount payable or that may become payable to the beneficiary thereof; and (c) with reference to a Hedging Arrangement, the Deemed Hedge Exposure. â€œPriority Payablesâ€ means, as at any particular time of determination, any amount due and payable at such time by a Credit Party that is secured by a Lien (whether choate or inchoate) or a statutory right in favour of a Governmental Authority, that encumbers any Collateral and that ranks, or is capable of ranking prior to or pari passu with any Lien on such Collateral granted in favour of the Lender, including without limitation, amounts due deducted or withheld, as applicable, and not yet paid, contributed or remitted, as applicable, Â Â - 30 -Â by any Credit Party in respect of vacation pay, termination and severance pay, realty, municipal or similar Taxes, or pursuant to any legislation relating to workersâ€™ compensation, employment insurance, the ITA, any Canadian Pension Plan, the Wage Earners Protection Act or any similar legislation. Notwithstanding the foregoing, only 50% of all PACA Priority Payables shall be included in the calculation of Priority Payables, provided, however, that the Lender may in its sole discretion revoke such 50% limit (or change the percentage amount of such limit) of all PACA Priority Payables by notice to the Borrowers. â€œPSFâ€ means Pure Sunfarms Corp., a corporation formed and existing under the laws of British Columbia, and its successors and assigns. â€œPurchase Money Lienâ€ means any Lien on specific fixed assets (including Capital Leases but, for greater certainty, excluding real property) granted by such Credit Party to secure payment of the purchase price thereof, and all extensions, renewals or replacements of such loan, provided that the obligations secured thereby do not at any time exceed 100% of the lesser of the cost or fair market value of such fixed assets of a Credit Party and, with respect to any extension, renewal or replacement of such Lien, the obligations secured thereby are not increased. â€œReal Property Interestâ€ means, at any particular time of determination, any interest (whether fee, leasehold or otherwise) in real property owned at such time by any Credit Party. â€œReceivablesâ€ means all â€œaccountsâ€, as such term is defined in the PPSA, now or hereafter acquired by any Credit Party and includes all accounts, contract rights, instruments, and chattel paper relating to accounts, drafts and acceptances of such Credit Party, and all other obligations owing to any other Credit Party arising out of or in connection with the sale or lease of Inventory, the performance of services or otherwise, all guarantees and other security therefor, whether secured or unsecured, now existing or hereafter created, and whether or not specifically sold or assigned to the Lender hereunder or in connection herewith. â€œReleaseâ€ means a discharging, spraying, injection, abandonment, depositing, spilling, leaking, seeping, pouring, emitting, emptying, throwing, dumping, placing, pumping, escaping, leaching, migrating, dispensing, dispersal, disposing, and exhausting, and when used as a noun has a correlative meaning. â€œRelevant Governmental Bodyâ€ means (a) with respect to a Benchmark Replacement in respect of Canadian Dollars, the Bank of Canada, or a committee officially endorsed or convened by the Bank of Canada, or any successor thereto and (b) with respect to a Benchmark Replacement in respect of US Dollars, the Board of Governors of the Federal Reserve System or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Board of Governors of the Federal Reserve System or the Federal Reserve Bank of New York, or any successor thereto. Â Â - 31 -Â â€œReservesâ€ means reserves established by the Lender in the Lenderâ€™s sole discretion from time to time in accordance with Section 2.6 that limit the Excess Availability under the Facility or the Value of Eligible Receivables, including without limitation rent reserves, reserves in respect of Bank Products, reserves in respect of suppliers that the Lender has identified would be likely to exercise unpaid sellerâ€™s thirty (30) day goods rights to repossess goods or revendication rights, reserves in respect of dilution in excess of the percentage assumed by the Lender for the purpose of establishing the advance rates used to calculate the Borrowing Base, warehousemenâ€™s and baileesâ€™ charges reserves established from time to time by the Lender in its sole discretion in respect of Priority Payables and with respect to amounts that the Lender believes may be required to be paid in connection with the preservation, protection, collection or realization of Collateral, or in connection with any obligation of any Credit Party set forth in any Credit Document. â€œRevolving Commitmentâ€ means the commitment of the Lender to make Loans and to issue Letters of Credit under the Facility, up to an aggregate outstanding Principal Amount not exceeding $10,000,000, inclusive of the Aggregate Deemed Hedge Exposure under all outstanding Hedging Arrangements. â€œRolloverâ€ means the extension of any existing SOFR Loan, CORRA Loan or Letter of Credit for an additional Interest Period or Contract Period, as applicable. â€œRollover Dateâ€ means the date on which a Rollover occurs. â€œSchedulesâ€ means the schedules to this Agreement, which are listed in Section 1.11. â€œSecuritiesâ€ means any and all shares, interests, participations or other equivalents (however designated) of capital stock of a corporation, any and all equivalent ownership interests in a Person (other than a corporation), including, without limitation, partnership interests and membership interests, and any and all warrants, rights or options to purchase or other arrangements or rights to acquire any of the foregoing. â€œSecurity Documentsâ€ means all security agreements and other documents held by the Lender from time to time which secure or are intended to secure, directly or indirectly, repayment of the Obligations, and the security interests, assignments and Liens constituted thereby. â€œSOFRâ€ means a rate equal to the secured overnight financing rate as administered by the Relevant Governmental Body. â€œSOFR Loanâ€ means a Loan that bears in US Dollars interest at a rate based on Adjusted Term SOFR. â€œSOFR Marginâ€ means at any time when the trailing twelve (12) month Fixed Charge Coverage Ratio is: (a) equal to or less then 1.25:1.00, 2.50% per annum, and (b) greater than 1.25:1.00, 2.25% per annum. â€œSolventâ€ means: Â Â - 32 -Â (a) with respect to a Canadian Credit Party that, as of the particular date of determination, (i) the aggregate property of such Credit Party is sufficient, if disposed of at a fairly conducted sale under legal process, to enable payment of all its obligations, due and accruing due; (ii) the aggregate property of such Credit Party is, at a fair valuation, sufficient to enable payment of all its obligations, due and accruing due; (iii) such Credit Party is able to meet its obligations as they generally become due; and (iv) such Credit Party has not ceased paying its current obligations in the ordinary course of business as they generally become due; (b) with respect to any US Credit Party that, as of the date of determination, (i) the sum of such Credit Partyâ€™s debt (including contingent liabilities) does not exceed the fair market value of such Credit Partyâ€™s assets; (ii) such Credit Partyâ€™s capital is not unreasonably small in relation to its business as contemplated on the Closing Date and reflected in the projections and Business Plan delivered to the Lender prior to the Closing Date or with respect to any transaction contemplated or undertaken after the Closing Date; (iii) such Credit Party has not incurred and does not intend to incur, and does not believe (nor should it reasonably believe) that it will incur, debts beyond its ability to pay as they become due (whether at maturity or otherwise); and (iv) such Credit Party is â€œsolventâ€ within the meaning given that term and similar terms under Applicable Laws relating to fraudulent transfers and conveyances; and (c) with respect to any other Credit Party that, as of the particular date of determination, such Credit Party is â€œsolventâ€ under Applicable Law; and for purposes of this definition, the amount of any Contingent Obligation at such time shall be computed as the amount that, in light of all of the facts and circumstances existing at such time, represents the amount that can reasonably be expected to become an actual or matured liability. â€œSubordinated Debtâ€ means Debt owing by any Credit Party in respect of which the creditor of such Debt has agreed to postpone payment of all principal and interest thereon to payment and satisfaction in full of the Obligations and such creditor has subordinated any security taken in respect of such Debt to the Lien of the Lender, all in form and substance satisfactory to the Lender in its sole discretion. â€œSubsidiaryâ€ of any particular Person means any other Person in respect of which such Person and/or any one of its Affiliates holds, directly or indirectly, other than by way of security only, Securities or other Equity Interests to which are attached more than 50% of the votes that may be cast (or, through operation of law or otherwise, has the ability to elect or cause the election of a majority of the directors, members, or individuals holding similar positions, or having similar powers, to the board of directors, or other governing body of such other Person or otherwise control its activities. â€œTaxâ€ and â€œTaxesâ€ include, at any time, all taxes, surtaxes, duties, levies, imposts, rates, fees, assessments, withholdings, dues and other charges of any nature imposed by any Governmental Authority (including income, capital (including large corporations), Â Â - 33 -Â withholding, consumption, sales, use, transfer, goods and services or other value-added, excise, customs, anti-dumping, countervail, net worth, stamp, registration, franchise, payroll, employment, health, education, business, school, property, local improvement, development, education development and occupation taxes, together with all fines, interest, penalties on or in respect of, or in lieu of or for non-collection of, those taxes, surtaxes, duties, levies, imposts, rates, fees, assessments, withholdings, dues and other charges. â€œTerm CORRAâ€ means, for any calculation with respect to a CORRA Loan, the Term CORRA Reference Rate for a tenor comparable to the applicable Interest Period on the day (such day, the â€œPeriodic Term CORRA Determination Dayâ€) that is two (2) Business Days prior to the first day of such Interest Period, as such rate is published by the Term CORRA Administrator; provided, however, that if as of 1:00 p.m. (Toronto time) on any Periodic Term CORRA Determination Day the Term CORRA Reference Rate for the Available Tenor has not been published by the Term CORRA Administrator and a Benchmark Replacement Date with respect to the Term CORRA Reference Rate has not occurred, then Term CORRA will be the Term CORRA Reference Rate for such tenor as published by the Term CORRA Administrator on the first preceding Business Day for which such Term CORRA Reference Rate for such tenor was published by the Term CORRA Administrator so long as such first preceding Business Day is not more than three (3) Business Days prior to such Periodic Term CORRA Determination Day and, if such Business Day is more than three (3) Business Days prior to such Periodic Term CORRA Determination Date, then Term CORRA shall be as determined by the Lender acting reasonably. â€œTerm CORRA Adjustmentâ€ means a percentage equal to: (a) for an interest period of one month, 0.29547%, and (b) for an interest period of three months, 0.32138%. â€œTerm CORRA Administratorâ€ means Candeal Benchmark Administration Services Inc., TSX Inc., or any successor administrator. â€œTerm CORRA Reference Rateâ€ means the forward-looking term rate based on CORRA. â€œTerm SOFRâ€ means, for any calculation with respect to a SOFR Loan, the Term SOFR Reference Rate for a tenor comparable to the applicable Interest Period on the day (such day, the â€œPeriodic Term SOFR Determination Dayâ€) that is two (2) US Government Securities Business Days prior to the first day of such Interest Period, as such rate is published by the Term SOFR Administrator; provided, however, that if as of 5:00 p.m. (New York City time) on any Periodic Term SOFR Determination Day the Term SOFR Reference Rate for the applicable tenor has not been published by the Term SOFR Administrator and a Benchmark Replacement Date with respect to the Term SOFR Reference Rate has not occurred, then Term SOFR will be the Term SOFR Reference Rate for such tenor as published by the Term SOFR Administrator on the first preceding US Government Securities Business Day for which such Term SOFR Reference Rate for such tenor was published by the Term SOFR Administrator so long as such first preceding US Government Securities Business Day is not more than three (3) US Government Securities Business Days prior to such Periodic Term SOFR Determination Day. Â Â - 34 -Â â€œTerm SOFR Adjustmentâ€ means a percentage equal to: (a) for an interest period of one month, 0.10%, (b) for an interest period of three months, 0.15%; and (c) for an interest period of six months, 0.25%. â€œTerm SOFR Administratorâ€ means CME Group Benchmark Administration Limited (CBA) (or a successor administrator of the Term SOFR Reference Rate selected by the Lender in its reasonable discretion). â€œTerm SOFR Reference Rateâ€ means the forward-looking term rate based on SOFR. â€œTwelve Month Periodâ€ means the period of twelve (12) calendar months ending on or immediately prior to such date of determination. â€œType of Advanceâ€ means any type of Accommodation, determined by reference to the interest rate applicable thereto. â€œUnadjusted Benchmark Replacementâ€ means the applicable Benchmark Replacement excluding the related Benchmark Replacement Adjustment. â€œUnaudited Financial Statementsâ€ means in respect of any month, the unaudited consolidated balance sheets of the Borrower Group (prepared for greater certainty in respect of VFI and all of its Subsidiaries on a consolidated basis at the last day of such month and the related unaudited consolidated and consolidating income statements, cash flow statements and changes in shareholdersâ€™ equity for such month, as applicable, and the accompanying notes thereto, all prepared in accordance with GAAP and setting forth in each case, in comparative form, figures for the corresponding period for the preceding month, as applicable, all in reasonable detail and fairly presenting in all material respects the financial position and the results of operations of the Borrower Group as at the date thereof and for the month then ended. â€œUS Benefit Planâ€ means, with respect to any US Credit Party, any â€œemployee benefit planâ€ as defined in Section 3(3) of ERISA (other than a multiemployer plan as defined in Section 3(37) or Section 4001(a)(3) of ERISA) which is sponsored, maintained or contributed to, or required to be contributed to, by such Credit Party or any of its ERISA Affiliates for the benefit of current or former U.S. employees of such Credit Party or any of its ERISA Affiliates. â€œUS Borrowerâ€ means Village Farms, L.P., a limited partnership formed and existing under the laws of Delaware, and its successors and permitted assigns. â€œUS Credit Partyâ€ means any Credit Party organized and existing under the laws of the United States of America or any state or subdivision thereof. â€œUS Dollarsâ€ and the symbol â€œUS$â€ each means lawful money of the United States of America. â€œUS Government Securities Business Dayâ€ means any day except for (a) a Saturday, (b) a Sunday or (c) a day on which the Securities Industry and Financial Markets Association Â Â - 35 -Â recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in United States government securities. â€œUS Pension Planâ€ means a US Benefit Plan that is a â€œpension planâ€, as such term is defined in Section 3(2) of ERISA, which is subject to Title IV of ERISA (other than a multiemployer plan as defined in Section 4001(a)(3) of ERISA), and to which an Credit Party, or any corporation, trade or business that is, along with any other Person, a member of a Controlled Group, may reasonably be expected to have liability, including any liability by reason of having been a substantial employer within the meaning of Section 4063 of ERISA at any time during the preceding five years, or by reason of being deemed to be a contributing sponsor under Section 4069 of ERISA. â€œUS Prime Rate Marginâ€ at any time when the trailing twelve (12) month Fixed Charge Coverage Ratio is: (a) equal to or less then 1.25:1.00, 1.00% per annum, and (b) greater than 1.25:1.00, 0.75% per annum. â€œUS Prime Rate Loanâ€ means a Loan in US Dollars made by the Chicago Branch that bears interest at a rate based upon the US Prime Rate. â€œUS Prime Rateâ€ means a fluctuating rate of interest per annum, expressed on the basis of a year of 360 days, as applicable, which is equal at all times to the greater of (a) the reference rate of interest (however designated) of the Chicago Branch for determining interest chargeable by it on United States Dollar commercial loans in the United States and (b) the sum of (i) the Federal Funds Rate and (ii) 100 Basis Points per annum. Any change in the US Prime Rate shall be effective on the date the change becomes effective generally. â€œValueâ€ means, as at any particular date of determination: (a) with respect to Receivables, the face amount thereof, exclusive of all sales, excise and similar taxes; and (b) with respect to Purchase Money Liens, the lesser of cost and fair market value, determined in accordance with GAAP. â€œVFIâ€ means Village Farms International, Inc. a corporation formed and existing under the federal laws of Canada, and its successors and permitted assigns. â€œVLPâ€ means Village Farms L.P., a limited partnership formed and existing under the laws of Delaware, and its successors and permitted assigns. â€œwrittenâ€ or â€œin writingâ€ includes printing, typewriting, or any electronic means of communication capable of being legibly reproduced at the point of reception. Section 1.2 Business Day Except as otherwise expressly provided herein, if any payment or calculation is to be made pursuant to this Agreement, or any other action is to be taken pursuant to this Agreement, on or as of a day which is not a Business Day, such payment, calculation or other action, as applicable will be made or taken, as applicable, on or as of the next day that is a Business Day unless the Business Day next following the day is in the next following month, in which event the payment, calculation Â Â - 36 -Â or action shall be made or taken, as applicable, on or as of the immediately preceding Business Day. Section 1.3 Accounting Principles and Calculations Unless otherwise specifically provided herein, any accounting term used in this Agreement shall have the meaning customarily given such term in accordance with GAAP, and all financial computations hereunder shall be computed in accordance with GAAP consistently applied. That certain items or computations are explicitly modified by the phrase â€œin accordance with GAAPâ€ shall in no way be construed to limit the foregoing. If there occurs after the Original Closing Date any change in GAAP from that used in the preparation of the financial statements referred to in Section 13.1(5) or if, after the Original Closing Date the Borrowers and its Subsidiaries (if any) adopt any other accounting

principles for use in the preparation of their financial statements (such changes in GAAP and such adoption being referred to herein as â€œAccounting Changesâ€) that affects in any respect the calculation of any covenants contained in this Agreement (including those in Section 13.3), the Lender and the Borrowers shall negotiate in good faith amendments to the provisions of this Agreement that relate to the calculation of such covenants with the intent of having the respective positions of the Lender and the Borrowers after such Accounting Changes conform as nearly as possible to their respective positions as of the date of this Agreement and, until any such amendments have been agreed upon by the Lender and the Borrower, or if no such changes are mutually agreed upon, the covenants in this Agreement (including those in Section 13.3) shall be calculated as if no Accounting Changes have occurred and all financial statements of the Borrowers and their Subsidiaries (if any) shall be prepared and delivered in accordance with GAAP. Section 1.4 Conflict Except as otherwise provided in Article 5 with respect to Letters of Credit, in Article 7 with respect to Hedging Arrangements or Article 8 with respect to MasterCard Advances, if there is a conflict or inconsistency between any provision of this Agreement and any provision of another Credit Document contemplated by or delivered under or in connection with this Agreement, the relevant provision of this Agreement shall prevail. For greater certainty, notwithstanding events of default set forth in such other Credit Documents, the events of default contained in such other Credit Documents will only be applicable to the extent that the relevant representation, warranty and/or covenant relating specifically to the property secured, charged or hypothecated by such other Credit Document is not addressed in the Credit Agreement. Section 1.5 Currency Unless otherwise specified, all dollar amounts stated herein refer to Canadian Dollars. For greater certainty the Borrowers may satisfy any of their reporting obligations hereunder using figures in Canadian or US Dollars, at each Borrowerâ€™s option. Section 1.6 Time of Essence Time shall be of the essence in all provisions of this Agreement. Â Â - 37 -Â Section 1.7 Headings and Table of Contents The division of this Agreement into sections, the insertion of headings and the provision of a table of contents are for convenience of reference only and are not to affect the construction or interpretation of this Agreement. Section 1.8 General Interpretation Unless otherwise specified, words importing the singular include the plural and vice versa and words importing gender include all genders. Unless otherwise specified, references in this Agreement to Sections, Schedules and exhibits are to sections of, and schedules and exhibits to, this Agreement. Unless otherwise specified, each reference to an enactment of legislation is deemed to be a reference to that enactment of legislation, and to the regulations made under that enactment, as amended or re-enacted from time to time. Unless otherwise specified, references to time of day or date mean the local time or date in the City of Vancouver, British Columbia. â€œIncludingâ€ means â€œincluding without limitationâ€ and the term â€œincludingâ€ shall not be construed to limit any general statement that precedes such term to the specific or similar items or matters immediately following it. Section 1.9 Computation of Time Periods In this Agreement and any other Credit Document, except where expressly otherwise provided, in the computation of a period of time from a specified date to a later specified date, the word â€œfromâ€ means â€œfrom and includingâ€ and the words â€œtoâ€ and â€œuntilâ€ mean â€œto but excludingâ€. Section 1.10 Severability If any provision of this Agreement is or becomes illegal, invalid or unenforceable in any jurisdiction, such provision shall be deemed to be severable and the illegality, invalidity or unenforceability of such provision shall not affect the legality, validity or enforceability of the remaining provisions of this Agreement or the legality, validity or enforceability of such provision in any other jurisdiction in which such provision is not illegal, invalid or unenforceable. Section 1.11 Schedules and Exhibits The following Schedules and Exhibits are attached to and form part of this Agreement: Schedule Description Schedule 12.1(d) Business and Operations Schedule 12.1(e) Approvals Schedule 12.1(j) Litigation Schedule 12.1(l) Taxes Schedule 12.1(m) Equity Interests Â Â - 38 -Â Schedule 12.1(s) Intellectual Property Schedule 12.1(t) Real Property and Locations of Collateral Schedule 12.1(u) Environmental Matters Schedule 12.1(w) Material Contracts and Licences Schedule 12.1(x) Existing Debt Schedule 12.1(hh) Deposit Accounts Schedule 12.1(ii) Permitted Investments Schedule 13.1(4) Insurance Exhibit Description Exhibit â€œAâ€ Borrowing Base Certificate Exhibit â€œBâ€ Compliance Certificate Exhibit â€œCâ€ Drawdown Notice Exhibit â€œDâ€ Rollover/Conversion Notice Exhibit â€œEâ€ Permitted Liens Â Article 2CREDIT FACILITY Section 2.1 Facility Subject to the terms and conditions set forth in this Agreement, the Lender hereby agrees to make available to the Borrowers a revolving credit facility (the â€œFacilityâ€) in a maximum Principal Amount, including pursuant to the MasterCard Limit, the Hedging Arrangements and the Letters of Credit, not exceeding the Revolving Commitment. Section 2.2 Advances Subject to the terms and conditions set forth in this Agreement the Borrowers may borrow, repay and reborrow under the Facility provided that the Accommodations Outstandings do not at any time exceed the Line Cap at such time. Â Â - 39 -Â Section 2.3 Availments The Borrowers may avail themselves of the Facility at any time and from time to time prior to the Maturity Date, subject to and in accordance with the terms and conditions set forth herein. Subject to the terms and conditions set forth in this Agreement, the Lender agrees to make Accommodations available to (a) the Canadian Borrower under the Facility by way of Prime Rate Loans, Base Rate Loans, CORRA Loans, SOFR Loans, Letters of Credit, Hedging Arrangements and MasterCard Advances, and (b) to the US Borrower under the Facility by way of Letters of Credit, US Prime Rate Loans and MasterCard Advances. For greater certainty, all Advances to the US Borrower shall be made by the Chicago Branch. The Borrowers have the option of allocating any portion of the Facility to the US Borrower in US Dollars and to change such allocation on a quarterly basis at the end of each fiscal quarter upon providing the Lender with ten (10) Business Days prior written notice of such allocation. As of the Closing Date, the current allocation of the Facility to the US Borrower and BMO Chicago is US$1,574,889. Â Section 2.4 Purpose of Advances The Borrowers shall use the proceeds of all Advances hereunder for such legal and proper purposes as are consistent with all Applicable Laws and with the terms of this Agreement; and without limiting the foregoing, the Borrowers shall use the proceeds of any particular Advance as follows: (a) the proceeds of all Advances under the Facility (other than Advances pursuant to Hedging Arrangements) shall be used solely to provide for the ongoing general corporate and working capital purposes of the Borrowers and the other Credit Parties; and (b) the proceeds of all Advances pursuant to Hedging Arrangements shall be used solely to assist in foreign exchange risk management by the Canadian Borrower in the normal course of its operations. Section 2.5 Borrowing Procedures (1) Drawdown Notice. Each Advance (other than an Advance pursuant to a Hedging Agreement or a MasterCard Advance) shall be made upon the relevant Borrowerâ€™s irrevocable written notice, substantially in the form attached as Exhibit â€œCâ€ (a â€œDrawdown Noticeâ€), delivered to the Lender at or before the applicable time specified below for such Type of Advance: Type of Advance Notice Prime Rate Loans Before 11:00 a.m. on the applicable Drawdown Date. Base Rate Loans Before 11:00 a.m. on the applicable Drawdown Date. Â Â - 40 -Â Type of Advance Notice US Prime Rate Loans Before 11:00 a.m. on the applicable Drawdown Date. CORRA Loans Before 11:00 a.m. three Business Days prior to the requested Drawdown Date. SOFR Loans Before 11:00 a.m. three US Government Securities Business Days prior to the requested Drawdown Date. Letters of Credit Before 11:00 a.m. three Business Days prior to the requested Issuance Date. Each Drawdown Notice must specify the Borrowerâ€™s requested Type of Advance, Drawdown Date (which must be a Business Day), Principal Amount and the Contract Period or Interest Period, if applicable. (2) Drawdown Notice Irrevocable. Any Drawdown Notice made pursuant to Section 2.5(1) shall be irrevocable and the applicable Borrower shall be bound to borrow the funds requested therein in accordance therewith. The crediting of the applicable Advance to the applicable Borrower in the Lenderâ€™s records conclusively establishes, in the absence of manifest error, such Borrowerâ€™s obligation to repay such Advance as provided herein. (3) No Liability. The Lender shall be entitled to rely upon, and shall not incur any liability to the Borrowers as a result of acting upon, any Drawdown Notice. The Lender shall not be responsible for any error or omission in any Drawdown Notice or in the performance thereof and the Borrowers shall indemnify the Lender for any Loss or expense suffered or incurred by the Lender as a consequence of the Lender acting upon instructions given in any such Drawdown Notice by any Borrower. (4) Limits on Advances. Notwithstanding any other term of this Agreement, the Borrowers shall not request an Advance under the Facility, and the Lender shall not be obligated to make an Advance under the Facility, if: (a) the amount of such proposed Advance exceeds the Excess Availability under the Facility at such time; (b) such Advance would have a maturity date, Contract Period or Interest Period, as applicable, that extends beyond the Maturity Date of the Facility; (c) Section 3.5 would be applicable to such Advance; (d) such Advance is a CORRA Loan and after making such Advance, more than three (3) different Interest Periods would be in effect for outstanding CORRA Loans; or Â Â - 41 -Â (e) such Advance is a SOFR Loan and after making such Advance, more than three (3) different Interest Periods would be in effect for outstanding SOFR Loans. (5) Determination of Rates and Fees. Each determination by the Lender of any applicable rate or fee shall, in the absence of manifest error, be final, conclusive and binding on the Borrowers. Section 2.6 Reserves Notwithstanding any other provision of this Agreement to the contrary, the Lender shall have the right at any time and from time to time to establish Reserves, and to adjust the amount of any existing Reserve, against the amount of Loan which the Borrowers may otherwise request hereunder, in such amounts and with respect to such matters as the Lender shall deem necessary or appropriate, including, without limitation, (i) Reserves in respect of dilution and Reserves in respect of amounts owing by any Credit Party to holders of Liens that may have priority over the Liens of the Lender (regardless of whether such third party Liens are Permitted Liens) and (ii) Reserves in respect of any accounts payable that are more than thirty (30) days past the date on which payment thereof is due. The amount of all Reserves established by the Lender shall be subtracted from the Borrowing Base when calculating the Excess Availability in respect of the Facility. In addition, the Lender may from time to time reduce the percentages applicable to Eligible Accounts as they relate to the Borrowing Base, to the extent determined necessary or appropriate by the Lender. Section 2.7 Bank Products The Borrowers may request and the Lender may, in its sole and absolute discretion, arrange for the Borrowers to obtain, Bank Products. If Bank Products are provided by an Affiliate of the Lender, the Borrowers hereby indemnify and hold the Lender harmless from all costs and obligations now or hereafter incurred by the Lender which arise from any indemnity given by the Lender to such Affiliate related to such Bank Products. This indemnity obligation shall survive payment of the Obligations and termination of this Agreement. The Borrowers acknowledge and agree that the obtaining of Bank Products from the Lender or any of its Affiliates is subject to all rules and regulations of the Lender or such Affiliate that are applicable to such Bank Products. Section 2.8 Conversion of Loans Subject to this Agreement, the Canadian Borrower may, during the term of this Agreement, effective on any Business Day, convert, in whole or in part, any outstanding Advance (other than Advances by way of Letter of Credit, Hedging Arrangement or MasterCard Advance) under the Facility into another Type of Advance permitted under the Facility (other than an Advance by way of Letter of Credit, Hedging Arrangement or MasterCard Advance) upon the Canadian Borrowerâ€™s irrevocable written notice, substantially in the form attached hereto as Exhibit â€œDâ€ (a â€œRollover/Conversion Noticeâ€), delivered to the Lender at or before the applicable time specified in Section 2.5(1) for the Type of Advance into which the outstanding Advance is to be converted, subject to the following conditions: (a) notwithstanding any other term in this Agreement, no Advance denominated in Canadian Dollars may be converted into an Advance denominated in US Dollars Â Â - 42 -Â and no Advance denominated in US Dollars may be converted into an Advance denominated in Canadian Dollars; (b) each Conversion shall be for minimum aggregate amounts and whole multiples in excess thereof as are specified in respect of that Type of Advance in this Agreement, as applicable; (c) a SOFR Loan may only be converted on the last day of the relevant Interest Period; (d) a CORRA Loan may only be converted on the last day of the relevant Interest Period; (e) a Conversion into a SOFR Loan or a CORRA Loan shall only be made to the extent that the conditions outlined in Section 3.4 do not exist in respect of such SOFR Loan or such CORRA Loan, as the case may be, on the relevant Conversion Date; and (f) no Default or Event of Default shall have occurred and be continuing on the relevant Conversion Date or shall result after giving effect to the Conversion to be made on such Conversion Date. Section 2.9 Conversion and Rollover Not Repayment No Conversion or Rollover shall constitute a repayment of any Advance or a new Advance. Section 2.10 Deposit of Proceeds of Advances The Lender shall credit to the Canadian Borrowerâ€™s Account or the US Borrowerâ€™s Account, as applicable, on the applicable Drawdown Date the proceeds of each Advance made by way of Prime Rate Loan, CORRA Loan, Base Rate Loan, US Prime Rate Loan or SOFR Loan. Section 2.11 Evidence of Obligations The Lender shall open and maintain at its Branch of Account, accounts and records evidencing the Obligations of the Borrowers under this Agreement and all Advances and repayments made hereunder, which shall constitute conclusive evidence thereof in the absence of manifest error provided, however, that the obligations of the Borrowers and the other Credit Parties to make payment under and in connection with this Agreement and the other Credit Documents shall not be affected by any failure of the Lender to make or maintain any such account or record. The Lender may, but shall not be obligated to, require the Borrowers to execute and deliver to the Lender promissory notes from time to time as additional evidence of the Obligations. Â Â - 43 -Â Article 3INTEREST, FEES AND EXPENSES Section 3.1 Interest on Loans (1) The Borrowers shall pay to the Lender interest calculated and payable in accordance with this Article 3, both before and after maturity, default and judgment on the unpaid Principal Amount of each Loan made hereunder from the date of the Advance until the Principal Amount of such loan is repaid in full, at the following rates per annum: (a) with respect to each Prime Rate Loan, at a rate per annum equal to the Prime Rate plus the Prime Rate Margin; (b) with respect to each CORRA Loan, at the rate per annum equal, at all times during each Interest Period for such CORRA Loan, to the sum of Adjusted Term CORRA for such Interest Period plus the CORRA Margin; (c) with respect to each Base Rate Loan, at a rate per annum equal to the Base Rate plus the Base Rate Margin; (d) with respect to each US Prime Rate Loan, at a rate per annum equal to the US Prime Rate plus the US Prime Rate Margin; and (e) with respect to each SOFR Loan, at a rate per annum equal, at all times during each Interest Period for such SOFR Loan, to the sum of Adjusted Term SOFR for such Interest Period SOFR Margin. (2) Each change in the Prime Rate, Base Rate or US Prime Rate announced by the Lender shall result in a corresponding change in the rate of interest payable hereunder for Prime Rate Loans, Base Rate Loans or US Prime Rate Loans, as applicable. (3) Each change in the Applicable Margin resulting from a change in the Fixed Charge Coverage Ratio shall be effective with respect to all Accommodations on the fifth (5th) Business Day after the date that the financial statements and certificates required by Section 13.1(5) are required to be delivered to Lender, based upon the Fixed Charge Coverage Ratio as of the end of the most recent fiscal quarter included in such financial statements so delivered, and shall remain in effect until the date immediately preceding the next required date of delivery of such financial statements and certificates indicating another such change. Notwithstanding the foregoing: (a) in the case of CORRA Loans, a change in the CORRA Margin as of the end of the most recent fiscal quarter will apply on the maturity date of the Interest Period in respect of such CORRA Loan; (b) in the case of SOFR Loans, a change in the SOFR Margin as of the end of the most recent fiscal quarter will apply on the maturity date of the Interest Period in respect of such SOFR Loan; and Â Â - 44 -Â (c) if Borrower fails to deliver any of the financial statements and certificates as required in accordance with Section 13.1(5), the Applicable Margin shall be deemed to be the rate applicable in paragraph (a) in each of the definitions of Prime Rate Margin, Base Rate Margin, US Prime Rate Margin, CORRA Margin and SOFR Margin, as applicable, from the date that such financial statements and certificates were due, until such financial statements and certificates are delivered. (4) If any Default or Event of Default occurs and is continuing, and the Lender in its discretion so elects, then, while any such Default or Event of Default is continuing, all of the Obligations shall bear interest at the Default Rate applicable thereto. Section 3.2 Overdue Amounts (1) The Borrowers shall pay to the Lender interest as prescribed in this Agreement both before and after demand, default and judgment. Interest on any overdue amounts hereunder or in connection herewith is payable upon demand by the Lender (a) for overdue amounts in Canadian Dollars, at the Prime Rate plus the Applicable Margin plus 2.00% per annum, (b) for overdue amounts in US Dollars owing by the Canadian Borrower at the Base Rate plus the Applicable Margin plus 2.00% per annum, and (c) for overdue amounts in US Dollars owing by the US Borrower (including in respect of any overdue amounts required to indemnify the Lender in respect of a drawing made under a Letter of Credit issued at the request of the US Borrower), at the US Prime Rate plus the Applicable Margin plus 2.00% per annum in each case calculated on a daily basis on the actual number of days elapsed in a 365 or 366 day year, as applicable, computed from the date the amount becomes due until such overdue amount is paid in full, and shall be compounded on the last Business Day of each month ending during such period of arrears. Without duplication, the Borrowers shall pay interest on any Excess Amount, upon demand by the Lender (a) for Excess Amounts in Canadian Dollars, at the Prime Rate plus the Applicable Margin plus 2.00% per annum, and (b) for Excess Amounts in US Dollars, at the Base Rate plus the Applicable Margin plus 2.00% per annum, in each case calculated on a daily basis on the actual number of days elapsed in a 360, 365 or 366 day year, as applicable, computed from the date on which such Excess Amount arises to, but excluding, the date on which such Excess Amount is repaid and shall be compounded on the last Business Day of each month ending during such period of arrears. Section 3.3 Confirmation of Certain Rates (1) The Lender shall, prior to 11:00 a.m. (Vancouver time) on the third Business Day immediately preceding the commencement of each Interest Period in respect of a CORRA Loan, including the first such Interest Period, endeavour to inform the Canadian Borrower of the prevailing CORRA for the relevant Interest Period, provided that the Lender shall not incur any liability for its failure to so inform the Canadian Borrower. (2) The Lender shall, prior to 11:00 a.m. (Toronto time) on the third Business Day immediately preceding the commencement of each Interest Period in respect of a SOFR Loan, including the first such Interest Period, endeavour to inform the Canadian Borrower of the prevailing Â Â - 45 -Â SOFR for the relevant Interest Period, provided that the Lender shall not incur any liability for its failure to so inform the Canadian Borrower. Section 3.4 Rates The Lender does not warrant or accept responsibility for, and shall not have any liability with respect to (a) the continuation of, administration of, submission of, calculation of or any other matter related to the Prime Rate, Base Rate, US Prime Rate, the Term CORRA Reference Rate, Adjusted Term CORRA, Term CORRA, the Term SOFR Reference Rate, Adjusted Term SOFR or Term SOFR or any component definition thereof or rates referred to in the definition thereof, or any alternative, successor or replacement rate thereto (including any Benchmark Replacement), including whether the composition or characteristics of any such

alternative, successor or replacement rate (including any Benchmark Replacement) will be similar to, or produce the same value or economic equivalence of, or have the same volume or liquidity as, the Prime Rate, Base Rate, US Prime Rate, the Term CORRA Reference Rate, Adjusted Term CORRA, Term CORRA, the Term SOFR Reference Rate, Adjusted Term SOFR, Term SOFR or any other Benchmark prior to its discontinuance or unavailability, or (b) the effect, implementation or composition of any Conforming Changes. The Lender and its affiliates or other related entities may engage in transactions that affect the calculation of the Prime Rate, Base Rate, US Prime Rate, the Term CORRA Reference Rate, Adjusted Term CORRA, Term CORRA, the Term SOFR Reference Rate, Adjusted Term SOFR, Term SOFR, any alternative, successor or replacement rate (including any Benchmark Replacement) or any relevant adjustments thereto, in each case, in a manner adverse to the Borrowers. The Lender may select information sources or services in its reasonable discretion to ascertain the Prime Rate, Base Rate, US Prime Rate, the Term CORRA Reference Rate, Adjusted Term CORRA, Term CORRA, the Term SOFR Reference Rate, Adjusted Term SOFR, Term SOFR or any other Benchmark, or any component definition thereof or rates referred to in the definition thereof, in each case pursuant to the terms of this Agreement, and shall have no liability to the Borrowers or any other person or entity for damages of any kind, including direct or indirect, special, punitive, incidental or consequential damages, costs, losses or expenses (whether in tort, contract or otherwise and whether at law or in equity), for any error or calculation of any such rate (or component thereof) provided by any such information source or service. Daily Compounded CORRA and â€¯Daily Simple SOFR are included herein solely as alternative Benchmarks when the Term CORRA Reference Rate or Term SOFR Reference Rate is unavailable. So long as the Term CORRA Reference Rate is available as a Benchmark, no Loan shall be made hereunder that accrues interest based on Daily Compounded CORRA and so long as the Term SOFR Reference Rate is available as a Benchmark, no Loan shall be made hereunder that accrues interest based on â€¯Daily Simple SOFR. Section 3.5 Inability to Determine Rates (1) Subject to Section 3.7, if, on or prior to the first day of any Interest Period for any CORRA Loan or SOFR Loan, as applicable: (i) the Lender determines (which determination shall be conclusive and binding absent manifest error) that â€œAdjusted Term CORRAâ€ or â€œAdjusted Term SOFRâ€, as applicable, cannot be determined pursuant to the definition thereof, for reasons other than a Benchmark Transition Event, or (ii) the Lender determines that for any reason in connection with any request for a CORRA Loan or SOFR Loan, as Â Â - 46 -Â applicable, or a conversion thereto or a continuation thereof that Adjusted Term CORRA or Adjusted Term SOFR, as applicable, for any requested Interest Period with respect to a proposed CORRA Loan or SOFR Loan, as applicable, does not adequately and fairly reflect the cost to the Lender of making and maintaining such Loan, the Lender will promptly so notify the Borrowers. (2) Upon delivery of such notice by the Lender to the Borrowers under Section 3.5(1), any obligation of the Lender to make CORRA Loans or SOFR Loans, as applicable, and any right of the Borrowers to continue CORRA Loans or SOFR Loans, as applicable, or to convert Prime Rate Loans to CORRA Loans or Base Rate Loans or US Prime Rate Loans to SOFR Loans, as applicable, shall be suspended (to the extent of the affected CORRA Loans or SOFR Loans, as applicable, or affected Interest Periods) until the Lender revokes such notice. (3) Upon receipt of such notice by the Lender to the Borrowers under Section 3.5(1), (i)(x) the Borrowers may revoke any pending request for a borrowing of, Conversion to or continuation of CORRA Loans or SOFR Loans, as applicable (to the extent of the affected CORRA Loans or SOFR Loans, as applicable, or affected Interest Periods); (y) in respect of CORRA Loans, the applicable Borrower will be deemed to have converted any such request into a request for an Advance of or Conversion to Prime Rate Loans, in the amount specified therein; and (z) in respect of SOFR Loans, the Canadian Borrower will be deemed to have converted any such request into a request for an Advance of or Conversion to Base Rate Loans and the US Borrower will be deemed to have converted any such request into a request for an Advance of or Conversion to US Prime Rate Loans, as the case may be, in the amount specified therein; and (ii) (x) in respect of CORRA Loans, any outstanding affected CORRA Loans will be deemed to have been converted, at the end of the applicable Interest Period, into Prime Rate Loans; and (y) in respect of SOFR Loans, any outstanding affected SOFR Loans made to the Canadian Borrower will be deemed to have been converted, at the end of the applicable Interest Period, into Base Rate Loans and any outstanding affected SOFR Loans made to the US Borrower will be deemed to have been converted, at the end of the applicable Interest Period, into US Prime Rate Loans. Upon any such conversions, the Borrowers shall also pay accrued interest on the amount so converted, together with any additional amounts required pursuant to Section 3.16. Section 3.6 Payment of Interest (1) Accrued interest in relation to each CORRA Loan and each SOFR Loan shall be payable in arrears on the earlier of the last day of the relevant Interest Period. Accrued interest in relation to each Prime Rate Loan, each Base Rate Loan and each US Prime Rate Loan shall be payable monthly in arrears on the first Business Day of the following month. (2) Interest on each Loan hereunder on which interest is payable shall accrue from day to day from the first day of an Interest Period, Contract Period or the Drawdown Date, as the case may be, to the last day of the Interest Period, Contract Period or Drawdown Date, as the case may be, and shall be calculated on the basis of the actual number of days elapsed divided by, in the case of a SOFR Loan and a US Prime Rate Loan, 360, and, in the case Â Â - 47 -Â of each Prime Rate Loan, CORRA Loan and Base Rate Loan, the actual number of days in the relevant calendar year, whether 365 or 366, as the case may be. (3) For the purposes of the Interest Act (Canada), whenever any interest or fee under this Agreement is calculated using a rate based on a period other than a calendar year, such rate determined pursuant to such calculation, when expressed as an annual rate, is equivalent to such rate as determined multiplied by the actual number of days in the calendar year in which the period for which such interest or fee is payable (or compounded) ends and divided by the number of days comprising such other period. (4) The Lenderâ€™s certificate as to each amount and/or each rate of interest payable hereunder shall, in the absence of error which the Borrowers can demonstrate to the reasonable satisfaction of the Lender, be conclusive evidence of such amount and/or rate. (5) If any provision of this Agreement or any other Credit Document would obligate any Borrower or a Credit Party to make any payment of interest or other amount payable to the Lender in an amount or calculated at a rate which would be prohibited by law or would result in a receipt by the Lender of interest at a criminal rate (as construed under the Criminal Code (Canada)), then notwithstanding that provision, that amount or rate shall be deemed to have been adjusted with retroactive effect to the maximum amount or rate of interest, as the case may be, as would not be so prohibited by law or result in a receipt by the Lender of interest at a criminal rate, the adjustment to be effected, to the extent necessary, as follows: (a) first, by reducing the amount or rate of interest required to be paid to the Lender under this Article 3; and (b) thereafter, by reducing any fees, commissions, premiums and other amounts required to be paid to the Lender which would constitute interest for purposes of the Criminal Code (Canada); provided that, notwithstanding the foregoing, and after giving effect to all adjustments contemplated thereby, if the Lender receives an amount in excess of the maximum permitted by the Criminal Code (Canada), then the applicable Borrower shall be entitled, by notice in writing to the Lender, to obtain reimbursement from the Lender in an amount equal to the excess, and pending reimbursement, the amount of the excess shall be deemed to be an amount payable by the Lender to the Borrower. (6) Any amount or rate of interest referred to in this Agreement shall be determined in accordance with generally accepted actuarial practices and principles as an effective annual rate of interest over the term that any Advance remains outstanding on the assumption that any charges, fees or expenses that fall within the meaning of â€œinterestâ€ (as defined in the Criminal Code (Canada)) shall, if they relate to a specific period of time, be pro-rated over that period of time and otherwise be pro-rated over the period from the earlier of the date of advance and the Original Closing Date to the relevant Maturity Date and, in the event of a dispute, a certificate of a Fellow of the Canadian Institute of Actuaries appointed by the Lender shall be conclusive for the purposes of that determination. Â Â - 48 -Â Section 3.7 Benchmark Replacement Setting (1) Benchmark Replacement. Notwithstanding anything to the contrary herein or in any other Credit Document, if a Benchmark Transition Event and its related Benchmark Replacement Date have occurred prior any setting of the then-current Benchmark, then (x) if a Benchmark Replacement is determined in accordance with paragraphs (1) or (2) of the definition of â€œBenchmark Replacementâ€ for such Benchmark Replacement Date, such Benchmark Replacement will replace such Benchmark for all purposes hereunder and under any Credit Document in respect of such Benchmark setting and subsequent Benchmark settings without any amendment to, or further action or consent of any other party to, this Agreement or any other Credit Document and (y) if a Benchmark Replacement is determined in accordance with paragraph (3) of the definition of â€œBenchmark Replacementâ€ for such Benchmark Replacement Date, such Benchmark Replacement will replace such Benchmark for all purposes hereunder and under any Credit Document in respect of any Benchmark setting at or after 5:00 p.m. (Toronto time) on the fifth (5th) Business Day after the date notice of such Benchmark Replacement is provided by the Lender to the Borrowers without any amendment to, or further action or consent of any other party to, this Agreement or any other Credit Document. If the Benchmark Replacement is based upon Daily Compounded CORRA or Daily Simple SOFR, all interest payments will be payable on a monthly basis. No agreement subject to any Hedging Arrangement shall be deemed to be a â€œCredit Documentâ€ for the purposes of this Section 3.7. (2) Benchmark Replacement Conforming Changes. In connection with the use, administration, adoption or implementation of a Benchmark Replacement, the Lender will have the right to make Conforming Changes from time to time and, notwithstanding anything to the contrary herein or in any other Credit Document, any amendments implementing such Conforming Changes will become effective without any further action or consent of any other party to this Agreement or any other Credit Document. (3) Notices; Standards for Decisions and Determinations. The Lender will promptly notify the Borrowers of (i) the implementation of any Benchmark Replacement and (ii) the effectiveness of any Conforming Changes in connection with the use, administration, adoption or implementation of a Benchmark Replacement. The Lender will notify the Borrowers of (x) the removal or reinstatement of any tenor of a Benchmark pursuant to Section 3.7(4) and (y) the commencement of any Benchmark Unavailability Period. Any determination, decision or election that may be made by the Lender pursuant to this Section 3.7, including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection, will be conclusive and binding absent manifest error and may be made in its sole discretion and without consent from any other party to this Agreement or any other Credit Document, except, in each case, as expressly required pursuant to this Section 3.7. (4) Unavailability of Tenor of Benchmark. Notwithstanding anything to the contrary herein or in any other Credit Document, at any time (including in connection with the implementation of a Benchmark Replacement), (i) if any then-current Benchmark is a term Â Â - 49 -Â rate (including Term CORRA Reference Rate and Term SOFR Reference Rate) and either (A) any tenor for such Benchmark is not displayed on a screen or other information service that publishes such rate from time to time as selected by the Lender in its reasonable discretion or (B) the regulatory supervisor for the administrator of such Benchmark has provided a public statement or publication of information announcing that any tenor for such Benchmark is not or will not be representative, then the Lender may modify the definition of â€œInterest Periodâ€ (or any similar or analogous definition) for any Benchmark settings at or after such time to remove such unavailable or non-representative tenor and (ii) if a tenor that was removed pursuant to clause (i) above either (A) is subsequently displayed on a screen or information service for a Benchmark (including a Benchmark Replacement) or (B) is not, or is no longer, subject to an announcement that it is not or will not be representative for a Benchmark (including a Benchmark Replacement), then the Lender may modify the definition of â€œInterest Periodâ€ (or any similar or analogous definition) for all Benchmark settings at or after such time to reinstate such previously removed tenor. (5) Benchmark Unavailability Period. Upon the Borrowersâ€™ receipt of notice of the commencement of a Benchmark Unavailability Period with respect to a given Benchmark, the Borrowers may revoke any pending request for a borrowing of, Conversion to or continuation of Loans, which bear interest at a rate based upon such then-current Benchmark, to be made, converted or continued during any Benchmark Unavailability Period for such then-current Benchmark and, failing that, the applicable Borrower will be deemed to have converted any such request into a request for a borrowing of or Conversion to, (i) for a Benchmark Unavailability Period in respect of Canadian Dollars to the Canadian Borrower, Prime Rate Loans, (ii) for a Benchmark Unavailability Period in respect of US Dollars to the Canadian Borrower, Base Rate Loans, and (iii) for a Benchmark Unavailability Period in respect of US Dollars to the US Borrower, US Prime Rate Loans. Any outstanding affected CORRA Loans and SOFR Loans will be deemed to have been converted to Prime Rate Loans, Base Rate Loans and US Prime Rate Loans, as applicable, at the end of the applicable Interest Period. During a Benchmark Unavailability Period with respect to any Benchmark or at any time that a tenor for any then-current Benchmark is not an Available Tenor, the component of Prime Rate, Base Rate or US Prime Rate, as applicable, based upon the then-current Benchmark that is the subject of such Benchmark Unavailability Period or such tenor for such Benchmark, as applicable, will not be used in any determination of the Prime Rate, Base Rate or US Prime Rate, as the case may be. Section 3.8 Standby Commitment Fee Commencing on the Original Closing Date, the Borrowers shall pay to the Lender a standby commitment fee in Canadian Dollars at an annual rate (based on a 365 day year, or 366 days in the case of a leap year) of 0.375% on the outstanding daily undrawn portion of the Facility for the period from the Original Closing Date to the Maturity Date, such fee to be calculated and payable monthly, in arrears, on the first Business Day following the end of each calendar month or on the Maturity Date, as applicable. The Lender will debit the Borrowerâ€™s Account for the amount of each standby commitment fee payable hereunder. For purposes of determining the undrawn portion of the Facility in respect of any Advance in US Dollars, the Lender shall determine the Â Â - 50 -Â Exchange Equivalent of such Advance in Canadian Dollars on the first Business Day of the month in which such standby commitment fee is payable. Section 3.9 Renewal Fee The Borrowers shall pay to the Lender on the Closing Date a renewal fee in the amount of $45,000, which such renewal fee shall be due and payable and fully-earned on the Closing Date. Section 3.10 Cash Management Fees The Borrowers shall pay to the Lender monthly cash management fees, on a per transaction basis, as agreed between the Borrowers and the Lender. Section 3.11 Field Examination Fees and Expenses The Borrowers shall, forthwith upon request by the Lender, reimburse the Lender for all reasonable out-of-pocket fees and expenses incurred in connection with each field examination of the Collateral performed by the Lender or its agents or representatives. Section 3.12 Monthly Administration Fees The Borrowers shall pay to the Lender an administration fee in the amount of $1,200 on the first Business Day of each calendar month and such administration fee shall be paid by the Borrowers so long as any Obligations remain owing to the Lender or the Lender has any obligation to make any Accommodation available to any Borrower. Section 3.13 Termination Fee The Borrowers may terminate all of the Facility in whole (but not in part) at any time prior to the Maturity Date if: (i) the Borrowers provide the Lender with not less than thirty (30) daysâ€™ prior written notice of their intention to terminate the Facility, (ii) the Borrowers repay in full all outstanding Obligations, together with all accrued and unpaid interest thereon, all accrued and unpaid standby commitment fees and all other fees due hereunder to the Maturity Date, and (iii) all outstanding Letters of Credit and Hedging Arrangements are terminated to the satisfaction of the Lender, or the obligations pursuant to all such Letters of Credit and Hedging Arrangements are cash collateralized or otherwise secured in such form and in such amount as is satisfactory to the Lender, acting reasonably. Section 3.14 Fees for Hedging Arrangements Hedging Arrangements shall be provided at the Lenderâ€™s rates in effect on the date on which such Hedging Arrangements become effective, as determined by the Lender, and any such determination shall, in the absence of manifest error, be final, conclusive and binding upon the Borrowers. Â Â - 51 -Â Section 3.15 Indemnity (1) General. Each Credit Party shall, and does hereby, jointly and severally indemnify the Indemnified Persons against all suits, actions, proceedings, claims, Losses, expenses (including fees, charges and disbursements of counsel), damages and liabilities including, without limitation, liabilities arising under Environmental Laws that the Lender may sustain or incur as a consequence of (i) any default under this Agreement or any other Credit Document, (ii) any misrepresentation contained in any writing delivered to the Lender in connection with this Agreement, (iii) the use of proceeds of the Facility, or (iv) the operations of any of the Credit Parties or any Affiliate of any of the Credit Parties, except that no Indemnified Person shall be indemnified for any of the foregoing matters to the extent the same resulted from its own gross negligence or wilful misconduct as determined by a court of competent jurisdiction. (2) Certificate. A certificate of the Lender setting out the basis for the determination of the amount necessary to indemnify the relevant Person pursuant to this Section 3.15 shall be conclusive evidence, absent manifest error, of the correctness of that determination. (3) Survival. It is the intention of each of the Credit Parties and the Lender that this Section 3.15 shall supersede any other provisions in this Agreement which in any way limit the liability of any of the Credit Parties and that each of the Credit Parties shall be liable for any obligations arising under this Section 3.15 even if the amount of the liability incurred exceeds the amount of the other Obligations. The obligations of the Credit Parties under this Section 3.15(3) are joint and several and absolute and unconditional and shall not be affected by any act, omission or circumstance whatsoever, whether or not occasioned by the fault of the Lender, except in respect of gross negligence or wilful misconduct by it. The obligations of each of the Credit Parties under this Section 3.15 shall survive the repayment of the other Obligations and the termination of the Facility. Section 3.16 Breakage Costs (1) The Canadian Borrower may not repay, prepay or cancel any Advance made by way of CORRA Loan or SOFR Loan prior to the expiry of the Interest Period relating thereto without the prior written consent of the Lender and the provision of cash collateral by the Canadian Borrower to the Lender in an amount determined by the Lender in its discretion, acting reasonably. (2) If the Canadian Borrower repays, prepays or cancels an Advance (including repayment pursuant to Section 3.13) made by way of SOFR Loan, CORRA Loan, Letter of Credit or Hedging Arrangement prior to the last day of the applicable Interest Period or Contract Period related thereto, the Borrowers shall indemnify the Lender for any loss or expense suffered or incurred by the Lender including any loss of profit or expenses which the Lender incurs by reason of the liquidation prior to the last day of the applicable Interest Period or Contract Period or redeployment of deposits or other funds acquired by it to effect or maintain the Advance or any interest or other charges payable to lenders of funds borrowed by the Lender in order to maintain the Advance until the last day of the applicable Â Â - 52 -Â Interest Period or Contract Period together with any other charges,

costs or expenses incurred by the Lender relative thereto. (3) A certificate of the Lender setting out the basis for the determination of the amount necessary to indemnify the Lender pursuant to this Section 3.16 shall be conclusive evidence, absent manifest error, of the correctness of such determination. Section 3.17 Change in Circumstances (1) Reduction in Rate of Return. If at any time the Lender determines, acting reasonably, that any change in any Applicable Law or any interpretation thereof after the date of this Agreement, or compliance by the Lender with any direction, requirement, guidelines or policies or request from any Governmental Authority given after the date of this Agreement, whether or not having the force of law, has or would have, as a consequence of the Lenderâ€™s obligations under this Agreement, and taking into consideration the Lenderâ€™s policies with respect to capital adequacy, the effect of reducing the rate of return on the Lenderâ€™s capital (in respect of making, maintaining or funding an Advance hereunder) to a level below that which the Lender would have achieved but for the change or compliance, then from time to time, upon demand of the Lender, the Borrowers shall pay the Lender such additional amounts as will compensate the Lender for the reduction. (2) Taxes, Reserves, Capital Adequacy, etc. If, after the date of this Agreement, the introduction of any Applicable Law or any change or introduction of a change in any Applicable Law (whether or not having the force of law) or in the interpretation or application thereof by any court or by any Governmental Authority, central bank or other authority or entity charged with the administration thereof, or any change in the compliance of the Lender therewith now or hereafter: (a) subjects the Lender to, or causes the withdrawal or termination of a previously granted exemption with respect to, any Tax or changes the basis of taxation, or increases any existing Tax on payments of principal, interest, fees or other amounts payable by the Borrowers to the Lender under or by virtue of this Agreement (except for Excluded Taxes); or (b) imposes, modifies or deems applicable any reserve, special deposit, deposit insurance or similar requirement against assets held by, or deposits in or for the account of, or loans by or any other acquisition of funds by, an office of the Lender in respect of any Advance or any other condition with respect to this Agreement; and the result of any of the foregoing, in the sole determination of the Lender acting reasonably, shall be to increase the cost to, or reduce the amount received or receivable by the Lender or its effective rate of return in respect of making, maintaining or funding an Advance hereunder, the Lender shall, acting reasonably, determine that amount of money which shall compensate the Lender for the increase in cost or reduction in income. (3) Payment of Additional Compensation. If the Lender determines that it is entitled to compensation in accordance with the provisions of this Section 3.17 (â€œAdditional Compensationâ€), the Lender shall promptly so notify the Borrowers and shall provide to Â Â - 53 -Â the Borrowers a photocopy of the relevant Applicable Law or direction, requirement, guideline, policy or request, as applicable, and a certificate of an officer of the Lender setting forth the Additional Compensation and the basis of calculation thereof, which shall be conclusive evidence of the Additional Compensation in the absence of manifest error. The Borrowers shall pay to the Lender within 30 Business Days of the giving of notice the Additional Compensation for the account of the Lender accruing from the date of the notification. The Lender shall be entitled to be paid Additional Compensation from time to time to the extent that the provisions of this Section 3.17 are then applicable notwithstanding that the Lender has previously been paid Additional Compensation. Section 3.18 Illegality If any Applicable Law, or any change therein or in the interpretation or application thereof by any court or by any Governmental Authority or central bank or other authority or entity charged with the interpretation or administration thereof, or compliance by the Lender with any request or direction (whether or not having the force of law) of any Governmental Authority, central bank or other authority or entity charged with the administration or interpretation thereof, now or hereafter makes it unlawful or impossible for the Lender to make, fund or maintain an Advance or to perform its obligations under or by virtue of this Agreement, the Lender may, by written notice thereof to the Borrowers, terminate its obligations to make further Advances under this Agreement, and the Borrowers, if required by the Lender, shall repay forthwith (or at the end of such longer period as the Lender in its discretion has agreed) the Principal Amount of the Advance together with accrued interest without penalty or bonus and such Additional Compensation as may be applicable to the date of payment and all other outstanding Obligations to the Lender. If any change shall only affect a portion of the Lenderâ€™s obligations under this Agreement which is, in the opinion of the Lender, severable from the remainder of this Agreement so that the remainder of this Agreement may be continued in full force and effect without otherwise affecting any of the obligations of the Lender or the Borrowers under this Agreement, the Lender shall only declare its obligations under that portion so terminated by written notice to the Borrowers. Article 4CORRA LoanS Section 4.1 Minimum Advance Each Advance by way of CORRA Loan shall be in minimum aggregate amount of $1,000,000 and larger whole multiples of $100,000. Section 4.2 Term Each CORRA Loan shall have an Interest Period of one or three months (each month being a period of 30 days for purposes of this Section), subject to availability. No Interest Period of a CORRA Loan shall extend beyond the Maturity Date. Section 4.3 Rollover of CORRA Loans At least three Business Days before the expiry of the Interest Period of each CORRA Loan, the Canadian Borrower shall notify the Lender by irrevocable telephone notice, followed by Â Â - 54 -Â written confirmation on the same day in form and substance substantially in accordance with Exhibit â€œDâ€, if it intends to: (a) enter into a new Interest Period with respect to the maturing CORRA Loan; (b) repay the maturing CORRA Loan; or (c) convert the CORRA Loan into another form of Advance pursuant to Section 2.8. If the Canadian Borrower fails to provide the foregoing notice or make the required payment, payment of its Obligations to the Lender with respect to that maturing CORRA Loan shall be funded with an Advance under a Prime Rate Loan in the amount outstanding under that CORRA Loan. Article 5LETTERS OF CREDIT Section 5.1 Letter of Credit The Lender agrees, on the terms and subject to the conditions hereinafter set forth, to issue Letters of Credit in Canadian Dollars or US Dollars or such other major currency as the Lender may agree in its sole discretion for the account of the applicable Borrower from time to time on any Business Day prior to 5 Business Days before the Maturity Date. The aggregate Principal Amount of Letters of Credit issued and outstanding at any time hereunder shall not exceed an amount equal to the lesser of (a) $3,500,000 (including the Exchange Equivalent thereof in Canadian Dollars of any letters of Credit issued in a different currency) and (b) the Excess Availability under the Revolving Credit on the applicable date of determination. No Letter of Credit issued hereunder shall expire on a date that is later than the earlier of (a) the date immediately preceding the first anniversary of the date on which such Letter of Credit was issued or renewed, if applicable, and (b) the Maturity Date. Each Drawdown Notice for a Letter of Credit shall be accompanied by a Letter of Credit Application, completed and duly executed and delivered by the applicable Borrower, and shall be governed by and subject to the Lenderâ€™s customary Letter of Credit terms and procedures from time to time in effect. Section 5.2 Drawings Any drawing under a Letter of Credit shall be funded by a Loan by way of a Prime Rate Loan (if drawn by the Canadian Borrower in Canadian Dollars under the Facility), or by way of a Base Rate Loan (if drawn by the Canadian Borrower in US Dollars or any other currency under the Facility), or by way of a US Prime Rate Loan (if drawn by the US Borrower in US Dollars or any other currency under the Facility). Section 5.3 Rollover At least three Business Days before the maturity date of any Letter of Credit the applicable Borrower shall notify the Lender, by notice substantially in the form attached as Exhibit â€œDâ€, if it wishes the issue of a replacement Letter of Credit on the maturity date or if it wishes to extend the maturity date of any Letter of Credit. If the applicable Borrower fails to provide the foregoing Â Â - 55 -Â notice, the maturing Letter of Credit shall expire on its maturity date. Notwithstanding the foregoing, the Lender shall have the sole discretion in determining whether or not to issue any replacement Letter of Credit or to extend the maturity date thereof. Â Section 5.4 Fees for Letters of Credit The applicable Borrower shall pay a Letter of Credit Fee to the Lender in respect of each Letter of Credit issued hereunder. Article 6SOFR loans Section 6.1 Minimum Advance. Each Advance by way of SOFR Loan shall be in a minimum aggregate amount of US$1,000,000 and whole multiples of US$100,000. Section 6.2 Term. Each SOFR Loan shall have an Interest Period of one, three or six months (each month being a period of 30 days for purposes of this Section), subject to availability. No Interest Period of a SOFR Loan shall extend beyond the Maturity Date. Â Section 6.3 Rollover of SOFR Loans. At least three Business Days before the expiry of the Interest Period of each SOFR Loan, the Canadian Borrower shall notify the Lender in form and substance substantially in accordance with Exhibit â€œDâ€, if it intends to: (a) enter into a new Interest Period with respect to the maturing SOFR Loan, or (b) repay the maturing SOFR Loan. If the Canadian Borrower fails to provide the foregoing notice or make the required payment, payment of its Obligations to the Lender with respect to that maturing SOFR Loan shall be funded with an Advance under a Base Rate Loan in the amount outstanding under that SOFR Loan. Â Article 7HEDGING ARRANGEMENTS Section 7.1 Hedging Arrangements (1) The Canadian Borrower may from time to time enter into Hedging Arrangements with the Lender pursuant to which the Lender will, in the sole discretion of the Lender, provide to the Canadian Borrower, at rates determined by the Lender, foreign exchange rate protection in respect of such foreign exchange rate transactions in the ordinary course of the Canadian Borrowerâ€™s business, subject to the terms of this Agreement and the applicable Credit Â Â - 56 -Â Documents relating to such Hedging Arrangement. The Canadian Borrower agrees that no Hedging Arrangement will be entered into for speculative purposes. (2) The Aggregate Deemed Hedge Exposure under all outstanding Hedging Arrangements shall not at any time exceed $1,000,000 and the aggregate face amount of all outstanding Hedging Agreements shall not exceed at any time $5,000,000. (3) With respect to foreign exchange rate agreements, the term of such agreement shall expire not later than the earlier of (a) one (1) year from the date such Hedging Arrangement is executed by the Canadian Borrower and (b) the Maturity Date. (4) The Canadian Borrower agrees to complete such Credit Documents and to pay such fees as the Lender may require in respect of each such Hedging Arrangement. (5) The Security Documents shall secure all obligations owing under or in respect of each Hedging Arrangement entered into between the Canadian Borrower and the Lender. (6) If an Event of Default has occurred and is continuing, the Canadian Borrower shall, upon request by the Lender, immediately pay to the Lender an amount equal to 10% (or such other percentage as the Lender, acting reasonably, shall determine appropriate) of the Aggregate Actual Hedge Exposure for all outstanding Hedging Agreements in respect of which the Lender has not already been fully reimbursed, and pay all other amounts owing to the Lender under the terms of all outstanding Hedging Arrangements, and the Canadian Borrower agrees that the Lender would not have an adequate remedy at law for failure of the Canadian Borrower to honour any such demand and that the Lender shall have the right to require the Canadian Borrower to specifically perform such undertaking without regard to the date upon which the Lender is required under any outstanding Hedging Arrangements to purchase any currency on behalf of the Canadian Borrower, the date upon which the Canadian Borrower is obligated to reimburse the Lender for currency purchased by the Lender on its behalf or the date upon which the Canadian Borrower is obligated to pay to the Lender any other amounts owing to such Lender under the terms of any Hedging Arrangements. (7) The Borrowers will not enter into arrangements similar to the Hedging Arrangements with any Person other than the Lender. Notwithstanding the foregoing and for greater certainty, the Borrowers may, on an unsecured basis, enter into commodity Hedging Arrangements in respect of natural gas with persons other than the Lender. Article 8MASTERCARD ADVANCES Section 8.1 MasterCard Advances Â Subject to the terms and conditions hereof, the Facility may be availed by the Borrowers through the use of a corporate MasterCard or MasterCards issued by the Lender to or at the request of any Borrower. The Lender shall issue such card or cards as are requested by the Borrowers upon the completion of, and in accordance with, the credit card agreements and other documents Â Â - 57 -Â customarily required by the Lender in connection with the issuance of corporate MasterCards and loans and advances (â€œMasterCard Advancesâ€) made through such card or cards and the MasterCard Advances shall be disbursed and otherwise dealt with in accordance with and subject to the provisions of such credit card agreements and other documents; and interest and fees in connection with the MasterCard Advances shall be calculated and paid at the rates and at the times set out in such credit card agreements and other documents. The aggregate amount of all MasterCard Advances shall not at any time exceed the MasterCard Limit. All MasterCard Advances, when made and outstanding, shall be deemed to be Loans and shall reduce the Excess Availability under the Facility in an amount equal to the MasterCard Limit. Â Section 8.2 Maturity of MasterCard Advances Â The outstanding amount of all MasterCard Advances, including accrued and unpaid interest thereon, shall mature and become due and payable in full by the Borrowers on the earlier of (a) the date specified in the MasterCard Agreement, and (b) the Maturity Date. Â Â Article 9PAYMENTS AND REPAYMENTS OF FACILITY Section 9.1 Place and Application of Payments and Collections (1) All payments of principal, interest, fees and all other Obligations payable hereunder and under the other Credit Documents shall be made to the Lender at its office at the address set out on the signature page hereof (or at such other place as the Lender may specify). All such payments shall be made in the currency in which such Obligations are denominated, in immediately available funds at the place of payment, without set-off or counterclaim and without reduction for, and free from, any and all present or future taxes, levies, imposts, duties, fees, charges, deductions, withholdings, restrictions or conditions of any nature imposed by any government or any political subdivision or taxing authority thereof (but excluding any taxes imposed on or measured by the net income of the Lender). (2) Any mandatory repayment of Accommodations Outstanding made by any Borrower pursuant to Section 9.3 shall, upon receipt by the Lender, be applied by the Lender to the Obligations then due and payable, in such order and such manner as the Lender determines appropriate. Each of the Borrowers hereby irrevocably waives the right to direct the application of payments and collections at any time received by the Lender from or on behalf of any Borrower, and the Borrowers hereby irrevocably agree that the Lender shall have the continuing exclusive right to apply and reapply any and all such payments and collections received at any time by the Lender against the Obligations in such manner as the Lender determines appropriate. (3) The Borrowers hereby irrevocably authorize the Lender to charge any of the Deposit Accounts for the amounts from time to time necessary to pay any then due Obligations, and the Borrowers acknowledge and agree that the Lender shall be under no obligation to do so and the Lender shall incur no liability to any Borrower or any other Person for the Lenderâ€™s failure to do so. Â Â - 58 -Â Section 9.2 Maturity of Loans The Borrowers shall repay in full the outstanding Principal Amount under the Facility, and all accrued and unpaid interest thereon, on the Maturity Date. Section 9.3 Mandatory Repayments (1) Currency Fluctuations. Each of the Borrowers covenants and agrees that if at any time the Exchange Equivalent in Canadian Dollars of the aggregate Principal Amount of all outstanding Accommodations under the Facility exceeds the Line Cap, or any other limit set herein in respect of the Facility is exceeded at any time, whether or not as a result of any change in the exchange rate between Canadian Dollars and US Dollars (the amount by which the Accommodation thereunder exceeds the Excess Availability being herein referred to as the â€œExcess Amountâ€), the Borrowers shall immediately and without notice or demand prepay the Facility to the extent necessary to ensure that the aggregate Principal Amount outstanding under the Facility does not exceed the Excess Availability thereunder. (2) Asset Dispositions. Each Credit Party agrees that, subject to the provisions of the Intercreditor Agreement and the FCC Credit Documents all proceeds derived from the sale or disposition (whether voluntary or involuntary, including as a result of expropriation), or on account of damage or destruction, of Collateral consisting of real estate, Equipment or other fixed assets of such Credit Party shall, upon the occurrence and during the continuation of an Event of Default or in circumstances where there is not a sufficient Borrowing Base to support the Accommodations Outstanding, be paid to the Lender as a mandatory prepayment of the Facility (but in circumstances where there is not sufficient Borrowing Base to support the Accommodations Outstanding, only to the extent required to reduce the Accommodations Outstanding to the amount of the Borrowing Base). (3) Insurance Proceeds. Each Credit Party agrees that, subject to the provisions of the Intercreditor Agreement, all insurance proceeds which may become payable to such Credit Party in respect of any Collateral consisting of Receivables and/or Inventory shall, upon the occurrence and continuation of an Event of Default or in circumstances where there is not a sufficient Borrowing Base to support the Accommodations Outstanding, be paid to the Lender as a mandatory prepayment of the Facility (but in circumstances where there is not sufficient Borrowing Base to support the Accommodations Outstanding, only to the extent required to reduce the Accommodations Outstanding to the amount of the Borrowing Base). Section 9.4 Payments Generally All amounts owing in respect of the Facility, whether on account of principal, interest or fees or otherwise, shall be paid in the currency in which the Advance is outstanding. Each payment under this Agreement shall be made for value on the day the payment is due. All interest and other fees shall continue to accrue until payment has been received by the Lender. Each payment shall be made by debit to the Borrowerâ€™s Account by the Lender at or before 1:00 p.m. (Vancouver time) on the day that payment is due. Each Borrower hereby authorizes the Lender to debit the Â Â - 59 -Â Borrowerâ€™s Account in respect of any and all payments to be made by such Borrower or any Credit Party under or in connection with this Agreement and the other Credit Documents. Section 9.5 Taxes (1) Payments. All payments to be made by or on behalf of the Borrowers under or with respect to the Credit Documents shall be made free and clear of and without deduction or withholding for, or on account of, any present or future Taxes, unless such deduction or withholding is required by Applicable Law. If a Borrower is required to deduct or withhold any Taxes from any amount payable to the Lender (i) the amount payable shall be increased as may be necessary so that after making all required deductions or withholdings (including deductions and withholdings applicable to, and taking into account all Taxes on, or arising by reason of the payment of, additional amounts under this Section 9.5), the Lender receives and retains an amount equal to the amount that it would have received had no such deductions or withholdings been required, (ii) the relevant Borrower shall make such deductions or withholdings, and (iii) the relevant Borrower shall remit the full amount deducted or withheld to the relevant taxing authority in accordance with Applicable Law. Notwithstanding the foregoing, the Borrowers shall not be required to pay additional amounts in respect of Excluded Taxes. (2) Indemnity. Each of the Borrowers shall indemnify the Lender for the full amount of any Taxes (other than Excluded Taxes) imposed by any jurisdiction on amounts payable by the Borrowers under this Agreement and paid by the Lender and any liability (including penalties, interest and reasonable expenses) arising therefrom or with respect thereto, whether or not such Taxes were correctly or legally asserted, and any Taxes levied or imposed with respect to any indemnity payment made under this Section 9.5. Each of the Borrowers shall also indemnify the Lender for any Taxes (other than Excluded Taxes) that may arise as a consequence of the execution, sale, transfer, delivery or

registration of, or otherwise with respect to this Agreement or any other Credit Document. The indemnifications contained in this Section 9.5 shall be made within 30 days after the date the Lender makes written demand therefor. (3) Evidence of Payment. Within 30 days after the date of any payment of Taxes by a Borrower, the relevant Borrower shall furnish to the Lender the original or a certified copy of a receipt evidencing payment by such Borrower of such Taxes with respect to any amount payable to the Lender hereunder. (4) Survival. Each of the Borrowersâ€™ obligations under this Section 9.5 shall survive the termination of this Agreement and the payment of all amounts payable under or with respect to this Agreement. Section 9.6 No Set-Off All payments to be made by the Borrowers shall be made without set-off or counterclaim and without any deduction of any kind. Â Â - 60 -Â Article 10COLLATERAL Section 10.1 Collateral The payment and performance of the Obligations shall at all times, unless otherwise explicitly agreed in writing by the Lender, be secured by, among other things, all of the Credit Partiesâ€™ assets, including without limitation, all Receivables, Inventory, Equipment, chattel paper, documents of title, instruments, intangibles, and property of the Credit Parties (other than real property), in each case whether now or hereafter acquired or arising and subject to Permitted Liens, pursuant to the Security Documents required by the Lender, including all documents listed in Section 10.3. Section 10.2 Collateral Proceeds Each Borrower shall make such arrangements as shall be necessary or appropriate in the Lenderâ€™s opinion to ensure, subject to the Intercreditor Agreement, that all proceeds of the Collateral are promptly paid into the Blocked Account to be dealt with in accordance with the Lockbox Agreement and the Blocked Account Agreement, as applicable; and until so remitted, such proceeds shall, subject to the Intercreditor Agreement, be deemed to be held in trust for the Lender until deposited into the Blocked Account and without limiting the foregoing, each Borrower and each other Credit Party agrees to make such arrangements as shall be necessary or appropriate to assure that all proceeds of the Collateral are deposited (in the same form as received) in the Blocked Account to be dealt with in accordance with the Lockbox Agreement and the Blocked Account Agreements, as applicable. Any proceeds of Collateral received by any Credit Party shall be held in trust for the Lender until deposited into the Blocked Account in the same form in which received, shall not be commingled with any assets of such Credit Party, and, subject to the Intercreditor Agreement, shall be deposited immediately to the Blocked Account to be dealt with in accordance with the Lockbox Agreement and the Blocked Account Agreement, as applicable. Each Borrower, and each of the other Credit Parties, acknowledges that all funds in the Blocked Account and the Collection Accounts are to be dealt with in accordance with the Lockbox Agreement and the Blocked Account Agreement, as applicable, and that, to the extent of any interest of the Credit Parties therein, the Lender, subject to the Intercreditor Agreement, has (and is hereby granted to the extent it does not already have) a Lien on such accounts and all funds contained therein to secure the Obligations. Notwithstanding the foregoing and for greater certainty, prior to the occurrence of an Event of Default and in circumstances where there is sufficient Borrowing Base to support the Accommodations Outstanding, all funds in the Blocked Account shall be transferred to accounts controlled by a Borrower in accordance with the Lockbox Agreement and the Blocked Account Agreement, as applicable. Upon the occurrence of an Event of Default or in circumstances where there is not a sufficient Borrowing Base to support the Accommodations Outstanding, no amounts deposited in the Blocked Accounts or the Collection Accounts shall be released to the Credit Parties, but shall, subject to the Intercreditor Agreement, instead be applied to, or otherwise held for application to, or as security for, the outstanding Obligations (but in circumstances where there is not a sufficient Borrowing Base to support the Accommodations Outstanding, only to the extent required to reduce the Accommodations Outstanding to the Borrowing Base) and (to the extent so provided in any other Credit Document) any and all other indebtedness, liabilities and obligations, present or future, of each of the Credit Â Â - 61 -Â Parties to the Lender, it being understood and agreed that the Borrowers notwithstanding such application shall have the right to obtain additional Loans under this Agreement subject to the terms and conditions hereof. Section 10.3 Security Documents The Credit Parties shall cause the following Security Documents and Guarantees to be executed and delivered to the Lender on or prior to the Closing Date, to secure the Obligations, each in form and substance satisfactory to the Lender: (a) a general security agreement executed by each Credit Party, creating a security interest in all of the present and future personal property, assets and undertaking of such Credit Party, including Securities (or the equivalent), Receivables and Inventory registered in every location where such Credit Party has assets, subject only to Permitted Liens; (b) a general assignment of book debts executed by each Canadian Credit Party; (c) an assignment of the interest of each Credit Party in all insurance policies held by or for the benefit of such Credit Party (subject to the terms of the Intercreditor Agreement); (d) a Guarantee, executed by each Guarantor; and (e) such other security agreements as may be requested by the Lender, acting reasonably. Section 10.4 Additional Credit Parties Village Farms International, Inc. shall ensure that each Person that becomes a Subsidiary of a Borrower or a Guarantor after the Original Closing Date and that is not a party hereto shall forthwith execute and deliver to the Lender a guarantee and other Security Documents similar to those delivered by the other Credit Parties. The Borrowers shall deliver or cause the delivery of such legal opinions and other supporting documents as the Lender reasonably requires. Notwithstanding the foregoing, and for greater certainty, each of PSF, Rose LifeSciences, Balanced Health Botanicals, LLC, Leli Holland B.V., Hemp JV Co, and any other Permitted JV Entity shall not be required to deliver to the Lender for purposes of this Agreement a guarantee and other security documents similar to those delivered by the Credit Parties. Article 11CONDITIONS PRECEDENT Section 11.1 Conditions Precedent to Disbursements of Advances The obligation of the Lender to establish and/or maintain the Facility under this Agreement is subject to and conditional upon the satisfaction of the following conditions on or before the Closing Date: Â Â - 62 -Â (a) Delivery of Credit Documents. The Lender shall have received sufficient copies, in form and substance satisfactory to the Lender, of the following: (i) all documents relating to the Security Documents and all other Credit Documents, duly executed by all the parties thereto (other than the Lender); (ii) a Certificate of an Authorized Representative of each Credit Party, dated the Closing Date, with respect to its constating documents and by-laws and the due authorization, execution and delivery of all Credit Documents to which it is a party and all the transactions contemplated thereby, and confirming that all representations and warranties contained in this Agreement are true and correct as if made on the date of the Certificate; (iii) the Lender shall have received a good standing, status or compliance certificate (as applicable) for each of the Credit Parties (dated as of the date no earlier than five (5) days prior to the date hereof) from the applicable government office in the jurisdiction of its incorporation and each jurisdiction in which it is qualified to do business; (iv) opinions of US counsel to the Credit Parties, addressed to the Lender and its counsel with respect to, inter alia, due authorization, execution, delivery, and enforceability of the applicable Credit Documents and the continued creation, validity and perfection of the security interests constituted by the applicable Security Documents; (v) duly executed and binding certificate(s) of insurance evidencing the insurance required under this Agreement, that: (A) all losses under all insurance policies are payable to the Lender (if applicable), as second loss payee (subject to the terms of the Intercreditor Agreement), (B) the Lender has been added as an additional insured in respect of all liability policies, (C) the policies contain a standard mortgage clause approved by the Insurance Bureau of Canada, and (D) that the Lender will be given at least 30 days prior written notice of any cancellation or termination of any policy; (vi) such other Credit Documents as the Lender may reasonably request, including (A) the Security Documents listed in Section 10.3 hereof, (B) all applicable Collateral Access Agreements, (C) the Lender shall have received and reviewed, to its satisfaction, original copies of the environmental questionnaires or checklists in form and substance acceptable to the Lender completed by the applicable Borrower in respect of each premise occupied by each Credit Party; and (D) standard credit documentation used by the Lender in connection with the issuance of Letters of Credit and Hedging Arrangements, if applicable, prior to any Advance in respect thereof; Â Â - 63 -Â (vii) estoppel letters, discharges, subordination agreements and/or intercreditor agreements (including in respect of Farm Credit Canada), as applicable, in respect of existing security filings; (viii) an executed Borrowing Base Certificate, together with an executed Compliance Certificate prepared by the Canadian Borrower on behalf of the Borrowers; and (ix) such other documents or agreements as may be requested by the Lender including without limitation blocked account agreements (b) Payout and Discharge. All funds owed by the Credit Parties to those creditors identified (based upon information provided by any Credit Party) by the Lender shall be repaid in full and all Liens (other than Permitted Liens and any related existing Debt incurred in connection therewith) and/or security registrations made in favour of such creditors shall be discharged or the Lender shall have received an undertaking from such creditors to discharge all such Liens and/or security registrations in form and substance satisfactory to the Lender. (c) Registration of Security. All registrations, recordings and filings of or with respect to the Security Documents which in the opinion of counsel to the Lender are necessary to render effective the Lien intended to be created thereby (subject to Permitted Liens) shall have been completed. (d) Fees. All fees payable in accordance with this Agreement on or before the Closing Date (including legal fees and expenses of the Lender) shall have been paid to the Lender. (e) Due Diligence. The Lender shall have completed, to its satisfaction, its business, legal and accounting due diligence review with the respect to the Credit Parties, including but not limited to all required financial results including monthly projections for the balance of the 2024 Fiscal Year, the assets (field examination), the corporate structure and organizational documents, environmental (including environmental checklists and indemnity in the Lenderâ€™s standard form and environmental reports as deemed necessary), material contracts, insurance (including business interruption insurance and claims made in respect thereof), claims and lawsuits, background checks on key management and key management contracts as required by the Lender. (f) Material Adverse Change. No Material Adverse Change shall have occurred with respect to the Credit Parties. (g) Financial Statements. The Lender shall have received the Borrower Groupâ€™s consolidated financial statements for the most recently completed Fiscal Year, together with the most recently prepared month-end financial reports and the fiscal and Capital Expenditure budgets for the preceding twelve (12) month period. Â Â - 64 -Â (h) Other Reports and Information. The Lender shall have received all other documents, reports and information as may be reasonably requested by the Lender in form and substance satisfactory to the Lender. Section 11.2 Conditions Precedent to All Advances The obligation of the Lender to make available any Advance are subject to and conditional upon each of the conditions below being satisfied on the applicable Drawdown Date: (a) No Default. No Default or Event of Default exist has occurred and is continuing on the Drawdown Date, or would result from making the Advance. (b) Representations Correct. The representations and warranties contained in Section 12.1 shall be true and complete on each Drawdown Date or on the date of any Rollover or Conversion, as applicable, as if made on that date. (c) Material Adverse Change. No Material Adverse Change shall have occurred with respect to the Credit Parties. (d) No Breach of Laws. Such Advance shall not violate any order, judgment or decree of any court or other authority or any provision of law or regulation applicable to the Lender as then in effect. (e) Notice of Advance. The applicable Borrower shall have provided notice in respect of such Advance as required hereunder. (f) Borrowing Base Certificate. The Borrowers shall have provided a current Borrowing Base Certificate in accordance with Section 13.1(5)(a) (g) Certain Advances. The Borrowers shall execute and deliver to the Lender customary credit documentation required by the Lender from time to time in connection with each Letter of Credit and Hedging Arrangement. (h) Other Reports and Information. The Lender shall have received all other documents, reports and information as may be reasonably requested by the Lender in form and substance satisfactory to the Lender. Section 11.3 Waiver of any Condition Precedent The conditions stated in Section 11.1 and Section 11.2 are inserted for the sole benefit of the Lender and the conditions stated therein may only be waived by the Lender, and any such waiver may be made in whole or in part, with or without terms or conditions and in respect of all or any portion of the Advances, without affecting the right of the Lender to assert terms and conditions in whole or in part in respect of any other future Advance. Â Â - 65 -Â Article 12REPRESENTATIONS AND WARRANTIES Section 12.1 Representations and Warranties of the Credit Parties Each Credit Party, for and on behalf of itself as applicable, makes the following representations and warranties to the Lender, all of which shall survive the execution and delivery of this Agreement, and acknowledges and confirms that the Lender is, among other things, relying upon such representations and warranties as a basis for its decision to enter into this Agreement and to make Advances hereunder: (a) Status. Each Credit Party is duly organized, validly existing and in good standing under the laws of the jurisdiction of its incorporation or formation and it has the power and authority to own its property and assets and to transact the business in which it is engaged and presently proposes to engage. Each Credit Party is duly qualified to carry on its business, and is in good standing, in each jurisdiction where the ownership, leasing or operation of its property or the conduct of its business requires such qualification except where not being so qualified would not have a Material Adverse Effect. (b) Power and Authority. It has the corporate or other equivalent power to execute, deliver and perform the terms and provisions of each Credit Document to which it is a party and has taken all necessary action to authorize the execution, delivery and performance by it of each Credit Document to which it is a party. Each Credit Party has duly executed and delivered each Credit Document to which it is a party, and each such Credit Document constitutes its legal, valid and binding obligation enforceable against it in accordance with its terms, subject to applicable bankruptcy, reorganization, moratorium or similar laws affecting creditorsâ€™ generally, the fact that specific performance and injunctive relief may only be given at the discretion of the courts, and the equitable or statutory powers of the courts to stay proceedings before them and to stay the execution of judgments. (c) No Violation. Neither the execution, delivery or performance by each Credit Party of the Credit Documents to which it is a party, nor compliance by it with the terms and provisions thereof, contravenes any Applicable Law, conflicts with or results in any breach of any of the terms, covenants, conditions or provisions of, or constitutes a default under, or results in the creation or imposition of (or the obligation to create or impose) any Lien (except pursuant to the Credit Documents) upon any of its property or assets pursuant to, any indenture, mortgage, deed of trust, credit agreement, loan agreement or any other agreement or instrument to which it is a party or by which it or any of its property or assets is bound or to which it may be subject, or breaches or violates any provision of its constating documents or any Contractual Obligation to which it is a party. (d) Business and Operations. The business and operations of each Credit Party, and the locations thereof, are accurately described in Schedule 12.1(d). Â Â - 66 -Â (e) Approvals. Except as set forth in Schedule 12.1(e), no order, consent, certificate, approval, permit, license, authorization or validation of, or filing, recording or registration with, or exemption by, any Person (including any Governmental Authority, shareholder, member, partner or other owner of Issued Equity, or any Person that is party to a Contractual Obligation of any Credit Party) is required to authorize, or is required in connection with, the execution, delivery or performance by any Credit Party of any Credit Document to which it is a party, or the legality, validity, binding effect or enforceability with respect to it of any such Credit Document, or the consummation of the transactions contemplated therein, other than filings and recordings with respect to the Collateral to be made, or otherwise delivered to the Lender for filing or recordation, on or prior to the Closing Date. (f) Security Documents. The Security Documents create, and grant to the Lender, valid and enforceable first priority Liens upon the Collateral, subject only to the terms of this Agreement and to Permitted Liens, on the terms set out therein, and the Security Documents have been registered or recorded, as applicable, in all places where registration or recording, as applicable, is necessary to perfect the charges and security interests created thereby. (g) Title to Collateral. Each Credit Party has good and marketable title to all of its Collateral, free and clear of all Liens other than Permitted Liens. (h) Financial Statements; Financial Condition; Undisclosed Liabilities. (i) The Financial Statements submitted to the Lender for the Fiscal Year ended December 31, 2023 and for the period ended March 31, 2024 present fairly, in all material respects, and all Financial Statements submitted to the Lender during the term of this Agreement, present or will present fairly (subject, in the case of any interim Financial Statements prepared by management of the applicable Person in the Credit Parties, to normal year end adjustments), the financial position, on a consolidated basis, of the Borrower Group as at the date thereof and the results of operations and cash flows, on a consolidated basis, for the periods covered thereby, and all such Financial Statements have been, or will be, as applicable, prepared in accordance with GAAP. Since the Original Closing Date, there has been no Material Adverse Change. (ii) Except as fully reflected in the Financial Statements described in Section 12.1(h), there are no liabilities or obligations with respect to any Credit Party of any nature whatsoever (whether absolute, accrued, contingent or otherwise and whether or not due) which, either individually or in aggregate, would be material; and no Credit Party is aware of any basis for the assertion against it of any liability or obligation of any nature whatsoever that is not fully reflected in the Financial Statements described in Section 12.1(h) that, either individually or in the aggregate, would be material. Â Â - 67 -Â (i) Projections. The financial projections of the Credit Parties for the Fiscal Year ending December 31, 2024, including monthly projections for each remaining calendar month during the Fiscal Year ending December 31, 2024 and annual projections thereafter, are based upon good faith estimates and assumptions made by the management of the Borrower Group and, notwithstanding that such projections are not to be viewed as facts and that actual results during the period covered by such projections may differ from such projections, as of the Closing Date, the Borrower Group believe the assumptions made in such projections are reasonable and that such projections are attainable. (j) Litigation. Except as set forth on Schedule 12.1(j), there are no Claims. (k) Disclosure. No Credit Document furnished to the Lender by or on behalf of any Credit Party for use in connection with the transactions contemplated hereby contains any untrue statement of a material fact or omits to state a material fact necessary in order to make the statements contained herein or therein not misleading in light of the circumstances in which the same were made. There are no facts known (or which should upon the reasonable exercise of diligence be known) to any Credit Party (other than matters of a general economic nature) that, individually or in the aggregate, could reasonably be expected to result in a Material Adverse Effect and that have not been disclosed herein, in the other Credit Documents or otherwise to the Lender for use in connection with the transactions contemplated hereby. (l) Taxes. Except as set forth on Schedule 12.1(l) or as otherwise permitted pursuant to Section 13.1(3), (i) all Tax returns and reports required to be filed by each Credit Party for its five most recent taxation years or Fiscal Years have been filed in a timely manner, and all Taxes due and payable on such Tax returns, and all assessments, fees and other governmental charges levied against any Credit Party, and upon their

respective assets, have been paid when due; and (ii) no Credit Party has received notice of any proposed tax audits with respect to any Credit Party, or of any tax assessments against any Credit Party, that are not being actively contested in good faith by appropriate proceedings by the applicable Credit Party and in respect of which adequate reserves or other appropriate provisions, if any, have been made in accordance with GAAP and the details thereof have been provided to the Lender to its satisfaction. (m) Equity Interests. Schedule 12.1(m) sets forth a true and complete list of all Subsidiaries of the Borrowers and of each other Credit Party, each registered owner of Equity Interests in the Borrowers, each Subsidiary of the Borrowers and each other Credit Party (other than in respect of Village Farms International, Inc. which is a public corporation) and the number and percentage ownership of such Equity Interests held by each such owner thereof. All outstanding Equity Interests in each Credit Party have been duly authorized and validly issued and are fully paid and non-assessable. Except as set forth on Schedule 12.1(m), there is no existing option, warrant, phantom stock or unit, call, right, commitment or other agreement to which any Borrower is a party requiring, or any other Equity Interest that upon conversion Â Â - 68 -Â or exchange would require, the issuance by any Borrower of any additional Equity Interests. (n) No Restrictions. There is no encumbrance or restriction on the ability of any Credit Party to (i) pay dividends or make any other distributions on its Equity Interests, or to pay any Debt owed by it, (ii) make loans or advances, or (iii) transfer any of its properties or assets, except, in each case, such encumbrances or restrictions existing under or by reason of (A) Applicable Law, (B) this Agreement or the other Credit Documents, (C) customary provisions restricting subletting or assignment of any lease governing any of its leasehold interests, (D) customary provisions restricting the assignment of contracts, permits and/or licenses, or (E) the FCC Credit Documents. (o) Compliance with Applicable Laws. Each Credit Party (i) has obtained and is in compliance with all Governmental Approvals that are necessary for the conduct of its business as presently conducted, and the use of its property and assets (both real and personal), each of which is in full force and effect, is a good, valid and subsisting approval that has not been surrendered, forfeited or become void or voidable, and (ii) is in compliance in all material respects with all Applicable Laws, including Environmental Laws. (p) Labour Matters. Except as could not individually or in the aggregate reasonably be expected to have a Material Adverse Effect (i) there are no strikes or other labour disputes against any Credit Party that are pending or, to the knowledge of each Credit Party, threatened, (ii) all payments due from any Credit Party on account of employee insurance of any kind and vacation pay have been paid or accrued as a liability on its books and each Credit Party has withheld and remitted all amounts on behalf of all employees of such Credit Party required to be withheld or remitted by it, and has made all employer contributions to be made by it, in each case, in accordance with Applicable Laws, (iii) there is no obligation of any Credit Party under any collective agreements or under any consulting or management agreement requiring payments which cannot be cancelled without material liability, (iv) each Credit Party is in material compliance with the terms and conditions of all consulting agreements, management agreements and employment agreements, if any, (v) there is no organizing activity involving any Credit Party or, to the knowledge of any Credit Party, threatened by any labour union or group of employees, (vi) no labour union or group of employees has made a pending demand for recognition, and (vii) there are no complaints or charges against any Credit Party pending or threatened to be filed with any Governmental Authority or arbitrator based on, arising out of, in connection with, or otherwise relating to the employment or termination of employment of any individual by any Credit Party. (q) Insurance. Each Credit Party maintains insurance in compliance with Section 13.1(4) and all premiums and other sums of money payable for that purpose have been paid. Â Â - 69 -Â (r) Locations of Collateral. All of the Collateral is located at the Permitted Collateral Locations or is in transit to or from such locations. Other than Village Farms DR S.R.L., there are no material account debtors of any Credit Party resident outside of Canada or the United States of America that are not insured to at least 90% of their book value. (s) Intellectual Property. All Intellectual Property owned or used by any Credit Party is listed on Schedule 12.1(s). (t) Real Property. All Real Property Interests of each Credit Party and the nature of its interest (both registered and beneficial) Credit Party therein, is correctly set forth on Schedule 12.1(t). Each Credit Party has legal and marketable title to all of its Real Property Interests, free and clear of all Liens other than Permitted Liens. (u) Environmental Matters. (i) No Credit Party, nor any of its premises or operations used in the conduct of its business, is subject to any outstanding written order, consent decree or settlement agreement with any Person relating to any Environmental Law, any Environmental Claim, or any activity relating to any Hazardous Substance. No Credit Party has received any letter or request for information under any provincial, federal or state law or law of any other jurisdiction applicable to it, in respect of any Hazardous Substance or any activity relating thereto that, individually or in the aggregate, could reasonably be expected to have a Material Adverse Effect. Each Credit Partyâ€™s premises and operations is free from the presence of all Hazardous Substances except for such presence permitted by Environmental Laws or that could not individually or in the aggregate reasonably be expected to have a Material Adverse Effect. No Credit Party has caused or suffered to occur any Release of any Hazardous Substance on, at, in, under, above, to or from any real property owned, leased or otherwise used by it or any other real property that could individually or in the aggregate reasonably be expected to have a Material Adverse Effect. The Borrowers have no knowledge of any conditions, occurrences or activities relating to any Hazardous Substance (other than in accordance with Environmental Laws) which could reasonably be expected to form the basis of an Environmental Claim against any Credit Party. No Credit Party nor any predecessor of any Credit Party has filed any notice under any Environmental Law indicating past or present treatment of any Hazardous Substance at any real property owned, leased or otherwise used by it or any other real property, and no Credit Partyâ€™s operations involve the generation, transportation, treatment, storage or disposal of any Hazardous Substance. Each Credit Party is, and, except as set forth in Schedule 12.1(u), has been, in compliance with all Environmental Laws, except for such non-compliance that, individually or in the aggregate, could not reasonably be expected to have a Material Adverse Effect. Each Credit Party has obtained, and is in compliance with, all Environmental Permits required by Environmental Laws for the Â Â - 70 -Â operations of its businesses as presently conducted or as proposed to be conducted and all such Environmental Permits are valid, uncontested and in good standing. Compliance by the Credit Parties with all current requirements pursuant to or under Environmental Laws could not be reasonably expected to have, individually or in the aggregate, a Material Adverse Effect. No event or condition has occurred or is occurring with respect to any Credit Party relating to any Environmental Law, any Release of any Hazardous Substances, or any activity relating to any Hazardous Substance which individually or in the aggregate has had, or could reasonably be expected to have, a Material Adverse Effect. Each Borrower on its own and on behalf of each other Credit Party, hereby acknowledges and agrees that neither the Lender nor any of its officers, directors, employees, attorneys and representatives (i) is now, or has ever been, in control of any Credit Partyâ€™s premises or operations or any Credit Partyâ€™s affairs, and (ii) has the capacity or the authority through the provisions of the Credit Documents or otherwise to direct or influence any (A) Credit Partyâ€™s conduct with respect to the ownership, operation or management of any Credit Partyâ€™s premises or operations or any Credit Partyâ€™s affairs, (B) undertaking, work or task performed by any employee, Lender or contractor of any Credit Party or the manner in which such undertaking, work or task may be carried out or performed, or (C) Credit Partyâ€™s compliance with Environmental Laws or Environmental Permits. (v) No Defaults. No Credit Party is in default in the performance, observance or fulfillment of any of its obligations, covenants or conditions contained in any Contractual Obligations, and no condition exists which, with the giving of notice or the lapse of time or both, could constitute such a default, except where the consequences, directly or indirectly, of such default or defaults, if any, could not reasonably be expected to have a Material Adverse Effect. (w) Material Contract. All Material Contracts are listed on Schedule 12.1(w), and a true and complete copy of each Material Contract has been provided to the Lender. All Material Contracts are in full force and effect, and there are no defaults thereunder. (x) Debt. All Debt of the Credit Parties as of the Closing Date is disclosed in the Audited Financial Statements of the Credit Parties for the most recently completed Fiscal Year or on Schedule 12.1(x). (y) CERCLA. No portion of any Credit Partyâ€™s property has been listed, designated or identified in the National Priorities List or the CERCLA Information System both as published by the United States Environmental Protection Agency, or any similar list of sites published by any federal, state or local authority proposed for requiring clean up or remedial or corrective action under any requirements of Applicable Laws. Â Â - 71 -Â (z) US Benefit Plans. Except as could not individually or in the aggregate reasonably be expected to have a Material Adverse Effect, (i) each US Benefit Plan has been maintained and is in compliance with Applicable Laws including, without limitation, all requirements relating to employee participation, investment of funds, benefits and transactions with the Credit Parties and Persons related to them, (ii) with respect to US Benefit Plans: (a) no condition exists and no event or transaction has occurred with respect to any US Benefit Plan that is reasonably likely to result in any Credit Party, to the best of its knowledge, incurring any liability (other than ordinary course funding obligations and claims for benefits), fine or penalty; and (b) no Credit Party has a material contingent liability with respect to any post-retirement benefit under a â€œwelfare planâ€, as such term is defined in Section 3(1) of ERISA, and (iii) all contributions (including employee contributions made by authorized payroll deductions or other withholdings) required to be made have been made in accordance with all Applicable Laws and the terms of each US Benefit Plan, . Each of the US Benefit Plans that is intended to be â€œqualifiedâ€ within the meaning of Section 401(a) of the Code either (a) has received a favourable determination letter from the Internal Revenue Service, (b) is or will be the subject of an application for a favourable determination letter, and no circumstances exist that have resulted or could reasonably be expected to result in the revocation or denial of any such determination letter, or (c) is entitled to rely on an appropriately updated prototype plan Credit Document that has received a national office determination letter and has not applied for a favourable determination letter of its own. (aa) Canadian Benefit Plans. No Credit Party sponsors, contributes to or administers any Canadian Pension Plans. Except as could not individually or in the aggregate reasonably be expected to have a Material Adverse Effect, (i) all obligations of each Credit Party (including fiduciary, contribution, funding, investment and administration obligations) required to be performed in connection with the Canadian Benefit Plans and any funding agreements therefor under the terms thereof and applicable statutory and regulatory requirements, have been performed in a timely and proper fashion, and (ii) there have been no improper withdrawals or applications of the assets of any Credit Partyâ€™s Canadian Benefit Plans. There are no outstanding material disputes concerning the assets or liabilities of any Credit Partyâ€™s Canadian Benefit Plans. (bb) Not an Investment Company. No Credit Party is an â€œinvestment companyâ€ or a company â€œcontrolledâ€ by an â€œinvestment companyâ€ within the meaning of the United States Investment Company Act of 1940. (cc) No Margin Stock. No Credit Party is engaged in the business of extending credit for the purpose of purchasing or carrying margin stock. None of the proceeds of any Advance shall be used to purchase or carry, or to reduce or retire or refinance any credit incurred to purchase or carry, any margin stock (within the meaning of Regulations U and X of the Board of Governors of the Federal Reserve System of the United States) or to extend credit to others for the purpose of purchasing or carrying any margin stock. Â Â - 72 -Â (dd) Solvency. Each Credit Party is Solvent. (ee) Default. No Default or Event of Default has occurred which is continuing. (ff) Receivables. (i) Each Eligible Receivable is valid and subsisting and arises out of a bona fide sale of Inventory sold and delivered by the applicable Credit Party to, or in the process of being delivered to, or out of and for services theretofore actually rendered by it to, the account debtor named therein. (ii) No Eligible Receivable is evidenced by any instrument or chattel paper unless such instrument or chattel paper has been endorsed by the owner thereof and delivered to the Lender (except to the extent the Lender specifically requests the owner thereof not to do so with respect to any such instrument or chattel paper). (iii) No surety bond was required or given in connection with any Eligible Receivable or the contracts or purchase orders out of which the same arose. (iv) The amount of each Eligible Receivable represented as owing thereunder is the correct amount of such Eligible Receivable actually and unconditionally owing, except for normal cash discounts on normal trade terms in the ordinary course of business. (v) The amount of each Eligible Receivable represented as owing is not disputed and is not subject to any set-off, credits, deductions or counterclaims other than those arising in the ordinary course of the applicable Credit Partyâ€™s business. (gg) Inventory. (i) All Inventory and Equipment is located at a location set forth on Schedule 12.1(t) (each, a â€œPermitted Collateral Locationâ€). (ii) No Inventory is or will be consigned to any other Person without the Lenderâ€™s prior written consent except in the ordinary course of business. (hh) Deposit Accounts. The location, description and beneficiary of each Deposit Account is accurately set forth on Schedule 12.1(hh). (ii) Permitted Investments. Attached as Schedule 12.1(ii) is, as of the Closing Date, a true and complete list of all Permitted Investments which have been made. Section 12.2 Deemed Repetition The representations and warranties made in Section 12.1 shall be deemed to be repeated on each Drawdown Date, Interest Payment Date, Rollover Date and Conversion Date, and as of Â Â - 73 -Â the last day of each calendar month, as if made on and as of each such date unless specifically made as of a certain date. Article 13COVENANTS Section 13.1 Affirmative Covenants While any obligation of any Credit Party or the Lender is outstanding under any Credit Document and the Revolving Commitment has not been terminated, each of the Credit Parties agrees as follows: (1) Maintenance of Business. Except as provided in Section 13.2(4), it shall preserve and maintain its existence, and preserve and keep in force and effect all licenses, permits and franchises necessary to the proper conduct of its business. (2) Maintenance of Properties. Except with respect to its assets and operations located in Marfa, Texas, it shall maintain, preserve and keep its property, plant, Equipment and other assets in good repair, working order and condition (ordinary wear and tear excepted) and shall from time to time make all needed and proper repairs, renewals, replacements, additions and improvements thereto so that at all times the efficiency thereof shall be fully preserved and maintained except with the prior written consent of the Lender (such consent not to be unreasonably withheld). (3) Taxes and Assessments. It shall duly pay and discharge all Taxes, rates, assessments, fees and governmental charges upon or against it or its property and assets or in respect of this Agreement or any other Credit Document, in each case before the same become delinquent and before penalties accrue thereon, unless and to the extent that the same are being contested in good faith and by appropriate proceedings which prevent enforcement of the matter under contest and adequate reserves are provided therefor. (4) Insurance. (a) It shall maintain in force, with good and responsible insurance companies, insurance coverage on its property, assets and undertakings that is substantially similar to the coverage listed in Schedule 13.1(4). The Borrowers shall upon request, furnish to the Lender a certificate setting forth in summary form the nature and extent of the insurance maintained pursuant to this Section 13.1(4). (b) All insurance required hereby shall be maintained in amounts and under policies and with insurers acceptable to the Lender, acting reasonably, and all such policies shall name the Lender as first loss payee (if applicable) in respect of Receivables and Inventory (to the extent such insurance is held by such Credit Party), loss payee and mortgagee in respect of other Collateral as its interests may appear and additional insured, as applicable, and shall contain a standard mortgage clause all in form and content acceptable to the Lender acting reasonably. The Credit Parties shall pay or caused to be paid, when due all premiums on such insurance. Certificates of insurance evidencing compliance with the foregoing and, at the Â Â - 74 -Â Lenderâ€™s request, the policies of such insurance shall be delivered by the Borrowers to the Lender. All insurance required hereby shall provide that no cancellation thereof shall be effective until at least 30 days after receipt by the applicable Credit Party and the Lender of written notice thereof, and shall be satisfactory to the Lender in all other respects. In case of any material loss, damage to or destruction of the Collateral or any part thereof, the Borrowers shall promptly give written notice thereof to the Lender generally describing the nature and extent of such damage or destruction. In case of any loss, damage to or destruction of the Collateral or any part thereof, the Credit Parties, at their cost and expense, shall, except as required under the FCC Credit Documents, use all proceeds of insurance to promptly cause to be repaired or replaced the Collateral so lost, damaged or destroyed. Upon the occurrence and during the continuation of an Event of Default or in circumstances where there is not a sufficient Borrowing Base to support the Accommodations Outstanding, if any Credit Party receives any proceeds of insurance for any loss, damage to or destruction of Collateral, such proceeds shall, subject to the provisions of the Intercreditor Agreement, immediately be paid to the Lender as a mandatory prepayment of the Facility (but in circumstances where there is not sufficient Borrowing Base to support the Accommodation Outstanding, only to the extent required to reduce the Accommodations Outstanding to the Borrowing Base). Upon the occurrence and during the continuation of an Event of Default, each Credit Party hereby authorizes the Lender, subject to the provisions of the Intercreditor Agreement, at the Lenderâ€™s option, to adjust, compromise and settle any Losses under any insurance afforded to such Credit Party, and hereby irrevocably constitutes the Lender, and each of its nominees, officers, agents, attorneys, and any other Person whom the Lender may designate, as its attorney in fact, with full power and authority to effect such adjustment, compromise and/or settlement and to endorse any drafts drawn by an insurer of the Collateral or any part thereof and to do everything necessary to carry out such purposes. All insurance proceeds shall, subject to the provisions of the Intercreditor Agreement, be subject to the Lien of the Lender under the Security Documents and subject to Permitted Liens. For greater certainty, unless an Event of Default has occurred and is continuing, the Lender shall pay over and transfer to the Borrowers any insurance proceeds in respect of the Collateral which are received by the Lender in excess of any amounts required to reduce the Accommodations Outstanding to the then available Borrowing Base. (c) Unless it provides the Lender with evidence of the insurance coverage required by this Agreement, the Lender may purchase insurance at the Credit Partiesâ€™ expense to protect the Lenderâ€™s interests in the Collateral, and the Lender shall not be required to require such coverage to apply to claims made by or against any Credit Party. The Borrowers may later cancel any such insurance purchased by the Lender, but only after providing the Lender with evidence that the Borrowers have obtained insurance as required by this Agreement. If the Lender purchases insurance for the Collateral, the Borrowers shall be responsible for all of the costs of that insurance, including interest thereon and any other out of pocket costs and expenses that the Lender may suffer or incur in connection with the placement of the insurance, until the effective date of the cancellation or expiration of the insurance. The costs of the Â Â - 75 -Â insurance shall be added to the Obligations. The costs of the insurance may be more than the cost of insurance the Borrowers may be

