UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 40-F

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☒ **ANNUAL REPORT PURSUANT TO SECTION 13(A) OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended **August 31, 2022** Commission File Number **001-38885**

ORGANIGRAM HOLDINGS INC.
(Exact name of Registrant as specified in its charter)

Canada	**2833**	**N/A**
(Province or Other Jurisdiction of Incorporation or Organization)	*(Primary Standard Industrial Classification Code)*	*(I.R.S. Employer Identification No.)*

333 Bay Street, Suite 1250
Toronto, Ontario
Canada M5H 2R2
Tel: 1-855-961-9420
(Address and telephone number of Registrant's principal executive offices)

CORPORATION SERVICE COMPANY
251 Little Falls Drive
County of New Castle
Wilmington, Delaware 19808
Tel: 1-800-927-9800
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Shares	**OGI**	**NASDAQ Global Select Market**

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**None**

For annual reports, indicate by check mark the information filed with this Form:

☑ Annual Information Form ☑ Audited Annual Financial Statements

Indicate the number of outstanding shares of the Registrant's classes of capital or common stock as of the close of the period covered by the annual report: 313,815,503

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

☑ Yes ☐ No

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.
Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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. ☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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 Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☑

INTRODUCTORY INFORMATION

Organigram Holdings Inc. (the "**Company**" or "**Organigram**") is a "foreign private issuer" as defined in Rule 3b-4 under Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and is a Canadian issuer eligible to file its annual report ("**Annual Report**") pursuant to Section 13 of the Exchange Act on Form 40-F pursuant to the multi-jurisdictional disclosure system (the "**MJDS**") adopted by the United States Securities and Exchange Commission (the "**SEC**"). The Company's common shares are listed on the Toronto Stock Exchange and the Nasdaq Global Select Market ("**NASDAQ**") under the trading symbol "OGI".

In this annual report, references to "we", "our", "us", the "Company" or "Organigram", mean Organigram Holdings Inc. and our wholly-owned subsidiaries, unless the context suggests otherwise.

Unless otherwise indicated, all amounts in this annual report are in Canadian dollars and all references to "$" mean Canadian dollar and references to "U.S. dollars" or "US$" are to United States dollars.

PRINCIPAL DOCUMENTS

The following principal documents are filed as exhibits to, and incorporated by reference into this Annual Report:

Document	Exhibit No.
Audited consolidated financial statements of the Company and notes thereto as at and for the year ended August 31, 2022, together with the reports thereon of the independent registered public accounting firm	99.4
Management's Discussion and Analysis of the Company for the year ended August 31, 2022 (the "**MD&A**")	99.5
Annual Information Form of the Company for the year ended August 31, 2022 (the "**AIF**")	99.6

FORWARD-LOOKING STATEMENTS

This Annual Report (including the documents incorporated by reference herein) includes or incorporates by reference certain statements that constitute "forward-looking statements" within the meaning of the United States *Private Securities Litigation Reform Act of 1995*. These statements appear in a number of places in this Annual Report and include statements regarding our intent, belief or current expectation and that of our officers and directors. Such statements can be identified by the use of forward-looking terminology such as "outlook", "objective", "may," "will," "could", "would", "might", "expect", "intend", "estimate", "anticipate", "believe", "plan", "continue", "budget", "schedule" or "forecast" or similar expressions suggesting future outcomes or events. They include, but are not limited to, statements with respect to expectations, forecasts or other characterizations of future events or

circumstances, and the Company's objectives, goals, strategies, beliefs, intentions, plans, estimates, projections and outlook, including statements relating to the Company's plans and objectives, or estimates or predictions of actions of customers, suppliers, partners, distributors, competitors or regulatory authorities; and, statements regarding the Company's future economic performance. These statements are not historical facts but instead represent management beliefs regarding future events, many of which, by their nature are inherently uncertain and beyond management control. Forward-looking information has been based on the Company's current expectations about future events.

Forward-looking statements in this Annual Report include, but are not limited to, statements with respect to:

- Moncton Campus (as defined in the AIF), Winnipeg Facility (as defined in the AIF) and Lac Supérieur Facility (as defined in the AIF) licensing and target production capacity and timing thereof;
- Expectations regarding production capacity, facility size, THC (as defined in the AIF) content, costs and yields;
- Expectations regarding the prospects of the Company's collaboration with BT DE Investments Inc., a wholly-owned subsidiary of British American Tobacco (referred to in the AIF and MD&A as "BAT");
- Expectations regarding the prospects for the Company's subsidiaries The Edibles and Infusions Corporation and Laurentian Organic Inc. (referred to in the AIF as "EIC" and "LAU" respectively);
- The impact of the current global health crisis caused by COVID-19 (as defined in the AIF);
- Expectations around demand for cannabis and related products, future opportunities and sales including the relative mix of medical versus adult-use recreational products, the relative mix of products within the adult-use recreational category including wholesale, the Company's financial position, future liquidity and other financial results;
- Legislation of additional cannabis types and forms for adult-use in Canada including regulations relating thereto and the implementation thereof and our future product forms;
- Expectations around branded products and derivative-based products with respect to timing, launch, product attributes, composition and consumer demand;
- Strategic investments and capital expenditures, and expected related benefits;
- Expectations regarding the resolution of litigation and other legal proceedings;

- The general continuance of current, or where applicable, assumed industry conditions;
- Changes in laws, regulations and guidelines, including those relating to the recreational and/or medical cannabis markets;
- The price of cannabis and derivative cannabis products;
- Expectations around the introduction of new genetics;
- The impact of the Company's cash flow and financial performance on third parties, including its supply partners;
- Fluctuations in the price of the Common Shares and the market for the Common Shares;
- The Treatment of the Company's business under governmental regulatory regimes and tax laws, including the *Excise Act 2001* (Canada) and the renewal of the Company's licenses thereunder and the Company's ability to obtain export licenses from time to time;
- The Company's growth strategy, targets for future growth and forecasts of the results of such growth;
- Expectations concerning access to capital and liquidity and the Company's ability to access the public markets to fund operational activities and growth;
- The Company's ability to remain listed on the TSX and NASDAQ and the impact of any actions it may be required to take to remain listed;
- The ability of the Company to generate cash flow from operations and from financing activities;
- The competitive conditions of the industry, including the Company's ability to maintain or grow its market share;
- Moncton Campus and Lac Supérieur Facility expansion plans, capital expenditures, current and targeted production capacity and timing thereof; and
- Expectations concerning Fiscal 2023 performance.

Forward-looking information is provided for the purposes of assisting the reader in understanding the Company and its business, operations, risks, financial performance, financial position and cash flows as at and for the periods ended on certain dates, and to present information about management's current expectations and plans relating to the future, and the reader is cautioned that such statements may not be appropriate for other purposes. In addition, this Annual Report may contain forward-looking information

attributed to third party industry sources. Undue reliance should not be placed on forward-looking information, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. Forward-looking information does not guarantee future performance and involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in the forward-looking information. By its nature, forward looking information involves numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the expectations, predictions, forecasts, projections and, conclusions will not occur or prove accurate, that assumptions may not be correct, and that objectives, strategic goals and priorities will not be achieved. These and other factors that may cause actual results or events to differ materially from these anticipated in the forward-looking information.

Factors that could cause actual results to differ materially from those set forth in forward-looking information include, but are not limited to: financial risks; dependence on senior management, the board of directors of the Company (the "**Board of Directors**"), consultants and advisors; availability and sufficiency of insurance including continued availability and sufficiency of director and officer and other forms of insurance; the Company and its subsidiaries being able to, where applicable, cultivate cannabis pursuant to applicable law and on the currently anticipated timelines; industry competition; general economic conditions and global events, including COVID-19 retail store closures or reduced sales at retail stores or otherwise due to COVID-19; heightened economic and industry uncertainty as a result of COVID-19 and governmental action in respect thereto, including with respect to impacts on production, operations, product development, new product launches, disclosure controls and procedures or internal control over financial reporting, including as they may be impacted by delays in remediation due to work from home policies and other COVID 19 impacts, demand for products and services, third-party suppliers or service providers, and any existing or new international business partnerships; production facilities running at less than full capacity due to reduced workforce for reasons related to COVID-19 (as described in the MD&A) and market demand; potential supply chain and distribution disruptions; product development, facility and technological risks; changes to government laws, regulations or policy, including environmental or tax, or the enforcement thereof; agricultural risks; ability to maintain any required licenses or certifications; supply risks; product risks; construction delays or postponements; packaging and shipping logistics; expected number of medical and adult-use recreational cannabis users in Canada and internationally; potential time frame for the implementation of legislation to legalize cannabis internationally; the Company's, its subsidiaries and its investees' ability to, where applicable, obtain and/or maintain their status as Licensed Producers (as defined in the MD&A) or other applicable licenses; risk factors affecting its investees; availability of any required financing on commercially attractive terms or at all; the potential size of the regulated adult-use recreational cannabis market in Canada; demand for and changes in the Company's cannabis and related products, including the Company's derivative products (as defined in the MD&A), and the sufficiency of the retail networks to supply such demand; ability to enter and participate in international market opportunities; general economic, financial market, regulatory, industry and political conditions affecting the Company; the ability of the Company to compete in the cannabis industry and changes in the competitive landscape; a material decline in cannabis prices; the Company's ability to manage anticipated and unanticipated costs; the Company's ability to implement and maintain effective internal control over financial reporting and disclosure controls and procedures; and,

other risks and factors described from time to time in the documents filed by the Company with securities regulators. Material factors and assumptions used in establishing forward-looking information include that construction and production activities will proceed as planned and demand for cannabis and related products will change in the manner expected by management.

All forward-looking information is provided as of the date of this Annual Report. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as and to the extent required by applicable law, including applicable United States federal securities laws.

See also "Risk Factors" in the MD&A and the AIF.

NOTE TO UNITED STATES READERS REGARDING DIFFERENCES BETWEEN UNITED STATES AND CANADIAN REPORTING PRACTICES

The Company is permitted to prepare this Annual Report in accordance with Canadian disclosure requirements, which are different from those of the United States. The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board (the "IASB"), which differ in certain respects from United States generally accepted accounting principles ("US GAAP") and from practices prescribed by the SEC. Therefore, the Company's financial statements incorporated by reference in this Annual Report may not be comparable to financial statements prepared in accordance with U.S. GAAP.

CURRENCY

Unless otherwise indicated, all dollar amounts in this Annual Report are in Canadian dollars. The exchange rate of Canadian dollars into United States dollars, on August 31, 2022 based upon the daily exchange rate as quoted by the Bank of Canada was U.S.$1.00 = Cdn. $1.3111.

TAX MATTERS

Purchasing, holding, or disposing of the Company's securities may have tax consequences under the laws of the United States and Canada that are not described in this Annual Report.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act to mean controls and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and includes, without limitation, controls and procedures designed to ensure that such information is accumulated and communicated to the issuer's management, including its principal executive and

principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, our management carried out an evaluation, with the participation of our Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**"), of the effectiveness of our disclosure controls and procedures. Based upon that evaluation, our CEO and CFO concluded that, as of the end of the period covered by this report, our disclosure controls and procedures, as defined in Rule 13a-15(e), were not effective because of the material weaknesses in our internal control over financial reporting noted below and described in the MD&A.

INTERNAL CONTROL OVER FINANCIAL REPORTING

Internal Control over Financial Reporting

Internal control over financial reporting, as defined by Rule 13a-15(f) and 15d-15(f) of the Exchange Act, is a process designed by, or under the supervision of the Company's principal executive and principal financial officers or persons performing similar functions and effected by the Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS as issued by the IASB. Internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

In connection with the Company's reporting obligations in Canada and its obligations under Rule 13a-15(c) under the Exchange Act, management, under the supervision and with the participation of its CEO and CFO, conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of August 31, 2022, 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 evaluation management concluded that certain material weaknesses existed as of August 31, 2022, as described at page 37 of the MD&A under the heading "Management's Evaluation of Internal Control over Financial Reporting", filed as Exhibit 99.5 to this Annual Report.

Attestation Report of the Registered Public Accounting Firm

KPMG LLP, an Independent Registered Public Accounting Firm has audited the Company's consolidated financial statements and has issued an adverse report on the effectiveness of Internal Control over Financial Reporting provided under the heading "Reports of Independent Registered Public Accounting Firm to the Shareholders and Board of Directors of Organigram Holdings Inc. - Opinions on the Financial Statements and Internal Control over Financial Reporting" incorporated into the Company's audited annual financial statements filed as Exhibit 99.4 to this Annual Report on Form 40-F incorporated by reference herein.

No Changes in Internal Control over Financial Reporting

There have been no changes to the Company's Internal Control over Financial Reporting during the year ended August 31, 2022 that have materially affected, or are likely to materially affect, the Company's Internal Control over Financial Reporting. Management previously recorded material weaknesses related to complex spreadsheet controls, general information technology controls, and property plant and equipment controls. These material weaknesses still exist and are included in the material weaknesses noted in the MD&A.

CORPORATE GOVERNANCE

The Board of Directors is responsible for the Company's corporate governance and has the following separately designated standing committees: the Governance, Nominating and Sustainability Committee, the Compensation Committee, the Investment Committee, and the Audit Committee. The respective charters of the Governance, Nominating and Sustainability Committee, the Compensation Committee, the Investment Committee, and the Audit Committee can be viewed on the Company's corporate website at www.organigram.ca. In addition, the Company's Audit Committee Charter is attached as Appendix "A" to the AIF, which is filed as Exhibit 99.6 to this Annual Report.

Governance, Nominating and Sustainability Committee and Compensation Committee

The Governance, Nominating and Sustainability Committee is responsible for reviewing, overseeing and evaluating the governance, nominating and sustainability policies of the Company, and the Compensation Committee is responsible for reviewing, overseeing and evaluating the compensation policies of the Company.

The mandate of the Governance, Nominating and Sustainability Committee includes: (a) assessing the effectiveness of the Board of Directors, each of its committees and individual directors; (b) overseeing the recruitment and selection of candidates to be nominated for election as directors; (c) organizing an orientation and education program for new directors; (d) considering and approving proposals by the directors to engage outside advisors on behalf of the Board of Directors as a whole or on behalf of the independent directors; (e) reviewing and making recommendations to the Board of Directors concerning

the size, composition and structure of the Board of Directors and its committees; and (f) overseeing management succession.

The Compensation Committee is responsible for: (a) administering any securities-based compensation plans of the Company; (b) assessing the performance of the Company's management; (c) reviewing and approving the compensation paid by the Company, if any, to the Company's officers; and (d) reviewing and making recommendations to the Board of Directors concerning the level and nature of the compensation payable to Company's directors and officers.

The Compensation Committee also reviews and makes recommendations to the Board of Directors at least annually with respect to the compensation of the Chief Executive Officer and other senior executive officers of the Company, including incentive compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements, and change of control arrangements or provisions, and any special or supplemental benefits. In considering compensation matters, the Committee is required under its Charter to be guided by the following principles: (a) offering competitive compensation to attract, retain and motivate the very best qualified individuals in order for the Company to meet its goals; and (b) acting in the interests of the Company by being fiscally responsible.

The Company's Governance, Nominating and Sustainability Committee and the Company's Compensation Committee are required under their respective Charters to meet at least semi-annually and more frequently as circumstances require.

The Governance, Nominating and Sustainability Committee is comprised of Geoffrey Machum (Chair), Sherry Porter and Dexter John. The Compensation Committee is comprised of Sherry Porter (Chair), Geoffrey Machum and Ken Manget. The Board of Directors has determined that all three members of each of the Governance, Nominating and Sustainability Committee and the Compensation Committee are independent, based on the criteria for independence prescribed by Rule 5605(a)(2) of the NASDAQ Marketplace Rules.

Investment Committee

The Investment Committee's mandate is to assist the Board of Directors in discharging the Board of Directors' oversight responsibilities relating to proposed acquisitions, dispositions, major capital investments and financing arrangements. The Investment Committee is responsible for: (a) reviewing at least quarterly with management the Company's strategic business objectives, including potential acquisitions, dispositions, transaction opportunities and financing arrangements; (b) convening with management as needed to discuss and assess such opportunities, and reviewing and evaluating such opportunities with management on a regular basis; (c) monitoring the performance of the Company's completed transactions and investments by conducting periodic reviews for the purposes of evaluating the degree of success achieved, assessing the accuracy of projections and other assumptions relied upon in approving transactions, identifying the factors that differentiate more successful transactions from less successful ones, and evaluating the strategic contributions resulting from transactions; (d) considering, in conjunction with the Audit Committee as appropriate, the accounting treatment and impact of proposed

investments; (e) when appropriate, making recommendations to the Board of Directors in respect of a proposed acquisition, disposition, financing or other arrangement (provided, however, that management may approve, without the requirement for further Committee or Board of Directors action, corporate development, business development, acquisitions and divestiture transactions in the normal course of business involving consideration up to $5,000,000); and (f) considering conformance with applicable law and compliance elements of proposed investments.

The Investment Committee is comprised of Dexter John (Chair), Stephen Smith, Marni Wieshofer, Ken Manget and Simon Ashton. The Board of Directors has determined that all five members of the Investment Committee are independent, based on the criteria for independence prescribed by Rule 5605(a)(2) of the NASDAQ Marketplace Rules.

AUDIT COMMITTEE

Our Board of Directors has established the Audit Committee in accordance with section 3(a)(58)(A) of the Exchange Act and Rule 5605(c) of the NASDAQ Marketplace Rules for the purpose of overseeing our accounting and financial reporting processes and the audits of our annual financial statements.

The Audit Committee is comprised of Stephen Smith (Chair), Ken Manget, Marni Wieshofer and Dexter John. Our Board of Directors has determined that the Audit Committee meets the composition requirements set forth by Section 5605(c)(2) of the NASDAQ Marketplace Rules, and that each of the members of the Audit Committee is independent as determined under Rule 10A-3 of the Exchange Act and Rule 5605(a)(2) of the NASDAQ Marketplace Rules. All four members of the Audit Committee are financially literate, meaning they are able to read and understand the Company's financial statements and to understand the breadth and level of complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Our Board of Directors has determined that Stephen Smith:

- qualifies as an "audit committee financial expert" (as defined in paragraph (8)(b) of General Instruction B to Form 40-F),
- has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in his financial sophistication (pursuant to Rule 5605(c)(2)(A) of the NASDAQ Marketplace Rules), and
- is independent (as determined under Exchange Act Rule 10A-3 and Rule 5605(a)(2) of the NASDAQ Marketplace Rules).

PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES PROVIDED BY INDEPENDENT AUDITOR

The Audit Committee Charter sets out responsibilities regarding the provision of non-audit services by the Company's external auditors and requires the Audit Committee to pre-approve all permitted non-audit services to be provided by the Company's external auditors, in accordance with applicable law.

PRINCIPAL ACCOUNTING FEES AND SERVICES

Our independent registered public accounting firm is KPMG LLP, Vaughan, ON, Canada, Auditor Firm ID: 85. Tabular disclosure of the amounts billed to us by our independent auditors for each of our last two fiscal years ended August 31, as Audit Fees, Audit-Related Fees, Tax Fees and All Other Fees, is made on page 66 of the AIF, filed as Exhibit 99.6 to this Annual Report.

Audit Fees

Audit Fees include fees necessary to perform the annual audit including the audit of internal controls over financial reporting and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits. For the year ended August 31, 2021 ("**FY'2021**") audit fees were comprised of quarterly reviews, the annual audit (including the audit of internal controls over financial reporting) and a securities engagement. For the year ended August 31, 2022 ("**FY'2022**") audit fees were comprised of quarterly reviews, the annual audit (including the audit of internal controls over financial reporting)

Tax Fees

Tax Fees include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance and advisory in FY'2022 and FY'2021. Tax advice includes advice related to mergers and acquisitions, and a captive insurance structure.

All Other Fees

All other fees relate to services other than the Audit Fees, Audit-Related Fees and Tax Fees, and includes fees on consultations on acquisition related matters.

Audit Committee Pre-Approval Policies

From time to time, management of the Company recommends to and requests approval from the Audit Committee for audit and non-audit services to be provided by the Company's auditor.

The Audit Committee may delegate to one or more of its members the authority to pre-approve non-audit services to be provided to the Company or its subsidiaries by the Company's external auditor. The pre-approval of non-audit services must be presented to the Audit Committee at its first scheduled meeting following such pre-approval.

The Audit Committee may satisfy its duty to pre-approve non-audit services by adopting specific policies and procedures for the engagement of the non-audit services, provided the policies and procedures are detailed as to the particular service, the Audit Committee is informed of each non-audit service and the procedures do not include delegation of the Audit Committee's responsibilities to management.

CODE OF ETHICS

We have adopted a Code of Business Conduct and Ethics (the "**Code**") that applies to our officers (including without limitation, the CEO and CFO), employees and directors of the Company and its subsidiaries and promotes, among other things, honest and ethical conduct. The Code meets the requirements for a "code of ethics" within the meaning of that term in Form 40-F.

The Code was reviewed and approved by the Board of Directors on August 31, 2022. The Code is available on the Company's corporate website at www.organigram.ca and under the Company's SEDAR profile on www.SEDAR.com and is filed as Exhibit 99.7 to this Annual Report.

No waivers of the Code were granted to any principal officer of the Company or any person performing similar functions during the fiscal year ended August 31, 2022.

NOTICES PURSUANT TO REGULATION BTR

There were no notices required by Rule 104 of Regulation BTR that the Company sent during the year ended August 31, 2022 concerning any equity security subject to a blackout period under Rule 101 of Regulation BTR.

NASDAQ CORPORATE GOVERNANCE

The Company complies with corporate governance requirements of both the TSX and NASDAQ. As a foreign private issuer the Company is not required to comply with all of the corporate governance requirements of NASDAQ; however, the Company adopts best practices consistent with domestic NASDAQ listed companies when appropriate to its circumstances.

The Company has reviewed the NASDAQ corporate governance requirements and confirms that except as described below, the Company is in compliance with the NASDAQ corporate governance standards in all significant respects:

Executive Sessions: Under Rule 5605(b)(2) of the NASDAQ Marketplace Rules, a listed company must have regularly scheduled meetings at which only independent directors are present ("**executive sessions**"). The rule contemplates that executive sessions will occur at least twice a year, and perhaps more frequently, in conjunction with regularly scheduled board meetings. Under applicable Canadian rules, customs and practice, the Company's independent directors are not required to hold executive

sessions. However, the Company is subject to certain disclosure requirements prescribed in Canadian Form 58-101F1 - *Corporate Governance Disclosure*. In particular, the Company must disclose whether the independent directors hold executive sessions and, if such executive sessions are held, how many of these meetings have been held since the beginning of the Company's most recently completed financial year. If the Company does not hold executive sessions, the Company must describe what the Board of Directors does to facilitate open and candid discussion among its independent directors.

Contents of Audit Committee Charter: Under Rule 5605(c)(1) of the NASDAQ Marketplace Rules, a listed company must adopt a formal written charter that specifies the scope of its responsibilities and the means by which it carries out those responsibilities; the outside auditor's accountability to the audit committee; and the audit committee's responsibility to ensure the independence of the outside auditor. In accordance with section 2.3(1) of Canadian National Instrument 52-110 - *Audit Committees*, the Company has adopted an Audit Committee Charter that sets out its mandate and responsibilities, and substantially complies with Rule 5605(c)(1) of the NASDAQ Marketplace Rules. However, the Audit Committee Charter does not strictly comply with the requirement under Rule 5605(c)(1)(B) that an audit committee charter must specify the committee's responsibility for ensuring its receipt from the outside auditors of a formal written statement delineating all relationships between the auditor and the company, with the view to confirming the objectivity and independence of the auditor. Instead, consistent with the laws, customs and practices in Canada, the Company's Audit Committee Charter provides that: (a) the Committee shall satisfy itself, on behalf of the Board of Directors, that the external auditor is independent of management; and (b) in assessing such independence, the Committee shall discuss with the external auditor, and may require a letter from the external auditor outlining, any relationships between the external auditor and the Company or its affiliates.

Composition of Compensation Committee: Under Rule 5605(d)(1) of the NASDAQ Marketplace Rules, a listed company must adopt a formal written compensation committee charter that specifies the scope of its responsibilities and the means by which it carries out those responsibilities, including structure, processes and membership requirements. Rule 5605(d)(2)(A) requires that, subject to a limited exception, the compensation committee must be composed of at least two members, each of whom must be an independent director as defined in Rule 5605(a)(2).

Independent Director Oversight of Director Nominations: Rule 5605(e)(1) of the NASDAQ Marketplace Rules prescribes that, subject to a limited exception, director nominees must either be selected, or recommended for the Board of Directors' selection, either by: (a) independent directors (as defined in Rule 5605(a)(2)) constituting a majority of the Board of Directors' independent directors in a vote in which only independent directors participate, or (b) a nominations committee comprised solely of independent directors. Rule 5605(e)(2) requires a listed company to adopt a formal written charter or board resolution, as applicable, addressing the nominations process and such related matters as may be required under United States federal securities laws.

The Company's Governance, Nominating and Sustainability Committee and Compensation Committee: The Company has adopted a Governance, Nominating and Sustainability Committee Charter and a

Compensation Committee Charter that substantially comply with Rules 5605(d)(1) and Rule 5605(e)(2) of the NASDAQ Marketplace Rules. However, in contrast to the requirements of Rules 5605(d)(2)(A) and 5605(e)(1), the Charters prescribe that only a majority of the Committee (which should be comprised of a minimum of three directors) must be independent as defined in Canadian National Instrument 58 101 - *Disclosure of Corporate Governance Practices*, and free from any relationship that, in the view of the Board of Directors, could be reasonably expected to interfere with the exercise of his or her independent judgment as a member of the Committee. This is consistent with the laws, customs and practices in Canada. As disclosed elsewhere in this Annual Report, the Company's Governance, Nominating and Sustainability Committee is currently comprised of Geoff Machum (Chair), Sherry Porter and Dexter John and the Compensation Committee is currently comprised of Sherry Porter (Chair), Geoff Machum and Ken Manget, each of whom has been determined by the Board of Directors to be independent based on the criteria for independence prescribed by Rule 5605(a)(2) of the NASDAQ Marketplace Rules.

Shareholder Meeting Quorum Requirement: Under Rule 5620(c) of the NASDAQ Marketplace Rules, a listed company that is not a limited partnership must provide in its by-laws for a quorum of not less than 33 1/3% of the outstanding shares of the company's common voting stock in respect of all meetings of the holders of its common stock. The Company's Bylaws provide that a quorum for a meeting of shareholders of the Company is present if two persons who are, or who represent by proxy, one or more shareholders who, in the aggregate, hold at least five percent of the issued shares. This quorum requirement is consistent with the laws, customs and practices in Canada.

Proxy Delivery Requirement: Under Rule 5620(b) of the NASDAQ Marketplace Rules, a listed company that is not a limited partnership must solicit proxies and provide proxy statements for all meetings of shareholders, and also provide copies of such proxy solicitation materials to NASDAQ. The Company is a "foreign private issuer" as defined in Rule 3b-4 under the Exchange Act, and the equity securities of the Company are accordingly exempt from the proxy rules set forth in Sections 14(a), 14(b), 14(c) and 14(f) of the Exchange Act. The Company solicits proxies in accordance with applicable rules and regulations in Canada.

Distribution of Annual Reports: NASDAQ Marketplace Rule 5250(d) requires a NASDAQ-listed company to make available to shareholders an annual report containing audited financial statements of the company and its subsidiaries (which, for example, may be on 40-F under the Exchange Act) within a reasonable period of time following the filing of the annual report with the SEC. The Company may comply with this requirement either:

- by mailing the report to shareholders (as opposed to electronic or notice-and-access delivery);
- by satisfying the requirements for furnishing an annual report contained in Rule 14a-16 under the Exchange Act; or
- by posting the annual report to shareholders on or through the company's website, along with a prominent undertaking in the English language to provide shareholders, upon request, a hard copy

of the annual report free of charge. A company that chooses to satisfy this requirement pursuant in this manner must, simultaneous with this posting, issue a press release stating that its annual report has been filed with the Commission. The press release must also state that: (a) the annual report is available on the company's website and include the website address, and (b) shareholders may receive a hard copy free of charge upon request.

As indicated above, the Company is exempt from the proxy rules set forth in Sections 14(a), 14(b), 14(c) and 14(f) of the Exchange Act (as well as Rule 14a-16 promulgated under the Exchange Act), and solicits proxies in accordance with applicable rules and regulations in Canada.

Section 437 of the TSX Company Manual requires that: (a) every TSX-listed company must forward annually to each shareholder who has requested them its annual financial statements and its related management's discussion and analysis in accordance with Canadian National Instrument 51-102 - Continuous Disclosure Obligations ("**NI 51-102**"); and (b) if a listed company produces an annual report, it must be filed publicly through SEDAR, available at www.sedar.com.

Pursuant to NI 51-102, the Company is required to send annually a request form to the registered holders and beneficial owners of its securities, other than debt instruments, that registered holders and beneficial owners may use to request a copy of the Company's annual financial statements and related management's discussion and analysis, the interim financial statements and related management's discussion and analysis, or both. If a registered holder or beneficial owner of securities, other than debt instruments, of the Company requests the Company's annual or interim financial statements, the Company must send a copy of the requested financial statements to the person or company that made the request, without charge, by the later of: (a) 10 days after the filing deadline for the financial statements, or (b) 10 calendar days after the Company receives the request. If the Company sends financial statements it must also send, at the same time, the annual or interim management's discussion and analysis relating to the financial statements.

Shareholder Approval Requirements: Section 5635 of the NASDAQ Marketplace Rules requires shareholder approval for issuances of common shares, or any securities convertible or exercisable into common shares:

(a) in connection with the acquisition of the stock or assets of another company

(i) where, due to the present or potential issuance of common shares (including shares issued pursuant to an earn-out or similar type of provision, or securities convertible into or exercisable for common shares) other than a public offering for cash:

(A) the common shares constitute or will upon issuance constitute at least 20% of the voting power outstanding before the issuance of the common shares (or, if applicable before the issuance of the securities convertible into or exercisable for common shares); or

(B) the common shares constitute or will upon issuance constitute at least 20% of the number of common shares outstanding before the issuance; or

(ii) if any director, officer or Substantial Shareholder (as defined by Rule 5635(e)(3) of the NASDAQ Marketplace Rules) of the listed company has a 5% or greater interest (or such persons collectively have a 10% or greater interest), directly or indirectly, in the target company or assets to be acquired, or in the consideration to be paid in the transaction or series of related transactions, and the present or potential issuance of common shares, or securities convertible into or exercisable for common shares, could result in an increase of 5% or more in the outstanding common shares or voting power of the listed company;

(b) where the common shares sold (or the number of common shares into which the securities sold are convertible or exercisable), either alone or together with sales by officers, directors or Substantial Shareholders of the listed company, constitute at least

(i) 20% of the outstanding common shares before the issuance, or

(ii) 20% of the voting power of the outstanding common shares before the issuance,

in either case except for (A) public offerings of common shares for cash, and (B) transactions involving the sale, issuance or potential issuance of common shares at a price, or securities convertible or exercisable into common shares with a conversion or exercise price, that is greater than or equal to the lesser of (1) the last closing price immediately preceding the signing of a binding agreement, and (2) the average closing price of the common shares on NASDAQ for the five trading days immediately preceding the signing of the binding agreement; and

(c) where the issuance would result in a change of control of the listed company.

The Company intends to follow TSX rules for shareholder approval of new issuances of its common shares. Following TSX rules, shareholder approval is required for certain issuances of shares that: (i) materially affect control of the listed issuer; or (ii) provide consideration to insiders in aggregate of 10% or greater of the market capitalization of the listed issuer, during any six-month period, and has not been negotiated at arm's length. Shareholder approval is also required, pursuant to TSX rules, in the case of private placements: (a) for an aggregate number of listed securities issuable greater than 25% of the number of securities of the listed issuer which are outstanding, on a non-diluted basis, prior to the date of closing of the transaction if the price per security is less than the market price; or (b) that during any six month period are to insiders for listed securities or options, rights or other entitlements to listed securities greater than 10% of the number of securities of the listed issuer which are outstanding, on a non-diluted basis, prior to the date of the closing of the first private placement to an insider during the six month period. The rules of the TSX also require shareholder approval in connection with an acquisition by a listed issuer where the number of securities issued or issuable in payment of the purchase price for the

acquisition exceeds 25% of the number of securities of the listed issuer that are outstanding, on a non-diluted basis.

Equity Compensation Plans: Section 5635(c) of the NASDAQ Marketplace Rules also requires shareholder approval of all stock option or purchase plans or other arrangements that provide for equity securities as compensation to officers, directors, employees or consultants, and any material amendments to such plans or arrangements, except for certain plans and arrangements, including:

(a) stock purchase plans available on equal terms to all security holders of the listed company (such as a typical dividend reinvestment plan);

(b) tax qualified, non-discriminatory employee benefit plans (e.g., plans that meet the requirements of section 401(a) or 423 of the Internal Revenue Code) or parallel nonqualified plans, provided that such plans are approved by the listed company's independent compensation committee or a majority of the company's independent directors;

(c) those plans or arrangements allowing employees, directors or service providers to buy such securities on the open market or from the listed company for current fair market value;

(d) grants of options or other equity-based compensation as a material inducement to the grantee's entering into employment with the listed company, provided that such grants are approved by the listed company's independent compensation committee or a majority of the company's independent directors; and

(e) conversions, replacements or adjustments of outstanding options or other equity compensation awards to reflect a merger or acquisition.

The Company intends to follow TSX rules in respect of its security based compensation arrangements. The TSX requires shareholder approval of all security based compensation arrangements, and any material amendments to such arrangements, except for arrangements used as an inducement to persons or companies not previously employed by and not previously an insider of the listed issuer, provided that: (i) such persons or companies enter into a contract of full time employment as an officer of the listed issuer; and (ii) the number of securities made issuable to such persons or companies during any twelve month period does not exceed in aggregate 2% of the number of securities of the listed issuer which are outstanding, on a non-diluted basis, prior to the date the exemption is first used during such twelve month period. Such shareholder approval is required when the security based arrangement is instituted and every three years thereafter if the arrangement does not have a fixed maximum aggregate of securities issuable. The TSX considers a security based compensation arrangement to be any compensation or incentive mechanism involving the issuance from treasury or potential issuance from treasury of securities of a listed issuer.

Insiders of a listed issuer that are entitled to receive a benefit under a security based compensation arrangement are not eligible to vote their securities in respect of the shareholder approval required by the TSX unless such security based compensation arrangement contains an "insider participation limit". An "insider participation limit" is a provision typically found in security based compensation arrangements which limits the number of a listed issuer's securities: (i) issued to insiders of the listed issuer, within any one year period; and (ii) issuable to insiders of the listed issuer at any time, to 10% of the listed issuer's total issued and outstanding securities. For the purposes of security based compensation arrangements, the definition of "insider" would include the CEO, CFO, all directors of the listed issuer and its major subsidiaries, any person responsible for a principal business unit, division or function, and any shareholder that has beneficial ownership or control or direction over, more than 10% of the issued and outstanding common shares of the listed issuer. The Company obtains shareholder approval of its equity compensation plans in accordance with applicable rules and regulations of the TSX.

The foregoing are consistent with the laws, customs and practices in Canada.

MINE SAFETY DISCLOSURE

Not applicable.

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

Undertaking

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

Consent to Service of Process

The Company has previously filed with the SEC a written consent to service of process on Form F-X. Any change to the name or address of the Company's agent for service shall be communicated promptly to the SEC by amendment to the Form F-X referencing the file number of the Company.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Company certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 28, 2022 **Organigram Holdings Inc.**

By: /s/ Derrick West

Derrick West

Chief Financial Officer

Exhibit Index

Exhibit Number	Exhibit Description
99.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
99.3	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.4	Audited consolidated financial statements of the Company and notes thereto as at and for the year ended August 31, 2022, together with the reports of the Independent Registered Public Accounting Firm thereon
99.5	Management's Discussion and Analysis for the year ended August 31, 2022
99.6	Annual Information Form of the Company for the year ended August 31, 2022
99.7	The Company's Code of Business Conduct and Ethics as approved on August 31, 2022
99.8	Consent of KPMG LLP, Independent Registered Public Accounting Firm
99.9	Glossy Annual Report
99.10	News Release dated November 28, 2022
101.INS	XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase

Exhibit 99.1

CERTIFICATION

I, Beena Goldenberg, certify that:

1. I have reviewed this annual report on Form 40-F of Organigram Holdings Inc.;

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

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

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer 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 issuer, 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 issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer'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 issuer'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 issuer's internal control over financial reporting.

Date: November 28, 2022

/s/ Beena Goldenberg
Beena Goldenberg
Chief Executive Officer

Exhibit 99.2

CERTIFICATION

I, Derrick West, certify that:

1. I have reviewed this annual report on Form 40-F of Organigram Holdings Inc.;

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

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

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer 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 issuer, 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 issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer'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 issuer'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 issuer's internal control over financial reporting.

Date: November 28, 2022

/s/ Derrick West
Derrick West
Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. s.1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Organigram Holdings Inc. (the "Company") on Form 40-F for the period ended August 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Beena Goldenberg, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(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 this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 28, 2022

By:
/s/ Beena Goldenberg
Beena Goldenberg
Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to Organigram Holdings Inc. and will be retained by Organigram Holdings Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION PURSUANT TO
18 U.S.C. s.1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Organigram Holdings Inc. (the "Company") on Form 40-F for the period ended August 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Derrick West, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(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 this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 28, 2022

By:
/s/ Derrick West
Derrick West
Chief Financial Officer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to Organigram Holdings Inc. and will be retained by Organigram Holdings Inc. and furnished to the Securities and Exchange Commission or its staff upon request.





Organigram Holdings Inc.

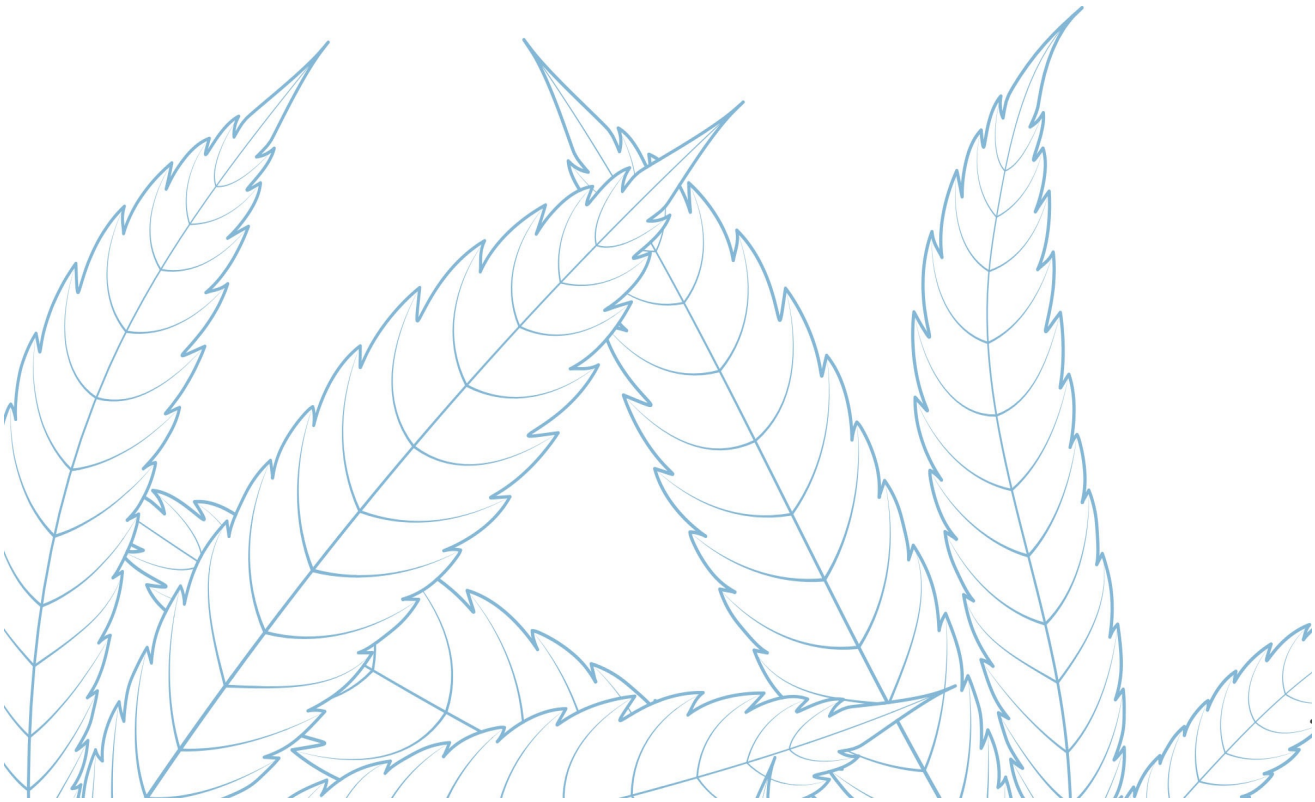
Consolidated Financial Statements

For the years ended
August 31, 2022 and 2021

ORGANIGRAM

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November 28, 2022

Management's Responsibility for the Financial Statements

The accompanying consolidated financial statements of Organigram Holdings Inc. (the "Company") have been prepared by the Company's management in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and contain estimates based on management's judgment. Internal control systems are maintained by management to provide reasonable assurance that assets are safe-guarded and financial information is reliable.

The Board of Directors of the Company is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements and the accompanying management discussion and analysis. The Board of Directors carries out this responsibility principally through its Audit Committee.

The Audit Committee is appointed by the Board of Directors. It meets with the Company's management and auditors, and reviews internal controls and financial reporting matters to ensure that management is properly discharging its responsibilities before submitting the financial statements to the Board of Directors for approval.

(signed) 'Beena Goldenberg'
Chief Executive Officer
Moncton, New Brunswick

(signed) 'Derrick West'
Chief Financial Officer
Moncton, New Brunswick

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Organigram Holdings Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Organigram Holdings Inc. and subsidiaries (the Company) as of August 31, 2022 and 2021, the related consolidated statements of operations and comprehensive loss, changes in equity, and cash flows for each of the years in the two-year period ended August 31, 2022, and the related notes (collectively, 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 August 31, 2022 and 2021, and its financial performance and its cash flows for each of the years in the two-year period ended August 31, 2022, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of August 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated November 28, 2022 expressed an adverse opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the 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.

KPMG LLP, an Ontario limited liability partnership and member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. KPMG Canada provides services to KPMG LLP.

We conducted our audits 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: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) 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.

Assessment of measurement of fair value of biological assets

As discussed in Notes 3 iii and xx to the consolidated financial statements, the Company measures biological assets, which consist of cannabis plants, at fair value less costs to sell up to the point of harvest, which then becomes the basis for the cost of finished goods inventories after harvest. As disclosed in note 6 to the consolidated financial statements, as of August 31, 2022, the carrying value of the Company's biological assets was $17,968 thousand. The fair value less costs to sell of biological assets is determined using a model which utilizes an estimate of the expected average yield per plant in grams for plants currently being cultivated, multiplied by the average selling price and then adjusted for any additional costs to be incurred, such as post-harvest costs.

We identified the assessment of the significant assumptions used to estimate the fair value less costs to sell of biological assets as a critical audit matter as a high degree of auditor judgment was required to evaluate the significant assumptions. The significant assumptions used to determine the fair value less costs to sell of biological assets are expected average yield per plant and average selling price per gram.

The following are the primary procedures we performed to address this critical audit matter. We tested the expected average yield per plant by observing the number of grams harvested from certain plants at a selection of post-harvest weigh ins and comparing the number to the actual harvest records. We tested the average selling price per gram by comparing to actual sales prices per gram as set out in sales invoices for transactions in the fourth quarter and subsequent to year end. We performed sensitivity analyses over the Company's significant assumptions used to determine the fair value less costs to sell of

biological assets to assess the impact of changes in these assumptions on the Company's determination of fair value less costs to sell.

Assessment of valuation of goodwill

As disclosed in Note 9 to the consolidated financial statements, the goodwill balance as of August 31, 2022 was $41,979 thousand. As discussed in Notes 3 vi, viii and xx, goodwill is tested annually for impairment during the fourth quarter, or more frequently when there is an indication that goodwill may be impaired. For the purpose of impairment testing, the Company monitors and tests goodwill at the group of cash-generating units ("CGUs") level to which the goodwill has been allocated. If the recoverable amount of the group of CGUs is less than its carrying amount, any resulting impairment loss is first allocated to goodwill and subsequently to other assets on a pro rata basis for each CGU. The recoverable amount is determined based on value in use which involves the use of a discounted cash flow model and significant assumptions which include forecasted cash flows, terminal growth rate and post-tax discount rate.

We identified the assessment of the goodwill impairment as a critical audit matter. A high degree of subjective auditor judgment was required to evaluate the forecasted cash flows, terminal growth rate and post-tax discount rate assumptions. These assumptions were challenging to test as they represented subjective determinations of future market and economic conditions that were also sensitive to variation. Changes to these assumptions could have had a significant impact on the Company's assessment of the recoverable amount of the group of CGUs. In addition, the audit effort associated with this estimate required specialized skills and knowledge.

The following are the primary procedures we performed to address this critical audit matter. We compared the Company's historical cash flow forecasts to actual results to assess the Company's ability to accurately forecast cash flows. We evaluated the reasonableness of the Company's forecasted cash flows by comparing the forecasted cash flows to historical actual results, planned business initiatives and external industry reports. In addition, we involved valuation professionals with specialized skills and knowledge, who assisted in:

- Assessing the Company's post-tax discount rate against discount rate ranges that were independently developed using publicly available market data for comparable companies.
- Performing sensitivity analyses over the Company's post-tax discount rate to assess the impact on the determination of recoverable amount.
- Evaluating the terminal growth rate by considering the growth profile of the group of CGUs and overall macroeconomic conditions.

Evaluation of the fair value measurement of intangible assets acquired in the Laurentian Organic Inc. acquisition

As discussed in Note 27 to the consolidated financial statements, on December 21, 2021, the Company acquired Laurentian Organic Inc. in a business combination for total purchase consideration of $43,103 thousand, including intangible assets of $14,217 thousand relating to brands and a license. As discussed in Note 3 xx, the determination of the acquisition-

date fair values of the intangible assets acquired requires the Company to make significant assumptions, which include, among others, forecasted revenues, forecasted cash flows, royalty rate, and the discount rate.

We identified the evaluation of the acquisition-date fair value measurement of brands and license acquired in the Laurentian acquisition as a critical audit matter. A high degree of subjective auditor judgment was required to evaluate the forecasted revenues, the royalty rate and the discount rate assumptions used in the acquisition-date fair value determination of the acquired brands, and to evaluate the forecasted cash flows and discount rate assumptions used in the acquisition-date fair value determination of the acquired license. Changes in these assumptions could have had a significant impact on the acquisition-date fair values of the brands and license acquired. In addition, the audit effort associated with these estimates required specialized skills and knowledge.

The following are the primary procedures we performed to address this critical audit matter. We compared the Company's forecasted revenues and forecasted cash flows to historical results of the acquired company. We performed sensitivity analyses over the acquisition-date fair values of the brands and license by considering reasonable possible changes to forecasted revenues and to forecasted cash flows and comparing the results to the Company's fair value estimates. To assess discount rate and royalty rate assumptions would have had on the Company's determination of the acquisition-date fair values of the brands and license, we involved valuation professionals with specialized skills and knowledge who assisted in:

- Evaluating the discount rate assumptions by comparing them against a range that was independently developed using publicly available market data for comparable entities.
- Evaluating the royalty rate, which was applied against forecasted revenues to calculate forecasted royalty income, using industry knowledge, qualitative factors specific to the brand and through consideration of comparable brand licensing arrangements to determine the royalty rate.

KPMG LLP

We have served as the Company's auditor since 2020.

Vaughan, Canada
November 28, 2022

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Tel 905-265 5900
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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Organigram Holdings Inc.:

Opinion on Internal Control Over Financial Reporting

We have audited Organigram Holdings Inc.'s and subsidiaries' (the Company) internal control over financial reporting as of August 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, because of the effect of the material weaknesses, described below, on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of August 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of financial position of the Company as of August 31, 2022 and 2021, the related consolidated statements of operations and comprehensive loss, changes in equity, and cash flows for each of the years in the two-year period ended August 31, 2022, and the related notes (collectively, the consolidated financial statements), and our report dated November 28, 2022 expressed an unqualified opinion on those consolidated financial statements.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. Material weaknesses related to the following have been identified and included in management's assessment:

- An ineffective control environment resulting from an insufficient number of trained financial reporting and accounting, information technology (IT) and operational personnel with the appropriate skills and knowledge and with assigned responsibility and accountability related to the design, implementation and operation of internal control over financial reporting.
- The insufficient number of personnel described above contributed to an ineffective risk assessment process necessary to identify all relevant risks of material misstatement

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and to evaluate the implications of relevant risks on its internal control over financial reporting.

- An ineffective information and communication process resulting from (i) insufficient communication of internal control information, including objectives and responsibilities, such as delegation of authority; and (ii) ineffective general IT controls, ineffective controls related to complex spreadsheets, and ineffective controls over information from service organizations, resulting in insufficient controls to ensure the relevance, timeliness and quality of information used in control activities.
- As a consequence of the above, the Company had ineffective control activities related to the design, implementation and operation of process-level and financial statement close controls which had a pervasive impact on the Company's internal control over financial reporting.

The material weaknesses were considered in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements, and this report does not affect our report on those consolidated financial statements.

The Company acquired Laurentian Organic Inc. during its 2022 fiscal year, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of August 31, 2022, Laurentian Organic Inc.'s internal control over financial reporting which constitutes, excluding goodwill, 2% of current assets, 5% of total assets, 7% of current liabilities and 11% of total liabilities as well as 5% of net revenue and 3% of net loss included in the consolidated financial statements of the Company as of and for the year ended August 31, 2022. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of Laurentian Organic Inc.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Management's Evaluation of Internal Control over Financial reporting" found in Management's Discussion and Analysis. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the 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 audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

KPMG LLP

Vaughan, Canada
November 28, 2022

ORGANIGRAM HOLDINGS INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As at August 31, 2022 and August 31, 2021
(Expressed in CDN $000's except share and per share amounts)

	AUGUST 31, 2022	AUGUST 31, 2021 (Note 29)
ASSETS		
Current assets		
Cash	$ 68,515	$ 55,365
Short-term investments (Note 4)	30,092	128,190
Account and other receivables (Note 5)	46,372	21,035
Loan receivable	—	250
Biological assets (Note 6)	17,968	12,122
Inventories (Note 7)	50,314	36,696
Prepaid expenses and deposits	8,362	6,957
	221,623	260,615
Restricted funds (Note 26)	26,820	31,109
Property, plant and equipment (Note 8)	259,819	235,939
Intangible assets and goodwill (Note 9 and Note 27)	56,239	17,046
Deferred charges and deposits (Note 8)	5,537	3,195
Investments in associates (Note 16)	6,288	5,028
Net investment in sublease	781	1,085
	$ 577,107	$ 554,017
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	$ 40,864	$ 18,952
Other liabilities (Note 10)	10,360	4,484
Income taxes payable (Note 24)	1,421	—
Provisions (Note 11)	2,560	2,750
Current portion of long-term debt (Note 12)	80	80
	55,285	26,266
Long-term debt (Note 12)	155	230
Derivative liabilities (Note 13)	4,873	37,527
Other long-term liabilities (Note 15)	5,119	10,189
Deferred income taxes (Note 24)	3,617	—
	69,049	74,212
SHAREHOLDERS' EQUITY		
Share capital (Note 14)	769,725	730,803
Equity reserves (Note 14)	28,338	24,724
Accumulated other comprehensive loss	(78)	(78)
Accumulated deficit	(289,927)	(275,644)
	508,058	479,805
	$ 577,107	$ 554,017

On behalf of the Board:
/s/Beena Goldenberg, Director
/s/Peter Amirault, Director

The accompanying notes are an integral part of these Consolidated Financial Statements.

ORGANIGRAM HOLDINGS INC.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

For the years ended August 31, 2022 and 2021
(Expressed in CDN $000's except share and per share amounts)

	YEAR ENDED	
	AUGUST 31, 2022	AUGUST 31, 2021 (Note 29)
REVENUE		
Gross revenue (Note 20)	$ 209,109	$ 109,859
Excise taxes	(63,300)	(30,696)
Net revenue	145,809	79,163
Cost of sales (Note 7 and Note 21)	119,037	103,567
Gross margin before fair value adjustments	26,772	(24,404)
Realized loss on fair value on inventories sold and other inventory charges (Note 7)	(35,204)	(35,721)
Unrealized gain on changes in fair value of biological assets (Note 6)	40,001	31,726
Gross margin	31,569	(28,399)
OPERATING EXPENSES		
General and administrative (Note 23)	42,908	29,920
Sales and marketing	16,860	15,807
Research and development (Note 26)	5,962	3,645
Share-based compensation (Note 14(iv))	4,745	3,215
Impairment of property, plant and equipment (Note 8)	4,245	9,133
Impairment of intangible assets (Note 9)	—	1,701
Total operating expenses	74,720	63,421
LOSS FROM OPERATIONS	(43,151)	(91,820)
Financing costs	429	2,960
Investment income	(1,487)	(854)
Insurance recoveries	(181)	—
Government subsidies (Note 25)	(154)	(8,147)
Share of loss from investments in associates (Note 16)	1,364	1,118
Impairment of loan receivable and investments in associates	250	5,245
Loss on disposal of property, plant and equipment	6,580	2,426
Change in fair value of contingent consideration (Note 15(i))	(2,621)	3,558
Share issue costs allocated to derivative liabilities (Note 13)	—	803
Change in fair value of derivative liabilities (Note 13)	(32,650)	29,025
Legal provision (recovery) (Note 11 and Note 22)	(310)	2,750
Loss before tax	(14,371)	(130,704)
Income tax expense (recovery) (Note 24)		
Current, net	400	—
Deferred, net	(488)	—
NET LOSS	$ (14,283)	$ (130,704)
Other comprehensive loss		
Foreign currency translation loss, net of tax	—	(128)
COMPREHENSIVE LOSS	$ (14,283)	$ (130,832)
Net loss per common share, basic (Note 14 (v))	$ (0.046)	$ (0.510)
Net loss per common share, diluted (Note 14 (v))	$ (0.046)	$ (0.510)

The accompanying notes are an integral part of these Consolidated Financial Statements.

