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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 10-K**

(Mark one)

**ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

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For the fiscal year ended **December 31 , 2023 .**

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

☐

Commission file number **001-38783**

**VILLAGE FARMS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Ontario**

(State or other jurisdiction of  
incorporation or organization)

**98-1007671**

(I.R.S. Employer  
Identification No.)

**4700-80th Street  
Delta , British Columbia Canada  
V4K 3N3**

(Address of principal executive offices)

**( 604 ) 940-6012**

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Shares, without par value</b>	<b>VFF</b>	<b>The Nasdaq Stock Market LLC</b>

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

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES ☐ NO ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES ☐ NO ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO ☐

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 definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☒

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the other registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether registrant is a shell company (as defined in Rule 12b-2 of the Act). YES ☐ NO ☒

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The aggregate market value of the voting stock and nonvoting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked prices of such common equity, as of June 30, 2023 was \$

57,432,429

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As of March 6, 2024, the registrant had

110,248,929

Common Shares outstanding.

**PCAOB:** 271 **Auditor Name:** PricewaterhouseCoopers LLP **Auditor Location:** Vancouver, British Columbia, Canada

#### **DOCUMENTS INCORPORATED BY REFERENCE**

The following materials are incorporated by reference into this Form 10-K:

Information contained in the definitive proxy statement for the registrant's 2024 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year ended December 31, 2023, is incorporated by reference in Parts III and IV to the extent described therein.

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As used in this report, the terms "Village Farms," "Village Farms International," the "Company," "we," "us," "our" and similar references refer to Village Farms International, Inc. and our consolidated subsidiaries, and the term "Common Shares" refers to our Common Shares, no par value. Our financial information is presented in U.S. dollars and all references in this prospectus to "\$" means U.S. dollars and all references to "C\$" means Canadian dollars.

This Annual Report on Form 10-K contains certain trademarks, trade names and service marks of ours, as described in Item 1, "Business—Intellectual Property. This report also contains trademarks, trade names and service marks that are owned by other persons or entities.

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995, Section 27A of the 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 Annual Report on Form 10-K also contains "forward-looking information" within the meaning of applicable Canadian securities law. 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. In particular, forward-looking statements in this Annual Report on Form 10-K include statements regarding future results, performance, achievements, prospects or opportunities for the Company, the greenhouse vegetable or produce industry and 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 "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 Annual Report on Form 10-K 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. ("Pure Sunfarms"), Rose LifeScience Inc. ("Rose" or "Rose LifeScience"), Balanced Health Botanicals, LLC ("Balanced Health") and Leli Holland B.V. ("Leli"); the limited operational history of the Delta RNG Project in our energy segment; the legal status of the cannabis business of Pure Sunfarms, Rose and Leli and the hemp business of Balanced Health and uncertainty regarding the legality and regulatory status of cannabis in the United States and the Netherlands; risks relating to the integration of Balanced Health, Rose and Leli into our consolidated business; risks relating to obtaining additional financing on acceptable terms, including our dependence upon credit facilities and dilutive transactions; potential inability to remain listed on the Nasdaq Capital Market ("Nasdaq") if we do not regain compliance with Nasdaq's minimum bid price requirement by April 15, 2024; 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; rising 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 Annual Report on Form 10-K 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 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 report relate only to events or information as of the date on which the statements are made in this report. 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.

## PART I.

### ITEM 1. BUSINESS

#### Our Mission and Brands

Our mission is simple—to improve life's journey for the wellbeing of humankind, and the earth on which we live. This is no empty promise. It's the mantra that we live by every day as we build upon over three decades of agricultural and marketing experience to build a great company. The human touch is evident in everything we do and that will never change.

We are building a family of brands across different products that encompass that mission. We are united by our shared core values: integrity, fairness, quality, inclusion, sustainability and hard work along with an unwavering desire to do what's right.

Village Farms Fresh, our produce business, has pioneered Controlled Environment Agriculture ("CEA") in North America and helped feed a hungry planet with sustainable greenhouse growing for over three decades. We produce and distribute fresh, premium-quality produce with consistency, 365 days a year, from more than eight million square feet of CEA greenhouses in British Columbia ("B.C.") and Texas, as well as from our partner greenhouses in B.C., Ontario, and Mexico.

We have leveraged this expertise as a pioneer in the development of the global legal cannabis industry. Pure Sunfarms Corp. ("Pure Sunfarms" or "PSF") and Rose LifeScience Inc. ("Rose LifeScience" or "Rose") comprise our Canadian cannabis businesses. Pure Sunfarms is one of the largest and most respected cannabis growers in the world and a best-selling flower brand in Canada. Rose is a leading vertically integrated, branded cannabis producer, supplier and commercialization expert in the Province of Quebec.

Balanced Health Botanicals, LLC ("Balanced Health" or "BHB") is our U.S. Cannabis business. Balanced Health owns and operates one of the leading brands in the hemp-derived cannabidiol ("CBD") and other cannabinoids markets, produces high quality health and wellness products and distributes primarily through its top-ranked e-commerce platform, CBDistilleryTM.

Village Farms Clean Energy ("VFCE") has partnered with Terreva Renewables (formerly Mas Energy) for a 20-year contract, which commenced in the first quarter of 2024 (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 converts VFCE's previous landfill gas-to-electricity business into a state-of-the-art landfill gas to high-demand renewable natural gas ("RNG") facility. Under the contract, Terreva Renewables sells the renewable natural gas and VFCE receives a portion of the revenue in the form of a royalty.

Leli Holland B.V. ("Leli"), which is owned 85% by the Company, is one of ten licensed legal producers of cannabis in the Netherlands under the 2017-2021 Coalition Agreement (further ratified by the 2021-2025 Coalition Agreement) called The Controlled Cannabis Supply Chain Experiment. Our licensed producer will start to supply legal, quality-controlled cannabis to designated Dutch coffee shops starting in January 2025.

#### Our Commitment and Values

Our core operating principle is to deliver fairness and satisfaction in our customer promise. We strive to operate the business for optimal success by endeavoring to be:

- a responsible producer of high-quality products
- a reliable, trusted partner to customers
- a provider of excellence in customer service and logistics
- a business with a solid balance sheet
- a company which enhances shareholder value
- a trusted steward of the environment
- a workplace where all employees can grow and prosper
- an employer for people who want to make a difference in the world

For over thirty years, we have pioneered CEA in North America feeding an increasing population through sustainable greenhouse growing. In 2017, we expanded from produce, leveraging our considerable knowledge, to the emerging legal cannabis and health and wellness market. We envisioned and created Pure Sunfarms to artfully blend our decades of CEA expertise with hands-on knowledge of legacy growing practices in cannabis. We invest in, and partner with, companies that share our values and respect for people and the environment. We believe a focus on innovation is a key driver of growth in our markets.

We are extremely proud of many things that we achieved over the past three-plus decades, but none more than our highly responsible approach to the environment. From our sustainably sourced inputs and sustainable growing methods, to our use of clean energy and other innovative technologies, we are proud to bring sustenance and wellbeing to our consumers in a way that is ethical and responsible to the planet.

Our state-of-the-art, technology-based CEA facilities use less water, land and chemicals than outdoor farming and we aim to introduce new technologies to be greener in the future. The earth's finite water supply is one of its most precious resources and our hydroponic growing method sterilizes and recirculates the same water multiple times, so that 100% of the water reaches the plants. Our proficient growing methods deliver vastly more yield per acre compared to outdoor growing, without depleting the soil. We use beneficial insects to control pests and promote healthy plant growth, and administer organic pesticides, so our GMO-free crops grow in a nourishing environment free of harmful chemicals. In one of our Delta greenhouses, we collect, filter and utilize rainwater for our plants. Our Delta greenhouses also use renewable hydroelectricity as the main power source, provide innovative energy screens to help capture the sun's warmth and prevent heat loss, and employ blackout curtains to reduce light pollution, all in an effort to minimize our impact to the local community and ecosystem.

## **Business Overview**

Village Farms International, Inc. ("VFF", together with its subsidiaries, the "Company", "Village Farms", "we", "us", or "our") converted from an income trust to a publicly-traded company on December 31, 2009. Our subsidiaries operated vegetable producing greenhouses since 1989 and began production in Texas in 1996. On October 18, 2006, the merger between Village Farms and Hot House Growers resulted in one of the largest producers, marketers and distributors of greenhouse grown products in North America. VFF pioneered CEA in North America, and over the years transformed the organization, adapting to meet industry changes and customer preferences, in order to persevere and remain one of the largest and longest-operating vertically integrated greenhouse growers in North America.

We produce and distribute fresh, premium-quality produce with consistency 365 days a year from more than eight million square feet of owned CEA greenhouses in B.C. and Texas, plus additional millions of square feet from our partner greenhouses in B.C., Ontario, and Mexico. We primarily market and distribute produce under our Village Farms® brand name and proprietary produce trademarks to retail supermarkets and dedicated fresh food distribution companies throughout the United States and Canada.

Our Canadian cannabis operations consist of wholly-owned, British Columbia-based Pure Sunfarms and 70% ownership interest in Quebec-based Rose LifeScience. Pure Sunfarms is one of the single largest cannabis cultivation operations in the world, one of the lowest-cost greenhouse producers and one of the best-selling brands in Canada. Pure Sunfarms leverages our 30-plus years of experience as a vertically integrated greenhouse grower for the legal cannabis industry in Canada with commercial distribution in 12 Canadian provinces and territories. Our primary objective for Pure Sunfarms is to be the leading low-cost, high-quality cannabis producer in Canada and in selected international markets. Rose is a leading vertically integrated, branded cannabis producer, supplier and commercialization expert in the Province of Quebec and is the Quebec operational unit of our Canadian cannabis segment.

Our U.S. Cannabis operations consist of wholly-owned, Colorado-based Balanced Health. Balanced Health owns and operates one of the leading brands in the hemp-derived CBD/cannabinoid market in the United States, providing us with access to the U.S. Cannabinoid market in a consumer products category adjacent to the high-tetrahydrocannabinol ("THC") cannabis market, as well as the broader consumer packaged goods wellness arena. Balanced Health has established a diverse portfolio of CBD and other cannabinoid products, including ingestible, edible and topical applications that are distributed through its top-ranked e-commerce platform, CBDistillery™ ([www.theCBDistillery.com](http://www.theCBDistillery.com)), as well as through brick-and-mortar retail channels.

We have completed the transition of our VFCE operation to a renewable natural gas facility in partnership with Atlanta-based Terreva Renewables. Operations began in January 2024. Leveraging state-of-the-art technologies, the Delta RNG facility purifies and converts landfill (methane) gas that would otherwise escape into the atmosphere to high-demand RNG. We believe this new operation will immediately contribute incremental cash flow and profitability to Village Farms.

Internationally, we evaluate, and target select, nascent, legal cannabis opportunities with significant long-term potential. This has resulted in a minority investment in Australia-based Altum International Pty Ltd ("Altum"), and an 85% ownership interest in Netherlands-based Leli.

## **Our Canadian Cannabis Segment**

Village Farms' Canadian cannabis segment consists of Pure Sunfarms and Rose LifeScience.

### Pure Sunfarms

In June 2017, we formed a Canadian joint venture (the "Joint Venture"), Pure Sunfarms, with Emerald Health Therapeutics, Inc. ("Emerald") to commence Canadian cannabis operations in anticipation of the adult use cannabis market becoming legal in October 2017. We contributed one of our Delta, B.C. greenhouses ("Delta 3") to the joint venture in exchange for a 50% ownership interest in the joint venture. Emerald contributed C\$20 million, which was paid in installments, in exchange for the other 50%

ownership interest in the joint venture. We also contributed our experienced grower management and Delta 3 workforce to the joint venture and Emerald contributed its existing cultivation license and cannabis expertise.

On November 2, 2020, we acquired 36,958,500 Common Shares in the capital of Pure Sunfarms owned by Emerald, which increased our ownership of Pure Sunfarms to 100%. The shares, representing 42.6% of the ownership at the time, were acquired for a total purchase price of C\$79.9 million (US\$60.0 million), satisfied through a C\$60.0 million (US\$45.0 million) cash payment and a C\$19.9 million (US\$15.0 million) secured promissory note, which was paid in full to Emerald on February 8, 2021.

#### Business of Pure Sunfarms

During 2017, the Joint Venture applied for a cultivation license for the Delta 3 facility. In March 2018, the Joint Venture received its initial cultivation license for a portion of the Delta 3 facility and expanded its cultivation space via amendments to its cultivation license throughout 2018, culminating with the complete cultivation license for the entire 25-acre facility (1.1 million square feet) in March 2019. During 2018, the Joint Venture also hired a chief executive officer and adopted a name for the joint venture, Pure Sunfarms Corp. Pure Sunfarms commenced cultivation in the spring of 2018, after receiving its initial cultivation license.

On October 17, 2018, the *Cannabis Act* came into effect, regulating both the medical and recreational cannabis markets in Canada and providing provincial, territorial, and municipal governments the authority to regulate the distribution and sale of recreational cannabis. For the first nine months of 2019, Pure Sunfarms was a wholesale (non-branded) supplier to other licensed producers. In September 2019, Pure Sunfarms received its provincial sales license and commenced sales in Ontario and British Columbia.

In October 2019, Health Canada approved the second phase of recreational cannabis products including ingestible cannabis, cannabis extracts and cannabis topicals, referred to as Cannabis 2.0 products.

In May 2020, Pure Sunfarms received its cannabis cultivation license from Health Canada for the Delta 2 facility, providing an additional 1.1 million square feet of production capacity, enhancing its ability to grow, package and sell cannabis and cannabis extracts. Pure Sunfarms also received amended licensing from Health Canada in the fall of 2020, permitting in-house extraction operations and the sale of cannabis derivative products directly to provincial boards and authorized retailers. On June 30, 2021, Health Canada amended the Delta 2 facility license received in May 2020, permitting Pure Sunfarms to cultivate cannabis in the completed west half of the facility. In the west half of the facility, Pure Sunfarms has planted seven flower rooms and began harvesting in November 2021. Management intends to time the expansion and completion of the east half of the facility when market demand is sufficient to absorb supply profitability.

In September 2021, the Canadian cannabis business completed its first export shipment of cannabis, supplying a variety of high-quality, high-THC dried flower products to Village Farms' investment in equity interest, Australia-based Altum International Pty Ltd., for the Australian medicinal cannabis market to be sold under the Kind Medical brand.

In the fourth quarter of 2021, Pure Sunfarms, with our subsidiary Rose LifeScience, began generating sales in Quebec. Together, Pure Sunfarms and Rose execute a Canadian cannabis strategy for Village Farms, providing a means to distribute Pure Sunfarms' flower to Quebec's consumers.

In the third quarter of 2022, Pure Sunfarms commenced sales to three additional provinces, New Brunswick, Newfoundland and Labrador, and two territories, Yukon and Northwest Territories. At the end of 2022, our Canadian cannabis business was selling products in 10 of the 13 Canadian provincial/territorial jurisdictions, while it continued to advance discussions with additional provincial distributors to further expand its Canadian presence.

In the third quarter of 2023, Pure Sunfarms launched its fourth cannabis brand, Super Toast. At the end of 2023, our Canadian cannabis business was selling products in 12 of the 13 Canadian provincial/territorial jurisdictions, with the remaining province of Nova Scotia expected to carry some of our brands commencing in the second quarter of 2024.

In the fourth quarter of 2023, we believe our Canadian cannabis business had the second largest market share (by dollars) in Canada across all product categories (7.0% share, a decrease of 100 bps over fourth quarter of 2022) and the largest market share in the dried flower product category (14.7% share, a decrease of 120 bps over the fourth quarter of 2022).

During 2022, Pure Sunfarms received European Union Good Manufacturing Practice ("EU GMP") certification for its 1.1 million square foot Delta 3 cannabis facility located in Delta, British Columbia ("B.C.") which permits Pure Sunfarms to export EU GMP-certified medical cannabis to importers and distributors in international markets that require EU GMP certification. We began exporting to Israel at the end of 2022, began exporting to Germany and the UK in the fourth quarter of 2023, and continued to export to Australia throughout 2023. We expect international expansion should enhance our profitability while expanding our brand and experience into emerging new legal cannabis markets. We continue to evaluate and pursue profitable international expansion opportunities in such markets.



We believe that Pure Sunfarms is the leading low-cost, high-quality producer in the Canadian market and its low-cost structure, primarily driven by economies of scale and large-scale greenhouse experience, is sustainable and provides a competitive industry advantage. Pure Sunfarms' cost structure, together with investment in branding and commercialization activities, is intended to support a continued incremental expansion of market share.

Due to Health Canada's limitations on marketing, and stringent branding and packaging rules, it is difficult for consumers to distinguish between different products, which places more emphasis on the management of price, potency, quality, and consistency. We believe the deep agricultural expertise of growers and excellence in brand management sets Pure Sunfarms products apart from competitors, by providing high quality cannabis to consumers at attractive prices.

Cannabis retail channels remain competitive across the country and are consolidating in select markets. Historical excess supply of product and a large number of federally-licensed cannabis producers ("License Holders" or "LPs") have contributed to price compression. During 2023, many LPs have chosen to either curtail or halt cannabis production to right size their supply to meet consumer demand, which we view as a positive for industry profitability.

#### Rose LifeScience

We acquired 70% ownership of privately-held Rose on November 15, 2021, with the 30% balance held by founders who have remained as senior operating management. Rose is the Quebec-based operational unit of our Canadian cannabis business, with its headquarters in Huntingdon, Quebec.

Rose cultivates and processes cannabis at its Huntingdon-based 55,000 square-foot CEA facility. The indoor, controlled growing facility was commissioned in 2020 and is licensed for use by Health Canada. Rose has been granted environmental rebates from the government of Quebec for its energy efficient design. The CEA is outfitted with special filtration on the facility exhausts to reduce greenhouse gas emissions, lessen odors and minimize the impact on the local community.

Rose sells its own cannabis products under six brands: nationally distributed Homage, Tam Tams, Promenade, DLYS, Pure Laine and Six Lunes, which are available exclusively in the Province of Quebec. Promenade is a collaboration with Pure Sunfarms. Rose grew market share each consecutive quarter during 2023 and held the number two position in Quebec in terms of market share during 2023, an improvement from number 10 in the first quarter of 2021.

Rose is also a leading third-party cannabis products commercialization expert in the Province of Quebec, acting as the exclusive, direct-to-retail sales, marketing and distribution entity for other best-known brands in Canada as well as Quebec-based micro and craft growers. With decades of regulated-market experience, Rose partners with cannabis companies to assist in commercializing their products, distributing the products throughout Quebec and ensuring a strong presence in the marketplace. Rose champions Quebec producers by working directly with micro-producers to advance homegrown, craft products in the province and easing the burden of commercial complexities facing smaller, local businesses.

Rose LifeScience has added a highly experienced, successful, Quebec-based leadership team to the Company, which we believe is reinforced by the industry knowledge, financial backing and human capital of Village Farms and Pure Sunfarms to allow it to grow and expand its footprint throughout Quebec as well as other provinces.

During 2023, Rose LifeScience expanded its market penetration with new listings in the key markets of Ontario and Alberta, as well the Maritime provinces - and more than doubled its production output across all formats at its cultivation and processing facility in Huntingdon, Quebec.

We believe our Canadian cannabis business is well-positioned for future growth with best-selling brands, backed by a low-cost large-scale structure and continued pursuit of future opportunities to expand sales, products and footprint in Canada and internationally.

#### **Canadian Cannabis Industry Overview**

##### *Legal History of Medical Cannabis in Canada*

Prior to October 17, 2018, the production, distribution, and use of cannabis for medical use was and has been legal in Canada since 2001, first under the federal *Medical Marihuana Access Regulations*, which established a legal regime for the licensing of cannabis producers and the sale of dried cannabis to registered patients pursuant to a medical document provided by a health care practitioner. The *Medical Marihuana Access Regulations* were later replaced with the *Marihuana for Medical Purposes Regulations* ("MMPR"), and then the *Access to Cannabis for Medical Purposes Regulations* ("ACMPR") as a result of a decision by the Federal Court of Canada (the "Federal Court") in *Allard v. Canada*. The Federal Court held that requiring individuals to obtain cannabis only from federally licensed cannabis producers violated liberty and security rights protected by section 7 of the *Canadian Charter of Rights and Freedoms*. The Federal Court found that individuals who require cannabis for medical purposes did not have "reasonable access" under the MMPR regime. Accordingly, the ACMPR contemplated both access to medical cannabis through a License Holder or through personal production exemptions, thereby giving patients reasonable access to, and choice of, cannabis product. The ACMPR provided three possible alternatives for individuals to access cannabis for medical purposes: (i) they can continue to access

quality-controlled cannabis by registering with federal License Holders; (ii) they can register with Health Canada to produce a limited amount of cannabis for their own medical purposes (starting materials must be obtained from a License Holder); or (iii) they can designate someone else who is registered with Health Canada to produce cannabis on their behalf (starting materials must be obtained from a License Holder).

#### *Current Applicable Regulatory Regime*

On October 17, 2018, the federal *Cannabis Act* and accompanying Regulations, including the *Cannabis Regulations*, the new Industrial Hemp Regulations ("IHR") (together with the *Cannabis Regulations*, collectively, the "Regulations"), came into force, legalizing the production, distribution, and sale of cannabis for adult non-medicinal (i.e. recreational) purposes, as well as incorporating the existing medical cannabis regulatory scheme under one complete framework.

On October 17, 2019, the *Cannabis Regulations* were amended to expand the legally permitted categories of cannabis products and support the production and sale of edible cannabis, cannabis extracts and cannabis topicals. The amendments, among other things, outline the rules relating to packaging, labelling, and advertising, shelf-stability, cannabinoid concentration levels, restrictions on ingredients, and production and sanitation standards for edible cannabis, cannabis extracts and cannabis topical products. December 16, 2019 was the earliest date that the new classes of cannabis products could be available for sale. Edible cannabis, as well as extracts and topicals, are all now available for sale in the legalized recreational market in Canada.

Pursuant to the federal regulatory framework in Canada, each province and territory may adopt its own laws governing the distribution, sale and consumption of cannabis and cannabis accessories within the province or territory. All Canadian provinces and territories have implemented mechanisms for the distribution and sale of cannabis for recreational purposes within those jurisdictions, and retail models vary between jurisdictions.

The *Cannabis Act* maintains separate access to cannabis for medical purposes, including providing that import and export licenses and permits will only be issued in respect of cannabis for medical or scientific purposes or in respect of industrial hemp. Part 14 of the *Cannabis Regulations* sets out the regime for medical cannabis following legalization, which is substantively the same as the ACMPR with adjustments to create consistency with rules for non-medical use, improve patient access, and reduce the risk of abuse within the medical access system. Patients who have the authorization of their healthcare provider continue to have access to cannabis, either purchased directly from a federal License Holder authorized to sell for medical purposes, or by registering to produce a limited amount of cannabis for their own medical purposes or designating someone to produce cannabis for them.

#### *Adult Use Cannabis*

We participate in the Canadian adult use market for cannabis in compliance with all applicable federal and provincial laws and regulations concerning the Canadian adult use cannabis market. The *Cannabis Act* and the *Cannabis Regulations* provide a licensing scheme for the production, importation, exportation, testing, packaging, labelling, sending, delivery, transportation, sale, possession, and disposal of cannabis for non-medicinal use (i.e., adult recreational use). Transitional provisions of the *Cannabis Act* provide that every license issued under the ACMPR that is in force immediately before the day on which the *Cannabis Act* comes into force is deemed to be a license issued under the *Cannabis Act*, and that such license will continue in force until it is revoked or expires.

Below are additional highlights of the *Cannabis Act*:

- Places restrictions on the amount of cannabis that individuals can possess and distribute, and on public consumption and use, and prohibits the sale of cannabis unless authorized by the *Cannabis Act*.
- Permits individuals who are 18 years of age or older to cultivate, propagate, and harvest up to and including four cannabis plants in their dwelling-house, propagated from a seed or plant material authorized by the *Cannabis Act*.
- Restricts (but does not strictly prohibit) the promotion and display of cannabis, cannabis accessories and services related to cannabinoids to consumers, including restrictions on branding and a prohibition on false or misleading promotion and on sponsorships.
- Permits the informational promotion of cannabis by entities licensed to produce, sell, or distribute cannabis in specified circumstances to individuals 18 years and older.
- Introduces packaging and labelling requirements for cannabis and cannabis accessories and prohibits the sale of cannabis or cannabis accessories that could be appealing to young persons.
- Provides the designated minister with the power to recall any cannabis or class of cannabis on reasonable grounds that such a recall is necessary to protect public health or public safety.
- Establishes a national cannabis tracking system to monitor the movement of cannabis from where it is grown, to where it is processed, to where it is sold.

- Provides powers to inspectors for the purpose of administering and enforcing the *Cannabis Act* and a system for administrative monetary penalties.

#### *Licenses, Permits and Authorizations*

The *Cannabis Regulations* establish the following classes of licenses:

- license for cultivation;
- license for processing;
- license for analytical testing;
- license for sale;
- license for research; and
- a cannabis drug license.

The *Cannabis Regulations* also create subclasses for cultivation licenses (standard cultivation, micro-cultivation and nursery) and processing licenses (standard processing and micro-processing). Different licenses and each sub-class therein, carry differing rules and requirements that are intended to be proportional to the public health and safety risks posed by each license category and each sub-class. Licenses that were issued under the ACMPR are deemed to be licenses issued under the *Cannabis Act*. Licenses issued under the *Cannabis Act* have associated expiry dates and are subject to renewal requirements.

#### *Security Clearances*

Certain individuals associated with cannabis licensees, including individuals occupying “key positions”, directors, officers, individuals who exercise, or are in a position to exercise, direct control over the corporate licensee, and other individuals identified by the Minister of Health (the “Minister”), must hold a valid security clearance issued by the Minister. Under the *Cannabis Regulations*, the Minister may refuse to grant security clearances to individuals with associations to organized crime or with past convictions for, or an association with, drug trafficking, corruption, or violent offences. This was largely the approach in place under the ACMPR and other related regulations governing the licensed production of cannabis for medical purposes. Individuals having a history of nonviolent, lower-risk criminal activity (for example, simple possession of cannabis, or small-scale cultivation of cannabis plants) are not precluded from participating in the legal cannabis industry, however, grant of security clearance to such individuals is at the discretion of the Minister and such applications are reviewed on a case-by-case basis.

#### *Cannabis Tracking System*

Under the *Cannabis Act*, the Minister is authorized to establish and maintain a national cannabis tracking system. The purpose of this system is to track cannabis throughout the supply chain, to help prevent cannabis from being diverted to an illicit market or activity and to help prevent illicit cannabis from being a source of supply of cannabis in the legal market. Pursuant to the Ministry of Health’s Cannabis Tracking System Order (the “Order”), a holder of a federal license for cultivation, a license for processing or a license for sale for medical purposes that authorizes the possession of cannabis must report monthly to the Minister with specific information about their authorized activities with cannabis (e.g. cannabis inventory quantities), in the form and manner specified by the Minister. The Order also provides for monthly reporting by provincial bodies and provincially authorized private retailers of certain information in the form and manner specified by the Minister.

#### *Cannabis Products*

The *Cannabis Regulations* set out the requirements for cannabis products that are permitted for sale at the retail level, including the limit on THC content, permitted ingredients, limit on pest control product residues, as well as microbial and chemical contaminants. As of October 17, 2019, the *Cannabis Act* and *Cannabis Regulations* permit the sale of the following classes of products: dried cannabis, cannabis oil, fresh cannabis, cannabis plants, cannabis plant seeds, as well as cannabis edibles, cannabis extracts and cannabis topicals.

#### *Packaging and Labeling*

The *Cannabis Regulations* set out strict requirements pertaining to the packaging and labeling of cannabis products. These requirements are intended to promote informed consumer choice and safe consumption and allow for the safe handling and transportation of cannabis, while also reducing the appeal of cannabis to youth.

The *Cannabis Regulations* require all cannabis products to be packaged in a manner that is tamper-proof and child resistant. Strict limitations are also imposed on the use of colors, graphics, and other special characteristics of packaging. Cannabis package labels must include specific information, such as (i) product source information, including brand name, the class of cannabis and the name, phone number and email of the licensed processor or cultivator, (ii) mandatory warnings, including rotating health warning

messages on Health Canada's list of standard health warnings; (iii) the Health Canada standardized cannabis symbol; and (iv) information specifying THC and CBD content.

A cannabis product's brand name may only be displayed once on the principal display panel or, if there are separate principal display panels for English and French, only once on each principal display panel. It can be in any font style and any size, so long as it is equal to or smaller than the health warning message. The font must not be in metallic or fluorescent color. In addition to the brand name, only one other brand element can be displayed. Such brand element must meet the same requirements noted above as the brand name, and if an image, it must be in a size equal to or smaller than the surface area of the standardized cannabis symbol.

#### *Health Products Containing Cannabis*

Health Canada is taking a scientific, evidenced-based approach for the oversight of health products with cannabis that may be approved with health claims, including prescription and non-prescription drugs, veterinary drugs, and medical devices. Under the current regulatory framework, health products are subject to the *Food and Drugs Act* (Canada) and its regulations and may be additionally regulated by the *Cannabis Act* and the *Cannabis Regulations*. For many of these products, pre-market approval from Health Canada is required.

#### *Possible Changes to the Federal Regulatory Framework*

In December 2020 and January 2021, Health Canada issued a notice of intent and engaged in consultations with stakeholders on the expansion of non-medicinal cannabis research involving human participants. Health Canada proposed to amend the *Cannabis Act*, the *Cannabis Regulations* and the *Food and Drug Regulations* so that non-medicinal cannabis research involving human participants is regulated exclusively under the cannabis legislation. Further, Health Canada also sought feedback on a host of other regulatory issues, including public possession, product labeling, micro-class and nursery licensing, and COVID-19 measures.

The *Cannabis Act* requires that the Minister of Health cause a review of the Act and its administration and operation three years after its coming into force. The Minister will table a report in both Houses of Parliament no later than 18 months after the start of the review. To fulfill these requirements, the Minister of Health and the Minister of Mental Health and Addictions announced an independent Expert Panel to lead the legislative review, and provide independent, expert advice to both Ministers on progress made towards achieving the Act's objectives and will help identify priority areas for improving the functioning of the legislation. From December 2022 to June 2023, the Expert Panel sought feedback from the public on their views about the impacts of the *Cannabis Act*, and sought the public's perspective on the engagement paper regarding the legalization of cannabis in Canada. A report on the feedback received by the Expert Panel was published by Health Canada in October 2023. The Expert Panel is preparing a report for the Ministers, which is expected to be tabled in Parliament in March 2024 with the Expert Panel's advice and recommendations.

In March 2023, Health Canada issued a separate notice of intent and engaged in consultations with stakeholders between March 2023 and May 2023 regarding potential amendments to the *Cannabis Regulations* for regulatory burden reduction. The targeted areas of review include (1) licensing, (2) personnel and physical security measures, (3) production requirements, (4) packaging and labelling requirements, and (5) record keeping and reporting requirements.

Pending results of the aforementioned consultations and review, it is possible that Health Canada may introduce legislative updates in the near future.

In February 2024, the Canadian House of Commons Standing Committee on Finance released a report outlining several recommendations regarding the country's regulated adult-use cannabis industry including a unanimous recommendation to make adjustment to the excise duty formula for cannabis so that it is limited to a 10% ad valorem rate, and the operation of the duty, including the requirement to apply an excise stamp on cannabis products.

#### *Provincial and Territorial Regulatory Framework for Recreational Cannabis*

While the *Cannabis Act* provides for the regulation of the commercial production of cannabis and related matters by the federal government, the *Cannabis Act* provides the provinces and territories of Canada with authority to adopt their own laws governing the distribution, sale and consumption of cannabis and cannabis accessory products within the province or territory, permitting for example, provincial and territorial governments to set lower possession limits for individuals and higher age requirements. Currently, each of the Canadian provincial and territorial jurisdictions has established the minimum age for cannabis use to be 19 years old, except for Québec and Alberta, where the minimum age is 21 and 18, respectively.

The provinces and territories are responsible for the establishment of a retail distribution system for adult use cannabis in their respective jurisdictions. All Canadian provinces and territories have implemented mechanisms for the distribution and sale of cannabis for recreational purposes within those jurisdictions, and retail models vary between jurisdictions. Provincial/territorial bodies act as intermediaries between entities licensed federally under the *Cannabis Act* and consumers, such bodies acting in some jurisdictions as exclusive cannabis wholesalers and distributors, and in some instances such bodies acting as exclusive retailers. The laws continue to evolve, and differences in provincial and territorial regulatory frameworks could result in, among other things, increased compliance costs, and increased supply costs.

Municipal and regional governments may choose to impose additional requirements and regulations on the sale of recreational cannabis, adding further uncertainty and risk to our business. Municipal by-laws may restrict the number of recreational cannabis retail outlets that are permitted in a certain geographical area or restrict the geographical locations wherein such retail outlets may be opened.

There is no assurance that the provincial, territorial, regional, and municipal regulatory frameworks and distribution models will remain unchanged, or that we will be able to navigate such changes in the regulatory frameworks and distribution models or conduct its intended business thereunder. See: “*Risk Factors*”.

**Ontario:** Pursuant to the *Cannabis Control Act, 2017* (Ontario), the distribution and retail sale of recreational cannabis is currently conducted through the Ontario Cannabis Retail Corporation (“OCRC”), a subsidiary of the Liquor Control Board of Ontario. Recreational cannabis has been sold on-line through the OCRC-operated Ontario Cannabis Store (“OCS”) platform, as of October 17, 2018.

On October 17, 2018, the *Cannabis License Act, 2018* (Ontario) became law and other legislation, including the *Cannabis Control Act, 2017*, the *Ontario Cannabis Retail Corporation Act, 2017* and the *Liquor Control Act* were amended to create a private retail framework for the sale of recreational cannabis in Ontario. As of April 1, 2019, recreational cannabis has been available for sale by private retailers that operate brick-and-mortar stores licensed by the Alcohol and Gaming Commission of Ontario (“AGCO”).

The recreational cannabis retail regulatory regime in Ontario has the following requirements and features:

- Private retailers are required to obtain both a retail operator license and a retail store authorization. Retail store authorizations are only to be issued to persons holding a retail operator license. Separate retail store authorizations are to be required for each cannabis retail store, but a licensed retail operator may hold more than one retail store authorization and operate multiple stores. In 2023, Ontario amended the regulations under the *Cannabis License Act, 2018* to increase the number of licenses a licensed retail operator and its affiliates may hold from 75 to 150 licenses. Private retailers are not permitted to sell cannabis online but may only sell cannabis in person at an authorized retail store.
- The AGCO is the government entity responsible for issuing retail store authorizations for privately run recreational cannabis stores. Until December 13, 2019, a temporary cap of 25 retail store authorizations was imposed while cannabis supply stabilizes. On July 3, 2019, the Government of Ontario announced its plans for a second allocation of 50 additional cannabis retail store authorizations. The AGCO held a lottery draw for the allocation of 42 retail store authorizations. A separate process governed the allocation of eight retail store authorizations for those who wish to operate a store on a First Nations reserve. On March 2, 2020, the restrictions on the total number of store authorizations permitted in Ontario, and their regional distribution, was revoked. The AGCO now accepts applications for retail store authorizations from all interested applicants.
- Retail store operators are only permitted to purchase cannabis from the OCRC, which may set a minimum price for cannabis or classes of cannabis.
- Every authorized cannabis retail store in Ontario must have a licensed retail manager. An individual who supervises employees, oversees cannabis sales, manages compliance or has signing authority to purchase cannabis, enters into contracts or hires employees is required to have a cannabis retail manager license.
- Federal License Holders (and their affiliates) are limited to operating one retail cannabis store in the province, which must be located at the site listed on such producer’s federal license. A corporation is not eligible to obtain a retail operator license if more than 25% of the corporation is owned or controlled by federal License Holder(s) or its affiliates or the corporation owns or controls more than 25% of a federal License Holder or its affiliates. A broad definition of affiliate is included in the regulations. An affiliate relationship exists if a corporation beneficially owns or controls voting shares, or securities that may be converted to voting shares, constituting more than 25% of voting rights. If a person, or group acting together, holds 50% voting control for the election of directors or market share of the corporation, they are considered affiliates. Additionally, an affiliate relationship may be established through involvement in a trust, partnership, or joint venture, among others. The definition of affiliate may have the effect of restricting the ability of federal License Holders from effectively entering into the consumer retail market in Ontario.
- Federal License Holders are prohibited from providing any material inducement to cannabis retailers for the purpose of increasing the sale of a particular type of cannabis.
- Municipalities and reserve band councils were permitted to opt out of the retail cannabis market by resolution. Municipalities had until January 22, 2019 to pass such by-laws, and several municipalities have formally opted-out of the retail market. Municipalities that opted out can later lift the prohibition on retail cannabis stores by

subsequent resolution, which cannot be reversed at a later date. Municipalities may not pass bylaws providing for a further system of licensing over the retail sale of cannabis.

**Manitoba:** The Government of Manitoba has implemented a “hybrid model” for cannabis distribution, whereby supply is secured and tracked by the Manitoba Liquor and Lotteries Corp. (“MLLC”); however, licensed private retail stores are also permitted to sell recreational cannabis.

**Alberta:** The Government of Alberta has implemented a cannabis framework providing for the purchase of cannabis products from private retailers that receive their products from a government-regulated distributor, the Alberta Gaming and Liquor Commission (“AGLC”), similar to the distribution system currently in place for alcohol in the province. Authorized cannabis retailers can sell cannabis in licensed retail outlets online.

**New Brunswick:** New Brunswick had initially limited the distribution and sale of recreational cannabis to a network of tightly controlled, stand-alone “Cannabis NB” stores managed by the Cannabis Management Corporation, a subsidiary of New Brunswick Liquor Corporation and online through the Cannabis NB platform, but has since opened up its retail market to permit licensed private retailers in the province. Approved licensed New Brunswick cannabis producers are not permitted to sell products that they grow and produced locally at their facilities, and private companies may enter into agreements with Cannabis NB to operate cannabis stores under private brands.

**Quebec:** All recreational cannabis is managed and sold by Société Québécoise du cannabis (the “SQDC”) outlets and is available for sale online. The entire process is controlled by the SQDC.

**Newfoundland and Labrador:** Recreational cannabis is sold through private stores, with the crown-owned liquor corporation, the Newfoundland and Labrador Liquor Corp. (the “NLC”), issuing private retailer licenses and overseeing the distribution to private sellers who may sell to consumers. The NLC also controls the possession, sale, and delivery of cannabis, and sets prices. The NLC is also an online retailer, although licenses may later be issued to private interests.

**Yukon:** Yukon had initially limited the distribution and sale of recreational cannabis to government outlets and government-run online stores but has since opened up its retail market to permit licensed private retailers in the territory. Cannabis retail licenses are issued by the Cannabis Licensing Board. Authorized retailers must purchase cannabis from the Yukon Liquor Corporation, acting as the wholesaler and distributor in the territory.

**Northwest Territories:** The Northwest Territories Liquor and Cannabis Commission (the “NTLCC”) controls the importation and distribution of cannabis, whether through NTLCC-approved retail outlets or online retail run by the NTLCC. Communities in the Northwest Territories are able to hold a plebiscite to prohibit cannabis, similar to the options currently available to restrict alcohol.

**British Columbia:** Recreational cannabis is sold through both public and licensed privately operated stores, with the provincial Liquor and Cannabis Regulation Branch handling licensing of private stores and the British Columbia Liquor Distribution Branch (“BCLDB”) handling wholesale distribution.

**Saskatchewan:** The Government of Saskatchewan implemented a framework in which both wholesale and retail recreational cannabis are conducted by the private sector and regulated by the Saskatchewan Liquor and Gaming Authority (“SLGA”). A number of retail permits have been issued to private stores. Permitted wholesalers can sell to permitted retailers and other permitted wholesalers but not to the general public. Wholesale operations must be physically located within Saskatchewan and products can only be sold and distributed within Saskatchewan. Further, only federally licensed producers registered with SLGA will be allowed to sell into the Saskatchewan market.

**Nova Scotia:** The Nova Scotia Liquor Corporation is responsible for the regulation of cannabis in the province, and recreational cannabis is only sold publicly through government-operated storefronts and online sales.

**Prince Edward Island:** Similar to Nova Scotia, Prince Edward Island requires cannabis to be sold publicly, through government stores and online, overseen by the Prince Edward Island Cannabis Management Corporation.

**Nunavut:** Nunavut allows for the sale of cannabis through both public and private retail and online. In Nunavut, a person can submit an application with the Nunavut Liquor and Cannabis Commission for a license to operate a cannabis store, remote sales store, or cannabis lounge.

#### *Industrial Hemp*

The new *Industrial Hemp Regulations* under the *Cannabis Act* replaced the previous IHR under the *Controlled Drugs and Substances Act* (“CDSA”) as of October 17, 2018. The regulatory scheme for industrial hemp production largely remains the same, however the IHR permits the sale of hemp plants to licensed cannabis producers, and licensing requirements under the new IHR are softened in accordance with the lower risk posed by industrial hemp. The IHR defines industrial hemp as a cannabis plant, or any part of that plant, in which the concentration of tetrahydrocannabinol (“THC”) is 0.3% or less in the flowering heads and leaves.

## Our U.S. Cannabis Segment

Our U.S. Cannabis segment is Balanced Health Botanicals, LLC ("BHB").

### Balanced Health

On August 16, 2021, we acquired 100% interest in privately held Colorado-based BHB. BHB is one of the leading CBD and other cannabinoid brands and e-commerce platforms in the United States. BHB develops and sells high-quality cannabinoid-based health and wellness products, distributing its diverse portfolio of consumer products through retail storefronts and its top-ranked e-commerce platform, CBDistillery™ and independent retail stores. We believe that BHB is uniquely positioned to ensure seamless sourcing, manufacture and sale of its affordable, high-quality family of cannabinoid brands to target the diverse health and wellness needs and preferences of their consumers. We believe the strong management team of BHB has added a wealth of leadership and industry experience across healthcare, technology, consumer packaged goods and cannabis.

BHB is focused on high quality standards and sources non-GMO and pesticide free hemp directly from U.S. Hemp Licensed farms through partnerships and contractual relationships. BHB collaborates with hemp extraction partners using advanced proprietary methods and rigorous testing to ensure product quality and concentration guidelines. In its 8,000 square foot facility, BHB provides on-site bottling, labeling and packaging that follow the FDA's Current Good Manufacturing Practice ("cGMP") guidelines, and is NSF GMP certified. BHB was awarded U.S. Hemp Authority Certification for its commitment to quality and safety of its products and also achieved Generally Recognized as Safe designation, an evaluation its products are recognized as safe for consumption for CBD Isolate ("ISO"), Full-Spectrum CBD ("FSO") and Broad-Spectrum CBD ("BSO"). In the event that the FDA regulates CBD, and the overall Food, Drug and Mass Merchandise ("FDM") channel accepts ingestible CBD products, we believe that BHB is uniquely positioned to immediately capitalize on the opportunity.

BHB's CBD and other cannabinoid product portfolio primarily includes oils, ingestibles and topicals to meet any consumer's needs and consumption preferences. The majority of sales are within the United States. BHB operates an industry-leading e-commerce platform with an extensive customer base and has a presence in over 4,000 retail locations across health and wellness, independent pharmacies, convenience stores and lifestyle shops. Distribution in larger-footprint food, drug and mass retail chains is currently limited due to the lack of definitive regulatory oversight for CBD products throughout the United States.

During 2023, BHB became the first CBD Brand to advertise on X (formerly Twitter) in the U.S.

### **United States Cannabis Industry and Regulatory Overview**

We do not maintain any direct or indirect investment in cannabis or cannabis-related products in our U.S. operations, excluding BHB's CBD and other cannabinoid business. We participate in federal and state permissible activities in the U.S. and do not engage or intend to engage in direct or indirect business with any business that derives revenue, directly or indirectly, from the sale of cannabis or cannabis-related products in any jurisdiction where the production and sale of cannabis is unlawful under current applicable laws.

We own four and operate three greenhouse facilities in west Texas consisting of nearly six million square feet of produce production area in which we grow and distribute produce (primarily tomatoes). We have proven experience converting our produce greenhouses to low-cost, highly efficient cannabis greenhouses, as evidenced by Pure Sunfarms' Delta 3 and Delta 2 greenhouses located in British Columbia. We are strategically positioned, utilizing decades of agricultural experience coupled with Pure Sunfarms' operational and product expertise, to convert all or a part of our existing greenhouses when legally permitted to do so.

At the time of this filing, we believe that 41 states plus Washington, D.C. legally permit cannabis (in some form) for medicinal use and 25 states plus Washington, D.C. legally permit cannabis for recreational use. Public support for the adult-use legalization of cannabis has increased significantly across the country. Several hundred thousand Americans now work full-time in the cannabis industry and tax revenues associated with the production and sale of cannabis are providing economic benefits in states that have passed legislation.

Unlike in Canada, which has uniform federal legislation governing the cultivation, distribution, sale, and possession of cannabis under the *Cannabis Act*, in the United States, cannabis is regulated at both the federal and state levels. Notwithstanding the permissive regulatory environment of cannabis in some states, cannabis with a delta-9 THC level of more than 0.3% by dry weight ("marijuana") continues to be categorized as a Schedule I controlled substance under the *Controlled Substances Act* ("CSA"), making it illegal under federal law in the United States to cultivate, distribute, or possess cannabis. This means that while state law in certain U.S. states may take a permissive approach to medical and/or recreational use of cannabis, the CSA may still be enforced by U.S. federal law enforcement officials against citizens and businesses of those states for activity that is legal under state law. As a result of the conflicting views between state legislatures and the U.S. federal government regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation and regulation.

Until 2018, the federal government provided guidance to federal agencies and banking institutions through a series of United States Department of Justice ("DOJ") memoranda. The most notable of this guidance came in the form of a memorandum issued by former U.S. Deputy Attorney General James Cole on August 29, 2013 (the "Cole Memorandum"). The Cole Memorandum offered

guidance to federal agencies on how to prioritize civil enforcement, criminal investigations, and prosecutions regarding marijuana in all states and quickly set a compliance standard for marijuana related businesses. The Cole Memorandum concluded that the Department of Justice should be focused on addressing only the most significant threats related to cannabis. States where medical cannabis had been legalized were not characterized as a high priority. The Cole Memorandum was rescinded by Attorney General Jeff Sessions in January 2018 and instructed that "[i]n deciding which marijuana activities to prosecute with the [DOJ's] finite resources, prosecutors should follow the well-established principles that govern all federal prosecutions." Namely, these include the seriousness of the offense, history of criminal activity, deterrent effect of prosecutions, the interests of victims, and other principles. Despite the Cole Memorandum's decision, the DOJ guidance on how to prioritize civil enforcement, criminal investigations, and prosecutions regarding marijuana related business appeared to be relatively unchanged.

In February, 2021, Attorney General Merrick Garland testified to Congress that the DOJ would not pursue cases against Americans complying with laws of the states that have legalized and are regulating marijuana. Such statements are not official declarations or policies of the DOJ and are not binding on the DOJ, any United States Attorney, or the United States federal courts. However, in October of 2022, the Biden Administration announced a mass pardon of persons who had been convicted of simple marijuana possession under federal law and also its intention to review the regulation of marijuana under the CSA by directing the Secretary of Health and Human Services and the Attorney General to initiate the administrative process to expeditiously review marijuana's Schedule I status. In December 2022, President Biden signed the Medical Marijuana and Cannabidiol Research Expansion Act into law, which provides for significantly broader opportunities to study cannabis. In March 2023, Attorney General Merrick Garland stated during a senate hearing that "I think that it's fair to expect what I said at my confirmation hearing with respect to marijuana and policy, that it will be very close to what was done in the Cole Memorandum". In August 2023, the Food and Drug Administration ("FDA") and Health and Human Services ("HHS") recommended that the Drug Enforcement Administration ("DEA") reschedule marijuana from schedule I under the federal Controlled Substances Act ("CSA") to schedule III. By doing so, FDA determined that marijuana not only no longer meets schedule I criteria, but by leapfrogging to schedule III, concluded that it does not meet schedule II criteria either. Now it is up to the DEA to either follow the HHS recommendation, which is typical or to leave cannabis on Schedule I. We anticipate a DEA decision is due at any time. To date, there have been no new federal marijuana memorandums issued by the DOJ or any published change in federal enforcement policy and substantial uncertainty regarding United States federal enforcement remains.

In recent years, certain temporary federal legislative enactments that provide safeguards for the medical cannabis industry have been appended to the federal budget bill. For each year since 2015, Congress has adopted a so-called "rider" provision to the Consolidated Appropriations Acts (formerly referred to as the Rohrabacher-Farr Amendment and currently referred to as the Rohrabacher-Blumenauer Amendment) to prevent the federal government from using congressionally appropriated funds to enforce federal law against regulated medical cannabis actors operating in compliance with state and local law. On December 29, 2022, the amendment was renewed as part of the Consolidated Appropriations Acts of 2023, H.R. 2617, which is effective through September 30, 2023. While the amendment has been included in successive appropriations legislation or resolutions since 2015, its inclusion or non-inclusion is subject to political change.

Nonetheless, there is no guarantee that state laws legalizing and regulating the sale and use of marijuana will not be repealed or overturned, or that local governmental authorities will not limit the applicability of state laws within their respective jurisdictions. Until the United States Congress amends the CSA with respect to marijuana, there is a risk that federal authorities may enforce current U.S. federal law.

On December 20, 2018, the 2018 Farm Bill was signed into law in the United States. The 2018 Farm Bill, among other things, defines industrial hemp, removes industrial hemp and cannabinoids derived from industrial hemp so long as the delta-9 THC concentration is less than 0.3% by dry weight, from the CSA and allows for industrial hemp production and sale in the United States. The U.S. Food and Drug Administration has retained authority over the addition of CBD and other cannabinoids to products that fall within the Food, Drug and Cosmetic Act ("FDCA"). To date, the FDA deems that it is currently illegal to add CBD to a food or beverage, and the FDA does not deem CBD a dietary supplement as the agency cannot conclude that CBD is "generally recognized as safe" among qualified experts for its use in human or animal food. In January 2023, the FDA publicly announced it had concluded that "a new regulatory pathway for CBD is needed that balances individuals' desire for access to CBD products with the regulatory oversight needed to manage risks" and that it was "prepared to work with Congress on this matter." There can be no assurance that the FDA will approve CBD as an additive to products under the FDCA.

Under current federal law, it may be a violation of federal anti-money laundering statutes to take any proceeds from the sale of any Schedule I controlled substance. Financial institutions could potentially be prosecuted and convicted of money laundering under the Bank Secrecy Act for providing services to cannabis businesses. In 2014, the Financial Crimes Enforcement Network ("FinCEN") issued guidance not to focus enforcement on financial institutions that serve cannabis-related business, as long as the business activities are legal in their state. The guidance also included burdensome due diligence expectations and reporting requirements for financial institutions to bank state-sanctioned cannabis businesses. The FinCEN guidance also does not provide any safe harbors or legal defenses from examination or regulatory or criminal enforcement actions by the DOJ, FinCEN or other federal regulators for banks and other financial institutions and can be amended or revoked at any time and therefore most financial



institutions in the United States do not appear comfortable relying on this guidance to provide banking services to the cannabis industry. Thus, most legitimate cannabis-related companies have established relationships with state banks and financial institutions. Also, since these legitimate cannabis firms do not have access to traditional bank financing, they primarily rely on private capital to address their financing needs.