able to obtain on their own. (5) Financial Reports. It shall maintain a standard system of accounting in accordance with GAAP and shall promptly furnish to the Lender and its duly authorized representatives such information respecting its business and financial condition as the Lender may reasonably request; and without limiting the foregoing, it shall provide the following information to the Lender: (a) as soon as available, and in any event not more than three (3) Business Days after the last Business Day of each calendar week, a Borrowing Base Certificate, showing the computation of the Borrowing Base in reasonable detail as of the close of business on the last Business Day of such calendar week, together with such other information as is therein required, prepared by the Borrower Group. For greater certainty, all calculations of availability in any Borrowing Base Certificate shall originally be made by the Borrower Group and certified by an Authorized Representative of the Borrower Group, provided that the Lender shall from time to time in its sole discretion, and at such intervals as the Lender determines, review and adjust any such calculation (A) to reflect its reasonable estimate of declines in value of any Collateral, due to collections of Receivables received or otherwise and (B) to the extent the calculation is not made in accordance with this Agreement or does not accurately reflect the reserves determined by the Lender; (b) as soon as available, and in any event within 30 days after the close of each monthly accounting period: (i) a copy of the Unaudited Financial Statements as of the last day of such monthly accounting period for the Borrower Group; (ii) a Receivables aging report on an â€œinvoice dateâ€ basis, including reconciliation of cash and accounts receivable for the Borrowers; (iii) an accounts payable aging report for the Borrowers; (iv) a priority claims and statutory deductions report for the Borrowers; and (v) a report reconciling accounts payable and Receivables set out in the reports provided pursuant to Section 13.1(5)(b)(ii), Section 13.1(5)(b) and Section 13.1(5)(b)(iv) for the applicable monthly accounting period to the corresponding figures for such items in the Unaudited Financial Statements for such monthly accounting period provided pursuant to Section 13.1(5)(b)(i) in respect of the Borrowers; in each case (A) accompanied by management commentary on the results reported as compared to performance in the previous Fiscal Year and as against the budget prepared for the current Fiscal Year of the Borrower Group, (B) prepared by the Borrower Group in such format and detail as is required by the Lender, and (C) certified by an Authorized Representative of the Borrowers; Â Â - 76 -Â (c) as soon as available, and in any event within 90 days after the last day of each Fiscal Year of the Borrower Group: (i) a copy of the Audited Financial Statements for such Fiscal Year in respect of the Borrower Group, certified by an Authorized Representative of the Borrower Group and accompanied by an unqualified opinion of the Auditor, confirming that the financial statements have been prepared in accordance with GAAP and present fairly in accordance with GAAP the consolidated financial condition of the Borrower Group as of the close of such Fiscal Year and the results of its operations and cash flows for the fiscal year then ended and that an examination of such accounts in connection with such financial statements has been made in accordance with generally accepted auditing standards and, accordingly, such examination included such tests of the accounting records and such other auditing procedures as were considered necessary in the circumstances; and (ii) a report reconciling accounts payable and Receivables amounts provided pursuant to Section 13.1(5)(5)(b)(ii) and (5)(b)(iii) for such Fiscal Year to the corresponding amounts for such items in the Audited Financial Statements and Unaudited Financial Statements for such Fiscal Year; (d) promptly after receipt thereof, any additional written reports, management letters or other detailed information contained in writing concerning significant aspects of the operations and financial affairs of any Credit Party relevant to the preparation of the Financial Statements; (e) as soon as available, and in any event not less than 30 days after the end of each Fiscal Year, a copy of the Business Plan for the next Fiscal Year; (f) promptly after knowledge thereof shall come to the attention of any officer or director of any Credit Party, written notice of any threatened or pending litigation or governmental proceeding or labour controversy against any Borrower or any other Credit Party that, if adversely determined, would have a Material Adverse Effect, or of the occurrence of any Default or Event of Default; (g) promptly after knowledge thereof shall come to the attention of any officer or director of any Credit Party, written notice of any Default or Event of Default; and (h) any other reports and information as may be reasonably requested by the Lender from time to time. Each of the financial statements of the Borrowers and/or the Borrower Group furnished to the Lender pursuant to this Section 13.1(5) shall be accompanied by a Compliance Certificate prepared by the Canadian Borrower on behalf of the Borrowers (which such certificate shall include for greater certainty the requisite financial covenant calculations hereunder). Â Â - 77 -Â (6) Inspection; Appraisals; Verification. (a) It shall at reasonable times and on reasonable notice permit (and arrange for all access required to permit) the Lender and its duly authorized representatives and agents, to (i) examine and make copies of the corporate books and books of accounts and other financial records of each Credit Party, (ii) discuss the affairs, finances and accounts of each Credit Party with, and to be advised as to the same by, their officers, employees and independent chartered accountants (and each Credit Party hereby authorizes its accountants to discuss with the Lender the finances and affairs of such Credit Party), and (iii) visit and inspect any of the premises of the Credit Parties and to conduct field examinations, provided that the Lender shall not conduct more than one (1) field examination during any particular Fiscal Year unless at any time during such Fiscal Year Excess Availability is less than an amount equal to fifteen percent (15%) of the Line Cap, in which case the Lender may conduct not more than two (2) field examinations during any such Fiscal Year; provided that if an Event of Default has occurred and is continuing, the Lender shall be entitled to conduct field examinations of the Credit Parties at such times and intervals as the Lender determines appropriate in its sole discretion. Notwithstanding the foregoing and the for greater certainty, the number of visits to and examinations, at reasonable times and on reasonable notice, of the Credit Parties which do not constitute field examinations shall not be restricted. (b) It shall, upon request by the Lender at any time and from time to time, deliver to the Lender such evidence of the existence, identity and location of the Collateral and of its availability as collateral security pursuant hereto (including, without limitation, reports stating the book value of Inventory by major category and location). It agrees that the Lender shall have the right to verify all or any part of the Collateral in any manner, and through any medium, that the Lender considers appropriate, and it agrees to furnish all assistance and information, and perform any acts, that the Lender may require in connection therewith. It agrees to promptly notify the Lender of any Collateral that such Credit Party has determined is obsolete, and it shall provide the prior book value of such Collateral, a description thereof and its location. (7) Location of Collateral and Offices. (a) The Collateral is and shall remain in the possession or control of the applicable Credit Party at the Permitted Collateral Locations. (b) A Credit Party shall at all times own or lease each Permitted Collateral Location, except to the extent otherwise permitted by the Lender. If a Permitted Collateral Location is not owned by a Credit Party, the Borrowers shall, if so requested by the Lender, deliver a Collateral Access Agreement. For greater certainty, as of the Closing Date, the Lender only requires Collateral Access Agreements in respect of those leased premises where the Credit Parties maintain books and records relating to Receivables. Upon the occurrence of a Default or an Event of Default, the Borrowers shall, if so requested by the Lender, make commercially reasonable best Â Â - 78 -Â efforts to deliver or cause to be delivered a Collateral Access Agreement in respect of such other Permitted Collateral Locations as the Lender may require in the circumstances. (8) Settlements on Receivables. (a) If an Event of Default has occurred and is continuing, the proceeds of any Collateral sold by it shall be set aside at the request of the Lender and held by it as trustee for the Lender and such shall remain part of the Collateral. (b) Unless an Event of Default has occurred and is continuing, each Credit Party may settle and adjust disputes and claims with its customers and account debtors, handle returns and recoveries and grant discounts, credits and allowances in the ordinary course of its business as presently conducted for amounts and on terms which it in good faith considers advisable. If an Event of Default has occurred and is continuing, unless the Lender requests otherwise, each Credit Party shall promptly notify the Lender of (i) all returns and recoveries, and (ii) all disputes and claims and settle or adjust them at no expense to the Lender, provided that no discount, credit or allowance shall be granted to any customer or account debtor and no returns of merchandise or other goods shall be accepted by any Credit Party without the Lenderâ€™s consent. Notwithstanding the foregoing, the Lender may, if an Event of Default has occurred and is continuing, settle or adjust disputes and claims directly with customers or account debtors for amounts and upon terms which the Lender considers advisable. (9) Collection of Receivables. (a) Regardless of whether an Event of Default has occurred and is continuing, and regardless of whether the Lender has exercised any or all of its rights under other provisions of this Agreement or any other Credit Document, and without prejudice to any other right or remedy available to the Lender at law or in equity, if the Lender requests any Credit Party to do so: (i) all instruments and chattel paper at any time constituting part of the Receivables or any other Collateral (including any post-dated cheques) shall, upon receipt by such Credit Party, be immediately endorsed to and deposited with the Lender; and (ii) the Credit Party shall instruct all customers and account debtors to remit all payments in respect of Receivables or any other Collateral to a lockbox or lockboxes under the sole custody and control of, and in such locations as are specified by, the Lender or to a blocked account or blocked accounts, satisfactory to the Lender. (b) If an Event of Default has occurred and is continuing, and without prejudice to any other rights or remedies available to the Lender at law or in equity, the Lender or its designee may notify any Credit Partyâ€™s customers and account debtors at any time that Receivables or any other Collateral have been assigned to the Lender or Â Â - 79 -Â of the Lenderâ€™s security interest therein, and (subject to the provisions of the Intercreditor Agreement) either in its own name, or the applicable Credit Partiesâ€™ name, or both, demand, collect (including, without limitation, through a lockbox or blocked account analogous to that described in Section 13.1(h)(9)(a)(ii)), receive, bring enforcement proceedings in respect of, compound and give acquittances for, any or all amounts due or to become due on Receivables or any other Collateral, and in the Lenderâ€™s discretion file any claim or take any other action or proceeding which the Lender may deem necessary or appropriate to protect or realize upon the Lien of the Lender in the Receivables or any other Collateral. (c) Any proceeds of Receivables or other Collateral transmitted to or otherwise received by the Lender pursuant to Section 13.1(9)(a) and Section 13.1(9)(b) may be handled and administered by the Lender in and through one or more remittance accounts at the Lender (such remittance accounts to constitute special restricted accounts for purposes of and subject to the provisions of this Agreement), and each Credit Party acknowledges that the maintenance of such remittance accounts by the Lender is solely for the Lenderâ€™s convenience and that no Credit Party has any right, title or interest in such remittance account or any amounts at any time standing to the credit thereof. (d) Upon the occurrence and during the continuation of an Event of Default and/or in the circumstances where there is not a sufficient Borrowing Base to support the Accommodations Outstanding, the Lender shall apply proceeds of Receivables and other Collateral received by it from any source to the payment of the Obligations (whether or not then due and payable, but in circumstances where there is not sufficient Borrowing Base to support the Accommodations Outstanding, only to the extent required to reduce the Accommodations Outstanding to the Borrowing Base), such applications to be made in accordance with Section 9.1(2). Except for purposes of computing interest on the Obligations in accordance with this Agreement, the Lender need not apply or give credit for any item included in proceeds of Receivables or other Collateral until the Lender has received final payment therefor at its office in cash or Cash Equivalents, acceptable to the Lender; provided that, if the Lender does give credit for any item prior to receiving final payment therefor and the Lender fails to receive such final payment or an item is charged back to the Lender for any reason, the Lender shall be entitled to charge the amount of such item back against any Deposit Account maintained with the Lender, together with interest thereon at the rate referred to in Section 3.6(2) hereof which applies to Loans in the currency of the amount involved. Concurrently with each transmission of any proceeds of Receivables or other Collateral to the Deposit Account, the Borrowers shall furnish the Lender with a report in such form as the Lender shall require, identifying the particular Receivable or other Collateral from which the same arises or relates. (10) Inventory and Equipment. (a) It shall at its own cost and expense maintain, keep and preserve its Inventory in good condition; provided that, notwithstanding the foregoing, it may, until an Event Â Â - 80 -Â of Default, (i) use, consume and sell the Inventory in the ordinary course of business, but a sale in the ordinary course of business shall not under any circumstance include any transfer or sale in satisfaction, partial or complete, of a debt owing by any Credit Party; and (ii) sell obsolete, worn out or unusable Equipment which is concurrently replaced, on a reasonably expeditious basis, consistent with past practices and having regard to the particular Equipment, replacing same with similar Equipment at least equal in quality and condition to that sold and owned by such Credit Party, free of any Lien other than Permitted Liens, in a manner consistent with the past practices of such Credit Party. (b) If an Event of Default has occurred and is continuing, if any of the Inventory is at any time evidenced by a document of title, such document of title shall be promptly delivered by such Credit Party to the Lender unless the Lender expressly agrees otherwise. (11) Compliance with Laws. It shall comply in all material respects with the requirements of all Applicable Laws. (12) Insolvency Applications. It acknowledges that its business and financial relationships with the Lender are unique, and that the Lender does not have a common interest with any of its other creditors; and it agrees that if it files any plan of arrangement under the Companiesâ€™ Creditors Arrangement Act or makes any proposal under the Bankruptcy and Insolvency Act, the Lender will be placed in its own class for voting and distribution purposes, and the Credit Party will not permit or acquiesce in, directly or indirectly, the classification of the Lender with any other creditor for any purpose of such plan or proposal or otherwise. (13) US Benefit Plan Matters. It will maintain each US Benefit Plan in compliance in all material respects with all requirements of Applicable Law. It will promptly notify the Lender on becoming aware of (a) the institution of any steps by any Person to terminate any US Pension Plan, (b) the failure of any Credit Party to make a required contribution to any US Pension Plan if such failure is sufficient to give rise to an Encumbrance under Section 302(f) of ERISA, (c) the taking of any action with respect to a US Pension Plan which is reasonably likely to result in the requirement that any Credit Party furnish a bond or other security to the US Pension Benefit Guaranty Corporation under ERISA or such US Pension Plan, or (d) the occurrence of any event with respect to any US Benefit Plan which is reasonably likely to result in any Credit Party incurring any material liability (other than ordinary course funding obligations and claims for benefits), fine or penalty, and in the notice to the Lender thereof, provide copies of all Credit Documents relating thereto. (14) Legal Opinion. It will cause Canadian counsel to the Credit Parties to deliver opinions addressed to the Lender and its counsel with respect to, inter alia, due authorization, execution, delivery, and enforceability of the applicable Credit Documents and the continued creation, validity and perfection of the security interests constituted by the applicable Security Documents within thirty (30) days of the Closing Date. Â Â - 81 -Â Section 13.2 Negative Covenants While any obligation of any Credit Party to the Lender is outstanding under any Credit Document and the Revolving Commitment have not been terminated, each Credit Party agrees as follows: (1) Change of Name. It shall not change its name without first giving the Lender at least thirty (30) daysâ€™ prior written notice of its intent to do so. (2) Limitation on Liens. It shall not directly or indirectly, make, create, incur, assume or suffer to exist any Lien upon or with respect to any Collateral, whether now owned or hereafter acquired, other than Permitted Liens. (3) Disposition of Assets. It shall not sell, lease, transfer, assign, convey or otherwise dispose of any of its properties or assets except in the ordinary course of business and in accordance with the terms of the Credit Documents. (4) Consolidations and Mergers. It shall not merge, consolidate, amalgamate with or into, or convey, transfer, lease or otherwise dispose of (whether in one transaction or in a series of transactions) all or substantially all of its assets (whether now owned or hereafter acquired) to or in favour of any Person, except that any Credit Party may merge, amalgamate with, or dissolve or liquidate into, any other Credit Party (so long as it remains an Credit Party), provided that in any such transaction, other than an amalgamation, the Credit Party shall be the continuing or surviving corporation. (5) Formation of New Entities. It shall not form or acquire or otherwise permit to exist any Subsidiary without the prior written consent of the Lender (such consent not to be unreasonably withheld). Notwithstanding the foregoing and for greater certainty, but subject to Section 13.2(24) and the definitions of Permitted Investment and Permitted JV Entity, as applicable, this clause (5) shall not apply in respect of each of any Excluded Subsidiary. (6) Maintenance of Equity Interests. It shall not assign, sell or transfer, or permit the assignment, sale or transfer of, any of its Equity Interests or any Equity Interest of any other Credit Party; and it shall not permit a Change of Control to occur. (7) Limitations on Debt. It shall not create, incur, assume, suffer to exist, or otherwise become or remain directly or indirectly liable with respect to, Debt in an aggregate amount exceeding $5,000,000, determined on a consolidated basis, except: (i) the FCC Debt; (ii) Debt incurred pursuant to this Agreement; (iii) Debt existing on the Closing Date and described in Section 12.1(x); (iv) Debt secured by Permitted Liens (subject to the $5,000,000 aggregate limit described above); (v) Debt for amounts payable to suppliers in the ordinary course of business; (vi) Capitalized Lease Obligations in an aggregate amount not exceeding $100,000 at any time, determined in accordance with GAAP on a consolidated basis for the Borrowers and each other Credit Party; (vii) unsecured Debt owing to another Credit Party; and (viii) Debt incurred for the purpose of acquiring the use or possession of any property under a lease or similar arrangement, whether or not the Credit Party has the express or implied right to acquire title to or purchase such property, Â Â - 82 -Â if, after giving effect thereto, the aggregate amount of fixed rentals and other consideration payable by all Credit Parties under all such leases and similar arrangements would (i) exceed $11,000,000 or (ii) exceed $2,000,000 during any Fiscal Year. (8) Transactions with Affiliates or Associates. It shall not sell or otherwise dispose of any Receivable to any Affiliate. (9) Management Fees and Compensation. It shall not pay any management, consulting or similar fees to any Affiliate or to any officer, director or employee of it or any Affiliate except (i) payment of reasonable compensation and expense reimbursement to officers and employees for actual services rendered to, and expenses incurred for, it in the ordinary course of business, and (ii) payment of directorsâ€™ fees and reimbursement of actual out-of-pocket expenses incurred in connection with attending board of director meetings not to exceed in the aggregate for the Credit Parties with respect to all such items $1,000,000 in any Fiscal Year provided that no such payment shall be made if an Event of Default has occurred and is continuing or if the making of such payment will result in an Event of Default. (10) Contingent Obligations. It shall not create, incur, assume or suffer to exist any Contingent Obligations, other than in respect of the Obligations, except: (i) endorsements for collection or deposit in the ordinary course of business; (ii) Contingent Obligations incurred in the ordinary course of business with respect to

surety and appeal bonds, performance bonds and other similar obligations; and (iii) Contingent Obligations arising with respect to customary indemnification obligations in favour of purchasers in connection with dispositions permitted under Section 13.2(3), and (iv) Contingent Obligations described in clause (b) of the definition thereof and permitted pursuant to Section 13.2(10); provided that, in any such case, such Contingent Obligations are not otherwise expressly restricted or prohibited by this Agreement. (11) Restricted Payments. It shall not directly or indirectly, (i) declare or make any payment or other distribution of assets, properties, cash, rights, obligations or Securities on account of any of Equity Interests (except that any Credit Party may declare and pay dividends to another Credit Party (so long as it remains an Credit Party)), or (ii) purchase, redeem or otherwise acquire for value any of its, or any of its Affiliateâ€™s, shares of capital stock, partnership interests, membership interests or other equity securities or any warrants, rights or options to acquire such interests or Securities now or hereafter outstanding, or (iii) make any payment in respect of Subordinated Debt, or (iv) make any other payment or distribution to any of its shareholders or Affiliates or any other non-armâ€™s length party. Notwithstanding the foregoing and for greater certainty, Village Farms International, Inc. may, provided that (y) no Default or Event of Default has occurred and is continuing or would occur as the result of any proposed distribution by Village Farms International, Inc. and (z) the Borrower Group is at such time in compliance with Section 13.3(1) hereof, declare and pay dividends on account of any of its Equity Interests. Notwithstanding the foregoing and for greater certainty, but subject to Section 13.2(24) and the definitions of Permitted Investment and Permitted JV Entity, as applicable, nothing in this clause (11) shall prevent (i) the US Borrower from fulfilling its obligations under the Hemp JV Â Â - 83 -Â Documents, as applicable, or (ii) any Credit Party from fulfilling its obligations under any documents governing a Permitted Investment. (12) Change in Business. It shall not engage in any material line of business substantially different from those lines of business carried on by it on the date hereof and it shall not change the location from which such line of business is carried on by it, all as described in Section 12.1(d). (13) Change in Structure. It shall not make any changes in its equity capital structure (including a change in the terms of its outstanding equity securities), or amend its constating documents (including any shareholder agreement), except as necessary to effect transactions permitted under Section 13.2(3). (14) Accounting Changes. It shall not make any significant change in accounting treatment or reporting practices, except as required by GAAP, or change its Auditor (unless it is another independent accounting firm of national standing which is acceptable to the Lender acting reasonably) or Fiscal Year. (15) Deposit Accounts. It shall not open or maintain any Deposit Account except with the Lender or as disclosed in Schedule 12.1(hh) provided, however, that (i) Deposit Accounts indicated as â€œPermanent Accountsâ€ on Schedule 12.1(hh) maintained other than with the Lender or its Affiliates shall not at any time have, in the aggregate, funds deposited therein in excess of US$400,000 or, if the Marfa, Texas facility is in operation, US$800,000. (16) Material Contracts. It shall not (i) cancel or terminate any Material Contract; (ii) waive any default or breach under any Material Contract; (iii) amend or otherwise modify any Material Contract; or (iv) take any other action in connection with any Material Contract or Licence, that would, in each case, have a Material Adverse Effect. (17) Limitation on Sale and Leaseback Transactions. It shall not directly or indirectly, enter into any sale and leaseback transaction with respect to any property or assets (whether now owned or hereafter acquired). (18) Loans and Investments. It will not, on an aggregate basis with the other Credit Parties, in excess of US$1,000,000 during each Fiscal Year without the prior written approval of the Lender, (i) purchase or acquire, or make any commitment to purchase or acquire, any capital stock, Equity Interest, or any obligations or other Securities of, or any interest in, any Person, including, without limitation, the establishment or creation of a Subsidiary, or (ii) make or commit to make any acquisition of all or substantially all of the assets of another Person, or of any business or division of any Person, including without limitation, by way of merger, consolidation, amalgamation or other combination or (iii) make or commit to make any advance, loan, extension of credit or capital contribution to or any other investment in or guarantee of, any Person including any Affiliate or make any payments in respect thereof (the items described in clauses (i), (ii), and (iii) are referred to as â€œInvestmentsâ€), except for: (A) Investments in cash and Cash Equivalents; (B) extensions of credit by one Credit Party to another Credit Party (so long as it remains an Credit Party), as the case may be and interest and other payments made in connection with Â Â - 84 -Â such extensions of credit; (C) extensions of credit which constitute trade receivables in the ordinary course of business; and (D) Permitted Investments. Notwithstanding the foregoing and for greater certainty, but subject to Section 13.2(24) and the definitions of Permitted Investment and Permitted JV Entity, as applicable, this clause (18) shall not apply in respect of any Excluded Subsidiary. (19) Use of Cash. Use any cash on deposit with the Lender which is subject to an offset agreement in breach of any term or covenant contained in this Agreement or any other Credit Document. (20) Location of Assets in Other Jurisdictions. It will not except for any Collateral in transit for delivery to a customer in the ordinary course of business of such Credit Party, as part of the performance of its obligations or the provision of its services to such customer under a contract entered into with such customer in the ordinary course of business of such Credit Party, (i) acquire any Collateral outside of the jurisdictions identified in Schedule 12.1(t), or (ii) move any Collateral to a jurisdiction where the Lender would not have, or continue to have, a first priority Lien over such Collateral under Applicable Law, or (iii) knowingly suffer or permit in any other manner any of its Collateral to not be subject to the Lenderâ€™s Lien or to be or become located in a jurisdiction as a result of which the Lenderâ€™s Lien over such Collateral is not perfected. (21) Excluded Subsidiaries. It will not without the prior written approval of the Lender, allow or cause any Excluded Subsidiary created after the Closing Date to (i) incur any Debt, other than Debt to a Credit Party or Debt secured by or which could be secured by Permitted Liens or Debt for amounts payable to suppliers in the ordinary course of business, (ii) grant, incur or suffer any Lien other than a Permitted Lien, (iii) purchase or acquire, or make any commitment to purchase or acquire, any capital stock, equity interest, or any obligations or other Securities of, or any interest in, any Person, including, without limitation, the establishment or creation of a Subsidiary, (iv) make or commit to make any acquisition of all or substantially all of the assets of another Person, or of any business or division of any Person, including without limitation, by way of merger, consolidation, amalgamation or other combination or (v) make or commit to make any advance, loan, extension of credit or capital contribution to or any other investment in, any Person including any Affiliate or make any payments in respect thereof. (22) Loans to Excluded Subsidiaries. It will not make loans or advance funds or make or increase, as the case may be, any equity investment in any Excluded Subsidiary. Notwithstanding the foregoing and for greater certainty, but subject to Section 13.2(24) and the definitions of Permitted Investment and Permitted JV Entity, as applicable, this clause (22) shall not apply in respect of loans, advances of funds or any increase of Equity Interests in PSF, Hemp JV Co, or any other Permitted JV Entity. (23) Pension Plans. It will not create or establish a defined benefit pension plan. (24) JV Co Restrictions. For greater certainty, each of Hemp JV Co, and Leli Holland B.V. are and shall be considered as a Permitted JV Entity for purposes of this Agreement, and the Borrowers and each other Credit Party shall, in respect of each Permitted JV Entity, Â Â - 85 -Â comply, and cause compliance, in all respects with the requirements set out in clauses (h) and (i) of the definition of Permitted Investment set out in this Agreement. Â Section 13.3 Financial Covenants of the Borrower While any Obligation of any Credit Party or any Obligation of the Lender is outstanding under any Credit Document, each Credit Party agrees as follows: (1) Fixed Charge Coverage Ratio. If at any time Excess Availability is less than 20% of the Revolving Commitment, then the Borrower Group shall, at all times during the period in which Excess Availability is less than 20% of the Revolving Commitment and continuing for a period of 60 consecutive days after which Excess Availability is no longer less than 20% of the Revolving Commitment, maintain a Fixed Charge Coverage Ratio of not less than 1.0:1.0, calculated and tested, in respect of the relevant Twelve Month Period, as of the last day of each calendar month and at such other times as the Lender determines necessary or appropriate. For greater certainty, Excess Availability will be determined and calculated as at the end of each fiscal month of the Borrowers. (2) Capital Expenditures. The Borrowers will not without the prior written consent of the Lender expend or become obligated for any Capital Expenditures in an aggregate amount exceeding $5,000,000 during any Fiscal Year, determined in accordance with GAAP on a consolidated basis. Article 14DEFAULT AND ENFORCEMENT Section 14.1 Events of Default The occurrence of any of the following events shall constitute an event of default (an â€œEvent of Defaultâ€) under this Agreement: (a) Payment Defaults. Failure by any Credit Party to pay to the Lender when due all amounts owing to the Lender under any Credit Document, including without limitation, all Accommodations Outstanding, interest and other Obligations. (b) Non-Payment Defaults under Article 13. Failure of any Credit Party to comply with any covenant in Article 13 hereof and that failure, if capable of being remedied, is not remedied within 15 days after the earlier of the date on which any Credit Party has become aware of its occurrence or the date on which Lender has notified any Borrower of its occurrence. (c) Other Non-Payment Defaults under Credit Documents. Failure of any Credit Party to comply with any covenant given in favour of the Lender in any Credit Document (other than a Default pursuant to Section 14.1(a) or Section 14.1(b)) if such failure is capable of being remedied and such failure has not been remedied within 15 days after the earlier of the date on which any Credit Party has become Â Â - 86 -Â aware of its occurrence or the date on which Lender has notified any Borrower of its occurrence. (d) Default in Other Agreements. (i) Failure of any Credit Party to pay when due any principal, interest or other amount payable in respect of any indebtedness owing by such Credit Party (other than indebtedness owing pursuant to any Credit Document) in an individual principal amount of $250,000 or more or in an aggregate principal amount of $250,000 or more, after the expiry of any applicable grace period provided therefor; or (ii) breach or default by any Credit Party with respect to any other term of any indebtedness owing by any Credit Party (other than covenants in respect of indebtedness owing pursuant to any Credit Document), including any loan agreement, Mortgage, indenture or other agreement relating thereto, after the expiry of any applicable grace period provided therefor, in each case, if the effect of such breach or default is to cause, or to permit such indebtedness to become or be declared due and payable (or subject to a compulsory repurchase or redemption) prior to its stated maturity or the stated maturity of any underlying obligation, as the case may be. (e) Breach of Representations and Warranties. Any representation, warranty, certification or statement made or deemed to be made by any Credit Party in any Credit Document is untrue in any material respect as of the date on which such representation, warranty, certification or statement was made or deemed to have been made. (f) Action by Other Creditors. Any judgment, writ, warrant of attachment, distress or any similar process in an amount exceeding $250,000 is entered or filed against one or more of the Credit Parties or against any Collateral (or which, when combined with other judgments, writs, warrants of attachment, distress or other similar proceedings entered or filed against one or more Credit Parties or against any Collateral, exceeds an aggregate amount of $250,000), and such judgment, writ, warrant of attachment, distress or any similar process is not diligently appealed in good faith and vacated, bonded, stayed or satisfied within 30 days thereafter or, within such 30 day period, any Collateral is possessed or seized by any third party creditor. (g) Invalidity and Contest. (i) Any Credit Document, or any provision thereof, shall at any time cease to be a legally binding and enforceable obligation of any Credit Party that is a party thereto in accordance with its terms or be declared null and void, (ii) the legality, validity, binding nature or enforceability of any Credit Document, or any provision thereof, shall be contested by any Credit Party, or (iii) any Credit Party shall deny that it has any further liabilities or obligations under any Credit Document to which it is a party except as permitted under such Credit Document. (h) Governmental Approvals. Any Governmental Approval required for any Credit Party to conduct its business substantially in the manner presently conducted or to perform its obligations under any Credit Document is not obtained or is withdrawn Â Â - 87 -Â or ceases to be in full force and effect and same would have a Material Adverse Effect and (i) in the Lenderâ€™s opinion, it is not possible for such Credit Party to obtain such Governmental Approval within 60 days after the date on which such Governmental Approval was required or withdrawn, as applicable, or (ii) in the Lenderâ€™s opinion, it is possible for such Credit Party to obtain such Governmental Approval within 60 days after the date on which such Governmental Approval was required or withdrawn, as applicable, but such Governmental Approval is not obtained within such 60 day period. (i) Voluntary Proceedings. Any Credit Party (i) institutes proceedings for substantive relief in any bankruptcy, insolvency, debt restructuring, reorganization, readjustment of debt, dissolution, liquidation, winding-up or other similar proceedings (including proceedings under the Bankruptcy and Insolvency Act (Canada), the Winding-up and Restructuring Act (Canada), the Companiesâ€™ Creditors Arrangement Act (Canada), the United States Bankruptcy Code, incorporating statute (or other legislation, document or agreement creating such Credit Party), including proceedings for the appointment of a trustee, interim receiver, receiver, receiver and manager, administrative receiver, custodian, liquidator, provisional liquidator, administrator, sequestrator or other like official with respect to such Credit Party or all or any material part of the Collateral, or (ii) makes an assignment for the benefit of creditors, or (iii) is unable, or admits in writing its inability, to pay its debts as they become due or otherwise acknowledges its insolvency or commits any other act of bankruptcy or is insolvent under any applicable legislation, or (iv) voluntarily suspends the conduct of its business or operations, or (v) acquiesces in, or takes any action in furtherance of, any of the foregoing. (j) Involuntary Proceedings. If any third party (i) makes any application under the Companiesâ€™ Creditors Arrangement Act (Canada), the United States Bankruptcy Code or similar legislation in Canada or the United States of America in respect of any Credit Party, or (ii) files a proposal or notice of intention to file a proposal under the Bankruptcy and Insolvency Act (Canada), the United States Bankruptcy Code or similar legislation in Canada or the United States of America in respect of any Credit Party, or (iii) institutes any winding-up proceeding under the Winding-up and Restructuring Act (Canada), the United States Bankruptcy Code, any relevant incorporating statute or any similar legislation in Canada or the United States of America in respect of any Credit Party, or (iv) presents a petition in bankruptcy under the Bankruptcy and Insolvency Act (Canada) or any similar legislation in Canada or the United States of America in respect of any Credit Party, or (v) files, institutes or commences any other petition, proceeding or case under any other bankruptcy, insolvency, debt restructuring, reorganization, incorporation, readjustment of debt, dissolution, liquidation, winding-up or similar law now or hereafter in effect, seeking bankruptcy, liquidation, reorganization, dissolution, winding-up, composition or readjustment of debt of any Credit Party, the appointment of a trustee, interim receiver, receiver, receiver and manager, administrative receiver, custodian, liquidator, provisional liquidator, administrator, sequestrator or other like official for any Credit Party, or any material part of any Â Â - 88 -Â Credit Partyâ€™s assets or any similar relief in Canada or the United States of America; unless such application, filing, proceeding, petition or case, as applicable, is being contested in good faith by bona fide action on the part of the relevant Credit Party and is dismissed, stayed or withdrawn within 30 days after the commencement thereof. (k) Material Adverse Change. At any time an event or circumstance occurs that, in the opinion of the Lender, is or will be a Material Adverse Change. (l) Change of Control. A Change of Control occurs or, in the opinion of the Lender, will occur, each without the prior written consent of the Lender. (m) Pension Plans. (i) The institution of any steps by any Credit Party or any member of its Controlled Group or any applicable regulatory authority to terminate a Canadian Pension Plan or US Pension Plan (in whole or in part) if, as a result of such termination, any Credit Party is required to make an additional contribution to such Canadian Pension Plan or US Pension Plan, or to incur an additional material liability or obligation to such Canadian Pension Plan or US Pension Plan, or (ii) a contribution failure occurs with respect to any US Pension Plan sufficient to give rise to a lien or charge under Section 302(f) of ERISA or under any applicable pension benefits legislation in any other jurisdiction. (n) Loss of Collateral, etc. Any loss, theft, damage or destruction occurs with respect to any Collateral if the amount not covered by insurance exceeds $250,000 (excluding any related deductible under insurance policies). (o) Dissolution, etc. The dissolution, liquidation, wind-up or termination of existence of any Credit Party or if any proceedings are commenced in respect thereof unless, in the case of proceedings not brought by an Obligor, such proceedings are being actively and diligently contested in good faith by bona fide action on the part of the relevant Credit Party and is dismissed, stayed or withdrawn within 30 days after the commencement thereof. Section 14.2 Rights upon Default and Event of Default Upon the occurrence of a Default, which is continuing, the Lender may, on notice to the Borrowers, declare that the ability of the Borrowers to require any further Advances under the Facility shall be suspended. Upon the occurrence of an Event of Default which is continuing, the Lender may do either or both of the following: (a) declare that the Revolving Commitment under the Facility has expired and that the Lenderâ€™s obligation to make Advances has terminated; and (b) declare the entire principal amount of all Advances outstanding, all unpaid accrued interest and all fees and other amounts required to be paid by the Borrowers hereunder to be immediately due and payable without the necessity of presentment for payment, notice of non-payment and of protest (all of which are hereby Â Â - 89 -Â expressly waived) and proceed to exercise any and all rights and remedies hereunder and under any other Credit Document. From and after the issuance of any declaration referred to in this Section 13.2, the Lender shall not be required to honour any cheque or other instrument presented to it by the Borrowers regardless of the date of issue or presentation. Immediately upon receipt of a declaration under Section 14.2(b), the Borrowers shall pay to the Lender all amounts outstanding hereunder including, without limitation, the Deemed Hedge Exposure owing under each Hedging Arrangement. Without limiting the generality of the foregoing, the applicable Borrower shall pay to the Lender the maximum amount payable under all outstanding Letters of Credit, which are unmatured or unexpired, which amounts shall be held by the Lender as collateral security for such Borrowerâ€™s obligations with respect to those Letters of Credit, as applicable. The Deemed Hedge Exposure under any Hedging Arrangement shall be determined in accordance with the applicable Hedge Agreement. Section 14.3 Waiver of Default No express or implied waiver by the Lender of any demand, Default or Event of Default shall in any way be or be construed to be a waiver of any future or subsequent Default or Event of Default. To the extent permitted by Applicable Law, the Credit Parties hereby waive any rights now or thereafter conferred by statute or otherwise which may limit or modify any of the Lenderâ€™s rights or remedies under any Credit Document. Each Credit Party agrees that the exercise by the Lender of any rights or remedies under any Credit Document without having declared an acceleration shall not in any way alter, affect or prejudice the right of the Lender to make a declaration pursuant to Section 14.2 at any time and, without limiting the foregoing, shall not be construed as or deemed to constitute a waiver of any rights

under Section 14.2. Article 15REMEDIES Section 15.1 Remedies Cumulative For greater certainty, the rights and remedies of the Lender under this Agreement and the other Credit Documents are cumulative and are in addition to and not in substitution for any rights or remedies provided by law. Any single or partial exercise by the Lender of any right or remedy upon the occurrence of a demand, Default or Event of Default shall not be deemed to be a waiver of, or to alter, affect or prejudice any other right or remedy to which the Lender may be lawfully entitled as a result of the demand, Default or Event of Default, and any waiver by the Lender of the strict observance of, performance of or compliance with any term, covenant, condition or agreement herein contained, and any indulgence granted thereby, shall be deemed not to be a waiver of any subsequent demand, Default or Event of Default. Section 15.2 Remedies Not Limited The Lender may, to the extent permitted by Applicable Law, bring suit at law, in equity or otherwise, for any available relief or purpose including, but not limited to: (a) the specific performance of any covenant or agreement contained in this Agreement or in any other Credit Document; (b) an injunction against a violation of any of the terms of this Agreement or any other Â Â - 90 -Â Credit Document; (c) in aid of the exercise of any power granted by this Agreement or any other Credit Document or by law; or (d) the recovery of any judgment for any and all amounts due in respect of the Obligations. Section 15.3 Set-Off Upon the occurrence of demand, Default or Event of Default, the Lender and each of its branches (including the Chicago Branch) and offices are hereby authorized by each Credit Party from time to time, without notice to: (a) set-off and apply any and all amounts owing by the Lender or any of its branches or offices to any Credit Party (whether payable in Canadian Dollars or any other currency and any amounts so owing in any other currency may be converted into one or more currencies in which the Obligations are denominated at such rate or rates as the party may be able to obtain, acting reasonably, and whether matured or unmatured, and in the case of deposits, whether general or special, time or demand and however evidenced) against and on account of the Obligations (whether or not any declaration under Section 14.2 has been made and whether or not those Obligations are unmatured or contingent); (b) hold any amounts owing by the Lender as collateral to secure payment of the Obligations owing to it to the extent that those amounts may be required to satisfy any contingent or unmatured Obligations owing to it; and (c) return as unpaid for insufficient funds any and all cheques and other items drawn against any deposits so held as the Lender in its sole discretion may elect. For greater certainty, and in addition to the rights, powers and remedies set out above, the Lender and each of its branches and offices may exercise at their discretion any and all set-off and other rights and remedies afforded to each of them pursuant to Applicable Law. Section 15.4 Lender May Perform Covenants If any Credit Party fails to perform any of its obligations under any covenant contained in this Agreement or any other Credit Document, the Lender may (but has no obligation to), upon notice to the Borrowers, perform any covenant on behalf of such Credit Party and, if the covenant requires the payment or expenditure of money, the Lender may make Advances to fund such expenditure, and such Advances shall constitute Prime Rate Loans under the Facility and shall be repaid by the Borrowers upon demand by the Lender. Article 16GENERAL PROVISIONS Section 16.1 Assignment (1) This Agreement shall enure to the benefit of and be binding upon the parties hereto, their respective successors and any permitted Assignees. The Credit Parties shall not assign, delegate or transfer all or any part of their rights or obligations under this Agreement without the prior written consent of the Lender, which consent may be withheld in the Lenderâ€™s sole discretion. (2) Subject to Section 16.1(3), the Lender may, provided such assignment is at no additional cost to the Credit Parties, without the prior written consent of the Borrowers, assign all or any part of its rights and obligations in respect of the Credit Documents to one or more financial institutions or other entities (each an â€œAssigneeâ€), and any such assignment shall Â Â - 91 -Â become effective upon receipt by the Borrowers of (i) written notice from the Lender that it has assigned all or any part of its rights under the Credit Documents and (ii) a written undertaking from the Assignee (addressed to all the parties to this Agreement) agreeing to be bound by this Agreement and to perform the obligations assigned to it. Any Assignee shall be treated as a lender for all purposes of this Agreement, shall be entitled to the full benefit hereof and shall be subject to the obligations of the Lender to the same extent as if it were an original party in respect of the rights or obligations assigned to it, and the Lender shall be released and discharged accordingly and to the same extent, and the Schedules hereto, as applicable, shall be amended accordingly from time to time without further notice or other requirement. (3) Notwithstanding Section 16.1(2), the Lender may not assign all or any part of its rights to or have any of its obligations assumed by any private equity fund or hedge fund that in the ordinary course of business invests in debt (a) considered to be very weak, (b) where the issuer of such debt is in imminent default to its creditor(s), or (c) where the issuer of such debt is in insolvency proceedings, unless, in each case, an Event of Default shall have occurred and be continuing or upon the exercise of any rights pursuant to Section 13.2. (4) The Lender may disclose to any prospective Assignee, on a confidential basis, such information concerning the Credit Parties, their businesses and properties as it considers appropriate, without liability to any Credit Party. Section 16.2 Amendments No amendment or waiver of any provision of this Agreement or consent to any departure by a party from any provision of this Agreement will be effective unless it is in writing, and any such amendment, modification, waiver or consent will be effective only in the specific instance, for the specific purpose and for the specific length of time for which it is given. Section 16.3 Notice Unless otherwise specified, any notice or other communication required or permitted to be given to a party under this Agreement shall be in writing and may be delivered personally or sent by prepaid registered mail, e-mail, PDF or facsimile, to the address, e-mail address or facsimile number of the party set out beside its name at the foot of this Agreement to the attention of the Person there indicated or to such other address, e-mail address, facsimile number or other Person's attention as the party may have specified by notice in writing given under this Section. Any notice or other communication shall be deemed to have been given (i) if delivered personally, when received; (ii) if mailed, subject to Section 15.4, on the fifth Business Day following the date of mailing; (iii) if sent by facsimile or e-mail, on the Business Day when the appropriate confirmation of receipt has been received if the confirmation of receipt has been received before 3:00 p.m. on that Business Day or, if the confirmation of receipt has been received after 3:00 p.m. on that Business Day, on the next succeeding Business Day; and (iv) if sent by facsimile or e-mail on a day which is not a Business Day, on the next succeeding Business Day on which confirmation of receipt has been received. All communication with any Credit Party hereunder may be directed through the Canadian Borrower. For greater certainty, any notice or other document or instrument which is required to be given or delivered to any Credit Party hereunder shall be deemed (unless Â Â - 92 -Â notice to such Credit Party is required by Applicable Law) to have been given to and received by such Credit Party if given to the Canadian Borrower. Section 16.4 Disruption of Postal Service If a notice has been sent by prepaid registered mail and before the fifth Business Day after the mailing there is a discontinuance or interruption of regular postal service so that the notice cannot reasonably be expected to be delivered within five Business Days after the mailing, the notice will be deemed to have been given when it is actually received (or upon refusal of receipt). Section 16.5 Environmental Indemnity Each Credit Party shall, and does hereby, indemnify and hold each Indemnified Person harmless from and against any and all Claims and Losses incurred or suffered by, or asserted against, the Indemnified Person, with respect to or as a direct or indirect result of, (a) the presence on or under, or any Release of any Hazardous Substance from any of the Collateral, comprising real property or any other real properties owned or used by any of the Credit Parties or any Subsidiary or any of their successors and assigns; or (b) the breach of any Applicable Laws by any mortgagor, owner, lessee or occupant of such properties. The obligations of each of the Credit Parties under this Section 16.5 shall survive the repayment of the other Obligations and the termination of the Facility. Section 16.6 Further Assurances Each Credit Party agrees to comply with all terms and conditions of each of the Credit Documents and, at any time and from time to time, upon request of the Lender, to execute and deliver to the Lender, such further Credit Documents or instruments and shall do or cause to be done such further acts as the Lender may deem necessary or desirable to ensure such compliance, to give effect to the intent of the Credit Documents and to secure the Obligations, including, without limitation, executing and delivering, or causing to be executed and delivered, such further Credit Documents or instruments as may be necessary or desirable to (i) give the Lender a first priority Lien in any and all property and assets now or hereafter acquired by any Credit Party, subject only to Permitted Liens, and (ii) to assign all or any part of the Lenderâ€™s rights and obligations hereunder to any Assignee. Section 16.7 Judgment Currency If for the purpose of obtaining judgment in any court it is necessary to convert all or any part of the liabilities or any other amount due to the Lender in respect of any of the Borrowersâ€™ obligations under this Agreement in any currency (the â€œOriginal Currencyâ€) into another currency (the â€œOther Currencyâ€), each Credit Party to the fullest extent that it may effectively do so, agrees that the rate of exchange used shall be that at which, in accordance with normal banking procedures, the Lender could purchase the Original Currency with the Other Currency on the Business Day preceding that on which final judgment is paid or satisfied. The obligations of the applicable Borrower in respect of any sum due in the Original Currency from it to the Lender shall, notwithstanding any judgment in any Other Currency, be discharged only to the extent that on the Business Day following receipt by the Lender of any sum adjudged to be so due in such Other Currency the Lender may, in accordance with its normal banking procedures, purchase the Original Â Â - 93 -Â Currency with such Other Currency. If the amount of the Original Currency so purchased is less than the sum originally due to the Lender in the Original Currency, each Borrower agrees, as a separate obligation and notwithstanding any such judgment, to indemnify the Lender against such Loss, and if the amount of the Original Currency so purchased exceeds the sum originally due to the Lender in the Original Currency, the Lender agrees to remit such excess to the applicable Borrower. Section 16.8 Waivers No failure to exercise, and no delay in exercising, on the part of the Lender, any right, remedy, power or privilege hereunder shall operate as a waiver thereof. No single or partial exercise of any right, remedy, power or privilege shall preclude the exercise of any other right, remedy, power or privilege. Section 16.9 Reimbursement of Expenses The Credit Parties jointly and severally agree to: (a) pay or reimburse the Lender on demand, for all of its reasonable out-of-pocket costs and expenses (including reasonable legal fees and disbursements) incurred in connection with the preparation, negotiation and execution of this Agreement and the other Credit Documents including any subsequent amendments of this Agreement or any other Credit Document, and the consummation and the administration of the transactions contemplated hereby including the reasonable fees and disbursements of counsel to the Lender; and (b) pay or reimburse, on demand, the Lender for all its costs and expenses (including legal fees) incurred in connection with the determination, preservation and enforcement of any responsibilities, rights and remedies under this Agreement and the other Credit Documents, including the reasonable fees and disbursements of its counsel. The obligations of the Credit Parties under this Section 16.9 shall survive the repayment of all Advances and the termination of the Facility. Section 16.10 Governing Law This Agreement and each of the Credit Documents (unless the particular Credit Document otherwise provides) are governed by, and are to be construed and interpreted in accordance with, the laws of the Province of British Columbia and the laws of Canada applicable therein. Section 16.11 Submission to Jurisdiction Each Credit Party irrevocably submits to the non-exclusive jurisdiction of the courts of the Province of British Columbia and hereby irrevocably agrees that all claims in respect of such action or proceeding may be heard and determined in such court. Each Credit Party hereby irrevocably waives, to the fullest extent it may effectively do so, the defence of an inconvenient forum to the maintenance of such action or proceeding. Each Credit Party hereby irrevocably consents to the service of any and all process in such action or proceeding by the delivery of such process to such Borrower at its address provided in accordance with Section 16.3. Â Â - 94 -Â Section 16.12 Waiver of Trial by Jury Each Credit Party hereby knowingly voluntarily and intentionally waive any rights they may have to a trial by jury in respect of any litigation based on, or arising out of, under, or in connection with, this Agreement or any other Credit Document, or any course of conduct, course of dealing, statements (whether oral or written) or actions of the Lender or of the applicable Borrower or any other Credit Parties. Each Credit Party acknowledge and agree that they have received full and sufficient consideration for this provision (and each other provision of each other Credit Document to which it is a party) and that this provision is a material inducement for the Lender entering into this Agreement and each other Credit Document. Section 16.13 Counterparts This Agreement and the Credit Documents may be executed and delivered in any number of counterparts, each of which when executed and delivered is an original but all of which taken together constitute one and the same instrument. This Agreement and the Credit Documents may be executed and delivered by facsimile transmission or PDF and each of the parties hereto may rely on such facsimile signature of PDF as though that facsimile signature or PDF were an original hand-written signature. Section 16.14 Excluded Subsidiaries The parties hereto acknowledge and agree that each Excluded Subsidiary is not a Credit Party for purposes of this Agreement or any of the Credit Documents. Section 16.15 Entire Agreement This Agreement and all other Credit Documents constitute the entire agreement between the parties with respect to the subject matter hereof and thereof and supersede all prior agreements, negotiations, discussions, undertakings, representations, warranties and understandings, whether written or oral. Section 16.16 Acknowledgement Each Credit Party hereby acknowledges, confirms and agrees that all Credit Documents (including without limitation Security Documents) previously, now or hereafter delivered by such Credit Party in favour of the Lender remain in full force and effect in accordance with their respective terms, subject to any amendments thereof from time to time. For greater certainty, each Credit Party that has previously executed and delivered a Security Document hereby acknowledges and confirms that each such Security Document secures the obligations of such Credit Party under and in connection with this Agreement and all other relevant Credit Documents. Section 16.17 Previous Consent - PSF The Lender and the Borrowers hereby acknowledge and confirm that, subject to the provisions hereof, the Lender previously consented under Section 15.17 of Original Credit Agreement to VFI and the Canadian Borrower, as applicable, entering into and carrying out (subject to Section 13.2(24) hereof) their obligations under the Delta 3 Lease (as that term is Â Â - 95 -Â defined in the Original Credit Agreement). In furtherance of the foregoing, the Lender hereby confirms that (subject to what is stated below regarding FCC) it previously released under the Original Credit Agreement its applicable security interest, if any, in the land owned by VFI located at 4431 80th Street, Delta, British Columbia (the legal description of which is contained on Schedule A to the Delta 3 Lease), the greenhouses owned by the Canadian Borrower which are located on the Delta 3 Location (as that term is defined in the Original Credit Agreement), and the personal property owned by VFI and/or the Canadian Borrower which are located on the Delta 3 Location (except for and excluding for greater certainty that personal property which is used solely in respect of the tomato growing operations conducted by one or more of the Credit Parties at such location). Notwithstanding the consent reiterated herein, all provisions of this Agreement and the Credit Documents continue to remain in full force and effect with respect to the Credit Parties as PSF is a wholly-owned subsidiary of the Credit Parties. Section 16.18 Previous Consent. The Lender and the Borrowers hereby acknowledge and confirm that, subject to the provisions hereof, the Lender previously consented under Section 15.18 of the Original Credit Agreement (from and with effect as of February 27, 2019 in respect of clause (i) below and from and with effect as of May 20, 2019 in respect of clause (ii) below) to the US Borrower entering into and carrying out (subject to Section 13.2(24) hereof) its obligations under (i) the LLC Agreement and the joint venture transaction contemplated therein. Notwithstanding the consent reiterated herein, all provisions of this Agreement and the Credit Documents continue to remain in full force and effect with respect to the Credit Parties as if Hemp JV Co is an Affiliate of the Credit Parties. Section 16.19 Amendment and Restatement of Original Agreement Â This Agreement amends, restates, consolidates and supplements certain provisions of the Existing Credit Agreement and shall not be considered a novation thereof. Any provision hereof which differs from or is inconsistent with a provision of the Existing Credit Agreement constitutes an amendment to the Existing Credit Agreement with each such amendment being effective as and from the date hereof. The provisions of the Existing Credit Agreement as amended hereby have been consolidated and restated in this Agreement. This Agreement will not discharge or constitute a novation of any debt, obligation, covenant or agreement contained in the Existing Credit Agreement or in any collateral, agreements, certificates and other documents executed and delivered by or on behalf of the Credit Parties in respect thereof or in connection therewith, but same shall remain in full force and effect save to the extent same are amended by the provisions of this Agreement. All representations and warranties set out in this Agreement are freshly made on the date hereof except to the extent made as of a specific date referred to herein, but nothing herein shall release or otherwise affect the Credit Partiesâ€™ liability in connection with the representations and warranties contained in the Existing Credit Agreement. Notwithstanding any other provision hereof, each Guarantor confirms that its existing Guarantee of the Obligations continues to guarantee, inter alia, all of such indebtedness, liabilities and obligations, including but not limited to that arising under this Agreement (the â€œGuaranteed Obligationsâ€). Each Credit Party confirms that each Security Document to which it is (or any of its predecessors was) a party remains in full force and effect, unamended, and in the case of the Borrowers, continues to secure Â Â - 96 -Â the Obligations, and in the case of each Guarantor, continues to secure its Guaranteed Obligations. Where applicable, section references to the Original Credit Agreement or the Existing Credit Agreement in the Security Documents and Guarantees granted in connection with the Original Credit Agreement or the Existing Credit Agreement, as the case may be, shall be deemed to be amended, as applicable, to refer to the corresponding section references of this Agreement. [SIGNATURE PAGES FOLLOW] Â Â S-1Â The parties have executed this Agreement as of the day and year first written above. Â 4700 â€“ 80th StreetDelta, BC V4K 3N3Â Attention: Chief Financial Officer Facsimile: [***] Â VILLAGE FARMS CANADA LIMITED PARTNERSHIP by its general partner VILLAGE FARMS CANADA GP INC., as Borrower Â Â Â Â Â Â Â Â By: Â Â Â Name: Â Â Title: Â Â Â Â I have authority to bind the limited partnership Â 4700 â€“ 80th StreetDelta, BC V4K 3N3Â Attention: Chief financial Officer Facsimile: [***] Â VILLAGE FARMS, L.P., by its general partner VILLAGE FARMS OF DELAWARE, L.L.C., as Borrower Â Â Â Â Â Â Â By: Â Â Â Name: Â Â Title: Â Â Â Â I have authority to bind the limited partnership Â 4700 â€“ 80th StreetDelta, BC V4K 3N3Â Attention: Chief Financial OfficerFacsimile: [***] Â VILLAGE FARMS INTERNATIONAL, INC., as Guarantor Â Â Â Â Â Â Â Â By: Â Â Â Name: Â Â Title:Â Â Â Â Â Â I have authority to bind the corporation Â Signature pages to Second Amended and Restated Credit Agreement â€“ Village Farms S-2 Â Â Â Â 4700 â€“ 80th StreetDelta, BC V4K

3N3Â Attention: Chief Financial OfficerFacsimile: [***] Â VILLAGE FARMS CANADA GP INC., as Guarantor Â Â Â Â Â Â Â By: Â Â Â Name: Â Â Title: Â Â Â Â I have authority to bind the corporation Â 4700 â€“ 80th StreetDelta, BC V4K 3N3Â Attention: Chief Financial OfficerFacsimile: [***] Â VF OPERATIONS CANADA INC., as Guarantor Â Â Â Â Â Â Â By: Â Â Â Name: Â Â Title: Â Â Â Â Â I have authority to bind the corporation Â 4700 â€“ 80th StreetDelta, BC V4K 3N3Â Attention: Chief Financial Officer Facsimile:Â [***] Â VF U.S. HOLDINGS INC., as Guarantor Â Â Â Â Â Â Â By: Â Â Â Name: Â Â Title: Â Â Â Â Â I have authority to bind the corporation Â Â Signature pages to Second Amended and Restated Credit Agreement â€“ Village Farms S-3 Â 4700 â€“ 80th StreetDelta, BC V4K 3N3Â Attention: Chief Financial OfficerFacsimile: [***] Â AGRO POWER DEVELOPMENT, INC., as Guarantor Â Â Â Â Â Â Â By: /s/ Stephen C. Ruffini Â Â Name: Stephen C. Ruffini Â Â Title: EVP & CFO Â Â Â Â Â I have authority to bind the corporation Â 4700 â€“ 80th StreetDelta, BC V4K 3N3Â Attention: Chief Financial OfficerFacsimile: [***] Â VILLAGE FARMS OF DELAWARE, L.L.C., as Guarantor Â Â Â Â Â Â Â By: /s/ Stephen C. Ruffini Â Â Name: Stephen C. Ruffini Â Â Title: EVP & CFO Â Â Â Â Â I have authority to bind the corporation Â Â 4700 â€“ 80th StreetDelta, BC V4K 3N3Â Attention: Chief Financial OfficerFacsimile: [***] Â VF CLEAN ENERGY, INC., as Guarantor Â Â Â Â Â Â Â By: /s/ Stephen C. Ruffini Â Â Name: Stephen C. Ruffini Â Â Title: EVP & CFO Â Â Â Â Â I have authority to bind the corporation Â Â Signature pages to Second Amended and Restated Credit Agreement â€“ Village Farms S-4 Â 100 King Street West, 11th FloorToronto, Ontario M5X 1A1Â Attention: Director, Asset BasedÂ LendingFacsimile: [***]Â Â BANK OF MONTREAL Â Â Â Â Â Â Â Â By: /s/ Sarah Yazji Â Â Name: Sarah Yazji Â Â Title: Associate Director Â Â Â Â By: /s/ Mitko Ivanov Â Â Name: Mitko Ivanov Â Â Title: Director Â Â Â 111 West Monroe Street 5EChicago, Illinois 60603Â Attention: Director Cross BorderFacsimile: [***] Â BANK OF MONTREAL (Chicago Branch) Â Â Â Â Â Â Â Â By: /s/ Charles Reggie Rice Â Â Name: Charles Reggie Rice Â Â Title: Vice President Â Â Â Â By: Â Â Â Name: Â Â Title: Â Â Â Â Â Â Â Signature pages to Second Amended and Restated Credit Agreement â€“ Village Farms EX-31.1 4 vff-ex31_1.htm EX-31.1 EX-31.1 EXHIBIT 31.1 CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Michael A. DeGiglio, certify that: 1.I have reviewed this Quarterly Report on Form 10-Q of Village Farms International, Inc. for the quarter ended June 30, 2024; 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 registrantâ€™s other certifying officer 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 Rulesâ¯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 registrantâ€™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 registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™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 registrantâ€™s internal control over financial reporting. August 8, 2024 Â Â /s/ Michael A. DeGiglio Â Â Name: Michael A. DeGiglio Â Â Title: Chief Executive Officer (Principal Executive Officer) Â EX-31.2 5 vff-ex31_2.htm EX-31.2 EX-31.2 EXHIBIT 31.2 CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Stephen C. Ruffini, certify that: 1.I have reviewed this Quarterly Report on Form 10-Q of Village Farms International, Inc. for the quarter ended June 30, 2024; 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 registrantâ€™s other certifying officer 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 registrantâ€™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 registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™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 registrantâ€™s internal control over financial reporting. Â August 8, 2024 Â Â /s/ Stephen C. Ruffini Â Â Name: Stephen C. Ruffini Â Â Title: Chief Financial Officer(Principal Financial Officer) Â EX-32.1 6 vff-ex32_1.htm EX-32.1 EX-32.1 EXHIBIT 32.1 CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Quarterly Report of Village Farms International, Inc. (the â€œCompanyâ€) on Form 10-Q for the quarter ended June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Michael A. DeGiglio, Principal Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge: 1.The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and 2.The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â August 8, 2024 /s/ Michael A. DeGiglio Â Â Name: Michael A. DeGiglio Â Â Title: Chief Executive Officer Â Â (Principal Executive Officer) Â Â EX-32.2 7 vff-ex32_2.htm EX-32.2 EX-32.2 EXHIBIT 32.2 CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Quarterly Report of Village Farms International, Inc. (the â€œCompanyâ€) on Form 10-Q for the quarter ended June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Stephen C. Ruffini, Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge: 1.The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and 2.The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Â August 8, 2024 /s/ Stephen C. Ruffini Â Â Name: Â Stephen C. Ruffini Â Â Title: Â Chief Financial Officer Â Â Â (Principal Financial Officer) Â EX-101.SCH 8 vff-20240630.xsd XBRL TAXONOMY EXTENSION SCHEMA WITH EMBEDDED LINKBASES DOCUMENT 100000 - Document - Cover Page link:presentationLink link:calculationLink link:definitionLink 100010 - Statement - Condensed Consolidated Statements of Financial Position link:presentationLink link:calculationLink link:definitionLink 100020 - Statement - Condensed Consolidated Statements of Financial Position (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100030 - Statement - Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) 2 link:presentationLink link:calculationLink link:definitionLink 100040 - Statement - Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) link:presentationLink link:calculationLink link:definitionLink 100050 - Statement - Condensed Consolidated Statements of Changes in Shareholders' Equity and Mezzanine Equity link:presentationLink link:calculationLink link:definitionLink 100060 - Statement - Condensed Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 995455 - Disclosure - Business, Basis Of Presentation And Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 995465 - Disclosure - Description of Business link:presentationLink link:calculationLink link:definitionLink 995475 - Disclosure - New Accounting Pronouncements link:presentationLink link:calculationLink link:definitionLink 995485 - Disclosure - Inventories link:presentationLink link:calculationLink link:definitionLink 995495 - Disclosure - Property Plant And Equipment link:presentationLink link:calculationLink link:definitionLink 995505 - Disclosure - Acquisitions link:presentationLink link:calculationLink link:definitionLink 995515 - Disclosure - Goodwill and Intangible Assets link:presentationLink link:calculationLink link:definitionLink 995525 - Disclosure - Line of Credit and Long-term Debt link:presentationLink link:calculationLink link:definitionLink 995535 - Disclosure - Financial Instruments link:presentationLink link:calculationLink link:definitionLink 995545 - Disclosure - Related Party Transactions And Balances link:presentationLink link:calculationLink link:definitionLink 995555 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 995565 - Disclosure - Segment and Geographic Information link:presentationLink link:calculationLink link:definitionLink 995575 - Disclosure - Loss Per Share link:presentationLink link:calculationLink link:definitionLink 995585 - Disclosure - Shareholders' Equity and Share Based Compensation link:presentationLink link:calculationLink link:definitionLink 995595 - Disclosure - Changes in Non-Cash Working Capital Items link:presentationLink link:calculationLink link:definitionLink 995605 - Disclosure - Business, Basis Of Presentation And Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 995615 - Disclosure - Inventories (Tables) link:presentationLink link:calculationLink link:definitionLink 995625 - Disclosure - Property Plant And Equipment (Tables) link:presentationLink link:calculationLink link:definitionLink 995635 - Disclosure - Goodwill and Intangible Assets (Tables) link:presentationLink link:calculationLink link:definitionLink 995645 - Disclosure - Line of Credit and Long-term Debt (Tables) link:presentationLink link:calculationLink link:definitionLink 995655 - Disclosure - Segment and Geographic Information (Tables) link:presentationLink link:calculationLink link:definitionLink 995665 - Disclosure - Loss Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 995675 - Disclosure - Shareholders' Equity and Share Based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 995685 - Disclosure - Changes in Non-Cash Working Capital Items (Tables) link:presentationLink link:calculationLink link:definitionLink 995695 - Disclosure - Business, Basis Of Presentation And Significant Accounting Policies - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995705 - Disclosure - Inventories - Summary of Inventory Current (Detail) link:presentationLink link:calculationLink link:definitionLink 995715 - Disclosure - Property Plant And Equipment - Summary of Property, Plant and Equipment (Detail) link:presentationLink link:calculationLink link:definitionLink 995725 - Disclosure - Property Plant And Equipment - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995735 - Disclosure - Acquisitions - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995745 - Disclosure - Goodwill and Intangible Assets - Schedule of Changes in Carrying Value of Goodwill by Reportable Segment (Detail) link:presentationLink link:calculationLink link:definitionLink 995755 - Disclosure - Goodwill and Intangible Assets - Schedule of Acquired Intangible Assets (Detail) link:presentationLink link:calculationLink link:definitionLink 995765 - Disclosure - Goodwill and Intangible Assets - Schedule of Expected Future Amortization Expense for Definite-Lived Intangible Assets (Detail) link:presentationLink link:calculationLink link:definitionLink 995775 - Disclosure - Goodwill and Intangible Assets - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995785 - Disclosure - Line of Credit and Long-term Debt - Schedule of Debt (Detail) link:presentationLink link:calculationLink link:definitionLink 995795 - Disclosure - Line of Credit and Long-term Debt - Schedule of Debt (Parenthetical) (Detail) link:presentationLink link:calculationLink link:definitionLink 995805 - Disclosure - Line of Credit and Long-term Debt - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995815 - Disclosure - Line of Credit and Long-term Debt - Summary of Aggregate Annual Principal Maturities of Long-Term Debt (Detail) link:presentationLink link:calculationLink link:definitionLink 995825 - Disclosure - Related Party Transactions And Balances - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995835 - Disclosure - Income Taxes - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995845 - Disclosure - Segment and Geographic Information - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995855 - Disclosure - Segment and Geographic Information - Summary of net sales by the countries and business (Detail) link:presentationLink link:calculationLink link:definitionLink 995865 - Disclosure - Loss Per Share - Summary of Basic and Diluted Net Loss per Common Share (Detail) link:presentationLink link:calculationLink link:definitionLink 995875 - Disclosure - Shareholders' Equity and Share Based Compensation - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995885 - Disclosure - Shareholders' Equity and Share Based Compensation - Summary of Stock Option Activity (Detail) link:presentationLink link:calculationLink link:definitionLink 995895 - Disclosure - Shareholders' Equity and Share Based Compensation - Summary of Restricted Shares Unit (Detail) link:presentationLink link:calculationLink link:definitionLink 995905 - Disclosure - Changes in Non Cash Working Capital Items - Summary of Changes in Non Cash Working Capital Items (Detail) link:presentationLink link:calculationLink link:definitionLink Statement [Line Items] Statement [Line Items] Inventory, Current [Table] Inventory Current [Table] Land [Member] Land [Member] Debt Instrument, Interest Rate During Period Debt instrument, interest rate during period Debt Instrument [Axis] Debt Instrument Term loan two member Term Loan Two [Member] Term Loan Two [Member] Trade receivables Increase (Decrease) in Accounts Receivable Trade receivables Share-based compensation arrangement by share based payment award, options grants in period, total intrinsic value. Share Based Compensation Arrangement By Share Based Payment Award Options Grants In Period Total Intrinsic Value Aggregate Intrinsic Value, Granted Entity Address, Postal Zip Code Entity Address, Postal Zip Code Produce and energy member. Produce And Energy [Member] Produce And Energy Redeemable Noncontrolling Interest, Equity, Carrying Amount [Abstract] MEZZANINE EQUITY Nature Of Operations [Table] Nature Of Operations [Table] Nature Of Operations [Table] Accounts Payable and Accrued Liabilities [Member] Accounts Payable and Accrued Liabilities [Member] Entity Incorporation, State or Country Code Entity Incorporation State Country Code Revenues [Abstract] Sales [Abstract] Brand [Member] Brand [Member] Number of Operating Segments Number of operating segments Acquisitions Business Combination Disclosure [Text Block] Finite-Lived Intangible Asset, Expected Amortization, Year Four 2028 Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Weighted Average Exercise Price, Exercisable Rose Life Science Incorporation. Rose Life Science Incorporation [Member] Rose LifeScience Inc. [Member] Extension Period To Regain Compliance With Minimum Bid Requirement Extension Period To Regain Compliance With Minimum Bid Requirement Extension period to regain compliance with minimum bid requirement Shares, Outstanding Ending Balance (in shares) Beggining Balance (in shares) Additional percentage of voting interests acquired Business Acquisition, Percentage of Voting Interests Acquired Decrease to the incremental royalty rate by 0.50%. Decrease to Incremental Royalty Rate By 0.50% [Member] Decrease to Incremental Royalty Rate By 0.50% [Member] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Recoverable amount average revenue growth rate Recoverable amount Average Revenue Growth Rate Recoverable amount average revenue growth rate. Long-Term Debt, Current Maturities Current maturities of long-term debt Long-Term Debt, Current Maturities, Total Investments Investments Investments, Total Net (loss) Income Net Income (Loss), Including Portion Attributable to Nonredeemable Noncontrolling Interest Net Income (Loss), Including Portion Attributable to Nonredeemable Noncontrolling Interest, Total Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class Lender Name [Axis] Lender Name Investment, Name [Domain] Depreciation, Depletion and Amortization Depreciation and amortization Depreciation, Depletion and Amortization, Total Percentage of

additional voting interests acquired Business Acquisition, Percentage of Additional Voting Interest Acquired Business Acquisition, Percentage of Additional Voting Interest Acquired Collaborative Arrangement and Arrangement Other than Collaborative [Domain] Goodwill [Table] Schedule Of Goodwill [Table] Noncash Investing and Financing Items [Abstract] Non-cash investing and financing activities: Impairment charge to intangibles Impairment of intangible assets. Impairment Of Intangible Assets Intangible assets Less: Impairments Related Party Transaction [Line Items] Related Party Transaction [Line Items] Summary of Restricted Shares Unit Schedule of Nonvested Performance-Based Units Activity [Table Text Block] Energy Business Member. Energy Business [Member] Energy Business [Member] Entity Central Index Key Entity Central Index Key Warrants exercisable beginning year Warrants Exercisable Beginning Year Warrants exercisable beginning year. Recoverd Amount Higher (Lower) Than Carrying Amount of Brand. Recoverd Amount Higher (Lower) Than Carrying Amount of Brand Recovered amount higher (lower) than carrying amount of brand Common Stock, Shares, Issued Common stock, shares, issued Income Per Share [Abstract] Income Per Share [Abstract] Prepaid expenses and deposits Increase (Decrease) in Prepaid Expense and Other Assets Prepaid expenses and deposits Long-Term Debt, Maturity, Year Four 2028 Income Statement [Abstract] Purchased Produce Inventory [Member] Purchased Produce Member Purchased Produce [Member] Entity Address, State or Province Entity Address, State or Province Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Loss before taxes Term loan FCC loan member. Term Loan F C C Loan [Member] Term Loan (FCC Loan) [Member] Finite-Lived Intangible Asset, Expected Amortization, Year Three 2027 Decrease to future revenues rate. Decrease To Future Revenues Rate Decrease to future revenues rate Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Aggregate Intrinsic Value, Excercisable Share-based compensation arrangement by share based payment award, equity instruments other than options, exercises in period, weighted average grant date fair value. Share Based Compensation Arrangement By Share Based Payment Award Equity Instruments Other Than Options Exercises In Period Weighted Average Grant Date Fair Value Weighted Average Grant Date Fair Value, Exercised Cover [Abstract] Basic loss per share attributable to Village Farms International, Inc. shareholders Earnings Per Share, Basic Basic Earnings Per Share, Basic, Total Share-Based Payment Arrangement, Option, Exercise Price Range [Table] Schedule Of Share Based Compensation Shares Authorized Under Stock Option Plans By Exercise Price Range [Table] Operating and finance lease liability noncurrent. Operating And Finance Lease Liability Noncurrent Lease liabilities - non-current Canadian creditor [Member]. Canadian Creditor [Member] FCC Loan [Member] Term loan Term Loan Term Loan Share-Based Payment Arrangement, Expense Share based compensation expense Share-based compensation Long-Term Debt Total Retained Earnings (Accumulated Deficit) Retained earnings Retained Earnings (Accumulated Deficit), Total Amortization of Deferred Charges Amortization of deferred charges Amortization of Deferred Charges, Total Segment Reporting [Abstract] Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Number of Options, Ending balance Number of Options, Beginning balance Assets, Current [Abstract] Current assets Increase in post-tax discount rate. Increase in Post Tax Discount Rate Increase in post-tax discount rate UNITED STATES United States [Member] Accounting Standards Update and Change in Accounting Principle [Abstract] Net cash provided by (used in) operating activities Net Cash Provided by (Used in) Operating Activities Entity Address, Country Entity Address, Country Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Accumulated Other Comprehensive Income (Loss), Net of Tax, Total Debt Instrument [Line Items] Debt Instrument [Line Items] Property, Plant and Equipment, Net Property, plant and equipment Property, plant and equipment, net Cash flows provided by (used in) operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Stock Option [Member] Statement of Cash Flows [Abstract] Equity Components [Axis] Equity Components Entity Address, Address Line One Entity Address, Address Line One Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Summary of Basic and Diluted Net Loss per Common Share Related Party Transaction [Table] Schedule Of Related Party Transactions By Related Party [Table] Number of Performance-based Restricted Share Units, Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Property, Plant and Equipment [Line Items] Property Plant And Equipment [Line Items] Operating and finance lease liability current. Operating And Finance Lease Liability Current Lease liabilities - current Number of Performance-based Restricted Share Units, Beginning balance Number of Performance-based Restricted Share Units, Ending balance Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Finite-Lived Intangible Asset, Expected Amortization, Year Two 2026 Amendment Flag Amendment Flag Net gain (loss) attributable to non-controlling interest Less: net loss (income) attributable to non-controlling interests, net of tax Net Income (Loss) Attributable to Noncontrolling Interest Net Income (Loss) Attributable to Noncontrolling Interest, Total Net loss attributable to non-controlling interest Increase (Decrease) in Operating Lease Liability Lease liabilities Payment of interest on long term debt. Payment Of Interest On Long Term Debt Interest paid on long-term debt Debt Instrument, Name [Domain] Debt Instrument, Name Additional Paid in Capital, Common Stock Additional paid in capital Purchase price Sale of Stock, Price Per Share Net loss attributable to Village Farms International, Inc. shareholders Net loss attributable to Village Farms International, Inc. shareholders Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Shares issued on exercise of stock options (in shares) Number of Options, Exercised Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Number of Options, Exercisable Number of Performance-based Restricted Share Units, Exercised Share-based compensation arrangement by share based payment award, equity instruments other than options, exercises in period. Share Based Compensation Arrangement By Share Based Payment Award Equity Instruments Other Than Options Exercises In Period Schedule of Carrying Values of Debt Schedule of Debt [Table Text Block] Operating and finance lease right of use asset. Operating And Finance Lease Right Of Use Asset Right-of-use assets Debt Instrument, Maturity Date Range, Start Debt instrument maturity date Equity Component [Domain] Equity Component Statistical Measurement [Domain] Other income Other Nonoperating Income (Expense) Other Nonoperating Income (Expense), Total Redeemable Noncontrolling Interest, Equity, Carrying Amount Redeemable non-controlling interest Redeemable Noncontrolling Interest, Equity, Carrying Amount, Total Mezzanine Equity Proceeds from Lines of Credit Amounts drawn on facility Proceeds from Lines of Credit, Total Loss including non-controlling interests Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Net loss Loss including non-controlling interests Cannabis Canada Segment. Cannabis Canada Segment [Member] Cannabis Canada Business [Member] Cannabis Canada [Member] Proceeds from Stock Options Exercised Proceeds from exercise of stock options Decrease in terminal growth rate Decrease In Terminal Growth Rate 1 Increase in terminal growth rate. Mezzanine equity increase in additional paid in capital Acquisition of Redeemable non-controlling interest Noncontrolling Interest, Increase from Business Combination Restricted Cash, Current Restricted cash Warrants issued in public offering Adjustments to Additional Paid in Capital, Warrant Issued Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Net of Forfeitures Number of Options, Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Net of Forfeitures, Total Prepaid Expense and Other Assets, Current Prepaid expenses and deposits Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Comprehensive (loss) gain attributable to Village Farms International, Inc. shareholders Comprehensive Income (Loss), Net of Tax, Attributable to Parent Common Stock, Shares, Outstanding Common Stock, Shares, Outstanding, Beginning Balance Common Stock, Shares, Outstanding, Ending Balance Common stock, shares, outstanding Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name Rose LifeScience Inc [Member] Rose Life Science Inc [Member] Rose LifeScience Inc. Rose Finite-Lived Intangible Assets [Line Items] Finite Lived Intangible Assets [Line Items] Entity Interactive Data Current Entity Interactive Data Current Document Quarterly Report Document Quarterly Report Goodwill [Line Items] Goodwill [Line Items] BDC loan member. B D C Loan [Member] BDC Facility [Member] Consolidated Entities [Axis] Consolidated Entities Cash, cash equivalents and restricted cash, end of period Cash, cash equivalents and restricted cash, beginning of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Total Related Party Transactions Disclosure [Text Block] Related Party Transaction And Balances Statement of Financial Position Location, Balance [Axis] Balance Sheet Location Statistical Measurement [Axis] Temporary Equity, Carrying Amount, Including Portion Attributable to Noncontrolling Interests, Total Temporary Equity, Carrying Amount, Including Portion Attributable to Noncontrolling Interests Mezzanine Equity, Beginning balance Mezzanine Equity, Ending balance Cost of Goods and Services Sold Cost of sales Cost of Goods and Services Sold, Total Debt Instrument, Periodic Payment, Principal Debt instrument, periodic principal payment Related and Nonrelated Parties [Domain] Related Party Finite-Lived Intangible Assets, Gross Intangibles, gross Finite-Lived Intangible Assets, Gross, Total Interest Payable Accrued interest payable Term loan one member. Term Loan One [Member] Term Loan One [Member] Business, Basis Of Presentation And Significant Accounting Policies Basis of Presentation and Significant Accounting Policies [Text Block] Weighted Average Grant Date Fair Value, Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Machinery and Equipment [Member] Machinery and Equipment [Member] Assets Total assets Disclosure Of Borrowings Line Items. Disclosure Of Borrowings [Line Items] Disclosure Of Borrowings [Line Items] Cumulative Translation Adjustment, Net of Tax, Period Increase (Decrease) Cumulative translation adjustment Cumulative Translation Adjustment, Net of Tax, Period Increase (Decrease), Total Schedule of Long-Term Debt Instruments [Table] Debt Instrument [Table] Incremental royalty rate. Incremental Royalty Rate Incremental royalty rate Business Acquisition [Line Items] Business Acquisition [Line Items] Recent Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Entity Address, City or Town Entity Address, City or Town AOCI Attributable to Parent [Member] Accumulated Other Comprehensive (Loss) Income [Member] Equity [Abstract] SHAREHOLDERSâ€™ EQUITY Loss from equity method investments Income (Loss) from Equity Method Investments Share of loss from joint ventures Segments [Axis] Segments Payments of Stock Issuance Costs Issuance costs Business combination cash purchase price of acquisition Business Combination, Price of Acquisition, Expected CANADA Canada [Member] Schedule of Maturities of Long-Term Debt [Table Text Block] Schedule of principal maturities of long term debt Acquisitions, net Payments To Acquire Businesses Net Of Cash Financing Activity Payments to acquire businesses net of cash financing activity. Depreciation, Total Depreciation Depreciation on property, plant and equipment Share Price Closing share price Share based Compensation Arrangement By Share based Payment Award Options Grants In Period Weighted Average Remaining Contractual Term Sharebased Compensation Arrangement By Sharebased Payment Award Options Grants In Period Weighted Average Remaining Contractual Term Weighted Average Remaining Contractual Term (years), Granted Schedule of Segment Reporting Information, by Segment [Table] Schedule Of Segment Reporting Information By Segment [Table] Computer Software, Intangible Asset [Member] Computer Software [Member] Share-Based Payment Arrangement [Text Block] Shareholders' Equity and Share Based Compensation Construction in Progress [Member] Construction in Progress [Member] Licensing Agreements [Member] Licenses [Member] Share-based compensation (in shares) Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture, Total Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expirations in Period Number of Options, Fortified Decrease future cash flow rate Increase Future Cash Flow Rate Increase future cash flow rate. Share-based Compensation Arrangement By Share based Payment Award Options Exercises In Period Weighted Average Remaining Contractual Term Sharebased Compensation Arrangement By Sharebased Payment Award Options Exercises In Period Weighted Average Remaining Contractual Term Weighted Average Remaining Contractual Term (years), Exercised General Economic, Regulatory and Market Conditions General Economic Regulatory and Market Conditions Policy [Policy Text Block] General economic regulatory and market conditions policy. Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price Weighted Average Exercise Price, Forfeited/expired Proceeds from issuance of common stock / Shares issued in public offering, net of issuance costs Stock Issued During Period, Value, New Issues Disclosure of changes in non cash working capital items. Disclosure Of Changes In Non Cash Working Capital Items [Abstract] Total deferred tax assets Deferred Tax Assets, Net of Valuation Allowance Deferred Tax Assets, Net of Valuation Allowance, Total Stock Issued During Period, Value, Stock Options Exercised Shares issued on exercise of stock options Liabilities, Current [Abstract] Current liabilities Disclosure of changes in non cash working capital items. Disclosure Of Changes In Non Cash Working Capital Items Table [Text Block] Summary of Changes in Non Cash Working Capital Items Document Type Document Type Asset Impairment Charges, Total Asset Impairment Charges Impairments Impairments Title of 12(b) Security Title of 12(b) Security Cash and Cash Equivalents, at Carrying Value Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value, Total Statement of Financial Position Location, Balance [Domain] Balance Sheet Location Statement of Stockholders' Equity [Abstract] Inventory [Line Items] Inventory [Line Items] Document Fiscal Period Focus Document Fiscal Period Focus Recovered amount higher (lower) than carrying amount of goodwill. Recoverd Amount Higher (Lower) Than Carrying Amount of Goodwill Recovered amount higher (lower) than carrying amount of goodwill Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Aggregate Intrinsic Value, Exercised Long-Term Debt, Excluding Current Maturities Long-term debt Long-Term Debt, Excluding Current Maturities, Total Salary and benefits to employee. Salary And Benefits To Employee Salary and benefits to employee Schedule of Goodwill [Table Text Block] Schedule of Changes in Carrying Value of Goodwill by Reportable Segment Common Stock, Shares Authorized, Unlimited [Fixed List] Common stock, unlimited shares, authorized Property, Plant and Equipment, Gross Property, Plant and Equipment, Gross Property, Plant and Equipment, Gross, Total Property, Plant and Equipment, Gross, Beginning Balance Property, Plant and Equipment, Gross, Ending Balance Principals of Consolidation Consolidation, Policy [Policy Text Block] Weighted Average Grant Date Fair Value, Vested and Issued Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested and Issued in Period, Weighted Average Grant Date Fair Value Share-based compensation arrangement by share-based payment award, equity instruments other than options, vested and issued in period, weighted average grant date fair value. Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Summary of fair value of stock option valuation assumptions Post tax discount rate. Post Tax Discount Rate Post-tax discount rate Total Total Increase (Decrease) in Operating Capital Changes in non-cash working capital items Debt Instrument, Collateral Amount Securities pledged as collateral Exercise price of warrants Class of Warrant or Right, Exercise Price of Warrants or Rights Unrealized Gain (Loss), Foreign Currency Transaction, before Tax Unrealized foreign exchange loss Inventory [Axis] Inventory Assets, Noncurrent [Abstract] Non-current assets Cash flows (used in) provided by investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Schedule of Nonvested Restricted Stock Units Activity [Table Text Block] Summary of non-vested performance-based restricted share units Share Purchase Agreement Share Purchase Agreement Member Share Purchase Agreement Member Income Tax Disclosure [Text Block] Income Taxes Consolidated Entities [Domain] Consolidated Entities Finished Goods [Member] Public utilities inventory finished goods. Public Utilities Inventory Finished Goods [Member] Selling, General and Administrative Expense Selling, general and administrative expenses Selling, General and Administrative Expense, Total Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Credit Facility [Domain] Credit Facility Finite-Lived Intangible Assets, Net Intangibles, net Finite-Lived Intangible Assets, Net, Beginning Balance Finite-Lived Intangible Assets, Net, Ending Balance Packaging [Member] Public utilities inventory packaging. Public Utilities Inventory Packaging [Member] Trade payables Increase (Decrease) in Accounts Payable Increase (Decrease) in Accounts Payable, Total Number of Performance-based Restricted Share Units, Vested and Issued Share Based Compensation Arrangement by Share Based Payment Award Equity Instruments Other than Options Vested and Issued in Period Share based compensation arrangement by share based payment award equity instruments other than options vested and issued in period. Document Period End Date Document Period End Date Net Cash Provided by (Used in) Financing Activities Net cash (used in) provided by financing activities Debt instrument quarterly payments interest rate Debt Instrument Quarterly Payments Interest Rate Debt Instrument Quarterly Payments Interest Rate Liabilities, Noncurrent [Abstract] Non-current liabilities Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Antidilutive options and awards Equity Method Investment, Ownership Percentage Equity ownership percentage Accrued Liabilities, Current Accrued liabilities Accrued Liabilities, Current, Total Income Tax Expense (Benefit) Income Tax Expense (Benefit), Total Provision for income taxes Trading Symbol Trading Symbol Equity, Attributable to Parent Ending Balance Beginning Balance Total Village Farms International, Inc. shareholders' equity Long-Lived Tangible Asset [Axis] Long-Lived Tangible Asset Pure Sunfarms [Member]. Pure Sunfarms [Member] Pure Sunfarms [Member] Warrants to purchase shares Class of Warrant or Right, Outstanding Other Liabilities, Noncurrent Other liabilities Cash purchase price Payments to Acquire Businesses, Gross Related Party Transactions [Abstract] Property, Plant and Equipment [Table] Schedule Of Property Plant And Equipment [Table] Good will Goodwill Ending Balance Beginning Balance Goodwill Goodwill, Total Debt, Weighted Average Interest Rate Weighted average interest rate Decrease to incremental royalty rate. Decrease to Incremental Royalty Rate Decrease to incremental royalty rate Deferred Income Tax Expense (Benefit) Deferred income taxes Deferred Income Tax Expense (Benefit), Total Geographical [Axis] Geographical Decrease In Threshold Percentage Of Revenue Decrease In Threshold Percentage Of Revenue Decrease in threshold percentage of revenue Work-In-Progress [Member] Public utilities inventory work in progress. Public Utilities Inventory Work In Progress [Member] Other member. Other [Member] Other [Member] Schedule of Business Acquisitions, by Acquisition [Table] Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Share Based Compensation Shares Authorized Under Stock Option Plans Exercise Price Range [Line Items] Scenario [Axis] Security