ORGANIGRAM HOLDINGS INC.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the years ended August 31, 2022 and 2021
(Expressed in CDN $000's except share and per share amounts)

	NUMBER OF SHARES	SHARE CAPITAL	EQUITY RESERVES	ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME	ACCUMULATED DEFICIT	SHAREHOLDERS' EQUITY
Balance - September 1, 2020	194,511,061	$420,673	$23,744	$50	$ (144,940)	$299,527
Unit financing, net of issue costs of $ 3,502 (Note 14 (iii))	37,375,000	52,747	—	—	—	52,747
Private placement, net of issue costs of $1,174 (Note 14 (iii))	58,336,392	217,297	—	—	—	217,297
Shares issued related to business combination, net of issue costs of $65 (Note 14 (iii) and Note 28)	5,045,873	21,935	—	—	—	21,935
Share-based compensation (Note 14 (iv))	—	—	3,612	—	—	3,612
Exercise of stock options (Note 14 (iii))	1,691,498	6,268	(2,241)	—	—	4,027
Exercise of restricted share units (Note 14 (iii))	80,491	382	(382)	—	—	—
Exercise of performance share units (Note 14 (iii))	1,858	9	(9)	—	—	—
Exercise of warrants (Note 14 (iii))	1,743,850	11,492	—	—	—	11,492
Foreign currency translation gain (loss), net of tax	—	—	—	(128)	—	(128)
Net loss	—	—	—	—	(130,704)	(130,704)
Balance - August 31, 2021	298,786,023	$ 730,803	$ 24,724	$ (78)	$ (275,644)	$ 479,805
Shares issued related to business combination, net of issue costs of $12 (Note 14 (iii) and Note 27)	1,039,192	3,488	—	—	—	3,488
Shares issued related to business combination, net of issue costs of $55 (Note 14 (iii) and Note 27)	10,896,442	27,513	—	—	—	27,513
Share-based compensation (Note 14 (iv))	—	—	5,127	—	—	5,127
Exercise of stock options (Note 14 (iii))	100,799	127	(53)	—	—	74
Exercise of restricted share units (Note 14 (iii))	259,000	1,239	(1,239)	—	—	—
Exercise of performance share units (Note 14 (iii))	74,331	221	(221)	—	—	—
Exercise of top-up rights, net of issue costs of $ 18 (Note 14 (iii))	2,659,716	6,334	—	—	—	6,334
Net loss	—	—	—	—	(14,283)	(14,283)
Balance - August 31, 2022	313,815,503	$ 769,725	$ 28,338	$ (78)	$ (289,927)	$ 508,058

The accompanying notes are an integral part of these Consolidated Financial Statements.

ORGANIGRAM HOLDINGS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended August 31, 2022 and 2021
(Expressed in CDN $000's except share and per share amounts)

	YEAR ENDED	
	AUGUST 31, 2022	AUGUST 31, 2021
CASH PROVIDED (USED)		
OPERATING ACTIVITIES		
Net loss	$ (14,283)	$ (130,704)
Items not affecting operating cash:		
Share-based compensation (Note 14 (iv))	5,127	3,896
Depreciation and amortization (Note 8 and Note 9)	24,907	31,033
Loss on disposal of property, plant and equipment and intangibles	6,580	2,426
Impairment losses	4,495	6,946
Realized loss on fair value on inventories sold and other inventory charges	35,204	35,721
Unrealized changes in fair value of biological assets (Note 6)	(40,001)	(31,726)
Financing costs	429	2,960
Investment income	(1,487)	(854)
Share of loss from investments in associates (Note 16)	1,364	1,118
Change in fair value of contingent consideration (Note 15(i))	(2,621)	3,558
Legal provision (recovery) (Note 11 and Note 22)	(310)	2,750
Change in fair value of derivative liabilities (Note 13)	(32,650)	29,025
Share issue costs allocated to derivative liabilities (Note 13)	—	803
Income tax expense (recovery)	(88)	—
Changes in non-cash working capital:		
Net change in accounts receivable	(24,020)	(6,007)
Net change in biological assets	(2,951)	(986)
Net change in inventories	(9,267)	19,932
Net change in accounts payable and accrued liabilities	12,148	2,062
Net change in other liabilities	2,511	—
Net change in provisions	120	—
Net change in prepaid expenses and deferred charges	(1,418)	(542)
Net cash used in operating activities	(36,211)	(28,589)
FINANCING ACTIVITIES		
Proceeds from unit financing, net of issue costs (Note 13)	—	64,839
Private placement, net of share issue costs (Note 13)	—	220,037
Share issue costs (Note 14(iii))	(85)	—
Payment of lease liabilities, net of sublease receipts (Note 15(ii))	(931)	(1,344)
Payment of long-term debt (Note 12)	(82)	(115,059)
Stock options, warrants and top-up rights exercised (Note 14(iii))	6,426	8,387
Interest and fees paid on long-term debt	—	(2,397)
Net cash provided by financing activities	5,328	174,463
INVESTING ACTIVITIES		
Purchase of short-term investments	(15,000)	(120,020)
Proceeds from short-term investments	113,098	50,072
Investment income (loss)	1,487	782
Investments in associates (Note 16)	(2,624)	(2,539)
Advances to restricted funds, net (Note 26)	4,289	(31,109)
Acquisition of subsidiary (Note 27)	(8,439)	—
Purchase of property, plant and equipment, net (Note 8)	(48,748)	(11,757)
Purchase of intangible assets (Note 9)	(30)	(538)
Net cash provided by (used in) investing activities	44,033	(115,109)
INCREASE IN CASH	$ 13,150	$ 30,765
CASH POSITION		
Beginning of period	$ 55,365	$ 24,600
End of period	$ 68,515	$ 55,365

The accompanying notes are an integral part of these Consolidated Financial Statements.

1. NATURE OF OPERATIONS

Organigram Holdings Inc. (the "Company") is a publicly traded corporation with its common shares (the "Common Shares") trading on the Toronto Stock Exchange ("TSX") and on the Nasdaq Global Select Market ("NASDAQ") under the symbol "OGI". The head office of the Company is 1250-333 Bay Street, Toronto, Ontario, Canada, M5H 2R2 and the registered office is 35 English Drive, Moncton, New Brunswick, Canada, E1E 3X3.

The Company's major wholly-owned subsidiaries are: (i) Organigram Inc., a licensed producer ("LP" or "Licensed Producer") of cannabis and cannabis-derived products in Canada regulated by Health Canada under the Cannabis Act and the Cannabis Regulations (Canada); (ii) 10870277 Canada Inc., a special purpose holding company for the Company; (iii) The Edibles and Infusions Corporation ("EIC"), a cannabis processor of confectionary goods; and (iv) Laurentian Organic Inc. ("Laurentian"), an LP specializing in high-quality artisanal craft cannabis and premium Afghan hash. Organigram Inc. was incorporated under the Business Corporation Act (New Brunswick), on March 1, 2013. Organigram Holdings Inc. was continued under the Canada Business Corporations Act ("CBCA") on April 6, 2016. 10870277 Canada Inc. was incorporated under the CBCA on July 4, 2018. The Edibles and Infusions Corporation was incorporated under the Business Corporation Act (Ontario) on September 20, 2018. Laurentian Organic Inc. was incorporated under the CBCA on March 18, 2019.

2. BASIS OF PREPARATION

i. Statement of compliance

These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

These consolidated financial statements were approved and authorized for issue by the Board of Directors of the Company on November 28, 2022.

ii. Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis except for biological assets, short-term investments, share-based compensation, contingent share consideration, and derivative liabilities, which are measured at fair value.

Historical cost is the fair value of the consideration given in exchange for goods and services, which is generally based upon the fair value of the consideration given in exchange for assets at the time of the transaction.

iii. Basis of consolidation

These consolidated financial statements include the accounts of the Company and its subsidiaries on a consolidated basis after elimination of intercompany transactions and balances. Subsidiaries are entities the Company controls when it is exposed, or has rights, to variable returns from its involvement and has the ability to affect those returns through its power to direct the relevant activities of the Company. The results of subsidiaries acquired during the year are consolidated from the date of acquisition.

Associates are all entities over which the Company has significant influence but not control or joint control. Investments in associates are accounted for using the equity method after initial recognition at cost. Joint operations are arrangements in which the Company has joint control. The Company includes its proportionate share of the assets acquired and expenses incurred of the joint operation.

iv. COVID-19 estimation uncertainty

In March 2020, the World Health Organization declared the outbreak of a novel strain of coronavirus ("COVID-19"), a global pandemic. Government measures to limit the spread of COVID-19, including the closure of non-essential businesses, continued to disrupt the Company's operations during the year ended August 31, 2022.

The production and sale of cannabis and cannabis-derived products have been recognized as essential services across Canada; however COVID-19 related challenges have persisted, including, but not limited to, reduced staffing levels, production inefficiencies resulting from increased health and safety measures, and limited supply chain issues.

Due to the ongoing developments and uncertainty surrounding COVID-19, it is not possible to predict the continuing impact that COVID-19 will have on the Company, its financial position, and/or its operating results in the future. In addition, it is possible that estimates in the Company's consolidated financial statements will change in the near-term as a result of

COVID-19, and the effect of any such changes could be material. The Company is closely monitoring the impact of COVID-19 on all aspects of its business.

v. Foreign currency translation

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the Company's and its subsidiaries' functional currency, except for the Company's investment in its associate, Alpha-Cannabis Pharma GmbH as described in Note 16, for which the functional currency has been determined to be Euros.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in currencies other than an operation's functional currency are recognized in the consolidated statements of operations and comprehensive loss.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Canadian dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Canadian dollars using average exchange rates for the month during which the transactions occurred. Foreign currency differences are recognized in the consolidated statements of operations and comprehensive loss within other comprehensive (loss) income and are accumulated in accumulated other comprehensive (loss) income.

When the Company disposes of its entire interest in a foreign operation, or loses control over a foreign operation, the foreign currency gains or losses accumulated in other comprehensive (loss) income related to the foreign operation are recognized in profit or loss. If the Company disposes of part of an interest in a foreign operation that remains a subsidiary, a proportionate amount of foreign currency gains or losses accumulated in other comprehensive (loss) income related to the subsidiary is reallocated between controlling and non-controlling interests.

3. SIGNIFICANT ACCOUNTING POLICIES

i. Cash

Cash is a financial asset that is measured at amortized cost, which approximates fair value and includes cash-on-hand and deposits held with financing institutions.

ii. Short-term investments

The Company considers short-term investments in the form of guaranteed investment certificates to be an investing activity. These investments are measured at amortized cost.

iii. Biological assets

While the Company's biological assets are within the scope of IAS 41*Agriculture*, the direct and indirect costs of biological assets are determined using an approach similar to the capitalization criteria outlined in IAS 2 *Inventories*. This includes the direct cost of labour, seeds and growing materials as well as other indirect costs such as utilities and supplies used in the growing process. Indirect labour cost for individuals involved in the growing and quality control process is also included, as well as depreciation of manufacturing assets. All direct and indirect costs of biological assets are capitalized as they are incurred. Unrealized fair value gains/losses on growth of biological assets are recorded on the consolidated statements of operations and comprehensive loss. Biological assets are measured at their fair value less costs to sell on the consolidated statement of financial position.

iv. Inventories

Inventories of finished goods and packaging and supplies are initially valued at cost, and subsequently at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs to sell. The Company reviews inventories for obsolete, redundant and slow-moving goods and any such inventories identified are written down to net realizable value. The direct and indirect costs of finished goods inventory initially include the fair value of the biological asset at the time of harvest. They also include subsequent costs such as materials, labour and depreciation expense on equipment involved in packaging, labeling and inspection. All direct and indirect costs related to inventory are capitalized as they are incurred, and they are subsequently recorded within cost of sales on the consolidated statements of operations and comprehensive loss at the time the cannabis is sold. Inventory is measured at lower of cost or net realizable value on the consolidated statement of financial position.

v. Property, plant and equipment

Property, plant and equipment are initially recognized at acquisition cost or manufacturing cost, including any costs directly attributable to bringing the assets to the location and condition necessary for asset to be capable of operating in the manner intended by the Company's management. Property, plant and equipment are subsequently measured at cost, less accumulated depreciation and impairment losses, if any.

Depreciation is recognized on a straight-line basis to reduce the cost, less estimated residual value, of depreciable fixed assets. The following useful lives are applied:

Buildings	25 years
Growing and processing equipment	10 years
Computer equipment	5 years
Vehicles	5 years
Furniture and fixtures	10 years
Leasehold improvements	5 years
Right-of-use assets	term of lease

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets, and are recognized as profit or loss within consolidated statements of operations and comprehensive loss.

Construction in process are transferred to the appropriate asset class when available for use and depreciation of these assets commences at that point.

An asset's residual value, useful life and depreciation method are reviewed each year and adjusted if appropriate. When parts of an item of equipment have different useful lives, they are accounted for as separate items (major components) and depreciated accordingly.

vi. Goodwill

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognized. Goodwill is carried at cost less accumulated impairment losses, if any. For the purpose of impairment testing, the Company monitors and tests goodwill at the group of cash-generating unit ("CGU") level to which the goodwill has been allocated.

Goodwill is tested annually for impairment during the fourth quarter, or more frequently when there is an indication that goodwill may be impaired. If the recoverable amount, representing the higher of its fair value less cost to sell and its value in use, of the group of CGUs is less than its carrying amount, any resulting impairment loss is first allocated to goodwill and subsequently to other assets on a pro rata basis for each CGU. Any goodwill impairment loss is recorded in the consolidated statements of operations and comprehensive loss in the period of impairment. Previously recognized impairment losses for goodwill are not reversed in subsequent periods.

vii. Assets held for sale

Assets and liabilities held for sale are no longer depreciated and are presented separately in the consolidated statement of financial position at the lower of their carrying amount and fair value less costs to sell. An asset is regarded as held for sale if its carrying amount will be recovered principally through a sale transaction, rather than through continuing use. For this to be the case, the asset must be available for immediate sale and its sale must be highly probable.

viii. Impairment of long-lived and intangible assets

Long-lived assets, including property, plant and equipment and intangible assets are reviewed each reporting period for indicators of impairment and reversal of impairment. Goodwill and indefinite life intangible assets are assessed for indicators of impairment at each reporting date and are tested annually at year end or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit, or "CGU"). The recoverable amount of an asset or a CGU is the higher of its fair value less costs of disposal, and its value in use. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in profit or loss equal to the amount by which its carrying amount exceeds its recoverable amount.

Except for goodwill, where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

ix. Share-based payments

The Company measures equity settled share-based payments based on their fair value at the grant date and recognizes compensation expense over the vesting period based on the Company's estimate of equity instruments that will eventually vest. Fair value for options is determined using the Black-Scholes option pricing model and fair value for Restricted Share Units ("RSUs") and Performance Share Units ("PSUs") is determined using the Company's share price at the grant date.

Expected forfeitures are estimated at the date of the grant and subsequently adjusted if further information indicates actual forfeitures may vary from the original estimate. The impact of the revision of the original estimate is recognized in profit or loss such that the cumulative expenses reflect in the period the estimate is revised. Cancellations of unvested equity settled share-based payments are accounted for as an acceleration of vesting and then remaining unamortized costs are recognized immediately in profit or loss.

For stock options granted to non-employees, the expense is measured at the fair value of the goods and services received except when the fair value cannot be estimated, in which case it is measured at the fair value of the equity instrument granted.

Consideration paid by employees or non-employees on the exercise of options is recorded as an increase to share capital and the related share-based payment expense is transferred from equity reserves to share capital.

x. Investments in associates and joint operations

Associates are companies over which the Company has significant influence. Significant influence is presumed when the Company has an ownership interest greater than 20%, unless certain qualitative factors overcome this assumption. Conversely, where the Company has an ownership interest less than 20%, it is presumed that the Company does not have significant influence, unless certain qualitative factors overcome this assumption. In assessing significant influence and the ownership interest, potential voting rights that are currently exercisable are taken into consideration.

Investments in associates are accounted for using the equity method and are initially recognized at cost, inclusive of transaction costs. The consolidated financial statements include the Company's share of the income or loss and equity movement of equity accounted associates. In accordance with IFRS, the associate's most recent available financial statements are used in the application of the equity method. Where the associate's reporting period differs from the Company's, the associate prepares financial information as of the same period end as the Company, unless it is impracticable to do so. Otherwise, the Company will adjust for its share of income and expenses and equity movement based on the associate's most recently completed financial statements, adjusted for the effects of significant transactions. The Company does not recognize losses exceeding the carrying value of its interest in the associate.

The Company recognizes its share of the assets, liabilities, revenue and expenses of joint operations in accordance with the related agreements (Note 26).

Investments in associates are considered impaired and impairment losses are recognized if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated. In such cases, the carrying value of the associate is written down to its recoverable amount which is the higher of value in use and fair value less costs of disposal.

xi. Intangible assets

Intangible assets are recorded at cost less accumulated amortization and impairment losses, if any. Intangible assets acquired in a business combination are measured at fair value at the acquisition date. Amortization of definite life intangible assets is recorded on a straight-line basis over their estimated useful lives, which do not exceed the contractual period, if any, except for off-market supply agreements, where amortization is provided based on the actual output received versus the estimated output forecast to be received over the life of the agreement. Other intangible assets with a definite useful life are amortized over the estimated useful lives which are as follows:

License agreements	1-5 years
Brands	5 years
Non-compete agreements	5 years

The estimated useful lives, residual values, and amortization methods are reviewed at each year end, and any changes in estimates are accounted for prospectively. Intangible assets with an indefinite life or not yet available for use are not subject to amortization, but are tested for impairment annually. The Company does not have intangible assets not yet in use or indefinite lived intangible assets.

Research costs are expensed as incurred. Development expenditures are capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development to use or sell the asset. Research costs and other related expenditures that are not eligible to be capitalized are recognized as expense in the consolidated statements of operations and comprehensive loss as incurred.

xii. Provisions

Provisions are recognized when the Company has a present legal or constructive obligation based on past events, it is probable that an outflow of economic resources will be required to settle the obligation and the amount can be reasonably estimated. Provisions are measured at the present value of the estimated expenditures expected to settle the obligation, if the effect of the time value of money is material.

xiii. Loss per share

Basic loss per share is calculated by dividing net loss attributable to common shareholders by the weighted average number of shares outstanding during the year. Diluted loss per share is calculated in a similar manner, but with adjustments to give effect to all dilutive potential common shares outstanding during the year. The dilutive effect of warrants, options, top-up rights, RSUs and PSUs is calculated using the treasury stock method. Anti-dilutive effects of potential conversions of securities are ignored for this calculation.

xiv. Revenue recognition

Revenue from the direct sale of cannabis dried flower and cannabis derivative products for a fixed price is recognized when the Company transfers control of the good to the customer, which is at point of delivery for medical cannabis and recreational cannabis.

Revenue includes excise taxes, which the Company pays as principal, but excludes duties and taxes collected on behalf of third parties. Revenue also includes the net consideration to which the Company expects to be entitled. Revenue is recognized to the extent that it is highly probable that a significant reversal will not occur. Therefore, revenue is stated net of expected price discounts, allowances for customer returns and certain promotional activities and similar items. Generally, payment of the transaction price is due within credit terms that are consistent with industry practices, with no element of financing.

Net revenue is revenue less excise taxes. Excise taxes are effectively a production tax which becomes payable when the product is removed from the Company's premises and may or may not be directly related to the revenue depending on the province of sale. It is generally not included as a separate item on external invoices; increases in excise tax are not always passed on to the customer and where a customer fails to pay for product received the Company cannot reclaim the excise tax. The Company therefore recognizes excise tax, unless it regards itself as an agent of the regulatory authorities, as a cost and reduction to revenue for the Company.

xv. Derivative liabilities

Derivative liabilities are initially recognized at fair value at the date on which the derivative contract was entered into. Any attributable transaction costs are recognized in the consolidated statements of operations and comprehensive loss as incurred. Subsequent to initial recognition, derivative liabilities are measured at fair value at each reporting date until settlement, with the re-measurement gain or loss being recognized immediately in the consolidated statements of operations and comprehensive loss. The Company does not enter into or hold derivative financial instruments for trading or speculative purposes.

For more details on derivative liabilities consisting of warrants and top-up rights, see Note 13.

xvi. Income taxes

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the consolidated financial statements.

Income tax expense in the consolidated statements of operations and comprehensive loss is the sum of current and deferred tax as explained below.

Current tax is the expected income tax payable (recoverable) on the taxable income (loss) for the year, using tax rates enacted, or substantively enacted, as at the end of the reporting year. Current tax expense (recovery) included in the consolidated statements of operations and comprehensive loss reflects the current tax for the reporting year, plus adjustments to the current tax of prior years, less current tax recorded directly in other comprehensive income (loss) or equity.

Deferred taxes are accounted for under the liability method and are the taxes expected to be payable or recoverable on the temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable income. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable income will be available against which deductible temporary differences and unused tax losses and tax credits can be utilized. Deferred tax is calculated on a non-discounted basis, using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The carrying amounts of individual deferred tax assets are reviewed at the end of each reporting date and are

reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is not recognized for: i) temporary differences related to the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; ii) differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future; and, iii) differences arising on the initial recognition of goodwill.

xvii. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time that the assets are substantially ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs. No borrowing costs were capitalized during the years presented.

xviii. Business combinations

The Company accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Company. In determining whether a particular set of activities and assets is a business, the Company assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set of assets and activities has the ability to produce outputs.

The Company has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable assets acquired and liabilities assumed. Goodwill is the excess of consideration transferred over the fair value of the net tangible and intangible assets acquired, recorded at fair value at the acquisition date and is tested annually for impairment, or when indicators of impairment arise. Any gain on a bargain purchase is recognized in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognized in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognized in profit or loss.

xix. Government subsidies

Government subsidies are recognized when there is reasonable assurance that the subsidy will be received, and all the attached conditions will be complied with. Subsidies are recognized as income in the consolidated statements of operations and comprehensive loss on a systematic basis over the periods in which the expenses are recognized for the related costs for which the subsidies are intended to compensate, which in the case of subsidies related to assets requires recording it as deferred income or deducting it from the carrying amount of the asset.

xx. Critical accounting estimates and judgments

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

The following are the estimates and judgments made by management in applying the accounting policies of the Company that have the most significant effect on the consolidated financial statements:

1. **Biological assets and inventories**

   Determination of the fair value of biological assets requires management to make a number of estimates, including estimating the average selling price per gram and expected average yield per plant. The Company records obsolete and unsaleable inventories at the lower of cost and net realizable value. Adjustments to the carrying value of inventories are based on obsolescence trends, historical experience, forecast demand and average selling price for obsolete and unsaleable inventories. Refer to Notes 6 and 7 for further information.

2. Useful lives and impairment of property, plant and equipment and finite-life intangible assets
Amortization of property, plant and equipment and finite life intangibles assets requires estimates of useful lives, which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts, taking into consideration factors such as economic and market conditions and the useful lives of assets.

3. Share-based payments
In determining the fair value of options and related expenses, management estimates the expected life of the option, the expected volatility of the Company's share price, the risk-free interest rate, and the rate of forfeitures. Refer to Note 14 for further information.

4. Adult-use recreational cannabis revenue – provision for returns and price adjustments
Government customers typically have the right to return products, and in some cases, the right to pricing adjustments for products that are subsequently discounted or sold for a lower price in another jurisdiction. The estimation of potential future returns and pricing adjustments includes the use of management estimates and assumptions that may not be certain given the evolving nature of the industry.

5. Impairment of goodwill, long-lived and intangible assets
In determining the recoverable amount of the Company's CGUs, management has applied significant judgment and has made various estimates with respect to the forecasted cash flows, terminal growth rate and post-tax discount rates used in a discounted cash flow model. The impact of changes in these key assumptions is described in Note 9.

6. Derivative Liabilities
Warrants issued pursuant to equity offerings that are potentially exercisable in cash or on a cashless basis resulting in a variable number of shares being issued are considered derivative liabilities and therefore measured at fair value through profit or loss. The Company uses the Black-Scholes option pricing model to estimate the fair value of such warrants at inception, on each exercise, and subsequently at the period end date. The key assumption used in the model is the expected future volatility in the price of the Company's Common Shares.

The potential Common Share issuances in regards to top-up rights are considered derivative liabilities and therefore measured at fair value through profit or loss. The Company uses the Monte Carlo pricing model to estimate the fair value of such top-up rights at inception, on each exercise, and subsequently at year end. The key assumption used in the model is the expected future volatility on the price of the Company's Common Shares.

The impact of changes in these key assumptions is described in Note 13.

7. Business Combinations
Management performs a valuation analysis to allocate the purchase price based on the acquisition date fair values of the identifiable assets acquired and liabilities assumed. Determining the fair value of identifiable assets acquired and liabilities assumed on the acquisition date and contingent share consideration requires the use of judgment and estimates. With respect to the acquisitions, the significant assumptions related to estimating the fair value of the acquired licenses, brands and non-compete agreement, included: the royalty rate, forecasted revenues, forecasted cash flows, gross margin, and estimating time to market with or without key management. Management also exercises judgment in estimating the probability and timing of when earnout milestones are expected to be achieved, which is used for estimating fair values. Valuations are highly dependent on the inputs used and assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied.

Future changes to accounting standards

The following IFRS standards have been recently issued by the IASB with an effective date after August 31, 2022 and have not yet been adopted by the Company. Pronouncements that are irrelevant or not expected to have a significant impact have been excluded:

Amendments to IAS 1: Classification of Liabilities as Current or Non-Current
The amendments to IAS 1 clarify the requirements relating to determining whether a liability should be presented as current or non-current in the statement of financial position. Under the new requirements, the assessment of whether a liability is presented as current or non-current is based on the contractual arrangements in place as at the reporting date and does not impact the amount or timing of recognition. The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2024. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 8: Definition of Accounting Estimate
The amendments introduced a new definition for accounting estimates, clarifying that the estimates are monetary amounts in the financial statements that are subject to measurement uncertainty which is defined as an uncertainty that arises when monetary amounts in financial reports cannot be observed directly and must instead be estimated. The amendments are

effective for annual reporting periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 1: Disclosure of Accounting Policies
The IASB has issued amendments to IAS 1 and IFRS Practice Statement 2 on the application of materiality to disclosure of accounting policies in deciding which accounting policies to disclose in the financial statements. The key amendments to IAS 1 include requiring companies to disclose their material accounting policies rather than their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are immaterial and need not be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are material to a company's consolidated financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction
The amendments narrowed the scope of certain recognition exemptions so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. A company applies the amendments to transactions that occur on or after the beginning of the earliest comparative period presented. It also, at the beginning of the earliest comparative period presented, recognizes deferred tax for all temporary differences related to leases and decommissioning obligations and recognizes the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date. The amendments will be effective for the annual period beginning on or after January 1, 2023 and the Company has chosen not to early adopt the amendments. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 37: Onerous Contracts and the Cost of Fulfilling a Contract
The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract or an allocation of other costs that relate directly to fulfilling contracts. The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2022 and the Company has chosen not to early adopt. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 16: Property Plant and Equipment: Proceeds before intended use
The amendments clarify the accounting for the net proceeds from selling any items produced while bringing an item of property plant and equipment into use. The amendments prohibit a company from deducting from the cost of property plant and equipment proceeds from selling items produced while the company is preparing that asset for its intended use. A company will recognize such sales proceeds and related costs in profit and loss. The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2022 and the Company has chosen not to early adopt. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IFRS 9: Financial Instruments
As part of its 2018-2020 annual improvements to IFRS standards process, the IASB issued amendments to IFRS 9. The amendments clarify the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Company applies the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendments. The amendments are effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IFRS 3: Business Combinations
In May 2020, the IASB issued Reference to the Conceptual Framework (Amendments to IFRS 3) with amendments to IFRS 3, which refers to the 2018 Conceptual Framework instead of the 1989 Framework. They also added a requirement that for obligations within the scope of IAS 37, Provisions, Contingent Liabilities and Contingent Assets, ("IAS 37"), an acquirer applies IAS 37 or IFRIC 21, Levies, instead of the Conceptual Framework to identify the liabilities that have been assumed. Finally, the amendment also states that the acquirer does not recognize contingent assets acquired in a business combination. The amendment is effective for annual reporting periods beginning on or after January 1, 2022. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 41: Agriculture
As part of its 2018-2020 annual improvements to IFRS standards process, the IASB issued amendments to IAS 41. The amendments remove the requirement in paragraph 22 of IAS 41 for entities to exclude taxation cash flow when measuring the fair value of a biological asset using a present value technique. This will ensure consistency with the requirements in IFRS 13 *Fair Value Measurement*. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The amendments will have no impact on the Company's consolidated financial statements, due to the short life cycle of its biological assets.

4. SHORT TERM INVESTMENTS

The Company's short-term investments include the following as at August 31, 2022 and August 31, 2021:

DESCRIPTION	AUGUST 31, 2022	AUGUST 31, 2021
Guaranteed Investment Certificates (GIC)	$ 30,072	$ 128,170
Bond - Canada Revenue Agency	20	20
	$ 30,092	$ 128,190

GIC are made for varying periods of between three months and one year, depending on the immediate cash requirements of the Company, and earn interest of 2% to 2.6% (August 31, 2021– 0.5% to 1.5%).

5. ACCOUNT AND OTHER RECEIVABLES

The Company's accounts receivable include the following balances as at August 31, 2022 and August 31, 2021:

	AUGUST 31, 2022	AUGUST 31, 2021
Gross trade receivables	$ 44,983	$ 20,915
Less: reserves for product returns and price adjustments	(1,050)	(710)
Less: expected credit losses	(71)	—
Trade receivables	43,862	20,205
Sales taxes receivable	1,419	195
Current portion of net investment in subleases	304	288
Accrued investment income	—	99
Government programs	—	187
Other receivables	787	61
	$ 46,372	$ 21,035

On April 1, 2020, Department of Finance Canada announced the Canada Emergency Wage Subsidy ("CEWS"), which subsidized up to75% of employee wages, retroactive to March 15, 2020, to Canadian employers whose businesses had been affected by COVID-19 in order to enable them to re-hire workers previously laid off as a result of the pandemic, help prevent further job losses, and to better position companies to resume normal operations following the crisis. At August 31, 2022, $nil (August 31, 2021 - $178) was receivable under government programs.

On October 9, 2020, Department of Finance Canada announced the Canada Emergency Rent Subsidy ("CERS"), which provided support to qualifying tenants and property owners in the form of a rent subsidy that is made available to organizations that continued to endure declining revenues, subsidizing up to 65% of eligible property expenses retroactive from September 27, 2020 to Canadian companies whose businesses had been affected by COVID-19. For the year ended August 31, 2022, the Company did not qualify for subsidies under this program. At August 31, 2022, $nil (August 31, 2021 - $9) related to this program was included under government programs above.

6. BIOLOGICAL ASSETS

The Company measures biological assets, which consist of cannabis plants, at fair value less costs to sell up to the point of harvest, which then becomes the basis for the cost of finished goods inventories after harvest. Subsequent expenditures incurred on these finished goods inventories after harvest are capitalized based on IAS 2 *Inventories*.

The changes in the carrying value of biological assets as at August 31, 2022 and August 31, 2021 are as follows:

	CAPITALIZED COST	BIOLOGICAL ASSET FAIR VALUE ADJUSTMENT	AMOUNT
Balance, August 31, 2020	$ 4,779	$ 615	$ 5,394
Unrealized gain on change in fair value of biological assets	—	31,726	31,726
Production costs capitalized	34,218	—	34,218
Transfer to inventory upon harvest	(33,232)	(25,984)	(59,216)
Balance, August 31, 2021	$ 5,765	$ 6,357	$ 12,122
Acquisition through business combination (Note 27)	37	146	183
Unrealized gain on changes in fair value of biological assets	—	40,001	40,001
Production costs capitalized	48,502	—	48,502
Transfer to inventory upon harvest	(45,551)	(37,289)	(82,840)
Balance, August 31, 2022	$ 8,753	$ 9,215	$ 17,968

The fair value less costs to sell of biological assets is determined using a model which estimates the expected harvest yield in grams for plants currently being cultivated, then adjusts that amount for the average selling price per gram, and for any additional costs to be incurred, such as post-harvest costs. The following unobservable inputs, all of which are classified as Level 3 within the fair value hierarchy (see Note 19), are used in determining the fair value of biological assets:

i. average selling price per gram – calculated as the weighted average current selling price of cannabis sold by the Company, adjusted for expectations about future pricing;
ii. expected average yield per plant – represents the number of grams of finished cannabis inventory which is expected to be obtained from each harvested cannabis plant currently under cultivation;
iii. wastage of plants based on their various stages of growth – represents the weighted average percentage of biological assets which are expected to fail to mature into cannabis plants that can be harvested;
iv. post-harvest costs – calculated as the cost per gram of harvested cannabis to complete the sale of cannabis plants post-harvest, consisting of the cost of direct and indirect materials and labour related to drying, labelling, and packaging; and
v. stage of completion in the cultivation process – calculated by taking the average number of weeks in production over a total average grow cycle of approximately 14 weeks.

The Company estimates the harvest yields for the cannabis on plants at various stages of growth, based on expected yield of mature plants. As of August 31, 2022, it is expected that the Company's biological assets will yield 27,405 kg (August 31, 2021 – 11,368 kg) of cannabis when eventually harvested. The Company's estimates are, by their nature, subject to change, and differences from the expected yield will be reflected in the fair value adjustment to biological assets in future periods. The Company accretes fair value on a straight-line basis according to stage of growth. As a result, a cannabis plant that is 50% through its 14-week growing cycle would be ascribed approximately50% of its harvest date expected fair value less costs to sell (subject to wastage adjustments).

Management believes the most significant unobservable inputs and their impact on fair value are as follows:

SIGNIFICANT INPUTS & ASSUMPTIONS	WEIGHTED AVERAGE INPUT			EFFECT ON FAIR VALUE	
	August 31, 2022	August 31, 2021	SENSITIVITY	August 31, 2022	August 31, 2021
Average selling price per gram	$ 1.49	$ 2.54	Increase or decrease by 10% per gram	$ 1,766	$ 1,212
Expected average yield per plant	132 grams	129 grams	Increase or decrease by 10 grams	$ 1,339	$ 937

The expected average yield per plant at August 31, 2022 primarily reflects the average yield of the flower component of the plant (with the exception being cannabidiol ("CBD") dominant strains where trim is also harvested for extraction).

7. INVENTORIES

The Company's inventories are comprised of the following balances as at August 31, 2022 and August 31, 2021:

	August 31, 2022		
	CAPITALIZED COST	FAIR VALUE ADJUSTMENT	CARRYING VALUE
Plants in drying stage	$ 1,439	$ 1,346	$ 2,785
Dry cannabis			
Available for packaging	14,631	6,089	20,720
Packaged inventory	3,843	1,404	5,247
Flower and trim available for extraction	783	889	1,672
Concentrated extract	3,726	1,995	5,721
Formulated extracts			
Available for packaging	1,450	85	1,535
Packaged inventory	3,090	227	3,317
Packaging and supplies	9,317	—	9,317
	$ 38,279	$ 12,035	$ 50,314

	AUGUST 31, 2021		
	CAPITALIZED COST	FAIR VALUE ADJUSTMENT	CARRYING VALUE
Plants in drying stage	$ 1,387	$ 1,303	$ 2,690
Dry cannabis			
Available for packaging	9,736	5,303	15,039
Packaged inventory	3,922	1,749	5,671
Flower and trim available for extraction	456	329	785
Concentrated extract	3,009	733	3,742
Formulated extracts			
Available for packaging	462	161	623
Packaged inventory	2,028	95	2,123
Packaging and supplies	6,023	—	6,023
	$ 27,023	$ 9,673	$ 36,696

Flower and trim available for extraction are converted into concentrated extract, which can then be used for oil formulation (combining with a carrier oil) or other products such as edibles, hash, beverage and vaporizable products.

The amount of inventory expensed in cost of sales for the year ended August 31, 2022 was $55,638 (August 31, 2021 - $58,605). The amount of inventory provisions and plant waste for the year ended August 31, 2022 was $10,252 (August 31, 2021 - $26,177), which includes, provisions for excess and unsaleable inventories of $4,048 (August 31, 2021 - $15,039), adjustments to net realizable value of $498 (August 31, 2021 - $4,865) and plant waste of $5,706 (August 31, 2021 - $6,273), which comprised of the production or purchase costs of these inventories and biological assets.

The amount of realized fair value on inventories sold and other inventory charges for the year ended August 31, 2022 was $35,204 (August 31, 2021 - $35,721), including realized fair value on inventories sold of $31,133 (August 31, 2021 - $19,489). Inventory provisions to adjust to net realizable value during the year ended August 31, 2022 were $4,569 (August 31, 2021 - $21,097), consisting of $498 (August 31, 2021 - $4,865) recognized in cost of sales and $4,071 (August 31, 2021 - $16,232) recognized in fair value adjustments.

8. PROPERTY, PLANT AND EQUIPMENT

	LAND	BUILDINGS	CONSTRUCTION IN PROCESS	GROWING & PROCESSING EQUIPMENT	OTHER	RIGHT-OF-USE ASSETS	TOTAL
Cost							
Balance, August 31, 2020	$ 4,075	$ 127,022	$ 2,128	$ 132,991	$ 8,677	$ 4,464	$ 279,357
Acquisitions through business combinations (Note 27)	—	5,786	2,859	720	721	1,742	11,828
Additions	—	2,928	1,762	4,655	270	—	9,615
Transfers	—	—	—	—	667	(889)	(222)
Construction completed	—	27	(4,657)	4,630	—	—	—
Disposals	—	—	—	(3,586)	(12)	—	(3,598)
Balance, August 31, 2021	$ 4,075	$ 135,763	$ 2,092	$ 139,410	$ 10,323	$ 5,317	$ 296,980
Acquisitions through business combinations (Note 27)	230	781	2,930	397	143	1,759	6,240
Additions	400	7,326	26,021	18,051	1,210	2,931	55,939
Transfers (Note 15 (ii))	—	961	—	—	—	(961)	—
Construction completed	—	1,539	(20,671)	18,659	473	—	—
Disposals	—	(100)	—	(11,379)	(75)	(5,447)	(17,001)
Balance, August 31, 2022	$ 4,705	$ 146,270	$ 10,372	$ 165,138	$ 12,074	$ 3,599	$ 342,158
Accumulated depreciation							
Balance, August 31, 2020	$ —	$ (8,203)	$ —	$ (20,041)	$ (3,136)	$ (557)	$ (31,937)
Depreciation	—	(5,456)	—	(22,735)	(1,451)	(822)	(30,464)
Transfers	—	—	—	—	—	222	222
Disposals	—	—	—	1,129	9	—	1,138
Balance, August 31, 2021	$ —	$ (13,659)	$ —	$ (41,647)	$ (4,578)	$ (1,157)	$ (61,041)
Depreciation	—	(5,933)	—	(13,853)	(1,550)	(925)	(22,261)
Disposals	—	—	—	4,715	59	434	5,208
Impairment	—	—	—	(4,245)	—	—	(4,245)
Balance, August 31, 2022	$ —	$ (19,592)	$ —	$ (55,030)	$ (6,069)	$ (1,648)	$ (82,339)
Net book value							
August 31, 2021	$ 4,075	$ 122,104	$ 2,092	$ 97,763	$ 5,745	$ 4,160	$ 235,939
August 31, 2022	$ 4,705	$ 126,678	$ 10,372	$ 110,108	$ 6,005	$ 1,951	$ 259,819

Included in deferred charges and deposits is $5,507 (August 31, 2021 - $3,188) paid to secure the acquisition of manufacturing equipment. The amounts will be recorded into property, plant and equipment as equipment is received.

i. Impairment/ Accelerated Depreciation

Moncton Chocolate Line

During the year ended August 31, 2022, due to the decline in utilization of the equipment and declining revenues, the Company made the strategic decision to cease manufacturing chocolate at its Moncton Campus. As a result, the asset is measured at the lower of its carrying amount and fair value less costs to sell and the Company recognized an impairment loss of $3,978 in relation to this asset. Additionally, management reassessed the useful life of the chocolate manufacturing equipment at its Winnipeg site and recognized accelerated depreciation of $267.

ii. Reconciliation of property, plant, and equipment additions to the statements of cash flows

The following table reconciles additions of property, plant, and equipment per the above table to the purchases of property, plant, and equipment per the statements of cash flows:

	AUGUST 31, 2022	AUGUST 31, 2021
Additions (including right-of-use lease assets)	$ 62,179	$ 21,443
Additions related to business combinations (Note 27)	(6,240)	(11,862)
Additions related to right-of-use lease assets	(2,931)	—
Net change in deferred charges and deposits related to purchases of property, plant and equipment	2,319	2,668
Net change in accounts payable and accrued liabilities related to purchases of property, plant and equipment	(6,579)	(492)
Purchase of property, plant and equipment	$ 48,748	$ 11,757

9. INTANGIBLE ASSETS AND GOODWILL

	GOODWILL	SUPPLY AGREEMENT	LICENSE AGREEMENTS	BRANDS	COMPUTER SOFTWARE	NON-COMPETE AGREEMENT	TOTAL
Cost							
Balance, August 31, 2020	$ —	$ 227	$ 198	$ —	$ 2,041	$ —	$ 2,466
Acquisitions through business combinations (Note 27)	14,321	—	2,100	—	—	585	17,006
Additions	—	—	—	—	538	—	538
Impairment	—	—	—	—	(1,701)	—	(1,701)
Balance, August 31, 2021	$ 14,321	$ 227	$ 2,298	$ —	$ 878	$ 585	$ 18,309
Acquisitions through business combinations (Note 27)	27,658	—	7,933	6,258	26	—	41,875
Additions	—	—	—	—	30	—	30
Disposals	—	(227)	—	—	(86)	—	(313)
Balance, August 31, 2022	$ 41,979	$ —	$ 10,231	$ 6,258	$ 848	$ 585	$ 59,901
Accumulated amortization							
Balance, August 31, 2020	$ —	$ (227)	$ —	$ —	$ (467)	$ —	$ (694)
Amortization	—	—	(373)	—	(147)	(49)	(569)
Balance, August 31, 2021	$ —	$ (227)	$ (373)	$ —	$ (614)	$ (49)	$ (1,263)
Amortization	—	—	(1,562)	(836)	(131)	(117)	(2,646)
Disposals	—	227	—	—	20	—	247
Balance, August 31, 2022	$ —	$ —	$ (1,935)	$ (836)	$ (725)	$ (166)	$ (3,662)
Net book value							
August 31, 2021	$ 14,321	$ —	$ 1,925	$ —	$ 264	$ 536	$ 17,046
August 31, 2022	$ 41,979	$ —	$ 8,296	$ 5,422	$ 123	$ 419	$ 56,239

i. Goodwill

The Company performed its annual goodwill impairment test as at August 31, 2022. The recoverable amount of the group of CGUs to which goodwill is allocated was determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a four-year period. Management concluded that the recoverable amount was higher by approximately $43,000 than the carrying value as at August 31, 2022 and hence, no impairment was recognized.

The significant assumptions applied in the determination of the recoverable amount are described below:

a. Forecasted cash flows: Estimated cash flows were projected based on actual operating results and the growth plans for the future. Forecasted cash flows are based on the expanded production capacity that was partially achieved during fourth quarter of 2022, market size and the forecasted market share assumptions. Although management expects the Company's market share to further increase, an overall decline of 9.5% in the forecasted cash flows would result in the carrying amount of the group of CGUs exceeding its recoverable amount;
b. Post-tax discount rate: The post-tax discount rate applied to forecasted cash flow was 13.4%, which was reflective of the group of CGUs weighted average cost of capital ("WACC"). An increase in the post-tax discount rate to 14.4% (i.e., 1.0% increase) would result in carrying amount of the group of CGUs exceeding its recoverable amount; and
c. Terminal growth rate: The forecasted cash flows beyond the four-year period are extrapolated using a 3.0% growth rate based on projected consumer price inflation and industry growth. A decline by 1.2% in the terminal growth rate would result in the carrying amount of the group of CGUs exceeding its recoverable amount.

ii. CGU Impairment

In addition to the annual goodwill impairment test, at the end of each reporting period, the Company assesses whether there were events or changes in circumstances that would indicate that a CGU was impaired. The Company considers external and internal factors including overall financial performance and relevant entity-specific factors, as part of this assessment. As at August 31, 2022, management noted impairment indicators for its Winnipeg CGU and as a result performed an impairment test for the Winnipeg CGU. Similar to the annual impairment test, the recoverable amount of the CGU has been determined and management concluded that the recoverable amount was higher than the carrying value as at August 31, 2022 and hence, no impairment was recognized.

iii. Asset Specific Impairment

During the year ended August 31, 2020, the Company began the steps of implementing a new enterprise resource planning ("ERP") system. The ERP was expected to possess specific functionality to reduce the manual nature of compiling some of the input data for the Company's internal and external reporting. Throughout the year ended August 31, 2021, the Company continued to review the functionality and customization requirements of the planned ERP system, which was expected to be implemented over several phases. Due to significant gaps identified throughout the review of the ERP functionality, management re-evaluated the proposed ERP system. As a result, management impaired the costs associated with the ERP implementation as the estimated recoverable amount was determined to be $nil, by recording an impairment charge of $1,701 as at August 31, 2021.

10. OTHER LIABILITIES

The Company's other liabilities include the following balances as of August 31, 2022 and August 31, 2021:

	AUGUST 31, 2022	AUGUST 31, 2021
Advance from joint operator	$ 2,444	$ —
Contingent consideration (Notes 15(i) and 27)	7,000	3,500
Current portion lease liability (Note 15 (ii))	916	984
	$ 10,360	$ 4,484

The advance from a joint operator is related to the Product Development Collaboration Agreement ("PDC Agreement") as described in Note 26.

11. PROVISIONS

	LEGAL PROVISION
Balance - August 31, 2021	$ 2,750
Additions	222
Payments	(412)
Balance - August 31, 2022	$ 2,560

The Company has estimated a provision for litigation. Provisions are calculated based on a current estimate of the amount that will be incurred in settling outstanding legal matters. The legal provision as at August 31, 2022 includes a reserve for legal proceedings described in Note 22.

12. LONG-TERM DEBT

	AUGUST 31, 2022	AUGUST 31, 2021
Atlantic Canada Opportunities Agency ("ACOA") Business Development Program loan maturing September 1, 2024 with a 7-year amortization, bearing interest at a rate of 0%	$ 210	$ 272
Vehicle loans - 5-year term maturing June 17, 2024	38	58
Deferred financing costs	(13)	(20)
	235	310
Less: current portion of long-term debt	(80)	(80)
Long-term portion	$ 155	$ 230

Principal repayments required on the Company's remaining long-term debt for the next five years as at August 31, 2022 are disclosed in Note 19.

13. DERIVATIVE LIABILITIES

i. Warrants

On November 12, 2020, the Company closed an underwritten public offering of units of the Company (the "Units") for total gross proceeds of $69,143 (the "Offering"). The Company sold 37,375,000 Units at a price of $1.85 per Unit, including 4,875,000 Units sold pursuant to the full exercise of the over-allotment option granted to the underwriters. The offering was underwritten by a syndicate of underwriters led by Canaccord Genuity Corp. Each Unit consisted of one Common Share of the Company and one half of one Common Share purchase warrant of the Company (each full common share purchase warrant, a "Warrant"), therefore resulting in 18,687,500 Warrants being issued. Each Warrant is exercisable to acquireone Common Share of the Company (a "Warrant Share") for a period of three years following the closing date of the Offering (i.e. until November 12, 2023) at an exercise price of $2.50 per Warrant Share, subject to adjustment in certain

events. The holders of the Warrants issued pursuant to the Offering may elect, if the Company does not have an effective registration statement under the U.S. Securities Act, or the prospectus contained therein is not available for the offer and sale of the Common Shares to the Warrant holder, in lieu of exercising the Warrants for cash, a cashless exercise option to receive Common Shares equal to the fair value of the gain implied by the Warrants at the time of exercise. The fair value is determined by multiplying the number of Warrants to be exercised by the weighted average market price less the exercise price with the difference being divided by the weighted average market price. If a Warrant holder exercises this option, there will be variability in the number of shares issued per Warrant.

In accordance with IAS 32 *Financial Instruments: Presentation*, a contract to issue a variable number of shares fails to meet the definition of equity and must instead be classified as a derivative liability and measured at fair value with changes in fair value recognized in the statement of operations and comprehensive loss at each reporting period. The derivative liabilities are expected to ultimately be converted into the Company's equity (Common Shares) when the Warrants are exercised or will be extinguished on the expiry of the outstanding Warrants and will not result in the outlay of any cash by the Company.

At initial recognition on November 12, 2020, the Company recorded derivative liabilities of $2,894 based on the estimated fair value of the Warrants at that date using the Black-Scholes option pricing model. Issue costs were $4,305, of which $803 were allocated to the derivative liabilities based on a pro-rata allocation and expensed in the consolidated statement of operations and comprehensive loss and the balance of $3,502 was allocated to the Common Shares and recorded in share capital.

There were no exercises of Warrants during the year ended August 31, 2022 (August 31, 2021 -1,743,850 warrants). During the year ended August 31, 2022, the Company revalued the remaining derivative liabilities and recorded a decrease in the estimated fair value of $30,881 (August 31, 2021 - an increase of $29,257).

The Company's derivative liabilities included the following balances and changes in the carrying value of Warrants as of August 31, 2022:

	NUMBER OF WARRANTS	AMOUNT
Balance - August 31, 2021	16,943,650	$ 35,019
Revaluation of Warrants	—	(30,881)
Balance - August 31, 2022	16,943,650	$ 4,138

The following inputs were used to estimate the fair value of the Warrants at August 31, 2022 and August 31, 2021:

	AUGUST 31, 2022	AUGUST 31, 2021
Risk free interest rate	3.64 %	0.45 %
Life of Warrants (years)	1.20	2.20
Market price of Common Shares	$ 1.42	$ 3.38
Expected future volatility of Common Shares	77.30 %	100.00 %
Fair value per warrant	$ 0.24	$ 2.07

As at August 31, 2022, if the volatility increased by 10%, then the change in estimated fair value of the Warrants and net loss would increase by $1,042, or if it decreased by 10%, the change in estimated fair value of the Warrants and net loss would decrease by $1,015.

ii. Top-up Rights

On March 10, 2021, through the strategic investment from a wholly-owned subsidiary of British American Tobacco P.L.C. (together "BAT"), the Company issued 58,336,392 Common Shares, resulting in BAT's beneficial ownership in the Company of approximately 19.9%.

Pursuant to the Investor Rights Agreement (the "IRA") between the Company and BAT, the Company granted BAT certain rights, including pre-emptive rights, to participate in distributions of Common Shares to maintain its proportionate ownership in certain circumstances, as well as other rights ("Top-up Rights") to subscribe for additional Common Shares in specified circumstances where the pre-emptive rights are not applicable (referred to in the IRA as "Exempt Distributions") and in specified circumstances where pre-emptive rights were not exercised (referred to in the IRA as "bought deal Distributions").

The price per Common Share to be paid by BAT pursuant to the exercise of its Top-up Rights will equal the price paid by other participants in the Exempt Distribution or bought deal Distribution, subject to certain restrictions (including, if such price is not permitted pursuant to Securities Laws, at the lowest price permitted thereunder).

The Company has classified the Top-up Rights as a derivative liability, and pursuant to the exercise of stock options, restricted share units, performance share units and warrants that were outstanding at initial recognition on March 10, 2021 (the date of the IRA), the Company recorded a derivative liability of $2,740 based on the estimated fair value of the Top-up Rights at this date using a Monte Carlo pricing model.

As at August 31, 2022, the Company revalued the Top-up Rights at an estimated fair value of $735 (August 31, 2021 – $2,508). The Company recorded a decrease in the estimated fair value change of the Top-up Rights for the year ended August 31, 2022 of $1,769 (August 31, 2021 - $232).

	NUMBER OF TOP-UP RIGHTS	AMOUNT
Balance - August 31, 2021	6,558,539	$ 2,508
Granted	3,979,098	—
Exercised	(2,659,716)	(4)
Cancelled / Forfeited	(287,822)	—
Revaluation of Top-up Rights	—	(1,769)
Balance - August 31, 2022	7,590,099	$ 735

The following inputs were used to estimate the fair value of the Top-up Rights at August 31, 2022, and August 31, 2021:

	August 31, 2022			
	STOCK OPTIONS	WARRANTS	PSUs	RSUs
Average exercise price[1]	$0.60 - $9.53	$2.50	$—	$—
Risk free interest rate	3.15% - 3.71%	3.75%	3.16%	3.13%
Expected future volatility of Common Shares	70.00% - 95.00%	70.00%	90.00%	85.00%
Expected life[1]	1.34 - 5.12	1.20	4.91	5.47
Forfeiture rate	10%	—%	25%	6%

	AUGUST 31, 2021			
	STOCK OPTIONS	WARRANTS	PSUs	RSUs
Average exercise price[1]	$0.59 - $9.64	$2.50	$—	$—
Risk free interest rate	0.40% - 0.76%	0.46%	0.92%	0.88%
Expected future volatility of Common Shares	90.00% - 110.00%	105.00%	85.00%	90.00%
Expected life[1]	1.85 - 4.16	2.20	5.61	5.18
Forfeiture rate	10%	—%	25%	—%

[1]Exercise price and expected life for stock options were determined using the range of exercise prices disclosed in Note 14(iv).

14. SHARE CAPITAL

i. Authorized share capital

The authorized share capital of the Company is an unlimited number of Common Shares without par value and an unlimited number of preferred shares without par value. All issued shares, consisting only of Common Shares, are fully paid and non-assessable.

ii. Issued share capital

As at August 31, 2022, the Company's issued and outstanding share capital consisted of313,815,503 (August 31, 2021 – 298,786,023) Common Shares with a carrying value of $769,725 (August 31, 2021 - $730,803).

iii. Issuances of share capital

The Laurentian Organic Inc. acquisition

On December 21, 2021, the Company issued 10,896,442 Common Shares in connection with its acquisition of Laurentian as described in Note 27. The fair value of the Common Shares issued was $27,568 based on market price on December 21, 2021 of $2.53 per share. Share issuance costs incurred were $55 related to listing fees and were allocated to the Common Shares recorded in share capital.

The Edibles and Infusions Corporation Acquisition

On April 6, 2021, the Company issued 5,045,873 Common Shares as a result of the acquisition of EIC, as described in Note 27, for share consideration of $22,000. The Company incurred acquisition-related costs of $620 on legal fees and due diligence costs. Of these costs $55 have been included in the statement of operations and comprehensive loss and $65 have been capitalized to share capital. During the year ended August 31, 2022, the Company issued 1,039,192 Common Shares on EIC's achievement of the first milestone earnout set in the EIC share purchase agreement for share consideration of $3,500, less share issuance costs of $12 (Note 27).

Private placement - Organigram and BAT Strategic Investment and Product Development Collaboration ("PDC")
On March 10, 2021, the Company received a $221,211 strategic investment from a wholly-owned subsidiary of BAT, which subscribed to 58,336,392 Common Shares of the Company at $3.792 per common share, which represented an approximate 19.9% equity interest in the Company on a post-transaction basis. As described in Note 13, $2,740 of the gross proceeds was allocated to derivative liabilities with the residual of $218,471, being recorded in share capital. Share issuance costs of $1,174 in the form of listing fees, agents' commissions, regulatory fees, and legal and professional fees, were allocated to the Common Shares recorded in share capital.

Concurrent with this investment, as described in Note 13, the Company granted BAT certain rights to subscribe for additional Common Shares in specified circumstances. During the year ended August 31, 2022, BAT exercised 2,659,716 shares for consideration of $6,352, less share issuance costs of $18.