The SAFE Banking Act passed the House of Representatives in September 2019 but has yet to pass the Senate. In September 2021, the House of Representatives included the SAFE Banking Act as an amendment to the National Defense Authorization Act for the fiscal year 2022, but the SAFE Banking Act was removed from the Defense Spending Bill by a Senate conference committee in December of 2021. The House of Representatives also passed the SAFE Banking Act most recently on February 4, 2022, as an amendment to the America COMPETES Act, but failed to pass in the Senate. The SAFE Banking Act is designed to prohibit federal banking regulators from punishing financial institutions from providing services to legitimate cannabis companies, their owners, and employees. In particular, a federal banking regulator cannot terminate or limit deposit insurance, prohibit or penalize a financial institution from providing services to legitimate cannabis-related business or take any adverse or corrective action on a loan made to a legitimate cannabis-related business.

In September, 2023, the Secure And Fair Enforcement Regulation Banking Act, or the SAFER Banking Act, was introduced to the U.S. Senate. The SAFER Banking Act is designed to provide protections for federally regulated financial institutions that serve state-sanctioned marijuana businesses. Under this bill:

- a federal banking regulator is prohibited from penalizing a depository institution for providing banking services to a state-sanctioned marijuana business.
- a federal banking regulator is prohibited from requesting or requiring a depository institution to terminate a deposit account unless
  - o (1) there is a valid reason, such as the regulator has cause to believe that the depository institution is engaging in an unsafe or unsound practice; and
  - o (2) reputational risk is not the dispositive factor.
- proceeds from a transaction conducted by a state-sanctioned marijuana business are no longer considered proceeds from unlawful activity.
- and, a financial institution, insurer, or federal agency may not be held liable or subject to asset forfeiture under federal law for providing a loan, mortgage, or other financial service to a state-sanctioned marijuana business.

Since we do not conduct any cannabis-related business in the United States aside from our BHB cannabinoid products, the SAFE Banking Act and SAFER Banking Act would not alter the current financial services landscape for Village Farms. However, the ability to access public capital for all legitimate cannabis-related companies could provide the industry with additional financing avenues not available today as well as reducing the overall cost of capital.

#### ***Texas Cannabis Industry and Regulatory Overview***

The 2021 legislative session was largely focused on addressing the catastrophic freeze and failures of the Texas energy supply, a modest expansion to the medical cannabis program, the Texas Compassionate Use Program ("TCUP"), did pass. TCUP provides low-THC cannabis to registered patients who have a prescription from their physician. This legislation added post-traumatic stress disorder, any form of cancer, and any condition that is part of a medical cannabis research program to the list of conditions which qualify patients for TCUP. The legislation also raised the overall THC by weight cap from 0.5% to 1.0%. Since the law went into effect on September 1, 2021 through the period ending January 31, 2023, the patient count has risen by more than 450% from approximately 8,200 to just over 45,400 patients and the participating physician count has risen by 67% to just over 680.

On January 17, 2023, Texas announced it will open TCUP for more applications with the expectation that it will issue new medicinal licenses in 2023. The Company has applied for one of the TCUP licenses. As of the date of this filing, the TCUP applications have not yet been reviewed by the State of Texas and there has not been any indication if or when the applications will be reviewed or if our TCUP license will be approved.

#### **Our Fresh Produce Segment**

We commenced produce operations in 1989 and maintain produce operations under both our U.S. subsidiary, Village Farms L.P., and our Canadian subsidiary, Village Farms Canada Limited Partnership. We own four greenhouse facilities in west Texas totaling 130 acres, with three currently cultivating produce, and one produce greenhouse in Delta, B.C. totaling 60 acres. All of our facilities grew tomatoes in 2023. We also represent third party growers (based in Canada and Mexico) on a sales commission basis, which represents approximately 41% of our 2023 total produce revenues.

Approximately 84% of our total 2023 produce sales were tomatoes, 8% were peppers, 6% were cucumbers and 2% were mini-cukes, as compared to total 2022 produce sales which was comprised of 82% tomatoes, 11% peppers, 5% cucumbers and 2% mini-cukes. We sell produce predominantly to retailers in the United States and Canada.

In 2023, 2022 and 2021, approximately 89%, 82% and 84% of our produce sales were in the United States, respectively, with the top two customers comprising 22% of produce sales in 2023, 21% of produce sales in 2022 and 22% in 2021. Retail direct sales were approximately 68%, 70% and 69% of total produce sales for 2023, 2022 and 2021, respectively, with the balance to wholesale customers who service small retailers or other markets such as food service.

There is seasonality in produce revenues. Production is lower in the winter months, compared to the summer months, due to lower light levels in the winter months and our Delta, B.C. greenhouse, due to its northern latitude, does not produce tomatoes in the winter months. Historically, we have higher sales in our second and third quarters and lower sales, due to lower volumes, in the first and fourth quarters.

The produce business is very competitive, and our primary competition consists of large commercial producers. There is an abundance of growers as discussed in the *Greenhouse Vegetable Industry Overview*, which has resulted in an oversupplied market where retail customers have the upper hand in price negotiations. In addition, due to the perishable nature of produce, pricing is very sensitive to the daily demand versus supply in each produce category, including our primary category, tomatoes. We try to combat the commoditization of the tomato category by offering unique tomatoes such as the Heavenly Villagio Marzano® and Sinfully Sweet Campari® as a means of distinguishing Village Farms to our retail customers but the large tomato varieties such as tomatoes on the vine ("TOVs") and beefsteak are still a predominant part of our produce business and industry sales. Our produce business has limited trademark or brand loyalty.

#### ***Greenhouse Vegetable Industry Overview***

##### ***(A) The North American Industry***

The greenhouse vegetable industry in North America has experienced expanded development over the past 20 years, particularly in the western regions of the United States, southwest British Columbia and southern Ontario in Canada, and concentrated areas in Mexico. Mexico is the largest producer of greenhouse tomatoes followed by Canada and the United States.

##### ***(B) Greenhouse Industry — United States***

The majority of greenhouse vegetable producers in the United States are located in the southwestern and western states, where the growing conditions are more ideal for winter growing operations and the possibility of year-round production. New greenhouse facilities have recently been completed and planned in the northern U.S. to be closer to major population centers. These facilities have lights to allow for production in the winter months. Producing in the winter months is advantageous as produce prices are generally higher, although with increasing Mexican production (which produce in the winter months), seasonal pricing fluctuations are gradually decreasing. The majority of greenhouse tomatoes produced in the United States are used for domestic consumption, and producers in the United States benefit from high yields, consistent product quality, year-round supply, and closer proximity to their customers. In order to meet domestic demand, the United States imports a significant portion of its supply of greenhouse tomatoes from Canada and Mexico.

In addition, many U.S. growers of labor-intensive crops rely on immigrant workers from countries such as Mexico. The demand for farm labor in the U.S. continues to grow while the labor supply remains constant or slightly decreasing, leading to rising wages and benefits. U.S. employers may utilize H-2A workers to assist in fulfilling their labor needs. Section 218 of the Immigration and Nationality Act authorizes the lawful admission into the United States of temporary, nonimmigrant workers (H-2A workers) to perform agricultural labor or services of a temporary or seasonal nature for up to ten months over a twelve-month period. The H-2A worker adds additional costs to the greenhouse grower as the H-2A program set a Texas state-level minimum prevailing wage of \$14.87 in 2023 and \$15.55 effective January 1, 2024. Additionally, growers must pay for worker expenses, such as transportation costs and housing.

##### ***(C) Greenhouse Industry — Canada***

Among the North American greenhouse vegetable producers, Canada is the largest supplier from April to October. Several factors, including climatic advantages (cooler summer temperatures) and the proximity of greenhouse producers to consumer markets, contribute to Canada's favorable positioning relative to the United States during that time period. The primary markets for greenhouse produce grown in British Columbia include the west and northwest regions of the United States, as well as western Canada, while the primary markets for Ontario produce include the east and central regions of the United States, as well as eastern Canada.

The strengths of the Canadian greenhouse vegetable industry include its high yields and consistent product quality. The main weakness of the Canadian greenhouse industry relates to its lack of production during the historically higher priced winter months. However, because of the high volume of tomatoes produced in Canada during the April to October growing season, profits generated during this time period generally are sufficient to sustain producers through the full year.

#### **(D) Greenhouse Industry — Mexico**

Although Mexico was the last country to enter the greenhouse tomato industry in North America, it has more greenhouse tomato acreage than the United States and Canada combined. It should be noted there is no formal definition of a “greenhouse” and a significant portion of the greenhouse acreage in Mexico is very low-tech, shade field structures. The product from the shade facilities is in some instances marketed as greenhouse-grown, which until the recent update on the Suspension Agreement between the United States and Mexico, was not in violation of any regulations, but for the State of California, which has a strict definition of greenhouse-grown for produce sold within the state. Average yields and product quality in Mexico are comparatively low, as compared to U.S. and Canadian greenhouse operations. Currently, Mexican producers tend to grow a majority of their production during the fall, winter, and spring seasons as they have sufficient light levels to grow and cooler temperatures during these months, although the trend towards more sophisticated greenhouses is permitting a longer growing season as well as increased yields.

Over the last several years, the greenhouse industry in Mexico has continued to make significant advances with respect to its growing expertise and ability to extend its growing season, which continues to put pressure on produce pricing. Mexican growers are continuing to invest in greenhouses and other technology to improve production and yields. As the greenhouse industry is a labor-intensive business, the labor costs are a significant portion of production costs. Mexico has a considerable wage advantage versus the U.S. due primarily to the lower cost of living in Mexico. The U.S. Federal minimum wage has remained constant since 2009 at US\$7.25 per hour; the Texas prevailing hourly wage for H-2A workers was \$14.87 in 2023. Mexico's minimum wage for 2023 was \$207.44 Mexican pesos a day or approximately US\$10.95 per day and increased to \$248.93 Mexican pesos a day (plus \$25 Mexican pesos a day for Social Security) or approximately US\$16.40 per day on January 1, 2024.

#### **Pricing**

Prices for vegetables fluctuate depending upon availability of supply and consumer demand. Greenhouse vegetable producers typically command a higher price for their products compared to field producers, as a result of the vegetables' consistent quality, taste, appearance, and year-round availability. This higher price, combined with higher production yields for greenhouse produce, typically offset the higher costs associated with greenhouse production relative to field production. Production costs for greenhouse-grown produce are generally higher due to greater energy, labor, infrastructure, technological requirements, and more intense crop yields per acre. As the fresh produce market share of big box retailers increases, pricing is moving towards more contract pricing for six, nine or even twelve-month periods reducing some of the fluctuations with traditional seasonal pricing. However, contract pricing does not provide volume guarantees.

#### **Intellectual Property**

We have registered many trademarks and service marks in the United States, Canada and Mexico. The following is a list of the key trademarks and service marks Village Farms has registered for our produce: Village Farms Logo®, BC Grown Logo®, A Revolution in Flavor®, Baby Beefs®, Blissfully Bright®, Cabernet Estate Reserve®, Cheeky Sweets®, Cherry No.9®, Cherry No.9 Fall in Love Again®, Cosmic Beefsteak™, Delectable TOV®, Exquisite Heirloom®, Fall in Love Again®, From Our House To Your Home®, Garden Fresh Flavor®, Good for the Earth®, Good For, All™, Good Day Sunshine™, Heavenly Villagio Marzano®, Home Choice®, Hydroperfect®, Hydroperfect Campari®, It Takes a Village®, Juicy Beefsteak®, Lip Smackin' Grapes®, Lorabella Blossom®, Maverick Mix®, Mini Sensations®, No.9®, Savory Roma®, Scrumptious Mini®, Sensational Sara®, Sinfully Sweet®, Sinfully Sweet Campari®, Sweet Bells®, Ture Rebel Mix®, Village Farms®, Village Fields®, Villagio Chef's Pack®, Villagio Magic Mix®, Villagio Marzano® and Where Freshness is Always in Season®.

We also have the following trademarks registered for Pure Sunfarms in Canada: Pure Sunfarms™, Pure Sunfarms BC Grown™, Pure Sun CBD™, Everyday Premium™, Farm to Flower™, Hit The Gas™, No Sun No Flower™, Plants and People First™, Pure Provisions™, Rise with the Sun™, Sundaises™, Soar™, Soar Cannabis™, The Bakery™, Purple Sun God™, The Original Fraser Valley Weed Co.™, Super Toast™ and Nowadays™.

We have the following trademarks registered and service marks in the United States, Canada, Europe and/or Costa Rica for Balanced Health: Balanced Health Botanicals®, BOTA®, BOTA Hemp®, CBDDefine®, CBDistillery™, CBDistilleryRX®, CBDOL®, CBDMovement™, Gimmick-free CBD®, Natural Beauty-Elevated™, Terpsolate®.

We also have the following trademarks registered for Rose LifeScience in Canada: Rose™, Rose LifeScience™, Rose LifeScienceVie™, DLYS™, Elekt™, Promenade™, Pure Laine™, Six Lunes™, Homage™, Tam Tams™.

#### **Employees**

We have approximately 1,400 employees and contract workers throughout all of our segments: Village Farms Fresh, Pure Sunfarms, Rose LifeScience, Balanced Health Botanicals and VF Clean Energy. The majority of our employees and contract workers

are employed in our produce and cannabis greenhouse operations. None of our employees are covered by a collective bargaining agreement. We believe that we enjoy a good working relationship with our employees.

### **Human Capital**

We respect diversity and accordingly are an equal opportunity employer that does not discriminate on the basis of race, color, creed, religion, national origin, ancestry, citizenship status, age, sex or gender (including pregnancy, childbirth and related medical conditions), gender identity or gender expression (including transgender status), sexual orientation, marital status, military service and veteran status, physical or mental disability, protected medical condition as defined by applicable state or local law, genetic information, or any other characteristic protected by applicable federal, state, or local laws and ordinances. Our management team is dedicated to ensuring the fulfillment of this policy with respect to recruitment, hiring, placement, promotion, transfer, training, compensation, benefits, employee activities, access to facilities and programs, and general treatment during employment. We are proud to bring together individuals from a wide breadth of industries, backgrounds, and experiences, and promote a culture of belonging. Additionally, we respect the religious beliefs and practices of all employees and will endeavor to make a reasonable accommodation if those religious beliefs or practices conflict with an employee's job unless the accommodation would impose an undue hardship on the operation of our business.

Paid vacation time is available for all employees in accordance with our Paid Time Off ("PTO") Policy. In addition to good working conditions and competitive pay, it is our policy to provide a combination of supplemental benefits to all eligible employees. In keeping with this goal, each benefit program has been carefully devised. We provide all full-time employees with life insurance and accidental death & dismemberment ("AD&D") insurance. Eligible full-time U.S. employees may participate in the Company's 401(k) savings plan beginning ninety days after the date of hire. Currently, we match a portion of eligible employee contributions.

In Texas, we opted out of the state-run workers' compensation insurance program. We are self-insured and utilize private insurance to provide benefits to employees in the event of a work-related injury or occupational disease in lieu of workers' compensation insurance. All employees outside of Texas are covered under our Workers' Compensation policy, which also covers accidental injuries or illness which occur during working hours or conditions caused by work activities. Both our private insurance and workers' compensation are paid by us. The private insurer provides for the payment of medical expenses and weekly compensation payments during the period of an employee's work-related injury or illness, and we reimburse the private insurer in whole. In addition, we maintain stop gap coverage with their private insurance carrier to prevent the liability of a significant claim. We have a long-standing philosophy of taking pride in our practices to ensure the safety, health, and well-being of our employees. To ensure a safe and healthy workplace environment, we have established a program that serves to outline our commitment to this philosophy and we provide guidance to all employees on the standards for compliance.

In Canada, Village Farms, Pure Sunfarms and Rose Life Sciences offer competitive extended health care and dental benefits which include an additional health spending account, a sponsored group retirement savings plan and wellness days.

### **Social Responsibility**

We have stood by our core "Good for the Earth" principles since our inception over 30 years ago. Since our inception, we are guided by a Sustainable Agriculture Policy, which integrates three main goals, environmental health, economic profitability, and social and economic equality. Greenhouse growing is the most environmentally sustainable method of farming due to its ability to preserve natural resources, such as reduced water usage while growing more on less land. In Controlled Environment Agriculture, soil erosion, air pollution, and greenhouse gas emissions are largely neutralized. In addition, our investments in the latest technological advancements, and our ability to produce higher yields per square meter, mean there are more GMO-free products grown with little impact to the environment.

Our greenhouses rely on, and have successfully employed, non-chemical methods for pest control known as Integrated Pest Management, whereas beneficial insects largely alleviate the need for pesticides. Our greenhouses utilize biodegradable coconut fiber or rockwool, not soil, to support the plants in a hydroponic solution, so there is no soil erosion or loss of precious nutrients. Pure Sunfarms' greenhouses installed blackout curtains to reduce energy consumption, mitigate light pollution and protect ecosystems to minimize the impact to the greater Vancouver area. At all greenhouse facilities, we sterilize and recirculate water numerous times. In Texas, discharged water is used to irrigate an adjacent track of land where a local rancher is then able to graze cattle year-round. In Delta, B.C., Pure Sunfarms collects rainwater throughout the year to minimize the use of external water sources at one of its greenhouses. All the Company's Delta, B.C. greenhouses utilize renewable hydroelectricity as their main power source.

Rose LifeScience's indoor controlled growing facility in Quebec was granted environmental rebates from the local government for its energy efficient design. The facility is digitally responsive as the growing rooms are equipped with technology that interprets and responds to the needs of the growers and the plants. The energy-conscious building design helps reduce greenhouse gas emissions and the facility is outfitted with special filtration to reduce odors and minimize any impact to the local community.

BHB is focused on product quality and conducts internal and third-party quality testing across the supply chain and at all stages of the cannabinoid creation process to confirm the purity and concentration of its products. All hemp utilized by BHB is required to be non-GMO, pesticide free and is tested for compliance. BHB is one of thirteen companies awarded U.S. Hemp Authority

Certification for its commitment to quality and safety of its products and has also achieved Generally Recognized as Safe designation, an evaluation that its products are recognized as safe for consumption for full-spectrum, broad-spectrum and isolate CBD.

We have memberships in core industry associations such as the United Fresh Produce Association and the Produce Marketing Association, where leaders explore strategies and provide solutions to expand fresh produce consumption and strive to feed a growing world population. Pure Sunfarms is the founder of Cannabis Cultivators of B.C. dedicated to advocating for the growth of a responsible cannabis industry and advancing a favorable social, economic and business environment for cannabis cultivation in B.C. We continue to contribute and distribute fresh produce to help feed those in need, as well as champion volunteer efforts in national food banks, such as Feeding America and Conscious Alliance. Donation efforts to food banks and food pantries are also localized in all the regions where company offices and facilities are located. On a community level, local involvement in organizations such as the Canadian Cancer Society, American Lung Association, Wounded Warrior Fund, NAACP education fund, Rotary clubs, hospitals, and community art outreach activities, are just some of the diverse charitable contributions we support.

#### Corporate Information

Village Farms is a publicly traded company in the United States on The Nasdaq Stock Market LLC ("Nasdaq"), under the symbol "VFF". VFF is a corporation existing under the *Business Corporations Act* (Ontario). Our headquarters are located at 4700-80th Street Delta, British Columbia, Canada V4K 3N3 (telephone: 604-940-6012).

VFF's principal operating subsidiaries as of December 31, 2023 are Village Farms Canada Limited Partnership ("VFCLP"), Village Farms, L.P. ("VFLP"), VF Clean Energy, Inc., Pure Sunfarms, BHB, and Rose. VFF also owns an 85% ownership in Leli, and a minority interest in Altum.

We file annual, quarterly, current reports, proxy statements and other information with the Securities and Exchange Commission (the "SEC"). The SEC maintains an internet site that contains our public filings with the SEC and other information regarding Village Farms, at [www.sec.gov](http://www.sec.gov). We make available free of charge at our website, [www.villagefarms.com](http://www.villagefarms.com), all of our reports filed or furnished pursuant to Section 13(a) or 15(d) of the *Securities Exchange Act of 1934*, as amended ("Exchange Act") including our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K and amendments to those reports. The information on our website is not incorporated by reference into this Annual Report on Form 10-K and should not be considered a part of this Annual Report on Form 10-K, and the reference to our website in this Annual Report on Form 10-K is an inactive textual reference only.

We are also a reporting issuer under the securities laws of each of the provinces and territories of Canada and accordingly our public filings with Canadian securities regulators are available under our issuer profile at [www.sedarplus.ca](http://www.sedarplus.ca).

#### ITEM 1A. RISK FACTORS

*Any of the risks and uncertainties described below could significantly and negatively affect our business, prospects, financial condition, operating results, or credit ratings, which could cause the trading price of our Common Shares to decline. Additional risks and uncertainties not presently known to us, or risks that we currently consider immaterial, could also impair our business operations or financial condition.*

We are providing the following summary of risk factors contained in the Annual Report on Form 10-K to enhance the readability and accessibility of our risk factor disclosures. We encourage you to review the full risk factors in their entirety for additional information regarding the material risks that could adversely affect our business, prospects, financial condition, operating results, or credit ratings, which could cause the trading price of our Common Shares to decline. These risks and uncertainties include, but are not limited to, the following:

##### Business and Operational Risk Factors

- We may be unable to regain profitability.
- We are dependent on the success of our Canadian Cannabis business, which has a limited operating history in the cannabis industry.
- Our success depends on our ability to attract and retain customers.
- We are subject to restrictive covenants under our Credit Facilities (as defined in *Liquidity and Capital Resources* below).
- We will need additional financing to maintain and further develop our business.
- We have identified a material weakness in our internal controls over financial reporting relating to errors in the calculation of the fair value of goodwill and intangible assets. If we fail to remediate the errors in a timely manner, or at all, our shareholders could lose confidence in our financial reporting, which would harm our business and could negatively impact the price of our Common Shares.

- A rise in interest rates would increase our debt service costs and negatively impact our cash flows, as well as add additional burden on our ability to meet our bank covenants.
- There can be no assurance that our previous, current, or potential future acquisitions, joint ventures, investments or expansions of scope of existing relationships will have a beneficial impact on our business, financial condition and results of operations.
- Our international expansion may heighten our operational risks.
- We may be negatively affected by the use of third-party transportation services for our products.

#### **Industry Risk Factors**

- We face risks inherent in an agricultural business.
- The legal cannabis and hemp-derived CBD industries are relatively new, and we cannot predict whether they will continue to grow as anticipated.
- Our Canadian Cannabis business has been negatively affected by, and may continue to be impacted by, cannabis supply and demand fluctuations.
- We may be negatively affected by unfavorable publicity, adverse scientific findings and/or negative consumer perception of cannabis.
- We face significant competition in the cannabis industry.
- Increasing legalization of cannabis and rapid growth and consolidation in the cannabis and CBD industries may further intensify competition.
- Third parties with whom we contract may be concerned about their reputational risks in respect of cannabis.
- Our Canadian and U.S. Cannabis businesses are subject to cannabis-related security breaches, which could result in significant losses.
- We face risks associated with cross-border trade in our produce division.
- Retail consolidation in the markets in which we participate may negatively affect our operations and profitability.

#### **Legal and Regulatory Risks Factors**

- Our cannabis operations in Canada require licenses to grow, store and sell cannabis.
- Our cannabis operations in Canada are subject to laws, regulations and guidelines related to the cannabis industry including marketing restrictions under the *Cannabis Act*.
- Our cannabis operations in Canada are subject to Canadian supplier standards.
- The ability of our Canadian cannabis companies to sell cannabis may be restricted by the Canadian Free Trade Agreement.
- Government regulation of the Internet and e-commerce is evolving, and unfavorable changes or failure by us to comply with these regulations could substantially harm our business, financial condition, and results of operations.
- Restricted access to banking, including anti-money laundering laws and regulations may adversely impact our business.
- Uncertainty in the laws, regulations and guidelines governing cannabis, hemp or cannabis/hemp derived products has adversely impacted our business and may continue to do so in the future.
- Our U.S. Cannabis business is subject to FDA and USDA regulation.
- We may be subject to product liability claims.
- Our greenhouse produce business is subject to extensive regulations.
- We are subject to environmental, health and safety, and other governmental regulations and we may incur material expenses in order to comply with these regulations.

#### **Labor and Employment Risks Factors**

- Our operations are dependent on labor availability which includes accessing government sponsored foreign labor programs in both the United States and Canada.

## **Tax Risk Factors**

- If we are classified as a passive foreign investment company ("PFIC") for U.S. federal income tax purposes, certain generally adverse U.S. federal income tax consequences could apply to U.S. investors.
- VF Canada GP and VF Canada LP may be deemed to maintain a U.S. permanent establishment for tax purposes.
- Changes in tax treatment of companies engaged in e-commerce may adversely affect the commercial use of our website and our financial results.
- The IRS may assert that the Advances by VF Opco to U.S. Holdings was equity in the U.S. borrower for income tax purposes.
- The IRS and Canada Revenue Agency may challenge our transfer pricing.
- U.S. Holdings may be considered a U.S. real property holding corporation, which may result in income and withholding taxes with respect to a distribution by U.S. Holdings to VF Opco.

## **Common Shares Risk Factors**

- The market price of our Common Shares has been and is likely to continue to be volatile and an investment in our Common Shares could suffer a decline in value.
- Future issuances or sales of our Common Shares by us or by our shareholders could cause our share price to fall.
- Our Common Shares may be delisted from the Nasdaq Capital Market if we do not regain compliance with the minimum bid price requirements by April 15, 2024.
- The exercise of all or any number of outstanding stock options, the award of any additional options, restricted stock units or other stock-based awards or any issuance of shares to raise funds or acquire a business may dilute your Common Shares.

## **General Risk Factors**

- Inflation may continue to rise and increase our operating costs.
- It may be difficult for non-Canadian investors to obtain and enforce judgments against us because of our Canadian incorporation and presence.

## **BUSINESS AND OPERATIONAL RISK FACTORS**

### ***We may be unable to regain profitability.***

Our ability to generate net earnings and return to profitability is based, in part, on our ability to manage our cannabis profit margins and earnings before interest, tax, depreciation and amortization ("EBITDA"), as well as maintaining tomato production at a low-cost structure to increase our produce margins. These margins are dependent upon our ability to sell our products profitably and to be the supplier of choice to our customers. The failure to execute on our low-cost structure in our produce business at favorable margins or an increase in cost of goods or operating costs will have a material adverse effect on the financial condition, results of operations, and cash available.

One of our principal objectives is to pursue operational efficiencies. Profitability depends in significant measure on our ability to, among other things, successfully manage, identify, and implement operational efficiencies. There can be no assurance that we will be successful in managing our cost control and productivity improvement measures. In addition, a failure to achieve a low-cost structure through economies of scale or continue to improve our cultivation and manufacturing processes could have a material adverse effect on our commercialization plans and our business, prospects, results of operations and financial condition.

### ***We are dependent on the success of our Canadian Cannabis business which has a limited operating history in the cannabis industry.***

Our Canadian Cannabis business has a limited operating history. Our Canadian Cannabis business is therefore subject to many of the risks common to early-stage enterprises, including limitations with respect to personnel, financial, and other resources. In addition, we have incurred and anticipate that we will continue to incur substantial expenses relating to the development and ongoing operations of our Canadian Cannabis business. The payment and amount of any future dividend and shareholder loan repayments to the Company from Canadian Cannabis business will depend upon, among other things, its available cash flows, after taking into account its operating and capital requirements. There is no assurance that we will be successful in achieving a return on our Canadian Cannabis business and the likelihood of success must be considered in light of the early stage of its operations and heavy tax burden on all Canadian cannabis companies.

Our Canadian Cannabis business may incur losses in the future for a number of reasons, including as a result of unforeseen expenses, regulatory impediments, unforeseen difficulties, complications and delays, the other risks described in these “Risk Factors” and other unknown events. The amount of any future net losses will depend, in part, on the growth of our future expenses and our ability to generate revenue. Because of the numerous risks and uncertainties associated with producing and selling cannabis and cannabis-derived products, we are unable to accurately forecast operating results to predict when, or if, we will be able to sustain our profitability. If our Canadian Cannabis business is unable to sustain profitability, the market price of our Common Shares may significantly decrease and our ability to raise capital, expand our business or continue our operations may be impaired.

The ability of our Canadian Cannabis business to grow will depend on a number of factors, many of which are beyond our control, including, but not limited to, the number of licensed retail cannabis stores, a reduction in excise tax burden, the availability of sufficient debtor capital on suitable terms, changes in laws and regulations respecting the production and sale of cannabis products, competition from other entities licensed under the *Cannabis Act*, its ability to recruit and retain sufficient experienced personnel and its ability to expand into international operations and sales. In addition, our Canadian Cannabis business is subject to a variety of business risks generally associated with developing companies. Future development and expansion could place significant strain on our management personnel and likely will require us to recruit additional management personnel, and there is no assurance that we will be able to do so. As the operations of our Canadian Cannabis business grow in size, scope, and complexity and as it identifies and pursues new opportunities, our Canadian Cannabis business may need to increase in scale its infrastructure (financial, management, informational, personnel and otherwise).

***Our success depends on our ability to attract and retain customers.***

Our success depends on our ability to attract and retain customers. There are many factors which could impact our ability to attract and retain customers, including but not limited to the ability to continually grow and distribute desirable produce and cannabis.

For our Canadian and U.S. Cannabis businesses, the successful implementation of a customer acquisition plan and the continued growth in the aggregate number of potential customers are critical to the ability to attract and retain customers. Even if the products of our Canadian and U.S. Cannabis businesses achieve initial retail success, our long-term success is significantly dependent upon the ability to develop new and improved product lines. In addition, we can provide no assurance that campaigns to promote the products of our Canadian and U.S. Cannabis businesses will be successful in attracting customers, and any such campaigns are heavily regulated and can entail significant expense. Our failure to acquire and retain customers and the imposition of further restrictions on sales and marketing or further restrictions on sales in certain areas and markets, could have a material adverse effect on our business, operating results and financial condition.

***We are subject to restrictive covenants under our Credit Facilities.***

Under the terms of our Credit Facilities (as defined in Item 7, “*Liquidity and Capital Resources*” below), we are subject to a number of covenants, including debt service covenants. These covenants could reduce our flexibility in conducting our operations by limiting our ability to borrow money and expanding into new business lines. On December 31, 2023, we were not in compliance with one financial covenant under our Term Loan and accordingly we obtained a waiver from FCC for the annual test on December 31, 2023 for the one financial covenant. FCC measures our financial covenants once a year on the last calendar day of the year. We were also not in compliance with one of the financial covenants of our FCC Term Loan on December 31, 2022 (the annual testing date) but likewise had obtained a waiver from FCC for our annual 2022 financial covenants. There can be no assurance that we will be in compliance with the future financial covenants and that we will be able to obtain a future waiver from our creditors for any non-compliance in connection with the next testing date.

Generally, non-compliance with our covenants may increase the risk of default on our debt (including by a cross-default to other credit agreements). If we are unable to comply with our debt covenants in the future, we may seek a waiver and/or an amendment(s) from the applicable lenders in respect of any such covenant in order to avoid any breach or default that might otherwise result therefrom. If we default under any of the Credit Facilities and the default is not waived by the applicable lenders, the debt extended pursuant to all of our debt instruments could become due and payable prior to their stated due dates. In addition, a default on all or some portion of the Credit Facilities may result in foreclosure on our collateral, which includes promissory notes, a first mortgage on the owned controlled environment agriculture (high tech greenhouse) properties, and general security agreements over our assets. We cannot give any assurance that (i) our lenders will agree to any covenant amendments or continue to waive any covenant breaches or defaults that may occur under the applicable debt instruments, or (ii) we could pay this debt if any of it became due prior to its stated due date. Accordingly, any default by us under our existing debt that is not waived by the applicable lenders could materially adversely impact our results of operations and financial results and may have a material adverse effect on the trading price of our Common Shares.

***We will need additional financing to further develop our business.***

The continued operations and development of our business will require additional financing, which may be in the form of future equity securities offerings or any form of debt financing. For example, on January 26, 2023, we completed a registered direct offering for the purchase and sale of an aggregate 18,350,000 Common Shares at a public offering price of US\$1.35 per Common



Share for gross proceeds of approximately US\$25 million coupled with 18,350,000 warrants with an exercise price of US\$1.65 (the "2023 Equity Offering"). Additionally, in 2022, we implemented an at-the-market ("ATM") program through which we have sold 3,175,000 shares for proceeds of US\$6.9 million as of March 8, 2023. We will require additional equity financing which may have a dilutive effect and may not be achievable due to market conditions or other reasons. The failure to raise such capital could result in a delay or indefinite postponement of our current business objectives or may require us to cease to carry on business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to us.

We are dependent on the availability of financing under our Credit Facilities. Under the terms of our Credit Facilities, we are subject to a number of covenants, including debt service covenants. These covenants could reduce our flexibility in conducting our operations by limiting our ability to borrow money and expanding into new business lines. For more information, see "We are subject to restrictive covenants under our Credit Facilities" below.

We have also provided full recourse guarantees and have granted security interests in respect of the FCC Term Loan with Farm Credit Canada ("FCC"), which matures in April 2027. We are also subject to fluctuations in our working capital on a month-to-month basis, and as a result, we have access to financing under our produce operating loan ("Operating Loan"), which matures in May 2024. Consistent with our past practice, we may draw down on revolving credit facilities available under our Operating Loan. An inability to draw down upon our Operating Loan, or to amend or replace the Operating Loan on favorable terms (or at all), could have an adverse effect on our businesses and our financial condition.

Pure Sunfarms has term loans and a revolver loan with a bank syndicate which matures in February 2026 (the "Pure Sunfarms Term Loans"). The bank syndicate loans have quarterly financial covenants; an inability to adhere to these financial covenants could accelerate one or more of the bank syndicate loans which could have a material adverse effect on our cannabis business and our financial condition.

There is no assurance that sufficient financing will be available when needed to allow us to continue as a going concern. The perception that we may not be able to continue as a going concern may also make it more difficult to operate our business due to concerns about our ability to meet our contractual obligations.

***We have identified a material weakness in our internal controls over financial reporting relating to errors in the calculation of the fair value of goodwill and intangible assets. If we fail to remediate the errors in a timely manner, or at all, our shareholders could lose confidence in our financial reporting, which would harm our business and could negatively impact the price of our Common Shares.***

Section 404 of the Sarbanes-Oxley Act ("SOX 404") requires that our management assess and report annually on the effectiveness of our internal controls over financial reporting and identify any material weaknesses in our internal controls over financial reporting. In connection with our management's assessment of internal controls over financial reporting as of December 31, 2023, we identified a material weakness in our internal control over financial reporting related to errors in the calculation of the fair value of goodwill and intangible assets. See Item 9A of this Annual Report on Form 10-K. We had also identified this material weakness as of December 31, 2022 and it was not remediated during 2023. Although this material weakness has not resulted in any changes in management's determination of the fair value of the Company's goodwill and intangible assets, we can provide no assurance that, if we make any miscalculations or errors in the future, our internal controls over financial reporting will be able to catch and or rectify such errors. In addition, although we intend to remediate the material weakness in 2024, we can provide no assurance that remediation will be completed during the year. Accordingly, we may be at risk of making a material misstatement in our financial reporting which would harm our business and could negatively impact the price of our Common Shares.

Effective internal controls are necessary for us to provide reliable financial reports and prevent fraud. If we fail to maintain an effective system of internal controls, we might not be able to report our financial results accurately or prevent fraud; and in that case, our shareholders could lose confidence in our financial reporting, which would harm our business and could negatively impact the price of our Common Shares. While we believe that we have sufficient personnel and review procedures to allow us to remediate the above-mentioned material weakness and maintain an effective system of internal controls in the future, we cannot assure you that we will not experience additional material weaknesses in our internal controls. Even if we are able to remediate the outstanding material weakness, because of the inherent limitations of internal controls, our internal controls over financial reporting may not prevent or detect fraud or misstatements. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our results of operations, or cause us to fail to meet our future reporting obligations.

The process of compiling the system and processing documentation necessary to perform the evaluation needed to comply with SOX 404 is costly and challenging, and we may not be able to complete evaluation, testing, and any required remediation in a timely fashion. If we fail to remediate the material weakness in a timely manner, or at all, and are unable to achieve adequate internal control over financial reporting in the future, we may not be able to produce reliable financial reports or help prevent fraud, which could prevent us from complying with our reporting obligations on a timely basis, which could result in the loss of investor confidence

in the reliability of our consolidated financial statements, harm our business and negatively impact the trading price of our Common Shares.

***We expect that the cost of our debt could increase as a result of higher interest rates.***

We expect that higher interest rates may continue and could increase our cost of debt compared to prior years. This would negatively impact our operational cash flows and increase our debt service costs, which will result in needing a higher EBITDA to cover our existing bank covenants. We have no visibility into the timing or extent of interest rate decreases in the future and accordingly, we may continue to experience increased cost of debt in future periods.

***Our operations require certain key inputs, including raw materials and energy, and we are subject to their costs and potential supply disruptions.***

Our business is dependent on a number of key inputs and their related costs including raw materials, packaging materials and supplies related to our growing operations, as well as electricity, water, and other local utilities. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact our business, financial condition, and operating results. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse impact on our business, financial condition, and operating results. Our controlled environment agriculture operations consume considerable energy for heat and carbon dioxide production and are vulnerable to rising energy costs. Energy costs have shown volatility, which has and may continue to adversely impact our cost structure. Should the cost of energy rise, and should we face difficulties in sustaining price increases to offset the impact of increasing fuel costs, gross profit margins could be adversely impacted.

In addition, our Canadian cannabis cultivation operations consume considerable energy, making it vulnerable to rising energy costs and power outages. Rising or volatile energy costs may adversely impact our business, and our Canadian cannabis operations could be significantly affected by a prolonged power outage.

***We may be unable to manage our growth successfully.***

We may not be able to successfully manage our growth. Our growth strategy will place significant demands on our financial, operational and management resources. In order to continue our growth, we will need to add administrative, management and other personnel, and make additional investments in operations and systems. We may not be able to locate and train qualified personnel, or do so on a timely basis, or expand our operations and systems to the extent, and in the time, required. In addition, we face additional risks as we grow internationally. See “—Our international expansion may increase our operational risks.” below.

In particular, we may not have the capacity to meet customer demand or to meet future demand when it arises in respect of our Canadian and U.S. Cannabis businesses. In addition, delays in obtaining, or conditions imposed by, regulatory approvals and quality control and health concerns in respect of these businesses could have a negative effect on our growth strategy. If we cannot manage growth in these markets effectively, it may have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

In addition, we will need to effectively execute on business opportunities and continue to build on and deploy corporate development and marketing assets as well as access sufficient new capital, as may be required. The ability to successfully complete acquisitions and to capitalize on other growth opportunities may redirect our limited resources. This may require us to commit substantial financial, operational, and technical resources in advance of an increase in the volume of business, with no assurance that the volume of business will increase. There can be no assurance we will be able to respond adequately or quickly enough to the changing demands that material expansion of our business will impose on management, team members and existing operations and systems, and changes to our operating structure may result in increased costs or inefficiencies that we cannot anticipate. Changes as we grow may have a negative impact on our operations, and cost increases resulting from our inability to effectively manage our growth could adversely impact our profitability. In addition, continued growth could also strain our ability to maintain reliable service levels for our clients, develop and approve our operational, financial and management controls, enhance our reporting systems and procedures and recruit, train and retain highly skilled personnel.

Failure to effectively manage our growth could result in difficulty or delays in servicing clients, declines in quality or client satisfaction, increases in costs, difficulties in introducing new products or applications or other operational difficulties, and any of these difficulties could adversely impact our business performance and results of operations. There can be no assurance that we will effectively be able to manage our expanding operations, including any acquisitions, that our growth will result in profit, that we will be able to attract and retain sufficient management personnel necessary for growth or that we will be able to successfully make strategic investments or acquisitions.

In addition, acquisitions of additional businesses that we may pursue in the future may be financed wholly or partially with debt, which may temporarily increase our debt levels above industry standards. Any debt financing secured in the future could involve additional restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including other future potential acquisitions.

***Our operations are subject to natural catastrophes.***

Our operations may be adversely affected by severe weather including wind, snow, hail, and rain, which may result in our operations having reduced harvest yields due to lower light levels, or a more catastrophic event as occurred at our Marfa, Texas facilities on May 31, 2012, when we lost three of our operating greenhouses to a short but powerful hailstorm. Although we anticipate and factor in certain periods of lower than optimal light levels, extended periods of severe or unusual light levels may adversely impact our financial results due to higher costs and missed sales opportunities arising from reduced production yields.

From February 13-17, 2021, a major winter and ice storm with extremely cold temperatures impacted parts of the United States and Canada and in particular Texas. The unprecedented winter storm caused electricity demand in Texas to increase dramatically as Texas facilities were not built for such climate conditions. The storm caused major problems with sources of electricity, due to frozen wind turbines, natural gas production losses, and power generator outages, leading to a short-term situation in which demand vastly exceeded supply within the Texas power grid, which is not connected to the larger U.S. power grid. The loss of fuel supply and power generating capacity forced the Electric Reliability Council of Texas ("ERCOT"), the nonprofit grid operator, to declare an Energy Emergency Alert Level 3 and begin rotating power outages. Throughout the 5-day emergency period, the real-time price for electricity elevated to the maximum allowable price of \$9,000 per MWh, which is more than 100 times higher than the prices observed in early February 2021 and historical February pricing. In order to mitigate future price instability, in winter months, we have initiated fixed contracts for a significant portion of its anticipated electricity requirements at all our Texas facilities. In addition, we reassessed our back-up systems to ensure that the greenhouses have enough capacity to produce the required electrical output if an outage occurs again in the future. While we maintain fixed contracts for a portion of our anticipated electricity requirements and have improved back-up systems, the impact of a future similar event may adversely impact our business operations and financial condition.

Our business operations, some of which are located on the British Columbia coast, are located in an area that is geologically active and considered to be at risk from earthquakes and volcanic eruptions. Our earthquake and volcanic eruption deductible are 10% of our loss caused by the earthquake or volcanic eruption, subject to a maximum deductible of C\$5,000,000. In addition, climate change over time is predicted to lead to changes in the frequency of storm events as well as their severity. We are unable to predict the impact of climate change on our business. Our Texas facilities, due to our claim in respect of the May 31, 2012 hailstorm, are also subject to high deductibles as well as a total claim limit that if all four facilities were simultaneously impacted by the same storm or catastrophic event may result in less than adequate coverage. While we maintain insurance coverage, we cannot predict that all potential insurable risks have been foreseen or that adequate coverage is maintained against known risks.

***We may suffer from uninsured and underinsured losses.***

We maintain insurance coverage in respect of our potential liabilities and the accidental loss of value of our assets from risks, in those amounts, with those insurers, and on those terms as we consider appropriate to purchase and which is readily available, taking into account all relevant factors including the practices of owners of similar assets and operations, as well as costs. However, not all risks are covered by insurance or the insurance may have high deductibles, and no assurance can be given that insurance will be consistently available or will be consistently available on an economically feasible basis, or that the amounts of insurance will at all times be sufficient to cover each and every loss or claim that may occur involving the assets or our operations and loss payments may not be as timely and responsive as our working capital needs require.

In particular, because our Canadian Cannabis business is engaged in and operate within the cannabis industry, there are exclusions and additional difficulties and complexities associated with obtaining insurance coverage that could cause us to suffer uninsured losses, which could adversely affect our business, results of operations, and profitability. Further, our insurance coverage is subject to coverage limits and exclusions and may not be available for the risks inherent in the business. If we were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, we may be exposed to material uninsured liabilities that could impede liquidity, profitability, or solvency.

In addition, damage caused by an accidental or natural disaster to any or all of our key production facilities may result in significant replacement costs and loss of business that may not be fully recoverable or is subject to a high deductible (such as an earthquake or volcanic eruption in British Columbia) under any insurance policy. Furthermore, we do not carry crop loss insurance, and accordingly, we would have to bear the cost of any significant losses related to crop losses in the future.

***There can be no assurance that our previous, current or potential future acquisitions, joint ventures, investments or expansions of scope of existing relationships will have a beneficial impact on our business, financial condition and results of operations.***

We have made, and may in the future make, acquisitions, joint ventures and investments with third parties that we believe will complement or augment our existing business. Our ability to identify and complete these acquisitions is dependent upon, and may be limited by, the availability of suitable candidates and capital. In addition, acquisitions, joint ventures and third-party investments could present unforeseen integration obstacles or costs, may not enhance our business, and/or may involve risks that could adversely affect us, including significant amounts of management time that may be diverted from operations in order to pursue and complete such transactions. Acquisitions, joint ventures, investments or expansion of scope of existing relationships could result in the incurrence of additional debt, costs and contingent liabilities, and there can be no assurance that these transactions will achieve the

expected benefits to our business. For example, we have recently commenced the Delta RNG Project through our partnership with Terreva Resources, and we recently commenced construction of one of our operations of the Dutch cannabis facilities owned by Leli. We can provide no assurance that we will achieve the anticipated benefits from these ventures. The inability of our acquired business, joint ventures and third-party investments to perform as expected could have a material adverse effect on our business, financial condition and results of operations.

***There can be no assurance that future mergers, acquisitions, divestitures, alliances, joint ventures, investments or other strategic transactions will be consummated or have a positive impact on our business, prospects, financial condition, or results of operations.***

Historically, our senior management and board have been engaged in discussions surrounding the strategic direction of the Company in light of, among other things, the rapid growth and substantial changes in the cannabis industry and the other businesses in which we operate. As part of these discussions, our senior management and board from time to time have considered, and may consider in the future, various transactions in the context of our long-term business plan, including mergers, acquisitions, divestitures, alliances, joint ventures, investments or other strategic transactions. We have also been approached from time to time by parties wishing to discuss potential commercial or acquisition opportunities. In certain cases, we have entered into confidentiality agreements with third parties under which we have provided certain non-public information to those parties.

We can provide no assurance that any such discussions will result in a transaction or that any such transaction ultimately will have a positive impact on our business, prospects, financial condition, or results of operations.

***Our business and operating results rely on effective quality control.***

The quality and safety of our products are critical to the success of our business and operations. As such, it is imperative that our (and our service providers') quality control systems operate effectively and successfully. Quality control systems can be negatively impacted by potential design flaws, the quality training program, and adherence by employees to quality control guidelines. Although we strive to ensure that all of our service providers have implemented and adhered to high caliber quality control systems, any significant failure or deterioration of such quality control systems could have a material adverse effect on our business and operating results.

***Our products may be subject to recalls.***

Manufacturers of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labelling disclosure. If any of our products are recalled due to an alleged product defect or for any other reason, we could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. We may lose a significant number of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although we have put in place detailed procedures for testing our products, there can be no assurance that any quality, potency, or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action, or lawsuits. A recall for any of the foregoing reasons could lead to decreased demand for products and could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows. Additionally, product recalls may lead to increased scrutiny of our operations by Health Canada, the U.S. Food and Drug Administration ("FDA") and other regulatory agencies, requiring further management attention and potential legal fees and other expenses.

Any product recall affecting the cannabis industry more broadly, whether or not involving us, could also lead consumers to lose confidence in the safety and security of the products sold by entities licensed under the *Cannabis Act* generally, including the cannabis products sold by our Canadian Cannabis business.

***We face risks related to cyber security attacks and other incidents.***

Cyber security has become an increasingly problematic issue for issuers and businesses around the world, including us. Cyber security attacks against organizations of all sizes are increasing in sophistication and are often focused on financial fraud, compromising sensitive data for inappropriate use or disrupting business operations. A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity, or availability of our information resources. More specifically, a cyber incident is an intentional attack or an unintentional event that can include gaining unauthorized access to information systems to disrupt operations, corrupt data or steal confidential information. As our reliance on technology has increased, so have the risks posed to our systems. Our primary risk that could directly result from the occurrence of a cyber incident include operational interruption, damage to our reputation, damage to our business relationships, disclosure of confidential information regarding our employees and third parties with whom we interact, and may result in negative consequences, including remediation costs, loss of revenue, additional regulatory scrutiny, and litigation. We are also at risk of theft of proprietary data for the purposes of extracting payment for its return (ransomware attack). We maintain cyber security insurance and have implemented processes, procedures, and controls to help mitigate these risks, but these measures, as well as our increased awareness of a risk of a cyber incident, do not guarantee that our financial results will not

be negatively impacted by such an incident. We can provide no assurance that a cybersecurity incident could have a material adverse impact on financial performance and results of operations.

***Our international expansion may increase our operational risks.***

Any expansion by us into jurisdictions outside of Canada and the United States is subject to additional risks, including political, economic, legal, and other risks and uncertainties associated with operating in or exporting to these jurisdictions. These risks and uncertainties include, but are not limited to, changes in the laws, regulations and policies governing the production, sale and use of cannabis, cannabis-derived products, hemp, or CBD, political instability, currency controls, fluctuations in currency exchange rates and rates of inflation, labor unrest, changes in taxation laws, regulations and policies, restrictions on foreign exchange and repatriation and changing political conditions and governmental regulations relating to foreign investment and the cannabis, hemp and CBD businesses more generally. Leli and its cultivation license are subject to the continued support by the government of the Netherlands for the previously passed legislation - 2017-2021 Coalition Agreement (further ratified by the 2021-2025 Coalition Agreement) - called The Controlled Cannabis Supply Chain Experiment. Recently, a proposal to put the experiment on hold until a new cabinet is seated did not pass. If the experiment was ended prematurely, the Company would suffer a material loss on its investment.

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

***Our competitive position may be affected by technological advances.***

Rapidly changing markets, technology, emerging industry standards and frequent introduction of new products characterize our business, particularly in the cannabis market. The introduction of new products embodying new technologies, including new manufacturing processes, and the emergence of new industry standards may render our cannabis products obsolete, less competitive, or less marketable. The process of developing our cannabis products is complex and requires significant continuing costs, development efforts and third-party commitments. If we fail to develop new technologies and products and address the obsolescence of existing technologies, our business, prospects, financial condition, results of operations and cash flows may be adversely affected. In addition, it is possible that more economical or efficient greenhouse production technology than what we currently use will be developed, thereby potentially adversely affecting our competitive position.

We may be unable to anticipate changes in our customer requirements for our cannabis that could make our existing technology obsolete. Our success will depend, in part, on our ability to continue to enhance our existing technologies, develop new technology that addresses the increasing sophistication and varied needs of the market, and respond to technological advances and emerging industry standards and practices on a timely and cost-effective basis. Although we are committed to researching and developing new markets and products and improving existing products, there can be no assurances that such research and market development activities will prove profitable or that the resulting markets and/or products, if any, will be commercially viable or successfully produced and marketed. The development of our proprietary technology entails significant technical and business risks, and may require significant continuing costs, development efforts and third-party commitments. We may not be successful in using new technologies or exploiting niche markets effectively or adapting our cannabis business to evolving customer or medical requirements or preferences or emerging industry standards. This may have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

***We face risks related to intellectual property.***

The ownership, licensing and protection of trademarks and other intellectual property rights are significant aspects of our future success. It is possible that we will not be able to register, maintain registration for or enforce all of our intellectual property, including trademarks, in all key jurisdictions. The intellectual property registration process can be expensive and time-consuming, and we may not be able to file and prosecute all necessary or desirable intellectual property applications at a reasonable cost or in a timely manner or may obtain intellectual property registrations which are invalid. It is also possible that we will fail to identify patentable aspects of inventions made in the course of their development and commercialization activities before it is too late to obtain patent protection for them. Further, changes in either intellectual property laws or interpretation of intellectual property laws in the U.S., Canada and other countries may diminish the value of our intellectual property rights or narrow the scope of our intellectual property protection. As a result, our current or future intellectual property portfolio may not provide us with sufficient rights to protect our business, including our products, processes, and brands.