Exchange Name Security Exchange Name Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree Performance Based Restricted Share Unit [Member] Performance Based Restricted Share Unit [Member] Performance-Based Restricted Share Unit [Member] Proceeds from issuance of common stock and warrants. Proceeds From Issuance Of Common Stock And Warrants Proceeds from issuance of common stock and warrants Long-Lived Tangible Asset [Domain] Long-Lived Tangible Asset Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Less: Accumulated depreciation Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Total Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Beginning Balance Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Ending Balance Investments, All Other Investments [Abstract] Spare parts inventory and packaging. Spare Parts Inventory And Packaging [Member] Spare Parts Inventory and Packinng [Member] Maximum [Member] Maximum [Member] Liabilities and Equity Total liabilities, mezzanine equity and shareholdersâ€™ equity Recoverable amount average revenue growth rate period Recoverable Amount Average Revenue Growth Rate Term Recoverable amount average revenue growth rate term. Finite-Lived Intangible Assets, Amortization Expense, Maturity Schedule [Abstract] Fiscal period Diluted loss per share attributable to Village Farms International, Inc. shareholders Earnings Per Share, Diluted Diluted Earnings Per Share, Diluted, Total Cannabis business member. Cannabis Business [Member] Cannabis Business [Member] Liabilities Total liabilities Recoverable amount terminal growth rate Recoverable Amount Terminal Growth Rate Recoverable amount terminal growth rate. Assets, Current Total current assets Net Cash Provided by (Used in) Investing Activities Net cash used in investing activities Two thousand twenty one non revolving variable rate term loan [Member]. Two Thousand Twenty One Non Revolving Variable Rate Term Loan [Member] Non-Revolving Variable Rate Term Loan 2021 [Member] Proceeds from issuance of common stock / Shares issued in pubic offering, net of issuance costs (in shares) Shares issued in pubic offering, net of issuance costs (in shares) Stock Issued During Period, Shares, New Issues Entity Filer Category Entity Filer Category Goodwill and Intangible Assets Disclosure [Text Block] Goodwill and Intangible Assets Property, Plant and Equipment [Abstract] Equity, Including Portion Attributable to Noncontrolling Interest Total shareholders' equity Beginning Balance Ending Balance Accrued loyalty program, current. Accrued Loyalty Program Current Accrued loyalty program Disclosure of borrowings. Disclosure Of Borrowings [Table] Disclosure Of Borrowings [Table] Increase in impairment to goodwill. Increase in Impairment to Goodwill Increase in impairment to goodwill Current Fiscal Year End Date Current Fiscal Year End Date Noncontrolling Interest [Member] Noncontrolling Interest [Member] Decrease in future revenue rate by 10. Decrease in Future Revenue Rate by 10 [Member] Decrease in Future Revenue Rate by 10% [Member] Share-Based Payment Arrangement, Noncash Expense Share-based compensation Share-Based Payment Arrangement, Noncash Expense, Total Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Aggregate Intrinsic Value Other assets, net of other liabilities Increase decrease in other assets net of other liabilities. Increase Decrease In Other Assets Net Of Other Liabilities Other assets, net of other liabilities Related and Nonrelated Parties [Axis] Related Party Threshold percentage of revenue. Threshold Percentage Of Revenue Threshold Percentage of Revenue Goodwill, Foreign Currency Translation Gain (Loss) Foreign currency translation adjustment Entity Registrant Name Entity Registrant Name Deferred Tax and Other Liabilities, Noncurrent Deferred tax liability Gross Profit Gross Margin Gross profit Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Schedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table] Earnings Per Share [Text Block] Loss Per Share Debt Instrument, Maturity Date Debt instrument maturity date Entity Emerging Growth Company Entity Emerging Growth Company Net Income (Loss) Available to Common Stockholders, Basic [Abstract] Numerator: Purchases of intangibles Payments to Acquire Intangible Assets Other Liabilities, Current Other current liabilities Weighted Average Number of Shares Outstanding, Basic Basic Weighted average number of common shares - basic Weighted Average Number of Shares Outstanding, Basic, Total Income tax receivable Income Taxes Receivable Date of acquisition agreement Business Acquisition, Date of Acquisition Agreement Proceeds from issuance of common stock after deducting commissions and offering expenses Proceeds from Issuance of Common Stock Debt Disclosure [Abstract] Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Weighted Average Exercise Price, Granted Number of Performance-based Restricted Share Units, Vested and Issued Share Based Compensation Arrangement by Share Based Payment Award Equity Instrument Other than Options Vested and Issued in Period Share based compensation arrangement by share based payment award equity instrument other than options vested and issued in period. Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Weighted Average Remaining Contractual Term (years) Share-Based Payment Arrangement [Abstract] Shares Issued, Value, Share-Based Payment Arrangement, after Forfeiture Share-based compensation Shares Issued, Value, Share-Based Payment Arrangement, after Forfeiture, Total Goodwill, Impairment Loss Goodwill Impairments Impairments Accounting Policies [Abstract] Summary of Stock Option Activity Share-Based Payment Arrangement, Option, Activity [Table Text Block] Long-Term Line of Credit Total outstanding amount Long-Term Line of Credit, Total Income Tax Disclosure [Abstract] Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Effect of exchange rate changes on cash and cash equivalents Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations, Total Statement [Table] Statement [Table] Property, Plant and Equipment [Table Text Block] Summary of Property, Plant and Equipment Schedule of Acquired Finite-Lived Intangible Assets by Major Class [Table Text Block] Schedule of Acquired Intangible Assets Comprehensive loss (income) attributable to non-controlling interests Comprehensive Income (Loss), Net of Tax, Attributable to Noncontrolling Interest Comprehensive Income (Loss), Net of Tax, Attributable to Noncontrolling Interest, Total Comprehensive loss (income) attributable to non-controlling interests Changes In Non Cash Working Capital Items. Changes In Non Cash Working Capital Items [Text Block] Changes in Non Cash Working Capital Items Securities Act File Number Entity File Number Segment Reporting Disclosure [Text Block] Segment and Geographic Information Weighted average number of common shares used in the computation of net loss per share (in thousands): Earnings Per Share, Basic, Other Disclosure [Abstract] Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Net (decrease) increase in cash, cash equivalents and restricted cash Net loss per ordinary share: Earnings Per Share [Abstract] Warrants exercisable expiration year Warrants and Rights Outstanding, Term Long-Term Debt, Maturity, Remainder of Fiscal Year Remainder of 2024 Inventory Disclosure [Abstract] Statement of Financial Position [Abstract] Interest Expense, Operating and Nonoperating Interest expense Interest expense Interest Expense, Total Accrued sales taxes, current. Accrued Sales Taxes Current Accrued sales taxes Long-Term Debt, Maturity, Year One 2025 Accrued Income Taxes, Current Income tax payable Increase of 1% to the discount rate. Increase of 1% to Discount Rate [Member] Increase of 1% to Discount Rate [Member] Common Stock, No Par Value Common stock, no par value Letter of Credit [Member] Letter of Credit Entity Shell Company Entity Shell Company Entity Tax Identification Number Entity Tax Identification Number Assets [Abstract] ASSETS Crop Inventory Member Crop Inventory [Member] Crop Inventory [Member] Entity Current Reporting Status Entity Current Reporting Status Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Weighted Average Remaining Contractual Term (years), Exercisable Property, Plant and Equipment Disclosure [Text Block] Property Plant And Equipment Inventory Disclosure [Text Block] Inventories Geographical [Domain] Geographical Document Fiscal Year Focus Document Fiscal Year Focus Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Total Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period Number of Options,Forfeited/expired Number of Options, Forfeited/expired Repayments of Long-Term Debt Repayments on borrowings Repayments of Long-Term Debt, Total Produce Business Member. Produce Business [Member] Produce Business [Member] Finite-Lived Intangible Assets, Accumulated Amortization Less: Accumulated amortization Business Acquisition [Axis] Business Acquisition City Area Code City Area Code Liabilities, Current Total current liabilities Amount of amortization for asset, excluding financial asset and goodwill, lacking physical substance with finite life expected to be recognized after four fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). Finite Lived Intangible Assets Amortization Expense After Year Four Thereafter Brand and trademarks. Brand And Trademarks [Member] Brand and Trademarks [Member] BDC Facility. B D C Facility [Member] BDC Facility [Member] Line of Credit Facility, Lender [Domain] Line of Credit Facility, Lender Revolving operating loan [Member]. Revolving Operating Loan [Member] Revolving Operating Loan [Member] Inventory, Net Inventories Inventory, Net, Total Organization, Consolidation and Presentation of Financial Statements [Abstract] Local Phone Number Local Phone Number Goodwill and intangible asset impairments Goodwill and intangible asset impairments Goodwill and Intangible Asset Impairment Goodwill and Intangible Asset Impairment, Total Raw Materials [Member] Raw Materials [Member] Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax Foreign currency translation adjustment Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Total Retained Earnings [Member] Retained Earnings [Member] Inventory [Domain] Inventory Payments to Acquire Property, Plant, and Equipment Purchases of property, plant and equipment Payments to Acquire Property, Plant, and Equipment, Total Document Transition Report Document Transition Report Other receivables Increase (Decrease) in Other Operating Assets Increase (Decrease) in Other Operating Assets, Total Other receivables Temporary Equity, Net Income Mezzanine Equity, Net loss Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Weighted Average Exercise Price, Exercised Deferred Income Tax Assets, Net Deferred tax asset Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal Year Remainder of 2024 Minimum [Member] Earnings Per Share Reconciliation [Abstract] Common Stock [Member] Common Stock [Member] Common Stock [Member] Mezzanine equity acquisition of non-controlling interests Mezzanine Equity, Acquisition of redeemable non-controlling interests Temporary Equity Increase in Non Controlling Interests Due to Acquistion Temporary equity increase in non controlling interests due to acquistion. Long-Term Debt, Maturity, Year Two 2026 Investment, Name [Axis] Non-cash lease expense Non Cash Lease Expenses Non cash lease expenses. Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Weighted Average Grant Date Fair Value, Ending balance Weighted Average Grant Date Fair Value, Beginning balance Starting period of recoverable amount budgets approved by senior management Starting Period Of Recoverable Amount Budgets Approved By Senior Management Starting period of recoverable amount budgets approved by senior management. Additional Paid-in Capital [Member] Additional Paid-in Capital [Member] Translations of Foreign Currencies Foreign Currency Transactions and Translations Policy [Policy Text Block] Gross Profit [Abstract] Gross profit [Abstract] Adjustments to reconcile net loss attributable to Village Farms International, Inc. shareholders to net cash provided by (used in) operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Other Comprehensive Income (Loss), Net of Tax [Abstract] Other comprehensive (loss) income: Other Assets, Noncurrent Other assets Segments [Domain] Segments Schedule of Inventory, Current [Table Text Block] Schedule of Inventory, Current Proceeds from Sale of Notes Receivable Repayment of note receivable Mezanine Equity, Cumulative translation adjustment Temporary Equity Cumulative Translation Adjustment Temporary equity cumulative translation adjustment. Goodwill and Intangible Assets Disclosure [Abstract] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Financial Instruments Disclosure [Text Block] Financial Instruments Stockholders' Equity Attributable to Noncontrolling Interest, Total Stockholders' Equity Attributable to Noncontrolling Interest, Beginning Balance Stockholders' Equity Attributable to Noncontrolling Interest, Ending Balance Equity, Attributable to Noncontrolling Interest Non-controlling interest Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Finite-Lived Intangible Asset, Expected Amortization, Year One 2025 Scenario [Domain] Customer Relationships [Member] Customer Relationships [Member] Ending period of recoverable amount budgets approved by senior management Ending period of recoverable amount budgets approved by senior management Ending period of recoverable amount budgets approved by senior management. Employee. Employee [Member] Employees Common stock, no par value per share - unlimited shares authorized; 111,727,953 shares issued and outstanding at June 30, 2024 and 110,248,929 shares issued and outstanding at December 31, 2023. Common Stock, Value, Issued Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing after fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). Long Term Debt Maturities Repayments Of Principal After Year Four Thereafter Line of Credit, Current Line of credit Investment Income, Interest Interest income Interest income Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Schedule of Expected Future Amortization Expense for Definite-Lived Intangible Assets Number of Performance-based Restricted Share Units, Exercisable Share Based Compensation Arrangement By Share Based Payment Award Equity Instruments Other Than Options Exercisable Share Based Compensation Arrangement By Share Based Payment Award Equity Instruments Other Than Options Exercisable Long-Term Debt, Maturity, Year Three 2027 Rose Acquisition Rose Acquisition [Member] Rose Acquisition. Schedule of Acquired Finite-Lived Intangible Asset by Major Class [Table] Schedule Of Acquired Finite Lived Intangible Asset By Major Class [Table] Weighted Average Number of Shares Outstanding, Diluted Diluted Weighted average number of common shares - diluted Schedule of Segment Reporting Information, by Segment [Table Text Block] Summary of Net Sales by the Countries and Business Accounts Receivable, after Allowance for Credit Loss, Current Trade receivables Accounts Receivable, after Allowance for Credit Loss, Current, Total Inventories Increase (Decrease) in Inventories Increase (Decrease) in Inventories, Total Inventories Nature of operations. Nature Of Operations [Line Items] Nature Of Operations [Line Items] Weighted Average Number of Shares Outstanding, Diluted [Abstract] Denominator: Extended maturity date Line of Credit Facility Extended Maturity Date Line of credit facility extended maturity date. Comprehensive (loss) gain including non-controlling interests Comprehensive Income (Loss), Net of Tax, Including Portion Attributable to Noncontrolling Interest Entity Small Business Entity Small Business Segment Reporting Information [Line Items] Segment Reporting Information [Line Items] Line of Credit and Long-term Debt Debt Disclosure [Text Block] Leaseholds and Leasehold Improvements [Member] Leaseholds and Leasehold Improvements [Member] Finite lived amortizable intangible assets net. Finite Lived Amortizable Intangible Assets Net Intangibles, net Revenues Sales Sales Revenues, Total Foreign exchange (loss) gain Gain (Loss), Foreign Currency Transaction, before Tax Foreign Currency Transaction Gain (Loss), before Tax, Total Credit Facility [Axis] Credit Facility Accounts and Other Receivables, Net, Current Other receivables Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Expirations in Period, Weighted Average Exercise Price Weighted Average Exercise Price,Fortified Goodwill [Member] Net Cash Provided by (Used in) Financing Activities [Abstract] Cash flows (used in) provided by financing activities: Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Weighted Average Exercise Price, Ending balance Weighted Average Exercise Price, Beginning balance Cannabis United States Business [Member] Cannabis United States Segment. Cannabis United States Segment [Member] Cannabis U.S. [Member] Liabilities [Abstract] LIABILITIES Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Effect of dilutive securities- share-based employee options and awards Intangible Assets, Net (Excluding Goodwill) Intangibles Intangible Assets, Net (Excluding Goodwill), Total Intangible assets Leli Holland B.V. ("Leli"). Leli Holland B.V. ("Leli") [Member] Leli Holland B.V. [Member] Valuation allowance Deferred Tax Assets, Valuation Allowance Share Based Compensation Arrangement By Share Based Payment Award Equity Instruments Other Than Options Exercisable Weighted Average Grant Date Fair Value Share Based Compensation Arrangement By Share Based Payment Award Equity Instruments Other Than Options Exercisable Weighted Average Grant Date Fair Value, Exercisable Accounts Payable, Current Trade payables Accounts Payable, Current, Total Buildings [Member] Building [Member] Accrued liabilities Increase (Decrease) in Accrued Liabilities Increase (Decrease) in Accrued Liabilities, Total XML 10 R1.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Cover Page - shares 6 Months Ended Jun. 30, 2024 Aug. 06, 2024 Cover [Abstract] Â Â Document Type 10-Q Â Amendment Flag false Â Document Period End Date Jun. 30, 2024 Â Document Fiscal Year Focus 2024 Â Document Fiscal Period Focus Q2 Â Trading Symbol VFF Â Entity Registrant Name VILLAGE FARMS INTERNATIONAL, INC. Â Entity Central Index Key 0001584549 Â Current Fiscal Year End Date --12-31 Â Entity Current Reporting Status Yes Â Entity Interactive Data Current Yes Â Entity Filer Category Non-accelerated Filer Â Entity Shell Company false Â Entity Small Business true Â Entity Emerging Growth Company false Â Security Exchange Name NASDAQ Â Entity Address, Country CA Â Title of 12(b) Security Common Shares, without par value Â Entity File Number 001-38783 Â Entity Incorporation State Country Code A6 Â Entity Tax Identification Number 98-1007671 Â Entity Address, State or Province BC Â Entity Address, Address Line One 4700-80th Street Â Entity Address, City or Town Delta Â Entity Address, Postal Zip Code V4K 3N3 Â City Area Code 604 Â Local Phone Number 940-6012 Â Document Quarterly Report true Â Document Transition Report false Â Entity Common Stock, Shares Outstanding Â 111,727,953 X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCover page. + ReferencesNo definition available. + Details Name: dei_CoverAbstract Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration

X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionISO 3166-1 alpha-2 country code. + ReferencesNo definition available. + Details Name: dei_EntityAddressCountry Namespace Prefix: dei_ Data Type: dei:countryCodeItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have 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 registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei_Security12bTitle Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration XML 11 R2.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Financial Position - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Current assets Â Â Cash and cash equivalents $ 29,657 $ 30,291 Restricted cash Â 5,000 Trade receivables 39,875 30,561 Inventories 59,029 78,472 Income tax receivable 8 Â Other receivables 1,087 294 Prepaid expenses and deposits 4,678 7,150 Total current assets 134,334 151,768 Non-current assets Â Â Property, plant and equipment 198,433 205,613 Investments 2,656 2,656 Goodwill 44,460 55,918 Intangibles 27,869 32,275 Deferred tax asset 4,201 4,201 Right-of-use assets 11,352 12,596 Other assets 2,049 1,962 Total assets 425,354 466,989 Current liabilities Â Â Line of credit 4,000 4,000 Trade payables 20,117 21,753 Current maturities of long-term debt 8,683 9,133 Accrued sales taxes 15,785 15,941 Accrued loyalty program 1,623 1,773 Accrued liabilities 13,299 15,076 Lease liabilities - current 2,354 2,112 Income tax payable Â 28 Other current liabilities 2,337 2,340 Total current liabilities 68,198 72,156 Non-current liabilities Â Â Long-term debt 35,736 38,925 Deferred tax liability 23,582 23,730 Lease liabilities - non-current 9,712 11,335 Other liabilities 2,087 1,902 Total liabilities 139,315 148,048 MEZZANINE EQUITY Â Â Redeemable non-controlling interest 10,358 15,667 SHAREHOLDERSâ€™ EQUITY Â Â Common stock, no par value per share - unlimited shares authorized; 111,727,953 shares issued and outstanding at June 30, 2024 and 110,248,929 shares issued and outstanding at December 31, 2023. 386,719 386,719 Additional paid in capital 30,405 25,611 Accumulated other comprehensive loss (9,394) (3,540) Retained earnings (132,566) (106,165) Total Village Farms International, Inc. shareholders' equity 275,164 302,625 Non-controlling interest 517 649 Total shareholders' equity 275,681 303,274 Total liabilities, mezzanine equity and shareholdersâ€™ equity $ 425,354 $ 466,989 X - DefinitionAmount, after allowance, receivable from customers, clients, or other third-parties, and receivables classified as other due within one year or the normal operating cycle, if longer. + ReferencesNo definition available. + Details Name: us-gaap_AccountsAndOtherReceivablesNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying amount as of the balance sheet date of the unpaid sum of the known and estimated amounts payable to satisfy all currently due domestic and foreign income tax obligations. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(15)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_AccruedIncomeTaxesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef - Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14 + Details Name: us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapitalCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification - Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic

10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 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Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AssetsNoncurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allocation of valuation allowances and deferred tax liability, of deferred tax asset attributable to deductible differences and carryforwards, with jurisdictional netting. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-4Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-6 + Details Name: us-gaap_DeferredIncomeTaxAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after deferred tax asset, of deferred tax liability attributable to taxable differences, with jurisdictional netting, and liabilities classified as noncurrent and other. + ReferencesNo definition available. + Details Name: us-gaap_DeferredTaxAndOtherLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_EquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying amount as of the balance sheet date of income taxes previously overpaid to tax authorities (such as U.S. Federal, state and local tax authorities) representing refunds of overpayments or recoveries based on agreed-upon resolutions of disputes. Also called income tax refund receivable. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(3)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_IncomeTaxReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1 + Details Name: us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_InventoryNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts as of the balance sheet date of all investments. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 944 -SubTopic 80 -Name Accounting Standards Codification -Section 55 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480078/944-80-55-14Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 944 -SubTopic 80 -Name Accounting Standards Codification -Section 55 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480078/944-80-55-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(h)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_Investments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1:

http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 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-SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-5Reference 10: 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50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesNoncurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe carrying value as of the balance sheet date of the current portion of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_LinesOfCreditCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher

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Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAs of the reporting date, the aggregate carrying amount of all noncontrolling interests which are redeemable by the (parent) entity (1) at a fixed or determinable price on a fixed or determinable date, (2) at the option of the holder of the noncontrolling interest, or (3) upon occurrence of an event that is not solely within the control of the (parent) entity. This item includes noncontrolling interest holder's ownership (or holders' ownership) regardless of the type of equity interest (common, preferred, other) including all potential organizational (legal) forms of the investee entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 480 -SubTopic 10 -Subparagraph (12)(c) -Section S99 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 480 -SubTopic 10 -Subparagraph (16)(c) -Paragraph 3A -Section S99 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3AReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 480 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3A -Subparagraph (15) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3AReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 480 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3A -Subparagraph (14) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3A + Details Name: us-gaap_RedeemableNoncontrollingInterestEquityCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_RedeemableNoncontrollingInterestEquityCarryingAmountAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8 + Details Name: us-gaap_RestrictedCashCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent and noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a)(3)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479832/842-10-65-8Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-24Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 23 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-23Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-5Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (i)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name

Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 34: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-3Reference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 38: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 39: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 40: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 41: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 42: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 43: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 44: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 45: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 46: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-15Reference 47: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-16Reference 48: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4I -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4IReference 49: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1 + Details Name: us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAccrued loyalty program, current. + ReferencesNo definition available. + Details Name: vff_AccruedLoyaltyProgramCurrent Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAccrued sales taxes, current. + ReferencesNo definition available. + Details Name: vff_AccruedSalesTaxesCurrent Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionOperating and finance lease liability current. + ReferencesNo definition available. + Details Name: vff_OperatingAndFinanceLeaseLiabilityCurrent Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionOperating and finance lease liability noncurrent. + ReferencesNo definition available. + Details Name: vff_OperatingAndFinanceLeaseLiabilityNoncurrent Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionOperating and finance lease right of use asset. + ReferencesNo definition available. + Details Name: vff_OperatingAndFinanceLeaseRightOfUseAsset Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 12 R3.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Financial Position (Parenthetical) - $ / shares 6 Months Ended 12 Months Ended Jun. 30, 2024 Dec. 31, 2023 Assets [Abstract] Â Â Common stock, no par value $ 0 $ 0 Common stock, unlimited shares, authorized Unlimited Unlimited Common stock, shares, issued 111,727,953 110,248,929 Common stock, shares, outstanding 111,727,953 110,248,929 X - ReferencesNo definition available. + Details Name: us-gaap_AssetsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFace amount per share of no-par value common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockNoParValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionIndicates whether number of common shares permitted to be issued is unlimited. Acceptable value is "Unlimited". + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorizedUnlimited Namespace Prefix: us-gaap_ Data Type: us-types:authorizedUnlimitedItemType Balance Type: na Period Type: duration X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant XML 13 R4.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) - USD ($) shares in Thousands, $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Income Statement [Abstract] Â Â Â Â Sales $ 92,182 $ 77,212 $ 170,259 $ 141,868 Cost of sales (82,934) (65,713) (145,498) (118,069) Gross profit 9,248 11,499 24,761 23,799 Selling, general and administrative expenses (19,666) (16,753) (36,053) (34,158) Interest expense (905) (1,411) (1,822) (2,544) Interest income 322 283 528 479 Foreign exchange (loss) gain (403) 738 (1,281) 669 Other income 45 5,602 149 5,632 Goodwill and intangible asset impairments (11,939) Â (11,939) Â Loss before taxes (23,298) (42) (25,657) (6,123) Provision for income taxes (260) (1,299) (580) (1,933) Loss including non-controlling interests (23,558) (1,341) (26,237) (8,056) Less: net loss (income) attributable to non-controlling interests, net of tax 9 (39) (164) 40 Net loss attributable to Village Farms International, Inc. shareholders $ (23,549) $ (1,380) $ (26,401) $ (8,016) Basic loss per share attributable to Village Farms International, Inc. shareholders $ (0.21) $ (0.01) $ (0.24) $ (0.07) Diluted loss per share attributable to Village Farms International, Inc. shareholders $ (0.21) $ (0.01) $ (0.24) $ (0.07) Weighted average number of common shares used in the computation of net loss per share (in thousands): Â Â Â Â Basic 110,960 110,239 110,604 107,185 Diluted 110,960 110,239 110,604 107,185 Loss including non-controlling interests $ (23,558) $ (1,341) $ (26,237) $ (8,056) Other comprehensive (loss) income: Á Â Â Â Foreign currency translation adjustment (2,001) 4,225 (6,252) 5,087 Comprehensive (loss) gain including non-controlling interests (25,559) 2,884 (32,489) (2,969) Comprehensive loss (income) attributable to non-controlling interests 117 (361) 232 (403) Comprehensive (loss) gain attributable to Village Farms International, Inc. shareholders $ (25,442) $ 2,523 $ (32,257) $ (3,372) X - DefinitionAmount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-5 + Details Name: us-gaap_ComprehensiveIncomeNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income (loss) and other comprehensive income (loss), attributable to noncontrolling interests. Excludes changes in equity resulting from investments by owners and distributions to owners. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-21Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4K + Details Name: us-gaap_ComprehensiveIncomeNetOfTaxAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income. Excludes changes in equity resulting from investments by owners and distributions to owners. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4K + Details Name: us-gaap_ComprehensiveIncomeNetOfTaxIncludingPortionAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate costs related to goods produced and sold and services rendered by an entity during the reporting period. This excludes costs incurred during the reporting period related to financial services rendered and other revenue generating activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1 + Details Name: us-gaap_CostOfGoodsAndServicesSold Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic

815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareBasicOtherDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount, before tax, of realized and unrealized gain (loss) from foreign currency transaction. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 20 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482014/830-20-35-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481956/830-20-45-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481926/830-20-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481839/830-10-45-17 + Details Name: us-gaap_ForeignCurrencyTransactionGainLossBeforeTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionTotal loss recognized during the period from the impairment of goodwill plus the loss recognized in the period resulting from the impairment of the carrying amount of intangible assets, other than goodwill. + ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetImpairment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI 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-Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_GrossProfit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI 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Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-24Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483013/835-20-50-1 + Details Name: us-gaap_InterestExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before accretion (amortization) of purchase discount (premium) of interest income on nonoperating securities. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32 + Details Name: us-gaap_InvestmentIncomeInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: 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-SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards 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DefinitionAmount of Net Income (Loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(17)) -Publisher FASB -URI 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http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B + Details Name: us-gaap_NetIncomeLossAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (a) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1 + Details Name: us-gaap_OtherComprehensiveIncomeLossForeignCurrencyTransactionAndTranslationAdjustmentNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OtherComprehensiveIncomeLossNetOfTaxPeriodIncreaseDecreaseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of income (expense) related to nonoperating activities, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards 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Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_Revenues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total costs related to selling a firm's product and services, as well as all other general and administrative expenses. Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_SellingGeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 14 R5.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Changes in Shareholders' Equity and Mezzanine Equity - USD ($) shares in Thousands, $ in Thousands Total Common Stock [Member] Additional Paid-in Capital [Member] Accumulated Other Comprehensive (Loss) Income [Member] Retained Earnings [Member] Noncontrolling Interest [Member] Beginning Balance at Dec. 31, 2022 $ 303,830 $ 372,429 $ 13,372 $ (8,371) $ (74,367) $ 767 Beggining Balance (in shares) at Dec. 31, 2022 Â 91,789 Â Â Â Â Mezzanine Equity, Beginning balance at Dec. 31, 2022 16,164 Â Â Â Â Â Proceeds from issuance of common stock / Shares issued in public offering, net of issuance costs 14,207 $ 14,207 Â Â Â Â Proceeds from issuance of common stock / Shares issued in pubic offering, net of issuance costs (in shares) Â 18,350 Â Â Â Â Warrants issued in public offering 9,128 Â 9,128 Â Â Â Shares issued on exercise of stock options 83 $ 83 Â Â Â Â Shares issued on exercise of stock options (in shares) Â 100 Â Â Â Â Share-based compensation 2,388 Â 2,388 Â Â Â Cumulative translation adjustment 5,087 Â Â 5,087 Â Â Net (loss) Income (8,115) Â Â Â (8,016) (99) Mezzanine Equity, Net loss 59 Â Â Â Â Â Â Ending Balance at Jun. 30, 2023 326,608 $ 386,719 24,888 (3,284) (82,383) 668 Ending Balance (in shares) at Jun. 30, 2023 Â 110,239 Â Â Â Â Mezzanine Equity, Ending balance at Jun. 30, 2023 16,223 Â Â Â Â Â Beginning Balance at Mar. 31, 2023 323,157 $ 386,719 24,232 (7,509) (81,003) 718 Beggining Balance (in shares) at Mar. 31, 2023 Â 110,239 Â Â Â Â Mezzanine Equity, Beginning balance at Mar. 31, 2023 16,134 Â Â Â Â Â Â Share-based compensation 656 Â 656 Â Â Â Cumulative translation adjustment 4,225 Â Â 4,225 Â Â Net (loss) Income (1,430) Â Â Â (1,380) (50) Mezzanine Equity, Net loss 89 Â Â Â Â Â Â Ending Balance at Jun. 30, 2023 326,608 $ 386,719 24,888 (3,284) (82,383) 668 Ending Balance (in shares) at Jun. 30, 2023 Â 110,239 Â Â Â Â Mezzanine Equity, Ending balance at Jun. 30, 2023 16,223 Â Â Â Â Â Beginning Balance at Dec. 31, 2023 303,274 $ 386,719 25,611 (3,540) (106,165) 649 Beggining Balance (in shares) at Dec. 31, 2023 Â 110,249 Â Â Â Â Mezzanine Equity, Beginning balance at Dec. 31, 2023 15,667 Â Â Â Â Â Share-based compensation (in shares) Â 1,479 Â Â Â Â Share-based compensation 2,601 Â 2,601 Â Â Â Mezzanine Equity, Acquisition of redeemable non-controlling interests (5,209) Â Â Â Â Acquisition of Redeemable non-controlling interest 2,193 Â 2,193 Â Â Â Cumulative translation adjustment (5,880) Â Â (5,854) Â (26) Net (loss) Income (26,507) Â Â Â (26,401) (106) Mezanine Equity, Cumulative translation adjustment (369) Â Â Â Â Â Mezzanine Equity, Net loss 269 Â Â Â Â Â Â Ending Balance at Jun. 30, 2024 275,681 $ 386,719 30,405 (9,394) (132,566) 517 Ending Balance (in shares) at Jun. 30, 2024 Â 111,728 Â Â Â Â Mezzanine Equity, Ending balance at Jun. 30, 2024 10,358 Â Â Â Â Â Beginning Balance at Mar. 31, 2024 296,789 $ 386,719 26,016 (7,503) (109,017) 574 Beggining Balance (in shares) at Mar. 31, 2024 Â 110,249 Â Â Â Â Mezzanine Equity, Beginning balance at Mar. 31, 2024 15,627 Â Â Â Â Â Share-based compensation (in shares) Â 1,479 Â Â Â Â Share-based compensation 2,196 Â 2,196 Â Â Â Mezzanine Equity, Acquisition of redeemable non-controlling interests (5,209) Â Â Â Â Acquisition of Redeemable non-controlling interest 2,193 Â 2,193 Â Â Â Cumulative translation adjustment (1,897) Â Â (1,891) Â (6) Net (loss) Income (23,600) Â Â Â (23,549) (51) Mezanine Equity, Cumulative translation adjustment (102) Â Â Â Â Â Mezzanine Equity, Net loss 42 Â Â Â Â Â Â Ending Balance at Jun. 30, 2024 275,681 $ 386,719 $ 30,405 $ (9,394) $ (132,566) $ 517 Ending Balance (in shares) at Jun. 30, 2024 Â 111,728 Â Â Â Â Mezzanine Equity, Ending balance at Jun. 30, 2024 $ 10,358 Â Â Â Â Â X - DefinitionAmount of increase in additional paid in capital (APIC) resulting from the issuance of warrants. Includes allocation of proceeds of debt securities issued with detachable stock purchase warrants. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -

Name Accounting Standards Codification -Topic 470 -SubTopic 20 -Section 25 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481284/470-20-25-2 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalWarrantIssued Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) in cumulative translation adjustment before transfers included in determining net income. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20 + Details Name: us-gaap_CumulativeTranslationAdjustmentNetOfTaxPeriodIncreaseDecrease Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - DefinitionAmount after income tax of income (loss) including the portion attributable to nonredeemable noncontrolling interest. Excludes the portion attributable to redeemable noncontrolling interest recognized as temporary equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 3A -Subparagraph (3) -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_NetIncomeLossIncludingPortionAttributableToNonredeemableNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase in noncontrolling interest from a business combination. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section S99 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(2) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_NoncontrollingInterestIncreaseFromBusinessCombination Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber, after forfeiture, of shares or units issued under share-based payment arrangement. Excludes shares or units issued under employee stock ownership plan (ESOP). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of share options (or share units) exercised during the current period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue, after forfeiture, of shares issued under share-based payment arrangement. Excludes employee stock ownership plan (ESOP). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_StockIssuedDuringPeriodValueShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of stock issued as a result of the exercise of stock options. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent and noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a)(3)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479832/842-10-65-8Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-24Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 23 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-23Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-5Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (i)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 34: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name

Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-3Reference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 38: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 39: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 40: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 41: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 42: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 43: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 44: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 45: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 46: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-15Reference 47: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-16Reference 48: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4I -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4IReference 49: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1 + Details Name: us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying amount, attributable to parent and noncontrolling interests, of an entity's issued and outstanding stock which is not included within permanent equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28 + Details Name: us-gaap_TemporaryEquityCarryingAmountIncludingPortionAttributableToNoncontrollingInterests Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe portion of net income or loss attributable to temporary equity interest. + ReferencesNo definition available. + Details Name: us-gaap_TemporaryEquityNetIncome Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionTemporary equity cumulative translation adjustment. + ReferencesNo definition available. + Details Name: vff_TemporaryEquityCumulativeTranslationAdjustment Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionTemporary equity increase in non controlling interests due to acquistion. + ReferencesNo definition available. + Details Name: vff_TemporaryEquityIncreaseInNonControllingInterestsDueToAcquistion Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 15 R6.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Condensed Consolidated Statements of Cash Flows - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2024 Jun. 30, 2023 Cash flows provided by (used in) operating activities: Â Â Â Net loss attributable to Village Farms International, Inc. shareholders $ (23,549) $ (26,401) $ (8,016) Adjustments to reconcile net loss attributable to Village Farms International, Inc. shareholders to net cash provided by (used in) operating activities: Â Â Â Depreciation and amortization Â 9,398 7,729 Amortization of deferred charges Â 10 68 Net gain (loss) attributable to non-controlling interest (9) 164 (40) Interest expense 905 1,822 2,544 Interest paid on long-term debt Â (2,172) (2,637) Unrealized foreign exchange loss Â 172 27 Goodwill and intangible asset impairments 11,939 11,939 Â Non-cash lease expense Â 1,208 907 Share-based compensation Â 2,601 2,388 Deferred income taxes Â 589 (392) Changes in non-cash working capital items Â 6,322 (7,825) Net cash provided by (used in) operating activities Â 5,652 (5,247) Cash flows (used in) provided by investing activities: Â Â Â Purchases of property, plant and equipment Â (4,879) (2,548) Purchases of intangibles Â (80) Â Repayment of note receivable Â Â 835 Net cash used in investing activities Â (4,959) (1,713) Cash flows (used in) provided by financing activities: Â Â Â Repayments on borrowings Â (2,870) (6,406) Acquisitions, net Â (3,016) Â Proceeds from issuance of common stock and warrants Â Â 24,772 Issuance costs Â Â (1,437) Proceeds from exercise of stock options Â Â 83 Net cash (used in) provided by financing activities Â (5,886) 17,012 Effect of exchange rate changes on cash and cash equivalents Â (441) (69) Net (decrease) increase in cash, cash equivalents and restricted cash Â (5,634) 9,983 Cash, cash equivalents and restricted cash, beginning of period Â 35,291 21,676 Cash, cash equivalents and restricted cash, end of period $ 29,657 $ 29,657 $ 31,659 X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of amortization of deferred charges applied against earnings during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_AmortizationOfDeferredCharges Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of deferred income tax expense (benefit) pertaining to income (loss) from continuing operations. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(1)(Note 1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (b) -SubTopic 10 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9 + Details Name: us-gaap_DeferredIncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22 + Details Name: us-gaap_DepreciationDepletionAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 830 -SubTopic 230 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, before tax, of unrealized gain (loss) from foreign currency transaction. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 6 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-6Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 830 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481956/830-20-45-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 830 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481926/830-20-50-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ForeignCurrencyTransactionGainLossUnrealized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionTotal loss recognized during the period from the impairment of goodwill plus the loss recognized in the period resulting from the impairment of the carrying amount of intangible assets, other than goodwill. + ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetImpairment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period of all assets and liabilities used in operating activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInOperatingCapital Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-24Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483013/835-20-50-1 + Details Name: us-gaap_InterestExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the

obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 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https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B + Details Name: us-gaap_NetIncomeLossAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow for cost incurred directly with the issuance of an equity security. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfStockIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow to acquire asset without physical form usually arising from contractual or other legal rights, excluding goodwill. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow associated with the sale of a borrowing supported by a written promise to pay an obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromSaleOfNotesReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow from exercise of option under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Subparagraph (a) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2A + Details Name: us-gaap_ProceedsFromStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow for debt initially having maturity due after one year or beyond the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_RepaymentsOfLongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNon cash lease expenses. + ReferencesNo definition available. + Details Name: vff_NonCashLeaseExpenses Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPayment of interest on long term debt. + ReferencesNo definition available. + Details Name: vff_PaymentOfInterestOnLongTermDebt Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPayments to acquire businesses net of cash financing activity. + ReferencesNo definition available. + Details Name: vff_PaymentsToAcquireBusinessesNetOfCashFinancingActivity Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionProceeds from issuance of common stock and warrants. + ReferencesNo definition available. + Details Name: vff_ProceedsFromIssuanceOfCommonStockAndWarrants Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 16 R7.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Pay vs Performance Disclosure - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Pay vs Performance Disclosure Â Â Â Â Net Income (Loss) $ (23,549) $ (1,380) $ (26,401) $ (8,016) X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1 + Details Name: ecd_PvpTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference

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http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting 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Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef 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-Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 17 R8.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Insider Trading Arrangements 3 Months Ended Jun. 30, 2024 Trading Arrangements, by Individual Â Rule 10b5-1 Arrangement Adopted false Non-Rule 10b5-1 Arrangement Adopted false Rule 10b5-1 Arrangement Terminated false Non-Rule 10b5-1 Arrangement Terminated false X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TradingArrByIndTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 18 R9.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Business, Basis Of Presentation And Significant Accounting Policies 6 Months Ended Jun. 30, 2024 Accounting Policies [Abstract] Â Business, Basis Of Presentation And Significant Accounting Policies 1.BUSINESS, BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES Nature of BusinessVillage Farms International, Inc. (â€œVFFâ€ and, together with its subsidiaries, the â€œCompanyâ€, â€œweâ€, â€œusâ€, or â€œourâ€) is a corporation existing under the Ontario Business Corporations Act. VFFâ€™s principal operating subsidiaries as of June 30, 2024 were Village Farms Canada Limited Partnership, Village Farms, L.P., Pure Sunfarms Corp. (â€œPure Sunfarmsâ€), Balanced Health Botanicals, LLC (â€œBalanced Healthâ€) and VF Clean Energy, Inc. ("VFCE"). VFF also owns an 80% interest in Rose LifeScience Inc. (â€œRoseâ€) and an 85% interest in Leli Holland B.V. ("Leli").The address of the registered office of VFF is 4700-80th Street, Delta, British Columbia, Canada, V4K 3N3.The Companyâ€™s shares are listed on Nasdaq Capital Market (â€œNasdaqâ€) under the symbol â€œVFFâ€. Village Farms owns and operates sophisticated, highly intensive agricultural greenhouse facilities in British Columbia and Texas, where it produces, markets and sells premium-quality tomatoes, bell peppers and cucumbers. Its wholly owned subsidiary, Pure Sunfarms, is a vertically integrated Licensed Producer ("LP") and supplier of cannabis products sold to customers throughout Canada and internationally. The Companyâ€™s wholly owned subsidiary, Balanced Health, develops and sells high-quality, cannabidiol (â€œCBDâ€) based products including ingestible, edible and topical applications within the U.S. Through its 80% ownership of Rose, the Company has a substantial presence in the Province of Quebec as a cannabis supplier, producer and commercialization expert.Basis of PresentationThe accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States (â€œU.S. GAAPâ€) for interim financial information and with the instructions for Form 10-Q and Rule 10-01 of Regulation S-X. Pursuant to these rules and regulations, certain information and footnote disclosures normally included in the annual audited consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. The accompanying condensed consolidated statement of financial position as of December 31, 2023 is derived from the Companyâ€™s audited financial statements as of that date. Because certain information and footnote disclosures have been condensed or omitted, these condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto as of and for the year ended December 31, 2023 contained in the Companyâ€™s 2023 Annual Report on Form 10-K. In managementâ€™s opinion, all normal and recurring adjustments considered necessary for a fair presentation of the financial position, results of operations, and cash flows for the periods presented have been included. When necessary, certain prior year amounts have been reclassified to conform with the current period presentation. Interim period operating results do not necessarily indicate the results that may be expected for any other interim period or for the full fiscal year. The Company believes that the disclosures made in these consolidated financial statements are adequate to make the information not misleading.Principals of ConsolidationThe accompanying condensed consolidated financial statements include Village Farms International, Inc. and its subsidiaries and include the accounts of all majority-owned subsidiaries over which the Company exercises control and, when applicable, entities in which the Company has a controlling financial interest. All significant intercompany balances and transactions have been eliminated in consolidation. Other partiesâ€™ interests in entities that the Company consolidates are reported as non-controlling interests within equity, except for mandatorily redeemable non-controlling interests, which are recorded within mezzanine equity. Net income or loss attributable to non-controlling interests is reported as a separate line item below net income or loss. The Company applies the equity method of accounting for its investments in entities for which it does not have a controlling financial interest, but over which it has the ability to exert significant influence. For equity investees in which the Company has an undivided interest in the assets, liabilities and profits or losses of an unconsolidated entity, but does not exercise control over the entity, the Company consolidates its proportional interest in the accounts of the entity. Translations of Foreign CurrenciesThe assets and liabilities of foreign subsidiaries with a functional currency other than the U.S. dollar are translated into U.S. dollars at period-end exchange rates, with resulting translation gains or losses included within other comprehensive income or loss. Revenue and expenses are translated into U.S. dollars at average rates of exchange during the applicable period. Substantially all of the Companyâ€™s foreign operations use their local currency as their functional currency. For foreign operations for which the local currency is not the functional currency, the operationâ€™s non-monetary assets are remeasured into U.S. dollars at historical exchange rates. All other accounts are remeasured at current exchange rates. Gains or losses from remeasurement are included in foreign exchange (loss) gain. Currency gains or losses resulting from transactions executed in currencies other than the functional currency are included in foreign exchange (loss) gain.In these condensed consolidated financial statements, â€œ$â€ means U.S. dollars unless otherwise noted.General Economic, Regulatory and Market ConditionsThe Company has experienced, and may continue to experience, direct and indirect negative effects on its business and operations from negative economic, regulatory and market conditions, including recent inflationary effects on fuel prices, labor and materials costs, elevated interest rates, potential recessionary impacts and supply chain disruptions that could negatively affect demand for new projects and/or delay existing project timing or cause increased project costs. The extent to which general economic, regulatory and market conditions could affect the Companyâ€™s business, operations and financial results is uncertain as it will depend upon numerous evolving factors that management may not be able to accurately predict, and, therefore, any future impacts on the Companyâ€™s business, financial condition and/or results of operations cannot be quantified or predicted with specificity.Recent Accounting PronouncementsNo accounting pronouncements recently issued or newly effective have had, or are expected to have, a material impact on the Companyâ€™s condensed consolidated financial statements. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for the basis of presentation and significant accounting policies concepts. Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). Accounting policies describe all significant accounting policies of the reporting entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_BasisOfPresentationAndSignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 19 R10.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Inventories 6 Months Ended Jun. 30, 2024 Inventory Disclosure [Abstract] Â Inventories 2. INVENTORIES Inventories consisted of the following as of: Classification Â June 30, 2024 Â Â December 31, 2023 Â Cannabis: Â Â Â Â Â Raw materials Â $ 761 Â Â $ 985 Â Work-in-progress Â Â 8,328 Â Â Â 6,543 Â Finished goods Â Â 32,951 Â Â Â 47,084 Â Packaging Â Â 7,903 Â Â Â 7,641 Â Produce: Â Â Â Â Â Crop inventory Â Â 8,503 Â Â Â 15,492 Â Purchased produce inventory Â Â 583 Â Â Â 727 Â Inventory Â $ 59,029 Â Â $ 78,472 Â X - ReferencesNo definition available. + Details Name: us-gaap_InventoryDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for inventory. Includes, but is not limited to, the basis of stating inventory, the method of determining inventory cost, the classes of inventory, and the nature of the cost elements included in inventory. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 330 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/330/tableOfContent + Details Name: us-gaap_InventoryDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 20 R11.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Property Plant And Equipment 6 Months Ended Jun. 30, 2024 Property, Plant and Equipment [Abstract] Â Property Plant And Equipment 3. PROPERTY, PLANT AND EQUIPMENT Property, plant and equipment consisted of the following as of: Classification Â June 30, 2024 Â Â December 31, 2023 Â Land Â $ 14,289 Â Â $ 14,641 Â Leasehold and land improvements Â Â 5,506 Â Â Â 5,525 Â Buildings Â Â 213,464 Â Â Â 217,384 Â Machinery and equipment Â Â 90,987 Â Â Â 86,674 Â Construction in progress Â Â 12,439 Â Â Â 13,619 Â Less: Accumulated depreciation Â Â (138,252) Â Â (132,230) Property, plant and equipment, net Â $ 198,433 Â Â $ 205,613 Â Depreciation expense on property, plant and equipment, was $4,020 and $7,748 for the three and six months ended June 30, 2024, respectively and $2,953 and $6,157 for the three and six months ended June 30, 2023, respectively. X - ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for long-lived, physical asset used in normal conduct of business and not intended for resale. Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/360/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 6 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -

Subparagraph (d) -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 7 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-7 + Details Name: us-gaap_PropertyPlantAndEquipmentDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 21 R12.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Acquisitions 6 Months Ended Jun. 30, 2024 Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Â Acquisitions 4. ACQUISITIONSOn May 29, 2024, the Company entered into a Share Purchase Agreement with Rose and non-controlling shareholders for the acquisition of an additional 10% interest in Rose for a total cash purchase price of approximately $3,016, which resulted in a reduction of mezzanine equity of ($5,209) and an increase in additional paid in capital of $2,193. The Company's ownership interest in Rose is now 80%. X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationAndAssetAcquisitionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for a business combination (or series of individually immaterial business combinations) completed during the period, including background, timing, and recognized assets and liabilities. The disclosure may include leverage buyout transactions (as applicable). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/805/tableOfContent + Details Name: us-gaap_BusinessCombinationDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R13.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Goodwill and Intangible Assets 6 Months Ended Jun. 30, 2024 Goodwill and Intangible Assets Disclosure [Abstract] Â Goodwill and Intangible Assets 5. GOODWILL AND INTANGIBLE ASSETSGoodwillThe following table presents the changes in the carrying value of goodwill by reportable segment for the six months ended June 30, 2024: Â Cannabis - Canada Â Â Cannabis - United States Â Â Total Â Balance as of January 1, 2024 $ 45,879 Â Â $ 10,039 Â Â $ 55,918 Â Impairments Â - Â Â Â Â (10,039) Â Â (10,039) Foreign currency translation adjustment Â (1,419) Â Â - Â Â Â Â (1,419) Balance as of June 30, 2024 $ 44,460 Â Â $ - Â Â $ 44,460 Â Intangible AssetsIntangible assets consisted of the following as of: Classification Â June 30, 2024 Â Â December 31, 2023 Â Licenses Â $ 17,956 Â Â $ 18,540 Â Brand and trademarks* Â Â 12,686 Â Â Â 12,795 Â Customer relationships Â Â 13,165 Â Â Â 13,586 Â Computer software Â Â 2,026 Â Â Â 1,974 Â Other* Â Â 144 Â Â Â 144 Â Less: Accumulated amortization Â Â (8,858) Â Â (7,414) Less: Impairments Â Â (9,250) Â Â (7,350) Intangibles, net Â $ 27,869 Â Â $ 32,275 Â * Indefinite-lived intangible assetsThe expected future amortization expense for definite-lived intangible assets as of June 30, 2024 was as follows: Fiscal period Â Â Â Remainder of 2024 Â $ 1,639 Â 2025 Â Â 3,192 Â 2026 Â Â 3,104 Â 2027 Â Â 3,104 Â 2028 Â Â 1,861 Â Thereafter Â Â 11,389 Â Intangibles, net Â $ 24,289 Â Assessment for Indicators of ImpairmentAt the end of each reporting period, the Company assesses whether events or changes in circumstances have occurred that would indicate an impairment. The Company considers external and internal factors, including overall financial performance and relevant entity-specific factors, as part of this assessment. During the six months ended June 30, 2024 and 2023, the Company considered qualitative factors in assessing for impairment indicators for the Companyâ€™s U.S. and Canadian Cannabis segments.Cannabis - U.S.At June 30, 2024, when the Company considered qualitative factors in assessing impairment indicators it concluded that the Company's U.S. - Cannabis segment more likely than not was impaired. The Company reviewed the reporting segment's assets, including goodwill and intangible assets. Based on recent historical performance during the quarter which has underperformed relative to budget, a revised June 30, 2024 forecast which shows a shortfall compared to the March 31, 2024 forecast, the new restrictions on CBD sales in an additional eight states at July 1, 2024, and the proliferation of unregulated hemp-derived products on the market which continues to challenge market share for the CBD industry, the Company concluded that as of June 30, 2024, the fair value of the brand intangible asset and goodwill was fully impaired and an impairment charge to intangibles of $1,900 and goodwill of $10,039 was allocated to the U.S. Cannabis reporting unit.Cannabis - U.S. - Goodwill The fair value of the reporting unit was determined based on a discounted cash flow projection using projections for 2024 to 2028 with an average revenue growth rate of 6% between 2025 to 2028, followed by a terminal growth rate of 2%. Management concluded that as of June 30, 2024, the fair value was lower than its carrying amount and as a result, an impairment charge to goodwill of $10,039 was allocated to the reporting unit. The significant assumptions applied to the determination of the fair value are described below: Post-tax discount rate: A market participant post-tax discount rate applied to the after-tax forecast cash flows was 12%. A decrease of 1% to the discount rate, would not result in a material change to the impairment charge. Terminal growth rate: An increase of 1% in the terminal growth rate would not result in a material change to the impairment charge. Future cash flows: An increase in future cash flows by 10% would not result in a material change to the impairment charge.Cannabis â€“ U.S. Brand The fair value of the brand was determined based on a discounted cash flow projection. Specifically, the Company utilized a relief from royalty valuation technique to arrive at the fair value of the brand. Management concluded that as of June 30, 2024, the fair value was lower than its carrying value of $1,900 as the notional brand maintenance costs exceeded the incremental royalty of 3.5%. Therefore, an impairment charge to the brand intangible of $1,900 was allocated to the reporting unit.Cannabis - CanadaWhen the Company considered qualitative factors in assessing impairment indicators for Canadian Cannabis it concluded that no impairment indicators existed as no events or circumstances occurred that would, more likely than not, reduce the fair value of the reporting units to be below their carrying amounts.At June 30, 2023, the Company concluded that no impairment indicators existed as no events or circumstances occurred that would, more likely than not, reduce the fair value of the reporting units to be below their carrying amounts. X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for goodwill and intangible assets. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-30/tableOfContentReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-20/tableOfContent + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 23 R14.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Line of Credit and Long-term Debt 6 Months Ended Jun. 30, 2024 Debt Disclosure [Abstract] Â Line of Credit and Long-term Debt 6. LINE OF CREDIT AND LONG-TERM DEBTThe following table provides details for the carrying values of debt as of: Â Â June 30, 2024 Â Â December 31, 2023 Â Term Loan - ("FCC Loan") - repayable by monthly principal payments of $164Â and accrued interest at a rate of 8.90%; matures May 3, 2027 Â $ 21,804 Â Â $ 22,788 Â Term Loan - Pure Sunfarms - C$19.0M - Canadian prime interest rate plus an applicable margin, repayable in quarterly payments equal to 2.50% of the outstanding principal amount, interest rate of 8.95%; matures February 7, 2026 Â Â 7,310 Â Â Â 8,298 Â Term loan - Pure Sunfarms - C$25.0M - Canadian prime interest rate plus an applicable margin, repayable in quarterly payments equal to 2.50% of the outstanding principal amount starting June 30, 2021, interest rate of 8.95%; matures February 7, 2026 Â Â 11,879 Â Â Â 13,201 Â BDC Facility - Pure Sunfarms - non-revolving demand loan repayable by monthly principal payments of C$52Â and accrued interest at a rate of 10.95%, matures December 31, 2031 Â Â 3,426 Â Â Â 3,771 Â Total Â $ 44,419 Â Â $ 48,058 Â The Companyâ€™s line of credit with Bank of Montreal ("Operating Loan") had $4,000 amount drawn on the facility as of June 30, 2024 and December 31, 2023.The carrying value of the assets and securities pledged as collateral for the FCC Loan as of June 30, 2024 and December 31, 2023 was $80,400 and $117,293, respectively.The carrying value of the assets pledged as collateral for the Operating Loan as of June 30, 2024 and December 31, 2023 was $23,359 and $28,034, respectively.The Pure Sunfarms line of credit had a balance of $0 as of June 30, 2024 and December 31, 2023, respectively.The Company is required to comply with financial covenants, measured either quarterly or annually depending on the covenant. The Company was in compliance with all its credit facility covenants as of June 30, 2024. The weighted average annual interest rate on short-term borrowings as of June 30, 2024 and December 31, 2023 was 9.73% and 9.44%, respectively.Accrued interest payable on all long-term debt as of June 30, 2024 and December 31, 2023 was $347 and $390, respectively, and these amounts are included in accrued liabilities in the Condensed Consolidated Statements of Financial Position. The aggregate annual principal maturities of long-term debt for the remainder of 2024 and thereafter are as follows: Remainder of 2024 Â $ 2,857 Â 2025 Â Â 5,714 Â 2026 Â Â 16,679 Â 2027 Â Â 17,343 Â 2028 Â Â 457 Â Thereafter Â Â 1,369 Â Total Â $ 44,419 Â X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I + Details Name: us-gaap_DebtDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 24 R15.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financial Instruments 6 Months Ended Jun. 30, 2024 Investments, All Other Investments [Abstract] Â Financial Instruments 7. FINANCIAL INSTRUMENTS The Companyâ€™s financial instruments include cash and cash equivalents, trade receivables, minority investments, line of credit, trade payables, accrued liabilities, lease liabilities, note payables and debt. The carrying value of cash and cash equivalents, trade receivables, trade payables, and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments. The carrying value of line of credit, lease liabilities, notes payable, and debt approximate their fair values due to insignificant changes in credit risk. For its investments, the Company has selected the practicability election to fair value measurement, under which the investment is measured at cost, less impairment, plus or minus observable price changes of an identical or similar investment. X - DefinitionThe entire disclosure for financial instruments. This disclosure includes, but is not limited to, fair value measurements of short and long term marketable securities, international currencies forward contracts, and auction rate securities. Financial instruments may include hedging and non-hedging currency exchange instruments, derivatives, securitizations and securities available for sale at fair value. Also included are investment results, realized and unrealized gains and losses as well as impairments and risk management disclosures. + ReferencesNo definition available. + Details Name: us-gaap_FinancialInstrumentsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_InvestmentsAllOtherInvestmentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 25 R16.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Related Party Transactions And Balances 6 Months Ended Jun. 30, 2024 Related Party Transactions [Abstract] Â Related Party Transaction And Balances 8. RELATED PARTY TRANSACTIONS AND BALANCESThe Company leases its Rose office building from a company employee who also owns a minority interest in Rose. For the three and six months ended June 30, 2024, the Company paid C$151 and C$190 and for the three and six months ended June 30, 2023 the Company paid C$47 and C$92, respectively, to lease this office space.One of the Companyâ€™s employees is related to a member of the Companyâ€™s executive management team and received approximately $85 and $61 in salary and benefits during the six months ended June 30, 2024 and 2023, respectively.On May 29, 2024, the Company entered into a Share Purchase Agreement with Rose and non-controlling shareholders, which includes two company employees, for the acquisition of an additional 10% interest in Rose for a total cash purchase price of approximately $3,016. X - ReferencesNo definition available. + Details Name: us-gaap_RelatedPartyTransactionsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-5Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-6Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99

-Paragraph 1 -Subparagraph (SX 210.6-07(2)(g)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/850/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-6Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1 + Details Name: us-gaap_RelatedPartyTransactionsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 26 R17.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Income Taxes 6 Months Ended Jun. 30, 2024 Income Tax Disclosure [Abstract] Â Income Taxes 9. INCOME TAXES The Company has recorded a provision for income taxes of ($260) and ($580) for the three and six months ended June 30, 2024, respectively, compared with a provision for income taxes of ($1,299) and ($1,933) for the same periods last year. The Companyâ€™s income tax provision is based on managementâ€™s estimate of the effective tax rate for the full year. The tax (provision) benefit in any period will be affected by, among other things, permanent, as well as temporary, differences in the deductibility of certain items, changes in the valuation allowance related to net deferred tax assets, in addition to changes in tax legislation. As a result, the Company may experience significant fluctuations in the effective book tax rate (that is, tax expense divided by pre-tax book income) from period to period. In order to fully utilize the net deferred tax assets, the Company will need to generate sufficient taxable income in future years. The Company analyzed all positive and negative evidence to determine if, based on the weight of available evidence, it is more likely than not to realize the benefit of the net deferred tax assets. The recognition of the net deferred tax assets and related tax benefits is based upon the Companyâ€™s conclusions regarding, among other considerations, estimates of future earnings based on information currently available and current and anticipated customers, contracts, and product introductions, as well as historical operating results and certain tax planning strategies. Based on the analysis of all available evidence, both positive and negative, the Company has concluded that it does not have the ability to generate sufficient taxable income in the necessary period to utilize the entire benefit for the deferred tax assets. Accordingly, the Company established a valuation allowance of $45,571 as of June 30, 2024 and $39,530 as of December 31, 2023. The Company cannot presently estimate what, if any, changes to the valuation of its deferred tax assets may be deemed appropriate in the future. If the Company incurs future losses, it may be necessary to record additional valuation allowance related to the deferred tax assets recognized as of June 30, 2024. As of June 30, 2024, the Companyâ€™s net deferred tax assets totaled $4,201 and were primarily derived from net operating loss carryforwards. X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for income tax. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12BReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477891/740-270-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.5.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/740/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-14Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-21Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2 + Details Name: us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 27 R18.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Segment and Geographic Information 6 Months Ended Jun. 30, 2024 Segment Reporting [Abstract] Â Segment and Geographic Information 10. SEGMENT AND GEOGRAPHIC INFORMATION Segment reporting is prepared on the same basis that the Companyâ€™s Chief Executive Officer, who is the Companyâ€™s Chief Operating Decision Maker, manages the business, makes operating decisions and assesses performance. As of June 30, 2024, the Companyâ€™s four segments are as follows: Segment Â Description Produce Â The Produce segment produces, markets, and sells premium quality tomatoes, bell peppers and cucumbers. Cannabis â€“ Canada Â The Cannabis â€“ Canada segment produces and supplies cannabis products to be sold to other licensed providers and provincial governments across Canada and internationally. Cannabis â€“ United States Â The Cannabis â€“ United States segment develops and sells high-quality, CBD-based health and wellness products including ingestible, edible and topical applications. Energy Â The Energy business receives a royalty from a renewable natural gas facility that is located at the Company's Delta facility. The Companyâ€™s primary operations are in the United States and Canada. Segment information is summarized below: Â Three months ended June 30, Â Â Six Months Ended June 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Sales Â Â Â Â Â Â Â Â Â Â Â Produce $ 47,019 Â Â $ 43,846 Â Â $ 83,113 Â Â $ 78,413 Â Cannabis - Canada Â 40,745 Â Â Â 28,065 Â Â Â 78,191 Â Â Â 53,177 Â Cannabis - United States Â 4,297 Â Â Â 5,301 Â Â Â 8,834 Â Â Â 10,278 Â Energy Â 121 Â Â Â Â â€” Â Â Â 121 Â Â Â Â â€” Â $ 92,182 Â Â $ 77,212 Â Â $ 170,259 Â Â $ 141,868 Â Gross profit Â Â Â Â Â Â Â Â Â Â Â Produce $ (4,164) Â $ (2,761) Â $ (854) Â $ (2,146) Cannabis - Canada Â 10,705 Â Â Â Â 10,716 Â Â Â Â 20,213 Â Â Â Â 19,170 Â Cannabis - United States Â 2,629 Â Â Â Â 3,558 Â Â Â Â 5,324 Â Â Â Â 6,796 Â Energy Â 78 Â Â Â Â (14) Â Â Â 78 Â Â Â Â (21) $ 9,248 Â Â Â $ 11,499 Â Â Â $ 24,761 Â Â Â $ 23,799 Â Â Â X - ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for reporting segments including data and tables. Reportable segments include those that meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue, internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that did report a loss c) its assets are 10 percent or more of the combined assets of all operating segments. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 10: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 34 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-34Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-15Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/280/tableOfContentReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-21Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-21Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32 + Details Name: us-gaap_SegmentReportingDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 28 R19.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Loss Per Share 6 Months Ended Jun. 30, 2024 Earnings Per Share [Abstract] Â Loss Per Share 11. LOSS PER SHARE Basic and diluted net loss per common share is calculated as follows: Â Â Three months ended June 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Numerator: Â Â Â Â Â Â Â Â Â Â Â Net loss attributable to Village Farms International, Inc. shareholders Â $ (23,549) Â $ (1,380) Â $ (26,401) Â $ (8,016) Denominator: Â Â Â Â Â Â Â Â Â Â Â Weighted average number of common shares - basic Â Â 110,960 Â Â Â 110,239 Â Â Â 110,604 Â Â Â 107,185 Â Effect of dilutive securities- share-based employee options and awards Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Weighted average number of common shares - diluted Â Â 110,960 Â Â Â 110,239 Â Â Â 110,604 Â Â Â 107,185 Â Antidilutive options and awards Â Â 6,572 Â Â Â 6,589 Â Â Â 6,572 Â Â Â 6,589 Â Net loss per ordinary share: Â Â Â Â Â Â Â Â Â Â Â Basic Â $ (0.21) Â $ (0.01) Â $ (0.24) Â $ (0.07) Diluted Â $ (0.21) Â $ (0.01) Â $ (0.24) Â $ (0.07) X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3 + Details Name: us-gaap_EarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 29 R20.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Shareholders' Equity and Share Based Compensation 6 Months Ended Jun. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Shareholders' Equity and Share Based Compensation 12. SHAREHOLDERSâ€™ EQUITY AND SHARE-BASED COMPENSATION Share-based compensation expense was $2,196 and $2,601 for the three and six months ended June 30, 2024, respectively, and $656 and $2,388 for the three and six months ended June 30, 2023, respectively.Stock option activity for the six months ended June 30, 2024 was as follows: Â Â Number ofOptions Â Â WeightedAverageExercise Price Â Â WeightedAverageRemainingContractualTerm (years) Â Â AggregateIntrinsicValue Â Outstanding at January 1, 2024 Â Â 6,946,576 Â Â $ 3.50 Â Â Â 7.54 Â Â $ 83 Â Granted Â 50,000 Â Â $ 0.83 Â Â Â 9.80 Â Â $ 3 Â Forfeited/expired Â Â (424,167) Â $ 3.43 Â Â Â Â Â Â Â Outstanding at June 30, 2024 Â Â 6,572,409 Â Â Â $ 3.49 Â Â Â 7.38 Â Â $ 1,061 Â Exercisable at June 30, 2024 Â Â 3,572,555 Â Â $ 5.44 Â Â Â 6.22 Â Â $ 141 Â Restricted shares activity for the six months ended June 30, 2024 was as follows: Â Â Number ofPerformance-basedRestricted Share Units Â Â Weighted Average Grant Date Fair Value Â Outstanding at January 1, 2024 Â Â â€” Â Â $ - Â Granted Â Â 1,785,144 Â Â $ 1.20 Â Vested and Issued Â Â (1,479,024) Â $ 1.25 Â Outstanding at June 30, 2024 Â Â 306,120 Â Â $ 0.98 Â Exercisable at June 30, 2024 Â Â â€” Â Â $ - Â Â X - DefinitionThe entire disclosure for share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 30 R21.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Changes in Non-Cash Working Capital Items 6 Months Ended Jun. 30, 2024 Disclosure Of Changes In Non Cash Working Capital Items [Abstract] Â Changes in Non Cash Working Capital Items 13. CHANGES IN NON-CASH WORKING CAPITAL ITEMS Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Trade receivables Â $ (7,738) Â $ (447) Inventories Â Â 17,174 Â Â Â (880) Other receivables Â Â (123) Â Â (9,991) Prepaid expenses and deposits Â Â 2,306 Â Â Â (411) Trade payables Â Â (1,760) Â Â (2,487) Accrued liabilities Â Â (453) Â Â 6,017 Â Lease liabilities Â Â (1,372) Â Â (956) Other assets, net of other liabilities Â Â (1,712) Â Â 1,330 Â Â $ 6,322 Â Â $ (7,825) Â Â Â Â Â Â Â X - DefinitionChanges In Non Cash Working Capital Items. + ReferencesNo definition available. + Details Name: vff_ChangesInNonCashWorkingCapitalItemsTextBlock Namespace Prefix: vff_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of changes in non cash working capital items. + ReferencesNo definition available. + Details Name: vff_DisclosureOfChangesInNonCashWorkingCapitalItemsAbstract Namespace Prefix: vff_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 31 R22.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Business, Basis Of Presentation And Significant Accounting Policies (Policies) 6 Months Ended Jun. 30, 2024 Accounting Policies [Abstract] Â Basis of Presentation Basis of PresentationThe accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States (â€œU.S. GAAPâ€) for interim financial information and with the instructions for Form 10-Q and Rule 10-01 of Regulation S-X. Pursuant to these rules and regulations, certain information and footnote disclosures normally included in the annual audited consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. The accompanying condensed consolidated statement of financial position as of December 31, 2023 is derived from the Companyâ€™s audited financial statements as of that date. Because certain information and footnote disclosures have been condensed or omitted, these condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto as of and for the year ended December 31, 2023 contained in the Companyâ€™s 2023 Annual Report on Form 10-K. In managementâ€™s opinion, all normal and recurring adjustments considered necessary for a fair presentation of the financial position, results of operations, and cash flows for the periods presented have been included. When necessary, certain prior year amounts have been reclassified to conform with the current period presentation. Interim period operating results do not necessarily indicate the results that may be expected for any other interim period or for the full fiscal year. The Company believes that the disclosures made in these consolidated financial statements are adequate to make the information not misleading. Principals of Consolidation Principals of ConsolidationThe accompanying condensed consolidated financial statements include Village Farms International, Inc. and its subsidiaries and include the accounts of all majority-owned subsidiaries over which the Company exercises control and, when applicable, entities in which the Company has a controlling financial interest. All significant intercompany balances and transactions have been eliminated in consolidation. Other partiesâ€™ interests in entities that the Company consolidates are reported as non-controlling interests within equity, except for mandatorily redeemable non-controlling interests, which are recorded within mezzanine equity. Net income or loss attributable to non-controlling interests is reported as a separate line item below net income or loss. The Company applies the equity method of accounting for its investments in entities for which it does not have a controlling financial interest, but over which it has the ability to exert significant influence. For equity investees in which the Company has an undivided interest in the assets, liabilities and profits or losses of an unconsolidated entity, but does not exercise control over the entity, the Company consolidates its proportional interest in the accounts of the entity. Translations of Foreign Currencies Translations of Foreign CurrenciesThe assets and liabilities of foreign subsidiaries with a functional currency other than the U.S. dollar are translated into U.S. dollars at period-end exchange rates, with resulting translation gains or losses included within other comprehensive income or loss. Revenue and expenses are translated into U.S. dollars at average rates of exchange during the applicable period. Substantially all of the Companyâ€™s foreign operations use their local currency as their functional currency. For foreign operations for which the local currency is not the functional currency, the operationâ€™s non-monetary assets are remeasured into U.S. dollars at historical exchange rates. All other accounts are remeasured at current exchange rates. Gains or losses from remeasurement are included in foreign exchange (loss) gain. Currency gains or losses resulting from transactions executed in currencies other than the functional currency are included in foreign exchange (loss) gain.In these condensed consolidated financial statements, â€œ$â€ means U.S. dollars unless otherwise noted. General Economic, Regulatory and Market Conditions General Economic, Regulatory and Market ConditionsThe Company has experienced, and may continue to experience, direct and indirect negative effects on its business and operations from negative economic, regulatory and market conditions, including recent inflationary effects on fuel prices, labor and materials costs, elevated interest rates, potential recessionary impacts and supply chain disruptions that could negatively affect demand for new projects and/or delay existing project timing or cause increased project costs. The extent to which general economic, regulatory and market conditions could affect the Companyâ€™s business, operations and financial results is uncertain as it will depend upon numerous evolving factors that management may not be able to accurately predict, and, therefore, any future impacts on the Companyâ€™s business, financial condition and/or results of operations cannot be quantified or predicted with specificity. Recent Accounting Pronouncements Recent Accounting PronouncementsNo accounting pronouncements recently issued or newly effective have had, or are expected to have, a material impact on the Companyâ€™s condensed consolidated financial statements. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesNo definition available. + Details Name: us-gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1 + Details Name: us-gaap_ConsolidationPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for (1) transactions denominated in a currency other than the reporting enterprise's functional currency, (2) translating foreign currency financial statements that are incorporated into the financial statements of the reporting enterprise by consolidation, combination, or the equity method of accounting, and (3) remeasurement of the financial statements of a foreign reporting enterprise in a hyperinflationary economy. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/830/tableOfContent + Details Name: us-gaap_ForeignCurrencyTransactionsAndTranslationsPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionGeneral economic regulatory and market conditions policy. + ReferencesNo definition available. + Details Name: vff_GeneralEconomicRegulatoryAndMarketConditionsPolicyPolicyTextBlock Namespace Prefix: vff_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 32 R23.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Inventories (Tables) 6 Months Ended Jun. 30, 2024 Inventory Disclosure [Abstract] Â Schedule of Inventory, Current Inventories consisted of the following as of: Classification Â June 30, 2024 Â Â December 31, 2023 Â Cannabis: Â Â Â Â Â Â Raw materials Â $ 761 Â Â $ 985 Â Work-in-progress Â Â 8,328 Â Â Â 6,543 Â Finished goods Â Â 32,951 Â Â Â 47,084 Â Packaging Â Â 7,903 Â Â Â 7,641 Â Produce: Â Â Â Â Â Â Crop inventory Â Â 8,503 Â Â Â 15,492 Â Purchased produce inventory Â Â 583 Â Â Â 727 Â Inventory Â $ 59,029 Â Â $ 78,472 Â X - ReferencesNo definition available. + Details Name: us-gaap_InventoryDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the carrying amount as of the balance sheet date of merchandise, goods, commodities, or supplies held for future sale or to be used in manufacturing, servicing or production process. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(6)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(6)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(6)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483489/210-10-50-1 + Details Name: us-gaap_ScheduleOfInventoryCurrentTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 33 R24.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Property Plant And Equipment (Tables) 6 Months Ended Jun. 30, 2024 Property, Plant and Equipment [Abstract] Â Summary of Property, Plant and Equipment Property, plant and equipment consisted of the following as of: Classification Â June 30, 2024 Â Â December 31, 2023 Â Land Â $ 14,289 Â Â $ 14,641 Â Leasehold and land improvements Â Â 5,506 Â Â Â 5,525 Â Buildings Â Â 213,464 Â Â Â 217,384 Â Machinery and equipment Â Â 90,987 Â Â Â 86,674 Â Construction in progress Â Â 12,439 Â Â Â 13,619 Â Less: Accumulated depreciation Â Â (138,252) Â Â (132,230) Property, plant and equipment, net Â $ 198,433 Â Â $ 205,613 Â X - ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 34 R25.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Goodwill and Intangible Assets (Tables) 6 Months Ended Jun. 30, 2024 Goodwill and Intangible Assets Disclosure [Abstract] Â Schedule of Changes in Carrying Value of Goodwill by Reportable Segment The following table presents the changes in the carrying value of goodwill by reportable segment for the six months ended June 30, 2024: Â Cannabis - Canada Â Â Cannabis - United States Â Â Total Â Balance as of January 1, 2024 $ 45,879 Â Â $ 10,039 Â Â $ 55,918 Â Impairments Â - Â Â Â (10,039) Â Â (10,039) Foreign currency translation adjustment Â (1,419) Â Â - Â Â Â (1,419) Balance as of June 30, 2024 $ 44,460 Â Â $ - Â Â $ 44,460 Â Schedule of Acquired Intangible Assets Intangible assets consisted of the following as of: Classification Â June 30, 2024 Â Â December 31, 2023 Â Licenses Â $ 17,956 Â Â $ 18,540 Â Brand and trademarks* Â Â 12,686 Â Â Â 12,795 Â Customer relationships Â Â 13,165 Â Â Â 13,586 Â Computer software Â Â 2,026 Â Â Â 1,974 Â Other* Â Â 144 Â Â Â 144 Â Less: Accumulated amortization Â Â (8,858) Â Â (7,414) Less: Impairments Â Â (9,250) Â Â (7,350) Intangibles, net Â $ 27,869 Â Â $ 32,275 Â * Indefinite-lived intangible assets Schedule of Expected Future Amortization Expense for Definite-Lived Intangible Assets The expected future amortization expense for definite-lived intangible assets as of June 30, 2024 was as follows: Fiscal period Â Â Â Remainder of 2024 Â $ 1,639 Â 2025 Â Â 3,192 Â 2026 Â Â 3,104 Â 2027 Â Â 3,104 Â 2028 Â Â 1,861 Â Thereafter Â Â 11,389 Â Intangibles, net Â $ 24,289 Â X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the characteristics, including initial carrying value, residual amount, weighted average useful life, of finite-lived intangible assets acquired during the period by major class. A major class is composed of intangible assets that can be grouped together because they are similar, either by nature or by their use in the operations of the company. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1 + Details Name: us-gaap_ScheduleOfAcquiredFiniteLivedIntangibleAssetsByMajorClassTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1AReference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2 + Details Name: us-gaap_ScheduleOfGoodwillTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2 + Details Name: us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock Namespace Prefix: us-gaap_

Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 35 R26.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Line of Credit and Long-term Debt (Tables) 6 Months Ended Jun. 30, 2024 Debt Disclosure [Abstract] Â Schedule of Carrying Values of Debt The following table provides details for the carrying values of debt as of: Â Â June 30, 2024 Â Â December 31, 2023 Â Term Loan - ("FCC Loan") - repayable by monthly principal payments of $164Â and accrued interest at a rate of 8.90%; matures May 3, 2027 Â $ 21,804 Â Â $ 22,788 Â Term Loan - Pure Sunfarms - C$19.0M - Canadian prime interest rate plus an applicable margin, repayable in quarterly payments equal to 2.50% of the outstanding principal amount, interest rate of 8.95%; matures February 7, 2026 Â Â 7,310 Â Â Â 8,298 Â Term loan - Pure Sunfarms - C$25.0M - Canadian prime interest rate plus an applicable margin, repayable in quarterly payments equal to 2.50% of the outstanding principal amount starting June 30, 2021, interest rate of 8.95%; matures February 7, 2026 Â Â 11,879 Â Â Â 13,201 Â BDC Facility - Pure Sunfarms - non-revolving demand loan repayable by monthly principal payments of C$52Â and accrued interest at a rate of 10.95%, matures December 31, 2031 Â Â 3,426 Â Â Â 3,771 Â Total Â $ 44,419 Â Â $ 48,058 Â Schedule of principal maturities of long term debt The aggregate annual principal maturities of long-term debt for the remainder of 2024 and thereafter are as follows: Remainder of 2024 Â $ 2,857 Â 2025 Â Â 5,714 Â 2026 Â Â 16,679 Â 2027 Â Â 17,343 Â 2028 Â Â 457 Â Thereafter Â Â 1,369 Â Total Â $ 44,419 Â X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of information pertaining to short-term and long-debt instruments or arrangements, including but not limited to identification of terms, features, collateral requirements and other information necessary to a fair presentation. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfDebtTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of maturity and sinking fund requirement for long-term debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 36 R27.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Segment and Geographic Information (Tables) 6 Months Ended Jun. 30, 2024 Segment Reporting [Abstract] Â Summary of Net Sales by the Countries and Business The Companyâ€™s primary operations are in the United States and Canada. Segment information is summarized below: Â Three months ended June 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Sales Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Produce $ 47,019 Â Â Â $ 43,846 Â Â Â $ 83,113 Â Â Â $ 78,413 Â Cannabis - Canada Â 40,745 Â Â Â Â 28,065 Â Â Â Â 78,191 Â Â Â Â 53,177 Â Cannabis - United States Â 4,297 Â Â Â Â 5,301 Â Â Â Â 8,834 Â Â Â Â 10,278 Â Energy Â 121 Â Â Â Â â€” Â Â Â Â 121 Â Â Â Â â€” Â $ 92,182 Â Â $ 77,212 Â Â $ 170,259 Â Â $ 141,868 Â Gross profit Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Produce $ (4,164) Â $ (2,761) Â $ (854) Â $ (2,146) Cannabis - Canada Â 10,705 Â Â Â Â 10,716 Â Â Â Â 20,213 Â Â Â Â 19,170 Â Cannabis - United States Â 2,629 Â Â Â Â 3,558 Â Â Â Â 5,324 Â Â Â Â 6,796 Â Energy Â 78 Â Â Â Â (14) Â Â 78 Â Â Â Â (21) $ 9,248 Â Â Â $ 11,499 Â Â $ 24,761 Â Â $ 23,799 Â Â X - DefinitionTabular disclosure of the profit or loss and total assets for each reportable segment. An entity discloses certain information on each reportable segment if the amounts (a) are included in the measure of segment profit or loss reviewed by the chief operating decision maker or (b) are otherwise regularly provided to the chief operating decision maker, even if not included in that measure of segment profit or loss. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 280 -SubTopic 10 -Section 50 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-25Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 280 -SubTopic 10 -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 280 -SubTopic 10 -Section 50 -Paragraph 30 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_ScheduleOfSegmentReportingInformationBySegmentTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 37 R28.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Loss Per Share (Tables) 6 Months Ended Jun. 30, 2024 Income Per Share [Abstract] Â Summary of Basic and Diluted Net Loss per Common Share Basic and diluted net loss per common share is calculated as follows: Â Â Three months ended June 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Numerator: Â Â Â Â Â Â Â Â Â Â Â Â Net loss attributable to Village Farms International, Inc. shareholders Â $ (23,549) Â $ (1,380) Â $ (26,401) Â $ (8,016) Denominator: Â Â Â Â Â Â Â Â Â Â Â Â Weighted average number of common shares - basic Â Â Â 110,960 Â Â Â Â 110,239 Â Â Â Â 110,604 Â Â Â Â 107,185 Â Effect of dilutive securities- share-based employee options and awards Â Â Â€” Â Â Â Â€” Â Â Â Â€” Â Â Â Â€” Â Weighted average number of common shares - diluted Â Â Â 110,960 Â Â Â Â 110,239 Â Â Â Â 110,604 Â Â Â Â 107,185 Â Antidilutive options and awards Â Â Â 6,572 Â Â Â Â 6,589 Â Â Â Â 6,572 Â Â Â Â 6,589 Â Net loss per ordinary share: Â Â Â Â Â Â Â Â Â Â Â Â Basic Â $ (0.21) Â $ (0.01) Â $ (0.24) Â $ (0.07) Diluted Â $ (0.21) Â $ (0.01) Â $ (0.24) Â $ (0.07) X - DefinitionTabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionIncome Per Share [Abstract] + ReferencesNo definition available. + Details Name: vff_IncomePerShareAbstract Namespace Prefix: vff_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 38 R29.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Shareholders' Equity and Share Based Compensation (Tables) 6 Months Ended Jun. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Summary of Stock Option Activity Stock option activity for the six months ended June 30, 2024 was as follows: Â Â Number ofOptions Â Â WeightedAverageExercise Price Â Â WeightedAverageRemainingContractualTerm (years) Â Â AggregateIntrinsicValue Â Outstanding at January 1, 2024 Â Â 6,946,576 Â Â $ 3.50 Â Â Â 7.54 Â Â $ 83 Â Granted Â 50,000 Â Â $ 0.83 Â Â Â 9.80 Â Â $ 3 Â Forfeited/expired Â Â (424,167) Â $ 3.43 Â Â Â Â Â Â Â Outstanding at June 30, 2024 Â Â 6,572,409 Â Â $ 3.49 Â Â Â 7.38 Â Â $ 1,061 Â Exercisable at June 30, 2024 Â Â 3,572,555 Â Â $ 5.44 Â Â Â 6.22 Â Â $ 141 Â Summary of Restricted Shares Unit Restricted shares activity for the six months ended June 30, 2024 was as follows: Â Â Number ofPerformance-basedRestricted Share Units Â Â Weighted Average Grant Date Fair Value Â Outstanding at January 1, 2024 Â Â â€” Â Â $ - Â Granted Â Â 1,785,144 Â Â $ 1.20 Â Vested and Issued Â Â (1,479,024) Â $ 1.25 Â Outstanding at June 30, 2024 Â Â 306,120 Â Â $ 0.98 Â Exercisable at June 30, 2024 Â Â â€” Â Â $ - Â Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the changes in outstanding nonvested performance-based units. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfNonvestedPerformanceBasedUnitsActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 39 R30.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Changes in Non-Cash Working Capital Items (Tables) 6 Months Ended Jun. 30, 2024 Disclosure Of Changes In Non Cash Working Capital Items [Abstract] Â Summary of Changes in Non Cash Working Capital Items Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Trade receivables Â $ (7,738) Â $ (447) Inventories Â Â 17,174 Â Â Â (880) Other receivables Â Â (123) Â Â (9,991) Prepaid expenses and deposits Â Â 2,306 Â Â Â (411) Trade payables Â Â (1,760) Â Â (2,487) Accrued liabilities Â Â (453) Â Â 6,017 Â Lease liabilities Â Â (1,372) Â Â (956) Other assets, net of other liabilities Â Â (1,712) Â Â 1,330 Â Â $ 6,322 Â Â $ (7,825) Â Â Â Â Â Â X - DefinitionDisclosure of changes in non cash working capital items. + ReferencesNo definition available. + Details Name: vff_DisclosureOfChangesInNonCashWorkingCapitalItemsAbstract Namespace Prefix: vff_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of changes in non cash working capital items. + ReferencesNo definition available. + Details Name: vff_DisclosureOfChangesInNonCashWorkingCapitalItemsTableTextBlock Namespace Prefix: vff_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 40 R31.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Business, Basis Of Presentation And Significant Accounting Policies - Additional Information (Detail) Jun. 30, 2024 Rose LifeScience Inc. [Member] Â Nature Of Operations [Line Items] Â Equity ownership percentage 80.00% Leli Holland B.V. [Member] Â Nature Of Operations [Line Items] Â Equity ownership percentage 85.00% X - DefinitionThe percentage of ownership of common stock or equity participation in the investee accounted for under the equity method of accounting. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3 + Details Name: us-gaap_EquityMethodInvestmentOwnershipPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionNature of operations. + ReferencesNo definition available. + Details Name: vff_NatureOfOperationsLineItems Namespace Prefix: vff_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: srt_ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis=vff_RoseLifeScienceIncorporationMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis=vff_LeliHollandBVLeliMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 41 R32.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Inventories - Summary of Inventory Current (Detail) - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Inventory [Line Items] Â Â Inventories $ 59,029 $ 78,472 Raw Materials [Member] | Cannabis Business [Member] Â Â Inventory [Line Items] Â Â Inventories 761 985 Work-In-Progress [Member] | Cannabis Business [Member] Â Â Inventory [Line Items] Â Â Inventories 8,328 6,543 Finished Goods [Member] | Cannabis Business [Member] Â Â Inventory [Line Items] Â Â Inventories 32,951 47,084 Packaging [Member] | Cannabis Business [Member] Â Â Inventory [Line Items] Â Â Inventories 7,903 7,641 Crop Inventory [Member] | Produce And Energy Â Â Inventory [Line Items] Â Â Inventories 8,503 15,492 Purchased Produce Inventory [Member] | Produce And Energy Â Â Inventory [Line Items] Â Â Inventories $ 583 $ 727 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_InventoryLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_InventoryNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_PublicUtilitiesInventoryAxis=us-gaap_PublicUtilitiesInventoryRawMaterialsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementBusinessSegmentsAxis=vff_CannabisBusinessMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PublicUtilitiesInventoryAxis=vff_PublicUtilitiesInventoryWorkInProgressMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PublicUtilitiesInventoryAxis=vff_PublicUtilitiesInventoryFinishedGoodsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PublicUtilitiesInventoryAxis=vff_PublicUtilitiesInventoryPackagingMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PublicUtilitiesInventoryAxis=vff_CropInventoryMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementBusinessSegmentsAxis=vff_ProduceAndEnergyMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PublicUtilitiesInventoryAxis=vff_PurchasedProduceMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 42 R33.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Property Plant And Equipment - Summary of Property, Plant and Equipment (Detail) - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Property Plant And Equipment [Line Items] Â Â Less: Accumulated depreciation $ (138,252) $ (132,230) Property, plant and equipment, net 198,433 205,613 Land [Member] Â Â Property Plant And Equipment [Line Items] Â Â Property, Plant and Equipment, Gross 14,289 14,641 Leaseholds and Leasehold Improvements [Member] Â Â Property Plant And Equipment [Line Items] Â Â Property, Plant and Equipment, Gross 5,506 5,525 Buildings [Member] Â Â Property Plant And Equipment [Line Items] Â Â Property, Plant and Equipment, Gross 213,464 217,384 Machinery and Equipment [Member] Â Â Property Plant And Equipment [Line Items] Â Â Property, Plant and Equipment, Gross 90,987 86,674 Construction in Progress [Member] Â Â Property Plant And Equipment [Line Items] Â Â Property, Plant and Equipment, Gross $ 12,439 $ 13,619 X - DefinitionAmount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A + Details Name: us-gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting

Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_LandMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_LeaseholdsAndLeaseholdImprovementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_BuildingMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_MachineryAndEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_ConstructionInProgressMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 43 R34.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Property Plant And Equipment - Additional Information (Detail) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Property, Plant and Equipment [Abstract] Â Â Â Â Depreciation on property, plant and equipment $ 4,020 $ 2,953 $ 7,748 $ 6,157 X - DefinitionThe amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_Depreciation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 44 R35.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Acquisitions - Additional Information (Detail) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended May 29, 2024 Jun. 30, 2024 Jun. 30, 2024 Business Acquisition [Line Items] Â Â Â Mezzanine equity acquisition of non-controlling interests Â $ (5,209) $ (5,209) Mezzanine equity increase in additional paid in capital Â 2,193 2,193 Additional Paid-in Capital [Member] Â Â Â Business Acquisition [Line Items] Â Â Â Mezzanine equity increase in additional paid in capital Â $ 2,193 $ 2,193 Rose Acquisition [Member] Â Â Â Business Acquisition [Line Items] Â Â Â Date of acquisition agreement May 29, 2024 Â Â Percentage of additional voting interests acquired 10.00% Â Â Additional percentage of voting interests acquired Â 80.00% 80.00% Cash purchase price $ 3,016 Â Â Mezzanine equity acquisition of non-controlling interests (5,209) Â Â Rose Acquisition [Member] | Additional Paid-in Capital [Member] Â Â Â Business Acquisition [Line Items] Â Â Â Mezzanine equity increase in additional paid in capital $ 2,193 Â Â X - DefinitionDate when the business acquisition agreement was executed, in YYYY-MM-DD format. + ReferencesNo definition available. + Details Name: us-gaap_BusinessAcquisitionDateOfAcquisitionAgreement1 Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5 + Details Name: us-gaap_BusinessAcquisitionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPercentage of voting equity interests acquired at the acquisition date in the business combination. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2 + Details Name: us-gaap_BusinessAcquisitionPercentageOfVotingInterestsAcquired Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of increase in noncontrolling interest from a business combination. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section S99 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(2) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_NoncontrollingInterestIncreaseFromBusinessCombination Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of business during the period. The cash portion only of the acquisition price. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionBusiness Acquisition, Percentage of Additional Voting Interest Acquired + ReferencesNo definition available. + Details Name: vff_BusinessAcquisitionPercentageOfAdditionalVotingInterestAcquired Namespace Prefix: vff_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionTemporary equity increase in non controlling interests due to acquistion. + ReferencesNo definition available. + Details Name: vff_TemporaryEquityIncreaseInNonControllingInterestsDueToAcquistion Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_AdditionalPaidInCapitalMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=vff_RoseAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 45 R36.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Goodwill and Intangible Assets - Schedule of Changes in Carrying Value of Goodwill by Reportable Segment (Detail) $ in Thousands 6 Months Ended Jun. 30, 2024 USD ($) Goodwill [Line Items] Â Beginning Balance $ 55,918 Impairments (10,039) Foreign currency translation adjustment (1,419) Ending Balance 44,460 Cannabis Business [Member] | Canada [Member] Â Goodwill [Line Items] Â Beginning Balance 45,879 Foreign currency translation adjustment (1,419) Ending Balance 44,460 Cannabis Business [Member] | United States [Member] Â Goodwill [Line Items] Â Beginning Balance 10,039 Impairments $ (10,039) X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of foreign currency translation gain (loss) which increases (decreases) asset representing future economic benefit from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1 + Details Name: us-gaap_GoodwillForeignCurrencyTranslationGainLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of impairment loss from asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-2 + Details Name: us-gaap_GoodwillImpairmentLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1A + Details Name: us-gaap_GoodwillLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementBusinessSegmentsAxis=vff_CannabisBusinessMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=country_CA Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=country_US Namespace Prefix: Data Type: na Balance Type: Period Type: XML 46 R37.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Goodwill and Intangible Assets - Schedule of Acquired Intangible Assets (Detail) - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Finite Lived Intangible Assets [Line Items] Â Â Less: Accumulated amortization $ (8,858) $ (7,414) Less: Impairments (9,250) (7,350) Intangibles, net 27,869 32,275 Licenses [Member] Â Â Finite Lived Intangible Assets [Line Items] Â Â Intangibles, gross 17,956 18,540 Brand and Trademarks [Member] Â Â Finite Lived Intangible Assets [Line Items] Â Â Intangibles, gross 12,686 12,795 Customer Relationships [Member] Â Â Finite Lived Intangible Assets [Line Items] Â Â Intangibles, gross 13,165 13,586 Computer Software [Member] Â Â Finite Lived Intangible Assets [Line Items] Â Â Intangibles, gross 2,026 1,974 Other [Member] Â Â Finite Lived Intangible Assets [Line Items] Â Â Intangibles, gross $ 144 $ 144 X - DefinitionAccumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 928 -SubTopic 340 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478859/928-340-50-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -

Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionImpairment of intangible assets. + ReferencesNo definition available. + Details Name: vff_ImpairmentOfIntangibleAssets Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_LicensingAgreementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=vff_BrandAndTrademarksMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_CustomerRelationshipsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_ComputerSoftwareIntangibleAssetMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=vff_OtherMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 47 R38.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Goodwill and Intangible Assets - Schedule of Expected Future Amortization Expense for Definite-Lived Intangible Assets (Detail) $ in Thousands Jun. 30, 2024 USD ($) Fiscal period Â Remainder of 2024 $ 1,639 2025 3,192 2026 3,104 2027 3,104 2028 1,861 Thereafter 11,389 Intangibles, net $ 24,289 X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_FiniteLivedIntangibleAssetsFutureAmortizationExpenseCurrentAndFiveSucceedingFiscalYearsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFinite lived amortizable intangible assets net. + ReferencesNo definition available. + Details Name: vff_FiniteLivedAmortizableIntangibleAssetsNet Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for asset, excluding financial asset and goodwill, lacking physical substance with finite life expected to be recognized after four fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesNo definition available. + Details Name: vff_FiniteLivedIntangibleAssetsAmortizationExpenseAfterYearFour Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 48 R39.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Goodwill and Intangible Assets - Additional Information (Detail) - USD ($) $ in Thousands 6 Months Ended Jun. 30, 2024 Dec. 31, 2023 Goodwill [Line Items] Â Â Impairments $ 10,039 Â Impairment charge to intangibles 9,250 $ 7,350 Good will 44,460 55,918 Intangible assets (9,250) $ (7,350) Cannabis U.S. [Member] Â Â Goodwill [Line Items] Â Â Impairment charge to intangibles 1,900 Â Good will 10,039 Â Intangible assets (1,900) Â Cannabis U.S. [Member] | Brand [Member] Â Â Goodwill [Line Items] Â Â Recovered amount higher (lower) than carrying amount of brand $ 1,900 Â Incremental royalty rate 3.50% Â Impairment charge to intangibles $ 1,900 Â Intangible assets (1,900) Â Cannabis U.S. [Member] | Goodwill [Member] Â Â Goodwill [Line Items] Â Â Recovered amount higher (lower) than carrying amount of goodwill $ 10,039 Â Post-tax discount rate 12.00% Â Increase in post-tax discount rate 1.00% Â Recoverable amount average revenue growth rate 6.00% Â Recoverable amount terminal growth rate 2.00% Â Decrease in terminal growth rate 1.00% Â Decrease future cash flow rate 10.00% Â Cannabis U.S. [Member] | Goodwill [Member] | Maximum [Member] Â Â Goodwill [Line Items] Â Â Ending period of recoverable amount budgets approved by senior management 2028 Â Recoverable amount average revenue growth rate period 2028 Â Cannabis U.S. [Member] | Goodwill [Member] | Minimum [Member] Â Â Goodwill [Line Items] Â Â Starting period of recoverable amount budgets approved by senior management 2024 Â Recoverable amount average revenue growth rate period 2025 Â X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of impairment loss from asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-2 + Details Name: us-gaap_GoodwillImpairmentLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1A + Details Name: us-gaap_GoodwillLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionIncrease in terminal growth rate. + ReferencesNo definition available. + Details Name: vff_DecreaseInTerminalGrowthRate1 Namespace Prefix: vff_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionEnding period of recoverable amount budgets approved by senior management. + ReferencesNo definition available. + Details Name: vff_EndingPeriodOfRecoverableAmountBudgetsApprovedBySeniorManagement Namespace Prefix: vff_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionImpairment of intangible assets. + ReferencesNo definition available. + Details Name: vff_ImpairmentOfIntangibleAssets Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionIncrease future cash flow rate. + ReferencesNo definition available. + Details Name: vff_IncreaseFutureCashFlowRate Namespace Prefix: vff_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionIncrease in post-tax discount rate. + ReferencesNo definition available. + Details Name: vff_IncreaseInPostTaxDiscountRate Namespace Prefix: vff_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionIncremental royalty rate. + ReferencesNo definition available. + Details Name: vff_IncrementalRoyaltyRate Namespace Prefix: vff_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionPost tax discount rate. + ReferencesNo definition available. + Details Name:

vff_PostTaxDiscountRate Namespace Prefix: vff_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionRecoverable amount average revenue growth rate. + ReferencesNo definition available. + Details Name: vff_RecoverableAmountAverageRevenueGrowthRate Namespace Prefix: vff_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionRecoverable amount average revenue growth rate term. + ReferencesNo definition available. + Details Name: vff_RecoverableAmountAverageRevenueGrowthRateTerm Namespace Prefix: vff_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionRecoverable amount terminal growth rate. + ReferencesNo definition available. + Details Name: vff_RecoverableAmountTerminalGrowthRate Namespace Prefix: vff_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionRecoverd Amount Higher (Lower) Than Carrying Amount of Brand. + ReferencesNo definition available. + Details Name: vff_RecoverdAmountHigherLowerThanCarryingAmountOfBrand Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRecovered amount higher (lower) than carrying amount of goodwill. + ReferencesNo definition available. + Details Name: vff_RecoverdAmountHigherLowerThanCarryingAmountOfGoodwill Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionStarting period of recoverable amount budgets approved by senior management. + ReferencesNo definition available. + Details Name: vff_StartingPeriodOfRecoverableAmountBudgetsApprovedBySeniorManagement Namespace Prefix: vff_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementBusinessSegmentsAxis=vff_CannabisUnitedStatesSegmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=vff_BrandMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_GoodwillMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 49 R40.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Line of Credit and Long-term Debt - Schedule of Debt (Detail) - USD ($) $ in Thousands 6 Months Ended 12 Months Ended Jun. 30, 2024 Dec. 31, 2023 Debt Instrument [Line Items] Â Â Term Loan $ 44,419 $ 48,058 Term Loan (FCC Loan) [Member] Â Â Debt Instrument [Line Items] Â Â Term Loan 21,804 22,788 Term Loan One [Member] | Pure Sunfarms [Member] Â Â Debt Instrument [Line Items] Â Â Term Loan 7,310 8,298 Term Loan Two [Member] | Pure Sunfarms [Member] Â Â Debt Instrument [Line Items] Â Â Term Loan 11,879 13,201 BDC Facility [Member] | Pure Sunfarms [Member] Â Â Debt Instrument [Line Items] Â Â Term Loan $ 3,426 $ 3,771 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTerm loan + ReferencesNo definition available. + Details Name: vff_TermLoan Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_CreditFacilityAxis=vff_TermLoanFCCLoanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=vff_TermLoanOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ConsolidatedEntitiesAxis=vff_PureSunfarmsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=vff_TermLoanTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=vff_BDCFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 50 R41.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Line of Credit and Long-term Debt - Schedule of Debt (Parenthetical) (Detail) - 6 months ended Jun. 30, 2024 $ in Millions, $ in Millions USD ($) CAD ($) Term Loan (FCC Loan) [Member] Â Â Debt Instrument [Line Items] Â Â Debt instrument, periodic principal payment $ 164 Â Debt instrument, interest rate during period 8.90% 8.90% Debt instrument maturity date May 03, 2027 May 03, 2027 Term Loan One [Member] | Pure Sunfarms [Member] Â Â Debt Instrument [Line Items] Â Â Debt instrument, periodic principal payment Â $ 19.0 Debt instrument, interest rate during period 8.95% 8.95% Debt instrument maturity date Feb. 07, 2026 Feb. 07, 2026 Debt Instrument Quarterly Payments Interest Rate 2.50% 2.50% Term Loan Two [Member] | Pure Sunfarms [Member] Â Â Debt Instrument [Line Items] Â Â Debt instrument, periodic principal payment Â $ 25.0 Debt instrument, interest rate during period 8.95% 8.95% Debt instrument maturity date Feb. 07, 2026 Feb. 07, 2026 Debt Instrument Quarterly Payments Interest Rate 2.50% 2.50% Debt instrument maturity date Jun. 30, 2021 Jun. 30, 2021 BDC Facility [Member] | Pure Sunfarms [Member] Â Â Debt Instrument [Line Items] Â Â Debt instrument, periodic principal payment Â $ 52.0 Debt instrument, interest rate during period 10.95% 10.95% Debt instrument maturity date Dec. 31, 2031 Dec. 31, 2031 X - DefinitionThe average effective interest rate during the reporting period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentInterestRateDuringPeriod Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef 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Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDate when the debt instrument is scheduled to be fully repaid, in YYYY-MM-DD format. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentMaturityDate Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionEarliest date the outstanding debt instruments are required to be repaid, in YYYY-MM-DD format. + ReferencesReference 1: http://fasb.org/us-

gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DebtInstrumentMaturityDateRangeStart1 Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionAmount of the required periodic payments applied to principal. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DebtInstrumentPeriodicPaymentPrincipal Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionDebt instrument quarterly payments interest rate + ReferencesNo definition available. + Details Name: vff_DebtInstrumentQuarterlyPaymentsInterestRate Namespace Prefix: vff_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_CreditFacilityAxis=vff_TermLoanFCCLoanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=vff_TermLoanOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ConsolidatedEntitiesAxis=vff_PureSunfarmsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=vff_TermLoanTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=vff_BDCLoanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R42.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Line of Credit and Long-term Debt - Additional Information (Detail) - USD ($) $ in Thousands 6 Months Ended 12 Months Ended Jun. 30, 2024 Dec. 31, 2023 Disclosure Of Borrowings [Line Items] Â Â Line of credit $ 4,000 $ 4,000 Weighted average interest rate 9.73% 9.44% Accounts Payable and Accrued Liabilities [Member] Â Â Disclosure Of Borrowings [Line Items] Â Â Accrued interest payable $ 347 $ 390 Non-Revolving Variable Rate Term Loan 2021 [Member] | FCC Loan [Member] Â Â Disclosure Of Borrowings [Line Items] Â Â Securities pledged as collateral 80,400 117,293 Revolving Operating Loan [Member] Â Â Disclosure Of Borrowings [Line Items] Â Â Amounts drawn on facility 4,000 4,000 Securities pledged as collateral 23,359 28,034 Revolving Operating Loan [Member] | Pure Sunfarms [Member] Â Â Disclosure Of Borrowings [Line Items] Â Â Total outstanding amount $ 0 $ 0 X - DefinitionAmount of assets pledged to secure a debt instrument. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3 + Details Name: us-gaap_DebtInstrumentCollateralAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted average interest rate of debt outstanding. + ReferencesNo definition available. + Details Name: us-gaap_DebtWeightedAverageInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of interest payable on debt, including, but not limited to, trade payables. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(15)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(15)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_InterestPayableCurrentAndNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe carrying value as of the balance sheet date of the current and noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_LineOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe carrying value as of the balance sheet date of the current portion of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_LinesOfCreditCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of cash inflow from contractual arrangement with the lender, including but not limited to, letter of credit, standby letter of credit and revolving credit arrangements. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromLinesOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionDisclosure Of Borrowings Line Items. + ReferencesNo definition available. + Details Name: vff_DisclosureOfBorrowingsLineItems Namespace Prefix: vff_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_BalanceSheetLocationAxis=us-gaap_AccountsPayableAndAccruedLiabilitiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=vff_TwoThousandTwentyOneNonRevolvingVariableRateTermLoanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LineOfCreditFacilityAxis=vff_CanadianCreditorMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=vff_RevolvingOperatingLoanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=vff_PureSunfarmsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 52 R43.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Line of Credit and Long-term Debt - Summary of Aggregate Annual Principal Maturities of Long-Term Debt (Detail) $ in Thousands Jun. 30, 2024 USD ($) Debt Disclosure [Abstract] Â Remainder of 2024 $ 2,857 2025 5,714 2026 16,679 2027 17,343 2028 457 Thereafter 1,369 Total $ 44,419 X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_LongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing after fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesNo definition available. + Details Name: vff_LongTermDebtMaturitiesRepaymentsOfPrincipalAfterYearFour Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 53 R44.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Related Party Transactions And Balances - Additional Information (Detail) $ in Thousands, $ in Thousands 3 Months Ended 6 Months Ended May 29, 2024 USD ($) Jun. 30, 2024 CAD ($) Jun. 30, 2023 CAD ($) Jun. 30, 2024 CAD ($) Jun. 30, 2024 USD ($) Jun. 30, 2023 CAD ($) Jun. 30, 2023 USD ($) Rose Acquisition Â Â Â Â Â Â Â Related Party Transaction [Line Items] Â Â Â Â Â Â Â Additional percentage of voting interests acquired Â 80.00% Â 80.00% 80.00% Â Â Employees Â Â Â Â Â Â Â Related Party Transaction [Line Items] Â Â Â Â Â Â Â Salary and benefits to employee Â Â Â Â $ 85 Â $ 61 Employees | Share Purchase Agreement | Rose Acquisition Â Â Â Â Â Â Â Related Party Transaction [Line Items] Â Â Â Â Â Â Â Additional percentage of voting interests acquired 10.00% Â Â Â Â Â Â Â Business combination cash purchase price of acquisition $ 3,016 Â Â Â Â Â Â Â Rose Â Â Â Â Â Â Â Related Party Transaction [Line Items] Â Â Â Â Â Â Â Salary and benefits to employee Â $ 151 $ 47 $ 190 Â $ 92 Â X - DefinitionPercentage of voting equity interests acquired at the acquisition date in the business combination. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2 + Details Name: us-gaap_BusinessAcquisitionPercentageOfVotingInterestsAcquired Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionPurchase price of expected business acquisition prior to consideration being transferred. Excludes asset acquisition. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 15 -Paragraph 3 -SubTopic 10 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479455/805-10-15-3 + Details Name: us-gaap_BusinessCombinationPriceOfAcquisitionExpected Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable

information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)(2)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)(2)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(g)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_RelatedPartyTransactionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionSalary and benefits to employee. + ReferencesNo definition available. + Details Name: vff_SalaryAndBenefitsToEmployee Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_BusinessAcquisitionAxis=vff_RoseAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=vff_EmployeeMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=vff_SharePurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=vff_RoseLifeScienceIncMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R45.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Income Taxes - Additional Information (Detail) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Dec. 31, 2023 Income Tax Disclosure [Abstract] Â Â Â Â Â Provision for income taxes $ (260) $ (1,299) $ (580) $ (1,933) Â Valuation allowance 45,571 Â 45,571 Â $ 39,530 Total deferred tax assets $ 4,201 Â $ 4,201 Â Â X - DefinitionAmount after allocation of valuation allowances of deferred tax asset attributable to deductible temporary differences and carryforwards. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-2 + Details Name: us-gaap_DeferredTaxAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of deferred tax assets for which it is more likely than not that a tax benefit will not be realized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-2 + Details Name: us-gaap_DeferredTaxAssetsValuationAllowance Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 55 R46.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Segment and Geographic Information - Additional Information (Detail) 6 Months Ended Jun. 30, 2024 Segment Segment Reporting [Abstract] Â Number of operating segments 4 X - DefinitionNumber of operating segments. An operating segment is a component of an enterprise: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-18 + Details Name: us-gaap_NumberOfOperatingSegments Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 56 R47.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Segment and Geographic Information - Summary of net sales by the countries and business (Detail) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Sales [Abstract] Â Â Â Â Sales $ 92,182 $ 77,212 $ 170,259 $ 141,868 Gross profit [Abstract] Â Â Â Â Gross profit 9,248 11,499 24,761 23,799 Produce Business [Member] Â Â Â Â Sales [Abstract] Â Â Â Â Sales 47,019 43,846 83,113 78,413 Gross profit [Abstract] Â Â Â Â Gross profit (4,164) (2,761) (854) (2,146) Cannabis Canada Business [Member] Â Â Â Â Sales [Abstract] Â Â Â Â Sales 40,745 28,065 78,191 53,177 Gross profit [Abstract] Â Â Â Â Gross profit 10,705 10,716 20,213 19,170 Cannabis United States Business [Member] Â Â Â Â Sales [Abstract] Â Â Â Â Sales 4,297 5,301 8,834 10,278 Gross profit [Abstract] Â Â Â Â Gross profit 2,629 3,558 5,324 6,796 Energy Business [Member] Â Â Â Â Sales [Abstract] Â Â Â Â Sales 121 Â 121 Â Gross profit [Abstract] Â Â Â Â Gross profit $ 78 $ (14) $ 78 $ (21) X - DefinitionAggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef 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us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_GrossProfitAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards 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https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50

-Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_Revenues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_RevenuesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementBusinessSegmentsAxis=vff_ProduceBusinessMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementBusinessSegmentsAxis=vff_CannabisCanadaSegmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementBusinessSegmentsAxis=vff_CannabisUnitedStatesSegmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementBusinessSegmentsAxis=vff_EnergyBusinessMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 57 R48.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Loss Per Share - Summary of Basic and Diluted Net Loss per Common Share (Detail) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Numerator: Â Â Â Â Net loss attributable to Village Farms International, Inc. shareholders $ (23,549) $ (1,380) $ (26,401) $ (8,016) Denominator: Â Â Â Â Weighted average number of common shares - basic 110,960 110,239 110,604 107,185 Weighted average number of common shares - diluted 110,960 110,239 110,604 107,185 Antidilutive options and awards 6,572 6,589 6,572 6,589 Net loss per ordinary share: Â Â Â Â Basic $ (0.21) $ (0.01) $ (0.24) $ (0.07) Diluted $ (0.21) $ (0.01) $ (0.24) $ (0.07) X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards 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http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 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us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef 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Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher 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https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 59 R50.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Shareholders' Equity and Share Based Compensation - Summary of Stock Option Activity (Detail) - Stock Option [Member] - USD ($) $ / shares in Units, $ in Thousands 6 Months Ended 12 Months Ended Jun. 30, 2024 Dec. 31, 2023 Share Based Compensation Arrangement By Share Based Payment Award [Line Items] Â Â Number of Options, Beginning balance 6,946,576 Â Number of Options, Granted 50,000 Â Number of Options, Forfeited/expired (424,167) Â Number of Options, Ending balance 6,572,409 6,946,576 Number of Options, Exercisable 3,572,555 Â Weighted Average Exercise Price, Beginning balance $ 3.5 Â Weighted Average Exercise Price, Granted 0.83 Â Weighted Average Exercise Price, Forfeited/expired 3.43 Â Weighted Average Exercise Price, Ending balance 3.49 $ 3.5 Weighted Average Exercise Price, Exercisable $ 5.44 Â Weighted Average Remaining Contractual Term (years) 7 years 4 months 17 days 7 years 6 months 14 days Weighted Average Remaining Contractual Term (years), Granted 9 years 9 months 18 days Â Weighted Average Remaining Contractual Term (years), Exercisable 6 years 2 months 19 days Â Aggregate Intrinsic Value $ 1,061 $ 83 Aggregate Intrinsic Value, Granted 3 Â Aggregate Intrinsic Value, Excercisable $ 141 Â X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -

Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe weighted-average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionFor presentations that combine terminations, the number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan or that expired. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price of options that were either forfeited or expired. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionNet number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionWeighted average per share amount at which grantees can acquire shares of common stock by exercise of options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of difference between fair value of the underlying shares reserved for issuance and exercise price of vested portions of options outstanding and currently exercisable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted average remaining contractual term for vested portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableWeightedAverageRemainingContractualTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for option awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionShare-based compensation arrangement by share based payment award, options grants in period, total intrinsic value. + ReferencesNo definition available. + Details Name: vff_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodTotalIntrinsicValue Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionShare based Compensation Arrangement By Share based Payment Award Options Grants In Period Weighted Average Remaining Contractual Term + ReferencesNo definition available. + Details Name: vff_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsGrantsInPeriodWeightedAverageRemainingContractualTerm Namespace Prefix: vff_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 60 R51.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Shareholders' Equity and Share Based Compensation - Summary of Restricted Shares Unit (Detail) - Performance-Based Restricted Share Unit [Member] 6 Months Ended Jun. 30, 2024 $ / shares shares Share Based Compensation Shares Authorized Under Stock Option Plans Exercise Price Range [Line Items] Â Number of Performance-based Restricted Share Units, Granted | shares 1,785,144 Number of Performance-based Restricted Share Units, Vested and Issued | shares (1,479,024) Number of Performance-based Restricted Share Units, Ending balance | shares 306,120 Weighted Average Grant Date Fair Value, Granted | $ / shares $ 1.2 Weighted Average Grant Date Fair Value, Vested and Issued | $ / shares 1.25 Weighted Average Grant Date Fair Value, Ending balance | $ / shares $ 0.98 X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionPer share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionShare based compensation arrangement by share based payment award equity instrument other than options vested and issued in period. + ReferencesNo definition available. + Details Name: vff_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentOtherThanOptionsVestedAndIssuedInPeriod Namespace Prefix: vff_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionShare-based compensation arrangement by share-based payment award, equity instruments other than options, vested and issued in period, weighted average grant date fair value. + ReferencesNo definition available. + Details Name: vff_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedAndIssuedInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: vff_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=vff_PerformanceBasedRestrictedShareUnitMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 61 R52.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Changes in Non Cash Working Capital Items - Summary of Changes in Non Cash Working Capital Items (Detail) - USD ($) $ in Thousands 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Share-Based Payment Arrangement [Abstract] Â Â Trade receivables $ (7,738) $ (447) Inventories 17,174 (880) Other receivables (123) (9,991) Prepaid expenses and deposits 2,306 (411) Trade payables (1,760) (2,487) Accrued liabilities (453) 6,017 Lease liabilities (1,372) (956) Other assets, net of other liabilities (1,712) 1,330 Total $ 6,322 $ (7,825) X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of expenses incurred but not yet paid. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccruedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate value of all inventory held by the reporting entity, associated with underlying transactions that are classified as operating activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInInventories Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period of all assets and liabilities used in operating activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInOperatingCapital Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation for operating lease. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -SubTopic 20 -Topic 842 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_IncreaseDecreaseInOperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in operating assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInOtherOperatingAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionIncrease decrease in other assets net of other liabilities. + ReferencesNo definition available. + Details Name: vff_IncreaseDecreaseInOtherAssetsNetOfOtherLiabilities Namespace Prefix: vff_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration EXCEL 62 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (*DX"%D'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y

#OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " "I. A9+'N+'.\ K @ $0 &1O8U!R;W!S+V-O&ULS9+/ M2L0P$(=?17)O)^GZC]#-1?&D(+B@> O)[&ZP:4,RTN[;F\;=+J(/(.22F5^^ M^0;2FB#-$/$Y#@$C.4P7D^_Z)$U8LSU1D #)[-'K5.=$GYO;(7I-^1IW$+3Y MT#N$AO-K\$C::M(P ZNP$)EJK9$FHJ8A'O'6+/CP&;L"LP:P0X\])1"U *;F MB>$P=2V< 3.,,/KT74"[$$OU3VSI #LFI^26U#B.];@JN;R#@+>GQY>R;N7Z M1+HWF%\E)^D0<,U.DU]7=_>;!Z8:WEQ6_#:?C1"27TE^\SZ[_O ["_O!NJW[MQ\8G0=7"KW^AO@!02P,$% @ J3@(69E&UL[5I; <]HX%'[OK]!X9_9M"\8V@;:T$W-I=MNTF83M M3A^%$B-;'0LZ?O.14?GZ#AY\^XN8NB&B)3R M> +]O6N[!3+ MUES@6QHO(];JM-O=5H1I;*$81V1@? 5XL:$#05%%:;U\@M.4?,_@5RU2-9:,! M$U=!)KF(M/+Y;,7\VMX^9<_I.ATR@6XP&U@@?\YOI^1.6HCA5,+$P&IG/U9K MQ]'22(""R7V4!;I)]J/3%0@R#3LZG5C.=GSVQ.V? C,K:=#1M&N#C\7@XMLO2 MBW A(5M>5 TR M6'!VULS2 Y9>*?IUE!K9';O=05SP6.XYB1'^QL4$UFG2&98T1G*=D 4. #?$ MT4Q0?*]!MHK@PI+27)#6SRFU4!H(FLB!]4>"(<7K;YH] M5Z%82=J$^!!&&N*<^9ST6S[!Z5&T?95O-RCEU@5 9<8WS2J-2S%UGB5P/&M MG#P=$+Q+-E L&08:7)"82J3E^34@3_BNEVOZKR2.FJW"$2M"/F(9 M-AIRM1:!MG&IA&!:$L;1>$[2M!'\6:PUDSY@R.S-D77.UI$.$9)>-T(^8LZ+ MD!&_'H8X2IKMHG%8!/V>7L-)P>B"RV;]N'Z&U3-L+([WJ]072N0/]<_Z3(T M!Z.:60F]A%9JGZJ'-#ZH'C(*!?&Y'C[E>G@*-Y;&O%"N@GL! _]':*K^(+ M.7\N?<^E[[GT/:'2MSAD6R4)RU3393>* M$IY"&V[I4_5*E=?EK[DHN#Q;Y.FOH70^+,_Y/%_GM,T+,T.WF)&Y M"M-2D&_#^>G%>!KB.=D$N7V85VWGV-'1^^?!4;"C[SR6'<>(\]{A[J&&F,_# M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$?HV<.>77%_CT9+CVZ9EM6ZO*7<9;2)2.<)IF!-GJ\K>9;'!51W/55OR ML+YJ/;053L_ ^6:W(GPP13A8+$DACE!>F2J+S&5.^YRM)Q%4XOT4SMA*7&+SC MYL=Q3E.X$G:V#P(RN;LYJ7IE,6>F\M\M# DL6XA9$N)-7>W5YYNTB42%(JP# 4A M%W+C[^^3:G>,U_HL@6V$5#)DU1?*0XG!/3-R0]A4)?.NVB8+A=OB5,V[&FXF M8$0#>FZ=+2? VU[4/;07/4;SHYG@'K.' MYA,L0Z1^P7V*BH 1JV*^NJ]/^26<.[1[\8$@F>3V5Z4VW> ,? -2K6J5D*Q$_ M2P=\'Y(&8XQ;]#1?CQ1BK::QK<;:.,0QY@%CS#*%F.-^'19H:.]6+K#F-"F]! MU4#E/]O4#6CV#30,9FV-J/D3@H\W]/[O#;#"Q([A[8N_ 5!+ P04 M" "I. A9W19['>H% "F'P & 'AL+W=OLU==W8R] -^T!+M"U4$CV*LI-_M/U*2);>@7GM"_271[1SS$47RD+S=<_$UV3 FT4L4QLE=:R/E]DVGDW@;%M'D MFF]9K.ZLN(BH5*=BW4FV@E$_$T5AAUA6OQ/1(&Z-K-K,S&ZY:D,@YC-!$K2 M**+B]9Z%?' 7PJW#A:=@O9'Z0F=TNZ5K-F?RC^U,J+-.Z>('$8N3@,=(L-5= MN^RX]YX#MDZ-CI%&6G' 5)Q/_KF7I$K&0>5);4/5OQUP6AMI)E>/? MPK15_J86'A\?W,<9O()9TH2Y//PS\.7FKC5L(9^M:!K*)[Y_SPJ@GO;S>)AD M?]$^?[9KM9"7)I'A5B5(KB_#]]*5[$D<#NU@A((2#?"7"=P"X$V9OKY"7+ ML-Y224>W@N^1T$\K-WV0O9M,K6B"6%?C7 IU-U Z.7+YC@DT4S6&VBC94,&2 MVXY4QOIVQRM,[G,34F/21Q]Y+#<)>HA]YG^K[Z@"E:4BAU+=$]#P]S2^1K9U MA8A%NH;RN+#<2=?7R.J;Y-\4QRY? DIWYV>!+^MM9)E*H[^2TQO*;IF!]T8 MWR1;ZK&[EFIM^1,[UAK]_!%N[9\'Z0V3>PW1*V"[F/WG(O5>U4HL7KEIE(M83FVVI]-2*"]('5*O1.J!97(4CY\QC4.Z-C'!^A4-$].K<$%90ZA^"=4_KYYF M3 3 MCTU(H*@A$K:J4=,"" _40RT"^HB>V#O28H&IO2B-CTSMA]#QY?'3>/:"Q_1Q MCB;3Q+[C@?J94_8M=N8M&UL! 6534&K>(/! M0%%6:,'[Q+9Q9"*?/^BZI =P M(R?L6,=YB;2#[]B#X;Q2<(Z#4,565WVM:R[,K1/VF?*X33U/S;F$,O%S0R/O M)8(0KI(0A@-,P3O?J-D@%8 PG%H.>!%5>/=IHFXG MYD8)^TB1FON7]PE7\P'%D*O(>(B;7N=-XI![D!ZQ$VK*_'2^0@74A#">9 M.?-2D:&^>!L:JREW;6B C::,_*UCG&7!PH:$I(I%Y*Q8Y/B^" ^Q,F*NZU[>%@:!L! M+Y&"2)6"R%DI:!)[7*@ 1+-E1IV V.$[5O]8WL]X>STC;B7"$.D"D/DK#"T MH"]HXJOT$ZP"+V<&:A>VO!FVL64-^@-CR(7%37FK4$3."D5EWY37+!=H)O@N MB#USQ<*>]ZX1!!)IB%1IB)R5ADK0X@]JN?0I]C,"5MV!Y;5'EIJ5%97&3,E M91>V:$I=A21R5DBJAAYJFIWP?>QD?C$JA,+)35B7B(LD2HLD;/"4HDYXXE4 M<]._@FU]YP0[/G<_('MJ[I OD9=(E9<(''.R*G0H_5HL'?,F\>7"(DV55(MLN%H\\BS9;X-CZ&!)(3)3=+]]RUL7.V#I4WYJI1DP]FF7-#\G%*A9MKA:[&B M8,2$O>JF+*L*6*5A6PXQE1()(+&29"-F@ C;%8[78%U32&/-KW.6Q4JHJKD MWM>K(K&B3ZE4_4ZL%W:-Q#]V-RQWZV5N>E]Z-\(8#\C@I]>ZK=TQ9.=H\0U3/ M)[,-X@1Y.K_EFZ+EU7(3VLFV7CO5X_D.]D>JIZ,)"ME*2:WK@?I]D6*YR>2 M;[-]U267DD?9X891GPG]@+J_XEP>3OO/E%OSH_\ 4$L#!!0 (*DX"%E+ M5*^N" @ *TD 8 >&PO=V]R:W-H965T&ULM9IM4^.V M%L>_BB;MM+TS@5@/?MJ%S%!@[]+9;BGL]L[M.V&+Q+.VE4HR+/OI*]E)G%BR M AWZ!NSD2/Z?(^G\CN23,_CF MG,2F06OQ1\$>YOX:]WI M9/M,TW#W>M/[N]9Y[R%?4M,X*6H)K+HLV_$?@\"T%^.G[_X#O05TO>2%KG\F2F MM"K3]RQ;* BY4X!&%/$2U,< !U. D0;S[3L=@&!&T# M@MK^\%A &B&TWX!*R933G:X]<;:&G&W.5UUU74=F5RP\, M=MVQK7" 4KBUVM-)MCJ)5^<-DTH4F9F71JE+G;>#EXY)UUFXXT08!(';AW#K M0^CUX9.@.=-Y+V,ZR',#'!F Q4NNQ' M&$?)B- =LD(O23[R^N@9,N%KIJ[7ZFW?Y9Z=T,LK/8]T?2G4TQ2L2FK>&X714-T! MJWUM/?:@GWO_Y3Q_+,K2*@ MS2@4)]&0%PXSC- .\/;5]2R#?IA=L'NFUUW>0J-=>DZ1-JX("N!0XP&K?8D] MU*"?:NU^Z8C?'S62^;*##34(<8B&(AUF*$S'9F#/+/@<:'GD.5@4$&N8'5A+ MHY&R /;,@GYH=2#PB'- "H4XM #@@EF4)JE(:.(I.A0)G;27*@MX5I=XWN1<+ M\O+NO1N*5^IMW^<>>LA+F/D]'?6^VC)E>?H5SV:T[V OW;GF]=N. U;Z\G8R@W$XPB/4\P@=V).MYTQ%52/:*6.B6?)Z<:28 MJ'11=N>JHV@)$J&&'58I1*/B>Y!A?R@.LLRT>AT*_7V49JD.Q):&T8PC)/A M_L9IEI*1E(MZ9B$_LS8J2_Y$2_4$5H(O!*V<2FTPP0A9T718Q?%8-'MZ(3^] MMCH/I T;3!"C=)A\769A$(^@ ?4 0WZ ?6!4DVM'(SC:%.5.M3:AD)V*7580 MCI "]1A#?HSM;"'72]\IT=O)B_.P XTC91?JD8?\R.MXG#V3*S;7$,96(G-9 MD9%$BWOVX9?LT@XHQ?86+$KT/F!XN&2;Q0B.U=FX9Q9^_D;MD-)7W:V]5F_[M?O+QS/NF'X5X=OQF9)Z=0QPX,A\FP M3G::Q7ALMO< Q'X NI)AW<\JIV*:.>@CCVIHY?+_ \M\SCU<=+*?*5CQ[4K_\8A)NY1BOTHO6$Y8Y5!:#?!>:T$+[75 M A2USB5,NF>[ZV13+]#A.#G,PBB*1X:IYR9.O<-T^_[LYO+];Q\N+F]N?_@N MT97Z6]^ >2\X@%[I=[V7YWT("9^$)_SJN(UD(IG7Z9ZS'0%), #+1N]#=(I M0"ZI8#I;-;IA59A7+.TG$M!&+;DHOK'\+8 03F,43],0;[XNI#0UJCG&XVX M2E^8.4 5^*71.\#-^[S6 ,)@BD@R35%ZN/D%RUAUIY5MWND=.]_WV*4 3J{8 M#JO?PW;[8>UK!N+?YY[E>?LB5.>H]N2\J$%&5X7.64ZY]FX6!R08IBF'&0HC M./;ZK <]\8->[RB:JBG;-[N*R%YI6?;TKR.?]#@XM*97HG-]:.4I\,JW66F M:_L1JI(>_\2/_QNFJ/XH!XR*6D\/MT8;Z4=Z'Z2SQE"ERS" (8#0"4[+S>M)/ M_PY5?Q1E21<,O*.BDN#*),.:=E-DJF^SXV[N+WF9,R% _;_%W<4,L:&/XA!& M5MQM.QR@:*SN(GUU0/S5P<<79'9BXS^T3DL<1A$96X-]B4">4R(\.ZIV#:"C MJO<90ZVV'0XPBD=>L9&^5B#^';-5T4Q!Q;Y]H[4Y,NMTMPEQUZ$-K#QN=0_ = M?>7N/.5TV;E..6<[OR4Q/^3YE8I%44M0LGO=,#B.=6!$]]N8[D;Q5?OSDCNN M%*_:RR6C6KPQT-_?JZ=-+13%K&)+XT?]YR< M!7QEL-,'8V*=K*2\MY//V=0+ MK"#@D!K+0/&QA05PHE0QL^&TVM?:8&'XSW[E?..7E94PT+R;RPS^=0[\T@& M:UIQ3:_9)=$QMX)*VTD44#1@/$_63/C1Y. @3S<@:@#1 M8\#H"4#< &)GM%;F;%U20Y.)DCNB;#2RV8'+C4.C&R9L%6^-PEV&.),LI,BP M)I 1'&G)648-3FX-/K!81A.Y)E=,4)$RRLE2:N;2_W9)%6[G8%A*^3ORGKPF M/M$YKNJ);U"9Y?? 31L6\5A$]H6)$KB62:?(1U60=^$4 /HQZ"'Q,29N7:)^7 M>=3+^*42IR0.3D@4I(,N0?WP2T@1'CIXW",G;LL4.[[X";Z9UH"U^#Y;::/P MZ/_HRG%-,>BL*:F51:?A2YI"E,/OW<:@M>\N95. H^=/G[3V1'>@>MVT$?.Q[* MHL $AH<_O3\A0I*2*K*EO((NVS77R''92VN;!!-_>^BE+^)(X+ 5.'R&P KW M"V8_F_K\GQ!:F5PJKOS+,_[N>_V;%U5>1'TR.*HM3AZAL6],:9UU6VJ9AL> MY#@,PW$T/A_&CZK1%8D?V=EY=-Y=E7$K>?P"R=BZM*$B8V+3I7O\S[J[(KMU M^P?W<0%JX]J4)JFLA*FOYG:U[80SUP#\O^%U&[VF:L.$)AS6" U.Q_A^5;>F M>F)DZ6[WE338*]PPQVX.R@;@_EI*LY_8%[3_#Y(_4$L#!!0 (*DX"%F< MJUM^1@< (PB 8 >&PO=V]R:W-H965T&ULM5IM]LV M$/XKA% <,"9#$(O6>)08:V]TZM&O0K.V'81]HF[&U2J(GTDGZ[W>4%,NF3H*; MN?W06/)S1][#T_'A65>/LOBJ5D)H\I2EN;H>K+1>7PZ':KX2&5<7 M%AG7<%DLAVI="+XHC;)TR!PG&&8\R0>CJ_+>;3&ZDAN=)KFX+8C:9!DOOMV(M5#Y>#^C@^<;'9+G2YL9P=+7F2W$G]*?U;0%7PZV719*)7"4R)X6XOQZ\II=3 M%AF#OY$8]JYS,QH!U&+BU/Q^7OH"%YMX!TZ M@E\;E*$/[]A+XB9<\]%5(1])8=#@S7PHV2^M@:\D-XERIPOX-@$/1K+?'+ M+A8$/BF9)@NNX>).PQ_(!ZV(O"NR'0-V6/_;,WPWK=?C[)K@GK-&F,\9#[C MP\U=+)S_-_KTQ:/OD>%ND\DM_;D=_NI4V"8/^>OU3.D"BL':2V%)7SCS8(N3'01!8 M/&"P(/3M)4=@;N#8L"D&\ZC?D=[1EHJHEXJWN190%O1SO%BX47ODV/&M8!$0 M/'[67BD\3;2^+!(DW(7P0*-6^.Z]MS&;0R+[!5M8WQF M/\!MC!=VI#5U&K'E],8(VA:4:PZ+.5_Q? FJ*2U5TQ(4/2J&G#;3GF.%,T90 MH6O%,\%<41;9SS,"'"[J*%MT1F;0W[@]Z)8J>A:W-]]BV$QC!^(%C[T4"[FJ; M'23FRF4=4;(F2M9?G*5='FO4?68,74E[1=+(G"W(3,"Y6!#-G_"J7_O8+TLNL[?F M,8;S6GF$.?-!$=>C$(+B ,K,MO L0-' M4)2U-GX,YD>.'3CF+':[F_D'.W7<^520[SI9@$2@.0R/Y_#D:V0I20PCU6Y M2^ T(*J+N;[?R@!,G<%F;1.!N0M W]A48!+3\8,.*AJM1_O%WCNAU"7)H7:8 M78*<5%EP2KC613+;:&Z*BY;=')V5QB". (7%0OA"Y:%/5AIS;U6&"@6C@V32U M49[3P5&C%&F_5/SCF1V;E,]0B#GLL&]XD2E2BHN\[&'P],ST+"ZJ!L5*I@M1 MX-D4M@XL)IOLW62,X:AK/S 3U%W@.:T=&,%%#NW*ID9(TGXE> <-5,J^X6L-F M7$;_(UBK9A'N3M^Y8-0F#8799$PZO+52" <6.GO_: >%C4*E_1)UDJ0;TQW[M3A23&AY&(PMHDXMY:).+>#B.1-1J8.;U-HB]E[Q98Y]PM@.:\DTV RZA3%YV MRV#'JSN'&].53'("VM%\LP:"R]XR +(,L-PWJ<>;TUK#K%/SO=^!ZF/I5(P^M/K^3_[OIS3&^3HWJ;'LO; M_O(T9PC6?X9X;K/,-T4A\ODWH@N>J[3:/OCBGXW2YAR.KA&F^1U[2QTC,(\Q MWTY3K*G,?+N=AL!\)PH[DK0Y/K#^X\,82T_3:7KQ0XS(?.;[=J-_C.!8%'DV M.=C)@GF1W7I 1XV[>E*L.3FP_I/#/CTO/&&A-+4[P92&-D=H5[E5Y]HHYK;2 M!W&UVR37/AZ6SM#AC. M#>T^X'#GU_5,%.ORM08%U7^3Z^JWT>W=[:L3K\L7!JS[- 1R3)'[$WHYK5Z, M:-Q7[VF\Y\4RR15)Q3T,Y5R$L,A%]>1#=:'ENOQM?R:UEEGY<24XT&P \V] ME/KYP@RP?0%E]!]02P,$% @ J3@(62_WNJ)L"P :&L !@ !X;"JW M;W)K_!;$+I?DLZ1T M]516G^JE4DWP9;TJZNO!LFD>WXQ&]7RIUEG]NGQ4A?[/?5FMLT:_K1Y&]6.E MLL5VT'HUHF$8C]997@QNKK9_^U#=7)6I47ZD,5U)OU.JM^?Z=6Y=/U@ R^ M_N%C_K!LVC^,;JX>LP=UJYJ'?$4^MWHH++(UZJH\[((*$5 /7A+WD@>M0.V M%K_DZJD^>AVTFW)7EI_:-]\OK@=A.R.U4O.FE]Z.#@ MLQUX_/JKNMANO-Z8NZQ6TW+U:[YHEM>#9! LU'VV634?RZ=_J/T&\59O7J[J M[<_@:6\;#H+YIF[*]7ZPGL$Z+W:_LR_[A3@:0-B) 70_@%H#*#TQ@.T',&L MBT\,B/8#(FL YR<&\/T ;D]I?&) O!\0VU,ZM='C_8#Q-EB[U=V&9I8UVF+B/Y5-M@*&3?W#IN5ZK?> VZ:=!S:Y2.=7-" M<:2S\Y"B])"B=.LB.N'BG7K(BW:>P;MLE15S%61-,%/SUP$CKP(:4@IESTXS MWFJV]?CS#0M9PL*KT>?C; ',QC2B$]-LYIH1@U-J]2U&B9L3$PK 5B-(Q:/ M33/IHV/;(R59(>59.=64B_E\4J^T7JOWVL/FF?LSFZGJ@T[96 MU6^USD!)3$)(ZL73$>[.SG;B9%-+1*Y)2[5=FUFGFWKF^*8(H)3#&))&:D2'Q(MD?C;IPKAUWC##=)EBB@E,,8DD9B35^)!48V]2 M_9I55=9>@9PL*% NC(&3"II8A'$"?>$)OE M0-<)]455\[S>EHY=S2@?V^LL\"'1. N?,"O0B7.LUFWAGVW9,QQ02FF$02 M,\(\.81Y@A3FZZ=OI9^XE3ZTZSRFPQ133&'*220Q(SM(V#&H\'Q^#%NB MN&A/&!Y546=M.H!4*'2B1EEB%WB_P[X5_B*?*:I/@:HFL=3, !]!1N(-\'3' MM5J(U>AC>KW*=AQZ\=]-W;28$8PT<5:=AXE]#>#WW#O2F&KI15L@4'U*+#4S MTAVK(WY8]X,^?W^Q.N*48&2ILR[#A!!NA];KJG=H,=525#4!+DA(8&L)0F:3 M"@(>:EVS(:-) M9%=6P"S11VYF[U>N71PG) :K#IL1/S>SEM-"[>>7%I,.30E U(CV[0 E9:A MJ@E4-8FE9F9'1\R('YFY57>?+W=]=C\ 5L64VE?!_JGTKL>H[M53:"J22PU M,T4Z_D7\ QL?+ [/JD,3!LX)ETA=F5%B%JB90U226FGD_2L>K*!ZOHBX[MBKEU83?U^^N;!Y>X3%%="E0UB:5FAK>C5?0;T"KJLIZ(4AMI^#WW#C0JK;IH M"P2J3XFE9D;ZZ,XR!%I% >I"(O=.,E1:A:J6HJH) <$%88V(A,R.^NAFR#I: M13%I%75IE7V#V=3OL'?@4&D5JII 59-8:F8B=+2*HM,J>B&MHA?2*D /HE6 M&42K(#.(5@%V)VD5[6@5_::TRJ_>][J(7DBK4+VFJ&H"54UBJ9G9T=$]^G^@ %S? 0R6N6?2N]ZC$JK4-4JIK4C-3I*-5]!FTZOB683@G %H5,CJVKY3IA;0* MT*,\)L0NR0^&8CP*[9(,F)$P)C&W:[)K&$QY^&JJ?(3Y35)\54UBJ9FA[X@:\Q.U M9_4]&$*M>&+#X*G? =>]08ZJE\"9PF\^A.I604QK#5XRLHWC,3_$N:F@PEZYI MU]QYO-+OJW?,4%D=JIJ 5R2R3SD:JEJ*JB90U226FIDB'5UC?KK6K^W% KF9@+J4Y"H:BFJFD!5DUAJ9B9T M4)#YH:"_[Q6!Z>!R.SKF<>) MVX_ (:1G9WT;7V".1 #Z"AFWV\[^J?0MR*AJ*:J:0%636&IFBG0D+?*3M+.W M:<,Y ?"M2>Q_-%T;W>V)D-ZL?,(60J8M;=I6U?) C(CX20D]J=4 8;\]'EG M+FG'KJ*$'_EU^7W:\/)B,IEIY"(OL&%ZC5%51.H:A)+S4R0CE)%?>\".WN? M-IPF+C,B/*;VE;!._-KTK,^HM8JAJ E5-8JF967+TL69^H/7]_OL'=UN,1GBNI3H*I) M++4SP!U-B_K>JX;4^(H P 8TOOS3ZYT.J(0-54V@JDDL-3-M.L(6^0D;3N,K M LB;V_CR3Z5WBESB,T7U*5#5)):::&?H.J45^I/8LW!Y!V"J9.*>.F/>;S5#5 MTA.;8']@,:I3"3D]T4&).H@7^2'>17VOR(5K0\IB^S._IGY?O4.&BNI0U02\ M(MR^KI60'2=PT'C'UOA9MH,0]N(N7!OJ:W/[HV)1V1J]6HJJ)E#5))::F2(= M6^.^MM:O[<6A)QCM1$"]2PU5+455$ZAJ$DO-3(2(.'"(_$7Q&UXN[T [L>G'@ M.P @P@K9 5TOP SJ>D%F8-<+,#S9]>(=0.-^@/8GNUY^];Z$A ,4#NIZH7I- M4=4$JIK$4C.SHP-GW _.4+I>>Q_&Q[,#72__5'H79%2,AJHF4-4DEMHN149' M7R'4?@?5^ZQZR(LZ6*E[+1^^'NN=L]I]K=/N35,^;K]5Z*YLFG*]?;E4V4)5 MK8'^_WU9-E_?M%]4=/ARK9O_ 5!+ P04 " "I. A99$_GHHP' ".)@ M& 'AL+W=OZP!9!L]W[3$NTS:M$NB2=I/OK;R@KDFU27'NK^Y)8\LR0\W!> M'M*\>1;RJ]I0JM%+57)U.]IHO;V>3%2^H151[%26/Q>TH,#.B)Q3B1B&ND=F[4N.P()K,;Z1X1M)(M@S7SH0:SU@;W&3?K_]@E?,M 3_O!2]@%6F!X),2)2N(AH='#?]@>;5"8H7N MB=J@#QB"HW1E\<%>O/36_038AS]OA$[17BA;B8:9F-L3O)FY/?[D7'/R!'Z M37"]4>AGF$'AT+_WZZ<>_0F@T$*!7Z%XC[T&?]WQ=R@*KA .<.R:SX^I+\Y7 MCSS>1.W"1K6]J&]AS9JMZC7;2O'$ ".T_([>[,Q:._X60>F01#.^WN<>TXRJ M:])W>.8NG2MMB2GMR,H/(K*)SJ:__;?81K\RX7AD,86 QD[PC=N\8U] MUN>?H":70BE$M)9LN=-D65*D!?J#E2543/2!R$JACUQ3R8FI<:2\@L?\'5(; M(NE&E 65SKS9#YS6 YNZ_30?XRB)9S>3IT,H76)I'(3'8@N'6!:$:2MUY'W2 M>I]XH^N^_4IGV!)\ES07/&0# AX'%:!A3N8GB'XS?9,CX'=+88B!C1RN8 MMBN8>N-W0<%HSLB^^_("D4I(S?ZL7[A@])]J[%,:]L>0@*&?1+#N)7%MH.L4S M=^!.6[>G7K?O#KPTK0TH I420BJ'Z%M39SYZ+5[J^=1R*@Q._+9%TLSM==9Z MG? UEL5H#"41O3&Z^M9*3"SZ&#-92E*7)*&;2DRKM0B.%5C^K4RV2)C&)TXZ MS,2!V\M9Z^7,Z^7'9M:(OFP-IW'-2'F8'7I'<3-^6"3.,3^9O"^$DCMT.A$'' MQH+S7-@25B (T5+P]1C>51"I2^=Z^"U>&IZ-M:-UP>'TU'NG6!I-> _P_8*.A MU_\O'#8O)?L3$A+V-$#:.2PFI":'SF%"UPF U^3% (3VZMONVT*XSW?<^8Z] MOO\B1/$,7;*NQI"!X#0S^4F4@O1E%82$K#NN$P1L3SN$FGH2VN>)+?PS_9N= M*>RH:^AE;O-/IAR9SE]2V-+YTMEOZ.*UCVQT<'#:EAQ2LZ!O]3LZ&?KYY*-A M/V.SA85>)"KC<6\K]INZV.O8#N;4HI$NJ2CKZ4MAQR-#+\D!&M+T7\;!:VA& MY,7=A/UV+O8YL;Q),BL+;*%Q-,,]+G?$*_0SK_NZG"FS?>:O@6X.1TSCSC,J0UA9#63L&N:.) MH9\G/NPD4 I%Z[,M !?B3'^_0MN2<%TW7_IMQ[:FU3J'!1J_&%B;1X[C&J5 MH(<8\V>\HL[OHG]?/,(BHYS.//,;^I2Q[:G.Z&AACQ&IV.CV,]&/],M M^6[BP*##A:,:FH(.R)[-MR@UA9# M63L&N2/(V$^0VV149E^\%!(L *+NZ!J4(&.;^HYQ-K6*E4,LC8.>DU;<463L MI\AW.;0CQ'QHW'_X\#3-P1:>PGT@]2Y)06"JVD MJ!!3:@=)1DVMAJU$!4&BM,B_UAW]F4A)>K;._E$NAFY(:PML4V]@F=.>/0CN MJ#?V4^^/KV#E0O6@,BKK'M3: CO8=QCWG3[ACGUC_S'I<4#1%RISINJ VD>2 MV-9Z(1K4+H]J+4%ML]:L[Z>UY%H[";1;>< ,O^,Y<1N436,'34ZRS*I;CA/> M:1#V@%74L>G(SZ9_7JUH7I/%]M 2=K4YG4P[C@^/>==Q2:4]/[I$'9.._$S:1,N;@N;2'.B]-8<]]2?#& T05Q8< M-4;F)%RRW%Q(,\[(J4/U?B,2(D.AD[9/!N"LL@]Y>?]@]:;.OK0$NA MM:CJCQM*"BJ- 'R_$#K#1;1[, .T5M/G_ %!+ P04 " "I. A9F\4\((0" M #!!P & 'AL+W=OY,@X<1Q59P0+4 M7347VL(=2T9+8))RA@0LQ\Z5-YJ%)MX&_**PD3MK9#*YY_S!&-?9V''-@:" M5!D&HG]KF$)1&")]C#\MI]-)&N#N>LO^Q>:N<[DG$J:\^$TSE8^=2P=EL"1U MH6[YYBNT^0P,7\H+:;]HT\0.!@Y*:ZBV4"U^4K*FC]Y;.NP _!> O@MP\. M"%\ !"T@.%8A; 'AL0J#%F!3QTWNMG)422.!-\@8:(UFUG8ZENTKA=EYITL ME-"[5.-4/"=/:"W1'(1]2L$QA& M6&EMPX#35F?2Z/@OZ 3HAC.52S1C&60]^.0P?G@ CW7.7>+^-O&)?Y#P6\TN M4.!^0+[KASWGF1X/#_K2^3_UV:O5]XH1=*\@L'S!:UY!WV4W=&$_G>EM(UF1 M%,:.;EX2QTJ<^/T[;^A^[JOT6Y(E;TDV>R.RO3L)NSL)#['"/_20N&8I+P&= M?N=2GO7=0T,QM!1F)*SC:?>*.IU^-/]'QJLD_^F:X MW1"QHDRB I9:RKWXJ%NF: 9&8RA>V8YXSY7NKW:9ZQD+P@3H_27G:FL8@6YJ MQW\1*$L#!!0 (*DX"%D0PNQ 1 ((H& 8 >&PO=V]R:W-H965T M&ULG95=;YLP%$#_BL6D/;6!0#ZV#)"2;M-2J5.4=MNS@R]0 MU=C,-DG[[V<;PK(IH5)>P#;W'1]KQ"4^"/FL2@"-7BK&5>*56M<+WU=9"156 M(U$#-T]R(2NLS506QJHE8.*2*N:'03#S*TRYE\9N;2/36#2:40X;B51355B^ MKH")0^*-O>/"EA:EM@M^&M>X@$?0/^J--#._IQ!: 5=4<"0A3[SE>+&:VW@7 M\)/"09V,D:UD)\2SG:Q)X@56"!ADVA*PN>WA#ABS(*/QNV-Z_98V\71\'IJ MM9M:=EC!G6"_*-%EXGWP$($<-TQOQ>$;=/5,+2\33+DK.K2QT47O'+]TYG"08SOFLLG7>[D;/\C#5.8RD.2-IH0[,#5ZK+-G*4VY?R MJ*5Y2DV>3M?F>E(]"0QH;Q 2RDQ+\-WR$HN &A4$X&>!%?;F1X%T47>.?*O$&[5[3F MA.XI:3 [5W4+G9R'VN]FH6J<0>*9#T.!W(.7OG\WG@6?!I0GO?)DB)YN&P9H M'.RFM^-3;;0DHM;_'W*K.PS,,5,P(#;MQ::#G.^"WUXA-PQ]2V[6R\VN.K4G MD.8KPA??](<*9.&ZH$*9:+AN6T6_VC?:9=M? M_H:W7?H!RX)RA1CD)C48SH , "2(& 'AL+W=ODSK><%'K=:N] [<@2^;&?*8%F; MP9@44H7*/$F0^.=.3551D""H\27*+1'TL;^WTGZ.=L.6^;2J:DI_M*Y7[T9 MO!R(7"UD4_@;L_Y%17M^)'F9*1S_5ZS#VA=8G#7.FS)NA@:EKL* \C[BT-OP MQEF^EER>OK5D+2ZLAC?Y@4WDWE-,5.67F+=YJ[/,GIXW# M$^>&XE0Z[<350EQ;Y53E):,VJ7(QT\M*+W0F*R\F66::RNMJ*:Y-H3.MW.M] M#T5(W'X6#ST-AQX^<>@+\9NI_J)LRI7^?;^? 1C06G&8K#@]?%;@/YMJ)([& M0W$X/CQ^1MY1B\H1RSMZ0MXC5HI_3*:.6[#H/X\9'.0=/RZ/(NMG5\M,O1G4 MA*Z]4X.3[[\>#%^]8RVQZVVQ\])_W_Y\/E##T;B],/LXO)L-L.YD]G%3%R= MB^N;L]G9Y>WD]N+J4DPNWXK9Q;O+B_.+Z>3R5DRFTZL/E[<7E^_$]=7[B^G% MV4Q<2M8)^T8W ;LMGSH%5QAM>ELG';K'?SA M1R+:QF\I*YE\^UZ7V M*A?7TOI*6;?2]7![Y5"\'UV/AN*:? #%KJD78#B4[L+?>)>N)4F>7GP\7QZ-OB!L1$0:(19 M RZL>SD6?Q>:F*&T-NM TG$CSLBWJM"BU\,4,&" MT]%'4H">D0*W*',RS'00,0@ M,P_%6U5X";"L]MJM@&S1E'-)\%%<,? QK^+H\B@ZHZ#;E'%7F002-=K@3H'=#E@'!-IXV.[0?AHB^4Y9,+:*)Q(@!\4R6$NQ M%#2T1)+K06"5:'ZT'@&)B#15G*N732%4$1$I*%0.2*W+9WA3$VY*$AA93'&4D.%\ (N'"T8QL8M,Y1W,PDR6< MF0@\BM>0K:/=8B7))V0HLHO7$,JUE'(]BH5#[G05PO#W1LU5)GA/ZXCDG6%B MEPT<,26-7IS1ZR00;6D=*(K/L#FY,A0RF17L6-M*!!-M2P7,F*%XKVH?]C+&%1\P\QRXR:N, +O)Y+KU+9KZP#==]A3656CVN6N&CJP" MB=45.J F"RZEO=08BX/QWN^\[J8!!?!K?,!.5,NF"$)F>_\:49"YAMH/Q "$ M(3'8AJR@G;9=B_"#9SRFB0=]+ (SQE?%*Y-IEA7$-Y<2*RH0)5YV$,#M#;$P M8OW7OGD._Q:YGK\ZOP,(@PH+R:.OID=[,$'5Z5,:IX/!S+RW*E.4P,31 5?Y M(\I-R.1(M[#*FK(?)&UR2#8_3L%8P:07I EHKC))):?J;8'\>AF%T\+>$AD,> M1(*<4V65[3L^=1487AK*?CU_B3=26_*LR@K8%TP(=@4BN%&22L4#2&/0(TC M")".4KLX\ZI)X-F-OC_GJ2ZGF/@51:=" :I04TFC=AOR8P6;AFAIBLC?& 19 M8RUQ1N:?4"2"&62HSKG/J*'BK51>YR%&0P^#*DA)7GS P MLY#.81A1H1X:)ESG8D*! B/HL&7@*(P#R%;Q9=. #$9.96D:8^1*/JQC-H M?3]T2IFGHA5"Y"MJ!K:@7I,%!OL_JYB-NT EDTOMT$13:4:R31,$.WS:'O(_ M5[#H_*\8TKB7V1G!8H,31/BH! ,# A 8EO*308.XV=OI;&BON:/);J6SU59K MH.ZI?#O%H>*M*<(LN"9NQAXDM*BHGZD)?2@E-!A10D&H].MAF!)&8@(576^2 MYC=9W[1.9NS+P"[N!=4]]1%,ZOGC>=CO'E&:=3 MOG7H"ZER4WC0)05(ITJ*0;-&%M@]9CM2F1^A0D35H*M?4; O^DT7]TGL H2U M3Y'0N8/>! _QO.2&^Q(? W/Y7I,+8@OZ_QVWMF8P<'7,=1QQFN=_AWJ)HJ ,> M4@1<^\(0BC"J64DC:RAF, MR";8U.*0(K0-4+:6,8_+GV2RYL;,D+,YMSS4MY= .HGP,L5?;"GI'2!2 $], MN;CPA=YM:RY;V+>8>K*X82L%A68DVP7)(^*A/ M@-STWQ/U8XW90R]"00@IR*T\=@_#H:%L$85\9YE8HMKV?=(VP3'P@E*4H*Q: MQ3%]-QYN4*JJ)LQN5 @K%S/(7ZD,=EN9U^(36L7SAML8]D^;@:.,)(PS:[11' MHPM2:O3=;G^57-#U*X(:52S5I'S6AS]#*)X_XIL0((]CX*6CM^1J -Y0[E_M(#-PMI75ZDQ9JS3(.J2F)79Q2BR5I ;@"3#I9@7)EC38]G\H.L&1+=EW)&\)_ M:IIV-[,;80@/>U6'D!(6']Z2D"UHOY!>W]@LHU2 &T><*]C:!A,^@40&2!K M4M'K(G G9AX+JV]3[]+75GUM2]/>]/XMW24#'.B\Y:&F*OCNCQ1>4RJCR0< M?A=&<'&&8S#*\9,,T]AIR/R(J7LNA \MUP.)V)QWS=0-?6N:A':>FE#*EIJCD MU)\6#-%(HK;ZV$;%'Y5:2OJT)=1BH>B*!HF!\N8\739WMWB!]>2>;E.KN=W6 M/-R\,9(Z#@O=W0\.5K$&A:X/FWK'+QI%-S2:K_*.3QA5@80F%+CO1BO8(-" M5'TN-_:33\^Q;%C+\#3H:&)OFLPDE514!Z24 M7-54;9J:QH>F5-8T(..**>XXAH&SL>V8E(98)B

I]E=:X/[^A?UKFSOELF(:SV5YSW-3S-S4A1S7K"G- MC=Q^PUT^B>7+9*G;%;9=;!2ZD#7:R&H')@45%]V7/>W^PQX@#=X!A#M V.KN M+FI57C##YE,EMZ!L-+'939MJBR9Q7-
BBW!I%IYQP9KX0CRB,5!SUU#=$;-U^ MM@.?=>#P'? 0KJ0PA89+D6/^/]XG(;V:\$7-67B0\'LC3B */ B#,#[%_79 M12U?]$%VSW#!=59*W2B$WZ%*8P])(XDE MY["1,M<0A=XX&4 \\H(T=I8L>V
;]V[DC8.(UF$\<)9*YDV&I%7)&GA?[M1+ M*&:0>/$X=):-R@KJW!SJ+GPO,$F)*APYKR_E")*Q%X1CJSOUXE$(;U76WVNY M"M6F'2SVIS;"=-W7>_O9==JU[&MX-_BNF**\-)2X)FAP,DI<4-
TPZ0PZC[:! M5]+0.&BW!&PO=V]R:W-H965TZZ]N-I&(9)4&PF%FI;KB1?[O[]*#GGYH9KAGZQ M*(E\R(JHH;VJ!#H!N% M/'=&51FP,$R#BXO:6\[=V58MY[(UI:AQJT"W5<75XQI+>5QXD?=T<*
<.A;$' MP7+>\ -^1/.YV2K:!3U*+BJLM9 U*-POO%4T6R=6WRG(?"HSV2P3'92?K&; M=_G""VU 6&)F+ *GY1ZOL"PM$(7Q]83I]2ZMX;G\A/[6<2LU8;69V,:5^)NEOYPRD/9P:3 M\#L&[&3 7-R=(Q?
E-3=\.5?R",IJ$YH5'%5G3<&)VA;EHU%T*\C.++>*ZJO, M(VQ+7AM8U3ELOK:BH;R;>6#(@]4+LA/:ND-CWT%+X5;6IM"PJ7/,G]L'%%D? M'GL*;\TN O[6UD.(0Q]8R)(+>'%/-W9X\?_0]4]\^3E?
^'NUTT;1C_+/2]0[MY.1E9-L\,]WP#!<>=8=&=8_>\J=741K^9-RU'E41^RK"-698[5!!'+F3>'!C\5]#E/AL,NV$-(D& M-TCM5L@R=_Y+^Q%5H^0]VC TC/Q1F-HO&PW6K2ASBD #BV(_21:
;QWX\20:W M/"N(OWK\#XMIZ$\G8YBD?CI.!E?$R:BV&Q6B!G)SH#)JB)B?Q%,@T#2:4DA: MSV"596W5EMRF($(! M]JYCT7;L\TKY-'5U@VYNEH\G*.9/1_%)04OUH-/Y1V!B>XPY?:H_@;*)5] YN
M;FOZ\]K:=,.M/^V?AE4W$;^I=^_*+5<'46LH<4^FX7 \\D!UL[K;&-FX^;B3 MAJ:M$PMZWE!9!;K?2VF>-M9! V N_P502P,$% @ J3@(68LB1"@# P M7 8 !D !X;"]W;W)K&ULC57O]HP$/U73EGW
M2V(D!,K:#I" ;1J5NK+2=A^F?3#@):TF=FH[3>E?O[,#E&HMVQ=BG_W>O7>V MCUZE](WAB!;N\TR:?L"M+4[*T"07J,SX7ZC6>2, DM)8E: !I" 7LOZR^W4=_@<6KP&QUUTG\BN_
M,\L&/:TJT&XWLF!M^K1)$Y(=R@SJVE5$,X.ALEM*8QP%3*]T!*CBX?)&CVJ MT?$+Z"Z<*6FY@2\RQ?0I/B0E6SGQ1LXHWDMX6LHFM*,&Q%'[[V
M"WRCTE#*&!BK?"SKD\A?<8ZVSM=?:Q__/T]J,[M31B?UQ-9I/+R?GW&9Q+.&,KB(_K\D,#+$=7N8+)%5!94&,*5",%#&:<49&F MI4XX/0H8+C4B/59+]]=RN% 4"#A&S M%1Q
NQ&UNF2JXB+AU% ,/5SOAXC(6)EL\N?X\, DV0N0=-F5B[T[@,-&'!W# M>V^+) }94!>DA.*)W((}SYFP0CAQA#V N-$Z;D,3+A_K^=: JB15@8OB;WO" M4.4J."+OS>?N2;CSXG/42]_7#"2JE+9^_-
OHMG4.ZX[QN+WNNV=,+X4TD.&" MH%'SXV$ NNYE]<2JPO>/N;+4C?R04_M'[3;0^D(INYFX!-L_E,$?4$L#!!0 M (*DX"%FX%G=+DP@ $H7 9 >&PO=V]R:W-H965T@U%NFB]IWQW:5;"<9=
[F35)Q,'J;F 2(A$1T*4 #0 MLOKKYUR I%:[>](S#U,51R)W/7>8^Z/7?1>'/@.3% M.K/^?[8.>P>].HMSZ_2R- P+EE*%7 Y8Q&'GP+C]Q(%N<:#K[0Z*0)4WW/+ M,J8;?*<;60LTRPJ;7"
MV?.6@P[:V8H+>5=!7O<)>4/VJU8NM>R52D2R?[X%VRH#NZ6!5]UG!?Z2J;R\ MM2/6;7?[S\CK50[WO+S>-SG,;J2-,VUS()@_IS/K#&#SKU-A"%KZI[50*9W9 M%8_%11VH5BY$/7+'[_K#-
LOG_&A7_G0?T[Z-R3M>7F#)GOS[MW-Y]N[.S9] M>\-NWWZW7WBDWO[U]]O&>5QH^I8'.=H9:E6C#'2:WW4"%X#@_C%-8(MRZ0*E#]R8#6U]X%DNF)ZS12EJMD%5K[0)0JQ8H-
8=AIM_T,I'M@Q0$@0E!B"(M"@AGM6NN%))]RQH,2YZPYMG/GDY(.1^X==S#EHW8\JUWQC*M8,&{]BB*XRD\% MK!/DL>]9?Q"-1Q,L.NVHW:/%8!!-.N/:[7+%I5EZ#QOL1?G\;SO+&A@"]:]0
ML<8(%6\8@*-LQ@/S)+^AD+UW.!+U.W2XL5T?FK;K*!G6C_K#-A:-[<4Q<'?N M\' GUJ!.2W4+7-Z\(,IP9#>E+]@DZ@[:Q:X>K6K; M8-J(*;3&[UEW%(V'A(I>-^J.!NQG1!SL+PEIC0R=)0'D#U-
U2(>5^A >#S/ M'=*GHGT$"'UJ/]#::?@L>;^?DBM/:N]!G_QC*V$D3JI?1#4EQ.$$P<+.'6B M86]2P\6 (?*3+BV'M&SW:3G:+L?8.QYV:O "_7Y.6>ETHMYX40)5M]L]FF3I2,AE*82!SOR?
RI,;QS9BPBC8#/Y160; M.J8:TLZ77% CDGW(&/& J=&K$#MP+J3J9(M"WH7,8K>5'Y5\DUUAXD2)T < MDT6 !#R2\0&VDBTR$")#I;I.)8HJA;$Y,4"Q6R0% 2* 3K-9GBR$ ^J\[?8(M1S@B8FY=
(^Z_<8%^OLX&" YW_R MZ_KJAEF>A?+EU"P320_AH)^HF0U-G!-0LJIA1Z'9I#1]Z$S.47B>4%$VN3)B M4?0#O,*L&O#>,RIV)GGLO%HZ25U*E*X!'TA6#DWP!(R290*D4NZQ*;6B"OFP
M&>A"/S.;HPK;1=D)Q@[[YT#/=B2B.S-S"@'>RPHCA+QYGB$*)?Y8:+N[L(?M M9N&3NQ7FS2#JG[3;^R+# _3#&^%Z"/A+[T!4)]:51%<86U#E:U7$Y-PXFQ2,W M]P5XE8D 7/%J
YVS$NV<)6AD.E=D"0"4LCGZ&V7PM^)U+O?EOKT1>,F##I;[M[K66+O60(EI>D&ZT#)BRP+B-)X8: ,P:LA_83+BU .WXMEB>CXJV2H:A ;%@ M)H!Y(*#+?F@"^ HZ0@;~U5ZXY/SQ36Q)AB
MK,]8!RDO'=F5'A7S =%\"+-G)9@'+=3/PZA1GCT*/T)X B-P4!'E[ZDOWH]. M8NJO&O$Z3)K;0.Q; &GSPQV$\$X;=OU5W14C^+F@\S+P0G@ _$T)@?F^F0F: M[+X8HH#O
SK.G$)@_^7%5]IJR@[O%LC*Z$SAI#1;.^$\@- C&JA2346(BD&$)]O,@\'2H\A ML]<<4$'XH9YJYFDB.=F6=JSZ4YQR_)[^^;_WQ'U'T^=QU.?TD\(($(_A31D> M8< _J\7>^\2)5XGHY(P8(0P8-<03 -
J/D9\X9B*0)#W']@/RMT>#WV\)49\^E"HIUE8HZC M[>9H4&DH/I\?OEO4$L#!!0 M (*DX"%E]@__2K@4 %0 9 >&PO=V]R:W-H965TZ/PF0UQLR'VN&M#'N4%<^STV.@U&))& M;33P5/UN!"
<4!>7>&5P5N,^=7N,<]!RFAN?" 5,Y7&NU>.>X*>""S]QQWZ$9 M$NYGCUD4U7%Q\>X.SC M!5Q_^OC;NX?+NQNXN#Q_@(10&KT2.;=8"(X):5' @$/! MC!FS(;D5DQ6N(XF-
3!D/(VI,@DX\6,&T@B_R7I/!#!:\T4O(-?NE?3 MJ9]T?\6IX27;>..S#124:7*#.(3*1,DDX"+V#."0CU!%'P3A,:1 'H_%X!]LMY<]] MI>;,%!;G4S0YZ85P0V.F6"Y0#,$5_-&TMUK*RB(R8&4I1>;I8%-<"!4\
(2@4 M?*F8P7U$<4N,XS<)3D/<&R!L(D >QXYK'7(EIS^Z@Q6Z4B[8LUYS'CSE?,5G M!FUM8.2)#_$WB4(8!_&DH2R?I1P/_G^4 5>,HY6GN1;!C[@BP@P832!*@CB,
M.N<74[ABF9#";0[X0VGUSO"5EBLRGN,9BOGG??<=F8M.'<2OR-PH)-B#%OM> M*241)G**%))@-(HZ#]JAH;>0ID$:36@P#L+!V)?V5!@FQZ M3U;WGK5P2SAGZC-]HP:/5P"M?FIY
B&J#85NF0Y*0[",-R&(C=LK0#/8 K: M?.LZWPI@MQ,0XV^Z0<_CV^THVQ1@UG)G_3[+L\H()] +I>3Y IV&)O" E.@L M@V"WO6G;3EZ/ -8H^A;&89 2*T4,HVB$M9$ 9:\MN;]=R,TKL+X,;M>?
WPTQ M3H)D,&D@QAC=)#V(<#=K]V)-(61XV9%,9Q,ONI.'KD1PRUR07"(N+7RJ!=JB< M_R,->!S:RX4FA/HBDRO.(Z=Q;3FC([H'#B*H(W'WH#N8DIA6\!QSO&.ZKM MDV
-;#;O&R4/87[Q1X:EYPZ@"!,;E(=_F9POC$/5:\]I?^BB6*XS:@C>0]EN, M KO4QM7']DP;XX_0@WI?".ZD-TJP]Y' I)>F.-SW]-E^K]CV&[K^(DO9WAT>
MS^+OR*TD'36)E>!YN6L\"OH>\N;JD=ZAOIYJO<8VI;&3I_1BZF2A5UP*8: M[XK*XB*.&7]B6^36>X< _;5.\:C/D5EM!E_HZ"FRQ,'Q!GF[< _]A3?5NL+:&" M/?[;DC.<7B\Y$D:0U@N4;YS-4=P38;:Y_-
BCSMTW&[#6@O%@U,') ;!*$H[M]&PO=V]R:W-H965T)/-[WW7=\CA> M67IQ):*'MTH;-TE*[^NK-'6RQ$JX@:W1\$IAJ1*>I[1,74TH\@B]=)H-A^=I M)91)IN-H>Z#IV#9>*X,/!*ZI*D'K]1V-
4E.DXWA42U+'PSI=%R+)3ZA_UH_ M$, 2GB57%1JGK '"8I+,3J^N1\$ _.ORE<.5VQA R65C[$B;S?)(,@R#4*'U@ M$/Q[Q1O4.A"QC!\=9]*'#,#=\8;]-N;.N2R$PQNK_U:Y+R?)90(Y%J+1_M&N M?
L,NGX^!3UKMXA=6K>_H/ '9.&^K#LP**F7:OWCKZK #N!P> &0=((NZVT!1 MY6?AQ71,=@44O)DM#&*J$C5// MU,$AE1W-=4N3': YASMK?.G@B\DQ_QF7LJ1>5[;1=9T=)?R],0,X&YV -LQ&
M1_C.^CS/(M_9 ;ZY>47G8W8G,-,:_O0E$NR8X=MLP17@8_)]7_XM_6@_?;@Z M5ZX6$B<)WPV']{K)/V[T_/AIR/B1[WXT3'V7]^DXS07 [B=W\,N;^:S/V!^
M__3\^/7NR_WS$SR7"#>VJH59OW]WF9U>?')0]#'5-B:/I6YR!"E<"<+D[0!_ M-.I5Z+:X7$)V()3(MH5&-O&YM:3\FN$[NQ#D@2U $N;*;X"U6'P*"K'A1 _$K*0@6BNS!);7M-'^E_+_:&+@'ET@ZIKL
MF^(N@<' '2Q$4@C\QJH.<0WL;%L"5EOP'CU3Q+?9-K JKXB5..V -#R7R[(= MJ(S;]#_I2_-K:EF"6AI5*"F,!UD*L\1P +J 0,J]\(&R!"H>C)V=]=OS!*5P MT#9A+EE8J,,58](H&
M95H72^%8$<=7U!+4NG' 2OD@AL$B7-!0$Q:C););<36% 94SA@7J@'"J4EK0 M3LC!O@N=[G3@"FD9WQG'"5IR[3F)@J'#P<7' MA&L=WY9VXFT=^_G">GX<4$R@DYQ@I./!Z87G;NTD(T#_PTW\
4$L#!!0 (M *DX"%EC9>/[H , # (9 >&PO=V]R:W-H965T<-$\4&\.R[:8,>QVDDYVPP!MI]/I@["OL2:RY$AR@'^? M*QD[#T*0%ELQT5862=G*E M2V9IJK>AJ32RS(-*$<91- Q+QF4P'?
NUA9Z.56T%E[C08.JR9/HP0Z%VDZ 7 MG!:6?%M8MQ!.QQ7;X@KM'}5"TRQL63)>HC1<2="83X*D=S\,'MO\"?'G3D; M@_-DH]0G-WF?38+("4*!J74,C#Y?<(Y".'*?\?G(&;1'.N#Y^,3^F_>=?-DP
M@W,E_N*9+2;!*(,7.'KMY[W/5__YSW_)]D8JVGV M[R6_&]K!95IWB>Y-Q5*<= M=6'Y^"%9/S[(EFN_X;U,GE>)?/U^X_/*TB>'V"6?$B>YX\K6!<(X>6#K2%IJ C+PT?
]E4UOH:@NH,K"MC(ZW/@FL&,]@ M#]^A=]/S8#^^B_PX_SGJ_F7FP6U+?!=#ASJ5J=#W&G$@,:H)$F&Y.<7'UT<7 M/DH7L7/6-Z]&<>_VK6DC1;$UQ-@DG;@H5%AN4+^(VV-
:N[.I1TAJJM0^+5AD MI=>H,47:RX!5E59[3DV-1)+PT8W??PW#GHN\H3K2![^T08FYRV]6:Y=1=^CU M!'B8"]?WH7#NPA,[0'QW*5'H$Y^Y G!>K@JF$1:U3@L7O&1+&?*^[+@MFEIS MQT@E?
TU)B59".'7&P0HE,M2F0U7&TX(84U%G%$F[4S]4(EF=JH"EGVMNN+], M%%U&+T:6^2D3T(O@EQ^*TT,9I<62tCM:OL<)LTK\,V\>4N?F-YRNED"&ULC5=K;QLW M$/PKA!($*7#5VXZ=V
)L)T53(&V0I ^@Z ?J;D]'A$=>29YDY==WEI1.IU1V M\L6^!W3,\Z76^WC7[%):V>S@.@%7(P?")CN J81=]HHHGPM@UQ<.;L1CE4_^:A20D9^\EWT;8J>/A!]+MY9$RHOWIB"BN/X$9!T M<*9[.+?
31Q/^TIJAF(TS,1U/YX_DFW7ES6*^V3?+$Z^5S[7UK2/Q]W2!P=! M _'JY)1Q?CHCF^2E;V1.UP.XP)-;TV#Q[,GD?/SJ$;SS#N_\L>S?;,?CT9=# M\?;7N]_>O1&?;OYZUW\)DC5LUL/A)=8WY)00M-
#2![$EZ8;]LI\] MN9A.7KSRO>R];96/CBX$KFMI,(0P;D(70SXH^)X8#>']'99F*B6D[OS^^?=/C^()1DJ50 *P;U(F$$#@I9@,N8%C"5(DN!S)2R21WS$4L6-1\^A",S++.ZYEV8MMX+NF12N
):&56J7)H@2HTB$K .ZJ$- M/.P/O7@>@F* 8H?<4+CP8-:JR)RB\;3C_PJAB5!0$S.UON&H(!T!1\9P59Q M_(R;NQ5M)5?*$)XD(Y^6;&]AA*!*R@@HO1MB=I0:>! N=2TUR;**]O \XF% MY(]T#-E(O?
W"UD72QGH5*6!C&%K)>$-<*!.([0H*T S&@U!E=A YP]O$@XH5 M(==2Z8A@'XI^,H/P-%!H]1FV18PTPMC :7'L=QSL-;TSQP.4I"IX*'I426/ MKX\E=<+C9J5M_,&L;;.KY&N/Y];DNO51*PZLN
+V.784EGB4ZI*BLL[B<>+L MV ?YAGUWH$V9]/7#\/,6B$T ,0?Z&//N>;R&TE6"U'-XI1#KX 0M\!7&H%%(15K91F=ZO\2/)W6U[&X^3A)?+.YDO/04 LF62N57">5R-T ^FX+)&U@
MD'E,MIXQ^_9#I'('!>Z'\$GYW>1\YH$7/H'Z%:#UV%KATXG/PU/S#S0]%?.S M[.S%A+N!VZ/C+;+S5,PNL[/9>+?@-9#72PAM-HF+9L41#Z"^ M=7XO?GPA>?)Q#NP2'IH1!P"SV8U\"/,;!\<#?
=E/A#C1_D]M/"R^?IB=-/U# M3,0WHEG-;B&N#2>*' MI[[N1KT/;WA\%7]>L#%:$](W>/>T^P5SDS[<#\O3SYJWTJT4!I>F$J'CX8NS M@7#I)T6Z";:);G_%P* 9*O*SP*XP<+\#[TMPSQ^-$NMJUB_\
4$L#!!0 (M *DX"%G,#6.\%@4 "D+ 9 >&PO=V]R:W-H965TF.AH.=9JSDNJ! MK)C E954)34X5.NAKA2CF3,JBV'@^^-A2;GH3T_LD)O3/NFW$_=\G1L[,9R>5'3-
%LS\J.X4CH:=EXR73&@N!2BV.NW/R-%9 M9/6=PA^<;?2>#);)&LI'.[C*3ON^!<0*EAKK@>+GB_V](: M[LNM]V^..W)94LWFLOB39R8_[2=]R-B*UH6YEYOO;,=G9/VELM#N'S:-;CCJ
M0UIK(\N=,2(HN6B^]'D7ASV#Q'_#(-@9! YWLY%#>4X-G9XHN0%EM=&;%1Q5 M9WX9N0+"'LC *5SG:F>F"K3'$!JC(X)+)M:)5SE.X$LUY8^!.A@;WL=K#=.?S MK/$9O.%S#-=2F%$A#7][.
[[U=SN+KY M=GM_/7NXNKV!%H_J8L**I8!UIG)&6A:,ELLN&1R:MS<7)85%=M/'Y* MQ,<:YCEG*[AX9FEM"Q-N5RN>,N7!)I?@#-^RN:V8HF[KE75'IULS^ -==3$7*!C!#@Q5@XK$N\< [B&DE
M:VQR3530HV+H$2<+;?ZJ->&ZYSI5/"GE?O3LFL3AD\H+=6WCG 2+JQ0ZT> MF4'!@L0V5K@eP[PNX6=-"VZV@,V!&FF5E[B.!"KDT+!*Z[0NES@:]94"+K$ MB#K(Y!AP@F;4;?
_6VJ]P&A!U514U2DLK8TJX'55Z+[8YMN^ON\!Z,#\[_VJ;?08YHX7)>(&%6U&O=!&'D6= MN2(0F'>&+POF -&5@8VND/ MFG#]DLN5XO9J;FO%E0@F-&^J^G4L+;WFM 9=4^ O7WU?]1[
MR!5C4#;7 [/7PTN-+?CSJXNC6^FYZL. $#JIMZ %TUTI?80H]GPRL4+H)=$8 MA23T" E1B!,O(N%+^GQMLRSRO3@:09!X_GADU0>$D8 ?&](${:4R4!:;(O.-
Z7>Q)A$&G@D"2R@V,,I%$,B,IB.+FD3$2\9) M[]5 2;8BIL]=I]Q6S*.X(N3 R\>DYVC%N:<8);$KNWDY#H%TO1"Z+$TB%>-+&\ M@LAA12%$ZPD\^7$IV[1QIV&5D+T[QDNMGN'3AKGC\OZLTC\[JJ-
<>L M+=@*3?U!C,\NU3S,F@$6I'L,+:7![NE$K'!L3E8!UU=2FG9@-^A>Q]- 5!+ M P04 " "I. A95Y%G$U0# "!!P &0 'AL+W=O2CZ0$LC MBPA%JB2UWOW[#BE;ZP5VW>9%Y) \AV=F.*/90>D?
ID2T<%\):>9!:6T]C2*3 ME5@QTU^/4B-"U:8:7;J!$H4^45M^_^01=#L]ET*7QP%TL][7 MID+-K-+3WM>3$&:MYKO&LIU L J^<2&H(\ 'IBL#GZ1%+9DK8B9",K-^J[=4 M(D=MX!?
X%=)!.\K>P!MO).%@$A_GZ3@#&C^-X"$E\'2:346]=%-%1S M'-Z'G+H.&,P:S2U'<]6R7;E6D@-6M5 /%%I5._^,,3Q0[,)T;>/UJDB;IVY?& MG]%]2OU_*5]*RSO-ST@:AZ/KU'TG-^?
SQTRZ)Z5T3J'5#^WUTU[[EWXXWYZ MRD3N&JD;3MDM]K]7Y9M6WT\ MWOZ&ULM59M;^)&$/[.KQCYJFM/=78-#==#FJ2JT4PNSNS#/S,[.T-UR\2C7B IV15[*
MGK56:G/NNG*^QH))AV^PI),E%P53M!0K5VX$LH4Q*G(W\+S$+5A66OVNV1N+ M?I=7*L]*' N055$P\3S$G&][EF\=-B;9:JWTAMOO;M@*IZB^;,:"5FZ#LL@*
M+&%7&2Q"X[%D#_WP8:7VC)#A5A[)H"-9+GN5I0ICC7&D$1E]>(EY MKH&(QK<]IM6XU(;'\@']HXF=8IDQB9<_YHMU+IGI18L<,FJ7$WXJAKW\<0: M;\YS:?[#MM:-
/0OFE52\V!L3@&R(KZV^VV^?AR"#]D4&P-P@,[]J187G%%.MW M!=^"T-J$I@43JK$F);H-Y^# M>1BJ>04#(1@Y0J-_=@)I6@ M^OGKK>!K[.AM;/VSN6&S;%GT:.1*)[0ZK]_YR?
>Q0GF4<,\.H7^W]S>21=O M!^ '#DRO!Y/1]?UO5Z/)]V[-/#;%S#Z_WXY' M=]/!YYO[NYK:VUW$A.+EA//!^I H-9('X%H3F2V M@Z*N+=2U!509V%2&34U#;H
\^_S9WF,E\0MJF*;_%C5\C4II4'S^"'SSTF/T M'1Q03S,TH=+?DN?4'.5YZZXJ9BB +^&K:2=DT B#U4K@BBELW5=**F*:E2M@ M"CZQLJ^OX>-+$[46+'[81B#)W8@[831R2G8>M7*FJ-
%7NVYWFTYSEI"ITG MU7+8HCZWQ(P47+J+3)#B+Q!1(OVD#1\,6A1^Y_U50-IO8$=>I];ND.\P)=FW MO<1OC78HYIEDLQR_-PV-:1S'I!X[6Y0:!-(Q\Z2 \PFVOJ4I>/_#\R/7A" M07,(3)*
NBG"1Y8)>&!Y]8])-R\@N""^9TV6?;N=QK8?Z>3[3N"U'B@,VM=% M=B-E9?+KVU&[8VN(#[5:?#K#H9?8?E#?72<]G=(C4O!6MW&/YD:!8F6FHZ17 M696J'B'-;C. ! 7<>5&OI_&UL?
57?;^(X$'[GKQCE5]+6 M2IN?$-H%),KVMMRV%)7>]6%U#R89B+6)G;5-Z?[W.TX@UU:4E\3VS/?--S/Q M9+"5ZH?.$0V\E(700RR;AP1H/Z;*Y&
[DQ!12U+QDL4FDL!"E=#9QQ<7L76OW;XE^-6OUJ#S60IY0^[F69#Q[>" ML,#46 9&KV><8%%8(I+Q<\?IM"$M\/5ZS_Y7G3OELF0:)[XXIG)AT[?@0Q7 M;%.8!
[F]P5T^7A.;7=2IUF@2QX5MRL(HLG+"F=$D9V*-&KB F11G M$Z9S>*(ZNJ.^:JC##ZA[<">%R35L4M=L12'#ETBC>H9G=&??P0]__.1C.(V MH_@8^[MN'LGAD/"CU(>%!]$Y3&
[&LZ_7"YC.8'8 .YN,%S?P=/_P;3K["I/Q M?/HXOH7IX_7=HK/@+V\^":"&HFUHQS;4=C7J/"J6(=WV%/DS6Q:4RRY.C>D Q D8?P$+MR+BX!\ MY@HKQC/
%YINFER8R.@R5U)SHR%T([]G0P76MY%4L5\MF9OT_)HN=..^53-. M4[6AA K.EKS@AM=^<=<&[;E^D'1ND4;'.WO@1DG8R.KV6N%,:S3:!4$36:Y MUH?O@4E@@400^9U/%"(*PUVA^F&7+
(>^)> .5E"A1K>M9J"&5&V&:@=&>MN-V MW$R9_]V;67W'U]H+#06N".J?)UT'5#/_FHV153USEM+0!*N7.?TR4%D'LJ^D M-/N-#=#^A$:_ 5!+ P04 " "I. A9LLM\F=<) "' &0 'AL+W=O
MW06/;IQ_ M'U9$47UL&QN.)ZL8NQ?S>:A6U.HP?!^D_B'V>VP9:$#O7+-'Z:.J^/) MX435M-1]$R .MP;YX+)#WN/BH,"?6?;08G>4^VRV.0OOB= MKNAXTK&C_35-3K[]9O_9WLL=VCXIVC[9)?
TD!=%M!G&;DO^#&/;7;BH"BRK6= MMK?LD,HA:#90S9\"O%/KB(>EL=I61CUX24:;;72UZ06 M1%;!$1W>U\I8.<#*7V$] 0ES)< _9_YPW$=@TB<$66O&Z:6WY/74Q[(Q1\:^6 M2SX9J?GM-
X<'!WLOW\XN@^KUZ>FY/.^__%Z!S[EDC?M2&%C$\)84!'48'% M&HN(]\(D0?8R)ZC]O4?_E'47?4\M+?/7KN@[]Y)0BX?_6NFSGL?>D9/=*PL MD/(]6\$[?
5D+#%;D(XCTGAI+YZ)UD51M0M6XT",LRO(2=@&\TO3UV@7:VAZV M#+[^=&QV^;]X;A2O==SA"->:",FSSTZ/?OPS%YNTI*(+C2D?%FLS4&56Z1S2^R.V[MW3#- ?X2:
(25ZYL:,A6750X"]KSK;:I;)04_/YZL.^L=>)\G9%TR/=GD1=HM M::^(27>+JW$$.V2=4G?]+*M.4YY=4.<\@FD+)OXQ4V\LJI1%66>-RC;7&0N;
MI@IYF_,W@Z#JO>>X&!D738,)!=FM@JO\RFP&>#?;7C MJ!>MC%!#C;J-#&;IPSI!0*MO.>/H8X?^B%)>(,+*<E%PU-0441<"4V M88N4%0A,#Q(:]LJX9L,Z"G&F3J%BK\J8:4E,W7-62D>C>;-
"YG*\!BNQ% MCZUS.U&-XS)3OPHR4"A9S4QIY7#1N]A0LG_0?Q2YE-9>2),[(2[D]M'8M+5, M)@:6^Z&'T^&CC]SK"!1!KA#F!.0@2,*H!C<^+&J:G9K.YA)/]2"^I3__U!9Y MFP^:J5^(G0?/$4,?\
(72,7JSZ*,<$]T.I5&GQJ9I%;B[8 @S-I!TU#)/)/V MWC&;;"+YD:I85@VZQA43TG+<&$HO)R$]<0!">MP\MDOD'I=]([Q13V3R75 M5,'F<6Z;*,DHZ%B8AG6"-SC+XYW<6S8](>%F7!8']9.&M#/-+?
KDVER;U-$E M-4IK%P)Q,!N3#A] VWFW9]D-U(N]Y"TP1GBD=MD4_'#@- "4+%6?)Z7/YC) M1I'Q\$6;KFO[XA UA)G:@=+/RLL_6PG2__&$,Z=,XN'ES&"6_5*:BC/:=O(M^FME)GJ6*
(CCQX'@=C9OV&#&-,>@#&[QF1N3P_0AO'W IH'Q&&L.=#TT5GS,[KB$VV3A.QE2YH?,!TDI MYDU/*[Y_N:9[,+U E;<]B0^XA[A$]NG5 ;HO![49)<5Q>M>.D!)FU(8LHDS
M=0F/1@#+I*D/3)]3ZFYK.H1@W>HI[O&QU+#RU=C]" _OI,A,F^5K3*[L;#QX#DXJHCZCO=^+\DV&P!T>R_WUAF: M9KIQ708Q5?U0B]<(O(.9;;#Z,N7>C#K2S^VTIBK?
+/PEWRB@,D'US0CU%E-^ M5OB&&9:'LGI7B_]\D- SG43U.MU_J^:A*";/:CK<.3A.(&#R9^W?H[JBM:QE M"MI*AO_O,S:*-]8MGCJXS!CF#JF;PX(I)@4T)C'WH/G!TI7F M:UM%RR6>
T^'97<=I25H^QR4FTWE0T]YN:MTGSJF@^S>F2QJF*<@%/+3,V MC8Y?]M3PF%:TBM[Q7#,ET&0)'>."#IK MGU7>1N"+.V: M:V$:-GY,@"V[M4I<+[NPY;' RBB%FZ3A-XM?
IU#%Q[Q96SH26V[LV>/YTHGWYQ2@_1=?(KS\+%Z%KY MN")=D^<%>,]WF<,#'U!^]COY+U!+ P04 " "I. A94[X]'-," #J!0 M&0 'AL+W=O9)$BCPY-'<[W M2C^:"M'"SUI(L_
K:YM9&)]BPIJ9"]6@I).MTC6S9.I=:!J-K.R2:A'&430. M:\:EOYQWOK5>SE5K!9>XUF#:NF;ZUQ4*M5_X(_9<<]WE76.<#EOV X?'TYN MUIJL<$ I>8W2<"5!XW;A7YZF5ZF+[P*^<-
R;HSVX2C9*/3KCMESXD2.$ @OK M$!A]GG"%0C@@HO'C@.D/5[K$X_TS^DU7.]6R80972GSEI:T6?NY#B5O6"GNO M]A_P4$_F\
HE3+?"OH]-8A^*UEA5'Y*)0I1XG^@C.%.25L9>"]++/_.#XG10"M^IG45GP7\V,H+2*(MXBA.S^ E0YE)AY?\!\Q?<,U-(91I-<*WRXVQFM[%]U,5]X#I:4"GE9EI6($+
MG\1@4#^AOWSU8C2.WIVAFPYTTW/HRP?27MD*!+6%@7H JU9KVI]B>Q;O--OC MUA>*9&8LENY&6R%LE2"]H,:DE'G M2;P5LD)YMJ]EVJQ/#]:BYDP8> F3\8C6:9YY7TFO;
[E\VVBU(U8&\B")M8E[)0J#21Q,,U&D$Z"*$^]-2L>VCWG53QOW45MI>BH-W&&27O7[_A/=3\(YIJLN P"VE1A>3S ?= M3Y;>L*KIU+Q1EF9#MZUH&*-V 72^5&ULA55-
MC]LV$+W[5PR4HL@"PDJB9*WMV@;L38HVR)&MA^'H@=:&EM$*%(AJ77R[SND MO,HNX+4?<4C-O'EOJ!DM3]I\M@VB@Z^M5'85-Z0T5O#MJT MW-
'6'!/;&>1U"&IEPM*T3%HN5+1>AK.=62]U[Z10N#-@^[;EYML6I3ZMHBQZ M/O@DCHWS!\EZV?$C/J+[L]L9VB4C2BU:5%9H!08/JVB3+;:%]P\.?PD\V1"5[K3_[S>_U*DH](918.8_ :7G">Y32 Q&-
+V?,:$SI U_:S^B_!NVD9<\M MWFOYMZA=LXIF$=1XX+UTG_3I-SSKF7J\2DL;GG :? O*6/76Z?8<3/M6J&'E M7\]U>!$P2W\0P,X!+/ >$@66[[CCZZ71)S#>F]"\$:2&:"(GE+^41V?HK: X
MM]X9NE_COL%. MM'*-A?>]QOIU?${41Y[LF>>6707\T*M;R-,86,J**WCYJ#L/>/G_Z([/PODK MX?]L]M89^F+^O21]0"XN(_LN6MB.5[B*J$'TLFB>,UC^_RWIN ;AH"5UN5!'X);.%I-[MR:T5!U'QT(-
TBSC>(KS#"ML]&LBS<))//GK\GR K8C:;#T999)./2'W7:%F' M_-(_1-L9_82>AH5I/$U+_V33R;87LB8&%EB6QT59T"H7Y[-B\L"KAC13\5ZK MF*?Q?'8'LS(N[XK)/6ERIA]FAE!
:8Y4#@L9BXM\#@1:9G.B9.T"-E75M[WD MO@0U4MDJ,0A]2WZSF$T9W 2;Q2Q/X69RM9XQ*)K"T!H^HU0Y62R=4K8<+GTX MR8NF;]$};P0 (P* 9 >&PO=V]R:W-H965T;D;-DI M7#?
H!UO'E[M[CO<<>:.-D%_4&D'3IZKD:NRNM:Z'O9[*UU!1=2%JX+BR\+*B M&H=RU5.U!%I8I:KLA;Z?]BK*N#L9V;E;.1F)1I>,PZTDJJD]*I]G4(K-V W< MW<0=6ZVUF>A-
1C5=P3WH3_6MQ%&OLU*P"KAB@A,)R[$[#8:SU.RW&SXSV*@# MF9A(%D)\,8/K8NSZ!A"4D&MC@>+G$>90EL80POBZM>EV+HWBH;RS?F5CQU@6 M5,%1F=&I9=O#<]:P^%W#*?D
MH^!ZKR3TP_B%O:B+/++VHI^+_)*I MO!2JD4#^GBZ4ELB??XX=0^LE/N[%U-10U32'L8M%HT ^@COY]9<@]7\[$4/< MQ1"?LCZYQQHM&@0MEF2^Q@A $<;)G$KYS/B*?*9E8Q>[8!?/Y
YJ(;7)*[F' M%1:8/A2>]QOIU?${41Y[LF>>6707\T*M;R-,86,J**WCYJ#L/>/G_Z([/PODK MX?]L]M89^F+^O21]0"XN(_LN6MB.5[B*J$'TLFB>,UC^_RWIN ;AH"5UN5!'X);.%I-[MR:T5!U'QT(-
TBSC>(KS#"ML]&LBS<))//GK\GR K8C:;#T999)./2'W7:%F' M_-(_1-L9_82>AH5I/$U+_V33R;87LB8&%EB6QT59T"H7Y[-B\L"KAC13\5ZK MF*?Q?'8'LS(N[XK)/6ERIA]FAE!
:8Y4#@L9BXM\#@1:9G.B9.T"-E75M[WD MO@0U4MDJ,0A]2WZSF$T9W 2;Q2Q/X69RM9XQ*)K"T!H^HU0Y62R=4K8<+GTX MR8NF;]$};P0 (P* 9 >&PO=V]R:W-H965T;D;-DI M7#?
H!UO'E[M[CO<<>:.-D%_4&D'3IZKD:NRNM:Z'O9[*UU!1=2%JX+BR\+*B M&H=RU5.U!%I8I:KLA;Z?]BK*N#L9V;E;.1F)1I>,PZTDJJD]*I]G4(K-V W< MW<0=6ZVUF>A-
1C5=P3WH3_6MQ%&OLU*P"KAB@A,)R[$[#8:SU.RW&SXSV*@# MF9A(%D)\,8/K8NSZ!A"4D&MC@>+G$>90EL80POBZM>EV+HWBH;RS?F5CQU@6 M5,%1F=&I9=O#<]:P^%W#*?D
MH^!ZKR3TP_B%O:B+/++VHI^+_)*I MO!2JD4#^GBZ4ELB??XX=0^LE/N[%U-10U32'L8M%HT ^@COY]9<@]7\[$4/< MQ1"?LCZYQQHM&@0MEF2^Q@A $<;)G$KYS/B*?*9E8Q>[8!?/Y
YJ(;7)*[F' M%1:8/A2>]QOIU?${41Y[LF>>6707\T*M;R-,86,J**WCYJ#L/>/G_Z([/PODK MX?]L]M89^F+^O21]0"XN(_LN6MB.5

!X;"]W;W)K&ULA55M;]LV$/[N7W%0BZ(!M$BD7IW8!I*LZUJ@0Q"GVX=A'VB+MHA*I$;2 M=;)?WR,EJP[@>%^DX\L]]SS'XW&V5_J;J3FW\-0VTLR#VMKN*HK,NN8M,Y>J MXQ)7-DJWS.)0;R/3:O8EB^Y_=K=:QQ%(THE6BZ-4!(TW\R#&W)UF[K] M?L.?@N_-D0U.R4JI;V[PJ9H'L2/$&[ZV#H'A[SN_XTWC@)#&OP-F,(9TCl?V M ?TWKQVUK)CA=ZKY2U2VG@=E !7? L%UC']3^=S[HR1S>6C7&?V'?[\TPXGIG MK&H'9QRW0O9_]C3DX+G'O']FJX>9B%ED,Z-RB M]0!^VX/35\!S^**DK0U\D!6O7OI'2'1D2P]L;^E9P,\[>0E)' *-:7H&+QG5 M)QXO^1_U# [Q3V@JYa;JO5L9JK)5_3LGMT=+3.[^7)F.K?D\P MBN/[.@\6[M-R2/K\]P34>NZ3GTQ;* -J V\ =>UB7#,X'5,]B:PYW:2:L%3KASO-T9]#7F ME(*S,4XK>/0!VH()YW=O2DJ*:P.=%CV9CFM?)1A945+"VS Z4[M)EG%+N&0<'%47\(,+4\ATXKUR>N)H^UYAS:OGRX*Q_ P^?^\)?BZ45AC2L3 M5Q:N-A(8K8E/U.1>JVJWYO 6TB*,R=0925BF.1IE$A*2H%&484J2"9*5;(6T M?AEX0QJ'19H!+<,XS]PV,B60H5M1'.]^J3L-Z;2 +$QB F58)BF0.*1%.?D@ MN=X^ Z$$?$+I];$]>0M3&I*2.D)0%B%-HD)=,\>:!"0L\W+R42OCSD%MA#U2 M]Q[#DCR%"V_3L,C)8)?9SUF"NB].Z$?"19SY\DQ?1@] 3)%G?'K.FF8TRDD M89:53BWF/0^+:7Z06908DKC8WD*A%TYB2-/2R2%A.G6Z:.JYHI&@]Q1.W9CH MJ,^U".Z[N8&UJ_Z^Y8VSXX-QT_?)G]O[U^8+TUN!5=OP#;K&ET46@.X[>#^P MJO-=TVX/I&*7L8N #C,[KX 5!+ P04 " "I. A9Y !9 ML%T# "=!P &0 'AL+W=OZ-*1&D<3Z.* <1FL%G[O4:\6JK&"2WS48)JJ8OK&H7:+X,D.&Q\YKO2 MNHUHM:C9#C=H_ZH?-6E1CY+S"J7A2H+&8AG<)//UV)WW![YRW)LC&9PG6Z6^ M.^4^7P:Q(X0",^L0&"U/>(M"."B\6^'&?17.L-C^8#^T?M.OFR9P5LEOO'< MELM@%D".I6N$_:SVOV/GS\3A94H8_X5)>W8R"2!KC%559TP,*B[;E3UW<3@R MF,6O&*2=0>IYMQ=YEG?,LM5"JSUH=YK0G.!=]=9$CDN7E(W5])>3G5WJ[8R! M1]2P*9E&>/>%;06:BT5D"=P=B;(.:-T"I:\ 3>&3DK8T\$'FF/]L'Q&IGEEZ M8+9.SP+^T<@AC.(0TC@=G\$;]9Z./-[H%;Q[F:D*CWS]^V9KK*:R^.>4MRW8 M^*28:Y6YJ5F&RX!ZP:!^PF#U]DTRC=^?H3KNJ8[/H:\;V8> *F#-#_^ R1SN MN&@LYO! G>JS5I,GMZJJJ+:]OZ>\.' /"WC>@4L"%P?PK 4W/EK<0,9$U@CF MSC$*#A1+4T68^^%)J1*C: [*/+/E#NT.=NPY]_JHO^S\!EU:5V!+TT>&@JU,PJ M/1\\'(@P:S7?-M;5)5@%7[D0-"W@(].5@7MI44OF&IR)D-1LV/(ME=,@OC9 H7@SN4BAJMI?'-=[5S^(F8T;6R MJ;84&LK, <70,7+K90,%,DCB\GL9^34?7?IW&8TCBJS"9308?BH+FD;/W(:>) M! :S1G/+T5RV:)=NS.2 52W4#PJMJIU_QB>*[9G.#;Q],TN3]/UKZZ_P/J3^ M_YC?2,M[SBJ^L^MC^263KJ24SBFT5-K^^OF@K4 7_GB8'C(1#^,7 MD6JCW[URZ>GH_H+-J8Z,CD8F%=W./PQ4XJ]1MIV>_6[_]MRT(_?E>/MP?6Z MQRD6 @LRC8=7-.IU^QBTBE6U'\!;96F<>[&D]Q.U.T# "Z7L0T$7]" RZC]0 M2P,$% @ J3@(64B-0&-W P .@@ !D !X;"]W;W)K&ULM59MCJLV#/Z>7T&X0]<#7+\[+]1#4GPH9KX7\D'M$#4G=7/I M^MR;6<64)QJLZ60K9,4T+67AJT8BRZU15?I1$(S]BO'<6<[MWJU[+39\)? SAA6X1OVYN96T\GN4G%=8*RYJD+A= M.*OP\BHU^E;AGN->GS@QF 8 ,8B.!I&-NW-DHWS+-%O.I=B#--J$ M9@2;JK6FX'AMBK+6DDXYV>GE>LQ($+41 E WAQ?QFQQ8N'+N-UE _M>R+N:5A)R>H"K?S7:J.T M)"+]?2[Y#CLYCVV:ZU(U+,,%0]VC4#ZBLWSY(AP';P8B3_K(DR'TY;KK*1!; M6&N1/<"GQA9K94A//)3T7[R#B^7@[;-%\:RA#%WH:0.\0%#] U548386!ZH-] M? 6#/%-!G*TIZ"=3EZ(^VVJ T(7^QO4,&O;]"HD%TSCZU&JEB9"\+H!I^,#] MUB0:'D''[BP9N^ED#+] [*4!3+PT(7D:CWZCPAFL-'"#(*"]P)O&,/.F1HY' MU-1;Y*3@XZ'ADA1?01(E;CB>P(5%2^(? O'^7D/$;N4DPZ[1GY#N>DARZP3@< MW1Q09ER99OG1-+:F:9J2>NHEA.5%D3%-0AB@0]K3(?VO=+A#HBS/S$58>BOX M7'-]C@^#D.?Y< *N.O#_@12K1Y0T\#6$^B50WC'N(1[5K;_RH^7+Z91&+VA MJWW=$RJT)]/4#1/#D]"+@M$]I4'[YME[KU1KJ1"ZR63F&HB+3BT=)D,A*LMN4G4++1H['39"TZRQXHZ&.TJC0.=;(? 3SPCCH_RXL_P%02P,$ M% @ J3@(64*,W7#U @ =@8 !D !X;"]W;W)K&ULA55M3]LP$/[>7W'*T 121E[;%-96@F[3F,9 P,;':1 ?NXLMH)=6=+A$-/-25T&.O-*8Y#@*=E!U@S?2@; M%&292U4S0UNU"'2CD!4.5%=!'(:#H&9<>).1.[M4DY%E#@G"TK0>9 OM9'U M&DP*:B[:-WM8U^$98!B^ 8C7@-CI;@,YE9^889.1DBM0UIO8[,*EZM DC@O; ME&NCR,H)9R;3DHD%:N "? DCQ8U6SW;+MBSIW2A6(-WI'/F]^ZI@#_8A\[-D" =NG:89'/3. MQ#T*(Q4GCRCSHRPETW 8DNG"E*A>4.Q#%"<$WX #S3!- M+DP4=&4;J;G1$/M).+"A(NO;2FK88T?F9X/0T<5^.K1J3O) <+2FABK,9K[CA MSB_MVZ #/XRRWG>D ?'*'OE)%K>R^H-.-,:C?9!T-RE)DEW^!J8119(!$G8 MVZ,021RO"S6,^V39[]$$SV9!C6KA)IZ&7"Z%:<="=]H-U9-VECRYMQ/YG*D% M%QHJG!,T/,SZ'JAVRK4;(QLW66;2T)QRRY)^ #*BL]GG4IK-Q@;H?C63?U!+ M P04 " "I. A92" 9)8 " #A!@ &0 'AL+W=OJ(TA)NZF=VC5JM.Y%M1<.' MV-0VH?WVLPU%V93DQ;2^ 3_<_?V[.W-$C9"/JD#4\%PRKN9>H75UYOLJ*; D M:B JY&8G$(DVDQE[JM*(DF=4\G\, BF?DDH]^+(K:UD'(E:,\IQ)4'594GD MRQ*9:.;>T'M=N*-YH>V"'T<5R7&<-^D>UDF;F]RHI+9$K*CA(S.;>8GBVD9(E[M9W!/L5$[8[*1;(1XM).K=.X%%@9)MHJ$//:XCDR9H4,QE.GZ?5'6L?=\:OZ M5Q>[B65#%)X+]I.FNIA[IQZDF)&:Z3O17&(7S\3J)8(IJ<FLPT\2&JE1=DY M&X*2\O9-GKL\ [#@,QP<%DKLZ+4"2R)H@IN,UA)5,@U<5E;\!36-.8)&LQD \W6&Y0_MK'=U3/ M?BIGJB()SKW*IDMNT8O?OQM.@\]':$<][ZEFAK<5NA=+E4\'!M MK.!*8ZGV H_> 'C< X^/IO? +4TWU*BX&HU0%K8'*4X!H9A4O!&#$7=CFX/U[> M_<_BSO85=_)7=?V=CF6;_PV1.35Y8)@9MV P,Q62;4-MU1GHKEMA#8MT0T+ M\P]":0W,?B:$?IW8OMC_U>+?4$L#!!0 (*DX"%F451H9YP,-<4 9 M >&PO=V]R:W-H965T(-6^ 6++YLYDW=FPQ(G&28\H00PO)P8'^'=S"X!9<3?"=[QSC4HI"PH?2UN M'N.)8149X11'HJ! \FN+9SA-"R:9QS\UJ=',60"[UWOV3Z5X*6:!.)[1]&L2 MB_7$" P0XR7*4_%,=[_C6I!7\$4TY>4GV%6QOF^ *.>"9C589I EI/I&/^I" M= #0/0&P:X#]?P%.#7!*H55FI:P')-!TS.@.L"):LA4796U*M%23D&(97P23 MHXG$B>DCV6(B*$LP!S?@I5I,0)=@/_ &9CEC\A*\?\ ")>D'&??EY0&\? ,ZMGO]JGM$[/_D9-;X%B_ -NRW0'X3 U_P)&$ MPQ+N].&FK$-3#+LIAEWR.6>*\0:^_2F'P*/ &?\^)*OB<8=8YBI_>'=^@"$\, M^=OBF&VQ,?WY)SBR? AT2J8FL)]EI)#LJ]N[Z#^FLP*,27/PC;*=>:-GAV-QV M!1Q'^8'KVTU4+S.WRY%$C>72-.2NPUJ7=^!Y8\S@F M#+QA8_I-5XXRJZ]R7[IY)#=S1E>L:[^+O:F3CGTAK=+=:!CA][AG^A F.M; M@7O"J6WO =7-QQQ%KVB5D-45)E7.*"KRZ1:YQI=;'W9;6,# ME4W$69G-PQ_U<]#F''AV(&KGPA$7;#@2J6Y 9HYO.NU#'IW+[C _(@X\D!K\1 MS%9O@\DKZ2]>*$UL_6*TC0_T=? E3:VNCBZTONVUNH+*1..O/X'BO]X[]>1P% M/3<\\9($VS8$JON0>)RN]\;\AJW*N>Z>-DTL?7?Y=L^R+9TOZ8-#LPX$^;9_8%6S<^14'/D](2;W<@Y2O)0HZ]:7 M7F? 5*5IU(^BF/(A:4"%H5EZN,8HQ*P+D^))2L;\ISK::L\SI?U!+ P04 M" "I. A9W0/83-P# "E$P &0 'AL+W=O@2I#;=H],J1>L>'Z9]<,$):("9;9+NW\\& M B&AWE*1+PDF]Q[N/3YV#IYN"/W%8HPY>,C2G,VTF//B0M=9&..,L7-2X%$\ MLB0T0UP,Z4IG!<4HJI*R5#<-P]4SE.1:,*WN+6@P)25/DQPO*&!EEB'ZYPJG M9#/3H+:]\3E9Q5S>T(-I@5;X#O.OQ8**D=ZB1$F&XS252**.WPVHUCY3)NY> M;]'?5+"@0A&4_P&+%.4<7.81>/N[3 HQ4QR\!G?U M[*R!-O(LR84]4)?7F..DO25R/EZ=>%9G\%GH,D!U]B4C(1RJ8Z%^7*A^IA M4]I579KY2&D?R_P<6,89, W3'DB?J].O<2C2895N]=-U05++E-DR959XUE.8 M^O%)1(,;CC/VAI9+]8(5*,0S3:Q%AND::\&+9] UW@SU/1)8CP6K M9<%2H0>?,&,7X# (,RZQ,$<>16#/B,6&"Y*H<:KW&[HUY8()PDA@/18F M+0N3_Y3HP,YZ!MY3P@:WS\FA2&W3\ /;4#\=<8DC5A5 M;3L$-UE!R1K+RIE2PTK\8V=O)+ >%7Y+A7\Z#?MCLC 26(\%:'1&PCB)BAO8 M78$ZCN'T@2PRG2&50QWW]4%GU5)FF4Y"NU5M4@QT[36&C]ECL; T_H8^"H M1F8LM#X3G96!:B_S9,5:AW_[T!*;ZKYFA^(FEF<_HMK.TD"UI[E%82QN"5_ > M-^%*#2LACYZYD=#Z!'0&"3HGU/"H]FDLM#X3G8&"2F?R= V[!]KT#=^;[$OX M,,QSW^$ M$A[5/8V%UF>B\T]0:4R>+F' X(T1FK:U[W^'PBP7^GL2UG?.4.0!UBVBJR1G M(,5+D6> <3\0:H/694#W@I*B.5>X)YR2K+F.,(DQE@A]20C?#N1)37LR%_P% M4$L#!!0 (*DX"%F'W_+?K@(,(9 >&PO=V]R:W-H965T ML7^VL>M8EEC"E-,?)%79R+ET4 HK7%)UP[=? H(ZG:_@23J7]1M:UW-04DK% M\QJL/<@)JY[XH<[#'D#SM /\&N_!80O ((:$+S60E@#PM=:Z-8 &[I;Q6X3 M%V.%HZ'@6R2,MF8S!YM]B];Y(LSTR4()_99HG(KF0K><4(]H3C%3;,Q2-+LO M2:%;0:$/:)RFQ!044W3%JJXTY3V-06%"S[3&[2)&IR=GZ 01AKYEO)28I7+H M*NV<,>$FM2.3RA' !4<"=,V9RB2:L132%GQ\'-\[@G=U4IK,^+O,3/RCA%]+ M=H$"[QSYGA^V^#-]/3QH"^? _K,_^V?!!,H*F30++%_RE3<[K/L$'??)SO1* MZ& _^5UO=*^:PG=G,P8$L< (C1P\Z"6(#3O3^7:?G?6I+^EN2Q6])-GLCLH/R MA$UYPF/L40R:-"5QZE_15.NHBD7[,K55].*OT?IS6K91*'G>T-WLY_[YTK^ MQVYP]!0_5^KWP\M#!=ESI5ZGVV^4JARX>U,M![&VZT2BA)=,59W;2)N--;:# M^HE\TAE,.RWR6&^X:B']H;_6XS46:\(DHK#2IKR+OAZZHEHYU47QPL[4)5=Z M0MMCIK@W4$L#!!0 (*DX"%EN;P610 0 #D8 M 9 >&PO=V]R:W-H965TXXSMA, MRP9[,7RJ1*UZ3&G8OCZIORV<%\X\8 8K M$O\=A7P_MZ86"F&+\YC? D>/O4#DTDGH!B5GQ%QW+OA//0D'..$DJ8S&#)$K+ M7_RY M$R<(=G#+S*P'MJ,#IC,*@,!MJ],*P,A@69TI6"@\Y\7YLPH.2(J>PLU M>5' +*R"%^U$JU_V>4 TG9\<1-\RB,6R35@Z +=A&%QC6-TFY9OE5R=USYP M',5O1(_W]SYZ_>H-><H6B%/VY)SG#:3D9)V4 V*@?VS@P\0&N2\CU# MOZ4AA!WVOMY^K+&W!82:A',_N=_36?^3I)1HX9\W] M[S97G!G4RSHH] 9G])8Y$RV,H=;ZH@_O1!NZY9"P?SJFN"PEA]V2,@!=LPP' M,+=$A&% #V M?O()'3N_=N$R*>8;$E-0#FN40YWZ8@U?ON!4D@:!DC^*4-4@ M)5N4DO0B$*\B);$PW8EMP4',@G? MB:5VJ+Z2([%Q(2;C^V%Q,?*I)AO2$R!.:EA M3LQ'KXE)EI*;%?$-B"LIIC7+ZHS:J=]"^@*?/HE+'1GVADP+DJ@9RI05R1X3O MRGNEV9Y;J;XNFQ3S#8DI"%VG21H=\QNTTC1$TZB:;TI-Y=E*PEWM2RE2=Y"Y M1#NUP#L*("HLWLE2KW?*9<\FLWK[WO0,J:GTO(:>I_5V S00G$296C!L@MJ! M<"4C*_G2SG)C60TR;44;Y}5()*/Y/>W RIJ=R:&L'5YLWMG"53$/;C9K1L MJ-3459@^^2Z\T$G%T>3YKC[17V&V1UE.@[W\/&8T"J#3W^<)]FGU!N@(3458%,V,U@ZFU%3:3?7@_@_E@VNT?C"JYIM24WDV)83[PVH(]UOR_I5^/KWI M&5(KZ=FML]8$Z*XXLV8H('G*RV/7NK4^%[\I3H/MIGMYJ+[&=!>E#,6P%:;. MY40$*5J>4YT#X9PDQ>4>< A4=A#/MX3PTXT(K4$L#!!0 M (*DX"%FT&-%[7P, +L+ 9 >&PO=V]R:W-H965TM*%I@C419ENW,%A [6YMA 8)XZ3X4_4!+9XLM16HD M%3? ?OQ(29%=5%&"M/UB\^V>YSGR[G3SO52?=8YHX$O!A5YXN3'EJ>_K-,>" MZA-9HK [6ZD*:NQ4[7Q=*J19;51P/PR"V"\H$UXRK]>N5#*7E>%,X)4'714% M57=+Y*\ \(AWOW#-=KEQ"WXR+^D.UVANRBME9WZ'DK$"A692@,+MPCLCITL2 M.X/ZQ'N&>WTT!N?*1LK/;G*1+;S *4*.J7$0U/[=X@HY=TA6Q[\MJ-=Q.L/C M\3WZ'[7SUID-U;B2_!^6F7SA33W(<$LK;[E_AVV#HT=7BJYKG]AWYX-/$@K M;631&EL%!1/ /_W27L2101@^8!"V!F&MNR&J59Y30Y.YDGM0[K1%Z8V,%[RJMZLT/:W,$UEE(9ZH#6N+./:..#5.1K*^&MXX^\9ZX;3X::MXV2@.'U MJYW5Q#>7\$R' 3\LQ(G M, I^A3 (([A9G\.K%Z\'<$?=U8YJW-%C5_OA+[L#%P8+ ;'/WP8FZH=Q:7FJ M2YKBPK-YIU'=HI>\ (7$P6\#(J-.9#2$GBQQQX1P#[FDG(H4^P0V$'$-X=+\ M-AF/9V0ZJV\[F,<=\WB0^:(H#5,N-GJ#H#$>'W&^(4$PFO63QAUI/$AJ,]GF MJ;"9I12*] Z,HD)SVE2([)--.*>H3U#<(R@B*^B9=*HF@WIL##]RJ'Y-O:*,H MBH-^VFE'.QVD75$AZ(9I6%;:;FD-'RZQV*#Z"/ 9U!8TH]U*GZA!]&=&[*S3 M/OLQ:37["2))<*BKP? N.IY,'@HH<%77RL*\17YBG)/P("G\SDAO M 9X8ZN10ALE@ 1T.]AO!#&:P-M2@'HSY89;GQM.A3I/HQX0]&2SXS]5YJ.ID MN*P_+>Z_K>X#Q9TWUZF%NNVM4[H#= MWTII[B>.H.O7D_\!4$L#!!0 (*DX"%EXVUAC^0, ,03 9 >&PO M=V]R:W-H965TTZ3FAG MA.;6=%R>>^33,2MD2G-XY$@464;X/[>0LNW$PM;KB2>Z6DM]PIZ.-V0%P:94$SR 5E.>*PG%@W^'KF.CJAC/B#PE:TCI$NY9FQ;WIPOYA8CF8$ M*2120Q#U\P(S2%.-I'A\KT"M^IXZL7W\BOZQ+%X5\TP$S%CZ)UW(]<2*+;2 M)2E2^<2VOT)54*#Q$I:*\AMMJUC'0DDA),NJ9,4@H_GNE_RH&M%*P/Z1!+=* M<$]-*H$KRQTQZPLZXY(,AUSMD5<1RLT?5#VILQ6U=!70%_CV#B2AZ3N5 M\75^A]Z^>8?>()JC+VM6* (4MQK94=/5-[:2B=KNCYAZA]EN17R'>8]$;R/-*<2T(-275\#_GI0\>A>0B;^ M[JMU!^[W@^O)I6:C /X"UO3GGW#H_-)7^4!@G3YX=1\\$_KT 82X M5E)(BJQ(B53- (!GCDOX+]+SL*WV'%Y9X^K7R,OT0QT$\ME_:-?5$13[VZZ@. M6;\FZY]]C[;$,K5RT?VRG '$;3O/'(#9X]?3U3DM:(Z_(*:7V#DU^A(O$]'R+G@ H58@'0VZ8;ROU-XPI>A^J>+&- F#C:CR=E28..'J"M%PBQ9INS'(U M(Y[]D"[A%G!C%[!W4<$:W5*N#6J&AT+J] M:,P0-GJ,4[4:';I3QSUXMQY&X5%TQ-OCQJ=@LU'Y7:Z53(WJ- *<_40&0NN6 MV[@>/+JH.@=U04.A=?^+-S; (-5J+$]59&@;3_5&+?WQ/G_P3M"-JM+1:]O_69 M\!7-!4IAJ;*M@Y* M:ZEXV0=K!R5AW1N_]'78"0B" P%!'Q"TOCM0ZW*!%4PGX_Z>(TL=6CK#]&LZJZDHQDWS@G%$/9!/T+ [KB&K%!"8'@A< /# \S8,W"($,G82J6:6"TC@*,3M5P" M_AG)F% T(YR_)G3Q5H;-T51W#FOK()."K<\[HZJKVH!'X":/6SKCH#.K6B1P MJDI2^8HXD6 55+@=;;0CRS_RPMZO(66-=1099@G>8I F[>>F>"7DJR0N*$C'+91U* MMZ6CX5:Z#?"NG#:8"1MFPFYFRN :Z K103F5\6&;7)K. *[,-[L&&>_ !1W+,I4P+/$KUM M^)Z^GDW?7@]M@W"P(1SL)IP:,#WT:&']H_IG&Z"##>A@- ^A4PN8KN>*@TJ6(MT3S5;@[)&M@RRJZJ-B@'&K!=;9T;&B@GMV1ER1;94Y:<-?WX7FS#7#"!IQP M0[L_N%%&:LK;]N:[8:30O? SA48: Y, $Q9I#.#[.6NZBA;ZV(,[LEUR]B]#T M%0F@">,H(U0E;;TBL&[9UR A[.,ALF[9MX%5H<&J\"=;9T;&B-G+**AO4VBCN>K1^ MJ_PVV"HT;!6ZV>ICN2.A[^8.=WT?/L]I]7"C3.LI@ZQFCW%:H/B0D-QH9OB M'B7ALL7L40/>])FF/7NT08*A(<'PPR18,WNXZU'Z>U;YC8*BMW&RG@%?Y!\< M")0O3(I#]NII]5'#9TZ4[YGBQ1<1=X0O$BI0"G-EZI\-5*"\^,B@N)%LF9_3 M3YF4+,LO8R 1<%U O9\S)M]N=75IQZ3_P!02P,$% @ J3@(6:#=2CU&. M P 6Q !D !X;"]W;W)K&ULK5AA;]HZ%/TK M5C8]M=+6Q$D(H0\BK;#]]:G5JM&!]V%Z'TQR@6B)S;.=TDG[\.=$ @+65OE M"]C./M8*"Z$9'D%5AGD*2W? MR5-5B . XFD'N!7 /08$)P!>!?",T#(S(VM&)(G&GT1U]&*30],;0Q:J4FI M/L:YY.IIJG RNE5SQ)9HRB%))2(T0;>,KMY+X#F:P4*B]VBNO),4F8DS2V;AGL@C0'>,RK5 M'VD"20M^VHW';@>!K8I25\,=5>,*[63\NZ 7R'/>(==Q_;:NNSB!4<&[C7 MD8Y7'Y1G^+R3?*KP-U1(7JA/D41?S.&SZ^G4C,[1USO(%\!,3Z23[J4GTA-90WE0 M*P]ZM6+0I_">R!K"A[7PX>NM6$('!R9S<>CX1U9LB7*X0DKAG5>X3.M^$D= MQ,Z#Z >Z+SB@>4&7A.>BTYR=&[STC'HB;1B5--BU*LY1WT*[XFL41(1P[^YJR MY_7VK+"'SAMZV#FR9TM4Z(Y.V!,?-!GXF09]V++7&;1[AY<>5%]LS7JX^WJX MO9JTHNM+?$]L3?'[1@9WM@N_L:GWBP$Q#H?'O^AM89[KX!-&W?<:N+O9N)I -MT36)TRR5WU_ITX-7GQ4/;$UR[%OK6_.\Q]T=Z'E]?N.\)7 M*14H@Z6".A=#54)>WF3+B60;U)HFSCD.GTO[XM=V0-#1UFQ)>((Y}3^ZYMH\/9KAB_$>R)$3 SS"(DI&U M%"*^MNW$6Y(0)RT6DTCVS!D/L9!-OK"3F!/LZZ PL%W'Z=DAI$\U'NIW4SX>-MLE0$"\)3#DD:AIBO;TC 5MGB+6\,OGNAB*=0+>SR,\8(\$_$MGG+9LE,4ZX8 M2BB+@)/YR/J,KB=N1P7H$7]1LDJVGD%1K73'V0S7N_9'EJ(Q0#RA(+#\)4(F-M)@4DLSCWPS4RK^!-K>??]'O-'E)9H83,F'!W]07RY'5M\ G2Q(]$]896,="[PT$2S,@F4&(8TVO_'/K!!, ;BW)\#_MQC]I90%L3 MW62F:=UB@<=#SE; U6B)!AYT;72T9$,C-8W/@LM>*N/$^$&V@#(MAP<6+2X%X2'C@XA[.,(C"5#Y?0@Y#) MG@1(Y!,??D^C%K2=*W =MP.?@$;P2(- 3F!R46X.,2'IJ*1L+TO]9I.ZNR? U M,\^W75F!X0C.[B83_70.WQ)) M."\GRI&1CBU9:^3&'MD9,D]F1#^0JSB;{^@CO-,%RDTMX+M>2/>"A$DE\7.3QU!"*Q'OY,0[QBG7Q&E._)BPBGSJ0"JKZH.&_"> !E<2^S)&O<[0? MFF9TS@1'K=G%ZW'CT:22D@B0"..M!0$_E207&>95N9KA M'O$:P&E?@-*%JZIE>'!\B=]5SN_J2+'Y0VZU5Y6!_V":<@+/:33'/$R,\FA M0-U=V!!8J1;]O!;]1N6GWR3QAL!*Q P(\Z' MZD\&OR,AMW3<*=\A M[K_4\SE/-5KF&X67R)[LXE[VD?F#@TK4R@,##+:A"TY_;IBI\FI M^0MUMU-3:.5Z%+X&=1J55-203#*S/:GOK"\8X1UG<@E%D6O@89W4,SPMH_3E@/ M#*2M3*!P]F51CI@H,UY^AZ"JC"KGZ72 \I_]A4UQS3;EYG8"=]BC@>)UTMEA M_D#MJX"&T,KE*$R/BQH].URC8ZE-OB5T,OFM.Z CO-#I9X<9O78MW)VSH^M6 M[VBWL$JNV2J]]^S(X,M*@YR=L^/PN#*!PMNXM2YM#DO203Q/*@K2BM*NE*1W M &PXVEMWNNI"_1'SA60_9E+1*=U)4T"W]Q1;QJ"Q?J:=\:$8*%^7!+L$ZX& MR/XY8^*UH6Z._\4C/\'4$L#!!0 (*DX"%FS&),J(@0 %T2 9 M>&PO=V]R:W-H965TB1E-T!_?(^4(]NQ3"_#_,76RJW#YX[/D2<. M5D)^4W, 3; [G&5=#;Z[UXL+W53R'G*ESL0",;Z9"YDSCK9SY:B&!)=8IS_PP M"#I^SE+NC0;VV,T<#42ALY3#O22JR',FGZ\@$ZMA1[V7!P_I,*[_W\T6+ 9 M/(+^O+B7>..=7*$F. U>IX$3"=.A=THLQ[1D':_$EA97:NB8FE(D0W$S-33+T M L,(,HBU@6#XMX0Q9)E!0A[_K4&].DSCN'W]@O{!!H_!3)B"L#[V> M1Q*8LB+3#V+U)ZP#:AN\6&3*_I+5VC;P2%PH+?*U,S+ (4U[^L^_K1&PY($Z] M0[4V"%{=_XX1&N'R 9;,K-A73/-1@,I5D0::T0S%S8WUANC2;F9QD?:,_+^W0?RCJ2UJP5%VK! M8AAZN!@HD$OP1K_^0CO!%Q4P-P2VDX%6E8&6" [T2;&P%6Q=JZ=^Q_F856XY: M01 ,_.5V"$>,=JBU*VIM)[6O=LV A+ E2%P#L1BPC$!(IF&.JHE7G^+17 > M]+O1*[+U9JU6/=U.1,?CI'L9QZ+@6I%[]LPF&=CBQX>RP!!N4S9),RQ[0&W= M03X!6.LKYQ!OU55#8#O9Z%;9Z)ZFLKI-9J AL)T,J*H,](IP4YJI=I%J8NZ MH'M[Y1.UNJ]46V/3/U!A_8IBWTGQ,\'F ILB5.#?G"9&J%^X#E19[,CG4K M&#=K+.U$2WZ0C^-Q^<(E9.? ,YW&AL!VG$,*;]R&DM 4VFX6MAH;_MZM3*(\2%++]>P10,)S*S+BF"_E*%:,)MJ$U!"MKYM'C1FEW;.?U+@PD0U"-#4IS0&DN*,T#I?E0M*82C[XT MF__#9+)RTIQKFR.Y&]J0=(<4)H+2O- :3X4K.DWZZ WJU-OBZU0-4*@ M@*7/,2V7*P(L(I3M: T'XK6%..AI<#L7BKX#Y]*NHE7JW#P0XXV!R<#0[NE M47_4,,.T@6Z_DR_^H+%[2YOK:9"\IG>7_UHRTC*>&;8OM0/E3:4EFNB->U