Unit offering
On November 12, 2020, the Company completed an underwritten public offering for gross proceeds of $69,143 as described in Note 13. 37,375,000 Units of the Company were issued at a price of $1.85 per Unit. Each Unit is comprised of one Common Share of the Company and one half of one Warrant of the Company, therefore resulting in 37,375,000 Common Shares and 18,687,500 Warrants being issued. As described in Note 13, $12,894 of the gross proceeds was allocated to derivative liabilities with the residual of $56,249, being recorded in share capital. Share issue costs were $4,305 which included a 5% cash commission of $3,457 paid to placement agents with the balance related to filing, legal, and other professional fees directly related to the offering. Of the total, $803 of the share issue costs were allocated to the derivative liabilities and expensed in the consolidated statement of operations and comprehensive loss and the balance of $3,502 was allocated to the Common Shares recorded in share capital.

Exercise of stock options
During the year ended August 31, 2022, 100,799 (August 31, 2021 – 1,691,498) share options were exercised at an average exercise price of $0.70 (August 31, 2021 - $2.38) for cash proceeds of $74 (August 31, 2021 - $4,027) and an increase of $127 (August 31, 2021 - $6,268) to share capital and a decrease to equity reserves of $53 (August 31, 2021 - $2,241).

Exercise of restricted share units ("RSU")
During the year ended August 31, 2022, 259,000 (August 31, 2021 – 80,491) RSUs were exercised for an increase of $1,239 (August 31, 2021 - $382) to share capital and a decrease to equity reserves of $1,239 (August 31, 2021 - $382).

Exercise of performance share units ("PSU")
During the year ended August 31, 2022, 74,331 (August 31, 2021 – 1,858) PSUs were exercised for an increase of $221 (August 31, 2021 - $9) to share capital and a decrease to equity reserves of $221 (August 31, 2021 - $9).

Exercise of warrants
During the year ended August 31, 2022, no (August 31, 2021 - 1,743,850) warrants were exercised.

iv. Share-based compensation
During the year ended August 31, 2022, the Company recognized total share-based compensation charges, including those related to production employees that are charged to biological assets and inventory, of $5,127 (August 31, 2021 – $3,896).

Stock options
The following table summarizes changes in the Company's outstanding stock options for the year ended August 31, 2022:

	NUMBER		WEIGHTED AVERAGE EXERCISE PRICE
Balance - August 31, 2021	7,797,273		3.84
Granted	5,477,000	$	1.55
Exercised	(100,799)	$	0.70
Cancelled / Forfeited	(754,981)	$	5.18
Expired	(1,367,554)	$	2.77
Balance - August 31, 2022	11,050,939	$	2.77

The following is a summary of the outstanding stock options as at August 31, 2022:

OPTIONS OUTSTANDING			OPTIONS EXERCISABLE
Range of Exercise Prices	Quantity Outstanding	Weighted Average Remaining Contractual Life (years)	Quantity Exercisable
$0.30 - $1.93	5,583,849	9.0	2,371,562
$1.94 - $2.22	1,045,000	7.9	757,500
$2.23 - $2.56	120,000	8.2	79,466
$2.57 - $3.18	1,177,578	7.4	829,178
$3.19 - $3.68	1,016,400	7.2	864,400
$3.69 - $5.08	1,056,011	6.2	1,056,011
$5.09 - $11.27	1,052,101	6.5	1,052,101
	11,050,939	8.1	7,010,218

Options outstanding have exercise prices that range from $0.30 to $11.27 with a weighted average contractual remaining life of 8.1 years. Total share-based compensation charges, including related to production employees that are charged to biological assets and inventory for the year ended August 31, 2022 were $3,490 (August 31, 2021 – $2,921) related to the Company's stock option plan. The fair value of options granted during the year ended August 31, 2022 was $6,029 (August 31, 2021 - $2,169). These options are measured at fair value at the date of grant and are expensed over the option's vesting period, which typically ranges from two to three year terms with options vesting in annual tranches evenly over this time period. The Company used the Black-Scholes option pricing model to estimate the fair value of options granted.
The following inputs were used for the year ended August 31, 2022 and 2021:

	AUGUST 31, 2022	AUGUST 31, 2021
Risk free interest rate	1.18% - 2.98%	0.42% - 1.62%
Expected life of options	5.0 - 6.0 years	5.0 - 6.5 years
Expected annualized volatility	85% - 89%	68% - 98%
Expected dividend yield	—	—
Forfeiture rate	11.4% - 11.7%	7.5% - 11.4%

Expected volatility was estimated by using the weighted average historical volatility of the Company. The expected life in years represents the period of time that options granted are expected to be outstanding. The risk free rate is based on Government of Canada bonds with a remaining term equal to the expected life of the options. The forfeiture rate is calculated based on historical experience.

Equity incentive plan
During the year ended August 31, 2022, the Company has granted both RSUs and PSUs under the 2017 Equity Incentive Plan and under the New Equity Incentive Plan. The grant price of any RSU or PSU was determined based on the market price calculated in accordance with TSX rules at the time of grant and with respect to PSUs, adjusted for any non-market and market performance vesting conditions in accordance with IFRS 2 *Share-based Payment*.

The following table summarizes the movements in the Company's outstanding RSUs:

	NUMBER
Balance - August 31, 2021	1,186,172
Granted	1,444,678
Exercised	(259,000)
Cancelled / Forfeited	(26,073)
Balance - August 31, 2022	2,345,777

The estimated fair value of the equity settled RSUs granted during the year ended August 31, 2022 was $2,612 (August 31, 2021 - $748), which was based on the Company's share price at the grant date and will be recognized as an expense over the vesting period of the RSUs, which is over a period of one and three years for most grants. For the year ended August 31, 2022, $1,611 (August 31, 2021 - $1,226) has been recognized as share-based compensation expense.

The following table summarizes the movements in the Company's outstanding PSUs:

	NUMBER
Balance - August 31, 2021	471,847
Granted	188,273
Exercised	(74,331)
Cancelled / Forfeited	(320,918)
Balance - August 31, 2022	264,871

The estimated fair value of the equity settled PSUs granted during the year ended August 31, 2022 was $22 (August 31, 2021 - $472), which was based on the Company's share price at the grant date, adjusted for an estimate of likelihood of forfeiture, and will be recognized as an expense over the vesting period of the PSUs, which is one and three years for most grants. For the year ended August 31, 2022, $26 (August 31, 2021 - $381) has been recognized as share-based compensation expense.

v. Loss per share

Loss per share represents net loss attributable to common shareholders divided by the weighted average number of Common Shares outstanding during the period.

Diluted loss per share is calculated by dividing the applicable net loss by the sum of the weighted average number of Common Shares outstanding and all additional Common Shares, excluding any Common Shares to be issued under the contingent share consideration agreement, that would have been outstanding if potentially dilutive Common Shares had been issued during the period.

For the periods presented, diluted loss per share equals basic loss per share due to the anti-dilutive effect of Stock options, Warrants, Top-up rights, Restricted and Performance share units.

The weighted average number of Common Shares, used in the calculation of basic and diluted loss per share for the year ended August 31, 2022 were 308,915,670 (August 31, 2021- 256,119,930).

15. OTHER LONG-TERM LIABILITIES

The carrying value of other long-term liabilities consists of:

	AUGUST 31, 2022	AUGUST 31, 2021
Contingent share consideration (i)	$ 2,913	$ 5,538
Lease liabilities (ii)	2,206	4,651
	$ 5,119	$ 10,189

i. Contingent share consideration

In connection with the Company's investment in alpha-cannabis® Pharma GmbH as described in Note 16, the Company had a commitment to deliver additional consideration of up to €875 in the form of the Company's Common Shares contingent on the achievement of certain gross margin-based milestones. During the year ended August 31, 2021, the Company revalued the contingent liability and recorded a corresponding gain in the statement of operations and comprehensive loss of $231. At August 31, 2022, the outstanding balance is $nil (August 31, 2021 – $nil).

In connection with the Company's investment in EIC, as described in Note 27, the Company has commitments to deliver additional consideration of up to $13,000 in the form of the Company's Common Shares contingent on the achievement of certain milestones. On September 8, 2021, the Company issued 1,039,192 Common Shares on EIC's achievement of the first milestone earnout set in the EIC share purchase agreement. The fair value of the Common Shares issued was based on the 5 days volume-weighted average TSX listed share price of the Company of $3.37 per share for total of $3,500. At August 31, 2022, the Company revalued the remaining contingent liability and recorded a corresponding increase in fair value in the statement of operations and comprehensive loss of $1,462 (August 31, 2021 - $3,789). At August 31, 2022, the outstanding balance is $7,000, all of which is included in current liabilities as it is due to be settled within twelve months after the reporting period.

In connection with the Company's investment in Laurentian, as described in Note 27, the Company has committed to deliver additional consideration in the form the Company's Common Shares contingent on the financial results of Laurentian. At the acquisition date the estimated fair value of the contingent share consideration was $6,996. At August 31, 2022, the Company revalued the contingent liability at an estimated fair value of $2,913, resulting in gain on fair value recorded in the statement of operations and comprehensive loss of $4,083 for the year ended August 31, 2022.

ii. Leases

The Company records its leases in accordance with IFRS 16, and as a result recognizes the right-of-use ("ROU") assets and corresponding lease liabilities. ROU assets are recorded under property, plant, and equipment (Note 8) with current and long-term portion of lease liabilities recorded under other liabilities. During the year ended August 31, 2022, the Company exercised an option available in one of the lease contracts to purchase the underlying asset and as a result transferred a carrying amount of the ROU asset to buildings (Note 8).

The changes in the carrying value of current and non-current lease liabilities are as follows:

	AUGUST 31, 2022
Balance, August 31, 2021	$ 5,635
Acquisitions through business combinations (Note 27)	452
Lease additions	1,968
Lease payments	(1,302)
Lease disposal	(3,981)
Interest expense on lease liabilities	350
Balance, August 31, 2022	3,122
Current portion (included in other liabilities)	(916)
Long-term portion (included in other liabilities)	$ 2,206

The undiscounted contractual payments relating to the current and future lease liabilities is:

	AUGUST 31, 2022	AUGUST 31, 2021
Less than 1 year	$ 1,060	$ 1,359
1 to 2 years	1,009	1,355
2 to 3 years	778	1,315
3 to 4 years	241	1,109
4 to 5 years	131	576
Thereafter	240	1,307
Total	$ 3,459	$ 7,021

16. INVESTMENTS IN ASSOCIATES

The carrying value of investments in associates consists of:

	ALPHA-CANNABIS PHARMA GMBH (a)	EVIANA HEALTH CORPORATION[3]	HYASYNTH BIOLOGICALS INC. (b)	TOTAL
Participating share [1]	25.0 %	19.9 %	49.9 %	
Balance, August 31, 2021	$ —	$ —	$ 5,028	$ 5,028
Additions	—	—	2,500	2,500
Transaction costs	—	—	124	124
Share of net loss [2]	—	—	(1,364)	(1,364)
Balance, August 31, 2022	$ —	$ —	$ 6,288	$ 6,288

[1] % Interest includes the potential ownership interest that could result from the conversion of debentures and exercise of warrants.
[2] The Company utilizes the most recently issued quarterly financial statements of its associates in its results with a two-month lag since the Company does not have the same reporting date as its associates (for the year ended August 31, 2022, the Company utilized its associates' year ended June 30, 2022 results).
[3] During the year ended August 31, 2020, the Company identified indicators of impairment with respect to its investment in Eviana Health Corporation, resulting in impairment which reduced the carrying value of the investment to $nil.

a. alpha-cannabis Pharma GmbH

On October 10, 2018, the Company executed an investment agreement with alpha-cannabis® Pharma GmbH ("ACG") pursuant to which the Company acquired 8,333 common shares of ACG, representing a 25.0% stake in the capital of ACG, for aggregate proceeds of €1,625 ($2,436). Established in 2016, ACG is a privately held company that is strategically positioned to serve the German medical cannabis market.

The Company had a commitment to deliver additional consideration of up to €875 in the form of the Company's Common Shares contingent on the achievement of certain gross margin-based milestones. The Company had estimated the fair value of these contingent shares as €649 ($972) as of the investment date and had included a corresponding long-term derivative liability under other liabilities in the statement of financial position. As at August 31, 2022, there have been no changes to the fair value of the contingent share consideration which is $nil. Refer to Note 15 for further information.

Concurrent with the Company's investment in ACG, the parties entered into a CBD supply agreement, whereby ACG may supply the Company with synthetic CBD, as well as a cannabis supply agreement, whereby the Company may supply ACG with dried cannabis flowers.

During the year ended August 31, 2021, the Company identified indicators of impairment with respect to its investment in ACG. The Company determined the recoverable amount to approximate $nil and had recorded an impairment loss of $3,266 in the consolidated statement of operations and comprehensive loss for the year ended August 31, 2021.

b. Hyasynth Biologicals Inc.

On September 12, 2018, the Company invested in Hyasynth Biologicals Inc. ("Hyasynth") by way of convertible secured debentures, to be purchased in three tranches and valued in the aggregate at $10,000. The first tranche was issued on that date, the second tranche ("Tranche 2") was issued on October 23, 2020 (as described below), and the third tranche ("Tranche 3") was issued on December 22, 2021 (as described below).

Hyasynth is a privately held biotechnology company based in Montreal, Quebec and is a leader in the field of cannabinoid science and biosynthesis. The Company's investment is in the form of convertible debentures, which provide a potential ownership interest of up to 49.9% based on the cumulative investment from Tranche 1, Tranche 2 and Tranche 3.

Concurrent with the Company's investment in Hyasynth, the parties entered into a CBD supply agreement, whereby the Company has the ability to purchase up to 100% of Hyasynth's annual cannabinoid or cannabinoid-related production at a 10% discount to the agreed upon wholesale market price for a period of 10 years from the date Hyasynth commences commercial production of the products.

Tranche 1 of the convertible debentures has a face value of $5,000, bears interest at 8.0% per annum, is secured, and matures on the earlier of August 31, 2023 or the closing date of a qualified sale transaction, unless an automatic or optional conversion has occurred. Tranche 1 of the convertible debentures is convertible at the option of the holder at any time at a price of $40 per share, or into 125,000 common shares. Conversion of the debentures may be automatically triggered based on the completion of a qualified transaction or Hyasynth's facility reaching a pre-defined production capacity.

On October 23, 2020, the Company advanced an additional $2,500 to Hyasynth by way of convertible debentures as a result of Hyasynth's achievement of the contractual production-related milestone for Tranche 2 of the convertible debentures.

On December 22, 2021, the previously issued debenture agreement was amended to waive the milestone requirement for the Tranche 3 convertible debenture. Subsequently, the Company advanced an additional $2,500 to Hyasynth for the Tranche 3 convertible debentures bringing the Company's total investment in Hyasynth to $10,000, which provides the Company with a potential ownership interest of up to 49.9% on a fully diluted basis. The proceeds have been designated to advance Hyasynth's production scalability as well as investment in new cannabinoid technologies, business development and company growth.

In addition to the ownership interest, the Company also considered various qualitative factors in arriving at the determination that significant influence exists, including representation on Hyasynth's board of directors, and thereby concluded that the equity method of accounting is appropriate. The Company has appointed two nominee directors to the board of Hyasynth.

During the year ended August 31, 2022, the Company identified indicators of impairment with respect to its investment in Hyasynth. The Company performed an impairment test and determined that the recoverable amount of the investment exceeds its carrying value and no impairment was recorded.

17. RELATED PARTY TRANSACTIONS

Key management personnel are those persons having the authority and responsibility for planning, directing, and controlling activities of the Company, directly or indirectly. The key management personnel of the Company are the members of the Company's executive management team and Board of Directors. The transactions are conducted at arm's length and in the normal course of operations.

Management and Board compensation

For the years ended August 31, 2022 and 2021, the Company's expenses included the following management and Board of Directors compensation:

	YEAR ENDED	
	AUGUST 31, 2022	AUGUST 31, 2021
Salaries and consulting fees	$ 3,891	$ 2,757
Share-based compensation	3,713	2,555
Total key management compensation	$ 7,604	$ 5,312

During the year ended August 31, 2022,3,287,000 stock options (August 31, 2021 – 830,000) were granted to key management personnel with an aggregate fair value of $3,407 (August 31, 2021 – $1,550). In addition, during the year ended August 31, 2022, 380,372 RSUs (August 31, 2021 – 359,538), were granted to key management personnel with an aggregate fair value of $1,022 (August 31, 2021 – $662). For the year ended August 31, 2022, 158,967 PSUs, (August 31, 2021 – 270,877) were issued to key management personnel with an aggregate fair value of $167 (August 31, 2021 – $291).

Significant Transactions with Associates and Joint Operations

The Company has transactions with related parties, as defined in IAS 24*Related Party Disclosures*, all of which are undertaken in the normal course of business.

For the year ended August 31, 2022, under the PDC Agreement, BAT incurred $2,404 (August 31, 2021 - $262) for direct expenses and the Company incurred $6,818 (August 31, 2021 - $1,074) of direct expenses and capital expenditures for a total of $9,222 (August 31, 2021 - $1,337) related to the Center of Excellence. The Company recorded for the year ended August 31, 2022, $2,837 (August 31, 2021 - $494) of these expenditures in the consolidated statement of operations and comprehensive loss. For the year ended August 31, 2022, the Company recorded $1,774 (August 31, 2021 - $172), of capital expenditures which are included in the consolidated statement of financial position.

During the year ended August 31, 2022, BAT exercised2,659,716 Top-up Rights. At August 31, 2022, there is a balance owing to BAT of $2,444 (August 31, 2021 - $nil).

18. CAPITAL MANAGEMENT

The Company considers its capital to consist of long-term debt, derivative liabilities, share capital, equity reserves, accumulated other comprehensive loss, and accumulated deficit, which at August 31, 2022 is $513,166 (August 31, 2021 - $517,642). Equity reserves is comprised of any amounts recorded with respect to the recognition of share-based compensation expense (options, RSUs, or PSUs) or the fair value of warrants issued. Accumulated other comprehensive loss is entirely comprised of foreign currency translation gains and losses recorded on the Company's investment in ACG.

The Company manages its capital structure and adjusts it based on funds available to the Company, in order to fund its growth. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative stage of the Company, is reasonable. There has been no change in how the Company manages capital during the year.

19. FAIR VALUE OF FINANCIAL INSTRUMENTS AND FINANCIAL RISK FACTORS

i. Fair value of financial instruments

Financial instruments recorded at fair value on the consolidated statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The Company categorizes its fair value measurements according to a three-level hierarchy. The hierarchy prioritizes the inputs used by the Company's valuation techniques. A level is assigned to each fair value measurement based on the lowest-level input significant to the fair value measurement in its entirety.

The three levels of the fair value hierarchy are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

The fair values of cash, short-term investments and restricted funds approximate their carrying amounts due to their short-term nature. The fair value of long-term debt approximates $235 (August 31, 2021 – $310), which is its carrying value.

The fair value of the EIC contingent share consideration is primarily based on Level 3 unobservable inputs. The determination of the fair value of this liability is primarily driven by the Company's expectations of EIC achieving its milestones. The expected milestones were assigned probabilities and the expected related cash flows were discounted to derive the fair value of the contingent consideration.

At August 31, 2022, the probabilities of EIC achieving the remaining two milestones, as discussed in Note 27, were estimated to be 100%, and 0%, (August 31, 2021 – 80% and 10%) respectively. A sensitivity analysis for the probabilities of achieving the milestones was not presented as it was deemed that the impact of reasonable changes in inputs would not be significant.

The fair value of the Laurentian contingent share consideration is primarily based on Level 3 unobservable inputs in a Monte Carlo pricing model. The determination of the fair value of this liability is primarily driven by the Company's expectations of Laurentian achieving its business objectives. The key assumptions used in the model are the expected future sales volumes and selling prices used in determining Laurentian's future adjusted earnings before interest, taxes, depreciation and amortization ("EBITDA") and WACC.

At August 31, 2022, the fair value of the Laurentian contingent share consideration was revalued to $2,913. If the WACC increased by 1%, the estimated fair value of the contingent share consideration and net loss would decrease by $55, or if it is decreased by 1%, the estimated fair value of the contingent share consideration and net loss would increase by $55.

The fair value of derivative warrant liabilities is based on Level 1 and 2 inputs utilized in a Black-Scholes option pricing model to estimate the fair value of such Warrants. The key assumption used in the model is the expected future volatility in the price of the Company's Common Shares.

The fair value of the Top-up Rights is based on Level 3 inputs utilized in a Monte Carlo pricing model to estimate the fair value of such Top-up Rights. The key assumptions used in the model are the expected future price of the Company's Common Shares, the weighted average expected life of the instruments and the expected future volatility of Common Shares.

During the year, there were no transfers of amounts between Levels 1, 2 and 3.

ii. Financial risk factors

The Company is exposed to various risks through its financial instruments, as follows:

(a) Credit risk arises from deposits with banks, short-term investments, outstanding trade and loan receivables, and restricted funds. For trade receivables, the Company does not hold any collateral as security but mitigates this risk by dealing only with what management believes to be financially sound counterparties and, accordingly, does not anticipate significant loss for non-performance. For other receivables, outside of the normal course of business such as the loan receivable, management generally obtains guarantees and general security agreements. The maximum exposure to credit risk of cash, short-term investments, accounts receivable, loan receivable, and restricted funds on the statement of financial position at August 31, 2022 approximates $171,799 (August 31, 2021 - $235,949).

As of August 31, 2022 and August 31, 2021, the Company's aging of trade receivables was as follows:

	AUGUST 31, 2022	AUGUST 31, 2021
0-60 days	$ 42,961	$ 20,029
61-120 days	2,022	886
Gross trade receivables	$ 44,983	$ 20,915
Less: Expected credit losses and reserve for product returns and price adjustments	(1,121)	(710)
	$ 43,862	$ 20,205

(b) Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by reviewing on an ongoing basis its capital requirements. At August 31, 2022, the Company had $68,515 (August 31, 2021 – $55,365) of cash and working capital of $166,338 (August 31, 2021 - $234,349). Further, the Company may potentially access equity capital through the capital markets if required.

The Company is obligated to the following contractual maturities relating to their undiscounted cash flows as at August 31, 2022:

	Carrying Amount	Contractual Cash Flows	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Accounts payable and accrued liabilities	$ 40,864	$ 40,864	$ 40,864	$ —	$ —	$ —
Long-term debt	235	248	80	168	—	—
	$ 41,099	$ 41,112	$ 40,944	$ 168	$ —	$ —

The contractual maturities noted above are based on contractual due dates of the respective financial liabilities.

In connection with the Company's facilities, the Company is contractually committed to approximately $15,797 of capital expenditures, mostly related to its Moncton and LAU Campuses.

(c) Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the Company is comprised of:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rate. The Company has determined that a 1% change in rates would not have a material impact on the consolidated financial statements.

20. REVENUE

Net revenue for the Company is defined as gross revenue, which is net of any customer discounts, rebates, and sales returns and recoveries, less excise taxes.

Gross revenue for the years ended August 31, 2022 and 2021 is disaggregated as follows:

	YEAR ENDED	
	AUGUST 31, 2022	AUGUST 31, 2021
Adult-use recreational wholesale revenue (Canadian)	$ 184,686	$ 98,510
Direct to patient medical and medical wholesale revenue (Canadian)	7,872	8,701
International wholesale (business to business)	15,138	386
Wholesale to licensed producers (Canadian)	1,298	2,060
Other revenue	115	202
Gross revenue	$ 209,109	$ 109,859
Excise taxes	(63,300)	(30,696)
Net revenue	$ 145,809	$ 79,163

Recreational revenue is primarily comprised of provincial government bodies and large retailers that sell cannabis through their respective distribution models, whereas international and domestic wholesale revenue is comprised of wholesale shipments to other cannabis companies, including licensed producers, for further processing and sales onto their end customers.

During the year ended August 31, 2022, the Company had three customers (August 31, 2021 – three customers), that individually represented more than 10% of the Company's net revenue.

21. COST OF SALES

Cost of sales is comprised of the cost of inventories sold during the year, shipping expenses, the production cost of late-stage biological assets that are disposed of, provisions for inventory that do not pass the Company's quality assurance standards and obsolete products and packaging, and other production overhead.

During the year ended August 31, 2022, the Company recorded provisions in relation to excess and unsaleable inventories and biological assets as well as adjustments to net realizable value totaling $4,546 (August 31, 2021 - $19,904), which are detailed in Note 7.

During the year ended August 31, 2022, the Company recorded $709 (August 31, 2021 - $8,063) in charges for unabsorbed fixed overhead related to reduced production volumes.

22. CONTINGENCIES

The Company recognizes loss contingency provisions for probable losses when management can reasonably estimate the loss. When the estimated loss lies within a range, the Company records a loss contingency provision based on its best estimate of the probable loss. If no particular amount within that range is a better estimate than any other amount, the mid-point of the range is used. As information becomes known a loss contingency provision is recorded when a reasonable estimate can be made. The estimates are reviewed at each reporting date and the estimates are changed when expectations are revised. An outcome that deviates from the Company's estimate may result in an additional expense or release in a future accounting period.

Nova Scotia Claim

On March 3, 2017, a claim in connection with a proposed class-action lawsuit (the "NS Claim") was filed with the Supreme Court of Nova Scotia (the "NS Court") seeking to represent a class who purchased medical marijuana that was the subject of the Company's product recalls in December 2016 and January 2017 as it may have contained trace elements of the pesticides myclobutanil and bifenazate which are not approved for use by licensed producers. Between 2017 and 2021, various proceedings took place and the NS Claim was amended several times.

On April 26, 2022, the Company entered into a Settlement Agreement (the "Settlement") with the representative plaintiff on behalf of the class for an aggregate of $2,310 (the "Settlement Amount"). The Settlement Amount will be used to provide claimants a refund of the amounts paid to purchase the voluntarily recalled product, less any refunds they have already received, as well as the payment of legal fees. On August 31, 2022, the Settlement was approved by the NS Court. Settlement funds of $2,310 were deposited by Organigram with the administrator in October 2022 in accordance with the Settlement Agreement. The administrator has been disbursing funds to the claimants during October and November 2022. The Company reported the NS Claim to its insurance provider which appointed counsel to defend the NS Claim. The Company received insurance proceeds of $532 during the year ended August 31, 2022 to cover all remaining costs associated with the NS Claim.

Alberta Claim

On June 16, 2020, a claim in connection with a proposed national consumer protection class-action lawsuit (the "Alberta Claim") was filed with the Court of Queen's Bench in Alberta (the "AB Court") seeking damages against several Canadian cannabis companies including the Company (the "Defendants"). The Alberta Claim does not particularize all of the claims against the companies; however, it makes allegations with respect to the content of THC and CBD in the companies' products. In order to proceed as a class action, the AB Court must certify the action as a class action. A certification hearing has not yet been scheduled. The Company has reported the Alberta Claim to its insurers.

Estimating an amount or range of possible losses resulting from litigation proceedings is inherently difficult, particularly where the matters involve indeterminate claims for monetary damages and are in the stages of the proceedings where key factual and legal issues have not been resolved. For these reasons, the Company is currently unable to predict the ultimate timing or outcome of or reasonably estimate the possible losses or a range of possible losses resulting from the matter described above. No provision for the Alberta Clam has been recognized as at August 31, 2022 (August 31, 2021 -nil).

At August 31, 2022, a provision of $2,560 (August 31, 2021 - $2,750) in regards to claims and other contingencies was included in the consolidated statement of financial position. For the year ended August 31, 2022, payments of $412 (August 31, 2021 - $nil) were made which were offset by an increase to the provision of $222 (August 31, 2021 - $2,750). The Company also received insurance proceeds of $532 related to the litigation resulting in a net recovery of $310 in the consolidated statements of operations and comprehensive loss for the year ended August 31, 2022 (August 31, 2021 - $2,750 expense).

23. GENERAL AND ADMINISTRATIVE EXPENSES BY NATURE

	YEAR ENDED	
	AUGUST 31, 2022	AUGUST 31, 2021 (Note 29)
Office and general	$ 18,271	$ 12,738
Wages and benefits	12,018	8,380
Professional fees	6,458	6,147
Depreciation and amortization	5,299	2,471
Travel and accommodation	519	95
Utilities	343	89
Total general and administrative expenses	$ 42,908	$ 29,920

Certain reclassifications have been made to the prior periods comparative figures. Refer to Note 29 for details.

24. INCOME TAXES

Components of income tax recovery are as folows:

	AUGUST 31, 2022	AUGUST 31, 2021
Current tax		
Current expense	$ 225	$ —
Prior year adjustments	175	—
	$ 400	$ —
Deferred tax		
Origination and reversal of temporary differences	$ (11,809)	(27,244)
Change in tax rate and rate differences	—	1,292
Change in unrecognized temporary differences	11,750	26,026
Prior year adjustments	(429)	(74)
	$ (488)	$ —
Total income tax recovery	$ (88)	$ —

A reconciliation of income tax recovery at the statutory rate to amounts recorded in the consolidated financial statements is provided below:

	AUGUST 31, 2022	AUGUST 31, 2021
Loss before income taxes	$ (14,371)	$ (130,704)
Statutory income tax rate	29.0 %	29.0 %
Tax calculated at statutory rate	(4,168)	(37,904)
Non-deductible (non-taxable) items	(8,000)	9,514
Difference between current and future tax rates	—	1,292
Benefit of deductible temporary differences not recognized	11,750	26,026
Effect of tax rates in other jurisdictions	604	1,144
Other	154	(72)
Prior year tax adjustments	(428)	—
Income tax recovery	$ (88)	$ —

Recognized deferred tax assets and liabilities consist of the following:

	AUGUST 31, 2022	AUGUST 31, 2021
Deferred tax assets are attributable to the following:		
Non-capital losses	$ 6,479	$ 5,078
Lease liabilities	862	1,544
Deferred tax assets	7,341	6,622
Set-off of tax	(7,341)	(6,622)
Net deferred tax asset	$ —	$ —
Deferred tax liabilities are attributable to the following:		
Property, plant and equipment	$ (581)	$ —
Intangible assets	(3,719)	(652)
Biological assets	(2,628)	(1,755)
Inventories	(3,165)	(2,670)
Right-of-use assets	(550)	(1,146)
Net investment in sublease	(315)	(398)
Other	—	(1)
Deferred tax liabilities	(10,958)	(6,622)
Set-off of tax	7,341	6,622
Net deferred tax liability	$ (3,617)	$ —

The changes in temporary differences during the years ended August 31, 2022 and 2021 were as follows:

	NET BALANCE AT AUGUST 31, 2021	RECOGNIZED IN PROFIT OR LOSS	ACQUIRED IN A BUSINESS COMBINATION	NET BALANCE AT AUGUST 31, 2022
Non-capital losses	$ 5,078	$ 1,431	$ —	$ 6,509
Property, plant and equipment	—	(477)	(104)	(581)
Intangible assets	(652)	666	(3,733)	(3,719)
Biological assets	(1,755)	(834)	(39)	(2,628)
Inventories	(2,670)	(296)	(229)	(3,195)
Lease liabilities	1,544	(693)	11	862
Right-of-use assets	(1,146)	607	(11)	(550)
Net investment in sublease	(398)	83		(315)
Other	(1)	1	—	—
Net tax (liabilities) assets	$ —	$ 488	$ (4,105)	$ (3,617)

	NET BALANCE AT AUGUST 31, 2020	RECOGNIZED IN PROFIT OR LOSS	RECOGNIZED DIRECTLY IN EQUITY & OCI	NET BALANCE AT AUGUST 31, 2021
Non-capital losses	$ 6,669	$ (1,591)	$ —	$ 5,078
Property, plant and equipment	(961)	961	—	—
Intangible assets	(10)	(642)	—	(652)
Biological assets	(170)	(1,585)	—	(1,755)
Inventories	(5,367)	2,697	—	(2,670)
Lease liabilities	1,038	506	—	1,544
Right-of-use assets	(1,096)	(50)	—	(1,146)
Net investment in sublease	—	(398)	—	(398)
Other	(103)	102	—	(1)
Net tax liabilities	$ —	$ —	$ —	$ —

At August 31, 2022, the Company has non-capital loss carryforwards available to offset future taxable income in Canada, which expire as follows:

	AUGUST 31, 2022
August 31, 2035	$ 1,070
August 31, 2037	11,825
August 31, 2038	14,735
August 31, 2039	18,254
August 31, 2040	85,340
August 31, 2041	79,142
August 31, 2042	50,281
	$ 260,647

The Company recognizes tax benefits on losses or other deductible amounts where the probable criteria for the recognition of deferred tax assets has been met. The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following amounts:

	AUGUST 31, 2022	AUGUST 31, 2021
Deductible temporary differences	$ 24,667	$ 31,803
Tax losses	238,595	191,607
	$ 263,262	$ 223,410

25. GOVERNMENT SUBSIDIES

On April 1, 2020, Department of Finance Canada announced the CEWS, which would subsidize75% of employee wages, retroactive to March 15, 2020, to Canadian employers whose business had been affected by COVID-19 to enable them to re-hire workers previously laid off as a result of the pandemic, help prevent further job losses, and to better position companies to resume normal operations following the crisis. Additionally, on October 9, 2020, the creation of the new Canada Emergency Rent Subsidy ("CERS") program was announced to provide support to qualifying tenants and property owners in the form of rent subsidy that is made available to organizations that continue to endure declining revenues, and the lockdown support, which provides an additional top-up to those entities that must either close or significantly restrict their activities due to a public health order. Under these programs, the Company applied for subsidies for the year ended August 31, 2022 of $nil (August 31, 2021- $8,147), which has been included as government subsidies in the statements of operations and comprehensive loss. During the year ended August 31, 2022, the Company received an employment grant amounting to $154 (August 31, 2021- $nil).

26. PRODUCT DEVELOPMENT COLLABORATION

On March 10, 2021, in conjunction with the strategic investment received as described herein, the Company and BAT entered into a PDC Agreement pursuant to which the CoE was established to focus on developing the next generation of cannabis products with an initial focus on CBD. The CoE is located at the Company’s Moncton Campus, which holds the Health Canada licenses required to conduct research and development (“R&D”) activities with cannabis products. Both companies are contributing scientists, researchers, and product developers to the CoE and it is supervised by a steering committee consisting of an equal number of senior members from both companies. Under the terms of the PDC Agreement, both the Company and BAT have access to certain of each other’s intellectual property (“IP”) and, subject to certain limitations, have the right to independently, globally commercialize the products, technologies and IP created by the CoE pursuant to the PDC Agreement.

Pursuant to the terms of the PDC Agreement, $31,109 of the Investment Proceeds were reserved as restricted funds in order to satisfy certain of the Company’s future obligations under the PDC Agreement, including the Company’s portion of its funding obligations under a mutually agreed initial budget for the CoE. Costs relating to the CoE are funded equally by the Company and BAT. Balances are transferred from restricted funds to the Company's general operating account as CoE related expenditures are periodically reconciled and approved. The balance in restricted funds at August 31, 2022 is $26,820 (August 31, 2021 - $31,109).

The CoE is accounted for as a joint operation, in which the Company and BAT contribute50% each. The Company recognized its share of the expenses incurred by the CoE in the statement of operations and comprehensive loss under Research and development. For the year ended August 31, 2022, $2,837 (August 31, 2021 - $494) of expenses have been recorded in the statement of operations and comprehensive loss.

27. ACQUISITION OF SUBSIDIARIES

i. Laurentian Organic Inc.

On December 21, 2021, the Company acquired 100% of the shares and voting interests of the non-listed Laurentian for $36,000, consisting of $10,000 in cash consideration, $7,000 on closing and $3,000 held back, with the remaining $26,000 in share consideration at the acquisition date. The Company has agreed to provide the seller additional share consideration based on Laurentian's future adjusted EBITDA over a period of two years. The acquisition of Laurentian is expected to enable the Company to penetrate a new product category and provides the Company with access to Laurentian's expertise in the hash manufacturing space. The acquisition is also expected to provide the Company with an increased share of the craft flower and hash market.

The Company elected not to apply the optional concentration test and, as such, carried out a detailed analysis of inputs, outputs and substantive processes. Included in the identifiable assets acquired and liabilities assumed at the date of acquisition of Laurentian are inputs (production equipment, manufacturing facility and a cultivation, processing and sales license), production processes and an organized workforce. The Company has determined that together the acquired inputs and processes significantly contribute to the ability to create revenue. The Company has concluded that the acquired set is a business.

Equity Instruments Issued

The fair value of the 10,896,442 Common Shares issued was $27,568, based on the TSX listed share price of $2.53 per share of the Company on closing of December 21, 2021. The number of Common Shares issued was calculated by dividing the total share consideration of $26,000, per the share purchase agreement, by the 5-day volume-weighted average TSX listed share price of the Company preceding the closing date of $2.39.

Acquisition Costs

The Company incurred acquisition-related costs of $1,039 on legal fees and due diligence. Of these coss $984 have been included in the statement of operations and comprehensive loss and $55 have been capitalized to share issuance costs.

Assets acquired and liabilities assumed

The following table summarizes management's recognition of the fair value of assets acquired and liabilities assumed at the date of acquisition:

		FAIR VALUE ON ACQUISITION
Assets		
Accounts receivable	$	1,317
Biological assets		183
Inventories		2,266
Property, plant and equipment		4,481
Right-of-use assets		41
Intangible assets		14,217
Other		10
Total assets	$	22,515
Liabilities		
Bank indebtedness	$	616
Accounts payable and accrued liabilities		3,615
Lease liability		41
Deferred income taxes		4,105
Total liabilities	$	8,377
Total identifiable net assets at fair value	$	14,138
Consideration transferred		
Cash consideration	$	10,000
Equity instruments (10,896,442 Common Shares)		27,568
Contingent share consideration		6,996
Working capital adjustments		(1,461)
	$	43,103
Goodwill arising on acquisition	$	28,965

Goodwill arising from the acquisition represents the expected synergies, future income and growth and other intangibles that do not qualify for separate recognition. None of the goodwill recognized is expected to be deductible for tax

purposes. The deferred tax liability mainly comprises the tax effect of the accelerated depreciation for tax purposes of tangible and intangible assets.

For the year ended August 31, 2022, Laurentian contributed $10,683 of gross revenue and net loss of $490, respectively to the consolidated results. If the acquisition had occurred on September 1, 2021, management estimates consolidated gross revenue of the Company would have been $215,654 and consolidated net loss would have been approximately $13,365 for the year ended August 31, 2022.

Contingent Share Consideration
The acquisition includes contingent share consideration as follows (all capitalized terms used below not otherwise defined herein have the respective meanings ascribed to them in the Company's agreement to acquire Laurentian):

a) First Year Earnout calculated for the period January 1, 2022 to December 31, 2022, as the greater of (i) zero and (ii) the difference obtained when the sum of $2,000 and 50% of the agreed capital expenditures is subtracted from 30% of the First Year adjusted EBITDA Multiple, payable in Common Shares, provided that, the sum of the Initial Consideration and the First Year Earnout Amount shall not exceed the First Year adjusted EBITDA Multiple; and
b) Second Year Earnout calculated for the period January 1, 2023 to December 31, 2023, as 19% of the Second Year adjusted EBITDA Multiple less the remaining balance of the agreed capital expenditures, payable in Common Shares, provided that, the sum of the Initial Consideration, the First Year Earnout Amount and the Second Year Earnout Amount shall not exceed the Second Year EBITDA Multiple.

Earnout payments paid in Common Shares shall be priced based on the five-day volume-weighted average price of the Company's Common Shares on the TSX as of the day prior to settlement. As at the acquisition date, the fair value of the contingent consideration was estimated to be $6,996. As at August 31, 2022, the contingent share consideration has been adjusted to $2,913, to reflect changes in estimates.

ii. The Edibles and Infusions Corporation

On April 6, 2021, the Company acquired 100% of the shares and voting interests of the non-listed EIC, including SUHM Investments Inc. and Quality Confections Corporation who collectively owned 100% of EIC for $22,000 of share consideration at the acquisition date. The Company has agreed to provide the seller additional share consideration of $13,000 should EIC achieve its milestones. On August 26, 2021, SUHM Investments Inc, Quality Confections Corporation and EIC amalgamated with the continuing entity being EIC. The fair value of the Common Shares issued was based on the TSX listed share price of the Company on closing of April 5, 2021 of $4.36 per share. The Company incurred acquisition-related costs of $620 on legal fees and due diligence. Of these costs $555 had been included in the statement of operations and comprehensive loss and $65 had been capitalized to share issuance costs.

The Company elected not to apply the optional concentration test and, as such, carried out a detailed analysis of inputs, outputs and substantive processes. Included in the identifiable assets acquired and liabilities assumed at the date of acquisition of EIC are inputs (production equipment, manufacturing facility and a standard research and processing license), production processes and an organized workforce. The Company has determined that together the acquired inputs and processes significantly contribute to the ability to create revenue. The Company has concluded that the acquired set is a business.

Assets acquired and liabilities assumed
The following table summarizes management's recognition of the fair value of assets acquired and liabilities assumed at the date of acquisition:

	FAIR VALUE ON ACQUISITION
Assets	
Property, plant and equipment	$ 11,828
Intangibles assets	2,685
Deposits on equipment	2,157
Other assets	28
Total assets	$ 16,698
Liabilities	
Accounts payable and accrued liabilities	$ 2,047
Lease liability	1,742
Total liabilities	$ 3,789
Total identifiable net assets at fair value	$ 12,909
Consideration transferred	
Equity instruments (5,045,873 common shares)	$ 22,000
Contingent share consideration	5,249
Working capital adjustment	(19)
	$ 27,230
Goodwill arising on acquisition	$ 14,321

The net assets recognized in the August 31, 2021 financial statements were based on a provisional assessment of their fair value. The valuation had not been completed by the date on which the August 31, 2021 financial statements were approved for issue by the Board of Directors. During the year ended August 31, 2022, the Company finalized the acquisition accounting, which resulted in an increase to the ROU asset of $1,718, an increase to lease liabilities of $411 and a decrease to goodwill of $1,307. This measurement period adjustment resulted in $13,014 of total goodwill arising on the acquisition.

Lease liability
The Company measured the acquired lease liability using the present value of the remaining lease payments at the date of acquisition. The right-of-use asset was measured at an amount equal to the lease liabilities.

Goodwill
The goodwill is attributable to the skills and technical talent of EIC's work force and the synergies expected to be achieved from integrating EIC into the Company's existing business. None of the goodwill recognized is expected to be deductible for tax purposes.

Contingent share consideration
The acquisition includes contingent share consideration based on various milestones as follows:

a) $3,500 to be paid in Common Shares upon the first listing of EIC or Organigram branded product (which was manufactured at the EIC facility) prior to December 31, 2021 in either the Ontario or Alberta recreational market. This was achieved in the year ended August 31, 2021 and settled subsequently on September 8, 2021.
b) $7,000 to be paid in Common Shares on the generation of $15 million in net revenue during the 12 months ended December 31, 2022.
c) $2,500 to be paid in Common Shares on the generation of $7 million in adjusted EBITDA for the 12 months ended December 31, 2022.

Milestone payments paid in Common Shares shall be priced based on the five-day volume-weighted average price of the Company's Common Shares on the TSX as of the day prior to settlement.

As at the acquisition date, the fair value of the contingent consideration was estimated to be $5,249. During the year ended August 31, 2021, the contingent consideration was adjusted to $9,038 to reflect changes in estimates and subsequently on September 8, 2021, the Company issued 1,039,192 Common Shares as consideration on account of EIC's achievement of the first milestone. The Common Shares issued were based on the 5-day volume-weighted average TSX listed share price of the Company of $3.37 per share. As at August 31, 2022, the remaining contingent consideration was adjusted to $7,000 (August 31, 2021 -$9,038).

28. OPERATING SEGMENTS

An operating segment is a component of the Company for which discrete financial information is available and whose operating results are regularly reviewed by the Company's chief operating decision maker, to make decisions about resources to be allocated to the segment and assess its performance, and that engages in business activities from which it may earn revenue and incur expenses. The Company only has one operating segment.

29. COMPARATIVE FIGURES

Certain reclassifications have been made to the prior periods comparative figures to enhance comparability with the current period financial statements, none of the reclassifications result in a change to net loss or shareholders' equity.

The following reclassifications were to enhance disclosure of certain figures:

	YEAR ENDED AUGUST 31, 2021		
STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS	AS REPORTED	ADJUSTMENT	AS RECLASSIFIED
Fair value adjustment to biological assets, inventories sold and other charges	$ (3,995)	$ 3,995	$ —
Realized fair value on inventories sold and other inventory charges	—	(35,721)	(35,721)
Unrealized gain on changes in fair value of biological assets	—	31,726	31,726
	$ (3,995)	$ —	$ (3,995)

STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS	AS REPORTED	ADJUSTMENT	AS RECLASSIFIED
General and administrative	$ 33,565	$ (3,645)	$ 29,920
Research and development	—	3,645	3,645
	$ 33,565	$ —	$ 33,565

	AUGUST 31, 2021		
STATEMENTS OF FINANCIAL POSITION	AS REPORTED	ADJUSTMENT	AS RECLASSIFIED
Accounts payable and accrued liabilities	$ 23,436	$ (4,484)	$ 18,952
Other liabilities	—	4,484	4,484
	$ 23,436	$ —	$ 23,436

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Organigram Holdings Inc.

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A")

For the years ended
August 31, 2022 and 2021

ORGANIGRAM

INTRODUCTION

This Management's Discussion and Analysis dated November 28, 2022 (this "MD&A"), should be read in conjunction with the audited annual consolidated financial statements (the "Financial Statements") of Organigram Holdings Inc. (the "Company" or "Organigram") for the years ended August 31, 2022 and 2021 ("Q4 Fiscal 2022" when referring to the three months ended August 31, 2022), including the accompanying notes thereto.

Financial data in this MD&A is based on the Financial Statements of the Company for the year ended August 31, 2022, and has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), unless otherwise stated. All financial information in this MD&A is expressed in thousands of Canadian dollars ("$"), except for share and per share calculations, references to $ millions and $ billions, per gram ("g") or kilogram ("kg") of dried flower and per milliliter ("mL") or liter ("L") of cannabis extracts calculations.

This MD&A contains forward-looking information within the meaning of applicable securities laws, and the use of non-IFRS measures. Refer to "Cautionary Statement Regarding Forward-Looking Information" and "Cautionary Statement Regarding Certain Non-IFRS Measures" included within this MD&A.

The financial data in this MD&A contains certain financial and operational performance measures that are not defined by and do not have any standardized meaning under IFRS but are used by management to assess the financial and operational performance of the Company. These include, but not limited to, the following:

- Yield per plant (in grams);
- Average net selling price per gram and per unit;
- Target production capacity;
- Gross margin before fair value adjustments;
- Adjusted gross margin; and
- Adjusted EBITDA.

The Company believes that these non-IFRS financial measures and operational performance measures, in addition to conventional measures prepared in accordance with IFRS, enable investors to evaluate the Company's operating results, underlying performance and prospects in a similar manner to the Company's management. The non-IFRS financial performance measures are defined in the sections in which they appear. Adjusted gross margin and adjusted EBITDA are reconciled to IFRS in the "Financial Review and Discussion of Operations" section of this MD&A.

As there are no standardized methods of calculating these non-IFRS measures, the Company's approaches may differ from those used by others, and the use of these measures may not be directly comparable. Accordingly, these non-IFRS measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

The Company's wholly-owned subsidiary, Organigram Inc., is a licensed producer of cannabis and cannabis derived products (a "Licensed Producer" or "LP") under the Cannabis Act (Canada) and the Cannabis Regulations (Canada) (together, the "Cannabis Act") and regulated by Health Canada. The Company's wholly-owned subsidiaries, The Edibles and Infusions Corporation ("EIC") and Laurentian Organic Inc. ("Laurentian") are also licensed under the Cannabis Act.

The Company's head office is located at 1250-333 Bay Street, Toronto, Ontario, M5H 2R2. The Company's registered office is located at 35 English Drive, Moncton, New Brunswick, E1E 3X3. The Company's common shares ("Common Shares") are listed under the ticker symbol "OGI" on both the Nasdaq Global Select Market ("NASDAQ") and on the Toronto Stock Exchange ("TSX"). Any inquiries regarding the Company may be directed by email to investors@organigram.ca.

Additional information relating to the Company, including the Company's most recent annual information form (the "AIF"), is available under the Company's issuer profile on the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com. The Company's reports and other information filed with or furnished to the United States Securities and Exchange Commission ("SEC") are available on the SEC's Electronic Document Gathering and Retrieval System ("EDGAR") at www.sec.gov.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain information herein contains or incorporates comments that constitute forward-looking information within the meaning of applicable securities legislation ("forward-looking information"). Forward-looking information, in general, can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "could", "would", "might", "expect", "intend", "estimate", "anticipate", "believe", "plan", "continue", "budget", "schedule" or "forecast" or similar expressions suggesting future outcomes or events. They include, but are not limited to, statements with respect to expectations, forecasts or other characterizations of future events or circumstances, and the Company's objectives, goals, strategies, beliefs, intentions, plans, estimates, projections and outlook, including statements relating to the Company's plans and objectives, or estimates or predictions of actions of customers, suppliers, partners, distributors, competitors or regulatory authorities; and statements regarding the Company's future economic performance. These statements are not historical facts but instead represent management beliefs regarding future events, many of which by their nature are inherently uncertain and beyond management control. Forward-looking information has been based on the Company's current expectations about future events.

Certain forward-looking information in this MD&A includes, but is not limited to the following:

- Moncton Campus (as defined herein), Winnipeg Facility (as defined herein) and Lac-Supérieur Facility (as defined herein) licensing and target production capacity and timing thereof;
- Expectations regarding production capacity, facility size, THC (as defined herein) content, costs and yields;
- Expectations regarding the prospects of the Company's collaboration with a wholly-owned subsidiary of British American Tobacco P.L.C. ("BAT");
- Expectations regarding the prospects for the Company's subsidiaries EIC and Laurentian;
- The ongoing impact of the current global health crisis caused by COVID-19 (as defined below);
- Expectations around demand for cannabis and related products, future opportunities and sales, including the relative mix of medical versus adult-use recreational cannabis products, the relative mix of products within the adult-use recreational category including wholesale, the Company's financial position, future liquidity and other financial results;
- Legislation of additional cannabis types and forms for adult-use recreational cannabis in Canada including regulations relating thereto, the timing and the implementation thereof and our future product forms;
- Expectations around branded products and derivative-based products with respect to timing, launch, product attributes, composition and consumer demand;
- Strategic investments and capital expenditures, and expected related benefits;
- Expectations regarding the resolution of litigation and other legal proceedings;
- The general continuance of current, or where applicable, assumed industry conditions;
- Changes in laws, regulations and guidelines, including those relating to the recreational and/or medical cannabis markets domestically and internationally;
- The price of cannabis and derivative cannabis products;
- Expectations around the availability and introduction of new genetics including consistency and quality of plants and the characteristics thereof;
- The impact of the Company's cash flow and financial performance on third parties, including its supply partners;
- Fluctuations in the price of Common Shares and the market for Common Shares;
- The treatment of the Company's business under governmental regulatory regimes and tax laws, including the Excise Act (as defined herein) and the renewal of the Company's licenses thereunder and the Company's ability to obtain export licenses from time to time;
- The Company's growth strategy, targets for future growth and forecasts of the results of such growth;
- Expectations concerning access to capital and liquidity and the Company's ability to access the public markets to fund operational activities and growth;
- The Company's ability to remain listed on the TSX and NASDAQ and the impact of any actions it may be required to take to remain listed;
- The ability of the Company to generate cash flow from operations and from financing activities;
- The competitive conditions of the industry, including the Company's ability to maintain or grow its market share;
- Moncton Campus and Lac-Supérieur Facility expansion plans, capital expenditures, current and targeted production capacity and timing thereof; and
- Expectations concerning Fiscal 2023 performance including with respect to revenue, adjusted gross margins, SG&A and adjusted EBITDA.

Forward-looking information is provided for the purposes of assisting the reader in understanding the Company and its business, operations, risks, financial performance, financial position and cash flows as at and for the periods ended on certain dates, and to present information about management's current expectations and plans relating to the future, and the reader is cautioned that such statements may not be appropriate for other purposes. In addition, this MD&A may contain forward-looking information attributed to third party industry sources. Undue reliance should not be placed on forward-looking

information, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. Forward-looking information does not guarantee future performance and involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in the forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the expectations, predictions, forecasts, projections and conclusions will not occur or prove accurate, that assumptions may not be correct, and that objectives, strategic goals and priorities will not be achieved. These and other factors that may cause actual results or events to differ materially from those anticipated in the forward-looking information.

This MD&A contains information concerning our industry and the markets in which we operate, including our market position and market share, which is based on information from independent third-party sources. Although we believe these sources to be generally reliable, market and industry data is inherently imprecise, subject to interpretation and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process, and other limitations and uncertainties inherent in any statistical survey or data collection process. We have not independently verified any third-party information contained herein.

Factors that could cause actual results to differ materially from those set forth in forward-looking information include, but are not limited to: financial risks; dependence on senior management and other key personnel, the board of directors of the Company (the “Board of Directors”), consultants and advisors; availability and sufficiency of insurance including continued availability and sufficiency of director and officer and other forms of insurance; the Company and its subsidiaries being able to, where applicable, cultivate cannabis pursuant to applicable law and on the currently anticipated timelines and in anticipated volumes; industry competition; general economic conditions and global events, including COVID-19 retail store closures or reduced sales at retail stores or otherwise due to COVID-19; heightened economic and industry uncertainty as a result of COVID-19 and governmental action in respect thereto, including with respect to impacts on production, operations, product development, new product launches, disclosure controls and procedures or internal control over financial reporting, including as they may be impacted by delays in remediation due to work from home policies and other COVID-19 impacts, demand for products and services, third-party suppliers or service providers, and any existing or new international business partnerships; production facilities running at less than full capacity due to reduced workforce for reasons related to COVID-19 (as described herein) and market demand; potential supply chain and distribution disruptions; product development, facility and technological risks; changes to government laws, regulations or policy, including environmental or tax, or the enforcement thereof; agricultural risks; ability to maintain any required licenses or certifications; supply risks; product risks; construction delays or postponements; packaging and shipping logistics; inflationary risk, expected number of medical and adult-use recreational cannabis users in Canada and internationally; potential time frame for the implementation of legislation to legalize cannabis internationally; the Company’s, its subsidiaries' and its investees’ ability to, where applicable, obtain and/or maintain their status as Licensed Producers (as defined herein) or other applicable licenses; risk factors affecting its investees; availability of any required financing on commercially attractive terms or at all; the potential size of the regulated adult-use recreational cannabis market in Canada; demand for and changes in the Company’s cannabis and related products, including the Company’s derivative products (as defined herein), and the sufficiency of the retail networks to supply such demand; ability to enter and participate in international market opportunities; general economic, financial market, regulatory, industry and political conditions affecting the Company; the ability of the Company to compete in the cannabis industry and changes in the competitive landscape; a material decline in cannabis prices; the Company’s ability to manage anticipated and unanticipated costs; the Company’s ability to implement and maintain effective internal control over financial reporting and disclosure controls and procedures; the timing for the implementation of the Company's ERP system (as hereinafter defined) and, other risks and factors described from time to time in the documents filed by the Company with securities regulators in Canada and the United States. Material factors and assumptions used in establishing forward-looking information include that construction and production activities will proceed as planned, and demand for cannabis and related products will change in the manner expected by management, in each case after taking into account any impacts related to COVID-19 that are currently known or predicted by management based on the limited information available and the fluidity and uncertainty of the crisis. All forward-looking information is provided as of the date of this MD&A.