Termination or limitation of the scope of any intellectual property license may restrict or delay or eliminate our ability to develop and commercialize our products, which could adversely affect our business. We cannot guarantee that any third-party technology we license will not be unenforceable or licensed to our competitors or used by others. In the future, we may need to obtain licenses, renew existing license agreements in place at such time or otherwise replace existing technology. We are unable to predict whether these license agreements can be obtained or renewed, or the technology can be replaced on acceptable terms, or at all.

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

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

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

***We may be negatively affected by the use of third-party transportation services for our products.***

Due to the perishable and premium nature of our produce products, we depend on fast and efficient transportation to distribute our products. Any prolonged disruption of this transportation network could have an adverse effect on our financial condition and results of operations. In addition, the use of third-party transportation services can cause logistical problems with and delays in customers obtaining their orders and cannot be directly controlled by us. Any delay by third party transportation services may adversely affect our financial performance. In addition, rising costs associated with third-party transportation services used by our produce business to ship our products may also adversely impact our profitability, and more generally our business, financial condition, results of operations and prospects.

Canadian adult-use distribution rules take various forms on a province-by-province basis and often require our cannabis business to employ third parties to deliver to central government sites. Any prolonged disruption of third-party transportation services could have a material adverse effect on our Canadian cannabis sales volumes or end- users' satisfaction with the products of Pure Sunfarms or Rose LifeScience. Rising costs associated with third-party transportation services used by Pure Sunfarms or Rose LifeScience to ship our products, including internationally, may also adversely impact our profitability, and more generally our business, financial condition, results of operations and prospects.

Moreover, security of the product during transportation to and from our Canadian cannabis facilities is critical due to the nature of the product. A breach of security during transport could impact our future ability to continue operating under our Licenses or the prospect of renewing our Licenses and could have a material adverse effect on our business and results of operations.

**INDUSTRY RISK FACTORS**

***We face risks inherent in an agricultural business.***

Our revenues are derived from the growing of agricultural products, including cannabis and produce. As such, we are subject to the risks inherent in an agricultural business, such as weather, insects, plant and seed diseases, shortage of qualified labor and similar agricultural risks, which may include crop losses, for which we are not insured. There can be no assurance that natural elements or labor issues will not have a material adverse effect on any such future production. Although our vegetables and Canadian cannabis products are grown in climate-controlled greenhouses, and we carefully monitor the growing conditions within our greenhouses and retain experienced production personnel, there can be no assurance that natural elements will not have a material adverse effect on the production of these products. Any such agricultural risks could have a material adverse effect on our business, prospects, financial condition, results of operations and our cash flows.

In particular, cannabis plants can be vulnerable to various pathogens including bacteria, fungi, viruses, and other miscellaneous pathogens. Such instances often lead to reduced crop quality, reduced potency, stunted growth and/or death of the plant. Moreover, cannabis is phytoremediative, meaning that it may extract toxins or other undesirable chemicals or compounds from the

ground in which it is planted. Various regulatory agencies have established maximum limits for pathogens, toxins, chemicals, and other compounds that may be present in agricultural materials. If the cannabis of Pure Sunfarms or Rose LifeScience is found to have levels of pathogens, toxins, chemicals or other undesirable compounds that exceed established limits, the Canadian cannabis product may not be suitable for commercialization and Pure Sunfarms or Rose LifeScience may have to destroy the applicable portions of our crops. Crops lost due to pathogens, toxins, chemicals, or other undesirable compounds may have a material adverse effect on our business and financial condition.

Our tomato plants are vulnerable to the tomato brown rugose fruit virus ("ToBRFV"). All of our tomato facilities have been negatively impacted by ToBRFV over the past several years, except for Delta 2, which only recently resumed tomato production. ToBRFV is an identified virus affecting tomatoes, peppers and possibly other plants. ToBRFV can be transmitted mechanically and spread between plants or on contaminated tools, clothes or hands and may not be able to be eradicated even with a complete facility clean out, including multiple sanitations with disinfectants known to be effective on the ToBRFV. ToBRFV leads reduced crop quantity, ending a crop cycle early or can result in the loss of an entire crop in one of our greenhouse facilities. In addition, delivery of tomato crops across the U.S.-Mexico and U.S.-Canada borders encounters additional inspections due to ToBRFV and those crops may be denied entry. Crops lost to ToBRFV may have a material adverse effect on our business and financial condition. Produce seed companies are in the process of developing tomato varieties that are resistant to ToBRFV; however, we can provide no assurance as to the effectiveness of such varieties. ToBRFV-resistant varieties will also need to be commercially viable with respect to yields and taste. In addition, we have implemented procedures to mitigate the spread of ToBRFV within our greenhouses. However, it will be several years before the negative impact of ToBRFV on the tomato industry is resolved and even with mitigation the virus may have a material adverse effect on our results of operations.

In addition, our operations may be adversely impacted by a significant water shortage, such as a severe drought. A significant water shortage in the regions in which our facilities are located could adversely affect our crop yield.

***The legal cannabis and hemp-derived CBD industries are relatively new, and we cannot predict whether they will continue to grow as anticipated.***

As federal License Holders under the Cannabis Act, our Canadian Cannabis business (specifically, Pure Sunfarms and Rose LifeScience) is operating in the relatively new cannabis industry and market in Canada, and our U.S. Cannabis business is operating in the relatively new hemp-derived CBD industry and market. In addition to being subject to general business risks, we must continue to build brand awareness in these industries and market share through significant investments in our strategy, production capacity, quality assurance and compliance with regulations. Research in Canada, the United States and internationally regarding the health benefits, viability, safety, efficacy and dosing of cannabis or isolated cannabinoids remains in relatively early stages. Few clinical trials on the benefits of cannabis or isolated cannabinoids have been conducted. Future research and clinical trials may draw opposing conclusions to statements contained in the articles, reports and studies currently favored, or could reach different or negative conclusions regarding the health benefits, viability, safety, efficacy, dosing or other facts and perceptions related to cannabis, which could adversely affect social acceptance of cannabis and the demand for our cannabis and cannabinoid products.

Accordingly, there is no assurance that the cannabis and hemp-derived CBD industries and markets will continue to exist and grow as currently estimated or anticipated or function and evolve in the manner consistent with management's expectations and assumptions. Furthermore, we can provide no assurance that high-THC cannabis will ever become federally legal in the United States, and regulatory treatment of CBD in the United States remains uncertain (see "—Legal and Regulatory Risk Factors" below). Any event or circumstance that adversely affects the cannabis and hemp-derived CBD industries could have a material adverse effect on our business, financial condition, and results of operations.

***Our Canadian Cannabis business has been negatively affected by and may continue to be impacted by cannabis supply and demand fluctuations.***

Entities licensed under the *Cannabis Act* have most recently and may continue to produce more cannabis than the current adult-use demand. In order to meet the initial adult-use demand, Pure Sunfarms, Rose LifeScience and other entities licensed under the *Cannabis Act* built special purpose cultivation facilities with additional production capacity to be licensed. Recently, due to oversupply within the industry, some federal Licensed Producers are reducing capacity by shuttering cultivation facilities and others are filing under the Companies' Creditors Arrangement Act of Canada. Adult use demand for cannabis products is dependent on a number of social, political, and economic factors that are beyond our control including the pace of new retail cannabis stores. In addition, the initial demand that has been experienced following legalization in Canada may not continue at comparable levels or may not be sustainable as a portion of such demand may have been a result of the novelty of legalization.

Over the past couple of years, Pure Sunfarms, Rose LifeScience and other entities licensed under the Cannabis Act are producing more cannabis than is needed to satisfy the collective demand of the Canadian adult-use markets. As a result, the available supply of cannabis exceeds demand, resulting in a significant decline in the market price for cannabis. These circumstances have negatively affected the Canadian Cannabis business and for fiscal 2022, the Company recorded an inventory write-down of \$11,038 which was the result of carrying lower potency bulk flower inventory that was harvested prior to 2022 at a historical cost that was above the net realizable value at December 31, 2022. Historically, the Company sold its bulk flower inventory in both the retail

(higher pricing) and wholesale channels (lower pricing) at an average price in excess of its historical cost. In the fourth quarter of 2022, the Company's older lower potency bulk flower was no longer held for sale in the retail channels, but was sold in the oversupplied and much lower priced wholesale channel at an average price below the Company's historical cost, and the Company continued to use this inventory for its own cannabis derivative products. As the average weighted selling price for the older lower potency bulk flower in the fourth quarter of 2022 was below the Company's historical cost, the Company was required to write down the value of its older lower potency bulk flower inventory, which resulted in the inventory write-down of \$11,038. While the over production of cannabis has been curtailed more recently by Pure Sunfarms and Rose, due to the shelf life of cannabis there is no assurance that Pure Sunfarms or Rose LifeScience would be able to generate sufficient revenue from the sale of adult-use cannabis to be profitable and accordingly, it remains possible that the Company may record additional inventory write-downs in the future, which may materially and adversely affect our results of operations. Ultimately, Canadian adult-use market demand and supply may not be sufficient to support our current or future products or business.

In addition, our Canadian Cannabis business competes against illicit cannabis producers who are not subject to the same tax regime, regulations and costs. Supply, often at lower prices, from non-licensed producers also impacts market pricing and overall supply-demand dynamics.

***We may be negatively affected by unfavorable publicity, adverse scientific findings and/or negative consumer perception of cannabis.***

We believe that the cannabis and CBD industries are highly dependent upon positive consumer and investor perception regarding the benefits, safety, efficacy and quality of the cannabis or CBD products distributed to consumers. Such categories of products, having previously been commonly associated with various other narcotics, violence and criminal activities, there is a risk that our business might attract negative publicity. Perception of the cannabis or CBD industry and products, currently and in the future, may be significantly influenced by scientific research or findings, regulatory investigations or proceedings, regulatory enforcement activities, litigation, political statements, media attention and other publicity (whether or not accurate or with merit) both in Canada and in other countries relating to the consumption of cannabis or cannabinoid products, including unexpected safety or efficacy concerns arising with respect to cannabis or cannabinoid products or the activities of industry participants.

There can be no assurance that future scientific research, findings, regulatory investigations or proceedings, regulatory enforcement activities, litigation, political statements, media attention or other research findings or publicity will be favorable to the cannabis or CBD markets or any particular cannabis or cannabinoid products or will be consistent with earlier publicity. Adverse future scientific research reports, findings, regulatory investigations or proceedings, and political statements, that are, or litigation, media attention or other publicity that is, perceived as less favorable than, or that questions, earlier research reports, findings or publicity (whether or not accurate or with merit) could result in a significant reduction in the demand for our Canadian cannabis or cannabinoid products. There is little long-term data with respect to side effects and/or interaction with individual human biochemistry of various cannabis products. As a result, the cannabis or cannabinoid products of our Canadian and U.S. Cannabis businesses could have certain side effects if not taken as directed or if taken by an end user that has certain known or unknown medical conditions.

Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of cannabis or CBD, our Canadian and U.S. Cannabis business' current or future products, the use of cannabis or CBD for medical purposes or associating the consumption of cannabis or CBD with illness or other negative effects or events, could adversely affect us. This adverse publicity could arise even if the adverse effects associated with cannabis or cannabinoid products resulted from consumers' failure to use such products legally, appropriately, or as directed.

There is also a risk that the actions of other entities licensed under the Cannabis Act or of companies and service providers in the cannabis or CBD industries may negatively affect the reputation of the industry as a whole and thereby negatively impact our reputation. The increased usage of social media and other web-based tools used to generate, publish, and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share negative opinions and views regarding our activities and the cannabis or CBD industries in general, whether true or not.

Although we believe that we operate in a manner that is respectful to all stakeholders and that we take care in protecting our image and reputation, we do not ultimately have direct control over how we or the cannabis or CBD industry is perceived by others. Reputational issues may result in decreased investor confidence, increased challenges in developing and maintaining community relations and present an impediment to our overall ability to advance our projects, thereby having a material adverse impact on our financial performance, financial condition, cash flows and growth prospects.

***We face significant competition in the cannabis industry.***

Our Canadian Cannabis business faces significant competition from business entities and individuals who are licensed under the *Cannabis Act* to participate in the adult-use cannabis industry. The *Cannabis Act* has established a licensing regime for the production, testing, packaging, labeling, delivery, transportation, distribution, sale, possession, and disposal of cannabis for adult-use. Health Canada continues to accept and award new licenses under the *Cannabis Act* for all cannabis activities.



If Pure Sunfarms or Rose LifeScience are unable to effectively compete with other suppliers to the adult-use cannabis market, or a significant number of individuals take advantage of the ability to cultivate and use their own cannabis, our anticipated addressable market may be reduced, and could adversely affect our ability to meet our business and financial targets, and our results of operations may be adversely affected.

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

If the number of users of cannabis in Canada increases, the demand for products will increase and we expect that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products. To remain competitive, our Canadian Cannabis business will require a continued level of investment in research and development, marketing, sales, and operations. Our Canadian Cannabis business may not have sufficient resources to maintain research and development, marketing, sales, and operations efforts on a competitive basis which could materially and adversely affect our business, financial condition, and results of operations.

Subject to certain restrictions, the *Cannabis Act* allows adults to cultivate, propagate, harvest, and distribute up to four cannabis plants per household, provided that each plant meets certain requirements. Although there are barriers to personal cultivation, including the start-up costs of obtaining equipment and materials to produce cannabis, depending on the number of consumers who choose to pursue personal cultivation, there could be significant competition from individual growers for our Canadian cannabis segment products.

Our Canadian Cannabis business also faces competition from illegal cannabis operations that are continuing to sell cannabis to individuals, despite not having a valid license under the Cannabis Regulations. We do not expect the Canadian government to actively enforce current laws against the illegal cannabis operations, but rather over the course of time, the Canadian government expects legal operators to force the closure of the illegal cannabis operations due to economic factors. Furthermore, given the restrictions on regulated retail cannabis as well as higher costs and taxes for regulated products, it is possible that legal cannabis consumers revert to the illicit market as a matter of convenience and/or price.

***Increasing legalization of cannabis and rapid growth and consolidation in the cannabis and CBD industries may further intensify competition.***

The cannabis and CBD industries are undergoing rapid growth and substantial change, and the legal landscape for recreational cannabis and CBD is rapidly changing internationally. An increasing number of jurisdictions globally are passing legislation allowing for the production and distribution of recreational cannabis and other cannabinoid-containing product, such as CBD, in some form. Entry into the cannabis and cannabinoid market in which we participate by international competitors, including that enabled by potential change in existing regulations restricting such entry, might increase competition and lower the demand for the products of Canadian and U.S. Cannabis businesses on a global scale.

The foregoing legalization and growth trends in the cannabis and CBD industries have resulted in an increase in competitors, consolidation and formation of strategic relationships. Such acquisitions or other consolidating transactions could harm us in a number of ways, including by losing strategic partners if they are acquired by or enter into relationships with a competitor, losing customers, revenue, and market share, or forcing us to expend greater resources to meet new or additional competitive threats, all of which could harm our operating results. As competitors enter the market and become increasingly sophisticated, competition in the cannabis and CBD industries may intensify and place downward pressure on retail prices for products and services, which could negatively impact profitability.

***Third parties with whom we contract may be concerned about their reputational risks in respect of cannabis.***

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

***Our Canadian and U.S. Cannabis businesses are subject to cannabis-related security breaches, which could result in significant losses.***

Given the nature of the products and the limited legal channels for distribution of our Canadian and U.S. Cannabis business products, as well as the concentration of inventory in our facilities, despite meeting or exceeding regulatory security requirements (including those of Health Canada), there remains a risk of inventory shrinkage due to theft and other security breaches. A security breach at one of our facilities could result in a significant loss of available product and could expose us to additional liability under applicable regulations and to potentially costly litigation, increase expenses relating to the resolution and future prevention of these breaches and may deter potential patients from choosing the products of Pure Sunfarms or Rose LifeScience, any of which could have a material adverse effect on our business, financial condition, results of operations and prospects.

***Our revenues may be impacted by fluctuating demand for our products.***

Our revenues will in large part be derived from the production, sale, and distribution of agriculturally based consumer goods – specifically tomatoes, peppers, cucumbers, cannabis and hemp-derived cannabinoids. The price of production, sale and distribution of these goods will fluctuate widely primarily due to, the natural economic balance of demand versus supply, as well as the impact of numerous factors beyond our control including international, economic, and political trends, expectations of inflation, global or regional consumptive patterns, speculative activities and increased production due to new production and distribution developments and improved production and distribution methods. The effects of these factors on the price of our goods and, therefore, the economic viability of our business, cannot accurately be predicted and may have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

The produce, cannabis and CBD industries are highly competitive and sensitive to changes in demand and supply. The price of our products is affected by many factors including control of the distribution channel by large, big box retailers (for produce), control of the distribution channel by provincial boards (for Canadian cannabis), quality and general economic conditions, all of which could have a material adverse effect on our results of operations and financial condition. Demand for our products is subject to fluctuations resulting from adverse changes in general economic conditions, evolving consumer preferences, nutritional and health-related concerns and public reaction to food spoilage or food contamination issues. General supply of all our goods is subject to fluctuations relating to weather, insects, plant disease and changes in greenhouse acreage. There can be no assurance that consumption will increase or that present consumption levels will be maintained. If consumer demand for our products decreases, our financial condition and results of operations may be materially adversely affected.

***We may be negatively affected by the customer and vendor credit risk.***

Because of the recent volatility in the nascent cannabis and CBD sector generally, certain customers and vendors of our Canadian and U.S. Cannabis businesses may encounter financial difficulties that could result in those entities being unable to collect some or all of their accounts receivable from their customers and possibly the inability to obtain certain products sourced outside of our own facilities.

Accordingly, we are subject to credit risk in relation to accounts receivable with the spot market, other wholesale or retail customers and LPs. Disputes with customers may arise in the future relating to the non-payment of accounts receivable and may escalate to litigation or other dispute resolution processes, which could be protracted, time consuming and expensive, and there can be no assurance that we will be successful in any such disputes. The foregoing could have a material adverse impact on our business, financial condition, results of operations and prospects.

***We face risks associated with cross-border trade.***

Our Canadian and U.S. produce is actively sold cross-border. In addition, we utilize third party suppliers to grow and distribute produce from Canada and Mexico. Markets in the United States, Canada and Mexico may be affected from time to time by trade rulings and the imposition of customs, duties, and other tariffs. There can be no assurance that our financial condition and results of operations will not be materially adversely affected by trade rulings and the imposition of customs duties or other tariffs in the future. Furthermore, there is no assurance that further trade actions will not be initiated by U.S. producers of greenhouse or field grown vegetables. Any prolonged disruption in the flow of our product across the U.S.-Canada and U.S-Mexico border could have an adverse effect on our financial condition and results of our produce operations.

Our Canadian Cannabis business exports certain products to international markets (currently Germany, the U.K., Australia and Israel) and may export products to other international markets in the future. International markets are subject to substantially similar regulatory and international demand and supply risks that our Canadian cannabis business is subject to in Canada.

***Retail consolidation in the markets in which we participate may negatively affect our operations and profitability.***

Our top ten produce customers accounted for approximately 57% and 56% of total produce revenue for the years ended December 31, 2023 and 2022, respectively. As a result of continuing consolidation of the retail grocery industry, our U.S. retail customers grow larger and become more sophisticated enabling them to demand lower pricing, special packaging or varieties as well

as increased promotional programs. If we are unable to use our scale, marketing expertise and market leadership position to respond to these trends, such retail consolidation may have a material adverse effect on our financial condition and results of operations.

Our Canadian cannabis business is focused on recreational (adult-use) sales which are primarily sold through the various Provincial boards who are effectively the sole wholesaler in their respective Provinces. As such, we had a concentration of adult-use branded sales to our three biggest provincial boards for the years ended December 31, 2023 and 2022 of 93% and 93%, respectively. If we are unable to sell to these provincial boards in the future for any reason, we expect that our revenues would decline and our results of operations would be negatively affected, and the impact on our overall results could be material.

#### **LEGAL AND REGULATORY RISK FACTORS**

##### ***Our cannabis operations in Canada require licenses to grow, store and sell cannabis.***

Pure Sunfarms' and Rose LifeScience's ability to grow, store, sell and distribute cannabis in Canada is solely dependent on its ability to maintain licenses to cultivate and sell cannabis under the *Cannabis Act* (a "License") for each of the greenhouses at which it proposes to grow cannabis. Under the *Cannabis Act*, Pure Sunfarms and Rose LifeScience are required to obtain authorization for each licensable activity including cultivation, processing, testing, sale, and distribution. Once obtained, each License is subject to ongoing compliance and reporting requirements. Failure by Pure Sunfarms or Rose LifeScience to comply with the requirements of a License or to maintain such License would have a material adverse impact on our business, prospects, financial condition, results of operations and cash flows. Although we believe Pure Sunfarms and Rose LifeScience will obtain and maintain any required License and meet the requirements for extension of any License, there can be no guarantee that any License will be granted, extended, or renewed, or if it is extended or renewed, that it will be extended or renewed on the same or similar terms. Should a License not be granted, extended, or renewed or should it be renewed on different terms, our business, prospects, financial condition, results of the operation and cash flows would be materially adversely affected.

We cannot predict the time required to secure all appropriate regulatory approvals for the products and operations of Pure Sunfarms and Rose LifeScience, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain the necessary regulatory approvals will significantly delay the development of the markets and products for Pure Sunfarms and Rose LifeScience and could have a material adverse effect on our business, results of operations and financial condition.

##### ***Our cannabis operations in Canada are subject to laws, regulations and guidelines related to the cannabis industry.***

The activities of our Canadian Cannabis business is subject to various laws, regulations and guidelines by governmental authorities, particularly under the *Cannabis Act*, relating to the cultivation, processing, manufacture, management, marketing, packaging/labelling, advertising, pricing, sale, distribution, transportation, storage, and disposal of cannabis, but also including laws and regulations relating to drugs, controlled substances, health and safety, insurance coverage, the conduct of operations and the protection of the environment, among other areas. Laws and regulations, applied generally, grant government agencies and self-regulatory bodies broad administrative discretion over our Canadian cannabis activities, including the power to limit or restrict business activities as well as impose additional disclosure requirements on its products and services. We endeavor to comply with all relevant laws, regulations, and guidelines. Health Canada inspectors routinely assess the facilities of our Canadian Cannabis business for compliance with applicable regulatory requirements. Furthermore, the import and export of its products from and into any jurisdiction is subject to the regulatory requirements of each such jurisdiction. To the best of our knowledge, we are in material compliance with all such laws, regulations and guidelines; however, any failure by Pure Sunfarms or Rose LifeScience to comply with the applicable regulatory requirements could lead to possible sanctions, including the revocation or imposition of additional conditions on licenses to operate its business; the suspension or expulsion from a particular market or jurisdiction or of its key personnel; and/or the imposition of additional or more stringent inspection, testing and reporting requirements. Any of the foregoing could require extensive changes to the operations of Pure Sunfarms or Rose LifeScience; result in regulatory or agency proceedings or investigations, increased compliance costs, damage awards, civil or criminal fines or penalties or restrictions on its operations; harm our reputation or give rise to material liabilities or a revocation of the licenses and other permits of Pure Sunfarms or Rose LifeScience. There can be no assurance that any future regulatory or agency proceedings, investigations or audits will not result in substantial costs, a diversion of management's attention and resources or other adverse consequences to us and our business and may have material adverse effect on our results of operations and financial condition.

In addition, changes in regulations, government or judicial interpretation of regulations, or more vigorous enforcement thereof or other unanticipated events could require extensive changes to our Canadian cannabis operations, increase compliance costs or give rise to material liabilities or a revocation of its licenses and other permits, which could have a material adverse effect on our business, results of operations and financial condition. Furthermore, governmental authorities may change their administration, application, or enforcement procedures at any time, which may adversely impact our ongoing costs relating to regulatory compliance.

In addition, the governments of every Canadian province and territory have, to varying degrees, established regulatory regimes for the distribution and sale of cannabis for adult-use purposes within those jurisdictions. There is no guarantee that legislation respecting adult-use retail will remain unchanged or create the growth opportunities that we currently anticipate. As the

laws continue to evolve, and the distribution models mature, there is no assurance that provincial and territorial legislation enacted for the purpose of regulating recreational cannabis will continue to allow, or be conducive to, our business model. Differences in provincial and territorial regulatory frameworks could result in, among other things, increased compliance costs, and increased supply costs. Any of the foregoing could result in a material adverse effect on our business, financial condition, and results of operations.

Additionally, although we do not have any federally prohibited cannabis-related operations in the U.S., certain members of our management team and board of directors are located in the U.S., and we may be subject to risks with respect to changes in cannabis regulation and enforcement in the U.S. Any changes in the U.S. regulatory regime, or the scope and extent of the enforcement thereof, could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

***Our cannabis operations in Canada are subject to marketing restrictions under the Cannabis Act.***

The development of our Canadian cannabis business and operating results may be hindered by applicable restrictions on production, sales and marketing activities imposed on Pure Sunfarms, Rose LifeScience and other entities licensed under the *Cannabis Act* by Health Canada. All products distributed by Pure Sunfarms or Rose LifeScience into the Canadian adult-use market need to comply with requirements under Canadian legislation, including with respect to product formats, product packaging and labelling, and marketing activities around such products. Among other restrictions, the *Cannabis Act* prohibits testimonials and endorsements, lifestyle branding, and promotion that is appealing to young persons. As such, the portfolio of brands and products for our Canadian Cannabis business must be specifically adapted, and our marketing activities carefully structured, to enable our Canadian cannabis operations to develop its brands in an effective and compliant manner. If Pure Sunfarms or Rose LifeScience are unable to effectively market cannabis products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for cannabis products, then our sales and operating results could be adversely affected.

***Our cannabis operations in Canada are subject to Canadian supplier standards.***

Government-run provincial and territorial distributors in Canada require suppliers to meet certain service and business standards, and routinely assess for compliance with such standards. Any failure by Pure Sunfarms or Rose LifeScience to comply with such standards could result in being downgraded, disqualified as a supplier, and could lead to the termination or cessation of orders under existing or future supply contracts. Further, provincial purchasers may terminate or cease ordering under existing contracts at their will. Any of these could severely impede or eliminate the ability of Pure Sunfarms or Rose LifeScience to access certain markets within Canada, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

***The ability of our Canadian cannabis companies to sell cannabis may be restricted by the Canadian Free Trade Agreement.***

Article 1206 of the *Canadian Free Trade Agreement* specifically excludes the application of the agreement to cannabis for non-medical purposes. Article 1206 states that the provinces and territories of Canada shall commence negotiations regarding the application of the *Canada Free Trade Agreement* to cannabis for non-medical purposes following Royal Assent of federal legislation legalizing cannabis for non-medical purposes. There is a risk that the outcome of the negotiations will result in the interprovincial and interterritorial trade of cannabis for non-medical purposes in Canada being entirely restricted or subject to conditions that will negatively impact the ability of Pure Sunfarms or Rose LifeScience to sell cannabis in other Canadian provinces and territories.

***Government regulation of the Internet and e-commerce is evolving, and unfavorable changes or failure by us to comply with these regulations could substantially harm our business, financial condition, and results of operations.***

We are subject to general business regulations and laws, as well as regulations and laws specifically governing the Internet and e-commerce. Existing and future regulations and laws could impede the growth of the Internet, e-commerce or mobile commerce, which could in turn adversely affect our growth. These regulations and laws may involve taxes, tariffs, privacy and data security, anti-spam, content protection, electronic contracts and communications, consumer protection and Internet neutrality. It is not clear how existing laws governing issues such as property ownership, sales and other taxes and consumer privacy apply to the Internet as the vast majority of these laws were adopted prior to the advent of the Internet and do not contemplate or address the unique issues raised by the Internet or e-commerce. It is possible that general business regulations and laws, or those specifically governing the Internet or e-commerce, may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. We provide no assurance that our practices have complied, comply or will comply fully with all such laws and regulations. Any failure, or perceived failure, by us to comply with any of these laws or regulations could result in damage to our reputation, a loss in business and proceedings or actions against us by governmental entities, customers, suppliers or others. Any such proceeding or action could hurt our reputation, force us to spend significant amounts in defense of these proceedings, distract our management, increase our costs of doing business, decrease the use of our website and mobile applications by consumers and suppliers and may result in the imposition of monetary liabilities. We may also be contractually liable to indemnify and hold harmless third parties from the costs or consequences of non-compliance with any such laws or regulations. As a result, adverse developments with respect to these laws and regulations could substantially harm our business, financial condition, and results of operations.

***Restricted access to banking, including anti-money laundering laws and regulations may adversely impact our business.***

In February 2014, the U.S. Department of Treasury's Financial Crimes Enforcement Network ("FinCEN") issued the FinCEN Memorandum (which is not law) which provides guidance with respect to financial institutions providing banking services to cannabis business, including burdensome due diligence expectations and reporting requirements. This guidance does not provide any safe harbors or legal defenses from examination or regulatory or criminal enforcement actions by the Department of Justice, FinCEN or other federal regulators. Thus, most banks and other financial institutions in the United States do not appear to be comfortable providing banking services to cannabis-related businesses, or relying on this guidance, which can be amended or revoked at any time by the executive branch. In addition to the foregoing, banks may refuse to process debit card payments and credit card companies generally refuse to process credit card payments for cannabis-related businesses. As a result, we may have limited or no access to banking or other financial services in the United States.

In addition, federal money laundering statutes and Bank Secrecy Act regulations discourage financial institutions from working with any organization that sells a controlled substance, regardless of whether the state it resides in permits cannabis sales. The FinCEN Memorandum states that in some circumstances, it may not be appropriate to prosecute banks that provide services to cannabis-related business for violations of federal money laundering laws. It is unclear at this time whether the current administration will follow the guidelines of the FinCEN Memorandum. While the United States House of Representatives has passed the Secure and Fair Enforcement ("SAFE") Banking Act, which would permit commercial banks to offer services to cannabis companies that are in compliance with state law, it remains under consideration by the Senate, and if Congress fails to pass the SAFE Banking Act or the SAFER Banking Act, the Company's inability, or limitations on the Company's ability, to open or maintain bank accounts, obtain other banking services and/or accept credit card and debit card payments may make it difficult for the Company to operate and conduct its business as planned or to operate efficiently.

***Uncertainty in the laws, regulations and guidelines governing cannabis, U.S. hemp or CBD derived products has adversely impacted our business, and may continue to do so in the future.***

Our current operations are subject to various laws, regulations and guidelines administered by governmental authorities in the U.S. and Canada relating to the marketing, acquisition, manufacture, packaging, labeling, management, transportation, storage, sale and disposal of cannabis, CBD and U.S. hemp as well as laws and regulations relating to health and safety, conduct of operations and the protection of the environment. Additionally, our growth strategy continues to evolve as regulations governing the cannabis, CBD and U.S. hemp in the jurisdictions in which we operate become more fully developed. Interpretation of these laws, rules and regulations and their application to our operations is ongoing. For example, CBD remains subject to further study by the FDA in order to receive FDA approval to include CBD based products in food and beverages. Until the FDA receives either more scientifically-based health and wellness studies, or further Congressional direction, the FDA will not allow CBD to be put into food or beverages. For more information, see "—Our U.S. Cannabis business is subject to FDA and USDA regulation." below. As such, there has been a negative impact on the sales of all CBD products across the country since the initial interest in CBD products in 2019 and 2020. This has resulted in U.S. retailers moving away from carrying CBD based products in light of potential FDA scrutiny and has had a negative impact on the sales of all CBD products across the United States, and has negatively affect the Company's business. The FDA continues to not only publish guidance indicating their unwillingness to pursue rulemaking allowing the use of CBD in dietary supplements or conventional foods, but also issue warning letters to some CBD companies that are making health and wellness claims, which has increased regulatory uncertainty regarding CBD and has pushed U.S. retailers further away from CBD products. As a result of the foregoing factors, the Company and other cannabis and CBD companies have suffered a decline in the price of their common shares and their overall market capitalizations. We can provide no assurance that the FDA will provide any greater certainty regarding the use of CBD in food and beverages in the near term, or at all, and accordingly, our business may continue to be affected, and the impact on our financial results may be material.

In addition, no assurance can be given that new laws, regulations and guidelines will not be enacted or that existing laws, regulations and guidelines will not be amended, repealed, interpreted or applied in a manner which could require extensive changes to our operations, increase compliance costs, give rise to material liabilities or a revocation of our licenses and other permits, restrict growth opportunities that we currently anticipate or otherwise limit or curtail our operations. Amendments to current laws, regulations and guidelines governing the production, sales and use of cannabis-based and CBD products, more stringent implementation of enforcement thereof or other unanticipated events, including changes in political conditions, regimes or political instability, currency controls, changes in taxation laws, restrictions on foreign exchange and repatriation between U.S. and Canada, governmental regulations relating to foreign investment and changes in the attitudes toward cannabis, are beyond our control and could require extensive changes to our operations, which in turn may result in a material adverse effect on our business, financial condition and results of operations.

***Our U.S. Cannabis business is subject to FDA and USDA regulation.***

Cannabinoids derived from hemp as defined in the 2018 Farm Bill are subject to various laws relating to health and safety. Specifically, CBD is governed by the U.S. Food Drug and Cosmetic Act ("FD&C Act") as a drug. The FD&C Act is intended to assure the consumer that drugs and devices are safe and effective for their intended uses and that all labeling and packaging is truthful,

informative, and not deceptive. The FD&C Act and FDA regulations define the term drug by reference to its intended use, as “articles intended for use in the diagnosis, cure, mitigation, treatment, or prevention of disease” and “articles (other than food) intended to affect the structure or any function of the body of man or other animals.” Therefore, almost any ingested or topical or injectable product that, through its label or labeling (including internet website, promotional pamphlets, and other marketing material), is claimed to be beneficial for such uses will be regulated by the FDA as a drug. The definition also includes components of drugs, such as active pharmaceutical ingredients. The FD&C Act defines cosmetics by their intended use, as “articles intended to be rubbed, poured, sprinkled, or sprayed on, introduced into, or otherwise applied to the human body for cleansing, beautifying, promoting attractiveness, or altering the appearance.” See FD&C Act, sec. 201(i). Among the products included in this definition are skin moisturizers, perfumes, lipsticks, fingernail polishes, eye and facial makeup preparations, cleansing shampoos, permanent waves, hair colors and deodorants, as well as any substance intended for use as a component of a cosmetic product. Under the FD&C Act, cosmetic products, and ingredients with the exception of color additives do not require FDA approval before they go on the market. Drugs, however, must generally either receive premarket approval by the FDA through the New Drug Application (“NDA”) process or conform to a “monograph” for a particular drug category, as established by the FDA’s Over the Counter (“OTC”) Drug Review.

CBD is an active ingredient in drug products that have been approved or authorized for investigation by the FDA and therefore, under FDA’s current position, cannot be used in dietary supplements or as a food additive.

Laws and regulations governing the use of hemp in the U.S. are broad in scope, subject to evolving interpretations, and subject to enforcement by several regulatory agencies and law enforcement entities. Under the 2018 Farm Bill, a state that desires to have primary regulatory authority over the production of hemp in the state must submit a plan to monitor and regulate hemp production to the Secretary of the USDA. The Secretary must then approve the state plan after determining if the plan complies with the requirements set forth in the 2018 Farm Bill. The Secretary may also audit the state’s compliance with the federally approved plan. If the Secretary does not approve the state’s plan, then the production of hemp in that state will be subject to a plan established by the USDA. The USDA has not yet established such a plan. We believe that many states will seek to have primary regulatory authority over the production of hemp. States that seek such authority may create new laws and regulations that permit the use of hemp in food and beverages.

Federal and state laws and regulations on hemp may address production, monitoring, manufacturing, distribution, and laboratory testing to ensure that the hemp has a THC concentration of not more than 0.3%. Federal laws and regulations may also address the transportation or shipment of hemp or hemp products, as the 2018 Farm Bill prohibits states from prohibiting the transportation or shipment of hemp or hemp products produced in accordance with that law through the state, as applicable.

Violations of these FDA and USDA regulations, or allegations of such violations, could disrupt our business and result in a material adverse effect on our results of operations, as well as adverse publicity and potential harm to our reputation.

***We may be subject to product liability claims.***

As the cannabis products of our Canadian and U.S. Cannabis businesses are designed to be ingested by humans, we face a risk of exposure to product liability claims, regulatory action and litigation if these products are alleged to have caused significant loss or injury. In addition, the sale of these products involves the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of our cannabis and cannabinoid products alone or in combination with other medications or substances could occur. As a result, we may be subject to various product liability claims, including, among others, that our products caused injury or illness or that we provided inadequate instructions for use or inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against us could result in increased costs, could adversely affect our reputation with our clients and consumers generally, and could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows. There can be no assurance that we will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of our potential products.

In addition, as a producer of food products, we are subject to potential product liabilities connected with our operations and the marketing and distribution of these products, including liabilities and expenses associated with contaminated or unsafe products. We may also be contractually liable to indemnify and hold harmless third parties from the costs or consequences of contaminated or unsafety products. There can be no assurance that the insurance against all such potential liabilities we maintain will be adequate in all cases. In addition, even if a product liability claim was not successful or was not fully pursued, the negative publicity surrounding any such assertion could harm our reputation. The consequences of any of the foregoing events may have a material adverse effect on our financial condition and results of operations.

***Our greenhouse produce business is subject to extensive regulations.***

Our greenhouse produce business is subject to extensive laws and regulations with respect to the production, handling, distribution, packaging and labelling of our products. Such laws, rules, regulations, and policies are administered by various federal,

state, provincial, regional, and local health agencies and other governmental authorities. Changes to any of these laws and regulations could have a significant impact on us. There can be no assurance that we will be able to cost effectively comply with future laws and regulations. Our failure to comply with applicable laws and regulations may subject us to civil or regulatory proceedings, including fines, injunctions, recalls or seizures, which may have a material adverse effect on our financial condition and results of operations.

In addition, we voluntarily submit to guidelines set by certain private industry associations. Failure to comply with such guidelines or to adopt more stringent guidelines set by such associations in the future may result in lower sales in certain retail markets and may adversely affect our financial condition and results of operations. Among the regulations to which we are subject are those administered by the British Columbia Vegetable Marketing Commission ("BCVMC"). The BCVMC grants each licensed producer that it regulates an annual quota to produce specified products in a given year. The BCVMC also has the authority to set the prices at which a regulated product may be bought or sold in British Columbia. There can be no assurance that the BCVMC will not alter its quota allocation policy or that the BCVMC will not introduce pricing restrictions in a manner that could adversely affect our financial condition and results of operations. There can be no assurance that a modification of the current regulatory schemes will not have an adverse effect on our financial condition or results of operations.

***We are subject to environmental, health and safety, and other governmental regulations and we may incur material expenses in order to comply with these regulations.***

Our operations are governed by a broad range of federal, state, provincial and local environmental, health and safety laws and regulations, permits, approvals, and common law and other requirements that impose obligations relating to, among other things: worker health and safety; the release of substances into the natural environment; the production, processing, preparation, handling, storage, transportation, disposal, and management of substances (including liquid and solid, non-hazardous and hazardous wastes and hazardous materials); and the prevention and remediation of environmental impacts such as the contamination of soil and water (including groundwater). Government approvals and permits are currently, and may in the future be, required in connection with our operations. To the extent such approvals are required and not obtained, our operations may be curtailed or enjoined, which may be for an extended period of time, which could result in a reduction in our proposed levels of production or require abandonment or delays in development of our production facilities and otherwise negatively affect our growth. Our failure to comply with applicable laws, rules, regulations, and policies may subject us to civil or regulatory proceedings, including fines, injunctions, administrative orders, or seizures, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions, any of which may have a material adverse effect on our financial condition and results of operations. Also, as a result of the above requirements, our operations and ownership, management and control of property carry an inherent risk of environmental liability (including potential civil actions, compliance or remediation orders, fines, and other penalties), including with respect to the disposal of waste and the ownership, management, control or use of transport vehicles and real estate. Compliance with all such laws and future changes to them may impose material costs on us. We have incurred and expect to continue to incur significant capital and operating expenditures to comply with such laws. Future discovery of previously unknown environmental issues, including contamination of property underlying or in the vicinity of our present or former properties or manufacturing facilities, could require us to incur material unforeseen expenses. All of these risks and related potential expenses may have a material adverse effect on our financial condition and results of operations.

In addition, environmental laws, rules and regulations in Canada and the United States is evolving in a manner which may require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect our compliance costs, result in future liabilities or otherwise have an adverse effect on our results of operations or financial condition.

***We may experience environmental, health and safety incidents.***

Our facilities could experience incidents, malfunctions or other unplanned events that could result in discharges in excess of permitted levels resulting in personal injury, fines, penalties or other sanctions and property damage. We must maintain a number of environmental and other permits from various governmental authorities in order to operate. Failure to maintain compliance with these requirements could result in operational interruptions, fines or penalties, or the need to install potentially costly pollution control technology. Compliance with current and future environmental laws and regulations, which are likely to become more stringent over time, including those governing greenhouse gas emissions, may impose additional capital costs and financial expenditures, which could adversely affect operational results and profitability.

***The controversy surrounding vaporizers and vaporizer products may materially and adversely affect the market for vaporizer products and expose us to litigation and additional regulation.***

There have been a number of highly publicized cases involving lung and other illnesses and deaths that appear to be related to vaping products, including vaporizer devices and/or products used within such devices (such as vaping liquids). The focus is currently on the vaporizer devices, the manner in which the devices were used, and the related vaping liquids used with these devices - such as THC, nicotine, other substances in vaporizer liquids, possibly adulterated products and other illegal unlicensed cannabis vaping products. Some states, provinces, territories and municipalities in Canada and the United States have already taken steps to prohibit

the sale or distribution of vaping products, restrict the sale and distribution of such products or impose restrictions on flavours or use of such vaporizers. This trend may continue, accelerate and expand.

This controversy could well extend to non-nicotine containing vaping devices and other product formats. Any such extension could materially and adversely affect our business, financial condition, operating results, liquidity, cash flow and operational performance. Litigation pertaining to vaping products is ongoing and that litigation could potentially expand to include our products, which would materially and adversely affect our business, financial condition, operating results, liquidity, cash flow and operational performance.

In Canada, vaping products that contain cannabis are regulated under the *Cannabis Act*, Cannabis Regulations and other laws and regulations of general application. Negative public sentiment may prompt regulators to decide to further limit or defer the industry's ability to sell cannabis vaporizer products, and may also diminish consumer demand for such products. For instance, Health Canada has proposed new regulations that would place stricter limits on the advertising and promotion of vaping products and make health warnings on vaping products mandatory, although such regulations explicitly exclude cannabis and cannabis accessories.

The provincial governments in Quebec, Alberta and Newfoundland and Labrador have imposed certain provincial regulatory restrictions on the sale of cannabis vape products, and Health Canada is seeking to limit the flavours of inhaled cannabis extracts. In June 2021, Health Canada opened a consultation into the use of flavours in inhaled cannabis extracts as it claims that the availability of flavours is one of the factors that contributes to the increase in cannabis vaping in youth and young adults. As part of this consultation, Health Canada released proposed regulations that contemplate prohibiting the production, sale, promotion, packaging and labelling of inhaled cannabis extracts from having a flavour, other than the flavour of cannabis. The proposed amendments would apply equally to inhaled cannabis extracts sold for medical and non-medical purposes. The consultation period closed in September 2021. If new regulations are enacted they would come into force 180 days from the day of registration, a date which has yet to be determined. Health Canada's regulatory plan for 2023-2025 continues to reference these proposed regulatory amendments. There can be no assurance that we will be able to meet any additional compliance requirements or regulatory restrictions, or remain competitive in the face of unexpected changes in market conditions.

These actions, together with potential deterioration in the public's perception of cannabis containing vaping liquids, may result in a reduced market for our vaping products.

***Future research may lead to findings that vaporizers, electronic cigarettes and related products are not safe for their intended use.***

Vaping products including vaporizers, electronic cigarettes, vaping liquid and related products were recently developed and therefore the scientific or medical communities have had a limited period of time to study the long-term health effects of their use. Currently, there is limited scientific or medical data on the safety of such products for their intended use and the medical community is still studying the health effects of the use of such products, including the long-term health effects. If a consensus were to develop among the scientific or medical community that the use of any or all of these products pose long-term health risks, market demand for these products and their use could materially decline. Such a development could also lead to litigation, reputational harm and significant regulation. Loss of demand for our product, product liability claims and increased regulation stemming from unfavorable scientific studies on vaping products could have a material adverse effect on our business, results of operations and financial condition.

***Our marketing programs use customer information and other personal and confidential information as well as digital communications, which may subject us to liability if we misuse this information.***

Our current and future marketing programs may depend on our ability to collect, maintain, and use data and sensitive personal information on individuals, and our ability to do so is subject to evolving laws and enforcement trends in Canada and other jurisdictions. We strive to comply with all applicable laws and other legal obligations relating to privacy, data protection and consumer protection, including those relating to the use of medical information and data for marketing purposes. It is possible, however, that these requirements may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another, conflict with other rules, conflict with our practices or fail to be observed by our employees or business partners. If so, we may suffer damage to our reputation and become subject to proceedings or actions against it by governmental entities or others. Any such proceeding or action could hurt our reputation, force us to spend significant amounts to defend our practices, distract our management or otherwise have an adverse effect on our business.

Certain of our marketing practices may rely upon e-mail, social media, and other means of digital communication to communicate with consumers on our behalf. We may face risk if our use of e-mail, social media or other means of digital communication is found to violate applicable laws. We intend to post our privacy policy and practices concerning the use and disclosure of user data on our website. Any failure by us to comply with our posted privacy policy, anti-spam legislation or other privacy-related laws and regulations could result in proceedings which could potentially harm our business. In addition, as data privacy and marketing laws change, we may incur additional costs to ensure we remain in compliance. If applicable data privacy and marketing laws become more restrictive at the international, federal, provincial, or state levels, our compliance costs may increase, our ability to effectively engage customers via personalized marketing may decrease, our investment in our e-commerce platform may not



be fully realized, our opportunities for growth may be curtailed by our compliance burden and our potential reputational harm or liability for security breaches may increase.

#### **LABOR and EMPLOYMENT RISK FACTORS**

***Our operations are dependent on labor availability which includes accessing government sponsored foreign labor programs in both the United States and Canada.***

Our operations are labor intensive, particularly during peak harvest months. In Canada, most of our labor is supplied by contract labor suppliers on short-term contracts and workers hired through the Seasonal Agriculture Workers Program. There can be no assurance that we will be able to source sufficient skilled laborers in the future. Previously, due to the COVID-19 pandemic, the Canadian government closed its borders to all foreign people, but subsequently, due to the negative impact on the Canadian agricultural industry, decided that foreign worker programs would continue subject to new rules and regulations such as a mandatory 14-day quarantine period. Any disruption in the Canadian foreign worker program could have a detrimental impact on our ability to cultivate fresh produce.

In the case of the facilities in west Texas, a significant portion of our labor is documented workers residing in Mexico who cross the U.S. border on a daily basis into Texas. In 2020, as a response to the COVID-19 pandemic, the U.S. government closed the U.S.-Mexico border but determined that agricultural workers were essential, and we have not had any disruption to our Mexican labor force. Section 218 of the *Immigration and Nationality Act* authorizes the lawful admission into the United States of temporary, nonimmigrant workers (H-2A workers) to perform agricultural labor or services of a temporary or seasonal nature. We use H-2A workers to assist in fulfilling some of our labor needs in Texas. The H-2A workers have a mandated state-level minimum wage and we pay for some additional worker costs, such as transportation to/from our facilities, housing and visa expenses. Any disruption in the H-2A foreign worker program could have a detrimental impact on our ability to cultivate fresh produce. There can be no assurance that we would be able to continue our Texas operations without our Mexican workforce, if any decision is made to close the U.S./Mexico border permanently or temporarily.

In addition, we are situated in the Texas "oil and gas patch" and finding and retaining farm workers at affordable rates is an ongoing challenge. Any shortage of such labor could restrict our ability to operate our greenhouses profitably, or at all.

Efforts by labor unions to organize our employees could divert management attention away from regular day-to-day operations and increase our operating expenses. Labor unions may make attempts to organize our non-unionized employees. We are not aware of any activities relating to union organizations at any of our greenhouse facilities. We cannot predict which, if any, groups of employees may seek union representation in the future or the outcome of any collective bargaining. If we are unable to negotiate acceptable collective bargaining agreements, we may have to wait through "cooling off" periods, which are often followed by union-initiated work stoppages, including strikes. Depending on the type and duration of any work stoppage, our operating expenses could increase significantly, which could have a material adverse effect on our financial condition, results of operations and cash flows.

#### ***We rely on third-party distributors.***

We may rely on third-party distributors for the distribution of our products. We rely on third-party distributors to transport and distribute produce from Texas, Mexico and Canada to our distribution centers and directly to customers. In addition, our Canadian Cannabis business relies on Canadian provincial regulatory boards and private retailers and may in the future rely on other third parties, to distribute cannabis products. If these distributors do not successfully carry out their contractual duties, if there is a labor strike or work stoppage, if there is a delay or interruption in the distribution of our products or if these third parties damage our products, it could negatively impact our revenue from product sales. Any damage to our products, such as product spoilage, could expose us to potential product liability, damage our reputation and otherwise harm our business.

#### ***Our operations depend on our key executives.***

We depend heavily on each member of our management team and the departure of a member of management could cause our operating results to suffer. We maintain a "key person" insurance policy on one member of our management team. Our future success will depend on, among other things, our ability to keep the services of these key executives and to hire other highly qualified employees at all levels. We compete with other potential employers for employees, and we may not be successful in hiring and retaining the services of executives and other employees that we require. The loss of the services of, or our inability to hire, executives or key employees could hinder our business operations and growth.

In addition, our Canadian cannabis business is dependent on its ability to retain employees and attract and retain sufficient additional employees or engineering and technical support resources. Shortages in qualified personnel or the loss of key personnel could adversely affect the financial condition of our Canadian cannabis segment, results of operations of the business and could limit our ability to develop and market our cannabis-related products. The loss of any of Canadian cannabis senior management or key employees could materially adversely affect our ability to execute our business plan and strategy, and our Canadian cannabis businesses may not be able to find adequate replacements on a timely basis, or at all.

Further, each director and officer of a company that holds a license for cultivation, processing or sale under the Cannabis Regulations is subject to the requirement to obtain and maintain a security clearance under the Cannabis Regulations. Certain additional key personnel are also required to obtain and maintain a security clearance. Under the Cannabis Regulations, a security clearance cannot be valid for more than five years and must be renewed before the expiry of a current security clearance. There is no assurance that any of the existing personnel who presently or may in the future require a security clearance will be able to obtain or renew such clearances or that new personnel who require security clearance will be able to obtain one. A failure by an individual in a key operational position to maintain or renew his or her security clearance could result in a reduction or complete suspension of Pure Sunfarms' operations.

#### **TAX RISK FACTORS**

***If the Company is classified as a passive foreign investment company ("PFIC") for U.S. federal income tax purposes, certain generally adverse U.S. federal income tax consequences could apply to U.S. investors.***

In general, a non-U.S. corporation will be a PFIC if (i) 75% or more of its gross income consists of passive income or (ii) 50% or more of its assets produce, or are held for the production of, passive income. Based on the Company's current and expected income, assets, and activities, we do not expect the Company to be classified as a PFIC for the current taxable year or in the foreseeable future. However, the PFIC determination is made annually at the end of each taxable year and depends on a number of factors, some of which are beyond the Company's control, including the value of its assets and the amount and type of its income. Accordingly, there can be no assurance that the Company will not be classified as a PFIC for any taxable year or that the Internal Revenue Service ("IRS") will agree with our belief regarding the Company's PFIC status. If the Company were classified as a PFIC, a U.S. person who owns Common Shares could be subject to adverse tax consequences, including a greater tax liability than might otherwise apply, an interest charge on certain taxes deemed deferred as a result of the Company's non-U.S. status, and additional U.S. tax filing obligations, regardless of the number of Common Shares owned. Certain elections might be available to mitigate the foregoing adverse tax consequences. U.S. investors are urged to consult their own tax advisers regarding the implications of the PFIC rules for an investment in Common Shares.