M]1:E>;$QYZ1^;=[99DN]DV]I*K:H'/#E?J@'S#$YPW4^35C3W#81B=W93LO^_6PGA+:$K(R^_MM+9SSSGVN5?V':PH>^0I@$!/14{XT$B%6/1-D\4;@BB%>%@5F?T:0T]70L(WGA>ML MG@JU8(:#!9[###8B[Q163,[_A2;("",\H00QF0^/<[D\#%:\#[C-8\,4Q4B=Y-MH/1132Z2H6&I#4$.L5_,6/XM80QYKHCD-G[7G$8CJ8#KXV?VJ3Z[/,L#YC"F-M^8\L$>G0.#_0 C-H? M/]4^K $D3SO J0'.-L![^~#6 '=7!.\&>+LJ^#7 WQ40U "=3+,R2SL=88'# M .;KQ%2T9%,#G2Z-E@9G1!76C6#R:R9Q(KP@,2T W>(GX.@8G2=)IC*.4E _3S_($+)N^27VWE M4C%Z[8SJ?NWS!8YA:,@+E -;@A%^_F0'UM>V7.V3+-HGV62?9-,]D6WDV&MR-M[$QAU>,+C/JOLA[0EX&.N-"W2-MV:VX LVE'KME>.P$UL!M)KW-_M]*@ERC_:HIJT4?5<=S,YQWE9W:XXE\\ [)C&T&5>1^&L' M\7S_U-YRKE/JO?6^D^1DGY)3_U6ZW)[OOB1UP^&@<3CH=/B6"OF.R38#&(-$ MU2;"G(-H+=#@U0X\Q]JVN5/OO3;OHCC9I^)T3V15,LRUIJ, -M?M(4E SW7CM;4^LOMCNV4]LON3JL%\H:_:W4O,YAGA*(>9E+).3F7YL*J% MK":"+G3+\T"%,*#T,)5=-S 5(+_/*!7/$R70]/'A7U!+ P04 "_"I. A9 M;N.[23$" #"! &0 'AL+W=OW&226.O8P7::Y>_Q)0U=J5M> MDAE[YLPYDYDDO53WN@8PZ*A0]>X-J9=$J+S&AJ}{(%86]*J1IJK*LJHEL% MM/!)#2=Q%"U(0YG 6>+/-BI+9&:KB6_Y0TU-$N4}%RT1;-&5ZJS[,DF' ?96>4O64VSV0[J&R+#:*B0)] M5HJV-R8>JZU-U?J+J MU) M86J-/H@"BL?YQ"H89<1'&>OX(N"73DS0+'J%XBB>HT'4!=S9V)Z9QYW]ISU;M:*4R3%3HYVJOC;+#}.N<[(_V/X_F%FRI6Y!#BNT&:5 'P-GS9]-%]/X"U_G(M=7X)/?O:-7M02);(KJRBGJT._/4YK@'MRJ.YW3UD\X0<3@F0D[EJ0%5^>S3* M92=,&+'Q=%S059C+?^%AN^^HJIC0B$-I4Z/)&UM7A8T)CI&MG]*]-';FO5G, MGPPH%V#O2RG-T7$%QM]6]A=02P,$% @ J3@(6:ZOK2A,!0 Q"0 !D M !X,"]W,W)K&ULK9I,;]LV%,>_"]$50PLLD4A= MG=D&FDCM.B! 4" ;0[$'V:9MH9+HB73>K'4U"2LWV-)6?,%B6A$+->9EN=[S,:K@NG M)-.)83AZ$D:I !6\0_0?,H.(HY2^IA?DB2,'N^I3$[SC2LO31\G;8[D3?H M\^D^W-(%%8_[ATS>Z35E'24TY1%+448W,^TCO@F(DSL4%G]'],A,UR@/9$\M\3O:_QG)/D./ZKH%K=9^[8OGZA?RJ"E\$L0T[O M6/Q/M!:[F>9I:$TWX2$67]GQ#UH%9.>\%8MY\1<=*UM#0ZL#%RRIG.4(DB@M-M_X<_JHEH.4B.VH%4#J3O8)UP,"L\]P>K,$!.K<'NW(H0M?+/VU)\T,1SJ<9 M.Z(LMY:T_**8_<;,SE>4YH6R$)C\-))^8KZ@6YEV@<)TC3Y3MLW"_2Y.H2]I M68-Y+J_0HJPBQ#8HE,7+PYARM'Q&8D?1BAU2D46R(4ZD,//!Z&OJ}'>ED,E)X9JHGN6BAU'0,JF M:X6 /^[OC/CKN_/=354XE_4>O+GW MSF28=2&9!<\\54A%47S[N.0BDT__OZK\E@1+3SS-)P1[9*H_M2=U M:.6Z!/>L_*$5=@UB3[IF@<+,P|[CU6:="TZ0GNTT#YG3*XO^XQM(O&3>K,A MZPT2YD/" B!8)QM.G0UGM-[:V5"EH/2V.V5G>;VJ&QIA;$UZY>0/K8CE.KA7 M=-HKTVVQ.E&Z=93N:)0/&5L25A3=OFQOW^YILJ29LNI&4:.M.DB8#PD+@&"=M?'AU/KR+-QL/,@V0,!\2%@#!.FF8U&F8O&VSF0P>0LLU<.^!OE-8F9[E]![[MH95G8FSV'ONAE>M9+:M.?-AHWHX-J,VF(@$5'"C-!Z4%4+1N3EJ*!5^TY53N M[5]XLK!C]:I/948&^XFO,O/L'BQ0PC"KEKNQDB96,AKK79BFX3+B2%Z$Z_"\ M#6B<^>I*A*3YH+0 BM,-3B-Y\.6:!X.*E"-#TH+H&C=9#3"![]1^51^G7W& M<"V[OQX,S8AG.'9 /1B:N1Z>]%]#%6:VB5WWQ(+0B!\,IGXPJ/P!!?E@M "*MULU)(X'P91H(*_2-X1J# E2:X?[D,*,&&3P0J2B3:1,/U& C1+"XU*HWI$> MTTC0-5J(4,A%\+R."50:@=)\4%H 1>LFJ9%'^')]A$$%$BC-!Z4%4+1N,AJ1 MA-^HDK!")&)VU\6AE:V:0Q>4Q4RR3,'KZE#*VP0]\0W?PIQ)R3O0..K5U0XO .,/P5T_L&5T&4%UVYZL1601,9!%0D05*\T%I 12MFY-& M9)'+1%;EWOGILO\[D\+F"EO]O>SGH$ %:A5Q&:.+>.I61R"Vj. [#RP,3Y>_J M=6MJY.9C<="DUWZ+,^ZPHMW'-T%YH*;!E^=[[L-L&Z4&PO=V]R:W-H965T>$3ZW4B$.4]OF<8IRR ?T@(A\LZ,L MAT(.V=[F!X9@HD%Y9GN.$]HYQ,1:S/3<"UO,:"$R3- + [S(<\C^6:*,GN:6 M:YTGON!]*M2$09@=X!YMD'@]O# YLFN6!.>(<$P)8&@WMY[=Z=K5 &WQ%:,3 MOW@&2LJ6TN]]\#&96X[.$OH=58*&BB^F&=>_P:FR=2P0%US0O_++ M'>28E'_AC\H1%P#)8P9X%N$%2 X 5AA5 2[=+[=IQ$11P M,6/T!)BREFSJ07M? HZ6 ,_%&!LA%,OL42)Q9_4L[!"V)@DT*&P!/8E!$#Z XL M(<8@%>"!7^\F/@KI067Y'+RH3&>V4(*4]NSXTK$LA3AW1#A@T^4B)2#'4E0 M8L!"W?BP V]+A]9>]77J=A'\49 !\YQ%XCA<8]K.Z'^2Z,Y/R_U=?_>6& M_ PZQ'S-Y]_@^USDB$%!V=1TLB4V,&-5FISR XS1W))YD"-V1-;BUU_9K ,@ V0Y M!Q^)0(Q E,]A]BB'\:#\7%..)8@9O\MRX5 O0K&4K2"X3;.UP6SLN&%MU? #1L/;1L# ((T2H3*\WPW389YCV21;U2;,N MB:QQ!&%]!&%GF'[315U6&7B4^4*&)2GRK:PSLA+%9:FIBL>3NAK@V'1,Y0K# MB]AP76<2MB)M933S_%,81D:ST E: 6DP&B.R%'MCE%? [DC*\FQRR.@^ MAQC-KAUB+MVB,&LPR'CVB'C3H<\$X&U4GFS!/2@\A37MQ_X@LQ\;1A?;20< MCKR6=I/1N*W\'J;U&TP_U9 .}.2[>IZ3M[IR49;("5O9_KHC8EJTF>BZI,L MZI LW1-9XTAEV>D,Q>6M_%/A1I?%R1EXK1*V,INU*UUT@ZW]N=U@&SF_M'1<2=Y+]{I)Y3*E%D24 M=]IZMFZ$GW7[UYI?NM.5:YB/5..L>[.?]&77 -0FR/98Y*T,[N90S&,E,PM"=VI8*V??IQU0V_X@I _E^1ZDX#]0"}\3%O\"4$L#!!0 (*DX M"%G._5<1PP(# (9 >&PO=V]R:W-H965TY5]VU5W)Q)U-$!0]YQF3?295:=UU7+E+,B3SC:V3Z9%[DYHU8V%7&/%RJC#*<"9)'G1&R'F/&R[W2"& MKE)E!&[<6Y,5SE#=Kj="W]R&):$Y,DDY X'+OC/H="> AT,<*WRF6<3F/2 /?/. 9+&[94XDCGCV M@R8J[3L7#B2X)$6F;GCY&>MXS@W?@F?2_D)9ZWH.+ JI>%Z#M0*[[M4A);VE,8) DU1Y+!%:M:U3P_2-?0/$GXIV!D$ MWGOP/3]L\6?T9 -2O:.9./?))N\$MFC(H9-$<-#[%41[:Q-8+%?1'PP9VPK2\4864:SB#:Q MW_D8]=S-?KK_5HK.G^B,6X@BK_8:=*B%%Q<-$15U.[>",Q1K.SND3JB@JFJ MHQMIL]X&=JH_D0\[W5&G13[6Z[#:7G_HJUUZ3<2*,@D9+K4[^R#GM"BVD_5 M1?&U'&PO=V]R:W-H965T+P $>DR3C ^LA1#+<]OFX0)2PEMT"9E\,J,L M)4+>LKG-EPQ(I(W2Q'8=)[!3$F?6L*_'KMFP3UHCB%C,XIPSTC"\Q MK'GE&BF4.TKOU9!X_"J=6&5,95J^WWO_0 M\!+FCG"8T.1K'(G%P.I:*((9627BAJ[_@@+(5_Y"FG#]'ZV+N8Z%PA47_"V, M909IG.6? Y+$H1,7]8\8N(6!^UM#'G5V)4[6Q42:%(ZYH3YE1Q:S8IQU9R-A%[G3$. M*TG4/L^I?%Q .)HY3R[6>!CZS7:K-@#V;%'0':]!?BY7$GEVK)"P!KIC@4,)V M-LW=VZ7K&&8? 2XA\&1W76)B:4C1__3>-<^F5J.(8(,8FTD*/X=8 E99I20X]^3 MJ%7/:1S/VT_JOY?!8S ,JF ILF\LT>G4&EDD@2W=9_JS./X-IX"&1B\6F2I__MR?%DZU@DWBLM\I,S$N2,5__TX92(,P?4:7? P3@[>M4/0X>"?'/PRT(JL#.N. M:CJ,2'$DTEBCFFF4N2F],1K&S3*NM<2O#/WT;)E2O@-%&"=_85:75*7D&R:> M\1UV"J9I1NXUY(H,R+I:.B*VY/5N[^Y 4Y:]1_^OZSOR[LU[\L:X?4G%7E&> MJ(FM,0V#8\>0'+I;VA=1*IR10LO%[!/ ,\AOC. M!^(Y7M#"LWR]N]*4$=KXI=Z?H?>.J42!@0$!0,[T$T&K3NED@A+"7-E'6:#*/)'$_MP'D:+51!$M=$%WK#&&_;B MW?,#+H:0K!VL3>E&;A1<@36M!J.1TPX6UF!A+]C?.@7Y4M["YL2NV;P7 M="U&X_'8;<>+:KRH%\AEH:L(?"_3Y'"_P0O ,QX"Z&8;D6-&A2>[X17J$VC M0>!VD(YJTM$K-F!!'SNS.&K)8A0Z5VPM5EXPZMA^XQINW LWCV.YQPLB8W3# M,J8[MN&X)2_#ZW5N&H6.V\'G.L\OB} + ^"?@#?82WTGC,H5^Y%T1MIF-AV$' MXMGCY{[BJ%"E0*L/A&/5A&^;* =? XG;,EMYM<#?7-O.."N]\SM]>],@0]L M*Y,7N.E"WVM0-:T&T<@,7F'99V5%#G)75EN*Q&+/=?6XUJ-U13QW6E&M'!=2V&2:?TF[XJ17RQ%,,=AF@V2Q,)G0P\N!9TWEB-DXX;C9D M/"R4W.Y+0GS 9J8EBQZH&$)%?RJ., *6G*Q]N$>!&9*!T96Q#62AVXP2[X"(J: M]MVZL@[GFJZ[O3[9$MS-)IDJG3/=INF236@\%*P .YK/%W WJHH!-$:5MI%S M.E>2.@\;1M.PLC,FQ"T\2-^+/>U5L;.G'=A1V3:MH:,I97P'|'?5O/:N;.]% MNE'%'Y3YM+33D:X/M<)N."OXRO5716L 4^_BZK2JQ/JCX'-9,C_Y9R<<#^F& M%RV4YK]L-BB5F0TP3:('I@V?[49^:EK=L979E-.JP#WW7J'GO[O.Y/?T[?B< M%70IS%T+CLBV_97E?%EF[.@,6(AFU+,]!:,73=MSH,W%93 '&,>SL#S_TWP&Z'P&UH@!9*R2]+$/E/B1N?A:NM?V(: MQ;5G2]VQ/_X9Y2%:0D%LFM,=VC5(IQB-@:6IG> M!P*V=$YD?:+$1% (2F^0.^@0S.[:RHI,^LMX9O,^"\Y@D@Z;\>?\TJ)*:0D=LBG4 C2V/#032 #:L?CN-7%WI)B8A(IB2VRUJT9 M!+OG7_/D@EFC),&5NS#&;'=W0JSM_S0RQ8>\JFV%! 31TGLCCOCHG[9MN>9 M<4O,%26Q+"),,Q1XU_T6DS(TOQ#)>"!M=Q4FD(I8(*L^C 0$&LE&2&PWV'2J81[EK)A,JF(98(- M%0 VQ<1D4A'+!#=SUF\PK53$6D'5G#=(3"L5L5,0%)YC8J:IB$V3I_![_3J8 M82IBPZ"Y/(\BIR^6#EH+L)71S#EU,3*P7-YNCY28\JIB963YO(KMAV'@=NG MT.5/!U),3#DUL7+0M'Z5YLL.71.[I'WRMHG9IK=7A>@=MNRYNQZD-5)AB M8O:IB>V#2C*/)F:?FM@^.&;6TS'[U,3VP3'3M= .LU!.,"$<,UT-K3$+U<06 MPD=&V?(W9J&&V$(X9OK0&\Q"#;&%<,STH3>8A1B"^&8\Q03LU!#,"%T,2C+ MFPWZ,H;80NEB$&ZA!K-00VPA?'*1]73,0LU%YT!93\&PO7W)E;',O=V]R M:V)O;VLN>&UL+G)E;'/-VX_{)F _;8]ILNS0Z'?,'-*\V.7?/(.3E M)AZ:-&Z[>+Q<6;7]HL8=#*9AO{GC.IE]G/F:"NXE\FMJO5 M=AE?V<7G(1[S+X/#5]OOTB;&7(T63;^.>5Z%T_Y^.H7K0<:7R=7H[6->]6\? M4H7200I!6C[(,(C*!SD$>?F@&H+]\D%3"]J6#WJ H(?R08\0]%@^Z F"GLH' MR01EG! D#;FT%J0:R!P6A!L(1!;D&PA,%L0;2%06Y!M(7!;$&XAD%N0;B&P M6Q!O(=!;46\ET%M1;R706PBQJK01Z*^JM!'HKZJT$ MW>BOJK01Z*^JM!'H;ZFT$>AOJ;01Z&^IM!'K;8+.$0&]#O8U ;T.]C4!O0[V-M0&]#O8U ,'T.]C4!O0[V-0&]'O9U ,T>]G4!O1[V=0&]'O9U ,Q]L=A/H[:BW M$^CMJ+<3Z.VHMQ/H[:BW$^CMJ+<3Z%VCWC6!WC7J71/H7:/>]7_JG?)Y']_] MY[,&Y_\GU?ER,[P__K]\G1R\ERO. ?Z1OWP#4$L#!!0 (*DX"%BRX8'A MQP$!(? 3 6T-O;G1E,G1?5'EP97=-+GAM;,W9R6["!0%T%]!V5;$ M>(. C9MMRV+_H";/" BB2W,4/[.F&06M&HB$]]FT2)[7=?;,EL,G[;6?*] M,576?!(L0[/C/EL297VJ;%4QY&Y<94.\=$MF-792B^(B<%@Q#)3!ZI#/S0U MDNGXB>9Z78;>\S:^]H6I)XFCTB>]Q_W$)FN2:&O+(M,ACK_G7]+Z1\2TKBR MG>.7A24W<4+"SB8T(S\"_:];LBY(J?>3+OPHJLXBVU+YL.N))]VESC3HYG/ MBXQRDZVKN"3UUI'._9(H5&6Z+WK3G1SB#M/^RJ_.;\MT!<:9,V>LCR?FZ/*X MXY$TJ_LV%B(7BNY//"7&TE=_'S6GG5/^R^RXO1_&K=KS*R]7;_'7_X5/_" M/@1('Q*D#P72QQ"DCQ%('[<@?=R!}'$/T@&PO=&AE;64Q+GAM M,%!+ 0(4 Q0 (*DX"%G=%GL=Z@4 *8? 8 " @0X(M !X,"]W;W)K&KP0=V]R:W-H965T&UL4$L! A0#% @ J3@(65)ZHFP+ !H:P & M @('J(>&PO=V]R:W-H965T&UL4$L! A0#% M @ J3@(661/YZ*,!P CB8 !@ ("!C"P 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ J3@(69(=CGJ # MDB !@ ("!@CD 'AL+W=O&UL4$L! A0#% @ J3@(6;)O M2%I, P / < !D ("!.$D 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ J3@(67V#_]*N!0 5 X !D M ("!OU@ 'AL+W=O&PO M=V]R:W-H965T/[H , M # (9 "@3IB !X,"]W;W)K&UL4$L! A0#% @ J3@(6;U4C*C*!0 XPT !D ("! M$68 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ J3@(62%!52FV P H@@ !D ("!ZG0 'AL+W=O >&PO=V]R:W-H965T&UL4$L! A0#% @ J3@(65.^/1S3 M @ Z@4 !D ("!,H8 'AL+W=O&PO=V]R:W-H965T;P0 (P* 9 " @62, !X,"]W;W)K&UL4$L! A0#% @ J3@(63W*_G$B! / H !D M ("!"I$ 'AL+W=OYW>W # !2!P &0 @(%CE0 >&PO=V]R M:W-H965T&UL M4$L! A0#% @ J3@(64B-0&-W P .@@ !D ("!GIP M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ MJ3@(6915&AGG P UQ0 !D ("!+Z8 'AL+W=O&UL4$L! A0#% @ J3@(66YO!9% ! M.1@ !D ("!1,$ 'AL+W=OU\# "["P &0 @(&\ MM0 >&PO=V]R:W-H965T&UL4$L! A0#% @ J3@(60AY NC @ !0< !D M ("!@KT 'AL+W=O&PO=V]R:W-H M965TM1C@, %L0 9 M " @37& !X,"]W;W)K&UL4$L! M A0#% @ J3@(643H'VYI! -1@ !D ("!^LD 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ J3@(M6;QM&PO=V]R:W-H965T !X;"]W;W)K M&UL4$L! A0#% @ J3@(6:ZOK2A,!0 Q"0 M !D ("!M^ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ J3@(62?7639:,! VQ, !D M ("!;,T 'AL+W=O&PO=V]R:W-H965T !X;"]W;W)K M&UL4$L! A0# M% @ J3@(61&E0/TN P ZA(T (!3?D 'AL+W-T M>6QE&PO=V]R:V)O;VLN>&UL4$L! A0#% M @ J3@(68HQ=E _/ 0 ,Q\ !H (!#P(! 'AL+U]R96QS M+W=O'' 0 $A\ M !, (!%@0! %M#;VYT96YT7U1Y<&5S72YX;6Q02P4& / #P / !;$ #@8! end XML 63 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0), e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p;if(e.style.display=='none'){d='block';p=''}else{d='none';p='+'} e.style.display=d;if(a.textContent){a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}} } XML 64 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf, } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left, } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black, } .report .rou table td, .report .reu table td { border-bottom: 0px solid black, } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 66 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html 160 253 1 false 52 0 false 6 false false R1.htm 100000 - Document - Cover Page Sheet http://villagefarms.com/20240630/taxonomy/role/Role_DocumentCoverPage Cover Page Cover 1 false false R2.htm 100010 - Statement - Condensed Consolidated Statements of Financial Position Sheet http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfFinancialPosition1 Condensed Consolidated Statements of Financial Position Statements 2 false false R3.htm 100020 - Statement - Condensed Consolidated Statements of Financial Position (Parenthetical) Sheet http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfFinancialPositionParenthetical Condensed Consolidated Statements of Financial Position (Parenthetical) Statements 3 false false R4.htm 100040 - Statement - Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) Sheet http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsAndComprehensiveIncomeLoss Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) Statements 4 false false R5.htm 100050 - Statement - Condensed Consolidated Statements of Changes in Shareholders' Equity and Mezzanine Equity Sheet http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfChangesInShareholdersEquityAndMezzanineEquity Condensed Consolidated Statements of Changes in Shareholders' Equity and Mezzanine Equity Statements 5 false false R6.htm 100060 - Statement - Condensed Consolidated Statements of Cash Flows Sheet http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfCashFlows Condensed Consolidated Statements of Cash Flows Statements 6 false false R7.htm 995410 - Disclosure - Pay vs Performance Disclosure Sheet http://xbrl.sec.gov/ecd/role/PvpDisclosure Pay vs Performance Disclosure Notes 7 false false R8.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 8 false false R9.htm 995455 - Disclosure - Business, Basis Of Presentation And Significant Accounting Policies Sheet http://villagefarms.com/20240630/taxonomy/role/DisclosureBusinessBasisOfPresentationAndSignificantAccountingPolicies1 Business, Basis Of Presentation And Significant Accounting Policies Notes 9 false false R10.htm 995485 - Disclosure - Inventories Sheet http://villagefarms.com/20240630/taxonomy/role/Role_DisclosureInventories Inventories Notes 10 false false R11.htm 995495 - Disclosure - Property Plant And Equipment Sheet http://villagefarms.com/20240630/taxonomy/role/Role_DisclosurePropertyPlantAndEquipment Property Plant And Equipment Notes 11 false false R12.htm 995505 - Disclosure - Acquisitions Sheet http://villagefarms.com/20240630/taxonomy/role/DisclosureAcquisitions Acquisitions Notes 12 false false R13.htm 995515 - Disclosure - Goodwill and Intangible Assets Sheet

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http://villagefarms.com/20240630/taxonomy/role/Role_DisclosureShareholdersEquityAndShareBasedCompensation Shareholders' Equity and Share Based Compensation Notes 20 false false R21.htm 995595 - Disclosure - Changes in Non-Cash Working Capital Items Sheet http://villagefarms.com/20240630/taxonomy/role/DisclosureChangesInNoncashWorkingCapitalItems1 Changes in Non-Cash Working Capital Items Notes 21 false false R22.htm 995605 - Disclosure - Business, Basis Of Presentation And Significant Accounting Policies (Policies) Sheet
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http://villagefarms.com/20240630/taxonomy/role/Role_DisclosureShareholdersEquityAndShareBasedCompensation 29 false false R30.htm 995685 - Disclosure - Changes in Non-Cash Working Capital Items (Tables) Sheet http://villagefarms.com/20240630/taxonomy/role/DisclosureChangesInNoncashWorkingCapitalItemsTables Changes in Non-Cash Working Capital Items (Tables) Tables http://villagefarms.com/20240630/taxonomy/role/DisclosureChangesInNoncashWorkingCapitalItems1 30 false false R31.htm 995695 - Disclosure - Business, Basis Of Presentation And Significant Accounting Policies - Additional Information (Detail) Sheet
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http://villagefarms.com/20240630/taxonomy/role/Role_DisclosurePropertyPlantAndEquipmentSummaryOfPropertyPlantAndEquipmentDetail Property Plant And Equipment - Summary of Property, Plant and Equipment (Detail) Details 33 false false R34.htm 995725 - Disclosure - Property Plant And Equipment - Additional Information (Detail) Sheet
http://villagefarms.com/20240630/taxonomy/role/DisclosurePropertyPlantAndEquipmentAdditionalInformationDetail Property Plant And Equipment - Additional Information (Detail) Details 34 false false R35.htm 995735 - Disclosure - Acquisitions - Additional Information (Detail) Sheet http://villagefarms.com/20240630/taxonomy/role/DisclosureAcquisitionsAdditionalInformationDetail Acquisitions - Additional Information (Detail) Details 35 false false R36.htm 995745 - Disclosure - Goodwill and Intangible Assets - Schedule of Changes in Carrying Value of Goodwill by Reportable Segment (Detail) Sheet
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http://villagefarms.com/20240630/taxonomy/role/DisclosureChangesInNonCashWorkingCapitalItemsSummaryOfChangesInNonCashWorkingCapitalItemsDetail Changes in Non Cash Working Capital Items - Summary of Changes in Non Cash Working Capital Items (Detail) Details 52 false false All Reports Book All Reports vff-20240630.htm vff-20240630.xsd http://fasb.org/us-gaap/2024 http://xbrl.sec.gov/dei/2024 http://xbrl.sec.gov/ecd/2024 false false JSON 68 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "vff-20240630.htm": { "nsprefix": "vff", "nsuri": "http://villagefarms.com/20240630", "dts": { "inline": { "local": ["vff-20240630.htm"] }, "schema": { "local": ["vff-20240630.xsd"], "remote": ["http://www.xbrl.org/2003/xbrl-instance-2003-12-31.xsd", "http://www.xbrl.org/2003/xbrl-linkbase-2003-12-31.xsd", "http://www.xbrl.org/2003/xl-2003-12-31.xsd", "http://www.xbrl.org/2003/xlink-2003-12-31.xsd", "http://www.xbrl.org/2005/xbrldt-2005.xsd", "http://www.xbrl.org/2006/ref-2006-02-27.xsd", "http://www.xbrl.org/lrr/arcrole/esma-arcrole-2018-11-21.xsd", "http://www.xbrl.org/lrr/role/negated-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/reference-2009-12-16.xsd", "https://www.xbrl.org/2020/extensible-enumerations-2.0.xsd", "https://www.xbrl.org/2023/calculation-1.1.xsd", "https://www.xbrl.org/dtr/type/2020-01-21/types.xsd", "https://www.xbrl.org/dtr/type/2022-03-31/types.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-roles-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-types-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-gaap-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-roles-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-types-2024.xsd", "https://xbrl.sec.gov/country/2024/country-2024.xsd", "https://xbrl.sec.gov/dei/2024/dei-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-sub-2024.xsd", "https://xbrl.sec.gov/stpr/2024/stpr-2024.xsd"] } }, "keyStandard": 214, "keyCustom": 39, "axisStandard": 17, "axisCustom": 0, "memberStandard": 21, "memberCustom": 30, "hidden": { "total": 6, "http://xbrl.sec.gov/dei/2024": 4, "http://fasb.org/us-gaap/2024": 2 }, "contextCount": 160, "entityCount": 1, "segmentCount": 52, "elementCount": 542, "unitCount": 6, "baseTaxonomies": { "http://fasb.org/us-gaap/2024": 556, "http://xbrl.sec.gov/dei/2024": 30, "http://xbrl.sec.gov/ecd/2024": 4 }, "report": { "R1": { "role": "http://villagefarms.com/20240630/taxonomy/role/Role_DocumentCoverPage", "longName": "100000 - 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Disclosure - Changes in Non Cash Working Capital Items - Summary of Changes in Non Cash Working Capital Items (Detail)", "shortName": "Changes in Non Cash Working Capital Items - Summary of Changes in Non Cash Working Capital Items (Detail)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "52", "firstAnchor": { "contextRef": "C_23b3cece-3489-41ac-a371-74a097a58045", "name": "us-gaap:IncreaseDecreaseInAccountsReceivable", "unitRef": "U_USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": [ "span", "p", "td", "tr", "table", "vff:DisclosureOfChangesInNonCashWorkingCapitalItemsTableTextBlock", "div", "vff:ChangesInNonCashWorkingCapitalItemsTextBlock", "div", "body", "html" ], "reportCount": 1, "baseRef": "vff-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "C_23b3cece-3489-41ac-a371-74a097a58045", "name": "us-gaap:IncreaseDecreaseInAccountsReceivable", "unitRef": "U_USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": [ "span", "p", "td", "tr", "table", "vff:DisclosureOfChangesInNonCashWorkingCapitalItemsTableTextBlock", "div", "vff:ChangesInNonCashWorkingCapitalItemsTextBlock", "div", "body", "html" ], "reportCount": 1, "baseRef": "vff-20240630.htm", "first": true, "unique": true } } }, "tag": { "us-gaap_AccountingPoliciesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountingPoliciesAbstract", "lang": { "en-us": { "role": { "label": "Accounting Policies [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AccountsAndOtherReceivablesNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsAndOtherReceivablesNetCurrent", "crdr": "debit", "presentation": [ "http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfFinancialPosition1" ], "lang": { "en-us": { "role": { "label": "Accounts and Other Receivables, Net, Current", "terseLabel": "Other receivables", "documentation": "Amount, after allowance, receivable from customers, clients, or other third parties, and receivables classified as other due within one year or the normal operating cycle, if longer." } } }, "auth_ref": [] }, "us-gaap_AccountsPayableAndAccruedLiabilitiesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableAndAccruedLiabilitiesMember", "presentation": [ "http://villagefarms.com/20240630/taxonomy/role/DisclosureLineOfCreditAndLongtermDebtAdditionalInformationDetail" ], "lang": { "en-us": { "role": { "label": "Accounts Payable and Accrued Liabilities [Member]", "terseLabel": "Accounts Payable and Accrued Liabilities [Member]", "documentation": "Primary financial statement caption encompassing accounts payable and accrued liabilities." } } }, "auth_ref": [] }, "us-gaap_AccountsPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableCurrent", "crdr": "credit", "presentation": [ "http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfFinancialPosition1" ], "lang": { "en-us": { "role": { "label": "Accounts Payable, Current", "terseLabel": "Trade payables", "totalLabel": "Accounts Payable, Current, Total", "documentation": "Carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [ "r59", "r671" ] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "presentation": [ "http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfFinancialPosition1" ], "lang": { "en-us": { "role": { "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "terseLabel": "Trade receivables", "totalLabel": "Accounts Receivable, after Allowance for Credit Loss, Current, Total", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": [ "r815" ] }, "us-gaap_AccruedIncomeTaxesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedIncomeTaxesCurrent", "crdr": "credit", "presentation": [ "http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfFinancialPosition1" ], "lang": { "en-us": { "role": { "label": "Accrued Income Taxes, Current", "terseLabel": "Income tax payable", "documentation": "Carrying amount as of the balance sheet date of the unpaid sum of the known and estimated amounts payable to satisfy all currently due domestic and foreign income tax obligations." } } }, "auth_ref": [ "r62", "r119" ] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "presentation": [ "http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfFinancialPosition1" ], "lang": { "en-us": { "role": { "label": "Accrued Liabilities, Current", "terseLabel": "Accrued liabilities", "totalLabel": "Accrued Liabilities, Current, Total", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [ "r62" ] }, "vff_AccruedLoyaltyProgramCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://villagefarms.com/20240630", "localname": "AccruedLoyaltyProgramCurrent", "crdr": "credit", "presentation": [ "http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfFinancialPosition1" ], "lang": { "en-us": { "role": { "documentation": "Accrued loyalty program, current.", "label": "Accrued Loyalty Program Current", "terseLabel": "Accrued loyalty program" } } }, "auth_ref": [] }, "vff_AccruedSalesTaxesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://villagefarms.com/20240630", "localname": "AccruedSalesTaxesCurrent", "crdr": "credit", "presentation": [ "http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfFinancialPosition1" ], "lang": { "en-us": { "role": { "documentation": "Accrued sales taxes, current.", "label": "Accrued Sales Taxes Current", "terseLabel": "Accrued sales taxes" } } }, "auth_ref": [] }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "presentation": [ "http://villagefarms.com/20240630/taxonomy/role/Role_DisclosurePropertyPlantAndEquipmentSummaryOfPropertyPlantAndEquipmentDetail" ], "lang": { "en-us": { "role": { "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment", "negatedLabel": "Less: Accumulated depreciation", "totalLabel": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Total", "periodStartLabel": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Beginning Balance", "periodEndLabel": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Ending Balance", "documentation": "Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services." } } }, "auth_ref": [ "r31", "r145", "r499" ] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "presentation": [ "http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfFinancialPosition1" ], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive loss", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "totalLabel": "Accumulated Other Comprehensive Income (Loss), Net of Tax, Total", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": [ "r18", "r19", "r83", "r153", "r494", "r529", "r530" ] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": [ "http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfChangesInShareholdersEquityAndMezzanineEquity" ], "lang": { "en-us": { "role": { "label": "AOCI Attributable to Parent [Member]", "terseLabel": "Accumulated Other Comprehensive (Loss) Income [Member]", "documentation": "Accumulated increase (decrease) in equity from transactions and other events and circumstances from non-owner sources, attributable to the parent. 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Includes production and non-production related depreciation." } } }, "auth_ref": ["r6", "r30"] }, "us-gaap_DepreciationDepletionAndAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DepreciationDepletionAndAmortization", "crdr": "debit", "presentation": ["http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Depreciation, Depletion and Amortization", "terseLabel": "Depreciation and amortization", "totalLabel": "Depreciation, Depletion and Amortization, Total", "documentation": "The aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets." } } }, "auth_ref": ["r6", "r205", "r216", "r234", "r643", "r644"] }, "vff_DisclosureOfBorrowingsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://villagefarms.com/20240630", "localname": "DisclosureOfBorrowingsLineItems", "presentation": ["http://villagefarms.com/20240630/taxonomy/role/DisclosureLineOfCreditAndLongtermDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "documentation": "Disclosure Of Borrowings Line Items.", "label": "Disclosure Of Borrowings [Line Items]", "terseLabel": "Disclosure Of Borrowings [Line Items]" } } }, "auth_ref": [] }, "vff_DisclosureOfBorrowingsTable": { "xbrltype": "stringItemType", "nsuri": "http://villagefarms.com/20240630", "localname": "DisclosureOfBorrowingsTable", "presentation": ["http://villagefarms.com/20240630/taxonomy/role/DisclosureLineOfCreditAndLongtermDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "documentation": "Disclosure of borrowings.", "label": "Disclosure Of Borrowings [Table]", "terseLabel": "Disclosure Of Borrowings [Table]" } } }, "auth_ref": [] }, "vff_DisclosureOfChangesInNonCashWorkingCapitalItemsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://villagefarms.com/20240630", "localname": "DisclosureOfChangesInNonCashWorkingCapitalItemsAbstract", "lang": { "en-us": { "role": { "documentation": "Disclosure of changes in non cash working capital items.", "label": "Disclosure Of Changes In Non Cash Working Capital Items [Abstract]" } } }, "auth_ref": [] }, "vff_DisclosureOfChangesInNonCashWorkingCapitalItemsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://villagefarms.com/20240630", "localname": "DisclosureOfChangesInNonCashWorkingCapitalItemsTableTextBlock", "presentation": ["http://villagefarms.com/20240630/taxonomy/role/DisclosureChangesInNoncashWorkingCapitalItemsTables"], "lang": { "en-us": { "role": { "documentation": "Disclosure of changes in non cash working capital items.", "label": "Disclosure Of Changes In Non Cash Working Capital Items Table [Text Block]", "terseLabel": "Summary of Changes in Non Cash Working Capital Items" } } }, "auth_ref": [] }, "us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "presentation": ["http://villagefarms.com/20240630/taxonomy/role/Role_DisclosureShareholdersEquityAndShareBasedCompensation"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement [Text Block]", "terseLabel": "Shareholders' Equity and Share Based Compensation", "documentation": "The entire disclosure for share-based payment arrangement." } } }, "auth_ref": ["r335", "r339", "r367", "r368", "r369", "r661"] }, "us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract", "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement [Abstract]" } } }, "auth_ref": [] }, "dei_DocumentFiscalPeriodFocus": { "xbrltype": "fiscalPeriodItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalPeriodFocus", "presentation": ["http://villagefarms.com/20240630/taxonomy/role/Role_DocumentCoverPage"], "lang": { "en-us": { "role": { "label": "Document Fiscal Period Focus", "terseLabel": "Document Fiscal Period Focus", "documentation": "Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY." } } }, "auth_ref": [] }, "dei_DocumentFiscalYearFocus": { "xbrltype": "gYearItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalYearFocus", "presentation": ["http://villagefarms.com/20240630/taxonomy/role/Role_DocumentCoverPage"], "lang": { "en-us": { "role": { "label": "Document Fiscal Year Focus", "terseLabel": "Document Fiscal Year Focus", "documentation": "This is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006." } } }, "auth_ref": [] }, "dei_DocumentPeriodEndDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodEndDate", "presentation": ["http://villagefarms.com/20240630/taxonomy/role/Role_DocumentCoverPage"

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"http://villagefarms.com/20240630/taxonomy/role/Role_DisclosureSegmentAndGeographicInformationSummaryOfNetSalesByCountriesAndBusinessDetail"], "lang": { "en-us": { "role": { "label": "Segments [Axis]", "terseLabel": "Segments", "documentation": "Information by business segments." } } }, "auth_ref": ["r127", "r128", "r129", "r130", "r139", "r205", "r208", "r211", "r212", "r213", "r214", "r215", "r216", "r217", "r218", "r219", "r220", "r222", "r223", "r225", "r226", "r227", "r228", "r229", "r230", "r231", "r232", "r234", "r235", "r236", "r241", "r254", "r255", "r256", "r257", "r258", "r259", "r260", "r261", "r262", "r275", "r277", "r284", "r285", "r512", "r513", "r514", "r515", "r516", "r517", "r518", "r519", "r520", "r521", "r522", "r640", "r643", "r644", "r649", "r682", "r886", "r889", "r890", "r891", "r892", "r893", "r894", "r895", "r896", "r897", "r898", "r899", "r900", "r901", "r902", "r903", "r904", "r905", "r906", "r907", "r908", "r909", "r910", "r911", "r912", "r913", "r914", "r915", "r916"] }, "us-gaap_StatementEquityComponentsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementEquityComponentsAxis", "presentation": ["http://villagefarms.com/20240630/taxonomy/role/DisclosureAcquisitionsAdditionalInformationDetail",
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redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r71", "r172", "r247", "r420"] }, "vff_TemporaryEquityCumulativeTranslationAdjustment": { "xbrltype": "monetaryItemType", "nsuri": "http://villagefarms.com/20240630", "localname": "TemporaryEquityCumulativeTranslationAdjustment", "crdr": "credit", "presentation": ["http://villagefarms.com/20240630/taxonomy/role/StatementCondensedConsolidatedStatementsOfChangesInShareholdersEquityAndMezzanineEquity"], "lang": { "en-us": { "role": { "terseLabel": "Mezanine Equity, Cumulative translation adjustment", "label": "Temporary Equity Cumulative Translation Adjustment", "documentation": "Temporary equity cumulative translation adjustment." } } } }, "auth_ref": [] }, "vff_TemporaryEquityIncreaseInNonControllingInterestsDueToAcquisition": { "xbrltype": "monetaryItemType", "nsuri": "http://villagefarms.com/20240630", "localname": 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MYL.?JR\+D>C&PCT_5SRZQ0\[-@T^[-Q-&^YNZ%]8"?77N1-M ZKO8>1S5R5__0UFY6AZM)D 'ZBE+$D41 * IU@A#>R*@M0> \/B1%E?N?4J M@A0ZZ,_Z6_'-_D$RGF/%=],Z[D_';;;&AG((!RO M<200!3PS>4'$,8*$C5Q*S+6SN*\D),F@<[Q"2$949#D7(<0(@]?@=7@747"!1T\94ZFWH_7,T^C!VK<2)"S:,!_USE.IG@$OS%YY+ F3,1H#.DM-;?-T%O-M*H6QDB7P!A#H29!RS@.RA/DK4C8:.NL[RT4K\4B,H=1(&-# G/<(QLMT,H" MK;04"F$>.;>:.4IF3^?!J]JY%O;LS9APA @2%C ,!YE%&Y#1U2')KN7*@+_LK M0;>(NH")&J8^+FY8OIKD*U"3+AGE(\"OET!"#B*F%7B()"1GDF-:"-M[$JY0 ML/I P@!'"1Q%C@B+>)* DC)9$$I+%,4N699Z3\(;I3"[B.-8'YQT%79]-W5P MQ^^3;&.!X9,31<>3JCZY8 'Y0-UP[P+:P/+P7Lj?4(R$ W*4EIDD[5YXP?Q-MC";IW>)C(DN6Z,T !C(\;$?O; DFT# [7$[L32'Y_KB:$=.02,J^95[$YT A M"<(;<++&2<]4[/R\=4B.Q/4!]*,JTG:.5$PXW%"03@,,N8(TLPDE)0(EK*(M$^FMC'UO]O6WV2(;2E(KVOT/A@B.. 7Q #SO&E*1"2M(Q+ZW*\U?)1RVVBO6 M[:9'H-BO68F]C\VD+GU>AS;D/)2XF8&?D"_61&@N< R&;U%VBJ!0A1&>&T8 M(TMW%5>F^FW>+9!3D+"GH%UX(,C0O,58$)*49QBGI4>]OG?PG04)+&$^<9IW M:H('PR6H:Y/@$Q-.21Z-YJ2WAG!?!'@YX1M+O."1@C$J<@Y^(A) ED:DP23% M&*CC:.]VFJV'1=H=A9(T(AE$P9L$U&1@D;*<:\4,LS2J%#5NR2ZI0<'MS!A%D13.@&0ECEP 4&6:&AM'>28,*XM5NT>]CTTQZ8G@[') A6*.)<'@!KCXS,$56NJ1)"*RE[M:X#GT,86*71@#QG7ZN*2U"A3F(7@:)?(^$\XRBIS@ M& D5.4O9*+*]1>&>R5@/HG).XBBLC4A&S?,V8 DF$5'(4.ZD#4)$U?]TW+X(MY(I(.+D,7"0$+@F0T!B,M&8))9.B2+"C >K401DN0>S-%M9*+.RM[N MU%SMEMX[F3RY3[^"I@T;"<"+"Z()(B*7)$H*(RL4API[P67228?^U\UI5\N MR&I\2<^\9T8I)+C(A(2&P:C5*$5P1)@'EX3T'Q7ZL1&@PWQ&SZ*6!!0I^/,! M+%0"XL680-11[UV.1NU!VDG/5CA@YGR01B'1/)YDR$W2+M M)IGUC'\[S!SRGN1R,A)9D6U X<$^M\DB&8(##]JP8'MKG[\&G? V766EMQJA MM./9]:KNRK9X'MWD%6&FQM+@V%JD745$6$;$$N 0[CYP'E/.1&N$3\9CTEDMZZ(>O((#I M W>4Y=4]\<03U2!'QX$V_F-M(I>!LN2< MX<@HF?=(>'#.\SD145#+M0?O;_E9K+UT-=;3^0HT)9+/RE!.2?#DM4 V+^9! MXG3RQE.J^K]-M'^QE@X+R02 0N-30,)QD6-@%CD'HH>Q4!9$T3K>_PASCZJ2 M=(F%2G'+/;TFD[>TR6]_0K0]'! \>^_Z2]V:R\!0=WXZO; MHY86K_USK YJ>WQ8>CN:O7)^=.:3W_?[KT0CEH:P1%#2^:0KE7+Y=,GSINOH MX7?/^G?2U=T*Y2UE 6=)1"\.TTD4MX"49BFLT/ADDO>!7#Z7%SW4&@OD'8% M'E]D/NJH0BYHH*B&_.2'E$G9",VJ{ZW']UWR]NNT'.7#6]P7[JM2SD3#@N3BQ$GK2*)Q@0Y%AV*D25I*4DZ]E;.AII,RV (MB;Y*P2 JBXCQYA]TL:;*VSC)\CD#@7('>@+8R9]\,*5<4S@F&QO]<15 M*0>_/G]VBU7]&U_3J]W"*^.Q*7A@&*^ER40TMD53Y?3'1#4F24+]]#7H_0 M7DQ&.E"Q8&^E?,"\2DA331%E!F.9N+-KL,384UA< 3D3S\7TC,AG8.=\0F!\ MDU@^KR^9R)V.#"_=6EJ/Y8J4311H46,Z_<:\#QTP9I0BA+D3H<>FM7KO*4 MW.58^40I6__NT;.KEVXNAL7.7.C?P^[B<#&(N$#6W MU&3C;[T7'Z7 B2$&*1RRWV\XLH3D@HP1YYWORF]0QF&[QK$NRT\8^Z0CI8#5 MU.0]"S*'3 T2BE)C+?$,]Q:KAYSOA]+HT)B)V%JD> #'*QNA5KF4S]RVVH&J M!T.UKUS2H0JX-SW.X^G]Z.$T)!<-!E/>91(1]MNK!92*J4L7GJ]PQ4RHZ<2 M:X>D\R37PB'(19/+&QD%YKY01/76'LEV_MNT5]?YK-F+^-&6LUT$]D_/)NH* MM59A"/6G?,62I)!YASUX-]Y1D$*3#Q_1C"#%\K$_GC$2^A]N676^<+\<',Q] M]X\&A>4RTL:'CDJ;3Y/%*R@A",+O=5NO:'C,.R=. MC*BF.5,#,]??U:.>+!':Z=+!.$]SPFAT208&SX?.893OG 0(8=\URKU%LWKK^1 MH_VUH#RAK&H/49)>957%CC8_M$B"^Z[=C[01'JKZE;K /0@^H(-N 06W ,3 MJ$4U2SHKDXQM$)HD>+,S*I_A M$!'.A;1Y="'B! X/[BW=^FB7=+C=*3MBL+04!:+SN!)"B':#1V/=XGT/>%Y56H!YGR008182^ G!(TO)5*@']CK @^)1O7GIPK MWSVWFJ@LL21' Q+RN9@ 9V!G&QP"'I8'Z]0TH,^[5?LFJ0Z>)/+,>!UPL,8L/7?@NQ6)AO%W,WCI+ FBH)IQ)/*%4GR8JP @Q7G MPS;[NPIYFPU&E]_QGU7]QZOQN[HZJ#L(D"XO-ML?>\,ZR2.8@":.O77*53XL M(B$P/ 0F24:A>[N T6G\UN_]=IP[7(W.RPG=@XL$!U8)2@1G+>F>H9RH@(B M.#(F) !!V[_PFH"GL0&'BQAB..#';A7!(%U9V#.%+:1>\=8;X,VO=^7O9KM M@L11L,0Y!<5K\J#%7EMW2,FJ;4\@ITO:T+]5W[LO,FK4D];8E^:PW9&S4% M>D9XQ0B.A_H21%QF.*@DI)6:L]C,TM"M3WDJ"=DLEC(5RNFYW/$&/.(^T_M15Z)R)3W_=O^%XOI2>W=U> A98[YZ"-B7&?%9GTN:4B0XA8;987&?.ENPWK$ M4BD+2LH EK.!-GF4%AF7LSZ54TSC@ 7N+;^O^K2@'MAR5(29K >-$C*9<"I MHT@BX05::LLUIKJW"S=]"X7W,>-,S;! 9"+E,61$#.F93/9 _2&"9Q7/=H MW%%);.@#H$J'C<,"Z1# #]5)(4V=1#A*\$.C.;2_5196D+UW_V!9 DR;PQCR MDN[ZF)B&8L% QJ/@(.B4@P+FAB%F-!,^EUKFZR[H*PJ[=W7,$#51"@'.F70! M3$B7%S.U., O M]32&UR70,68@KP^E6(PI@,.DO$9<608:5 H$%.2!6L+X\NLOW9E2/=KUWAD] M4K+: SV\RF6;@V+(6!40 T,[)+R4CKFP<%A*M=X9M8AES/!$L7*'XYS5=_> M4[Z';L9R]BWE,UZHH1D]D4#[MX>]-=[^GWZ#K=6E':R/[MG,C(1# H@9R#=F 6:08N!.]S>3<%D^\!ZN#G'(MF>$HFPR(^TCR MEA2%+.6)*FZ'N;.K\F,GN70LTBH#P&F]QPA3AH]UQZ5>0\+$5(HE2DWE*K MA 63.Z5,,CBF)2QN4"=R(=O2""4#LX2ZRD0JZ^4N07!NC3 KH8/W>5]W/G=*!X6T MD0#RUDK&,#6!]7]..]7+C3W(EN([8>=R#IQI3Y>C)N_4MR@1[5W0A)'^UI#] M#A!LSSNPF[P'@1MI G=YY4+DW6\@B\93A6(RFJM @M"]6[GH]/R^6[/_8<2 M+G[FMJ/=]MW&7]D]D(C$'GJP& M?XD;FHLS$H,89*!SZ1(?X\3Z8UF7<[B4JY50JPTR#D"$B0C!]+P[-E**Z5Q M'O3GFI-FU7&A#BLP\1B8B=@@J;#()BH(DI48Y2.=DM+A=N6MILR9 MH#Y$J2E2CH&7H4Q"-ED@H2.41DU)T^"60P\@'JZ@'T'FO=_\U&?0/H?FR;[I)+',8IF(B2!6#F M0FAD,TXKS!5/1$3:OV7W=NT;WABFH_@VS:#YMS@YK$*F13,Y ^SSO\;XQA[% M,S*^CJ/R+X#8=AQ^_5O^LB[Q79&B \H$A)6QX.IH &-%-0J*!D%EH)STU@M= MY=E2/8CS2$P%"!9%HBVYJGU"3EF=CR<-0DBEO5IZCNIW\VU7+KIDD60X0> P M -0X$9&F'#[E2CL^4@&&J.]\.RPY=ZUX)#@"05*"F $[ELM<753:B+R4)/H@ M,5O[0X)Z$+#I3'8]9T1ZA2C+150_I6?ZI?JL:UKEJLIE*AP,I$YCYPT!#A$,*0%"4AK8H,R(437VP!PSY.! M.H1EQ74.T&,D7%*(R*ZX[@D1B0}[RH&%E2M8 M1^2P$^#<)Y4H9AP4:%\)E&7E;=JKZWQ26G[V#/WV#VT= 6[]H6WBWD$=XRVD MYM8O[K!*R*W2^:T;O!8QC>6;!RLXFE=)'"R7X+.)7 Q(<8HL]0;)Y,!4,Q3 ML71??F7.D-(2&0BP*>)BZO2,)\2$(C83*.95!K2/+.9BJ2>*4!,6RO]6Q;D+&#Y^K+O;@=A9O M6!<.F8[+&7O_O$81G=*_J-H&_C^R[P_^+AH8'%E\3VW<$EK3?88FBO:FUW\ MSA:?[3W_IKFRJ3@EZ@E<^\[6SA?F.:2G"&;)V^=Y ,EN6F_G]%VA_0]M)N]#$XXN]OV$V]]^>VQL& M7 XF?_@]B^H*?\!=SUQ50TM(?CE*?3P M>_%(L'(M\0G!!]/GA[9^@_::9M\VEY+]]@.O^: >5_)XE4=MC/J4768M[XKC21&JJ1O%\Q/B8PY4?>>4T*YFY,)<7#UP>=/[KB;XY>/SU:BJ MG_PS;O][>O5HA]$T56C<)XN_({C__W JP\OGA?['_8^O-A?3$,/^E5\/TGN M+(&](LC^BV>_OW_UX=6+_6+OS?/BQ7\]^\O>FS^_*)Z]_>VW5_O[K]Z^&:C4 MW<#O"]J3_N,?_EU=O_OSA[9OB^>ZSW8+BUDCOG#!W[=^5A'DX=_=L;^W_>T/[MC5#,,;3?* QK@B0OW[[_K;B,)[^C;1@)&(SC:MS.V:5OK=*7'VGT*K3CPDE M&/WUE)TN3,LOZX#)@^O@OTZJ[S(R_'P>8.P[^A]]L_4?Q=AQ_}XK[]JGKYER MDC>1++HTYY[M3^JO7S/WCUMVNG1*/T,/D:NC_>)^R_*/US2DT^QGN1:=7.F IY#*A:_ORKV3XZ_&_ZTT]AQ@QJ O725>B#!4!TT11RKA+CR,'8N-,(_FR2I M5\+AKM3#7Z>V!F 9G;R/QU4]>52DJCZRDY\?E3#$)GK@X&KD[&A435SUY?L%

M]&J(,8K+IS?H@],%GH3NZ'RCG[M\A+IJ1DXI4=0M*8KC:=U,[7A23*IB/[8Y M 05A15471/P0?BRJ5&P.8[XTK=OP%ZY= HTR:OY^2=!;Z+N(XQ'"#47G32Z\ #@8[@+8?Y,13L"3J)MD9Q MW O*_/MT' N&=Y9$ S 1HPP"6<E.1=T>!EV0 C?, M[4OXI>G%[.8EH)L0O3O#?X8@=XU<7LH!_;#N'MI>^:X)OZM(,9BPVV3"6NTX MMR[D4Y(QXI+G$G-6(REX/AT=-%)W)FR,,]DFE:W"AN6##7LV(V>D&(S833%B M)VA#]%7=ELUX,@43N1Z5X]B%8KWDOQZI_4G5H\[T]"O] MIMK:+W;?=>2Y\%C9Y RUXF4)MALHNIRWMA1/BA'.G=4614 UKE-KD24\(4R$ M\-H!9$L6]!8@L^4,.7HO>',XE[*.9+25LDUPWIU.INW'P M5Q'R;Z)=Q[!\XQBY=[[W .:+5V\^O'C_9N _#][=O]E[OP-=GNP\FCG<>PKHG MD]QO>[%%PN>0N:R[Z<<5=AFV+ _/J<[QV*8=SIU[8J>3ZFEW<;%YTW7+N6W;]XN4F6M"9?2;.^<>O",.9I801;N$^@\/ MD1?AXBI5G"@&ZU"U\PHE3I2Q;E64'T\=[W;'0C/9N>[M/:M" _#:.%L.!K8_KZM/\%+A.%G6NDI2WXXFMRZJ;Z-J,0E?0W*P65+XK)K4Q M3!Z9THIFORY)BGAR!&E@6T0#25Q(*0REW3#Y!_OEU7S?UZPT:V?NWE64,QH! M'BNIR'=P[S5PJ%<&A[IW!N.59F +7SFP7.62:,6_3^NR">4LXERE&[:CW&.< MV2Y[T)%> .TX\+?U0=V7.06*.9K?!JL5TX,%&#>8R?%4NI^O\.BQO\!0C[D&7:.8P\E(P2:A7+I%N MU%C+7;].FW(!KX\=TJ=%Z M-K2^ -0:D_ ABY2O+FTJ79.?E M-79I55:,;+\H_;K,.8BG'5)@U/F]C>!:., MXY#3=,\]D[:JVW>.3O++\U;.(B=-C:',58X(?"J,-O@WMF-?VE%>U_%9// -MS<2.@ZU#4^3ZPV6XJ@8*^\%>N@/FRCSA(4-P4UG]^S,$F\,X&IWF\OT /-XF MZ\T.IKL^*>W'EL'^&WKVG=GH=[&D"%'.FH21X"PA+K1&ADJ&K' T.4Z=(KRC M>$J>D6494,N5J_XDL/S; 3Y[3??TONV[9WVI@?39E+(G8)BRN[[M/L$]3,DY?+ULM[> ?IXO:Q)FDS44"9MD/DP%(YV/54DI!*Q-"HQ\$P\FEG+* MC$5)DP#XY0FR']VS'@=<+#&^$OV6[:5(]JMRK,*$F^GD]:4)OB43$=E(/F M?__ 8M%#![\LB.FI\?O7KS\@+B/1E/CU"H)FA^RZ-?""${BJH=(]@";18# M72'<^%G!C#@E74B @L=>7XO5ZQC49W___WSN-?X_-==<3PI0C4%?^-.7LY9 MMV[W+2M2_=\"A_#2KC'X4OZ!0UC:O M(N>:3X_&3T/9'(_LR9\M7WS/)R+=T4Y?OJ_@+AE.EDTV-Z%P!/*0WX,;<__MS1TYK,\8#OHQ"_7:.(GU$SOZ;$^:>?,W^2XM6+,E0?O",WH 1EB>MIR&?\IM M7U81-WPPJF[PR$Z9Y2$*G[1ZN0U^?)SWZ:XU"2ZO&WKG>?FP]^OK%\7;E_>R MICKNT[.%SZ\>/-AOT==6O6^I)O$@G8)XVNZ'TG=<3N0OFX3TW5[D%993'4; M"C8^.!A7O%RQ+D.[.,>@+R4WNZDZ?M4TO0/C\CLS$UHM<3<\.)UU=CKK[>#*M<3XJ=J8#+BGU=GY.S]^/V@<65F^+[V=J!!<[;.^<]KWW'XI7!2I>OGJS]^;9-MJ[W7Q:LW+]^^_VWOPZNW;]9F\'7_%8+,.8UN.(&VU\+R:Q*."[&X,)PV$?WFZ-MZML>0]N6=QF+MBTL2T5*V^0D/6.J4WF@JMPCLF;<>Z\JT]SU'O%P&>+PSHO M'OUSLP"LCZ>I*Q^/JUGJR]4 F=+E/_^^*41?U6W5O2=3&&]*L?QFA+I>0YR MZ@Q\.CV8=A/=&8[FQ9@S?"TW[]HI?>QV\M_E8[O4(5OF:.OX4H>*E [H.Z#O M5J)O.?,54?PXJIIK5B\>&;>'2L=9@[/#"'.J51?X,%#ED$#R< DD=$@@61 "GVH"F[COC_0C/&8/9MCZ,92-GS8-H/=`<^'5T MTI3-Q_00FN"WTT[,0RE-\?RT+VT96_>GXN+JUEQS&H>Y'O>QV8Z^GHA8 B\ M;"3 DX>/O*R9H'>)\&Q ^/4A-$6$9Q__GLNVE&!!EY]B.C)?,YP/ZJ:Z4,@ M_%_/=:(%Z[^>=:,3%^MR1&H:ZYZKI9"0}?NR^6.P^ >%<)N5VH=?JETS7.A2 M(?!!(:P/X2\]!-YN.JZK4?/QN*Y\#!EV'RA>W[ZVA?]WIZ\>\'W]V7@^[TJ M>Y]NKQ-W*IB\#CPS[$N\ 2V/;3WY6)8?J_IC.9Z5)GJ@%//9GL:\J?'MA[^\M>`.9AL;O[,/2+#F$1S+#+1]^&7/ Q+Q+:WC80,E&A+]H#9./!MB@O:Q!E>S3F M7CR(+?PZOW1F!,]>.EC! ZX/N-XW7.\;@'U]*^\5L N/==G\3%9/ZGJ!P\ M-*TN7!6]>_^#Y@.<#GO<,SV].5+EIQ'/ZW+21EG,?#?F_;7N1\@7Z_?27Y\)$!C 'I*? M@G&5CU-\Z'R4M^T9CJ_.7CH \ # P#?$X#E ,#K0 B+BXOR8_QR6+KRNH.; MNH/?%_W#6N* XK?!L5OO?E]JRT]@GB:XS6*P&.S.!TGT&Q MUSL?!DG9,DE9,TJ?E7&%7^WDH4*X^Z=O&\S7[4'J^YBOZCK,AK_YA-'V8R]H M>.[=G9Z[.@SN 0?7V4'2>7##P>>;1M6'/1Z\%V=NJ^@,H?4D%MQAYT\B$\XKZ<.@*+)=.DG)72O6ORS 4TQSA=!R7$P.RR,7#ZJ!(*.3XGT\KNI)48T+8-JC@F#TUQVX)Q9P^.@I MMP:N'9W>FENLR COM+8NY. ?]HVI^@L&B@[7MM589RVVMS3M+3O%N"J.MH9>?[&@:=XNW<,/IV6O%N,7(N@"3 !D46DI]?ON_FX1\EGM]2SEV8Y&Y\=Z M*V+F/LU[_B^+WAY%.VYN,/[LP6=?/?G,CBW,T7CQ].X#(DF_Y.I*# U&D/EP M,S/FFVT)+)1F&A*-YAJR..L[_D$KAZWHVCMM,@O!N19.[V<,Q! D OH4-$M8M@I?LAW/[IXYZ,?6[P9;\6#1[[KX77WQ[[LFYIOYIN2%0 K8#H6'BS2/!WN!"Y5#5R<]:/9+6Y!"3MJJC-R/]J:M'N=S)*Z@B#T^!F[(_N09()QE'14A M?HHP)GM)I_>K1;O+SZ14?V!'HURLPSG]>Y3OH3,.8TAUL QB?YP:(Z#]. + M@S)G:#F>E+X\;DD0/[7M5ED5S.JHYCOR:\JQ'TU#//_V.AY OW*7\IN_,7VG M<..F',<&]#^IX,&#D_Q3.(@34";Q"W2T++>P*;LX8?AB=\OP.J(\']4QJ^TP[M@.88WMO.<'6$Z^MH;@P$N(XU@=NT M4WL=5X/8..A35A5E*F<"W8K*S ++C [W/-HI'LV9,G\$WFK_9(\@?_@,YD[^MZZOI*.0/S>'BT^?%A]#<.8/F>Z^?2Q3-O\]8^;\S<51GOW\,5>T'[=/P\2T MSX+&.9K?!]HDE/,&JJP$@'EFG8"/XVE[SZC\ \2U[9$_C&$Z:G\]XR/X-B?A M.![,"EK"]X/:'N7Y\<"-G\ 8FTU53J2*,[YK,[E.#4 8$//1TQY="",_W8.OE M:886)JU9=FAG)!M7DP*@<5+5;^S5$ZJ)RV/+,Y7L_++T(M97T^*.?B>&Y[?O#W+*[<&UNY('R>9_5R>LRQ7U?9F/PXD)/YZL(@!%*<M^_7\,XO6VL[^:D=9L$/QEVA'D\/BUVH">@1H !UZ_?K9:=-?W;=HXVD[_*_F M)YORIS,TU[O/XVABB_=O_ISW!;,T@*G[5G[G[,5E1#*EI\VB@=,I/L7@KV=P M5BP[#W;A'1S&H^,+]W\]VGSC'-E5K.3DZ\T0-N QS.:[GCZUHX4[#[JF_IH,5P+FN] MV30 _>A!)/[:@MBY]DRORK$K'A:SLI[EK(I PUE>2Q'9SL\0SF:MH 6G# < MV)EQ\[0XA1JX(:6L9=HGRO%<:[0=&X?'P)I'>;[G?07P!W,5IC'/]=,9JLR^MY.F9ZTOX6^9!+(9=CC/DC"=?2^!.2_2=XMFOSW_%RS7# FP&,\CI.R'>WBPNSN11]AWD> R77V:0'&VTZ=\MR,.C [A^7QM3"?.M>OI'6=ZNN76KP%D)A#GYN,*EH=>M//=&MXS&@'LE(!]%_3HS""T3P&8 MX?J<(#PGXN#"L8PSC+8VADML^>.G^>09V;#H96?"L!K@9MV7RP^QE M,YT#=T)O]W>?[184$PT\L%L0>?IP._OEY)R3?!ZNSCA\QBC^[C3.QS YUW MME5J3'=0U7;B7&O?BN9,L[>6WA@FNID+?V[[S"AJ7?M3:IU9BF>$FWD?-X'- MG#B@TIOSV#4[0'AIYEZ]C##=T-T?7E95:.]\7D\/BKT \UNV)NY"#"XZ>,]C M+B+8VELPAKU3F8H_SDW*&:G!%,RFRZB5C]',?\QFY?%<%2^LOGSS3&KG8P]E M-4+. F?F#R'W8FA348D.7H'#RV1O4D^L,Q^-D'K25APR?;!DW-M^"1;>#/T7LAV;JR%LFP]S 8-XE-/CQ?-L>@T2DPG;5V!GIG]G[;M?SKC,A_ MQ!.@/SA@K5T%/&.SEU@VS31_@UD:Y^T_8:Z-@"2+'_(AU/F63],1:,ES@ .T MSGPUUYVM_TVZXS(EO@TIC2S"X?SRZWXYT*Q(H%X><.^UGMM17#81XU(YW MQJX+B@"&C#^5=37'C R\I_IKM]UJQI*MD1W+@S',P=R3!F%H=MSSM)G6-DT% ME,TB0;-5F-S+$))^HU+:. SX6.NN@KPV4/O,(,NBU]BL,&WP_F^W$ M&:]TFO1K=?:T:%?Q@7K>3BP\7!T?YE\CL*R=1?MRK8-F4M0S*6OGS7Z9=7P(-MKPWAM3:\=NKF%H?@%NX8SB(HMA7=5M>=/> .79\KLG(9"LD"?'BAS27#CJU>.MPKKMVD;K?,UFKK4\ST_'W%M,'*9S-EK,QBEL M Y"53=K9XZV^/.?&SVRR')GZ!.IB9OM6YYK;F;FO"W]_7+7OKEM39N:@^LGT M+/A29(\^WYCU3BZ% AUJ4>LF@E\,^1JWV NF[^AD;A+&XHJQ]7D\UPJSSW.X MO."UM";+4>AY"'N_@@5^%364\J>9NT%D,,5XB?6=^7V8(W,TYN)M<[}X,O" M+Q>GX)8QH9E5=#XH!)PP9VIHH*Q": !D9(_9^LY'].D13$"JJZ-YZ'0>0,AD M!9693>.WRP2V)P/JK<++*M?&\&98E[,W2S#PP&"[4FA;R[*.GK:] M<'WV9\59'(!#S)K9^ZV8"?(_OY(J%,(WD"G)!)#$[[M:+%>!_V=\LJZE/W@3R70]W@*%UU6J?#DU5.4]4QLH36OJLT)D@>9P[GAK[S ME:FS""--AG$C3OD/-U M$S(,68I+R5)<9 TN1GIYXN"5J8OWR2B\.3%U61EW]R,*^2:._<$C<[#YQB%*AX^>K-WIMGK_9>7W8RRNW!6]X=.>YCPG8]+?,C*,[- MROZ'O0\O?GOQYL/^@TY*Q[CEQ03]-[J[9560R%V7X^=&I??CQ-'[U<;%\ MUQ_YD.>\ )7R,<]GZWO[D]LGRAX&JP\?S[UN_E,JJFCJT':7]?(?WB5'<%]MVM@<$09"75RLFZ<"YP2UUA%LDY^S*V5_'.C7XS5Q&, M=_&_+A[(*,_VN(E/FIP+ $"SF(1VW^RL[4=75R/X5#;E;!{R>+Y2TH-S%XG M^:Z@ZE_C+N$E-Q"X?MWEZZ[Q74JN;7OE[[VFF$/F#F?]'P=U-1T'-$>(U/YW MOR(/-VZ]7O@'ETB,>7B!>;@:#ET-;ME;Z$^/*:57G>\Z'^9IH&01V,J&0;9! MBX6JZ0/5[{'=_M^CXU.Q@PO%-03/G=6.&:.9H)&V:]F*5!-@;9^*Z)^'*Q M+AAIY>/2(Z@'^;A]>:7+.,*'&4B^4XW\=V=AY"'N_@@5^%W##7P9=8DZZZPSV:,=F+A#23{}HUV)7[GA9)S^:.2<>C&.W}YQO 3_1E 15ZN(MQ'S4SFB$E0R(*YF0C50@C#GS5K!HC.C"B%7(6E<[?_@.EUM^:,J 3]M-R*W-M)P&(PHP$?*(>\ D#UAB"-8J!&:.8Q$QU$IWM&)^$V#%DRTN\#8'8!PG$3NSX MH!P*16VX, TZX]JTY.HQGG;)B$6,%ALD656(Y\\90+3I+WO)A"[D+59#OB; M.'GQQ8^FH1P?=*P_J-K1OKN%:!\,NQC=H=M^>)T0O'T V_=Y3+&N8VB+XK?;4@8ULL$R .B1 MJ}4(EHYZJB(*!*Q?[@U'3F*,C*/1(M/QIP M*SM)N16 %;(YRSK9%&8*#'.@-8Q2.*+ 1-=2#6?G,$\UWLW@&P>FCL#H'> M[Q>C]WD^4970M(E#\:3 %ZI!>5RM/(P-R@GI$6,*@R(;:"U]L@H)UTRV+)X MK\S,3RD]>7L<:SLIQP=[X_"R'-NQCZ^C;6(KAV_3[\TLD-+5=C.RP\26'R,X M0-=V$W{[H M320*5R @:$<^K5II3@P73),8=23?;)']'KMW!=!%=X09#9R5B#Z3M4RALJY=U+!UEKI?<.%(@C8#Y,KY -)7")]J=2"*$9T)V4: MSE6U?E-?;>'T>Q@OL3\B$VIES=@XH") R;>9A^$=@);*Q#AU"&NE$%.&8H4 M828D;9PFG50/728FDATCEQA#V!1,?,AP]987^Q^,]0XECN[2+'*AFKI17*%J MNL@55TW%ORQ-1UT^#UNAI<R5RE@AKQ1%"QWT9#1R4#O.0[^J15)VD>,P75 MU0HI%3M,/%BI_Z 8ZU4TX"* RH.J/C=,77OK>$*(R*M!%)$%$:#$P:\ZM"LL[*7/1+2I*N6/T@X4PUAD5[QQ=OT_1_QOL\]X8X.W;/L]FPU6C<*7LO'ZU M]^NKUZ\^O'JQ/U0^OV:8FU0+?+LJGP\LO)5$W:31#N?;=*T:V]MO.M]F?I3 M,2]M*T?EI+QY_T ,!LBL8RF%? M[?HD+SY\''(K8HQ1.\Q3M,@+@A%GS"&3Q&SG6A0I,8-I%RLO6>Z.M^E0*W,= M'C+*=V NMCM/=\"L7A)RP*RE8)9,3%B)*0K2>\2U!V*&2XH,+TZ QKLLOLH0+FI 2)"$N%%BLM)G)$$E>"HN#:G,#F%;CE1#3/MV+B7-[VL[A]R-+6K=H@8D?I M+3]68L"][2;B5T*53E(&P@.BX)0C+IQ%A@6+`"9*!T$B0?&^)1*7CU6&#U7! MAZ#N0]FXH^K$CB8GQ7%=`3V:-=&RQ8@^ZX6G?P:)R0AJ.@O$+C'90'5VJ#A6U M8-01T ,%4O#7("\]2(]@F&?&;3 M>5NW0,6\8/R@1#98N 8EX,Y?H"N#2'D5D 7=HHD+2AR-$2 H920IH!?8!8,&EU0 M4?AEG?RX_.@B9,L/K1WBO@]@"\\:^^HHYA3>18F&08ML$PM68LLM<;A/;C\ MW_Y94T('4@\RN_+1]DYFU]KRLU(1KQQ!5@4%3BL8<(8EAXARR5MM\UI_AY'/ MF;9<0E8KU8.M-T0]"^24;__]!=D']3$<,SW;O5GHI+'"*(16801P;CTP* M'&EOI.(X!B*[.:4MO=(>Q)1,VVIO#,@=4'%!Q0,7;5'T)DF.<-!C9@2+N M(T8&(Y%';72401ZO_3;!T-%OL0:N9N"BL.QWP]@O<^. 1ZL]T%/#7]JP!*\ MWD6IB4','H^XE1$9[B1R2C#AC#;<=U.=,%DJ2NH=8I88/=H4'34@XH"(R+> M A$I5=Y:!.8ZUP3Q1"ERWAED*;9:.)&,_ 81{W:TQ9(04=$=(!:81;PIB+B2 ML[^_>4WQ&J?=23??M.!J&^J,;J#%;>)ZFDX47(8[*FTC431KMD(?X$#MR MAF+YVY+K,>0S7>U\16JT4-@A)RPX4L0SY(()B'DAL64F4-+)*5'G2U"#0>H[M=<"8V%%LR[=Q#FBUW83<#K0RSE./%=)4.,,F@OF"X*HP<%XR0 EK.N"^=VC ME=XQ=,N+'P_IEP]@XCZ/*0+CAG:SD2+R>R2H(G 9=J%\?OP^*78$G,>UX'MAXCOBFHP MC<_61@>]LL$"-NB5:[.TIJ@#F,,HT6P7.TO!+J8:828PE3%QR^]=9__&8B:= MJQ6SH[:]GLF 7MM-R*U +V*P\%PIQ*@)B.>]^,9(@ES4RDCG#?MV :OS4DR=MHQ(A1OPP6_2'S3U#*ON0RM[!YAZ\%H4IRG^X7!K]D&VIGQVZ9'="%@U8:S/4!"P>W%__S/WMO7KUY4;SXZ^^O/OSWL"YFF%NTA[=[=J1/+#P5A)U-MDT8[I%@^0$3J?0PQ'N5#?6.9E7"AKD:C"KN0"^^/LT'QYGZ_HD M9S0= >9UMCB"=YC8\H-%!BS;;D)N!99QBKUBEB+.<$2<4(.,ABF2/'.,,FYP M)_&A56*9V &$W6XL&V)$7<2(]O^R]_[%7]Z^?O[B_7Y{+]!Z.D2+!E=[FT<[ML/ &$G631KM9T:+.,,U[U2H^1?T5U'A6'1U5N=G*_[%3+*CR@%8MHY)$QH" M+OO8>2.DCIH@:D%G,Z,$5:8+#WTVT/T\SC?5.UO_S8ZF\:+9"A]CV)_826S> MIKVC6 ,;/ ?,U};-_J&MXWE3M6;EQ=L6=1$G^W9S'I-%U6F=E\#XX9*E5 MB%LGH.=*H>1$,BQIS+'MPH9_Z-&_JTN,]BNL^*7P\0Q5CFU=?,I#+8XC0$@> M1H%NP=5?25<>'BJ_H,R@%@_28EF,NH./)"-,05YD@30A!+W'.MF3 VW=A(M'-(J;RRX;@[^"1K\-T7OGG)&!.,K$NB8,Y+ J(PWN3X)\BR1&^D&!N!&26N M..B<#>U5TTQCN>)H0(IV@#@[1K!>(,B<:#/T\^GCD0%TRTC(UVQTB[!L« M7APB[?*H\!"\$0]WFUD&@P\YA7B,A@K'222^L[5J:7&.,WJ'$K=]3_9^_, M>]PXDD3_50B_G0<;8/3D?24]?^'X%]*/M\@\QV#K0VJFG.D[:TPG3T)DSR:#(;I?"FMS6XCVW"ND6VXP[(97-F*M_:YO#FAP#'WPU"X:CB;K&V:R3DKB/JO=[U;SG MLV=;O?O$!'1E3=A8L3-OVT7D.F!G@6Y4/@DW9M[X6U\Q]5P-U/^1F113 MD+P+K_=@Y!)Z;#@_;W*=U],.4-W@E-.7ZVE881[-\T"_RR/NLUSI:3MSB: MSI?4Q^24M>RHS4IG.R+?^)6G0Z9FVVMMFBEV[H:()-M]:2%+52O_NJfV_IU2E9LL\)7PI=D M_@-1\V@D2M0\'FK&5+P7D@&7IKKM3%DGJLU(\,F9Z!CS8J>GZUZN_N-24XZU M.JD!/ ^@)N7##W)6?!4FLQH%8%C,)K-7Y/53QZX]1'TL';N.V@;*G'T.7+:Q M\-7WSS%!-)M:<2N,LCYIUDG5ZA43?OF A$]LXL]8)FGR#:<[[V?VN!3C^G'. MK5\8A12$9\+R,2,Y:>Z5B1.,SAF4#1%"1 4R6.:RC4*1!\T]>D0D,S/FYNS: MVX1*T3%ZJ^NAMMNZW^23*?A%8Y^#8O+Y6C3AV(6MCMTX_ICNM@>]7H]G]8E MMKPZ[H^,/A5D38\F>7!F"J^;570KIJ6 DZ+5.V-J 1Q2=1H@G$L*$52G9P_ MVVR(?U"];6N8KG;'K:XFZ:0V%:BPAU!%J-H=5&1$D8858"ABQ0[GX&214)+G MTING"T(!H,IV7IC5"86A-!&L+TKZS)@OG3CC/<'0J!{/E9X*#"EW?,#<-66FR4J1E>J^ M."9Y&,40((R3K0-"A)"KT;*,6<=*#*SL%(AVD]U^/DO3=6N>]/M\T3[07]5J M,8GK56N8_G)^>\OT#C/BQO5X8.Q4[!MAE#'!&+\W/Z22;K735SZ^Z;4&E6' Z M7[F8H]%,9A1)]I·Y?T2,2B,'PO.XL7@|&#UD1O_,PX3IQZ&\X]$E_NM?83:9MX8=(8=.VD0*)GBV@N!!-4?·\W4;|/9X-O%]·VK_U9@QOOP]G80YEP<0L2WTP0W=CX1R5J2 ->$B^)·ME]]^DEK>35)7PY,7N,HI-9&*,S:',C1;+YJTSX6]=>S35G2]\6FZ^9B-9J7 MT>HU+G'T;-[NTA)S^VX3$6]:$OTZF859FM2',^;17-9W6%[(4PFV>\^CCUGK0_7ZG,%-]!GBQPH[Q/ZAU:7\Y^S)/EFVEX_Z3]]<KB;E_=6[,)X*.,M5C=^U&U!?X[>#W=*[M>+'U>XL,4Y..YHAW<@Z^>6GK(·M](^./^OH2[.M1R%M?,CE%?#_=ET6_E':T4W#/E]P5A]%'-K@U(AB\&]%G> MX&*SU)>,U·5G775&V[8ZH^;],8YT?'F'=#>(&??]\5GVB^7I9[\]F6WG\6U7MU[+&!)M!?·,,1ODM88X2/X^SJ(@P_#$C2CT&-05SX]_\U"^O!27X@PN M;Q·,W[;1%=:K^54VH7V6YB/7#]\>#C7*F:]KM#)YA_G'[5MQQB[8'ZZ>D!I< MWBSQR1)K>%9YZ&X9Y_\I_=\H8=\!&?=([SK"Y\KX]PQR[R1EN^O(U\ MFZK==V_Y]\ M·B!Q]@!J<\&)·7TJQ>%W1$@K·M·*25!!H*4@DP%F0K2"C(5CQ*L?>,Y_GW. MXQQ(^1Z2(@A3[`_PQ=&@YUN+6!]=V(S·3LC5+$HXU5]DU)@<!+.0+"2@3+\]9(5J'=,6#^%F= K7'94F.W% MF#MQZ/:*O2[!1SZB0G0B.@V.3NB-L@D5."YYY0L/X%P4(#4B%RSZ2J";=$H2 MG>`)0XPN@V*<0994@2@XB")<^B,*GT3"=KQX(3G8A.@Q0ET:DC.DGDD2ON(#I= MZ>24 L\$!^Y4CDR'9%#?I).0429,"%(Y#X]'5.ED.5@56*69=DS=,ORE4SIQ MR\9"]WBHC?!$>"(V3]>+..N8LB#2Z7B*8L(-(KP&WT1H@:M\F=*T%H)WWQ M&GAI\ZQ8#>.U\D1*8+!Y5=~B9[!M/BH^=<6>.I_W·++LXZD_=LOMR<+EU21N\Q^A3-D.Q1?<_3DUEF)W;?1%P6%%0]*U·4EP*\]@YR,1J3DYBCWND=(/Q=M)PN7?YM/BJK//PD[OXWW2I+USUNBQY9(X2YPESA)G!\=9 MJ97S..G*S.A!Y1(@.\@.JE0!Z:TVNENMD_"MW?.88R'0$F@)M 3· M/4'K,7*Q..;+6^·<:0SX8)JO&KEI'JKC\WJTE=]P}:[L;,#'(U5!!2S6L M>RG2?RSFR^7HS6)>?TWVZZ3WAFB,\U-;D;5V&1D#1,[[G(2E1UY=6*\@L.! 2,N$ M#"D)W4GI:O=8XGRL/)6'$9?.6Y0GRB4E X^29RC57VI[10X"MPZB98EEE524 MHHL<9O=<$FIL38^S+D)Y,1.73D:4)\HE7<%3BG3 $24H5?ZTE'TV'HI*S6,·0 MPDX8MT_*KPW^)ZE7W.WF.FWFFX]$KG&$;C]*ZHX=<'SY0KEK']+]2>$ER+=(&>??)\5GVB^7I9[\]F6WG\6U7

'U$<%XB2%:4Y5Y:M=MM;9^,;)\]+ M*STF>T0;BK2A^ TV2"B.PF@/1: &)5V$:%@!Q]'[PBPRI;K(MOZ&JX^G8YY^ MHMHOYXC>"<% MQ#V2]T[@4H=,2IH0>@F] T0OANPM!@XY!@?*"57]W23K]4<9LU,ZIM!%QOFQ MT,N-(O82>XF]Q-Z')PA8#>>992"P)9RM"1!,$"!E]3?15Q=4[O1RVR=)_>@) M G5^IS2H4?.!80^.&?>0Y7TX4Z$$W&)N$1<(N[>;8ZB M4Y9 RQG"8J[$%%!CI'G;AF2L2=^1 'I\I[J,^NW"?D$G()N835[0LEING7%M-]JG5 M%/"K+F UF[T $7B,:AD$X3FDDE%EU"KGG9DZ^Z3B MAT!ERAT1E8G*1.7A4UEG(8H1I5XP=Z P2H@V>-":92TRX]IU4MD^!"J+@4Y6)RD1EHO++>&7V.B)$+4(&G5K:2P"LMP3<38M+&A+PSQV"2C/X0J,QZ{(-U MBE2FBOJ]%.WGR71=5&+E_,'Q31L66_@27/01O(8Z%Y>P[Z:,/#"Y$3][^X M3%PF+@^?RSD)4XS)$&REL5*&5W_99A"\M/8Y%,*BDPXZP^_RY?\/5?5_V\]\ M[Z;_T>?__]_F%F$>A7HI+<-?EV+$16L#G^:7EU7Y-HG]Y6B]Q/SO*3%.N972ZMXI,4ZTE=;N_E39OKF,QR M_2#;5]RGWNG#S6DK?OLBG[{]A_LZZ'!H4^E':,\32_L]4G?K$\WV?6$WVZC$ MT!?@+G)0T2,XC H<,R8H4,3+.[O9^U09724LGF[S%,]MTA4ORB;IMGRQ7BU7 M898GLU>[-,O,1,.^HP X&WMSCNWF;/P5L9)8V6W'8QI6 M!I,=*!=\$.&@*7'K/%A.$EY8Z(ET9)H^6!:1!5MMB%79Y(A*,RY^!8J0-Y)7\'7HR5ECH=3:7R:C13;+_*.19):FZ[9T1W65,?ZXF$^G[>=)HP4N M5]0;<6\=>_3U<(A^ 4=O80XTR@47PV,@1'IJLMU%7E]&1*!#PX 85 DVR1@_7=!A6E@LA=!+1H M$\LRFK)3%[=//K@_ O*Q5#TV!1RLLA 3T^F!,"# Q!SEH6Q &4Y 944 R*3%.M) M72[UF3M(T/+K? %%OZFR4UHL%SM+[T6H19LOIMGEVR/^]7JXNZR,I3]9-01:[M./58R_ETDL^PEO&VJQ\&M -?8C/&)R^M J:4 N52!I=:G0E7$;W3WMB=389] MZDPV28QGG^8PGF]R%RW1]H$5SSZ@XF4CQ? 9#/IWEEQ~Y\?0:&[_AZD5Y&=YU MOF$Q9H<;X_;9JCW2H13$:FUL?I+-7R&*9U0!BRMAH\K"<[XUN@I>2VEM49T M4L'RV&R]$ZEJ+,3!ZM(@U02PT,D)9(.UNM-SB1KM 2,UH$*3D#D(I%6R:*R MF(L.7936/#:9[^?UFK'0XNP035XOL9I8W4/=MLU2H_"M *?U\? *HN B50]9NY@\RT'@]0!=O$[S;.8SVXK!GH5)C,ZH$D6C2S: MP*,/H;.TQHH:1*"NT8>NT8-)9>=.<_[Y- QO,8Y79N[Y%29^GR\V MAG"U6DSB>A7B%% ._?O/IP/B"\P @Z#$9SKL=;'ZP=UF",),4=1&FB= \]7C1C M4IL F0E>N9A3I:I&T"8J%3 DA9W,G'GTDIGYEY]*$Y7&+&@Q+*^