The Company does not undertake to update any such forward-looking information whether as a result of new information, future events or otherwise, except as required by law.

ADDITIONAL INFORMATION ABOUT THE ASSUMPTIONS, RISKS AND UNCERTAINTIES OF THE COMPANY’S BUSINESS AND MATERIAL FACTORS OR ASSUMPTIONS ON WHICH INFORMATION CONTAINED IN FORWARD-LOOKING INFORMATION IS BASED IS PROVIDED IN THE COMPANY’S DISCLOSURE MATERIALS, INCLUDING IN THIS MD&A UNDER “RISK FACTORS” AND THE COMPANY’S CURRENT AIF UNDER “RISK FACTORS”, FILED WITH THE SECURITIES REGULATORY AUTHORITIES IN CANADA AND AVAILABLE UNDER THE COMPANY’S ISSUER PROFILE ON SEDAR AT WWW.SEDAR.COM, AND FILED WITH OR FURNISHED TO THE SEC AND AVAILABLE ON EDGAR AT WWW.SEC.GOV. ALL FORWARD-LOOKING INFORMATION IN THIS MD&A IS QUALIFIED BY THESE CAUTIONARY STATEMENTS.

CAUTIONARY STATEMENT REGARDING CERTAIN NON-IFRS MEASURES

This MD&A contains certain financial and operational performance measures that are not recognized or defined under IFRS ("Non-IFRS Measures"). As there are no standardized methods of calculating these Non-IFRS Measures, the Company's approaches may differ from those used by others, and, this data may not be comparable to similar data presented by other licensed producers of cannabis and cannabis companies. For an explanation of these measures to related comparable financial information presented in the Financial Statements prepared in accordance with IFRS, refer to the discussion below.

The Company believes that these Non-IFRS Measures are useful indicators of operating performance and are specifically used by management to assess the financial and operating performance of the Company. These Non-IFRS Measures include, but are not limited, to the following:

- Yield per plant in grams is calculated by taking the total amount of grams of dried flower harvested, excluding trim, and dividing it by the total number of plants harvested.

  Management believes that yield per plant in grams provides a useful measure about the efficiencies gained through its operating activities.

- Average net selling price per gram and per unit are calculated by taking net revenue, which is then divided by total grams or total units sold in the period.

  Management believes the average net selling price per gram or per unit measures provide more specific information about the pricing trends over time by product type.

- Gross margin before fair value adjustments is calculated by subtracting cost of sales, before the effects of unrealized gain (loss) on changes in fair value of biological assets, realized fair value on inventories sold and other inventory charges from total net revenue. Gross margin before fair value adjustments percentage is calculated by dividing gross margin before fair value adjustments (defined above) divided by net revenue.

  Management believes that these measures provide useful information to assess the profitability of our cannabis operations as it excludes the effects of non-cash fair value adjustments on inventory and biological assets, which are required by IFRS.

- Adjusted gross margin is calculated by subtracting cost of sales, before the effects of: (i) unrealized gain (loss) on changes in fair value of biological assets; (ii) realized fair value on inventories sold and other inventory charges; (iii) provisions and impairment of inventories and biological assets; (iv) provisions to net realizable value; (v) COVID-19 related charges; and (vi) unabsorbed overhead relating to underutilization of the production facility grow rooms and manufacturing equipment, most of which is related to non-cash depreciation expense, from net revenue. Adjusted gross margin percentage is calculated by dividing adjusted gross margin by net revenue. Adjusted gross margin is reconciled to IFRS in the "Financial Review and Discussion of Operations" section of this MD&A.

  Management believes that these measures provide useful information to assess the profitability of our operations as they represent the normalized gross margin generated from operations and exclude the effects of non-cash fair value adjustments on inventories and biological assets, which are required by IFRS. The most directly comparable measure to adjusted gross margin calculated in accordance with IFRS is gross margin before fair value.

- Adjusted EBITDA is calculated as net income (loss) excluding: financing costs, net of investment income; income tax expense (recovery); depreciation, amortization, reversal of/or impairment, (gain) loss on disposal of property, plant and equipment (per the consolidated statement of cash flows); share-based compensation (per the consolidated statement of cash flows); share of loss from investments in associates and impairment loss from loan receivables; change in fair value of contingent consideration; change in fair value of derivative liabilities; expenditures incurred in connection with research and development activities (net of depreciation); unrealized (gain) loss on changes in fair value of biological assets; realized loss on fair value on inventories sold and other inventory charges; provisions and impairment of inventories and biological assets; provisions to net realizable value of inventories; COVID-19 related charges; government subsidies; legal provisions; incremental fair value component of inventories sold from acquisitions; ERP implementation costs; transaction costs; and share issuance costs. Adjusted EBITDA is reconciled to IFRS in the "Financial Review and Discussion of Operations" section of this MD&A.

  Adjusted EBITDA is intended to provide a proxy for the Company's operating cash flow and derives expectations of future financial performance for the Company, and excludes adjustments that are not reflective of current operating results. The most directly comparable measure to adjusted EBITDA calculated in accordance with IFRS is net income (loss).

Non-IFRS Measures should be considered together with other data prepared in accordance with IFRS to enable investors to evaluate the Company's operating results, underlying performance and prospects in a manner similar to the Company's management. Accordingly, these non-IFRS measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

BUSINESS OVERVIEW

NATURE AND HISTORY OF THE COMPANY'S BUSINESS

The Company's wholly-owned subsidiary Organigram Inc. is a Licensed Producer of cannabis under the Cannabis Act.

The Company is authorized for wholesale shipping of cannabis plant cuttings, dried flower, blends, pre-rolls and cannabis derivative-based products to approved retailers and wholesalers for adult-use recreational cannabis under the individual provincial and territorial regulations as per the Cannabis Act.

The Company is also authorized to distribute cannabis for medical use. In Fiscal 2022, Organigram made a strategic decision to shift its medical distribution fulfillment approach from direct shipment to patients from the Company to fulfillment via Medical Cannabis by Shopper's Drug Mart. The Company continues to be committed to medical patients via its Shopper's Drug Mart relationship and will also continue to bring new innovations to this channel.

The Company conducts its operations at its facilities located in Moncton, New Brunswick, Winnipeg, Manitoba and Lac-Supérieur, Quebec. The Company has expanded its main facility in Moncton over time to create additional production capabilities by strategically acquiring land and buildings adjacent to the main facility (together, the "Moncton Campus"), including to add capacity for the manufacture of derivative product forms.

In March 2021, the Company formed a Product Development Collaboration ("PDC") with BAT, a leading, multi-category consumer goods business, and established a "Centre of Excellence" (the "CoE") to focus on the next generation of cannabis products with an initial focus on CBD. The CoE is established at the Company's Moncton Campus, which holds the Health Canada licenses required to conduct research and development activities with cannabis products. Both companies contributed scientists, researchers, and product developers to the CoE which is governed and supervised by a steering committee consisting of an equal number of senior members from both companies. Under the terms of the PDC Agreement, both Organigram and BAT have access to certain of each other's intellectual property ("IP") and, subject to certain limitations, have the right to independently, globally commercialize the products, technologies and IP created by the CoE pursuant to the PDC Agreement.

During April 2021, the Company expanded its manufacturing and production footprint with the acquisition of EIC, located in Winnipeg, Manitoba. The Winnipeg Facility holds a research license and standard sale and processing license under the Cannabis Act. As a wholly-owned subsidiary, EIC has enabled the Company to penetrate a new product category and gain access to its expertise in the confectionary space. The Winnipeg Facility also provides the Company with a share of the cannabis infused gummies market and other derivative products.

The Company has additional cannabis production capacity at its wholly-owned subsidiary, Laurentian, located in Lac-Supérieur, Quebec, acquired on December 21, 2021. The Lac-Supérieur Facility has a cultivation focus on artisanal craft flower and on the production of hash, a cannabis derivative. The Lac-Supérieur Facility provides the Company with a foothold in the important Quebec market, and also adds to the Company's premium product portfolio, providing further opportunities for margin expansion. The facility holds a standard processing and cultivation license under the Cannabis Act.

STRATEGY

Organigram's strategy is to leverage its broad brand and product portfolio and culture of innovation to increase market share, drive profitability and grow into an industry leader that delivers long-term shareholder value.

The pillars of the Company's strategy are:

1. Innovation;
2. Consumer Focus;
3. Efficiency; and
4. Market Expansion.

1. Innovation

Meeting the demands of a fast-growing industry with changing consumer preferences requires the ability to innovate and create breakthrough products that are embraced by the market and establish a long-term competitive advantage.

The Company is committed to maintaining a culture of innovation and has established a track record of introducing differentiated products that are able to quickly capture market share, specifically:

- **SHRED:** the first milled flower product blended to create curated flavour profiles;
- **Edison JOLTS:** Canada's first flavoured high-potency lozenge with 100 mg of THC per package; and
- **Monjour Wellness gummies:** The CBD-focused wellness brand available in a large format and providing multiple flavours in one package.

Consistent with its innovation culture, in Fiscal 2021, the Company announced the launch of its CoE as part of its PDC with BAT, a leading multi-category consumer goods business. The CoE focuses on research and development to develop the next generation of cannabis products, with an initial focus on CBD.

The Company has also made a strategic investment in Hyasynth Biologicals Inc. ("Hyasynth"), a biotechnology company that is deploying proprietary technology to develop cannabinoids using biosynthesis. To date, the Company has invested $10 million in Hyasynth.

2. Consumer Focus
The Company seeks to address the changing needs of the adult cannabis consumer through its broad product portfolio with offerings in the most popular categories and price points. Based on ongoing consumer research, the portfolio is refreshed frequently with different flower strains, new package formats and new product introductions. In Fiscal 2022, the Company introduced 60 new SKUs while realigning the product line up such it had the highest sales per SKU in Ontario and more than double the average of the top 10 LPs[1]. The Company's alignment with consumers is evidenced by its growing market share and category leadership:

- **SHRED** products have been introduced in multiple categories in Fiscal 2022 with the brand surpassing $150 million in retail sales and achieving a net promoter score of 77 percent[2];
- **SHRED Dankmeister XL Bong Blends:** a new offering in the popular SHRED milled flower line up that provides a coarser grind to suit bong and pipe smokers;
- **Edison JOLTS:** #2 position for capsules with a 26 percent market share in the category[3]; and
- **SHRED'ems gummies and Monjour soft chews:** among the top-selling gummies in Canada which combined held the #3 market position in the gummy category[1] with Monjour being the best-selling pure CBD gummy with a 37 percent share[4]. At the end of Fiscal 2022, the Company had 14 gummy SKUs in market, compared to three in Q4 of Fiscal 2021.

In addition to third-party and direct consumer research, the Company maintains close contact with consumers through an active social presence and has established the Cannabis Innovators Panel. This online panel engages with up to 2,500 cannabis consumers across Canada on a regular basis and helps to inform the Company on product development and brand initiatives.

3. Efficiency
From its inception, the Company has remained committed to being an efficient operator.

The Company's growing facility in Moncton, New Brunswick utilizes three-tier cultivation technology to maximize square footage. The facility has a proprietary information technology in place to track all aspects of the cannabis cultivation and harvest process. The Company maintains a continuous improvement program to maximize harvest yield while reducing operating costs. This is complemented by the introduction of automation in post-harvest production, including high-speed pouch packing, pre-roll machines and automated excise stamping.

The Winnipeg Facility is highly-automated and is able to efficiently handle both small-batch artisanal manufacture of edibles as well as large-scale nutraceutical-grade production. The facility provides the Company with the ability to produce a wide range of high-quality edible products at attractive price points.

The Lac-Supérieur Facility houses a cultivation and derivatives processing facility. The Company has committed $13 million in growth capital expenditures based on current expectations for the cost of expanding the facility to increase capacity, processing and storage space and deliver on automation.

Key efficiency milestones achieved in Fiscal 2022 include:

- Significant reduction in cultivation costs at the Moncton Campus, achieving a 23% reduction to the cost of cultivation from Fiscal 2021's average amount;

[1] OCS shipped sales data, FY22
[2] Brightfield Group
[3] Hifyre data extract from October 18, 2022

- Increasing the harvested volume by over 70% and increasing volume of flower exceeding 22% THC levels compared to Fiscal 2021 at the Moncton Campus;
- Adding two pre-roll machines at the Moncton Campus;
- High-speed pouch packing lines for SHRED and Big Bag O' Buds products at the Moncton Campus;
- Automated excise stamping in Moncton and Winnipeg; and
- Two high speed pouch lines implemented at the Winnipeg Facility, that together produces 4,000 units per hour.

4. Market Expansion

The Company is committed to expanding its market presence by adding to its product offering and enhancing its geographical presence. This strategy is enabled by strategic merger and acquisition opportunities and assessing expansion into international markets.

Recent examples of market expansion include:

- December 2021 acquisition of Laurentian Organics Inc., whose Lac-Supérieur Facility adds craft cultivation and hash to Organigram's product portfolio and increases our presence in Quebec;
- Shipments to Canndoc Ltd. ("Canndoc") in Israel and Cannatrek Medical Pty Ltd. ("Cannatrek") and MedCan Australia Pty Ltd. ("MedCan") in Australia to supply bulk cannabis into these markets generating $15,138 in net revenue in Fiscal 2022;

KEY QUARTERLY FINANCIAL AND OPERATING RESULTS

	Q4-2022	Q4-2021	CHANGE	% CHANGE
Financial Results				
Gross revenue	$ 65,657	$ 36,182	$ 29,475	81 %
Net revenue	$ 45,480	$ 24,865	$ 20,615	83 %
Cost of sales	$ 36,718	$ 25,867	$ 10,851	42 %
Gross margin before fair value adjustments	$ 8,762	$ (1,002)	$ 9,764	974 %
Gross margin % before fair value adjustments[1]	19 %	(4)%	23 %	575 %
Operating expenses	$ 22,788	$ 25,471	$ (2,683)	(11) %
Other (income) / expenses	$ (2,097)	$ 3,851	$ 5,948	154 %
Adjusted EBITDA[2]	$ 3,232	$ (4,818)	$ 8,050	167 %
Net loss	$ (6,144)	$ (25,971)	$ 19,827	76 %
Net cash used in operating activities	$ 19,695	$ 7,699	$ 11,996	156 %
Adjusted Gross Margin[3]	$ 10,362	$ 3,017	$ 7,345	243 %
Adjusted Gross Margin %[3]	23 %	12 %	11 %	92 %
Operating Results				
Kilograms harvested - dried flower	16,101	12,085	4,016	33 %
Kilograms sold - dried flower	18,102	9,886	8,216	83 %

Note 1: Equals gross margin before fair value adjustments (as reflected in the Financial Statements) divided by net revenue.

Note 2: Adjusted EBITDA is a non-IFRS measure that the Company defines as net income (loss) before: financing costs, net of investment income; income tax expense (recovery); depreciation, amortization, reversal of/or impairment, (gain) loss on disposal of property, plant and equipment (per the consolidated statement of cash flows); share-based compensation (per the consolidated statement of cash flows); share of loss from investments in associates and impairment loss from loan receivables; change in fair value of contingent consideration; change in fair value of derivative liabilities; expenditures incurred in connection with research & development activities (net of depreciation); unrealized (gain) loss on changes in fair value of biological assets; realized loss on fair value on inventories sold and other inventory charges; provisions and impairment of inventories and biological assets; provisions to net realizable value of inventories; COVID-19 related charges; government subsidies; legal provisions; incremental fair value component of inventories sold from acquisitions; ERP implementation costs; transaction costs; and share issuance costs. See the cautionary statement regarding non-IFRS financial measures in the “Introduction” section at the beginning of this MD&A and the reconciliation to IFRS measures in the "Financial Results and Review of Operations" section of this MD&A.

Note 3: Adjusted gross margin is a non-IFRS measure that the Company defines as net revenue less: (i) cost of sales, before the effects of unrealized gain (loss) on changes in fair value of biological assets; (ii) realized fair value on inventories sold and other inventory charges; (iii) provisions and impairment of inventories and biological assets; (iv) provisions to net realizable value; (v) COVID-19 related charges; and (vi) unabsorbed overhead relating to underutilization of the production facility grow rooms and manufacturing equipment, most of which is related to non-cash depreciation expense. See the cautionary statement regarding non-IFRS financial measures in the “Introduction” section at the beginning of this MD&A and the reconciliation to IFRS measures in the "Financial Results and Review of Operations section of this MD&A. Adjusted gross margin % equals adjusted gross margin divided by net revenue.

REVENUE

For the three months ended August 31, 2022, the Company reported $45,480 in net revenue. Of this amount $37,521 (83%) was attributable to sales to the adult-use recreational cannabis market, $5,896 (13%) to the international market, $1,688 (4%) to the medical market and $375 (1%) to other revenues. Q4 Fiscal 2022 net revenue increased 83%, or $20,615, from the prior

year comparative period's net revenue of $24,865, primarily due to an increase of $14,623 in adult-use recreational cannabis revenue, an increase in international revenue by $5,896, partly offset by the $(117) decrease in medical revenue. Net revenue from the adult-use recreational cannabis market was higher by $14,623 (64%), generated from a significant increase in sales volumes from value oriented product, which also carry a lower average selling price.

Sale of flower from all product categories in the recreational market comprised 61% of total net revenue in the quarter. The average net selling price ("ASP") of recreational flower decreased to $1.75 per gram in Q4 Fiscal 2022 as compared to $2.17 per gram for Q4 Fiscal 202, as both the Company and the Canadian cannabis industry continued to experience general price compression in the adult-use recreational markets as the customer and product mix evolved to focus more on value offerings. Selling prices are prone to fluctuation and there may be further price compression if the market remains oversupplied. The Company is committed to refining its product mix as customer preferences evolve and it continues to revitalize its higher margin Edison branded flower products.

The volume of flower sales in grams increased 83% to 18,102 kg in Q4 Fiscal 2022 compared to 9,886 kg in the prior year comparative quarter, primarily as a result of the market shift towards large format value products and the success of the Company's products in these brands and formats.

COST OF SALES

Cost of sales for the three months ended August 31, 2022 increased to $36,718 compared to $25,867 in the prior fiscal year's comparative period, primarily as a result of an increase in sales volume in the adult-use recreational cannabis market and international BtB sales. Included in Q4 Fiscal 2022 cost of sales are $1,600 of inventory provisions for unsaleable inventories. The prior fiscal year's comparative period had inventory provisions and net realizable value adjustments of $2,619, as well as unabsorbed fixed overhead costs of $1,400.

GROSS MARGIN BEFORE FAIR VALUE ADJUSTMENTS AND ADJUSTED GROSS MARGIN

The Company realized gross margin before fair value adjustments for the three months ended August 31, 2022 of $8,762, or 19% as a percentage of net revenue, compared to ($1,002), or -4%, in the prior year comparative period. The increase in gross margin before fair value adjustments as a percentage of net revenue is primarily due to higher net revenues and lower cost of sales per unit as the Company achieves greater scale and operating efficiencies.

Adjusted gross margin[4] for the three months ended August 31, 2022 was $10,362, or 23% as a percentage of net revenue, compared to $3,017, or 12%, in the prior year comparable quarter. This was largely due to the current period's higher overall sales volumes, net of the impact of the lower ASP from the shift in the sales mix to value priced products and brands, and lower cost of sales per unit. Please refer to the "Financial Review and Discussion of Operations" section of this MD&A for a reconciliation of adjusted gross margin to net revenue.

OPERATING EXPENSES

	Q4-2022	Q4-2021	CHANGE	% CHANGE
General and administrative	$ 11,546	$ 7,527	$ 4,019	53 %
Sales and marketing	4,111	4,888	(777)	(16) %
Research & development	2,390	1,147	1,243	108 %
Share-based compensation	2,496	1,075	1,421	132 %
Impairment of intangible assets	—	1,701	(1,701)	(100) %
Impairment of property, plant and equipment	2,245	9,133	(6,888)	(75) %
Total operating expenses	$ 22,788	$ 25,471	$ (2,683)	(11) %

GENERAL AND ADMINISTRATIVE

General and administrative expenses of $11,546 increased from the prior year's comparison quarter of $7,527, primarily due to an increase in general office expenses as a result of the Company's growth, an increase in employee costs, an increase to technology costs including implementation expenses for a new ERP system, and also for ongoing costs from the acquisition of the Winnipeg and Lac-Supérieur facilities.

SALES AND MARKETING

Sales and marketing expenses of $4,111 decreased from the prior year's comparative quarter of $4,888, primarily due to lower advertising and promotion costs, and marketing initiatives related to the launch of the Company's new products.

[4] Adjusted gross margin is a non-IFRS financial measure. See the cautionary statement regarding non-IFRS financial measures in the "Introduction" section of this MD&A, and the discussion under the heading "Adjusted EBITDA" and the reconciliation to IFRS measures in the "Financial Results and Review of Operations" section of this MD&A.

RESEARCH AND DEVELOPMENT
Research and development costs of $2,390 increased from the prior year's comparative quarter of $1,147, as the Company increased activity under the PDC Agreement and other internal product innovation projects.

SHARE-BASED COMPENSATION
Share-based compensation expense of $2,496 increased from the prior year's comparative quarter of $1,075, primarily due to employee equity wards issued during Q4 Fiscal 2022.

IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT
Impairment on property, plant, equipment and intangible assets of $2,245 decreased from the prior year's comparative quarter of $9,133. During Q4 Fiscal 2021, management reassessed the useful life of the chocolate manufacturing equipment, notably the decline in utilization of the equipment and declining revenues, and as a result recognized accelerated depreciation of $9,133. During year ended August 31, 2022, the Company made the strategic decision to cease manufacturing chocolate at its Moncton Campus. As a result, the asset is measured at the lower of its carrying amount and fair value less costs to sell and the Company recognized an impairment loss of $4,245 in relation to this asset, $2,000 of the loss was recognized in Q2 Fiscal 2022, with the remainder being recorded in Q4 Fiscal 2022.

OTHER (INCOME) / EXPENSES

	Q4-2022	Q4-2021	CHANGE	% CHANGE
Financing costs	$ 168	$ 136	$ 32	24 %
Investment income	(532)	(422)	110	26 %
Government subsidies	—	(892)	(892)	(100) %
Share of loss from investments in associates	528	217	311	143 %
Impairment of loan receivable and investments in associates	—	3,945	(3,945)	(100) %
Loss on disposal of property, plant and equipment	837	2,426	(1,589)	(65) %
Change in fair value of contingent consideration	317	3,392	(3,075)	(91) %
Change in fair value of derivative liabilities	(3,415)	(6,001)	(2,586)	(43) %
Legal provision (recovery)	—	1,050	(1,050)	(100) %
Total other (income)/expenses	$ (2,097)	$ 3,851	$ (12,684)	(329) %

IMPAIRMENT OF LOAN RECEIVABLE AND INVESTMENTS IN ASSOCIATES
Impairment of loan receivable and investments in associates was nil duringQ4 Fiscal 2022 compared to $3,945 inQ4 Fiscal 2021 when the Company recorded an impairment loss of $3,266 related its investment in Alpha-Cannabis Germany.

CHANGE IN FAIR VALUE OF CONTINGENT CONSIDERATION
Change in fair value of contingent consideration was a loss of $317 during Q4 Fiscal 2022 compared to a loss of $3,392 in Q4 Fiscal 2021. The current periods expense was due to the revaluation of the contingent liability payable to the vendors of Laurentian and the prior periods expense was due to the revaluation of the contingent liability payable to the vendors of EIC.

CHANGE IN FAIR VALUE OF DERIVATIVE LIABILITIES
Change in fair value of derivative warrant liabilities was a gain of $3,415 during Q4 Fiscal 2022 compared to a gain of $6,001 in Q4 Fiscal 2021 as movements in the Company's share price had a greater impact on the fair value of the derivative warrant liability in the prior year period.

ADJUSTED EBITDA
Positive adjusted EBITDA[5] was $3,232 in Q4 Fiscal 2022 compared to negative adjusted EBITDA o $4,818 in Q4 Fiscal 2021. The $8,050 increase in adjusted EBITDA from the comparative period is primarily attributable to the increase in adjusted gross margins[6] due to the higher volume of products sold, the impact of lower production costs that decreased cost of sales per unit sold, offset by the impact of lower ASP from higher quantities of value brands sold during Q4 Fiscal 2022. Please refer to the “Financial Review and Discussion of Operations” section of this MD&A for a reconciliation of adjusted EBITDA to net loss.

NET LOSS
The net loss was $6,144 in Q4 Fiscal 2022 compared to a net loss of $25,971 in Q4 Fiscal 2021. The decrease in net loss from the comparative period is primarily due to the increased revenues that improved operating income.

[5] Adjusted EBITDA is a non-IFRS financial measure. See "Cautionary Statement Regarding Certain Non-IFRS Measures" in the “Introduction” section of this MD&A, and the discussion under the heading “Adjusted EBITDA” and the reconciliation to IFRS measures in the "Financial Results and Review of Operations" section of this MD&A.
[6] Adjusted gross margin is a non-IFRS financial measure. See "Cautionary Statement Regarding Certain Non-IFRS Measures".

KEY DEVELOPMENTS DURING THE QUARTER AND SUBSEQUENT TO AUGUST 31, 2022

On June 24, 2022, the Company announced that it had reached a proposed settlement in a previously disclosed class action related to medical cannabis that was voluntarily recalled in December 2016 and January 2017.

During Q4 2022, the Company shipped $6.0 million of flower to Australia and Israel.

During Q1 2023, the Company shipped approximately $5.9 million of flower to Australia and Israel.

In November 2022, the Company announced HOLY MOUNTAIN, the Company's newest value "brand", featuring an initial lineup of legendary dried flower strains entering the market with value pressed hash. With the introduction of HOLY MOUNTAIN, Organigram now offers value-priced flower in an expanded range of sizes, starting with 3.5 gram offerings at launch.

In November 2022, the Company announced that it has entered into a new multi-year agreement to supply dried flower to Canndoc, a subsidiary of InterCure Ltd. ("InterCure"), Israel's largest and most established pharmaceutical cannabis producer. The agreement provides for a commitment to supply 10,000 kg of dried flower with an option for InterCure to elect purchase up to an additional 10,000 kg of dried flower for InterCure's international supply chain.

OPERATIONS AND PRODUCTION

Moncton Cultivation Campus

While the vast majority of incremental production capacity in the initial period of recreational legalization by the Company's competitors was generated from greenhouse (not indoor) production, Organigram focused on a core competency of controlling conditions in precisely built indoor environments with a commitment to continuous improvement and investment in information technology.

The Company continually assesses the critical facets of the lighting and environmental elements in its facilities in an effort to drive maximum quality and yield in the plants it cultivates. It is the Company's intention to continually improve and refine its cultivation and post-harvesting practices in an effort to achieve and maintain a competitive advantage in the space.

In Fiscal 2022, the Company continued to make progress on its ongoing improvement program. This included the implementation of various new initiatives at the Moncton Campus which has resulted in the increase in the average THC content per plant and the average yield per plant. Higher THC content continues to be desired by consumers and the higher yield per plant combined with greater economies of scale on ramping up cultivation capacity has resulted in lower cultivation costs per gram and ultimately benefits adjusted gross margins[7] when the product is sold. The Company continues to believe it is well-positioned and supported by the flexibility of the facility at the Moncton Campus to continue to see improvement in these areas. As the Company works with a number of different genetics and cultivars this process of improvement may not be linear or consistent across plants.

As part of its review of the continually expanding Canadian cannabis markets, its long-term demand forecast model and its cultural commitment to continuous improvement, management is reviewing its production capacity and methodologies with a focus on cost reductions which will further improve margins over time. Management obtained approval from the Board of Directors to complete the Phase 4C expansion of its Moncton Campus to significantly increase capacity and meet the near term increased consumer demand for the Company's products. The Company has also identified additional changes to its growing and harvesting methodologies, including facility design improvements that should assist the operating conditions of the Moncton Campus resulting in higher quality flower and a reduction in production costs. During Q4 fiscal 2022, the Phase 4C expansion at Moncton was completed which increased the approximate annual capacity to 85,000 kg of flower. The total capacity of the Moncton Campus will continue to fluctuate as the Company further refines its growing methods and room utilization.

The Company harvested 16,031 kg of dried flower during Q4 Fiscal 2022 compared to 12,085 kg of dried flower in Q4 Fiscal 2021. The increase of 4,016 kg (33%) from the comparative period was primarily related to increased cultivation planting, staffing and environmental upgrades along with additional rooms being available that occurred over Q4 Fiscal 2021 to Q4 Fiscal 2022, that was done in order to meet the increased demand for many of the Company's new products as part of its product portfolio revitalization as well as the increase in industry demand on the back of the then ongoing accelerated retail store build out, particularly in Ontario.

[7] Adjusted gross margin is a non-IFRS financial measure. See "Cautionary Statement Regarding Certain Non-IFRS Measures".

Moncton Derivatives Facility

Contained in the 56,000 square foot expansion referred to as Phase 5 of the Moncton Campus is the Company's derivatives facility. Phase 5 includes Supercritical CO_2, dry sift and cold water extraction laboratories, as well as in-house formulation and finishing of ingestibles, extracts, vape oils and concentrates, in addition to high speed cart filling, bottling and automated packaging. Some of this equipment remains in the commissioning and research and development phase.

Winnipeg Facility

The Company has a purpose-built, highly-automated, 51,000 square-foot manufacturing facility in Winnipeg, Manitoba which was also designed under EU GMP standards. The Company has no plans to seek certification in the immediate future but continues to evaluate paths to certification. The facility design and the equipment specifications were also designed to handle both smaller-batch artisanal manufacturing as well as large-scale nutraceutical-grade high-efficiency manufacturing and to produce highly customizable, precise, and scalable cannabis-infused products in various formats and dosages including pectin, gelatin, sugar-free soft chews (gummies) and lozenges with novel capabilities such as infusions, striping and the possibility of using fruit purees. Automation and efficiency investments in the facility has resulted in an increase in production. In September, 2021, the facility shipped 339,000 gummies, which increased to 3.0 million gummies in October, 2022.

The Winnipeg Facility currently holds a research license and a standard sale and processing license issued under the Cannabis Act. The Company commenced commercial operations during Fiscal 2021 and as of the date of this MD&A, the Winnipeg facility has over 90 employees.

The Company has been reviewing the capabilities and efficiencies of the Moncton Campus and Winnipeg Facility to determine how best to allocate its resources and functions across the two sites. As part of these operational efficiency initiatives, as of March 2022, the Company began transferring the production of ingestible extracts from the Moncton Campus to the Winnipeg Facility.

Lac-Supérieur Concentrates and Craft Flower Facility

The Company acquired the Lac-Supérieur Facility in December 2021. The Lac-Supérieur Facility has 6,800 square feet of cultivation area, which is currently being expanded to 33,000 square feet. The Lac-Supérieur Facility is currently equipped to produce approximately 600 kilograms of flower and 1 million packaged units of hash annually. The expansion program currently underway is expected to increase annual capacity to 2,400 kilograms of flower and 2 million packaged units of hash once completed. The Company has committed $13 million towards completing the expansion and management believes that there may be future opportunities for cost savings from further investments in automation.

CANADIAN ADULT-USE RECREATIONAL CANNABIS MARKET

Organigram continues to increase its focus on generating meaningful consumer insights and applying these insights to the ongoing optimization of its brand and product portfolio with a goal of ensuring that they are geared towards meeting consumer preferences. The Company aggressively and successfully revitalized its product portfolio to meet rapidly evolving consumer preferences and through its increased focus on insights in Fiscal 2022, has continued its expansion of brands and products aimed at driving continued momentum in the marketplace.

DRIED FLOWER AND PRE-ROLLS

Dried flower and pre-rolls remain the first and second largest product categories, respectively, in the Canadian adult-use recreational cannabis market[8] and the Company believes that these categories will continue to dominate based on the sales history in mature legal markets in certain U.S. states as well as regulatory restrictions on other form factors (e.g. the 10 mg per package THC limit in the edibles category). While the Company expects consumer preferences will slowly evolve away from THC and price being the key purchase drivers, today they appear to be the most important attributes to consumers for flower products. Over time, genetic diversity and other quality related attributes such as terpene profile, bud density, and aroma, are expected to become increasingly important. While the Company's efforts are focused on delivering on consumer expectations today, it is concurrently planning for the eventual evolution towards a more nuanced approach to cannabis appreciation through its ongoing work in genetic breeding and pheno-hunting with the goal of offering a unique and relevant assortment to consumers. Additionally, the strategic acquisition of Laurentian in December 2021 allows the Company the opportunity to participate in the growing craft cannabis segment, through its craft facility located in the province of Quebec.

The Company's portfolio of brands continues to show strong momentum within the flower segment in Canada and as of September 2022 maintains its #1 share in the flower category[6]. The SHRED varieties Funk Master, Tropic Thunder and Gnarberry were the three top selling flower SKUs in Canada[9], and Big Bag O' Buds continues to see month over month market share momentum in the large format category. The growth and significant contribution of these dried flower value segment brands, however, has contributed to overall margin pressure for Organigram and many of its peers over the last number of

[8] Hifyre data extract from October 18, 2022
[9] Source: Data extracted from Hifyre, October 18, 2022

quarters. To counteract this phenomenon, Organigram is dedicated to revitalizing its Edison brand and product portfolio, by launching new dried flower offerings with unique genetics and higher potency THC. The completion of these initiatives is expected to increase Edison sales, that have a higher ASP than value brands and therefore attract higher margins. Aligned with this strategy, in Fiscal 2022, the Company launched four new strains to the Edison product line. To address the growing demand for strain differentiation in the value segment, in Fiscal 2022 the Company expanded the strains available in its Big Bag O' Buds line and established a unique high quality, strain specific offering.

CANNABIS DERIVATIVES

While dried flower and pre-rolls are currently the largest categories in Canada, derivative cannabis products, including vapes, concentrates and edibles, are projected to continue to increase in market share over the next several years at the expense of flower.

Organigram is committed to these growing categories. The strategic acquisition of EIC in April 2021 provides the Company with the opportunity to produce high quality, edible products such as soft chews (gummies) and lozenges, at scale, positioning the Company to effectively compete in this segment. The acquisition of the Lac-Supérieur Facility in December 2021 also provides the Company with the ability to produce high-quality products in the growing hash segment. Since the acquisition, the Company has leveraged its industry-leading national distribution and field sales network to accelerate the distribution and sale of Tremblant Cannabis, its flagship hash brand, to all provinces in Canada.

Overall, Organigram holds the number #3 position in the gummy category[10].
SHRED'ems, the Company's cannabis-infused gummies, an extension of the popular, value-priced SHRED brand, were introduced in Q4 Fiscal 2021 and quickly gained momentum within the gummy segment. In Q3 Fiscal 2022, two new sour flavours were added to the product line, as well as SHRED'ems POP! – gummies formulated in three soft drink flavours: Cola, Root Beer and Cream Soda. In Q4 Fiscal 2022, SHRED'ems held the #3 market share position for net sales and #2 position by volume[8].

In Q1 of Fiscal 2022, the Company launched Monjour, a CBD-focused wellness brand with four SKUs. The large format and assorted flavours proved to be disruptive to the sector and, as of September 2022, Monjour's products were in the top five of gummies sold in Canada and the leading CBD-infused gummy[1]. The Monjour product line was further expanded in May 2022 with the introduction of CBN Bedtime Blueberry Lemon gummies, which combine the cannabinoid CBN with CBD and THC.

Edison JOLTS, high potency THC lozenges that were developed using proprietary IP, combine the benefits of sublingual oil with the convenience and portability of soft gels. JOLTS held the #2 position in net sales in the capsules and mints category in Q4 Fiscal 2022[8].

In Fiscal 2022, Organigram renewed its focus on building share within the vape category through unique formulations, premium hardware, and high-quality inputs. The Company launched new vape SKUs under the SHRED X brand in the popular 510 cartridge format and formulated in the flavour profiles of the SHRED milled flower products. The Company's vape strategy has had strong success in the market and since January 2022 has moved from the #22 position to #12 in market share in the vape category[8].

RESEARCH AND PRODUCT DEVELOPMENT

The Company’s management believes the cannabis industry is still in the nascent stages of product development and that product innovation backed by core fundamental research and development is necessary to establish a long-term competitive advantage in the industry. Research and development and innovation remain a hallmark of Organigram. The Company has made several investments in Fiscal 2021 and Fiscal 2022 that we anticipate will continue in Fiscal 2023 and strengthen the Company's focus in this area. These efforts are expected to allow Organigram to continue to position itself to be at the forefront of launching new, innovative, differentiated products and formulations that appeal to adult consumers.

BAT Product Development Collaboration and Centre of Excellence

In early Q4 Fiscal 2021, the Company announced the successful launch of the CoE outlined in the PDC Agreement with BAT which was established to focus on research and product development activities for the next generation of cannabis products, as well as cannabinoid fundamental science, with an initial focus on CBD. The CoE is located at the Moncton Campus, which holds the Health Canada licenses required to conduct research and development activities with cannabis products.

Under the PDC agreement, both Organigram and BAT have access to certain of each other’s IP and have the right to independently and globally commercialize the products, technologies, and IP created. Costs relating to the CoE are being

[10] Source: Data extracted from Hifyre, October 18, 2022

funded equally by Organigram and BAT. Approximately $31 million of BAT's investment in Organigram has been reserved for Organigram's portion of its funding obligations.

As of Q4 Fiscal 2022, the Organigram and BAT CoE have completed all key spaces including the R&D Laboratories, enhanced Analytics, Quality Assurance and Control laboratory, GPP production space, Sensory Testing Laboratory and state-of-the-art Biolab for advanced plant science research. The CoE has undertaken initial stage development and safety studies on first generation edibles and novel beverages as part of its work. The CoE has also created and assessed numerous delivery systems and created over 60 unique formulations to develop differentiated products in the future.

Plant Science, Breeding and Genomics Research and Development in Moncton

Organigram's cultivation program; a key strategic advantage for the Company has continued its expansion with the addition of a dedicated cultivation R&D space. The new space has accelerated rapid assessment and screening, delivering 20 to 30 unique cultivars every two months while freeing up rooms for commercial grow. The Plant Science team continues to move the garden towards unique, high terpene and high THC, in-house grown cultivars, while also leveraging the newly commissioned Biolab for ongoing plant science innovation focusing on quality, potency and disease-resistance marker discovery to enrich the future flower pipeline.

OUTLOOK

The Company's outlook remains positive on the cannabis market both in Canada and internationally. Canada-wide recreational retail sales are expected to total $5.3 billion in calendar 2026.[11]

The Company believes there are a few factors creating tailwinds to facilitate further industry growth. First, the legalization in October of 2019 of cannabis derivative products has attracted consumers who were not interested in smoking or vaporizing dried flower (including pre-rolls). Newer categories such as vape pens, edibles (soft chews, chocolates), beverages and other ingestible products have significantly expanded the addressable market and proliferation of SKUs continues in these categories offering consumers a wider range of product formulations, flavours and price points. Second, the number of brick-and-mortar retail stores has increased significantly, particularly in Ontario where the number of stores approaches 1,700 with the national count now surpassing 3,400 stores. Third, the industry as a whole has made a concerted effort to match or beat illicit market pricing, particularly on dried flower, which has helped to accelerate the conversion of consumers from illicit to legal consumption.

Notwithstanding the above, the cannabis industry in Canada remains highly competitive and has been oversupplied versus the current market demand considering both regulated Licensed Producers and the still largely unfettered operations of the illicit market including many online delivery platforms. Since adult-use recreational cannabis legalization in Canada, consumer trends and preferences have continued to evolve, including significant growth in the large format value segment, a desire for higher THC potency particularly in dried flower, as well as a penchant for newness, including new genetic strains and novel products. Organigram continues to revitalize its product portfolio to address these changing consumer trends and preferences in order to grow sales and capture market share. The Company has also seen supply and demand dynamics brought into a more equilibrated state as many LPs have shuttered surplus cultivation capacity including as a direct result of M&A and liquidation activities.

Against this backdrop of strong industry growth, increased demand for the Company's products is evidenced by Organigram's national adult-use recreational cannabis retail market share ("market share") in Canada. The Company's market share was 8.2% in September, 2022. As of the date of this MD&A, Organigram is ranked as the #2 Licensed Producer in Canada by market share[9]. Organigram also has leading market share with a #1 position in Ontario in shipped sales with a 8.8% share and in the Maritimes with a 14% share[12]. In Quebec, the Company held the #3 position in terms of shipped sales[13] and as of September 2022, increased the number of SKUs in market from 21 to 35. Management believes that the Company is better equipped to fulfill demand in Fiscal 2023 with larger harvests, driven by stronger yields and harvests from the Moncton Phase 4C expansion coming online, compared to Fiscal 2022. In addition to the domestic sales growth, during Fiscal 2022, Organigram completed three shipments to Canndoc in Israel, two shipments to Medcan and two shipments to Cannatrek in Australia. With a full year of revenues from the Company's Lac-Supérieur Facility, management expects that the Company will generate higher revenue in Fiscal 2023 as compared to Fiscal 2022.
The Company intends to continue to leverage its Moncton Campus which it believes can provide a sustainable competitive advantage over its peers as a result of having over 131 three-tiered cultivation rooms each with the ability to deliver bespoke growing environmental conditions (lighting, humidity, fertigation, plant density) tailored individually to a wide variety of genetics (113 of these rooms are used for the flowering period). With an improved genetics portfolio, (including contributions from the dedicated cultivation R&D space at the newly commissioned BioLab) and a higher average THC being grown than

[11] BDSA Canada Market Forecast, September 2022
[12] OCS wholesale shipped data FY22; Maritime Provincial Boards data: CNB, NSLC, PEILCC
[13] Weedcrawler, Fiscal Year 2022

the previous year, the Company believes it is well positioned to take advantage of the dried flower and pre-roll categories which collectively represents approximately 70%[14] of the Canadian legal market.

Opportunities to scale up new genetics require a patient and deliberate process where cultivation protocols are trialed for each strain and adjusted through multiple growth cycles before full roll-out to multiple rooms in the facility. The Company has launched several new genetics under the Edison brand. Organigram's commitment to invest in new genetics continues and the Company expects to launch more new high THC and high terpene genetics in the near term.

In addition to traditional dried flower and pre-roll offerings, Organigram expects to be in a position to generate more revenue growth from the production of soft chews and other confectionary products with the specialized equipment in the Winnipeg Facility. The Company completed its first sales of Winnipeg Facility manufactured soft chews during Q4 Fiscal 2021, and launched several line extensions during Fiscal 2022. In Fiscal 2023, management expects continued meaningful growth in this product category.

The Lac-Supérieur Facility was acquired in December 2021 and adds hash and artisanal craft cannabis to the Company's offering. The application of the Company's direct sales force and national distribution, has been successful at achieving national distribution for the facility's hash products and is expected to generate additional revenues for these operations in Fiscal 2023.

Unabsorbed overhead costs were $nil in Q2, Q3 and Q4 of Fiscal 2022, a significant reduction from $1,400 in Q4 Fiscal 2021 (entire Fiscal 2021 was $8,063). The prior periods had significant unabsorbed overhead costs as a consequence of the unused or idled grow rooms. With the Company's cultivation operating at capacity there was no current period charge for idled or unused rooms and for costs related to underutilization of certain derivative products manufacturing equipment. The Company does not expect to incur expenses for unabsorbed overheads for Fiscal 2023.

The Company expects to begin to see a sequential improvement in adjusted gross margins[15] in Q1 Fiscal 2023 largely due to lower cultivation costs from higher plant yields, and realize the benefit of several ongoing cost efficiency improvements. In Q4 Fiscal 2022, the Company also began to realize lower production costs from the larger scale achieved with the Phase 4C expansion at the Moncton Campus which it expects to continue through Fiscal 2023.

The overall level of Q1 Fiscal 2023 adjusted gross margins versus Q1 Fiscal 2022 adjusted gross margins will also be dependent on other factors including, but not limited to, product category and brand sales mix.

Organigram has identified the following opportunities which it believes have the potential to further improve adjusted gross margins over time:

- Economies of scale and efficiencies gained from the scale-up on cultivation, which now includes harvests from grow rooms now available from the completion of the construction of Phase 4C of the Moncton Campus;
- The Company has implemented changes to its cultivation and harvesting methodologies and design improvements that should enhance the operating conditions of the Moncton Campus and result in higher quality flower and improved yields (which reduces production costs). See "Balance Sheet, Liquidity and Capital Resources" section of this MD&A for more detail;
- International sales have historically attracted higher margins and are expected to represent a greater proportion of the Company's revenue. See "International" section below;
- Increased sales in the vape category, that generally attract higher margins;
- Continued investment in automation is expected to drive cost efficiencies and reduce dependence on manual labour;
- The recent launches of new products such as Monjour CBN gummies and SHRED X vapes represent new potential avenues of growth with expected attractive long-term margin profiles for the Company;
- The launch of additional products across different derivative categories; and
- The margin contribution from the addition of the Lac-Supérieur Facility portfolio of products.

In Fiscal 2022, research and development activities have been shown separately from general and administrative expenses in the Financial Statements, but are still being grouped with operating expenses.

Outside of Canada, the Company serves international markets (including Israel and Australia) from Canada via export permits and is looking to augment sales channels internationally over time in other markets. The Company continues to monitor regulatory developments in other jurisdictions. In early Q1 Fiscal 2021, the Israeli Ministry of Health amended its quality standards for imported medical cannabis. In June 2021, the Company received its Good Agricultural Practice certification from Control Union Certifications under the Control Union Medical Cannabis Standard ("CUMCS") in order to permit it to continue its shipments to Israel under the amended Israeli quality standards. The Company has sought and during May 2022

[14] Source: Hifyre data extract from October 18, 2022
[15] Adjusted gross margin is a non-IFRS financial measure. See "Cautionary Statement Regarding Certain Non-IFRS Measures".

received an updated certification for IMC-GAP by CUMCS to demonstrate it continues to meet the evolving Israeli quality standards. This certification is subject to ongoing audit requirements.

Shipments to Canndoc resumed during Fiscal 2022 and on November 17, 2022, the Company entered into a multi-year agreement with Canndoc that contemplates shipping up to 20,000 kilograms of dried flower. Future shipments to Australia and Israel are contingent upon the timing and receipt of regulatory approval from Health Canada, including obtaining an export permit, as well as timing and receipt of regulatory approval from the purchaser's regulatory authority, including obtaining an import permit.

Recent political changes and cannabis election ballot initiatives for both medical and recreational use in the United States suggest that the potential movements to U.S. federal legalization of cannabis (THC) remain difficult to predict. The Company continues to monitor and develop a potential U.S. entry strategy that could include THC, CBD and other minor cannabinoids. The Company continues to monitor recreational legalization opportunities in European jurisdictions with a particular focus on German opportunities based on the size of the addressable market and recent regulatory changes.

With the significant capital injection from BAT and the PDC Agreement, the Company is well positioned to expand into the U.S. and further international markets at the appropriate time and subject to applicable laws. Under the PDC Agreement, the Company is granted a worldwide, royalty-free, sub-licensable, perpetual license to exploit IP developed under the PDC Agreement in any field. This license, which is non-exclusive outside of Canada and sole in Canada will also enhance Organigram's ability to enter markets outside of Canada, including through sublicensing arrangements with established operators.

Without limiting the generality of risk factor disclosures referenced in the "Risk Factors" section of this MD&A, the expectations concerning revenue, adjusted gross margins and SG&A are based on the following general assumptions: consistency of revenue experience with indications of performance to date, consistency of ordering and return patterns or other factors with prior periods and no material change in legal regulation, market factors or general economic conditions. The Company disclaims any obligation to update any of the forward looking information except as required by applicable law. See cautionary statement in the "Introduction" section at the beginning of this MD&A.

MEDICAL MARKET

The cannabis data company BDSA estimates that the Canadian medical market value for calendar 2022 at $320M, a 13% year-over-year decline[16]. Also, the number of medical patients is projected to further decrease within the year, largely due to migration to the recreational channel. In Fiscal 2022, Organigram shifted its medical strategy from direct shipment to patients to fulfillment through the Medical Cannabis by Shoppers platform offered by Shoppers Drug Mart. The Company has transitioned its patient base to the platform and continues to be committed to patients through its partnership with Shoppers Drug Mart.

STRATEGIC INVESTMENTS AND DEVELOPMENTS

The Company remains committed to the development and acquisition of cannabis or hemp related businesses and production assets in Canada and abroad (subject to compliance with applicable laws), intellectual properties, technologies or other assets that are synergistic to the Company's Canadian and international strategies.

Hyasynth Strategic Investment

The Company entered into a strategic investment to purchase an aggregate of $10,000 convertible secured debentures (the "Hyasynth Debentures") of Hyasynth, a biotechnology company based in Montreal and pioneer in the field of cannabinoid science and biosynthesis, in three separate tranches. This provides the Company with a potential ownership interest of up to 49.9% on a fully diluted basis. The Company has appointed two nominee directors to the board of Hyasynth, which currently has seven members.

Hyasynth has patent-pending enzymes, yeast strains and processes that make it possible to produce cannabinoids for a fraction of the cost of traditional plant-based production. In addition to the major cannabinoids such as CBD and THC, Hyasynth is also pursuing the production and scale-up of minor cannabinoids found only in limited quantities in the cannabis plant. While the Company expects that there will always be a need for premium indoor-grown cannabis flowers, working with Hyasynth offers the potential to respond more quickly to market demand for pure and consistent cannabinoid-based ingredients.

[16] BDSA Market Forecast, September 2022

FINANCIAL RESULTS AND REVIEW OF OPERATIONS

CAUTIONARY NOTE REGARDING NON-IFRS FINANCIAL MEASURES

The Company uses certain non-IFRS performance measures such as adjusted EBITDA and adjusted gross margin in its MD&A or other public documents, which are not measures calculated in accordance with IFRS and have limitations as analytical tools. These performance measures have no prescribed meaning under IFRS and therefore amounts presented may not be comparable to similar data presented by other companies. The data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance such as net income or other data prepared in accordance with IFRS. See the cautionary statement in the "Introduction" section at the beginning of this MD&A, and the following discussion.

FINANCIAL HIGHLIGHTS

Below is the year-over-year analysis of the changes that occurred between the years ended August 31, 2022 and August 31, 2021. Commentary is provided in the pages that follow.

	Fiscal 2022	Fiscal 2021[17]	$ CHANGE	% CHANGE	Fiscal 2020 [12]
Financial Results					
Gross revenue	$ 209,109	$ 109,859	$ 99,250	90 %	$ 103,387
Net revenue	$ 145,809	$ 79,163	$ 66,646	84 %	$ 86,795
Cost of sales	$ 119,037	$ 103,567	$ 15,470	15 %	$ 105,004
Gross margin before fair value adjustments	$ 26,772	$ (24,404)	$ 51,176	210 %	$ (18,209)
Gross margin % before fair value adjustments	18 %	(31)%	49 %	158 %	(21)%
Realized loss on fair value on inventories sold and other inventory charges	$ (35,204)	$ (35,721)	$ (517)	(1) %	
Unrealized gain on changes in fair value of biological assets	$ 40,001	$ 31,726	$ 8,275	26 %	$ (38,281)
Gross margin	$ 31,569	$ (28,399)	$ 59,968	211 %	$ (56,490)
Operating expenses	$ 74,720	$ 63,421	$ 11,299	18 %	$ 89,020
Loss from operations	$ (43,151)	$ (91,820)	$ 48,669	53 %	$ (145,510)
Other (income) expenses	$ (28,868)	$ 38,884	$ 67,752	174 %	$ (9,353)
Net loss	$ (14,283)	$ (130,704)	$ 116,421	89 %	$ (136,157)
Net loss per common share, basic	$ (0.046)	$ (0.510)	$ 0.464	91 %	$ (0.789)
Net loss per common share, diluted	$ (0.046)	$ (0.510)	$ 0.464	91 %	$ (0.789)
Net cash used in operating activities	$ 36,211	$ 28,589	$ 7,622	27 %	$ 45,125
Adjusted Gross Margin[(1)]	$ 33,390	$ 3,563	$ 29,827	837 %	$ 28,904
Adjusted Gross Margin %[(1)]	23 %	5 %	18%	360 %	33%
Adjusted EBITDA[(1)]	$ 3,484	$ (27,643)	$ 31,127	113 %	$ 2,024
Financial Position					
Working capital	$ 166,338	$ 234,349	$ (68,011)	(29) %	$ 141,123
Inventory and biological assets	$ 68,282	$ 48,818	$ 19,464	40 %	$ 71,759
Total assets	$ 577,107	$ 554,017	$ 23,090	4 %	$ 435,127
Non-current financial liabilities[(2)]	$ 2,361	$ 4,881	$ (2,520)	(52) %	$ 106,289

Note 1: Non-IFRS measures that have been defined and reconciled within their respective subsections in this section of the MD&A.
Note 2: Non-current financial liabilities excludes non-monetary balances related to contingent share consideration, derivative liabilities and deferred income taxes.

NET REVENUE

Net revenue for the Company is defined as gross revenue, net of customer fees, discounts, rebates, and sales returns and recoveries, less excise taxes. Revenue consists primarily of dried flower and cannabis derivative products sold to the adult-use recreational cannabis, medical cannabis, wholesale, and international cannabis marketplaces.

For the year ended August 31, 2022, the Company recorded an increase of 84% in net revenues to $145,809 from $79,163 for the year ended August 31, 2021. Net revenue increased on a year-over-year basis primarily due to an increase in recreational revenue of $53,436 and international revenue of $14,752, partially offset by a decrease in medical sales.

[17] Certain reclassifications have been made to the prior year comparative figures (Fiscal 2020 figures are not reclassified) to enhance comparability with the current period amounts, none of the reclassifications resulted in a change to net loss or shareholders' equity. See Note 29 of the Financial Statements.

For the year ended August 31, 2022, the net ASP of recreational flower decreased to $1.83 per gram compared to $2.46 per gram for the year ended August 31, 2021, due to a shift towards value-oriented large format products and general price compression.

Sales volumes of all flower in grams increased 112% to 57,003 kg for the year ended August 31, 2022 compared to 26,903 kg in the prior year, primarily due to an increase to sales volume, and new large-format products that have been well-received by the market.