***VF Canada GP and VF Canada LP may be deemed to maintain a U.S. permanent establishment for tax purposes.***

Under the Canada-U.S. Income Tax Convention, the United States is permitted to tax the business profits of a Canadian resident that are attributable to a permanent establishment ("PE") of that Canadian resident located in the United States. A Canadian resident generally will be treated as maintaining a PE in the United States if, among other situations, an agent of the Canadian resident (other than an independent agent acting in the ordinary course of its business) has, and habitually exercises in the United States, the authority to conclude contracts in the name of the Canadian resident.

Due to the cross-border activity of certain of our employees, the United States may deem VF Canada GP and VF Canada LP to maintain a U.S. PE. In such case, VF Canada GP and VF Canada LP generally would be required to file U.S. federal income tax returns and would be subject to U.S. federal net income tax with respect to their business profits attributable to such PE. These tax consequences could have a material adverse effect on our business, financial condition, and results of operations.

***Changes in tax treatment of companies engaged in e-commerce could materially affect our financial condition and results of operations.***

Because we engage in e-commerce activity, we may face an increased exposure to tax liability. The U.S. Supreme Court addressed the taxation of e-commerce in *South Dakota v. Wayfair Inc.*, holding that a state may now enforce or adopt laws that require an e-commerce retailer to collect and remit sales tax, even if the e-commerce retailer has no physical presence within the taxing state. In response, an increasing number of states have adopted or are considering adopting laws or administrative practices that impose sales or similar value-added or consumption taxes on e-commerce activity, as well as taxes on all or a portion of gross revenue or other similar amounts earned by an e-commerce retailer from sales to customers in the state. If any state were to assert liability for sales tax for prior periods and seek to collect such tax in arrears or impose penalties for past non-payment of taxes, it could have an adverse effect on us. New legislation or regulations, the application of laws and regulations by various taxing jurisdictions, including other countries whose laws do not currently apply to our business, or the application of existing laws and regulations to the Internet and commercial online services could similarly result in significant additional taxes on our business. These taxes or tax collection obligations could have an adverse effect on us, including by way of creating additional administrative burdens on us. As a result, our effective income tax rate, as well as the cost and growth of our business could be materially and adversely affected, which could in turn have a material adverse effect on our financial condition and results of operations. Furthermore, there is a possibility that we may be subject to significant fines or other payments for any failure to comply with these requirements.

We are also subject to U.S. federal and state laws, regulations, and administrative practices that require us to collect information from our customers, vendors, merchants, and other third parties for tax reporting purposes and report such information to various government agencies. The scope of such requirements continues to expand, requiring us to develop and implement new compliance systems. The failure to comply with such laws and regulations could result in significant penalties. We cannot predict the effect of current attempts to impose sales, income, or other taxes on e-commerce. New or modified taxes could increase the cost of

doing business online and decrease the attractiveness of selling products over the Internet. New taxes could also significantly increase our costs of capturing data and collecting and remitting taxes. Any of these consequences could have a material adverse effect on our business, financial condition, and results of operations.

***We may be exposed to transfer pricing risks.***

Under sales agreements, VF Opco has agreed to sell some of its produce inventory to Village Farms, L.P. ("VFLP") for resale in the United States, and VFLP has agreed to sell some of its inventory to VF Opco for resale in Canada. We believe the amounts charged for inventory pursuant to these sales agreement reflect the fair market value of the goods sold. However, no assurance can be given in this regard. Based on certain transfer pricing rules, the IRS and the Canada Revenue Agency have, in the past, and may, in the future, challenge such amounts as differing from those that would have been charged between persons dealing at arm's length. This could result in more tax (and penalties and interest) being due, which could have a material adverse effect on our business, financial condition, and results of operations.

***U.S. Holdings may be treated as U.S. real property holding corporation for U.S. federal income tax purposes, which could cause VF Opco to be subject to U.S. federal income tax.***

If U.S. Holdings is treated as a "United States real property holding corporation" for U.S. federal income tax purposes, then VF Opco could be subject to U.S. federal net income tax on the portion of a distribution from U.S. Holdings treated as a gain, which could have a material adverse effect on our business, financial condition, and results of operations.

**COMMON SHARES RISK FACTORS**

***Our market price of our Common Shares has been and is likely to continue to be volatile and an investment in our Common Shares could suffer a decline in value.***

You should consider an investment in our Common Shares as risky and invest only if you can withstand a significant loss and wide fluctuations in the market value of your investment. The market price of our Common Shares has been highly volatile and is likely to continue to be volatile. This leads to a heightened risk of securities litigation pertaining to such volatility. Factors affecting our Common Share price include but are not limited to: (i) our ability to continue as a going concern; (ii) general market conditions; (iii) our ability to raise additional capital and/or secure additional financing on acceptable terms, or at all; (iv) market and/or industry developments in produce, cannabis or hemp that may directly or indirectly affect us; (v) regulatory and legislative developments, particularly with respect to cannabis and/or CBD, in Canada, the United States or elsewhere to the extent applicable; (vi) our ability to operate in the U.S. and Canada under the circumstances of current economic conditions, including as a result of the unfavorable interest rate environment, global supply chain issues, and inflation; (vii) potentially unfavorable report published by securities analysts; (viii) public concern as to the safety of the products that we and our competitors develop; and (ix) fluctuations of shareholder interest in our Common Shares.

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of public entities and that have, in many cases, been unrelated to the operating performance, underlying asset values or prospects of such entities. Accordingly, the market price of the Common Shares may decline even if our operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. As well, certain institutional investors may base their investment decisions on consideration of our environmental, governance and social practices and performance against such institutions' respective investment guidelines and criteria, and failure to satisfy such criteria may result in limited or no investment in the Common Shares by those institutions, which could materially adversely affect the trading price of the Common Shares. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue for a protracted period of time, our operations and the trading price of the Common Shares may be materially adversely affected.

***Future issuances or sales of our Common Shares by us or by our shareholders could cause our share price to fall.***

The issuance of Common Shares by us will result in dilution in the equity interest of existing shareholders and adversely affect the market price of our Common Shares. For example, in January 2023 we completed the 2023 Equity Offering in which we issued an aggregate of 18,350,000 Common Shares as well as Common Warrants to purchase an additional 18,350,000 Common Shares, each exercisable at \$1.65 per Common Warrant and became exercisable commencing July 2023. Also, in August 2022, we filed a prospectus supplement providing for an ATM. During 2022 we issued 3,175,000 Common Shares generating equity proceeds of US\$6.9 million, and we may continue to issue additional Common Shares under the ATM in the future, up to a maximum of \$50 million of Common Shares. No shares were issued pursuant to our existing ATM in calendar year 2023.

In addition, the issuance of Common Shares by us in connection with acquisitions or strategic alliances, or the perception that such additional issuances or sales could occur, could cause the market price of our Common Shares to decline and could have an undesirable impact on our ability to raise capital in the future.

Additionally, sales by existing shareholders of a large number of our Common Shares in the public market could also disrupt the market price of our Common Shares. For example, in June 2022 we filed a prospectus providing for resales from time to time of up to 3,802,055 Common Shares that were issued to the sellers of Balanced Health and Rose LifeScience. We cannot predict the timing or volume of sales of Common Shares by the selling shareholders under this prospectus or the impact such resales may have on our share price.

***Our Common Shares may be delisted from the Nasdaq Capital Market if we do not regain compliance with the minimum bid price requirements by April 15, 2024.***

On April 20, 2023, the Company received notification from Nasdaq that the Company is not in compliance with the minimum bid price requirement for continued listing on the Nasdaq Capital Market as the bid price of the Common Shares on Nasdaq closed below \$1.00 (the "Minimum Bid Requirement") for 30 consecutive trading days from March 7 to April 19, 2023 (the "Notification"). As set forth in the Notification, the Company had until October 17, 2023 to regain compliance with the Minimum Bid Requirement, which has subsequently been extended by Nasdaq until April 15, 2024 (the "Compliance Period"). However, if the Company fails to remedy this deficiency during the Compliance Period, Nasdaq will provide notice that the Company's Common Shares are subject to delisting.

We can provide no assurance that we will regain compliance with the Minimum Bid Requirement by the end of the Compliance Period. Additionally, even if we regain compliance with the Minimum Bid Requirement there can be no assurance that we will continue to maintain compliance with the other Nasdaq requirements for listing our Common Shares on Nasdaq. The delisting of our Common Shares from the Nasdaq Capital Market would likely result in decreased liquidity and increased volatility in the price and trading of our Common Shares and may adversely affect our ability to raise additional capital or to enter into strategic transactions. The delisting of our Common Shares from the Nasdaq Capital Market would also make it more difficult for our shareholders to sell our Common Shares in the public market.

***Certain Canadian laws could delay or deter a change of control.***

Limitations on the ability to acquire and hold our Common Shares may be imposed by the *Competition Act* in Canada. This legislation permits the Commissioner of Competition of Canada to review any acquisition of a significant interest in us. This legislation grants the Commissioner jurisdiction to challenge such an acquisition before the Canadian Competition Tribunal if the Commissioner believes that it would, or would be likely to, result in a substantial lessening or prevention of competition in any market in Canada. The *Investment Canada Act* subjects an acquisition of control of a company by a non-Canadian to government review if the value of our assets, as calculated pursuant to the legislation, exceeds a threshold amount. A reviewable acquisition may not proceed unless the relevant minister is satisfied that the investment is likely to result in a net benefit to Canada. Any of the foregoing could prevent or delay a change of control and may deprive or limit strategic opportunities for our shareholders to sell their shares.

***The exercise of all or any number of outstanding stock options, the award of any additional options, restricted stock units or other stock-based awards or any issuance of shares to raise funds or acquire a business may dilute your Common Shares.***

We have in the past and may in the future grant, to some or all of our directors, officers and employees, options to purchase our Common Shares and other stock-based awards as non-cash incentives to those persons. As of March 9, 2024 there were 6,151,854 Common Shares issuable upon exercise of outstanding options at a weighted-average exercise price of \$4.14 per share; 4,161,317 Common Shares reserved and available for issuance upon exercise of additional options and other stock-based awards that may be granted in the future under our equity compensation plans. The issuance of additional Common Shares upon exercise of outstanding options, warrants and other convertible securities will cause our existing shareholders to experience dilution of their ownership interests.

Any additional issuances of Common Shares or a decision to acquire other businesses through the sale or issuance of equity securities may dilute our investors' interests, and investors may suffer dilution in their net book value per share depending on the price at which such securities are issued. Such issuance may cause a reduction in the proportionate ownership and voting power of all other shareholders. The dilution may result in a decline in the price of our Common Shares or a change in control.

***We do not expect to pay dividends for the foreseeable future.***

We have not paid any cash dividends to date, and we do not intend to declare dividends for the foreseeable future, as we anticipate that we will reinvest future earnings, if any, in the development and growth of our business. Therefore, investors will not receive any funds unless they sell their Common Shares, and shareholders may be unable to sell their shares on favorable terms or at all. We cannot assure you of a positive return on investment or that you will not lose the entire amount of your investment in our Common Shares. Prospective investors seeking or needing dividend income or liquidity, or who cannot afford to lose the entire amount of their investment in our Common Shares, should not purchase our Common Shares.

## **GENERAL RISK FACTORS**

### ***Inflation may continue to rise and increase our operating costs.***

For the year ended December 2023, the US Bureau of Labor and Statistics reported that inflation increased 3.4 percent as against prices from December 2022. Rising inflation affects our cultivation costs, distribution costs and operating expenses. We believe that volatile prices for commodities have impacted our operating results. We maintain strategies to mitigate the impact of higher raw material, energy and commodity costs, which include cost reduction, sourcing, passing along certain cost increases to customers and other actions, which may help to offset a portion of the adverse impact.

### ***The effect of sanctions and an escalation of the conflict in Ukraine may further disrupt supply chains and adversely impact our business.***

As a result of the current conflict between Russia and Ukraine and related geopolitical tensions, there have been, and may continue to be, significant adverse impact on fuel, transportation costs and natural resources. Additionally, the governments of the United States, the European Union, Canada and other jurisdictions have announced the imposition of sanctions on certain industry sectors and parties in Russia as well as enhanced export controls on certain products and industries. These and any additional sanctions and export controls, as well as any counter responses by the governments of Russia, could adversely affect, the global supply chain, and the availability and prices of raw materials, energy prices, as well as the global financial markets and financial services industry.

### ***It may be difficult for non-Canadian investors to obtain and enforce judgments against us because of our Canadian incorporation and presence.***

We are a corporation existing under the laws of Canada. Some of our directors and officers named in this Annual Report on Form 10-K are residents of Canada, and all or a substantial portion of their assets, and a substantial portion of our assets, are located outside the United States. Consequently, although we have appointed an agent for service of process in the United States, it may be difficult for holders of our Common Shares who reside in the United States to effect service within the United States upon our directors and officers who are not residents of the United States. It may also be difficult for holders of our Common Shares who reside in the United States to realize in the United States upon judgments of courts of the United States predicated upon our civil liability and the civil liability of our directors and officers under the United States federal securities laws. Investors should not assume that Canadian courts (i) would enforce judgments of United States courts obtained in actions against us or our directors and officers predicated upon the civil liability provisions of the United States federal securities laws or the securities or "blue sky" laws of any state within the United States or (ii) would enforce, in original actions, liabilities against us or our directors and officers predicated upon the United States federal securities laws or any such state securities or "blue sky" laws. In addition, we have been advised by our Canadian counsel that in normal circumstances, only civil judgments and no other rights arising from United States securities legislation are enforceable in Canada and that the protections afforded by Canadian securities laws may not be available to investors in the United States.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None

## **ITEM 1C. CYBERSECURITY DISCLOSURES**

### ***Risk Management and Strategy***

Management of cybersecurity risks is an integral part of our overall risk management framework and is essential for safeguarding our business and data. We have established policies and processes for assessing, identifying, and managing material risk from cybersecurity threats, and have integrated these processes into our risk management systems and processes. We routinely assess material risks from cybersecurity threats, including any potential unauthorized occurrence on or conducted through our information systems that may result in adverse effects on the confidentiality, integrity, or availability of our information systems or any information residing therein. Following these risk assessments, we may accept identified risks; re-design, implement, and maintain reasonable safeguards to minimize identified risks; reasonably address any identified gaps in existing safeguards; and regularly monitor the effectiveness of our safeguards.

Our cybersecurity risk management program works to balance critical infrastructure, network, application, cloud and information security objectives with overall business objectives and risk tolerance. Specific controls that are used include endpoint threat detection and response, identity and access management, privileged access management, logging and monitoring involving the use of security information and event management, multi-factor authentication, firewalls and intrusion detection and prevention, and vulnerability and patch management.

We use both external and internal threat intelligence sources to inform our defensive measures, including information from industry vendors and government agencies. We monitor evolving risks and threat events to implement security controls where applicable.

We believe in continuous improvement as part of the effort to optimize security, and we work to foster that culture through various initiatives:

- **Cybersecurity Awareness Trainings:** We educate employees on best practices for online safety and for identifying potential cybersecurity threats, including by initiating training programs for our entire workforce.
- **Security Monitoring:** We monitor our information technology environment with both our internal cybersecurity resources and third-party service providers.
- **Proactive Reporting and Investigation:** As part of our training initiatives, we educate employees on how to report any suspicious cyber activity or potential cybersecurity issues, and we investigate reported concerns.

We engage a variety of third-party service providers to process and store data, including certain customer information, some of which may include personally identifiable information. We also depend on third-party service providers to host many of the systems and infrastructure used to provide our products and services. A limited number of third-party services support essential functions of our business, including the use of cloud-based technology.

#### **Governance**

Our Board of Directors has overall oversight responsibility for our enterprise risk management program and delegates cybersecurity risk management oversight to the Audit Committee of the Board of Directors. The Audit Committee oversees major enterprise risks, and the steps management has taken to monitor and control such exposure, including risks to our information technology infrastructure and security. The Audit Committee is responsible for ensuring independent examination of management's programs to identify, assess, respond to and monitor risks, which include those performed by third party consultants. Management is responsible for identifying, considering and assessing material cybersecurity risks on an ongoing basis, establishing processes to ensure that such potential cybersecurity risk exposures are monitored, putting in place appropriate mitigation measures and maintaining cybersecurity programs.

Our cybersecurity programs are managed by a team of professionals who monitor the prevention, detection, mitigation and remediation of cybersecurity incidents. Our cybersecurity team includes personnel that have obtained credentials from the International System Security Certification Consortium and the SANS Institute, such as Certified Information Systems Security Professional (CISSP), as well as experienced information systems security professionals and information security managers.

We recognize the ever-present global risk of cyberattacks from diverse threat actors, including nation-states, cybercriminals, hacktivists, insiders and organized crime. In spite of our efforts, we (or third parties we rely on) may not be able to fully, continuously and effectively implement security controls as intended. As described above, we utilize a risk-based approach and judgment to determine the security controls to implement, but it is possible we may not implement appropriate controls if we do not recognize, or we underestimate a particular risk. In addition, security controls, no matter how well designed or implemented, may only mitigate and not fully eliminate risks. Further, even events that are detected by security tools or third parties may not always be immediately understood or acted upon. While no organization is immune to attack attempts and we cannot eliminate all risks from cybersecurity threats or provide assurance that we have not experienced an undetected cybersecurity incident, in 2023 we did not identify any material cybersecurity events that have materially affected or are reasonably likely to materially affect our business strategy, results of operations or financial condition. For additional information regarding risks from cybersecurity threats, including our business strategy, results of operations, or financial condition, please refer to Item 1A, "Risk Factors," in this annual report on Form 10-K, including the risk factor entitled "We face risks related to cyber security attacks and other incidents."

## TEM 2. PROPERTIES

Our headquarters are located at 4700-80th Street Delta, British Columbia, Canada V4K 3N3.

The following table outlines the Company's greenhouse facilities.

Greenhouse Facility	Square Feet	Growing Area		Products Grown
		Square Meters	Acres	
Marfa, TX (2 greenhouses)	2,527,312	234,795	60	Tomatoes on-the-vine, beefsteak and specialty tomatoes
Fort Davis, TX (1 greenhouse)	1,684,874	156,530	40	Specialty tomatoes
Monahans, TX (1 greenhouse) (Permian Basin facility)	1,272,294	118,200	30	For sale
Delta, BC (Delta 1) (1 greenhouse)	2,588,860	240,513	60	Tomatoes on-the-vine, beefsteak and specialty tomatoes
Delta, BC (Delta 2) (1/2 greenhouse) Leased to Pure Sunfarms	537,765	49,960	13	Tomatoes on-the-vine, beefsteak and specialty tomatoes
<b>Total produce operations</b>	8,611,105	799,998	203	
Delta, BC (Delta 2) (1/2 greenhouse) Leased to Pure Sunfarms	537,765	49,960	13	Cannabis
Delta, BC (Delta 3) (1 greenhouse) Owned by Pure Sunfarms	1,100,000	100,000	25	Cannabis
Huntingdon, Quebec (1 indoor controlled growing facility) owned by Rose LifeScience	55,000	2,300	1	Cannabis
<b>Total cannabis operations</b>	1,692,765	152,260	39	

We believe that our existing facilities are adequate for our needs. Should we require additional facilities in the future, we believe that such facilities can be acquired or leased on commercially reasonable terms.

## TEM 3. LEGAL PROCEEDINGS

In the normal course of business, the Company and its subsidiaries may become defendants in certain employment claims and other litigation. The Company records a liability when it is probable that a loss has been incurred and the amount is reasonably estimable. The Company is not involved in any legal proceedings other than ordinary routine litigation arising in the normal course of business, none of which the Company believes will have a material adverse effect on the Company's business, financial condition or results of operations. Additionally, there were no matters requiring disclosure pursuant to the requirement to disclose certain environmental matters involving potential monetary sanctions in excess of \$300,000.

## TEM 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our Common Shares are currently traded on The Nasdaq Stock Market LLC under the symbol "VFF".

#### Holders of Record

As of March 6, 2024, there were approximately 10 shareholders of record of our Common Shares, which included Cede & Co., a nominee for Depository Trust Company, which represents two shareholders of record and CDS & Co., a nominee for The Canadian Depository for Securities Ltd. Common shares that are held by financial institutions as nominees for beneficial owners are deposited into participant accounts at either Depository Trust Company or The Canadian Depository for Securities Ltd., which represents one shareholder of record.

#### Dividend Policy

We have not paid any cash dividends or distributions on any class of our securities, and we have no current plans to pay dividends as we are growth focused.

#### Recent Sales of Unregistered Securities

None.

#### Securities Authorized for Issuance under Equity Compensation Plans

Information about our equity compensation plan is incorporated herein by reference to Item 12 of Part III of this Annual Report on Form 10-K.

#### Repurchases of Equity Securities

The Company did not repurchase any of its Common Shares during the three months ended December 31, 2023.

#### Exchange and Foreign Ownership Controls

We are not aware of any Canadian federal or provincial laws, decrees, or regulations that restrict the export or import of capital, including foreign exchange controls, or that affect the remittance of dividends, interest, or other payments to non-Canadian holders of the Common Shares. There are no limitations under the laws of Canada or by the charter or our other constituent documents on ownership of our voting shares by non-Canadians, except the *Investment Canada Act* which may require review and approval by the Minister of Innovation (Canada) of certain acquisitions of control of us by non-Canadians. The threshold for acquisitions of control is generally defined as being one-third or more of our voting shares, provided certain financial thresholds are also exceeded. If the investment is potentially injurious to national security, it may be subject to review under the *Investment Canada Act* notwithstanding the percentage interest acquired or amount of the investment. "Non-Canadian" generally means an individual who is not a Canadian citizen, or a corporation, partnership, trust, or joint venture that is ultimately controlled by non-Canadians.

#### Certain Canadian Federal Income Tax Considerations for U.S. Residents

The following is a summary of the principal Canadian federal income tax considerations generally applicable under the *Income Tax Act* (Canada) (together with the regulations thereto, the "Tax Act") to a beneficial holder of our Common Shares, Common Warrants and Common Shares issued upon exercise of the Common Warrants ("Common Warrant Shares") who, for the purposes of the Tax Act and the *Canada-United States Income Tax Convention* (1980) (the "Treaty"), and at all relevant times, (i) is not and is not deemed to be a resident in Canada, (ii) is a resident of the United States for the purposes of the Treaty and is entitled to the full benefits thereunder, (iii) holds all Common Shares, Common Warrants and Common Warrant Shares as capital property, (iv) deals at arm's length with and is not affiliated with the Company, and (v) does not use or hold and is not deemed to use or hold our Common Shares, Common Warrants and Common Warrant Shares in connection with a business carried on in Canada (each such holder, a "U.S. Resident Holder").

This summary is not generally applicable to a U.S. Resident Holder: (i) that is an insurer carrying on an insurance business in Canada and elsewhere, (ii) that is an "authorized foreign bank" (as defined in the Tax Act), (iii) that is a "financial institution" (as defined in the Tax Act) for purposes of the "mark-to-market property" rules; (ii) an interest in which is or would constitute a "tax shelter investment" (as defined in the Tax Act); (iii) that is a "specified financial institution" (as defined in the Tax Act); or (iv) that has or will enter into a "synthetic disposition arrangement" or a "derivative forward agreement" (as those terms are defined in the Tax Act) in respect of our Common Shares, Common Warrants and Common Warrant Shares. Such U.S. Resident Holders should consult their own tax advisors.

Generally, a U.S. Resident Holder's Common Shares, Common Warrants and Common Warrant Shares will be considered to be capital property of the U.S. Resident Holder provided the U.S. Resident Holder does not hold such shares and Common Warrants



in the course of carrying on a business of trading or dealing in securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is based upon the current provisions of the Tax Act and the Treaty in force on the date hereof, and the current administrative policies and assessing practices of the Canada Revenue Agency published in writing prior to the date hereof. This summary takes into account all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "Tax Proposals") and assumes that all Tax Proposals will be enacted in the form proposed. However, no assurances can be given that the Tax Proposals will be enacted as proposed, or at all. This summary does not otherwise take into account or anticipate any changes in law or administrative policy or assessing practice whether by legislative, administrative, or judicial action or decision, nor does it take into account tax legislation or considerations of any province, territory or foreign jurisdiction, which may differ from those discussed herein.

This summary is of a general nature only and is not intended to be, and should not be construed to be, legal, business or tax advice to any particular holder or prospective holder of our Common Shares, Common Warrants and Common Warrant Shares, and no opinion or representation with respect to the tax consequences to any holder or prospective holder of our Common Shares, Common Warrants and Common Warrant Shares is made. Accordingly, holders and prospective holders of our Common Shares, Common Warrants and Common Warrant Shares should consult their own tax advisors with respect to the income tax consequences of purchasing, owning, and disposing of our Common Shares, Common Warrants and Common Warrant Shares in their particular circumstances.

#### *Currency*

For the purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of our Common Shares, Common Warrants and Common Warrant Shares (including dividends, adjusted cost base and proceeds of disposition) must be expressed in Canadian dollars based on the rate quoted by the Bank of Canada for the applicable day or such other rate of exchange that is acceptable to the Canada Revenue Agency.

#### *Exercise of Common Warrants*

No gain or loss will be realized by a U.S. Resident Holder on the exercise of a Common Warrant to acquire a Common Warrant Share. When a Common Warrant is exercised, the U.S. Resident Holder's cost of the Common Warrant Share acquired thereby will be equal to the aggregate of the U.S. Resident Holder's adjusted cost base of such Common Warrant and the exercise price paid for the Common Warrant Share. The U.S. Resident Holder's adjusted cost base of the Common Warrant Share so acquired will be determined by averaging the cost of the Common Warrant Share with the adjusted cost base to the U.S. Resident Holder of all Common Shares of the Company held as capital property immediately before the acquisition of the Common Warrant Share.

#### *Dividends*

Dividends paid or credited, or deemed to be paid or credited, on our Common Shares and Common Warrant Shares to a U.S. Resident Holder will be subject to Canadian withholding tax at the rate of 25% of the gross amount of the dividends, subject to reduction under the provisions of the Treaty. Under the Treaty, the rate of Canadian withholding tax applicable to a U.S. Resident Holder that is the beneficial owner of dividends is generally reduced to 15% of the gross amount of the dividends, and, if such U.S. Resident Holder is a company that owns at least 10% of our voting shares at the time of the dividends, the rate of Canadian withholding tax is reduced to 5% of the gross amount of the dividends. U.S. Resident Holders who may be eligible for a reduced rate of withholding tax on dividends pursuant to the Treaty should consult with their own tax advisors with respect to taking all appropriate steps in this regard.

#### *Disposition of Common Shares, Common Warrants and Common Warrant Shares*

A U.S. Resident Holder who disposes or is deemed to dispose of a Common Share, Common Warrant or Common Warrant Share will not be subject to tax under the Tax Act on any capital gain realized on such disposition, unless the Common Share, Common Warrant or Common Warrant Share, as applicable, constitutes "taxable Canadian property," within the meaning of the Tax Act, of the U.S. Resident Holder at the time of the disposition and the U.S. Resident Holder is not entitled to relief under the Treaty.

Generally, the Common Shares, Common Warrants and Common Warrant Shares of a particular U.S. Resident Holder will not be "taxable Canadian property" of such U.S. Resident Holder at any time at which the Common Shares and Common Warrant Shares are listed on a "designated stock exchange," within the meaning of the Tax Act (which includes the Nasdaq) unless, at any particular time during the 60-month period that ends at that time, both of the following conditions are met concurrently: (a) 25% or more of the issued shares of any class of the capital stock of the Company were owned by or belonged to one or any combination of (i) the U.S. Resident Holder, (ii) persons with whom the U.S. Resident Holder did not deal at arm's length for purposes of the Tax Act, and (iii) partnerships in which the U.S. Resident Holder or a person described in (ii) holds a membership interest directly or indirectly through one or more partnerships; and (b) more than 50% of the fair market value of the Common Shares and Common Warrant Shares, as applicable, was derived, directly or indirectly, from one or any combination of: (i) real or immovable property situated in Canada, (ii) "Canadian resource properties" (as defined in the Tax Act), (iii) "timber resource properties" (as defined in the Tax Act),

and (iv) options in respect of, or interests in, or for civil law rights in, property described in any of (b)(i) to (iii), whether or not the property exists. Notwithstanding the foregoing, the Common Shares, Common Warrants and Common Warrant Shares may otherwise be deemed to be “taxable Canadian property” in certain circumstances as set out in the Tax Act.

In the case of a U.S. Resident Holder to whom a Common Share, Common Warrant and Common Warrant Share of the Company represents “taxable Canadian property”, under the Treaty, such a U.S. Resident Holder will generally not be subject to tax under the Tax Act on a capital gain realized on the disposition of such share or Common Warrant, as applicable, unless the value of such share or Common Warrant, as applicable, is derived principally from real property situated in Canada (within the meaning of the Treaty).

In the event that a Common Share, Common Warrant and Common Warrant Share is “taxable Canadian property,” within the meaning of the Tax Act, to a U.S. Resident Holder, such U.S. Resident Holder should consult their own tax advisor as to the Canadian federal income tax consequences of the disposition, including potential compliance requirements and withholding under section 116 of the Tax Act.

#### **TEM 6. [RESERVED]**

#### **TEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*This discussion contains forward-looking statements that involve risks and uncertainties. When reviewing the discussion below, you should keep in mind the substantial risks and uncertainties that impact our business. In particular, we encourage you to review the risks and uncertainties described in “Risk Factors” in Part I, Item 1A in this Annual Report on Form 10-K. 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 management'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.*

All amounts are expressed in thousands of United States dollars unless otherwise stated.

#### **EXECUTIVE OVERVIEW**

Village Farms International, Inc. (“VFF”, together with its subsidiaries, the “Company”, “Village Farms”, “we” “us” or “our”) is a corporation existing under the Business Corporations Act (Ontario). The Company's principal operating subsidiaries are Village Farms Canada LP (“VFCLP”), Village Farms LP (“VFLP”), Pure Sunfarms Corp (“Pure Sunfarms” or “PSF”), Balanced Health Botanicals, LLC (“Balanced Health”), Rose LifeScience Inc. (“Rose LifeScience” or “Rose”), and VF Clean Energy, Inc. (“VFCE”).

The Company'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 across profitable, high growth plant-based 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 largest consumer segments in the market. This market positioning, combined with our cultivation expertise, has enabled us to evolve into the second best-selling Canadian licensed producer (“LP”) of dried flower products, the second best-selling Canadian producer overall (fourth quarter 2023) and one of the few Canadian LPs with consistently strong operating results.

Additionally, through organic growth, acquisitions and/or exports, 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 country's medical market. In March 2022, our Canadian Cannabis business received European Union Good Manufacturing Practice (“EU GMP”) certification for Pure Sunfarms' 1.1 million square foot Delta 3 cannabis facility located in Delta, British Columbia (“B.C.”) 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. We also own one of ten licenses to cultivate cannabis legally in the Netherlands under that country's Closed Supply Chain Experiment program through our 85% ownership of Leli Holland.

Balanced Health, our industry-leading cannabinoid business, extends our portfolio into cannabidiol (“CBD”) consumer products.

We also operate a large, well-established, produce business (primarily tomatoes) under the Village Farms Fresh (“VF Fresh”) brand which sells to food 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 includes Pure Sunfarms and 70% owned Rose LifeScience.

Pure Sunfarms is one of the single largest cannabis growing operations in the world, one of the lowest-cost greenhouse producers and one of the best-selling flower brands in Canada. Pure Sunfarms leverages our 30 years of experience as a vertically integrated greenhouse grower for the high growth cannabis opportunity in Canada with commercial distribution in ten Canadian provinces and territories. Our long-term objective for Pure Sunfarms is to be the leading low-cost, high-quality cannabis producer in Canada.

Rose is one of the top-selling licensed producers 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 includes 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 retail storefronts and its top-ranked e-commerce platform, CBDistillery™.

##### *Produce Segment*

Our Produce segment is composed of VF Fresh, which currently consists of Village Farms LP and Village Farms Canada LP.

Through VF Fresh, we grow, market and distribute 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 Farms® 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 wholly owned VF Clean Energy Inc.

VFCE, which has partnered with Terreva Renewables (formerly Mas Energy) for the Delta RNG Project based on VFCE'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 January 2024, converts VFCE'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 will sell the renewable natural gas and VFCE will receive a portion of the revenue in the form of a royalty. The facility will also provide food-grade CO2 that can be used in both our cannabis and produce growing operations in Delta.

#### **Impact of Inflation and World Conflicts**

Our business has been affected, and we expect will continue to be affected for the foreseeable future, by rising inflation and supply chain issues arising from COVID-19, and indirectly, world conflicts (e.g., Russia/Ukraine) which may negatively affect our operating results. Inflation has affected and continues to affect, amongst other items, supply chain and labor costs as well as purchasing decisions of consumers which may impact demand for our products.

## Recent Developments and Updates

### *Canadian Cannabis Recent Developments and Updates*

Canadian Cannabis recent developments and updates include the following:

- Canadian Cannabis maintained its top three market share position nationally across all product categories in Canada for the 2023 year and reclaimed the number two market share position across all product categories for the fourth quarter of 2023 (the second consecutive quarter at the number two position).
- Canadian Cannabis maintained its top two market share position nationally in the dried flower category for the 2023 year and reclaimed the number one market share position in dried flower category in Canada nationally for the fourth quarter of 2023.
- Pure Sunfarms brand launched a new high-THC 1g vape offering, featuring formulations to maximize flavour, potency and consumer experience. The new vape offering was the culmination of over a year of extensive research, testing and consumer feedback to ensure everything about the all-new lineup was completely reimagined to bring consumers the best possible vape experience, including partnership with industry leading manufacturers to redesign its formulations and deliver a consistently reliable vape experience.
- The Canadian Cannabis business' premium Soar brand launched its first 1g Infused Blunts, which feature fresh, hang dried cannabis flower infused with a premium oil for consumers looking for an elevated cannabis experience.
- Subsequent to quarter end, the Canadian Cannabis business commenced exports to the United Kingdom (UK), launching some of Village Farms' most popular strains under two brands, Pure Sunfarms and The Original Fraser Valley Weed Co. ("Fraser Valley"), which are being distributed by 4C LABS, a leading UK medical cannabis company focused on providing patients with world class medical cannabis products.
- For the second consecutive year, Village Farms was named the Best Canadian Cannabis Company at the Benzinga Cannabis Awards.
- In February 2024, the Canadian House of Commons Standing Committee on Finance released a report outlining several recommendations regarding the country's regulated adult-use cannabis industry including a unanimous recommendation to make adjustment to the excise duty formula for cannabis so that it is limited to a 10% ad valorem rate, and the operation of the duty, including the requirement to apply an excise stamp on cannabis products.

### *U.S. Cannabis Recent Developments and Updates*

U.S. Cannabis recent developments and updates include the following:

- U.S. Cannabis launched a new visual brand for CBDistillery, including a revamped web site, focused on the wellness attributes of its products.
- U.S. Cannabis continued to advance the internalization of gummy production, ensuring consistency of supply while supporting higher gross margins.
- U.S. Cannabis ended the year with its all-time highest product rating.
- U.S. Cannabis expanded the proportion of subscription-based sales to 69% in 2023 from 56% in 2022.
- John Harloe, J.D., Ph.D., General Counsel at BHB, was appointed to the governing board of Colorado's Institute of Cannabis Research (ICR).

### *International Cannabis*

- Subsequent to quarter end, the Company commenced the build-out of its first indoor cannabis production facility in Drachten, Netherlands. Through its majority-owned (85%) subsidiary, Leli Holland, Village Farms holds one of 10 licenses permitting it to legally produce and distribute recreational cannabis in the Netherlands under the Dutch Cannabis Supply Chain Experiment. Production is targeted to start during the fourth quarter of 2024.

### *VF Fresh (Produce)*

- The Company commenced the re-purposing of half of its Delta 2 facility back to producing tomatoes for the 2024 calendar year, with the additional production expected to contribute incremental cash flow and profitability to this division.

- The Company has an ongoing the 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.

#### *Delta RNG Project Update*

- The Delta, British Columbia Renewable Natural Gas Project is in the process of being operationalized.

### **Presentation of Financial Results**

Our consolidated results of operations (prior to net income) for each of the three years ended December 31, 2023, 2022 and 2021 presented below reflect the operations of our consolidated wholly-owned subsidiaries. The income (loss) from our equity method investment in Village Farms Hemp ("VF Hemp") is reflected in our net income (loss) for the years ended December 31, 2022 and 2021 presented below. Balanced Health was acquired on August 16, 2021 and its results are presented in the operations of our consolidated wholly-owned subsidiaries from August 16, 2021 to December 31, 2023. The Company acquired 70% of Rose LifeScience on November 15, 2021 and its results are presented in the operations of our consolidated wholly-owned subsidiaries and the minority interest is presented in Net Income (Loss) Attributable to Non-controlling Interests, Net of Tax for the period November 15, 2021 through December 31, 2023. The Company acquired 85% of Leli on July 19, 2022. For the period July 19, 2022 through December 31, 2023 its results are presented in the operations of our consolidated wholly-owned subsidiaries and the minority interest is presented in Net Income (Loss) Attributable to Non-controlling Interests, Net of Tax.

### **Foreign Currency Exchange Rates**

All currency amounts in this Annual Report are stated in U.S. dollars, which is our reporting currency, unless otherwise noted. All references to "dollars" or "\$" 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 December 31, 2023, December 31, 2022, and December 31, 2021 for each of the fiscal years ending on such dates. Transactions affecting the shareholders' 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:

	As of December 31,		
	2023	2022	2021
Spot rate	0.7543	0.7380	0.7874
For the year ended	0.7410	0.7689	0.7977

### **Results of Operations**

#### **Consolidated Financial Performance**

*(In thousands of U.S. dollars, except per share amounts)*

	For the Year Ended December 31,		
	2023 <sup>(1)</sup>	2022 <sup>(1)</sup>	2021 <sup>(1)</sup>
Sales	\$ 285,603	\$ 293,572	\$ 268,020
Cost of sales	(236,177)	(266,075)	(222,841)
Gross margin	49,426	27,497	45,179
Selling, general and administrative expenses	(65,501)	(72,265)	(53,917)
Interest expense	(4,509)	(3,244)	(2,835)
Interest income	1,018	207	126
Foreign exchange gain (loss)	602	(2,255)	(476)
Other income (expense)	5,616	(115)	(420)
Write-off of joint venture loan	—	(592)	—
Impairments	(14,020)	(43,299)	—
Loss before taxes and loss from equity method investments	(27,368)	(94,066)	(12,343)
(Provision for) recovery of income taxes	(4,451)	(4,681)	3,526
Loss including non-controlling interests and before equity losses	(31,819)	(98,747)	(8,817)
Less: net loss attributable to non-controlling interests, net of tax	21	269	46
Loss from equity method investments	—	(2,668)	(308)
Net loss attributable to Village Farms International, Inc. shareholders	\$ (31,798)	\$ (101,146)	\$ (9,079)
Adjusted EBITDA <sup>(2)</sup>	\$ 7,585	\$ (34,633)	\$ 14,012
Basic loss per share	\$ (0.29)	\$ (1.13)	\$ (0.11)
Diluted loss per share	\$ (0.29)	\$ (1.13)	\$ (0.11)

(1) For the years ended December 31, 2023 and 2022 and for the period August 16, 2021 to December 31, 2021, Balanced Health is fully consolidated in the financial results of the Company. For the years ended December 31, 2023 and 2022 and for the period November 15, 2021 to December 31, 2021, Rose LifeScience's financial results are fully consolidated in the financial results of the Company with the non-controlling interest presented in net loss attributable to non-controlling interests, net of tax. For the year ended December 31, 2023 and for the period July 19, 2022 to December 31, 2022, Leli's financial results are fully consolidated in the financial results of the Company with the non-controlling interest presented in net loss attributable to non-controlling interests, net of tax.

(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 Company's 70% interest in Rose LifeScience since acquisition, 85% interest in Leli since acquisition, and 65% interest in VFH. For the year ended December 31, 2022, we previously included adjustments for \$11,038 of loss on inventory write-down to net realizable value for Canadian Cannabis and \$2,284 of obsolete inventory associated with the winding down of the Village Fields Hemp ("VFH") joint venture (the "JV exit") that are being excluded from Adjusted EBITDA for the year ended December 31, 2022 in response to comments from and discussions with the Staff of the U.S. Securities and Exchange Commission.

We caution that our results of operations for the years ended December 31, 2023, 2022 and 2021 may not be indicative of our future performance.

## Discussion of Financial Results

A discussion of our consolidated results for the years ended December 31, 2023, 2022 and 2021 is included below. The consolidated results include all four of our operating segments, Produce, Cannabis-Canada, Cannabis-U.S., and Energy, along with all public company expenses.

Under "Canadian Cannabis Segment Results", we also present a discussion of the operating results of Pure Sunfarms for the years ended December 31, 2023, 2022 and 2021. As a result of the Pure Sunfarms Acquisition, Pure Sunfarms recognized an adjustment in the fair value of its inventory on-hand on the acquisition date, resulting in a \$3,972 reduction to cost of sales for the year ended December 31, 2022 and a \$980 charge to cost of sales for the year ended December 31, 2021. This is a non-cash accounting charge to cost of sales of Pure Sunfarms. The "Cannabis Segment Results - Canada" also include the operating results of Rose LifeScience, which are consolidated in our financial results and the minority interest is presented in loss attributable to non-controlling interests, net of tax, for the years ended December 31, 2023 and 2022 and for the period November 15, 2021 to December 31, 2021.

Under "U.S. Cannabis Segment Results", we present a discussion of the operating results of Balanced Health for the years ended December 31, 2023 and 2022 and the period of August 16, 2021 to December 31, 2021, which were consolidated in the Company's financial results for the year ended December 31, 2021. We also present VF Hemp which was an equity method joint venture which ceased operations in 2022 and its results are included in losses from equity method investments for the years ended December 31, 2022 and 2021.

## CONSOLIDATED RESULTS

### *Year Ended December 31, 2023 Compared to Year Ended December 31, 2022*

#### **Sales**

Sales for the year ended December 31, 2023 decreased (\$7,969), or approximately (3%), to \$285,603 compared to \$293,572 for the year ended December 31, 2022. The decrease in sales was primarily attributable to a decrease in VF Fresh sales of (\$9,009) and a decrease in U.S. Cannabis sales of (\$2,972), partially offset by an increase in Canadian Cannabis sales of \$4,148. For additional information, refer to "Segmented Results of Operations" below.

#### **Cost of Sales**

Cost of sales for the year ended December 31, 2023 decreased \$29,898, or 11%, to \$236,177 from \$266,075 for the year ended December 31, 2022, due primarily to a decrease in VF Fresh cost of sales of \$26,570, Canadian Cannabis cost of sales of \$2,404, and U.S. Cannabis cost of sales of \$641. For additional information, refer to "Segmented Results of Operations" below.

#### **Gross Margin**

Gross margin for the year ended December 31, 2023 increased \$21,929, or 80%, to \$49,426 from \$27,497 for the year ended December 31, 2022. The increase in gross margin was primarily attributable to an increase in gross margin at VF Fresh of \$17,561 and Canadian Cannabis of \$6,552, partially offset by a decrease in US Cannabis of (\$2,331). For additional information, refer to "Segmented Results of Operations" below.

#### **Selling, General and Administrative Expenses**

Selling, general and administrative expenses for the year ended December 31, 2023 decreased \$6,764 to \$65,501, or 23% of sales, from \$72,265, or 25% of sales, for the year ended December 31, 2022. The decrease in sales, general and administrative expenses was due to lower operating expenses of \$5,888 attributable to improvements in all divisions and lower share-based compensation of approximately \$876. For additional information, refer to "Segmented Results of Operations" below.

	For the Year Ended December 31,	
	2023	2022
Selling, general and administrative expenses	\$ 62,390	\$ 68,278
Share-based compensation	3,111	3,987
<b>Total selling, general and administrative expenses</b>	<b>\$ 65,501</b>	<b>\$ 72,265</b>

#### Interest Expense

Interest expense for the year ended December 31, 2023 increased \$1,265 to \$4,509 from \$3,244 for the year ended December 31, 2022. The increase was due to an increase in the Company's interest rates on its various debt instruments.

#### Interest Income

Interest income for the years ended December 31, 2023 and 2022 was \$1,018 and \$207, respectively.

#### Other Income (Expense)

Other income for the year ended December 31, 2023 was \$5,616 as compared to other expense of (\$115) for the year ended December 31, 2022. The increase in other income (expense) was primarily attributable to a favorable vendor settlement relating to the partial recovery of operational losses from the Tomato Brown Rugose Fruit Virus ("ToBRFV") infestation of \$5,585 in the year ended December 31, 2023.

#### Loss Before Taxes and Loss from Equity Method Investments

Loss before taxes and loss from equity method investments for the year ended December 31, 2023 was (\$27,368) compared to (\$94,066) for the year ended December 31, 2022, an improvement of \$66,698, or 71%. The improvement was primarily due to improved operating performance, with an increase in gross margin of \$21,929, a lower impairment of goodwill and intangible assets of \$14,020 in 2023 versus \$43,299 for 2022, and a favorable vendor settlement relating to the partial recovery of operational losses from the ToBRFV infestation for the year ended December 31, 2023 of \$5,585. In addition, there were lower selling, general and administrative expenses in all segments.

#### (Provision for) Recovery of Income Taxes

The provision for income taxes for the years ended December 31, 2023 and 2022 was (\$4,451) and (\$4,681), respectively. For the twelve months ended December 31, 2023, our effective tax rate, including both current and deferred income taxes was 16.3%, and included a change in valuation allowance against our U.S. deferred tax assets of \$4,823, and a \$4,288 valuation allowance against our Canadian deferred tax assets on a net basis, recorded as of December 31, 2023.

#### Net Loss Attributable to Non-controlling Interests, Net of Tax

For the year ended December 31, 2023, the add back for net loss attributable to non-controlling interests, net of tax was \$21 compared to a net loss of \$269 for the year ended December 31, 2022.

#### Loss from Equity Method Investments

Our share of losses from our equity method investments for the year ended December 31, 2023 was \$0 compared to \$2,668 for the year ended December 31, 2022. The decrease from the prior year was primarily due to a non-recurring write-down of inventory at VF Hemp in 2022 that was not present in the 2023 period.

#### Net Loss Attributable to Village Farms International, Inc. Shareholders

Net loss attributable to Village Farms International, Inc. shareholders for the year ended December 31, 2023 was (\$31,798) as compared to (\$101,146) for the year ended December 31, 2022, an improvement of \$69,348, or 69%, due to improved performance from VF Fresh and lower selling, general and administrative expenses in all segments.

#### Adjusted EBITDA

Adjusted EBITDA for the year ended December 31, 2023 increased by \$42,218 to \$7,585 from (\$34,633) for the year ended December 31, 2022, due to an improved adjusted EBITDA of VF Fresh of \$24,875, as well as our Canadian cannabis division of \$12,717 and our U.S. Cannabis division of \$638. In addition, for the year ended December 31, 2022, we previously included

adjustments for \$11,038 of loss on inventory write-down to net realizable value for Canadian Cannabis and \$2,284 of obsolete inventory associated with the JV exit that are now being excluded from 2022 Adjusted EBITDA in response to comments from and discussions with the Staff of the U.S. Securities and Exchange Commission. See the reconciliation of Adjusted EBITDA to net income in "Non-GAAP Measures—Reconciliation of Net Earnings to Adjusted EBITDA".

#### **Year Ended December 31, 2022 Compared to Year Ended December 31, 2021**

##### **Sales**

Sales for the year ended December 31, 2022 increased \$25,552, or 10%, to \$293,572 compared to \$268,020 for the year ended December 31, 2021. The increase in sales was primarily due to an increase in Canadian cannabis sales of \$13,448, U.S. Cannabis sales of \$11,957, and our own produce revenue of \$7,152, offset by a decrease in produce supply partner revenue of (\$6,896). The year over year increase in Canadian cannabis sales is primarily due to the benefit of a full year of sales in 2022 from Rose LifeScience, which was acquired on November 15, 2021, which resulted in a year on year increase of \$12,462. The increase from U.S. Cannabis sales in 2022 was due to the benefit of a full year of sales from Balanced Health, which was acquired on August 16, 2021. The increase in the Company's produce sales was primarily due to a 18% increase in pounds produced in Texas, offset by a (17%) decrease in pounds produced at the Company's Delta tomato greenhouse facility, due to the ToBRFV infestation, as well as a (9%) decrease in supply partner volume.

##### **Cost of Sales**

Cost of sales for the year ended December 31, 2022 increased (\$43,234), or (19%), to \$266,075 from \$222,841 for the year ended December 31, 2021, due primarily to an increase in Canadian Cannabis cost of sales of \$21,269, an increase in produce cost of sales of \$19,329 and an increase in U.S. Cannabis cost of sales of \$4,245.

The increase from Canadian cannabis cost of sales was primarily due to a fourth quarter inventory impairment charge of \$11,038 as well as the inclusion of twelve months of costs for Rose LifeScience, which resulted in \$10,536 of the year on year increase. The increase in produce cost of sales was due to higher volumes of tomatoes, peppers and cucumbers which drove higher freight costs, inflationary pressure on both labor, fertilizer, energy and packaging material. The increase in U.S. Cannabis cost of sales was due to the inclusion of the cost of sales for a full year versus prior year from its acquisition date of August 16, 2021.

##### **Gross Margin**

Gross margin for the year ended December 31, 2022 decreased (\$17,682), or (39%), to \$27,497 from \$45,179 for the year ended December 31, 2021. The year on year decrease in gross margin was driven by the Company's produce division with a year over year decrease of \$19,073 and the Company's Canadian cannabis division with a year over year decrease of \$7,821, this was partially offset by a year over year increase in the Company's US cannabis gross margin of \$7,712.

##### **Selling, General and Administrative Expenses**

Selling, general and administrative expenses for the year ended December 31, 2022 increased (\$18,348), or (34%), to \$72,265 or 25% of sales from \$53,917 or 20% of sales for the year ended December 31, 2021. The year over year increase was primarily due to the inclusion of a full year of selling, general and administrative expenses from Rose Life Sciences and our U.S. cannabis business. The Company also experienced an increase in both its produce division, due to incremental legal and settlements costs, as well as its public company costs primarily driven by its first year of Sarbanes-Oxley compliance. This was partially offset by a decrease in share-based compensation primarily related to the vesting of performance share grants in 2021 that were earned in the Canadian Cannabis segment and U.S. Cannabis segment.

	<b>For the Year Ended December 31,</b>			
	<b>2022</b>		<b>2021</b>	
Selling, general and administrative expenses	\$	68,278	\$	46,384
Share-based compensation		3,987		7,533
<b>Total selling, general and administrative expenses</b>	<b>\$</b>	<b>72,265</b>	<b>\$</b>	<b>53,917</b>

##### **Interest Expense**

Interest expense for the year ended December 31, 2022 increased \$409 to \$3,244 from \$2,835 for the year ended December 31, 2021. The increase was solely due to an increase in the Company's interest rates on its various debt instruments.

##### **Interest Income**

Interest income for the years ended December 31, 2022 and 2021 was \$207 and \$126, respectively.