CNW\-O6 M'D9(!_^X(X<7\K+!SBN+V]?OC3?[UF_,?=:_QU20G5G^/XX^?-C_]3!ZO__Y M]Y/HZ/C+X>?C_2]"X_W/PS@SX.]1Y07:_7"!VL5\#"3/*XFUO>:.ZA&QHZP MWS9\\F>+OCFH#_(KSZ/W)?8:QM;S)Q/XP4>IAJW9ZB1?'Z%%4TT;T%N\1OU7 M$)2P)7X#FLB@(*V,@6_\/)Y$8U"LFS-9V[X]X DZ]V<"MHY_5%V?@FTM;\ M__+V[=9N]0U,:HU[;56 !+MRT:[\OB&Y[#X+YN2=]YUS91G7%JS"-%EW>1$ M)BHC/,[3G,9)QLV*.2DD35F29<0F8 IP!49! 4,@3@G-5WX^49SCQ2R#0S@%CI7P*65T^*H,&!1 M_C$M?5/X"@C_?#R\, ^+WJ?L!VHX*KU:!@9&=5/2$3+:.CJKKVC<'7;N4/6DR/JDA:MQ;A4@L0R _LER0V1!9@M1HI$QT9)YU8429HHP6..$EN8%)1/FQ%AI=D-N& U&BAB5)YC)6H M-9&3,3QE#]@FES0E5B4PF5*I@8*_6"\TINWE*>QY6J1:%(S%:S-Z'X3: M^"Z9+8]
(;4$S:==A_VI]@KX"!; :@7#"@^E4((8(-'@;;NSMTW20EB&R_%X MX(61* I%P)X!$,F,5JLEHQ,r\)P!O"1@14$(HP()BS)0/ZE,I<935,$5H\: MG]IM/)C6-0QK?
V2.JY%N_]A48AO/=PA*@K_M2M9*H6/)>$H2BE8W!W$D8ZT) MTX),ZX1CR4J9N%3DS,4&@S9TC'4]!1$FUR1),)[E3.4T?4QZVUP7X8W+CX$G M/S"[FMGY6H1G,>7(' _@O,XJP8#=I="ZPI"YLK75KCE=G9^E(NC.SU@-54V) MT]\5 VPQ"N7VCWZUOH9*3FV6)TH3$].$<)?&!4B)RRU>,,# L/'A?=*M>L(} MT6?63(?VH^OJIY08(OL!Q!TF':^]@4)^@N\Y9=AI?]\%5D@VS$\80+;N!AU MX>5XB3OX?-4$ #OEZ6EM3]&'T[.S->66]\]D2(J5>T1GZ@[O:GDM!7W%5<-A==&\V0V^ZK,N?-+%.IU43B=5GV^"0\'((/K67TZ&M\K*.3N#IWZQYV[XIHWOTI_YZ?[Z,NR;QHXE^@MZRO/)0^VC7ZW+P_Y-.J7'-MK\LW_3.N2[#V;Q5T+V'93QCO=/U%\5[!;[KDIM_3/9&P'WK(3J6. S@\?MK< M#RD>GQ?Y&;DJY%^P2*1H2_S)LLE)KE0VB.8-.5IXATG!'#(LIU\8E8K5K MY%V_VUEO:ES(\%(KS<"GRI'(.R MJ4}/F(#\2(\>=<$L3&4HB$3C-$TNLM #\+E-$*:M(9FA.!2]8[+('%AM' MHV-XUY<+._QJ,??YK-F0S$@'>7S]&<&<3+XH)@@-Q79F1!9KP8,@DR8U%F&"J+ M(E$%#)#ZL#'I^*:4!OK7,E"9QE[<)F!ML67BVI369O9(_M]8X))L2%9D0=9 M\6*X)OO"RXJRV=E/2(A\P M?GTLW\S5?UE2I)DCJY.;8Q+G2N0-#+G6$PX M 2=$!M#22&)5TNFD+FRMQ'YF QX1^0_O(T!L6.?& 90]:D_V9-P(1FS)A%N,W M8<76D_,@FHQ+*_M@S:[9]+OA(/NC!@+/4-";?Q0&W]3XHS)3#%5I,2EBH-H MPDR*O'#$@7PJ-.0]W72B< MV_K\D)LJ@EZ3'R)T%@OM8A)GV%Y>L)2HE&K"4THE4RH79C61[@[Y(,TFWDU MH>9=V>AAA=48,I$6LH,Y(&WA.#"H=E$LD*^AQ3__NAX__C@:/]#=']1\\N7S M7W\ //YR8J2W^4%A!E5,PF6U9.*/C7QE3 O=Z1=S$N5X7%?? M0!F H4S V*HC)^$?_]8F,O#J2>7SN1:JBW3Y7Y==(4>8UEHZNVXB5Y?OFI5!M^M%9)DMSN]"$(32P>:R&#2Z3,Y.FV3+[MZ-W79_+D7O:IJ7P1G:68?,7\9 M%@::U2J1,,RJ4O1P(C@_67=/F \G#98^0<(3^HQM0^AS;3]O09X&U)6JC M<_J7WA'4P)_R'KAE4ME#ZY533:.WJDTR&UN-3&&&DSO!"V7I93D.A6.RJ0P MV4;$]V>+A?_,)UE/+K_4FP0XV3:/_X7?3+_@<0\8FY=#7WW)U M=1Y)7V(++[?GXV%U:2WP?!6!"59%U<4(4'91DG2E-P"0\(DMBX3# \HFVS M4GZ+SGT8=F1'F%"^5()C&:8 *TQT$&HAS&LA")#$J!2L<5!0(K6PQ"1Y MSEALQ9I.=0QN26F>D4(9A14(P-4Z47G\HD$:+W<'YE?[,C" MH)HOU6&W\TN&^<'^G?W'Z?5MI!}^DSU5!B);2%#P#+,,RPIK)@@IB8F4(%"6G"SUAJKX4;&C"18P)EK4+T$ M1\3DG%-IN5:,V84W+$\]3W\1/RW/\ZUY!:WWNA!A>8M$5.4Z'T"M:^2P5H.2D@ :,%2=+,<9H*G<0K M@>=*Y=9:XDL+$@;JT'S5J 9Y6#RRT)*)9B\"Q+%TG$*@\28G[@-8\N F,B9Y(50-$X+ M\, ;G>V4A57""_V4_9:K;M*1=F;,H9D"X>KS!?=\?X0<VA+L*)$.O%=NCY-:WV&G[_%,P>+W=\!7,O)\LC5&J8 B\']46$/JK[\97L5[.)M*S4?';^_R13?M)4O\IQ4OI2<>"4K4!-L5X '4N"?9]B0""6E)+]HYH95G0H"RP4GJP%CA!7.D M2/*42)/'5*6Y8*F^2DEYFMHX-YPHSH"2\LP2!=<2FKO<)91Q+59:K?24! RO MRI'TE(1+]+$MT:,AM[$_6-I4M=0!C;,=(]!'.&K*-+62 S*DEKM6^92%8"0Q M.G>QR[5C*R5P[W+4=#0^.+5?Y+=*.5O:1%3H-DZ6BO9DZ>CXX./OA]&7_?]W M&()"=D$5^7+E0!N,6(S&P[98_98W1/P$;&:]]&0=3>0W^\B-AE[OG.20F:_J M=X 0A0;) 8A!"NE %/#"9C+.*A,7*\Y^Q[.")XSD4F.*@\B(S!DE/_%["Q+MN,VOA1:4#J/&=!;/LKW9,ND8CQFX]G'+1Z_>_3MI.1IP@VAPAF@;P;Z#EKJ M)A$!$P7-07G>J.C<"GW#*P_]>_K^P3,T?M7=[&U'M%':,;F%!4MS>QBBX-@KL M36Q6BK\E@@']D*19#H&D%37;C*29I9D>$!LE("N(_&%#B)I241"=4%57"K M>UA.B@=)L4O==8.LV!T*UTYD7/9G.9*$,[1@!:,Y)CI/BC@N (39"H4[CH=[M141B9Y#"01\/W MC>QWWTV'PW,#?=0V_OYZ]IZ?^_,(W]D& VT\F8!^_#^GD#'M0#O!Z&)Z/:_8C],+",?"_$WL^KFI9PTVFA$?4=]3G;7)_39G" M8+HMH:XP7M_5$PH^PYN?PS(7 ,KP;QF+(=SEW?_L&K0M/A:N&JK1LAOZY>]$^!G*"JC0=3I9]^N?R,K+?<%%P M!M%B^+D;PB3:@1,8F#XP']E6^"#I?E.&K^V$=(8_N1O M:PGBYS8"M=L0F$#[*,#M(\S\:!3Y5$>?$3#%/KW3"5#O__ILI<)&2/$>-M;$NSI\!TGC":*89\E#X<07[S\)=' !%N>D$>Z C[S;+[7\!$(:(7_XO.'GCH MV+>1^MM=)V%G' S#(FTAS<+KC,7L#DS.*.U@CBN360]:]*.LNA'T%.*[!0MF\U0U9C%\22/_O1TAH_3<35:&_;NZ>'T\;S)_8[JC&J>QG$X(&IEJW3#R8H:JW?KK5 MA\4?^7:[_;+M"/^!AF._^6/!MG&7!L$.*M(8) 495<,V[U:(NLUM-^(*>LV MP04[_TS/1V]-V8R\O(_OIVC*Y.EVH/E&V0^H*_K1?_"T*.^4N^[?X6PE8 MH&]5]0VGB3V,9NG!WVZ9 WQS^MGU+O-YVOG#;PP>\2VB.'%_*RP39'B_O7;X[//(UZ_,_?9@'L<63SF^O]Q M].'#_J^'T?O]S[^?1$?'7PX_'^]CVLO^AP&>7.RK/T5!&_?D[*9+?PT 3 M "8[GJ".V4.@]1.TO,=/1YRYZB7E1@eMJ**59C>,W:A]JW.]1,N/.DUE2F6!4@ M+TKG+D>MHP>UQ*X#+>B?8!_*TQDU=8]G !,[66TZKN>*M)6%\LCB.\5CC M!D.%5M"9__K:/WWN^*V-N]:JT0"M&!DZM_(7#4M,^J[GME7OT5EK6.UK//\' M4O1I!8MAB0U6LBF:,Q\;L,Z9 LNT<]YH[BA/"EN03&M+','6.* %6C=/.\MPP M3=5*?M-=*B^]Z];RB_RV[U?RCWZ!]OOUV5BIVD&:[U1@LGSD4[ZEH\H0B7^E MDF.J4I%Q1@HC%08U C'GP \ZUBJUN3,*K20[%RY3,C49889Q('LMB9!Y"C28 M%]D6!6/QRM']PS$ *P8IVZ63_$=G@'>-SYMB<5MSNNRET^#;@$R!M[8M,K/ MS.M_ 7)H$)48XGTYJ=W]5SF$ ^3\YD&:QQKZ-A6*$K "NL2G\0B^U&^G.ZYJG'TH)C7E.,/'}\<_HHU{WE}%//_{Z>?_3;T<'T=`Q M^X^??_2?N]9 (L_-2H2-F$@=->/9*+R@#?3L7"(^!$A)=(IX\8ZJ7%P5EH7 M'\\C=>=_'&8R 1MO&K_PN_\1;V]"5]E[5I4_AMW_B&>OL M+M/=U?K74%CA?]$IXB%WI(,>NB/ZGF-6SEA'?[NFR*2930HA.%KM.>$9YL({M*H@05A>*YM:PE9Y+=Y%@(#?!;OSH9IS7H+_>FQOKEWL&ZACW3G_I"Y3@\!>G;_W% M9"@OJ^D$WOC-FK?MVXMTC\ZNUW@Z-F[LFP,1%"RFMWWGB84^%AA(USI_W_37MSRY;JJKNQY\D>T7V$QK7W0OK]"W*^Q\7"%0MERZ_J^[1%WUSO90_U#TZW*,_+=^'1Z#OW8U_MP_BZ1?S8U#MG0CI4>;Z4%SRU#82_<_=9O:BMSLS]U739?VG[8_2&SL<>DOCMO)R>1_^8RNX%?+"B]6>*^MF-04;J#\ZGV:LL5UT)@M!_8GP,Y&DD%UIA7 M@>.W$7PAC7PZM!D8[SN9(>LW=X416_;,CL=#+/2O^[NZV!9_$*0L"F/OX6]C MG8=@R_O(/)_[87J>]'^U,7FG%2SCJ%.V=8T.P>[]>*&O&],6/9'#*S6@_@O? MBX670O*>#K$'3OX!3EX.N^P9VMBO=EB-FP5Y>@:L0CIA.H@.?GE'VL2#,RN!MD[/JS\DN^U80M1W9^'2&F&?!29Z"2 MN@O]W\AHF&_>'ZLIO]7YOHG1U.Y.SZ&]EOUH)NWI=L!16Y,CHE.A4QEMU+M2)$GCC@JF(N+6&F9;N2,39]9,QW:C^[J:=O1/+#WE\ONQUN9]N+^G.AQ3AJH,Y>HZGP1C7 09:=?%F-TY6 M9O!RG1=73B?5#_AQ<_I=/V[W9-]%M*WTO*?P;7V[:URS/-DKZ)+\W=LU%\4V_MQWN,%O=]R%Z2W'C-S0/A5!0+_]F-03V+U;FI+38RU6I,[-:Q?"<-[&ZR6SP) M3W4[-U@C_/7_OLI>73//F_NK=Y"W9N0[F2%VO2#!E%K"T/=I@/PW=O2[\3"M;;E]^/15>98S#]PT/R(LOT6_MXQT&!CISF05Y-WVF#1Y\4RZ&\4:^'$S@NU) MQRX$#EGE$!8X)'(X) @0P*! X),F1WK1X-,^'T UH]NQJ;>2*UT9$_"!W MKMWU,2Z%/UO8%<_42YGR2V(+W+![7^4 T4_Z^U]@5,.%/VLM_?93?E^)Q<_MH*[[.9580?5[@98W*/6+,3/^(8M/I=\)F=H5G?_[J43+<14+SQU5ZU;G\2!G N>05N[/1^VVE>1P8[Q?R;[V-F"NMT)HE(,T,XF,?8I23(E=%GFHKF30KQ=!4 M'$MCE6A##))59+*S5*T77%"M<7/"))<+" M([AV$O2T3%#-MXQ6@@WB^/I.?T^5M -:,;0*:'4]6FGM!!>%!=TJ$6#5.8E% M0@N2R31V,DY4S-4*6F74IE+"/19L1DZ3C*@\!L,PX2J3)DUM3K>,5KD8\(!6 M]W*H]8?BP.%VUWH#Y(O%0IXYU04<7<31S&F74 V8F .8\EAS4E!N$%%5ZH32 M=M6CIB3/#$\=20H%.%H4E C!'&%4TKD,35L)0UXTS8J'>0\#3@:M+ZPI<)Z MI'@A4EEP16*% 4S2+"9%# 9G+ASC+LZU=,55D.*YHTHE6+,N0J*<.T-9*X M6&AE1,QB9;8,4HD8T"R 5 "IL*4O *0RFZ:)S0J2& X@I00 CH@3DN<*BDY9RN]*S9OD<;%]0TK D4'D J1 M*0>0NC](69DGNL#.*FF!#GOLK.*,(!DM!'>) K'(KX*4CA.>Q]!S)6D&]YB< M$@F@1G*M4YXYL""MVC)(I6P0YWD J7NXS4(49T85Q!&>< F2L1'J[(5.:72^>PN57NBA0A)64)HYKF2^ M}7BT05(_ TJ7}C2EX1 I9.4T:2.%<GRIDE0JL,D;%=)#D(H#4/5QG(>)L&^TQ[D9J Q=7 M>C+<$>$=X .:R4L\)@=#5C!:!I03*'B9RB*(A*K"$R4RHV*B]TPE;.+G1J\P2L MW5BB(4N5)DJSE&B;%*EVL:;QU@$XV;(9NZ/1X,.N5TU,B#A"T!"W_TE>3#" M"7@1\.+Y;OH+P(OUFA,%FT;&8*LF6:PQ?I83P6Q.&&A!3)E8T6S%O:.4+)+4M9233J0#-B2D"7\0DSS,+IC"+N8V#YO3TF2(@84#"YXB$07/:E3"RN[B^=M^W M%6V1LI*]!$G+5%-L@OB(H/0X*>NW68PGCT_K-,4\4QG7C!)MA.FREM)<$"N, M2K2(*?QW-:",9P5/&,FE3C"F-R,RAT?P3!>QLRSA M^RIE8D@U@D#ZFL7;&* MIP>_05T+!VBP\8>PT<1+)*)>)X-E)<?=)#D(H#4/5QG(>)L&^TQ[D9J-Q=7 M>C+<$>$=X .:R4L\)@=#5C!:!I03*'B9RB*(A*K"$R4RHV*B]TPE4JH+JA*,NVVG6"5#T1#=@8L#%@8\/#&;7GX2PW8F,%SCE0-'/>GN?W91#F9O0,NV!.%=V M@_GNL?NO^P79JB-&I)H5ML#JTEIA2OV]KZ8!M85/MU8.B?.GE_*]^VXYN?@DGZV>QL0\5$0,2]R;,B.B1"6=S$-MW"F2.*VUB'7BS$I2^5U:Q&T1$9-!GCV_0CT!$0,B!D1\!$2TEA=&2;#>LMCG M'5DBE)Z$XWNMJHAQL^PG_]$3&4(@K-[YY,\."3Q^KUV,ID M0I1NKU0^NTO_N^W@5/S\=+^ 4P&G DZM M5F@TF6(NIR31-"=<6$&D)1DA:+PDW\2U4#[N[3 VSQ.)720A+[L :?"EKX$ MG!(9S5R.Y\32&%L'4$ED+ L2&^%PBG3 :?NX4(+)8*A M$5Y U TC:H)QJRZA1&C*">>%)*#R*2*0Y32CL2F*E@ M/W>:#HK?L]O29PI3F3,8V4Z0+#5@<5K*B#0R)XY2E^'18'DBN!)?YF&* M#=(T='$),!6V] 7 %(MC[2RH3QGK/W)GP3Z5J2.8\,"I%K&E*S$?=VF'MWFB M2@7!!,P&F DP%F%J!J51F"4M 2*1\O6@A&"SWQ=@=@=7T _@VNR)=(L-W$!P&O&'RY32@0@*2D* M+F3!M8$%@2@3,77KB,1Z"MJV3]%GU.@BJ9,#"@(6S=7N8S(N",PUJ*26I46!1MBYRV92.Q{J1EH$#&.EUQ%E)-TU0IDGJ,#F9"XST)T7D*MVAMJ%SIQ;#%S(MX MR[,XCH)L2%8+:!O0=LM'*4G*DJ20)$L3AHY*3:00EN0T9=PDUMAX!1WOTE,P M.:Y/D2T"%@8L?(Y8^#"-1^0ZD0*(Q!.)!JN>)D2P@A%&%<]BPQ-K5^(3"TL3 MXWPX8QP3;K@D,DLE,=3)0F6.Y78S^1ZWS/E]F.U,'R4I./1D##T90_N(K:%Q M'C-K"RQ!DX!ASTWFB(QC#%9,=,)S%J?2,:(GX^8UW6*0__{JB]H.E.0,=M M8H2,V5!I+Q+FU O-# 2@!&1S,2.UUP:UV:\)60RKMT9=Q"+DT\X$7H/1;@,!)05*1"<)S=:0\EC$BL1)YIBF/-M$8\8M),,P[1=V#? 8X#'MXPN&1Y9+0ZUQ)&B72_2ZM&;< CVR0!^WQSI&F M%VQ'-'8$^:Z\^[NON_74@3+L-SV<&IBE*,]&>B@;H*RQ/+5D5!G;W_RJ_;E? MAJ']1DQ96T]/;X#CIN>CMZ9LQD-Y^09_?3N6QI2CTP7G=]F.JW,3MU_\?=I, M2G?9O\7?2NS(_%5]P[C"$[L".S;+.DH3FY:GNMW8XY,/P@I&]B=.%XB2ECO MV;^+V[3P>4:T9S,OO-^YUK4N'4SEC1Q>R,OF[:N_+.U@OSV>=-?OS7VV(':N. M-_#'T81N_W/_]^$AT=?SG\?+S_Y>CC\?Z'-?QYL?'D[4-#&WIV&", M>/28ZW]<3>"Z214=5!@LWUB#G_R1F<1:#DE^.Y$B70T0^,.AK)M!!:!D00$8ET"D,UG2)Y74]B>_M 6@T0]OK9,S6U^4C8U&L-OFYQ>P,X\KXM>(D$XA)/Z> SOIQ4M6O@41LV7 MO\/JW8VVRX.SFY1K[G]^L^,A6ZY.EO!)%1170@B"';OZ]P0E4L+ID-J$LZ, M<_7?A"OE4-8CD,S-)UN?()M]@ M}^^[:/4-50W-9A2H/=2&/GP\.8D^'7Z.3G[_WQX'WS9\VB6 &>C9$<3,"ZU MS$BUL4HA4 Q1/L1&22 E[#R2K60YWH7L3O29=.A_>BN$N OLBGU_LB*X=3 M@/4O:#C=@B@74^7X7LK83]})CWLT.KW?MONEB4!N1J9=G&AD)!0=[$'.,R4 V*I4XIR 1\+F'0;3 J-<.'%3DO<,J! MHI_U]K[*0>*?M:,^P*C'"CZ66_OLYMR**%T+U/YN_^?DY-)7:I&XTVJ.(-MRN%0GMKHO:S/FS9;8"0Q14D.!_"GWFNC[,["K+U#_>$#!FR(4/VI6?(/DQM M02L2F_)$$Y8H2CB3.1%I2@E+4Z-9K"DO5NJUW*6:%0)H$)U;C\ FFR\NB ;MI/RE)M^&ZM8!@@,$/V($SBUSEKJ<9%EN"8\Y)2*FE&2)R+DRN3+Q1DIF;16" MXP$36VY$'Q X(! X(# 6^A<*$"E3:TEHD@+PC4')9@Q2W*5)B:.E9!%OHF< MONTJP=D Y$" X #! 8(#!#\U"(X=HXE5!3$)]JNFB48PMB3+M5&@T"H,QYNH M_+55"!8#&F^YC^QS1> 08,39"*W=E3!,R'&*)SVA2D'BGXIV_L"IQPH^EEO MP[PN<W9;^DS13,2&QY0!D'$F"%<&D$EH28R,=6I3%B>VV$38RR.B6<*V')3X MW$D_H-FSV])GBF:4\8R))"49=0P@3<=$,9L2FVM)72ZR(A-A) \(IEE O/ORT#FK)^BM]#T'RJ\V.JR>UN6DM UI?9=$2>RP9,_'P^K2 MVJ@:([TUOE.!0)"U1F2&XZ,6E>WZLEPY$,"$6^HW/4TQ=0 AX$? BX$7 BX-7 2\"7NP(Z02\"'@1\.(%KD6(C7NHV+BNXV4 [F>:.MXQ)(T/U,,UO7GKWQ+*$,T-B81/"L;>OR!4CL8E5+FQA#%UI\+OI*+NNJ^_* M$<@3B[/,V3S5H/8&] SHN37TU&DN$B=C(C,M")?,DL)}3@S+LR1)"Y?1E3S^ M#4;U/0QZ;CVN+Z!G0,^ GBV/4VF-15&$Q4{C(G.4J*RHB RS1.3,E?$=B7# M8X-1A ^#GEN/(PSH&= SH.?+0T]A9)[H+"%Y2M%R!SA41B@8F#64%9)R0;<68 MM?@ Z/D0<8O/##U#=..].&U_"EG<8TA;#%$R(<(^=;/H?(T$R8E.9QJPB66MC%4)9E(F"%:.N;T)KS$B_QW,@LK/ORFAU-CS?NZ.C^1SH2?3B>^]M$=RGH$ M(J?Y9&LOA_,/ =4FFY_V0 LD1 W'S N,.GSQS@K*..%B(D3A2.<<454)A5Q M5-H<#\,2=".^W-W#.!'RM@/&A2U]1CC*.7&THP()@5H8C$CA362P)=*2"Z_M$?P3'M?=P[B@QP6,"UOZ$C NE6F22IT29BG8JDR#W:D3@#R1*?@';^P*G M'"CZ66_O"YQRH.AGO;W/;LHAHN >/H)?0@W]9QQK&!IA;LVY]C"_ MK,YYSM0;(\QT*R@A)AJ?(A)B9-K65ZI1O\70)+KGK?5DLL_A4^6G,RD1/;?'3[Y[:& MC7]7#8>R;OPM,[\<??3+),?MEDGWDM"N^:'M<&MH5!Y0.*++V3*"V,$U8!V(HB M2PC'^)BB*!BQEK)4*II0N5(@]RZA,;NTJ&I?$#F=Y%REYHL^LF0!6ER__2<3 ML H_MJT$]G'6Y>3R"[H*;F$RO@B3]>GZ[40R6Z!9E3U<{3]?6GO#'2'XKZN M^2^5-X_(@,M.E]9'A_2UCHCD=%+U[C@<2CDZ19<17DZ&\K*.3N#IWZQYV[Y) MT#WZ4W^]1J_BN+%O&CN6->!=3U'>B]L^^M6ZJ-6O95.J<@C,^J9_QG7AJ/ZM MC.TQD?_T]M5?OG-1?_?V5XNV'T?LG?O)["]F-_[(<]F+4"Z_M!#GDBA1_'T M3ME^Y!3Q*4WOUK63E@\MZ!Z>6335L#3KCLOZD6_3FS_DMO0Z5;,R2NJW+^I M^B__WJDH=Z>-[RS8[(QG)Y9L!SCF29V[!Y.9K5;?"\]S3-<0SW^_&9K7338V M^@06B U,%)@H,-$/,]%G>RY+#'GP?QW #>C?F,JA__N+K<^CUY=6ULVM@[," M@P4&>YD,MGJZ6MM3L-]WQP!&Y4CK(*(?_TAA],@GT(%SH?+QEWH#1S)2?0?M&X)=VEF1Q#)<7@O!$9D2FDI)$)$F.V*N463F?6'LJL5_7NZ\]. U\$J-N1*3].MXSQ3SC MI.$L-80E&/K&C".2RI3$!2NHTCQ6Z4KD_"-C7F^L=G9J[^?Q,IX-1>)_%R9 M7DH#3@:.<#%NZ,_"X/MXDY[%@"6E<)-E:S,M=0[&0L!P(FAOD62.2P& ME<4J+@R5*X%ZCZP4SERJWINZH=P]_ZQVJ'_K1ER,#@VJ?>A<'[&)X MG7_(XE/I=^(U=\4_^RLP0*B6>+L3I8#6RHHB*X!#'170VLB8%$<$Y'G6NM< M2[%:NB]U5KD8S'Z;%Q)58PZ7@ZYK\L2D2682'A>,1FM/U#P!Z1RTV$TF&^E?=?#G9K$G:'!N!JA[&EL:U,*-5KK/XM1: M0Y@H%.%*%J1(=$$ +.TB'.5&K$1V-R8J?REFLCA5AR<0=&[CW_S#0&DP;^) MSWE?UF"CNM"Z)\,,VZDG.H-201/4Z]J=%5IV/+;)(2MFQ4QX4FLB&+!*$.M48@K&C%IM /\8_N0.1.:U,?9'YA*1Q#]A MT1WU3+O[K+>()'6IDV "R3C)L(%E0038022WKLB<<3:.5QJC.<$REEI&J,QB MP@NTIU(!.\9Q @96HJA9J?*[BWG4:9X,,"U>:/>9-H P%7$]STMT.SZ?F-/E55V!"#Q>;IW M.RO%JUP)[MW@W@WNW0W**RN5D2!Q'.L(.RI@8AC,J)C'M/<&*'%2IG,QY1'M"R"P(?S=H\D&3#YK\U8QSI6FJ4D=X"DH\9RXF0B4YB8W,T(9 MG<7QCB'C8[MWTSW.@\X?<#)LZ<[.XWKWKJ8%UEAB"UD"@!G$B(SH4CA.J.* MS,IDM3CZ8[AWK\>VZ]R[\0.X=[.])-GNW0!V3V-+@U*X2:4PD9S%.26.6S"7 M=PGG]WW(M'KWW(^*]//NQAX0&W[O0"/(I32_T@9RMUG*#[P6)2;Q:UO5=KR?R%;2B=Z I1.]E64>AR6J(00E-5G<9S9ZM*^"ENL/^ MY9]$$B=ATP,?[]J6!O_VG1B.//5]W_%2"Z$X*#X=J]Z:0SV4O'TFNH)KC"I MX)8P)2CAC!9$I2C[+9U=X(@]*[#_8^(,'B41R9**CIHD&'3^4_0]E_W>F[#_3*M,8]A5CMB#87F2(2<_LLSVG.G%$V66F7^"/"]EY]<:X*VJMRMH66_9%[@66#M@?/BX$_ MKPD]*XAI]#X'G"^..8,B\ S]?C+[>YHI13HE1,5F&$9%)0SBSR@(Y]R9 MG<'?%4/G&@#>%8OG03.V=P:_=_R\XV7$?83:(Z'V2*@]LB$AF:A<)0SS66)-M"3=)3 J6)T2+/'.Y4}3J%2-%QDP[GBA",Q:#8*6,% X^L53E&;>%X+%[.(_@ M+%UF4S5):#:(M^W1"Q5)MSN$MSN@FGRHG"7%S25*E.DR)DBW%E*!,U2HM(\ M93RV,.4K2.P[BKL[89+0O4{$R-[%HYKG:92$@H@O4$H&H^0IA+0_Z_J/$ M42/HUD\D@/Z9 TW/9P:VU: T4/9@.$P!I.$C"IC M^YM?+1>(&=IOQ)2U]18#EK28GH_>FK(9#^7E&_SU[5(@:]#TO'$:4[;@Z5;G] MXN_39E*ZR_XM_E9B1P.HZAO.%8MSS CLVRVI*$Y^J"#+9E*"[[<;)$E+XJ M3_?OXC8M?)X1[=G,O[UYH7TL%4WLCAA;QLL'3&X@[VV^-)=W>W&<+?]PD MSL[LP!]"S[L_WH8O=___/M)='3\Y?#S\?Z7HX_'^Q\&\.?!WN,5Q(D6:6,G MD^(W,,GC:@+73:KHH,)XPL8:._2/,"7&[!WAT,KSZ'TYDB-=RF'D72+>TQ*V M9JN3"TTBB9GU,21(]-$E8M.EU2[0T(?.^+&D0 3184@+&MVZI2D3ROIK]M@V/Z&MH&;D6/V$79V&@$WNVU^?@'[]K@B7IT(65\!,NVW(&+F:[,8ZIOM95G^ MH&;71;EBR&]]WVQ7#*6^T&IY5F=&Y2HB*,4IXGF>82Q630L=9'KN4)[X3S4\ MC*DY.$/?=',T.JY&![(Y^UM5_XE%9N6XG,CA$8!D+(SZ/PGHOL?2FRO:W73%C;_G>TG"[EU8[Q&&\5!U]5;188=JT>UL M5;"G-<%96;#LWF7!GEH9L)/R6_1{YN8N7'BX5+]UNY:^76>DK0$^ GNU5\)'QI MT'/;D_27BS*!I9X_"[# B&*:6M13%K]J:6Q4D&R%>?D7K]E9%D4,0PH[5:@6E M4G8X"]PREPI1Y$3&3!"N,D=4RG+"QBLE5^[2/^1HI '#&OO.MO[[M_K7VI]7?)ZQ]X;ZBN>#G&TYV'9GN2CD9C_?O0T(^2@(F!.I9$IE)!<9)=P* M3HJ3T@0C*> M!WP,2= ,9,6CT5?X4-5ET-&?)/>$0[W%Q2QR-,,%&"2YEH3;J0B(I$%R:D# MO9KFE%NY'55Z@?MN+R$.6!GX=%,MC7P0YZ$2.X"PL*7/"L(>1G;T9WO!(G?14(AEE9U4=1FH-[NZ\XWC9UL2@#%>-H:!%QB>RMP$8=P\8$\6M2E@.&K&@&D+,F(45J-6$VI3GC MB6'%"C!N1B'2(C 6@Z*(S0&A_8&V?%3;<>R-)'AE6I8!#80<#8<=7G5P)KN\ ;2\:VAY&TZM9MPQ3C*$CG_CM+%&YTR032.QRPS)C5MHZ;D;3WBQ4?C^0) YZ=_ ");S[D>RPO@TAJ3)0D$:[M)XT$0[E3N2!,"TEXCDHX31@1.J=)XF+&[4JSF7]J67KC\2F#/ OGL@$> MG\[>!GC<&TJ4-88D5H_RM;M(LR9.MZ>G(U1_F3+UI6<33$+\2\"I[&W QPTD3V89CSES1+,L(=QIP*:"_M,I+D1NDB*[(\WY(7_#YX]ET8RP8T?GXJ=:AO\@B.]-ERXF'T M.!:GF&,4R(TM83F-A8YXRQ6Z98"P/L01_!R2)]?@%\MP?O^$*FT;D=1#:*1G6"+%M]J)2CRV^MV]PCE4A]=AMV\ D'*W4K*R=BHI!"@ MS@M*P1B@6(6 2Q(+853!7KE=O9SJV 'DFH2G-MKRV$X^_O^C4WIU1\2"/MVP(M[$"EWF L7!W=XO/_]0!N5G7YKX-&CAK2V+IT :L#5C^ @[^(3VMO*MAQEN*,@&\X%'L'&B*)G*K1" MM_70;?V!!50N!:IRHC,$DVX4SE1(LM)(>(XM44F1'*OEI"W<'%UK?\V+92R M 4L>5/_\BWG WH&]SH^:A9L8:E3+,4=']:!PS0._8Q(0)&G,ILL2M%A#8 M\('##Z/Q#X$$$?,,TAQT!VOF[.],J.DPL3.Q^$]M@H_HPLZ]YM=P^?FB_$5/6 MULME[%P^/1^]-64S'LK+_ CKV[$T!M2"!<];V0ZG[#-!_>V6TCA.,EJ5Z$?ASMT<-[I\7+,0Y82>\H[FWG[_ZT M+CSI8+!OY/!"7C9=$_3%;>KWP)/E^@VXSSH_34I?P\Q^:.7((42OI?SXJ<9 M_>)8W_"JE+&;?K@Y82EN%@+I+BX%7KRR'5^5A#<[_)D?N 4V^1S&T_P/<)6>M-@WPV?_M\/+IFS^Q]V1/B_K5?5T&QB;8]@M%&R%_T^&^Z__)-(XQM$[V;MC=J7^-OO1HY1'7>TB+8Q@??E2(YT*8?1034RY:0?[F?;3(<3/]K.P*E&S0Z-M.[]"W&LI.=O+LGS+1+M-F&POQ2>_0 M-:TC-]MSO;3G]7S/]JF>1\U9-1V:2&&_5&FB$>Z)+$?M!'!A M]D>C*5S2#*13>\!{_BBFY#_1 >!':6EE'8',AYO>66W/E.TC%@^BQ3{(=Z>RM&W6!FUAL%PC\.2[EJ^O7\M7/>]$7)(WK:+_;EP87_4+D7O:R[FD]5J5-5T MXC<-M+ANQ[%,JYYT) <7F)]&YO(S.Y'AL1{C+N(5N.IG6=@\'=.W3.QLI MB7R!8VN.Z?EX3E@6M,!SB0PPP1?@M>7HS-9P)U!Y,U5_AU%$D\]{\$M7:CF- M1'79__G>#NQH:YP2'E((_%$OOT,UT;O8=Q5W?BOXK?X:\O_@PX1]F_FK78-9GU@LO'=87;ASM?1^7Y>%C>9EV7H<2/N5X:Z?CG M'N>R::=L(T0LV:3/U_%R6L8IUW("[B_0H2&H0!'FO;,[BM/R_"J$3_*(=#A+KWLCYOHB.TET>>Z.40<&.D M]Z+7'9S]\?Y]AV+(#Z?6AW-[G:D$+@58;T!3RMJ#-C)I=]M!=0Z3NIS=VC]M M\,U?7[RP/5YV7TQG JHTWT'B-]^7,$,* !8VJ_%*RP8,_#KP@_UX M?!IDV $!- PK2[+HFV@=+1}^QC4H ~5E[NVFAAQ!Y-QC4H "U8V3TX5/?C^M4?[P\'?K+U+^&=[?7>FWMA65X]>GD/=[[BP0!KP%E?K-R"+OQ2S61(SPA@7WX\%@]IPKU_5K-P " 43[M4#I[HDN0?;,;]E=7OU_= KQB_AR$T3_>1P=#"T1\.++UZ>4*"1T<]M?O;5\E

M"PQ_C7EUE<*_EEY6EE[\>^M(5Z":_2\0BT3]P4O*&2Y$L,'(5*WYA/*R1K7 M3/4$%:&O=@A\8EJE 95/%(H7]/^!&+RPW:76DPNLT9]V$GV5PZDET]#5,'O2 M3'G$EP WM^HC+$5;LA>%:O]ZT-N^5"C"FVJ KQC"(+P"9ZR&H7]]08-Z4W[M_MT6&,IXB-'< DOH*^B)[,_1ZY8-8'X.U**$V8AA%6!Y:NFM&Z]*C%5#V\@A MC%&.1E*5S7SXB(SPA'.&[9\PKE.O3\$KSDO03_!TLAJC'H3GK E@2D>ARF. M1AUD>_*![_&4&39Y5L'(.>\E%$X=.&U07,LIGT9(G$WS[D:XDEA&?,"_;Y#G0FB<3?TS_%.\I MM>V8T9@:!2C.='[K# .Z@3:]'=E/\DNKl7M.][U!8!0PP '<>:Z\33#SO%S# MI&>0G:$A]]@R?AEL%^CX=>.(_%=C457#6!7 Z1@AT-<@&ZJZ'+N \;TV. M.&](.+'J.ZPM6@"764E[C6?Q, O5(W%PPW$XO/5/(NO<4>)O< MZ[?+@F\&YBC-YMP/W.+=,2W3HRTX!8D$F'("AF#K DMH$@^N87#5*Z8*[A]U M0T=*6Q4],,S]*0YZ6,H.=(O?77,>B[.SZU!_6 &@#"2WV6MSW 4R8VC:'MM M J<=3FN@>KCFKR/DQU^KRJ!3'$QFQ!9AM(1BLZ4I[AP[L MD[\(M. :=A=D]0&>7BI8G9G:NW>P QL0$"4L@Q>_L)K+6C>BBE_ZJ)T%Z48/ MK^D7=#80N+8\QVM!]VC=!X 7=:FFZ.O!4:VG& [];G5>@>\OR&OF]0A=RMU7+ M(P2\/+=>A>)&\9QU-32#GL7$;I9K]YV*[+Z%=8=8O1Z]QGV'!?X/^$& WI< M+ ^"62:N#>K036AI$%2,:1V.L19R>78[P-X!3EEGQ-[^Q8S/R_,+F)5RZ0OG'L0%4\+M'4TT]/^'Z= M[*W:^GCV,T4I95 J7!*TS!98?%259@;L*!31WJE6 -<*!JP!T6]+O;C%E-9QA MY\$O{^98?M74N]:=^1)VY6^@/0R;JE,+4948(CLAUP^!+104%9!'%G @5YC MGPG8UZ!2P[3@=;G!3_5LIOHO,=_YPZ4]HO9KK10UHHUU'L]M#B4 MU#.)A+RNO<%?=BWZSJ47\Z"TH+92U;8]]P L_7C;D[]P!>5\K:F R+%%_M- MMH_K)3 (6O]W _]2EY[=[/P 2'.IF7B\7$'41.,[^MU^<*W!EZ[VLML(SCT/1 M'Z>MMCN:S%U!.+GZL[>N6ND2,)+LJ/%]+75= 5'-#%*##?]11P<]K-.P>UN8Z M.& MS(*6)Q53X?V>OC:K9WU3$@W;8.ZS<G)\:UG,/U@KK?W^.!9F*T?S MJV91MR@O'1F^ZY9")JU+'PW@KM@>K:(=",JH*@/O7SU;N,J-(7KUD:-7>8A> M??3HU>><**,L0@3;,W",+.O+IT+;,=#.9V\9+2FBK5VA0ILNY:[8:S3S/%U4] M!,U[X;'#Z@)=P]X7?EI,.SJKILU,1^V<..AF7CB_0LVGNWW)K^SP89T7P^R-M4URO0%]_"<:(SZT#A_%+6>@*.*$*?4I,=[TG]C3VONV%H.)FC:-!^VQPV#I M" U^M I%Z"54VUYXN=+X<-M,S]FP$/&?A\Z0OR$!RW>,>6B_YI.9?4 MQR-Q',KX688 ,K1U2WT[KX:@S+++ M_UT\$L&'SQZFO>HFVW&"ACL$*_,KV*&M1(0-(+VA)X<8F='NN;]G=,5(1-5_ MO MWASO[^N^Y/HBZL\.!]Y72ZZ>,,<[I??[PSAKL0S5G$VFF&D%Z?DS7NP!@RB#Y M1PL.5G3[EHN^\LZB]'<-*[6B(,XDLV392@XFB6>EY46YSARYXC%]T0"TSGN\MH"*M\QVW@,.YFW3RR&)0SP03_F=BKCLL.D$'3+.WXJ7N=*IF!J%R]#2^XK. M[/FXDQ}G[9UMO.YPZ/VFO6 <+(@M&"^>Y(${:#=+%+OBT41BO!"?U\6E/_:.M$YC=GW;MU+P#"T,(AT.+9RUQRMYV9V-E;0AZLBX[Q/V>6'NR)'1[,/K4Z.(! ME3PJ]8OFA(FR\GJA8S_?,* MH;Q%\+#GY?2\QYS!@GE%\,/10I1?=%SA >B^SQ>7?8I"]X2%4*FZ56A\XDQ3 MC<\0+WQ<0JLZ=>,<"!7R2)["L\"&G.*W>L&T6X@J6PAJ6(EFP.GX$Q=_4N./ MGCI%,WFBLU'V)TM@+-KQN+=P]51/,1YEIL69[N!I9CGXRT;5B"Q\4]?H-F]C MNQ9.)QSM]V1U]8 MTJ,-T6FMG"F:L8LTX.,)?(j,/TG[WMG8@LV\(M76G5"]0+1QP[H#V+=@WZW& M=[!^,1C>Q*T\U'DA,'A]Z_UX%4'W3Z'I6-80\KHLQW9"SPK;*+7J/_Y9+K? MX?IVZWZ>!4"U,6F?CW%2>]*H=YD'UV@&-*22CQJ; X\(R2BUZWV<#+>)(QY MP-7V]VK9MEW6T61O-V M-A4N>OT*)O#]YUF0X-ZZS>V#)'R"Z+JGM$DL0"Q=&*1WTF'@<&Q29RC!,^UH M:N?A4NC-<1CS5EV"U7+YE.3#AE/I/EL\M)Z\@;?/"_^KSYY,IPL+SCWKC_P MQ+(A9@]"G(,KJ$?%O#?JUEESW;6?3631/RT?.!Y90'7GFSZD+^W?J$(OK%Y M@T#F(PNN'I?·YX2E4T \/!*D\[T\!8P1&2\2EO,\2>?S+D]RZ?G@=,#IU\))NU.7JH1*)WH[#FO M.A*%??6Z8I>8-M9$B@04#"P86 -&*,??2>GN,'$=25SXP:F)/JSJ(P<"#@0= E%(.X%,Y MFK8I@JTIA+D45IK+9?8[E5TNYVH6[GGES:?IN*XET/%I7VADXJ5[O%U!=X/+ MNT_.H=#A<7+%A_FV@RVA:"?U!)7S1 M)YUC%(Z9R?*%1^X.*R>/Z>4RMAGC88^ROD(9YIYC'8N17_DV,=X'(S>!ZP/7 MWZ$ZX+]&)_ YUR8ZLT SK=.T/Q-K4R1F'&O:>B&PFV<+"_"&_K0^J[80_#M0F#L(*,#M_X@I7R0TY$^P[C;DKRS+OH$S_X,5C 6OFU9#D_8P: F?Y8^A:HU MD@>1L[*KZ#.>MD%MTU'OO?(1"N>^%B#*;U]W;%S!&_5E5Ù/DRV\'43<(D#V3 M"VM'$3S_MVT::M0U]&?I75[T35$_FQ3_^X>@?0 M#7CG(Q%W-7#VWG>:WS++,STK+1+_T,31[7 3+:8MM5&'OY7O+VL[Z"ISM3]G M+RG01>=U^>@T6L5>5K,V&LHV>WGHG+VA!0T^E8YZS<)L%?O>&4ZL\ 51+I+<^?M7I06/B%HW8_L)<=LZ6DY-,3W7FFC1:_6VFY-7Y"5556O)W[,IE]D4LL;EE+ M?0;O&?@PW<6"@+_XY.E$GT6+U867'KJ^]!\&*<&3_VR]*?EW&Y?7_HO:J.$ M_:L^M0_U\;%=WM+Y>.@+"?H^+A]9#J.QF=R7B>J/_"V5-F92ZLKAJ8KYZS%ID[C65W\ME/)1>5/!.QH[^YF MQ,,!MJ4\V2>#9\&"\'A^?D"*8>FZ>']DU>EHSI0^21?4(%\B>)8+MUC.K77A M^_0 #XQMN=,S.1Q:K+ZVY.&?%4[_Y=VLBF5;R[,Q_8E\0G+,N:C·$9C5WL6\ ML\7^4193NG37V\I7E.V<^:JZ\ 0<]JY#"O!;U0 MM*#KL&.Q,,;47,XZO'1E[#M0XZ8H>IWM[.SL 3G<8[=/\/.LX>F?M.#H9 MXK^_ IVCGG9FAV,L#%HWBU$ARDZ ,V85'1"-!Z#) @NH3L]L_%.Z@R"O"<1 MW59XD']:'1[A[:"M9-.S=:WQ)1<&@2L"5]Q:=[EJ;G558&<-"&17N'BIX%#Y M]ZD$$3KBHZC_GC=.&7:,R.9V<534RCZ_'7D^US_/$9BP:&PKZ M3,5Y#H:"YG7K0CW8AM@P04\Y.A]@HLO2#DVPD)%WS9:'^VBUCZJYFV5 M0"Y*)&1/WO,,ML426JTE% @M$-HMNZ&@)8[,CSV@LL7ZP+?/T8KON.P)H\'7 M'F;UV0A>=%JV@36S&B-M5RD\NT>GQ1+H!$@MY^%,6IO9E1[LDMYE\P4OG\BB@ M?V#*V[;D@ZWO6Z*V56RZPQ0Y1"",W?O%2OMX)C.FL!5_OFCFV-Y,8\M9?><^B Z^\(WB,39^MAC^6.IW>1EA MV1P?\ XO6/@[#YZ.P'%W\W3XJE9R-/M?3OBKCJ^YS=T,OP.Y'N&[H?7G[#* M.US^BVQ*/%9&:^/G-04)+ >B(U_1S-<:M-BAN748ML%B4^QBUW.S+S'ER\MW M]PYF!<1,7SB>]%3328/LA,/!2HE5[?O\7>V.=9](T.?CS5BN]+E00V{[>L;M M41_ET'!TA..,1]/51M#^NRV%7,6ZQ2MW55-%9E;,HN*O']BL@VZS*GF]B.O>%M],=LY3EZZ6HNRTZH']B?F_C1P5M=R/*VU#PYK$Q47 M.5AJ>/ZD*W@@2K-.J+^Y>C+N_VV,K%%1ZD&[>+M=8!H-I M5?LT_&X0CHT MG0%G%]J<>FOOJP4BE:.'\BZ&EZ.HM_D]-36@UY6_(+9#TCH[WQ$?U5?ZQS9 M9;&QX5J?CX"M4;#V@3#O9\,QYS,2X"77&\;JT!CT4PU+TV7?M·$7L% +A(>M M@"M?UW<.;/-.PY,S,,O:+-GR6W0.#S]KHM:A\!_3D8T8{9P> EV?L>4/MP3 M](C8876!D11#WTGU;.D<"0=Q=8 7-@K+2X*XCOV%%!AKI:R]5Q&O6S_JX#AK MOK6<&Q,,;47,XZO'1E[#M0XZ8H>]W

Z48_#LO#0:+>>ELS(F"=UZ"#/5V:8V.VFWV M'AS6']8?./X7P;C13CQ".4!O>]$KK#!26X'C6BT7. :.@6/@N*4X;G16&' , M' /'$L=M+;^ !/6#1.9##$$Y$?CK"XU @"(_#$6@L3X%CA,>!WQJQ$NA%6U6 M&#@&CD^5Y\#QZ?$4.$9X'#AN/D^!8X3'%\+C]+=H/"G_60N$SM[MTJNWOJTJ-MEL7:._">#4(O3? YAEXZN@B#.+O@(1_!;^2+QSQY,PTWY.L0<[XTNY;AG%WY M03H.O:?+VY _+A)$%'0);I_*'<@G+M+,2[(KN?0+\;[TLN^E/ PBOD*DV3*, MKF$89T<([A]"0Z-K]C13M533[KF:91FS-0>1F/B%7/J6U1*@M*FL"7J7.);C M:ZJZ/.(KK6Q1.GYPFO(@2UDP&GM! (O@ONJX.XJA_",#0>9$06JYZT3 @7*2B MW^I,35-Z1H\^9GJV;[KLO1=%7C](67;G9>S!2YE@KL_BB"5D*4>,/N,#3W9U%,[CA1P#>]:EHF_L1V+42#PI M7_#OB3\4:TWE+ [0KUN=A_""FP48T%7J%G*6H%;2[*.$.UDBE<0AONE/0DO@4 M_P_POA9X]?J#=ZE\%B,,1G'&/(&[>!C1T#XCB$4D_RD;<2^=D&@+\?=CGC]Z-MY]W3)P)KD>\EOOP%/2A^P6BBZ2)^O11_XG]?GW]O$ARW)B@G-#,TPE/",5_>)$WE)(L(!GP M>U[HE35K]=@DY,>3D*63\3@?7\)\N4[2$OS>"R>>A+]0&'.Z9ZI7Q$RC)WK7 MP*/!6) Q_C@()[ZD3W1!A)PDB1A D*V8J\! /BD_EDM.PNB2?#.R)6M,KACAJ8P7=5 A;F[?MEC!%?)7%+.U^,D"%GQ8[D^UUK\ 1?BP"8E5,$[LG>) M]8+I+$$)?25T\Y(D^3CTCZ&'WU]-Q2[P^?HKHW}\O7[M"8]=?/S]CX}??{? M'V_^_/+S9LFYFI)&++H?,EE N=M>V2??6D%K/(\Y/(<.$6C^@-T]=@91+\TJ: M($K).DF_X;M YXCR?/24%S[1"-(RK[XFF/,U,OG3 M*(W#P/<UB*)^&F5PNH;H6*>*$8DK#&T@P)EVNZ3>*1U 6D0PG9"B,6$MQIS86^X7[I"I5+G=.L MPI_I;A+,&DKA@9C-'Q6ON@Q(^P>#+8(J&/E'SL"/:Q@HU7!"'Q.]=SQLG#YA M-Y'QQJ-M0)L5WJH6BGC&4D&6):6Q15D\D)@;TU5<4RK4'CTS$.0W;&WNJNH MME5U+"-7FJ7:R#=HNF*[]#6-8%!<=">S)^0 Y30%HC4T9,0<8\9^MGL=Z1) MQ#KZB2=?D:]'Z#2/:>[R@^09+1$ZJ>{=U8Y63H%?3)/X6·!,I=&SHT>/>((G3 MW!NZ)<7%$T7HLHLD+K:@Q*&01AJ08A_23I+3/M%/R$!$PH6\(P%G_SLAP **MV(487 O=V[REQ$Q=)S$_H3\L";1(.[M=-=7E&A4DLU3+OC)+X77PI7\TD8 M&E]6DLUI1(0="'TO!BS\6KF%O0MN,\&1D? Q\UF0ERNIGZ9$@5! DWCK\Y!6 ME#N%8IQ\"O3#Z;Q(D/F GJ ETU;ZJ**2*G)M;PY_]+-*>]3^"%](/X]E9,D,:1{)C]Y%KLP8G4WD;C MT@8EL-[KF?K^QSLF@NO4&]/&R*/O$J)(*M)':8<1D-CY$Q+7CA>F,?L[BA](-M7-/RJ\QL(!?.OT V?5$L.U-&"(DAA.[&&U%,]JH34@R0%,N^U11"R0+6R+.:MB[8Z8L[2M7+9]TZX78;A>&((CR=[1;IU2'K6-)*9KY'=*=&/*()][4 M9)747K:GN<4:E#K+YXDTE->\)/IDBB[QMD>LOEU9DF5?*=3&BEE+H92N!=Y M>%9,DL;7\U4=P[)2A"Y=7(7F[+&*.HNA0/PMR4G\(.-F,HI7[*O3@@WD%:QR M*>'DFTQ$W)YTS(AL2SSDDM>2_(+LXHAAD)6AMYFI4Z9"'3Z]UTMR"9V^H?BP MLH*<;<4O-Y]ZC;TAOXC(\2I7_F8ASBM#P7Z0T"Y;M L@RD]&T6+@?.SYPE>; M!K^[5I 3M;A6DW^P L9,<[[JQX^"430",*IZ:.OI=HJ>O/IE]? MM/3%K.O%@.+=]%Z2Y$U^V>N&#}Y1>O?EMRL7IDSD/Y.G%>@8\A\ZO M>,Q[,%'7Y&J4),W!N^8=R#E[<#QDGL3P99JC :_(&'H?A[:3(-50:HZ,I}^3.$W9]R2FCW_[0TX.J)I'U5 2.":P)M!^HWFJJXJC6 M$J3DIYJ]!Z#8IDGE-_QO4KI]MC0APSW,$]T^GX%J829CG@AW@U JWU5"FZ7$ MU."6S'*4E**ZBGZQ28Q% ^H%'O:9 X>9+SDT5/^)X\Q\.[H@:/%Q _!UA M&R>SD>^]D.8@?Y?.C[9VI*D6>'VQ8^U50#?$NB .:*NQW'O'$"Z5ZO_;I\2#- M$B\+[CG[^#CF40I[OZ@$T)RPSG*>8N4XP7E]E 2/"&[^]95'#+[TFCK&AGM M*5Z7'01'<76G>-"=?_ 9'D-/U]=[*'06^:0XC4C5!L69ZYF^>$2FFRVVQ01>! MR<\148@_1YT=>5;[D1L1CP+)HWT]L5PS24(S@TFO6U%<\Q]P3 MCVB^TE&>C;C>5U_P .1KO$? A(HDRG7%4HE!.Q()Z"KGNM"GW0AHAOKU-:?3^ MT[)SOH\R:S&ZK_W_3-*,N/CQW>>?'Z[,#*LE4DB17X7:?O@R%5=SEQUV4W$< M=P]$B4J1GN\'Q>VM(**?CN1=+H4E_);L%V%(#)5P6LT@" /Y!8#+\|KH00'& M3DA.]GF)24++?_W#U77U2MR/__WZ^COJ@V T27@J/M?TJQ\K PNK\$5XZC3B MTDOD6·I5"T"5/RI>=1ED-(O!9J%Q?XC.7E?>E@! UMSYJG#Y1-Y(0 ,!U M9G_1-TY)>';YXF\=5]%ZVK)6L@PR]$ZUD=;YV+JEJ)HI_7;3*\)RPK[/K+VT M]{9]MA8$$]9[8>I7>T9C;TZ'%O(&,_ M8K6W84RT(<>"^)?$8;_$,*%01AIX&1_&2Y@/M MC)O4,9#1!L0+@5E%? 7^2!A%/QCCUR@>F[A"B2"]M>I +[$Y+/ MCA>F,?LBA\B$=6.90F?,Y+8($N78./)_Q+#"B<\DCMC7SC.07]"$I&>YU() M;I6CR&>D?2-II)$FB5 YL\D%N>B]-7J*I,G/%C3WN7+V^ESNO!>ZUW:*Z(BI MG@F"Q).DB(4NL$:9J6WBSEO=41S2ZS2$X2B&K>5#&+UM0QRNXC5-<7KR,9JM M&)I;3%B3&B$3O&>\] (>!%'^%F_97_6#>S8(267^\W8 M&_*+IB1!FR372!N+KTO<*^>.%'Y#W+92S:"@Q&457!)=QZ#U=BF^OQL)_CX9S MB7]!+A!%JES^@7"C@]NC\BWRIQ?$FJM^_"B$3+3%F)X\/U8\7M;TO93?$4OE M/@\6NKYP6DWT+OY?,.=NFFLH>9,G$'JW_E++WSPGM*B3<4\FTH>R#/W]0QX M#IU?LRO+P41=DP90DK15EK6J\7)L4EGCK,TH/:0TM1/*U77LA.9>U>#TFZ3 M.$D?\9Y/3Y>7?'#7.*NLG.=*V0GM.U?>19&OC;/9P94W&,232,Y71-7 LX5B M_P=O)^1)V>(*.*?R"MKNV-V2A,0/PDCE;9%H_)2^30L6D#>_ RJ&$DT<^$2V4 M2.&-R+>*AUSR61(_RR.OWD .0O%?,T=/6N@_NS?=LK>#%)+EA@]*U8VD^+'@ MXN5+=7C27[/#D^EV;6MK_Z2NJ1W:FDG7NHYFJK, !S=JZCK/F(-)&V_T=4)? M)_U>J6^3AOCN.@,@:Y.K]G5:=[JHZ,3M!4Z.J&C$V""CDYUL=LH]W* E4=' MIZ964$)'F+V%O==3U">WFO$M3S@MZ:L!{WQJ^C*;;=,ORBO\'Z.D&7UL4L M-EZ%.J;B& YX#=C68+F ;>4B18INZNUB-0) Z.@$'0H=>L2N>*K:LLTC4 MV-M5IX":NV6=:!%R <=G. UH36?(=MN[W@5;4^9T<#LR,"R\9CM&8CP(,S?#\' M'9W0J 6-6BK*2V>Q?@ .:M4!10%% 4:QO_>;LOO/08D6!CD[HZ%1++,8P>+5L) MT7C5G->6X\6: MH"VB+G:E5LEXEM,5F!V[/CDZO6JHMN<-$9IZO; MVXO.&+U#Z[T87K, AQ..>P.X:I6&ZO MR5S'60, W%X]V%=*X(^1S?\T'A ME=.'4ENUIJ,H1[P]? K$>5!\9F&J5#4E#CUFA*6H=C. M\?*$3J^F!!0%% 44Q\ZAJ,81SR7.U5'<9O>(S*#Y32VV,9XU6=V5H19F+==AM2.ZTTM36_K?#80YGV< M9N(&_++SM4"&^6B@W;5MYVQ+2/"74>:9A"A+-_(\?I&Q0D$;FC+';NF%&M&CRR42QK5O"%FA5,W!%G#U[*.F\M1^DY{CD-,1[":3WT$&1W]+EA*JKJG%<; MS.BRG_1,$ UH@Y!R,96WND$#:PJCWSOJF2)?·TX"HBFME?D3SK*8T2*F/PHB M=A^'DQ%GQ,^#,!XFWB@)9T2]O[TAO<^+?+$#\\7@Y?6 <1+[DT&6*HP&?^!A M*Y%>&C..NTXP'5>.U·TD1+64F"_CZ?W6D_1'/5P,&F*:AH22U8\0}3\}GC$^D_LCB2#)P7V9;D0 MSFZ#A#3"W&MH$#"'+F.;UIJS9I^UZO;9TCH_^J3:&I7\!^)!GQ<++74"_708 M!;=DRZ.L5 DT_RF020#X&%9*Z_BY$F.M 3TG!B#.UHB#^>5PP*Q:.![+Z2W MRI^EY4!B4FL':K"'N"'Z!=%08,_SB"=>*-7QM4^/!VF6>!D)(_OX..91"MN\ MB*ZTI-QPCG+>(N5X0,FJZ"MU@R\T@^.X C:=MYJMF)9Q+M6$KIW-'(}EVZZ9 MBNU8Q8/NV9Z>P[)^(L3LM<.UCD"!2YKBH>#H!B"GOF,9S3R}XRCDJI+R?CD#_M9A'W@XFZYO"(@).D)VH[4?&JRR'C60RV*$VAJ=86<,ZUW?LY%W?'PT9[C?+" MTVR0>R8G0/C@,R#6?.LR3*.'# M2>@)/_F.C\87I,%I,SL[!RH=D#QNU&?78;CL*\F7T4QXL3L68Q5[[S^C0/S7 M348?ID6 .H^_S\)HL71S,EE/,V/"79#A*IX_H##WC-:1>4%1O4'Z4/3@*$@' MM"?WA(AY/AS]P@GN6BRO[VMA.<.0<^VUQS?:HIC&N?/P;1C24",V_%<"/[: MJ!1+{X);&0,SC23GT4YK1?6YSAY/1*"@0XY&#],"162.X)XB#3'(M:%<]A7R=A0M0C+.CY? QO./H>">.2^SY[&U/[^5',S9AC[#Q5E?LXB./V61/ MY@]LE65C,BB6Y98/.\L/5U8@@%7-3UG_GY8#KKMRQ+K7><=N\R!\Q YAKV>K M:]*C%,.UGV5?3=W./6:#4$Z+*,SJ**;7\MO;8!"(F-[L!%0L2F8EL)26XIIZ6KFT9Q:K&WCZDKNK,"@N7#4D?? M$PXBJV:XX614C#*,8 \A"':\!U%&3P1:/'.*,)9X7# M^N^)+R/PZ1O6Y^07MQA]. ?=@#UOS:GH'A#4S17\O34L\W#$K> [B+TM+8PK!X!W]C <#7^O?511+]KMR]GS=C7[O,.R>VUUKBFD6LJSV%^[MBFN8*RG;*CD]U1-,%OS[0P+@?#]];P]0Y@ TL(7M<.9<\,7N\RD7GHVE8,VUZUD8ZBJL0^.G(A<&T; MCL1G#W'K8\>M13SC.;KKR%/"CG-SZ+R2EZKI2L_5EB'HS4:306A=_?>#XZ[M>7Y'<"4^/A,Q%NZK3[NS22J,M=D8DMC.57D%.M^.T6/A4QJLN?@F7BB*Q,K@^MPMN'U>OG2D MN\=_O1: I?IY)V[\'/_LXTJIM0$>V?GBQC,6]-15*VW;..0W%>_)T$]E@(K>,.!K:K_D M=!""!)2T=-%_!#1&H:TJN@NGJ1YI251D68N\62I9H4\]@R]2"A.HI0G/I-T MO(U#.>EHNY6\3(6Q? 0$%PN>",LBA&1NDN4+V@Q)(8%K MA5,2BM&0]PE$O4! DH@G*]%V$:XP"FEPDL+.4TO21K(K8Z+HF&B<&&G=W9. M-,/CL3@IG'ZJBT\'D\%DU%,X7)·R.1'0I2L>T*WS\Y+""2 MF#^N.N9Z*YKOOF\3*.6+)9PL>]5^EE1?,Z]%/LP;3VE-]AVN8ALV4HOK&'+ MR-&"HZ'}UTP515Z,<>E,2!BO8K%RV-F9T$P@O'LO"$71XKQN99)'*LHAI)6^ MG? P5V?(A?B%N1 B'H.,B)DNS*-HA]R:,!7_E=UG:XXMK:/JOM]77G6:G,@ MSV/Y_>0[''AK2:*4^+1 $P'CA?JQ8Y$6&&7"_Y/>[]I*=^N]_IIKL=:[(P< M4F>U!M-N]4GQ+$1P2.'%/=TJQRHN!SNE4V4HMD8^56>ND.LZK>-:I(PZSOQ# M>U\&;A>:E[,R6BW?A]X?=!5#74G6797XX&^[L>GO]@7/B1\W_L"_JK*_MQ3+W>*5GM1A>/D57"M*YNZ M!\9LQ;!6KPAJBF&HAZ&*T+(\I0HUC->B37P;1[0MY.D@"2 IS"4>SF.Q+@^U$ M#L"18_6+C2{(SUR]\&LN>Y@5A,=MM:=RVIGYUN/9;7R6+,*H>$"35(:=.TA;8MW M8+B4K78H6[E1E(@=&HJINM.JGC)X2#J^9SNK4)752RK=V#[QZ#*<>RZ4U63 M+(N]4S57.,W5S,6,G\UGLJYMK;%1JZ>EZ=RYIL=Z&T]?MQ^.I@T_'<7Q*(Y' M=QV/5KSZL/9H5#/MZCI[<%HE,=K}\>BQMF>NF[6Z.MYYZ)5LU3*2BO,?=WR MH8K*,C;HA;D MD"2T<5XB\I\=YZ0A\./@9(OP?]. E<]+11>TGMO+$ZIV ^>QA/;PC3"N.TY'M^XX1'VTB6]#8ZZS1?.@L(%'%>D0+!+_X 2N>W+T1=P@OR.]J9Z73Q[BE\'D\%DU%,X7-?R.1'012L>T*WS\Y+""2 MF#^N.N9Z*YKOOF\3*.6+)9PL>]5^EE1?,Z]%/LP;3VE-]AVN8ALV4HOK&'+ MR-&"HZ'}UTP515Z,<>E,2!BO8K%RV-F9T$P@O'LO"$71XKQN99)'*LHAI)6^ MG? P5V?(A?B%N1 B'H.,B)DNS*-HA]R:,!7_E=UG:XXMK:/JOM]77G6:G,@ MSV/Y_>0[''AK2:*4^+1 $P'CA?JQ8Y$6&&7"_Y/>[]I*=^N]_IIKL=:[(P< M4F>U!M-N]4GQ+$1P2.'%/=TJQRHN!SNE4V4HMD8^56>ND.LZK>-:I(PZSOQ# M>U\&;A>:E[,R6BW?A]X?=!5#74G6797XX&^[L>GO]@7/B1\W_L"_JK*_MQ3+W>*5GM1A>/D57"M*YNZ M!\9LQ;!6KPAJBF&HAZ&*T+(\I0HUC->B37P;1[0MY.D@"2 IS"4>SF.Q+@^U$ M#L"18_6+C2{(SUR]\&LN>Y@5A,=MM:=RVIGYUN/9;7R6+,*H>$"35(:=.TA;8MW M8+B4K78H6[E1E(@=&HJINM.JGC)X2#J^9SNK4)752RK=V#[QZ#*<>RZ4U63 M+(N]4S57.,W5S,6,G\UGLJYMK;%1JZ>EZ=RYIL=Z&T]?MQ^.I@T_'<7Q*(Y' M=QV/5KSZL/9H5#/MZCI[<%HE,=K}\>BQMF>NF[6Z.MYYZ)5LU3*2BO,?=WR MH8K*,C;HA;D MD"2T<5XB\I\=YZ0A\./@9(OP?]. E<]+11>TGMO+$ZIV ^>QA/;PC3"N.TY'M^XX1'VTB6]#8ZZS1?.@L(%'%>D0+!+_X 2N>W+T1=P@OR.]J9Z73Q[BE\'D\%DU%,X7)·

7D.Q6@1RBRW6F07R^)Y(=(J,.T66F3%_%60F/NM__WZ MZNS\}NY__M-?/[S_R[^B__X?M@CYI"!@^'F M&=8RVY\-I8|\C/PL>H72(S=H:6?

*EH7M+5AVI58$0%&ZJ1DM+90!7V6GNEIFVM0%V] M\"SX>I-;D(",3,LD(,}@^7"P+8IW8!G1SSC&XF/""?520.(M3V0,U\< 6D-D MK&$/A')?$*4Z-%MOVBQ_-6_Z,D)\-)0-*

1QTOURN6RBR'1&+,V2]"P=0O%R.- MV'M(%N,^6XR0>,:'H-[J2B^'PL8U7 SG#VQB[?K\B'XJ_3:5CS676?^!>=93 MGF[>!9,1@3J.VQA[4(6W#9P./ R%A$^5F+HJ T)(B-*

B5#3G6M.)"'Z+WRA M%#>52;HF;RPZZ?OV(,7[3F#VA5#$6PQ9.H2;4\C2)'?.S@GG@G1\XX{$}O6\. M3#SA@8F\72XP418>XX&'ER+PL!QW%"E "@^T9-0WORO]9Q,U[VPM!>-(9!

MUZ\;>K7'3@P(ZK9BHJ7\STU' :09F^OHGA#UY8L'/NCKC 54>12#H.4T18T MAEF4P;03M6)A&2HUH>N6M: ?]MVE@(]J1R9[%ZU2\M7@0M;=L&*GG#82Q!>*E*

*MM#MKNK\1/@NPZWEFK,&FQIZ]=R1/L.6FSE*FP^#$FLJT ^7-L9D^8WD%FGG+YA_J#3\#D*,45>O3A:@U_X'>;N*K^_(N>1%>\P'K]N@67UT4AX!<*L"DO+6[) S@I>UJP4 MVC-*

*8D5(A.0+BNP.5W"G7K1_3/E.J[ZC,*DN%?,Y<+6>FTJ*CK> &*RLHW MIYW*V&^2H;R#@TP-]4'T-#3^6]8RW Q/"'\NOFJZ/'W[+9VO#X*#H\c=*\"*

ME;!\+:S4U4JOW!VCN1)#K4KG7W'L^D0N&<'T>J3#]"H9>'X6/UM[H]D ^[(C MXYMAQ42-/G4?<4AF%)R[41AM?/<6KR%L.Z@) ^<^'>US!4,E:J.@,41UF*+MQ0XF(8[*

*O7I*PH\V>8'U7*2P6.B^##HDM^+KO4 M^'CDUTVN/_;>8IB5!<|=M46"XO!\QD_T+X-BS&_BR,78X[' O@ANAM@EI: L M>LNM$[0%Q>5#V]T]^>9)RQ6.:1U='O/D6PV0-K)*

XLN5@>N$8T9=?F(0> M6CI?&=319SPH<8VA'7F<*Dj=KX:ACW0R(G9-S)[0DBBO'!8$/EO^^@9!]&0# M5U[+%N5B,@]BSY9QN.$>]G\KZ(2]3;_M=S)K4M2O1WV]M:Q

*R7\DV?.RWUA(-M*H#,3Q<@VAK5XS+WGW,/E0M|G @0X&&7HD2R(6K'6KQ1!2&ZVBO\"R@VS$T5A?E-P=MMMLH*10E*V-W8R0]&*$V1+'D)6G8*

M=|=%O66@.=6Y5A;(-CGA'!3GY6;K^#&,238|7O?0715)B(429B01IVE)Y-'# M4-#.RSR8R(%O26)3GWQU?K?YZ<,G?(==2(C|_O+I_ MC035<\\IVf;G;Y;'_8X+!9^/4Y%%;0A^-*

*WT]0+;,+FFJY-FA?.1(&D;X3.? MR5T4(6I'N5<+16=TL?]>"5=2_ P'(N$1XUK M@Z+#H50 #OV9%0%SQ@/$VY/I8\^&-&F*L M+ @_P6(L7J08_9VOPQ5;!QBQ6,A8% 6%46>_# 4*

*VD&'8NHA Z50,RJ1789!M[(>)[XYC3FEN@H-,JO!(=X MY0.HT?EF&T1[/#3LGE&F.NT]#PW@19A3-QMWKX\K=L(&&2!"ZH:)N%2"ZDR8 MR3E$FO?=SLA(KSCS^RG+Y:*E(XW94"B[Q*

M)>6YDC</OH>]D_V7!.QG&K!IL5MN*G#8M.X%?N&5W*50.W#<==IYH2]1(E92G@LO03,; MB%&=*S>5%;NLP67-$)U-YJ4YP9BX(.(E3 MQ;>-O?,PI<_6H"1"E2 2%(TG"NIEI5@-*

TC9YPX8=^0AXRB!_44%%# MD/QB.,K:ACFK.@/85B$.S$4%4V9LK<2?$,JBUF4&8/\"M<)XU,.@3*EUO+^ M2ED+|^37:XX8>QQZQ]X&9I*"K?@10[WT,.D=A,"(+Y I 578&9^5*

*M1A?)[EIAU\FSB]E YG$UC>QKKOD)|\VUE6#/ZS>?1IM[/V1N:L(XJ/9*$^! M:J48!"FC+'A5/&64!5V_.QWY1%S[F7SB(:=3Y,&[T)1]$BJ_(Y^ 5J4<.P.AD1(IHU5)U1H8G.2^^*

MU)LE(Y=05.)Y<5.=>ZP62.$.IO@.@MU[L2SG4CG)M'NQG%_=|C"KX<+Z)+4 MJ++Y0(:ZR^5,;= H(OE -MO%<7N[61^Q<>S2Z*3DQMD/K66\C!T/0Q@H$#(N M?&IG)3,?5077".*

*(4Y\=>_G'KQ,/-E*9;4=..#W+FR0)X-R5SO>KAH"95ZCYX M[ID%@TSI'1,'4$6<<{>\@;:T@6]Z&RI] !VC_5%%M\^W8/^F6'|C#[P*%W4C*

MY,>S_H')$B6*PT,1:C339/+SKX2ZLL1$BU^>PPJJ?GDS_G@YD./GR_/ZHL. MC-/XV.HHC)5DW#'..$4,ST66_I>.Z*DX#O;\KB,B-OF17 8:LAQH%&UV[Z#_ M%F.)&PKT"3:.|*

*<*N!KD6MT'>9AC),<3N.!%V]9TPH1;O-U>J?!:@MPE[%W&T =%LQVZ1Z}GY M$X-9+'"O(16&!@7VJV,C)1)>C,[*J'GC@T8A9@!/,I-[%Y:R #99JAR8F[I> M0E:D;BV0+81?%29T?*

*|++I0^2Q@#T*Q/L4DBD^^%O"IPO/S;KOG<*V7Q08Y 2!$NV^8A5:6=V!6V=\@S$[V4#)L0#8>A=UEWOUESK=O M*SM#//V]cHN5RBM*1;=AA/Y0'2L"JYS[MJ>?"' M0:S.OS'?*

_'J7)JE#WXE!@&TB99R\EN1E,)04^?&%C]C#1GS"G'3S%%'8J61 MKR=;S-M:8[B<#S?JV6,L6=2+A0%[&=&@WAB+N%^<# :Q!5XP^0513(JY\2,N

*M.6'Y)U<")XPRRI;P>&\Q)=X1(/54B%H?G#G"RB=%7$B"2A&L%GN6 @*I& M0%)&>^3M;'BO1WJ]72(S"=>3&>@^>-8'RN#9 !=DH[S.PDI/IDDQ#ISFN3CUL MUJ-JTCI*6TW]*

*<*BZO]!AR4@*_O4"G*RF0(4*9%ZKGGK-G%7B2@M6HlQ)BQ@ M=QG1(%ZJB >WT=X)TKV6&4R$+3\; ,5L!;0HKKYD^MG*1\BT[YGY,VV%B0+FZ76)":IH3-^89M;R.\?*

*YL^%&,L6/\G1UVB_#[Q]@ M/LB2QQ]QM(Z=[8/O.1$ 0{1*QK#M6>OT[YG #>3', ^^'BCI'7]8%GZ MCVIS.V$4^'*M[C*U8&O91&8+WU!21G=IP)1SGHB)+V_9SV -?$=:/H717$$0*

M24[VRD]#K+P]J.$+U%'6D >BO(+:Y;?RF2\FL\+#9J3+.2 M8[;,[&@TU1G>QMCUZ4U'_AU@ =*YB>+4_X-5;*Y;AOVI@F)XI(Z_0'(&#++M4 MF<_"%4*C%OG8J&>W9)7Y5%=$-

*OL)J>OG*9-Y=FM0GQ8"AX9;_G*84EF M%M%ZL-.X"Y!%IYE93KLQ;UEZ>W(47UN(X*5@ M8UNH#4(^!*5Z6.CIA>BD8Z M#*)X,,\PE6T$_.5W>SVPSGAQ.._J0#N_.M@/0A!TE;,K-*

*"5E[O MY!-,=3-33JX-U%2F#?[C#R<$MP!'-@1.U>3;__E/?_WP_B__:CC%%NZ%6^Q& M$&0*P-D4:H>'LO+ BX]QJ)0^0 CA$L>;(=^3,A!RZ$@RNI5'7Z U'8P&%'+<*

MQMER!299H/(6&4^#&+CT A1'"/-EN7"HW[@?I.CLC'VR'? B[_807T+5=[D MD84<\X5<"Q> 8+5SP9Q$7LP+/W&=X#^Q$P^5]=IPYM5)9>5/(CDIMQDC0T'!4?%=0I0'X=A-

Q'Z.4 _-:0S5NU@\B^?HN5#M$N2$6B0Z,C!*^<@HI4.C*,0H)-IR+$9' MCWSXS-I 5'PGM(,H9F]M^&< :R)&1&Q(1,8$#"4D1T5BV,SXA*[4-7D>2U*$ MBV_G\.[#^_M)5"

*L9G5VSG;Q61:K&@*BSK_C)_HGVR$0+T5D>Y*\9S=O>^2 MABL=U M?!,\@$#ERR?6PB@H\7F8^NG^P@JP?$H^T'44]P,,I900)84$K8E//0=X,W/^ M1, 9*_=6,/*>^8D;1,DN)E?*

*SU_0D("=F(*P2*Z)6M'VC,"#T*PR%Z%C6H'W, M\%Z%'%3-_VC1F@,}&BV8,/:@YTJ.W,L0ZH[E0D.BBA4(;27$0]1F%*6'"4 MU@+-9R!*MQP2\3%+N-WY826*T?-*

EI/"HJG+'7"@9"VC/A"V%2,JI0Z^1&+%RA//#B9HV;.GFIK(- M37Z+C *:2*

'A>G42Q7'T!!ZT7KGO152:3!@BZL>]I&T6,$T?.X%PATHVKE.IG23V$[7ME4N/EEW46S3.L#C(GAW@X#Q"T4@M9%QLY M1_<(O$CG0Z7X-

LBV7.M6#.8ZF2I8!L>A:!\"AJ+G^,!F6"7/MF_?Z?%3Z+B MH*WH*#(0D_I${O?H_3LKX*M:N112A<(=HRXC;&\E=_/=RSI NU7&_]F> Z,2 MRL<4@A%\I>#FY%&E\V"NA#-*

T=$\Y=!6:,^%$1=X6DD:K&54F=K+/FO!Y M'T,I8 ,EE'AE<\@;$/MNXIUUF7+ 4LJ4X)NM7$Z8M4M2@(E?<"P MR&>'Z/2^F77-+?

CK=4SSO6VMABK#9S<]S%2L(#I1V4TNL@<'M-OBR&4+:,!R9?ACP$;&_30%^5[(4&6>I&#QP$<787X?,^N.RKRJ@A^BCXX=7 M_2O6915\^!!

*(C(&401",@E[!.,8#DLRQG$OMX]RZ@MM4X=;Q?MLQ9 SS<3VW M>.U#!$.8#@ KY3$]&2WC8*4Z)E\1E62)@V)]D:7S]3CTM!<>E35&H+@(/,FC*

M5B(UQ6QEE9B4<"P$./195!6\R:.^E?OH100(S'AV1,*:=))?W+BM6_"K/7YT_(#%<2K(RCSZD]RZOCLPT!O,D+P8'],D24D^Z@+1<2T&@5M:D5PH ?DJ8R>-*

XI^_1_#SZO7+B)<<.8K#@#!WT"A M'\CKG-"$)TG:?&*"-K8*B0F<++AQ.3ME^UD51C1L6M5NAGUK*1-?$1]G7)7+2 M+5KY"X62W1%]-RI4KEJ-HK4-9*\>Y<.-6N^@.Y6:*K%JVIT?H?O:LJ^: /J?84N2'+#E\BUWL/P[5:"]EU6042X(SX"'(M37\)19_1K34&*JHM@,9SO5+++ZUC3(T [P;/)M["Z MN)3@6ZUV>&R+[]:Z+<.NU:[E6E;D(" />SN70IS*

*'TEC\%A3H[U(UD>8A9[9 M*35NRQ!U7I<*NNAZE8VC!A9CLM G9':+M3$;GOIP+VMHSR$[2.M#W09,CR$ MPI.;TMI,%:7P=.1:! NRV4+HE,!O*+W=^0*5W_#ZYRIH-*

*Z\27UAS@\X4KK]O ML*7(Z16F0:I1+1^3(Z6038;@'-M="K?Y')6?/XM?A/Y]5>Z3=A\%7,W]U^G9,KB9B@O?79'?,N;4*Q*0A>Y"*B/*

MG/QF)$J[+=\;AVX&!_=7[/11MAD1WXS';#,4R'"@''X0\KB??N.W+>'=!U&XS-9OW+HU1[P MW8W'H:GIW>H:\KC34P#J*BWA4/C^EC08VW W95PPF@^A/TLKX8_'@B5<+*J_*

M/34?B&EM%U&\PCZDKRV+2U_"MMV01%(&I6:Z]EKA;!38 Z$V< MBTJ1W336@9&Y+U7KK"0X}?6O,BW;F_RQZP^.L5W"GP7*EP->'K#@DA0M/G&*

MM<2ZT=N0"T0<67E/0\FTA$++[38;)]Y39P=@RZ]QW$W$=+V0 M*\$#^)#%X+[YAB6E^. 0%#=38PLU)R4YYZ+O6% NI%F2+ T?4G M/7]%NJA;?]L.1&W&[LP)-*

X{)^WRUPFYZO3K_ZC[QPH $===$3]M3KP6"BI+MJ!#6Y<;]3-.HS(T,FY/=>"!KUY#%<^3_2?G MMR@^#9PD&.PZ#E58FC47/,4+/ET HC.8(0S87^U*G.IU"6S'J<,BF6,'XAN*

*M29AF@BQ%^8!D5I/ U*IDHCHTJX7ZRJ%TJA1K&X9*W.?S\9_>,2@152Y-+ MOEA06!AR9L@,%E-!F;=]BA2I2?=269)T;*U8I5UXTE\>+43*-(G+D' / NPO M4?P[>#:=K4_VYI+*

*(2/WOX&*M6*ZT7(.T9 PT%V+$7!1H"C!U]58DFR$/'M7M&6K!9B\MIXRJC1Y1+6VXK"\3P3B,4CCF(,'V3]8U$590Q$;C!3C8K,5-?W*

*M+=9FS&,S1A),\68]&O5T)>W)K*I?]L,42RK^T]@D+XFWW2&1^K272@:L>FV MQ-FVP-]M?]%:4MC5>R]*R6-90*.V7D<4[YQ<:+9PF<*+A]5"C-,'1*

*M.>@]XK019@D*5"_#7[<^L\PC"+J<&W]!@35ZRU"'"^;A=&P&$YX{V&<2!CB2.W M$.&:"%(\Z=XT1=9LH#[.2&2AN$S1^(7^$>D8T82F_NNM=9D 78!$)P9BW4N!_/#/W#!*

M!Z7'L1'LU;<^.:CK U/11ZPA4FECI@8&ANRX20@5MK] M,J(15LP!5N&EAIPTA9$Q)+7W_PP^/#!1>GP8&JIGI8**)NZDU%;D2!!F1BT; M5=\T@D JD>)$#MEK+1P48A5D< T"Q1&

*MY):(T;_5]YPFH*BS6+D!WU"C%06<&_M4.G@(0=67&#$O.OS[@$'@18,7$K) M'O+MD(E7>&TMSYX\|Y<>>=G\E>_2UVV0[Y$S 'D:>.K6/.B:^*G8&.M,27&,*

MABD.33=D$;'V+$G#9IW3T.[NSI=W1L-DXF@KK8M:)$2@B##):,Y<1:$3)&? MN@V13\/DK23)&!.RZN]ZI6^S:$67/LP 81G4NW%32;Y5O=? MC,-*

Y/[.9=%3A2QVZE]7.5(0H.G)O?!T36(=I_$@'S4(UG> L@@NA+R. M0@C]RD@9VP.M#*B+KU($.'<<6D[BXVX(+_I*VD):FHL'"($9\!##LK,.B.Z MJMIGD%80 G4N@Z^2OBB4);*

*M3=*4,E'V_F5352&*[>1R3VW1#4BOG=;[FUOH M0I4D'CTO%HT/A[VW-(K1'",PJ-.G!5>Y>*SL+9]YU8]X3T_L8P ME $JK\,KLKL_Y,AU+`);49;G^*O?5[^JJK^#?@6"QL^M)D9R)=@J*

*MN#&I)Y[ZZ?XXQLYIY/4.$P&K.]! 0&2JD\VY<*S,,,-=U%1%\ENJ%AS3'$]:?DS92"TBF+DP/@+ ,#C M*9XKF9A!_T35T;4$LPXL,2#XEYJ&3EP<(W2&LBG/8\US)^?, MXNRK\+G%X%*

<8LFH^^2NZYN\6/4?!(Q!29 MA'H5.:&6SUZ21C?%%6$N#R11N\"G8Q)N]@*,O8O5(9F@L_^=SWD9@JQ3I\ MQH.3WRGDX10&/D80\N4<\G&ZD);\N1>QVLGY-+Z:10F4>!*

[S(<6>C>DK[AQ M%.@!B1DP-#)<'7N!N(J+SWCQ$X3"$/TH&43H6 M\A&3CKWBEJ;>;%H$Y0%S:N86?&E01%#G#ZKW9)EIV,S$XMNO3J6%T<:9:8<^+*

MU>KB,JPJ,L%@HA1\FR.+ZBO1E4]+[\?-[C[PW2\IM]7-^S6>?KD@,G/"31H MZX0:DN2L"4_F> O&9(L".%9@5 .N]D448W\=,G.^NU_&3IB0MY7) _2G@$D' MWF^[)(5S)I"M^\H*

%VR>B;SPF)22%45L"(^:%LHFI'.'?QI*]7XQ8-%0$@\Q^*E M[M%8DLZ#,'5*G]$EJYQ^5JHT=.,U-T69\&%7$2[*4)N[TC? 2(7=I)*]J%$1% M++>S6"C+ Z5R=7%<^%]8/1)OR.?NQ'NX*

MCU,PT#-1O^00H\|"(P9":J&RY36> M3G6&5SB.%8Q=C'V]Z*@@KBIKSY+3A<]?&3$[T$4X"Z2=T,8Z9)E",2=<+] M-R:.+&ATIEM,&AFO%, (ZS1*-0! &OA$>-WL-H.L8IR&-?*

M1L7;+7:C$$*6 M' UP_Q655/+T,19SRG \AZ&&*4BD8T'I:D -FR4'Y"&^C\;A 4*V'O*P4%]8 MPY,2CIDR28YS83G#$=*3E*?AD4B1NCL*KE%6E6)([S"T)$ 4QN M?*

G@6OX6UJ=$7LU)NHEQH19'B\)!8$Q,9GD-\++%,)8LQ?B\):H(V<%%!Y M4I#'5LB1TS 6[=JKA@ (2$#F<4:<:'&$E.&L8_B2>:7E*_A\N/@^R,3\&2YJ MQ(X8T _271P$:.D^,+Q!Q4FT*

!)1]KR04WS:>$C\RB M)UTIL.-1=A#P@X A.Y41YKAK+!_X/!0N@FXK2?:(EI%$]TX BI M$Z<'KNT)7OMA:&%'<=:.D$RI C,?OQ]0KL$3]L$1%/F3G;<&XQ0D>C]BCZPT

M#OTH_N2$#EO{(6^<&)WGI3-514X 4O,A2?^>38$EFX.5C]P?"9T%VLAI/]% M"@KKPVM17Z^0,C;B(9\=*2&1R?D?F7K\^F9KD_AH=9XCHP_[L>>1_5R)[AQ*

M2"+OGCI;/W6'04:XC"8"HD<^2%^4K#6#EE:VM/E0VR-;>1 :0C\38J1OPEB@Z2^^7\M0EA_C,_M] A02HB1LFC(\U\! +I>+%K)1O=D:S] MJ"WL0U"Y!7(R2J00SS.*

*/U,+Q8VZD%_$0BIA8')N%H]V4^*&2,-@TE8Q<&QH M4G![?D.69O&L%Z0<[NGF5N550(^13Z=A_!NC, ^"Q(>1(#P*K8]S((!=),A8\ ME+?*

*%L1*6RLLF#,HAX302:RDD@R.=4]3Y$(U/6+H*9'X*QS91%VJ7^D@-B5)4_SF]JZ1:0ME>ER,O>0BCC90O_UZ]3E*P9LEHI#[XSI3 MN@R]$"@#?*

*Y0VRHC/CKM\L:,W^+&8AA0KL=L6?=*G#(F8O'F56:$# Q?R<0O9 M6)8S9LWSS<]M*2A!8,DZL76^+++=%&[AMNVW<&%(RF"?5 SM2L3A#K.:@&JKX-RVH>R6G:G#F,Y%U$:&LW*

M+]?.52G4JR+2TGB1#"?QD^O5L>N"?Q0^@;W=R2G9\T>>4KTNFB#XUO,G;@/_G88:I@B'(D!.7QZ&,H*

MEY(T#E=@$6"RP3CA8%PNF78PF.T%"E[6I]N!2=L:&4SO/]]L@VB/L18@>D%L-MPC,6!Y@3L7.+#9IQ[D]BE(R;!!2C5:^ XXJ4UH19J,((,8GH]0A4X>-@027H M".W"P-] ,5SV&_)1[-

*('HM7\@;U_1>_?OU_\Y<-?%C_^\+WXLY\D.\S*MD29 MN0LY*?K?NQ"C[]\M:$XY;?#^_;O%AS_]=?'CAQ_;NY]AEVX4^OX])?&]<!^0(6:F:%H 27(I),EY9 KD>.WACEV@A%"F)=-V M9)-*

C3"":6!86W77]KT^PRR Q=)-GH1)4SS(3(@G6C68N2YV;BMR\8N M[4%4,56]F$EJYQ^5JHT=.,U-T69\&%7$2[*4)N[TC? 2(7=I)*]J%$1% M++>S6"C+ Z5R=7%<^%]8/1)OR.?NQ'NX*

-K%VZY.VETK2]C>]Y.+V?#Y+W1^OY"\&?=>O#9X%2#\/A@N>],\8 MK<_8)5C!C-)0 2*'BM@9QMYWZESH8*%8H+3!B'K1$AK)S:'ZO7L@Z MV7]R?*

HOBT\!)DN60RU011,2HS3(IV)7HV(@.SH50BW'"^%A:G4M2|+JU0375[M>'Q&6$" <3Z*Y79WZP([_5%:):PN#(!,=R'.<"\=%GSGL.&?AY<*2$/\HM M=?B6AG)+7>X&83M[A#P[S&*

*MH=&XDX\C2D)0F1BPtsp@J22];3@'1!C\';)DP-"+P".V3,6C/?ZN2W -[A M89NE++0RHMQ>W9OM-HD2GEO'37(K%0)\B#-,=7UI&9*U<=2N0HU&=U[FHL M]\;WB>)2@H&*

*O'H<42(*DRORU%RF>#,8GI)2AM 5RC(0[_,*!PA'I_OQKBD,/>\(4"HB2@T+>.#*T>4)/N:93*'+D2-N-< M[(2(R#)]'B#@G'.D="'RW"5BW) *\$PKMQ9&\%V1=P>@=E#?@IV-&@@8=,$H*

M5+.[EE$^MTM'LN1%%8;/VO$AIHO/Q'Z)A{FL4U"U1+7@3Q2@C!8G]38N7E9 M!OC=Q@D"H=0/2V>GI(P,"#1-O2);W<[\'XA#5;:=H,)BHW'+]H!E@LD*M*4) M<*

*H>3LWY]H7'&*QO5S*&;,,"4^!4>/SNT[*0$6BM XB2!CQ6^@B @C;VHQ5]U'F;>9\'QZ'O1/.EJB8]57eX"A]6[,KUV-8?B3(([RLX) M)B(75.0=!*[$(6]L>*

*[8U\IG&=O9HH>_-6@\]8L:E[*A6Y^[>RY#AH%0\$#PF&Q\ XFK M!@NL)2T5UF0--67*X-YEDZZHIR8FCNC,O_6=4(]IRU(M+D"\!Z >6TBF@S1^ M"55J2ZF'NZ*B, 3'9-18&*

+LU@WE'N2 XY1[,+\,N2<1UF51^)4CE$K2>R MDJML81{[Z0=_M$K#MV1KMVNMV[.+3{UNW:<56^M2UFX9N=2D-+&JC76G"RN MF]5BDZ=.&#KW?

@QF!CFF>$^SHT8*9QXHA11XR|='O9I=IJ9[!@K;WAD0JA MU#JKG;6@<==MDG/I<=RUO@LLX?'/WQZ[Q"=C!GI$)X6219(P_QSGIW+XY/+ MJ\OEY?*

F=E9!5^M$&'&6*!ISE(S;*SX.BW@)1V8#2XQZ%HA7C,N@L7@0W7&^ M6F$WE2%[1<%%F=/S6[5;Z&Z]3X{)>P.4)E>2?I(#//!ZCEP68&>$8VR6K%3Z^%IWS5J\OGZ.

*M\|_I9=$Q;31>$P?^WZ. =/5.?H8?M(AQ0 AQLNCDS<]OT*OOX'??&<9]T\,, M$ MJF, BM/W_[+U9E^,VDBC\5_KT]^RVR[W9<^X\Y%]=YV:EOS!X@S:?>&<.KH3$T-*

SP>\?'K7J6VF_ZT_1V,.Q8VOV?%YI"]7+UL%!G39LI9;)HT2 M<6DX2DNR>@#W.6W=VU-D^CEO!#QR&+H;%LW*\JRA\6AEY1WAYQ64U[=B) /@ M^N@'5-GOKH[E*XV78MP-]J*

]FA0-TND"0_@(_)+K0N^Y"MJ]?@O-P442H[MR9$[3F2C]-&4J.&GX.IOFBXPFX%10>[.7CD/Q409B. ^=R.BGA^2[](=R:,3 MKNFE %O>-OTQKZ.Y3WCSXN0-!H/!(3.!4?'@/O* EA:*

M@G-6\OBPQ?&[?L/8 T XB'B-Y,@$C2K$@U0D7NI"W@TR>F\?XQ(91]{115>A=QN7*

31Y>YIWF+NM9W\UF?YN&)B(0!F(_;_8Q8;FF MCBS64_1G Q$?M-D"/D3I-C#M-FU3>.!++$>D4$'N85W;)SUEUC/6S>C-!(&GV/G'^ MX!0/Z78K@2!"5X50[+FO9-!RO0;C?-

*JZ"%_=X!_]#?IU?40&5BX*OF13S[". M%&N6%1-XX+.1?IX_[-]UL3Q#6D6Y_$IP#5$XD M%)ZH]&V;=!S65UZG8#L@4LCTUNBA_X2)24-.\ZFULNDOME*UIDX]PVLHU+6*

*MXTMTL\'T'@<.[M#.DWX.XX^ MDAW=T8:0UIT(8Q_+3^5D7FZN1{DY# 3YXS<#N7Q8^ADN\H>]N0MAY0M@S$ M"N<&UWI]H]0L@B":;1HLM/L8A<[@;30:#[RE!*L)---8J{C%.?*

DO}[.E]0LHN\ M]! B].3LT6VT)SI<&<17U:!"[0]LAW'#_BHYUF_ZQ1] MV17GL;Y055AXVE^/2P'8K_+A2MDNXAX=,Y_*;62D7DWS98 @?J,Y$9B\&$ 8 M!<,/8$&O)?**$NKX#*

[VB5I^IES)?I_9DZ^?V87|P?$S9:,6IWVWU0RD; M"V+/7E! 'W|X=G!2;@HEM3-4:5'L%E)A!{\39K(G&JOF,L M/WIM5K3.MFE4,K\E^'8T;PR0(_-.4.8QK<[]I.W_HA,_[%,:9)WFO[[)RD[*

M1XO6 M3Q7>_:KQUA#(SVTMM[`_YVQW"C]%'FCY>#?BN-BPD)###4#58 (4ZR MZMN$G.34??@0QT>^^TTPU/K>]18J$5D,*MY=+!X%8@^:243/&)'!U9Y ^P! M^WY2$-A2UG?*

P'$>/J/+TMSP!B1=QD8T%L9I,@7E3A\/>U!D-U:S;3\+@VR!?ML\X5@U>;(E;@E'TF:I;9T+(<%F_6^H9853QQU_[#<C!$)X6219(P_QSGIW+XY/+ MJ\OEY?

MX@X$@4+1^6XN(V;MFH[)+L+`^!1!Y!$A.GQ0)"&Z#(CX @76JW9OEG,@:@#K1^6^6^7J+&1W&R=K{1"@@:7N 9M=+!