REVENUE COMPOSITION

The Company's revenue composition by product category was as follows for the years ended August 31, 2022 and 2021:

	Fiscal 2022	Fiscal 2021
International Flower and Oil	$15,138	$386
Medical, net of excise duty	7,309	8,672
Recreational Oil, net of excise duty	71	348
Recreational Flower, net of excise duty	92,612	62,093
Recreational Vapes, net of excise duty	5,573	3,806
Recreational Hash, net of excise duty	6,297	—
Recreational Infused Pre-rolls, net of excise duty	117	—
Recreational Edibles, net of excise duty	12,269	1,485
Recreational Ingestible Extracts, net of excise duty	5,010	313
Recreational Powder, net of excise duty	—	469
Wholesale and Other	1,413	1,591
Total Net Revenue	$145,809	$79,163

COST OF SALES AND GROSS MARGIN

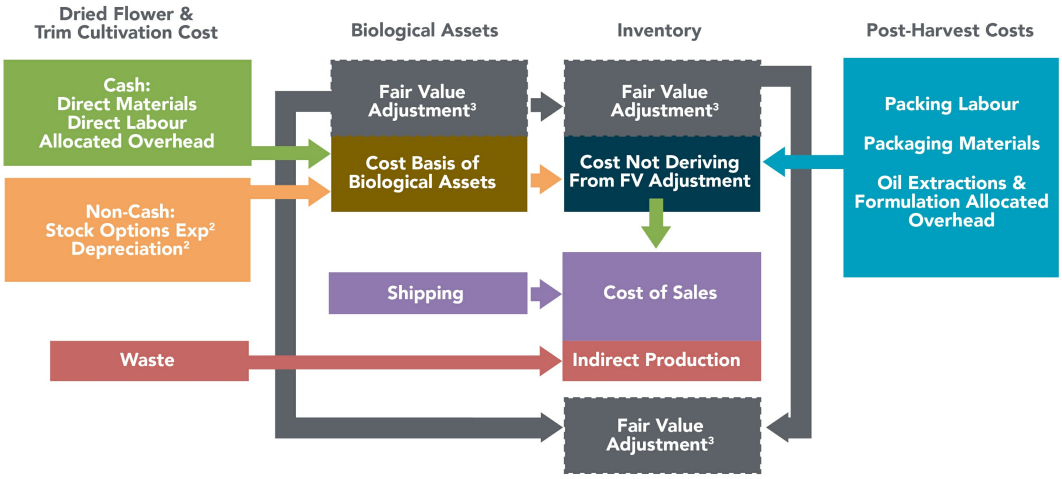
The gross margin for the year ended August 31, 2022 was $31,569, compared to $(28,399) for the prior year. The changes and significant items impacting the year ended August 31, 2022 were primarily as a result of: (i) lower cultivation and post-harvest costs on a per unit basis; (ii) inventory provisions of excess and unsaleable inventories as well as inventory provisions to net realizable value of $4,546 compared to $19,904 in the prior year; (iii) unabsorbed overhead of $709 compared to $8,063 in the prior year as a result of lower production volumes in Fiscal 2021; (iv) a lower ASP from increased competition and the ongoing evolution of the customer and product mix; and (v) provisions to net realizable value relating to the fair value component of inventories (fair value loss of $4,071, compared to $16,232 in the prior year).

Included in gross margin are the changes in the fair value of biological assets related to IFRS standard IAS 41 – Agriculture. The net increase in fair value adjustments on year-over-year basis is due to an increase in harvested and in-progress plants resulting in an increase in fair value on the growth of biological assets of $40,001 compared to $31,726 in the prior year, which was offset by the realization of the fair value increment for inventory sold of $(31,133) (August 31, 2021 – $(19,489)) and adjustments to the net realizable value of inventory of $(4,071) (August 31, 2021 – $(16,232)).

Cost of sales primarily consists of the following:

- Costs of sales of cannabis (dried flower, pre-rolls, and wholesale/international bulk flower), cannabis extracts, vapes, chocolates, and other wholesale formats such as extract) include the direct costs of materials and packaging, labour, including any associated share-based compensation, and depreciation of manufacturing building and equipment. This includes cultivation costs (growing, harvesting, drying, and processing costs), extraction, vape filling, quality assurance and quality control, as well as packaging and labelling;
- Costs related to other products, such as vaporizers and other accessories;
- Shipping expenses to deliver product to the customer;
- The production costs of late-stage biological assets that are disposed of, plants destroyed that do not meet the Company's quality assurance standards, provisions for excess and unsaleable inventories and provisions related to adjustments to net realizable value that reduce the carrying value of inventory below the original production or purchase cost, and other production overhead; and
- Unabsorbed fixed overhead charges, comprised of depreciation, insurance, and property taxes, resulting from the underutilization of cultivation and production capacity.

Illustrative Overview of Composition and Flow of Biological Assets, Inventories, and Cost of Sales



Note 1: The above illustration is for informational purposes only and should not be viewed as an exact representation of the actual flow of inputs and outputs. Certain items referenced above may not have a standard meaning under IFRS and therefore should be considered non-IFRS measures. Readers should refer to the notes of the Financial Statements for the official accounting policies.
Note 2: The majority of stock options and depreciation expense related to the manufacturing and operations departments are capitalized as part of cultivation and inventory production costs; however, a certain amount of these expenses that relate to overhead departments and underutilization of the Moncton Campus are expensed directly to cost of sales.
Note 3: Fair value adjustments are made to the cost basis of biological assets which collectively become the cost basis of inventories. Inventories are then carried at the lower of cost and net realizable value. When sold a portion of inventory is charged to cost of sales (actual costs) with the remainder (fair value adjustments) to "Realized loss on fair value on inventories sold and other inventory charges" on the consolidated statements of operations and comprehensive loss.
Note 4: Excise taxes are excluded from this diagram and are reflected as a netting adjustment against gross revenue to arrive at net revenue for presentation purposes in the consolidated statements of operations and comprehensive loss.

ADJUSTED GROSS MARGIN

Adjusted gross margin is a non-IFRS measure that the Company defines as net revenue less: (i) unrealized gain (loss) on changes in fair value of biological assets; (ii) realized fair value on inventories sold and other inventory charges; (iii) provisions and impairment of inventories and biological assets; (iv) provisions to net realizable value; (v) COVID-19 related charges; and (vi) unabsorbed overhead relating to underutilization of the production facility grow rooms and manufacturing equipment, most of which is related to non-cash depreciation expense. Management believes that these measures provide useful information to assess the profitability of our operations as it represents the normalized gross margin generated from operations and excludes the effects of non-cash fair value adjustments on inventories and biological assets, which are required by IFRS . See the cautionary statement regarding non-IFRS financial measures in the "Introduction" section at the beginning of this MD&A and the reconciliation to IFRS measures in the "Financial Results and Review of Operations" section of this MD&A. The most directly comparable measure to adjusted gross margin calculated in accordance with IFRS is gross margin before fair value adjustments.

	Q1-F21	Q2-F21	Q3-F21	Q4-F21	Q1-F22	Q2-F22	Q3-F22	Q4-F22	Fiscal 2022
Net revenue	$ 19,331	$ 14,643	$ 20,324	$ 24,865	$ 30,378	$ 31,836	$ 38,115	$ 45,480	$ 145,809
Cost of sales before adjustments	17,383	15,323	21,046	21,848	24,903	23,581	28,817	35,118	112,419
Adjusted Gross margin	1,948	(680)	(722)	3,017	5,475	8,255	9,298	10,362	33,390
Adjusted Gross margin %	10 %	(5)%	(4)%	12 %	18 %	26 %	24 %	23 %	23 %
Less:									
Provisions (recoveries) and impairment of inventories and biological assets	3,051	10,050	(59)	1,997	1,845	686	(83)	1,600	4,048
Provisions to net realizable value	75	3,499	669	622	467	25	6	—	498
Realized fair value on inventories sold from acquisitions	—	—	—	—	—	663	700	—	1,363
COVID-19 related charges	—	—	—	—	—	—	—	—	—
Unabsorbed overhead	2,664	2,274	1,725	1,400	709	—	—	—	709
Gross margin before fair value adjustments	$ (3,842)	$ (16,503)	$ (3,057)	$ (1,002)	$ 2,454	$ 6,881	$ 8,675	$ 8,762	$ 26,772
Gross margin % (before fair value adjustments)	(20)%	(113)%	(15)%	(4)%	8 %	22 %	23 %	19 %	18 %
Add/(Deduct):									
Realized loss on fair value on inventories sold and other inventory charges	$ (12,718)	$ (7,208)	$ (8,509)	$ (7,286)	$ (12,313)	$ (5,314)	$ (7,386)	$ (10,191)	$ (35,204)
Unrealized gain (loss) on changes in fair value of biological assets	$ (114)	$ 6,516	$ 13,685	$ 11,639	$ 10,469	$ 7,502	$ 6,353	$ 15,677	$ 40,001
Gross margin[1]	$ (16,674)	$ (17,195)	$ 2,119	$ 3,351	$ 610	$ 9,069	$ 7,642	$ 14,248	$ 31,569
Gross margin %[1]	(86)%	(117)%	10 %	13 %	2 %	28 %	20 %	31 %	22 %

Note 1: Gross margin reflects the IFRS measure per the Company's Financial Statements.

Compared to Fiscal 2021, the increase in gross margin before fair value changes to biological assets and inventories in Fiscal 2022 is due to the combination of higher net revenue, lower cultivation and post-harvest costs, lower inventory provisions, and lower unabsorbed overhead.

OPERATING EXPENSES

	Fiscal 2022	Fiscal 2021	CHANGE	% CHANGE
General and administrative	$ 42,908	$ 29,920	$ 12,988	43 %
Sales and marketing	16,860	15,807	1,053	7 %
Research and development	5,962	3,645	2,317	64 %
Share-based compensation	4,745	3,215	1,530	48 %
Impairment of property, plant and equipment	4,245	9,133	(4,888)	(54) %
Impairment of intangible assets	—	1,701	(1,701)	(100) %
Total operating expenses	$ 74,720	$ 63,421	$ 11,299	18 %

GENERAL AND ADMINISTRATIVE

For the year ended August 31, 2022, the Company incurred general and administrative expenses of $42,908 compared to $29,920 for the prior year comparative period. The increase year-over-year mainly relates to higher employee costs due to more general and administrative full-time employees driven by the acquisitions of EIC and Laurentian, higher depreciation and amortization related to the two acquisitions, general wage increases, and higher technology costs which includes $3,203 (August 31, 2021: $Nil) in ERP installation costs.

SALES AND MARKETING

For the year ended August 31, 2022, the Company incurred sales and marketing expenses of $16,860 or 12% of net revenues as compared to $15,807 or 20% of net revenues for the prior year.

RESEARCH AND DEVELOPMENT

Research and development costs of $5,962 increased from the prior year cost of $3,645, as the Company ramps up activity under the PDC Agreement and other internal product innovation projects.

SHARE-BASED COMPENSATION

For the year ended August 31, 2022, the Company recognized $4,745, in share-based compensation in relation to selling, marketing, general and administrative, and research and development employees compared to $3,215 for the prior year due to a greater number of equity awards issued during Fiscal 2022 as compared to Fiscal 2021.

Total share-based compensation charges, including those related to production employees that are charged to biological assets and inventory and amounts amortized for the year ended August 31, 2022, were $5,127 compared to $3,896 for the comparable period, the changes being consistent with those noted above.

For the year ended August 31, 2022, 5,477,000 options were granted, valued at $6,029, compared to 1,255,000 options granted in the prior year, valued at $2,169. Included in the year ended August 31, 2022 were 3,287,000 options granted to key management personnel compared to 830,000 options granted for the year ended August 31, 2021.

During the year ended August 31, 2022, 1,444,678 restricted share units ("RSUs") were granted to employees (August 31, 2021 – 416,063), of which 380,372 RSUs were issued to key management personnel, which includes members of the Board of Directors, compared to 359,538 issued for the year ended August 31, 2021.

During the year ended August 31, 2022, 188,273 performance share units ("PSUs") were granted to employees (August 31, 2021 – 440,477), of which 158,967 PSUs were issued to key management personnel compared to 270,877 issued for the prior year.

Share-based compensation represents a non-cash expense and was valued using the Black-Scholes valuation model for stock options and using the fair value of the shares on the date of the grant for RSUs. The fair value of PSUs was based on the Company's share price at the grant date, adjusted for an estimate of likelihood of achievement of the defined performance criteria.

IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT

Impairment on property, plant, equipment decreased from the prior year amount of $9,133 to $4,245. During Q4 Fiscal 2021, due to decline in utilization of the equipment and declining revenues, management reassessed the useful life of the chocolate manufacturing equipment, and as a result recognized accelerated depreciation of $9,133. During year ended August 31, 2022, the Company made the strategic decision to cease manufacturing chocolate at its Moncton Campus. As a result, the asset is measured at the lower of its carrying amount and fair value less costs to sell and the Company recognized an impairment loss of $3,978 in relation to this asset.

OTHER (INCOME) EXPENSES

	Fiscal 2022	Fiscal 2021	CHANGE	% CHANGE
Financing costs	$ 429	$ 2,960	$ (2,531)	(86) %
Investment income	(1,487)	(854)	633	74 %
Insurance recoveries	(181)	—	181	100 %
Government subsidies	(154)	(8,147)	(7,993)	(98) %
Share of loss from investments in associates	1,364	1,118	246	22 %
Impairment of loan receivable and investments in associates	250	5,245	(4,995)	(95) %
Loss on disposal of property, plant and equipment	6,580	2,426	4,154	171 %
Change in fair value of contingent consideration	(2,621)	3,558	6,179	174 %
Share issue costs allocated to derivative liabilities	—	803	(803)	(100) %
Change in fair value of derivative liabilities	(32,650)	29,025	61,675	212 %
Legal provision (recovery)	(310)	2,750	3,060	111 %
Total other (income)/expenses	$ (28,780)	$ 38,884	$ (67,664)	(174) %

FINANCING COSTS AND INVESTMENT INCOME

Financing costs are comprised of cash interest expense, the amortization of related transaction costs, and the amortization of discount of long-term debt outstanding during the period. The decrease in financing costs for the year ended August 31, 2022 to $429 from $2,960 in the prior year comparative periods is mainly attributable to the repayment of the term loan balance outstanding during Fiscal 2021.

Investment income of $1,487 was earned for the year ended August 31, 2022, compared to $854 for the year ended August 31, 2021. The change in investment income was due to year-over-year changes in interest income, owing to the increase in cash and short-term investments that are earning interest income.

GOVERNMENT SUBSIDIES

On April 1, 2020, Department of Finance of Canada announced the Canada Emergency Wage Subsidy ("CEWS"), which would subsidize 75% of employee wages, retroactive to March 15, 2020, to Canadian employers whose business had been affected by COVID-19 to enable them to re-hire workers previously laid off as a result of the pandemic, help prevent further job losses, and to better position companies to resume normal operations following the crisis. Additionally, on October 9, 2020, the

creation of the Canada Emergency Rent Subsidy ("CERS") program was announced to provide support to qualifying tenants and property owners in the form of rent subsidy that is made available to organizations that continue to endure declining revenues, and the lockdown support, which provides an additional top-up to those entities that must either close or significantly restrict their activities due to a public health order. Under these programs, the Company received subsidies for the year ended August 31, 2022 of $154 compared to $8,147 for the year ended August 31, 2021.

INVESTMENTS IN ASSOCIATES AND CONTINGENT CONSIDERATION

During Q1 Fiscal 2019, the Company made three strategic and international investments as described previously in this MD&A, which are being accounted for as investments in associates in the Company's financial statements. During the year ended August 31, 2022, the Company's share of loss from these investments in associates was $1,364, compared to a loss of $1,118 in the prior year comparative period.

In connection with the Company's acquisition of EIC as described in Note 27 of the Financial Statements, the Company has commitments to deliver additional consideration. At August 31, 2022, the Company revalued the remaining contingent liability and recorded a corresponding change in fair value in the consolidated statement of operations and comprehensive loss of $1,462 (August 31, 2021 - $3,789) for the year ended August 31, 2022. At August 31, 2022, the outstanding balance is $7,000, all of which is included in current liabilities.

In connection with the Company's acquisition of Laurentian as described in Note 27 of the Financial Statements, the Company has commitments to deliver additional consideration. At August 31, 2022, the Company revalued the contingent liability to an estimated fair value of $2,913, resulting in a gain in fair value recorded in the consolidated statement of operations and comprehensive loss of $4,083 for the year ended August 31, 2022. At August 31, 2022, all of the balance is included in non-current liabilities.

DERIVATIVE WARRANT LIABILITIES

On November 12, 2020, the Company closed an underwritten public offering of units of the Company (the "Units") for total gross proceeds of $69,143 (the "Offering"). The Company sold 37,375,000 Units at a price of $1.85 per Unit, including 4,875,000 Units sold pursuant to the full exercise of the over-allotment option granted to the underwriters. The offering was underwritten by a syndicate of underwriters led by Canaccord Genuity Corp. Each Unit consisted of one Common Share of the Company and one half of one Common Share purchase warrant of the Company (each full common share purchase warrant, a "Warrant"), therefore resulting in 18,687,500 Warrants being issued. Each Warrant is exercisable to acquire one Common Share of the Company (a "Warrant Share") for a period of three years following the closing date of the Offering (i.e. until November 12, 2023) at an exercise price of $2.50 per Warrant Share, subject to adjustment in certain events. The holders of the Warrants issued pursuant to the Offering may elect, if the Company does not have an effective registration statement under the U.S. Securities Act, or the prospectus contained therein is not available for the offer and sale of the Common Shares to the Warrant holder, in lieu of exercising the Warrants for cash, a cashless exercise option to receive Common Shares equal to the fair value of the gain implied by the Warrants at the time of exercise. The fair value is determined by multiplying the number of Warrants to be exercised by the weighted average market price less the exercise price with the difference being divided by the weighted average market price. If a Warrant holder exercises this option, there will be variability in the number of shares issued per Warrant.

In accordance with IAS 32 *Financial Instruments: Presentation*, a contract to issue a variable number of shares fails to meet the definition of equity and must instead be classified as a derivative liability and measured at fair value with changes in fair value recognized in the consolidated statement of operations and comprehensive loss at each reporting period. The derivative warrant liabilities are expected to ultimately be converted into the Company's equity (Common Shares) when the Warrants are exercised or will be extinguished on the expiry of the outstanding Warrants and will not result in the outlay of any cash by the Company.

At initial recognition on November 12, 2020, the Company recorded derivative liabilities of $12,894 based on the estimated fair value of the Warrants at this date using the Black-Scholes option pricing model. Share issuance costs of $803 were recognized and allocated to derivative liabilities, such amount represents on a pro-rata allocation of total issuance costs attributable to the Units sold in the Offering based on the relative fair value of the underlying Common Shares and Warrants.

There were no exercises of Warrants during the year ended August 31, 2022 (August 31, 2021 - 1,743,850 warrants). As at August 31, 2022, the Company revalued the remaining derivative warrant liabilities at an estimated fair value of $4,138 (August 31, 2021 – $35,019) using the Black-Scholes option pricing model. The Company recorded a decrease in the estimated fair value of the derivative warrant liabilities for the year ended August 31, 2022 of $30,881 (August 31, 2021 - an increase of $29,257).

DERIVATIVE TOP-UP RIGHTS LIABILITIES

On March 10, 2021, through the strategic investment from BAT, the Company issued 58,336,392 Common Shares, resulting in BAT's beneficial ownership in the Company at approximately 19.9%, as described in Note 13 of the Financial Statements.

Pursuant to the investor rights agreement (the "IRA") between the Company and BAT, the Company granted BAT certain rights, including pre-emptive rights, to participate in distributions of Common Shares to maintain its proportionate ownership in certain circumstances, as well as other rights ("Top-up Rights") to subscribe for additional Common Shares in specified circumstances where the pre-emptive rights are not applicable (referred to in the IRA as "Exempt Distributions") and in specified circumstances where pre-emptive rights were not exercised (referred to in the IRA as “bought deal Distributions”).

The price per Common Share to be paid by BAT pursuant to the exercise of its Top-Up Rights will equal the price paid by other participants in the Exempt Distribution or bought deal Distribution, subject to certain restrictions (including, if such price is not permitted pursuant to stock exchange requirements, at the lowest price permitted thereunder).

The Company has classified the Top-up Rights as a derivative liability and pursuant to the exercise of stock options, restricted share units, performance share units and warrants that were outstanding at initial recognition on March 10, 2021 (the date of the IRA), the Company recorded a derivative liability of $2,740 based on the estimated fair value of the Top-up Rights at this date using a Monte Carlo pricing model.

During the year ended August 31, 2022, 2,659,716 Top-up Rights were exercised (August 31, 2021 - nil), for gross proceeds ‹ $6,348 (August 31, 2021 - $nil). The Top-up Rights are fair valued using the Monte Carlo Pricing model.

As at August 31, 2022, the Company revalued the Top-up Rights at an estimated fair value of $735 (August 31, 2021 – $2,508). The Company recorded a decrease in the estimated fair value change of the Top-up Rights for the year ended August 31, 2022 of $1,769 (August 31, 2021 - $232).

OTHER

During the year endec August 31, 2022, the Company recorded a loss on disposal of property, plant and equipment of $6,580 (August 31, 2021 - $2,426). During Fiscal 2022, the Company completed a number of upgrades to its growing rooms, including the installation of LED light fixtures, which are expected to further improve the operating conditions of the Moncton Campus resulting in higher quality flower and a reduction to production costs. As a result of this work, certain assets that had not yet been fully depreciated were replaced, resulting in a loss on disposal of property, plant and equipment during the year.

During the year ended August 31, 2022, the Company recorded an impairment charge on its loan receivable with 1812 Hemp of $250 (August 31, 2021 - $1,979). This adjustment was made during Q1 Fiscal 2022 as management reassessed the liquidation value of 1812 Hemp’s assets over which the Company has security.

During the year ended August 31, 2022, the Company recorded a legal provisions recovery relating to claims and other contingencies in the amount of $310 compared to expense of $2,750 for the prior year.

NET LOSS

Net loss for the year ended August 31, 2022 was $(14,283) or $(0.046) per Common Share (basic and diluted), compared to $(130,704) or $(0.510) per Common Share (basic and diluted) for the prior year comparative period. The year-over-year decrease is related to the same factors noted above.

SUMMARY OF QUARTERLY RESULTS

	Q1-F21	Q2-F21	Q3-F21	Q4-F21	Q1-F22	Q2-F22	Q3-F22	Q4-F22
Financial Results								
Adult-use recreational cannabis revenue (net of excise)	$ 16,788	$ 11,988	$ 16,839	$ 22,898	$ 25,020	$ 24,887	$ 34,521	$ 37,521
Medical revenue (net of excise)	$ 2,251	$ 2,438	$ 2,015	$ 1,968	$ 1,908	$ 1,920	$ 1,793	$ 1,688
International, wholesale and other revenue	$ 292	$ 217	$ 1,470	$ (1)	$ 3,450	$ 5,029	$ 1,801	$ 6,271
Net revenue	$ 19,331	$ 14,643	$ 20,324	$ 24,865	$ 30,378	$ 31,836	$ 38,115	$ 45,480
Net loss	$ (34,336)	$ (66,389)	$ (4,008)	$ (25,971)	$ (1,305)	$ (4,047)	$ (2,787)	$ (6,144)
Net loss per common share, basic	$ (0.170)	$ (0.285)	$ (0.014)	$ (0.090)	$ (0.004)	$ (0.013)	$ (0.009)	$ (0.020)
Net loss per common share, diluted	$ (0.170)	$ (0.285)	$ (0.014)	$ (0.090)	$ (0.004)	$ (0.013)	$ (0.009)	$ (0.020)
Operational Results								
Dried flower yield per plant (grams)	86	115	117	127	129	122	132	141
Harvest (kg) - dried flower	3,901	4,467	8,379	12,085	11,603	10,037	13,141	16,101
Employee headcount (#)	516	619	647	727	738	841	865	887

The net loss decreased during Fiscal 2022, as compared to Fiscal 2021, due to steady growth in net revenues, lower cost of cos of production (on a per unit basis) and lower asset impairment charges.

Adjusted EBITDA

This is a non-IFRS measure and the Company calculates Adjusted EBITDA as net income (loss) excluding: financing costs, net of investment income; income tax expense (recovery); depreciation, amortization, reversal of/or impairment, (gain) loss on disposal of property, plant and equipment (per the consolidated statement of cash flows); share-based compensation (per the consolidated statement of cash flows); share of loss from investments in associates and impairment loss from loan receivables; change in fair value of contingent consideration; change in fair value of derivative liabilities; expenditures incurred in connection with research and development activities (net of depreciation); unrealized (gain) loss on changes in fair value of biological assets; realized loss on fair value on inventories sold and other inventory charges; provisions and impairment of inventories and biological assets; provisions to net realizable value of inventories; COVID-19 related charges; government subsidies; legal provisions; incremental fair value component of inventories sold from acquisitions; ERP implementation costs; transaction costs; and share issuance costs. Management believes that adjusted EBITDA is intended to provide a proxy for the Company's operating cash flow and derives expectations of future financial performance for the Company, and excludes adjustments that are not reflective of current operating results. The most directly comparable measure to Adjusted EBITDA calculated in accordance with IFRS is net income (loss).

Management changed the calculation of Adjusted EBITDA during Q4 Fiscal 2020 and has conformed prior quarters accordingly to include an add-back for provisions and impairment of inventories and biological assets and provisions to net realizable value. During Q4 Fiscal 2021, management further amended the calculation of adjusted EBITDA and has conformed prior quarters accordingly to include an add-back for the Company's research and development expenditures, including its share of the expense from the CoE. During Fiscal 2022, management changed the calculation of Adjusted EBITDA to include ERP implementation costs, transaction costs and the fair value component of inventories sold from acquisitions.

During Q4 Fiscal 2021, the Company had decreased its cost of production and with increased revenues this reduced the quarter's Adjusted EBITDA loss to $4.8 million, a 48% decrease from Q3 2021 loss of $9.2 million.

During Q1 Fiscal 2022, with further reductions to the cost of production combined with 22% increase to net revenues, the adjusted EBITDA loss was reduced to $1.9 million. The Q2 Fiscal 2022 adjusted EBITDA was a positive $1.6 million which was a $3.4 million increase from the most recent quarter and was as a result of increased revenues and margins. The Q3 Fiscal 2022 adjusted EBITDA was $1.0 million less than the Q2 Fiscal 2022 as a result of the impact from a delayed international shipment. In Q4 Fiscal 2022, the Company achieved Adjusted EBITDA of $3.2 million due to completion of the international shipment scheduled for Q3 and record-high recreational revenues during the quarter. Adjusted EBITDA in Fiscal Q4 2022 was the highest that the Company has reported in the preceding 8 quarters.

The Company expects to continue to achieve positive Adjusted EBITDA in Fiscal 2023.

Adjusted EBITDA (Non-IFRS Measure)

Adjusted EBITDA Reconciliation	Q1-F21	Q2-F21	Q3-F21	Q4-F21	Q1-F22	Q2-F22	Q3-F22	Q4-F22	Fiscal 2022
Net loss as reported	$ (34,336)	$ (66,389)	$ (4,008)	$ (25,971)	$ (1,305)	$ (4,047)	$ (2,787)	$ (6,144)	$ (14,283)
Add/(Deduct):									
Financing costs, net of investment income	1,472	669	251	(286)	(243)	(217)	(234)	(364)	(1,058)
Income tax expense (recovery)	—	—	—	—	—	(97)	308	(299)	(88)
Depreciation, amortization, and (gain) loss on disposal of property, plant and equipment (per statement of cash flows)	5,262	5,222	5,626	17,349	6,378	11,024	6,515	7,570	31,487
Impairment of intangible assets	—	—	—	1,701	—	—	—	—	—
Impairment of property, plant and equipment	—	—	—	—	—	2,000	—	2,245	4,245
Share of loss and impairment loss from loan receivable and investments in associates	242	844	1,115	4,162	394	499	193	528	1,614
Unrealized loss (gain) on changes in fair value of contingent consideration	36	154	(24)	3,392	(182)	666	(3,422)	317	(2,621)
Realized loss on fair value on inventories sold and other inventory charges	12,718	7,208	8,509	7,286	12,313	5,314	7,386	10,191	35,204
Unrealized (gain) loss on changes in fair value of biological assets	114	(6,516)	(13,685)	(11,639)	(10,469)	(7,502)	(6,353)	(15,677)	(40,001)
Share-based compensation (per statement of cash flows)	606	1,167	973	1,150	680	877	761	2,809	5,127
COVID-19 related charges, net of government subsidies and insurance recoveries	(1,832)	(2,709)	(2,714)	(892)	—	—	(335)	—	(335)
Legal provisions (recovery)	730	500	470	1,050	—	—	(310)	—	(310)
Share issuance costs and change in fair value of derivative liabilities	5,475	37,659	(7,305)	(6,001)	(12,698)	(10,633)	(5,904)	(3,415)	(32,650)
Incremental fair value component on inventories sold from acquisitions	—	—	—	—	—	663	700	—	1,363
ERP implementation costs	—	—	—	—	—	—	1,410	1,793	3,203
Transaction costs	—	—	—	—	—	1,148	1,424	(188)	2,384
Provisions and impairment of inventories and biological assets and provisions of inventory to net realizable value	3,126	13,549	610	2,619	2,312	711	(77)	1,600	4,546
Adjusted EBITDA as Previously Reported	$ (6,387)	$ (8,642)	$ (10,182)	$ (6,080)	$ (2,820)	$ 406	$ (725)	$ 966	$ (2,173)
Add/(Deduct): Research and development expenditures, net of depreciation	646	802	938	1,262	933	1,150	1,308	2,266	5,657
Adjusted EBITDA (Revised)	$ (5,741)	$ (7,840)	$ (9,244)	$ (4,818)	$ (1,887)	$ 1,556	$ 583	3,232	3,484
Divided by: net revenue	19,331	14,643	20,324	24,865	30,378	31,836	38,115	45,480	145,809
Adjusted EBITDA Margin % (Revised) (Non-IFRS Measure)	(30)%	(54)%	(45)%	(19)%	(6)%	5 %	2 %	7 %	2 %

BALANCE SHEET, LIQUIDITY AND CAPITAL RESOURCES

The following represents selected balance sheet highlights of the Company at the end Fiscal 2022 and Fiscal 2021:

	AUGUST 31, 2022	AUGUST 31, 2021	% CHANGE
Cash & short-term investments	$ 98,607	$ 183,555	(46) %
Inventories	$ 50,314	$ 36,696	37 %
Working capital	$ 166,338	$ 234,349	(29) %
Total assets	$ 577,107	$ 554,017	4 %
Total current and long-term debt	$ 235	$ 310	(24) %
Non-current financial liabilities[1]	$ 2,361	$ 4,881	(52) %
Total shareholders' equity	$ 508,058	$ 479,805	6 %

Note 1: Non-current financial liabilities excludes non-monetary balances related to contingent share consideration, derivative liabilities and deferred income taxes.

On August 31, 2022, the Company had a cash and short-term investments balance of $98,607 compared to $183,555 at August 31, 2021. The decrease is primarily a result of cash used in operating activities of $36,211, capital expenditures of $48,748, additional investment in Debentures of Hyasynth $2,624 and the cash paid for the acquisition of Laurentian of $8,439.

The acquisition of Laurentian increased inventories and receivables during Fiscal 2022 compared to Fiscal 2021.

The Company's decision in Q4 Fiscal 2021 to complete Phase 4C will significantly increased capacity enabling the Company to better meet the increased consumer demand for its products. The work was completed in Q4 Fiscal 2022 and the Company began harvesting from the Phase 4C grow rooms.

For Fiscal 2022 the Company has budgeted $29 million in capital expenditures for the three facilities. This spend would relate to the completion of the expansion at the Laurentian operations and also include automation and enhancements' investments at the Winnipeg edibles and Moncton flower facilities.

Management believes its capital position is healthy and that there is sufficient liquidity available for the near to medium term. In the event that the Company is unable to finance any new expansionary capital expenditures or acquisitions from cash on hand or operating cash flows, it could, if necessary and subject to prevailing market conditions, obtain liquidity through the capital markets as the Common Shares are actively traded on both the NASDAQ and TSX and there is broad analyst coverage amongst sell-side brokerages.

Management expects that the Company will generate positive cash flows from operating activities during Fiscal 2023 and positive free cash flows ("FCF") during calendar 2023.

The following highlights the Company's cash flows during the three months and year ended August 31, 2022 and August 31, 2021:

	THREE MONTHS ENDED		YEAR ENDED	
	AUGUST 31, 2022	AUGUST 31, 2021	AUGUST 31, 2022	AUGUST 31, 2021
Cash provided (used) by:				
Operating activities	$ (19,695)	$ (7,699)	$ (36,211)	$ (28,589)
Financing activities	(161)	55	5,328	174,463
Investing activities	(38,965)	4,617	44,033	(115,109)
Cash provided (used)	$ (58,821)	$ (3,027)	$ 13,150	$ 30,765
Cash position				
Beginning of period	127,336	58,392	55,365	24,600
End of period	$ 68,515	$ 55,365	$ 68,515	$ 55,365
Short-term investments	30,092	128,190	30,092	128,190
Cash and short-term investments	$ 98,607	$ 183,555	$ 98,607	$ 183,555

Cash used in operating activities for the three months and year ended August 31, 2022 were $19,695 and $36,211, respectively, which was primarily driven by the investment in working capital assets. This compares to cash used in operating activities $7,699 and $28,589 from the comparable three months and year ended August 31, 2021 periods, respectively. The year over year increase to cash used in operating activities is primarily due to the higher working capital needs resulting from the growth in revenues.

Cash from financing activities for the three months and year ended August 31, 2022 was a use of $161 and a source of $5,328, respectively, with the year's amount driven by the $6,334 in net equity proceeds from the issuance of Common Shares to BAT as they exercised their top-up rights. In comparison, for the three months and year ended August 31, 2021, cash provided by financing activities was $55 and $174,463, respectively, which was primarily driven by equity issuances from two registered at-the-market offering (ATM) facilities in Fiscal 2021, partially offset by payment of long term debt.

Cash (used) provided in investing activities for the three months and year ended August 31, 2022 was $(38,965) and $44,033, respectively, primarily driven by proceeds from net redemption of short term investments of $98,098, offset by the purchases of capital assets for $15,842 and $48,748, respectively, and additional investment in Hyasynth of $14 and $2,624, respectively. This compares to cash provided by investing activities of $4,617 and cash used by investing activities of $115,109 for the three months and year ended August 31, 2021, respectively, which was primarily driven by proceeds from short-term investments of $10,000 for the three month period and net purchases of short-term investments of $69,948 for the full year period, and purchase of property, plant and equipment of $(5,408) and $(11,757), respectively.

OFF BALANCE SHEET ARRANGEMENTS

There were no off-balance sheet arrangements during the three months and year ended August 31, 2022.

RELATED PARTY TRANSACTIONS

MANAGEMENT AND BOARD COMPENSATION

Key management personnel are those persons having the authority and responsibility for planning, directing, and controlling activities of the Company, directly or indirectly. The key management personnel of the Company are the members of the Company's executive management team and Board of Directors. The transactions are conducted at arm's length and in the normal course of operations.

For the three months and years ended August 31, 2022 and August 31, 2021, the Company's expenses included the following management and Board of Directors compensation:

	THREE MONTHS ENDED		YEAR ENDED	
	AUGUST 31, 2022	AUGUST 31, 2021	AUGUST 31, 2022	AUGUST 31, 2021
Salaries and consulting fees	$ 1,067	$ 452	$ 3,891	$ 2,757
Share-based compensation	1,365	895	3,713	2,555
Total key management compensation	$ 2,432	$ 1,347	$ 7,604	$ 5,312

During the three months and year ended August 31, 2022, 2,787,000 and 3,287,000 stock options (August 31, 2021 – 300,000 and 830,000) were granted to key management personnel with an aggregate fair value of $2,509 and $3,407, respectively (August 31, 2021 – $701 and $1,550). In addition, during the three months and year ended August 31, 2022, nil and 380,372 RSUs, (August 31, 2021 – nil and 359,538), were granted to key management personnel with an aggregate fair value of $nil and $1,022, respectively (August 31, 2021 – $nil and $662). For the three months and year ended August 31, 2022, nil and 158,967 PSUs, (August 31, 2021 – nil and 270,877) were issued to key management personnel with an aggregate fair value of $nil and $167, respectively (August 31, 2021 – $nil and $291).

SIGNIFICANT TRANSACTIONS WITH ASSOCIATES AND JOINT OPERATIONS

The Company has transactions with related parties, as defined in IAS 24*Related Party Disclosures*, all of which are undertaken in the normal course of business.

For the three months and year ended August 31, 2022, under the PDC Agreement, BAT incurred $592 and $2,404 (August 31, 2021 - $262 and $262) for direct expenses and the Company incurred $2,288 and $6,818 (August 31, 2021 - $987 and $1,074) of direct expenses and capital expenditures for a total of $2,880 and $9,222 (August 31, 2021 - $1,249 and 1,336) related to the Center of Excellence ("CoE"), respectively. The Company recorded $854 and $2,837 (August 31, 2021 - $452 and $494) of these expenditures in the consolidated statement of operations and comprehensive loss. For the three months and year ended August 31, 2022, the Company recorded $586 and $1,774 (August 31, 2021 - $172 and $174) of capital expenditures in the consolidated statement of financial position.

During the three months and year ended August 31, 2022, BAT exercised nil and 2,659,716 Top-up Rights. At August 31, 2022, there is a balance owing to BAT of $2,444 (August 31, 2021 - $nil).

FAIR VALUE MEASUREMENTS

(i) Financial Instruments

Financial instruments recorded at fair value on the consolidated statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The Company categorizes its fair value measurements according to a three-level hierarchy. The hierarchy prioritizes the inputs used by the Company's valuation techniques. A level is assigned to each fair value measurement based on the lowest-level input significant to the fair value measurement in its entirety.

The three levels of the fair value hierarchy are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The fair values of cash, short-term investments and restricted funds approximate their carrying amounts due to their short-term nature. The fair value of long-term debt approximates $235.

The fair value of the EIC contingent share consideration is primarily based on Level 3 unobservable inputs. The determination of the fair value of this liability is primarily driven by the Company's expectations of EIC achieving its milestones. The expected milestones were assigned probabilities and the expected related cash flows were discounted to derive the fair value of the contingent consideration.

At August 31, 2022, the probabilities of EIC achieving the remaining two milestones, as discussed in Note 27 to the Financial Statements, were estimated to be 100%, and 0% respectively. A sensitivity analysis for the probabilities of achieving the milestones was not presented as it was deemed that the impact of reasonable changes in inputs would not be significant.

The fair value of the Laurentian contingent share consideration is primarily based on Level 3 unobservable inputs in a Monte Carlo pricing model. The determination of the fair value of this liability is primarily driven by the Company's expectations of Laurentian achieving its business objectives. The key assumptions used in the model are the expected future sales volumes and selling prices used in determining Laurentian's future adjusted earnings before interest, taxes, depreciation and amortization ("EBITDA") and the weighted average cost of capital ("WACC").

At August 31, 2022, the fair value of the Laurentian contingent share consideration was revalued to $2,913. If the WACC increased by 1%, the estimated fair value of the contingent share consideration and net loss would decrease by $55, or if it is decreased by 1%, the estimated fair value of the contingent share consideration and net loss would increase by $55.

The fair value of derivative warrant liabilities is based on Level 1 and 2 inputs utilized in a Black-Scholes option pricing model to estimate the fair value of such Warrants. The key assumption used in the model is the expected future volatility in the price of the Company's Common Shares.

The fair value of the Top-up Rights is based on Level 3 inputs utilized in a Monte Carlo pricing model to estimate the fair value of such Top-up Rights. The key assumptions used in the model are the expected future price of the Company's Common Shares, the weighted average expected life of the instruments and the expected future volatility of Common Shares.

During the year, there were no transfers of amounts between Levels 1, 2 and 3.

Derivative Warrant Liabilities
At initial recognition on November 12, 2020, the Company recorded derivative liabilities of $12,894 based on the estimated fair value of the Warrants at that date using the Black-Scholes option pricing model. Issue costs were $4,305, of which $803 were allocated to the derivative liabilities based on a pro-rata allocation and expensed in the consolidated statement of operations and comprehensive loss and the balance of $3,502 was allocated to the Common Shares and recorded in share capital.

There were no exercises of Warrants during the year ended August 31, 2022 (August 31, 2021 - 1,743,850 warrants). During the year ended August 31, 2022, the Company revalued the remaining derivative liabilities and recorded a decrease in the estimated fair value o f $30,881 (August 31, 2021 - an increase of $29,257).

The Company's derivative liabilities included the following balances and changes in the carrying value of Warrants as of August 31, 2022:

	NUMBER OF WARRANTS	AMOUNT
Balance - August 31, 2021	16,943,650	$ 35,019
Revaluation of Warrants	—	(30,881)
Balance - August 31, 2022	16,943,650	4,138

The following inputs were used to estimate the fair value of the Warrants at August 31, 2022 and August 31, 2021:

	AUGUST 31, 2022	AUGUST 31, 2021
Risk free interest rate	3.64 %	0.45 %
Life of Warrants (years)	1.00	2.20
Market price of Common Shares	1.42	3.38
Expected future volatility of Common Shares	77.30 %	100.00 %
Fair value per warrant	0.24	2.07

As at August 31, 2022, if the implied volatility increased by 10%, then the change in estimated fair value of the Warrants and net loss would increase by $1,042, or if it is decreased by 10%, the change in estimated fair value of the Warrants and net loss would decrease by $1,015.

Top-up Rights
On March 10, 2021, through the strategic investment from BAT, the Company issued 58,336,392 Common Shares, resulting in BAT's beneficial ownership in the Company of approximately 19.9%.

Pursuant to the IRA between the Company and BAT, the Company granted BAT certain Top-up Rights to subscribe for additional Common Shares in specified circumstances where the pre-emptive rights are not applicable (referred to in the IRA as "Exempt Distributions") and in specified circumstances where pre-emptive rights were not exercised (referred to in the IRA as “bought deal Distributions”).

The price per Common Share to be paid by BAT pursuant to the exercise of its Top-up Rights will equal the price paid by other participants in the Exempt Distribution or bought deal Distribution, subject to certain restrictions (including, if such price is not permitted pursuant to Securities Laws, at the lowest price permitted thereunder).

The Company has classified the Top-up Rights as a derivative liability, and pursuant to the exercise of stock options, restricted share units, performance share units and warrants that were outstanding at initial recognition on March 10, 2021 (the date of the IRA), the Company recorded a derivative liability of $2,740 based on the estimated fair value of the Top-up Rights at this date using a Monte Carlo pricing model.

As at August 31, 2022, the Company revalued the Top-up Rights at an estimated fair value of $735 (August 31, 2021 – $2,508). The Company recorded a decrease in the estimated fair value change of the Top-up Rights for the year ended August 31, 2022 of $1,769 (August 31, 2021 - $232).

	NUMBER OF TOP-UP RIGHTS	AMOUNT
Balance - August 31, 2021	6,558,539	$ 2,508
Granted	3,979,098	—
Exercised	(2,659,716)	(4)
Cancelled / Forfeited	(287,822)	—
Revaluation of Top-up Rights	—	$ (1,769)
Balance - August 31, 2022	7,590,099	$ 735

The following inputs were used to estimate the fair value of the Top-up Rights at August 31, 2022, and August 31, 2021:

	AUGUST 31, 2022			
	STOCK OPTIONS	WARRANTS	PSUs	RSUs
Average exercise price[1]	$0.60 - $9.53	$2.50	$—	$—
Risk free interest rate	3.15% - 3.71%	3.75%	3.16%	3.13%
Expected future volatility of Common Shares	70.00% - 95.00%	70.00%	90.00%	85.00%
Expected life[1]	1.34 - 5.12	1.20	4.91	5.47
Forfeiture rate	10%	—%	25%	6%

	AUGUST 31, 2021			
	STOCK OPTIONS	WARRANTS	PSUs	RSUs
Average exercise price[1]	$0.59 - $9.64	$2.50	—	—
Risk free interest rate	0.40% - 0.76%	0.46%	0.92%	0.88%
Expected future volatility of Common Shares	90.00% - 110.00%	105.00%	85.00%	90.00%
Expected life[1]	1.85 - 4.16	2.2	5.61	5.18
Forfeiture rate	10%	—%	25%	—%

[1]Exercise price and expected life for stock options were determined using the range of exercise prices disclosed in Note 14(iv) in the Financial Statements

(ii) Biological Assets

The Company measures biological assets, which consist of cannabis plants, at fair value less costs to sell up to the point of harvest, which then becomes the basis for the cost of finished goods inventories after harvest. Subsequent expenditures incurred on these finished goods inventories after harvest are capitalized based on IAS 2 Inventories.

The changes in the carrying value of biological assets as at August 31, 2022 are as follows:

	CAPITALIZED COST	BIOLOGICAL ASSET FAIR VALUE ADJUSTMENT	AMOUNT
Balance, August 31, 2021	$ 5,765	$ 6,357	$ 12,122
Acquisition through business combination	37	146	183
Unrealized gain on change in fair value of biological assets	—	40,001	40,001
Production costs capitalized	48,502	—	48,502
Transfer to inventory upon harvest	(45,551)	(37,289)	(82,840)
Carrying amount, August 31, 2022	$ 8,753	$ 9,215	$ 17,968

The fair value less costs to sell of biological assets is determined using a model which estimates the expected harvest yield in grams for plants currently being cultivated, then adjusts that amount for the average selling price per gram, and for any additional costs to be incurred, such as post-harvest costs. The following unobservable inputs, all of which are classified as Level 3 within the fair value hierarchy (see Note 19 of the Financial Statements), are used in determining the fair value of biological assets:

i. average selling price per gram – calculated as the weighted average current selling price of cannabis sold by the Company, adjusted for expectations about future pricing;

ii. expected average yield per plant – represents the number of grams of finished cannabis inventory which is expected to be obtained from each harvested cannabis plant currently under cultivation;

iii. wastage of plants based on their various stages of growth – represents the weighted average percentage of biological assets which are expected to fail to mature into cannabis plants that can be harvested;

iv. post-harvest costs – calculated as the cost per gram of harvested cannabis to complete the sale of cannabis plants post-harvest, consisting of the cost of direct and indirect materials and labour related to drying, labelling, and packaging; and

v. stage of completion in the cultivation process – calculated by taking the average number of weeks in production over a total average grow cycle of approximately 14 weeks.

The Company estimates the harvest yields for the cannabis on plants at various stages of growth, based on expected yield of mature plants. As of August 31, 2022, it is expected that the Company's biological assets will yield 27,405 kg (August 31, 2021 – 11,368 kg) of cannabis when eventually harvested. The Company's estimates are, by their nature, subject to change, and differences from the expected yield will be reflected in the fair value adjustment to biological assets in future periods. The Company accretes fair value on a straight-line basis according to stage of growth. As a result, a cannabis plant that is 50% through its 14-week growing cycle would be ascribed approximately 50% of its harvest date expected fair value less costs to sell (subject to wastage adjustments).

Management believes the most significant unobservable inputs and their impact on fair value are as follows:

SIGNIFICANT INPUTS & ASSUMPTIONS	WEIGHTED AVERAGE INPUT			EFFECT ON FAIR VALUE	
	AUGUST 31, 2022	AUGUST 31, 2021	SENSITIVITY	AUGUST 31, 2022	AUGUST 31, 2021
Average selling price per gram	$ 1.49	$ 2.54	Increase or decrease by 10% per gram	$ 1,766	$ 1,212
Expected average yield per plant	132 grams	129 grams	Increase or decrease by 10 grams	$ 1,339	$ 937

The expected average yield per plant at August 31, 2022 primarily reflects the average yield of the flower component of the plant (with the exception being cannabidiol ("CBD") dominant strains where trim is also harvested for extraction).

OUTSTANDING SHARE DATA

(i) Outstanding Shares, Warrants and Options and Other Securities

The following table sets out the number of Common Shares, options, warrants, top-up rights, restricted share units and performance share units outstanding of the Company as at August 31, 2022 and November 28, 2022:

	AUGUST 31, 2022	NOVEMBER 28, 2022
Common shares issued and outstanding	313,815,503	313,856,912
Options	11,050,939	11,997,539
Warrants	16,943,650	16,943,650
Top-up rights	7,590,099	8,392,560
Restricted share units	2,345,777	3,796,681
Performance share units	264,871	1,103,099
Total fully diluted shares	352,010,839	356,090,441

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the Financial Statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

The following are the estimates and judgments made by management in applying the accounting policies of the Company that have the most significant effect on the Financial Statements:

1. Biological assets and inventories

Determination of the fair value of biological assets requires management to make a number of estimates, including estimating the average selling price per gram and expected average yield per plant. The Company records obsolete and unsaleable inventories at the lower of cost and net realizable value. Adjustments to the carrying value of inventories are based on obsolescence trends, historical experience, forecast demand and average selling price for obsolete and unsaleable inventories. Refer to Notes 6 and 7 to the Financial Statements for further information.

2. Useful lives and impairment of property, plant and equipment and finite-life intangible assets

Amortization of property, plant and equipment and finite life intangibles assets requires estimates of useful lives, which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts, taking into consideration factors such as economic and market conditions and the useful lives of assets.

3. Share-based payments

In determining the fair value of options and related expenses, management estimates the expected life of the option, the expected volatility of the Company's share price, the risk-free interest rate, and the rate of forfeitures. Refer to Note 14 to the Financial Statements for further information.

4. Adult-use recreational cannabis revenue – provision for returns and price adjustments

Government customers typically have the right to return products, and in some cases, the right to pricing adjustments for products that are subsequently discounted or sold for a lower price in another jurisdiction. The estimation of potential future returns and pricing adjustments includes the use of management estimates and assumptions that may not be certain given the evolving nature of the industry.

5. Impairment of goodwill, long-lived and intangible assets

In determining the recoverable amount of the Company's CGUs, management has applied significant judgment and has made various estimates with respect to the forecasted cash flows, terminal growth rate and post-tax discount rates used in a discounted cash flow model.

6. Derivative liabilities

Warrants issued pursuant to equity offerings that are potentially exercisable in cash or on a cashless basis resulting in a variable number of shares being issued are considered derivative liabilities and therefore measured at fair value through profit or loss. The Company uses the Black-Scholes option pricing model to estimate the fair value of such warrants at inception, on each exercise, and subsequently at the period end date. The key assumption used in the model is the expected future volatility in the price of the Company's Common Shares.

The potential Common Share issuances in regards to top-up rights are considered derivative liabilities and therefore measured at fair value through profit or loss. The Company uses the Monte Carlo pricing model to estimate the fair value of such top-up rights at inception, on each exercise, and subsequently at year date. The key assumption used in the model is the expected future volatility on the price of the Company's Common Shares.

The impact of changes in these key assumptions is described in Note 13 of the Financial Statements.

7. Business combinations
Management performs a valuation analysis to allocate the purchase price based on the acquisition date fair values of the identifiable assets acquired and liabilities assumed. Determining the fair value of identifiable assets acquired and liabilities assumed on the acquisition date and contingent share consideration requires the use of judgment and estimates. With respect to the acquisitions, the significant assumptions related to estimating the fair value of the acquired research and processing licenses, brands and non-compete agreement, included: the royalty rate, forecasted cash flows, gross margin, and estimating time to market with or without key management. Management also exercises judgment in estimating the probability and timing of when earnout milestones are expected to be achieved, which is used for estimating fair values. Valuations are highly dependent on the inputs used and assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied.

New Accounting Pronouncements

The following IFRS standards have been recently issued by the IASB with an effective date after August 31, 2022 and have not yet been adopted by the Company. Pronouncements that are irrelevant or not expected to have a significant impact have been excluded:

Amendments to IAS 1: Classification of Liabilities as Current or Non-Current
The amendments to IAS 1 clarify the requirements relating to determining whether a liability should be presented as current or non-current in the statement of financial position. Under the new requirements, the assessment of whether a liability is presented as current or non-current is based on the contractual arrangements in place as at the reporting date and does not impact the amount or timing of recognition. The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2024. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 8: Definition of Accounting Estimate
The amendments introduced a new definition for accounting estimates, clarifying that the estimates are monetary amounts in the financial statements that are subject to measurement uncertainty which is defined as an uncertainty that arises when monetary amounts in financial reports cannot be observed directly and must instead be estimated. The amendments are effective for annual reporting periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 1: Disclosure of Accounting Policies
The IASB has issued amendments to IAS 1 and IFRS Practice Statement 2 on the application of materiality to disclosure of accounting policies in deciding which accounting policies to disclose in the financial statements. The key amendments to IAS 1 include requiring companies to disclose their material accounting policies rather than their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are immaterial and need not be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are material to a Company’s consolidated financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of this amendment on the Company’s consolidated financial statements.

Amendments to IAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction
The amendments narrowed the scope of certain recognition exemptions so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. A company applies the amendments to transactions that occur on or after the beginning of the earliest comparative period presented. It also, at the beginning of the earliest comparative period presented, recognizes deferred tax for all temporary differences related to leases and decommissioning obligations and recognizes the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date. The amendments will be effective for the annual period beginning on or after January 1, 2023 and the Company has chosen not to early adopt the amendments. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 37: Onerous Contracts and the Cost of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract or an allocation of other costs that relate directly to fulfilling contracts. The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2022 and the Company has chosen not to early adopt. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 16: Property Plant and Equipment: Proceeds before intended use
The amendments clarify the accounting for the net proceeds from selling any items produced while bringing an item of property plant and equipment into use. The amendments prohibit a company from deducting from the cost of property plant and equipment proceeds from selling items produced while the company is preparing that asset for its intended use. A company will recognize such sales proceeds and related costs in profit and loss. The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2022 and the Company has chosen not to early adopt. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IFRS 9: Financial Instruments
As part of its 2018-2020 annual improvements to IFRS standards process, the IASB issued amendments to IFRS 9. The amendments clarify the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Company applies the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendments. The amendments are effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IFRS 3: Business Combinations
In May 2020, the IASB issued Reference to the Conceptual Framework (Amendments to IFRS 3) with amendments to IFRS 3, which refers to the 2018 Conceptual Framework instead of the 1989 Framework. They also added a requirement that for obligations within the scope of IAS 37, Provisions, Contingent Liabilities and Contingent Assets, ("IAS 37"), an acquirer applies IAS 37 or IFRIC 21, Levies, instead of the Conceptual Framework to identify the liabilities that have been assumed. Finally, the amendment also states that the acquirer does not recognize contingent assets acquired in a business combination. The amendment is effective for annual reporting periods beginning on or after January 1, 2022. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 41: Agriculture
As part of its 2018-2020 annual improvements to IFRS standards process, the IASB issued amendments to IAS 41. The amendments remove the requirement in paragraph 22 of IAS 41 for entities to exclude taxation cash flow when measuring the fair value of a biological asset using a present value technique. This will ensure consistency with the requirements in IFRS 13 *Fair Value Measurement*. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The amendments will have no impact on the Company's consolidated financial statements, due to the short life cycle of its biological assets.

PRODUCT DEVELOPMENT COLLABORATION

On March 10, 2021, in conjunction with the strategic investment received as described herein, the Company and BAT entered into a Product Development Collaboration Agreement (the "PDC Agreement") pursuant to which the CoE was established to focus on developing the next generation of cannabis products with an initial focus on CBD. The CoE is located at the Company's indoor Moncton Campus, which holds the Health Canada licenses required to conduct research and product development activities with cannabis products. Both companies are contributing scientists, researchers, and product developers to the CoE and it is governed and supervised by a steering committee consisting of an equal number of senior members from both companies. Under the terms of the PDC Agreement, both Organigram and BAT have access to certain of each other's IP and, subject to certain limitations, have the right to independently, globally commercialize the products, technologies and IP created by the CoE pursuant to the PDC Agreement.

Pursuant to the terms of the PDC Agreement, $31,109 of the Investment Proceeds was reserved as restricted funds in order to satisfy certain of the Company's future obligations under the PDC Agreement, including the Company's portion of its funding obligations under a mutually agreed initial budget for the CoE. Costs relating to the CoE are funded equally by the Company and BAT. Balances are transferred from restricted funds to the Company's general operating account as CoE related expenditures are periodically reconciled and approved. The balance in restricted funds as at August 31, 2022 is $26,820 (August 31, 2021 - $31,109).