**(Provision for) Recovery of Income Taxes**

The provision for income taxes for the year ended December 31, 2022 was (\$4,681) compared to a recovery of income taxes of \$3,526 for the year ended December 31, 2021. For the twelve months ended December 31, 2022, our effective tax rate, including both current and deferred income taxes was 4.8%, and included a \$30,419 valuation allowance against our U.S. deferred tax assets.

**Net Loss Attributable to Non-controlling Interests, Net of Tax**

For the year ended December 31, 2022, the add back for net loss attributable to non-controlling interests, net of tax was \$269, an increase from \$46 for the prior year period. The increase is due to a full year of results from our 70% ownership in Rose LifeScience, acquired on November 15, 2021.

**Loss from Equity Method Investments**

Our share of losses from our equity method investments for the year ended December 31, 2022 was \$2,668 compared to \$308 for the year ended December 31, 2021. The increased loss was primarily due to the write-down of inventory at VF Hemp in 2022.

**Net Loss Attributable to Village Farms International, Inc. Shareholders**

Net loss attributable to Village Farms International, Inc. shareholders for the years ended December 31, 2022 and 2021 was (\$101,146) and (\$9,079), respectively. The increase in net loss was driven by a decrease in gross margin from our Fresh Produce business, goodwill and intangible impairment charges, inventory write-downs (both in Canadian Cannabis and US VF Hemp) as well as a valuation allowance on the Company's existing U.S. deferred tax asset.

**Adjusted EBITDA**

Adjusted EBITDA for the year ended December 31, 2022 decreased (\$48,645) to (\$34,633) from \$14,012 for the year ended December 31, 2021, due to lower adjusted EBITDA from VF Fresh of \$22,410, as well as lower adjusted EBITDA in our Canadian cannabis division of \$21,368 and our U.S. Cannabis division of \$2,449. In addition, Adjusted EBITDA for the year ended December 31, 2022 reflected the impact of our \$11,038 loss on inventory write-down to net realizable value for Canadian Cannabis and \$2,284 of obsolete inventory associated with the JV exit. See the reconciliation of Adjusted EBITDA to net income in "Non-GAAP Measures—Reconciliation of Net Earnings to Adjusted EBITDA".

**SEGMENTED RESULTS OF OPERATIONS**

(In thousands of U.S. dollars, except per share amounts, and unless otherwise noted)

	For the Year Ended December 31, 2023						
	VF Fresh (Produce)	Cannabis Canada <sup>(1)</sup>	Cannabis U.S. <sup>(1)</sup>	Clean Energy	Corporate	Total	
Sales	\$ 151,243	\$ 114,030	\$ 20,330	\$ —	\$ —	\$ 285,603	
Cost of sales	(151,064)	(78,090)	(7,002)	(21)	—	(236,177)	
Selling, general and administrative expenses	(10,625)	(29,275)	(13,118)	(32)	(12,451)	(65,501)	
Other expense, net	3,495	(2,136)	(18)	(133)	1,519	2,727	
Impairments	—	—	(14,020)	—	—	(14,020)	
Operating (loss) income	(6,951)	4,529	(13,828)	(186)	(10,932)	(27,368)	
Provision for income taxes	(1,284)	(1,431)	—	—	(1,736)	(4,451)	
(Loss) income from consolidated entities	(8,235)	3,098	(13,828)	(186)	(12,668)	(31,819)	
Less: net (income) loss attributable to non-controlling interests, net of tax	—	(162)	—	—	183	21	
Net (loss) income	\$ (8,235)	\$ 2,936	\$ (13,828)	\$ (186)	\$ (12,485)	\$ (31,798)	
Adjusted EBITDA <sup>(2)</sup>	\$ 506	\$ 14,764	\$ 861	\$ (186)	\$ (8,360)	\$ 7,585	
Basic (loss) income per share	\$ (0.07)	\$ 0.03	\$ (0.13)	\$ (0.00)	\$ (0.12)	\$ (0.29)	
Diluted (loss) income per share	\$ (0.07)	\$ 0.03	\$ (0.13)	\$ (0.00)	\$ (0.12)	\$ (0.29)	

	For the Year Ended December 31, 2022					
	VF Fresh (Produce)	Cannabis Canada <sup>(1)</sup>	Cannabis U.S. <sup>(1)</sup>	Clean Energy	Corporate	Total
Sales	\$ 160,252	\$ 109,882	\$ 23,302	\$ 136	\$ —	\$ 293,572
Cost of sales	(177,634)	(80,494)	(7,643)	(304)	—	(266,075)
Selling, general and administrative expenses	(12,004)	(31,608)	(16,305)	(58)	(12,290)	(72,265)
Other expense, net	(1,187)	(2,023)	(247)	(43)	(1,907)	(5,407)
Write-off of joint venture loan	—	—	—	—	(592)	(592)
Impairments	—	—	(43,299)	—	—	(43,299)
Operating loss	(30,573)	(4,243)	(44,192)	(269)	(14,789)	(94,066)
(Provision for) recovery of income taxes	(9,914)	4,091	—	—	1,142	(4,681)
Loss from consolidated entities	(40,487)	(152)	(44,192)	(269)	(13,647)	(98,747)
Less: net loss attributable to non-controlling interests, net of tax	—	269	—	—	—	269
Loss from equity method investments	—	—	—	—	(2,668)	(2,668)
Net (loss) income	\$ (40,487)	\$ 117	\$ (44,192)	\$ (269)	\$ (16,315)	\$ (101,146)
Adjusted EBITDA <sup>(2)</sup>	\$ (24,369)	\$ 2,047	\$ 223	\$ (263)	\$ (12,271)	\$ (34,633)
Basic (loss) income per share	\$ (0.45)	\$ 0.00	\$ (0.52)	\$ 0.00	\$ (0.16)	\$ (1.13)
Diluted (loss) income per share	\$ (0.45)	\$ 0.00	\$ (0.52)	\$ 0.00	\$ (0.16)	\$ (1.13)

	For the Year Ended December 31, 2021					
	VF Fresh (Produce)	Cannabis Canada <sup>(1)</sup>	Cannabis U.S. <sup>(1)</sup>	Clean Energy	Corporate	Total
Sales	\$ 159,996	\$ 96,434	\$ 11,345	\$ 245	\$ —	\$ 268,020
Cost of sales	(158,305)	(59,225)	(3,398)	(1,913)	—	(222,841)
Selling, general and administrative expenses	(10,980)	(23,675)	(5,763)	(188)	(13,311)	(53,917)
Other expense, net	(379)	(2,682)	16	(38)	(522)	(3,605)
Operating (loss) income	(9,668)	10,852	2,200	(1,894)	(13,833)	(12,343)
Recovery of (provision for) income taxes	2,278	(1,688)	—	—	2,936	3,526
Loss from consolidated entities	(7,390)	9,164	2,200	(1,894)	(10,897)	(8,817)
Less: net loss attributable to non-controlling interests, net of tax	—	46	—	—	—	46
Loss from equity method investments	—	—	—	—	(308)	(308)
Net (loss) income	\$ (7,390)	\$ 9,210	\$ 2,200	\$ (1,894)	\$ (11,205)	\$ (9,079)
Adjusted EBITDA <sup>(2)</sup>	\$ (1,959)	\$ 23,415	\$ 2,672	\$ (343)	\$ (9,773)	\$ 14,012
Basic (loss) income per share	\$ (0.09)	\$ 0.11	\$ 0.02	\$ (0.02)	\$ (0.13)	\$ (0.11)
Diluted (loss) income per share	\$ (0.09)	\$ 0.11	\$ 0.02	\$ (0.02)	\$ (0.13)	\$ (0.11)

(1) For the years ended December 31, 2023, 2022 and 2021, Pure Sunfarms is fully consolidated in the financial results of the Company. For the years ended December 31, 2023 and 2022 and for the period August 16, 2021 to December 31, 2021, Balanced Health is fully consolidated in the financial results of the Company. For the years ended December 31, 2023 and 2022 and for the period November 15, 2021 to December 31, 2021, Rose LifeScience's financial results are fully consolidated in the financial results of the Company with the non-controlling interest presented in net (income) loss attributable to non-controlling interests, net of tax. For the year ended December 31, 2023 and for the period July 19, 2022 to December 31, 2022, Leli's financial results are fully consolidated in the financial results of the Company with the minority non-controlling interest presented in net (income) loss attributable to non-controlling interests, net of tax.

(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 Company's 70% interest in Rose LifeScience since acquisition, 85% interest in Leli since acquisition, and 65% interest in VFH. For the year ended December 31, 2022, we previously included adjustments for \$11,038 of loss on inventory write-down to net realizable value for Canadian Cannabis and \$2,284 of obsolete inventory associated with the JV exit that are being excluded from Adjusted EBITDA for the year ended December 31, 2022 in response to comments from and discussions with the Staff of the U.S. Securities and Exchange Commission.

## 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 Rose LifeScience for the years ended December 31, 2023 and 2022. The Canadian cannabis segment for calendar year 2021 includes Pure Sunfarms plus the operating results of Rose LifeScience for the period November 15, 2021 to December 31, 2021. The Rose LifeScience minority interest is presented in Net Loss Attributable to Non-controlling Interests, Net of Tax.

### Year Ended December 31, 2023 Compared to Year Ended December 31, 2022

#### Sales

Canadian cannabis net sales for the years ended December 31, 2023 increased by \$4,148, or 4%, to \$114,030 from \$109,882, for the year ended December 31, 2023. The increase in sales was due to an 11% increase in branded sales, partially offset by a (10%) decrease in non-branded sales and an unfavorable impact of exchange rate fluctuations. The 11% increase in branded sales was due to an increase in sales in Quebec and Alberta. Canadian cannabis branded sales growth was primarily in large and small formats of flower and pre-rolls. The (10%) decrease in non-branded sales was primarily due to an oversupplied LP market and continuing desperation pricing by some LPs in the early portion of calendar year 2023. International sales increased by \$731 for the year ended December 31, 2023, or 19%, to \$4,600 versus \$3,869 for the year ended December 31, 2022. The increase was primarily driven by incremental sales to Australia and Germany.

Canadian Cannabis continues to pay a burdensome excise tax on its branded sales (provincial sales). For the year ended December 31, 2023, the Company incurred excise tax of \$58,015 (C\$78,315) versus \$50,126 (C\$65,555) for the year ended December 31, 2022. The increase of \$7,889 (C\$12,760) was due to higher kilograms sold in the provincial (branded) channel. The Canadian excise tax is our single largest cost of participating in the adult-use market in Canada.

For the year ended December 31, 2023, 80% of Canadian Cannabis net sales was generated from branded flower, pre-roll sales, and cannabis derivative products, net of excise tax. For the year ended December 31, 2022, 77% of Canadian Cannabis net sales was generated from branded flower, pre-roll sales and cannabis derivative products, net of excise tax. Non-branded, international, and other sales accounted for 20% of Canadian Cannabis net sales in 2023, as compared to 23% in 2022. The decrease in non-branded sales was driven by the oversupplied LP market, particularly for lower specification biomass, which drove down prices.

The net average selling price of branded flower and pre-roll formats decreased in 2023 as compared to 2022. Excluding pre-roll formats, the average net selling price of branded flower decreased by (16%) in 2023 due to a higher ratio of large format products to small format products and an increase in sales for our value brand Fraser Valley Weed Co. The decrease in the net average selling price is also attributable to the strong demand of Fraser Valley Weed Co., which targets the value segment of the market. The net average selling price of bulk non-branded flower and trim increased by 7% in 2023 largely due to a decreased volume of trim sales and an increase in bulk flower which are sold at a higher selling price relative to trim, particularly in the second half of 2023.

The following table presents sales by Canadian Cannabis revenue stream, together with the impact of excise tax, in U. S. dollars and Canadian dollars, for the years ended December 31, 2023 and 2022:

(in thousands of U.S. dollars)	For The Year Ended	
	December 31, 2023	December 31, 2022
Branded sales	\$ 149,929	\$ 135,649
International sales	4,600	3,869
Non-branded sales	15,457	17,848
Other	2,059	2,642
Less: excise taxes	(58,015)	(50,126)
<b>Net Sales</b>	<b>\$ 114,030</b>	<b>\$ 109,882</b>

(in thousands of Canadian dollars)	For The Year Ended	
	December 31, 2023	December 31, 2022
Branded sales	\$ 202,367	\$ 177,234
International sales	6,208	5,153
Non-branded sales	20,967	23,285
Other	2,778	3,411
Less: excise taxes	(78,315)	(65,555)
<b>Net Sales</b>	<b>\$ 154,005</b>	<b>\$ 143,528</b>

#### Cost of Sales

Cost of sales for the years ended December 31, 2023 and 2022 was \$78,090 and \$80,494, respectively, representing a decrease of 3%, or \$2,404. The primary reason for the decrease from the prior year was due to a non-recurring inventory write down

of (\$11,038) (C\$15,000) during the year ended December 31, 2022, which represented lower potency flower that was harvested in 2021 or earlier. The decrease was mostly offset by an increase in branded kilograms sold which had an incremental cost of production to manufacture and package over bulk product sold in the wholesale channel.

#### **Gross Margin**

Gross margin for the year ended December 31, 2023 increased \$6,552, or 22%, to \$35,940 from \$29,388 for the year ended December 31, 2022. Gross margin as a percentage of net sales for the periods ended December 31, 2023 and 2022 was 32% and 27%, respectively.

#### **Selling, General and Administrative Expenses**

Selling, general and administrative expenses for the year ended December 31, 2023 were \$29,275, or 26%, of net sales compared to \$31,608, or 29% of net sales for the year ended December 31, 2022. The decrease in selling, general and administrative expenses was primarily due to reduced labor costs from the ongoing optimization of operations.

#### **Other (Expense) Income, net**

Other (expense) income, net was (\$2,136) for the year ended December 31, 2023 compared to (\$2,023) for the year ended December 31, 2022.

#### **Net Income**

Net income for the years ended December 31, 2023 and 2022 was \$2,936 and \$117 respectively. The increase is primarily due to the improvement in gross margin and reduced selling, general and administrative expenses, partially offset by the current year provision for income tax of (\$1,431).

#### **Adjusted EBITDA**

Adjusted EBITDA was \$14,764 for the year ended December 31, 2023 and \$2,047 for the year ended December 31, 2022. The increase of \$12,717, or 621%, between periods was primarily due to an inventory impairment charge of \$11,038 during the year ended December 31, 2022 and lower selling, general and administrative expenditures in 2023 versus 2022. See the reconciliation of Adjusted EBITDA to net income in "Non-GAAP Measures—Reconciliation of Net Earnings to Adjusted EBITDA".

#### ***Year Ended December 31, 2022 Compared to Year Ended December 31, 2021***

##### **Sales**

Canadian cannabis net sales for the years ended December 31, 2022 and 2021 was \$109,882 and \$96,434, respectively, a year over year increase of 14%, or \$13,448. The year over year change is comprised of a 21% increase in sales to provincial boards (branded sales) offset by an (14%) decrease in wholesale sales (non-branded sales). The net sales also include a full year of sales contributed by Rose LifeScience of \$13,922, compared to net sales of \$1,460 for the prior year period from acquisition date, November 15, 2021 to December 31, 2021. The 25% increase in branded sales was due to an increase in sales in Ontario, British Columbia, Alberta and Quebec, as well as expansion into the provinces and territories of New Brunswick, Yukon, Newfoundland, and Labrador and Northwest Territories. Canadian cannabis branded sales growth was primarily in large and small formats of flower and pre-rolls.

For the year ended December 31, 2022, 73% of sales was generated from branded flower and pre-roll sales, with an additional 4% from branded cannabis derivative products. For the year ended December 31, 2021, 64% of the revenue was generated from branded flower and pre-roll sales, with an additional 10% from branded cannabis derivative products. Non-branded sales accounted for 23% of revenue in 2022, as compared to 26% of revenue in 2021. The decrease in non-branded sales was driven by the oversupplied LP market, particularly for lower specification biomass, which drove down prices.

The net average selling price of branded flower and pre-roll formats decreased in 2022 as compared to 2021. Excluding pre-roll formats, the average net selling price of branded flower decreased by (14%) in 2022 due to a higher ratio of large format products to small format products, as well as the introduction of our newly launched Fraser Valley Weed Co. in the later part of the year and lower pricing in Quebec. The net average selling price of bulk non-branded flower and trim decreased by (16%) largely due to an increased volume of trim sales which are sold at a lower selling price relative to non-branded flower.

##### **Cost of Sales**

Cost of sales for the years ended December 31, 2022 and 2021 was \$80,494 and \$59,225, respectively, an increase of 36%, or \$21,269. The largest driver of the year on year increase was the Company's fourth quarter inventory write down of \$11,038 (C\$15,000), which represented lower potency flower that was over 12 months old. The balance of the increase was due to the full year inclusion of Rose LifeScience, which resulted in incremental cost of sales of \$10,536 and the increase in branded kilograms sold which has an incremental cost of production to manufacture and package over bulk product sold in the wholesale channel.

**Gross Margin**

Gross margin for the year ended December 31, 2022 decreased (\$7,821), or (21%), to \$29,388 from \$37,209 for the year ended December 31, 2021. Gross margin as a percentage of net revenue for the periods ended December 31, 2022 and 2021 was 27% and 39%, respectively.

The gross margin decline in 2022 as compared to 2021, was primarily due to the \$11,038 inventory write-down and the launch of the Company's new value brand - Fraser Valley Weed Co. which has a lower margin than the Company's Pure Sunfarms flower products.

**Selling, General and Administrative Expenses**

Selling, general and administrative expenses for the year ended December 31, 2022 were \$31,608, or 29%, of net sales compared to \$23,675, or 25% of net sales for the year ended December 31, 2021. The increase in 2022 was primarily due to higher Health Canada regulatory fees, which are based on cannabis sales, a full year of expenses from Rose LifeScience, as well as incremental year over year expenses for sales, marketing and headcount to support the growth of the Canadian cannabis segment. Share-based compensation for the years ended December 31, 2022 and 2021 was \$1,373 and \$2,738, respectively. The decrease in 2022, is due to the 2021 vesting of performance share grants that were earned in the Canadian cannabis segment for Pure Sunfarms' management.

**Other (Expense) Income, net**

Other (expense) income, net was (\$2,023) for the year ended December 31, 2022 compared to (\$2,682) for the year ended December 31, 2021.

**Net Income**

Net income for the years ended December 31, 2022 and 2021 was \$117 and \$9,210 respectively. The decrease is primarily due to the \$11,038 inventory impairment recorded at December 31, 2022.

**Adjusted EBITDA**

Adjusted EBITDA was \$2,047 for the year ended December 31, 2022 and \$23,415 for the year ended December 31, 2021. The decrease of (\$21,368), or (91%), is due to an inventory impairment charge of \$11,038 during the year ended December 31, 2022 resulting in a decrease in gross margin and an increase in selling, general and administrative expenses. See the reconciliation of Adjusted EBITDA to net income in "Non-GAAP Measures—Reconciliation of Net Earnings to Adjusted EBITDA".

**U. S. CANNABIS SEGMENT RESULTS**

The U.S. Cannabis segment currently consists of Balanced Health. For the years ended December 31, 2023 and 2022, U.S. Cannabis financial results are based on the consolidated results of Balanced Health. For the year ended December 31, 2021, U.S. Cannabis financial results are based on the consolidated results of Balanced Health from the closing date of the acquisition of August 16, 2021, as the results of Balanced Health from August 16, 2021 through December 31, 2021 are consolidated in the Company's results. VF Hemp was a joint venture which ceased operations in 2022, and its results are included in "Loss from Equity Method Investments" for the years ended December 31, 2022 and 2021.

***Year Ended December 31, 2023 Compared to Year Ended December 31, 2022*****Sales**

U.S. Cannabis net sales for the year ended December 31, 2023 were \$20,330, a decrease of (\$2,972) or (13%), from the prior year net sales of \$23,302. The decrease was primarily due to lower direct-to-consumer sales due to the proliferation of hemp derived cannabinoid sales. All U.S. Cannabis sales were generated in the United States, with sales composed of 82% e-commerce sales, 9% retail sales 7% freight income and 2% miscellaneous income.

**Cost of Sales**

U.S. Cannabis cost of sales for the year ended December 31, 2023 were \$7,002 as compared to \$7,643 for the year ended December 31, 2022. The decrease in cost of sales of 8% was primarily due to lower volumes sold in 2023 versus 2022, as margins on most products remained consistent between years, and was partially offset by a shift in product mix as consumers moved to gummy sales rather than the higher margin tincture products.

**Gross Margin**

U.S. Cannabis gross margin for the year ended December 31, 2023 was \$13,328, or 66%, compared to \$15,659, or 67% for the year ended December 31, 2022.

**Selling, General and Administrative Expenses**

U.S. Cannabis selling, general and administrative expenses for the year ended December 31, 2023 were \$13,118, or 65% of sales, compared to \$16,305, or 70% of sales, for the year ended December 31, 2022. The improvement in selling, general and administrative expenses when compared to the same prior year period is due to reductions in headcount, contract renegotiation and more efficient marketing and brand spending.

**Net (Loss) Income**

U.S. Cannabis net loss for the year ended December 31, 2023 was (\$13,828) as compared to the loss of (\$44,192) for the prior year ended December 31, 2022. The decrease in U.S. Cannabis net loss was primarily due to a lower impairment cost in 2023 of \$14,020 compared to an impairment cost of \$43,299 for the calendar year 2022.

**Adjusted EBITDA**

U.S. Cannabis adjusted EBITDA for the year ended December 31, 2023 was \$861 as compared to \$223 for the year ended December 31, 2022. The increase in the adjusted EBITDA was due primarily to lower selling and administrative expenses. See the reconciliation of Adjusted EBITDA to net income in "Non-GAAP Measures—Reconciliation of Net Earnings to Adjusted EBITDA".

**Year Ended December 31, 2022 Compared to Year Ended December 31, 2021****Sales**

U.S. Cannabis net sales for the year ended December 31, 2022 were \$23,302, an increase of \$11,957 or 105%, from the prior partial year net sales of \$11,345. While the year on year sales resulted in an increase, the annualized sales for the Company's U.S. Cannabis division decreased. Over 99% of sales are generated in the United States and sales are composed of 80% from e-commerce sales, 14% from retail sales, and 6% from shipping income.

**Cost of Sales**

U.S. Cannabis cost of sales for the year ended December 31, 2022 were \$7,643 as compared to \$3,398 for the prior year period of August 16, 2021 to December 31, 2021. Cost of sales are attributed directly to e-commerce, retail and bulk cost of sales with all other costs categorized within other manufacturing costs of sales which include warehouse expenses, freight and shipping supplies.

**Gross Margin**

U.S. Cannabis gross margin for the year ended December 31, 2022 was \$15,659, or 67%, compared to \$7,947, or 70% for the period of August 16, 2021 to December 31, 2021. The slight decrease in the gross margin percentage was driven by the increase in the gummy sales versus tinctures, as tinctures have a higher product gross margin.

**Selling, General and Administrative Expenses**

U.S. Cannabis selling, general and administrative expenses for the year ended December 31, 2022 were \$16,305, or 70% of sales compared \$5,763, or 51% of sales for the short prior year period of August 16, 2021 to December 31, 2021. The increase relative to sales is primarily due to an increase in eCommerce marketing. As the U.S. Cannabis business derives a significant number of sales through its online technology platforms, the primary expense categories within selling, general and administrative include sales and marketing, merchant fees, e-commerce support, share-based compensation and IT services.

**Net (Loss) Income**

U.S. Cannabis net loss for the year ended December 31, 2022 was (\$44,192) as compared to net income of \$2,200 for the prior year period of August 16, 2021 to December 31, 2021. The decrease was primarily due to the impairment charges to goodwill.

**Adjusted EBITDA**

U.S. Cannabis adjusted EBITDA for the year ended December 31, 2022 was \$223 as compared to \$2,672 for the prior year period of August 16, 2021 to December 31, 2021. The decrease in the adjusted EBITDA was due to a lower margin as well as a full year of U.S. Cannabis selling and administrative expenses. See the reconciliation of Adjusted EBITDA to net income in "Non-GAAP Measures—Reconciliation of Net Earnings to Adjusted EBITDA".

**PRODUCE SEGMENT RESULTS****Year Ended December 31, 2023 Compared to the Year Ended December 31, 2022****Sales**

Sales for the year ended December 31, 2023 decreased by (\$9,009) to \$151,243, compared to \$160,252 for the year ended December 31, 2022. The decrease in sales of (6%) was primarily due to a decrease in supply partner revenues of (\$14,141), partially

offset by an increase in sales at the VF Fresh owned greenhouses of \$5,132. The supply partner revenue decrease is due to lower volumes of (11%), with a (5%) decrease in tomato pounds sold, a (26%) decrease in pepper pounds sold, an (11%) decrease in cucumber pounds sold, and a (13%) decrease in mini cucumber pounds sold. The decrease in supply partner pounds is mostly due to the loss of two larger growers in late 2022. Sales at VF Fresh-owned greenhouses increased 7% due to a 14% increase in the selling price partially offset by a decrease of (3%) in pounds produced. The decrease of (3%) in production pounds was due to a planned reduction of (71%) in the planted area at the Permian Basin facility as well as a decrease of (17%) at the Marfa 2 facility.

The average selling price for all produce sold during the year ended December 31, 2023, as compared to the year ended December 31, 2022 was as follows: tomato prices increased 3.7%, pepper prices decreased (8%), cucumber prices increased 25% and mini cucumber prices increased 42%.

#### **Cost of Sales**

Cost of sales decreased \$26,570, or 15%, to \$151,064 for the year ended December 31, 2023, from \$177,634 for the year ended December 31, 2022. The decrease is primarily due to decreases in supply partner costs of \$9,043, reduced costs from the VF owned greenhouses of \$10,872, and lower freight expense of \$6,653. The decrease in cost of sales from the greenhouses is primarily due to lower pounds produced, cost reductions, and reduced losses from the ToBRFV infestation at the Texas greenhouses. The decrease in supply partner cost is related to the (11%) decrease in pounds received from our supply partners. The decrease in freight cost is due to increased available drivers, decreases in fuel prices, and fewer pounds shipped. These decreases in cost of sales were partially offset by an increase in depreciation expense included in cost of sales of \$5,136 for 2023 versus \$4,823 for 2022.

#### **Gross Margin**

Gross margin increased \$17,561 to \$179 for the year ended December 31, 2023, from a gross margin of (\$17,382) for the year ended December 31, 2022. Total gross margin percentage was close to zero for the year ended December 31, 2023, compared to (11%) for the year ended December 31, 2022. The gross profit for VF owned produce sales was (10%) for the year ended December 31, 2023, compared to (30%) for the same period in 2022. The improvement in gross margin is due to higher pricing in 2023 versus the same period in 2022 as well as a decrease in cost per pound from our Texas facilities, in 2023 versus 2022, due to higher yields, due to better controls over the ongoing ToBRFV infestation, and lower freight costs.

#### **Selling, General and Administrative Expenses**

Selling, general and administrative expenses for the year ended December 31, 2023 decreased \$1,379, or 11%, to \$10,625 from \$12,004 for the year period ended December 31, 2022 due to better cost management and the recovery of prior period legal costs associated with the vendor settlements.

#### **Net Loss**

Net loss for the year ended December 31, 2023 was (\$8,235) compared to (\$40,487) for the year ended December 31, 2022. The improvement in net loss was primarily due to a favorable vendor settlement relating to the partial recovery of operational losses from the ToBRFV infestation of \$5,585, a higher gross margin in 2023 and lower selling, general and administrative expenses.

#### **Adjusted EBITDA**

Adjusted EBITDA for the year ended December 31, 2023 improved to \$506 from (\$24,369) for the year ended December 31, 2022. The improvement in Adjusted EBITDA was due to the favorable vendor settlement of \$5,585 as described above, a 3.7% increase in the average selling price of tomatoes, a decrease in cost per pound at VF Fresh-owned greenhouses and a decrease in freight costs for the year ended December 31, 2023. See the reconciliation of Adjusted EBITDA to net (loss) income in "Non-GAAP Measures—Reconciliation of Net Loss to Adjusted EBITDA."

#### ***Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021***

#### **Sales**

Sales for the year ended December 31, 2022 of \$160,252, were essentially flat with the prior year period sales of \$159,996. The slight increase is primarily due to an 18% increase in production at our Texas facilities, a decrease of (17%) in production from our Delta tomato facility as a direct result of the ToBRFV infestation on essentially flat year on year pricing. The supply partner revenue decrease is due to lower volumes of (8.7%), with a (20%) decrease in tomato pounds sold, a 22% increase in pepper pounds sold, a 23% increase in cucumber pieces and a 12% increase in mini cucumber pounds. The increase in peppers pounds is due to an increase in Mexican grower pounds and a western Canadian pepper grower expanding its growing area, to meet the increase demand for peppers.

The average selling price for all produce sold during the year ended December 31, 2022, as compared to the year ended December 31, 2021 was as follows; tomato prices increased 0.3%, pepper prices decreased (13%), cucumber prices decreased (14%) and mini cucumber prices decreased (13%).

## Cost of Sales

Cost of sales increased \$19,329, or 12% to \$177,634 for the year ended December 31, 2022, from \$158,305 for the same period in 2021. The increase is primarily due to a net increase in volume, coupled with increases in many essential inputs such as labor, freight, fertilizer and packaging, which were partially offset by lower payments to supply partners due to lower volumes in 2022 versus 2021. The increase in freight cost is due to driver shortages and an increase in fuel prices.

The Company's Texas operations saw a partial recovery from the prior years ToBRFV infestation impacts, which increased volume and lowered average production costs year on year. However, the increased volumes also led to incremental costs in 2022 compared to 2021, despite contributing to improved sales. Conversely, the Delta B.C tomato facility also incurred higher year on year cost of sales, on much lower year on year volumes, due to inflationary pressure as well as the fixed nature of much of the Company's agricultural based input costs, which resulted in a net increase in the Company's average cost of production.

The company was unable to pass on its incremental cost increases to its customers.

## Gross Margin

Gross margin decreased \$19,073, to a gross loss of \$17,382, for the year ended December 31, 2022, from a gross profit of \$1,691 for the year ended December 31, 2021. Total gross margin percentage was (11%) for the year ended December 31, 2022, compared to nil for the year ended December 31, 2021. The gross profit for VF owned produce sales was (30%) for the year ended December 31, 2022, compared to (4%) for the same period in 2021. The Company's Delta B.C. tomato greenhouse is the primary driver of its produce gross margin in most years. In 2022, the ToBRFV infestation essentially erased the Delta B.C. greenhouse's gross margin in its entirety. The gross margin percentage for supply partner sales decreased to (9%) for the year ended December 31, 2022, from 12% for the same prior year period due to change in mix and more spot business.

## Selling, General and Administrative Expenses

Selling, general and administrative expenses for the year ended December 31, 2022 increased \$1,024, or 9%, to \$12,004 from \$10,980 for the year period ended December 31, 2021. The increase was primarily due to legal fees and a legal settlement of \$466.

## (Provision for) Recovery of Income Taxes

The (provision for) recovery of income taxes for the years ended December 31, 2022 and 2021, was (\$9,914) and \$2,278, respectively. The decrease was primarily due to the valuation allowance on the Company's existing U.S. deferred tax asset.

## Net Loss

Net loss for the year ended December 31, 2022 was (\$40,487) compared to (\$7,390) for the year ended December 31, 2021. The increase was primarily due to the higher cost of sales that resulted in lower gross margin in 2022 and the valuation allowance on the Company's existing U.S. deferred tax asset.

## Adjusted EBITDA

Adjusted EBITDA for the year ended December 31, 2022 decreased to (\$24,369) from (\$1,959) for the year ended December 31, 2021, primarily due to lower gross margin as a result of the ToBRFV infestation at the Company's Delta, B.C. tomato greenhouse and across the board increases in raw material costs, production costs and freight costs. See the reconciliation of Adjusted EBITDA to net income in "Non-GAAP Measures—Reconciliation of Net Earnings to Adjusted EBITDA".

## LIQUIDITY AND CAPITAL RESOURCES

### Capital Resources

As of December 31, 2023, we had \$35,291 in cash, cash equivalents and restricted cash and \$79,612 of working capital, compared to \$21,676 in cash, cash equivalents and restricted cash and \$60,769 of working capital as of December 31, 2022. We believe that cash generated from our operating activities, together with availability under the Operating Loan and Pure Sunfarms Loans (each as defined below), will provide sufficient liquidity to meet our working capital needs, repayments of long-term debt, future contractual obligations and 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)		Maximum		Outstanding as of December 31, 2023	
Operating Loan	C\$	10,000	\$	4,000	
FCC Term Loan	\$	22,788	\$	22,788	
Pure Sunfarms Loans	C\$	33,500	\$	25,270	
Pure Sunfarms Revolving Line of Credit	C\$	15,000	\$	—	



The Company's borrowings under the FCC Term Loan and Operating Loan (as defined below) (collectively the "Credit Facilities") are subject to certain positive and negative covenants, including debt ratios, and the Company is required to maintain certain minimum working capital. 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. See "Risk Factors—Business and Operational Risk Factors—We are subject to restrictive covenants under our Credit Facilities."

Accrued interest payable on the Credit Facilities and Pure Sunfarms Loans as of December 31, 2023 and 2022 was \$390 and \$398, respectively, and these amounts are included in accrued liabilities in the 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 "FCC Term Loan"). The non-revolving variable rate term loan has a maturity date of May 3, 2027 and a balance of \$22,788 and \$24,755 on December 31, 2023 and 2022, respectively. 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 December 31, 2023 and 2022, borrowings under the FCC Term Loan agreement were subject to an interest rate of 8.96% and 7.71% per annum, respectively.

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 December 31, 2023 and 2022 was \$117,293 and \$113,159, respectively.

#### *Operating Loan*

The Company has a revolving line of credit agreement with a Canadian chartered bank (the "Operating Loan"). On March 13, 2023, the Company entered into a Note Modification Agreement (the "Modification") 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 ("SOFR") for such purposes. The Company does not expect the Modification to materially change the amount of interest payable under the Operating Loan. The Operating Loan is subject to margin requirements stipulated by the lender.

The Operating Loan had an outstanding balance of \$4,000 as of December 31, 2023 and 2022 and future availability of \$3,520 on December 31, 2023.

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 December 31, 2023 and 2022 was \$28,034 and \$26,666, respectively.

#### *Pure Sunfarms Loans and Revolving Line of Credit*

Pure Sunfarms has a credit facility with the Business Development Bank of Canada (the "BDC Credit Facility"), a non-revolving credit facility (the "PSF Non-Revolving Facility") and a term loan (the "PSF Term Loan") with two Canadian chartered banks (collectively, with the BDC Credit Facility, the PSF Non-Revolving Facility, and the PSF Term Loan the "Pure Sunfarms Loans"). In addition, Pure Sunfarms has a revolving line of credit (the "PSF Revolving Line of Credit") with a Canadian chartered bank.

On May 5, 2023, the PSF Non-revolving Facility and the PSF Term Loan were extended from a maturity date of February 7, 2024 to February 7, 2026 by the syndicate lenders under the same terms, conditions and covenants as the original PSF Loans maturing on February 7, 2024. Due to the extension, the classification of the PSF Loans as long-term debt on December 31, 2023 remains the same as December 31, 2022.

The PSF Revolving Line of Credit can be drawn for advances of up to C\$15,000 and had an outstanding balance of \$0 as of December 31, 2023 and \$3,529 as of December 31, 2022. Pure Sunfarms had an outstanding letter of credit issued to BC Hydro against the PSF Revolving Line of Credit of C\$0 at December 31, 2023 and C\$4,145 December 31, 2022. Advances under the PSF Revolving Line of Credit may be used for working capital purposes, general corporate purposes and capital expenditures, of which capital expenditures may not exceed C\$7,500 in aggregate use of the outstanding advances. Interest under the PSF Revolving Line of Credit is payable at the Canadian prime rate plus an applicable margin per annum, payable monthly.

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 December 31, 2023, Pure Sunfarms was in compliance with these financial covenants. The outstanding amount on the PSF Non-Revolving Facility was \$8,298 on December 31, 2023 and \$9,664 on December 31, 2022.

Interest under the PSF Non-Revolver Facility is payable at the Canadian prime rate plus an applicable margin per annum, payable quarterly.

The outstanding amount on the PSF Term Loan was \$13,201 on December 31, 2023 and \$14,867 on December 31, 2022. Interest under the PSF Term Loan is payable at the Canadian prime rate plus an applicable margin per annum, payable quarterly.

The outstanding amount on the BDC Facility was \$3,771 on December 31, 2023 and \$4,181 on December 31, 2022. Interest under the BDC Loan is payable at an interest rate of 10.95%, payable monthly.

#### 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 \$22,000 after deducting commissions and offering expenses (the "2023 Equity Offering"). As part of the 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 after July 30, 2023, and expire on June 30, 2028.

On August 9, 2022, Village Farms entered into a Controlled Equity Offering Sales Agreement ("Sales Agreement") pursuant to which the Company may offer and sell Common Shares having an aggregate offering price up to \$50 million from time to time to or through Cantor Fitzgerald & Co. and A.G.P./Alliance Global Partners. Under the Sales Agreement, the Company may offer and sell Common Shares through Cantor Fitzgerald & Co. and A.G.P./Alliance Global Partners by any method deemed to be an "at the market offering" as defined in Rule 415 of the Securities Act of 1933, as amended, including sales made directly on The Nasdaq Capital Market.

During the year ended December 31, 2023, the Company did not issue or sell any Common Shares under the Sales Agreement. During the year ended December 31, 2022, the Company issued and sold 3,175,000 Common Shares under the Sales Agreement, resulting in net proceeds of approximately \$6,692 after deducting commissions and offering expenses. As of December 31, 2023, \$43,101 remained available for sale under the Sales Agreement, subject to satisfaction of customary conditions under the terms of the Sales Agreement.

On January 20, 2021, Village Farms completed a registered direct offering for the purchase and sale of an aggregate of 10,887,097 Common Shares at a purchase price of \$12.40 per Common Share for gross proceeds of approximately \$135,000 (the "2021 Equity Offering").

#### Summary of Cash Flows

(in Thousands)	For the Year Ended December 31,					
	2023		2022		2021	
Cash beginning of year	\$	21,676	\$	58,667	\$	25,679
Net cash flow provided by (used in):						
Operating activities		5,315		(19,889)		(39,567)
Investing activities		(6,231)		(20,899)		(63,470)
Financing activities		14,137		4,496		135,883
Net cash increase (decrease) for the year		13,221		(36,292)		32,846
Effect of exchange rate changes on cash		394		(699)		142
Cash, end of the year	\$	35,291	\$	21,676	\$	58,667

#### Operating Activities

For the years ended December 31, 2023 and 2022 and 2021 cash flows provided by (used in) operating activities were \$5,315, (\$19,899), and (\$39,567), respectively. The operating activities for 2023 consisted of (\$2,088) in changes of non-cash working capital items and \$7,403 in changes before working capital items, the operating activities for 2022 consisted of (\$2,246) in changes in non-cash working capital items and (\$17,643) in changes before non-cash working capital items, and the operating activities for 2021 consisted of (\$47,149) in changes in non-cash working capital items and \$7,582 in changes before non-cash working capital items. The improvement in 2023 as compared to 2022 was primarily due to lower net loss from VF Fresh in 2023 compared to 2022, proceeds from a vendor settlement in 2023, and lower goodwill and intangibles impairments in 2023 as compared to 2022. The improvement in 2022 as compared to 2021 was primarily due to increases in accrued expenses and accrued taxes payable driven by the Canadian cannabis segment, partially offset by declines in the operating performance of the produce segment and the Canadian cannabis segment in 2022 as compared to 2021.

#### Investing Activities

For the years ended December 31, 2023, 2022, and 2021 cash flows used in investing activities were \$(6,231), (\$20,899), and (\$63,470) respectively. The investing activities for the year ended December 31, 2023 primarily consisted of \$6,518 invested in capital expenditures to support the VF Fresh, Canadian Cannabis, and U.S. Cannabis operations, partially offset by the repayment of the promissory note by Altum. The investing activities for the year ended December 31, 2022 primarily consisted of \$14,292 in capital

expenditures for Pure Sunfarms' conversion of its Delta 2 facility and the addition of hang drying rooms at its Delta 3 facility, and \$4,693 invested in an additional 85% ownership in Leli. The investing activities for the year ended December 31, 2021 consisted primarily of \$40,685 in net acquisition costs for Balanced Health and Rose LifeScience, \$21,656 in purchases primarily for Pure Sunfarms' conversion of its Delta 2 facility and maintenance of VF Fresh property, plant and equipment and \$1,109 in minority investments in Altum.

#### *Financing Activities*

For the years ended December 31, 2023, 2022, and 2021 cash flows provided by financing activities were \$14,137, \$4,496, and \$135,883, respectively. The financing activities for the year ended December 31, 2023 cash flows provided by financing activities consisted of \$23,335 in proceeds from the 2023 Equity Offering net of issuance costs, \$83 in proceeds from the exercise of stock options offset by debt repayment of (\$9,281). The financing activities for the year ended December 31, 2022 consisted primarily of net repayments on borrowings of \$2,388 offset by the proceeds from the issuance of common shares under the Sales Agreement and proceeds from the exercise of outstanding warrants. The financing activities for the year ended December 31, 2021 consisted of net proceeds from the 2021 Equity Offering of \$127,489, proceeds from the exercise of warrants of \$18,495, and net proceeds of borrowings of \$10,215, partially offset by the payment of the note payable to Emerald of \$15,498 and share repurchases of \$5,000.

#### **Contractual Obligations and Commitments**

We expect to meet our contractual obligations and commitments through the use of our working capital and our other available liquidity sources as described above. We currently do not have any material cash requirements in the near future, other than in respect of long-term debt repayment obligations as described above.

In addition, we currently have material long-term debt and lines of credit that we rely on to meet the financing needs of the Company. The long-term debt and lines of credit have interest rate terms that have been affected by rising interest rates which have impacted the cost of capital for the Company. For the sensitivity of our borrowing costs to fluctuations in interest rates, see "Item 7A – Qualitative and Quantitative Disclosures About Market Risk – Interest Rate Risk" below for additional information.

#### **Non-GAAP Measures**

References in this Management's Discussion and Analysis to "Adjusted EBITDA" are to earnings (including the equity losses of the VFH joint venture) before interest, taxes, depreciation, and amortization ("EBITDA"), 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 "Adjusted EBITDA excluding JV's", as set forth in the table below, and "Adjusted EBITDA – Constant Currency", which excludes the effect of foreign currency rate fluctuations. See "—Constant Currency" below. Adjusted EBITDA, Adjusted EBITDA excluding JV's 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.

## Reconciliation of Net Income to Adjusted EBITDA

The following table reflects a reconciliation of net income to Adjusted EBITDA, as presented by the Company:

(in thousands of U.S. dollars)	For the Year Ended December 31,		
	2023 <sup>(1)</sup>	2022 <sup>(1)</sup>	2021 <sup>(1)</sup>
Net loss	\$ (31,798)	\$ (101,146)	\$ (9,079)
Add:			
Amortization	12,828	10,260	13,004
Foreign currency exchange (gain) loss	(750)	2,268	329
Interest expense, net	3,353	3,038	2,709
Provision for (recovery of) income taxes	4,451	4,681	(3,526)
(Provision for) recovery of income taxes attributable to non-controlling interest	(98)	737	—
Share-based compensation	2,898	3,808	7,533
Interest expense for JV's	97	38	53
Amortization for JV's	2,331	1,554	71
Foreign currency exchange loss for JV's	7	1	—
Share-based compensation for JV's	151	124	—
Other expense, net for JV's	(63)	(26)	—
Deferred financing fees	136	214	300
Incremental utility costs due to storm	—	—	1,400
Impairments <sup>(2)</sup>	14,020	43,299	—
(Gain) loss on disposal of assets	—	(7)	254
Other expense, net	22	200	(16)
JV exit-related costs <sup>(3)</sup>	—	592	—
Purchase price adjustment <sup>(4)</sup>	—	(4,268)	980
Adjusted EBITDA <sup>(5)</sup>	\$ 7,585	\$ (34,633)	\$ 14,012
Adjusted EBITDA for JV's	\$ —	\$ (327)	\$ (260)
Adjusted EBITDA excluding JV's <sup>(6)</sup>	\$ 7,585	\$ (34,306)	\$ 14,272

### Notes:

(1) For the years ended December 31, 2023 and 2022 and for the period August 16, 2021 to December 31, 2021, Balanced Health is fully consolidated in the financial results of the Company. For the years ended December 31, 2023 and 2022 and for the period November 15, 2021 to December 31, 2021, Rose LifeScience's financial results are fully consolidated in the financial results of the Company with the minority non-controlling interest presented in net (income) loss attributable to non-controlling interests, net of tax. For the year ended December 31, 2023 and for the period July 19, 2022 to December 31, 2022, Leli's financial results are fully consolidated in the financial results of the Company with the minority non-controlling interest presented in net (income) loss attributable to non-controlling interests, net of tax.

(2) For the year ended December 31, 2023, impairments included impairments to goodwill of \$11,300 and intangible assets of \$2,720 and for the year ended December 31, 2022, impairments included impairments to goodwill of \$38,669 and intangible assets of \$4,630 that were triggered by inflationary effects on consumer spending, decreases in market capitalization of CBD companies and the continued federal regulation lack of clarity with respect to CBD. See "Critical Accounting Policies, Estimates and Judgments" below for more information.

(3) Represents exit-related costs incurred due to the winding down of the VFH joint venture.

(4) The purchase price adjustment primarily reflects the non-cash accounting charge resulting from the revaluation of Pure Sunfarms' inventory to fair value at the acquisition date. In 2022, when distillate inventory acquired from Pure Sunfarms was sold, the Company realized a gain of \$4,268 that offset the initial inventory write-down taken in connection with the 2020 acquisition of the business. This gain did not accurately reflect the actual economic impact on the Company's operations because the distillate was sold for more than it was valued in 2020 according to the purchase price accounting rules. Accordingly, the Company included a non-GAAP adjustment of \$(4,268) in 2022 to reduce Adjusted EBITDA to better reflect the actual effect of sales of distillate inventory on the Company's results.

(5) 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 Company's 70% interest in Rose LifeScience since acquisition, 85% interest in Leli since acquisition, and 65% interest in VFH. For the year ended December 31, 2022, we previously included adjustments for \$11,038 of loss on inventory write-down to net realizable value for Canadian Cannabis and \$2,284 of obsolete inventory associated with the

JV exit that are being excluded from Adjusted EBITDA for the year ended December 31, 2022 in response to comments from and discussions with the Staff of the U.S. Securities and Exchange Commission.

(6) Adjusted EBITDA excluding JV's is not a recognized earnings measure and does not have a standardized meaning prescribed by GAAP, and therefore may not be comparable to similar measures presented by other issuers. Management believes that Adjusted EBITDA excluding JV's is a useful supplemental measure in evaluating the performance of the Company because in addition to excluding non-recurring and other items that do not reflect our business performance, as reflected in Adjusted EBITDA, it further excludes the results of our joint ventures that management does not believe reflects the principal operations of the business.

#### Reconciliation of Segmented Net (Loss) Income to Adjusted EBITDA

The following table reflects a reconciliation of segmented net loss to Adjusted EBITDA, as presented by the Company:

(in thousands of U.S. dollars)	For the Year Ended December 31, 2023					
	VF Fresh (Produce)	Cannabis Canada <sup>(1)</sup>	Cannabis U.S. <sup>(1)</sup>	Clean Energy	Corporate	Total
Net (loss) income	\$ (8,235)	\$ 2,936	\$ (13,828)	\$ (186)	\$ (12,485)	\$ (31,798)
Add:						
Amortization	5,136	7,106	335	—	251	12,828
Foreign currency exchange (gain) loss	(2)	(74)	19	—	(693)	(750)
Interest expense (income), net	2,323	1,882	(24)	—	(828)	3,353
Provision for income taxes	1,284	1,430	—	—	1,737	4,451
(Provision for) recovery of income taxes attributable to non-controlling interest	—	(104)	—	—	6	(98)
Share-based compensation	—	(152)	317	—	2,733	2,898
Interest expense for JV's	—	97	—	—	—	97
Amortization for JV's	—	1,412	—	—	919	2,331
Foreign currency exchange loss for JV's	—	7	—	—	—	7
Share-based compensation for JV's	—	151	—	—	—	151
Other expenses for JV's	—	(63)	—	—	—	(63)
Deferred financing fees	—	136	—	—	—	136
Impairments <sup>(2)</sup>	—	—	14,020	—	—	14,020
Other expense	—	—	22	—	—	22
Adjusted EBITDA <sup>(5)</sup>	\$ 506	\$ 14,764	\$ 861	\$ (186)	\$ (8,360)	\$ 7,585

For the Year Ended December 31, 2022

(in thousands of U.S. dollars)	VF Fresh (Produce)	Cannabis Canada <sup>(1)</sup>	Cannabis U.S. <sup>(1)</sup>	Clean Energy	Corporate	Total
Net (loss) income	\$ (40,487)	\$ 117	\$ (44,192)	\$ (269)	\$ (16,315)	\$ (101,146)
Add:						
Amortization	5,044	4,652	564	—	—	10,260
Foreign currency exchange loss	—	115	47	2	2,104	2,268
Interest expense (income), net	1,471	1,758	—	4	(195)	3,038
Provision for (recovery of) income taxes	9,914	(4,091)	—	—	(1,142)	4,681
(Provision for) recovery of income taxes attributable to non-controlling interest	—	737	—	—	—	737
Share-based compensation	—	1,194	305	—	2,309	3,808
Interest expense for JV's	—	—	—	—	38	38
Amortization for JV's	—	1,554	—	—	—	1,554
Foreign currency exchange loss for JV's	—	1	—	—	—	1
Share-based compensation for JV's	—	124	—	—	—	124
Other expense for JV's	—	(26)	—	—	—	(26)
Deferred financing fees	—	214	—	—	—	214
Impairments <sup>(2)</sup>	—	—	43,299	—	—	43,299
Gain on disposal of assets	(7)	—	—	—	—	(7)
Other expense, net	(304)	(34)	200	—	338	200
JV exit-related costs <sup>(3)</sup>	—	—	—	—	592	592
Purchase price adjustment <sup>(4)</sup>	—	(4,268)	—	—	—	(4,268)
Adjusted EBITDA <sup>(5)</sup>	\$ (24,369)	\$ 2,047	\$ 223	\$ (263)	\$ (12,271)	\$ (34,633)
Adjusted EBITDA for JV's	\$ -	\$ -	\$ -	\$ -	\$ (327)	\$ (327)
Adjusted EBITDA excluding JV's <sup>(6)</sup>	\$ (24,369)	\$ 2,047	\$ 223	\$ (263)	\$ (11,944)	\$ (34,306)

For the Year Ended December 31, 2021

(in thousands of U.S. dollars)	VF Fresh (Produce)	Cannabis Canada <sup>(1)</sup>	Cannabis U.S. <sup>(1)</sup>	Clean Energy	Corporate	Total
Net (loss) income	\$ (7,390)	\$ 9,210	\$ 2,200	\$ (1,894)	\$ (11,205)	\$ (9,079)
Add:						
Amortization	5,237	6,188	282	1,297	—	13,004
Foreign currency exchange loss (gain)	—	13	1	—	315	329
Interest expense (income), net	463	2,228	1	37	(20)	2,709
(Recovery of) provision for income taxes	(2,278)	1,688	—	—	(2,936)	(3,526)
Share-based compensation	—	2,734	158	—	4,641	7,533
Interest expense for JV's	—	—	—	—	53	53
Amortization for JV's	—	71	—	—	—	71
Deferred financing fees	32	268	—	—	—	300
Incremental utility costs due to storm	1,400	—	—	—	—	1,400
(Gain) loss on disposal of assets	(7)	35	—	—	226	254
Other expense, net	584	—	30	217	(847)	(16)
Purchase price adjustment <sup>(4)</sup>	—	980	—	—	—	980
Adjusted EBITDA <sup>(5)</sup>	\$ (1,959)	\$ 23,415	\$ 2,672	\$ (343)	\$ (9,773)	\$ 14,012
Adjusted EBITDA for JV's	\$ -	\$ -	\$ -	\$ -	\$ (260)	\$ (260)
Adjusted EBITDA excluding JV's <sup>(6)</sup>	\$ (1,959)	\$ 23,415	\$ 2,672	\$ (343)	\$ (9,513)	\$ 14,272

Notes:

(1) For the years ended December 31, 2023, 2022 and 2021, Pure Sunfarms is fully consolidated in the financial results of the Company. For the years ended December 31, 2023 and 2022 and for the period August 16, 2021 to December 31, 2021, Balanced Health is fully consolidated in the financial results of the Company. For the years ended December 31, 2023 and 2022 and for the period November 15, 2021 to December 31, 2021, Rose LifeScience's financial results are fully consolidated in the financial results of the Company with the minority non-controlling interest presented in net (income) loss attributable to non-controlling interests, net of tax. For the year ended December 31, 2023 and for the period July 19, 2022 to December 31, 2022, Leli's financial results are fully consolidated in the financial results of the Company with the minority non-controlling interest presented in net (income) loss attributable to non-controlling interests, net of tax.