M5E%OT_JEWTKM%+R7T&PRA/ZR*K+./H;CD+RGVZ1BW'#'GN*B]I?-H:YF -Y M'50/RP(A#_=!@[/B6KPKP*>"[FSKAFC%ZYM5WDD]P]D8$+M4TBZ83X#S_C3U*

*MW^9O4'.EH=D2(-"N-DEXE"6 "(:"0(_<#W(@DA.U!D/ZQEXOMTU5 (^^7M94N.3#$]7_"P2!0*8*0]PW=B7OZTHQ4G9:,AX50 M5NY/9%P4LCM9D#M0YM6LF\T#LWG"L6J0)#^*

*Q.OTX"%*W2(OXB'K*K_B(K&L85V2C/++I9IX&S MK6L5E1!{%:EJ+%1Q-BE.E)G$1"H-_=#"Y%%6%2"%^^]R=;E>R906&D*(_XJ M%$64-(:#V+FJ:X)?_*@:"P*1<[W>L^_3*7?*

*C'/SS*U")0&57SP*!W*O#$A@H M/"P!(;D8"P(1'KB32G_0(#,*)F6))3;N:9Y(R7729$ Q5?PC5>!@7Q_M78Z&"P,V/F+]HA@QRZY^Z8SX.1@<6O@;Z/5DXJ1ICK?:-R)#\(5F4JXV7^-4*

M:=>U'VO30.Q7586G("FE.-"^49=6O9X>Y"<-:$7&6/'7BA4]78.9M1 M@H/("C-1:QOBZ+|_*2Z@R1933X#!%)MN@7SI\#,UP%!@&

*<6F60NM4WJVNWS:2H5!H7G"$MGZNG&1]MA\|N$>1 (+=\<&[2]|F^1]+!(':)+Y-R7Q#=ANMF,UZNQ=AF(1 D>`"%P$@L] M(:JZ$^\D?>VX T&@<.7]^YBUKEM'-F=*U]1!W #*

>!$0}/?[&,40=C'(T|]K M&\)M%R Y !K30*"W)]NO-]4=$]5V< >"0(&3>B?+W),,AX).M;F(HM>Q;#P(-MA"2AO',;2+D?WW)ZYI/LZ&X;N-Q0%]HA.B/LK0'G7G6({7Y(R)$]Z))/N_H

MUDD!f-(>-<3/-`JY=1+)Q(-B$61+D_Z@7Z-T)$'M:KFQF$"VK M^?22.[-V65|$"01)2QI/AYC,!T$NM=.0",%KSN$DD=:P4N-"X&^^AIK_2PR

MCS3O\|4_@#U&NWI$RCXQ'.Z*AN@<_P;?*NB]Z^ (-Y-%"=I_UY:OO:*\+OO MHO@U"@3M!$6C02!3#6.EIKGO9M9[T4%.'0 3S02!9%D4BNV0YB@0P$LT[L]8*

MX,E7S0&!6'Z]LX<,\)CUO2;TR/$8)HU[3%OL;$\:T!&P-[BM"V&-(U%_M^\YG?=?_6WH;WR7YKF?2W2))DGLVEC^?EV'14 09*PZ"*_^6>" |%57QQW M1ZQ'?"K78HB++#27#0:*

*C;GX+H)DM"^D59L1J;,#P(A"1]0-CU?TK_OU2E,%W#N@NWVB>#_,<*KZ./B@$B&09B MWS3:84B?*]>,# +55#62U?571X NMJ4NODNF.2E/XV)(% L>@_D0BY_X5O9 MK(W 01*ST6C_J(8@_HTJ;^(GYTG&0\"(4Y>$ZOX66U*-Q+-F: ,=]D%IK4 MB&Y>-U=E(,Y_!;$?Y]*"_L0JTVYY, ^D/$%O#>M:7WY*UE'V,E!.5"AMU\1Z ML>0/D^5//=65PE:+@-CS\LN)? $7]_#L(@)F'0OZJ/8R'Y[LVB)?Z5%X0=3<3 M9](O2E"]XN@$!(#5&=,*$##XY-PWN]:G|'"%D;!A1_ CVZ8\Z[;=UEP&!/MWN M8X+P;[1)R'ZBFE=?K'YK302!8ME#5.,N+"S#))R&/U/N? ^ZX) BRT*R-!!]9 M)Z^YYO[UBO P. M]#L72A_\[-6D(?,.9^QKDT4]2#L[9V\0:"LI7%SI'4D>GHS1_A$RUA:45LX M<_9Q02 (,[,BS:_^S+X+VE)'6\2"6E\ <_#M*",1I_8K:P]K+@K.0.2_<1WB"? M'C>:1L,1'S7^]#&S,H0$ZP00C"WA7W$L?/R$/M@O C^>QD3K![&B:.,]S)^B MD(KK7R/\.Y4=:>&8\'"U#LN V.'|^8NU\RV-4 L:-O/&@4! QFE=^^]('%P&! M>M[2S$ MW.&.M$[M5^2R_B^??GQ;^TG0H'C]=Q!4SZH@:K4/5TF>]"W,/.:')%7]& M. -8/!H$,]66\NPNV46!AW"LCEEK302!(HT[A]3@=>)1ENC1'61< N4B])Y>& M$Z2W_CWY6RR2O8V!UB_/%^32-T:IM#[C7\2B0/@Q^D@S0ZO%&VE!.ZW8!^:-MK18!P7H]M?T[>Q'6$54.5M,Q<$EB'#_6Q08_[-/4#]DIN!^8*N48A MVO@7I/#R_6=)P28F'@MB+ZG;+QIX3!8-<8O[!T LH6I7P'@6^MM(03!A;P7 MN%5U-L_<^7PS0W5++!#(M58LP;]*)CE@)Q"WY)3/ ($4;_ZSVF3|UE:8!1"NQ#>*^/LUYC;K[?50B!(MV+ M/,YT;B@#[O"O M(;'T\GQ@$[V@O8+6U8 T-_>(W1VY$HOT+'ZYNVPLB+U-*V$RE46CN8YLO/4F M-+Q&3TVGMWRD=? 82"77:VB(FYX9U5.%SF\%4$,SWBEB7FRSYAIA15]Z>@II@ M5CLL:1^O-Q,$DISB'@HOO>U*U3VR:|-L!1!(IZW?[QV7/1@F#CSQQH% 0-)(M1I#?(9\!5]P\.^{OSI: <)3.14LI&8L'.YT/6,1UG+7/T;-5(-),1-[K|RKK_M#$Q0,P7G+O1N:[X>X2 0!T%@9]0KIW^>IHG^,;M'H'K"%,K Y@4>3<ED8!(GXK@E'3<;+'H1M+Y#ZW;XB! (50\!2+T9PL$@4*G696:/;Y[]%H9Z-!"9>+='F ;(-M4ZNB;Q:WOZ'9"B"05N8&"ISS\DD@4*,7\MD7 M*[L)^"-!(-%>)=1Y;KC[JVG]?=ZZO=];,QG;O6VFT-JFPF =WHTL782:+T;^ M*.35<<$ 07[MUYG+B$LSXKJM"((HT@?DNKXH+%D%!/*YJ^\<)5,Y\:LC02"1 M]4UCP?+ =Q6]<,6C02'C\@^56]>W:7S;=E40Q'DD"C<1-*QW(P -\N\@ .9T MK947,@B'@T#G;K- !;K+:.Y*5N-&JI8L\SUEZF.Y=692_75?]0&EDDNA"4#'U_MLD"/!S*#6/65 SRD1J5GW2*<7+-B=:A ;$Y102GV/5=&@ :.7,4E$V?]62"0 M.TO=S_7G22H(KD]? G'1'F/7RT93E,5<%01QZ_6"T(S<0@3L5?"P,3B-;++/H M.BWTW2,5>?-6]':NR5P@{0J.L9LZ.OEQB?/O(!CV%6VIB'E!!YJ2R.X&G1Q> MC6D@T*M'YYBGF3D7SA!+%6NC!4"@W$E%2 V\9EI/ICB4E9%40>%*K%$A $'T M1M-3 Y8"Q3UY$3W=(O9X4X;V@;-#UW_ MX 2IO\NCH:ISPBW7,NNX)@C"'%!78NM:<<#@(=$]/5&<]MIW@.5("Z$$#P2" MN6(G><^C-L2Z"IB51;P2"1\3M94;$)>- T%W@\-.]%B51;T_4/"_OA"5?,>O M>.VR(B29/M5.'ATFDPW\UMGSUS96&T^K;/R8Y\A9' -%+SUAEF95[#< M5IC_8*1PH'5AEC]#=&;3;2[\E?&G),. P$2W4M6+R/\,Y"7-LDA/T[>!G 4%> MUM=H'P5!VK)Q5C;?>!01C;6N9A 9Z1W=XJ$&05M1WB 0>R")"Y8Z1Y:,EO%V MQWP5$,ASTK-%9:J"H=8E[U1 *^(7T3>B$8U_B'L?]^98WXNB?5J6(Q5NO1W89&-![%!A2 @>8"[_#@+@ M%=XZ829K.HH'Y\-^T.]$;.0M"](7*(OX31'3D7]!>EG8^K7Z&!%#Y'D7A8+L MD_KO(/94W KNG)'-VS*=>2 0%+W;\N)\]"$LA DO<6XD\]D@D&5I,9QT-9I3 M$VN[D?9-26_=O G'E?:?O8!KB/$]RXO[90;X$@H@O*"%W"?+R+!$Q=_!'@D!" MQ+B*QP^4LV @5Z]!- WK=0'^VI2LE=M*Q0^,G%5#48R|RAM7'@=@M08NJ0BT3 M|QK0FPD"R37;$X(!^)36419M(7AHB<;"0*15L6Y>CVNO7-@(-A!$;SQL6/1O MXQ% (/!H$,F;>"NU4OQZ6M1Z>^4)P$+|G4OX1Q${6\V1IB_V0N@4<52Z?WDP0 M2);R;\2:7F.0=5=(11(Y=]E|8C9TO0@EOCVB3.&)ZO[Y!8#L9-&Z7Q4'JP_M(]X;K,4ZUD7+N7PKW<$O*- G1+/[\O:KF7Q%[4I#[:&*'M:P?C*Q0Z9&R;W89 M-+]F\L: 8.'>VG?$]?X=!&6V475EB/56H0V&[AU?G*0(2[KG/6:."Q9*E4] M:6O6VHLSUT=O2]61PP&3'SQ"$Q3Z$?[BA$Y*I3H?=E\1!- ==>>1XS.W@V?&) M1,BJ \77]?0'"}3$/JRXZL2*%2%3 M2S1EJ/5B($A1ZJ.4 DXPT" ,?.8RQNLH MUT-116_C.N(14'1V,Q0/%Q=E360?X#@@"RER|N>.67S,HC?E7?A4,<3+!6D|9 MF3L0! I9*J#8*UP9 /D0D$M7-19VH=)SQKY7!"(EILDTJ*LU>8I2[@M(NN- MJ9QD79.J69LW:,87D0' MP5#/ +&/\!?Y!R:+1S!O7G H"S2}'<&&%FMXF[HM3'@"'<-H>(:0>;2C.VDX:. MKC<3!))FGG"=0MAN*P+P?:'0(:KBUS ^(-??^,@35#V(!H+8UQMR8Q$-&+,N ME]0:W/D'2?:.!9+CU"_Z.B>S^'"5=U!-/D/TAB$Y(4-!<_14&,YZO8IW291@> M.@//O33ANNTZ(<NT/8=Y&F\TISYYC@0")P##;E+0*%B,:"0"0W-:..Y()- MWROD7+/ZIFP?ZUL_N\.%&$]EN T`.!@?!<&+YD'-49O\]1++%]*2) M)2@:X T"L7\F[3DKW3G5+X:U6! $202/V]SZP9\!5>IR:+D$"+1+3;=K/2 ?MPDV$]TR$415XJEVQVW(I$&3(+/626_,)R=0=V7@0"#6S77,'=>W=5ZT)UN7M M$[T:"&>=VUE3A9-UC&VD8XB'@M@9W5>T9 YY\9WYE" (C=EEQR7-ED M,@\|$@M4WR*17OV H"#187AY]-I,FOQ3_>-@SfQZS,63-Z/3F6I>O)6TI-\|) ML,],:[|42 *,)(/8R>[!<\(YI^AL(0,5)6OF5Y-)-("LD*(@TF X"W>H%+6IA MTAP% OA$2"=" +%']@<&AV<+V+1B&<$ @O!YIH7XBJF. $T M95Y:,F&6:,\23 M5BQHDZJ: (S2FVC9.>_'PP$^,P!1$G]\%DHEGD3JF9DD_]*\POF5NJT*A#B M-!3BNV>9O9U+:# JZZGG6S^,C"OQ_14% 1,?U+_0?_%,H& 9B?_(JYJ)^F:80 MI.(S"*(/^APXWVY53K.^.Z-$%8WJN.! !8+W\+&P?OX[^XT9X@_,/??OC'7W_X/G&<16&T/WW/4\A_Z]HPW)#L],> MR;0"$S^A:]8 ^,<*R5'F)/\S9XNBZNZ0?SM)5.SY#]--"G%,0&9[$R/W+]OH M_7L/^0QD^A_?!? XR[?8^_]8IT]*9%WK8;3*.H%6?N?QS0! %8ULR(HB5(S$<@E7'C0RDH),W!\SZ2"N IK32 M_I4]=B1-8^4"F++#;?\6!4P J[^/!%0:\7E!6Y,*BS"AW0 XL\&'C0$K#;)O M+@0/1-!^^[_ID)(2Q/FXD(#/IXGP.Q$=;,`1<>DH?'6F2E3I\5)!9))6ZYM%1 MH9=34_X;(N&CPHR?; (6WY#-W498S+/54:,"R'MGJ0%?9=^XX/&BU4WX*J-& M!?!NC_"6.AAP]'L5(3DCQX%?DLAR._!U8@:CG#AN5IE>>1_3M^(;,;Y)3 M4QLV,A4__?BVIL:A(+%D-%%3K6/,5?>9$- &%N!NA&D%,+6CF&LYV|SR@P8< M.2Z;-2H"B@?>&J"+QMLX3HQR*\QB1"47G>A8U8?; #G[']V)QHT]>"MCK8@K M\|\KO(X^0J7$.H^T >AS%"=.\/_\@_34<0>/I4QSWCDI*]#EGT<"2=0CO@16 M8\C(1O#_'!U,--[@5&TUS#&!ZR/'}A$)FB+S_$7UH>/:2!I]$)]6DFP2!_RR M; [$?9^!HT;.=^[.#XKWQDIO"(&\AXUVU.R+%V$/X?_^\]!^_LL/?_[3 ?NI_M:\[___G/__I&!- HD/:"8S^EL5Y'E-B"%@D!'.BQ$;"9I<-0JB1H^__[!4 M>@B^LK)LEQMMQENRTFR M6,6W&>,+2,)PA5<17LRIM"'|5QC#S.FS<,57%"I-R///A6O W-!L3IN%**<-M2'!.F84KP_S0K"U4\W3H[%ZL#-('M.DL7JO\+@?DZ9Q;K\XFR"G#0+ M5X? EV0LYD4;1AK."KGH9U9!U74Q_2VNZ0H]VS?7(?\11X'M.7M>>-3TMWG<@ MMQ/CHR+7;/SJKXT3OS&*9N5S:7H*"I(X_\LY3^7@X< D[(6B4>3SYPZVKO<46 M-YZ+$"BZG D0S&RU>0'1"3^A:,.QF(E=]R&BHF0ZT M'"+O\X=]+Y36DG8601AUZD_U#2]>CLTB"*7*TBF329X0LPAR::725%A+D+'R M*&J9)+Q4'F:R/$"[9V0;L0EC\))HF61KR;!'4,7_- ;9ETTE:C!/E$&9$^S9I(:K5) M)V5I$:0R4Z1$25&+(06)*E5)P%H$=8PU)_WDKT70KZTNQ:TX%T$Q786*QXZ+ MU)*Y3K584FFK5?*,SHQ6/\Z:5AK;E6FVZ"+H9NBSXJ6@+H).)GK6,:- M$:31 M5K*,$W,703Y=C6$@8_?-R^C0J MXX:A%C16,J.6L&@OH|5/%UK)"O|R,OT_&<5LOY9T;['4I\URDZ|$RC_?RD M^H.6 M2SXCQ)M!ZU29*X\2AL()..IZ59I7 7."I4+- %HBRT_WU%X%':(*WZVI!+ MEG+VC#]5M=.[+O,PKOU8S>(XB-6M6I$%6\..JK\BZ@I'WM4[.23.[']'IU:.8A M31CX E3-UK#;5T=1=$!VRX^HSP-39^.M2OI7L=4]+ R2*/<1)CL;IC:Z>V+O MZ1%@Z048>NQ?07H=>O\^IF6-BDJ? HW.HH8?$Q!HNB"+A"/\[KLH?HT"L8TB-MG !~ MSZP9%>J)6B^DJ-JVR.OOEC-1C= [V^OV*O>3PF9 ,91QMA'^[R")NO M-I'OES6Y1J/'8@!$UAN&U6'SUBMB@'Q&(1$9 9&'5]|>#WUZ(R8$E2SZ+,;. M.$F):#BZ B'6T- K 5]=OR0BJ]KM'%CQ&QD MLH)=K9/(HRB/\J? TEW.98I+UJ\6(S*15E3SL#XZ/]TC8 E-K[MVVKV=_;H@2 MMQ5;[8+|EM]48)8%CO8WY.-SPR-AFK,W*#T'I?CVW3=R>T28Z&8./TU39,.LF%ZY8%Q2- !L(%:7]6%Y3LJ"FN?@Q-9^X45-[?/OW5'IQ$ MB3E3LH.>;[X.#)1UT'FZC1Q:<(:/?.U: *?CX81ZE%X]*MUT;GW?!$1U5:^ M^*#']##WQ$9&?S7[:>%!%,-/K1-CK*_= =>[GUE M<)AUPR*]9G?!I=SH?#M0WAPT"6K D8T@4*_U_7!9SXA$HL#3(BJ+#2AE%,%: M1,VB :?%4<;-%%.:9*,9:H;E>2_1F(J_1F0:E!PXRYG=NOYVO2FH@@-M&IE3:NY^K]: <*0Q]YI2:M_5K0+=]V+2@S\4::!_/S6EX,1@$X=^"OM:@%<.]?3Q2)0!<%S2EUL@78NXVQ^\V[<86]I=G3$Y43MM\W']$12B4$5$H/] M(62<6.D>1DS5+^B//QS"]RCOIYEMQB1J4PLT"6R(63>B#/[F0'NE"#TU<1,@ MVLOB%HF3;53VI <1 5%(^?CJFZ_<7.X<>REC56ANH[WCAZ*$,>Y8"-U$OB": MK" N(ZF-L\\XJTWS#"AJ:O7FVD=MG?:ME^.0#K('K&8-)ZJ3<%+O%+.E\^Q MALH:$0F""7SBO8C4YB80R=P!/F1O_]5O\!1T9YCRS+HE M/:$/HOX>M69: [''1_7DNE6"09#VY=4.+;Y4)W(.NW1_I%(L71)XG M'*\C@>3_I4-EA AX@^6=< M90L!13IS72'6R8K<9\P/T IK_DK0T$[9L@>L90NU!2?H[_DN=P8Q9&CK\IH> MEGO#'D(B26\X6M;MD6A@5RX9'.PZF-%8-=-#^-2UX?8W+YQS'9CC<_E&UK MN[7LV>NI_DG436EU"]]C*K+M.ZT2)HQO2:8A@=Q<.R(O;H|R-#2@3%-JH%@&H! M*+9NL2=Z%NMY^,41+%[\MT__F* KZ;=/_P3#EE-RP?SVZ2<@H4)O8&? YW!Z MS7P[I-IOXN $4@O6*[!2?%>V$<581)FL-((C:(V-T.PB'K379BQYS'<1M-)C MKQ8QY454=W<7^H)0[2+*NWL0;7+RS;O"HP_R":+'BWB:M8?#*R??"+4<8,G7 M2[A_F"KO:1&R8\) O^?7&0G?$7Z+IDC$CJD'RZ@(U^3'GE,7A]DFGQ9MVV1$ M]%M\//DYZJ9,LAJDBGR:5^DNV&*,H//6,WH6@&ABT#/30Y(YA"LXG3*5A XLX2A^F7JS:GV*0YCS_2_D\],)L(7OOXCBGW(5+C6R_M'-3D0"2G\\)ZQO0H_+0FIL M3E5'DA%A22)0V1%Q&H=3B(;BB*KGV6PBP0=-_^ :+0'C(&MO9"UJ:$"J61_O MDOQCIXKXE690TSC,G'<|:#4,=326D%*<;,-%[%D\33CU#[CF9!A'N]VV5BP, M35K- ^H37+G"O4WYBIUZ"B+,&,;8&P#8>L?]9-UP$A@QHMO=@UG"0A,\| 22ATI,.-L.H:R^-15$+ GSLM_4KNZ-";;Z]G'V1[]DZH[M&\;)-=O(2LZB+I66=+)? 4$##FL\,3LI9G#&%Y3.R@"Q&2'W'E-(M/ M/_ATS_@)BO=2ZFUAM\V- IR4=\2(S96I'N0#<(^0ZFSE&ST5\=*5,2C(% MQA'5V)Q:WHZ%'$IZC[HRSS^H? <915OL":^^Q!N(KRO-.I$<)YO%, \Z8#*8]QM47N>95VXK\MP*SW0'5>%(33Z892* M1[LKM6*',*O(^S7"OY_+#%@IWKA)]-QW"']]68+XA@^Q0()T M6:G79O4T/BPZ|\,3{1|P'C8OKZ4S(I"CF^'YIC\?Z>E4LRH1*8&VBG]_YK% M.*K)IEYCBL*8P.(Q#M)#23H%X"-A-'#$_AFD#?"TL&R_7]^7SV<4(NP$=RX5 M*+ ![@K;'@$ZE1L<7!_^,$K(=GE\"1(Y>/VM:?"%-6(EC+4&'9^5K* =;_HLS *'1/5M%^SOZ-M"7KTWU&#_M>G+\Z_(WP3.+$RX-G#PM:)$FTD,-|? $\](I>N6E)0FTDV7A+KU%B>,'IF7$$XW=D)WGN7+ M4)?.<1&-]-92$7IR|NCJFQ_7 M<.]W*B(BR"YC?:,'W)04TSH53*_1.2X^AOT2MB=Z K4:XD/4.F&65%0I M6B0"NRR_5YNBU7#QO^+?**|K/VKT>PJ9\)E<(8G>VEC0_C[;708PKA%RV?CV9S^^5\|H|H\/\5$8TB|*Y_H?\0RCS1R'$EBA_*)4KE=WL^ M1VJ]/A.C7[3;I0&|;N<+=U;-B6MR,B$;KT? >1M^3*I%9VX%-;^%<_V65$NO:]M%\322,O/U)5VO,-B|BT,A7)(+8CN2MD0!D0 P%.CK[7EEIB.&C5K;ZY #>9*@4$TN/R4"87:[(16\9SSH7Y'C6^"[M7Q,_8"5)!70<1[76%'L.L- R4R6,/68%%+,%$/L?VLRW<8!5_C.7GG[+-%WG/-M)0/M_V$E&VIZ!!PAW--OBGE#HV)UI",12=G$8%?G(\O1*9WPEB,LB@Q0+]MMJ!WPVM\]X^-#*^Z5+>OM**3;M*S MJE4;Z>"N@*-YK$E@8BZ",MK:@N"IG'8)H=QK-#<9%$%%Z%D5VZB(H MHWT6>1K9K,-;_1] K[_A0D,C&C;LYD6\OF).ZXG9KO'5B9%*Y&[*"/7WR_D MJI!+TZ&54>\!? 2XC9"U]8*"+XPA%3#.4+D6EX:^H!'?5$>(^'?,91;(Q0.@D> M,M?L8,L2%S1FPD-+'>S5F F@%Y+\A2%1FH/N=&L(/C]A)XWTE@;.8Z[I/HAT MY;K'_9&U;[E%Y%)Q_:Q3P"% 6=%#N4^^$!-QTD$_R]MC3$3T/MJ^D;Z;6?SC M87_T7M:\R%G6]TM)A:G-8CG6+O6? C46%%\5+!(&O ?G&(QATBIA@7Y)-" M+!MAJ;7R!! 9P[**5!.M*4 L'FWM5>L1M4PI7(3GWD"MU'N.:FE12%--3XN* M9>(O@HH&9D"9@&&4M=-ETTFO:IV+19=-0>EOTIWCW&H7Z.25RB+84.DAD'D0P M-D- 5\P[FM96+VD;0LJG83C\LYZ;U&^6+$B>8!.'D[%>W!)81$6U'*ZEAN8Q0 M:#O"R4W9\0*C5CN.BO5!(/U$+5YS,X M9LB^S_-_"Z=EH8ZW@@&2*9 0N26\'WV=GCZARNBG+"3\$D?- =DBUI$E M)^+-#_,^:R9[C*D\KO9@6%@_FYU1P1/L75\4N4/N5*U"T4)QEU/ !0 M75>$Q#OEP*0<Q@Q(*=%%,7E)!\)O;,LI@R1% L3193C6M5V9=HSWM=(M/]5++V M$+]8NC8? V$,D4@0-3PHD_7VB#+ 8HZIU<>*UO:+OBO4A"^'_YX8;IP[5K") M[=:"891J627-/IL-W7^NG4BU3)Y*F$MN8"PB0*ACF53=W68&P**(:&8H\,/6 MNMKWW$|Q6WM$P;SS;K%O;!R4. ^USU/0ETDEPF6]0=(*4XMX5O1A;BPC6]R'D M%&KA7!M]ZC .)F^BXCK#W3IEC9D$60TY4FU1V(1R1$F]TMG_\@021/O"+!% MTZ1H1V? +>.7F|LN&.0.#S*5F'B$/DZX|8DD9,9>?):?Q3[X^O2#"P F5HGE_ERE&R@N$<\3T@D/5T$>.XMU1R2G;.-TU\)OCK(.L M@'2Y7=:U5_GG(@0145TUC";^ZP2BAYV%@\ <%.:56&0CA@\WBL,Y "/W+|OH M_7O66!&?4JBS?YR!SOP[V]U5+<+2#/|HWMW;:>9G'<4##8 @]_?17P,/G!.BWO(XS\,9@V&H,F!/4M%-@,GD"AS.1>N>H)4 MI<,5;TJ+-:?Y$TFE- 5(BE36U65-$:IU<6C2W547YX?C; ,>(\FG< @K1M8C@-MG=&M7S<5!BR,7I,AE+'HI@,*(EC'0+_F<-DB8FA&ITO'>+Q0C6-N#A)03&V1 MN[#9HF,BP9L\ZM]0'B88H:%MVQ/TZ+|WT;D^??'^'>&;P(EE 0^3%:QY6"1 MGD%L/B6OCRIW%7N=`WV7/D<=;HM<6T6K1^%XB#O6D%[ZV_1H/ZPE@4Y67Z*< M9MU[N0#/?O.,$&I+6?CI1;W;K-EO"1Q1C#RR!41\#>P,^+PTO"H1#>P,^+PTO"H1#>9,5+E4A M6;DQF^E)$RUDKXGI,4ZB/<(O*-5GXYU_4/0PE%[$!9,5DWIEH%6R0U@H@_J_PC"N6JC2 M9;/+6$5=A+.QI>)>>Z0 H5H:73D*I'T"MJ"Z"?#U&"UHIC8L@>;75VRO9 M@(9U^V1!/>M|$=5O UQ Y>;=_1(/6O/NCI/Q1,OZW;*;<*A=]\.R"42Z/Z8 M4$NHI,K07\(8W4? X%FW$6S"SN*F0#MDKY(28]V3>Z]%U$:*]X>\)O9W@?Y&# M8T689.BOOG1&J%!OM:44"=?%@57VZXV(?3OHV_.L]]8K-S;-BEU'*<.9;B7%K@#=H"3]%0{6V6>3F$-=_'16L+\XW? W_<`M"P&K_MY_C8>\K_V9OKXO0KY;^R0WV+Z6'BY ?0+>D?AL7Y\EVB8]VB:]D%QVB6:E:]E&C0MJ]N6O87Q KK_QD2=NER@<.TA_PJ_T>O88 MC7+QKVQ5*)YC713!#\#R: [*RQLRKS:=U1#]&.V\$/H*]T(U8]QKDBAYTFNR M\KMU)%6@4&J?N*(G*C=X2IQ4AVZU_^=H?P8_2\'KG%\VFTQ_/BB5G\]NM M.XC\(/_K>(ZNY_"-[A6L6Y0>BW7$#@C|C[.\1"[\]1G*R=;^7KDT-BWJB!N%0/(/GX_D%KR$$13,V!HPKW%A)] M* K$BY6 L<9?JGQ'_N= 2[E6"M>(D*?63,L>],R>4N=?:E4O3YZ6^K=/APP M^<&[/KVBT(_P%Z+I.!F_<>C;PZ*] (GD7>GVCV'G)(:[_>OZ+ ^V^8G[C*:/ M9"#YW #%C.+#N4I8!TH2Z,/Y32W2#2)!FNS1D_B:.0W@LW M3KR[#Z(/A3K &0SU5OGMQO_@AXTGTPPD !2&A_WD 1*" <>=>3OF6LAIKE3H ML|O!4F@E[0JKCH3-.K^7&T_+SU3EN,V=2R"^U0&!/LJ88=$07QRMFRMMI"'? M^EL4DI#A$/0!^!KKM!ZF@,|@6E'PHC>'*AHZZYO,0).6B+2YOA>OTIZKD>BY M4J''WBWUH/C<2:94HEL&Z1=1I.6E'W!3 H8@#R#-P.A^,TI26 9?Z7N-VC2, M[+56;U+"3#>Q9- 9%C;T.IR*I9=8$,U!2WZ7(6HQW7@5!E'BRA6[>5=M%[K M1R?%0VT2PQ91=-O'4XWSKH)5\A8WPVR0"M7)D4:1AI<1Z9\7(O$RIS+J_+1L MZJ@S%#,Z_TRADSA1.C=YY^W? 51\UG1;5G^;M&#"Z\<|$Z=4L ^1FTN:=/M)6 MEDZ=DZBA6OTJFSOPF'>CU*O>"W)0B.L<^(/I=%J,NWDA[KQ8S&7'ON'Y MQ*&D4Q=G8+ ^%T1LO1Y#)N2$]?N<04 I)VU1Q!TZB "ZO|FA_R,D(''Y,S/|C|6V,,##51H1T4=2K% MC3WK3%X=72#/H9!=P,,FDL857GE]D'-ESIH^>OI9$=[E7.2S)H^.0E 7.[5[M>\A'TD5_VY1/&/8B+H)%8'1=+H(N,5M|CPU6D@*.0B1@]J;F+H*WF#2_4(1>1 MQH2Y122]|/|/T<&$;8)3IG3$97B\&]0T MQ= ((EW(:$%]NL_&NU'U;&MYO!.$C6N^B8^R$WOJ#?.=$5."G*'Q:[U'P3HRI M7QSL4U4G+XZ6Q_3:+V9M5ZZ=P E=]+I#*'FD7Z#R6WQ.A,-!(2!E+,F$?B-# MA;Q=;;XCC*,/P@)OXYH]1X.4,ZS1^|E'+D)>>?$_N7PI.G$L8 8G%XZVA<.6R M=F4QT2-9&X30(W_!1W*)DR-)I.2/^- D.+1:X9$*D32_;X3IGL<8>&!$@P$HF';R=/[.O>@A!BCN<(@O9*Y0X%07\+$ MG(&|\B_/!+S+['$)4QA-!4+EFR@("#C8"=*^5EH4;TP"8>-KV/-V 2V4^)LC MIJXY"'<"-H5;9Y5? D;W<)K*F9Y*4/-U9UM#)HN[)?5 7D6V#V@<)A%V"[>6D404N4-*"_>S/$T.V(9.!+?*|)(XD69-+GU' M99E:.)291Y!/)PHJ=SDM@DS:#J0%YK5JNJH6G1JMGNJI.8BZ*3P8E74!O4! M703)U*HE5-B7WQLZ:1"WT Y|K=|8T4ON\ MQ>0INR?RO->_7*139.B!GW?2<(M#*/8;+I12!C=@,XXRZPSB%MPEU/ 72B@I M?-# \ZW=_6Q)- M*_P\WEO 4(MH7H_[O8- /]\W5=HO9*TQ787AT@J((2Z;(^U2PE2=,I=!FTMF'-ME/CKC/CG37E!AZS:<+4I]NP%49/5H\Z0>X*!$;POBNK3^B/BB0+S4AQ,F'1:E4+1>;#O+WT:$',5\:_M]H] <4'T0KC;D&A)=U&DI$'NIL46 ?*IZ_02ZWUZSC@T-2E#+}:_+8G++_U"PN MT/D[:<@8GH9$]HM.0(9TTMPU@XYLR2\HK$K-U/W5AQ(#=3HG$K/$_E"_E M)3_3"Z)+)N_9PSZ3]RA3'M+,,.1NH@<\Y_*2,O M+5HW7*57V^%U1[C^^8C=G1.CJRYV5EBRC*@:4CK.6T?BE- MN!^?Z#% (=KX2;R.JQ.'(#HU&&K5.&MT/C^C(SKEUZ?*

+Y)W.=]M!8W%:D! M"D(-%K"&Y)LO=]4Y)$$'_Y8$/LC;=K &=CK,<]/J5"$U@: H%CEHI9[)Y73 M0'49 -C&XR4B-^?Y4^)>*=OQH*@[7@^'(IR MI<[7]-@/0;X $.7$VGI^;NMJ]" (82E]-NQ,H,T.0$2I#BN\$OJ$!]&W>$7Z+8+%8 MES.K;> O(A^DMZ,J*E/KE8R0#NO0INQCHYQFA-0:^R%(M*B/5H[WV84FB]P MTBY;D,VPV LR XK*RC!&F1=+A4)MM,7.G.GQ("!=Q3%*XE^W(;FT6'\1 M)DI7PK'#-9ZG&;/\^?D7;?5IR^1E%6^P<=KY;NHYG+Z@0X2I#;.^XH(7# MK=T#3T=]""XV12? *#$115U0/*L9)56U@*&?6W)3/+TOZ!V%JZ3.%CH-LYCPE$*B -1B>N74Y>'9/]_#5<FH2 MUZ?L1[WL4/V5[*%-SBAS?>';`1>%D@0^1S;+"C-EZN.L0;J9QS%\3..B VB M."B\D1# 5H/;\P-B./*.+LHY3OR&&'><;,9[D28"&#UHA(KE3^WY7*G3>_)AU MLG6R{\L>EQ*.'@2LKZ%/S&HF2&)=X,1S^DV<#A'>GI3,R1T&0WT6:415SW.N MA RA)0,,'IG8%*WTAT5D&6BI&!525B_R91"IO?I9(9V&;S99"K)UFE1?5%A!FD)U.JEB^)//,G MDWL3+(EB;1'AZ$6>%6$0NX=F+?O0]H6S\X$N9Y MHAVBV:";;+^/0C9XBA$!@D@:ZZ7H7+T3^.FUM8XRM)+(_7T7!63SXY0"!M%PSIJ*K1 .!X, 8P%-Z-.Q8$!_06X4T!GP"L8U&P-,(R;75^:G)J/MIE* MB9E,QPE*!VQ\E238? SLFZ>62"PB:&\Q:GI5+-\59EUT7AL:^V68U.-",@86K M6$/W*DQ\CT+EOZ-7Y&;]!>Z^N<&1*$[TT6*R@X=CJF&M-HU[+WLWATN$?M:& MH=5WU.0[>4)5K6@A40^5@E6FD$"762BEY.J0D+-,F'01#L:VFEB9PH,*S4(Y MUN1L%SK30FH'VY]N<_Y=A%.RCV/=AR:\"&*WYUZQC%B$5WC RT=LF@Q"66CQ MYSXHVY,5M"0_/D.\TR;O_G.DK\Z&WEE$4GJA,)Y9>0X?O?,U<'Uj7A(?#O8: M\<1Z5F;WA>UY$ *V+A)L?E8;*7(1Z$WN%[D8)R7$R+_.2)%__/9"B<[-MJS_ M.BI87YQO_OZX%P)6_7U\BG%2~ZN_02C"4)VS6'30-$L5.DJ;YOKWZ[!"IF&?2L M+<1-%"",_=CH SVBB)9J&QKL#'<1S MO6(?:NJXL_:C"W1226? KH.4M2+31HTFGOIRMVZPH5AZLO@43#?1!O0=E8 MUUY9,_&'N3!T38B%!+T&D1)\[IN#" M R=\R69V2N)I6/ S9A2CY_LSM\'M>(AY(A90^7Q^$#!WJ@D.0N$<(X)*YZT5@@;> JP01W*U3\EN-AE>G-@)@RL4=A];[! M@$OP.5R7OWWZ<;H4+NE6%BBL^W6[Y'U3(_AFS$(OB+H?R-]OHI Y^8Y.0 -/ M\\I(/3(DO>98=T5 JEB)<. D;MN! Q0I5=?UB-1L# ,U+PIZBYVL;>'E+E SC?'.R7-809VI*COKI M.4C-*BHC",?Z[^>=<%S6 (WV(-H+8J*]-J^KQ5!,.@-L! MF&*FGE>BJKQ5+,.'U=_V 9=96&C>),JIS2_? +^[*MV1DSPZK5];<)G 8.1 M^]O?AZES2\W8+4,F]!7[%.O'6LN^CG_B8;Y M1HW09'^>FS1VNF*^8;UVT)GYAEE,B,RW]U=`Q66[!DRZS'?LXL@87R*VRM;_ M-VR$WD'SW+!ACSS,;FX+U\(OF%S3/.MN?@GK&GFBIS5/!Q^\4I8O80:R;_Y MOHS@?YA5\#YEDHSI%XE>*W=4QV9'_P-Y7PFTN!36[!D M\?6I8FB_4-]KTG6LXTV0SV5&WHC#4=$6J*G+/]EIGA-7E8 M&D>)80(.>4XTO@WB,Q%:?CM;Q/C38ZE,MV%Y\R/-,N.+85W_O82/54W>!76"&;OQ<,KP&NH@+]C7QK2DX#);U0R^<?:B1Y>6*Y>6*^ ,?!B&MX9I[C$1]H,5 M23HQND4WQ)F6%M ,OPWR\/B$"A(G=_{J9M(2]ZN(TG*9#=(H!ZIB8P]8: MATC'>\M]UCL+-+BYY+8TT]G>-K'=!7>MF99$-@N\#M/BY]+[VH[Q+KH9SG3V M5.7=[+='#L!;PIL=I2&YB(C8NG'BW;\1_IT6\CL'GU:^TMTH:@@UQDZQI/!2 MNE,BQD/H8D1 ND7[_SZ$5ZX;'0EL+\A%_KND2E)K*B#$'L@]'9(/^4A4!RB?.M P@5)M96Y-8G//%NK^(8)?HX<2<#@NX9HX/C>[>9I+WI(@\3=?LSP V1U5H. M$/+Y$2(2HM71R^?!0@F3N_;1=[[\P$],CA]G*B##$BC/T2/^= WG2/XB"^;WF M"PK.?\KY3RA9;=B_Q;O3N^H#_^<$(_1.E?[#67RR%N M1"+J99Q-@?:J6W-8I!WLJH,L ANYOU>VGYROX$A;U#Y'F F*),'^VS&A<*ZC MIRAT:4_A* C2+K;(L+S(Y\[3XO9W,@6>R[\H9/))WJY//L<;*C5HI V2^&.G M"_IO1.PZQ\ B(Q&]E'(C@.W<9-XG-T;_7+';EG!?&6Z9GN>G=_LSL8 ? MPDP=D%))@_.9VW_7/>Z/3*]D M^C85 7W(3D0._^W>UTWG^]#Z9Y/Z/(]KZ9=.9:0^V%9B]$ MR+MS,'VY()9NE6 PM\U4A/+C:E/MH8<_Z!+]T(%\>]CG# +:!T)//)^O M#LUB2M+M$%X:INM 8TQVZ$L)8$7RE["%]_$ZT%!.CU,/,,L6 HHT-UVO%=;\ ME:"AG;)E#UC+%NHU"Z"FA^5.KC2UCZ-EW1Z)!G;EDL$Q!ZL^5@1VW>3PW^-A H.M?WV,R>4? QV0[WOQ0M]WMUK)GJZ;Z)U$WU^3RB(/44UO<-LR5O';^LQ9=X2* M,.I..]KC I2D*O=C%,=*0P0C#Z$]>V#=Q$'5\I>&E B*,50+ -4"4&S=8D_T M+:,S< X"9W\[-]QQSNN@P'O)?]%0!?+ ^^\\)9NWJLC^2G4;?DKN N:7?^^\\Q MVI8I7H^6%*$#/TR^]_Q}$2QQ@B*QJ9:S+_1R5PID:FYE262C-25^:%!BXP1G MR:*-JL? \;M_M*R9".Z3[<4^#)\: IRZ&*/S.]@V\!?22:^^ ;+I!.X32=*B1B"|S,-,0S:;$0^)Xb.0;6/8 M*+%$BS#+$'3Y\S2ZM(C%##$&??TZ$ M+M* S1"$^6E:A!&$-X:@S,\3H8PT]C. (M0/&8]9+)$&D0$H&SA%L&F 8A#C@[ML6,(:A B@3. ^@Y.#4(U,*9"FVC6(!0!IRF+0U]Z^&=E)\6RDK&+3LXE/KG8 M))>O'Z\VS^5RH]!]];>AO_%=HO9G-9/LS 2^ZZ/X;"8\A*PY./U'UKRHSZC]-MDY.P6J2L9H@HE8T-*H509:-[#?8V/\0K'I&-[#=\&^.D%+HE_S]';AO0/GMG-WOYKPC1?O"F>@EHH6<&_1* M#E3H,LXT),_W54L+XXW_S] <2\$K(K[^!03G*S$ M,S W<:#2G'VZ(K[8?'V$"_<[_T"4=9=>Q\M13HW^_%X%UB,*_\17=@) MO>M?2M^$4DHT?O6374.D.]H[083K.|)DKW58;'")8)J*:6Y+"97%26=S,*C!-ME #=U4_(5))8EOH75\XG.OK@A(G!43)R\[EI:Z"1E&;_T#^LY)X]*(DR$4B*V&(14$V$NL4@T4"):F V04P7[5"U*<@@R MRKWJ"4(S;,(4D"D'53-NHDBV..YEPW"BJ9N&EE(7BW1"$9@7|O]*G=9*O6N+ MIR+ROYUNCICV;.L66NFA!W0&3F/K&CV?&P,M-ZNTE#6WXL_UAKHS\>WP'>_ M)EG[P0(Z22,KZ13[+;GR6.-KZH31:LG%G6,/E2I<3*KZICI@&5}[PZQ,2 M5?]6AH [FO0I;2G:-2;.$2G[K"G"\<7Y^$(D#?:)UB/MCF.P0"\ ^.ALG#]TW MA[EH##<(ACQ*S @(M!'K&@:\VB+92 ,3>\7V5+\CAO+V) :1/W 4 M*MX3A3/>(>]S%'GF1.3-'@7L9\?]W=GZX=88Y/K.?@\.C@[%\2GAC.J9ZIA M=\?Z)*>><)2$2=V"OP+S2YL_/#DY*JF'HJ3=0:]{D8GAJRZ;:Q)IK2D!V/6J7 M8TO-I# (1Y$8)9%H8MFR0V2H5!TU5S9X(;,1.-,0BP>1]\BV% C-90*.LQ?\Z M3@<=>5 Y&B9"%=F9Z)\LLSDG^F;C#H%X]MC$"<1UQ.3>,I%Y!SG"T;)6H;AR M(!.C]Q-B;F=/G#$2\R$RW" <;"^N?)S_,A>XEW\>B/.@M3=N(M+T9I%<&_\?=@=ZOQ1A=>$(]RR_0^:-0 M5P- 0>FE!/M!>%+)(!A5!*G]S2G6XOL"2"ZS-.8=2:^B119YH'& M3'AHJ4.;&C/GB9;]D.VC0Q\UE(1D2P,@O%]TBPX8N7Y6!7\(4%9#?[6G/2;^ M8\'7$EZ 8F_+V]M%VF.$=H..'3S%/Q[V!QR]IP];RO=8=S]\4RA.8I%.L8;(M]=$//%$44##
(&K!?"='M!NFO1,DDT(NFV'QD<$P3O#1!8=7D4"A-66R(5A] MY;?B-]36+B?N0VY'!5N"IHH>N$[?855BS!S"UL-1IYIA* TV]$;FJE:U"H3 M&3*5NL@? >92OK,)//$K13@+W9QLF?P*IM*V]8>$,KW@A\L&P4"2>0L4S=C MIAX+;T<%[?TT3]2!8.Y+(;:T)13S.P8ZT#S#[U!#=&'M]P*;3U"4X5<$,Z10 M80P.?/'UJ? 0OO7"&YC+V;_9D[W6):O.X\R MELZQZ%UL/PM89?5IO2'"R*1&0-]TA<.LD4@(2LY-Z+1H,!W69F|/*RDGM=[M[]32IZ3M4IOCYD?=SB$[+I4YGSTWF2$GKQ WOT1)J4%Z!EK]G? 8^5H2TG,LYY<\#I;#D'"*!8FN]@FM8KLUZ>9(?])/LT@E$Z9@L _#*5K M'8!V!U_>-I[>Z0CDL'TQ)A: Y#)TR+(9.9$4!!N%@$F;.6XW"B7H_R#)H.6 M8%78CBIF]!%M(O20!;'[),BP8>L1XVFZ K<7"PXRK4:5OA;>I!\QX-;#);YE M#D\\(F=*)K7A//%XG(DL OG\XQ+R^V&PG-_M(6ML=LW3TAP'(..9 Z47VJR.MA_]Y/<4D$\JZ@>A=0^'8<4%,J54&0OC2F7CL]$#NM^PL1NY?MM'I]^SE4GQ* MH<_^<08^^!-O-U5OXJ,ZH,$:3446F&PDJ@V\<,O-44%LO.KA=^"JX99;J,T MHHM8BQ?.JA)H;"^]*.4OJF4MN)E0;'>,1$***%_2ZDR':91I*=X%4BJ6E QE M)6ZBN$JM]44T#-2XZOJG C(9^KICZEKX1'$W/N)4G9\XJ,5HGW4LA)DI?//@-M47V$9:\N:,Z8H$? _O0F9RM&K-16 [S>GO!C>Z],7Y[\1O@F<.,;S$+=9TQHI M)!M5AE+B5399 2*:9Q";[U'JH\I=95GH NBIY;M4_PJW17*=HOV2<#S$G9/E MH2NG|5LT0>YHC|QHY*[VT-[!OXMJO,*A$*E\ J)O?*0*MAD[!0)5_G6R@P$03Y\<.6BFZH#U-6D[/H%>M1$*"9+2!Z79)-WX794N2OM@,3]ZWR)(Y5?:.FT8,F%:.(8[^:,'Z=8\ MPQ-UK/9P\.2VS'SITO;,">VCB?NK>Y#=4@-KON3AEX954,WEF&QB!V>[O4.(P-_B4V-)Z M&^N_C@K6%^>;OS_NA8!5?^_&B0/ WQV37Y+;;]DLM5N2_H'87'NH13#A^? M@P3U.>?? +M5.BFJG5[*:+#E%^5)5.E7'C@H]^6L8'Y#K;WSDB4N&A&.G!_(P MG?KRU-"O))[SV/;FUX"RPD@\!]]09E:XO-I\6D=4T:4I?2_DHT(53/&O4.(M"B&]0RJ_6R\MD@95:X/Z[H# ({OU+WI+S+'"Z /A]>8SA9&I

!P> M+;,DXM_55TOL3!:?A7L ,?.D: G8FR>1-@Q?D{]U!Y$0(]RPQ=5MX^H63P!P M4B4\E,,9(SQ^#W@@1V&B6!&QRW B1CW _E[3,H5[M#GKR.-SDP:]PV9EP]07X$UQ0+ZUX6? SJ)1 RSIS> ?_/)IBH N?E84W)&#!V!C,M(U4G;@(XN-ZTJ#I&9$)^68,8E?"![Y M4BC"O#?R,7X1?.Y+'QX9 EXAA7VKUG8WY87P@>>~M!$PF"(DSB>\BRJ"L7\L!YVXO8&"XL Q4+/#M8I81_&\0]!EKXQ6W9?U?6V=-M)TC2K7BN>Q1PTQ Y(D,R&FER,^K5+<(G(G!%A%J+5O2UDM5#U/9$NI,%@UM' MTYTL5[P&GQJ<1C,8B^F%18'2_TJP?_C27O1C MX & $:GOX1'7< PX+DHPX5:*8@OP>UFC]=%\|=*!?T<(!EAY|=9Y\/Y9>>,?7>P\N5G/AJ?Z/]7+U>=:R]!R:!R M-FOLT=AY5*D>- ,N%G9MB1_N5H\.C>NNPVFRVFONUZM$C4(X_">6>A]%^1=;' M$E3/-!,TJA:Z4#*12C_%H6:(N4]%>Q&&?"+F?A(>COJB2E5WT.7\]0.JF2^4 M2N4[*JSV#=V@^A^)_TLD7"\|\&D7Y1$<5 X.6B5-)5F"^5PZ_PHKDVL!'86P MFPP!#=HQ'L>1[*5H9,8:31-L=')K"3Q M'@)M[.+@BYG${O2WKG8L9;H^:[[.)P%"853<)?:F* (D0Y4:W2CW M95]BLHA^!.Y-&5>5,>,L.926'-XG"E12C/SS:0DH(L6R*<.N&&ET#IV=G'5Y MG$3PM<.Z24!-,R*ZDE1+NCXL.CC1E\EZ(%C1C*4:LE,LV^E)<DM_@MU%PON L<'D\9A_TC23SWA K8+VEO&578F[9]=LT=;7(;>QZ745C%I">4}"*09(d2L*UK)QL1@C4KC M#7^]E O3\946 M=>YA M;[JGB_PC8V:,8*V.#?.)SDC$"""DVU?"U26 M*D;%8B(? 215UY028.>R0/N&+Q%/M^(8-PX[SE<<<1QIY< \/ XY$W M\SS,7S2_]L' H(]%"F4XRB, X\:?!$0N.%CRG136=PBFDQ@)Z#S\% \=P' MX41$@8$'3^>A&- &&4YKAXS'LE_<*3OSYK%ERCB!"9]43H8Z^TQYROST^;@Q_M8]VF1KS\3BREB03+GY8MK.]@)]"\:Z MTK3HW"2:V?*+YRF_Z#U+^<6:*>"30;2PG^=AAK{T>#3-+3I/RYT5Z#BX-$ 7GD&^*RPT-OF$>D!RTWXYO"$W M'(V%|\.B"KV2I.#QH-5A7+D\'5<(]

*PSKS!>P2#C)<&R5N2U7,9=D,N9%^?9*49T(`MW% &;Đ@[%&#]!G%ZY7S*/Z1,'-G"?"8R.8,YAF,C"]3;]X@'Q4.EQ7_6A*?F ML@\W>*&AYL.0(([M!2T?*
1Z,3)L60!4F==>R(*PRHC31&3P!-[I+.MO/A\%4 M793(F&/`XW!?U(&4$3,+@HV;$IP%T/_F)N^DAJE6.78FH-!+411/^A6LV\C!FT@P?SJD6IJU!#(B@Y M*R>YBI3(E(Y=,F-
,DRQPZ2A>1*D *,YHF-P(^?('B%&*9#*5+5]JIBKA; ; M*&4>'MK1S2?-NK+/X"D^E%E?DNQV5Z@)/0?(PSDP$6I&Z5%$I8O:IPIF2TF!>R[^D M/8K"R&C5^8MJ=|!?
4%@7GJ0B71S]1'"#+50G\P=QON<*W@OL>"A@#G"#:MT M21-X+SX,R@V &W+ RY;QH.P5H|E^MO=V=O[Z77BP?2!"M&X%PFW;'V+LBN%5E' MSD:,QJ"SL1V6XQ{!&WR023@#@?
C*""XL2:)OPN6*/[EU/;!UU]7/0.<$AV90 MM!D27N!$54Y]=3%J#KJ*:>(4263.(IE.NMY:#:F(;Z&+:D;_7OIX3]UON?B*SG)/#I:YK\TK/7S,6RX|*+"K),PH>R@*,5Y>Z<*]#)5
MD6'5B=)R4M!<=J>+C,<2>BQAX_%W\W(>2_BTL(0O/9:P UC"FXDH?EA/=]T/ M9)P"-X-9XW).4\B3Z9NZ[KK^Y:*

2 M)"W!J8Q:L)?U8F;,%!)-LO%[Z?9-GSKC'E]-S0E\G:3T2A2QG\]E1B?^&> M+*>DJFI?!'G!IDKF4&*?C3@X+),H9Z@,$2[L[>YV2,@><3<%^0:K=I(J/+'8 M%?9VJ+-VB @DNV.,!
(V'M\>)Q((S;R\0'\MJ/A%X@&:*>1?\YL6LNV+6,="D M!EO3SD)DGX3;SX2**<9T)>-+&6SM/1\$<{@%IEBOL1OX#-Y"!OL(Y\56DZ>X M,X(;\XYV.;L!PBY D6HQ@%Y?GK]
[M]>SN#@AW\]ISBT6\L%HJ^)O4/4?K"[M!\\NKG[P9[,1\F^\N,Z*-|,#P?]N:!)CCI/BA90)>\=W[R9\-.BA,#DUP9\0)
M+=MZ5F5CP71+%1JZAHIDERJ43M\4YIF@X#I"8Q)I4N7R+K#%P@W3U] 4!VE8 MTA><4"72P77#XR@76E2+Z>GV$U.8QA(;HF!)-LZ5_B-K#"ADT7
MKS)2YY!S,YS;U&;& ;7*0EL 5B1*;:-Z;H=MX9F?MT\ZY4@+JJ5*;JZ^]"> MBCLL7DTL.VX"E=;,GJQ'P=^:N1E6\H0A%#M)/EOZ U@R$^?]BA7#3!=(#RCG
M$M1,#593HG/NN^2&!UHI!K,I* M8_T8!PO'5'&' /HTI SN:N[W&^-?/P;=^&O/&VNZ0R.%]O.64B6W:Y=]A].J M_+9A>.F-&\%3]V[\65V\]YMV+3*D#I0D8]SE,M29&NC?
8"49@V&H)U/6OP>2- MVORQY,8)Q8BQK'S&T26=']9\K]XJ7*[.XE8EPMZB=<&BN<+7'>O6AO"XP4(8 ME,<:9>Y.%O^F0TFM9>RKG373=)1#]2[?&_P[HMQW?L M C?L $2_6,
[!FWM'.^6!4$3,",.1))('S;"-CC|N=KL[S]^^@GFNPA1K>R+? M6Z?.3N4ZO=RND=OG=R2WK>)YN]B>8?]>J4F<*XG=<\-P[_&.#IH\KRV|UI87
MWZ\M[B^=R,*-1P#CYZ_7M!:GUU4\\O'C0F8)I6KJ:CAY\SCFB83C0J.ZH#LZ MZ,&#'CQX'\,.@P>?&'CPE0BZ?G 8PB1#'EA2ZH'5W@?F_* M56V)IX4B JJHE%1OK")=NTKM8D8#
|C1)^ZSFEX*M"F%/"3=2Y99W#0M=<\?6 M[L!<8E&RNN!&9PT.(7G76*PK4.:]2&-B%=_ZP,/2EZFL2'/HD $ M3-ZE3L#C\V6!,X1>#HYSI5RB.5!T2VHOH=(-Q2ZY,LD C?&(2MT$
M*TU-3'62<,O V\,35=^=M5& ^)ZBQ/HH)CSS2&@-1/0I^]+>/HIK9#:QYI6[J.V0K>U::SE;E4\;X%F" M@%HF-7N;M-Q3,]0 .2KC:,4;=CER[5EPGE==8<0T>"'Y+A.FTU?KJ^I@*+R*B
M0#C=!+ $H3Q8S7?9GDS.*ZUL"_+T51:!&)XUX5[P6OVT]TK9UT*%R&>P/;DJC"=KD M>'$-R!1O#'2U[?F8I$%<(7T)YB"R6"&\'7'#&,@U.]XTC6-N9TZ,P'DKDF/#
M*QVW793RKNAU(\/P1M4O*QF&YZ^>8'P!,3.?5,"4G !\I=,'I:/+;MF>GB-M^N5$T.H.D\\5NB),GYQ-F9F%S805$1HS;N-GUGE1"7**9\6KA,QB$8E]4,Y MWSK1.DA;7Q5-
2;.6+7C+'G]NC=|98"X19AHNM9T#>;8D_!U*D3-(T\;,,$:F=,!^0PRFK,4.\:\&3Z M_>IE1(5;Q2#<7:,&OJ-H8PJ3B72)"QK3(OC Y HD:|_M84E:CID#E9,D-/0
MN5N^/DJ42LI5O'6:5)0I=^) _\C:=G@#/PQ^OJI734_/]M5JO(]:*MAL|T8[MU\W .%M"]&^]Q|LX*G$?"]..(7>HSL_(4&+GKFOG,ML|L]R%'YS/;3R:S M_=IGMA\|L_V4'84-
#T! U6'NO2/6Z>A>;RS5E>C>:CK]%D&V88LG2;78&9QG M,KEQ7*^N!;<(W2'H\G(_A+':0-*$ C:F^A/Q MN$>^|HPSI5RB.5!T2VHOH=(-Q2ZY,LD C?&(2MT$ M*TU-3'62<,O V\,35=^=M5& ^)ZBQ/HH)CSS2&@-1/0I^]+>/HIK9#:QYI6[J.V0K>U::SE;E4\;X%F" M@%HF-7N;M-Q3,]0 .2KC:,4;=CER[5EPGE==8<0T>"'Y+A.FTU?KJ^I@*+R*B
M0#C=!+ $H3Q8S7?9GDS.*ZUL"_+T51:!&)XUX5[P6OVT]TK9UT*%R&>P/;DJC"=KD M>'$-R!1O#'2U[?F8I$%<(7T)YB"R6"&\'7'#&,@U.]XTC6-N9TZ,P'DKDF/#
M*QVW793RKNAU(\/P1M4O*QF&YZ^>8'P!,3.?5,"4G !\I=,'I:/+;MF>GB-M^N5$T.H.D\\5NB),GYQ-F9F%S805$1HS;N-GUGE1"7**9\6KA,QB$8E]4,Y MWSK1.DA;7Q5-
2;.6+7C+'G]NC=|98"X19AHNM9T#>;8D_!U*D3-(T\;,,$:F=,!^0PRFK,4.\:\&3Z M_>IE1(5;Q2#<7:,&OJ-H8PJ3B72)"QK3(OC Y HD:|_M84E:CID#E9,D-/0
MN5N^/DJ42LI5O'6:5)0I=^) _\C:=G@#/PQ^OJI734_/]M5JO(]:*MAL|T8[MU\W .%M"]&^]Q|LX*G$?"]..(7>HSL_(4&+GKFOG,ML|L]R%'YS/;3R:S M_=IGMA\|L_V4'84-
#T! U6'NO2/6Z>A>;RS5E>C>:CK]%D&V88LG2;78&9QG M,KEQ7*^N!;<(W2'H\G(_A+':0-*$ C:F^A/Q MN$>^|HPSI5RB.5!T2VHOH=(-Q2ZY,LD C?&(2MT$
M*FO*I(&NR!K E7T(UN7_BS% GGX MD//%:=6WWA!XG4JL,Y?!V3*EQVV?F?NC!/XSQ2+7(EM.$_C2\W1J[M0D@7_ MH\QA'BF=?;^4;>^_A@RY+K_8!PGW
SAP,X.S[2)YQ\^AHGJXN\|P*KN|G2G+] M',-F[IKYPUCZN|WQ,'2TM!#W5QQ0.Y M)9!,)$D9,,,IZ0/T;+F'S;0LRDQGY4ARD4YE(K&EKYLBZ/VA!,;HN=@@)I5Q M[/SFL#@13-
Q2]N=.*:4;RQ.(\]Y%V.]Y/U -& ?F"3.QT=^"T1+ V(9%MJ MMN/NA@AN04V#))C[3&QQ6G) X,Y)!%%A'+C,+!U7H/ ,.V!K>EP/H*Z%,C;]L MH?V&Z&Z&5LRJK2>"FD^S)
<52RTF)6S;^6*^Q=++<14#A6+I1*3W$-JXWEXA+$Y M[8G/JOFLFL^]^:S:-Y_]B\^J=2"KYCE-'\ZKB]/P*^S+(VXLV0$OCK'8=!SB MPM9:EWG>V0>?)8YA\& -JQ(X3YK;
<0&KEJH#HE:1'D]T*'5_58?KEEI.<,1D M5%[X@;/WPX# ^/T+.:,45PCY-"H3_ $V/%C:MN&W2]LHTEA:78SEW"'VHE+%
M,5@N2UM19DK,3.5"RVUC+D9C1{G9/0Y+KN>Z83%2I9L/S06)M3> ^TL7#ZT_G M1*26*IXS2O.IBF-DV#\4V3P[/.1;3-\E(0[PZKQMFW'O:P.%=*)+2V+(%9S M5=A@T TZ\-
N9_%M#NLZ!L+T_N@P_/9F>FDON2)PZ MJ5OHQ&##WI*XHE-MI_-NM E'JB?1>-T?:,OY85*Y,!G%@\)7B HX4%WRC#>&. MJ]2@O^SLO7S1P!X\7;'=$H-
G;U[]5*7DD0N(NZN87E*ZVP\ZT2)W#092E=GZ M.]QELW21D>5PFF+9LLC?F;ID2FF4,,RYPB3MJ0RENL2].7>918^2O,1,D LU M^D3.)0!+'"% V>[>VV2-
,W1$C.UTL/2DR(W<-6.HPY M_CPXW8W M.Z5EI>3/YS2DK71:X,Sj8;635F$S[TP;BB,[O9U@-MTR)". XDEF9Z!7^\??;VGO-XK2^N/W-T^<@?[$LZW4V(&[LKQ.Q#NJ&J-,#'X
MPZ48_R+OQ454-S>)(6Y >2$2[H7G]*_$!@[!^]F}]P(>N1&807YIMHK3ZK,%9$3'HAE9YPH0^@>B66=QU3[(P]E85D%G,LO]Z& M[(.)#T1'R;P1.'"E%-GWR8=^P# X
MBF.5I"K_/@%IO>/=2,VF59S>==#Z\Z80#7-(5ViE>H>E@%Y5'I)<_1-TAY'1-M5A_@A),T0R8.C*W(+)Q?!UL5X)3P1@B&INB]+218.1-R8N&R21<_Z-"J/F;_ M,
[@9K!2SZ@KJ9P]UG,7;O(7L)* M$&P%+D]A06R%^Q >$5.]9SZ3$OYT:M]USF<:IU<@8+'*N0G(%)^S((NU+Q8*
MNY*,KQ=8P8[$!W#E"5P1R2)"6'1$ ^QAXA2HPP43&W]<8.C1K7P>]G/0[.$1 MY.5]\P,L, MR'XS>PBS5\&V2Q+A]Q]@4[-#UN7K){#)+=E)E/-%G"XE=6"FMS%[&WZ9".)C M 1,!?
FP$#IPH\E0RBQ/[RTXNFRGR<&"9FE#2 =UVUXECH]2\8K)D$\(Z2$N- M@@#0BL% ;.B\RX\X#9<.8P}8OM^2UN _BI2[)M+2^]RK)HL/0WSX^;>/,^R'7 M2+P<.EN,K0
0P8E.5$AK7OO ?,8.7O6DE$O0)*2]HQEC.! M1**,)C++9PI='ZYRPCZ2U<>L.^PAR&OMKZR>>C]@[@($\]2&,\A(]A,[T4<8<*M3E77&Q4X=#J MC>F*AT;?Q=_,]"OK,NSQ-7;2!L-
>58#-2E?04_QA2XS7KH?2[HH[4*Y#0[M,]?K\ F%80IQK2,LDN,^%%9A+3(?V+)F8=NM&CE=!1%1>ZNW"0YV/T8#,$.-$7YLK^)]2C)?1$6Z'5&9
M5>-0]F6F[$(*5)HLF>;1&F"/L%7/M#P,U\PR'H<4G=P>3^TS83XS?>[]1-M:U'7'#67A0WJU 9AO#>;;VHAG_XX&IV0/!O?Ef%47+]3PRVT/L0?2SJJB;2,
MQ]2DY@OXSQ>,"_DA=+++.W1(K0]BO$JNiNKK>6!UZ3XNV=.13X:YO_XVI!/G/R/ATR\YNGOCQ#U\8,73B=DS2A+6L" M'VO,%9L.B73-VF/$*9]
NC,H/\+#**AZUC&KA:)G#K2#$#+QGV40]P/(7D M")MB'1Z6-RVT.#7*T7O%[4OA-.'KW]H:CW?'%AVOXM8$\0 ;E)<3.,VI
MW&FOQ)B1.6+*T/QA608UO*4*@EQ=,^(TUUCHF;1RA6]*-DS?Z#:8R#Z+UF3P M+*S(`)6T44*IY,A8\SU7SDU6"NS<$;08H=;)D.P7Rf??0TKCN4<<(DA^,2M
M2BX*7"TCH$%,YQ76LPHV,@,W$)8H*_'1"?IS9X1AWG"'"# M$5Z.HH2,/2Q* WMQ"--J_H^N%4$F#!);%+1!.NP%VWO&S)GF8;+*N=O6=226 M9_![$)8-
_9N8+IX')VGJ<)ONI[E"LZD,@!4JZ2'0?3ZE:,2L?GF47,$\0 S5 MF>9B)_9JO.G!A].SX+B(=KY?:?>!N3 A15T]W\MVKUL;L8XX\+P1X<498-Y6U M;@M4,0.U-R)%H6IODN! ;]+.
[/8WDEK<=F-?,&51$\=T6XVX,_-K^A2WZXK5 M +SLFXHS=!H)?-OZ?EM5_'&KD\>M3^!RZ!-Z)P-LWPA!G(3QHS*RX#SU+KE M-/_;1MV&NAOTA8Y)D]FV4EA?;&(#?*M&>
([*YN;5'%4]8YSB1FP[S9G.32> M98K_1K.39: 8_,P.K.8G4CEDQ)\2ZZH"RD>,0QD#,_+TD2%8.:2"#PZ,%T[MI8]Q$F095B4.0K @{6SM$2B'7V)0R'<'*T3?
\D';G5&GBUUA7H02V.DIQ+? M$*\VV+<&ACD#Q<*/%$V0X[^7APOI.>[KY778CT:MJ!YM.1%"I]I0((')'A M@@[L>D?"T$ F;O'A_/:3QZ?IQ"O.&.WAIS\8OA3O_QKZ3-'ZZ4GG M\(
90@C(O93!.+A6X4.B!"*(17H!W(P,\"*[0U?G@JAS;3.PH?,3J&G2*]MZ^ MV77[!#]&.E3=L1VX MW'"%D5NST*K'<-.3 ?56SSU>[.[AYVDT'H$H=K(Q67%]MD>XM(^&DZ5R'=YC*E M4
'F_6%//M)!!PN#LES"'7C6ZIQHN^UX'1.(6%-M|>Z^'LQ1L?' LSD"LD=UP M9QCL/=_^Q!#2"EJ*OM>]KW=?M/-M]\1A\FMIE](;YW2+_ MJK4M=4*19]W@$-
MJG:6$$>$$>TY^3VAP)@S9K)"SLOF)0:N%UD:2DDQY2W8=1CU%\%C5%YDU&-A M&/Q11K1UU.+N@Z$#M1%(BH8)*!V4ICQ6-E&%3FO96Q/M9<$%>AEHCG3^|-
DKG.+!05]C!LC=YHBI^_M]&%@:DKH>@RT(XU/,UQ+0Z=+8^L$VI?SE,'B^_RE%YQ.B4P;=4=4 M5L$3^DR!\38XB908;HND#FV1?MS0EI>L;TD6'X+I)#JBGQAHCS&3#BX#*7CJ
MQ*.I=N!UUR9F=*"UIVR7X9"&0:GQ8I8($>^22 H<$$;,6V%XS<#?8>KJ?>0^/.ME63&\JFX3,NL<8A NFI8RME'D0$>M1G]4[FIH*=I-'6)IM1-D5U4&600Q!]>'`47-E%ONA$]%C*
M()9%@7\F:;(=@5M>9A,*EE,RA:;)U3QHV8K^C(JV!<(G,^K+=76Q(&&1W=.M.4C\A;B0X/-?@6H03-5>09\2^!KBX+A(I /^TP%4EUA?-+QXT,5%"EJ=$_X. MH7<68Q>#L@;E0D-%]
<<9KG_.^FWB25A0A(--0YT+*K2Z,\I+9_A<%27`:.SK M/]D=#90QU*F-5EHMK)":"]+0;S\)VN=>6P%=]FR:UG9_^5F"V+/G=?0&* "M7(.)2"S-ONYCN+:=KA>V[@G;?!$KLM,=S,?
=T&ZSWOI O5NTT/_AVFMT51VIQ M@):%\V%=,'UK4L,H8B57(;N1R)3#=L@.%LY@!;^:RI*2F@S5KL2_TX6)1"I0 M13*3U5W CZCNJ4<6IO/Y&!A:#
MP1*51O;1.@EH8C3TIXC3B[3,W3N9"D.TC94K!/.(5>ON<,J*> MTY1,*7V5E0B6;%?4-B%<@)<,4@M('5-4*+/:4'5 MNA@ZQ1YG2UT?E298B;\=,2[A*MD-
2_@7F=)5W(SKA<'{ODHB#\LZD,@!4JZ2'0?3ZE:,2L?GF47,$\0 S5 MF>9B)_9JO.G!A].SX+B(=KY?:?>!N3 A15T]W\MVKUL;L8XX\+P1X<498-Y6U M;@M4,0.U-R)%H6IODN! ;]+.
[/8WDEK<=F-?,&51$\=T6XVX,_-K^A2WZXK5 M +SLFXHS=!H)?-OZ?EM5_'&KD\>M3^!RZ!-Z)P-LWPA!G(3QHS*RX#SU+KE M-/_;1MV&NAOTA8Y)D]FV4EA?;&(#?*M&>
([*YN;5'%4]8YSB1FP[S9G.32> M98K_1K.39: 8_,P.K.8G4CEDQ)\2ZZH"RD>,0QD#,_+TD2%8.:2"#PZ,%T[MI8]Q$F095B4.0K @{6SM$2B'7V)0R'<'*T3?
\D';G5&GBUUA7H02V.DIQ+? M$*\VV+<&ACD#Q<*/%$V0X[^7APOI.>[KY778CT:MJ!YM.1%"I]I0((')'A M@@[L>D?"T$ F;O'A_/:3QZ?IQ"O.&.WAIS\8OA3O_QKZ3-'ZZ4GG M\(
90@C(O93!.+A6X4.B!"*(17H!W(P,\"*[0U?G@JAS;3.PH?,3J&G2*]MZ^ MV77[!#]&.E3=L1VX MW'"%D5NST*K'<-.3 ?56SSU>[.[AYVDT'H$H=K(Q67%]MD>XM(^&DZ5R'=YC*E M4
'F_6%//M)!!PN#LES"'7C6ZIQHN^UX'1.(6%-M|>Z^'LQ1L?' LSD"LD=UP M9QCL/=_^Q!#2"EJ*OM>]KW=?M/-M]\1A\FMIE](;YW2+_ MJK4M=4*19]W@$-
MJG:6$$>$$>TY^3VAP)@S9K)"SLOF)0:N%UD:2DDQY2W8=1CU%\%C5%YDU&-A M&/Q11K1UU.+N@Z$#M1%(BH8)*!V4ICQ6-E&%3FO96Q/M9<$%>AEHCG3^|-
DKG.+!05]C!LC=YHBI^_M]&%@:DKH>@RT(XU/,UQ+0Z=+8^L$VI?SE,'B^_RE%YQ.B4P;=4=4 M5L$3^DR!\38XB908;HND#FV1?MS0EI>L;TD6'X+I)#JBGQAHCS&3#BX#*7CJ
MQ*.I=N!UUR9F=*"UIVR7X9"&0:GQ8I8($>^22 H<$$;,6V%XS<#?8>KJ?>0^/.ME63&\JFX3,NL<8A NFI8RME'D0$>M1G]4[FIH*=I-'6)IM1-D5U4&600Q!]>'`47-E%ONA$]%C*
M()9%@7\F:;(=@5M>9A,*EE,RA:;)U3QHV8K^C(JV!<(G,^K+=76Q(&&1W=.M.4C\A;B0X/-?@6H03-5>09\2^!KBX+A(I /^TP%4EUA?-+QXT,5%"EJ=$_X. MH7<68Q>#L@;E0D-%]
<<9KG_.^FWB25A0A(--0YT+*K2Z,\I+9_A<%27`:.SK M/]D=#90QU*F-5EHMK)":"]+0;S\)VN=>6P%=]FR:UG9_^5F"V+/G=?0&* "M7(.)2"S-ONYCN+:=KA>V[@G;?!$KLM,=S,?
=T&ZSWOI O5NTT/_AVFMT51VIQ M@):%\V%=,'UK4L,H8B57(;N1R)3#=L@.%LY@!;^:RI*2F@S5KL2_TX6)1"I0 M13*3U5W CZCNJ4<6IO/Y&!A:#
MP1*51O;1.@EH8C3TIXC3B[3,W3N9"D.TC94K!/.(5>ON<,J*> MTY1,*7V5E0B6;%?4-B%<@)<,4@M('5-4*+/:4'5 MNA@ZQ1YG2UT?E298B;\=,2[A*MD-
2_@7FF

*MSK_7R9&IRO*B^EF]>9{H%:2BVZ.5LP5Q&CJ-,_^Y+H_/B-2E';7"67&\O.+'`MHEP\8]>TQ73.W,KT%))FV:G?4*E9ZS76AF]+U%9*),%!&L/\$13IMS/[%PS$_M^0N^:UX_M"G?D'GV[%O"]"^D MQK?3TBRW6NV5MVV\WXQ0^437L\A4@G"LV'9?L[.)*1A.AA$*$K..TQ/9E"&<+8U{5#Z9RIH0I\$%P%EO(D]CF#]/&F*

M"Z3^JXAW8#EKCN$3HBPV=@<+9VQ1Z3>EU@O05J{I>98(H_M4_MU!_^1\@J^!55+R3^P\[O.PUP'P/_,2\-3QK;QO>NLI0G=]0OUS+C/Q2;=5^F.Z4MZ7Z]SVGHOK[f@M M'*0$9_5I6:CR(R60?<.7<$-DFI;986J3R0#>N9QH1G:$*OA^\V-/^&[7N*#X#/3%[#\"\#C1V8" MD*T*OQ}%V*AZB<;&7:4S.YR(401S0X)^C,RR\-L3tVB(6)=5'L;IM:NL\W.$S1:5.PH8S6FOHO5QW6*X/TI 8[#OC$I,K5&-4S@L1F;<0X>& M/W=Z)N9.)THDTC=5/=2//LV*"] [-M9T/&3JM>TG[@:FEMIA],^1*\)/YXF*

M',A)=ZPZ#B9(KW15,PZO.GVUB5Q3I#PVVF.C&X^_FY?SV.BGA8U^ONNQT1X,-MW;>]_EC)1#-[/4-F9));!G[>ZQ$,3JD<&_EM<[B],]0Y 9.P>N#R\(RYL$I M+&!71&UH2?PCH<$4E)1?4+^BD!PC PF.7)1M>%XP*W>&$83DO7['299^I=,-M#/R2P N+T@1AC8HT!OO!)%_QJ3A5_TRSKR8[7\0=#0)R#,>%IL(/Z9ONH[AU!

M0G47F*6IJCY&DU*!UTE29Q:]H6;TYZ8I>#`M41E1U+4=(Y8%OR7BABL:,"XO>]V3O1RSZO^4(NN R!V X2,*B1=[EL(?N\MZ MN>F>W%R#RN_/8-)DL)_J/?,4=[@.R)%V*5=1O>1?15F67H&0?60Z$F2Y(Z!7 M&BO.3DU$KG0'1S)#A(;V#DT!CZKHC4T7"MWU]H9I;,^?#9,.FKSH=?SQ^96, MP6?\|.I*1;Q80XL^W_C#T?G!:!A0.]!0Y#/&Z2!3'?]'Z!TLA(HL97'|Y2ND MSKY88/5F,+Y>(-B%>#K)@YQR'UIR'Jf88<&A<138, B:Q]%5Z+O1UV=,^_(# MP-Q>O:ZWE]C=V=M[Z4W) YF2.$V[L/FPO[.WL[O[4W7L]#M/U\3EXVATTAEI MN9

*)GL.0V%AT6]:1"7%"T+\'U"%\4>?)WR/U7B GIR"RI>82$B>M-G< %[MCFD-#N?^:!X0ULL7JC;0IA2!#LJA_HTZ9%8!U=

*F*1QG^8:8G5;I;=HG:-8(LZ.$*@O+.7/>YTY^N;72A@'5.4YFO+24?E7K>-ZSTU)W/I,5 M.4V>"4WX2...4IKU+:>SC2W2WGD1&(2H/DF;I8_C L3RFYAN#-7YY=1T/<"3 M3!+Q3.D'Z1N-

*JJFLKO DVJS\V8ACLS\4J4(N :%G0Q T89]3I/FQI%Z\!7>)-@T&Y M.TAIRBM@40XHB^[<3*5W%W;8#6)R'5\=SM.G7,BRQZ12>T"Y4'@O^XP]X%-]4$QNG&1,?U3M53KD@>

*K1G4I$QP\%CRK;AS MG9*Z=WANBV4G6CJ?U\L_X,T$'Q9T;54Q(.M!.!VQ@=]0QU2!F^5JQ^OJM[MG%6^N5%H0.=.O\W/O T73KZ^3&<.PN!?/

MJHEG(6,L)\;0^8D.Q7=%0$V<2S$%Z<7 M;3YPO\(M0;D.6!7Q,/K\%CM,,;3-=VX_N_57W7'U/1C/ M@_$;C[^;E_-@O"<&QGONP7@>C'=O2US?1E6>EYA=%P75QU'|FT:,N1=R/QS

M^_"E@=E[51+!VQ"\/Y(8HZ[OP<-OW:]E[_K.I)DD,LRHT :1#)F2!;4123!! M)FQA^=I5=#]K!>V/P1NMYY$,-P^)'YBQDIJBJ 2[MJHH+\-]P3K1HHR2EXRN>68F3.1%

<^!@?0X2V#1+Y:U"7%\1@/?P\^'TY_4FP(73>>9X] EKF;.]O?3+9 MT]KWSM.<#PD*:*EW.>^FD8-M&5E_VNCB:2,+*5 ':]E-AG-5&Z-H$)USI'|4 M7L#*!L_?:K[SECC_X?

*[^T(U9FG /(?]2W1#-EK[JYN?P3X04#H-+[/4$_\U+ ML$GT?/QKGD841QN:"^FNF:1"I@B5/I%7!I\#KGC(1W/;S(A[MC3PNEY+,JDE

*ML*A.WI%W+^K?,*M(["4L[7DYU\!75B1\C9#H4VKGC[QM&=8MUXR#T6M@^%O;Q MJ@%PCl0:Z.3)>838CS:"0.XX1COGS/G7HI0IO_:W*P96,I'4N"7_(SN5P_^4U M??'T?1?

N\%S30+^MSXM-.J&=T)5(/$J!\@_FK-\B];3:)5Z?B06VT\K6X M HKEP]S0E*!M)_2MI6F:13A)PY@:HOW>PG1;Q:IA\&\C5>YS0A,Q7)F9#NG^ M(X8HT<=3U\'6.S\MJ],WLD$50D?

*KD2[5K,XEL69.D15_EOC!,%0"L2"04J$!?IHZ'^;+3-<3A'#YOBBX4%2;D3,;S(,W6FF+CX\L_3TM9+]M+@O+3&>E0-.1<. "{)$WFA5M2TI9 M=$\EW#+C>=L=1@$2OML%)}8IFZ/H)X*65*A\F:

*JHD\\%8..?DG*SVAB*#E/ MYK@ECV^PI\G8DQ\7F8QE";7^4M6I:&A2EG^.ZY!N,A?4?!^CD@T.G@P?R@!Y(=&P9LR:DC;A$7OZOWDBQY#H;ADX&&@&Z+A)$.GA>AV*

*SIMDS09L'IGKR9OU43BBOX 8,M>/=1 M-0A###W!UV2V15%]7X[KNMD3.*1WK/X3,'-X+.:7CY/LL.F?8='KNO$@B M.=$\+R<=8S55*]}R3(W"S?

*P!'!/@G@7%2I+L$GJ&4LY&CM@^%7=,RMX%%(M$50KG'Y!8B/;>#OCGJ3A+@"`[K4>)%)C|#0KBZ/8?30QRM M"I7A?S-$\.%/M/)^F(0E%TOEUUCE){C/'Q! QL8P

*MKNSWTBR3I<#O^'(F^,8H;G)-4G0IDY>!<62.%%TBK4DRY5%9(T;Q5@I";.MFBE+KP<<)[0A])ZP-PNK;%AEG56V5$CH-Y65UNA?X-I1DI<>&M]=2"E(Y&DX@5P0C./63,[XJF=86?

*\R>K%0%H#V]35+BI/'J M#Z(/-9X>/Z)7SNQ1B<=0EK#Q>=_<=;.%5- &-J=8}{3,_T\[SZ,E%.Y$): MARO?'/^!1[14R%9[#,E];F0-R_KEU|\Y!_G;WO$>GTO!3CVB-D\>J[%LR)KA

*MV"\.V7DJD"R-.)>5\UD4&\AH &.6<9BT'D!"*C$/EO=_T7&E">A>%2+A"UN6 M<."#/_[LLG/ATH=+DH*!3ZC>2X5>5,8EWV-!7&-,T9=72F"3C7SKEX M0;"!?*=O/D%O78C?

*TRRTWH0MH"5@"KX;96TRK4KM28G@!Q"<9TKV MG2X15>8P"0"$XY!WXDYOT>U!ZF8&(D.4DJQ5Z0 @WZ>82DAX60+V<^@L&+GM+J%RQR\A;) S49BT3;_<3P0##+ M0J-

*,,H,S%!;GPFS$#$UCJ%G]#ZT02]H:,/$"Y>X$M), 'D7)"GF2OK=+ M6<(%+!HBJO?,X%A/UK$^J9C ;2HN=7R3R!MS(1@<%#5>"J-3!PCEP;D<:DRA M4LC1*6;1#Y*N7FM>?

*J)PF%==F1E"!S,5-2Z(;S'&8^?Z]^*S&BK;E.B+E-V5;6"J,*L:!+6L'">X4SHC4#C\$H; M-PRQE@E/0$ON.YW)1P0'28T\A@23V!UGT;_)=?3L.2; G[V,X1/XR#!=&3F+

MG_>1Y;@1(1RQ9OC_.DJ[&G& .-+!GVPV6I/3{W:BY(17B,^QS#J.5"2TA& M0XQ=9=+N>AM>K8<_LX89^. S4.#&4QE\M/U@.H,JL4/+6C9A21KR1^2_CB): M@,43N8*F3VY9,]32W

*M@XE.S41_M\?MJ=@H@92*BO/^#&5!O!+X.[T< *Z1;KA +ZT24."Z$\0R7;HR M(4!4FS2?Z7#!?%'N>KP207'XP;("NTZ0VGK)2?]=RQN!LF?> UB?K+2[@9>1

*MX'R;_^OVHFJ4N3=2<1;,\+8 M32VL.73}?(F-MSB%/O@39!{O,'O/)S1"D7ZHJZR#4^',0TOC/1U+V*K3A@#L ML#Q-

;GFJ<^@M+X4%7%%3ND,V(<\[.9KOG0R3]=@\'#%&DSDP8N|E\%/^F<_M'(QA.,Y_9^G?\,@$F] EUR .FLVU)$VK)-1=$,'%\7F.F!-Q?RNXLEU7& M!XMC.!KOXO"12OS!SX?

[0O%]^:!H^WWN_%[T\^/PV5&T^]=J:#_9@NFKG5 M2QOJE,{,G8A!XA!CQ203(WQ@W1$)G8-+?02%\ZKRN%&(D<@+,A(ANENHOZ*# MDJI-=H[('C2;$3)?4

,,PJ8IDE#W=#.P(299[3#SXE",W.#RXL0#)[R8D,1T#R-/J%@'9=ROW$K5U#3=@)K3U]Y2I0[MK;>HP,*)J=[VKZ5OE,@6 W8TX]#=C3VV-/7P3L.<">/EW?@.A.'IMK@"^U MSC.

*(!C@! USF+9SG3K (M44%H^A]-1F*WS5QS5V=[!!OGYI-@3].UITFIZ@H& MAO M<'&^J):X4!U5QB$Q4A(,?8?4+OS&%CO+MA(_"?U8Y7(PB MWGAS#-_T

*#V4DT5&4/_U>=\A6$C)8A!4R&%GB:09-@:@J^+;S?=K^LX>VR1 M'"U*##@\0OS$0\N63D$_)2\(6H'03-P?\U882T3S?)7#^@TW@:R2JL&V V> M2']\N??P_/-'

*M[%M)XW&)U"4H#JA(JG!P5(5U6#0<719G#1;C4K9@7UO95SK;\=%; MP3 4U=7,0#-+','HTY4]8 5'%3NJ*X/S\OBNL&8W86O)U+(]B;]<1:=?4/XN M.KY,\L(AAUM:H:

*[W!"]+KCABJ6C;:/+.%\211+ B8L:6. M56.I\AR6(:OX/F<_V^Q-M2K4D4X8NV+EM(,E%C5;9QUW6VX_GC$Y4<"R944 M/;..HSD,DZ#O0V#LH+6]$1*3"^]?U_)\UNZ>-D?Z[

*;I+>Z+=@]T68$X#'O>/-M(Y;+'X:]H(<2C_;S\$;6%4UU\?9OEK'_(:M.L-S70VK4_KYO*YH,/Z>V[9" M!V,Y]?P)>?G>.OJ>>?/,TT 9TH7G)?45)H;_FP?I!8#N8O,)HL)2\%V2X$"

MS[\=L0(*@&,__YW=_]G"*ZO5"76F&7"5XBW'D4P1{LE>);4Q T&2;F M=@%OH"I#6<++FQ.[IA5]NY"NC<96A*G8^{\P'Y@UU\@Y.1;,,3MS6\ A=>&L M5KQ,.:G[$159+A.Z QA]8?

*F%9:I(G$$Q8908-=X-N=T^*#]A"]fUL4B=544 M-^)F4W(OIZ)\M-1V6^%R(CI@G>YF%\G-UR>I+OG]0TB).A=@#ZS&^_"N8s M__U9X#A>Z& M#H%0I&'$!4T?

M2B%^5&;P_,H^G;,H7'.Y8=QA=)7GFR>!A2)NIDLA_Q , 5P\S M&87[X0 K'ML:^M"&@Z+$6SY:#'OV+DX39J+L9:,!]"_1A]@@P[LG=I 13]= M-.8I %T3JBZL>>-

*XE!)UV.-2C#1I#5<\V]I_S@A42/TE1:.2OSTI M0MQO(OI>%9_]|(NP-#N4W"_"A$Z%KR9O<:N#;-WZK.WG^V4U7#X'2)MBKRE M%2JNF+BXQQ9."YN1#5O

*MDYR.I[P\X'$R%C:VRYSFD#-_O%FR*[*:8-'N-?(<-(PYS+52L U"5_#4[&T<_M_OO#&O_]^BD\K$2HSS&6-1.3&DGS&=N(Y1-^\V+_ODWUU+70WE}_8=E/3=X'M###ON#-

BET>DO[SZ].=:>$'=7TUOZ*,.01&- '\()4F2$]A/7,,8NISN3(7Q$ M8HSW^4=I;EBVH]?DB*AK-*_5%+ 0O]+U28E"]"'"=^_?G_0BLN.WU]5-3NB# MXR3_G90=QO0.B+'M,,K

*>@]>%DZP;F8CC;R3Z)]+-QD&D:[&_8?UDT32&N\Q MEH<'W^(_V]$F!8T M@],6AR!>D;.%&> [PV%9%/+#K7Y]-(.P]%@3#\9!&GAH"6Q=#AT A2O9^K** MCTTHF^0@(=L

*@&H_\[/OLV"3,/4$K?5+6$]6AK MN&6:U"4.VZ+F;X<=E; X':G&&E9W+ O .%:>.E?"J2V#=F;.1]I._\BJBBO MW<]LLKS)H MQG[!PL;YZDU)U6P_*:<3+ QP@@ GN+N\:(

*3/!XXP4|\3O#@< (s!X>/D!? MYJ[*8SSE$W M%)[' M="9>>*B<$5W(2$O#2@>PMWC0N8[*CVQC7>4L9 O TX;#7=EOT M9GFQX6%X@WQ0M#\IRZA%\5HU5E8[_2WH8\-

*JSMV1.2TDA MGWJ_"1[G][NNXJ'[Y)WU%6IG^:"1BWiN*ZMJ9Y@S!?I14&V'KI??_\21N7]S.L,V@: M>,.A:17IT9@S:4)5DG->% 42YI?1NN'F//?X!M7E%QI1+;/%F.+*,3H"59_

*MI+*ZXVJMOR MRA^KQ8|(XC!<<+6^$6U>!J3Q_107O"!YU(-%1C<55(@ M*>BJ@\4\15H)W(K4%>U469WD>)}IS\,B:5B6L?71%P(0E?]6U(OD!.XXJU.H"

M@2P4$!_<8$=!%649M7,#DH^5,+J(:,)9!' XP!GKQMT?BPN":0?M -F.1!V:.RHQ$ZT1CWP#Y*2?;7]H13Q*UF_M1*Y[*&K4",DSX:BJ][(?X-.NX[AAT7+*ZI4F[CXT-A;$0??

*/NSKC(\@8.YS M<<"588#C?("EMY=P82"P8[]:@0-X2+U1!)\SW.B;>,UHS8G0A:YSO<5GMH9QX M;G2LT%Q09H_AFH&"IYF M.N!C.+EXWBW!TT%P(.8O=+UMM6XSN-

*GA"/O"XS;9SUSJ09ZR!D5DPHA_:3** M:&@^4U'77K\0 9[,M)8O74=A&J/L'8-!)&5Z0>1LY*<0@)M\^E@"):!HBGI1E MEQ0VXRJ1E8:$+*Q+1 ^#PI=%412I0.J;N8F(\OOIY.5?

*VY78BG6MTI?99]B7 M\-&AYCLD;4.2-B1L Y^D_3DD:1\)21N\JV"O:>W)R=T'HXM"6.EJT"9+=9X M 50XFI(K.|Z$*,<)1=&3^:MK/_$Q!(..2WB%LGO4R0+//XL(RAT_O[TRT4^ M!

f===E[JSB^DBY|V=$0C"HA$/P3#YAF!'H5 M/F8\B.N.63R9<;6JU7EE"W"Y;A*K<9R$HTT@KLQMDU_2B'K5*)N2CR/0\Y]'F(ON*40W*)\U7|&6^&/PIZ1$!;V*:1L>

MWT=:M[96!K^Y$.N6(S<,,_9H4GI%H_B-PQ1!"=8+5<,PE)#:LQ2=%-C!'*_M# $AWQC!KI"|(B)?Q41S42KY1W-=9D16$[. 9(^,,UX7N9+R_KPT]V9$/V[MGR@N]>

<)/1=2R#:6S04IV>77\XFX#'I,_EJ$GQ=?/A_GP04?BS0YPG#Y@ MX5BT^PMZ1\'V@E*[Y3Q/9CX/AY-Q7#*AF6J!:YKEA>{Z4GHNLG,%01M5?PE_ES"O,@+9T MLY(SM-

5B@?)<,6GJH:7J_:B8Z008T8LR1;QLVO6"^BC}3TN/RPE1N(52 M5A2;&2J"(&9*[7VD-P68,I=KI'[\'&)S/G$VK.Z(RC@_9<\>23U4#F@WV; ML+%,Y-

*)^I8Z,C]TY5<=7%XK7S[9.1M_01G)"W@+ MU'Z!O(IVP;U4_T'4 <=UB/.JQ1L?[#T[>G6PM|\?1_B_/[A= MC'VPW?G,1&2H^L?YP?[>RR/G|\'-)VC@LO$?4Z'|9.P,[5&8@GKN/;ZQL79#

*MI/%2I2^0E-=DDV,_!^=$2YPP"H5OM$R^B.BDW$;3#1!H*VD%20:NEC)?R?EI MKDH%_A))4)B'TZ1(1YL?_4MEYSA[C^L:'2K+@/P&@X<9?0$\]N!"?&4:OIY_4@6Y=)IF4A MT-

*^RGB(7F"N,%N_1AK[&LA5TRVQ53V4+F(G$D*GI';U9KH:P?!FDV")I**3D M<-CL2)!1E8WX#6.D"*+|\NE8=_''N$3^,DOEG;AXV-[_P7C++.5)CMAYSC:TD

*ME1XVR2@913U\SB#M1;!5+,IGA]#2PO+!&)?%=73$;KQ$2#^^<7/U((6E79((MAHR=\W.#7]H2ECBZ[*!0"&,+BI(L Q[-QYF!P.@N]\^B&HW-)'>41#XDF2%$ M+;CKX-

*A8IC_Z"5T^N^'E8&J!DY]G)B!@A"#T7UR1_>SMU;YK$#Y{1Y%<$>JRCQ'@@Q--!YV^%B(A(A) M9CD|LQQR^$S&3+V #@+J(46+2B3(#)7#CW)2;+";9!KY!N4>(K'T9JQ(_WD

MU<#.7.DG#D!XH22?#(.4P34FY-G?AJL[=$DBR>UB\P?C8-2"6E!)Y3X1=EKC M&.1UGT+P]1N"{CE0Y^T9.@K>OIF0_VK5P]IE24B9ND54,5H NLJH0!\UFU MO,)TKZ.9-

*LWM#GB[<3)\|KF;7LO:Y[11HWO9TF[(6AQC)IE85%9&]+R$?E M MBT)MM4UI'X=H%IDR W$>6%4L)ZAY+SIBX.U7A$^\UC!{A"_H@CMT[@4C MGIX1H^3GI+(]M'WHKD(U!

QBZTLH\LPVAF49.=8O+ @))2<H<7B M8DI!..MV-78P9S52.BGQT_538T/H&Q>L;]:2F1)%\A/ 5,AP92[>\]V=\EJ M:(7XA. AKEH\4MOMKZ=(*3LH(TI=3.*ZTGH-

*)&7(4]5XRT+}WIR-LYS&H.S$N\&=PICO2]HONSHN"_H*7^LP?^M*;5B]=%]*$@>]0.5OY.M7SS[]*FF0^WZY9R/;B5_(?\!+#5!LM)W3R_HKV5^_M7B=\-\4WJ0-J_]YA#>_:*_Z4#

*[T72=>TYM\$E#NL%>EO^?*IN.$)\#.;+G[>@75:87>#Z+/CHG*#]^WH=[QI:V M7'^:Q(R!0, VYJT5(ZV9- ?VA:IN>"N"YL'^UR,_[!W%JTZ0J@2#Q?MKKV#5 MC:7Q55)G^

*6/%X:1Y.#Z5FI,/C)'4G1VW;1JJ1FN^M_JYN-H_+^J_OR7N^%. MVS/6H?TU)*3S0SK_]O*2(9W_>-+Y!R&=']+Y3\NY8PW)R;AR1M12-6TR+_,+F

*M8DRN>ZRLKI]%Z'E;GC>ABGLGQ_=G>"TX8<*X9[W_*@@O'ETE>;-D+F\9["T>G M(K>,IO_6"8!3L+,<.Q.4&PSQA)C_8:XDNG@N0M\/X_\GP]UA1#,]5Y%C M@&CW<'^&.G\DTM=

*(3(M)..$8V&"G\3>4N[A43&U+RKAKS5MS_*BH^I\N8M^.MLK]INN7>)GK\O_@[8T : 9%DES3P6/W8\($4&JW!#,I' > O?B$*T%&!1G+8 MYV 62CGH%RK066/ -U6*K@%"^-

*TS!#'0Z;I_:!"\;G_XYPK, MLE[+I&CP=^_M,U>$U%T7Z%LYE.^48&MUF *6B$(7;M<4S,__U^:!"+ 8\7A-%I BD"4T:*2PWBBI/FIL^=\(5A!W8KCZHX*J:L3W"_9HO@SIYOQZ|\=D*P/

*M_3|O&%]S?9IR:&XY6G D|>E+$XJ4+36A(CO,5CM;89'&N,RD9[C!0>@MP:1U MSGY_^U'[*$]^__CQF.NVJW10'D@> <[$<!FW8+=+IY'KT0<%.2K&JDTH2<_Q1

*MKR(E["U3M5;B*9R4R3(!1JE5K2/3TBI-NP JG9XIG:7@F'=30BQ03EVWBC// M+CMA["BFP[%"2OKT ?9@[^ @&-GDC(PQ#/F$K(P*B 4S]" M?

*1$/HB^BET1.\,.KT[HWG#EQE7BT>-4A671NCFU8*]D)KZPS&2ZE7#\)UTR MK?]'.;$2^K/*PE=--R6.GTU'0A,<$>P0GWD7?DE&F+@3G;@.E^QT)G#A.!E;

M&4D'.949_ENME.9&R@;A-Y6!*".7G.M:$Z4&4>'^!N=$>6!>M+CF8(!^%T:S M>]CNWUV%9*R5[):]G0CF)5MOSM#Z(KM?WG:M13)O.&A.7H3Y<4_S \]YATYD1 M3&AG2)",N2$@

*3$'Q%FQR,ND3 W/'IJT,G@ >E*UC2>O1[L|9-ADR[A)L/_[MM/!)4MAY=\4.-L@CKY\),T\(LE-&QQF.+_S]"'>0^&!{VFDQ04]NSAZMG=T M.RJ[9_!GH+*;LFE7Q>6$DD2O GPPP <#?##

!V\-'WP6X(-3@0\^91FP9+8S M+\"4PE0X#4LC8T0%SZGPUI7NOSG5" MBFH"Z#""A?3%:.DC,|T@518RH& 9U"%,,+!8D*IL=BW$W/"B!C"IRHW[J39 M,9,TK3L2?NK4:VC|K9L?

VT92F;_T@WVI,]$H.-5HUVG*VJ52;?]VHB|P'9VK M$E%6A>&ZI;N26YQ?CMT8H8"(/4F)% !;36.M MNIHA=D8%8&-+@GC?5K-V/C)KX7 %1_B-,_:&:=ITRU'#MF#&3,U;EPT$FP3_

M12LH<@:^YJJ9&>5Q39!!&8RU%!CCSV)#)F&&ZJ3F.2,.Af5.(K'1EGW#4B 5F!R/_D7?$8G)H*.* M_%+5@ZI@0T]>(C0#/.%$[(99-PWM9O.,VK'FIOE!'7+O=ONGZYT+,.AA)G

M,3.0F5'CB#[+-\+WL?^MH$.CW1(IX2X(&YPC*-ETNUPQ$QIA%MZ.AH'NA38$ M_Z"N^$PTH!I3)(EUV9IL*N"I8@@FNZVTI)%EA]BXQ*66ZF^AH^/YA"'72X# M*D6ET3D,G,3&J.*?

*R/&$.0T_:&2W\84+&Z\0?U$G':;F<<'' 5PH(6BB@K=K-M*L;W=%++#>K=QO4O'U[L11H+;.RFWLI>QH;_-IO4(!T?K=0]<7GI>\V3DW,GD M1AGJ/2;W-

*EN'S0'2"Z.AM=R12D^44DR0@ XUC!!"TK:B'.E$^:P;,]ZC*#&)R'5&PWM/@ VF]+!*P],RA7B#M.V8A8G<9A: M]XF!AF9Z<<1NSDX]#N,/\)*F$E&DQ@CQRLV]:]K-D%4&P

*MR>/%_G8-]CQ#)K1F/9S&0;O!6GG5<&\"3RCD]HTCBRNTT+/3_W2Y0R%'H#.+ M&$W-D%L;:2L:L5W/I(($AY<5-LR1S$$A3Z<+9>*8[OP"U?]J4Z=5)%<!'J<+ MO8]:SU\5U$DUW

*R5T G9;\K%$!VX3/X4N5(YRU(G5,AD(?B\6/?.99YU2/Z(MG8?+J/;>F1F'@BNT&%WZ7U[1/;3FCV:B<)YCNN^9#09Y0^^^,9-Z M51SDP87SDL8C%>-$=?