The CoE is accounted for as a joint operation, in which the Company and BAT contribute50%. The Company recognized its share of the expenses incurred by the CoE in the statement of operations and comprehensive loss. For the year ended August

31, 2022, $2,837 (August 31, 2021 - $494) of expenses have been recorded in the statement of operations andcomprehensive loss.

ACQUISITION OF SUBSIDIARIES

i. Laurentian Organic Inc.

On December 21, 2021, the Company acquired 100% of the shares and voting interests of the non-listed Laurentian for $36,000, consisting of $10,000 in cash consideration, $7,000 on closing and $3,000 held back, with the remaining $26,000 in share consideration at the acquisition date. The Company has agreed to provide the seller additional share consideration based on Laurentian's future adjusted EBITDA over a period of two years.

Taking control of Laurentian has enabled the Company to penetrate a new product category and has provided the Company with access to Laurentian's expertise in the hash manufacturing space. The acquisition also provided the Company with an increased share of the craft flower andhash market.

For the year ended August 31, 2022, Laurentian contributed $10,683 of gross revenue and net income of $490, respectively to the consolidated results. If the acquisition had occurred on September 1, 2021, management estimates consolidated gross revenue of the Company would have been $215,654 and consolidated net loss would have been approximately $13,365 for the year ended August 31, 2022.

Equity Instruments Issued

The fair value of the 10,896,442 Common Shares issued was $27,568, based on the TSX listed share price of the Company on closing of December 21, 2021 of $2.53 per share. The number of Common Shares issued was calculated by dividing the total share consideration of $26,000, per the share purchase agreement, by the 5-day volume-weighted average TSX listed share price of the Company preceding the closing date of $2.39.

Acquisition Costs

The Company incurred acquisition-related costs of $1,039 on legal fees and due diligence costs. Of these cos $984 have been included in the statement of operations and comprehensive loss and $55 have been capitalized to share issuance costs.

Contingent Share Consideration

The acquisition includes contingent share consideration as follows (all capitalized terms used below not otherwise defined herein have the respective meanings ascribed to them in the Company's agreement to acquire Laurentian):

a) First Year Earnout calculated for the period January 1, 2022 to December 31, 2022, as the greater of (i) zero and (ii) the difference obtained when the sum of $2,000 and 50% of the agreed capital expenditures is subtracted from 30% of the First Year adjusted EBITDA Multiple, payable in Common Shares, provided that, the sum of the Initial Consideration and the First Year Earnout Amount shall not exceed the First Year adjusted EBITDA Multiple; and
b) Second Year Earnout calculated for the period January 1, 2023 to December 31, 2023, as 19% of the Second Year adjusted EBITDA Multiple less the remaining balance of the agreed capital expenditures less, payable in Common Shares, provided that, the sum of the Initial Consideration, the First Year Earnout Amount and the Second Year Earnout Amount shall not exceed the Second Year EBITDA Multiple.

Earnout payments paid in Common Shares shall be priced based on the five-day volume-weighted average price of the Company's Common Shares on the TSX as of the day prior to settlement. As at the acquisition date, the fair value of the contingent consideration was estimated to be $6,996. As at August 31, 2022, the contingent share consideration has been adjusted to $2,913, to reflect changes in estimates.

Assets acquired and liabilities assumed

The Company acquired net assets of $14,138 for a total purchase consideration of $43,103. The excess of the total purchase consideration over the fair value of the net assets acquired amounting to $28,965 is being presented as goodwill in the Financial Statements.

Goodwill

Goodwill arising from the acquisition represents the expected synergies, future income and growth and other intangibles that do not qualify for separate recognition. None of the goodwill recognized is expected to be deductible for tax purposes.

Refer to Note 27 to the Financial Statements for further information.

ii. The Edibles and Infusions Corporation

On April 6, 2021, the Company acquired 100% of the shares and voting interests of EIC, including intermediate holding companies SUHM Investments Inc. and Quality Confections Corporation who collectively owned 100% of EIC, for $22,000 of

share consideration at the acquisition date. The Company has agreed to provide the seller additional share consideration of $13,000 if EIC achieves various milestones. On August 26, 2021, SUHM Investments Inc, Quality Confections Corporation and EIC amalgamated with the continuing entity being EIC. The fair value of the Common Shares issued was based on the TSX listed share price of the Company on closing of April 5, 2021 of $4.36 per share. The Company incurred acquisition-related costs of $620 on legal fees and due diligence costs. Of these costs $555 had been included in the consolidated statement of operations and comprehensive loss for the year ended August 31, 2021 and $65 were capitalized to share issuance costs.

Contingent share consideration
The acquisition includes contingent share consideration based on various milestones as follows:

a) $3,500 to be paid in Common Shares upon the first listing of EIC or Organigram branded product (which was manufactured at the EIC facility) prior to December 31, 2021 in either the Ontario or Alberta recreational market. This was achieved prior to August 31, 2021 and settled subsequently on September 8, 2021;
b) $7,000 to be paid in Common Shares on the generation of $15 million in net revenue during the 12 months ended December 31, 2022; and
c) $2,500 to be paid in Common Shares on the generation of $7 million in adjusted EBITDA for the 12 months ended December 31, 2022.

Milestone payments paid in Common Shares shall be priced based on the five-day volume-weighted average price of the Company's Common Shares on the TSX as of the day prior to settlement.

As at the acquisition date, the fair value of the contingent consideration was estimated to be $5,249. During the year ended August 31, 2021, the contingent consideration was adjusted to $9,038 to reflect changes in estimates and subsequently on September 8, 2021, the Company issued 1,039,192 Common Shares as consideration on account of EIC's achievement of the first milestone. The Common Shares issued were based on the 5-day volume-weighted average TSX listed share price of the Company of $3.37 per share. The Company revalued the remaining contingent liability and recorded a corresponding increase in fair value in the statement of operations and comprehensive loss of $1,462 (August 31, 2021 - $3,789) during the year ended August 31, 2022. At August 31, 2022, the outstanding balance is $7,000, all of which is included in current liabilities as it is due to be settled within twelve months after the reporting period.
Assets acquired and liabilities assumed
The Company acquired net assets of $12,909 for a total purchase consideration of $27,230. The excess of the total purchase consideration over the fair value of the net assets acquired amounting to $14,321 is being presented as goodwill in the Financial Statements. During the year ended August 31, 2022, the Company finalized the acquisition accounting, which resulted in an increase to the ROU asset of $1,718, increase to lease liabilities of $411 and a decrease to goodwill of $1,307.

Goodwill
The goodwill is attributable to the skills and technical talent of EIC's work force and the synergies expected to be achieved from integrating EIC into the Company's existing business. None of the goodwill recognized is expected to be deductible for tax purposes.

Refer to Note 27 to the Financial Statements for further information.

iii. Goodwill Impairment Test
During Q4 Fiscal 2022, the Company performed its annual goodwill impairment test and concluded that the recoverable amount of its group of CGUs was higher than the carrying value as at August 31, 2022, hence, no impairment was recognized. See Note 9 of the Financial Statements.

CONTINGENT LIABILITIES
The Company recognizes loss contingency provisions for probable losses when management can reasonably estimate the loss. When the estimated loss lies within a range, the Company records a loss contingency provision based on its best estimate of the probable loss. If no particular amount within that range is a better estimate than any other amount, the mid-point of the range is used. As information becomes known a loss contingency provision is recorded when a reasonable estimate can be made. The estimates are reviewed at each reporting date and the estimates are changed when expectations are revised. An outcome that deviates from the Company's estimate may result in an additional expense or release in a future accounting period.

Nova Scotia Claim

On March 3, 2017, a claim in connection with a proposed class-action lawsuit (the “NS Claim”) was filed with the Supreme Court of Nova Scotia (the “NS Court”) seeking to represent a class who purchased medical marijuana that was the subject of the Company’s product recalls in December 2016 and January 2017 as it may have contained trace elements of the pesticides myclobutanil and bifenazate which are not approved for use by licensed producers. Between 2017 and 2021, various proceedings took place and the NS Claim was amended several times.

On April 26, 2022, the Company entered into a Settlement Agreement (the "Settlement") with the representative plaintiff on behalf of the class for an aggregate of $2,310 (the "Settlement Amount"). The Settlement Amount will be used to provide claimants a refund of the amounts paid to purchase the voluntarily recalled product, less any refunds they have already received, as well as the payment of legal fees. On August 31, 2022, the Settlement was approved by the NS Court. Settlement funds of $2,310 were deposited by Organigram with the administrator in October 2022 in accordance with the Settlement Agreement. The administrator has been disbursing funds to the claimants during October and November 2022. The Company reported the NS Claim to its insurance provider which appointed counsel to defend the NS Claim. The Company received insurance proceeds of $532 during the year ended August 31, 2022 to cover all remaining costs associated with the NS Claim.

Alberta Claim

On June 16, 2020, a claim in connection with a proposed national consumer protection class-action lawsuit (the "Alberta Claim") was filed with the Court of Queen’s Bench in Alberta (the “AB Court”) seeking damages against several Canadian cannabis companies including the Company (the "Defendants"). The Alberta Claim does not particularize all of the claims against the companies; however, it makes allegations with respect to the content of THC and CBD in the companies’ products. In order to proceed as a class action, the AB Court must certify the action as a class action. A certification hearing has not yet been scheduled. The Company has reported the Alberta Claim to its insurers.

Estimating an amount or range of possible losses resulting from litigation proceedings is inherently difficult, particularly where the matters involve indeterminate claims for monetary damages and are in the stages of the proceedings where key factual and legal issues have not been resolved. For these reasons, the Company is currently unable to predict the ultimate timing or outcome of or reasonably estimate the possible losses or a range of possible losses resulting from the matter described above. No provision for the Alberta Clam has been recognized as at August 31, 2022 (August 31, 2021 - nil).

At August 31, 2022, a provision of $2,560 (August 31, 2021 - $2,750) in regards to claims and other contingencies was included in the consolidated statement of financial position. For the year ended August 31, 2022, payments of $412 (August 31, 2021 - $nil) were made which were offset by an increase to the provision of $222 (August 31, 2021 - $2,750). The Company also received insurance proceeds of $532 related to the litigation resulting in a net recovery of $310 in the consolidated statements of operations and comprehensive loss for the year ended August 31, 2022 (August 31, 2021 - $470 expense and $1,700 expense, respectively).

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

In accordance with National Instrument 52-109 - *Certification of Disclosure in Issuers’ Annual and Interim Filings* (“NI 52-109”) and Rule 13a-15 under the United States Securities Exchange Act of 1934, as amended (the “Exchange Act”), the establishment and maintenance of Disclosure Controls and Procedures (“DCP”) and Internal Control Over Financial Reporting (“ICFR”) is the responsibility of management.

The Company engaged KPMG LLP to perform an “integrated audit” which encompassed an opinion on the fairness of presentation of the Company’s audited annual consolidated financial statements for the financial year ended August 31, 2022 , as well as an opinion on the effectiveness of the Company’s ICFR. KPMG LLP, the Company’s independent registered public accounting firm, has audited the Company's consolidated financial statements and has issued an adverse report on the effectiveness of ICFR. KPMG LLP‘s attestation report on the Company’s ICFR is incorporated by reference into the Company’s annual report on Form 40-F under the Exchange Act for the year ended August 31, 2022.

DISCLOSURE CONTROLS AND PROCEDURES

The Company maintains a set of DCP designed to provide reasonable assurance that information required to be publicly disclosed is recorded, processed, summarized and reported on a timely basis. As required by NI 52-109 and Exchange Act Rule 13a-15(b), an evaluation of the design and operation of our DCP was completed as of August 31, 2022 under the supervision and with the participation of management, including our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) using the criteria set forth in Internal Control - Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission (the “COSO 2013 Framework”). Based upon this evaluation, our CEO and CFO concluded that because of the material weaknesses in our ICFR described below, our DCP were not effective as at such date.

INTERNAL CONTROL OVER FINANCIAL REPORTING

NI 52-109 requires the CEO and CFO to certify that they are responsible for establishing and maintaining ICFR for the Company and that those internal controls have been designed and are effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. Similarly, Exchange Act Rule 13a-15(c) requires the Company's management, with the participation of the CEO and CFO, to evaluate ICFR as at the end of the fiscal year. The CEO and CFO are also responsible for disclosing any changes to the Company's internal controls during the most recent period that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

MATERIAL CHANGES TO THE CONTROL ENVIRONMENT

There have been no changes to the Company's ICFR during the three months ended August 31, 2022 that have materially affected, or are likely to materially affect, the Company's ICFR.

MANAGEMENT'S EVALUATION OF INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management, under the supervision and with the participation of its CEO and CFO, conducted an evaluation of the effectiveness of the Company's ICFR as defined by NI 52-109 and Rule 13a-15(f) of the Exchange Act as of August 31, 2022, using the criteria set forth by the COSO 2013 Framework. Based on this evaluation, management concluded that the internal control over financial reporting was not effective as of August 31, 2022, due to material weaknesses in internal control over ICFR that have been previously identified but continue to exist.

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

- An ineffective control environment resulting from an insufficient number of trained financial reporting and accounting, information technology (IT) and operational personnel with the appropriate skills and knowledge and with assigned responsibility and accountability related to the design, implementation and operation of ICFR.
- The insufficient number of personnel described above contributed to an ineffective risk assessment process necessary to identify all relevant risks of material misstatement and to evaluate the implications of relevant risks on its ICFR.
- An ineffective information and communication process resulting from: (i) insufficient communication of internal control information, including objectives and responsibilities, such as delegation of authority; and (ii) ineffective general IT controls, ineffective controls related to complex spreadsheets, and ineffective controls over information from service organizations, resulting in insufficient controls to ensure the relevance, timeliness and quality of information used in control activities.
- As a consequence of the above, the Company had ineffective control activities related to the design, implementation and operations of process level and financial statement close controls which had a pervasive impact on the Company's ICFR.

KPMG LLP, an independent registered public accounting firm that audited our financial statements, has audited the effectiveness of our ICFR, and has expressed an adverse opinion in their report included with the Company's annual financial statements.

LIMITATIONS ON SCOPE OF DESIGN

The Company has limited the scope of its evaluation of DCP and ICFR to exclude controls, policies and procedures over entities that were acquired by the Company not more than 365 days before the end of the financial period. The only entity controlled by the Company but that was scoped out of the evaluation of DCP and ICFR was Laurentian (acquired on December 21, 2021).

Excluding goodwill, Laurentian constitutes approximately 2% of the Company's current assets, 5% of total assets, 7% of current liabilities and 11% of total liabilities, as well as 5% of net revenue and 3% of net loss as at and for the year ended August 31, 2022.

STATUS OF REMEDIATION PLAN

As disclosed in the prior year, management, with the assistance of external and internal specialists, has continued reviewing and revising its ICFR. Management remains committed to implementing changes to its ICFR to ensure that the control deficiencies that contributed to the material weaknesses are remediated. The following remedial activities have been implemented or remain in progress as at the date of this MD&A and will continue throughout Fiscal 2023 until remediated:

- We are implementing additional ongoing oversight, training and communication programs for management and personnel to reinforce the Company's control standards and expectations, enhance understanding of assessed risks, and clarify individual responsibility for control activities at various levels within the Company. We have continued to formalize and improve risk assessment and monitoring activities with continued regular reporting to those charged with governance at an appropriate frequency. We are preparing a delegation of authority matrix to enforce desired limits of authority for key transactions, events, and commitments, and are working to revise the matrix to reflect organizational changes with a view to then formally communicating these limits of authority to relevant personnel throughout the Company.
- We have bolstered the financial reporting and accounting department's internal controls and accounting knowledge with a number of new full-time employees including those in more senior roles. The Company has implemented retention efforts to complement its hiring. Roles and responsibilities are continually assessed with a view to meeting the needs of the Company's internal control environment.
- We have hired more senior internal audit specialists and continue to retain external audit specialists to assist management in evaluating internal controls and provide advisory services in designing the remediation plans. These specialists are expected to enhance our continuing efforts in Fiscal 2023 to evaluate significant financial reporting processes to ascertain if there are any new processes that need to be documented, continue to assess risks related to financial reporting, and re-evaluate the design and operating effectiveness of key controls within those processes
- We have hired a Chief Information Officer to oversee the IT department, support the remediation of deficiencies in general IT controls and facilitate the development and implementation of the ERP project. The ERP project is expected to streamline financial data management processes, improve functionality and reduce reliance on manual spreadsheets. The ERP has multiple phases at various stages of development including design, development and testing. The first phase of the ERP is expected to be implemented in Fiscal 2023.
- We continue to simplify and streamline our complex spreadsheet models to reduce the risk of errors in mathematical formulas and to improve the ability to verify the logic of complex spreadsheets.

Senior management has discussed the material weaknesses described above with the Audit Committee which will continue to review progress on these remediation activities. While we believe these actions will contribute to the remediation of material weaknesses, we have not completed all the corrective processes, procedures and related evaluation or remediation that we believe are necessary. As we continue to evaluate and work to remediate the material weaknesses, we may need to take additional measures to address the deficiencies. Until the remediation steps set forth above, including the efforts to implement any additional control activities identified in the process, are fully implemented and operate for a sufficient period of time that they can be concluded to be operating effectively, the material weaknesses described above will not be considered fully remediated. No assurance can be provided at this time that the actions and remediation efforts will effectively remediate the material weaknesses described above or prevent the incidence of other material weaknesses in the Company's ICFR in the future. We do not know the specific time frame needed to fully remediate the material weaknesses identified above. See "Risk Factors" in this MD&A and the AIF.

Management, including the CEO and CFO, does not expect that disclosure controls and procedures or internal control over financial reporting will prevent all misstatements, even as the remediation measures are implemented and further improved to address the material weaknesses. The design of any system of internal controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving the stated goals under all potential future conditions.

RISK FACTORS

The Company's business is subject to risks inherent in a high growth, heavily regulated enterprise, and the Company has identified certain risks pertinent to its business that may have affected or may affect its business, financial conditions, results of operations and cash flows, as further described throughout this MD&A and under "Risk Factors" in the AIF. For additional risk factors, readers are directed to the Company's most recent AIF, which is (a) available under the Company's issuer profile on SEDAR at www.sedar.com, and (b) incorporated into and forms part of the Company's annual report on Form-40F filed on EDGAR at www.sec.gov. As a general matter, management of the Company attempts to assess and mitigate any risks and uncertainties by retaining experienced professional staff and assuring that the Board of Directors and senior management of the Company are monitoring the risks impacting or likely to impact the business on a continuous basis.

(i) Credit Risk

Credit risk arises from deposits with banks, short-term investments, outstanding trade and loan receivables, and restricted funds. For trade receivables, the Company does not hold any collateral as security but mitigates this risk by dealing only with what management believes to be financially sound counterparties and, accordingly, does not anticipate significant loss for non-performance. For other receivables, out of the normal course of business such as the loan receivable, management generally obtains guarantees and general security agreements. The maximum exposure to credit risk of cash, short-term investments, accounts receivable, loan receivable, and restricted funds on the statement of financial position at August 31, 2022 approximates $171,799 (August 31, 2021 - $235,949).

As of August 31, 2022 and August 31, 2021, the Company's aging of trade receivables was as follows:

	AUGUST 31, 2022	AUGUST 31, 2021
0-60 days	$ 42,961	$ 20,029
61-120 days	2,022	886
Gross trade receivables	$ 44,983	$ 20,915
Less: Expected credit losses and reserve for product returns and price adjustments	(1,121)	(710)
	$ 43,862	$ 20,205

(ii) Liquidity Risk

The Company's liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by reviewing on an ongoing basis its capital requirements. At August 31, 2022, the Company had $68,515 (August 31, 2021 – $55,365) of cash and working capital of $166,338 (August 31, 2021 - $234,349). Further, the Company may potentially access equity capital through the capital markets if required.

The Company is obligated to the following contractual maturities relating to their undiscounted cash flows as at August 31, 2022:

	Carrying Amount	Contractual Cash Flows	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Accounts payable and accrued liabilities	$ 40,864	$ 40,864	$ 40,864	$ —	$ —	$ —
Long-term debt	235	248	80	168	—	—
	$ 41,099	$ 41,112	$ 40,944	$ 168	$ —	$ —

The contractual maturities noted above are based on contractual due dates of the respective financial liabilities.

In connection with the Company's facilities, the Company is contractually committed to approximately $15,797 of capital expenditures, mostly related to its Moncton and LAU Campuses.

(iii) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the Company is comprised of interest rate risk, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rate. The Company has determined that a 1% change in rates would not have a material impact on the consolidated financial statements.

(iv) Concentration risk

The Company's accounts receivable are primarily due from provincial government agencies (three of which, individually, represented more than 10% of the Company's revenues during the year ended August 31, 2022), corporations (none of which

represented more than 10% of the Company's revenues during the period), and legal trusts and, thus, the Company believes that the accounts receivable balance is collectible.

COVID-19

In March 2020, the World Health Organization declared the outbreak of a novel strain of coronavirus ("COVID-19") and resulted in governments worldwide enacting emergency measures to combat its spread. These measures, which included the implementation of travel restrictions, quarantine periods and physical distancing requirements, affected economies and disrupted business operations for the Company and its customers.

While vaccination programs are maturing and generally restrictions are easing across most countries, there is ongoing concern and uncertainty regarding new and potential variants and continued global spread. The extent to which COVID-19 may impact the Company's business, including its operations, market for its securities and its financial condition, will depend on future developments which are highly uncertain and cannot be predicted at this time. Furthermore, depending on the duration and severity of the COVID-19 pandemic, it may also have the effect of heightening many of the other business risks such as risks relating to the Company's supply chain (availability and cost of raw materials and components) and the successful on-time completion of business objectives. The Company will continue to monitor and assess the impact of COVID-19 on its judgments, estimates, accounting policies and amounts recognized in the Financial Statements.

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2022 ANNUAL INFORMATION FORM OF ORGANIGRAM HOLDINGS INC.

For the Financial Year Ended August 31, 2022

Dated November 24, 2022

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ANNUAL INFORMATION FORM

In this annual information form ("**Annual Information Form**"), unless otherwise noted or the context indicates otherwise, the "**Company**", "**Organigram**", "**we**", "**us**" and "**our**" refer to Organigram Holdings Inc. and its wholly-owned subsidiaries, including Organigram Inc. and the term "**marijuana**" has the meaning given to the term "**cannabis**" in the *Cannabis Act* (Canada) (the "**Cannabis Act**"). All financial information in this Annual Information Form is prepared in Canadian dollars and using International Financial Reporting Standards as issued by the International Accounting Standards Board. The information contained herein is dated as of August 31, 2022 unless otherwise stated.

FORWARD-LOOKING STATEMENTS

This Annual Information Form contains certain information that may constitute "forward-looking information" and "forward-looking statements" within the meaning of applicable securities laws (collectively, "**forward-looking statements**") which are necessarily based upon the Company's current internal expectations, estimates, forecasts, assumptions and beliefs regarding, among other things, the future performance and results of the Company's business and operations, general economic conditions, global events and applicable regulatory regime. Such statements can be identified by the use of forward-looking terminology such as "expect", "likely", "may", "will", "should", "intend", "anticipate", "potential", "proposed", "estimate" and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "may", "will" or "could" happen, or by discussions of strategy. Forward-looking statements include estimates, plans, expectations, opinions, forecasts, projections, targets, guidance, and all other statements that are not statements of fact. The forward-looking statements included in this Annual Information Form are made only as of the date of this Annual Information Form. Forward-looking statements in this Annual Information Form include, but are not limited to, statements with respect to:

- the expected performance of the Company's business and operations;
- the intention to grow the business, operations and potential activities of the Company;
- the operation of the Moncton Campus (as defined below), the Winnipeg Facility (as defined below) and the Lac Supérieur Facility (as defined below), and receipt and continued maintenance of any required approvals from Health Canada with respect thereto;
- the expected growth in the number of customers and patients using the Company's cannabis and extract based products;
- the expected growth in the Company's growing and cannabis extraction capacity;
- the quantity of cannabis and cannabis related products expected to be used by each customer or patient;
- the expected prospects of the Company's collaboration with BAT (as defined below) including pursuant to the PDC Agreement (as defined below);
- the successful integration and expected prospects for the Company's recently acquired subsidiaries, EIC (as defined below) and LAU (as defined below);
- the methods expected to be used by the Company to deliver cannabis extract related products;
- the competitive conditions of the industry;
- the effect of government regulations (or changes thereto) with respect to the restrictions on production, sale, consumption, export controls, income taxes, expropriation of property, repatriation of profits, environmental legislation, land use, water use and receipt of necessary permits and approvals;
- the Company's competitive and business strategies;
- the grant and impact of any license or supplemental license to conduct activities with hemp, cannabis and/or cannabis or hemp extracts or any amendments thereof;
- the anticipated future gross revenues and profit margins of the Company's operations;
- the Company's ability to raise additional funds including through the sale of equity or debt securities;
- future liquidity and financial capacity;
- expectations regarding revenues and expenses;
- the price of cannabis and derivative cannabis products;
- expectations with respect to the success of the Company's research and development initiatives;

- the scope of protection the Company is able to establish and maintain, if any, for its intellectual property rights;
- the Company's ability to enter into and maintain strategic arrangements with distributors and retailers, and the potential costs and benefits of such arrangements;
- the Company's anticipated investments in community relations, cannabis health and safety education programming in the locations where the Company operates and the further development of its social responsibility programs;
- the targeting of international opportunities as the laws and regulations governing cannabis evolve internationally;
- the legalization of industrial hemp or cannabis for medical use or adult-use recreational cannabis in jurisdictions outside of Canada and the Company's ability to participate in any such markets, if and when such use is legalized;
- the Company's ability to import and export cannabis, hemp, and cannabis and hemp extracts to/from foreign jurisdictions it may identify from time to time;
- whether key personnel will continue their employment with the Company;
- the Company's plan with respect to the payment of dividends;
- the Company's ability to remain listed on the TSX (as defined below) and Nasdaq (as defined below) and the impact of any actions it may be required to take to remain listed;
- the Company's possible exposure to liability, the perceived level of risk related thereto, and the anticipated results of any litigation or other similar disputes or proceedings involving the Company, including but not limited to the class action proceedings described herein; and
- the general economic conditions and global events including COVID-19 (as defined herein) retail store closures or reduced sales at retail stores or other impacts of COVID-19.

Certain of the forward-looking statements and other information contained herein are based on estimates prepared by the Company using data from publicly available governmental sources as well as from market research and industry analysis, and on assumptions based on data and knowledge of the medical cannabis industry, industrial hemp industry and the adult-use recreational cannabis industry which the Company believes to be reasonable. However, although generally indicative of relative market positions, market shares and performance characteristics, such data is inherently imprecise. While the Company is not aware of any misstatement regarding any industry or government data presented herein, the medical cannabis industry, industrial hemp industry, and the adult- use recreational cannabis industry involve risks and uncertainties that are subject to change based on various factors.

Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement. A number of factors could cause actual events, performance or results to differ materially from what is projected in the forward-looking statements. These factors include, but are not limited to, risks related to competition, changes in the Canadian cannabis industry and market, governmental regulation, changes in laws, regulations and guidelines, reliance primarily on a single cultivation facility, volatility in the wholesale and retail prices of cannabis, the Company's success in developing new products and finding a market for the sale of new products, license renewal risks, risk inherent in the agricultural business, rising energy costs, negative cash flows from operations, dividends, competition from illicit markets, acquisition and integration risk, volatility in the market for the Company's securities, limited operating history and history of losses, product liability, sufficiency of insurance, TSX and Nasdaq requirements, management of growth, financing risks, risks relating to developing and maintaining effective internal controls for reliable financial reporting and for fraud prevention, reliance on key personnel, risks relating to the ongoing COVID-19 pandemic and catastrophic events, product recalls, risks relating to litigation and securities class actions, difficulties with forecasts, uninsured and uninsurable events risks, unknown health impacts of the use of cannabis and cannabis-derivatives, reliance on third-party transportation, ability to meet target production capacity, scale of operations, contracts or other arrangements with provincial governments are not guaranteed, continuing to meet listing standards for the TSX and the Nasdaq, risks relating to the Company's designation as a "large accelerated filer", differing shareholder protections across jurisdictions, increased volatility for dual-listed shares, market liquidity risks, investment risk, risks relating to the Company's status as a foreign private issuer in the U.S., risks relating to expansion into new markets, foreign investment risk, risk of corruption and fraud in emerging markets and relating to ownership of real property, risks relating to the Company's intellectual property, credit risk, liquidity risk, concentration risk, risks associated with significant shareholders, dividends, publicity

or consumer perception, cyber security and privacy, product security, environmental and employee health and safety regulations, reliance on key inputs, regulatory proceedings, investigations and audits, fraudulent or illegal activity by employees, restrictions on foreign investors, regulatory and operational risks associated with expansion into foreign jurisdictions, reliance on international advisers and consultants, anti-money laundering laws and regulation risks, anti-corruption and anti-bribery laws, global economic risks, future acquisitions, general business risks and liabilities, dilution, constraints on marketing products, provincial legislative controls, suppliers and skilled labour, conflicts of interest, risks associated with the Company's status as a holding company and the other risks described in this Annual Information Form under the heading "R*isk Factors*". Material factors and assumptions used in establishing forward-looking information include that construction and production activities will proceed as planned and regulatory conditions will advance in the manner expected by management. The purpose of forward-looking statements is only to provide the reader with a description of management's expectations relating to future periods, and, as such, forward-looking statements are not appropriate for any other purpose. You should not place undue reliance on forward-looking statements contained in this Annual Information Form. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

CORPORATE STRUCTURE

Organigram Holdings Inc. was incorporated under the *Business Corporations Act* (British Columbia) on July 5, 2010 as "Inform Resources Corp.". The Company changed its name to "0885160 B.C. Ltd." on September 13, 2010, and subsequently to "Inform Exploration Corp." ("**Inform**") on February 16, 2011. On November 21, 2011, Inform completed its initial public offering and its common shares commenced trading on the TSX Venture Exchange (the "**TSX-V**") on November 24, 2011.

On August 22, 2014, Inform and Organigram Inc. entered into an acquisition agreement (the "**Acquisition Agreement**") pursuant to which Inform agreed, among other things, to change its name to "Organigram Holdings Inc." and to effect a consolidation of the outstanding Inform common shares on a 0.883604747 to 1 basis. Under the Acquisition Agreement, Inform acquired all of the outstanding common shares of Organigram Inc. (the "**RTO Transaction**"). On April 6, 2016, the Company was continued under the *Canada Business Corporations Act*.

The Company graduated from the TSX-V to the Toronto Stock Exchange (the "**TSX**") in August 2019. As a result of the graduation, the common shares of the Company (the "**Common Shares**") commenced trading on the TSX under the symbol "OGI" effective August 22, 2019. The Common Shares have also been listed for trading on Nasdaq Global Select Market (the "**Nasdaq**") under the symbol "OGI" effective May 21, 2019 and were delisted from the OTCQX® Best Market after market close on May 20, 2019.

The Company's core operations are based in Moncton, New Brunswick with two other facilities in Winnipeg, Manitoba and Lac Supérieur, Québec. The Company's head office is located at 333 Bay Street, Suite 1250, Toronto, Ontario and the registered office is located at 35 English Drive, Moncton, New Brunswick. The Company's telephone number is 1 (844) 644-4726 and its corporate website is www.organigram.ca.

Subsidiaries

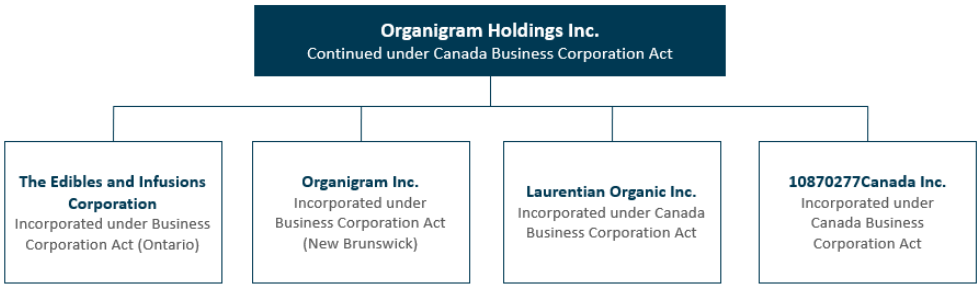
Organigram Inc. ("**OGI**"), a wholly-owned subsidiary of Organigram Holdings Inc., was incorporated under the *Business Corporations Act* (New Brunswick) on March 1, 2013.

10870277 Canada Inc., incorporated under the *Canada Business Corporations Act* on July 4, 2018, is a wholly owned subsidiary of Organigram Holdings Inc., and is used as a special purpose holding company for the Company for its investment in alpha-cannabis Pharma GmbH as further described herein.

The Edibles and Infusions Corporation ("**EIC**"), amalgamated under the *Business Corporations Act* (Ontario), was acquired and became a wholly owned subsidiary of the Company on April 6, 2021.

Laurentian Organic Inc. ("**LAU**"), incorporated under the *Canada Business Corporations Act*, was acquired and became a wholly owned subsidiary of the Company on December 21, 2021.

The following chart illustrates, as of August 31, 2022, the Company's corporate structure:



Certain subsidiaries of the Company, each of which does not represent more than 10% of the consolidated assets of the Company and not more than 10% of the consolidated revenue of the Company, and all of which, in the aggregate, represent not more than 20% of the total consolidated assets and the total consolidated revenue of the Company as at the most recent financial year end of the Company, have been omitted from the chart above.

GENERAL DEVELOPMENT OF THE BUSINESS

Licenses

On March 26, 2014, Organigram Inc. was issued a producer's license under the *Marihuana for Medical Purposes Regulations* ("**MMPR**") promulgated under the *Controlled Drugs and Substances Act* (Canada) (the "**CDSA**"). Pursuant to this license, Organigram Inc. was permitted to produce, sell, possess and ship medical marijuana, in conformity with applicable regulations, and made its first shipment of medical marijuana to registered patients in September 2014.

On March 27, 2016, OGI's license was amended by Health Canada to authorize the manufacturing of cannabis oil extracts under the class exemption available under Section 56 of the CDSA (the "**Section 56 Exemption**"). In June 2016, this license was further amended by Health Canada to also include the sale of cannabis oil extracts.

On August 24, 2016, the MMPR was replaced by the *Access to Cannabis for Medical Purposes Regulations* ("**ACMPR**") promulgated under the CDSA. Under the transitional provisions of the ACMPR, a producer's license issued under the MMPR was continued under the ACMPR and remained valid until that license expired or was revoked. Health Canada issued a license (the "**OGI License**") to OGI under Section 35 of the ACMPR with an effective date of August 10, 2017. The License permitted OGI to produce, sell, possess and ship medical marijuana, in conformity with the ACMPR.

On May 15, 2018, OGI received a dealer's license under the CDSA from Health Canada (the "**Dealer's License**"). The Dealer's License authorized the Company to develop, test and export and import for the purposes of reformulation an extensive range of products including, but not limited to, a range of cannabis oils as well as an extensive range of derivative based formulations. On June 27, 2018, the Dealer's License was amended under the CDSA.

Effective October 17, 2018, cannabis is no longer regulated under the CDSA and is now regulated under the Cannabis Act as further described herein under "*Canadian Regulatory Landscape*". As a result of the Cannabis Act coming into effect, every license issued under the ACMPR that was in force immediately before the day on which the Cannabis Act came into force was deemed to be a license under the Cannabis Act. Additionally, under the Cannabis Act export permits are applied for and received on a case by case basis.

On November 9, 2018, Health Canada reissued the License to OGI under the Cannabis Act as a license for standard cultivation, standard processing and sale for medical purposes while also authorizing the sale of dried cannabis and cannabis oil products to adult recreational use sales channels.

On October 21, 2019, after the amendment to the Cannabis Regulations, Health Canada amended the License to expand the classes of cannabis products that may be sold to adult-use recreational sales channels or sold for medical purposes, to include cannabis topicals, cannabis extracts and edible cannabis. Health Canada renewed the License effective as of March 20, 2020. The License has an expiry date of March 20, 2023. The Company intends to renew the License and it is anticipated that Health Canada will extend or renew the License at the end of its term. See Risk Factors "*Reliance on License Renewal*".

OGI also holds a cannabis license under the *Excise Act*, 2001 (the "***Excise Act***") most recently renewed on October 17, 2022 and expiring October 16, 2024. All holders of a license under the *Cannabis Act* who are authorized to cultivate, produce and package cannabis products are required to hold a cannabis license under the *Excise Act*. The Company intends to renew this license prior to expiry.

On October 23, 2019, Health Canada issued a license to OGI under the Cannabis Act for research (the **Research License**"). The Research License allows the Company to test inhalable cannabis in the cannabis extracts class of cannabis, and ingestible cannabis in the cannabis extracts and edible cannabis classes of cannabis, on human research subjects for assessments of taste, sight, smell or touch. The activities authorized under the Research License support the Company's commercialization of cannabis products in the cannabis extracts and edible cannabis classes of cannabis. The Research License has an expiry date of October 23, 2024. The Company intends to renew the Research License at the end of its term.

EIC, the Company's wholly-owned subsidiary acquired on April 6, 2021, holds a research license having an effective date of November 22, 2019 and expiring on November 22, 2024 allowing EIC to develop confectionary cannabis product formulations. Further, on December 11, 2020, Health Canada issued EIC a standard processing and medical sales license under the Cannabis Act, expiring on December 11, 2023. On May 3, 2022, Health Canada issued EIC an amended license authorizing the sale of cannabis extract, edible and topical products to adult recreational sales channels (the "**EIC License**"). EIC also holds a cannabis license under the *Excise Act* most recently renewed on February 14, 2021 and expiring on February 13, 2023. The Company intends to renew these licenses at the end of their respective terms.

LAU, the Company's wholly-owned subsidiary acquired on December 21, 20221, holds a standard cultivation and standard processing license, originally issued April 17, 2020, authorizing the cultivation of cannabis and manufacturing of dried cannabis, cannabis extract, edible and topical products. On December 3, 2020, Health Canada issued LAU an amended license authorizing the sale of dried cannabis, cannabis extract, edible and topical products to adult recreational sales channels, such license having an expiry date of April 17, 2023 (the "**LAU License**"). LAU also holds a cannabis license under the *Excise Act* most recently renewed on October 17, 2022 and expiring on October 16, 2024. The Company intends to renew these licenses at the end of their respective terms.

Facilities Expansion

The Company acquired its Moncton campus (the "**Moncton Campus**") located in Moncton, New Brunswick in March 2014, and undertook a series of expansions since its acquisition.

The Company continually assesses the critical facets of the lighting and environmental elements in its facilities in an effort to drive maximum quality and yield in the plants it produces. It is the Company's intention to continually improve and refine its cultivation and post-harvesting practices in an effort to achieve a competitive advantage in the space. In July, 2022, the Company completed the expansion of 29 additional grow rooms. With the addition of environmental enhancements and the expansion, the Moncton Campus now has the capacity to produce approx. 85,000 kg of flower annually.

As part of the acquisition of EIC, the Company now has a purpose-built, highly-automated, 51,000-square-foot manufacturing facility in Winnipeg, Manitoba (the "**Winnipeg Facility**"). The facility design and the equipment specifications were designed under EU GMP standards and were also designed to handle both smaller-batch artisanal manufacturing as well as large-scale nutraceutical-grade high-

efficiency manufacturing, and to produce highly customizable, precise and scalable cannabis-infused products in various formats and dosages including pectin, gelatin, sugar-free soft chews (gummies), and toffee and caramel with novel capabilities such as infusions, striping and the possibility of using fruit purees. In May, 2022, a high speed packaging line for pouches was commissioned as part of the Company's effort to optimize the Winnipeg Facility.

As part of the acquisition of LAU, the Company acquired a facility in Lac Supérieur having 6,800 square feet of cultivation area, (the "**Lac Supérieur Facility**"), which is currently being expanded to 33,000 square feet. The Lac-Supérieur Facility is currently equipped to produce approximately 600 kilograms of flower and 1 million packaged units of hash annually. The expansion program currently underway is expected to increase annual capacity to 2,400 kilograms of flower and 2 million packaged units of hash once completed

The forward-looking estimate of production capacity and budget amounts noted above are based on a number of material factors and assumptions including that: (a) the facility size will be as estimated with the same amount of cultivation space being used per grow room for cultivation as used to date; (b) the ratio of dried flower cultivated per canopy square foot of grow room will be consistent with historical output in the Company's existing facilities; (c) all grow rooms designated as production rooms will be utilized for their intended purposes (from time to time rooms may be used for other purposes, such as for storage); and (d) a number of factors can cause actual costs to differ from estimates. See "Risk Factors".

Three-Year History

Developments during the financial year ended August 31, 2020

Effective September 6, 2019, the Company received Health Canada's approval for the licensing of 17 additional cultivation rooms.

On November 15, 2019, the Company amended the credit agreement entered into on May 31, 2019 with the Bank of Montreal and a syndicate including three other lenders ("**Credit Agreement**"): (i) extend the final draw deadline of the term loan from November 30, 2019 to March 31, 2020; (ii) postpone the commencement of principal repayments on the term loan to May 31, 2020; and (iii) realign the financial covenants structure, effective November 30, 2019, to be more consistent with industry norms up to and including May 31, 2020, which also provided the Company will greater flexibility around the timing and quantum of any incremental draws. Prior to the further amendment of the Credit Agreement in May 2020, which is described below, the financial covenants were to revert back to the original structure on August 31, 2020. On April 1, 2021, the Company repaid all outstanding balances (approximately C$58.5 million) under the facilities provided under the Credit Agreement.

On December 4, 2019, the Company launched an at-the-market equity program (the "**December ATM Program**") that allowed the Company to issue and sell up to $55,000,000 (or its U.S. dollar equivalent) of Common Shares from treasury to the public, from time to time, at the Company's discretion. All Common Shares sold through the December ATM Program were sold through the TSX, Nasdaq or another marketplace (as defined in National Instrument 21-101 – *Marketplace Operations*) upon which the Common Shares were then listed, quoted or otherwise traded, at the prevailing market price at the time of sale. Distributions of the Common Shares through the December ATM Program were made pursuant to an equity distribution agreement dated December 4, 2019 among the Company, BMO Nesbitt Burns Inc., as Canadian agent, and BMO Capital Markets Corp., as U.S. agent, and the volume and timing of distributions under the December ATM Program were determined in the Company's sole discretion. All of the Common Shares issuable pursuant to the December ATM Program were issued as of February 13, 2020.

Effective December 12, 2019, the Company received Health Canada's approval for the licensing of 16 additional cultivation rooms and additional drying and storage areas. The Company also received Health Canada's approval for the expansion of the site perimeter for Phase 4C and Phase 5 and approval for the operations area that houses the Company's state-of-the-art chocolate line.

On December 23, 2019, the Company announced that the first of its 'Cannabis 2.0' products had been released, which included Trailblazer Spark, Flicker and Glow 510-thread Torch vape cartridges.

On January 16, 2020, the Company announced that it had secured a supply agreement with Medical Cannabis by Shoppers (the "**Shoppers Agreement**"), the online medical cannabis platform by Shoppers Drug Mart Inc. ("**Shoppers**"). Under the terms of the Shoppers Agreement, the Company will provide Shoppers with a wide range of products including dried flower, oils and other future derivative products as they become available. The Shoppers Agreement is for a three-year term subject to automatic renewal for an additional two years.

On February 20, 2020, the Company announced the continued roll out of its innovative portfolio of adult-use recreational cannabis products including vape pens and cannabis-infused chocolate. The Company made its first shipments of the Edison vape pens powered by Feather technology to jurisdictions across Canada. The Company also announced the first shipment of cannabis-infused chocolate following its investment in a high-speed, high-capacity, fully automated production line. Edison Bytes, the Company's premium cannabis-infused chocolate truffles were available in both milk and dark chocolate formulations and were the first of Organigram's chocolate products to be available to Canadian adult consumers. See "*Distribution and Sales – Cannabis Edibles*".

On March 4, 2020, Derrick West, then a member of the board of directors of the Company, was appointed as Chief Financial Officer.

On March 23, 2020, the Company announced that Health Canada approved the licensing of the remainder of the Company's edibles and derivatives expansion area together with the renewal of its licenses for standard cultivation, standard processing and sale for medical purposes under the Cannabis Regulations. The terms of the licenses include approval of a two-floor production facility designed to support all processing activity as well as dedicated spaces for packaging of flower, pre-rolls and vape pens. The expansion also included a new extraction facility with increased capacity for CO2 extraction, and winterization as well as new capabilities designed for future product development. The amendments allowed for new purpose-built harvest and drying rooms and support areas for quality assurance, maintenance and sanitation. The licenses are valid for a three-year period until March 20, 2023 and are subject to customary terms and conditions.

On March 23, 2020, the Company announced that it was carefully monitoring and actively planning for the evolving situation related to COVID-19 and the potential impacts on the Company's business and operations. The Company stated that it expected to materially reduce its workforce as a result of voluntary and company-imposed temporary lay-offs, which would result in corresponding production and packaging reductions.

On April 6, 2020, the Company announced the temporary layoff of approximately 45% of its workforce primarily in an effort to help contain COVID-19. The Company offered voluntary layoffs to certain staff and those who accepted made up the majority of the layoffs. In some cases, due to the impacts of COVID-19, some administrative, support and other functions were deemed non-essential to the short-term needs of the business and those employees were temporarily laid off. The temporary layoffs were initiated on March 24, 2020. Lump-sum payments (equating to approximately two weeks of work) were paid to the affected employees to help bridge the gap to available government programs. In addition, the Company absorbed the employee paid portion of health, dental and short-term disability premiums for all employees during this difficult time. The Company also put in place a number of health and safety measures during Q3 and Q4 2020. On July 3, 2020, in response to the continued impact of COVID-19 on the Company's business and the continuing evolution of the Canadian cannabis industry, the Company further reduced its workforce by 25%. The Company workforce continues to fluctuate based on evolving needs and expansionary activities.

On April 22, 2020, the Company launched an at-the-market equity program (the "**April 2020 ATM Program**") that allowed the Company to issue and sell up to $49,000,000 (or its U.S. dollar equivalent) of Common Shares from treasury to the public, from time to time, at the Company's discretion. All Common Shares sold through the April 2020 ATM Program are sold through the TSX, Nasdaq or another marketplace (as defined in National Instrument 21-101 – *Marketplace Operations*) upon which the Common Shares were then listed, quoted or otherwise traded, at the prevailing market price at the time of sale. Distributions of the Common Shares through the April 2020 ATM Program are made pursuant to an equity distribution agreement dated April 22, 2020 among the Company, BMO Nesbitt Burns Inc., as Canadian agent, and BMO Capital Markets Corp., as U.S. agent, and the volume and timing of

distributions under the December ATM Program were determined in the Company's sole discretion. All of the Common Shares issuable pursuant to the April 2020 ATM Program were issued as of June 23, 2020.

On March 3, 2017, the Claim (as defined herein) in connection with a proposed class action lawsuit was filed with the Nova Scotia Supreme Court. On April 30, 2020, the Company announced that the Nova Scotia Court of Appeal partially overturned the certification, thereby significantly reducing the scope of the Claim. On June 26, 2020, the plaintiff filed an application for leave to appeal the Nova Scotia Court of Appeal's decision to the Supreme Court of Canada. On November 5, 2020, the Supreme Court of Canada dismissed the leave to appeal with costs. On June 23, 2022, the Company announced that it had reached a Settlement (as defined herein) with respect to the Claim. As part of the Settlement, the Company has agreed to pay an aggregate of $2,310,000. On August 31, 2022, the Court held a hearing and approved the Settlement. See "*Legal Proceedings and Regulatory Actions*".

On May 28, 2020, the Company announced that as of May 19, 2020, the ready-to-use Edison Cannabis Company vape pens powered by Feather, Edison-branded pods specifically for PAX Era vaporizers, and Edison Bytes chocolates in dark and milk chocolate were made available to medical cannabis consumers.

On June 9, 2020, the Company announced that it entered into a multi-year agreement for the supply of dried flower to one of Israel's largest and most established medical cannabis producers, Canndoc Ltd. ("**Canndoc**"), a subsidiary of InterCure Ltd. (TASE: INCR/INCR.TA) (the "**2020 Canndoc Agreement**"). Canndoc has EU GMP-approved medical cannabis products which are sold in pharmacies in Israel. Canndoc holds international cultivation and distribution agreements in the European Union and Canada. The 2020 Canndoc Agreement provided for a tiered pricing scheme and the exact value will vary depending on factors such as potency and product mix. The 2020 Canndoc Agreement also contemplated, among other things, an opportunity for the Company to launch branded medical products with Canndoc in Israeli and European Union markets, and granted exclusivity and related rights to Canndoc within the Israel market for a period of approximately 7.5 years. Activities under the 2020 Canndoc Agreement are subject to compliance with all applicable laws, including receipt of all requisite approvals from Health Canada, the Israeli Ministry of Health, and any other applicable regulatory authorities. As the supply commitments under the 2020 Canndoc Agreement have been fulfilled, the parties recently entered into a subsequent supply agreement. See update in *"Developments during the financial year ended August 31, 2022" and "Israeli Regulatory Framework*".

On June 23, 2020, the Company announced a number of corporate updates including (i) the completion of its April 2020 ATM Program, issuing an aggregate of 21,080,229 Common Shares for gross proceeds of approximately $49 million, and (ii) the commencement of legal action in the Court of Queen's Bench in Alberta, which action seeks damages against many of the largest Canadian cannabis companies, including the Company.

On July 20, 2020, the Company announced that Ray Gracewood, Senior Vice President of Marketing and Communications left the Company to pursue other interests. Julie Chamberlain was promoted to Vice President of Marketing. The Company's senior marketing role is now occupied by Megan McCrae as described below.

On July 28, 2020, the Company announced the launch of its most recent cannabis 2.0 product Trailblazer Snax, a premium-quality, value-priced, cannabis infused chocolate bar. The Trailblazer Snax is a 42g bar with 10mg of THC and comes in both mint and mocha flavours.

On August 4, 2020, the Company announced the launch of three new strains of Edison Cannabis Co. dried flower products: (i) The General (Grapefruit GG4); (ii) Chemdog; and (iii) Samurai Spy (Ninja Fruit).

On August 14, 2020, the Company announced that it sent its first shipment of bulk dried flower to Canndoc. The shipment was part of the Canndoc Agreement and was valued at $2.47 million.

On August 18, 2020, the Company announced it partnered with Medical Cannabis by Shoppers and TruTrace in effort to track source and genetics of cannabis used by medical patients. The program is designed to genetically finger-print all participating cannabis products, tracking them throughout the

supply chain, from genome to patient, in order to provide real-time information about the composition of each cannabis product used by Medical Cannabis by Shoppers customers. The Company agreed to provide cannabis products to Shoppers for use in the tracking program.

Developments during the financial year ended August 31, 2021

On September 17, 2020, the Company announced the launch of SHRED, a high quality, high potency, affordable dried flower product pre-shredded for additional consumer convenience. SHRED offers three pre-milled varieties, all featuring THC of 18% or more and each contained in a two-way humidity system to preserve their unique flavour profiles.

On October 23, 2020, the Company announced the funding of an additional $2.5 million investment in Hyasynth Biologicals Inc. ("**Hyasynth**") in accordance with the terms of the debenture purchase agreement dated September 12, 2020, between the Company and Hyasynth. This brought the Company's total face value of convertible debentures investment in Hyasynth to $7.5 million, which provided the Company with a potential ownership interest of up to 46.7% on a fully diluted basis.

On November 10, 2020, the Company announced an underwritten public offering of 37,375,000 units of the Company (the "**Units**") at a price of $1.85 per Unit (the "**Offering**"), including the full exercise of the over-allotment option, underwritten by a syndicate of underwriters led by Canaccord Genuity Corp. Each Unit was comprised of one common share of the Company and one half of one common share purchase warrant of the Company (each full common share purchase warrant, a "**Warrant**"). Each Warrant is exercisable to acquire one common share of the Company (a "**Warrant Share**") for a period of 3 years following the closing date of the Offering at an exercise price of $2.50 per Warrant Share, subject to adjustment in certain events. The Offering closed on November 12, 2020.

On November 27, 2020, the Company further amended its credit facilities pursuant to an amended and restated credit agreement (the "**Amended and Restated Credit Agreement**") with BMO to: (i) reduce the term loan amount from $115 million to $60 million (the "**Term Loan**") based on a repayment of $55 million to be made on December 1, 2020 of the outstanding Term Loan balance of $115 million; (ii) have repayments on the balance of the Term Loan commence on February 28, 2021 in an amount equal to $1.5 million per quarter; (iii) reduce the revolver commitment to $2 million from up to $25 million; (iv) adjust the minimum quarterly EBITDA covenants to be maintained by the Company commencing on February 28, 2021 and continuing through to maturity, thereby removing this covenant for the fiscal period ended November 30, 2020 and eliminating the reversion of the financial covenants to that of the original structure on November 30, 2021; (v) modify the applicable margin pricing and standby fee terms to reflect current market conditions; and (vi) reduce the minimum unrestricted cash balance requirement to $20 million, which was already inclusive of the $8 million restricted investment then currently outstanding. The interest rate margin was fixed from November 27, 2020 through to maturity on May 31, 2021. The Company incurred an amendment fee of $217,000 plus legal expenses in connection with the amendment and restatement. On April 1, 2021, the Company repaid the $58.5 million outstanding balance under the facilities provided under the Amended and Restated Credit Agreement.

On December 22, 2020, the Company announced the launch of three new Edison Indica strains, namely, high potency Black Cherry Punch and Ice Cream Cake (I.C.C.) and full flavour Slurricane.

On January 11, 2021, the Company announced the appointment of Marni Wieshofer to the Company's board of directors. Ms. Wieshofer is Organigram's first U.S. domiciled director and assumed her board position effective January 12, 2021.

On February 2, 2021, the Company announced the departure of Matt Rogers, Senior Vice President, Operations who left the Company at the end of May 2021 to pursue other interests. Further, on the same date, the Company announced the appointment of Nathalie Batten as the Company's plant manager. Effective June 1, 2021, Nathalie Batten was appointed as the Company's Vice President, Operations.

On March 2, 2021, the Company announced the launch of two new additions to its adult-use recreational cannabis product portfolio which are SHRED Tropic Thunder Jar of Joints and Trailblazer SNAX Milk Chocolate Bars. SHRED's Tropic Thunder is a combination of strains with citrus and tropical aromas featuring THC of 18% or more, and is available in a Jar of Joints. Trailblazer SNAX is the only chocolate

bar currently in market in which cannabis is infused into a rich, creamy cacao filling in the centre of the bar. See "*Distribution and Sales – Cannabis Edibles*".

On March 11, 2021, the Company announced a $221 million strategic investment from a wholly-owned subsidiary of British American Tobacco ("**BAT**"), which subscribed for approximately 58.3 million Common Shares of the Company at $3.792 per Common Share, which represented a 19.9% equity interest in the Company on a post-transaction basis at the time of announcement. Concurrent with the investment, Organigram Inc. and BAT also entered into a product development collaboration agreement (the "**PDC Agreement**") pursuant to which a "Center of Excellence" (a "**CoE**") has been established at the Moncton Campus to focus on developing the next generation of cannabis products.