(2) For the year ended December 31, 2023, impairments included impairments to goodwill of \$11,300 and intangible assets of \$2,720 and for the year ended December 31, 2022, impairments included impairments to goodwill of \$38,669 and intangible assets of \$4,630 that were

triggered by inflationary effects on consumer spending, decreases in market capitalization of CBD companies and the continued federal regulation lack of clarity with respect to CBD. See "Critical Accounting Policies, Estimates and Judgments" below for more information.

- (3) Represents exit-related costs incurred due to the winding down of the VFH joint venture.
- (4) The purchase price adjustment primarily reflects the non-cash accounting charge resulting from the revaluation of Pure Sunfarms' inventory to fair value at the acquisition date. In 2022, when distillate inventory acquired from Pure Sunfarms was sold, the Company realized a gain of \$4,268 that offset the initial inventory write-down taken in connection with the 2020 acquisition of the business. This gain did not accurately reflect the actual economic impact on the Company's operations because the distillate was sold for more than it was valued in 2020 according to the purchase price accounting rules. Accordingly, the Company included a non-GAAP adjustment of \$(4,268) in 2022 to reduce Adjusted EBITDA to better reflect the actual effect of sales of distillate inventory on the Company's results.
- (5) 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 for comparable segments by other issuers. Management believes that Adjusted EBITDA is a useful supplemental measure in evaluating the performance of the Company's segments because it excludes non-recurring and other items that do not reflect the business performance of our segments. Adjusted EBITDA for Canadian Cannabis includes the 70% interest in Rose LifeScience and Adjusted EBITDA for "Corporate" and "Total" includes our 65% interest in VFH. For the year ended December 31, 2022, we previously included adjustments for \$11,038 of loss on inventory write-down to net realizable value for Canadian Cannabis and \$2,284 of obsolete inventory associated with the JV exit that are being excluded from Adjusted EBITDA for the year ended December 31, 2022 in response to comments from and discussions with the Staff of the U.S. Securities and Exchange Commission.
- (6) Adjusted EBITDA excluding JV's is not a recognized earnings measure and does not have a standardized meaning prescribed by GAAP, and therefore may not be comparable to similar measures presented by other issuers. Management believes that Adjusted EBITDA excluding JV's is a useful supplemental measure in evaluating the performance of the Company because in addition to excluding non-recurring and other items that do not reflect our business performance, as reflected in Adjusted EBITDA, it further excludes the results of our joint ventures that management does not believe reflect the principal operations of the business.

### 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 years ended December 31, 2023 and 2022, 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 statement of operations results in currencies other than U.S. dollars are converted into U.S. dollars using the average exchange rates comparative periods in 2022 and 2021, respectively, rather than the actual average exchange rates in effect during the respective current periods. All growth comparisons relate to the corresponding period in 2022 and 2021. 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 Annual 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 table below sets forth certain measures of consolidated results from continuing operations on a constant currency basis for the year ended December 31, 2023 compared to the year ended December 31, 2022 on an as reported and constant currency basis (in thousands):

	As Reported				As Adjusted for Constant Currency <sup>(1)</sup>			
	For The Year Ended December 31,		As Reported Change		For The Year Ended December 31,		Constant Currency Change	
	2023	2022	\$	%	2023	\$	%	
Sales	\$ 285,603	\$ 293,572	\$ (7,969)	(3)%	\$ 289,897	\$ (3,675)	(1)%	
Cost of sales	(236,177)	(266,075)	29,898	11%	(239,118)	26,957	10%	
Selling, general and administrative expenses	(65,501)	(72,265)	6,764	9%	(66,605)	5,660	8%	
Other (expense) income, net	2,727	(5,407)	8,134	150%	2,642	8,049	149%	
Write-off of joint venture loan	—	(592)	592	100%	—	592	100%	
Impairments	(14,020)	(43,299)	29,279	68%	(14,020)	29,279	68%	
Operating (loss) income	(27,368)	(94,066)	66,698	71%	(27,204)	66,862	71%	
Loss including non-controlling interests and before equity losses	(31,819)	(98,747)	66,928	68%	(31,709)	67,038	68%	
Net loss	(31,798)	(101,146)	69,348	69%	(31,694)	69,452	69%	
Adjusted EBITDA - Constant Currency <sup>(2)</sup>	7,585	(34,633)	42,218	122%	8,134	42,767	123%	

Notes:

(1) Assumes a constant exchange rate of C\$1.00 = US\$0.7689 (the CDN/U.S. average exchange rate for the year ended December 31, 2022) for each of the years ended December 31, 2023 and 2022.

(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 may not be comparable to similar measures presented by other issuers. 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 our business performance. Adjusted EBITDA - Constant Currency includes the Company's 70% interest in Rose LifeScience since acquisition, 85% interest in Leli since acquisition, and 65% interest in VFH. For the year ended December 31, 2022, we previously included adjustments for \$11,038 of loss on inventory write-down to net realizable value for Canadian Cannabis and \$2,284 of obsolete inventory associated with the JV exit that are being excluded from Adjusted EBITDA - Constant Currency for the year ended December 31, 2022 in response to comments from and discussions with the Staff of the U.S. Securities and Exchange Commission.

The table below sets forth certain measures of consolidated results from continuing operations on a constant currency basis for the year ended December 31, 2022 compared to the year ended December 31, 2021 on an as reported and constant currency basis (in thousands):

	As Reported				As Adjusted for Constant Currency <sup>(1)</sup>			
	For The Year Ended December 31,		As Reported Change		For The Year Ended December 31,		Constant Currency Change	
	2022	2021	\$	%	2022	\$	%	
Sales	\$ 293,572	\$ 268,020	\$ 25,552	10%	\$ 297,679	\$ 29,659	11%	
Cost of sales	(266,075)	(222,841)	(43,234)	(19%)	(269,091)	(46,250)	(21%)	
Selling, general and administrative expenses	(72,265)	(53,917)	(18,348)	(34%)	(73,447)	(19,530)	(36%)	
Other (expense) income, net	(5,407)	(3,605)	(1,802)	(50%)	(5,484)	(1,879)	(52%)	
Write-off of joint venture loan	(592)	—	(592)	(100%)	(592)	(592)	(100%)	
Impairments	(43,299)	—	(43,299)	(100%)	(43,299)	(43,299)	(100%)	
Operating (loss) income	(94,066)	(12,343)	(81,723)	(662%)	(93,913)	(81,570)	(661%)	
Loss including non-controlling interests and before equity losses	(98,747)	(8,817)	(89,930)	(1020%)	(98,763)	(89,946)	(1020%)	
Net loss	(101,146)	(9,079)	(92,067)	(1014%)	(101,152)	(92,073)	(1014%)	
Adjusted EBITDA - Constant Currency <sup>(2)</sup>	(34,633)	14,012	(48,645)	347%	(34,566)	(48,578)	347%	

Notes:

(1) Assumes a constant exchange rate of C\$1.00 = US\$0.7977 (the CDN/U.S. average exchange rate for the year ended December 31, 2021) for each of the years ended December 31, 2022 and 2021.

(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 may not be comparable to similar measures presented by other issuers. 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 our business performance. Adjusted EBITDA - Constant Currency includes the Company's 70% interest in Rose LifeScience since acquisition, 85% interest in Leli since acquisition, and 65% interest in VFH. For the year ended December 31, 2022, we previously included adjustments for \$11,038 of loss on inventory write-down to net realizable value for Canadian Cannabis and \$2,284 of obsolete inventory associated with the JV exit that are being excluded from Adjusted EBITDA - Constant Currency for the year ended December 31, 2022 in response to comments from and discussions with the Staff of the U.S. Securities and Exchange Commission.

#### Recent Accounting Pronouncements Not Yet Adopted

##### Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures

In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires a public entity to disclose significant segment expenses and other segment items on an annual and interim basis and provide in interim periods all disclosures about a reportable segment's profit or loss and assets that are currently required annually. Additionally, it requires a public entity to disclose the title and position of the Chief Operating Decision Maker (CODM). The ASU does not change how a public entity identifies its operating segments, aggregates them, or applies the quantitative thresholds to determine its reportable segments. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. A public entity should apply the amendments in this ASU retrospectively to all



prior periods presented in the financial statements. We expect this ASU to only impact our disclosures with no impacts to our results of operations, cash flows and financial condition.

*Income Taxes (Topic 740): Improvements to Income Tax Disclosures*

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which focuses on the rate reconciliation and income taxes paid. ASU No. 2023-09 requires a public business entity (PBE) to disclose, on an annual basis, a tabular rate reconciliation using both percentages and currency amounts, broken out into specified categories with certain reconciling items further broken out by nature and jurisdiction to the extent those items exceed a specified threshold. In addition, all entities are required to disclose income taxes paid, net of refunds received disaggregated by federal, state/local, and foreign and by jurisdiction if the amount is at least 5% of total income tax payments, net of refunds received. For PBEs, the new standard is effective for annual periods beginning after December 15, 2024, with early adoption permitted. An entity may apply the amendments in this ASU prospectively by providing the revised disclosures for the period ending December 31, 2025 and continuing to provide the pre-ASU disclosures for the prior periods, or may apply the amendments retrospectively by providing the revised disclosures for all period presented. We expect this ASU to only impact our disclosures with no impact to our results of operations, cash flows, and financial condition.

**Critical Accounting Policies, Estimates and Judgments**

Our discussion and analysis of our financial condition and results of operations are based upon our Consolidated Financial Statements, which have been prepared in accordance with U.S. GAAP. The preparation of these consolidated 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. We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances, including the potential future effects of macroeconomic trends and events, such as inflation and interest rate levels; supply chain disruptions; uncertainty from potential recessionary effects; climate-related matters; market, industry and regulatory factors; global events, and public health matters. These estimates form the basis for making judgments about our operating results and the carrying values of assets and liabilities, that are not readily apparent from other sources. Given that management estimates, by their nature, involve judgments regarding future uncertainties, actual results could differ materially from these estimates if conditions change or if certain key assumptions used in making these estimates ultimately prove to be inaccurate. Our accounting policies and critical accounting estimates are reviewed periodically by the Audit Committee of the Board of Directors.

We believe that our accounting estimates pertaining to the valuations of goodwill and intangible assets are the most critical in the preparation of our consolidated financial statements as they require significant or complex judgment and estimates on the part of management. Actual results could, however, vary materially from these accounting estimates.

Refer to Note 1 - Business, Basis of Presentation and Significant Accounting Policies in the notes to the audited consolidated financial statements, which is included in this Annual Report on Form 10-K, for a more detailed discussion of our significant accounting policies and critical accounting estimates.

**Assessment for Indicators of Impairment**

**Goodwill**

**Factors Affecting Goodwill**

The Company has experienced macroeconomic challenges, such as a decrease in market capitalization driven by decreases in transaction multiples for cannabis and CBD companies, as well as the continued ambiguity in federal regulations with respect to the U.S. CBD market. Macroeconomic challenges include inflation, which affects cultivation costs, distribution costs and operating expenses, as well as rising interest rates, supply shortages and volatile commodity prices.

The U.S. CBD market and the comparable market capitalizations for our CBD competitors declined as a result of continued ambiguity in federal regulations. CBD was taken off the controlled substance list in the Farm Bill of 2018. In 2019, the FDA ruled that CBD was deemed to be a "medicine". However, CBD remains subject to further study by the FDA in order to receive FDA approval to include CBD based products in food and beverages. Until the FDA receives either more scientifically-based health and wellness studies, or further Congressional direction, the FDA will not allow CBD to be put into food or beverages. As such, there has been a negative impact on the sales of all CBD products across the country since the initial interest in CBD products in 2019 and 2020. This has resulted in U.S. retailers moving away from carrying CBD based products in light of potential FDA scrutiny and has had a negative impact on the sales of all CBD products across the United States.

The FDA continues to not only publish guidance indicating their unwillingness to pursue rulemaking allowing the use of CBD in dietary supplements or conventional foods, but also issue warning letters to some CBD companies that are making health and wellness claims, which has increased regulatory uncertainty regarding CBD and has pushed U.S. retailers further away from CBD products.

As a result of the foregoing factors, the Company and other cannabis and CBD companies have suffered a decline in the price of their common shares and their overall market capitalizations. These declines represented an indicator of possible goodwill and intangible asset impairment for the Company.

#### ***Cannabis U.S.***

As a result of foregoing factors, we performed a goodwill impairment assessment for the Company's Cannabis – U.S. segment as of June 30, 2022. On June 30, 2022, the estimated fair value of goodwill for the Cannabis – U.S. segment using the market-based approach. The most significant assumption used in applying the market approach was a market-based revenue multiple of 1.6x based on transaction multiples of somewhat similar CBD-based companies. We concluded that as of June 30, 2022, the fair value was lower than its carrying amount and, as a result, an impairment charge to goodwill of \$25,169 was allocated to the Cannabis – U.S. segment for the six months ended June 30, 2022.

Due to further erosion in the market values publicly traded CBD companies relating to the ongoing uncertainty regarding the regulatory status of CBD and the corresponding decline in retail sales of CBD products, we concluded that as of December 31, 2022, the fair value of goodwill for the U.S. – Cannabis segment was lower than its carrying amount and, as a result, an additional impairment charge to goodwill of \$13,500 was allocated to the U.S. – Cannabis segment. Accordingly, we recognized a total goodwill impairment charge of \$38,669 in 2022.

In addition, we performed a goodwill impairment assessment for the Company's Cannabis – U.S. segment as of December 31, 2023 using a discounted cash flow projection. We concluded that as of December 31, 2023, the fair value was lower than its carrying amount and, as a result, an impairment charge to goodwill of \$11,300 was allocated to the Cannabis – U.S. segment for the year ended December 31, 2023.

The carrying value of goodwill associated with our Cannabis – U.S. segment was \$10,039 at December 31, 2023 and \$21,339 at December 31, 2022.

#### ***Cannabis Canada***

We performed a goodwill impairment assessment for the Company's Cannabis – Canada segment as of December 31, 2023 using a discounted cash flow projection. We concluded that as of December 31, 2023, the fair value was higher than its carrying amount and, as a result, no impairment charge was recorded for the year ended December 31, 2023.

The carrying value of goodwill associated with our Cannabis – Canada segment was \$45,879 at December 31, 2023 and \$44,886 at December 31, 2022.

#### ***Future Periods; Further Information***

To the extent we continue to observe impairment indicators for our Cannabis – U.S. and/or Cannabis – Canada segments or our other reporting units, we may be required to perform quantitative goodwill impairment assessments for such reporting units in future periods.

For further information regarding our goodwill and any applicable impairment testing, see Note 6 to our audited annual financial statements included in this Annual Report on Form 10-K.

#### ***Intangible Assets***

##### ***Factors Affecting Intangible Assets***

Intangible assets include licenses, brands and trademarks, customer relationships, computer software and other indefinite-lived intangible assets, which were impacted by the same factors as those affecting goodwill (see “—Factors Affecting Goodwill” above).

#### ***Cannabis U.S.***

As a result of foregoing factors, we performed a brand impairment assessment for the Company's Cannabis – U.S. segment as of June 30, 2022. On June 30, 2022, the estimated fair value of the Cannabis – U.S. brand was determined using a discounted cash flow projection. We concluded that as of June 30, 2022, the fair value was lower than its carrying amount and, as a result, an impairment charge to the brand intangible of \$4,630 was allocated to the Cannabis – U.S. segment.

In addition, we performed a brand impairment assessment for the Company's Cannabis – U.S. segment as of December 31, 2023 using a discounted cash flow projection. The most significant assumption used in applying the approach was an average revenue growth rate of 8% over 6 years, followed by terminal growth rate of 4.1%. We concluded that as of December 31, 2023, the fair value was lower than its carrying amount and, as a result, an impairment charge to brand of \$2,720 was allocated to the Cannabis – U.S. segment for the year ended December 31, 2023.

#### ***Cannabis Canada***

We performed a brand impairment assessment for the Company's Cannabis – Canada segment as of December 31, 2023 using a discounted cash flow projection. The most significant assumption used in applying the approach was an average revenue growth rate of 18% over 4 years, followed by terminal growth rate of 4%. We concluded that as of December 31, 2023, the fair value was higher than its carrying amount and, as a result, no impairment charge was recorded for the year ended December 31, 2023.

#### ***Future Periods; Further Information***

To the extent we continue to experience intangible assets impairment indicators for our Cannabis – U.S. and/or Cannabis – Canada segments or our other reporting units, we may be required to perform quantitative intangible asset impairment assessments for such reporting units in future periods.

For additional information regarding our intangible assets and applicable impairment testing, see Note 6 to our audited annual financial statements included in this Annual Report on Form 10-K for the year ended December 31, 2023.

#### ***Business Combinations***

The determination of the fair value of net assets acquired in a business combination requires estimates and judgments of future cash flow expectations for the acquired business and the related identifiable tangible and intangible assets. Fair values of net assets acquired are calculated using expected cash flows and industry-standard valuation techniques. For current assets and current liabilities, book value is generally assumed to equal fair value. Goodwill is the amount by which consideration paid exceeds the fair value of acquired net assets. A bargain purchase gain results when the fair value of an acquired business' net assets exceeds its purchase price. Acquisition costs are expensed as incurred and are included within general and administrative expenses in the consolidated statements of operations.

Due to the time required to gather and analyze the necessary data for each acquisition, U.S. GAAP provides a "measurement period" of up to one year in which to finalize these fair value determinations. During the measurement period, preliminary fair value estimates may be revised if new information is obtained about the facts and circumstances existing as of the date of acquisition, or based on the final net assets and working capital of the acquired business, as prescribed in the applicable purchase agreement. Such adjustments may result in the recognition of, or an adjustment to the fair values of, acquisition-related assets and liabilities and/or consideration paid, and are referred to as "measurement period" adjustments. Measurement period adjustments are recorded to goodwill. Other revisions to fair value estimates that relate to facts and circumstances that occurred subsequent to the date of acquisition are reflected as income or expense, as appropriate.

For business combinations achieved in stages, the Company's previously held interest in the acquiree is remeasured at its acquisition date fair value, with the resulting gain or loss recorded in the Statements of (Loss) Income. For a pre-existing relationship between the Company and the acquiree, that is not extinguished on the business combination, such a relationship is considered effectively settled as part of the business combination even if it is not legally cancelled. At the acquisition date, it becomes an intercompany relationship and is eliminated upon consolidation.

#### ***Translation 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, net. Currency gains or losses resulting from transactions executed in currencies other than the functional currency are included in foreign exchange loss, net.

In these consolidated financial statements, "\$" means U.S. dollars unless otherwise noted.

#### ***Goodwill and Indefinite-Lived Intangible Assets***

The Company has goodwill and indefinite-lived intangible assets that have been recorded in connection with its acquisitions of businesses. Goodwill and indefinite-lived intangibles are allocated to reporting units and tested for impairment annually as of December 31 each year and when events or changes in circumstances indicate that the carrying value of a reporting unit exceeds its fair value. The Company generally elects to utilize the optional qualitative assessment for goodwill to determine whether it is more likely than not that the carrying value of a reporting unit is higher than its fair value. If it is determined that the fair value is more likely than not to be lower than the carrying value, a quantitative goodwill impairment test is performed by determining the fair value of the reporting unit. The fair value of a reporting unit is determined using either the income approach utilizing estimates of discounted future cash flows or the market approach utilizing recent transaction activity for comparable properties. These approaches are considered level 3 fair value measurements. If the carrying amount of the reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit. During the

years ended December 31, 2023 and 2022, the Company recorded impairment charges against goodwill and indefinite-lived intangible assets.

#### **Income Taxes**

The Company uses the asset and liability method of accounting for income taxes. Temporary differences arising between the tax basis of an asset or liability and its carrying amount on the Consolidated Statement of Financial Position are used to calculate future income tax assets and liabilities. This method also requires the recognition of deferred tax benefits, such as net operating loss carryforwards. Valuation allowances are recorded as appropriate to reduce deferred tax assets to the amount considered likely to be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to the taxable income (losses) in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment of the change. A tax benefit from an uncertain tax position is recognized only if we believe it is more likely than not that the position will be sustained on its technical merits. If the recognition threshold for the tax position is met, only the portion of the tax benefit that we believe is greater than 50 percent likely to be realized is recorded.

#### **Inventories**

Inventories are valued at the lower of cost or net realizable value. The cost of inventory includes capitalized production costs, including labor, materials, post-harvest costs and depreciation. Inventoriable costs are expensed to cost of goods sold on the Consolidated Statement of Income (Loss) in the same period as finished products are sold. The amount of any write-down of inventories to net realizable value and all losses of inventories are recognized as an expense in the period when the write-down or loss occurs.

#### **Redeemable Non-Controlling Interest**

Non-controlling interest ("NCI") in subsidiaries that are redeemable for cash or other assets outside of our control are classified as temporary mezzanine equity, outside of equity and liabilities. Initial measurement is at acquisition date fair value and subsequent measurement is at the greater of the carrying value or the redemption value. Changes in the redemption value are recognized immediately as they occur and the carrying amount of the redeemable NCI is adjusted to equal the redemption value at the end of each reporting period. This method views the end of the reporting period as if it were also the redemption date for the instrument. Increases or decreases in the estimated redemption amount are recorded with corresponding adjustments against equity and are reflected in the computation of earnings per share. However, the amount presented in temporary equity should be no less than the initial amount reported in temporary equity for the instrument.

#### **Revenue Recognition**

The Company's produce revenue transactions consist of single performance obligations to transfer promised goods at a fixed price. Quantities to be delivered to the customer are determined at a point near the date of delivery through purchase orders received from the customer. The Company recognizes revenue when it has fulfilled a performance obligation, which is typically when the customer receives the goods. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring the goods. The amount of revenue recognized is reduced for estimated returns and other customer credits, such as discounts and rebates, based on the expected value to be realized. Payment terms are consistent with terms standard to the markets the Company serves. Revenue from the sale of cannabis inventories in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts, volume rebates and excise duty. The Company recognizes revenue when it has fulfilled the performance obligation to the customer through the delivery and transfer of control of the promised goods.

Direct-to-consumer product sales for loyalty members contain two distinct performance obligations for which the Company allocates the transaction price based on the relative stand-alone value of each performance obligation, such that both revenue related to the delivery of the underlying purchased goods and deferred revenue for loyalty points issued to the customer are recognized based on the allocated consideration of value, after giving consideration to loyalty point breakage. The loyalty liability represents a performance obligation to provide goods for free or at a discount to loyalty members in exchange for the redemptions of points earned from past activities.

Judgment is required in determining whether the Company is the principal or agent in certain transactions. We evaluate the presentation of revenue on a gross or net basis based on whether we control the service provided to the end-user and are the principal (i.e. "gross"), or we arrange for other parties to provide the service to the end-user and are an agent (i.e. "net").

Revenue received from shipping and handling fees is reflected in net sales. Shipping and handling costs are included in cost of sales as incurred or at the time revenue is recognized for the related goods, whichever comes first.

## ITEM 7A. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

### Interest Rate Risk

As of December 31, 2023, 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 ("SOFR") or (b) Canadian Prime Rate, as defined in the agreement, plus an applicable margin. As of December 31, 2023, we had approximately \$4,000 aggregate principal amount of outstanding revolving loans under our Operating Loan with an interest rate of 6.9% and we had approximately \$48,058 in aggregate principal amounts with 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 0.7% over the comparable period in 2022.

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 \$254 and \$288 for the years ended December 31, 2023 and 2022, respectively.

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 December 31, 2023 and 2022, the Canadian/U.S. foreign exchange rate was C\$1.00 = US\$0.7543 and C\$1.00 = US\$0.7380, respectively. Assuming that 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 December 31, 2023 and 2022 with the net foreign exchange gain or loss directly impacting net income (loss).

	December 31, 2023	December 31, 2022
<b>Financial assets</b>		
Cash and cash equivalents	\$ 1,686	\$ 978
Trade receivables	3,005	2,758
Inventories	8,211	7,386
Prepaid and deposits	667	979
<b>Financial liabilities</b>		
Trade payables and accrued liabilities	(5,623)	(4,701)
Loan payable	(3,378)	(4,369)
<b>Net foreign exchange gain</b>	<u>\$ 4,568</u>	<u>\$ 3,031</u>

Our exposure to foreign exchange risk and the impact of foreign exchange rates are monitored by the Company'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.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements required by this item are included beginning on page 80 of this Annual Report on Form 10-K. See also Item 15, "Exhibits, Financial Statement Schedules."

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## ITEM 9A. CONTROLS AND PROCEDURES

### Evaluation of Disclosure Controls and Procedures

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 Annual Report on Form 10-K. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as

of the end of the period covered by this Annual Report on Form 10-K, our disclosure controls and procedures were not effective at a reasonable assurance level due to the material weakness described in management's report on internal control over financial reporting.

**Changes in Internal Control over Financial Reporting**

There have been no changes to our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act).

**Management's Report on Internal Control over Financial Reporting**

Management's report on internal control over financial reporting is included on page 80 of this Annual Report on Form 10-K.

**TEM 9B. OTHER INFORMATION**

During the quarter ended December 31, 2023, 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).

**TEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

None.

### PART III

#### TEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required to be furnished by this Item 10 is incorporated herein by reference to the definitive proxy statement for our annual meeting of shareholders (the "2024 Proxy Statement") to be filed within 120 days of December 31, 2023 (subject to any applicable extension period to the extent such 120th date is not a business day).

The information required by this item regarding delinquent filers pursuant to Item 405 of Regulation S-K will be included under the caption "Delinquent Section 16(a) Reports" in the 2024 Proxy Statement and is incorporated herein by reference.

The Company adopted a code of ethics that applies to all our employees, officers, and directors, including our Chief Executive Officer and Chief Financial Officer. The Code of Ethics and Whistleblowing Policy ("Code") is available on our Company website at <http://www.villagefarms.com> under the Governance section of our Investors page. The Code covers whistle blowing and provides an anonymous means for employees and officers to report violations of the Code and other corporate policies. The Company has also developed the Insider Trading Policy to provide guidelines on employee trading in the Company's securities. The Insider Trading Policy is designed to promote compliance with insider trading laws, rules and regulations and any applicable listing standards. Any amendments to the Insider Trading Policy, Code, or information about any waivers granted to directors or executive officers with respect to the Code, will be posted on the Company's website.

#### TEM 11. EXECUTIVE COMPENSATION

The information required to be furnished by this Item 11 is incorporated herein by reference to the 2024 Proxy Statement to be filed within 120 days of December 31, 2023 (subject to any applicable extension period to the extent such 120th date is not a business day).

#### TEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required to be furnished by this Item 12 is incorporated herein by reference to the 2024 Proxy Statement to be filed within 120 days of December 31, 2023 (subject to any applicable extension period to the extent such 120th date is not a business day).

#### TEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required to be furnished by this Item 13 is incorporated herein by reference to the 2024 Proxy Statement to be filed within 120 days of December 31, 2023 (subject to any applicable extension period to the extent such 120th date is not a business day).

#### TEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required to be furnished by this Item 14 is incorporated herein by reference to the 2024 Proxy Statement to be filed within 120 days of December 31, 2023 (subject to any applicable extension period to the extent such 120th date is not a business day).

PART IV.

TEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report.

1. Financial Statements.

	Page
<a href="#">Management's Report on Internal Controls Over Financial Controls</a>	80
<a href="#">Report of Independent Registered Public Accounting Firm</a>	75
<a href="#">Consolidated Statements of Financial Position</a>	83
<a href="#">Consolidated Statements of Operations and Comprehensive Income (Loss)</a>	84
<a href="#">Consolidated Statements of Changes in Shareholders' Equity and Mezzanine Equity</a>	85
<a href="#">Consolidated Statements of Cash Flows</a>	86
<a href="#">Notes to Financial Statements</a>	87



## 2. Financial Statement Schedules.

All schedules are omitted because they are not applicable, or the required information is shown in the Financial Statements or notes thereto.

### (b) Exhibits

The following exhibits are filed as part of, or incorporated by reference into, this report:

- 3.1 [Articles of Continuance \(incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K filed on March 9, 2023\).](#)
- 3.2 [By-Law No. 4 of Village Farms International, Inc. \(incorporated by reference to Appendix D of the Company's Proxy Statement, filed on April 19, 2022\)](#)
- 4.1 [Description of Common Shares \(incorporated by reference to Exhibit 4.1 of the Company's Annual Report on Form 10-K filed on March 9, 2023\).](#)
- 4.2 [Securityholders' Agreement, as amended and restated on December 31, 2009 \(incorporated by reference to Exhibit 4.3 of the Company's Annual Report on Form 10-K filed on April 1, 2020\)](#)
- 4.3 [Form of Warrant \(incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 10, 2020\).](#)
- 4.4 [Form of Warrant \(incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 30, 2023\).](#)
- 10.1 [Controlled Equity OfferingSM Sales Agreement, dated August 9, 2022, between Village Farms International, Inc. and Cantor Fitzgerald & Co. and A.G.P./Alliance Global Partners \(incorporated by reference to Exhibit 1.1 of the Company's Current Report on Form 8-K filed on August 9, 2022\).](#)
- 10.2 [Credit Facility Agreement by and between Village Farms Canada Limited Partnership and Farm Credit Canada, dated March 28, 2013 \(incorporated by reference to Exhibit 10.2 of the Company's Annual Report on Form 10-K filed on April 1, 2020\)](#)
- 10.3 [Credit Agreement by and between Village Farms Canada Limited Partnership and Village Farms, L.P. and Bank of Montreal, dated August 29, 2013 \(incorporated by reference to Exhibit 10.3 of the Company's Annual Report on Form 10-K filed on April 1, 2020\)](#)
- 10.4 [Amendment to Credit Agreement by and between Village Farms Canada Limited Partnership and Village Farms, L.P. and Farm Credit Canada, dated March 24, 2016 \(incorporated by reference to Exhibit 10.4 of the Company's Annual Report on Form 10-K filed on April 1, 2020\)](#)
- 10.5 [Second Amendment to Credit Agreement by and between Village Farms Canada Limited Partnership and Village Farms, L.P. and Bank of Montreal, dated May 31, 2016 \(incorporated by reference to Exhibit 10.5 of the Company's Annual Report on Form 10-K filed on April 1, 2020\)](#)
- 10.6 [Form of Indemnification Agreement. + ^](#)
- 10.7 [Credit Agreement, dated as of February 7, 2019, by and between Pure Sun Farms Corp., Bank of Montreal and Farm Credit Canada. \(incorporated by reference to Exhibit 10.10 of the Company's Annual Report on Form 10-K filed on March 16, 2021\).](#)
- 10.8 [First Amended and Restated Credit Agreement, dated as of March 30, 2020, by and between Pure Sun Farms Corp., Bank of Montreal, Farm Credit Canada and Canada Imperial Bank of Commerce. \(incorporated by reference to Exhibit 10.11 of the Company's Annual Report on Form 10-K filed on March 16, 2021\).](#)
- 10.9 [Second Amendment and Restated Credit Agreement, dated as of June 30, 2020, by and between Pure Sunfarms Corp., Bank of Montreal, Farm Credit Canada and Canada Imperial Bank of Commerce. \(incorporated by reference to Exhibit 10.12 of the Company's Annual Report on Form 10-K filed on March 16, 2021\).](#)
- 10.10 [Third Amended and Restated Credit Agreement, dated as of March 15, 2021, by and between Pure Sunfarms Corp., Bank of Montreal, Farm Credit Canada and Canadian Imperial Bank of Commerce. \(Incorporated by reference to Exhibit 10.17 of the Company's Annual Report on Form 10-K/A on March 18, 2021\).](#)

- 10.11 [Fourth Amended and Restated Credit Agreement, dated as of May 5, 2023, by and between Pure Sunfarms Corp., Bank of Montreal, Farm Credit Canada and Canadian Imperial Bank of Commerce \(incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed on May 10, 2023\).](#)
- 10.12 [First Supplemental Credit Agreement, dated May 30, 2020, by and between Pure Sunfarms Corp., Bank of Montreal and Farm Credit Canada. \(incorporated by reference to Exhibit 10.13 of the Company's Annual Report on Form 10-K filed on March 16, 2021\).](#)
- 10.13 [First Supplemental Credit Agreement, dated October 30, 2020, by and between Pure Sunfarms Corp., Bank of Montreal and Farm Credit Canada. \(incorporated by reference to Exhibit 10.14 of the Company's Annual Report on Form 10-K filed on March 16, 2021\).](#)
- 10.14 [BDC Loan Agreement, dated December 30, 2020, by and between Pure Sunfarms Corp. and Bank of Montreal. \(incorporated by reference to Exhibit 10.15 of the Company's Annual Report on Form 10-K filed on March 16, 2021\).](#)
- 10.15 [Membership Interest Purchase Agreement by and among Village Farms International, Inc. Balanced Health Botanicals, LLC and the Members of Balanced Health Botanicals, LLC, dated August 16, 2021 \(incorporated by reference to Exhibit 10.17 of the Company's Annual Report on Form 10-K/A filed on March 13, 2022\).](#) ^
- 10.16 [Share Purchase Agreement by and among Village Farms International, Inc., ROSE LifeScience Inc. and the shareholders of ROSE LifeScience, dated November 15, 2021 \(incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed on November 19, 2021\).](#) ^
- 10.17 [Unanimous Shareholder Agreement by and among Village Farms International, Inc., ROSE LifeScience Inc. and the shareholders of ROSE LifeScience, dated November 15, 2021 \(incorporated by reference to Exhibit 2.2 of the Company's Current Report on Form 8-K filed on November 19, 2021\).](#) ^
- 10.18 [First Amendment to Unanimous Shareholder Agreement by and among Village Farms International, Inc., ROSE LifeScience Inc. and the shareholders of ROSE LifeScience, dated November 15, 2021 \(incorporated by reference to Exhibit 10.18 of the Company's Annual Report on Form 10-K filed on March 9, 2023\).](#)
- 10.19 [Amended and Restated Share-based Compensation Plan dated March 15, 2021 and adopted June 10, 2021 \(incorporated by reference to Appendix D of the Company's Proxy Statement filed on May 7, 2021\).](#) +
- 10.20 [Village Farms International, Inc. Share-based Compensation Plan adopted on December 31, 2009 \(incorporated by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-K filed on April 1, 2020\).](#) +
- 10.21 [Employment Agreement, dated as of September 1, 2023, by and between Stephen C. Ruffini and the Company \(incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on November 8, 2023\).](#) +
- 10.22 [Employment Agreement, dated as of July 13, 2020, by and between Michael A. DeGiglio and the Company \(incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on July 14, 2020\).](#) +
- 10.23 [Employment Agreement by and between Bret Wiley and the Company \(incorporated by reference to Exhibit 10.9 of the Company's Annual Report on Form 10-K filed on April 1, 2020\).](#) +
- 10.24 [Employment Agreement, dated as of October 20, 2023, by and between Orville Bovenschen and the Company \(incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q filed on November 8, 2023\).](#) +
- 10.25 [Employment Agreement dated as of February 7, 2022, by and between Ann Gillin Lefever and the Company \(incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q filed on May 10, 2023\).](#) +
- 19.1 [Insider Trading Policy.](#)
- 21.1 [List of Subsidiaries.](#)
- 23.1 [Consent of Independent Registered Public Accounting Firm PricewaterhouseCoopers LLP](#)
- 24.1 [Powers of Attorney \(included on signature page\).](#)

31.1	<a href="#">Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.2	<a href="#">Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
32.1	<a href="#">Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
32.2	<a href="#">Certification of Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
97.1	<a href="#">Clawback Policy.</a>
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
101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents
104	Cover page formatted as inline XBRL and contained in Exhibit 101

+ Indicates management contract or compensatory plan.

^ Certain confidential portions of this exhibit have been redacted pursuant to Item 601(b)(10) of Regulation S-K. The Company agrees to furnish to the Securities and Exchange Commission a copy of any omitted portions of the exhibit upon request.

**TEM 16. FORM 10-K SUMMARY**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 on the 13th day of March 2024.

### Village Farms International, Inc.

By: /s/ Michael A. DeGiglio  
Name: Michael A. DeGiglio  
Title: Chief Executive Officer and Director

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael A. DeGiglio and Stephen C. Ruffini, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this report, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities on March 13, 2024.

Signature	Title
/s/ Michael A. DeGiglio Michael A. DeGiglio	Chief Executive Officer and Director (Principal Executive Officer)
/s/ Stephen C. Ruffini Stephen C. Ruffini	Chief Financial Officer and Director (Principal Financial and Accounting Officer)
/s/ John R. McLernon John R. McLernon	Director, Chair
/s/ John P. Henry John P. Henry	Director
/s/ Dave Holewinski David Holewinski	Director
/s/ Christopher C. Woodward Christopher C. Woodward	Director

## Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rules 13a-15(f) under the Exchange Act. Internal control over financial reporting is a process designed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

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 ("COSO") in Internal Control – 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 management'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.

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

The control over the determination of the fair value of the Company's goodwill and intangible assets is an annual control that operates prior to filing. The control is dependent on a key spreadsheet that relies on inputs and assumptions and contains formulas and calculations. The precision and timeliness of the review did not prevent or detect potential material errors in valuation of goodwill or indefinite lived intangibles and the related disclosures. The Company implemented remediation measures in 2023 but they were not sufficient to deem the prior material weakness remediated. In 2024, management will continue to enhance the precision of this control including involving third party valuation specialists in order to remediate the material weakness. The material weakness will be fully remediated when, in the opinion of the company's management, the revised control procedures are appropriately operated for a sufficient period of time to provide reasonable assurance as to their effectiveness.



## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Village Farms International, Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of Village Farms International, Inc. and its subsidiaries (together, the Company) as of December 31, 2023 and 2022, and the related consolidated statements of operations and comprehensive income (loss), of changes in shareholders' equity and mezzanine equity and of cash flows for each of the three years in the period ended December 31, 2023, including the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

#### *Impairment assessment of goodwill for the Cannabis – U.S. reporting unit*

As described in Notes 1 and 6 to the consolidated financial statements, the Company's goodwill balance for the Cannabis – U.S. reporting unit was \$10.0 million as of December 31, 2023. Goodwill is tested for impairment annually as of December 31 each year and when events or changes in circumstances indicate that the carrying value of a reporting unit exceeds its fair value. If the carrying value of the reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit. The fair value of the reporting unit was determined based on a discounted cash flow projection (the model). Management's discounted cash flow projection for the reporting unit included significant assumptions relating to future cash flows, terminal growth rate, and post-tax discount rate. Management concluded that, as of December 31, 2023, the fair value of the Cannabis – U.S. reporting unit was lower than its carrying amount resulting in an impairment charge to goodwill of \$11.3 million.

The principal considerations for our determination that performing procedures relating to the impairment assessment of goodwill for the Cannabis – U.S. reporting unit is a critical audit matter are (i) a high degree of auditor judgment and subjectivity in performing procedures relating to the fair value of the reporting unit due to the judgment by management when developing the fair value estimate; (ii) the significant audit effort in evaluating management's significant assumptions related to the future cash flows, terminal growth rate, and post-tax discount rate; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included, among others, (i) testing management's process for developing the fair value of the reporting unit; (ii) evaluating the appropriateness of the approach; (iii) testing the completeness and accuracy of underlying data used in the model; and (iv) evaluating the reasonableness of the significant assumptions used by management, including the future cash flows, terminal growth rate, and post-tax discount rate. Evaluating management's significant assumption related to the future cash flows involved evaluating whether the significant assumption used by management was reasonable considering (i) the current and past performance of the reporting unit; (ii) consistency with external market and industry data; and (iii) whether the significant assumption was consistent with evidence obtained in other areas of the audit, as applicable. Professionals with specialized skill and knowledge were used to assist in the evaluation of the appropriateness of the model and the reasonableness of the significant assumptions related to the terminal growth rate and post-tax discount rate.

*Impairment assessment of goodwill for the Cannabis – Canada reporting unit*

As described in Notes 1 and 6 to the consolidated financial statements, the Company's goodwill balance for the Cannabis – Canada reporting unit was \$45.8 million as of December 31, 2023. Goodwill is tested for impairment annually as of December 31 each year and when events or changes in circumstances indicate that the carrying value of a reporting unit exceeds its fair value. If the carrying value of the reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit. The fair value of the reporting unit was determined based on a discounted cash flow projection (the model). Management's discounted cash flow projection for the reporting unit included significant assumptions relating to future cash flows, terminal growth rate, post-tax discount rate and net working capital. Management concluded that the fair value of the Cannabis – Canada reporting unit was higher than its carrying amount as of December 31, 2023 and therefore no impairment to goodwill was required.

The principal considerations for our determination that performing procedures relating to the impairment assessment of goodwill for the Cannabis – Canada reporting unit is a critical audit matter are (i) a high degree of auditor judgment and subjectivity in performing procedures relating to the fair value of the reporting unit due to the judgment by management when developing the fair value estimate; (ii) the significant audit effort in evaluating management's significant assumptions related to the future cash flows, terminal growth rate, post-tax discount rate and net working capital; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included, among others, (i) testing management's process for developing the fair value of the reporting unit; (ii) evaluating the appropriateness of the approach; (iii) testing the completeness and accuracy of underlying data used in the model; and (iv) evaluating the reasonableness of the significant assumptions used by management, including the future cash flows, terminal growth rate, post-tax discount rate and net working capital. Evaluating management's significant assumptions related to the future cash flows and net working capital involved evaluating whether the significant assumptions used by management were reasonable considering (i) the current and past performance of the reporting unit; (ii) the consistency with external market and industry data; and (iii) whether these significant assumptions were consistent with evidence obtained in other areas of the audit, as applicable. Professionals with specialized skill and knowledge were used to assist in the evaluation of the appropriateness of the model and the reasonableness of the significant assumptions related to the terminal growth rate and post-tax discount rate.

**/s/PricewaterhouseCoopers LLP**

Chartered Professional Accountants

Vancouver, Canada

March 13, 2024

We have served as the Company's auditor since 2006.

**Village Farms International, Inc.**  
**Consolidated Statements of Financial Position**  
(In thousands of United States dollars, except share data)

	December 31, 2023	December 31, 2022
<b>ASSETS</b>		
<i>Current assets</i>		
Cash and cash equivalents	\$ 30,291	\$ 16,676
Restricted cash	5,000	5,000
Trade receivables	30,561	27,558
Inventories	78,472	70,582
Other receivables	294	309
Income tax receivable, net	—	6,900
Prepaid expenses and deposits	7,150	5,959
Total current assets	151,768	132,984
<i>Non-current assets</i>		
Property, plant and equipment	205,613	207,701
Investments	2,656	2,109
Goodwill	55,918	66,225
Intangibles	32,275	37,157
Deferred tax asset	4,201	4,201
Right-of-use assets	12,596	9,132
Other assets	1,962	5,776
Total assets	\$ 466,989	\$ 465,285
<b>LIABILITIES</b>		
<i>Current liabilities</i>		
Line of credit	\$ 4,000	\$ 7,529
Trade payables	21,753	24,894



Current maturities of long-term debt	9,133	9,646
Accrued sales taxes	15,941	11,594
Accrued loyalty program	1,773	2,060
Accrued liabilities	15,076	13,064
Lease liabilities - current	2,112	1,970
Income tax payable	28	—
Other current liabilities	2,340	1,458
Total current liabilities	72,156	72,215
<i>Non-current liabilities</i>		
Long-term debt	38,925	43,821
Deferred tax liability	23,730	19,756
Lease liabilities - non-current	11,335	7,785
Other liabilities	1,902	1,714
Total liabilities	148,048	145,291
Commitments and contingencies (note 11)		
<b>MEZZANINE EQUITY</b>		
Redeemable non-controlling interests	15,667	16,164
<b>SHAREHOLDERS' EQUITY</b>		
Common stock,		
no		
par value per share - unlimited shares authorized;		
110,248,929		
shares issued and outstanding at December 31, 2023 and		
91,788,929	386,719	372,429
shares issued and outstanding at December 31, 2022.		
Additional paid in capital	25,611	13,372
Accumulated other comprehensive loss	( 3,540 )	( 8,371 )

Retained earnings	(	(
	106,165	74,367
	)	)
Total Village Farms International, Inc. shareholders' equity	302,625	303,063
Non-controlling interest		
	649	767
Total shareholders' equity		
	303,274	303,830
Total liabilities, mezzanine equity and shareholders' equity		
	466,989	465,285
	<u>\$</u>	<u>\$</u>

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

**Village Farms International, Inc.**  
**Consolidated Statements of Operations and Comprehensive Income (Loss)**  
**For the Years Ended December 31, 2023, 2022 and 2021**  
(In thousands of United States dollars, except share and per share data)

	2023	2022	2021
Sales			
	\$ 285,603	\$ 293,572	\$ 268,020
Cost of sales	( 236,177 )	( 266,075 )	( 222,841 )
Gross margin	49,426	27,497	45,179
Selling, general and administrative expenses	( 65,501 )	( 72,265 )	( 53,917 )
Interest expense	( 4,509 )	( 3,244 )	( 2,835 )
Interest income	1,018	207	126
Foreign exchange gain (loss)	602	( 2,255 )	476
Other income (expense)	5,616	115	420
Write-off of joint venture loan	—	( 592 )	—
Impairments	( 14,020 )	( 43,299 )	—
Loss before taxes and loss from equity method investments	( 27,368 )	( 94,066 )	( 12,343 )
(Provision for) recovery of income taxes	( 4,451 )	( 4,681 )	3,526
Loss from equity method investments	—	( 2,668 )	308
Loss including non-controlling interests	( 31,819 )	( 101,415 )	( 9,125 )
Less: net loss attributable to non-controlling interests, net of tax	21	269	46
Net loss attributable to Village Farms International, Inc. shareholders	( 31,798 )	( 101,146 )	( 9,079 )
Basic loss per share attributable to Village Farms International, Inc. shareholders	\$ 0.29	\$ 1.13	\$ 0.11
Diluted loss per share attributable to Village Farms International, Inc. shareholders	\$ 0.29	\$ 1.13	\$ 0.11
Weighted average number of common shares used in the computation of loss per share (in thousands):			

Basic

	108,728	89,127	82,161
Diluted			
	108,728	89,127	82,161
Loss including non-controlling interests	(	(	(
	31,819	101,415	9,125
	\$ )	\$ )	\$ )
Other comprehensive income (loss):			
Foreign currency translation adjustment		(	
	4,237	15,460	441
		)	
Comprehensive loss including non-controlling interests	(	(	(
	27,582	116,875	8,684
	)	)	)
Less: comprehensive (income) loss attributable to non-controlling interests	(		(
	436	1,432	63
	)		)
Comprehensive loss attributable to Village Farms International, Inc. shareholders	(	(	(
	28,018	115,443	8,747
	\$ )	\$ )	\$ )

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

**Village Farms International, Inc.**  
**Consolidated Statements of Changes in Shareholders' Equity and Mezzanine Equity**  
**For the Years Ended December 31, 2023, 2022 and 2021**  
(In thousands of United States dollars, except for shares outstanding)

	Number of Common Shares (in thousands)	Common Stock	Additional Paid In Capital	Accumulated Other Comprehensiv e (Loss) Income	Retained Earnings	Non- controlling Interest	Total Permanent Shareholder s' Equity	Mezzanine Equity
Balance at January 1, 2021	66,912	\$ 145,668	\$ 17,502	\$ 6,255	\$ 35,858	\$ —	\$ 205,283	\$ —
Shares issued in public offering, net of issuance costs	10,887	127,489	—	—	—	—	127,489	—
Shares issued in acquisition	7,118	63,044	—	—	—	—	63,044	—
Shares issued on exercise of warrants	3,188	29,050	10,555	—	—	—	18,495	—
Shares issued on exercise of stock options	177	310	111	—	—	—	199	—
Share re-purchases	(535)	—	(5,000)	—	—	—	(5,000)	—
Share-based compensation	487	—	7,533	—	—	—	7,533	—
Recognition of non-controlling interest on acquisition	—	—	—	—	—	—	—	16,479
Cumulative translation adjustment	—	—	—	441	—	—	441	—
Net loss	—	—	—	—	9,079	(9,079)	(9,079)	46
Balance at December 31, 2021	88,234	\$ 365,561	\$ 9,369	\$ 6,696	\$ 26,779	\$ —	\$ 408,405	\$ 16,433
Net proceeds from issuance of common stock	3,175	6,692	—	393	—	—	7,085	—
Shares issued on exercise of stock options	180	176	16	—	—	—	192	—
Share-based compensation	200	—	3,987	—	—	—	3,987	—
Recognition of non-controlling interest on acquisition	—	—	—	—	—	767	767	—

Cumulative translation adjustment				(			(		
				15,460			15,460		
	—	—	—	)	—	—	)	—	
Net loss					(		(		(
					101,146		101,146	269	
	—	—	—	—	)	—	)		)
Balance at December 31, 2022				(					
	91,789	372,429	13,372	8,371	74,367	767	303,830	16,164	
	\$	\$	\$	)	)	\$	\$	\$	
Shares issued in public offering, net of issuance costs									
	18,350	14,207	—	—	—	—	14,207	—	
Warrants issued in public offering									
			9,128	—	—	—	9,128	—	
Shares issued on exercise of stock options									
	100	83	—	—	—	—	83	—	
Share-based compensation									
	10	—	3,111	—	—	—	3,111	—	
Cumulative translation adjustment									(
				4,831	—	72	4,903	666	)
Net (loss) income					(	(	(		
					31,798	190	31,988	169	
	—	—	—	—	)	)	)		
Balance at December 31, 2023				(	(				
	110,249	386,719	25,611	3,540	106,165	649	303,274	15,667	
	\$	\$	\$	)	)	\$	\$	\$	

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

**Village Farms International, Inc.**  
**Consolidated Statements of Cash Flows**  
**For the Years Ended December 31, 2023, 2022 and 2021**  
**(In thousands of United States dollars)**

	2023	2022	2021
<b>Cash flows provided by (used in) operating activities:</b>			
Net loss attributable to Village Farms International, Inc. shareholders	(	(	(
	31,798	101,146	9,079
	\$ )	\$ )	\$ )
Adjustments to reconcile net loss attributable to Village Farms International, Inc. shareholders to net cash provided by (used in) operating activities:			
Depreciation and amortization	15,926	13,054	12,709
Amortization of deferred charges	136	214	300
Share of loss from joint venture	—	2,668	308
Net income (loss) attributable to non-controlling interest	(	(	
	21	269	—
	)	)	
Interest expense	4,509	3,244	2,835
Interest income	—	(	(
	—	207	126
	)	)	)
Interest paid on long-term debt	(	(	(
	4,700	3,420	3,306
	)	)	)
Unrealized foreign exchange loss	64	83	—
Impairments	14,020	43,299	—
Inventory impairment	—	11,038	—
Write-off of joint venture loan	—	592	—
Loss (gain) on disposal of assets	7	(	259
		7	
		)	
Non-cash lease expense	2,103	(	(
		604	1,351
		)	)
Other	—	—	366
Share-based compensation	3,111	3,987	7,533
Deferred income taxes	4,046	9,831	(
			2,866
			)
Changes in non-cash working capital items	(	(	(
	2,088	2,246	47,149
	)	)	)

Net cash provided by (used in) operating activities	(	(	(
	5,315	19,889	39,567
		)	)
<b>Cash flows (used in) provided by investing activities:</b>			
Purchases of property, plant and equipment	(	(	(
	6,518	14,292	21,656
	)	)	)
Advances to joint ventures			(
			20
	—	—	)
Acquisitions, net		(	(
		5,873	40,685
	—	)	)
Equity investment	(		(
	548		1,109
	)	—	)
Issuance of note receivable		(	
		734	
	—	)	—
Repayment of note receivable			
	835		
		—	—
Net cash used in investing activities	(	(	(
	6,231	20,899	63,470
	)	)	)
<b>Cash flows provided by (used in) financing activities:</b>			
Proceeds from borrowings			
		7,321	19,669
	—		
Repayments on borrowings	(	(	(
	9,281	9,709	9,454
	)	)	)
Proceeds from issuance of common stock and warrants			
	24,772	6,898	135,000
Issuance costs	(	(	(
	1,437	206	7,511
	)	)	)
Proceeds from exercise of stock options			
	83	192	199
Proceeds from exercise of warrants			
			18,495
	—	—	
Share re-purchases			(
			5,000
	—	—	)
Payments on capital lease obligations			(
			17
	—	—	)
Payment of note payable related to acquisition			(
			15,498
	—	—	)
Net cash provided by financing activities			
	14,137	4,496	135,883
Effect of exchange rate changes on cash and cash equivalents		(	
	394	699	142
		)	
Net increase (decrease) in cash, cash equivalents and restricted cash		(	
	13,615	36,991	32,988
		)	
Cash, cash equivalents and restricted cash, beginning of period			
	21,676	58,667	25,679



Cash, cash equivalents and restricted cash, end of period

	35,291	21,676	58,667
	\$	\$	\$
<b>Supplemental disclosure of non-cash activities:</b>			
<b>Non-Cash - investing and financing activities</b>			
Shares issued for acquisitions			63,044
	\$	\$	\$
Operating lease right-of-use assets	—	—	—
	\$	\$	\$
Operating lease liabilities	5,578	—	—
	\$	\$	\$
	5,578	—	—
	\$	\$	\$
<b>Supplemental cash flow information:</b>			
Income taxes paid			1,801
	\$	\$	\$

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

VILLAGE FARMS INTERNATIONAL, INC.  
Notes to Consolidated Financial Statements  
(In thousands of United States dollars, except share and per share amounts and unless otherwise noted)

## 1. 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 December 31, 2023 are Village Farms Canada Limited Partnership, Village Farms, L.P., Pure Sunfarms Corp. ("Pure Sunfarms"), and Balanced Health Botanicals, LLC ("Balanced Health"). VFF also owns a

70  
% 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". On April 21, 2023, the Company received notification from Nasdaq that it is not in compliance with the minimum bid price requirement for continued listing on the Nasdaq Capital Market (Nasdaq Listing Rule 5550(a)(2)) (the "Minimum Bid Requirement") as the bid price for the Company's common shares (the "Common Shares") closed below US\$

1.00  
from March 7, 2023 to April 19, 2023.