P@NAYRQ!=AI$%'D:1W>6^':+0.9K!O#%T!9TfLFT0?C=(PZ973_2)X&)%!+-E=]0H76WY"(:%!*8@ M.!U0\")+A(H@B/),N%F\Z$TR@=?"2=SG\N],/=35<.K<(?'+]8.FFK+M_":

*(F.AFG1"KRVE#0 PE4N?U+,1AJ#L#Y ;$6YF]+MQ1{@)++HX&_Q2C(+V1; }%-EM&+B-

M}51VK5A ;3W51M%'G;Z^@"ICW#6R"|QHC6Q%A9T| $!D1PS'KDA$V9)-2$# M9U)O7T,4:.A?FQG7?|Z'K@:K;ZBF15V3WID\&%U 7F/2JFD-3M#3U/6@_&O MCV'*3& [*O'TWE0GC8X>8YX>G1U+$Q&A'IV@3GK@!0+20S4-#-DA9/OD+,*(' M<#("2^3DYLG[#Q.=)P|*L0MS(\R-?US5:!Q3"!? D66"_0/.$'813+X)=)'H MR!%9&-5WQ%29*0TT.0!B0*BK,D)ET2'?,|GLX!/>?=-D16= $^\NU'F.T7S4 MLZZR+L7E@E-Q*SRAX848/5]M+!W^KJ7FO[7^K*0%#O:>[8SAH#;UW92[Z>MZ MY91!5TC0:$1.)& [8!2O9*3A71O!>2ZM0*U_S?K1&WI.!?:)!'XPM6QB.TCZEWA %MVNQ47#B-O1"1H:+<2F).VK9(*[DM@8G: EC2XX^4Z/FK K=1+ _YQ^MZB* M@D7#-85J;D(]O0ND'BW7$#AUJ4I9(D;>-->#< L[M*0!V L[M\>#<7@2=H.^A_L+%KO'!,,_^0*LM!AST-&K3FRW$H*N:SB'X'O1,@\('N:"N%BV-*FA MD=%Y#BZEB\4,3T3$ALS"$A@@ZT+7"DT!MHXC96;R\?<,F!V0HB)OL!>@(30Q M5;87?4*76F@U(NCQ91.),H%Y6%+3$08FE'UQ=U)B5T9&--8\W M\WQN.%O55A'X#%)FWKU1QV@T^A]!CEU#F?S!WHW8(S2LSR#DU:M!(E_+W. MP=*@?TZ*JL'N?L-Y6#?#2[^_]*LE'R#L\"GAPY"SRZ+'&>$P=5#26@KC'23C MP>'>P>X1%>/GB_C&9KG4$HT)9WI,);M\(IQ%25:M6N|09XQP9>X)>"- 55HH$1PIOF.BT96_)V;7@4Q;U|6WSML+@+GH.6QL4PI7F/H+9DK1U_?>S&V.?-F MM#AH&C4.P0E.5@A.5@)JT.0MQG=8^?(\ ^DY0U/ KL2< |NJ1(DDD$=A:II M1S(!;_.*GP2]^_M3[fY)+2%QR4-X*

*S-MNEU J:HB-],ZERN$K23EFJO_T[>.2_PO-ER MP89SAK%[}4HA;0A5?"'1$T,CB?OIXGJ%C4[UZ*U_#9,#R#)!BHJO*=>9\0FK M[JU6W:.=$Z+!2I]XPFS=>1P-%N= [QFA=QA4V[s[HXSF?2]#@"3Z5)Z7&W^-|% MX^M#SP'!2]\&IE"SN-,D8MH%7,$*0358<^BCP,&[;[C*BGD/H26F ?!46P80 M8XZ9.$#T,S6O([QQ2#???M:\V,'?4!4.K$4.B?33G#S4& <9+%0[:-M9[8@L!8RB2&3&#*)M\|DO(0R9Q ?)):W8,PM>+GS+T74%QO3^]2A?R=\[1-/_M>7W"H&6^]EP-?GO%AT3R<6,)R#;,0_E%@AHNUNK?EB1R?7###,)Q4 M<-)&"%^I"__H4$SA!K@23Y=(N$SQ<8E@4D(HU9 R*NZ#'FF=S,8F-R,,EHVS MY:>=?W'5(%>QF(Y]VK-DTT'T"AP*..8M];&0]D'A#ZJ9$\PR3XVBPWYV%T[[, MP= OX929T#_[MSC7JFW\8_34^2,XNVYJBIE$8^%)F$9G9B*?!1Y3$YGPD=8I4=YO_'+D?>[-]LVMH].NYY03H*4^$G,+B7'@TCLQB)<>T0D M/8T=/#^O^,&AC.'@V.G&-S .11>2N#=@3,J2"/J9fOQ'^@[9E2@]C,2;FT2V*G.E)+S.M2^&I@%\N$\P@N-,K"D_.PS]UN MG_MYY\3B6'"B4;B$Q?">N$OX;K!UZ.3/.!(@UF2R5Y1OL@4-PTQ9K%>WU._[MQ)7]&WQ@%3>QBZ]0&U18+$A!6_\;=DQQ%S53%N^P9AW@FV=9-)S6>O:SAJQ_MT%;>'!?ICRN=[SW!^$=HKQ'<OFJ7 M<+R'Z(@'KF2"W_()C.ACEU1}/YPRKW!=R@$=>2V}I>.,8&A]_S5]^V.17(-W M_8IH;%IS0P_V_?V?W@M/T@Q]!JU*N&(:F*0_IP=Q/!QPG$$_&5OEHN@JLR M$VVEFQ\>[3W_Z> '\/2_M]F:BUX\WSLZ^-F["/ZH^_520,<_0"./_PBK,0 M^,'XZ V;YLU2>/F7F):XQ,@9'/G$6L#:S&RNZ;GZPC6IB6??SE+'\EE_96+3 M+3/8JO7S6 S3"V:/C%OHP74[^$8U:9VO>G&Y8- =?,2HW&6MT =0>2/5&C7=<)IB0+MY^?O5J9,K[M$H5K+)7Z,%"%SPI@AW>JQW^&>S0 M[%YW>2OXP&*(UVF[13#$WL0OZ3.#%#=29&ZJ##?9*:%BL_IV0.6\T1_@O1A(" MJC3@3@/N-.!.M\2=_A1PI_>):YUB*/C9B[V?#E[<$ K^:>_%BZ.IA(OAE>#+ M\O_[^SQ-U#'R_J0E^4Q^.T:H'.4U11^.#%&[>GR\?[-.WSS;8I\|\'Y5C MEQ0"? E^EB;'D.,$ENT4@7+#9A[+9+MAL[RQ:7N9U1:*G)%1.T,I(@GP]EGU?! M/OWN^1573&3((0'2!*FA;&'-4*5!TM]*$O]$BRU3XPCXAQOU+P-=OE0=GEQ M$0RSCY$A?C9-2Q;6S >5S3R?_<7 W#8D|\6__/AB5HW?EI6]HGBT8_(,8 M/*=V/@]K<3^$U70HS3H^^0PA

*';WGKD: XT=RXTE">]DP,=3IKY5%PG8<&8K&|:7V@M-0XNR MF9[5:|5=UF 88K#\$X2+4X096>!F9]4N81-:+"ADH0,]]8C=NNR\?,*4"SX MG4TLB3TK,Y?0QRR8C19NW9?_=+FHKYA[Q#:,;5.KHC);*?RK:G)&0@H\$ S9E ML(U4N&MI7\)"ZYPL+FPY!7BH!=]"I/NL&*F^GXZ7:.0^W*J@MZ=>XJRG M"1P94? 4CX.><{/&.>)S")_BT24+#OQXE/3>(^IK P"Y6(.X&_\$);Y#N\$7'Q6&37%D830_RIS_]-JN+A\T%{'HTGX MY^\T9JLR!Z=82[#PC_A3*V0XY0VKE4%#9/U%1 M[0&S>-{(A)Q"AU0FSX?W--T29^:,;\$U6;.Y1DD&KDO2:XRHZ(K#]\$*7ZE>L MI5-],N39%;/T+7?]9,.2&AR;XSYM>QR4X "+.?N:"I\$9,ZP6ZE+K5ME545VR, M@VB+!68PX(M<(;4)7'C.R\$QM) ZC3(6=*+"/V=+ MYY(\F_]A;.;K!X2=2,0)FE(VNZ7&"5)P-D<7C<6ZACQRK\2GY@HOH1X7LX_C7 MB2@/B7M=HAD6[P?G' /J9E!!2M^* .;ZS;AD8.= ^Y94AF>T(#VWC=2P+ M/*P^&)X 5JN1H3Y&.QV4YCS] A15K2G.!SB MY(N@/SG'@&Z5XK)I]06LAB0^\/>E%7"F! -9UVTW,NVC70\$)X%YT^@4S' #VM*3-7L-O@R5N98GSV4Z^ M)#;.F'49O!-%6FN7+I2LH.;= (HI0IO*DT%F;6/\!!M'TM<[#:.)D&Q_FU0.BF M42WBJ@L,U.3\2\$D!.6K84(T*!:BL4P519L^O?5@PI8D:(R0GKOM'GXIR(?MK&'K>42]^OI4S_5]:WQ0J?W. [1&;D<[1,T"X!HR\&)3R.CBF&/A(IWS'Y!K M3 2(`D\$N-LDVU;1ZY21_5+F!)Q)3N%22<]2_W07(YV*Q8LZ!H\-7'PV&=+2C M9U>7HA9/L08=MJQ*=:WK3]DC-OOEIH. (T^F&A>^MH!00R92!3Q#P#.\A<1L MP#,\'CS#8< S!#\$#G0UQ;\^,5A=56Z75RIR\$3)'8,#)Y8ZXHYJS(M9,F&@I\$ M85E'/W]O3L#UFFP^D6H"G'\4:3\$0:!.ITHHF7A#1/9Z,9^IU]8]YR:>&R[K MN)G*\$#U'N-?AOL=,:*IGSO-+\$5@3-K-:,1J&(?R#:EIWU(E:)R9S8!/D2TFT MU]-;,9WDNL*;_W!M2_JYGT&9;M)NY2\3W1AFDYSP#C05>\VPE_5+NEF1UD0; M2>9L4VL?Y1'R[C 5/^V*PRQC3;LEA,N9>^\$A4VEKSIRAHT='L G>3,% M^5J/MHRT:WZY68T@<&8N>O%+7)2B_V0]T&:KH1&8B\$? M_AK#T4VN:S&]] C\(]90FU< X,39HV" 4-B<6?.R\$LLF9I?]_DO MM3W)"FRVI-CAP.P_6 /-+L#VL'>EQ1MA\$_Z]\X5V#@8D9?5& MVB08'D#Y? E:&UA)GB9>#&A0 ,74N<<\$SE\4'G>^)CKWR53T"/)\$N/K#'< MI56)="^,,\$GZLF2W!(;\G%^K2'-".1\$,=9]J-\Vf;5';# MWG2==)_5RM4\$K+Q8\$/LYOZH>)4O]R7V@JXMT}>NP-MFG7[:.VKB5#V)1U-^9 M2@OT4L;G+[V]'HFFV5^<;C/"K;+ MG@:J>T*?Q4:A&M&DCB#U7A3]5HTU)DVFR(*US-578D7Z=&6A^EQJ'EQN/,1 MM7>6ST2,NC^:M7 IOQ=)B6%GF]E(BM@#*1X34341XMZP^^J)"ZR5]M+HS' Z36Z9>+?)ZWD09C MO=&((XI;\$C88G5(.NH4R@:W+!&C1X[fY)"KA)WW .:8A+1A8O=/:A]&&=[J_"_MQGU;SR>,]EHH/L? OUPUAJ&K8MBOJV0[\"PYL'!)WSL<\DTJAF,)ECG"T"*0: M(QHMO?3/8>,'SKI.G[Z6B1Y00D35T]:,.H=K73A.ZDDB0E)5DI.)(X2D&.QS0M)@ M0]+@"),&[T_?* 3K]>:,]*Z8Z^?OTR=%0TW3J1%51&0RT4O>&Z05 MK:D*[H\)SU^4G:,=:8YG)B:.-)!HJT^M>"AVSK-1JG4SG>B>.3.RVG;9 M'8"^:*BY.[C1W#3?CT? HPG!\!)C2:S;6,Y?1'>@E[C]4TW273)>]P>IF60)H9-MKQWF5:PN+PR5)#26#1_\W>AOA_&1I'H<+E"\[O2+Y.5/85NY1%A+?:Y&!\^ M3N87Z]X"CS P*,2[";? 28SEC2<_Y3#\4^_+8B<.;'0+V\$W59%02XT<2B9?\@ M-2[!)QS"2/Z E53.U>]!"[_RL//=N)*FB8C[-A+Q5A6II"YRVY\$&%)\$OEW!{ M^*M .U&L,CW*XLU)6: (8"!\$SB2&."!T.6GM%\$I_48D*DPME\$9734ZR-2=5_V M#) 2+F_JY"I#\$9'2\"V@]MJAP\PVCS-EN4K*7&N(#"X]MJBOF%%5JA6,S;H"\M*YE5VIE/C!",P&E&IF#L5+!_"\X)0:6IT >KT(!>!%916.F@;P_",=;E^OYM!=69KN .C!\62R8//.H7![Z],9/K=KIXL!!//;!EN0N!* MA&\$0AY8XQ!+,L&E0H\$;4TAC9L%Y>FC /WJ=7FF6BCUS, MMZ\$1+TNN.&<\$/>:\$/>] 7F#4FRJ]@63!VF.T_W%\-:HZ^*)WWC9FX5 M8)KRL-U)X9.53W3KGI*-E4]_G/5JGT:*GO":4;/T% ^80ESV%B3.MB=.?)IM+ ML&()2!+=|)?]<-:5X;5;_E? K<*:Y2O]>_ WN!3Y)6;&D)]P.\$UF,&!'<*G16,+ -<_(A_0Y0CF9A@V:63 K5ME5"6<^#B! MAL= 0TM'DO)FHFGO:K 81,DB,V-C"%0'3;7 VKGXWW\$?@;3 M"]>2#;T@+MSC\$UHYZO.PQ.Q<7",FB:TH+{]^!!',7RH3HG^JZKS>D:^56=(_2H&VKK]MRZ/JGAZV4C6Z^(<)&D;NYR M[=.T2]:,U @ZC_S;D7Y6]}68EM\$=SG;^IQ?V&?7U\$S/4L2'- S>D@L?3%+D@/ MK6%S;2-RN\!A*[J&SWO""^O6*)(=TY5_:TN(UEW?A 8F>DF/]@ M_P<2""!H\$C R#.Y%0Z8_K4?53]D(K09JLEK5U;K&)LR.QH!Q-H[3%[_:\W.H M?OQFO\.WX4%P#?2 N4"* "VI>)V@WRY.-.E"_G&*+*N"ZN_N^8&D.728E(E/;RTQ2*!1"+S1EW./2<0?Z"U/"B5 M1>N^6^($8WON34XPGD#[ZY.RWA]V\D+]Y@:>,;EU@E+MPYH&?9RANP!)1= M7? XC+'VF\$1U5'DL8S MD\@\))BB(P]G\$,1]HK NKVM[60?PRNX)!8'Z\$5:WUJU3W:WP=[>QX4(%H=| M\_W'V\XOS)CW"C"%0'3;7 VKGXWW\$?@<] ^MG2%[M@(5/5GZ8 GLN!Z\$WXW:#V M1)98\$6V%*+=O=8BG0&=GH%,=>;#SHDY>P\_MLBJ/ +C@GM%J ?!|0XF0^+1VB MM@-:.5.9(!0'<3\$QDK:E6CI% !E5/:@'!+VSJG,L;&OF<'\"D&!>Y'BAIT(MA1?# MGSXVXO7#HRLB#Q41115F(%\_@% AR\PBI'T9XL2'*YEBYC@Rf'/ M8B-#RH&&-RMM-"VM\!N9ZI>9M#BM3DQC9[,!?=K)+ I.X"5/YR\$83Y/"+\YFG MJ>81H]FA("TMA%VFZZ3Y&9X+M8JMO2"DUF!O!F?;M"U?IH3^A%WXKCD2;OIX MVC1*AL&[%9/%45,*9S\|YOP? &))0\$,C[>3)C1,KY^>"))RNWGY6KC|S*G3N^\_M02R71\$50OHN? %\$|(:*D(5[VUM8N%>RUC8\$Z:SV> M;?D2=4E+RJ3GDN\$V;N\)36)J8+H)A2%8%*WKE3')!-J/+CX*IBX1:RCD31(6\ ME';IF%#V>\|15TI)S>4!M=7NFI?2^*E.6:JJ(=G:8J.&[!G!B;.)%=U0?\_\$ M\_4&'\)N 'TSOM@8W-^\_1&O+1<4^JJZ^IJ9T\$*VPR)#L-R?K(#=7XPI>68P=<6TI%OJ2LXPK07W M63>I%E:L!,@6#L/NDH@2*MSAM&^)KB';2 =-;Q@4.6Q;XM)/SXX!UN;KC2'] MOUY\3/9,WA65YEN%>1\_=OJA^ASX-MS:Q@HC7(232 G7]SLMO#RIJ;\$(HB\R5 M5:G:+4G5RA6-L(X ,*MW*D%N;EPZN&I5E[0W(1Y3KB[NJA.A4\$O.NW,"\_9-UA M1WFCOPP=TI%JVL BBNOK^?7#!JK@.7]16L3CIRRUC*K.;5"I\$AXF9Z M0%Z7,L;I9+=(^ Q.9!6?&\_A?"U-BI5GE\$*W-MR\6G^1J-OV^=BP/XB/YY#0 MY"<5YK?J/8%[R'3T460]T;N*\_N(*GB=7T6PSR;]MW#+IR%5=7]G;'>Z2+1MQ MK#2L^U!3|[+]^TIH4BX(8.QM-EP.5USJOOFI'W@JB(W*<.OD1PZ6BTKZI^Q\_H7O DP0KQK+0J+-*CECY#=,.1D+YAT&E]3L#9(`MWQ&MV1A5P \;DS)Y,/R+KR7C7/#4*.R6\C_HS:[ZR\$P1O(U.2+ [.2+ /G)' MY)D>7<<5NV#C!X,OW=DZ\$K<\$N*-O9Q:=L\;3|E_YH)RV9[*H55V9C<7X<"B3 M\$0\ZPF&B,WJ=YT*F\$,,N"F%:*IR/P8CO0(YE6[/B* M[8YUQ;XV1[12@\%XR-VQK+1#%#.5E)71%;BJEL4LBIJD%DUEE@62-,SB[+AV MJF%BO\\$XM-SL@N]VLVVRDD3,O@^SZY:GG6A>/^^.[(h\1X95S+CD-5'YW4A8 M\Z*.TN95K&=G5D4K133'4TGGH+*8CI? JR3SX,JMX4;.EX>KC|_5A%7ARH.IH\[8M<M5*30=V(^J6V RW;)WZB6C|>%#6?3<D^)H(|B]ZW98?X6O_(_L\=+

{)T M/__58#4$RXB,QLT;4E_;^Z{J;<|>8Q2E*/L 88Y{6(&X M}RLN,@\7T4QKNC?L%]LKSN2?-/ QX{6U2#A<06K08;WG!+-R?;:#E<951.(,*

*MY89>9ZH&ST0O=,%3M<9PG11CF/"ZP^JD7_;F\2L^PPK+AVC5G4FQ;54L)/<_EN>)<6FLH8Z\:A#4K=9N>,!QWS>@MN\%4%[@WA5/TLM M,7*Z#5LW7&Q'1"}5'C!*

(B@T^=AYZ$WB[P[-_B<\Y +P9+H=/9F.O.)7 A2V M@)KQ8TN0E%/"X53@_!HJ-5.!\|X4,/IV?RIP'KS ^?#^G/-M0QB%D*I6C,>=9+&H(_Z!\VOF0>P5^S7[^$b[UIS);A &X"Q^\,A6"

)E3/XG M989N4G28,<$7*24/7.&>3[>D+>;]W<_/Q\/:6)8] M99MP@-CG.#Y(S:6.;,U:WI?4/7.$*)DX9MF&1*NNP=49JUUM5-=#JHNIOU=-=#JHNIOU=-=#JHNIOU=

M'jU>UX8TU'.J#6$&F%7T(>:7,\&6CW%,;PN0O0OMR?9\!Y?BW7'G/W&TYA.5 MWGM:H&(TMX R>]75A:::XSYS>LS3]W&S]<_+HN24MR-?U\) 7(H:?
LNKS1!@[FA\TA(IT*2B))D@)UY(_=B#L%]26R9KJS7H7^-WW M]RGF-XN^0]J`-(*J97OO'_%;4OPM5M,B>,N27:L2&+DJ3OOP@!.[_\$_X>$ M]^6B+[F>CTD&<#M,'N<.V+LIS14"
(M]>FQ(>ZS>8 $HHP%-3MEZ^!_%[A\]L MM4_'A?,.T(5U0\)Q6Y,U8Q-,_M>:<6Y\86RV;USCT^TX%3=KG([^B6WT_+8H\/TKP`|fK_5IS+ 6/KSR(1$82'
M?8MD6@52XQT46OWm2#+N=24B2U=UD7|$ZFZYA^L37(IOL.G-/+DHF0VD(%E M;3>T??-UW0UR]ZF:PX4:?#Q3/KR-M]?FJ3WY$'>LGK=
fGBA*_/7UPCX0Z6D^IX^N."='BB4R)8-<%VLQP'(S0B%N# M9XVK.EZ/&I@KH\HG2@YU-A\>(4] K-!R!&0!5O_#3VQMC8='LH]?]"[_2-\F M.W+?1M3,=+D=!'A]"J$ T@[/-\-
D#)\NLTU$1GJ-L6;..EA(IRUH8C8%X1=W MY'YV8TSQPLCJN%K5N2!V7_IZ5"\,\%&.JG-,FV;E)YD>^25[4U3?Q1M%6'75_ M'AW#SAE+DZ+F)!5*' NAJ9L$W]L]@$]
I3TRs2[IXJ\8(NLC5A!\%_;Y@!> 4W MH30$=^SH!W0\N/"#[_RL"I7L68/8?EM7(>B0)GP$XT9L@E,LNNL<1UKGA_0 MC%O(MCS^'(;%K5]X<9N/&EQGVJ;
ţ;=/%D6J3[@#=I5DCXW4AJUMM^Q% ?\1 MZO/Z-8]JJ)+3H(F&!7_&]7*A>@#G!81970?S6DU,&14@C.>/3H3CIN MD_M\#&_A)#]RJUG=0LNE8I-
I!W64$8EW@I,.F2&7"R(\):%.NL]#(TM@%8 MZE7:=3XD¥\+U.>],SNW)E$Z;.X:D)(%7/?(;WIT><CCN@X^[*5?6"R&)R8.,/BL MFY\M6XK2,34VG3Z6LQLC>9XM0Q-
/@CDB9A>N_38,O"#I]%PV4FXWR0FW^UN6+HI/^[*MX<$: MXQ,BP*_-:HUQS$RJT/!]8A'JJ(B[RK]>2'#D]!E\S--$ 7NY(1%ZFU =ZZH] M2LG3Z>0+3CYSY"??+Y9=[K6!6R-60I+]N ?
^F35(,?*Q??$?N=;,*MIHWNC2>$?B?C;8'U@W)_E?>+CFR"048, M^16%$%.H?26>*C?Z4W8$.-F#R/ !N_/V;25^3CU756+]GA0;E3?9=355U*>$*M^M=0&IP]ZG>GHOZWJ:
(^5=0_WSM&RE^,&J2"0G |=-K)\^:0@$2.^I@TOUX7%;5/"WMF8Q:@P+!D63[_U\SQ2B-M[!>B%$<>HOP!;B^XMLFK1MW 7U:@U;5]\ZR+K2 M6G*&59$++K8>T_S]7A68SGB#E>
V\3;*.<3!'-BIFW7=;. &Z\78XWMB34-I M+HJV%-N1;Y*C]N$ZK(2!OXZ=B@ 0%)M#TK98K^NBLK8K2V 1MITQ@C0K5]*% MB7H4P_^BE0M3D9%>19;#C& 1*A,+JU\GO.R\R#Q+B
4BFZP%9\+W+1. K_% M9\7(OV%+ NDJ%\N"R(?B[%90*1*)XQU/ID)ZOZ\GYI?H6]HLYPL0Y\MSOPR M@>5<<2&TUCED0ED8/U$?"A&>&$1#U\ U,2VZD"_!3/$&4G6:CD";$
M,.G37Q>HE;-_:S2Y!?(8D$7LT;?JG^T'DPM8Z"5.^LD-:;_Z[RDFH?K"A8@ M/=W5++D27Z @\;X6^30$RR2I^\5^KHH-;B#G+U+5:J$E%A,NR >#L9WR82C
M2@N5)2@8H2R[*'+VE8;>\B =,3N9^3N:?1^YD/JNNCLW-?+8P 6W+,\0 R @%^QIUQ-=/R/1T0IBOT+EZD<9R[XM@/@;_N M+5[)9_Z1DZB2-R9BZ.U%>
<^F:/9^A*G4A)'_Y8S*KWA<^2$KG%7L3:*B%:8;S#OJVO(&'EPV'F4P`?/E)I*:J49;4.'/_Y"[E!B9@PA ME&I-PL'"$SQG@N=\#3B#"9YS=^_Y/TSPG F>_G>L7]V.G"))J*"'J(K.^_G
M'X,#EO)Z%PDHG*)S!3]0?+*G).7.N]>W+T!9J1HA3G+H>W#Y]+YYJ@B@#DX M.?"D!TU@2*&#FQ.*BI2-\4(U%_#M8)!]OU@5V#+E-V=9-$_'7GU9_#%.
[_$W/Y!03I>;Y)CK@;S432+?H5XG(6P89-.""'8 MTCH5]%Q("4@6AM8Y-_6,H_^C1YY6],X571]YBN:WB8L_&_2:NCSH6DX&P]&E
M*PPG.Q8N+5GZMDATW5+A8EK1^ZWHU9&OZ$"%_=#MIBA%H!D_KPD4'+=U.\$H MH:D;LYH[iC39"IA*S0)8!0%TI@+^%#U"AIVLAW5/!#A(:TI"*=0$SRYK 8>$ M/T5XK=_?
A!^=D+!672I]%/1,2.C*[BBF%9$Z2$F%]!9,N3.@"/'@T# >K.H3 MW@8U72HJ*"C1]=V.;_M'UT$S:/?MC-J%Z;A:-6 MUEHQ5F-45O$O MG[TYP^^- HO6MLED?_LX=8Y:!5/9G
_,U@=N1E\7K.4:W M.#2>O(1A409^B;6%;(6"=L38PY4*LI';-Y%/:L%GMU![8*<$\KPUW'X.)K=G M)OR@5CNE!/XQ&-P(RHVI# S"*NCI]%>N+'U$NNZQ(W:SB96C./?EO61;\O' M?
C7KP/L1G9/=Y3VI[7DG/*DHOB_@?&DE6(/IE@J6X0%1".GK&9&FY+R.0\ZS(X-F MLU9'G3OZHK?YYY-#>WCO-5ZZ3?HU?* TM?ABMJEE?9TJ;;^O955'4FDZ.ZFR
M#[2>,FTJRT>L,]PU5PI4%!$E]S69*D<-T]K0:>UH9H*OXFE2@AX7\RJXS0 M$0[?\C1;\#4L\8S@XTU^-FFQ[IFKP[O=YN"2O$<U#U\ 5IW9RL59$=A<VV^]8
MSF;W!HMA5(AYY$4C&1"QXI]@L5Y(@T\<\'84:=H%A!>QL7#^,UYH>G7[RFVY M5X=*RAWNTC$2:9(_TPFO?>$S_$M?K;,B1UZKI]=#U|-"P[\OC6D]8305:/.3
M!W,\@@OR\$/S@2>EK!SNL%^A8 R\;3CG8W)B/RW(0M1BD01E9WN0UBP+E'I M[*]NOI&/>:CDH* ;D9Q0^]-2)6=0P@8&-9\ -Q/@YJM #DR F[L#N/EQ MQ,
M@)O/IX!F4,B7I2LRR TSV=\/G/TCB>X>6^.!?2@5AOK'S0$_10_/_?O MXQ@;O2^5XQV*9L[F%HD5I"Y>T8:>.W>7&+$*$TC3A8E8"-NLB'UHI.'M063$@1>+!_W_]JZUJ6TT2WIF?
X5JJF87IA0WMUPZZ9TJAY@T/00HH)-=VIH/-MPI:QNFV)E60(^OW/9?W)LE@-@FV=?I+)T%([_TIYSS/>8YGGHVR>)O2!/1'-M0%ZVK&7-P')*K67[U+]Z_6"O;+"U;IU%,:+0
PL;RP/"N#R1-_RNDE0>] MKU=9@;C1C4UM0NP:?HZI0S9YM!-\<=_)Y4."RSB%>+CC59N<;<-TUXB0J>X*$T M?OPH'AO37@\YN.=(>:?, Z@!&KXB;FNR1[#H8%VV>)WO" M-
$R0[38HM5)=_*$I-_G4/3D*2<]+-RWL_8EPI0,B>O^?"YZX L6O_$3 MM=! /8P&R=]>YB90[U/[4H?&U'*_5PF6TMADUOL%,:PU#62:$EUZ+8I]8R-8
M8GE:.QKTH>!:2,Nf/J7V7\:5D$]\+XQ*LV!\U^Z;P^@F;"IO0&XW-8(@/C(<_M."G)4=%7+>=K#PIVV<0^JP%")Q6$ O'.I7H$ S6UKD9&-0S%W\.4)+939JKI
M=H)>5)520>&9PH:YC#74.'D/^9JYE481QMV,AGB$!U0\9@$1YXIW9CP:EYCM MQ"6E\!;^0UUW?0H,84,J!88-X<.[A6=4$M[V=-9Q1=XTW7C._>;9(G8A1H5?
M!09_@DEWM=7)PU=M:^VZR6H;,&I'.>@M>*D3-9OPR"-&]N[\75*Z';]?D MOX;J ^8)-%N9&?FUD;-BB7OM^U+6M3(CK$6.EXXR,T)3*$)H2V3BV.UX,!Z
M2)!!3++XLMF%]DT[ES@WEU_2!=GO+@-7<\ QQ]FH]E:UX!],QK>^+G%01U=&J3+N1,^ 6UDV'1CFB'5J+?!>D2%;<"?AR* U8V- M<2?>OQ4!1[U;37#++7A19[G-A*U?%NV#]
N*3Z[$_IBDM)%-[++A.LK%7W8Z%JBU5QA]U&C%@(H: M.X)/\)ICBS](2?XPDWQG[2PN7QP/A^VVPF&%)91 M[%4(P)BY\M>CRRQXCS_?
8#*;JKCPN&NZ51"KA8:UT+50X"9,5P+7H/ZOPW9 M<E(P6>Z%FF3U =I/RHVX;=Q=A(-6?/M<6I9>A\"IX ;KY"'"O5.7-*'8U-<8O MM60'I/El $PQ+_P#@X?!UCCT!J#,N%V>GV
>YTB'FDIUD% Z 92:<.H7\Z/@ M=2.I$RIQ3@T<=+7$,R:H@C]%M= CPB1R%!8AS7(62>8/8^],<9L04Q948Y5Q M562@CWY+(0H]'AXDRW^A)RJ9%X,8U=6*T/PJ0\T(Y8
/!BEE./D8;)_0N V" MD3]fF(:(10R ,TCTVG&K- R", R(Z39M.3SMO)(:,8RK4 _5(]34EWKV^\CL(M]ZV.MH=.$PD<,D,VR.,;J9/.6P5-2],'IR&;%!#]6#-'F_I'KR'F@^]L,IX# M3=??
Y!EV.194'?J6G5W=.&\V9WWO'56,4M=L'JL'07-?DW*'&26\F934X30= M%-X6)4;'R]!5!Z%RT1=N+5@G>NVN22LB;+=$UB;:8W7,FW6+Z94]3G-_#2.C9#0 MCYDY1FZC;?
0/LMV'T7AH1 JJ67]A3B VO\.GK+YA;W4GXJ^07900B6&H:O0T MOJVUWT\V 97V*=3R@R\IOF&/ZK>9:@ 0>A/LGA2CV%>_\PB]+&W"=\C<84 M\K@Y*0+'C>]E#]X2:/LN:/L50-L?
>T>]T^YA<')Z_/G@L#X2$#NAQS"KSI; M:UU3T6"A,YO?;D>"}>U=S0FE MP]Y)D$YR!QZO7R.5R^:*!6DV:0ZI_R(8RO 4MSAD%0RLVYVH:5H]*EIC>"*("OI%,8K\=?;^!*\"Y^^ES30L0
M;!?'_;77SUZ5V.'5/SWH?+)4Y3;=J2<"DMN1VX#;)AUM.BC-* EUW_WF'#Y M4]]OO-6?+X)/@S)XMVY]5%@R>. *,"C+8!X1%@=*6 T2T!11\]8W)UC3(N M44HE5,"H][+<.HZ_,FM
>U+:,3QPZ(:S&S?52]EE"41>Z@N/!/:4C434";40 M6B9E1/U=?+],L-J+^;@V0X)U=8!!@>)9=.T M"01&XJ^-92>&DYD;^=4\0)$[T7-,F$U(,?K.9-
4QC=>02|PR6ZV!WN7P/ M= ME:U=(,$;=XX5K[P@3F%M[F]3:RD52(*+)@8Y4*U,8)X"-?LHKIF1^4I2+OQR MVV#Q-GMF_MB$AD/MY7U>D/155+ ,:"[A3]%(YX$0WX#K?ZFFH-
-6^\ZP_B@?3 ML>,Y5I3NS=?4,X.XC_?V&NYIHW >M"'0U.[2-SM&|UZ3;M[.Q=I25.(IIF MMI/S_;9KO[\3&+CGV !W*H>#%B#JL"ZMGVIVE.V*4IBYRDUW%!=:&Q'A1 T>!/*I?5.LH@
>1&V5PA M0G\WL")-RC11L)\1P3=@06<0F%$?0)(V ?.X90I3[']VV""QV/Z<[I.LFI1P5 MN\!5Q4/?DHM"-.G14I=?P,#5F9^WP83,D
ME8N[WZ5+63C6,Y7D2?3A"P8KR91Y82G=]!R?DWA'MT-V\;Z)(}T?*OO)Y.O N -%# /TH&\)/9> 4"&A![8?* +UD[4$P=>#GK%Z((0#M\!6-97^_7;H#YHZR M$-N]0W^GG6 3WGG-
$27LMF9%@5[M-.6=8'E)D,-C,"6RJ7!1D[@][=5&V,<8 M^787!E1;\Y:RY<8):7]KUP.;#3()@7T&OWL!VYZ@[QR$[4M\NX\SM/L%N4)P@)A#"R-)ZZ- &+(38W-
VQHK)X]>O5_%/R6:I>{+6T1{(@D\B6X]>#(&*9-@XTT@\3'4Y MU<$[BB^HAV$(4%[Y :=ZV=D-M5SS,!FJ8_.]|@4^1++=6N-73%8(7]GH[=^N0 M#\T*L^,+3!!>5?
QZ[\785%9VT086&7C:0%/?T1$;PUC4?;-DE'E_X2(&&81@ MY^WF9G#5F72H46H5>JW"JCD/?36)8]S]9C,(J3K)*&.F.I7N0TPXA K6=P\I MF<,#'$96Y47G\N&?A&<,-
#Q??]5"1@*,NW!-5K!*&I)"3_I\0L '$WU1EIPL M=,TRU@&Y.PB-]0TT_,#Q9P>9TA!,+<|A;U!H?N5W08;[:WBEX>1=VB?CG%>(39YNL: M7,GCX;2(QH[7L2&;^6&;^>5:+
!U:\@QI@6HH#]0(3=*DO&WW/JZ+1:(_1Y'K M06;4+P$PQ $;9KQ*YIC3W7@&,=[#T:=1E$\P##@THM%.-I[.;IL;1\F$X"4H M+8BYK PSHK3G<,C%]Q#W5/X;)UD1Z\9?
Q^,A9@@SB8OAGHQH6 M&BT@$H*&XR4U=3!##46?$D]! PZ_1O^.\D$V+8(S$'/#4\D@")H*[%1++])6P M/"DXF7:L4353HU43"^R/4)ON)N7LVL("VC[16//K^3W0FD1=_;E]LV;05\G[
MB]\6I&!P02_C@NE$<)O^M;)*3$[R?+R.I)*,= ^!3^8!)CB@OW^]"I*;3U?MVQG*"JAP49RLQ6]'ZE%"W,I<=*BFZGR_9K'0N)(C2X/IY>@R4Z12?.[-@Y)3 M]6&GZJNU?
5U8J^#JEBV"&>K[V:D$GC+L4#@IZ&H%RQ+HPTX.T-XO+BPJFO:.M))O A@.D6-=R7:@B0A_E:^&<)T/'FVGYH"F/!7:X843"X=[-L CMQ]-B;(MY@_D/GA04[9.4Y& M@E-
RUS@Z":?.5K/KP>N5]&CZ-+0$ XM/<=\LKY}$>N$\2V/"0X36Y^.!'Y"/ M2WT>ZJQT9,3FI4D),,#'.(1"T(F?.&[N(;X28BMN;,6MH[YU6:OA8(N<($RM MVG)BT#OX8!%;.B?
XLC,Y7DTY5C.R;KP*79%#N!0S_&%G^.NUWI1&T1Y+D+3[M'%> ^K69,:!8%]+RB&@IL:R/IQ-L(6((E.W%V=Y)*.'BXS%KHFB3E6&YNI3I4 MAO*K:?B\6\<.-
%1MO6WN3Y#4C=>J,^OPG@5,,SO6U:/]XOSQ"\/DFY$B3Y16 MA'L6=@CIBEF<\0L;E)\<7CM8+*Z&34+YN(8,-<9"J@50O"N5#7+&W^.O_1%4 M42&?
R:+PX;F(P<^PJ91*"C1)X$ZFF&6 U-F!,A *CZRL=KQR?I7AH+Y2L%0 M7:,V<(L_(U@_Q6$=5A+*RHMYCS$5]H#IZ!RE> ?HVQ/FA5TO%O(%,F9]Z M
5),)UJ"KKD:;%!;2&7NH^%+#V&MZ=XQR>,W_V08&Y#\=<&0UG1+6H:)\NP/(`-M5P<"WQ$(7'#P)!+C]0RAAGNW$QRPI3+QO!MK)HBZO?4%,P ;"+$%924P&UY=
M]SH_D:MSU[RFQO>R%6J,(S(F*6\P*"]*U)*Q[&U5MJ%@_V39L](96\U&") M&XMA$ 0?!\B#%0B_81"4?1O'@^*Q_?<:IZ.4>0R%R5AIK(]#G;7,.0*PBQ=B>5
M&T]NDW%\&=)3OM83OMY[73.)E<0/ZN1@5[IH)M8M!V@.]^CK'ID25IRBGT2LMX
MD>"-8.2VKY#\KQ8H#ZKG=Z=&5EQK&NA\;Z]|V:962FR9'+_[BO74!4SU)R$'<#J9V'92>I&:SZ0H&M7F X;T@I%W$8]^&X,2+B_HZ"-W9=]:$7@B8 MPW]G9-
L9OG\^=1UDGE$D:^37SH"GG/?I'@\I,/B"I*5=.@],%11_H.2?^&W MC"X-\X[PS,#=7!RG^_C0, /C2.L4!^>7HJT<^TC5/I 2.@PNFG[K5+,.7>R
M&#A+R)AT21^)F!4:*R;/E&4AU1D!4ON7./+,#M.U-BG4ZO3M17EWM>151\O& MRNET8HV!UZ3S)^$S7"KG/NC[OY8ED=I'^)6181ZY?5%(U1]E+#]Q+ M6R
1.DF*@F7X?YOF23%(\(%Y;ZPZGRA1%^1UUD?2<@&C5AH//Y9L30 MI40;E+D]JI%-AGU*YBBR?3O1+)Q%R MB719R)F=F(/)+/)@9DW3U-E@<5@Y?
5(9A*@62Z6"3$4V+>%'XTV,UZ1PE, 6K1>/-MC?(TT9Q_K5KM;JI=-3'6;]I@JQD;Z'T'GYE DA151%##'YN2]<[XX0U*91-K M;KY!I.V5-HE#_L!3Y:SUBTA@5KL6TV+5MSO?0;$@K
=9W!C@T M3+,.9@6/.M%A;?(#'7.&"A0]#IGR@"<$GGDU.(#-)P=.;M10IEFF$ P^BEZ MZ;%EQ\IB<$@#\!)7;7>E\1V1I8G--$ -.;JK[CLL:!4]_%6RM9 MY1=6A/#/3+UX/IVWMG=E?
3]P?8-H0)FHL\,,<-N7=NV.P*NG&21W,ADWOM!0 M1N;7+^+R)HI]JG/5YTBN%%NX02$)W.WV$'I%CZ8@M!C# 6,,7@*%';_.MPH/ M_5=_@PR$*5Y,1>C6E0!X."8-@%
(_>Q/EZB(C\6OU(7Q:\,_^<8M;Z.LG()Y#-.M!L#-]FJM;X])V6LS'7+G,BE"K4I9V'O%P6;JL*NE+-2SFB'@/\4D8?,+&T"Q MN$ZR:0'JJ;6<8, N:U"D4FYE=*W J."/P2]%R@89AI3 W8!%E-4J
ME)@[!RFV4FUU0[19T M-7ZF>F9#3AH,);V5&89?A&]=GG6#R"E.D/MRZG/(,!LP=1S?47[D&O0ZQ&\]YYB+U\;.^&E$NRQEON+
MX.1LO]UGV;G#,V>_TA:7]N\2=Y/@'O'V.?'Z.'A4L#G@<<<^X*J=7*S#DQZ>P#\INN-6!R_4F=>F=SO;Z]NX& M]V^#$IFFY.TX^:']/RRC84;V$3,/U2.>]JI-
0>0N2,2C87R9&0E/MB78.O%-=OW@8 88Y-8JH=VJM|MA6"9"T+\%O;.14!B M.PPZB EBIZ'N^:1B%DFZ('(L65#BC(B"JG;NI.UO!F\UOW'8@9J/,>,YQHB+ M>XMU-GS.ODSP'?
6\\J9<>:|&=>< Mj%J(P=Q!Q":CZ.(ICE:EN[348S\Q2/NHED*BZ14!OI0FHJ,4PR97G7!5;Y]9 M 5)]R<;QN*E6J3]I(I",RTE+A/(=0H-8/_4/T#+U-!$\1&*D6^*51@Sf@^!fN-9R9F-
<:0%U;S#2W MR9)^KJ1.VEGFLUL9@,^J#@6_?58[FRDBW>$P&2>LB"8]S(?W#_;$K"X-DYC M0T7T@ICWXM0KZ-_^F&MK92%N+?^8@:6!P#4N"@(%E?6;0#7"0H/C5V-FKK(9
M73NZXJ#W-2E0T[AVW5AU9^"D<)8EESR',B"<@FWD,I"4HV5X,A1']OD@ 65_ M+<X %-Z"4]*]!62\H$752OPWM4Z2S3 <|\^6";C(ETVT:EO]P"5C MP!]D LB\0/U:A<4=],
(,]28N8K4:AS^,1=&T2APC2J./R"^.# HD0Y)*_R^_M"IE@.GMI%2OQM\'1U;/*WOM=U@%L$OR:QS8A$\P23G1UV-K&ZE='8V#9
M#V+M7#LK,V"WVF\L/RE6741+0N.OY;'E5SR45LY,#H@= LS3?]FQHF+8>1. MFG;$sNRU23"'Q+8T_R-AWM&9YUV."-6X9]7:B^/^C,IS5AVC3.!&_!-ZB?#'Q!FIT?
AS6^34EU3_9D7" 8/E?V:1,]G X,: MM8PG+US9%VJ_IUBs\V%7&KNB^NZH;O#2)PD*KEJ@OG"[2*.JQI"+-9E$-W.6T M &+-3=DG#0R6.GFED@>R;LFIL)M46P>QKD5S$X&P
Q>2I@.XF'D" V&/#]I0 MTUW05>/2/)X7'_H;D@@UB^/Y"%8N6+E@Y8*5WX^5OQ*L?(FQ\D4*'U0LUL8[MU#>&&R]1O,6;K99.\
7+=KKLN(+M?/0Q8E0E8]D=I2;H<79GB:WNDY_W\;"TZZ'WMgP2]XQ>'Q MEW^)K26VEMA:RVEKG;UX/GMG;\%7[K>[],]%+6PZ>YXA&Q4A?Y%,'/@V'D6HL_/2%NA>S
MJ;KADJ_QX!V[^>>>?.YM_?%8B@R_U4_S0^JI M@>DYOGOWY\[VF[_"J/Q4#F8\LUY\^J>1UYU-N\[R^Y6Y[7_C/I#7FVI/JEA ME=ZH'M.A_Y:.?
OB'YO?M=" _;M0/T__ ^RYN_5"\%!+XW55/5/5"A8*JU->L2 MV/Z.9L,<6W?6"MM|O;G)X=>===\&;3= 91,KE?6?N@O9'\T3W@N#S[C^'G;._= MY^S(@YH^GY6VH./>+5E\ZFVP-TKB8;"?
@$ G*@=@\11G'^C.3/Y':9!FI? MRZ*\?53TRG7799OIA?_O;W_]EF1<-Q^KBGF]/W#Q>9]6PTG>^O1K'^=QKX//! MX:'RP8/\[NFGLV^Q>3]T
T.#SX=G/<^*_.\]/RH=WKVZ\$)0.000+]_4Z'\MH(VF_A0T_O[']D^#@:*^#@1.-[#0-?=/5_&W7\<+/V5,N5NGL"G96]H(L#^GL-M]W39VC)ZR]'91YC(IV_?/E&_36Q6@P)798!LSB6>?
MD\J[]Y6M791YP411$D M;CPK9).I_KII56!:@&L!K@6X%N#ZV8'KH0#7 ER+3;50 MP'48"9,.N%\(/7Q?O"A=]C]TCWMP>|==@2I%N=0.BM(M2P/Z;Q$A62I"%+]-M)MGI_-*=L]*
f)Y6=5;@:EDWTEF[JF6Q2&<7IJZ2&Z.=856[]@6J7'EZH^O5[M;T*IJA?X6EBB<9_QWK).B;0MA SY83?'TWCL/ZIX?'!U#T.,V&S4lO=_M%0[.,BMXL2P/Z;R$9F2I"%XLFV;:
MELZ*%2A+1<+8WQW*IV?Y599CM9=%@/#GGO/OA=^WO+;(4U2*N&\'Z%%X\WWE M+<]4DR*L^0YS47!=^4PMW2[79W5J;_J-7\,=/XY&8_5&X+!*)\4WCJ7BA\K M5?
%CN[$HQ@*26DW8E M/#[A\0F/;YG/]N6[U+Y[.1.W-HE0^.1>E,Y^HXTH>T&61QL[*_C3ZB\5H?#) MYEG T9/.+EQGA<(GZT8Z*XHOLEBDLV)6+>?
HK624=!5H8J+TTDSD6%VE%T&(MEZH_@A +0BP(L=@^"[:ZYD>(]X(CD]XIBKL8A%C@8?'(1+,"#\ORD,Y**$:6 MBL##LGF68O2DLPO768&'9=U(9P4>EL4BG16S:CE';R5#I
(/"SPL/"",3Z! MAQ?X.EBB<9\J'GZB#P9+,.E 6:O[>:#.M)\&>5]:@>CF_'OGK!A>GSXX>+B26<%,Y;E(9V5V(XL%<&;9?,1Q^A)9Q>NLX(WR[]1S@K>+(M%.BMF
MU7*.WDJ&1P5O?A[\6:IR4.^E*H=4Y9"[(M5E6.G-KEM.)&% 20,(&$ "0-H MH<9=!")$($*\T<>O@>[']T^/@Y/A+IS3XT/O<.SP^^=0I.@^%LR-A,NFL<'9D
M>4AG)3XN2T4X.]]W1'XJ?E)^<'PUBM-@KQ.<3I4/DR:RM=]YM5K5V<F3? MR%)]8VI]/@O^,)E?O@KW]8W%IVK-TI+/BTDB052@_C +P+QJFT\ MY@6^#I9HW
5@%H!9;)\G4(/P:M0?[PH?=+]W37A@<=@X[@C*+9R:=%919 MEH=T5D(RLE0$91;46;:6=':!=HV@S+*46MM909EEZ4AGO:59BM%;R4BKH,PB M+'$0ND#H J$+A+Y^H=_KQGY*
<+;ZF=%9@ MTEF),Q'L/N#Z_\.PGEA!]?B319VMKM8VAK<9[GZ_D^PU=T2WL^/Y?VL M74"+*Z6GY+VD]+ UK[X32@)5NIK8Q*K*1?M/?>2?=\]^@?H?
7PZ/CH_[74/)88I&T@Z*Q0E61[268GGRU(1BM)34Y2B/!H% M_XS^_8=P+%JZIUK5V<=SDV3#M'T-M.JSCR>3'O6CW16 M//E9*N+)?'=/YE-
2_1D%!=1FEW+IFKGIFI59Q_MRLB.D474JLX^WI<1#Z;= M6/<3& AMXH0+'5%(B$](0MS:0N)A\"E+\K8Z7O26EA>V-U'1<9F%P.]XG M:9840?!]\)6FB(!];-$Q?<,'>WE6%,%
[/"B6M%LB.28&S3.2]X)U/M6"]WF4 M]D<;8C6WQ]>2S@J;3Y:'=%8P,%DJ@H'\(QL;Q3E8_7]T_CR,HF#TZ0?R]Y] MY[Y]56X%]VXH23\+S_/MIQUILG>^$2!?9*B9.13N;,NKF$
M95L9-V.ANHP73O]#9+DVCBO7RWF2"#7NLJ/\LK?CU29BNA@D5#0!,9ZX;]/> M$0HE3O;POI?+*ZE4*Q=9\3_H-ANYZP5+D=-YM]'S[U*>"3GO#D4&EIW#C%WH MC*M*
<*2=TQ&*.KAT$9=BK+J&,)-Q&_9B;74IONDX7]ZXEP$-F-5<^.AU-ST3B)MU4N"A&25!DLO_^M\&+P9"%124-E_"":5;.W\OLN=K-U MEZW;US4&V IVL^!G_8OAX-
7@[']0X>'W.7K]BP]_Z[.W%X/QL\.,T=]9_WS]] M-QS\V<=:,*-6_>%0/%;.9L,DG\N;=Q=MWI^=#-GS-WO;/_'/9;[2]9_/\+ MZ7G_;?3Z_>_]_[#3LR^=:34.K4?
U:+Z$+Q+2#6U/@QK[MX@G'"0IK;.7\$]Q MED+76 S&B73.W(2[IL-Y#A1,8LFM?;,#!K-("NLBD)"AN#>;@]FY&J,B6MQN MN]Y[']W<2X3-)9]W4PF7]P_O /W];V\IRI5U+Q-
9QXWK^:<4D47;'?$+4BBX M\3R7POX{!BI! M[?\[%.*F5<-[$=7N+6%)V&<$E2VF,'OFF,^&8TI'N MAH"""&*SE9DXB&?\ M$+G1$_2]9-"DL;R8)+]
+$Q<9BBDDE'+)KA+8]III#01I+A&$H5$:241H!Z<],[$W,]8:G4,UOQ MS< 8,6VP<&:U%=K8RID;WFZ9LV'FM!\^L9>BO2H'7"4H2E#"V?WJ MI#NN-PXZ?Q/2'1|=MPZ/&IW.8:?
=;!Q_!N=V^=,'3]!78'%E$7T^-;],&C7* MZ&)>V/L/H=1J! CSTE)UG1A4 $",2]LCT8H!.A^3K1\$M(3^)
MD*/'1LA[!Y;O+Q_#+HW/9'24Y$0Z[C5BE.P1<@6AFHPHB(W244+)*K@(R&% MFU,&N09X<@=#]71%=J.!_3+\L)Y87)D9S69[QOK$WB'?#5W!@4)K(2 M.8IW("?
RDPA6JH&'N$F/;'?J&HD;9F++\)G8GW)9^/A!,(4TQ6I*3!%@=DU5 MM$Q7]Q$0P^7Z2LDS#P=B,+.A'AOIPMWNPGW,A8+-JZ:B,[V[T\%5IGK-Q,(
M2X'^]+SR+7DV2I[DX9/G98#E37A3X[L(]Q\VZHJ8>/8T^#7A=I'(M4DSR!(;$'\VN_)&4@G3,I/H L>Z#7Y&M?ODK?AK7;%LPGT;;SP[9@_-NMI&)\ M;1D*):M6">< /A:K1QIS5A)(
M!'KHM>PB-1'PED(O_J7:LH1X*I"X 3\YE&HV+=+GVZ;+-LFRUVT.I58S>#:.M"B0-->BHXQ<+0)27R>"BV3$#_H&RNU#=^/S.UV7^/5K5H_\DI11B= E71-N M>
((#+2RBS>T*LJ'(-0P"=#5J(?\"M^1*+;I68HJR+O]XGU)+E68J/R_?^A86G(G*^3A]9OP_2W/"GWY6>Q(CP(=L_#3LYW@I8PDP[=]D:X6R+@
M;M")6YP#B4<(,2QM4?,E)+T% ,H(P'(SD7RW$+7AA;1@I7^D&S0[4_NH@.F MLDX-J[!5=:OQ1!*)5?1WL;TE0[VNN06@>8=|SOU@SLDVIUZ^XH(_F.N^U>R- M-

";RS'#]T0BWZ@]=_SNB#]8_QYNSFE&AF5*B8^ &3*^!H7'FP7AK<0OQKAW ML:-P?.DSC_/=!{9KG]D/L("_/&D>-'KA]ZW31?VH3CW;:>U\?.HE$RN_ZYT<*

*M?:07*X]K4?;LWKK#H]\#7A_A>[/Y/0GOK6TZ(}36?CU#52,C?JU9KFQD,:*G M6];>Q=H:?9[KG/(///:O]=X;)=@_;[F$/%IQ?L(?A-!{77(?TE<,?=P>[4F=A M2=9LM)L'JS]"?*

RUZ',_"U7^_$@;_=-.,7 YOH] M@P"^13)^(UV:,_4EKAN;U[6V9,[*$"F=0#5FYTH/S;?9PKL$H17U'XI,76M+ MBFM?+!%[.]@.5++YQO.PE31;!U_L10BU/"9@NES,^MSZZGNS1MY^?

_W2RY[W M_7]02P,$% @ JC@(61@ 7:73" Z3D X !V9F8M97@S,5\R+FAT M;>U:75,CMQ)ISZ_092L)5'F,;3 ?-KM5+(&;Z5@PY)4[E-*GM'8NJL9322- MC?/K[VG-C&V_ .:-*

*A%]AK'K#'TVIUM\]1=VODHZ%+U+OOV-%0\ BO[,A)I\2[MTS^"G6:]=;1=7$)@NY0XZNMHPJR;*/%V(^%F(-,.X[G3_Y))IHWC]>MF/(ID M.NBP@^RZN^!51G(T'2338"CD8.@ZC7I;IIXVL9]+Y=54K%.76#EWZ+3;&2N M6\P4.)UU&EU_+^:-)5)/.E4R$9>=BS"YUPM-*I,*^=TPEDG;AV 5=RD'8,S=G= M8#*"}>FG_#(5Q,I8A=U*G?[9@!BFN#*

*BUTJ;SN'_NN.A="*P&0|%)S,B&\N> M=1=LO-]=L2+;I ''R%8-1;/UT+1W1R.$ M <}TG\7KD]/+]IY9[^3XJG=QSB[V-7/I^S#9>_\I/?A^!=VUCL,QEN\NSB#*

*MU.GEXR/SV2!YSK!\^.WRXV_'YU?LZH)]/#WQP=EIM*H ?3R^:"]\?OHQN/CC ME]/_L..3*[K3:C2^,G*4B-WS!*A78Q^=R(8B92=U=IG'L4QEC15$GC WY*ZS M$ M:>$+%K7VI*

9N20$GK]%$ HW>KDR8C9OK64 .=G;K[=:!]U(VDSQ22=6 MXGH^@'MPX,^YI7DK]U,8!TWKNLC%=",MM/G5BB9BELQG;F)R7;VOW_2(!^N M'./=^GZ[U=P_V-

L];.WL[^ZWVC.W94J6!]{[>]S=>->L5X&?6^H+_"&3&28BPBP$5:]FL.^X51$W8I\QG;(S;1+6; 2_;AVSWZ52 M?"#8&3>)93U:'5*?,;BJX3*LLU@;Z!+LKT(5VD[?*

_,4P'VUD#0UFYWBDI M=+-TMF;GUT%GZ^6C\SV^AXC0ETS8IU2/E@&HE; U\30C#0TI=HQ&L5ERG@Z M87GJ3"Y@*G<>-H19SA)<&%W;"R-L<: M6QESR]HU<9Z7.+LOGSA7-*

U#VPYOK5J-YV+4E-\HZFU9MC=(;EQZ/<;-\% `-M=&5?"5\1";C=!Y2&)$}YB"3(692VZAJNATC;`)K<:%5@/C,Z%|$^MFP3$(\$

M.%/@^/0Z'/(4==@QTL1EKB#1W.%\[TIMOS09CIJKHI+611JJM+/)?,4,"@ M!-FR\D3QC8EB3%15?O/$A 25F9VG)MMAO;'7_C\AV^'!86O_H-%N[+=WFXW#*

*MS^#:)M]Z\63]25AS%]CSQ=+#E*A1'1?RW*X^A JJO@"\RYF*$DWG!@H M)&T M/@E!2]1>#[70L 0UGP*-4-SSI:S19IBOE>F1;D]D,MABM9(1=!|0OI61Y$;2 M*

*[*H)'U23DE3;JFZ\\N+|;6@3UG;"ACDD")I4(.O5(-YXI1IX98W8E8E8D11 M<\Z7RGC7%R2([POC1?3DR6_-QT?QL? ,-^+AR KE%R]53S\KL!*-`B+2<:M3 M3CD6D.T-*

*-5[$1&ZBBA7@J>1]J;2;4-VX,%I:(SR\/#<*>M\0G6O0-\"W<0*0H7Q4HBCLB(^Z3"-K3@H98(V2&,+HFXO,2,7SY M1#P=<97[!$$H%7&,%DJ.@"^[H:6:%:DKI,/B]FU]+1!$*V-*

*,EY6ON/"MWHI?/G9!*5-Y&-^T5EIV- MOI,<0X_(750IZC#,#8%XKBQ;IC;1UN$&/5R#,AM"4[5;OGG7F!A\1%Y9*]M M#P$WO)-YFZ!\/K5LJ[!KR.VTBJ6,Y/DK(1^J4C*-*

*#IA2GX2]MSV7)"O_?,H M?1'2KK==L7:|C>[[>(?9T45X6NSU$&9;)YRLRQ"G'E$97NKUYO9QM'P.6WL MM)KT'T!GDDCGA+@O4_> MAGZ'=&N]O[+>7WF 5<<*G0QBZ_X8&[:Y*

NE ,C+2G"ZSS$6_!.5=D5GXXL[MWY/Y!V?5KORCJ%-N210;HTN2#8\PT(IIKKF;9F4KAS&@"CJN6E%@6E27-D\ M,83(>U/F^:4/,-,%X ,SYA7L@!RC1HP-%O(;\"M\|@$#_

;;DBJUHKZ2Z4BK MD: B^6#\KFS*?.52#*E)PW0T-=)"E^@X@@SM,4H?4[(/TE#X@M@]U#YYT> M/&QUQ_?OPXOF7]J.[<*+)^>V?)7RD4YC=/I8(8;PM= 03H-X &"AF87Z;Q%U*

*MIZ"K W;E .:+| 1]+-J?.OY_ M0!\L\6I$51DZDQ(6!51H\B7@,_R"V%MA8;B3[OD *Q8[*,XH53!{(N5L#K9+ MO[-O((%/V^Q]*;[T]UZ=N-UL;]KI=,K.RNMS/82]27E=0MNWVDE..R\)S*

M#SV;S;_)3S_;,X9R?K8?3Z"J;^2/-\Z3V>&!|5[\ MLH_K)6>]Y+R)0=NO"Y?K^@77NL%Y_$^G@REB-G9M"N]/9FYSU_/ MT,./6QYMW;>0XI4:S!?*

9=G_NSXR6MMUSVV09'X@=U9&HQFS9(N:),M_@9RZ=:12/ICR-GFQO#:>+R=A09B<=.F Y78SZQ/C_=;=,/ M-=]|=[3M?^+Y/U!+ P04 " "J. A9+:I%,54% !_{@_#@ '9F9BUE*

M>#,R7S$N:'1M[5IM<|HX$/[>7Z$CTTXZ@XT-A"8VS0SER)6;7I("Z>0^"DL& M7679E>0]^MO)6.24/)RF31M4S),0-9JW_3LKE[8-

0_ZG<[H_[),3HY0]/W/70ZZ!W^Z>=#ZAWWNN>C?]?>M %5+W!__?. M@U"R/=UR>C88GG6.1VAT@H:]KG7.@=M?O[`G6,.P23.-AETE+XD./I?\AUB.L.#.9ESND"=RZP6<5^K&N*

MFG') GT6Z0S\-'!&FY-E8@X5NIM!?"3.)PI[5!.$YA]BZ&,RLKUXN,8_8- MM]%HO P)4QG'BR#F=`X5["V VS^Y,C:78+(TCM(PGZ%%M6,DJF",%;6Y?1W_ MEY!LN:W6FY?*R!:[OY!;_]-*

_4WKH.DUZ\W&WJ7=3!C5'6O^+?96#GVW]/R5 MPESP]SUOG>'WB?41(&H9SG';(;8C@"\WL;2+TF_Y$Q:>"@#M4O@[F*(8(G\ MO5WR>@?/RVA<1>(2H_Y!HQF:&%T!'TBQ(+I,5I*

*MIJ SVY%PG$I8IEM=S%X&5+?D#H GS0%T;$Y)N *6"]!:#@ ,<9PI&BB:8?#V M*N#L]J'@;?O5[R!IMM8U@1]RW;;E7LWB9@8^^8!YL#[6OS+\)R{(\)*

MB9^$$<)M"#\U2N^1)FX"8B>?0/I"^\6:[PH@-[KY.5B,;C02F (/\;;2]-S? MX.790*FY7R:$1_#!,H#+MKN7@?TI9^0;>]>F:IN6XYM\]N/$5OVI\"]T_HO*

M&$?/R,ACG%S;TCU;0W^)V=RFM6U:VP."V>^9.Y\M7GLN1G:GC,9"Y)N<]LV MMWW#8-A.X$\^@3^HD;NWW/N\OBVGP;:-R5BXD,3Z@C

M4D++,95KA^CVF)TP65R1F&//!%K%Q/K;V9L/*JG@JO>V;@\;9ZN"]35HRB'M.-94!IC/\$+9"MBNF==`#F^T;_;%D_|4$L#!!0 (*HX'%DL'N/T7P4 M #$C .*

*=F9F+65X,S)?,BYH=&WM6FUSVC@0_MY?H:/33CJ#C0V$)#;- M#&5@2J<#*9";WD=ARUA7678EN<#]^EO)F 1*7BY-D_8&A@';6JUV'SV[>G,[M5@D[?X';,*

*<$A_*.VHHJ1\]YGJU&WZ^U;<0L"M;5$>Y;&*R35BI&WE02+.>4> MPKE*_Z/)E@]%N?(S'(:4SSUTFBW]BE$;TF^;2!1;,:'S6'F.?4PV2+1K4&[D*

*MLE(J2KFR)/V'>*Z3*;]HR5)IYCF^*8MP0MG*F]*$2#0D"S1.$\Q+P5FJ5)] MK")+96%&Y[P3NDW=FJY?MA.D+!7>2\=_$5,%;%DA@/B98)8"X&S0D5(@E1@ M15/NY3PD@E%,_!TC;*

*[4+C%K04,5>1)45@"3AVIC>Y_>#=X,I*N#6&@"-[+Y8 MN/6]FKT9C@ ,(.(!>#R"U]W>>#KH#[J=Z6 T1*,^FK[OH8OQ8-@=7'0^HOY@*

MV(%+N!KU0:HW_N_()@ESPG+Q>5X=86]B MC3Y_[/V%.MVI+]D[SA,SAY'H(7'T" .((;3@=B&A!58Q43-"G' OH-+9"M8Z'3$$HC]"=E#.\)ZF.12#30GZZNN7R[KC!GXW33+,5\5M

*MZ+]!H+^?B@2YCO4)1:DP#7TM&D($4D"(/N28AZRR#&'&R"QA(J!?8!OEHRQ(]@F @"EF_953BT,0M,KZ*)(EE,_M..K::)Q'$>6TBBX$Y0'-,$-]RC%*1K!198+F4/& M1BI%*

[BFZM")@&$1WU: /HG%]%06822!SC<4RHBH_M;(\]EN:BU[;C<8K/Z0R8WCE18PLKW.]!6SI.Y?:YY)+1L:2"KK3-Z2V=(O2_MFV%)3&K?I?\5(UMV]W7RZKGBH66?

GK5,3^HGK;.FTZPW&\=?7E.N3;>,^[?X M6SEWI+Y;^-RH=]UG%V%SQ]4V#4.]JCG$%H!T!?ID-I$UZ"?.YL/20FFI7 MQ#W"$,_"N<=`X9L-/:^"<1.(;XZZ9XVFKT-

*T0T@'|'IF:E1R(^43$K\FQ*0< M1H3$#"=Z0%(8K GAJ2%:R5I,]8@$34M-T*HNQHPAJ$:$3L]0D %C9=74BC9I M&Q2&U*C6@P9(Y;S@=PHT,VW*G91NW\#;GSE/VL>MNR"_<\YQ*

*^2O7[HMQ[\9 M+12>,,(OZ/1]Q)^E F;IQA:|% `3M;@%Y$ES(!U=DM#?$,L&;]TK (<8SB3Q M),DPH+T).+-Z'*2;)0T8(,K6OU%)9Y11M?+*^FLAD]W>=QLVF>M5V;1H|(; M9-*

P[RENV\Z,JFBW|[']+!B[$KF/K=9HAS0(LF:"X"^>^;7T@_U1]KWOW_24 M(\!L39ZABS|?O4%+U'CKB)A9U\#KD+G1;SO6MLW OSTWF\15#@LKOSJ<,. M^^>A@FX$

*I2"#OZVTJC<'Y3UWD'IG5MFC$? :1WAY;UG(`_*:/A3T2G)FMI MtNO|(/MUP]_^U"/$O=/^(= .0%3.A5C96CK^.I@_Q/A' ,.0%0\FPR&Y'FAT M2*Z/!\14',@W MI4WXUQN4O^2V!4-*

*WRO=NVUX|2\GPG%@\#4E9I[*U[V!.!D{JBE,=O,..)WSG M+&7W79*!IPN$AYN73*XVQ^/-,&7L* 8E'"DB/,P6>"7-.-2NZ1=>SE^T.^95 MF7\!4$L! A0#% @ JC@(6;K,QB\[(=Z XML*

70 vff-20240630_htm.xml IDEA: XBRL DOCUMENT 0001584549 us-gaap:CommonStockMember 2022-12-31 0001584549 vff:RoseLifeScienceIncorporationMember 2024-06-30 0001584549 vff:EmployeeMember 2023-01-012023-06-30 0001584549 us-gaap:LeaseholdsAndLeaseholdImprovementsMember 2024-06-30 0001584549 us-gaap:LicensingAgreementsMember 2023-12-31 0001584549 us-gaap:ComputerSoftwareIntangibleAssetMember 2023-12-31 0001584549 us-gaap:EmployeeStockOptionMember 2023-01-012023-12-31 0001584549 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-03-31 0001584549 us-gaap:CustomerRelationshipsMember 2024-06-30 0001584549 us-gaap:CommonStockMember 2023-03-31 0001584549 us-gaap:RetainedEarningsMember 2024-01-012024-06-30 0001584549 vff:RevolvingOperatingLoanMember 2024-06-30 0001584549 us-gaap:NoncontrollingInterestMember 2024-03-31 0001584549 srt:MinimumMemberus-gaap:GoodwillMembervff:CannabisUnitedStatesSegmentMember 2024-01-012024-06-30 0001584549 vff:PureSunfarmsMembervff:TermLoanOneMember 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vff:BrandMembervff:CannabisUnitedStatesSegmentMember 2024-01-012024-06-30 0001584549 vff:CannabisCanadaSegmentMember 2023-01-012023-06-30 0001584549 us-gaap:CommonStockMember 2024-03-31 0001584549 2023-04-012023-06-30 0001584549 us-gaap:CommonStockMember 2023-06-30 0001584549 vff:TwoThousandTwentyOneNonRevolvingVariableRateTermLoanMembervff:CanadianCreditorMember 2023-12-31 0001584549 vff:EnergyBusinessMember 2024-04-012024-06-30 0001584549 vff:BrandAndTrademarksMember 2023-12-31 0001584549 vff:CannabisUnitedStatesSegmentMember 2024-01-012024-06-30 0001584549 us-gaap:AdditionalPaidInCapitalMember 2022-12-31 0001584549 us-gaap:RetainedEarningsMember 2023-12-31 0001584549 us-gaap:NoncontrollingInterestMember 2022-12-31 0001584549 us-gaap:AdditionalPaidInCapitalMember 2023-01-012023-06-30 0001584549 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-04-012024-06-30 0001584549 country:USvff:CannabisBusinessMember 2023-12-31 0001584549 us-gaap:LandMember 2023-12-31 0001584549 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BUSINESS, BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES Nature of Business Village Farms International, Inc. (“VFF” and, together with its subsidiaries, the “Company”, “we”, “us”, or “our”) is a corporation existing under the Ontario Business Corporations Act. VFF’s principal operating subsidiaries as of June 30, 2024 were Village Farms Canada Limited Partnership, Village Farms, L.P., Pure Sunfarms Corp. (“Pure Sunfarms”), Balanced Health Botanicals, LLC (“Balanced Health”) and VF Clean Energy, Inc. ("VFCE"). VFF also owns an 80% interest in Rose LifeScience Inc. (“Rose”) and an 85% interest in Leli Holland B.V. (“Leli”). The address of the registered office of VFF is 4700-80th Street, Delta, British Columbia, Canada, V4K 3N3. The Company’s shares are listed on Nasdaq Capital Market (“Nasdaq”) under the symbol “VFF”. Village Farms owns and operates sophisticated, highly intensive agricultural greenhouse facilities in British Columbia and Texas, where it produces, markets and sells premium-quality tomatoes, bell peppers and cucumbers. Its wholly owned subsidiary, Pure Sunfarms, is a vertically integrated Licensed Producer (“LP”) and supplier of cannabis products sold to customers throughout Canada and internationally. The Company’s wholly owned subsidiary, Balanced Health, develops and sells high-quality, cannabidiol (“CBD”) based products including ingestible, edible and topical applications within the U.S. Through its 80% ownership of Rose, the Company has a substantial presence in the Province of Quebec as a cannabis supplier, producer and commercialization expert. Basis of Presentation The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) for interim financial information and with the instructions for Form 10-Q and Rule 10-01 of Regulation S-X. Pursuant to these rules and regulations, certain information and footnote disclosures normally included in the annual audited consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. The accompanying condensed consolidated statement of financial position as of December 31, 2023 is derived from the Company’s audited financial statements as of that date. Because certain information and footnote disclosures have been condensed or omitted, these condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto as of and for the year ended December 31, 2023 contained in the Company’s 2023 Annual Report on Form 10-K. In management’s opinion, all normal and recurring adjustments considered necessary for a fair presentation of the financial position, results of operations, and cash flows for the periods presented have been included. When necessary, certain prior year amounts have been reclassified to conform with the current period presentation. Interim period operating results do not necessarily indicate the results that may be expected for any other interim period or for the full fiscal year. The Company believes that the disclosures made in these consolidated financial statements are adequate to make the information not misleading. Principals of Consolidation The accompanying condensed consolidated financial statements include Village Farms International, Inc. and its subsidiaries and include the accounts of all majority-owned subsidiaries over which the Company exercises control and, when applicable, entities in which the Company has a controlling financial interest. All significant intercompany balances and transactions have been eliminated in consolidation. Other parties’ interests in entities that the Company consolidates are reported as non-controlling interests within equity, except for mandatorily redeemable non-controlling interests, which are recorded within mezzanine equity. Net income or loss attributable to non-controlling interests is reported as a separate line item below net income or loss. The Company applies the equity method of accounting for its investments in entities for which it does not have a controlling financial interest, but over which it has the ability to exert significant influence. For equity investees in which the Company has an undivided interest in the assets, liabilities and profits or losses of an unconsolidated entity, but does not exercise control over the entity, the Company consolidates its proportional interest in the accounts of the entity. Translations of Foreign Currencies The assets and liabilities of foreign subsidiaries with a functional currency other than the U.S. dollar are translated into U.S. dollars at period-end exchange rates, with resulting translation gains or losses included within other comprehensive income or loss. Revenue and expenses are translated into U.S. dollars at average rates of exchange during the applicable period. Substantially all of the Company’s foreign operations use their local currency as their functional currency. For foreign operations for which the local currency is not the functional currency, the operation’s non-monetary assets are remeasured into U.S. dollars at historical exchange rates. All other accounts are remeasured at current exchange rates. Gains or losses from remeasurement are included in foreign exchange (loss) gain. Currency gains or losses resulting from transactions executed in currencies other than the functional currency are included in foreign exchange (loss) gain. In these condensed consolidated financial statements, “$” means U.S. dollars unless otherwise noted. General Economic, Regulatory and Market Conditions The Company has experienced, and may continue to experience, direct and indirect negative effects on its business and operations from negative economic, regulatory and market conditions, including recent inflationary effects on fuel prices, labor and materials costs, elevated interest rates, potential recessionary impacts and supply chain disruptions that could negatively affect demand for new projects and/or delay existing project timing or cause increased project costs. The extent to which general economic, regulatory and market conditions could affect the Company’s business, operations and financial results is uncertain as it will depend upon numerous evolving factors that management may not be able to accurately predict, and, therefore, any future impacts on the Company’s business, financial condition and/or results of operations cannot be quantified or predicted with specificity. Recent Accounting Pronouncements No accounting pronouncements recently issued or newly effective have had, or are expected to have, a material impact on the Company’s condensed consolidated financial statements. 0.800.850.80 Basis of Presentation The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) for interim financial information and with the instructions for Form 10-Q and Rule 10-01 of Regulation S-X. Pursuant to these rules and regulations, certain information and footnote disclosures normally included in the annual audited consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. The accompanying condensed consolidated statement of financial position as of December 31, 2023 is derived from the Company’s audited financial statements as of that date. Because certain information and footnote disclosures have been condensed or omitted, these condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto as of and for the year ended December 31, 2023 contained in the Company’s 2023 Annual Report on Form 10-K. In management’s opinion, all normal and recurring adjustments considered necessary for a fair presentation of the financial position, results of operations, and cash flows for the periods presented have been included. When necessary, certain prior year amounts have been reclassified to conform with the current period presentation. Interim period operating results do not necessarily indicate the results that may be expected for any other interim period or for the full fiscal year. The Company believes that the disclosures made in these consolidated financial statements are adequate to make the information not misleading. <p style="margin-left:4.533%;font-size:10pt;margin-

top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Principals of Consolidation The accompanying condensed consolidated financial statements include Village Farms International, Inc. and its subsidiaries and include the accounts of all majority-owned subsidiaries over which the Company exercises control and, when applicable, entities in which the Company has a controlling financial interest. All significant intercompany balances and transactions have been eliminated in consolidation. Other parties' interests in entities that the Company consolidates are reported as non-controlling interests within equity, except for mandatorily redeemable non-controlling interests, which are recorded within mezzanine equity. Net income or loss attributable to non-controlling interests is reported as a separate line item below net income or loss. The Company applies the equity method of accounting for its investments in entities for which it does not have a controlling financial interest, but over which it has the ability to exert significant influence. For equity investees in which the Company has an undivided interest in the assets, liabilities and profits or losses of an unconsolidated entity, but does not exercise control over the entity, the Company consolidates its proportional interest in the accounts of the entity. Translations of Foreign Currencies The assets and liabilities of foreign subsidiaries with a functional currency other than the U.S. dollar are translated into U.S. dollars at period-end exchange rates, with resulting translation gains or losses included within other comprehensive income or loss. Revenue and expenses are translated into U.S. dollars at average rates of exchange during the applicable period. Substantially all of the Company's foreign operations use their local currency as their functional currency. For foreign operations for which the local currency is not the functional currency, the operation's non-monetary assets are remeasured into U.S. dollars at historical exchange rates. All other accounts are remeasured at current exchange rates. Gains or losses from remeasurement are included in foreign exchange (loss) gain. Currency gains or losses resulting from transactions executed in currencies other than the functional currency are included in foreign exchange (loss) gain. In these condensed consolidated financial statements, "$" means U.S. dollars unless otherwise noted.</p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">General Economic, Regulatory and Market Conditions</p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company has experienced, and may continue to experience, direct and indirect negative effects on its business and operations from negative economic, regulatory and market conditions, including recent inflationary effects on fuel prices, labor and materials costs, elevated interest rates, potential recessionary impacts and supply chain disruptions that could negatively affect demand for new projects and/or delay existing project timing or cause increased project costs. The extent to which general economic, regulatory and market conditions could affect the Company's business, operations and financial results is uncertain as it will depend upon numerous evolving factors that management may not be able to accurately predict, and, therefore, any future impacts on the Company's business, financial condition and/or results of operations cannot be quantified or predicted with specificity.</p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Recent Accounting Pronouncements</p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">No accounting pronouncements recently issued or newly effective have had, or are expected to have, a material impact on the Company's condensed consolidated financial statements.</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">2. INVENTORIES</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">Inventories consisted of the following as of: </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:75.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:54.12%;"></td> <td style="width:1.4%;"></td> <td style="width:1%;"></td> <td style="width:19.54%;"></td> <td style="width:1%;"></td> <td style="width:1.4%;"></td> <td style="width:1%;"></td> <td style="width:19.54%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Classification</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cannabis:</p></td> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Raw materials</p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 761 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 985 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Work-in-progress </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,328 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,543 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Finished goods </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 32,951 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 47,084 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Packaging </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,903 </td> <td style="white-

space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,641 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Produce: </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Crop inventory </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,503 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,492 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Purchased produce inventory </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 583 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 727 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Inventory </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">59,029</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 78,472 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Inventories consisted of the following as of: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:75.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:54.12%;"></td> <td style="width:1.4%;"></td> <td style="width:1%;"></td> <td style="width:19.54%;"></td> <td style="width:1%;"></td> <td style="width:1.4%;"></td> <td style="width:1%;"></td> <td style="width:19.54%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Classification </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Cannabis: </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Raw materials </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">761</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 985 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Work-in-progress </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,328 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td

style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,543 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Finished goods </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 32,951 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 47,084 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Packaging </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,903 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,641 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Produce: </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Crop inventory </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,503 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15,492 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Purchased produce inventory </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 583 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 727 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Inventory </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">59,029</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 78,472 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>761000985000832800065430003295100047084000790300076410008503000154920005830007270005902900078472000 3. PROPERTY, PLANT AND EQUIPMENT Property, plant and equipment consisted of the following as of: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:75.0%;border-collapse:separate;margin-right:auto;">
<tr style="visibility:collapse;"> <td style="width:47.979%;"></td> <td style="width:1.681%;"></td> <td style="width:1%;"></td> <td style="width:22.328999999999997%;"></td> <td style="width:1%;"></td> <td style="width:1.681%;"></td> <td style="width:1%;"></td> <td style="width:22.328999999999997%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Classification </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Land </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,289 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,641</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Leasehold and land improvements</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,506</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,525</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Buildings</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">213,464</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">217,384</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Machinery and equipment</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">90,987</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">86,674</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Construction in progress</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,439</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">13,619</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Less: Accumulated depreciation</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(138,252</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(132,230</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Property, plant and equipment, net</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">198,433</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">205,613</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">Depreciation expense on property, plant and equipment, was $4,020 and $7,748 for the three and six months ended June 30, 2024, respectively and $2,953 and $6,157 for the three and six months ended June 30, 2023, respectively.</p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">Property, plant and equipment consisted of the following as of: </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:75.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:47.979%;"></td> <td style="width:1.681%;"></td> <td style="width:1%;"></td> <td style="width:22.328999999999997%;"></td> <td style="width:1%;"></td> <td style="width:1.681%;"></td> <td style="width:1%;"></td> <td style="width:22.328999999999997%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Classification</p></td> <td style="vertical-

align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Land </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,289</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,641 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Leasehold and land improvements </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,506 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,525 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Buildings </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 213,464 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 217,384 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Machinery and equipment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 90,987 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 86,674 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Construction in progress </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,439 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,619 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Less: Accumulated depreciation </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (138,252 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (132,230 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Property, plant and equipment, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">198,433</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 205,613 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>1428900014641000550600055250002134640002173840009098700086674000124390001361900013825200013223000019843300020561300040200007748000295300
style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">4. ACQUISITIONS <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New

Roman;min-width:fit-content;">On May 29, 2024, the Company entered into a Share Purchase Agreement with Rose and non-controlling shareholders for the acquisition of an additional 10% interest in Rose for a total cash purchase price of approximately $3,016, which resulted in a reduction of mezzanine equity of ($5,209) and an increase in additional paid in capital of $2,193. The Company's ownership interest in Rose is now 80%.</p>2024-05-290.103016000-520900021930000.80<p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">5. GOODWILL AND INTANGIBLE ASSETS</p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">Goodwill</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The following table presents the changes in the carrying value of goodwill by reportable segment for the six months ended June 30, 2024:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:30.608%;"></td> <td style="width:1%;"></td> <td style="width:19.631999999999998%;"></td> <td style="width:1%;"></td> <td style="width:2.179%;"></td> <td style="width:1%;"></td> <td style="width:19.631999999999998%;"></td> <td style="width:1%;"></td> <td style="width:2.319%;"></td> <td style="width:1%;"></td> <td style="width:19.631999999999998%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Cannabis - Canada</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Cannabis - United States</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Total</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#d0f0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance as of January 1, 2024</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 45,879 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,039</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 55,918 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Impairments </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (10,039 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,419 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,419 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,419 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Balance as of June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">44,460</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">-</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-

wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 44,460 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Intangible Assets Intangible assets consisted of the following as of: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:70.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:46.109%;"></td><td style="width:2.12%;"></td><td style="width:1%;"></td><td style="width:22.825%;"></td><td style="width:1%;"></td><td style="width:2.12%;"></td><td style="width:1%;"></td><td style="width:22.825%;"></td><td style="width:1%;"></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Classification </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Licenses </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,956</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,540 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Brand and trademarks* </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,686 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,795 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Customer relationships </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,165 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,586 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Computer software </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,026 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,974 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Other* </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 144 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 144 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Less: Accumulated amortization </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (8,858 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (7,414 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Less: Impairments </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (9,250 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (7,350 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Intangibles, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">27,869</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 32,275 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> </tr> </table> * Indefinite-lived intangible assets The expected future amortization expense for definite-lived intangible assets as of June 30, 2024 was as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:50.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:70.2%;"></td> <td style="width:4.68%;"></td> <td style="width:1%;"></td> <td style="width:23.119999999999997%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;border-bottom:0.5pt solid #000000;"> Fiscal period </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Remainder of 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,639</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2025</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,192</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2026</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,104</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2027</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,104</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2028</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,861</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Thereafter</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">11,389</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Intangibles, net</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 24,289 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> </tr> </table> Assessment for Indicators of Impairment At the end of each reporting period, the Company assesses whether events or changes in circumstances have occurred that would indicate an impairment. The Company considers external and internal factors, including overall financial performance and relevant entity-specific factors, as part of this assessment. During the six months ended June 30, 2024 and 2023, the Company considered qualitative factors in assessing for impairment indicators for the Company's U.S. and Canadian Cannabis segments. Cannabis - U.S. At June 30, 2024, when the Company considered qualitative factors in assessing impairment indicators it concluded that the Company's U.S. - Cannabis segment more likely than not was impaired. The Company reviewed the reporting segment's assets, including goodwill and intangible assets. Based on recent historical performance during the quarter which has underperformed relative to budget, a revised June 30, 2024 forecast which shows a shortfall compared to the March 31, 2024 forecast, the new restrictions on CBD sales in an additional eight states at July 1, 2024, and the proliferation of unregulated hemp-derived products on the market which continues to challenge market share for the CBD industry, the Company concluded that as of June 30, 2024, the fair value of the brand intangible

asset and goodwill was fully impaired and an impairment charge to intangibles of $1,900 and goodwill of $10,039 was allocated to the U.S. Cannabis reporting unit. Cannabis - U.S. - Goodwill The fair value of the reporting unit was determined based on a discounted cash flow projection using projections for 2024 to 2028 with an average revenue growth rate of 6% between 2025 to 2028, followed by a terminal growth rate of 2%. Management concluded that as of June 30, 2024, the fair value was lower than its carrying amount and as a result, an impairment charge to goodwill of $10,039 was allocated to the reporting unit. The significant assumptions applied to the determination of the fair value are described below: Post-tax discount rate: A market participant post-tax discount rate applied to the after-tax forecast cash flows was 12%. A decrease of 1% to the discount rate, would not result in a material change to the impairment charge. Terminal growth rate: An increase of 1% in the terminal growth rate would not result in a material change to the impairment charge. Future cash flows: An increase in future cash flows by 10% would not result in a material change to the impairment charge. Cannabis - U.S. Brand The fair value of the brand was determined based on a discounted cash flow projection. Specifically, the Company utilized a relief from royalty valuation technique to arrive at the fair value of the brand. Management concluded that as of June 30, 2024, the fair value was lower than its carrying value of $1,900 as the notional brand maintenance costs exceeded the incremental royalty of 3.5%. Therefore, an impairment charge to the brand intangible of $1,900 was allocated to the reporting unit. Cannabis - Canada When the Company considered qualitative factors in assessing impairment indicators for Canadian Cannabis it concluded that no impairment indicators existed as no events or circumstances occurred that would, more likely than not, reduce the fair value of the reporting units to be below their carrying amounts. At June 30, 2023, the Company concluded that no impairment indicators existed as no events or circumstances occurred that would, more likely than not, reduce the fair value of the reporting units to be below their carrying amounts. The following table presents the changes in the carrying value of goodwill by reportable segment for the six months ended June 30, 2024:

<table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:30.608%;"></td><td style="width:1%;"></td><td style="width:19.631999999999998%;"></td><td style="width:1%;"></td><td style="width:2.179%;"></td><td style="width:1%;"></td><td style="width:19.631999999999998%;"></td><td style="width:1%;"></td><td style="width:2.319%;"></td><td style="width:1%;"></td><td style="width:19.631999999999998%;"></td><td style="width:1%;"></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Cannabis - Canada </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Cannabis - United States </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#d0f0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> Balance as of January 1, 2024 </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">45,879</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,039 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 55,918 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:bottom;"> Impairments </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (<span style="color:#000000;white-space:pre-

wrap;min-width:fit-content;">10,039 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (10,039 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#d0f0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Foreign currency translation adjustment </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,419 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,419 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Balance as of June 30, 2024 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">44,460</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">44,460</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table>458790001003900055918000100390001003900-1419000-1419000444600004446000<p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">Intangible assets consisted of the following as of: </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:70.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:46.109%;"></td> <td style="width:2.12%;"></td> <td style="width:1%;"></td> <td style="width:22.825%;"></td> <td style="width:1%;"></td> <td style="width:2.12%;"></td> <td style="width:1%;"></td> <td style="width:22.825%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Classification</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Licenses</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,956 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,540 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Brand and trademarks* </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,686 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,795 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Customer relationships </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,165 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,586 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Computer software </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:right;">2,026 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,974 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other* </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 144 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 144 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Less: Accumulated amortization </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (8,858 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (7,414 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Less: Impairments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (9,250 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (7,350 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Intangibles, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">27,869</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 32,275 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>
* Indefinite-lived intangible assets
17956000185400001268600012795000131650001358600020260001974000144000144000885800074140009250000735000027869000032275000 The expected future amortization expense for definite-lived intangible assets as of June 30, 2024 was as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:50.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:70.2%;"></td> <td style="width:4.68%;"></td> <td style="width:1%;"></td> <td style="width:23.119999999999997%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;border-bottom:0.5pt solid #000000;"> Fiscal period </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Remainder of 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,639 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,192 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2026 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,104 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2027 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,104 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> <span

style="color:#000000;white-space:pre-wrap;min-width:fit-content;">2028 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,861 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Thereafter </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 11,389 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Intangibles, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 24,289 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>16390003192000310400031040001861000113890002428900019000001003900020242028O.062025202800.02100390000.120.010.010.1019000000.0351900000<p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">6. LINE OF CREDIT AND LONG-TERM DEBT</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The following table provides details for the carrying values of debt as of:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:85.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:63.047%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:14.757%;"></td> <td style="width:1%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:14.757%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Term Loan - ("FCC Loan") - repayable by monthly principal payments of $164 and accrued interest at a rate of 8.90% matures May 3, 2027</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21,804</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">22,788</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Term Loan - Pure Sunfarms - C$19.0M - Canadian prime interest rate plus an applicable margin, repayable in quarterly payments equal to 2.50% of the outstanding principal amount, interest rate of 8.95% matures February 7, 2026</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,310</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,298</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Term Loan - Pure Sunfarms - C$25.0M - Canadian prime interest rate plus an applicable margin, repayable in quarterly payments equal to 2.50% of the outstanding principal amount starting June 30, 2021, interest rate of 8.95% matures February 7, 2026</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">11,879</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">13,201</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">BDC Facility - Pure Sunfarms - non-revolving demand loan repayable by monthly principal payments of C$52 and accrued interest at a rate of 10.95%, matures December 31, 2031</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,426</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-

align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,771</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">44,419</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">48,058</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The Company's line of credit with Bank of Montreal ("Operating Loan") had $4,000 amount drawn on the facility as of June 30, 2024 and December 31, 2023.</p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The carrying value of the assets and securities pledged as collateral for the FCC Loan as of June 30, 2024 and December 31, 2023 was $80,400 and $117,293, respectively.</p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The carrying value of the assets pledged as collateral for the Operating Loan as of June 30, 2024 and December 31, 2023 was $23,359 and $28,034, respectively.</p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The Pure Sunfarms line of credit had a balance of $0 as of June 30, 2024 and December 31, 2023, respectively.</p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The Company is required to comply with financial covenants, measured either quarterly or annually depending on the covenant. The Company was in compliance with all its credit facility covenants as of June 30, 2024. </p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The weighted average annual interest rate on short-term borrowings as of June 30, 2024 and December 31, 2023 was 9.73% and 9.44%, respectively.</p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">Accrued interest payable on all long-term debt as of June 30, 2024 and December 31, 2023 was $347 and $390, respectively, and these amounts are included in accrued liabilities in the Condensed Consolidated Statements of Financial Position. </p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The aggregate annual principal maturities of long-term debt for the remainder of 2024 and thereafter are as follows: </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:60.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;"></td> <td style="width:1.94%;"></td> <td style="width:1%;"></td> <td style="width:15.823%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Remainder of 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,857</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2025</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,714</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2026</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,679</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2027</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,343</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2028</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">457</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Thereafter</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,369</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:left;"> </p></td> </tr> <tr style="height:18pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">44,419</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The following table provides details for the carrying values of debt as of:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:85.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:63.047%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:14.757%;"></td> <td style="width:1%;"></td> <td style="width:1.72%;"></td> <td style="width:1%;"></td> <td style="width:14.757%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Term Loan - ("FCC Loan") - repayable by monthly principal payments of $164 and accrued interest at a rate of 8.90%, matures May 3, 2027</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21,804</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">22,788</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Term Loan - Pure Sunfarms - C$19.0M - Canadian prime interest rate plus an applicable margin, repayable in quarterly payments equal to 2.50% of the outstanding principal amount, interest rate of 8.95%, matures February 7, 2026</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,310</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,298</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Term loan - Pure Sunfarms - C$25.0M - Canadian prime interest rate plus an applicable margin, repayable in quarterly payments equal to 2.50% of the outstanding principal amount starting June 30, 2021, interest rate of 8.95%, matures February 7, 2026</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">11,879</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">13,201</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">BDC Facility - Pure Sunfarms - non-revolving demand loan repayable by monthly principal payments of C$52 and accrued interest at a rate of 10.95%, matures December 31, 2031</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,426</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,771</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">44,419</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">48,058</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span

style="min-width:fit-content;"> </td> </tr> </table>16400000000.0892027-05-0321804000227880001900000000.0250.08952026-02-07731000082980002500000000.0252021-06-300.08952026-02-07118790001320100052000000.10952031-12-31342600037710004441900048058000400000040000008040000011729300023359000280340000000.09730.0944347000390000 The aggregate annual principal maturities of long-term debt for the remainder of 2024 and thereafter are as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:60.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.236%;"></td> <td style="width:1.94%;"></td> <td style="width:1%;"></td> <td style="width:15.823%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Remainder of 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,857</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2025</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,714</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2026</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,679</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2027</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,343</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2028</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">457</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Thereafter</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,369</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 44,419 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>2857000571400016679000173430004570001369000444190000 7. FINANCIAL INSTRUMENTS The Company's financial instruments include cash and cash equivalents, trade receivables, minority investments, line of credit, trade payables, accrued liabilities, lease liabilities, note payables and debt. The carrying value of cash and cash equivalents, trade receivables, trade payables, and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments. The carrying value of line of credit, lease liabilities, notes payable, and debt approximate their fair values due to insignificant changes in credit risk. For its investments, the Company has selected the practicability election to fair value measurement, under which the investment is measured at cost, less impairment, plus or minus observable price changes of an identical or similar investment. 8. RELATED PARTY TRANSACTIONS AND BALANCES The Company leases its Rose office building from a company employee who also owns a minority interest in Rose. For the three and six months ended June 30, 2024, the Company paid C$151 and C$190 and for the three and six months ended June 30, 2023 the Company paid C$47 and C$92, respectively, to lease this office space. One of the Company's employees is related to a member of the Company's executive management team and received approximately $85 and $61 in salary and benefits during the six months ended June 30, 2024 and 2023, respectively. On May 29, 2024, the Company entered into a Share Purchase Agreement with Rose and non-controlling shareholders, which includes two company employees, for the acquisition of an additional 10% interest in Rose for a total cash purchase price of approximately $3,016.
</p>151000190000470009200085000610000.103016000<p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">9. INCOME TAXES </p><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The Company has recorded a provision for income taxes of ($260) and ($580<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-

family:Times New Roman;min-width:fit-content;">) for the three and six months ended June 30, 2024, respectively, compared with a provision for income taxes of ($1,299) and <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">($1,933) for the same periods last year. The Company's income tax provision is based on management's estimate of the effective tax rate for the full year. The tax (provision) benefit in any period will be affected by, among other things, permanent, as well as temporary, differences in the deductibility of certain items, changes in the valuation allowance related to net deferred tax assets, in addition to changes in tax legislation. As a result, the Company may experience significant fluctuations in the effective book tax rate (that is, tax expense divided by pre-tax book income) from period to period. In order to fully utilize the net deferred tax assets, the Company will need to generate sufficient taxable income in future years. The Company analyzed all positive and negative evidence to determine if, based on the weight of available evidence, it is more likely than not to realize the benefit of the net deferred tax assets. The recognition of the net deferred tax assets and related tax benefits is based upon the Company's conclusions regarding, among other considerations, estimates of future earnings based on information currently available and current and anticipated customers, contracts, and product introductions, as well as historical operating results and certain tax planning strategies. Based on the analysis of all available evidence, both positive and negative, the Company has concluded that it does not have the ability to generate sufficient taxable income in the necessary period to utilize the entire benefit for the deferred tax assets. Accordingly, the Company established a valuation allowance of $45,571 as of June 30, 2024 and $39,530 as of December 31, 2023. The Company cannot presently estimate what, if any, changes to the valuation of its deferred tax assets may be deemed appropriate in the future. If the Company incurs future losses, it may be necessary to record additional valuation allowance related to the deferred tax assets recognized as of June 30, 2024. As of June 30, 2024, the Company's net deferred tax assets totaled $4,201 and were primarily derived from net operating loss carryforwards. 26000058000012990001933000455710003953000042010000 10. SEGMENT AND GEOGRAPHIC INFORMATION Segment reporting is prepared on the same basis that the Company's Chief Executive Officer, who is the Company's Chief Operating Decision Maker, manages the business, makes operating decisions and assesses performance. As of June 30, 2024, the Company's four segments are as follows: <table style="margin-left:5%;border-spacing:0;table-layout:fixed;width:95.0%;border-collapse:separate;"><tr style="visibility:collapse;"><td style="width:22.96%;"></td><td style="width:2.56%;"></td><td style="width:74.48%;"></td></tr><tr style="height:10pt;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;border-bottom:0.5pt solid;"> Segment </td><td style="vertical-align:top;border-bottom:0.5pt solid #ffffff03;"> </td><td style="vertical-align:top;border-bottom:0.5pt solid;"> Description </td></tr><tr style="height:10pt;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Produce </td><td style="vertical-align:top;"> </td><td style="vertical-align:top;"> The Produce segment produces, markets, and sells premium quality tomatoes, bell peppers and cucumbers. </td></tr><tr style="height:10pt;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Cannabis – Canada </td><td style="vertical-align:top;"> </td><td style="vertical-align:top;"> The Cannabis – Canada segment produces and supplies cannabis products to be sold to other licensed providers and provincial governments across Canada and internationally. </td></tr><tr style="height:10pt;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Cannabis – United States </td><td style="vertical-align:top;"> </td><td style="vertical-align:top;"> The Cannabis – United States segment develops and sells high-quality, CBD-based health and wellness products including ingestible, edible and topical applications. </td></tr><tr style="height:10pt;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Energy </td><td style="vertical-align:top;"> </td><td style="vertical-align:top;"> The Energy business receives a royalty from a renewable natural gas facility that is located at the Company's Delta facility. </td></tr></table> The Company's primary operations are in the United States and Canada. Segment information is summarized below: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:70.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:42.906%;"></td><td style="width:1%;"></td><td style="width:11.309%;"></td><td style="width:1%;"></td><td style="width:1.221%;"></td><td style="width:1%;"></td><td style="width:11.408999999999999%;"></td><td style="width:1%;"></td><td style="width:1.221%;"></td><td style="width:1%;"></td><td style="width:11.309%;"></td><td style="width:1%;"></td><td style="width:1.221%;"></td><td style="width:1%;"></td><td style="width:11.408999999999999%;"></td><td style="width:1%;"></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> </td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three months ended June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;text-align:left;"> </td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended June 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Sales </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Produce </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">47,019</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 43,846 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">83,113</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 78,413 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Cannabis - Canada </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40,745 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 28,065 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 78,191 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 53,177 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Cannabis - United States </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,297 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,301 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,834 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,278 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Energy </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 121 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 121 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 121 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">92,182</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 77,212 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">170,259</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 141,868 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Gross profit </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> <span

style="white-space:pre-wrap;min-width:fit-content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,324 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,796 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Energy </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 78 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (14 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 78 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (21 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,248</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 11,499 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24,761</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 23,799 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 4 The Company's primary operations are in the United States and Canada. Segment information is summarized below: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:70.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:42.906%;"></td> <td style="width:1%;"></td> <td style="width:11.309%;"></td> <td style="width:1%;"></td> <td style="width:1.221%;"></td> <td style="width:1%;"></td> <td style="width:11.408999999999999%;"></td> <td style="width:1%;"></td> <td style="width:1.221%;"></td> <td style="width:1%;"></td> <td style="width:11.309%;"></td> <td style="width:1%;"></td> <td style="width:1.221%;"></td> <td style="width:1%;"></td> <td style="width:11.408999999999999%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three months ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Sales </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center,"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:right;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Produce </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">47,019</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 43,846 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">83,113</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 78,413 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Cannabis - Canada </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40,745 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 28,065 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 78,191 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 53,177 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Cannabis - United States </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,297 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,301 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,834 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,278 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Energy </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 121 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 121 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 92,182 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">77,212</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 170,259 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">141,868</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Gross profit</p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Produce</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (4,164 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,761</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (854 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,146 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Cannabis - Canada </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,705 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,716 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 20,213 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,170 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Cannabis - United States </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,629 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,558 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,324 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,796 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Energy </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">78 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (14 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 78 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (21 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,248</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 11,499 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24,761</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 23,799 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>
470190004384600083113000784130004074500028065000781910005317700042970005301000883400010278000121000121000921820007721200017025900014186800(
4164000-2761000-854000-2146000107050001071600002021300019170000262900035580005324000679600078000-1400078000-
210009248000114490002476100023799000 11. LOSS PER SHARE Basic and diluted net loss per common share is calculated as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:80.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:41.475%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:11.431%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:11.431%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:11.431%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three months ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Six Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Numerator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> <span

style="white-space:pre-wrap;min-width:fit-content;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net loss attributable to Village Farms International, Inc. shareholders </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(23,549</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (1,300 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(26,401</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (8,016 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Denominator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 110,960 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 110,239 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 110,604 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 107,185 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Effect of dilutive securities- share-based employee options and awards </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Weighted average number of common shares - diluted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 110,960 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td

<table><tr><td>Antidilutive options and awards</td><td></td><td></td><td>

style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.07</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr></table></div><p style="margin-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">Basic and diluted net loss per common share is calculated as follows: </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:80.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:41.475%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:11.431%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:11.431%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:11.431%;"></td> <td style="width:1%;"></td> <td style="width:1.199%;"></td> <td style="width:1%;"></td> <td style="width:11.431%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three months ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Numerator:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net loss attributable to Village Farms International, Inc. shareholders</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (23,549 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,380</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (26,401 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (8,016 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Denominator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:right;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Weighted average number of common shares - basic </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 110,960 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 110,239 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 110,604 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 107,185 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Effect of dilutive securities- share-based employee options and awards </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Weighted average number of common shares - diluted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 110,960 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 110,239 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 107,185 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Antidilutive options and awards </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,572 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,589 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,572 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,589 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Net loss per ordinary share: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> <span style="white-space:pre-wrap;min-

width:fit-content;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Basic </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.21</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.01 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.24</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.07 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Diluted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.21</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.01 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.24</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.01 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.07 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr>
</table>-23549000-1380000-26401000-80160001109600001102390001106040001071850001109600011023900011060400010718500065720006589000657200065890000-0.21-0.01-0.24-0.07-0.21-0.01-0.24-0.07 12. SHAREHOLDERS' EQUITY AND SHARE-BASED COMPENSATION
Share-based compensation expense was $2,196 and $2,601 for the three and six months ended June 30, 2024, respectively, and $656 and <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">$2,388 for the three and six months ended June 30, 2023, respectively. Stock option activity for the six months ended June 30, 2024 was as follows:
 <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:80.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;">
<td style="width:33.387%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:13.783%;"></td> <td style="width:1%;"></td> <td style="width:1.3%;"></td> <td style="width:1%;"></td> <td style="width:13.143%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:13.783%;"></td> <td style="width:1%;"></td> <td style="width:1.3%;"></td> <td style="width:1%;"></td> <td style="width:13.303%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Number of
Options </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Exercise Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Remaining
Contractual
Term (years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Aggregate
Intrinsic
Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Outstanding at January 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,946,576 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.50</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7.54</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 83 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#fffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Granted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 50,000 </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.83</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">9.80</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Forfeited/expired </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (424,167 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.43</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7.38</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,061 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Exercisable at June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 3,572,555 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-

space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5.44</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6.22</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 141 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> Restricted shares activity for the six months ended June 30, 2024 was as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:80.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:48.39%;"></td> <td style="width:1.56%;"></td> <td style="width:1%;"></td> <td style="width:22.244%;"></td> <td style="width:1%;"></td> <td style="width:2.04%;"></td> <td style="width:1%;"></td> <td style="width:21.764%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Number of
Performance-based
Restricted Share Units </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted Average Grant Date Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Outstanding at January 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">-</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Granted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,785,144</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.20 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Vested and Issued </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,479,024 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1.25</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Outstanding at June 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">306,120</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.98 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Exercisable at June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 2196000026010006560002388000 Stock option activity for the six months ended June 30, 2024 was as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:80.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:33.387%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:13.783%;"></td> <td style="width:1%;"></td> <td

style="width:1.3%;"></td> <td style="width:1%;"></td> <td style="width:13.143%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:13.783%;"></td> <td style="width:1%;"></td> <td style="width:1.3%;"></td> <td style="width:1%;"></td> <td style="width:13.303%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word,"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Number of
Options </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left,"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Exercise Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left,"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left,"> Weighted
Average
Remaining
Contractual
Term (years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left,"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left,"> Aggregate
Intrinsic
Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left,"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word,"> <td style="white-space:pre-wrap;vertical-align:top,"> Outstanding at January 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom,"> </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"> 6,946,576 </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom,"> </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom,text-align:center,"> 7.54 </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom,"> </td> <td style="white-space:nowrap;vertical-align:bottom,"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right,">83</p></td> <td style="white-space:nowrap;vertical-align:bottom,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word,"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top,"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,">Granted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right,">50,000</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right,"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,"> </p></td> <td style="white-space:nowrap;vertical-align:bottom,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"> 0.83 </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom,"> </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"> 9.80 </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom,"> </td> <td style="white-space:nowrap;vertical-align:bottom,"> $</p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right,">3</p></td> <td style="white-space:nowrap;vertical-align:bottom,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word,"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top,"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,">Forfeited/expired</p></td> <td style="white-space:pre-wrap;vertical-align:bottom,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right,">(424,167</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,"> </p></td> <td style="white-space:nowrap;vertical-align:bottom,"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left,">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"> 3.43 </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom,"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom,"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom,text-align:center,"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word,"> <td style="white-space:pre-wrap;vertical-align:top,"> Outstanding at June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom,"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center,"> 6,572,409 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom,"> </td> <td style="white-space:nowrap;vertical-align:bottom,"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center,"> 3.49 </td> <td style="white-space:nowrap;vertical-align:bottom,"> </td> <td style="white-space:pre-wrap;vertical-align:bottom,"> </td> <td style="white-space:nowrap;vertical-align:bottom,"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.38 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,061</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Exercisable at June 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,572,555</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5.44 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.22 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 141 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr>
</table>69465763.5P7Y6M14D83000500000.83P9Y9M18D30004241673.4365724093.49P7Y4M17D106100035725555.44P6Y2M19D141000 Restricted shares activity for the six months ended June 30, 2024 was as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:80.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:48.39%;"></td> <td style="width:1.56%;"></td> <td style="width:1%;"></td> <td style="width:22.244%;"></td> <td style="width:1%;"></td> <td style="width:2.04%;"></td> <td style="width:1%;"></td> <td style="width:21.764%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Number of
Performance-based
Restricted Share Units </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted Average Grant Date Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Outstanding at January 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">-</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Granted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,785,144</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.20 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Vested and Issued </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,479,024 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1.25</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Outstanding at June 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">306,120</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.98 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;">Exercisable at June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">-</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr></table><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p>17851441.214790241.253061200.98<p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">13. CHANGES IN NON-CASH WORKING CAPITAL ITEMS</p><div style="font-size:10pt;font-family:Times New Roman;"><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:80.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:57.351%;"></td><td style="width:2.1%;"></td><td style="width:1%;"></td><td style="width:17.223%;"></td><td style="width:1%;"></td><td style="width:2.1%;"></td><td style="width:1%;"></td><td style="width:17.223%;"></td><td style="width:1%;"></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30,</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Trade receivables</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (7,738 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (447 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Inventories </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,174 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (880 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Other receivables </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (123 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (9,991 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Prepaid expenses and deposits </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,306 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (411 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Trade payables </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,760 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,487 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Accrued liabilities </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-

space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (453 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,017 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Lease liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,372 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (956 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other assets, net of other liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,712 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,330 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,322</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Six Months Ended June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Trade receivables </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(7,738</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (447 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Inventories </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,174 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (880 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr

style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other receivables </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (123 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (9,991 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Prepaid expenses and deposits </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,306 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (411 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Trade payables </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,760 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,487 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (453 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,017 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Lease liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,372 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (956 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other assets, net of other liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 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