On March 11, 2021, the Company announced it had added Mr. Jeyan Heper to the board of directors, as one of the two nominees that BAT is entitled to nominate in connection with BAT's strategic investment in the Company and the PDC Agreement. Mr. Jeyan Heper resigned from the Board effective October 31, 2021.

On April 6, 2021, the Company announced it had acquired all of the issued and outstanding shares of EIC (the "**EIC Acquisition**") for share consideration of $22.0 million, plus up to an additional $13.0 million in shares payable upon the EIC business achieving certain earnout milestones. The EIC Acquisition further broadens the Company's continuum of product offerings and provides an operational footprint in Western Canada. On September 8, 2021, the Company issued 1,039,192 Common Shares on EIC's achievement of the first milestone earnout.

On April 22, 2021, the Company announced the launch of two new Edison dried flower strains – GMO Cookies and MAC1. Both strains contain a THC range of 20-26% feature a distinct phenotypic profile, flavour and aroma as a result of being grown in one of Organigram's strain specific micro-climates and are available in 3.5g format or a package of three x 0.5g pre-rolls.

On May 3, 2021, the Company announced that Greg Engel had stepped away from his role as CEO and that, he would continue to act as a special advisor to the board of directors through a transition period until a new permanent CEO was appointed. Peter Amirault, chair of the board of directors, was appointed by the board of directors to serve as executive chair on an interim basis, and to oversee the day-to-day management of the Company until a permanent CEO is appointed.

On May 10, 2021, the Company announced the appointment of Borna Zlamalik as the Company's Vice President of Innovation who is an accomplished consumer packaged goods marketer. Mr. Zlamalik most recently served as Vice President, Marketing & Communications, for The Valens Company, and has held senior roles in the past. Mr. Zlamalik oversees all R&D and product development and sits as one of Organigram's representatives on the steering committee for the CoE. See "*New Product Development*".

On May 18, 2021, the Company announced the launch of Big Bag o' Buds, a lineup of dried flower products featuring a roster of well-known genetics and an exciting rotation of one-time offerings in a 28g format. Big Bag o' Buds offers a minimum of 17% THC and a rich genetics assortment that includes Ultra Sour, a pungent, Sativa-leaning sour featuring the tartness of Meyer lemon and the diesel and pungent notes from the strain's kush undertones.

On May 31, 2021, the Company announced the appointment of Megan McCrae as the Company's Senior Vice President of Marketing and Communications.

On June 3, 2021, The Company announced the official launch of the CoE as outlined in the PDC Agreement. The Company also announced it was recruiting for as many as 75 positions, across most functional areas of the Company. Positions include those in operations, production, sanitation, cultivation, sales, marketing, research, and quality assurance, to build a world-class workforce to support the development of new, innovative and industry-leading products. See "*New Product Development*".

On June 24, 2021, the Company announced the filing of a preliminary short form base shelf prospectus with the securities commissions in each of the provinces and territories of Canada, and the concurrent filing of a base shelf registration statement with the SEC on Form F-10 under the United States Securities Exchange Act of 1933, as amended, pursuant to the Multijurisdictional Disclosure System. The base shelf

allows the Company to qualify the distribution of up to $500 million of Common Shares, preferred shares, debt securities, subscription receipts, warrants, and units during the 25-month period that the base shelf prospectus remains effective. The Company received a receipt for its final short form base shelf prospectus on August 31, 2021.

On July 15, 2021, the Company announced the launch of the Cannabis Innovators Panel, a cannabis consumer panel offering real-time insights into consumer preferences, usage occasions, and future development opportunities. This online panel engages with up to 2,500 participants across Canada on an ongoing basis, and contributes feedback on both existing product categories as well as guide areas of future research and development including flower, vapes, concentrates, edibles, flower and pre-rolls.

On August 4, 2021, the Company announced that Beena Goldenberg, formerly Chief Executive Officer of The Supreme Cannabis Company Inc. and previously Chief Executive Officer at Hain-Celestial Canada, ULC, was appointed as the Company's new CEO. Ms. Goldenberg assumed the role on September 9, 2021.

On August 17, 2021, the Company announced the launch of Edison JOLTS, Canada's first flavoured high potency THC lozenge. Edison JOLTS are available in a package of 10 mint flavoured lozenges with 10 mg of THC per lozenge for a total of 100mg per pack. Edison JOLTS are intended for sublingual or buccal absorption, which generally allows for faster absorption of active ingredients (in this case, THC) compared to a product that is chewed and swallowed. Edison JOLTS are also low-calorie and vegan friendly.

On August 25, 2021, the Company announced the launch of SHRED'ems, high-quality and bold flavoured cannabis-infused gummies. SHRED'ems is an extension of the Company's value-priced SHRED product portfolio which includes SHRED milled flower and SHRED Jar of Joints. Reflecting the SHRED portfolio's commitment to value, convenience, and bold flavour, SHRED'ems is competitively priced and is available in three bold, all-natural flavours. SHRED'ems gummies are also vegan friendly.

Developments during the financial year ended August 31, 2022

On November 1, 2021, the Company announced it made an international shipment to Canndoc in Q1 Fiscal 2022 under the Canndoc Agreement. The Company also announced it had signed a supply agreement with the Yukon Liquor Corporation adding territorial distribution to its existing 10 provincial distribution arrangements.

On November 18, 2021, the Company announced the launch of Monjour, the Company's new wellness brand, offering high quality, CBD-forward products. Monjour's first offerings included both vegan-friendly as well as sugar-free soft chews, both in assorted flavours.

On December 21, 2021, the Company announced the acquisition of LAU for $36 million, net of working capital adjustments, plus earnout share consideration, if any. The acquisition added more premium products to the Company's portfolio and strengthened its presence in the province of Quebec.

On December 22, 2021, the Company announced that it had made an additional $2.5 million investment in Hyasynth. The Company has to date invested $10 million in Hyasynth.

On February 23, 2022, the Company announced that the BAT nominee, Mr. Simon Ashton, was appointed to the Company's board of directors.

On March 1, 2022, the Company announced that BAT had invested $6.3 million to exercise its rights pursuant to the Investor Rights Agreement (as defined herein) to enhance its equity ownership position in the Company to 19.5% (as at December 31, 2021) from 18.8%.

On March 17, 2022, the Company launched its social impact strategy, Organigram Operating for Good, joining the Pledge 1% movement by donating up to 1% of employee time towards causes aimed at "Building Healthy Communities Where We Live and Work."

On June 23, 2022, the Company announced that it had reached the Settlement with respect to the Claim. As part the Settlement, the Company has agreed to pay a settlement amount in the aggregate of $2,310,000 (the "**Settlement Amount**"). On August 31, 2022, the Court held a hearing and approved the Settlement. See "*Legal Proceedings and Regulatory Actions*".

On November 17, 2022, the Company announced that it had entered into a new multi-year agreement for the supply of medical dried cannabis flower to Canndoc (the "**2022 Canndoc Agreement**"). The 2022 Canndoc Agreement provides for a commitment of 10,000kg of dried flower with an option for Canndoc to elect to order up to an additional 10,000kg during the three-year supply term. As of the date of the announcement, approximately 2,800kg had already been delivered to Canndoc and credited against the total volume commitment under the 2022 Canndoc Agreement. The Company's has agreed to exclusively supply Canndoc in Israel during the three-year term with a right of first offer for an additional one year period following the end of the term to negotiate a further exclusive collaboration in Israel. Additionally, the Company granted exclusively on certain popular genetics for distribution into Canndoc's international supply chain, subject to agreement between the parties and local regulations.

DESCRIPTION OF THE BUSINESS

Company Overview

The Company is a leading Canadian licensed producer of high quality cannabis and cannabis-derived products in Canada under the Cannabis Act. The Company is focused on producing high-quality cannabis and other cannabis derived products for adult-use recreational and medical consumers in Canada as well as developing international business partnerships to extend the Company's global footprint.

A description of the regulatory framework is included below under the heading "*Canadian Regulatory Framework*". For a summary of the *Cannabis Act* and *Cannabis Regulations* as well as the Company's license issued under the *Cannabis Act*, see "*Canadian Regulatory Framework – Licenses, Permits and Authorizations*".

Principal Products and Brands

The Company has been working on establishing strong brands for use in the adult-use recreational cannabis market place and is seeking to create a portfolio of diverse brands and products. The Company's adult-use recreational cannabis brands strategy reflects the Company's views about current and potential consumers, the industry, future product development and opportunities for growth.

Adult Use Recreational Cannabis

The Company developed its initial portfolio of adult-use recreational cannabis brands to specifically meet the evolving needs of Canada's adult-use recreational cannabis market. The suite of brands created by the Company for Canada's adult-use market include SHRED, Big Bag O' Buds, Monjour, Edison Cannabis Co., Tremblant and Laurentian. Each brand is unique to a specific customer demographic with a product offering designed to meet the needs of its target audience, as described below, including as to potency and price point.



Medical Cannabis

The Company offers a broad offering of medical cannabis products, including cannabis flowers, cannabis oils and vaporizers to suit a variety of preferences.

New Product Development and Innovation

Research & Development

The Company continues to focus on consumer driven innovation, research and product development. It has made significant changes to its R&D process to ensure focus, development agility and increase effectiveness of both derivative product development and utilization of all cannabis material for innovation. In June 2022, the Company's bio laboratory was commissioned and several plant science discoveries have already been made which should benefit the Company's current plant portfolio and long term cultivation strategy. The sensory testing program has been expanded to over 200 expert panel members, segmented and trained to be able to assess the qualities and attributes of different product categories. Commercialization has been enhanced and automated using new, advanced project management software to allow for more efficient and agile planning and deployment of products into market.

As part of waste stream innovation efforts, the Company has optimized its CO2 and solventless extraction capabilities. The CO2 optimization has results in significant increase to distillate capacity reducing reliance on purchases from third parties. The solventless extraction stream manufactures kief in various grades used in the concentrates and hash making process. With these new processes, the Company is now utilizing a significant amount of cannabis trim which otherwise would've been wasted.

CoE and other Investments

The PDC Agreement entered into with BAT in March 2021 and the strategic investment of approximately $221 million in the Company by BAT is another example of the Company's hallmark dedication to consumer driven product innovation. The strategic collaboration with BAT strengthens Organigram's ability to create innovative, differentiated products that appeal to adult consumers. In addition, the Company continues to support efforts in cannabinoid biosynthesis via its investment in Hysaysnth. No assurance can be given that the Company will be successful in bringing these products to the market. See Risk Factors "*The Company May Not be Able to Successfully Develop New Products or Find a Market for Their Sale*".

The Company and BAT entered into the PDC Agreement pursuant to which the CoE has been established to focus on research and product development activities for the next generation of cannabis products with an initial focus on CBD. The CoE is located at the Moncton Campus, which holds the Health Canada licenses required to conduct R&D activities with cannabis products. Both companies are contributing scientists, researchers, and product developers to the CoE which is governed and supervised by a steering committee consisting of an equal number of senior members from both companies. Under the terms of the PDC Agreement, both Organigram and BAT have access to certain of each other's intellectual property

("**IP**") and, subject to certain limitations, have the right to independently, globally commercialize the products, technologies and IP created by the CoE pursuant to the PDC Agreement.

Per the PDC Agreement, Organigram and BAT have agreed to jointly develop cannabis vapour products, cannabis oral products and any other products, IP or technologies the parties mutually agree to develop. BAT will own all IP developed under this collaboration and will grant to Organigram a royalty-free, perpetual, global licence to all such IP. Each party has also agreed to grant to the other a non-exclusive, perpetual and irrevocable license to certain existing IP of such party and its affiliates for purposes of conducting the development activities and exploiting the products, technologies and IP created by the CoE per the PDC Agreement, subject to certain restrictions.

All key working spaces of the CoE have now been completed including the R&D laboratories, enhanced analytics space, quality assurance and control laboratory, GPP production space, sensory testing laboratory and a state of the art biolab for advanced plant science research. The CoE has undertaken initial stage development and safety studies on first generation edibles and novel beverages as part of its scope of work. As part of the development, the CoE has created and assessed numerous delivery systems and created over 60 unique formulations to develop differentiated products in the future. In addition, since September 2021, the CoE has completed early-stage work on first generation vapour innovation, with a focus to developing an enhanced consumer sensorial experience and addressing current product category challenges.

Distribution and Sales

Adult-Use Recreational Cannabis

The Cannabis Act provides provincial, territorial and municipal governments with the authority to prescribe regulations regarding retail and distribution of adult-use recreational cannabis. As such the distribution model for adult-use recreational cannabis is prescribed by provincial regulations and differs from province to province. Some provinces have government-run retailers, while others have government-licensed private retailers, and some have a combination of the two. The Company is authorized by its License for wholesale distribution of adult-use recreational cannabis and certain derivative products in all provinces of Canada and in Yukon, and has supply arrangements in different forms with the responsible government agency or equivalent in each province and in Yukon.

The Cannabis Act introduced restrictions on the promotion of cannabis products, cannabis accessories and services related to cannabis. These include restrictions on the content of promotions as well as locations where promotions may take place. With this in mind, the Company has created a portfolio of brands that address unique customer needs, including potency, yield, flavours, occasions, price points, volume discounts or promotional pricing. As the industry matures, certain seasonal sales trends are starting to emerge such as an increased popularity for pre-rolls during the summer months and an increased popularity for vape pens during the winter months. See "*Description of the Business - Canadian Regulatory Framework*" for additional information on current distribution channels under the *Cannabis Act*.

Medical Cannabis

The Company recently changed its distribution model for medical cannabis and as of November 1, 2022, exclusively distributes medical cannabis through Medical Cannabis by Shoppers, the online medical cannabis platform by Shoppers. The online medical cannabis platform by Shoppers offers a wide range of medical products and dedicated customer service. The Company's prices for cannabis and derivative products vary based on growth time, strain yield and market prices. The Company may from time to time offer volume discount or promotional pricing. The Company is also authorized for wholesale shipping of medical cannabis plant cuttings and dried flower to other licensed producers. The Company is also able to ship wholesale medical cannabis products to certain international jurisdictions by obtaining the required approvals and permits from Health Canada and the applicable regulatory authority of the purchaser. See "*Description of the Business - Canadian Regulatory Framework*" for additional information on current distribution channels under the *Cannabis Act*.

Cannabis Edibles

Effective October 17, 2019, the Cannabis Regulations permit the sale to the public of edible cannabis products and concentrates through medical and adult-use consumer channels. Following the investment in a high-speed, high-capacity, fully automated production line, the Company began shipping their cannabis-infused chocolates to retailers across Canada in February 2020. The Company subsequently began evaluating future prospects for its chocolate production line based on its declining utilization and declining revenues from its chocolate output and ultimately made the strategic decision to cease manufacturing chocolate products. Following the EIC acquisition, the Company launched SHRED'ems cannabis-infused gummies and Monjour, a brand focusing on CBD-forward products.

Cannabis Extracts and Concentrates

The Company continues to expand its vape pen offering by having introduced a live resin vape cartridge as well as 3 ShredX vapes featuring distillate and proprietary botanical terpene blends. The Company has added three new flavours to its existing high potency THC lozenge, Edison JOLTS. As part of the LAU acquisition, the Company has also established a robust hash innovation pipeline, has expanded the Tremblant hash brand nationally via new higher potency hash temple balls, and has launched 2 new hash products into the market.

Operations

The Company has assembled a capable management team with significant experience in the management and growth of successful enterprises.

Presently, a significant portion of the Company's revenue is derived from the sale of cannabis, cannabis product and cannabis plant material produced, cultivated and/or processed by the Company at its Moncton Campus. The Company grows cannabis at its Moncton Campus for the purposes of sale and distribution of finished products in accordance with the *Cannabis Act*. The Moncton Campus has 115 grow rooms with staggered cultivation cycles averaging 14 weeks per cycle. As the grow rooms are all indoor, seasonality has negligible impact on cultivation cycles.

In July 2022, the Company acquired the Winnipeg Facility which it had been previously leasing. EIC currently holds a research license, standard processing license and sales license issued under the *Cannabis Act*. The Company is currently producing cannabis-infused gummies and cannabis-infused lozenges at the Winnipeg Facility.

Storage and Security

The *Cannabis Act* prescribes physical security requirements that are necessary to secure sites where licensed producers conduct activities with cannabis. All facilities currently in production operate in accordance with the *Cannabis Act* requirements, including in relation to the security requirements. Health Canada conducts *ad hoc*, unscheduled site inspections of licensed producers under the *Cannabis Act*. The Company has been subject to these inspections numerous times. The Company has responded to and complied with all requests from Health Canada within the time frames indicated in such requests. As of the date hereof, there are no outstanding inspection issues with Health Canada beyond day-to-day adjustments that may occur in order to ensure ongoing compliance. For a summary of the requirements. See "Risk Factors".

Specialized Skill and Knowledge

The nature of growing cannabis is not substantially different from the nature of growing other agricultural products. Variables such as temperature, humidity, and lighting, air flow, watering and feeding cycles are meticulously defined and controlled to produce consistent product and to avoid contamination. The product is cut, sorted and dried under defined conditions that are established to protect the activity and purity of the product. Once processing is complete, each and every processed batch is subjected to full testing against stringent quality specifications set for activity and purity. The Company has recruited a

production team with specialized skill sets unique to indoor agricultural cultivation and processing of cannabis plants and products at industrial scale.

In addition, in order to ensure compliance with the *Cannabis Act* and any directives issued by Health Canada, which includes strict security measures, equipment required to manage production, HVAC systems, odour control systems and laboratory equipment to monitor and test product quality, the Company must employ a number of regulatory personnel to assist the Company to remain compliant with the complex and rapidly evolving regulations applicable to the industry. The Company has successfully recruited the necessary personnel with this skill set.

The Company's management includes individuals who have extensive expertise in the cannabis industry. In addition, the Company's board of directors is constituted by experienced professionals from various relevant industries. See "Directors and Executive Officers" for additional information.

Competitive Conditions

As of the date hereof, Health Canada has issued cultivation, processing or cannabis sales licences to a total of 926 licence holders. There are also a number of unlicensed growers of cannabis which compete with the legal market. The *Cannabis Act* allows for adults to legally grow up to four cannabis plants for personal use, however, the Company believes that competition from homegrown cannabis is limited and does not currently have a significant impact on market demand for high quality cannabis flower.

On May 8, 2019, Health Canada introduced changes to the cannabis licensing process. Under the new system, new applicants for licenses will be required by Health Canada to have a fully built site that meets all the requirements under the *Cannabis Regulations* at the time of their application. The Company believes that this requirement in addition to the extensive regulatory restrictions and large amounts of financing required for operations, reduces the number of large-scale licensed producers that can compete nationally and internationally, at least in the short term.

However, as the demand for cannabis and cannabis products increases both nationally and internationally, the Company believes new competitors will enter the market. The principal aspects of competition between the Company and its competitors will be the price and quality of the products offered and client service provided to patients, government entities and private retailers.

As edible cannabis products have now been legalized in Canada, they have become a large market for licensed producers. Edibles are an attractive alternative that appeals to a broader audience, particularly to those who are not interested in smoking. The Company continues to invest in new product development through research and development, the acquisition of new technologies and the EIC and LAU acquisitions. The Company deployed a strategy aimed at product depth as opposed to breadth to maintain its strong track record of delivering on supply commitments, which is critical to building brand equity. The Company has launched vaporizer pen products, hash products, cannabis-infused gummies, and first-to-market ingestible extracts.

In respect of hemp and hemp-derived CBD, with the increased interest in CBD internationally, the Company believes that the industrial hemp market will likely continue to expand. Market entrants in Canada face regulatory hurdles which may impede or delay access to the market.

There is potential that the Company will face intense competition from other cannabis producers, some of which having longer operating histories and more financial resources and manufacturing and marketing experience than the Company. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of the Company.

Employees

As of August 31, 2022, the Company employed approximately 882 employees, with approximately 722 working at the Moncton Campus, and as of October 31, 2022, the Company employed approximately 931 employees.

Canadian Regulatory Framework

On October 17, 2018, the *Cannabis Act* and the *Cannabis Regulations* came into force, legalizing the sale of cannabis for adult recreational use in Canada. Prior to the *Cannabis Act* and the *Cannabis Regulations* coming into force, only the sale of medical cannabis was legal. Such sales of medical cannabis were regulated under the ACMPR.

The *Cannabis Act* and *Cannabis Regulations* establish a licensing and permitting scheme for the production, importation, exportation, testing, packaging, labelling, sending, delivery, transportation, sale, possession and disposal of cannabis both for medical and non-medical use (*i.e.* adult recreational use).

The *Cannabis Act* and the *Cannabis Regulations* replaced the CDSA and the ACMPR regarding rules for the production, sale and distribution of medical cannabis and related CANNABIS oil extract. The *Cannabis Act* maintains separate access to cannabis for medical purposes, including providing that import and export licenses and permits will be issued only in respect of cannabis for medical or scientific purposes or in respect of industrial hemp.

Transitional provisions of the *Cannabis Act* provided that every license, permit and security clearance issued under the ACMPR that was in force immediately before the day on which the *Cannabis Act* came into force (being October 17, 2018) is deemed to be a license or permit issued under the *Cannabis Act* and that such license or permit will continue in force until it is revoked or expires.

On May 8, 2019, Health Canada changed its licensing criteria for new applicants for licenses to cultivate, process and sell cannabis for medical purposes. These categories of license applicants are now required to have a fully built site that meets all the requirements of the Cannabis Regulations at the time of their application, as well as satisfying any other applicable application criteria.

On October 17, 2019, the *Regulations Amending the Cannabis Regulations* (the "**Amended Cannabis Regulations**") came into force. The Amended Cannabis Regulations amend the *Cannabis Act* and *Cannabis Regulations* to, among other things, allow for the production, distribution and sale of cannabis extracts, cannabis topicals and cannabis edibles in addition to the other previously permitted product categories. The Amended Cannabis Regulations set out certain requirements for the sale of cannabis products, including limiting the THC content and serving size of certain product forms.

Certain provinces have imposed restrictions on the launch and sale of edible and vaporizable products in their markets, including Quebec and Newfoundland and Labrador. Additionally, in February 2021 Health Canada announced its intent to restrict the use of flavours in vaporizable products in the near future and in June 2021 Health Canada proposed amendments that would restrict inhalable cannabis extracts from having a flavour other than the flavour of cannabis. These amendments were expected to come into force in 2022, however they are not yet in force as of the date hereof. As the market and regulations continue to develop the impact of these announcements is not readily determinable at this time. Given that the *Cannabis Act* and the *Cannabis Regulations* only recently came into force, the full impact of such regulatory changes on the Company's business is unknown. See Risk Factors "*Changes in Laws, Regulations and Guidelines*".

Licenses, Permits and Authorizations

The *Cannabis Regulations* establish six classes of licenses under the *Cannabis Act*: cultivation licenses; processing licenses; analytical testing licenses; licenses for sale; research licenses; and cannabis drug licenses. 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 subclass 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 subclass. The *Cannabis Regulations* provide that all licenses issued under the *Cannabis Act* must include both the effective date and expiry date of the license, and may be renewed on or before the expiry date.

The *Cannabis Regulations* permit license holders to conduct activities only at the site and building set out in the license (except for destruction, antimicrobial treatment and distribution) and no licensed activities

can take place in a “dwelling-house”. The holder of a license must not produce, test, store, package or label cannabis outdoors, except for obtaining cannabis by cultivating, propagating or harvesting it.

The *Industrial Hemp Regulations* (“**IHR**”) promulgated under the *Cannabis Act* came into force on October 17, 2018. The regulatory scheme for industrial hemp remained largely the same; however, the IHR permit the sale of hemp plants to licensed cannabis producers, the use of additional parts of the hemp plant and licensing requirements have been eased in accordance with the low risk posed by industrial hemp. The IHR define “industrial hemp” as cannabis plants whose leaves and flowering heads do not contain more than 0.3% THC.

Security Clearances

Certain people associated with cannabis licensees, including individuals occupying a “key position” such as directors, officers, significant shareholders and individuals identified by Canada’s 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 in association with, drug trafficking, corruption or violent offences. This is largely the approach that has been in place under the ACMPR and other related regulations governing the licensed production of cannabis for medical purposes. Individuals who have histories of nonviolent, lower-risk criminal activity (*e.g.* simple possession of cannabis, or small-scale cultivation of cannabis plants) are not precluded by legislation from participating in the legal cannabis industry, and the 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. Security clearances issued under the ACMPR are considered to be security clearances for the purposes of the *Cannabis Act* and the *Cannabis Regulations*.

Cannabis Tracking and Licensing System

Under the *Cannabis Act*, the Minister is authorized to establish and maintain a national cannabis tracking system. The *Cannabis Regulations* set out a national cannabis tracking system to track cannabis throughout the supply chain to help prevent diversion of cannabis into, and out of, the legal market. The *Cannabis Act* also provides the Minister with the authority to make a ministerial order requiring certain persons named in such order to report specific information about their authorized activities with cannabis, in the form and manner specified by the Minister. Accordingly, the Minister has introduced the Cannabis Tracking and Licensing System, and license holders are required to use this system to submit monthly reports to the Minister, among other things, pursuant to the *Cannabis Tracking System Order*.

Cannabis Products

As of October 17, 2018, the *Cannabis Act* and *Cannabis Regulations* permitted the sale to the public of dried cannabis, cannabis oil, fresh cannabis, cannabis plants, and cannabis seeds by authorized license holders. On October 17, 2019, the Amended Cannabis Regulations came into force adding edibles containing cannabis, cannabis extracts and cannabis topicals as new classes of cannabis permitted to be sold through medical and adult-use consumer channels. The THC content and serving size of cannabis products is limited by the *Cannabis Regulations*. Effective October 17, 2020 cannabis oil was deleted from the *Cannabis Act* and products must be sold as cannabis extracts, subject to compliance with other prohibitions and requirements of the *Cannabis Regulations*. See “*Changes in Laws, Regulations and Guidelines*”.

Packaging and Labelling

The *Cannabis Regulations* set out requirements pertaining to the packaging and labelling of cannabis products, which requirements are intended to promote informed consumer choice and allow for the safe handling and transportation of cannabis, while also reducing the appeal of cannabis to youth and promoting safe consumption. These requirements include plain packaging for cannabis products, strict requirements for logos, colours and branding as well as packaging that is tamper-proof and child-resistant. The *Cannabis Regulations* further require mandatory health warnings, product source information, including the class of cannabis and the name, phone number and email of the processor, the standardized cannabis symbol and specific product information including the THC and CBD content.

Advertising

The *Cannabis Act* introduces strict restrictions on the promotion of cannabis products to, among other things, prevent promotion that could be appealing to young persons or evoke a positive or negative emotion about or image of, a way of life. Specifically, the *Cannabis Act* prohibits the promotion of cannabis, cannabis accessories or any services related to cannabis, unless such promotion is authorized under the *Cannabis Act*. Therefore, the Company may only advertise or promote its products in compliance with the provisions of the *Cannabis Act*.

Cannabis for Medical Purposes

The *Cannabis Regulations* set out the regime governing access to medical cannabis which largely reflects the rules under the ACMPR. Patients who have the authorization of their healthcare provider continue to have access to medical cannabis, either purchased directly from a federally licensed producer, or by registering to produce a limited amount of cannabis for their own medical purposes, or designating someone to produce cannabis for them.

Provincial Regulatory Framework

While the *Cannabis Act* provides for the regulation of the commercial production of cannabis for adult-use recreational purposes and related matters by the Government of Canada, the *Cannabis Act* enables the provinces and territories of Canada to regulate other aspects of adult-use recreational cannabis (similar to what is currently the case for liquor and tobacco products), such as sale and distribution, minimum age requirements, places where cannabis can be consumed, and a range of other matters.

As at the date hereof, the Company has entered into arrangements with distributors in all the provinces of Canada and the Yukon. The nature of these arrangements vary by jurisdiction.

The governments of every Canadian province and territory have, to varying degrees, enacted regulatory regimes for the distribution and sale of cannabis for adult-use recreational purposes within those jurisdictions. Most of these Canadian jurisdictions have a minimum age of 19 years old, except for Québec and Alberta, where the minimum age is 21 and 18, respectively.

There are three general frameworks enabled by provincial and territorial governments: (i) private cannabis retailers licensed by the provincial government; (ii) government run retail stores; and (iii) a combination of both frameworks. Regardless of the framework, the adult-use recreational cannabis market is ultimately supplied by federally licensed cultivators and processors. In most instances, provinces and territories have a government run wholesaler that is the exclusive source of cannabis products for retailers. The wholesalers, in turn, acquire cannabis products from the federally licensed cultivators and processors. The following chart outlines the current basic regime for adult-use recreational cannabis sales in each province and territory of Canada.

Activity	Privately Operated	Publicly Operated
Storefront Adult Use Sale	British Columbia Alberta Saskatchewan Manitoba Ontario Newfoundland and Labrador Nunavut Yukon Northwest Territories	British Columbia Quebec New Brunswick Nova Scotia Prince Edward Island
Online Adult Use Sale	Alberta Saskatchewan Manitoba Nunavut Yukon	British Columbia Ontario Quebec New Brunswick Nova Scotia Prince Edward Island Newfoundland and Labrador Northwest Territories

Israeli Regulatory Framework

Cannabis, including all parts of the plant and the roots (but excluding oil extracted from its seeds) is defined, under the Israeli Dangerous Drugs Ordinance (New Version), 5737-1973, as a "dangerous drug" such that the sale and use of cannabis are prohibited unless a permit has been granted by the Israeli Ministry of Health (the "**MOH**").

In recent years, the MOH has made a significant progress in regulating cannabis for medical use – with the end goal of treating medical cannabis as any other pharmaceutical drug. As part of such "medicalization" of cannabis progress, the Israeli Medical Cannabis Agency (the "**IMCA**"), was established (acting as a "Government Agency" pursuant to the United Nations Single Convention on Narcotic Drugs of 1961), and has been granted the authority to issue licenses for the use of cannabis for medical purposes and for the following aspects related to medical cannabis supply chain: cultivation, manufacturing, storage, sale and for medical cannabis related research. Under such medicalization reform, the IMCA has issued several directives, which set clear and detailed standards and requirements for obtaining licenses for all such aspects of the medical cannabis.

The MOH issued, in December 2016 (last updated in November 2021) a procedure titled "Guidelines for Approval of Applications for Importation of Dangerous Drug of Cannabis Type for Medical Use and for Research" ("**Procedure 109**"). Procedure 109 provides guidelines for import applications and respective approval process, for research and medical use of cannabis. According to Procedure 109, the following permits and licenses are required to be obtained in order to be granted cannabis import license (for medical and research uses): (i) IMCA granted license to possess and operate in the medical cannabis field; (ii) a license to import plant material (to the extent that the imported cannabis is in a form of a plant, such as seeds, tissue culture), granted by the applicable department within the Israeli Ministry of Agriculture; (iii) a permit to import narcotic drugs, pursuant to the Dangerous Drugs Ordinance; and (iv) a license to import a dangerous drug, granted by the Department of Pharmaceutical Imports and Narcotics within the MOH. The IMCA has the discretion to grant or refuse to grant an import license, as well as to revoke a license previously granted. According to Procedure 109, importation of raw materials (cannabis inflorescence) will only be permitted if such plant materials were grown and cultivated in a post-harvest IMC-GAP certified facility (or an equivalent certification, such as CUMCS), or alternatively if the farm is GACP certificated (or equivalent), and the post-harvest facility if EU-GMP certified. Finished medical cannabis products are only allowed to be imported if they were manufactured in accordance with IMC-GMP or equivalent standard (e.g. EU-GMP).

On January 31, 2022, the Economic Affairs Committee of the Israeli Parliament held a discussion regarding the adverse effect of substantial import of medical cannabis on the local industry. The discussion was summoned with a request that the MOH would study the matter and consider halt of importation until a balance is reached between import and export of medical cannabis. In July 2022, a committee appointed by the Director General of the MOH for the purpose of examination of the professional and regulatory framework that will allow the transition from a licensing regime to a prescriptions' regime with respect to the use of medical cannabis (the "**Committee**"), published its recommendations. The Committee concluded that it will be advisable to transit from the grant of personal patient licenses to the issuance of prescriptions available through public healthcare services (the "**Reform**"). The new regulations adapting this Reform (the "**Reform Regulations**") have been presented for the public comments. The Reform Regulations propose to amend the Dangerous Drugs Ordinance to allow medical cannabis to be prescribed by physicians, trained and certified as stipulated in the Reform Regulations, and to be held and distributed by pharmacies. The Reform Regulations will take effect 180 days following the adoption by the Israeli Parliament of the HMOs collection plan.

German Regulatory Framework

The Company, through its wholly-owned subsidiary 10870277 Canada Inc., has acquired a 25% interest in the capital of alpha-cannabis Pharma GmbH ("**ACG**"). In addition, the Company has entered into two supply agreements with ACG: one for the supply of CBD isolate from ACG, and the other for the supply of dried cannabis flower from Organigram Inc. to ACG, for which the Company has provided notice of termination.

On March 10, 2017, significant changes to the German Federal Law on Narcotic Drugs (Betäubungsmittelgesetz, "**BtMG**") as well as changes of other related legal rules entered into force. The new standards now allow the prescription of medical cannabis in Germany. This changes the overall legal framework for importing, trading and cultivating cannabis as well as the import and trade of cannabinoids such as CBD into and within Germany.

Cannabis itself is subject to German drug and narcotics law. The question of whether CBD is also subject to German drug law depends on the intended use and the corresponding dosage of the CBD. In any case, the narcotics law is not applicable to CBD. For the import of cannabis into the EU, various permits under German drug and narcotics law are required. For the trade and export of CBD, if classified as a drug or active pharmaceutical ingredient, permits under German drug law or at least notifications to authorities are required.

Furthermore, based on the United Nations Single Convention on Narcotic Drugs (1961) and Sec. 19 Para. 2aBtMG, the *Bundesinstitut fur Arzneimittel und Medizinprodukte* ("**BfArM**") established a so-called "Cannabis Agency" (Cannabisagentur) as soon as the latest changes of the law on narcotic drugs entered into force. The purpose of this agency is solely to control the future cultivation of medical cannabis in Germany. This includes the Cannabis Agency's competence for the actual cultivation as well as for harvesting, processing, quality control, storage, packaging and distribution of cannabis to pharmaceutical wholesalers.

The Cannabis Agency only distributes cannabis that is grown in accordance with the "Good Agricultural and Collection Practice" for drugs and other relevant guidelines. The cultivation and distribution of cannabis is not technically executed by the Cannabis Agency. The agency therefore enters into "supply contracts and distribution contracts" with agricultural businesses and distributors. The supply contracts are limited in respect of their duration and the quantity of cannabis the business is allowed to grow. Cultivation of medical cannabis is therefore not allowed by granting general licenses. To enter into a supply contract or distribution contract as mentioned before, businesses must first be selected in a public call for tender procedure. Such tender procedures shall be open to be entered by suppliers in the whole European Union. The necessity of a tender process is based on the fact that medical cannabis must be bought as part of a public procurement procedure. The first allowances for the growing of medical cannabis in Germany based on a tender procedure were issued on April 17, 2019. Organigram and ACG jointly submitted a tender for domestic cultivation in that process, but were unsuccessful.

Australian Regulatory Framework

Under Australia's federal system, activities related to medical cannabis are regulated at both the Commonwealth (national/federal) level and at the individual state and territory level. In October 2016, the Australian Government introduced amendments to the *Narcotic Drugs Act 1967* (Cth) (the "**ND Act"**), through the *Narcotic Drugs Amendment Act 2016* (Cth), and a new *Narcotic Drugs Regulation 2016* (Cth) (the "**ND Regulation**") which introduced a Commonwealth (national) licensing and permit scheme for the cultivation, production and manufacture of medical cannabis and medical cannabis products. The scheme is administered primarily by the Office of Drug Control (**ODC**) within the Commonwealth Department of Health and Aged Care. The scheme was amended in 2021 by the passage of the *Narcotic Drugs Amendment (Medicinal Cannabis) Act 2021* (Cth), to streamline the current Commonwealth licensing and permit scheme.

The *Therapeutic Goods Act 1989* (Cth) (the "**TG Act**") and its subordinate legislation (particularly the *Therapeutic Goods Regulations 1990* (Cth) (the "**TG Regulations**") also operate at the Commonwealth level in parallel to the ND Act and ND Regulation to more generally regulate therapeutic goods, including medical cannabis products. Such regulation covers their import into or export from Australia, and their manufacture, advertisement and supply in Australia. Further, for medical cannabis products that are imported into Australia, there is an additional import regime that applies under the *Customs Act 1901* (Cth), and the *Customs (Prohibited Imports) Regulations 1956* (Cth) (the "**CPI Regulations**"). Although the regimes under the ND Act and TG Act described above touch on import and/or export activities, the import of medical cannabis products also requires compliance with the additional import-specific requirements of the CPI Regulations.

As 'prohibited drugs' under those regulations, cannabis and medical cannabis products (whether raw/starting materials, refined active ingredients or finished dosage forms) can only be imported by a person holding an import licence and import permit under the CPI Regulations. A licence must be obtained from the Drug Control Section of the ODC, which requires, among other things, establishing the qualifications and experience of the applicant, whether they are a fit and proper person to hold and fitness of the applicant to hold the licence and undertake the proposed activities, and that adequate security arrangements will be implemented in respect of the goods.

All medical cannabis products manufactured in Australia (or imported for human therapeutic use in Australia) must also meet all mandatory standards applicable to such goods under the TG Act. Key among these are the standards set out in *Therapeutic Goods Order No. 93 (Standard for Medicinal Cannabis)* ("**TGO 93"**). Amendments to TGO 93 were made in March 2022, which are subject to transition periods to allow industry to make changes to their products, with all medical cannabis products released for supply in Australia on or after July 1, 2023 needing to comply with these requirements.

The states and territories regulate lawful dealings in medicines and poisons primarily by reference to their scheduling status. Medicines and poisons are categorized into different schedules depending on their intended use(s) and potential for harm, with the intention that different levels of control will be applied by reference to the different schedules. There is a measure of national uniformity due to the fact that the categorization of substances into schedules occurs at the Commonwealth level, through promulgation and regular amendment of the *Standard for the Uniform Scheduling of Medicines and Poisons* (the "**Poisons Standard**"). However, each state and territory adopts the Poisons Standard (with occasional jurisdictional modifications) and through its own laws to a similar (but not identical) extent the various intended controls. Medical cannabis products for human therapeutic use are mostly in Schedule 8, a category which the Poisons Standard describes as 'controlled drugs', being substances which should be available for use but require restrictions on manufacture, supply, distribution, possession and use to reduce abuse, misuse and physical or psychological dependence. A limited class of medical cannabis products containing predominantly cannabidiol are also listed in Schedule 4 (being 'prescription-only medicines) and in Schedule 3 ('pharmacist-only medicines'). Cannabis products for non-human research are in Schedule 9 – such 'prohibited substances' are susceptible to abuse or misuse and their manufacture, possession, sale or use should be prohibited by law except when required for medical or scientific research or for analytical, teaching or training purposes with approval of Commonwealth and/or state or territory health authorities.

RISK FACTORS

There are a number of risk factors that could cause future results to differ materially from those described herein. The risks and uncertainties described herein are not the only ones the Company faces. Additional risks and uncertainties, including those that the Company does not know about now or that it currently deems immaterial, may also adversely affect the Company's business.

If any of the following risks actually occur, the Company's business may be harmed and its financial condition and results of operations may suffer significantly.

Competition

There is potential that the Company will face intense competition from other companies, some of which having longer operating histories and more financial resources and production and marketing experience than the Company.

The cannabis industry and businesses ancillary to and directly involved with cannabis businesses are undergoing rapid growth and substantial change, which has resulted in an increase in competitors, consolidation and formation of strategic relationships. As such, we face competition from companies that may have greater capitalization, access to public equity markets, more experienced management or more maturity as a business. We are likely to continue to face increasing and intense competition from these companies. Increased competition by larger and better financed competitors could materially and adversely affect our business, financial condition and results of operations. We expect that competition will become more intense as current and future competitors begin to offer an increasing number of diversified products to respond to such increased demand. To remain competitive, we will require a continued investment in research and development, marketing, sales and client support. We may not have sufficient resources to maintain sufficient levels of investment in research and development, marketing, sales and client support efforts to remain competitive, which could materially and adversely affect our business, financial condition and results of operations.

Acquisitions or other consolidating transactions in the cannabis industry could harm us in a number of ways, including 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 our industry may intensify and place downward pressure on retail prices for our products and services, which could negatively impact our profitability.

Reliance on Key Personnel

The success of the Company is dependent upon the ability, expertise, judgment, discretion and good faith of its executive and senior management. The Company's future success depends on its continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. Qualified individuals are in high demand, and the Company may incur significant costs to attract and retain them. The loss of the services of A member of the Company's executive and senior management, or an inability to attract other suitably qualified persons when needed, could have a material adverse effect on the Company's ability to execute on its business plan and strategy, and the Company may be unable to find adequate replacements on a timely basis, or at all. Further, as designated individuals of a licensee under the *Cannabis Act*, key personnel of the Company are subject to a security clearance by Health Canada. There is no assurance that any of the Company's key personnel who presently or may in the future require a security clearance will be able to obtain or renew such clearances or that new personnel who require a security clearance will be able to obtain one. A failure by any of those individuals to maintain or renew his or her security clearance, could result in a material adverse effect on the Company's business, financial condition and results of operations. In addition, if any such individual leaves the Company, and the Company is unable to find a suitable replacement that has a security clearance required by the Cannabis Act in a timely manner, or at all, there could occur a material adverse effect on the Company's business, financial condition and results of operations.

Changes in Laws, Regulations and Guidelines

The Company's business is subject to a variety of laws, regulations and guidelines relating to marketing, acquisition, manufacture, management, transportation, storage, sale and disposal of cannabis but also laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Changes to such laws, regulations and guidelines may cause adverse effects to the Company's operations.

The legislative framework pertaining to the Canadian adult-use recreational cannabis market is subject to significant provincial and territorial regulation, which varies across provinces and territories and results in an asymmetric regulatory and market environment, different competitive pressures and significant additional compliance and other costs and/or limitations on the Company's ability to participate in such markets.

The laws, regulations and guidelines applicable to the cannabis industry domestically and internationally, including in Germany, Australia and Israel, may change in ways currently unforeseen by the Company. The *Cannabis Act* became effective on October 17, 2018, however, continued uncertainty exists with respect to the future implementation, interpretation and evolution of the *Cannabis Act*, federal regulations thereunder as well as the various provincial and territorial regimes governing the distribution and sale of cannabis for adult-use recreational purposes.

The laws and regulations may change both federally and provincially, with new rules and regulations arising regularly. The *Cannabis Regulations* were amended effective October 17, 2019, to allow for cannabis edibles to be introduced into the market and expand the use of cannabis derivatives commercially. However, the amendments are highly restrictive, and include restrictions on adding caffeine, nicotine, or alcohol to cannabis edibles.

Additional restrictions on edible and other cannabis derivative based products may also be introduced by the Provincial and Territorial governments. Effective January 1, 2020, the legal age to buy adult-use recreational cannabis increased to 21 in Quebec and the Quebec government banned the sale of certain edible cannabis products in the form of chocolate, candy and other desserts. Staying on side of regularly changing rules and regulations will require ongoing time and attention from Company management. In addition, the Company's derivative product strategy includes vaporizable products which may be subject to negative consumer perception and may be subject to additional regulation and restriction over and above the current regulatory requirements in place under the *Cannabis Act*. This may include governmental restriction of the sale of such products and/or imposition of additional costs.

While the Company does not currently have a license issued under Section 9 of the *Industrial Hemp Regulations*, it may purchase industrial hemp from such licensees. Any change to the *Cannabis Act* or the *Industrial Hemp Regulations* promulgated thereunder that impacts suppliers' ability to cultivate, produce, or sell industrial hemp to the Company could adversely impact the Company's ability to deliver its products or services, should the Company depend on such supply to meet its product production goals or obligations.

Wholesale Price of Cannabis Volatility

The Company's revenues are in a large part derived from the production, sale, and distribution of cannabis. The cost of production, sale, and distribution of cannabis is dependent on a number of key inputs and their related costs, including equipment and supplies, labour and raw materials related to our growing operations, as well other overhead costs such as electricity, water, and utilities. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact our 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, results of operations and prospects. This includes any change in the selling price of products set by the applicable province or territory. There is currently no established market price for cannabis and the price of cannabis is affected by numerous factors beyond our control. Any price decline may have a material adverse effect on our business, financial condition and operations.

Reliance Primarily on a Single Cultivation Facility

To date, the Company's cultivation activities have been primarily focused on the Moncton Campus in Moncton, New Brunswick and the Company will continue to primarily rely on it for the foreseeable future. Adverse changes or developments affecting the Moncton Campus could have a material and adverse effect on the Company's business, financial condition and prospects, including impacting the quantity of product produced by the Company.

Acquisition and Integration Risk

The Company has in the past made and may in the future make acquisitions and investments that could divert management's attention, result in operating difficulties and dilution to shareholders and otherwise disrupt the operations of the Company. The Company may have difficulty integrating any such acquisitions successfully or realising the anticipated benefits therefrom, any of which could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows. See "*Developments during the financial year ended August 31, 2021"* and "*Developments during the financial year ended August 31, 2022"* as it relates to the Company's acquisitions of EIC and LAU, respectively.

Pursuing potential strategic acquisitions or investment opportunities is one possible growth strategy. Any transactions that the Company enters into could be material to its business, financial condition, results of operations, cash flows and prospects. The process of acquiring and integrating another company or technology could create unforeseen operating difficulties and expenditures. Acquisitions and investments involve a number of risks, including:

- diversion of management time and focus from operating the Company's business;
- use of resources that are needed in other areas of the Company's business;
- integration of the acquired company;
- implementation or remediation of controls, procedures and policies of the acquired company;
- difficulty integrating the accounting systems and operations of the acquired company;
- coordination of product, engineering and selling and marketing functions, including difficulties and additional expenses associated with supporting legacy services and products and hosting infrastructure of the acquired company;
- retention and integration of employees from the acquired company, and preservation of our corporate culture;
- the potential loss of key employees;
- unforeseen costs or liabilities, including the use of substantial portions of our available cash to consummate the acquisition;
- adverse effects to our existing business relationships with customers as a result of the acquisition or investment;
- the possibility of adverse tax consequences;
- litigation or other claims arising in connection with the acquired company or investment; and
- the need to integrate potential operations across different cultures and languages and to address the particular economic, currency, political and regulatory risks associated with specific countries.

The Company May Not be Able to Successfully Develop New Products or Find a Market for Their Sale

The medical and adult-use recreational cannabis industries are in the early stages of development and it is likely that the Company, and its competitors, will seek to introduce new products in the future, including edible cannabis products and cannabis derivatives. In attempting to keep pace with any new market developments, the Company may need to expend significant amounts of capital in order to successfully develop and generate revenues from new products introduced by the Company. As well, the Company may be required to obtain and maintain additional regulatory approvals from Health Canada and any other applicable regulatory authority, which may take significant amounts of time. The Company may not be successful in developing effective and safe new products, bringing such products to market in time to be effectively commercialized, or obtaining any required regulatory approvals, which, together with any capital expenditures made in the course of such product development and regulatory approval processes,

may have a material adverse effect on the Company's business, financial condition and results of operations.

Volatile Market Price of the Company's Securities

The market price of the Company's securities may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control. This volatility may affect the ability of holders of Company's securities to sell their securities at an advantageous price. Market price fluctuations in the Company's securities may be due to the Company's operating results, failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts' estimates, adverse changes in general market conditions, economic trends, acquisitions, dispositions, or material public announcements by government and regulatory authorities, the Company or its competitors, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Company's securities.

Financial markets have at times historically experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Company's securities may decline even if the Company's 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. 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, the Company's operations could be adversely impacted and the trading price of the Company's securities may be materially adversely affected.

Failure to Develop and Maintain Effective Internal Controls for Reliable Financial Results and to Prevent Fraud (SOX)

Under Section 404 of the Sarbanes-Oxley Act ("**SOX**") and SEC rules promulgated thereunder, the Company is required to design, document and test the effectiveness of our internal controls over financial reporting ("**ICFR**") during the fiscal year ended August 31, 2022. There is no assurance that our efforts to design, develop and maintain our internal controls will be successful or sufficient to meet our obligations under SOX. Effective internal controls are required for the Company to accurately and reliably report our financial results and other financial information. Any failure to design, develop or maintain effective controls, or difficulties encountered in implementing, improving or remediating lapses in internal controls, may affect the Company's ability to prevent fraud, detect material misstatements, and fulfill its reporting obligations. We do not know the specific time frame needed to fully remediate the material weaknesses identified below.

The design of any system of internal controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving the stated goals under all potential future conditions. In addition, regardless of how well controls are designed, internal controls have inherent limitations and can only provide reasonable assurance that the controls are meeting the Company's objectives in providing reliable financial reporting information in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board.

The Company has limited the scope of its evaluation of ICFR to exclude controls, policies and procedures over entities that were acquired by the Company not more than 365 days before the end of the financial period. The only entity controlled by the Company but that was scoped out of the evaluation of ICFR was LAU (acquired on December 21, 2021). Excluding goodwill and intangible assets, LAU constitutes approximately 2% of the Company's current assets, 5% of total assets, 7% of current liabilities and 11% of total liabilities, as well as 5% of net revenue and 3% of net loss as at and for the year ended August 31, 2022.

The Company's management, under the supervision and with the participation of its CEO and CFO, conducted an evaluation of the effectiveness of the Company's ICFR as of August 31, 2022, using the criteria set forth by the COSO 2013 Framework. Based on this evaluation, management concluded that

internal control over financial reporting was not effective as of August 31, 2022, due to the following material weaknesses in internal control over financial reporting.

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

- An ineffective control environment resulting from an insufficient number of trained financial reporting and accounting, information technology (IT) and operational personnel with the appropriate skills and knowledge and with assigned responsibility and accountability related to the design, implementation and operation of ICFR.
- The insufficient number of personnel described above contributed to an ineffective risk assessment process necessary to identify all relevant risks of material misstatement and to evaluate the implications of relevant risks on its ICFR.
- An ineffective information and communication process resulting from: (i) insufficient communication of internal control information, including objectives and responsibilities, such as delegation of authority; and (ii) ineffective general IT controls, ineffective controls related to complex spreadsheets, and ineffective controls over information from service organizations, resulting in insufficient controls to ensure the relevance, timeliness and quality of information used in control activities.
- As a consequence of the above, the Company had ineffective control activities related to the design, implementation and operations of process level and financial statement close controls which had a pervasive impact on the Company's ICFR.

Cyber Security

The Company has entered into agreements with third parties for hardware, software, telecommunications and other information technology services in connection with its operations. The Company's operations depend, in part, on how well it and its suppliers protect networks, equipment, information technology systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, information technology systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays, and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations.

The Company has not experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Competition from the Illicit Market

The Company also faces competition from unlicensed and unregulated market participants, including individuals or groups that process cannabis without a license under the Cannabis Act, including illicit medical dispensaries and other illicit participants selling cannabis in Canada. These competitors may be able to offer products with higher concentrations of active ingredients than the Company would be authorized to produce and sell. The competition presented by these participants, and any unwillingness by consumers currently using these illicit distribution channels to begin purchasing from the regulated market for any reason, or any inability of law enforcement authorities to enforce existing laws prohibiting the unlicensed cultivation, production and sale of cannabis, could adversely affect our market share, result

in increased competition through the illicit market for cannabis or have an adverse impact on the public perception of cannabis use, and of Canadian federal license holders.

Management of Growth

The Company may be subject to growth-related risks, including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. If the Company is unable to deal with this growth, it may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Reliance on License Renewal

The Company's ability to produce, store and sell cannabis, cannabis oil extracts and derivative products in Canada is dependent on its License from Health Canada. Failure to comply with the requirements of the License or any failure to maintain this License would have a material adverse impact on the business, financial condition and operating results of the Company. The OGI License expires on March 20, 2025, the EIC License expires December 11, 2023, and the LAU License expires on April 17, 2023. The Company intends to renew its licenses.

Although management believes it will meet the requirements of the *Cannabis Act* for extension of its licenses, there can be no guarantee that Health Canada will extend or renew the licenses or, if it is extended or renewed, that it will be extended or renewed on the same or similar terms. Should Health Canada not extend or renew the licenses, or should it renew the licenses on different terms or not provide the amendments as requested for anticipated capacity increases, the business, financial condition and results of the operations of the Company will be materially adversely affected. OGI, EIC and LAU have also been issued cannabis licenses under the Excise Act which is required to package and distribute cannabis and a research license as described herein.

Risks Inherent in an Agricultural Business

The Company's business involves the growing of cannabis, an agricultural product. As such, the business is subject to the risks inherent in the agricultural business, such as insects, plant diseases and similar agricultural risks that may create crop failures, lower THC or less desirable products and supply interruptions for the Company's customers. Although the Company grows its products indoors under climate-controlled conditions and carefully monitors the growing conditions with trained personnel, there can be no assurance that natural elements will not have a material adverse effect on the production of its products.

Negative Cash Flow from Operations

During the year ended August 31, 2022, the Company had negative cash flow from operating activities. The Company's cash and short-term investments as at August 31, 2022, were approximately $98,607,000.

Although the Company anticipates it will have positive cash flow from operating activities in future periods, the Company cannot guarantee it will have a cash flow positive status in the future due to its desire to increase the number of employees and its level of participation in the adult-use recreational cannabis market in Canada. To the extent that the Company has negative cash flow in any future period, certain of the proceeds from its offerings may be used to fund such negative cash flow from operating activities.

Limited Operating History and History of Losses

The Company began its business in 2013 and generated minimal revenue until fiscal 2017 and incurred losses since inception. The Company's adult-use recreational cannabis business has only been operative since legalization in October 2018 and the sale of its edible and derivative products is in its infancy. The Company is therefore subject to many of the risks common to early-stage enterprises, including limitations with respect to personnel and other resources and lack of revenues. There is no assurance that

the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of the early stage of operations.

Product Liability

As a manufacturer and distributor of products designed to be ingested or vaporized by humans, the Company faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of the Company's products involve 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 the Company's products alone or in combination with other medications or substances could occur. The Company may be subject to various product liability claims, including, among others, that the Company's products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against the Company could result in increased costs, could adversely affect the Company's reputation with its clients and consumers generally, and could have a material adverse effect on our results of operations and financial condition of the Company.

There can be no assurances that the Company 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 in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of the Company's potential products. As of the current date, the Company has a small amount of insurance coverage for product liabilities.

Sufficiency of Insurance

The Company maintains various types of insurance which may include financial institution bonds; errors and omissions insurance; directors' and officers' insurance; property coverage; product liability recall insurance; and, general commercial and liability insurance. There is no assurance that claims will not exceed the limits of available coverage, if any, that any insurer will remain solvent or willing to continue providing insurance coverage with sufficient limits or at a reasonable cost, or that any insurer will not dispute coverage of certain claims. There is also no assurance that coverage will be available to cover any or all claims. A judgment against the Company or any member of the Company in excess of available coverage could have a material adverse effect on the Company in terms of damages awarded and the impact on the reputation of the Company. There can also be no assurance that the Company will be able to secure insurance coverage on commercially reasonable terms, or at all, as it may require to implement its business objectives, including with respect to derivative products.