On October 18, 2023, the Company received notification from Nasdaq that Nasdaq has approved the Company's request for a 180 -calendar day extension (the "Extension") to regain compliance with the Minimum Bid Requirement. The Extension follows the expiration on October 17, 2023 of the initial 180 -calendar day period to regain compliance with the Minimum Bid Requirement. As a result of the Extension, the Company now has until April 15, 2024 (the "New Compliance Period") to regain compliance with the Minimum Bid Requirement.

The Extension has no immediate effect on the listing of the Common Shares on the Nasdaq Capital Market. During the New Compliance Period, the Common Shares will continue to trade on the Nasdaq Capital Market. If at any time before the end of the New Compliance Period, the bid price of the Common Shares closes at or above US\$

1.00  
per share for a minimum of 10 consecutive business days, it is expected that Nasdaq would notify the Company that it has regained compliance with the Minimum Bid Requirement.

In the event the Company does not regain compliance with the Minimum Bid Requirement by the end of the New Compliance Period, the Company may be subject to delisting of its Common Shares from the Nasdaq Capital Market, at which time the Company may request a review of the delisting determination by a Nasdaq Hearings Panel.

We can provide no assurance that the Company would receive a favorable decision from a Nasdaq Hearing Panel after the end of the New Compliance Period or that the Common Shares will not be delisted from Nasdaq.

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 and supplier of cannabis products sold to other licensed providers and provincial governments across 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. Through its

70  
% 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 and Principles of Consolidation*

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"), and include VFF 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 VFF consolidates are reported as non-controlling interests within equity, except for mandatorily redeemable non-controlling interests, which are classified as temporary mezzanine equity. Net income or loss attributable to non-controlling interests is reported as a separate line item below net income or loss. Investments in entities for which the Company does not have a controlling financial interest, but over which it has the ability to exert significant influence, are accounted for under the equity method of accounting. For equity investees in which the Company has an undivided interest in the assets, liabilities and profits or losses of an unincorporated entity, but does not exercise control over the entity, the Company consolidates its proportional interest in the accounts of the entity. When appropriate, prior year amounts are reclassified to conform with the current period presentation. For the years ended December

31, 2022 and 2021, share-based compensation has been reclassified to selling, general and administrative expenses on the consolidated Statements of Operations and Comprehensive Income (Loss) to conform with the current period presentation.

#### ***Translation 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, net. Currency gains or losses resulting from transactions executed in currencies other than the functional currency are included in foreign exchange gain (loss).

In these consolidated financial statements, "\$" means U.S. dollars unless otherwise noted.

#### ***Management Estimates***

The preparation of consolidated financial statements in accordance with U.S. GAAP requires the use of estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates are based on historical experience and various other assumptions that management believes to be reasonable under the circumstances, including the potential future effects of macroeconomic trends and events, such as inflation and interest rate levels; supply chain disruptions; uncertainty from potential recessionary effects; climate-related matters; market, industry and regulatory factors, including permitting issues; global events, such as the ongoing military conflict in Ukraine; and public health matters. These estimates form the basis for making judgments about the Company's operating results and the carrying values of assets and liabilities that are not readily apparent from other sources. While management believes that such estimates are reasonable when considered in conjunction with the Company's consolidated financial position and results of operations taken as a whole, actual results could differ materially from these estimates.

#### ***Significant Accounting Policies***

The following is a summary of significant accounting policies followed in the preparation of the accompanying consolidated financial statements.

##### **Revenue Recognition**

The Company's produce revenue transactions consist of single performance obligations to transfer promised goods at a fixed price. Quantities to be delivered to the customer are determined at a point near the date of delivery through purchase orders received from the customer. The Company recognizes revenue when it has fulfilled a performance obligation, which is typically when the customer receives the goods. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring the goods. The amount of revenue recognized is reduced for estimated returns and other customer credits, such as discounts and rebates, based on the expected value to be realized. Payment terms are consistent with terms standard to the markets the Company serves. Revenue from the sale of cannabis inventories in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts, volume rebates and excise duty. The Company recognizes revenue when it has fulfilled the performance obligation to the customer through the delivery and transfer of control of the promised goods.

Direct-to-consumer product sales for loyalty members contain two distinct performance obligations for which the Company allocates the transaction price based on the relative stand-alone value of each performance obligation, such that both revenue related to the delivery of the underlying purchased goods and deferred revenue for loyalty points issued to the customer are recognized based on the allocated consideration of value, after giving consideration to loyalty point breakage. The loyalty liability represents a performance obligation to provide goods for free or at a discount to loyalty members in exchange for the redemptions of points earned from past activities.

Judgment is required in determining whether the Company is the principal or agent in certain transactions. We evaluate the presentation of revenue on a gross or net basis based on whether we control the service provided to the end-user and are the principal (i.e. "gross"), or we arrange for other parties to provide the service to the end-user and are an agent (i.e. "net").

For each identified performance obligation in the contract with the customer, we assess whether our agency or the third-party supplier is the principal or agent. We control the specified services before transferring those services to the customer and act as the principal if we are primarily responsible for fulfilling the promise to provide the specified good or service, have inventory risk, or discretion in establishing pricing. For performance obligations in which we act as principal, we record the gross amount billed to the customer within total revenue and the related incremental direct costs incurred as billable expenses.

If the third-party supplier, rather than the Company, is primarily responsible for the performance and deliverable to our customer, then we generally act as the agent and solely arrange for the third-party supplier to provide services to the customer. For performance

obligations for which we act as the agent, we record our revenue as the net amount of our gross billings less pass-through expenses charged to a customer.

Revenue received from shipping and handling fees is reflected in net sales. Shipping and handling costs are included in cost of sales as incurred or at the time revenue is recognized for the related goods, whichever comes first.

#### **Redeemable Non-Controlling Interest**

Non-controlling interest ("NCI") in subsidiaries that are redeemable for cash or other assets outside of our control are classified as temporary mezzanine equity, outside of equity and liabilities. Initial measurement is at acquisition date fair value and subsequent measurement is at the greater of the carrying value or the redemption value. Changes in the redemption value are recognized immediately as they occur and the carrying amount of the redeemable NCI is adjusted to equal the redemption value at the end of each reporting period. This method views the end of the reporting period as if it were also the redemption date for the instrument. Increases or decreases in the estimated redemption amount are recorded with corresponding adjustments against equity and are reflected in the computation of earnings per share. However, the amount presented in temporary equity should be no less than the initial amount reported in temporary equity for the instrument.

#### **Income Taxes**

The Company uses the asset and liability method of accounting for income taxes. Temporary differences arising between the tax basis of an asset or liability and its carrying amount on the Consolidated Statement of Financial Position are used to calculate future income tax assets and liabilities. This method also requires the recognition of deferred tax benefits, such as net operating loss carryforwards. Valuation allowances are recorded as appropriate to reduce deferred tax assets to the amount considered likely to be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to the taxable income (losses) in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment of the change. A tax benefit from an uncertain tax position is recognized only if we believe it is more likely than not that the position will be sustained on its technical merits. If the recognition threshold for the tax position is met, only the portion of the tax benefit that we believe is greater than 50 percent likely to be realized is recorded.

#### **Cash and Cash Equivalents**

Cash and cash equivalents consist of cash deposits held with banks, and other highly liquid short-term interest-bearing securities with maturities at the date of purchase of three months or less.

#### **Restricted Cash**

Restricted cash, as of December 31, 2023 and 2022 includes a cash deposit required by the Company's directors' and officers' insurance policy which is managed by an insurer and held as a cell captive within a Bahamas-based financial institution.

#### **Trade Receivables**

Trade receivables, net of the allowance for doubtful accounts, represent their estimated net realizable value, which approximates fair value. Provisions for doubtful accounts are recorded based on historical collection experience and the age of the receivables. Receivables are written off when they are deemed uncollectible.

#### **Inventories**

Inventories are valued at the lower of cost or net realizable value. The cost of inventory includes capitalized production costs, including labor, materials, post-harvest costs and depreciation. Inventoriable costs are expensed to cost of goods sold on the Consolidated Statement of Operations in the same period as finished products are sold. The amount of any write-down of inventories to net realizable value and all losses of inventories are recognized as an expense in the period when the write-down or loss occurs.

#### **Long-Lived Assets**

The Company's long-lived assets consist primarily of property, plant and equipment and finite-lived intangible assets. Purchased property and equipment is recorded at cost, or, if acquired in a business combination, at the acquisition date fair value. Depreciation and amortization of property and equipment is computed using the straight-line method over the estimated useful lives of the respective assets. Leasehold improvements are depreciated over the shorter of the term of the lease or the estimated useful lives of the improvements. Expenditures for repairs and maintenance are charged to expense as incurred. Expenditures for betterments and major improvements that extend the life of the related assets are capitalized and depreciated over the remaining useful lives of the assets. The carrying amounts of assets sold or retired and the related accumulated depreciation are eliminated in the year of disposal. Gains or losses, net, from the sale of property and equipment are included within other income (expense). Depreciation of property, plant and equipment is determined on the straight-line method over the following useful lives of the assets:

Classification	Estimated Useful Lives
Leasehold and land improvements	5 - 20 years
Buildings	4 - 30 years
Machinery and equipment	3 - 30 years

The Company's intangible assets are purchased and acquired through business combinations and have both finite and infinite useful lives. Finite-lived intangible assets are amortized over their useful lives, which are generally based on contractual or legal rights, using the straight-line method. Amortization of finite-lived intangible assets is determined on the straight-line method over the following useful lives of the assets:

Classification	Estimated Useful Lives
Licenses	5 - 22 years
Brand and trademarks	Indefinite
Customer relationships	10 years
Computer software	3 - 5 years

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Long-lived assets are grouped with other assets to the lowest level to which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. Management assesses the recoverability of the carrying cost of the assets based on a review of projected undiscounted cash flows. If an asset is held for sale, management reviews its estimated fair value less cost to sell. Fair value is determined using pertinent market information, including appraisals or broker's estimates, and/or projected discounted cash flows. In the event an impairment loss is identified, it is recognized based on the amount by which the carrying value exceeds the estimated fair value of the long-lived asset.

During the three years in the period ended December 31, 2023, 2022 and 2021 there were

no

material impairments of long-lived assets.

#### Business Combinations

The determination of the fair value of net assets acquired in a business combination requires estimates and judgments of future cash flow expectations for the acquired business and the related identifiable tangible and intangible assets. Fair values of net assets acquired are calculated using expected cash flows and industry-standard valuation techniques. For current assets and current liabilities, book value is generally assumed to equal fair value. Goodwill is the amount by which consideration paid exceeds the fair value of acquired net assets. A bargain purchase gain results when the fair value of an acquired business' net assets exceeds its purchase price. Acquisition costs are expensed as incurred and are included within general and administrative expenses in the consolidated statements of operations.

Due to the time required to gather and analyze the necessary data for each acquisition, U.S. GAAP provides a "measurement period" of up to one year in which to finalize these fair value determinations. During the measurement period, preliminary fair value estimates may be revised if new information is obtained about the facts and circumstances existing as of the date of acquisition, or based on the final net assets and working capital of the acquired business, as prescribed in the applicable purchase agreement. Such adjustments may result in the recognition of, or an adjustment to the fair values of, acquisition-related assets and liabilities and/or consideration paid, and are referred to as "measurement period" adjustments. Measurement period adjustments are recorded to goodwill. Other revisions to fair value estimates that relate to facts and circumstances that occurred subsequent to the date of acquisition are reflected as income or expense, as appropriate.

For business combinations achieved in stages, the Company's previously held interest in the acquiree is remeasured at its acquisition date fair value, with the

resulting gain or loss recorded in the Statements of (Loss) Income. For a pre-existing relationship between the Company and the acquiree, that is not extinguished on the business combination, such a relationship is considered effectively settled as part of the business combination even if it is not legally cancelled. At the acquisition date, it becomes an intercompany relationship and is eliminated upon consolidation.

#### **Leases**

In the ordinary course of business, the Company enters into agreements that provide financing for machinery and equipment and for other of its facility, vehicle and equipment needs, including related party leases. The Company reviews all agreements to determine if a leasing arrangement exists. When a leasing arrangement is identified, a determination is made at inception as to whether the lease is an operating or a finance lease. A lease exists when a contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. In determining whether a lease exists, the Company considers whether a contract provides both the right to obtain substantially all of the economic benefits from the use of an asset and the right to direct the use of the asset. Right-of-use assets and lease liabilities are recognized at the lease commencement date based on the present value of the minimum future lease

payments over the expected term of the lease. The Company's lease assets are primarily concentrated in vehicles, machinery and equipment.

Leases with an initial term of twelve months or less are classified as short-term leases and are not recognized in the consolidated balance sheets unless the lease contains a purchase option that is reasonably certain to be exercised, or unless it is reasonably certain that the equipment will be leased for greater than twelve months. The volume of lease activity for leases with an initial term of twelve months or less varies depending upon the number of ongoing projects at a given time, as well as the location and type of equipment required in connection with those projects. Lease payments for short-term leases are recognized on a straight-line basis over the lease term, and primarily relate to equipment used on construction projects, for which the rentals are based on daily, weekly or monthly rental rates, and typically contain termination for convenience provisions. Lease determinations are reassessed in the event of a change in lease terms. The Company has a limited number of sublease, equipment and other leasing arrangements, which are not considered material to the consolidated financial statements.

As of December 31, 2023, the Company's leases have remaining lease terms of up to 6 years. Lease agreements may contain renewal clauses, which, if elected, generally extend the term of the lease for one to five years for both equipment and facility leases. Certain lease agreements may also contain options to purchase the leased property and/or options to terminate the lease. In addition, lease agreements may include periodic adjustments to payment amounts for inflation or other variables, or may require payments for taxes, insurance, maintenance or other expenses, which are generally referred to as non-lease components. The Company accounts for non-lease components together with the related lease components for all classes of leased assets. The Company's lease agreements do not contain significant residual value guarantees or material restrictive covenants.

Lease term, discount rate, variable lease costs and future minimum lease payment determinations require the use of judgment, and are based on the facts and circumstances of each lease. Economic incentives, intent, past history and business need are among the factors considered to determine if renewal and/or purchase options are reasonably certain to be exercised. The majority of the Company's lease agreements do not explicitly state the discount rate implicit in the lease, therefore, the Company generally uses an incremental borrowing rate to determine the value of its lease obligations. The incremental borrowing rate represents the rate of interest that would be paid to borrow on a collateralized basis over a similar term. The Company determines its incremental borrowing rate using a portfolio approach based on information available as of the lease commencement date, including applicable lease terms and the current economic environment.

#### **Finance Leases**

Finance lease assets are recorded within property and equipment, with a corresponding amount recorded within the Company's debt obligations. Finance lease expense is composed of depreciation expense on the leased asset and interest on the lease liability. Additions to finance leases are included within the supplemental disclosures of non-cash information in the consolidated statements of cash flows.

#### **Operating Leases**

Operating lease right-of-use assets and liabilities are recorded on the consolidated balance sheets, with the related lease expense recognized over the term of the lease on a straight-line basis. Operating lease expense is recorded as rent expense, primarily within costs of revenue, excluding depreciation and amortization. Fixed costs for operating leases are composed of initial base rent amounts plus any fixed annual increases. Variable costs for operating leases consist primarily of common area maintenance expenses and taxes for facility leases. Certain of the Company's operating leases contain purchase options, for which the purchase option price is generally considered to be at fair market value. From time to time, the Company may terminate a lease before the end of the lease term. Payments related to such early lease terminations are generally recorded within general and administration expenses.

#### **Goodwill and Indefinite-Lived Intangible Assets**

The Company has goodwill and indefinite-lived intangible assets that have been recorded in connection with its acquisitions of businesses. Goodwill and indefinite-lived intangibles are allocated to reporting units and tested for impairment annually as of December 31 each year and when events or changes in circumstances indicate that the carrying value of a reporting unit exceeds its fair value. The Company generally elects to utilize the optional qualitative assessment for goodwill to determine whether it is more likely than not that the carrying value of a reporting unit is higher than its fair value. If it is determined that the fair value is more likely than not to be lower than the carrying value, a quantitative goodwill impairment test is performed by determining the fair value of the reporting unit. The fair value of a reporting unit is determined using either the income approach utilizing estimates of discounted future cash flows or the market approach utilizing recent transaction activity for comparable properties. These approaches are considered level 3 fair value measurements. If the carrying amount of the reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit. During the years ended December 31, 2023 and 2022, the Company recorded impairment charges against goodwill and indefinite-lived intangible assets. For additional information refer to *Note 6. Goodwill and Intangible Assets*.

## Segment Reporting

Our operating segments are reported in a manner consistent with internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer ("CEO"). The Company has identified

four  
operating segments – Produce, Cannabis-Canada, Cannabis-U.S. and Energy.

## Fair Value Measurements

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. We utilize a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

**Level 1:** Observable inputs based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2:** Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets and liabilities in active markets, or quoted prices for identical assets and liabilities in markets that are not active.

**Level 3:** Unobservable inputs that reflect our own assumptions.

## Share-Based Compensation

The Company grants stock options and performance-based restricted stock ("RS") to certain employees and directors.

Compensation costs for awards of stock-based compensation settled in shares are determined based on the fair value of the share-based instrument at the time of grant and are recognized as expense over the vesting period of the share-based instrument. The Company recognizes forfeitures as they occur.

Stock options generally vest over three years (

33

% per year following the grant date) and expire after ten years. Each tranche in an award is considered a separate award with its own vesting period. The fair value of each tranche is measured at the date of grant using the Black-Scholes option pricing model. Compensation expense is recognized over the tranche's vesting period by increasing additional paid-in capital based on the number of awards expected to vest. The number of awards expected to vest is reviewed at least annually, with any impact recognized immediately.

RS grants will be settled using the Company's own equity and issued from treasury if the performance standard is met. The equity-settled share-based compensation is measured at the fair value of the Company's Common Shares as at the grant date in accordance with the terms of the Company's Stock Compensation Plan. The fair value determined at the grant date is charged to income when performance-based vesting conditions are met, based on the number of RS that will eventually be converted to Common Shares, with a corresponding increase in equity.

## Advertising

Advertising costs are presented within selling, general and administrative costs in the Consolidated Statements of Operations. The Company supports its products with advertising to build brand awareness of the Company's various products in addition to other marketing programs executed by the Company's marketing teams. Advertising costs for the years ended December 31, 2023 and 2022 were \$

4,942  
and \$

6,122  
, respectively.

## Other Income (Expense)

Other income for the year ended December 31, 2023 includes a \$

5,585  
favorable settlement relating to the partial recovery of operational losses from the Tomato Brown Rugose Fruit Virus infestation.

## Comprehensive Income (Loss)

Comprehensive income or loss is a measure of net income and other changes in equity that results from transactions other than those with shareholders. Comprehensive income or loss and related accumulated comprehensive income or loss balances consist of net income, foreign currency translation adjustments, primarily from fluctuations in foreign currency exchange rates of the Company's foreign subsidiaries with a functional currency other than the U.S. dollar and net income or loss attributable to non-controlling interests.

## New Accounting Pronouncements

*Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*

In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires a public entity to disclose significant segment expenses and other segment items on an annual and interim basis and provide in interim periods all disclosures



about a reportable segment's profit or loss and assets that are currently required annually. Additionally, it requires a public entity to disclose the title and position of the Chief Operating Decision Maker (CODM). The ASU does not change how a public entity identifies its operating segments, aggregates them, or applies the quantitative thresholds to determine its reportable segments. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. A public entity should apply the amendments in this ASU retrospectively to all prior periods presented in the financial statements. We expect this ASU to only impact our disclosures with no impacts to our results of operations, cash flows and financial condition.

*Income Taxes (Topic 740): Improvements to Income Tax Disclosures*

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which focuses on the rate reconciliation and income taxes paid. ASU No. 2023-09 requires a public business entity (PBE) to disclose, on an annual basis, a tabular rate reconciliation using both percentages and currency amounts, broken out into specified categories with certain reconciling items further broken out by nature and jurisdiction to the extent those items exceed a specified threshold. In addition, all entities are required to disclose income taxes paid, net of refunds received disaggregated by federal, state/local, and foreign and by jurisdiction if the amount is at least

5

% of total income tax payments, net of refunds received. For PBEs, the new standard is effective for annual periods beginning after December 15, 2024, with early adoption permitted. An entity may apply the amendments in this ASU prospectively by providing the revised disclosures for the period ending December 31, 2025 and continuing to provide the pre-ASU disclosures for the prior periods, or may apply the amendments retrospectively by providing the revised disclosures for all period presented. We expect this ASU to only impact our disclosures with no impacts to our results of operations, cash flows, and financial condition.

VILLAGE FARMS INTERNATIONAL, INC.  
Notes to Consolidated Financial Statements  
(In thousands of United States dollars, except share and per share amounts and unless otherwise noted)

## 2. INVENTORIES

Inventories consisted of the following:

Classification	December 31, 2023	December 31, 2022
<b>Cannabis:</b>		
Raw materials	985	1,089
	\$	\$
Work-in-process	6,543	10,872
Finished goods	47,084	36,094
Packaging	7,641	6,909
<b>Produce and Energy:</b>		
Crop inventory	15,492	14,886
Purchased produce inventory	727	599
Spare parts inventory and packaging	—	133
Inventory	78,472	70,582
	\$	\$

During the fourth quarter of 2023 and 2022, the Company recognized \$- and \$

11,038  
of inventory impairments, respectively, relative to its net realizable value. There were  
no  
inventory impairments recognized for the year ended December 31, 2021.

## 3. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consisted of the following:

Classification	December 31, 2023	December 31, 2022
Land	14,641	13,411
	\$	\$
Leasehold and land improvements	5,525	5,372
Buildings	217,384	214,146
Machinery and equipment	86,674	82,396
Construction in progress	13,619	10,033
Less: Accumulated depreciation	(	(
	132,230	117,657
	)	)

Property, plant and equipment, net		
	205,613	207,701
	\$	\$

Depreciation expense on property, plant and equipment, was \$

12,785  
, \$

10,795  
and \$

12,709  
for the years ending December 31, 2023, 2022 and 2021, respectively.

#### 4. ACQUISITIONS

##### Rose Acquisition - Put/Call Option

On November 15, 2021, the Company entered into a Share Purchase Agreement (the "Purchase Agreement"), with Rose and other parties, including the shareholders of Rose (collectively, the "Rose Sellers"), for the acquisition of a

70  
% interest in Rose pursuant to the terms of the Purchase Agreement.

Two  
of the co-founders of Rose (the "Management Shareholders"), who were among the Rose Sellers of Rose in the Acquisition, have remained in their current roles with Rose post-Acquisition and have retained a non-voting

30  
% interest in Rose (the "Retained Interest"). In conjunction with the Acquisition, Village Farms and the Management Shareholders entered into a unanimous shareholders agreement (the "USA") providing Village Farms with a call option to acquire the Retained Interest between December 31, 2024 and March 31, 2025 or upon the occurrence of certain liquidity events with respect to Village Farms (the "Call Option"). As part of the Call Option, Village Farms can also acquire

34  
% of the Retained Interest between December 31, 2023 and March 31, 2024. A put right has also been granted to the Management Shareholders to require Village Farms to complete the acquisition of the Retained Interest upon their death or disability or the occurrence of certain liquidity events with respect to Village Farms (the "Put Option", and together with the Call Option, the "Put/Call Option"). The price for the Put/Call Option was set at a multiple solely based on Rose's adjusted EBITDA performance of the applicable prior calendar year. If exercised upon a liquidity event, the Option Price is subject to a minimum amount which varies depending on the year on which it is exercised.

The consideration for the acquisition of the Retained Interest may, at Village Farms' sole discretion, be payable solely in cash or in a pre-determined combination of cash and Village Farms shares based on a formula similar to that used for the issuance of the Village Farms shares comprising part of the Purchase Price.

VILLAGE FARMS INTERNATIONAL, INC.  
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**Leli Holland B.V. ("Leli")**

In September 2021, the Company entered into an option agreement whereby the Company received the irrevocable right to acquire an

80  
% ownership interest (the "Option Agreement") in Netherlands-based Leli Holland B.V. ("Leli") upon payment of EUR

50,000  
(the "Option"). The Option Agreement allowed for the Company to acquire

80  
% of Leli's shares for EUR

3,950,000  
, of which EUR

950,000  
was due and payable to Leli's shareholders upon the exercise of the Option and the remainder due in three equal installments subject to the achievement of certain project development milestones. The option was exercisable at the sole discretion of the Company.

On July 7, 2022, Leli received a license to cultivate cannabis legally in the Netherlands under the Dutch Closed Supply Chain Experiment program ("the Program"). On July 19, 2022, the Company exercised the Option to purchase

80  
% of Leli, plus an additional

5  
% interest, for total cash consideration of \$

4,693  
.

The acquisition has been accounted for as an asset acquisition and the full consideration paid has been allocated to the license and accounted for as an intangible asset that will be amortized over a period of 5 years which is consistent with the term of the program. There were

no

other assets or liabilities acquired in the acquisition.

**5. INVESTMENTS**

**Village Fields Hemp USA LLC**

The net assets of VF Hemp were \$

0

as of December 31, 2023 and 2022, respectively. The Company's net loss for the years ended December 31, 2023, 2022 and 2021 were \$

0  
, \$

2,668  
, and \$

308  
, respectively. Included in the losses for the year ended December 31, 2022, is a loss of \$

2,284  
which represents the Company's share of losses from the impairment of inventory at VF Hemp. In conjunction with the inventory write-off, the Company also wrote-off the remaining balance of its loan to VF Hemp in the amount of \$

592  
, which has been recorded as a loss on joint venture loan in the consolidated statement of loss and comprehensive loss for the year ended December 31, 2022.

**Altum**

On February 10, 2022, the Company entered into an AUD

1  
million (US\$

719  
) convertible promissory note with Altum (the "Note"). Interest accrues at a rate of

12  
% per annum, calculated monthly. Unless earlier repaid, or converted into ordinary shares of Altum, the principal and accrued interest of the Note will be due and payable on August 10, 2023. As of December 31, 2023 and 2022, the balance of the Note including accrued interest was \$

0  
and \$

791

, respectively. Altum repaid the note, including accrued interest, in June 2023 .

VILLAGE FARMS INTERNATIONAL, INC.  
Notes to Consolidated Financial Statements  
(In thousands of United States dollars, except share and per share amounts and unless otherwise noted)

## 6. GOODWILL AND INTANGIBLES ASSETS

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. Throughout 2023 and 2022, the Company recognized macroeconomic challenges, decreases in market capitalization, decreases in transaction multiples, and continued ambiguity in federal regulations with respect to the U.S. CBD market.

During the years ended December 31, 2023 and 2022, the Company considered qualitative factors in assessing for impairment indicators for the Company'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.

### Year Ended December 31, 2023

As of December 31, 2023, 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 tested that segment's assets, including goodwill and intangible assets for impairment.

#### *Cannabis - U.S. - Goodwill*

The fair value of the reporting unit was determined based on a discounted cash flow projection from budgets approved by senior management for 2024 to 2029 with an average revenue growth rate of

8  
% over 6 years, followed by terminal growth rate of

4.1  
%. Management concluded that as of December 31, 2023, the fair value was lower than its carrying amount and as a result, an impairment charge to goodwill of \$

11,300  
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

11  
%. An increase of

1  
% to the discount rate, would increase the impairment by approximately \$

1,700  
.

- Terminal growth rate: A decrease of

0.5  
% in the terminal growth rate would increase the impairment by approximately \$

700  
.

- Future cash flows: A decrease in future cash flows by

10  
% would increase the impairment by approximately \$

1,300  
.

#### *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. An average revenue growth rate of

8  
% was used over 6 years, followed by terminal growth rate of

4.1  
%. Management concluded that as of December 31, 2023, the fair value value was lower than its carrying amount and as a result, an impairment charge to the brand intangible of \$

2,720  
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

11

% . An increase of

1

% to the discount rate, would increase the impairment by approximately \$

200

.

- Royalty rate: An incremental royalty rate of

3.5

% of revenues was applied to brand-specific revenues. A decrease to the incremental royalty rate by

0.5

% would increase the impairment to brand by \$

1,600

.

- Future revenues: A decrease in future revenues by

10

% would increase the impairment by approximately \$

200

.

#### *Cannabis – Canada – Goodwill*

The fair value of the reporting unit was determined based on a discounted cash flow projection from budgets approved for 2024 , which was extended to 2027 with a compound annual revenue growth rate of

16

% from 2024 to 2027 , followed by terminal growth rate of

4

%. Management concluded that the fair value was higher than its carrying amount by approximately \$

2,565

as of December 31, 2023 and therefore

no

impairment to goodwill was required.

The significant assumptions applied to the determination of the fair value are described below:

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- Post-tax discount rate: An increase of approximately

0.07

% in the discount rate would result in the fair value being equal to the carrying value, and each additional

0.5

% increase would result in an additional impairment of approximately \$

18,858

.

- Terminal growth rate: A decrease in approximately

0.1

% in the terminal growth rate would result in the fair value being equal to the carrying value, and each additional

0.5

% decrease would result in an additional impairment of approximately \$

17,350

.

- Future cash flows: A decrease in the future cash flows before net working capital by approximately

1.0

% would result in the fair value being equal to the carrying value, and each additional

5

% decrease would result in an additional impairment of approximately \$

16,595

.

- Net working capital: Net working capital ranges between

40

% and

45

% of revenue. An increase of

6

% in net working capital investment would result in the fair value being equal to the carrying value, and each additional

5

% increase would result in an additional impairment of approximately \$

3,017

.

*Cannabis – Canada – Brand*

The fair value of the brand was determined based on a discounted cash flow projection, covering a four-year period. Specifically, the Company utilized a relief from royalty valuation technique to arrive at the fair value of the brand. Management concluded that the fair value was higher than its carrying value of \$

3,545

by approximately \$

453

as of December 31, 2023 and therefore,

no

impairment to brand was allocated to the reporting unit.

The significant assumptions applied to the determination of the fair value are described below:

- Post-tax discount rate: An increase in the discount rate by

1

% would result in the fair value being equal to the carrying value, and each additional



1  
% increase in the discount rate would result in an impairment of approximately \$

302

.

- Royalty rate: An incremental royalty rate of

3.5  
% of revenues was applied to brand-specific revenues. A decrease to the incremental royalty rate by

0.12  
% would result in the recoverable amount being equal to the carrying value.

- Future revenues: A decrease in future revenues by

12  
% would result in the fair value being equal to the carrying value, and each additional

10  
% decrease in the future revenues would result in an impairment of approximately \$

317

.

#### **Year Ended December 31, 2022**

As of June 30, 2022, when the Company considered these qualitative factors in assessing impairment indicators it concluded that the Company's U.S. - Cannabis segment more likely than not was impaired. The Company tested that segment's assets, including goodwill and intangible assets for impairment.

##### *Cannabis – U.S. – Goodwill*

The fair value of the reporting unit was determined based on a transaction multiple of somewhat similar CBD-based companies. Management concluded that as of June 30, 2022, the fair value was lower than its carrying amount and as a result, an impairment charge to goodwill of \$

25,169  
was allocated to the reporting unit.

The significant assumptions applied to the determination of the fair value are described below:

- Transaction multiples: A market-based revenue multiple of

1.6  
x was utilized to determine the fair value. A decrease in the multiple of

.25  
x, would increase the impairment to goodwill by \$

7,000

.

##### *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, 2022, the fair value was lower than its carrying value of \$

9,250  
and as a result, an impairment charge to the brand intangible of \$

4,630  
was allocated to the reporting unit.

The significant assumptions applied to the determination of the fair value are described below:

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- Post-tax discount rate: A market participant post-tax discount rate applied to the after-tax forecast cash flows was

11

% . An increase of

1

% to the discount rate, would increase the impairment by approximately \$

530

.

- Royalty rate: An incremental royalty rate of

4.0

% of revenues was applied to brand-specific revenues. A decrease to the incremental royalty rate by

0.5

% would increase the impairment to brand by \$

1,490

.

- Future revenues: A decrease in future revenues by

10

% would increase the impairment by approximately \$

470

.

*Cannabis – Canada – Goodwill*

The fair value of the reporting unit was determined based on a discounted cash flow projection from budgets approved by senior management covering a three-year period. Management concluded that the fair value was higher than its carrying amount by approximately \$

17,196

as of December 31, 2022 and therefore

no

impairment to goodwill was required.

The significant assumptions applied to the determination of the fair value are described below:

- Post-tax discount rate: An increase in

0.5

% in the discount rate would result in the fair value being equal to the carrying value, and each additional

1

% increase would result in an additional impairment of approximately \$

29,299

.

- Terminal growth rate: A decrease in

0.7

% in the terminal growth rate would result in the fair value being equal to the carrying value, and each additional

1

% decrease would result in an additional impairment of approximately \$

18,229

.

- Future cash flows: A decrease in the future cash flows by

5.5

% would result in the fair value being equal to the carrying value, and each additional

5.0

% decrease would result in an additional impairment of approximately \$

15,126

.

#### *Cannabis – Canada – Brand*

The fair value of the brand was determined based on a discounted cash flow projection, covering a three-year period. Specifically, the Company utilized a relief from royalty valuation technique to arrive at the fair value of the brand. Management concluded that the fair value was higher than its carrying value of \$

3,420

by approximately \$

1,033

as of December 31, 2022 and therefore,

no

impairment to brand was allocated to the reporting unit.

The significant assumptions applied to the determination of the fair value are described below:

- Post-tax discount rate: An increase in the discount rate by

2

% would result in the fair value being equal to the carrying value, and each additional

1

% increase in the discount rate would result in an impairment of approximately \$

308

.

- Royalty rate: An incremental royalty rate of

3.5

% of revenues was applied to brand-specific revenues. A decrease to the incremental royalty rate by

0.5

% would result in an impairment of approximately \$

3,469

.

- Future revenues: A decrease in future revenues by

20

% would result in the fair value being equal to the carrying value. Any further decreases to future revenues would result in the value of the brand being written down to \$

nil

.

#### *Cannabis – Canada – Definite-Lived Intangible*

At December 31, 2022, the Company also evaluated the recoverability of its definite-lived intangible assets which includes customer relationship and license intangibles. The Company concluded the undiscounted cash flows of the asset group exceeded its carrying value of \$

24,969

at December 31, 2022 and therefore

no

impairment to the definite-lived intangibles was required.

#### *Cannabis – U.S. - Goodwill*

The fair value of the reporting unit was determined based on a discounted cash flow projection from budgets approved by senior management covering a three-year period. Management concluded that as of December 31, 2022, the fair value was lower than its carrying amount and as a result, an impairment charge to goodwill of \$

13,500

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

10

%, which reflects market participant assumptions. An increase of

1

% to the discount rate, would increase the impairment to goodwill by \$

4,100

.

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- Terminal growth rate: The forecast cash flows beyond a three-year period are extrapolated using a

4.1

% growth rate. A decline of

1

% in the terminal growth rate, would increase the impairment to goodwill by \$

2,900

.

- Future cash flows: A decrease in future cash flows by

10

% would increase the impairment by approximately \$

2,500

.

*U.S. Cannabis - 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 the fair value was higher than its carrying value of \$

4,620

by approximately \$

380

as of December 31, 2022, and therefore,

no

impairment charge to the brand was allocated to the reporting unit.

The significant assumptions applied to the determination of the fair value are described below:

- Royalty rate: An increase to the incremental royalty rate of

0.05

% would result in the fair value being equal to the carrying value, and each additional

0.5

% decrease would result in an additional impairment of approximately \$

3,320

.

- Future revenues: A decrease in future revenues by

8

% would result in the fair value being equal to the carrying value, and each additional decrease of

5

% would result in an impairment of \$

220

.

- Post-tax discount rate: An increase in the discount rate of

0.5

% would result in the fair value being equal to the carrying value, and each increase of

0.5

% would result in an additional impairment of \$

420

.

**Goodwill**

The following table presents the changes in the carrying value of goodwill by reportable segment:

	Cannabis - Canada	Cannabis - United States	Total
Balance as of January 1, 2022	\$ 57,525	\$ 60,008	\$ 117,533
Purchase price adjustment	3,755	—	3,755
	(		(
Reclassification to intangible assets	14,170	—	14,170
	)		)
	(		(
Foreign currency translation adjustment	2,224	—	2,224
	)		)
		(	(
Impairments	—	38,669	38,669
		)	)
Balance as of December 31, 2022	\$ 44,886	\$ 21,339	\$ 66,225
Foreign currency translation adjustment	993	—	993
		(	(
Impairments	—	11,300	11,300
		)	)
Balance as of December 31, 2023	\$ 45,879	\$ 10,039	\$ 55,918

#### Intangible Assets

Intangibles consisted of the following:

Classification	December 31, 2023	December 31, 2022
Licenses	18,540	17,691
	\$	\$
Brand and trademarks*	12,795	12,719
Customer relationships	13,586	13,291
Computer software	1,974	1,955
Other*	144	144
Less: Accumulated amortization	( 7,414 )	( 4,013 )
Less: Impairments	( 7,350 )	( 4,630 )
Intangibles, net	32,275	37,157
	\$	\$

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\*Indefinite-lived intangible assets.

The expected future amortization expense for definite-lived intangible assets as of December 31, 2023 is as follows:

Fiscal period	
2024	\$ 3,386
2025	3,297
2026	3,206
2027	3,206
2028	1,921
Thereafter	11,670
Intangibles, net	<u>\$ 26,686</u>

Amortization expense for intangibles for the years ended December 31, 2023, 2022 and 2021 were \$

3,141  
, \$  
2,259  
and \$  
916  
, respectively.

## 7. ACCRUED LIABILITIES

	December 31, 2023	December 31, 2022
Received not invoiced	4,510	6,252
	\$	\$
Accrued payroll	3,193	2,766
Accrued grower partner payables	1,991	824
Other	5,382	3,222
	<u>\$ 15,076</u>	<u>\$ 13,064</u>

## 8. LEASES

The Company's operating leases consist of a parcel of land in Marfa, Texas that one of its greenhouses resides on, two distribution centers located in Fort Worth, Texas and Surrey, British Columbia, and production-related equipment at its greenhouses in Texas and British Columbia. The Company also leases an office building located in Lake Mary, Florida for its corporate headquarters, and office and manufacturing space in Denver, Colorado for BHB's headquarters and operations. Rose owns land and leases a building for headquarters and operations in Montreal, Quebec.

The components of lease related expenses are as follows:

	Year ended December 31,	
	2023	2022
Operating lease expense <sup>(a)</sup>		
	4,879	4,434
	\$	\$

(a) Includes short-term and variable lease costs of \$

1,986  
and \$

999

for the years ended December 31, 2023 and 2022 , respectively.

Cash paid for amounts included in the measurement of lease liabilities:

	Year ended December 31,	
	2023	2022
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows (fixed payments)	2,704	2,505
	\$	\$
Operating cash flows (liability reduction)	1,893	1,783
	\$	\$
ROU assets obtained in exchange for lease obligations:		
Operating leases	5,578	3,221
	\$	\$



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Other information related to operating leases was as follows:

	December 31, 2023
<b>Weighted average remaining lease term:</b>	
Operating leases	5.40
<b>Weighted average discount rate:</b>	
Operating leases	7.75 %

Maturities of lease liabilities as of December 31, 2023 were as follows:

	Operating leases
2024	\$ 3,001
2025	3,238
2026	3,318
2027	2,734
2028	2,275
Thereafter	1,718
Total minimum lease payments	16,284
Less amounts representing interest	( 2,837 )
Total lease obligation, net of interest	13,447
Less current portion	( 2,112 )
Long-term portion of lease obligations, net of interest	\$ 11,335

**9. LINE OF CREDIT AND LONG-TERM DEBT**

	Balance outstanding as of December 31,	2023	2022
Term Loan - ("FCC Loan") - repayable by monthly principle of payments of \$ 164 and accrued interest at a rate of 8.96 %; matures May 3, 2027		\$ 22,788	\$ 24,755

Term Loan - Pure Sunfarms - C\$

19.0

M - 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

8,298

9,664

%; matures February 2026

Term loan - Pure Sunfarms - C\$

25.0

- 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

13,201

14,867

%; matures February 2026

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

3,771

4,181

	48,058	53,467
<b>Total</b>	<b>\$</b>	<b>\$</b>

On March 13, 2023, the Company entered into a Note Modification Agreement (the "Modification") for its line of credit ("Operating Loan"). The Modification eliminated the use of LIBOR as a basis to determine certain interest rates and transitioned to the Secured Overnight Financing Rate ("SOFR") for such purposes. This Modification did not have a material effect on the Company's results of operations or its financial position. The Company's Operating Loan had \$

4,000

amount drawn on the facility as of December 31, 2023 and December 31, 2022.

The carrying value of the assets and securities pledged as collateral for the FCC Loan as of December 31, 2023 and 2022 was \$

117,293

and \$

113,159

, respectively.

The carrying value of the assets pledged as collateral for the Operating Loan as of December 31, 2023 and 2022 was \$

28,034

and \$

26,666

, respectively.

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The Pure Sunfarms line of credit had \$

0  
and \$

3,529  
outstanding as of December 31, 2023 and December 31, 2022, respectively. As of December 31, 2023 and December 31, 2022, Pure Sunfarms had an outstanding letter of credit issued to BC Hydro against the revolving line of credit of \$

0  
and C\$

4,145  
, respectively.

The Company is required to comply with financial covenants, measured either quarterly or annually depending on the covenant. The Company was not in compliance with one financial covenant under the FCC Loan. Subsequent to December 31, 2023 the Company received a waiver from FCC for the annual test on December 31, 2023 for one financial covenant. Unless amended, the covenant will be reinstated for fiscal year 2024. FCC measures the Company's financial covenants once a year on the last day of the year.

Village Farms was in compliance with all of its remaining covenants under its other credit facilities.

The weighted average interest rate on short-term borrowings as of December 31, 2023 and 2022 was

9.44  
% and

9.12  
%, respectively.

Accrued interest payable on the Credit Facilities and loans as of December 31, 2023 and 2022 was \$

390  
and \$

398  
, respectively, and these amounts are included in accrued liabilities in the statements of financial position.

The aggregate annual principal maturities of long-term debt for the next five years and thereafter are as follows:

2024	
	\$ 5,833
2025	
	5,833
2026	
	17,148
2027	
	17,358
2028	
	471
Thereafter	
	1,415
	\$ <u>48,058</u>

## 10. FINANCIAL INSTRUMENTS

Financial assets and liabilities are recognized on the consolidated statements of financial position at fair value in a hierarchy for those assets and liabilities measured at fair value on a recurring basis.

At December 31, 2023 and 2022, the Company's financial instruments included 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.

There were

no

financial instruments categorized as Level 3 at December 31, 2023 and December 31, 2022, other than the minority investments discussed below. There were

no

transfers of assets or liabilities between levels during the years ended December 31, 2023 and 2022, respectively.

For its investments, the Company has elected the practicability exception to fair value measurement, under which the investment is measured at cost, less impairment, plus or minus any observable price changes of an identical or similar investment.

#### **11. COMMITMENTS AND CONTINGENCIES**

In the normal course of business, the Company and its subsidiaries may become defendants in certain employment claims and other litigation. The Company records a liability when it is probable that a loss has been incurred and the amount is reasonably estimable. The Company is not involved in any defendant legal proceedings other than routine litigation arising in the normal course of business, none of which the Company believes will have a material adverse effect on the Company's business, financial condition or results of operations.

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**12. 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 years ended December 31, 2023, 2022 and 2021, the Company paid C\$

213  
, C\$

163  
and C\$

30  
, 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 \$

118  
, \$

115  
and \$

114  
in salary and benefits during the years ended December 31, 2023, 2022 and 2021, respectively.

**13. INCOME TAXES**

The components of the provision for (recovery of) income tax for the years ended December 31, 2023, 2022 and 2021 are as follows:

	Current	2023 Deferred	Total
US Federal	\$ —	\$ —	\$ —
US State	34	—	34
Canadian	371	4,046	4,417
	<u>\$ 405</u>	<u>\$ 4,046</u>	<u>\$ 4,451</u>
	Current	2022 Deferred	Total
US Federal	\$ —	\$ 14,650	\$ 14,650
US State	72	(2,085)	(2,013)
Canadian	(5,222)	(2,734)	(7,956)
	<u>\$ 5,150</u>	<u>\$ 9,831</u>	<u>\$ 4,681</u>
	Current	2021 Deferred	Total
US Federal	\$ —	\$ 3,278	\$ 3,278

US State	(	(	(
	135	176	41
	)	)	)
Canadian	(	(	(
	795	588	207
	)	)	)
	(	(	(
	660	2,866	3,526
	\$	\$	\$

The (recovery of) provision for income taxes reflected in the consolidated statements of (loss) income for the years ended December 31, 2023, 2022 and 2021 differs from the amounts computed at the federal statutory tax rates. The principal differences between the statutory income tax (recovery) and the effective provision for (recovery of) income taxes are summarized as follows:

	Year Ended December 31,		
	2023	2022	2021
(Loss) income before income taxes	(	(	(
	27,368	96,734	12,651
	\$	\$	\$
Tax (recovery) calculated at US domestic tax rates	(	(	(
	5,747	20,339	2,592
	)	)	)
State tax adjustments	(	(	(
	457	1,799	230
	)	)	)
Non-deductible items			
	1,100	928	1,516
True up of prior year income tax estimates			(
	318	—	648
			)
Deferred adjustment		(	(
	32	3,324	2,429
	)	)	)
Tax rate differences on deferred items	(		
	34	308	397
	)		
Foreign rate differentials			
	—	88	86
Change in tax rates			
	135	5	5
Change in valuation allowance			
	9,111	28,684	57
Other	(		
	7	130	312
	)		
Recovery of income taxes			(
	4,451	4,681	3,526
	\$	\$	\$

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The statutory tax rate in effect in Canada and the United States for the year ended December 31, 2023, 2022 and 2021 was

27

%,

21

%, respectively.

The blended effective tax rate for 2023 was (

16.3

%) compared to (

4.8

%) and

27.9

% in 2022 and 2021, respectively.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

The deferred tax assets and liabilities presented on the consolidated statements of financial position are net amounts corresponding to their reporting jurisdiction. The deferred tax assets and liabilities presented in the note disclosure are grouped based on asset and liability classification without consideration of their corresponding reporting jurisdiction.

Significant components of the Company's net deferred income taxes at December 31, 2023 and 2022 are as follows:

	2023	2022
Deferred tax assets:		
Other assets		
	\$ 6,636	\$ 5,536
Long-term debt		
	824	943
Tax losses: Non-capital and farm losses		
	37,665	33,579
Provisions: Debt and unit issuance costs		
	1,058	1,683
Tax losses: Valuation allowance	(	(
	39,530	30,419
	)	)
	6,653	11,322
Deferred tax liabilities:		
Joint venture shares	(	(
	2,464	2,406
	)	)
Cash adjustment	(	(
	15,356	12,861
	)	)

Property, plant and equipment	(	(
	8,362	11,610
	)	)
	(	(
	26,182	26,877
	)	)
Net tax assets	(	(
	19,529	15,555
	\$	\$

In assessing the ability to realize deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon available positive and negative evidence and future taxable income, the Company has recorded a valuation allowance on its deferred tax assets for the years ended December 31, 2023 and 2022 of \$

39,530  
and \$

30,419  
, respectively.

Included in the schedule of deferred tax assets and liabilities above are US federal net operating loss carryforwards of approximately \$

111,831  
and \$

106,428  
as of December 31, 2023 and 2022, respectively, which will begin to expire in 2031. At the state level, the Company has a combined state net operating loss carry forwards of approximately \$

43,554  
and \$

42,768  
as of December 31, 2023 and 2022, respectively, which started to expire in 2023. The Canadian Federal Non-Capital Loss carry forwards are \$

56,009  
and \$

43,829  
as of December 31, 2023 and 2022, respectively. The Canadian Provincial Non-Capital Loss carry forwards are \$

13,158  
and \$

15,974  
, as of December 31, 2023 and 2022, respectively.

At December 31, 2023 and 2022, the balance of uncertain tax benefits is

zero

. The Company does not anticipate that the amount of the uncertain tax benefit will significantly increase within the next 12 months. The Company recognizes accrued interest related to uncertain tax benefits and penalties as income tax expense. As of December 31, 2023 and 2022, there are

no

recognized liabilities for interest or penalties.

The Company is subject to taxation in the U.S. and various states, as well as Canada and its provinces. As of December 31, 2023, the Company's tax years for 2020, 2021 and 2022 are subject to examination by the tax authorities. With few exceptions, as of December 31, 2023, the Company is no longer subject to U.S. federal, state or local examinations by tax authorities for years before 2020 due to the expiration of the statute of limitations.

#### 14. 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. Management has determined that the Company operates in

four  
segments. The Company's four segments include Produce, Cannabis-Canada, Cannabis-U.S. and Energy. The Produce segment produces, markets and sells premium quality tomatoes, bell peppers and



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cucumbers. The Cannabis-Canada segment produces and supplies cannabis products to be sold to other licensed providers and provincial governments across Canada and internationally. The Cannabis-U.S. segment develops and sells high-quality, CBD-based health and wellness products including ingestible, edible and topical applications. The Energy business produces power that it sells pursuant to a long-term contract to its one customer.

For years ended December 31, 2023, 2022 and 2021, approximately

54  
%,

51  
% and

48  
%, respectively, of the Company's total sales were in the United States. In 2023, the Company had

one  
customer that individually represented more than

10  
% of total sales, comprising of

11.9  
%. In 2022, the Company had

one  
customer that individually represented more than

10  
% of total sales, comprising of

14.6  
%. In 2021, the Company had

two  
customers that individually represented more than

10  
% of its sales, comprising of

20.1  
% and

10.6  
% of sales, respectively.

As of December 31, 2023, the Company's trade receivables had

two  
customers that represented more than

10  
% of the balance of trade receivables, representing

21.1  
% and

10.2  
% of the balance, respectively. As of December 31, 2022, the Company's trade receivables had

one  
customer that represented more than

10  
% of the balance of trade receivables, representing

19.1  
% of the balance. As of December 31, 2021, the Company's trade receivables had

one  
customer that represented more than

10  
% of the balance of trade receivables, representing

29.0  
% of the balance.

The Company's primary operations are in the United States and Canada. Segment information as of and for the years ended December 31, 2023, 2022 and 2021:

	2023	2022	2021
<b>Sales</b>			
Produce			
	\$ 151,243	\$ 160,252	\$ 159,778
Cannabis – Canada			
	114,030	109,882	96,434
Cannabis – United States			
	20,330	23,302	11,345
Energy			
	—	136	463
	<u>\$ 285,603</u>	<u>\$ 293,572</u>	<u>\$ 268,020</u>
<b>Interest expense</b>			
Produce			
	\$ 2,332	\$ 1,472	\$ 561
Cannabis – Canada			
	2,177	1,768	2,236
Cannabis – United States			
	—	—	1
Energy			
	—	4	37
	<u>\$ 4,509</u>	<u>\$ 3,244</u>	<u>\$ 2,835</u>
<b>Interest income</b>			
Corporate			
	\$ 837	\$ 196	\$ 117
Cannabis – Canada			
	157	11	9
Cannabis – United States			
	24	—	—
	<u>\$ 1,018</u>	<u>\$ 207</u>	<u>\$ 126</u>
<b>Depreciation and amortization</b>			
Produce			
	\$ 5,386	\$ 5,044	\$ 5,238
Cannabis – Canada			
	9,124	7,445	5,875
Cannabis – United States			
	335	565	299

Energy

			1,297
	—	—	
Cannabis – Netherlands			
	1,081	—	—
	15,926	13,054	12,709
	\$	\$	\$
Gross margin			
Produce		(	
	179	17,382	1,474
	\$	\$	\$
Cannabis – Canada			
	35,940	29,388	37,209
Cannabis – United States			
	13,328	15,659	7,947
Energy			(
	(	(	
	21	168	1,451
	)	)	)
	49,426	27,497	45,179
	\$	\$	\$

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Total assets	2023	2022
United States		
	103,345	113,497
	\$	\$
Canada		
	357,499	346,126
Netherlands		
	6,145	5,662
	466,989	465,285
	\$	\$
Property, plant and equipment, net	2023	2022
United States		
	37,847	37,780
	\$	\$
Canada		
	166,762	169,921
Netherlands		
	1,004	—
	205,613	207,701
	\$	\$

## 15. LOSS PER SHARE

Basic net loss per share is computed using the weighted average number of Common Shares outstanding for the period. Basic and diluted net income per ordinary share is calculated as follows:

(shares in thousands)	For the Years Ended December 31,		
	2023	2022	2021
<b>Numerator:</b>			
Net loss including non-controlling interests	(	(	(
	31,819	101,415	9,125
	\$ )	\$ )	\$ )
Less: Net (income) loss attributable to non-controlling interests			
	21	269	46
	(	(	(
	31,798	101,146	9,079
Net loss attributable to Village Farms International, Inc. shareholders	\$ )	\$ )	\$ )
<b>Denominator:</b>			
Weighted average number of common shares – basic			
	108,728	89,127	82,161
Effect of dilutive securities – share-based employee options and awards	—	—	—

Weighted average number of common shares – diluted

	108,728	89,127	82,161
Anti-dilutive options and awards <sup>(1)</sup>			
	6,947	4,089	3,822
<b>Net loss per ordinary share:</b>			
Basic	(	(	(
	0.29	1.13	0.11
	\$	\$	\$
Diluted	(	(	(
	0.29	1.13	0.11
	\$	\$	\$

(1) Options to purchase shares of common stock and unvested RSUs are not included in the calculation of net (loss) income per share because the effect would have been anti-dilutive.

#### 16. SHAREHOLDERS' EQUITY AND SHARE-BASED COMPENSATION

On January 30, 2023, the Company closed a public offering (the "Offering") of

18,350,000  
Common Shares at a price of US\$

1.35  
per share together with accompanying warrants to purchase up to

18,350,000  
Common Shares, which have an exercise price of US\$

1.65  
per share (the "Warrants"). The gross proceeds from the Offering were approximately US\$

25  
million before deducting placement agent fees and other offering expenses payable by the Company. The proceeds from the Offering are being used for general working capital. The accompanying Warrants have an exercise price of US\$

1.65  
and became exercisable beginning six months from issuance and will expire five years from the date of initial exercisability.

On August 9, 2022, Village Farms entered into a Controlled Equity Offering Sales Agreement ("Sales Agreement") pursuant to which the Company may offer and sell Common Shares having an aggregate offering price up to \$

50  
million from time to time to or through Cantor Fitzgerald & Co. and A.G.P./Alliance Global Partners. Under the Sales Agreement, the Company may offer and sell Common Shares through Cantor Fitzgerald & Co. and A.G.P./Alliance Global Partners by any method deemed to be an "at the market offering" as defined in Rule 415 of the Securities Act of 1933, as amended, including sales made directly

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on The Nasdaq Capital Market. As of December 31, 2022, the Company had issued and sold

3,175,000  
Common Shares under the Sales Agreement, resulting in net proceeds of \$

6,692  
after deducting commissions and offering expenses.

The Company's Share-Based Compensation Plan (the "Plan") dated January 1, 2010, was most recently approved by Shareholders on June 10, 2021. The Plan provides that the number of Common Shares reserved for issuance upon the exercise or redemption of awards granted under the Plan is a rolling maximum of ten percent (

10  
) of the outstanding Common Shares at any point in time. Approximately

4,078  
shares remain available for issuance as of December 31, 2023.

Stock options have been granted with an exercise price equal to the fair market value of the common stock on the date of grants and have a ten-year contractual term. The stock options vest ratably over a 3 - year period. Compensation expense is recognized on a straight-line basis.

The fair market value of stock options is estimated using the Black-Scholes-Merton valuation model and the Company uses the following methods to determine its underlying assumptions: expected volatilities are based on the historical volatilities of the weekly closing price of the Company's common stock; the expected term of options granted is based historical exercises and forfeitures; the risk-free interest rate is based on Canadian Treasury bonds issued with similar life terms to the expected life of the grant; and the expected dividend yield is based on the current annual dividend amount divided by the stock price on the date of grant. Forfeitures are recorded when incurred.

The following key assumptions were used in the valuation model to value stock option grants for each respective period:

	2023	2022	2021
Expected volatility			
	85.7 % -	84.0 % -	68.3 % -
	87.8 %	89.9 %	75.7 %
Dividend	\$nil	\$nil	\$nil
Risk-free interest rate			
	2.76 % -	1.41 % -	1.07 % -
	4.15 %	3.28 %	1.54 %
Expected life			4.5 years -
	6.5 years	6.5 years	6.9 years
Fair value	\$	\$	\$
	0.44 - \$	0.93 - \$	4.29 - \$
	0.82	4.33	7.31

Stock option transactions under the Company's plan for the years ended December 31, 2023, 2022 and 2021 are summarized as follows:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Outstanding at January 1, 2021	3,067,322	5.42	6.82	15,735
		\$		\$
Granted during 2021	792,236	8.47	9.78	57
		\$		\$
Exercised during 2021	( 177,000 )	1.07	1.14	1,813
		\$		\$

Forfeited/expired during 2021	(			
	60,000	10.70		
	)	\$		
Outstanding at December 31, 2021				
	3,622,558	6.20	7.89	6,530
		\$	\$	
Exercisable at December 31, 2021				
	2,042,663	4.80	5.14	6,001
		\$	\$	
Granted during 2022				
	725,360	2.74	9.70	16
		\$	\$	
Exercised during 2022	(			
	180,000	1.30	0.51	772
	)	\$	\$	
Forfeited during 2022	(			
	78,500	8.45		
	)	\$		
Outstanding at December 31, 2022				
	4,089,418	5.76	6.77	152
		\$	\$	
Exercisable at December 31, 2022				
	2,549,401	5.88	5.46	133
		\$	\$	
Granted during 2023				
	3,492,991	0.94	9.34	130
		\$	\$	
Exercised during 2023	(			
	100,000	0.83		71
	)	\$	\$	
Forfeited during 2023	(			
	535,833	4.04		
	)	\$		
Outstanding at December 31, 2023				
	6,946,576	3.50	7.54	83
		\$	\$	
Exercisable at December 31, 2023				
	3,081,262	6.07	5.44	1
		\$	\$	

The weighted-average grant-date fair value of options granted during the years 2023, 2022 and 2021 was \$

0.71  
, \$

3.31  
and \$

6.00  
, respectively. The total intrinsic value of options exercised during the years ended December 31, 2023, 2022 and 2021, was \$

71  
, \$

772  
and \$

2,273  
, respectively.





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A summary of the status of the Company's non-vested stock options, and the changes during the year ended December 31, 2023 is presented below:

	Number of Options	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value
Non-vested at January 1, 2023	1,540,017	\$ 3.72	
Granted	3,492,991	\$ 0.71	
Vested	( 739,361 )	\$ 3.89	
Forfeited	( 428,333 )	\$ 2.76	
Non-vested at December 31, 2023	<u>3,865,314</u>	<u>\$ 1.07</u>	<u>\$ 82</u>

As of December 31, 2023, there was approximately \$

1,833

of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the stock option plan; that cost is expected to be recognized over a period of three years.

The Company has also issued performance-based restricted share units to Village Farms employees involved with future developments of the Company. Once a performance target is met and the share units are deemed earned and vested, compensation expense is recognized, based on the fair value of the share units on the grant date.

Performance-based restricted share unit activity for the years ended December 31, 2023, 2022 and 2021 is as follows:

	Number of Performance- based Restricted Share Units	Weighted Average Grant Date Fair Value
Outstanding at January 1, 2021	869,000	\$ 5.89
Granted	158,000	\$ 7.72
Issued	( 487,000 )	\$ 5.70
Forfeited/expired	( 310,000 )	\$ 6.66
Outstanding at December 31, 2021	230,000	\$ 6.83
Exercisable at December 31, 2021	200,000	\$ 6.49
Granted	—	—
Exercised	( 200,000 )	\$ 6.41
Forfeited	—	—

Outstanding at December 31, 2022

	30,000	8.31
	\$	
Exercisable at December 31, 2022		
	30,000	8.31
	\$	
Granted	—	—
Issued	(	
	10,000	8.31
	) \$	
Forfeited/expired	(	
	20,000	8.31
	) \$	
Outstanding at December 31, 2023	—	\$ -
Exercisable at December 31, 2023	—	\$ -

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Total share-based compensation for the years ended December 31, 2023, 2022 and 2021 of \$

3,111

, \$

3,987

and \$

7,533

, respectively, was recorded in selling, general and administrative expenses and the corresponding amount credited to additional paid in capital.

**17. CHANGES IN NON-CASH WORKING CAPITAL ITEMS**

	For the Years Ended December 31,		
	2023	2022	2021
Trade receivables	(	(	(
	2,525	3,310	9,914
	\$ )	\$ )	\$ )
Inventories	(	(	(
	5,282	14,583	16,761
	)	)	)
Lease liabilities	(		
	1,893	—	—
	)		
Due from joint ventures			4
	—	—	
Other receivables	(	(	(
	9	4	399
	)	)	)
Prepaid expenses and deposits	(		(
	1,151	3,815	3,201
	)		)
Trade payables	(		
	3,546	6,697	6,327
	)		)
Accrued liabilities			(
	5,665	7,805	10,389
	)		)
Other assets, net of other liabilities	(	(	(
	6,635	9,286	12,816
	)	)	)
	(	(	(
	2,088	2,246	47,149
	\$ )	\$ )	\$ )

**INDEMNIFICATION AGREEMENT**

**THIS AGREEMENT** is made as of this \_\_\_\_\_ day of n, n,

**B E T W E E N:**

**VILLAGE FARMS INTERNATIONAL, INC.**, a corporation existing under the *Business Corporations Act* (Ontario)  
 (the "**Corporation**")  
 - and -  
 n **[Name of director/officer]**  
 (the "**Indemnified Party**")

**RECITALS:**

a) The *Business Corporations Act* (Ontario)(the "**OBCA**") permits, and in some cases requires, the Corporation to indemnify individuals who are or were directors and officers of the Corporation, or who act or acted at the Corporation's request as directors or officers or in a similar capacity of other entities (an "**Other Entity**", a term which, for the purposes of this indemnification agreement (the "**Agreement**") shall include a corporation or other entity that becomes an Other Entity in the future). In this Agreement:

- a. all such individuals, including those acting in a capacity similar to a director and/or officer of an Other Entity, are referred to as "**Directors**" and "**Officers**", respectively, and the phrase "**Director and Officer**" means an individual who is or was either, or both, a Director and/or an Officer;
- b. unless the context otherwise requires, words importing the singular include the plural and vice versa and words importing gender include all genders; and
- c. unless otherwise indicated, references to sections are to sections in this Agreement;

b) The Corporation's By-Laws require the Corporation to indemnify Directors and Officers;

c) It is desirable for Directors and Officers to obtain a contractual indemnity from the corporations they serve; and

d) It is in the best interests of the Corporation to attract and retain responsible and capable Directors and Officers, and the entering into of an agreement containing broad indemnification provisions of the kind contained in this Agreement is of vital importance to achieving these goals. Accordingly, the Corporation and the Indemnified Party wish to enter into this Agreement, and in so doing affirm that they intend that all the provisions of this Agreement be given legal effect to the full extent permitted by applicable law.

**NOW THEREFORE** in consideration of the sum of \$1.00 now given by the Indemnified Party to the Corporation, and of the mutual covenants and agreements contained in this Agreement and other good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged), the parties agree as follows:

1. Subject to sections 2 and 3, the Corporation agrees to indemnify and save harmless the Indemnified Party to the full extent allowed by law:

- 1.1. from and against all costs, charges and expenses reasonably incurred by the Indemnified Party in respect of any civil, criminal, administrative, investigative or other proceeding to which the Indemnified Party is made a party by reason of being or having been a Director and Officer; and
- 1.2. from and against all liabilities, damages, costs, charges and expenses whatsoever that the Indemnified Party may sustain or incur as a result of serving as a Director and Officer in respect of any act, matter, deed or thing whatsoever made, done, committed, permitted or acquiesced in

by the Indemnified Party as a Director and Officer, whether before or after the effective date of this Agreement.

2. Indemnification under section 1 shall be made only if the Indemnified Party:

2.1. acted honestly and in good faith with a view to the best interests of either the Corporation or the Other Entity, as the case may be; and

2.2. in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the Indemnified Party had reasonable grounds for believing that the Indemnified Party's conduct was lawful.

Sections 2.1 and 2.2 are referred to in this Agreement as the "**Standards of Conduct**".

3. In accordance with the OBCA, in conjunction with a derivative action involving an action by or on behalf of the Corporation or an Other Entity to procure a judgment in its favour, to which the Indemnified Party is made a party by reason of being or having been a Director or Officer of the Corporation or the Other Entity, indemnification under section 1, including the making of Expense Advances under section 9, shall be made only after obtaining approval of the court having jurisdiction. In the event that the approval of the Ontario Superior Court of Justice or any other court is required to effect any indemnification granted hereunder, the Corporation agrees to use its commercially reasonable efforts to obtain such court's approval to such indemnification.

4. For the purposes of this Agreement:

4.1. "**proceeding**" shall include a claim, demand, suit, action, proceeding or investigation, whether anticipated, threatened, pending, commenced, continuing or completed, and any appeal or appeals therefrom;

4.2. "**costs, charges and expenses**" shall include:

4.2.1. subject to section 14, an amount paid to settle an action or satisfy a judgment, except in respect of an action to which section 3, above, is applicable;

4.2.2. a fine, penalty, levy or charge paid to any domestic or foreign government (federal, provincial, state, municipal or otherwise) or to any regulatory authority, agency, commission or board of any domestic or foreign government, or imposed by any court or any other law, regulation or rule-making entity having jurisdiction in the relevant circumstances (collectively, a "**Governmental Authority**"), including as a result of a breach or alleged breach of any statutory or common law duty imposed on directors or officers or of any law, statute, rule or regulation or of any provision of the articles, by-laws or any resolution of the Corporation or an Other Entity;

4.2.3. an amount paid to satisfy a liability arising as a result of the failure of the Corporation or an Other Entity to pay wages, vacation pay and any other amounts that may be owing to employees or to make contributions that may be required to be made to any pension plan, retirement income plan or other benefit plan for employees or to remit to any Governmental Authority payroll deductions, income taxes or other taxes, or any other amounts payable by the Corporation or an Other Entity;

4.2.4. legal costs on a full indemnity basis, including those incurred in enforcing the Indemnified Party's rights under this Agreement; and

4.2.5. all costs, charges and expenses reasonably incurred by the Indemnified Party in investigating a proceeding; and

4.3. the Indemnified Party shall be considered to have been made a "**party**" to any proceeding if the Indemnified Party has any participation whatsoever in such proceeding, including merely as a witness.

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5. Upon the Indemnified Party becoming aware of any proceeding which may give rise to indemnification under this Agreement, the Indemnified Party shall give written notice to the Corporation, directed to its Chief Executive Officer, as soon as is practicable, provided, however, that failure to give notice in a timely fashion shall not disentitle the Indemnified Party to indemnification unless the Corporation suffers actual prejudice by reason of the delay. Similarly, upon the Corporation becoming aware of any proceeding which may give rise to indemnification under this Agreement, the Corporation agrees to as promptly as practicable notify the Indemnified Party and, if deemed necessary by the Corporation acting reasonably, to as promptly as practicable retain counsel to represent the Indemnified Party in such action, claim, demand or proceeding and the Corporation agrees to pay all of the fees and disbursements of such counsel relating thereto.

6. In any such action, claim, demand or proceeding, the Indemnified Party shall have the right to retain other counsel to act on the Indemnified Party's behalf provided that the fees and disbursements of such other counsel shall be paid by the Indemnified Party unless:

6.1. the Indemnified Party and the Corporation shall have mutually agreed to the retention of such other counsel; or

6.2. the named parties to any such action, claim, demand or proceeding (including any added third, or interpleaded parties) include the Indemnified Party and the Corporation or one or more of the Other Entities and representation of both parties by the same counsel would be inappropriate due to actual or potential differing interests between them (including the availability of different defences);

in which event the Corporation agrees to pay the reasonable fees and disbursements of such counsel.

7. The Corporation may conduct any investigation it considers appropriate of any proceeding of which it receives notice under section 5, and shall pay all costs of that investigation.

8. The intention of this Agreement is to provide the Indemnified Party indemnification to the fullest extent permitted by law and without limiting the generality of the foregoing and notwithstanding anything contained herein:

8.1. nothing in this Agreement shall be interpreted, by implication or otherwise, in limitation of the scope of the indemnification provided in section 1 (other than as set forth in section 2); provided that the Indemnified Party shall not be entitled to duplication of indemnification thereunder in respect of the same damage, liability, cost, charge or expense;

8.2. section 1 is intended to provide indemnification to the Indemnified Party to the fullest extent permitted by the OBCA, and, in the event that the OBCA is amended to permit a broader scope of indemnification (including, without limitation, the deletion or limiting of one or more of the provisos to the applicability of indemnification), section 1 shall, from the date of such amendment, be deemed to be amended concurrently with the amendment to the statute so as to provide such broader indemnification;

8.3. the indemnification and Expense Advances provided for by this Agreement shall not be deemed to derogate from or exclude any other rights to which the Indemnified Party may be entitled under any provision of the OBCA or otherwise at law, or pursuant to the articles, the by-laws, any other constating or equivalent documents or instruments or any vote of shareholders of the Corporation or any one or more of the Other Entities, this Agreement or otherwise; and

8.4. the Corporation agrees that none of the Indemnified Party or the Indemnified Party's heirs, successors or legal representatives shall have any liability to, and the Corporation hereby releases and discharges the Indemnified Party, and the Indemnified Party's heirs, successors and legal representatives, from and against all damages, liabilities, costs, charges or expenses incurred or suffered by, the Corporation or any affiliate (as defined in the OBCA) in connection with the Indemnified Party being or having been a Director of any one or more of the Corporation or the Other Entity or by reason of any action taken, or omission to take action, by

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the Indemnified Party in his capacity as a Director of any of the Corporation or the Other Entity, provided that the release and discharge contained in this sub-paragraph shall not apply to damages, liabilities, costs, charges and expenses incurred or suffered by the Corporation as a direct result of the Indemnified Party's own fraud, dishonesty, bad faith, or wilful default or misconduct.

9. The parties wish to facilitate the payment by the Indemnified Party of ongoing costs in connection with any proceeding for which indemnification under this Agreement is provided. Accordingly, the parties agree as follows:

9.1. subject to section 9.2 below, the Corporation shall, upon demand, make advances ("**Expense Advances**") to the Indemnified Party of all reasonable amounts for which the Indemnified Party seeks indemnification under this Agreement before the final disposition of the relevant proceeding. In connection with such demand, the Indemnified Party shall provide the Corporation with a written affirmation of the Indemnified Party's good faith belief that the Indemnified Party has met the Standards of Conduct, along with sufficient particulars of the costs, charges and expenses to be covered by the proposed Expense Advance to enable the Corporation to make an assessment of its reasonableness;

9.2. the Corporation shall have no obligation to make Expense Advances to the Indemnified Party unless and until a majority of those members of the Corporation's board of directors who have no interest in the relevant proceeding, authorize the making of such advances to the Indemnified Party. The board of directors may, before authorizing Expense Advances, retain independent counsel or make any inquiries it considers appropriate in the circumstances for the purpose of confirming the Indemnified Party's compliance with the Standards of Conduct and entitlement to indemnity. The board of directors shall have discretion in deciding whether or not to authorize such advances, but shall exercise its discretion reasonably, in light of all relevant circumstances, and in good faith; and

9.3. the Indemnified Party shall repay to the Corporation, upon demand, all Expense Advances if and to the extent that it is determined, either by the Corporation's board of directors or by a court of competent jurisdiction, that the Indemnified Party had not met the Standards of Conduct or is otherwise not entitled to indemnification. The Indemnified Party's obligation to reimburse the Corporation for Expense Advances shall be unsecured and no interest shall be charged thereon.

10. If the Corporation is obliged to pay any amount pursuant to this Agreement (including, without limitation, the indemnities in section 1 or the making of Expense Advances under section 9), the Indemnified Party agrees:

10.1. where such payment is not permitted to be paid by law or pursuant to this Agreement, as established in a final judicial determination which is not, or which is no longer, subject to appeal, then the Indemnified Party shall repay such amounts to the Corporation within thirty (30) days of such written request for reimbursement; and

10.2. if the Indemnified Party subsequently receives indemnification or reimbursement in respect of all or any part of such payment from a source other than the Corporation, the amounts so advanced and paid by the Corporation shall be repaid by the Indemnified Party to the Corporation within thirty (30) days of a written request for repayment to the extent that the Indemnified Party has received indemnification or reimbursement from such other source.

11. The indemnities in section 1 shall not apply in respect of any proceeding initiated by the Indemnified Party against:

11.1. the Corporation or an Other Entity, unless it is brought to establish or enforce any right under this Agreement;

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11.2. any Director or Officer unless the Corporation or the Other Entity, as the case may be, has joined in or consented to the initiation of such proceeding; or

11.3. any other corporation, partnership, trust, joint venture, unincorporated entity or person, unless it is a counterclaim.

12. Notwithstanding anything in this Agreement to the contrary, the Corporation shall not be permitted to:

12.1. indemnify the Indemnified Party if a final decision by a court of competent jurisdiction determines that such indemnification is prohibited by applicable law;

12.2. indemnify the Indemnified Party for the disgorgement of profits arising from the purchase or sale by the Indemnified Party of securities of the Corporation in violation of the *Securities Act* (Ontario), Section 16(b) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or any similar legislation; or

12.3. indemnify the Indemnified Party against the loss of erroneously awarded compensation under Rule 10D-1 under the Exchange Act.

13. The Corporation shall be entitled to participate, at its own expense, in the defence of any proceeding. If the Corporation so elects after receipt of notice of a proceeding, or the Indemnified Party in that notice so directs, the Corporation shall assume control of the negotiation, settlement or defence of the proceeding, in which case the defence shall be conducted by counsel chosen by the Corporation and reasonably satisfactory to the Indemnified Party. If the Corporation elects to assume control of the defence, the Indemnified Party shall have the right to participate in the negotiation, settlement or defence of the proceeding and to retain counsel to act on the Indemnified Party's behalf, provided that the fees and disbursements of that counsel shall be paid by the Indemnified Party unless otherwise provided for by section 6 hereof. The Indemnified Party and the Corporation shall cooperate fully with each other and their respective counsel in the investigation related to, and defence of, any proceeding and shall make available to each other all relevant books, records, documents and files and shall otherwise use their best efforts to assist each other's counsel to conduct a proper and adequate defence.

14. The parties wish to encourage the settlement of any proceeding. Accordingly, the parties agree as follows:

14.1. the Corporation may, with the prior written consent of the Indemnified Party (which consent shall not be unreasonably withheld or delayed), enter into an agreement to settle any proceeding;

14.2. if the Indemnified Party refuses after requested by the Corporation, acting reasonably, to give consent to the terms of a proposed settlement which is otherwise acceptable to the Corporation, the Corporation may require the Indemnified Party to negotiate or defend the proceeding independently of the Corporation. In that case, any amount recovered by the claimant in excess of the amount for which settlement could have been made by the Corporation shall not be recoverable under this Agreement, and the Corporation will only be responsible for costs, charges and expenses up to the time at which settlement could have been made;

14.3. the Corporation shall not be liable for any settlement of any proceeding effected without its prior written consent (which consent shall not be unreasonably withheld or delayed);

14.4. the Indemnified Party shall have the right to negotiate a settlement in respect of any proceeding against the Indemnified Party, provided that unless the Corporation has approved the settlement, the Indemnified Party shall pay any compensation or other payment to be made under the settlement and the costs of negotiating and implementing the settlement, and shall not seek indemnity from the Corporation in respect of such compensation, payment or costs; and

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14.5. the settlement of a proceeding shall not create a presumption that the Indemnified Party did not meet or would not have met the Standards of Conduct.

15. The Corporation shall make reasonable best efforts to ensure that all liabilities of the Corporation under this Agreement are at all times covered by directors' and officers' liability insurance with a responsible insurer to cover the liabilities of the Corporation under this Agreement. In this regard, the parties agree that:

15.1. the responsibility for obtaining and maintaining directors' and officers' liability insurance shall rest with a senior manager of the Corporation, who shall retain an insurance broker or other person having expertise and experience in directors' and officers' liability insurance;

15.2. the Corporation shall provide to the Indemnified Party a copy of each policy of insurance providing the coverages contemplated by this section 15 promptly after such coverage is obtained, and shall promptly notify the Indemnified Party if the insurer cancels or refuses to renew such coverage (or any part of such coverage);

15.3. coverage need not be obtained for any liabilities of the Corporation under this Agreement if the coverage is not generally available from responsible insurers, or is available from one or more responsible insurers but at a cost which, in the opinion of the Corporation, acting reasonably and taking into account the financial condition and size of the Corporation and the nature of its business, is excessive (for greater certainty, the board of directors of the Corporation determined that, effective as of April 30, 2020, coverage would not be obtained for the reason of excessive cost); and

15.4. the Corporation shall not do any act or thing (including changing insurers) or fail to do any act or thing, that could cause or result in a denial of insurance coverage or of any claim under such coverage; without limiting the generality of the foregoing, the Corporation shall give prompt and proper notice to the insurer of any claim against the Indemnified Party.

16. Should any payment made pursuant to this Agreement, including, without limitation, an amount paid or payable on account of insurance premiums or made by an insurer under an insurance policy, be deemed to constitute a taxable benefit or otherwise be or become subject to any tax or levy, then the Corporation shall pay the amount of any and all such taxes and levies, together with any interest and penalties thereon not arising exclusively from the gross negligence of the Indemnified Party, as may be necessary to ensure that the amount received by or on behalf of the Indemnified Party, after the payment of or withholding for such tax, fully reimburses the Indemnified Party for the actual cost, expense or liability incurred by or on behalf of the Indemnified Party.

17. Each of the provisions contained in this Agreement is distinct and severable and a declaration of invalidity or unenforceability of any such provision or part thereof by a court of competent jurisdiction shall not affect the validity or enforceability of any other provision hereof. To the extent permitted by applicable law, the parties waive any provision of law which renders any provision of this Agreement invalid or unenforceable in any respect. The parties shall engage in good faith negotiations to replace any provision which is declared invalid or unenforceable with a valid and enforceable provision, the economic effect of which comes as close as possible to that of the invalid or unenforceable provision which it replaces.

18. This Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

19. The obligations of the Corporation under this Agreement shall continue after the Indemnified Party ceases to be a Director or Officer and shall survive indefinitely.

20. Except as expressly provided in this Agreement, no amendment or waiver of this Agreement shall be binding unless executed in writing by the party to be bound thereby. No waiver of any provision of

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this Agreement shall constitute a waiver of any other provision nor shall any waiver of any provision of this Agreement constitute a continuing waiver unless otherwise expressly provided.

21. This Agreement shall enure to the benefit of the Indemnified Party and the Indemnified Party's heirs, administrators, executors and personal representatives and shall be binding upon the Corporation and its successors.

22. This Agreement may be executed (including electronically) in one or more counterparts, each of which, when executed, shall for all purposes be deemed to be an original, but all of which together shall constitute one and the same Agreement.

*[Signature page follows.]*

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**IN WITNESS WHEREOF**, the parties hereto have executed this Agreement as of the date first written above.

**VILLAGE FARMS INTERNATIONAL, INC.**

by:

Name: Stephen C. Ruffini

Title: Executive Vice-President and  
Chief Financial Officer

**[Insert name of applicable Director/Officer here]**

*[Signature page to Director/Officer Indemnity Agreement of VFF]*

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### **Village Farms International, Inc. Insider Trading Policy**

This Insider Trading Policy (the “**Policy**”) describes the standards of Village Farms International, Inc. (“**Village Farms**”) and its subsidiaries (together with its subsidiaries, the “**Company**”) on trading, and causing the trading of, the Company’s securities or securities of certain other publicly traded companies while in possession of confidential information. This Policy applies to all Village Farms directors and all officers and other employees of the Company and their respective immediate family members (collectively, the “**Covered Persons**” and each, a “**Covered Person**”).

One of the principal purposes of applicable securities laws is to prohibit so-called “insider trading.” Simply stated, insider trading occurs when a person uses material nonpublic information obtained through involvement with the Company to make decisions to purchase, sell, give away or otherwise trade Village Farms securities (or the securities of certain other companies, to the extent Company directors or employees have obtained information about those companies in connection with their position at the Company) or to provide that information to others outside the Company. The prohibitions against insider trading apply to trades, tips, and recommendations by virtually any person, including all persons associated with the Company, if the information involved is “material” and “nonpublic.” These terms are explained in this Policy in Section 3 below. The prohibitions would apply to any Covered Person who buys or sells securities on the basis of material nonpublic information that he or she obtained about the Company, its customers, suppliers, partners, competitors, or other companies with which the Company has contractual relationships or may be negotiating transactions.

#### **1. Applicability**

This Policy applies to all trading or other transactions in (i) Village Farms securities, including common shares, options and any other securities that Village Farms may issue, such as preferred shares, notes, bonds and convertible securities, as well as to derivative securities relating to any Village Farms securities, whether or not issued or sold by the Company and (ii) the securities of certain other companies, including common stock, options and other securities issued by those companies as well as derivative securities relating to any of those companies’ securities, where the person trading used information obtained in connection with their position at the Company.

#### **2. General Policy: No Trading or Causing Trading While in Possession of Material Nonpublic Information**

**(a)** No Covered Person may purchase or sell, or offer to purchase or sell, any Village Farms security, whether or not issued or sold by the Company, while in possession of material nonpublic information about the Company. (The terms “material” and “nonpublic” are explained Section 3(a) and (b) below.)

**(b)** No Covered Person who knows of any material nonpublic information about the Company may communicate that information to (“**tip**”) any other person, including family members and friends, or otherwise disclose such information without the Company’s authorization.

**(c)** No Covered Person may purchase or sell any security of any other publicly traded company while in possession of material nonpublic information that was obtained in the course of his or her involvement with the Company. No Covered Person who knows of any such material nonpublic information may communicate that information to, or tip, any other person, including family members and friends, or otherwise disclose such information without the Company’s authorization.

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(d) For compliance purposes, you should never trade, tip, or recommend securities (or otherwise cause the purchase or sale of securities) while in possession of information that you have reason to believe is material and nonpublic unless you first consult with, and obtain the advance approval of, a Trading Officer (which is defined Section 3(c) below).

(e) Covered Persons must “pre-clear” all trading in Village Farms securities in accordance with the procedures set forth in Section 7 below.

### **3. Definitions**

**(a) Material.** Insider trading restrictions come into play only if the information you possess is “material.” Materiality, however, involves a relatively low threshold. Information is generally regarded as “material” if it has market significance, that is, if its public dissemination is likely to affect the market price of securities, or if it otherwise is information that a reasonable investor would want to know before making an investment decision.

Information dealing with the following subjects is reasonably likely to be found material in particular situations:

- (i) significant changes in the Company's prospects;
- (ii) significant write-downs in assets or increases in reserves;
- (iii) developments regarding significant litigation or government agency or regulatory investigations;
- (iv) liquidity problems;
- (v) changes in earnings estimates or unusual gains or losses in major operations;
- (vi) major changes in the Company's management or the board of directors (the “**Board**”);
- (vii) extraordinary borrowings;
- (viii) major changes in accounting methods or policies;
- (ix) award or loss of a significant contract;
- (x) cybersecurity risks and incidents, including vulnerabilities and breaches;
- (xi) changes in debt ratings;
- (xii) proposals, plans or agreements, even if preliminary in nature, involving mergers, acquisitions, divestitures, recapitalizations, strategic alliances, licensing arrangements, or purchases or sales of substantial assets; and
- (xiii) offerings of Village Farms securities.

Material information is not limited to historical facts but may also include projections and forecasts. With respect to a future event, such as a merger, acquisition or introduction of a new product, the point at which negotiations or product development are determined to be material is determined by balancing the probability that the event will occur against the magnitude of the effect the event would have on a company's operations or stock price should it occur. Thus, information concerning an event that would have a large effect on stock price, such as a merger, may be material even if the possibility that the event will occur is relatively small. When in doubt about whether particular nonpublic information is material, you should presume it is material. **If**

**you are unsure whether information is material, you should either consult a Trading Officer before making any decision to disclose such information (other than to persons who need to know it) or to trade in or recommend securities to which that information relates or assume that the information is material.**

**(b) Nonpublic.** Insider trading prohibitions come into play only when you possess information that is material and “nonpublic.” The fact that information has been disclosed to a few members of the public does not make it public for insider trading purposes. To be “public” the information must have been disseminated in a manner designed to reach investors generally, and the investors must be given the opportunity to absorb the information. Even after public disclosure of information about the Company, you must wait one full trading day after the information was publicly disclosed before you can treat the information as public.

Nonpublic information may include:

- (i) information available to a select group of analysts or brokers or institutional investors;
- (ii) undisclosed facts that are the subject of rumors, even if the rumors are widely circulated; and
- (iii) information that has been entrusted to the Company on a confidential basis until a public announcement of the information has been made and enough time has elapsed for the market to respond to a public announcement of the information (normally one full trading day).

**As with questions of materiality, if you are not sure whether information is considered public, you should either consult with a Trading Officer or assume that the information is nonpublic and treat it as confidential.**

**(c) Trading Officer.** Village Farms has appointed the Company’s Chief Executive Officer and Chief Financial Officer as the Trading Officers for this Policy. The duties of the Trading Officers include, but are not limited to, the following:

- (i) assisting with implementation and enforcement of this Policy;
- (ii) circulating this Policy to all employees and ensuring that this Policy is amended as necessary to remain up-to-date with insider trading laws;
- (iii) pre-clearing all trading in securities of Village Farms by any Covered Person in accordance with the procedures set forth in Section 7 below; and
- (iv) providing approval of any Rule 10b5-1 plans under Section 5(c) below.

#### **4. Violations of Insider Trading Laws**

Penalties for trading on or communicating material nonpublic information can be severe, both for individuals involved in such unlawful conduct and their employers and supervisors, and may include jail terms, criminal fines, civil penalties, and civil enforcement injunctions. Given the severity of the potential penalties, compliance with this Policy is absolutely mandatory.

**(a) Legal Penalties.** A person who violates insider trading laws by engaging in transactions in a company’s securities when he or she has material nonpublic information can be sentenced to a substantial jail term and required to pay a criminal penalty of several times the amount of profits gained or losses avoided.

In addition, a person who tips others may also be liable for transactions by the tippees to whom he or she has disclosed material nonpublic information. Tipsters can be subject to the same penalties and sanctions as the tippees, and applicable securities regulators have imposed large penalties even when the tipster did not profit from the transaction.

The SEC can also seek substantial civil penalties from any person who, at the time of an insider trading violation, "directly or indirectly controlled the person who committed such violation," which would apply to the Company and/or management and supervisory personnel. Even for violations that result in a small or no profit, the SEC can seek penalties from a company and/or its management and supervisory personnel as control persons.

**(b) Company-Imposed Penalties.** Employees who violate this Policy may be subject to disciplinary action by the Company, including dismissal for cause. Any exceptions to the Policy, if permitted, may only be granted by a Trading Officer (or, in the case of an exception in favor of a Trading Officer, by the independent directors of the Board (the "**Independent Directors**")), and must be provided before any activity contrary to the above requirements takes place.

## **5. Blackout Periods**

All Covered Persons are prohibited from trading in Village Farms securities during Blackout Periods (as defined below).

**(a) Quarterly Blackout Periods.** Trading in Village Farms securities is prohibited during the period beginning at the close of the market on one trading day before the end of each fiscal quarter and ending one full trading day following the date the Company's financial results are publicly disclosed and the corresponding Form 10-Q or Form 10-K is filed (the "**Quarterly Blackout Period**").

**(b) Other Blackout Periods.** From time to time, other types of material nonpublic information regarding the Company (such as negotiation of mergers, acquisitions or dispositions; proposed securities offerings and other corporate-level transactions; material commercial transactions with third parties; investigation and assessment of cybersecurity incidents or new product developments) may be pending and not be publicly disclosed. While such material nonpublic information is pending, the Company may impose special blackout periods during which Covered Persons are prohibited from trading in the Company's securities (the "**Special Blackout Period**" and collectively with the Quarterly Blackout Period, the "**Blackout Period**"). If the Company imposes a Special Blackout Period, it will notify the Covered Persons affected.

**(c) Exception.** These trading restrictions do not apply to transactions under a pre-existing written plan, contract, instruction, or arrangement under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") that meet the following requirements (each, an "**Approved 10b5-1 Plan**"):

- (i) it has been reviewed and approved by a Trading Officer (or, in the case of a 10b5-1 plan for a Trading Officer, by the Independent Directors) at least five days in advance of being entered into (or, if revised or amended, such proposed revisions or amendments have been reviewed and approved by the Trading Officer at least five days in advance of being entered into);
- (ii) it provides that no trades may occur thereunder until expiration of the applicable cooling-off period specified in Rule 10b5-1(c)(ii)(B), and no trades occur until after that time. The appropriate cooling-off period will vary based on the status of the Covered Person. For directors and officers,

the cooling-off period ends on the later of (x) ninety days after adoption or certain modifications of the 10b5-1 plan; or (y) two business days following disclosure of the Company's financial results in a Form 10-Q or Form 10-K for the quarter in which the 10b5-1 plan was adopted. For all other Covered Persons, the cooling-off period ends 30 days after adoption or modification of the 10b5-1 plan. This required cooling-off period will apply to the entry into a new 10b5-1 plan and any revision or modification of a 10b5-1 plan;

(iii) it is entered into in good faith by the Covered Person, and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1, at a time when the Covered Person is not in possession of material nonpublic information about the Company; and, if the Covered Person is a director or officer, the 10b5-1 plan must include representations by such Covered Person certifying to that effect;

(iv) it gives a third party the discretionary authority to execute such purchases and sales, outside the control of the Covered Person, so long as such third party does not possess any material nonpublic information about the Company; or explicitly specifies the security or securities to be purchased or sold, the number of shares, the prices and/or dates of transactions, or other formula(s) describing such transactions; and

(v) it is the only outstanding Approved 10b5-1 Plan entered into by the Covered Person (subject to the exceptions set out in Rule 10b5-1(c)(ii)(D)). No Approved 10b5-1 Plan may be adopted during a Blackout Period.

If you are considering entering into, modifying, or terminating an Approved 10b5-1 Plan or have any questions regarding Approved 10b5-1 Plans, please contact a Trading Officer. You should consult your own legal and tax advisors before entering into, or modifying or terminating, an Approved 10b5-1 Plan. A trading plan, contract, instruction, or arrangement will not qualify as an Approved 10b5-1 Plan without the prior review and approval of a Trading Officer or the Independent Directors as described above.

## **6. Trading Window**

Subject to compliance with this Policy, Covered Persons are permitted to trade in the Company's securities when no Blackout Period is in effect. Accordingly, even during an open trading window, a Covered Person who is in possession of any material nonpublic information should not trade in Village Farms securities until the information has been made publicly available or is no longer material, in accordance with this Policy.

## **7. Pre-Clearance of Securities Transactions**

**(a)** Because Covered Persons may obtain material nonpublic information regarding the Company from time to time, the Company requires all such persons to refrain from trading, even during a trading window under Section 6 above, without first pre-clearing all transactions in Village Farms securities.

**(b)** Subject to the exemption in subsection (d) below, no Covered Person may, directly or indirectly, purchase or sell (or otherwise make any transfer, gift, pledge, or loan of) any Village Farms security at any time without first obtaining prior approval from a Trading Officer (or, in the case of proposed transactions by a Trading Officer, by the Independent Directors). These procedures also apply to transactions by entities over which such person exercises control.



(c) A Trading Officer shall record the date each request is received and the date and time each request is approved or disapproved. Unless revoked, a grant of permission will normally remain valid until the close of trading four business days following the day on which it was granted. If the transaction does not occur during the four-day period, pre-clearance of the transaction must be re-requested.

(d) Pre-clearance is not required for purchases and sales of Village Farms securities under an Approved 10b5-1 Plan once the applicable cooling-off period has expired. No trades in Village Farms securities may be made under an Approved 10b5-1 Plan until expiration of the applicable cooling-off period. With respect to any purchase or sale under an Approved 10b5-1 Plan, the third-party effecting transactions on behalf of the Approved 10b5-1 Plan participant should be instructed to send duplicate confirmations of all such transactions to a Trading Officer.

#### **8. Prohibited Transactions**

Covered Persons, including any entities over which such person exercises control, are prohibited from engaging in the following transactions in Village Farms securities unless advance approval is obtained from a Trading Officer:

(i) Short-term trading. Covered Persons who are subject to Section 16(b) of the Exchange Act and who purchase Village Farms securities may not sell any Village Farms securities of the same class for at least six months after the purchase;

(ii) Short sales. Covered Persons may not sell Village Farms securities short;

(iii) Options trading. Covered Persons may not buy or sell puts or calls or other derivative securities on Village Farms securities;

(iv) Trading on margin or pledging. Covered Persons may not hold Village Farms securities in a margin account or pledge Village Farms securities as collateral for a loan; and

(v) Hedging. Covered Person may not enter into hedging or monetization transactions or similar arrangements with respect to Village Farms securities.

#### **9. Inquiries**

If you have any questions regarding any of the provisions of this Policy, please contact a Trading Officer.

#### **10. Acknowledgment and Certification**

All directors, officers, and other employees of the Company are required to sign the attached acknowledgment and certification.

## ACKNOWLEDGMENT AND CERTIFICATION

The undersigned does hereby acknowledge receipt of the Village Farms International, Inc. Insider Trading Policy. The undersigned has read and understands (or has had explained) such Policy and agrees to be governed by such Policy at all times in connection with the purchase and sale of securities and the confidentiality of nonpublic information.

(Signature)

(Please print name)

Date: \_\_\_\_\_

## Village Farms International, Inc.

Subsidiary Name	State or Country of Organization	Owned by Village Farms International, Inc.
VF Clean Energy, Inc.	Canada	100.0%
Village Farms GP Inc.	Canada	100.0%
Village Farms Canada Limited Partnership	British Columbia	1.0%
Village Farms Canada Limited Partnership	Canada	99.0%
VF Operations Canada Inc.	Canada	100.0%
VF U.S. Holdings Inc.	Delaware	100.0%
Balanced Health Botanicals, LLC	Colorado	100.0%
Agro Power Development, Inc.	Delaware	100.0%
Village Farms of Delaware, L.L.C.	Delaware	100.0%
Village Farms, L.P.	Delaware	99.0%
Village Fields Hemp USA, LLC	Delaware	65.0%
Pure Sunfarms Corp.	Canada	100.0%
Altum International Pty Ltd.	Australia	12.0%
RoseLifescience Inc.	Canada	70.0%
Leli Holland B.V.	Netherlands	85.0%

*Consent of Independent Registered Public Accounting Firm*

We hereby consent to the incorporation by reference in the Registration Statements on Forms S-8 (No. 333-257001) and S-3 (No. 333-257857) of Village Farms International, Inc. of our report dated March 13, 2024 relating to the financial statements, which appears in this Form 10-K.

**/s/PricewaterhouseCoopers LLP**

**Chartered Professional Accountants**  
Vancouver, Canada

March 13, 2024

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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 annual report on Form 10-K of Village Farms International, Inc. for the year ended December 31, 2023;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 13, 2024

/s/ Michael A. DeGiglio  
Name: Michael A. DeGiglio  
Title: Chief Executive Officer  
(Principal Executive Officer)

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 annual report on Form 10-K of Village Farms International, Inc. for the year ended December 31, 2023;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 13, 2024

/s/ Stephen C. Ruffini  
Name: Stephen C. Ruffini  
Title: Chief Financial Officer  
(Principal Financial Officer)

CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of Village Farms International, Inc., (the "Company") on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), 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.

March 13, 2024

/s/ Michael A. DeGiglio

Name: Michael A. DeGiglio

Title: Chief Executive Officer  
(Principal Executive Officer)

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CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of Village Farms International, Inc., (the "Company") on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), 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.

March 13, 2024

/s/ Stephen C. Ruffini

Name: Stephen C. Ruffini  
Title: Chief Financial Officer  
(Principal Financial Officer)

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**VILLAGE FARMS INTERNATIONAL, INC.**  
**CLAWBACK POLICY**  
Effective as of October 4, 2023

This Clawback Policy (this "**Policy**") applies to senior executive officers and any other individuals that would be considered an "executive officer" of Village Farms International, Inc. (the "**Corporation**") within the meaning of Rule 10D-1(d) under the U.S. Securities Exchange Act of 1934 and Rule 5608 of The Nasdaq Stock Market LLC (collectively, "**U.S. Clawback Rules**"), and to any executive officers and other individuals with policy-making function of the Corporation's material subsidiaries (whether or not they would be considered an "executive officer" of the Corporation for purposes of the U.S. Clawback Rules). All such executive officers and other individuals covered by this Policy are referred to herein, collectively, as "**Executive Officers**."

In the event the Corporation is required to prepare an accounting restatement of its financial statements due to material noncompliance with any financial reporting requirement under U.S. federal securities laws, including any required accounting restatement to correct a material error in the Corporation's previously-issued financial statements, or to avoid a material misstatement if the error were corrected in the current period or left uncorrected in the current period (an "**Accounting Restatement**"), the Corporation's Board of Directors (the "**Board**") will review all compensation ("**Incentive-Based Compensation**") that is (i) granted, earned or vested based wholly or in part upon the attainment of one or more measures that are determined and presented in accordance with the accounting principles used in preparing the Corporation's financial statements, or are derived wholly or in part from such measures, and (ii) "received" by an Executive Officer during the three completed fiscal years immediately preceding the date on which the Corporation is required to prepare an Accounting Restatement (the "**Restatement Date**") or any transition period that results from a change in the Company's fiscal year within or immediately following those three completed fiscal years. For purposes of the U.S. Clawback Rules and this Policy, "received" means that the applicable performance measures have been attained, regardless of when the compensation is actually paid.

If the Board determines that an Executive Officer received an amount of Incentive-Based Compensation in excess of the amount that otherwise would have been received had it been determined based on the restated amounts in connection with an Accounting Restatement, as calculated without regard to any taxes paid and otherwise in accordance with the U.S. Clawback Rules (such excess amount, the "**Erroneously Awarded Compensation**"), the Board will, reasonably promptly after the Restatement Date, seek recoupment from such Executive Officer of all Erroneously Awarded Compensation. Erroneously Awarded Compensation must be recovered as provided in this Policy on a "no fault" basis without regard to whether the Executive Officer is responsible for the noncompliance that resulted in the Accounting Restatement, unless the Compensation Committee of the Board determines that any of the impracticability exceptions set forth in the U.S. Clawback Rules are available. Any appropriate method may be used for recouping Erroneously Awarded Compensation. The Corporation may not indemnify any Executive Officer against the loss of any Erroneously Awarded Compensation. The remedies specified in this Policy will not be exclusive and will be in addition to, and not in lieu of, every other right or remedy at law or in equity that may be available to the Corporation, including, without limitation, any clawback right or remedy set forth in the applicable Executive Officer's employment agreement.

The Board has full and final authority to make all determinations under this Policy including, without limitation, whether this Policy applies and if so, the amount of compensation to be repaid or forfeited by an Executive Officer. All determinations and decisions made by the Board under this Policy will be final, conclusive and binding on all parties.

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