Global Economic Risk

An economic downturn of global capital markets has been shown to make the raising of capital by equity or debt financing more difficult. The Company will be dependent upon the capital markets to raise additional financing in the future, while it establishes a user base for its products. As such, the Company is subject to liquidity risks in meeting its development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favorable to the Company and its management. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and the trading price of the Company's shares on the TSX and Nasdaq.

TSX and Nasdaq Requirements

The Common Shares commenced trading on the TSX on August 22, 2019 following the Company's graduation from the TSX-V. The Company's Common Shares also began trading on Nasdaq on May 21, 2019.

The Company is required to comply with TSX and Nasdaq rules, policies and guidelines, especially when pursuing business internationally. As a public company, the business is subject to corporate governance

and public disclosure requirements that may at times increase the Company's compliance costs and risk of non-compliance. These regulations, rules, policies and guidelines may change over time, and failure to continue to meet them could result in significant material adverse consequences.

The TSX has issued guidance directed at cannabis companies, and specifically with respect to any company operating in the United States. In addition, in connection with its listing on Nasdaq, the Company certified that neither it nor any of its subsidiaries will conduct any business activities in the U.S., or utilize any employees, facilities or operations in the U.S. Presently, the Company has no business in the U.S., but this could present additional barriers in the future should the Company seek to do business in any form in the U.S. Any violation of U.S. federal law regarding cannabis could result in delisting of the Company from TSX and Nasdaq.

As a public company in the U.S., the Company is subject to additional legal, insurance, accounting, administrative and other costs and expenses which, in the aggregate, can be substantial.

Financing

There is no guarantee that the Company will be able to achieve its business objectives. The continued development of the Company may require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or the Company ceasing 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 the Company. In addition, from time to time, the Company may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may increase the Company's debt levels above industry standards.

Litigation

On January 18, 2019, the Nova Scotia Supreme Court certified a class action lawsuit by a class of persons and entities who purchased medical cannabis that was the subject of the Company's product recalls in December 2016 and January 2017, as such products may have contained trace elements of the pesticides myclobutanil and bifenazate, which are not approved for use in cannabis production. On April 30, 2020, the Nova Scotia Court of Appeal partially overturned the certification of the class action, significantly reducing the scope of the claim against the Company. On June 23, 2022, the Company announced that it had reached the Settlement. As part the Settlement, the Company has agreed to pay a settlement amount in the aggregate of $2,310,000. On August 31, 2022, the Court held a hearing and approved the Settlement. See "*Legal Proceedings and Regulatory Actions*".

A legal action has been commenced in the Court of Queen's Bench in Alberta, which action seeks damages against many of the largest Canadian cannabis companies (including the Company). A certification hearing has not yet been scheduled.

In addition to ongoing litigation, the Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the market price for the Common Shares, and could require the use of significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant Company resources.

Expansion into New Markets

The Company's expansion into jurisdictions outside of Canada is subject to risks. In jurisdictions outside of Canada, there can be no assurance that any market for the Company's products will develop. The Company may face new or unexpected risks or significantly increase its exposure to one or more existing risk factors, including economic instability, changes in laws and regulations, and the effects of competition. These factors may limit the Company's ability to successfully expand its operations into such jurisdictions and may have a material adverse effect on the Company's business, financial condition and results of operations. The Company has no investment or ownership in any U.S. entity nor does it provide any products or services to U.S. entities.

Product Recalls

On January 9, 2017, the Company expanded its voluntary recall to a further 69 lots of product in addition to the recall of five lots of product initiated on December 28, 2016. The recalled products included dried cannabis and cannabis oil supplied between February and December 2016, after testing revealed the presence of low levels of myclobutanil and/or bifenazate in some of the lots, which are unapproved pesticides not registered for use in cannabis production under the *Pest Control Products Act*. While the initial recall had classified the recall as a Type III recall (not likely to cause harm), the second recall elevated this classification to a Type II recall (product exposure may cause temporary adverse health consequences). There can be no assurance that additional adverse reaction reports will not be filed with Health Canada. To the extent any additional adverse reaction reports are filed, such an occurrence could have an adverse impact on the business, results of operations and financial condition of the Company. A class action lawsuit has also been filed, certified and now settled, as more particularly described in these risk factors under the subheadings "*Product Liability*", "*Litigation*" and "*Legal Proceedings and Regulatory Actions*".

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. Undiscovered product liability claims are always a potential risk. However, moving forward, if any of the Company's products are recalled in the future due to an alleged product defect or for any other reason, the Company would be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Company may lose a significant amount 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 thereby reducing the amount of time members of management would otherwise have focused towards managing the Company. Although the Company has detailed procedures in place for testing finished 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. Additionally, if one of the Company's significant brands were subject to recall, the image of that brand and the Company could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Company's products and could have a material adverse effect on the results of operations and financial condition of the Company. Additionally, product recalls may lead to increased scrutiny of the Company's operations by Health Canada or other regulatory agencies, requiring further management attention and potential legal fees and other expenses.

Governmental Regulation

The business and activities of the Company are heavily regulated in all jurisdictions where the Company carries on business. The Company's operations are subject to various laws, regulations and guidelines by governmental authorities, particularly Health Canada, relating to the manufacture, marketing, management, transportation, storage, sale, pricing and disposal of cannabis, cannabis extracts, and cannabis derivatives. The Company is also subject to laws and regulations relating to health and safety, insurance coverage, the conduct of operations and the protection of the environment. Laws and regulations, applied generally, grant government agencies and self-regulatory bodies broad administrative discretion over the activities of the Company, including the power to limit or restrict business activities as well as impose additional disclosure requirements on the Company regarding its products and services.

Achievement of the Company's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by governmental authorities and obtaining all regulatory approvals, where necessary, for the production and sale of its products. The Company cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Company.

Failure to comply with the laws and regulations applicable to the Company's operations may lead to possible sanctions including the revocation or imposition of additional conditions on licenses to operate the Company's business; the suspension or expulsion from a particular market or jurisdiction or of its key

personnel; the imposition of additional or more stringent inspection, testing and reporting requirements; and, the imposition of fines and censures. To the extent that there are changes to the existing laws and regulations or the enactment of future laws and regulations that affect the sale or offering of the Company's products or services in any way, the Company's revenues may be adversely affected.

In light of the illegality of cannabis under U.S. federal law (other than measures to legalize hemp) any engagement in cannabis-related activities, both in Canada as well as in foreign jurisdictions, may lead to heightened scrutiny by regulatory bodies and other authorities that could negatively impact the Company and/or its personnel. The Company does not have U.S. cannabis-related activities. Specifically, the Company has no investment or ownership in any U.S. entity nor does it provide any products or services to U.S. entities.

Recent Developments in the Canadian Cannabis Industry and Market

As a licence holder authorized to process, formulate and manufacture cannabinoid-based products, the Company is operating its business in a relatively new industry and market, and the Company's success in the cannabis market will depend in part on its ability to attract and retain customers, develop and maintain commercial relationships with Canadian and international cannabis brands and develop innovative products. In addition to being subject to general business risks applicable to a business involving an agricultural product and a regulated consumer product, the Company will need to make significant investments in its business strategy. These investments include the procurement of raw material, equipment relating to the distillation, extraction and formulation of cannabis products, site improvements and research and development projects. The Company expects that competitors will undertake similar investments to compete with it. Competitive conditions, consumer preferences, customer requirements and spending patterns in this industry and market are relatively unknown and may have unique circumstances that differ from other existing industries and markets and cause the Company's future efforts to develop its business to be unsuccessful or to have undesired consequences for it. As a result, the Company may not be successful in its efforts to attract customers, leverage its commercial partnerships or to develop new cannabis products and produce and distribute these cannabis products, or these activities may require significantly more resources than it currently anticipates in order to be successful.

Securities Class Action

Securities class action litigation is often brought against companies following a period of volatility in the market price of their securities. Litigation can result in significant costs and damages and divert management attention and resources.

Third Party Transportation

In order for customers of the Company to receive their product, the Company must rely on third-party transportation services. This can cause logistical problems with and delays in patients, government entities and private retailers obtaining their orders and cannot be directly controlled by the Company. Any delay by third party transportation services may adversely affect the Company's financial performance.

Moreover, security of the product during transportation to and from the Moncton Campus, the Winnipeg Facility and the Lac Supérieur Facility is critical due to the nature of the product. A breach of security during transport could have material adverse effects on the Company's business, financials and prospects. Any such breach could impact the Company's ability to continue operating under its licenses or the prospect of renewing its licenses.

COVID-19 and Other Infectious Diseases

The Company's business, including its operations, supply chains and interactions with counterparties, and its financial condition may be adversely impacted by the effects of COVID-19 and other infectious diseases. On March 11, 2020, the World Health Organization declared the outbreak of a novel strain of coronavirus (including its new variants "**COVID-19**") a global pandemic.

The extent to which COVID-19 and other infectious diseases may impact the Company's business, including its operations and the market for its securities and its financial condition, will depend on future developments, which are highly uncertain and cannot be predicted at this time. These include the duration, severity and scope of the outbreak and the actions taken by applicable governmental entities to address and mitigate COVID-19 or any other infectious diseases. In particular, the continued spread of COVID-19 globally could materially and adversely impact the Company's business including, without limitation, employee health, workforce productivity, increased insurance premiums, limitations on travel, disruption to supply chains and the ability to deliver the Company's products to end customers. In addition, government efforts to curtail the spread of COVID-19 or other infectious diseases may result in temporary or long-term suspensions or shut-downs of our operations, impact our customers and affect our supply chain. Such suspensions and disruptions may have a material and adverse effect on the Company's business, financial condition and results of operations.

Rising Energy Costs

The Company's extraction and manufacturing operations consume considerable energy, making the Company vulnerable to rising energy costs. Rising or volatile energy costs may adversely impact the business of the Company and its ability to operate profitably.

Difficulties with Forecasts

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the cannabis industry. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

Uninsured or Uninsurable Risks

While we may have insurance to protect our assets, operations, and employees, such insurance is subject to coverage limits and exclusions and may not be available for the risks and hazards to which we are exposed. No assurance can be given that such insurance will be adequate to cover our liabilities or that it will be available in the future or at all, and that it will be commercially justifiable. We may be subject to liability for risks against which we cannot insure or against which we may elect not to insure due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for our normal business activities. Payment of liabilities for which we do not carry insurance may have a material adverse effect on our financial position and operations.

Unknown Health Impact of Use of Cannabis and Derivatives

There is little in the way of longitudinal studies on the short-term and long-term effects of cannabis use on human health, whether used for recreational or medical purposes. As such, there are inherent risks associated with using the Company's cannabis and derivative products. Previously unknown or unforeseeable adverse reactions arising from human consumption of cannabis products may occur which could adverse affect social acceptance of cannabis and the demand for the Company's products.

Ability to Meet Production Targets

The Company sets production targets on dried flower, extracted oil and formulated oil. Actual production amounts may not achieve targeted production figures as a result of many factors including but not limited to: genetic drift in the strains of cannabis plants grown, shift in strains grown as a result of competitive pressure, natural variations in plant development, inability to precisely influence growth measures as a result of numerous variables that may influence the plant growth that are varied from one growth cycle to another, product that does not meet quality assurance specifications including, but not limited to, pesticide or heavy metals testing, tetrahydrocannabinol and cannabidiol specifications, terpene profile or visual appearance, operational inefficiencies from extraction processes or in production of formulated oil for sale.

Scale of Operations

The Company has implemented supplier arrangements that it believes will adequately meet demand for its product. Should demand for the Company's products increase there exists the risk of the Company being unable to fulfil demand. Although the Company is currently on track to meet its intended capacity goals, delays in meeting its capacity goals could result in unfulfilled purchase orders and the Company may lose a significant amount of sales. Any inability to secure the required supply of cannabis to meet the demands of supplier agreements either by means of internal generation or through acquisition could have a materially adverse impact on operating results of the Company.

Continuance of Contractual or Other Relations with Provincial and Territorial Governments Cannot be Guaranteed

The Company expects to derive a significant portion of its future revenues from its supply arrangements with the various Canadian provinces and territories. There are many factors which could impact the Company's contractual arrangements with the provinces and territories, including but not limited to availability of supply, product selection and the popularity of the Company's products with retail customers. If the Company's supply arrangements with certain Canadian provinces and territories are amended, terminated or otherwise altered, the Company's sales and results of operations could be adversely affected, which could have a material adverse effect on the Company's business, financial condition and results of operations. Some provinces and territories have letters of intent or have moved to purchase orders or other listing agreements to form the basis of their distribution arrangements.

In addition, not all of the Company's supply arrangements with the various Canadian provinces and territories contain purchase commitments or otherwise obligate the provincial or territorial wholesaler to buy a minimum or fixed volume of cannabis products from the Company. The amount of cannabis that the provincial and territorial wholesalers may purchase under the supply arrangements may therefore vary from what the Company expects or has planned for. As a result, the Company's revenues could fluctuate materially in the future and could be materially and disproportionately impacted by the purchasing decisions of the provincial and territorial wholesalers. If any of the provincial or territorial wholesalers decide to purchase lower volumes of products from the Company than the Company expects, alters its purchasing patterns at any time with limited notice, decides to return product or decides not to continue to purchase the Company's cannabis products at all, the Company's revenues could be materially adversely affected, which could have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

No Assurance That Listing Standards of TSX & Nasdaq Will Continue to be Met

The Company must meet continuing listing standards to maintain the listing of the Common Shares on the TSX and Nasdaq, including minimum price of such Common Shares. If the Company fails to comply with listing standards and the TSX or Nasdaq delists the Common Shares, the Company and its shareholders could face significant material adverse consequences, including: (i) a limited availability of market quotations for the Common Shares; (ii) reduced liquidity for the Common Shares; (iii) a determination that the Common Shares are "penny stock," which would require brokers trading in the Common Shares to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for the Common Shares; (iv) a limited amount of news about the Company and analyst coverage; and (v) a decreased ability for the Company to issue additional equity securities or obtain additional equity or debt financing in the future.

Intellectual Property

The ownership and protection of trademarks, patents, if any, trade secrets and intellectual property rights, if any, are significant aspects of the Company's future success. Unauthorized parties may attempt to replicate or otherwise obtain and use the Company's products and technology or the Company may not be able to secure required protection. Policing the unauthorized use of the Company's current or future trademarks, patents, trade secrets or intellectual property rights could be difficult, expensive, time- consuming and unpredictable, as may be enforcing these rights against unauthorized use by others.

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

Canadian Company and Shareholder Protection may Differ from Shareholder Protection in US or Elsewhere

The Company is organized and exist under the laws of Canada and, accordingly, are governed by the *Canada Business Corporations Act* (the "**CBCA**"). The CBCA differs in certain material respects from laws generally applicable to United States corporations and shareholders, including the provisions and proceedings relating to interested directors, mergers, amalgamations, restructuring, takeovers, shareholders' suits, indemnification of directors, and inspection of corporation records.

Increased Volatility for Dual Listed Shares

The Company's listing on both the TSX and Nasdaq may increase volatility due to the ability to buy and sell Common Shares in two places, different market conditions in different capital markets, and different trading volumes. This may result in less liquidity on both exchanges, different liquidity levels, and different prevailing trading prices.

Limited Market for Securities

The Common Shares are listed on the TSX and on Nasdaq, however, there can be no assurance that an active and liquid market for the Common Shares will be maintained and an investor may find it difficult to resell any securities of the Company. The market price for Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are outside of the Company's control.

Risks Inherent in Investments

The Company is not directly involved in the ownership or operation of and may have limited contractual rights relating to the operations of its current and future investee entities. An investee generally has the power to determine the manner in which its business is developed, expanded and operated, and the Company's interest in an investee is subject to the risks applicable to the business carried on by the investee, and the Company may fail to realize all of the potential benefits from its investments. The interests of the Company and its investees may not always be aligned. As a result, any cash flows of the Company from investees will be dependent upon the activities of the investees, which creates the risk that at any time those investees may: (i) have business interests or targets that are inconsistent with those of the Company; (ii) take action contrary to the Company's policies or objectives; (iii) be unable or unwilling to fulfill their obligations under their agreements with the Company; (iv) experience financial, operational or other difficulties, including insolvency, which could limit or suspend an investee's ability to perform its obligations under agreements with the Company or (v) fail to comply with applicable laws or best practices.

The Company is a Foreign Private Issuer Within the Meaning of the U.S. Securities Exchange Act of 1934

The Company is a foreign private issuer under the United States *Securities Exchange Act of 1934*, as amended (the "***Exchange Act***"), and exempt from certain securities rules applicable to U.S. domestic issuers. Some of these rules require reduced reporting and disclosure requirements. As a result, the shareholder may not receive as much information or information as frequently from the Company as would otherwise be made available by a U.S. domestic issuer. The Company's status as a foreign private issuer under the Exchange Act would be lost if a majority of our Common Shares were held by persons in the United States and the Company failed to meet any of the additional requirements necessary to avoid

loss of foreign private issuer status. The regulatory and compliance costs to us under U.S. securities laws as a U.S. domestic issuer would be greater than the cost incurred as a Canadian foreign private issuer.

Foreign Investment

In relation to investments in international operations, in addition to the foregoing, there is also the risk of increased disclosure requirements; currency fluctuations; restrictions on the ability of local operating companies to hold Canadian dollars or other foreign currencies in offshore bank accounts; import and export regulations; increased regulatory requirements and restrictions; limitations on the repatriation of earnings; and increased financing costs.

These risks may limit or disrupt the Company's strategic alliances or investments, restrict the movement of funds, cause the Company to have to expend more funds than previously expected or required, or result in the deprivation of contract rights or the taking of property by nationalization or expropriation without fair compensation, and may materially adversely affect the Company's financial position and/or results of operations. In addition, the enforcement by the Company of its legal rights in foreign countries, including rights to exploit properties or utilize permits and licenses and contractual rights may not be recognized by the court systems in such foreign countries or enforced in accordance with the rule of law.

The Company's Operations in Emerging Markets are Subject to Political and Other Risks Associated with Operating in a Foreign Jurisdiction

The Company's investments have operations in various emerging and foreign markets and the Company will be seeking to grow its operations through prudent synergistic acquisitions or development of international operations.

Such operations expose the Company to the socioeconomic conditions as well as the laws governing the cannabis industry in such countries. Inherent risks with conducting foreign operations include, but are not limited to: high rates of inflation; extreme fluctuations in currency exchange rates, military repression; war or civil war; social and labour unrest; organized crime; hostage taking; terrorism; violent crime; expropriation and nationalization; renegotiation or nullification of existing licenses, approvals, permits and contracts; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing political norms, banking and currency controls and governmental regulations that favour or require the Company to award contracts in, employ citizens of, or purchase supplies from, the jurisdiction.

Governments in certain foreign jurisdictions intervene in their economies, sometimes frequently, and occasionally make significant changes in policies and regulations. Changes, if any, in cannabis industry or investment policies or shifts in political attitude in the countries in which the Company operates may adversely affect the Company's operations or profitability. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, importation of product and supplies, income and other taxes, royalties, the repatriation of profits, expropriation of property, foreign investment, maintenance of concessions, licenses, approvals and permits, environmental matters, land use, land claims of local people, water use and workplace safety. Failure to comply strictly with applicable laws, regulations and local practices could result in loss, reduction or expropriation of licenses, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

The Company continues to monitor developments and policies in the emerging and foreign markets in which it operates or invests and assess the impact thereof to its operations; however such developments cannot be accurately predicted and could have an adverse effect on the Company's operations or profitability.

Corruption and Fraud in Certain Emerging Markets Relating to Ownership of Real Property

There are uncertainties, corruption and fraud relating to title ownership of real property in certain emerging markets in which the Company may invest. Property disputes over title ownership are frequent in emerging markets, and, as a result, there is a risk that errors, fraud or challenges could adversely affect the Company's ability to successfully invest in such jurisdictions.

Credit Risk

Credit risk arises from deposits with banks, short term investments and outstanding receivables. For trade receivables, the Company does not hold any collateral as security but mitigates this risk by dealing only with what management believes to be financially sound counterparties and, accordingly, does not anticipate significant loss for non-performance. For other receivables, out of the normal course of business, management may obtain guarantees and general security agreements.

Liquidity Risk

The Company's liquidity risk is the risk the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by reviewing on an ongoing basis its capital requirements.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency rate risk and interest rate risk.

Currency risk is the risk to the Company's earnings that arise from fluctuations of foreign exchange rates. The Company is not exposed to foreign currency exchange risk as the number of financial instruments denominated in a foreign currency held by the Company is not material.

Interest risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company may be exposed to interest rate risk pursuant to any long-term debt that it incurs from time to time.

Concentration Risk

The Company's accounts receivable are primarily due from the Government of Canada, provincial government agencies, legal trusts and patients covered under group insurance, and, thus, the Company believes that the accounts receivable balance is collectible.

Significant Shareholder

The Company has a significant shareholder that could significantly influence matters submitted to the shareholders for approval, including the election of directors and the approval of certain corporate transactions. In some cases, the significant shareholder's interests may not be the same as those of the other shareholders.

Dividends

The Company has no dividend record and may not pay any dividends on the Common Shares in the foreseeable future. Dividends paid by the Company could be subject to tax and, potentially, withholdings.

Publicity or Consumer Perception

The Company believes the cannabis industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the cannabis and other products produced by the Company from time to time. Consumer perception of the Company's products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of cannabis products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the cannabis market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Company's products and the business, results of

operations, financial condition and the Company's cash flows. The Company's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Company, the demand for the Company's products, and the business, results of operations, financial condition and cash flows of the Company.

Any product recall affecting the cannabis industry more broadly could lead consumers to lose confidence in the safety and security of the products sold by licensed producers generally, which could have a material adverse effect on the Company's business, financial condition and results of operations. Adverse publicity reports or other media attention regarding the safety, efficacy and quality of cannabis and derivative products in general, or the Company's products specifically, or associating the consumption of cannabis or use of derivative products with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products appropriately or as directed.

Research in Canada, the U.S. and internationally regarding the benefits, viability, safety, efficacy, dosing and social acceptance of cannabis or isolated cannabinoids (such as CBD and THC) remains in early stages. There have been relatively few clinical trials on the benefits of cannabis or isolated cannabinoids (such as CBD and THC). Although the Company believes that the articles, reports and studies support its beliefs regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis, future research and clinical trials may prove such statements to be incorrect, or could raise concerns regarding, and perceptions relating to, cannabis. Given these risks, uncertainties and assumptions, prospective purchasers of securities should not place undue reliance on such articles and reports. Future research studies and clinical trials may draw opposing conclusions to those stated in this Annual Information Form or reach negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing, social acceptance or other facts and perceptions related to medical cannabis, which could have a material adverse effect on the demand for the Company's products with the potential to lead to a material adverse effect on the Company's business, financial condition and results of operations.

The Company is No Longer an Emerging Growth Company

Based on the market value of our equity securities held by non-affiliates as of February 28, 2021, we became a "large accelerated filer", and are no longer an "emerging growth company" (as each of those terms are defined in Rule 12b-2 under the United States Securities Exchange Act of 1934, as amended), as of August 31, 2021. As such, we are no longer permitted to rely on an exemption from the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act of 2002. As a result, we may incur significant additional expenses that we did not previously incur. In particular, we expect to incur substantial accounting expense and expend significant management time on additional compliance-related issues. If we or our independent registered public accounting firm continues to identify deficiencies in our internal control over financial reporting as material weaknesses, we may be required to make prospective or retroactive changes to our financial statements, consider other areas for further attention or improvement, or be unable to obtain the required attestation in a timely manner, if at all.

Privacy

In addition, the Company collects and stores personal information about its patients and customers, and is responsible for protecting that information from privacy breaches. A privacy breach may occur through procedural or process failure, information technology malfunction, or deliberate unauthorized intrusions. Theft of data for competitive purposes is an ongoing risk whether perpetrated via employee collusion or negligence or through deliberate cyber-attack. Any such theft or privacy breach would have a material adverse effect on the Company's business, financial condition and results of operations.

In addition, there are a number of federal and provincial laws protecting the privacy and confidentiality of certain patient health information, including patient records, and restricting the collection, use and disclosure of that protected information. In particular, the privacy rules under the *Personal Information Protection and Electronics Documents Act* (Canada) ("**PIPEDA**") and provincial statutes regulating the collection, use and disclosure of personal information, protect medical records and other personal health information by limiting their use and disclosure of health information to the minimum level reasonably

necessary to accomplish the intended purpose. If the Company was found to be in violation of the privacy or security rules under PIPEDA or other laws protecting the privacy and confidentiality of patient health information, it could be subject to sanctions and civil or criminal penalties, which could increase its liabilities, harm its reputation and have a material adverse effect on the business, results of operations and financial condition of the Company.

Product Security

Given the nature of the Company's products and the lack of legal availability of such products outside of channels approved by the Government of Canada, as well as the concentration of inventory at the Moncton Campus, Winnipeg Facility and Lac Supérieur Facility, despite meeting or exceeding legislated security requirements, there remains a risk of shrinkage as well as theft. A security breach at the Moncton Campus, Winnipeg Facility or Lac Supérieur Facility could expose the Company to additional liability and to potentially costly litigation, increased expenses relating to the resolution and future prevention of these breaches and may deter potential patients or recreational adult-users from choosing the Company's products.

Environmental and Employee Health and Safety Regulations

The Company's operations are subject to environmental and safety laws and regulations concerning, among other things, emissions and discharges to water, air and land, the handling and disposal of hazardous and non-hazardous materials and wastes, and employee health and safety. The Company will incur ongoing costs and obligations related to compliance with environmental and employee health and safety matters. Failure to comply with environmental and safety laws and regulations may result in additional costs for corrective measures, penalties or in restrictions on the Company's manufacturing operations. In addition, changes in environmental, employee health and safety or other laws, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

Government approvals and permits are currently and may in the future be required in connection with, the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from its proposed production of medical and/or adult-use recreational cannabis or from proceeding with the development of its operations as currently proposed.

Reliance on Key Inputs

The Company's business is dependent on a number of key inputs and their related costs including raw materials and supplies related to its 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 the business, financial condition and operating results of the Company. Some of these inputs may only be available from a single supplier or a limited group of suppliers. If a sole source supplier was to go out of business, the Company might be unable to find a replacement for such source in a timely manner or at all. If a sole source supplier were to be acquired by a competitor, that competitor may elect not to sell to the Company in the future. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse impact on the business, financial condition and operating results of the Company.

Regulatory Proceedings, Investigations, and Audits

The Company's business requires compliance with many laws and regulations. Failure to comply with these laws and regulations could subject the Company to regulatory proceedings or investigations and could also lead to damage awards, fines and penalties. The Company may become involved in a number of government proceedings, investigations and audits. The outcome of any regulatory or agency proceedings, investigations, audits, and other contingencies could harm the Company's reputation, require the Company to take, or refrain from taking, actions that could harm its operations or require the Company to pay substantial amounts of money, harming its financial condition. There can be no assurance that any pending or future regulatory proceedings, investigations and audits will not result in

substantial costs or a diversion of management's attention and resources or have a material adverse impact on the Company's business, financial condition and results of operation.

Catastrophic Events

Natural disasters, such as earthquakes, tsunamis, floods or wildfires, public health crises, such as epidemics and pandemics, political instability, acts of terrorism, war or other conflicts and other events outside of the Company's control, may adversely impact our business and operating results. In addition to the direct impact that such events could have on our facilities and workforce, these types of events could negatively impact consumer spending in the impacted regions or depending on the severity, globally, which would impact our strategic partners and in turn impact on demand for our products and services.

Fraudulent or Illegal Activity by the Company's Employees, Contractors and Consultants

The Company is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct that violates: (i) government regulations; (ii) manufacturing standards; (iii) federal and provincial healthcare fraud and abuse laws and regulations; or (iv) laws that require the true, complete and accurate reporting of financial information or data. It is not always possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to comply with such laws or regulations. If any such actions are instituted against the Company, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on the Company's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of the Company's operations, any of which could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company's Operations may be Impaired as a Result of Restrictions on the Acquisition or Use of Properties by Foreign Investors or Local Companies under Foreign Control

Non-resident individuals and non-domiciled foreign legal entities may be subject to restrictions on the acquisition or lease of properties in certain emerging markets. Limitations also apply to legal entities domiciled in such countries which are controlled by foreign investors, such as the entities through which the Company may make investments. Accordingly, the Company's current and future operations may be impaired as a result of such restrictions on the acquisition or use of property, and the Company's ownership or access rights in respect of any property it owns or leases in such jurisdictions may be subject to legal challenges, all of which could result in a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

The Company May Expand into Other Geographic Areas, which could Increase the Company's Operational, Regulatory and Other Risks

In addition to the jurisdictions described elsewhere in this Annual Information Form, the Company may in the future expand into other geographic areas, which could increase the Company's operational, regulatory, compliance, reputational and foreign exchange rate risks. The failure of the Company's operating infrastructure to support such expansion could result in operational failures and regulatory fines or sanctions. Future international expansion could require the Company to incur a number of up-front expenses, including those associated with obtaining regulatory approvals, as well as additional ongoing expenses, including those associated with infrastructure, staff and regulatory compliance. The Company may not be able to successfully identify suitable acquisition and expansion opportunities or integrate such operations successfully with the Company's existing operations.

The Company Relies on International Advisors and Consultants in Order to Keep Abreast of Material Legal, Regulatory and Government Developments that Impact the Company's Business and Operations in the Jurisdictions in Which it Operates

The legal and regulatory requirements in the foreign countries in which the Company may invest or operate with respect to the cultivation and sale of cannabis, banking systems and controls, as well as local business culture and practices are different from those in Canada. The Company's officers and directors must rely, to a great extent, on local legal counsel and consultants in order to keep abreast of material legal, regulatory and governmental developments as they pertain to and affect the Company's business operations, and to assist with governmental relations. The Company must rely, to some extent, on those members of management and the board of directors who have previous experience working and conducting business in these countries, if any, in order to enhance our understanding of and appreciation for the local business culture and practices. The Company also relies on the advice of local experts and professionals in connection with current and new regulations that develop in respect of the cultivation and sale of cannabis as well as in respect of banking, financing, labour, litigation and tax matters in these jurisdictions. Any developments or changes in such legal, regulatory or governmental requirements or in local business practices are beyond the Company's control. The impact of any such changes may adversely affect the Company's business.

Anti-Money Laundering Laws and Regulation Risks

The Company is subject to a variety of laws and regulations pertaining to money laundering, financial recordkeeping and proceeds of crime, including the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act* (Canada), as amended and the rules and regulations thereunder, the *Criminal Code* (Canada) and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities internationally.

In the event that any of the Company's operations or investments, any proceeds thereof, any dividends or distributions therefrom, or any profits or revenues accruing from such operations or investments were found to be in violation of money laundering legislation, such transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could restrict or otherwise jeopardize the Company's ability to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada. Furthermore, while the Company has no current intention to declare or pay dividends in the foreseeable future, in the event that a determination was made that proceeds obtained by the Company could reasonably be shown to constitute proceeds of crime, the Company may decide or be required to suspend declaring or paying dividends without advance notice and for an indefinite period of time.

Corruption and Anti-bribery Law Violation Risks

The Company's business is subject to the *Corruption of Foreign Public Officials Act* (Canada) (the "**CFOPA**"), which generally prohibits companies and employees from engaging in bribery or other prohibited payments to foreign officials for the purpose of obtaining or retaining business. In addition, the Company is subject to the *Foreign Corrupt Practices Act* (United States) (the "**FCPA**"), and is or may become subject to anti-bribery laws of any other countries in which it conducts business now or in the future. The Company's employees or other agents may, without its knowledge and despite its efforts, engage in prohibited conduct under the Company's policies and procedures and anti-bribery laws for which the Company may be held responsible. The CFPOA and the FCPA also require companies to maintain accurate books and records and internal controls, including at foreign controlled subsidiaries. The Company's policies mandate compliance with these anti-corruption and anti-bribery laws. However, there can be no assurance that the Company's internal control policies and procedures will always protect it from recklessness, fraudulent behaviour, dishonesty or other inappropriate acts committed by its affiliates, employees, contractors or agents. If the Company's employees or other agents are found to have engaged in such practices, the Company could suffer severe penalties and other consequences that may have a material adverse effect on its business, financial condition and results of operations.

Conflicts of Interest

The Company may be subject to various potential conflicts of interest because of the fact that some of its officers and directors may be engaged in a range of business activities. In some cases, the executive officers and directors may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to the Company and its affairs, and that could adversely affect Company operations. These business interests could require significant time and attention of the Company's executive officers and directors. In addition, the Company may also become involved in other transactions which conflict with the interests of the Company's directors and officers who may from time to time deal with persons, firms, institutions or corporations with which the Company may be dealing, or which may be seeking investments similar to those the Company desires. The interests of these persons could conflict with the Company's interests. In addition, from time to time, these persons may be competing with the Company for available investment opportunities. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, in the event that such a conflict of interest arises at a meeting of directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, directors are required to act honestly, in good faith and in the Company's best interests.

Future Acquisitions or Dispositions and Management of the Impact of Such Transactions on the Company's Operations

In the event that the Company proceeds with a material acquisition, disposition or other strategic transaction, such transaction would be subject to a number of risks, including: (i) potential disruption of the Company's ongoing business; (ii) distraction of management; (iii) the Company may become more financially leveraged; (iv) the anticipated benefits and cost savings of those transactions may not be realized fully or at all or may take longer to realize than expected; (v) increasing the scope and complexity of the Company's operations, and (vi) loss or reduction of control over certain of the Company's assets.

The presence of one or more material liabilities of an acquired company that are unknown to the Company at the time of acquisition could have a material adverse effect on the results of operations, business prospects and financial condition of the Company. A strategic transaction may result in a significant change in the nature of the Company's business, operations and strategy. In addition, the Company may encounter unforeseen obstacles or costs in implementing a strategic transaction or integrating any acquired business into the Company's operations.

General Business Risk and Liability

Given the nature of the Company's business, it may from time to time be subject to claims or complaints from investors or others in the normal course of business. The legal risks facing the Company, its directors, officers, employees or agents in this respect include potential liability for violations of securities laws, breach of fiduciary duty and misuse of investors' funds. Some violations of securities laws and breach of fiduciary duty could result in civil liability, fines, sanctions, or the suspension or revocation of the Company's right to carry on its existing business. The Company may incur significant costs in connection with such potential liabilities.

Risk Factors Related to Dilution

The Company may issue additional securities in the future, which may dilute a shareholder's holdings, or a holder of a convertible security's underlying relative interest, in the Company. The Company's articles permit the issuance of an unlimited number of Common Shares and preferred shares, and shareholders, other than BAT, will have no pre-emptive rights in connection with any such further issuance. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Common Shares will be issued by the Company on the exercise of options under its stock option plan and pursuant to the 2020 Equity Incentive Plan (as defined below) pursuant to which the Company has issued options, restricted share units and performance share units.

Constraints on Marketing Products

In view of the restrictions on marketing, advertising and promotional activities set forth in the *Cannabis Act* and related regulations, the Company's business and operating results may be hindered by applicable restrictions on sales, branding and marketing activities. If the Company is unable to effectively brand and market its 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 its products, the Company's sales and operating results could be adversely affected.

Marketing Risks Arising from Provincial Legislative Controls

The provincial and territorial adult-use recreational cannabis markets are end consumer driven. It is not possible to predict the quantities of product that will be purchased and made available to the end consumer in such adult-use recreational cannabis markets. Further, regulations like those currently implemented in Quebec may limit the marketability of some of the Company's products and the Company's number of end consumers. These factors may have an adverse effect on the Company's business.

Suppliers and Skilled Labour

The Company's ability to compete and grow will be dependent on having access, at a reasonable cost and in a timely manner, to skilled labor, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labor, equipment, parts and components. It is also possible that the final costs of the major equipment contemplated by the Company's capital expenditure program may be significantly greater than anticipated by management, and may be greater than funds available to the Company, in which circumstance the Company may curtail, or extend the timeframes for completing, capital expenditure plans. This could have an adverse effect on the Company's financial results.

The Company's success will depend on its directors' and officers' ability to develop and execute on the Company's business strategies and manage its ongoing operations, and on the Company's ability to attract and retain key quality assurance, scientific, sales, public relations and marketing staff or consultants now that production and selling operations have begun. The loss of any key personnel or the inability to find and retain new key persons could have a material adverse effect on the Company's business. Competition for qualified technical, sales and marketing staff, as well as officers and directors can be intense and no assurance can be provided that the Company will be able to attract or retain key personnel in the future, which may adversely impact the Company's operations.

Holding Company Status

The Company is a holding company and essentially all of its operating assets are the capital stock of its primary subsidiaries, OGI, EIC, LAU and 10870277 Canada Inc. As a result, investors in the Company are subject to the risks attributable to its subsidiaries. As a holding company, the Company conducts substantially all of its business through its subsidiaries, which generates substantially all of its revenues. Consequently, the Company's cash flows and ability to complete current or desirable future enhancement opportunities are dependent on the earnings of the subsidiary and the distribution of those earnings to the Company.

DIVIDENDS

As of the date of this Annual Information Form, the Company has no current intention to declare dividends on its Common Shares in the foreseeable future. Any decision to pay dividends on its Common Shares in the future will be at the discretion of the Company's board of directors and will depend on, among other things, the Company's results of operations, current and anticipated cash requirements and surplus, financial condition, any contractual restrictions and financing agreement covenants, including those in the Credit Agreement, solvency tests imposed by corporate law, and other factors that the Company's board of directors may deem relevant.

CAPITAL STRUCTURE

Common Shares

The Company is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares. As of August 31, 2022, there were 313,815,503 Common Shares issued and outstanding and as of November 24, 2022, there are 313,856,912 Common Shares issued and outstanding. There are no preferred shares issued and outstanding. The holders of the Common Shares are entitled to one vote per share at all meetings of the shareholders of the Company. The holders of Common Shares are also entitled to dividends, if and when declared by the Company's board of directors, and to the distribution of the residual assets of the Company in the event of a liquidation, dissolution or winding up of the Company. Should the Company issue preferred shares, the holders would be entitled to receive, before any distribution is made to holders of Common Shares, the amount required to be paid in accordance with the special rights and restrictions attached to the series of shares held by them, including any fixed premium and any accrued and unpaid preferential dividends. Following any such payment, preferred shareholders would not, as such, be entitled to share in any further distribution of the property or assets of the Company except as may be specifically provided in the special rights and restrictions attached to any particular series. Preferred shareholders would only be entitled to receive notice of and/or attend and/or vote at any general meeting of shareholders as provided in any special rights and restrictions that may attach to any particular series if and when issued.

The Company has three equity compensation plans in place: (a) the 2011 stock option plan (the "**SOP**"), (b) the 2017 equity incentive plan (the "**2017 Plan**"), and (c) a long term-omnibus equity incentive plan adopted on February 25, 2020 (the "**2020 Equity Incentive Plan**"). The 2020 Equity Incentive Plan permits the Company to grant equity-based incentive awards in the form of options, restricted share units, performance share units and deferred share units. Following the adoption of the 2020 Equity Incentive Plan, all future grants of equity-based awards will be made pursuant to, or as otherwise permitted by, the 2020 Equity Incentive Plan and no further equity-based awards will be made pursuant to the SOP or the 2017 Plan. The maximum number of Common Shares that may be issued upon exercise of awards granted under the 2020 Equity Incentive Plan shall not exceed 10% of the Company's issued and outstanding Common Shares from time to time, combined with any equity securities granted under all other compensation plans previously adopted by the Company, including the SOP and 2017 Plan.

On March 10, 2021, in connection with the strategic investment from BAT, the Company entered into an investor rights agreement with BAT (the "**Investor Rights Agreement**"). Pursuant to the Investor Rights Agreement, the Company granted BAT certain rights, including pre-emptive rights, to participate in distributions of Common Shares to maintain its proportionate ownership in certain circumstances, as well as other rights ("**Top-up Rights**") to subscribe for additional Common Shares in specified circumstances where the pre-emptive rights are not applicable (referred to in the Investor Rights Agreement as "**Exempt Distributions**") and in specified circumstances where pre-emptive rights were not exercised (referred to in the Investor Rights Agreement as "**bought deal Distributions**"). The price per Common Share to be paid by BAT pursuant to the exercise of its Top-Up Rights will equal the price paid by other participants in the Exempt Distribution or bought deal Distribution, subject to certain restrictions (including, if such price is not permitted pursuant to securities laws, at the lowest price permitted thereunder).

As of August 31, 2022, there were 11,050,939 options issued and outstanding. As of November 24, 2021, there are 11,997,539 options issued and outstanding. As of August 31, 2022, there were 2,345,777 restricted share units issued and outstanding. As of November 24, 2022, there are 3,796,681 restricted share units issued and outstanding. As of August 31, 2022, there were 264,871 performance share units issued and outstanding. As of November 24, 2022, there are 1,103,099 performance share units issued and outstanding. As of August 31, 2022, there were nil deferred share units issued and outstanding. As of November 24, 2022, there are nil deferred share units issued and outstanding.

Warrants

As of August 31, 2022, the Company had 16,943,650 Warrants outstanding. As of November 24, 2022, the Company has 16,943,650 Warrants outstanding, exercisable to purchase up to 16,943,650 Warrant Shares (as defined herein) at an exercise price of $2.50 per Warrant Share.

The following is a summary of certain of the rights, privileges, restrictions and conditions attaching to the Warrants. For a complete description of the Warrants, please refer to the Warrant Indenture (as defined herein), which has been filed on the Canadian Securities Administrators' SEDAR website at www.sedar.com and on the United States Securities and Exchange Commission's EDGAR website at www.sec.gov.

The outstanding Warrants were issued under and are governed by a warrant indenture (the "**Warrant Indenture**") entered into on November 12, 2020 between the Company and TSX Trust Company, as warrant agent. The Company has appointed the principal transfer office of the TSX Trust Company in Toronto, Ontario as the location at which the Warrants may be surrendered for exercise, transfer or exchange. A register of holders is maintained at the primary offices of the warrant agent in Toronto, Ontario.

Each Warrant is transferrable, and entitles the holder thereof to acquire one Warrant Share at an exercise price of $2.50 per Warrant Share, until 5:00 p.m. (Eastern Time) on November 12, 2023, subject to adjustment in certain customary events, after which time the Warrants will expire and become null and void. Pursuant to the Warrant Indenture, and subject to applicable securities legislation and approval of applicable regulatory authorities, the Company is entitled to purchase in the market, by private contract or otherwise, any of the Warrants then outstanding and any Warrants so purchased will be cancelled.

The Warrant Indenture provides for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain events, including:

(a) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares by way of a stock dividend or other distribution (other than a distribution of Warrant Shares upon the exercise of any Warrants);
(b) the subdivision, redivision or change of the Common Shares into a greater number of Common Shares;
(c) the consolidation, reduction or combination of the Common Shares into a lesser number of Common Shares;
(d) the issuance to all or substantially all of the holders of the Common Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Common Shares, or securities exchangeable for or convertible into Common Shares; and
(e) the issuance or distribution to all or substantially all of the holders of the Common Shares of (i) securities of any class, whether of the Company or any other trust (other than Common Shares), (ii) rights, options or warrants to subscribe for or purchase Common Shares (or other securities convertible into or exchangeable for Common Shares), other than pursuant to a "Rights Offering" (as defined in the Warrant Indenture); (iii) evidences of its indebtedness or (iv) any property or other assets.

The Warrant Indenture also provides for adjustment in the class and/or number of securities issuable upon the exercise of the Warrants and/or exercise price per security in the event of the following additional events:

(a) reclassifications of the Common Shares or a capital reorganization of the Company;
(b) consolidations, amalgamations, arrangements or mergers of the Company with or into any other corporation or other entity; or
(c) the transfer of the undertaking or assets of the Company as an entirety or substantially as an entirety to another corporation or other entity.

No adjustment in the exercise price or the number of Warrant Shares issuable upon the exercise of the Warrants will be required to be made unless the cumulative effect of such adjustment or adjustments would result in a change of at least 1% in the exercise price or a change in the number of Warrant Shares issuable upon exercise by at least one one-hundredth of a Warrant Share, as the case may be. Furthermore, no adjustment will be made in the right to acquire Warrant Shares if an issue of Common Shares of the Company is being made in connection with a share incentive plan, restricted share plan or

share purchase plan for the benefit of directors, officers, employees, consultants or other service providers, or the satisfaction of existing instruments issued as of the date of the Warrant Indenture.

Pursuant to the Warrant Indenture, the Company has covenanted that, during the period in which the Warrants are exercisable, it will give notice to TSX Trust Company and to the holders of the Warrants of certain stated events, including events that would result in an adjustment to the exercise price for the Warrants or the number of Warrant Shares issuable upon exercise of the Warrants, at least 14 days prior to the record date of such event, if any.

No fractional Warrant Shares will be issuable upon the exercise of any Warrants and no cash or other consideration will be paid in lieu of fractional Warrant Shares. Holders of Warrants will not have any voting or pre-emptive rights or any other rights which a holder of Common Shares would have.

The Company may provide certain buy-in rights to a holder if it fails to cause the warrant agent to deliver the Warrant Shares by three trading days after the delivery to the Company of the notice of exercise and the aggregate exercise price (or notice of cashless exercise). The buy-in rights apply if after the trading day after the date of such delivery by the holder, the holder purchases (in an open market transaction or otherwise) Common Shares to deliver in satisfaction of a sale by the holder of the Warrant Shares that the holder anticipated receiving from the Company upon exercise of the Warrant. In this event, the Company will: (i) pay in cash to the holder the amount equal to the excess (if any) of the buy-in price over the product of (A) such number of Warrant Shares, times (B) the price at which the sell order giving rise to holder's purchase obligation was executed; and (ii) at the election of the holder, either (A) reinstate the portion of the Warrant as to such number of Warrant Shares, or (B) deliver to the holder a certificate or certificates representing such number of Warrant Shares that would have been issued to the holder had the Company complied with its delivery obligations under the Warrant Indenture.

The Warrant Indenture includes certain beneficial ownership limitations under which Warrants are not exercisable to the extent that, after giving effect to the issuance of the Warrant Shares issuable upon such exercise of the Warrants, the holder, together with its affiliates and other persons acting as a group with the holder or any of its affiliates, would beneficially own in excess of 4.99% of the number of Common Shares outstanding immediately after giving effect to such issuance. Such beneficial ownership limitation may be increased or decreased by the holder upon notice to the Company, to a maximum of 9.99%. Except as provided in the Warrant Indenture, beneficial ownership will be calculated in accordance with Section 13(d) of the Exchange Act and the rules and regulations promulgated thereunder. To the extent the beneficial ownership limitations apply, the determination of whether a Warrant is exercisable and of which portion of a Warrant is exercisable shall be in the sole discretion and at the sole responsibility of the holder, and the submission of an exercise notice in respect of any Warrants shall be deemed to be the holder's determination of whether the Warrants are exercisable, and neither the warrant agent nor the Company will have any obligation to verify or confirm the accuracy of such determination.

The Warrant Indenture provides that the Company will use its reasonable best efforts to maintain the terms of the registration statement on Form F-10 (File No. 333-234564) (the "**Registration Statement**") or another registration statement under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") relating to the Warrant Shares effective until the earlier of the expiration date of the Warrants and the date on which no Warrants remain outstanding (provided, however, that nothing shall prevent the Company's amalgamation, arrangement, merger or sale, including any take-over bid, and any associated delisting or deregistration or ceasing to be a reporting issuer, provided that, so long as the Warrants are still outstanding and represent a right to acquire securities of the acquiring corporation, the acquiring corporation shall assume the Company's obligations under the Warrant Indenture). The Canadian short form base shelf prospectus forming part of the Registration Statement has expired, with the result that the Registration Statement is no longer effective, and the holders of the Warrants have been so notified in accordance with the provisions of the Warrant Indenture. Accordingly, no person holding Warrants is currently permitted to exercise Warrants, unless an exemption or a safe harbor from the registration requirements of the U.S. Securities Act, as amended, and applicable state securities laws is available. During any such period, any person holding Warrants may give notice of their desire to exercise the Warrants, at which time the Company will permit the cashless exercise of the Warrants and issue such number of Warrant Shares calculated pursuant to the provisions of the Warrant Indenture, provided that such Warrant Shares shall not be subject to any transfer restrictions in the United States or Canada.

The Warrant Indenture provides that, from time to time, the Company may amend or supplement the Warrant Indenture for certain purposes, without the consent of the holders of the Warrants, including curing defects or inconsistencies or making any change that does not prejudice the rights of any holder. Any amendment or supplement to the Warrant Indenture that would prejudice the interests of the holders of Warrants may only be made by "extraordinary resolution", which will be defined in the Warrant Indenture as a resolution either: (i) passed at a meeting of the holders of Warrants at which there are holders of Warrants present in person or represented by proxy representing at least 20% of the aggregate number of the then outstanding Warrants by the affirmative vote of the holders of Warrants representing not less than 662/3% of the aggregate number of Warrants represented at the meeting and voted on the poll upon such resolution; or (ii) adopted by an instrument in writing signed by the holders of Warrants representing not less than 66 2/3% of the aggregate number of all the then outstanding Warrants.

MARKET FOR SECURITIES

Common Shares

Common Shares are listed and traded on the TSX under the trading symbol "OGI". The following table sets forth the price range per share and trading volume for the Common Shares on the TSX for the periods indicated.

Period	High Trading Price ($)	Low Trading ($)	Volume (#)
August 2022	$ 1.63	$ 1.30	13,572,697
July 2022	$ 1.55	$ 1.17	9,570,382
June 2022	$ 1.48	$ 1.17	10,354,813
May 2022	$ 1.93	$ 1.43	14,996,089
April 2022	$ 2.29	$ 1.74	19,339,219
March 2022	$ 2.32	$ 1.65	26,281,479
February 2022	$ 2.21	$ 1.69	26,381,293
January 2022	$ 2.29	$ 1.66	29,403,270
December 2021	$ 2.69	$ 2.19	40,496,473
November 2021	$ 3.19	$ 2.33	56,280,100
October 2021	$ 3.12	$ 2.72	23,254,979
September 2021	$ 3.49	$ 2.89	28,242,361

Common Shares are listed and traded on the Nasdaq under the trading symbol "OGI". The following table sets forth the price range per share and trading volume for the Common Shares on the Nasdaq for the periods indicated.

Period	High Trading Price (USD)	Low Trading (USD)	Volume (#)
August 2022	$ 1.27	$ 1.00	45,861,582
July 2022	$ 1.20	$ 0.90	45,356,380
June 2022	$ 1.18	$ 0.91	47,680,000
May 2022	$ 1.51	$ 1.10	129,621,805
April 2022	$ 1.82	$ 1.35	112,695,830
March 2022	$ 1.87	$ 1.27	120,100,450
February 2022	$ 1.74	$ 1.30	84,071,766
January 2022	$ 1.86	$ 1.30	119,198,910
December 2021	$ 2.13	$ 1.71	139,115,750
November 2021	$ 2.55	$ 1.83	221,208,420
October 2021	$ 2.53	$ 2.17	109,366,016
September 2021	$ 2.78	$ 2.26	106,314,290

PRIOR SALES

The following table summarizes details of the following securities that are not listed or quoted on a marketplace issued by the Company during the period between September 1, 2021 and August 31, 2022:

Date of Issuance	Security	Issuance/Exercise Price Per Security ($)	Number of Securities
October 14, 2021	Restricted Share Units	2.82	11,754
October 14, 2021	Options	2.85	520,000
October 22, 2021	Performance Share Units	2.90	169,843
October 22, 2021	Restricted Share Units	2.90	379,494
May 24, 2022	Performance Share Units	1.61	18,430
May 24, 2022	Restricted Share Units	1.61	18,430
May 24, 2022	Options	1.61	280,000
July 21, 2022	Restricted Share Units	1.40	1,035,000
July 21, 2022	Options	1.40	4,677,000

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

The following table summarizes details of the Company's securities of each class held, to the Company's knowledge, in escrow or that were subject to a contractual restriction on transfer as of August 31, 2022:

Designation of Class	Number of securities held in escrow or that are subject to a contractual restriction on transfer[1]	Percentage of Class
Common Shares	60,996,108	19.44%[2]

[1] The Common Shares acquired by BAT on March 10, 2021 are subject to transfer restrictions outlined in the investor rights agreement between the Company and BAT, including certain restrictions on prearranged trades.

[2] Based on 313,815,503 Common Shares outstanding as of August 31, 2022.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holding

Below are the names, province and country of residence, principal occupation and periods of service of the directors and executive officers of the Company as of November 24, 2022.

Name, Province and Country of Residence	Principal Occupation for the Past Five Years	Position and Offices held with the Company[1]	Number of Shares Beneficially Owned or Controlled[2]
Beena Goldenberg Toronto, Ontario Canada	May 2005 to April 2020 – *Chief Executive Officer of Hain Celestial Canada*; April 2020 to August 2021 – *President and CEO of The Supreme Cannabis Company Inc.*; September 2021 to present – *Chief Executive Officer of the Company*	Chief Executive Officer since September 9, 2021; and Director since November 19, 2021	5,000 (~0.0015%)
Derrick West, CPA Oakville, Ontario Canada	March 2008 to June 2012 – *Chief Financial Officer of Landdrill International Inc.*; March 2014 to December 2019 – *Chief Financial Officer of Partners Real Estate Investment Trust*; March 2020 to present – *Chief Financial Officer of the Company*	Chief Financial Officer since March 4, 2020	13,505 (~0.004%)
Paolo De Luca, CPA, CFA Woodbridge, Ontario Canada	December 2013 to December 2017 – *Chief Financial Officer, Meridian LNG (a West Face Capital portfolio company)*; December 2017 to March 2020 – *Chief Financial Officer of the Company*; March 2020 to present – *Chief Strategy Officer of the Company*	Chief Strategy Officer since March 4, 2020; and Chief Financial Officer from December 19, 2017 to March 3, 2020	55,950 (~0.017%)

Timothy Emberg Ottawa, Ontario Canada	April 2012 to September 2017 – *Executive Director of Marketing of Roche Diabetes Care-Canada*; October 2017 to July 2021 – *Senior Vice President, Sales and Commercial Operations of the Company*; July 2021 to October 2022 - *Chief Revenue Officer of the Company*; October 2022 to present – *Chief Commercial Officer*	Chief Commercial Officer since October 6, 2022; Chief Revenue Officer from July 15, 2021 to October 5, 2022; Senior Vice President, Sales and Commercial Operations from September 9, 2018 to July 14, 2021; Vice President of Sales and Commercial Operations from October 2, 2017 to September 8, 2018	Nil (0%)
Helen Martin Toronto, Ontario Canada	November 2014 to October 2018 – *Chief Operating Officer of Crosswinds Holdings Inc.*; November 2018 to July 2021 – *Vice-President, Strategic Initiatives and Legal Affairs of the Company*; July 2021 to present – *Chief Legal Officer of the Company*	Chief Legal Officer since July 15, 2021; Senior Vice President, Strategic and Legal Affairs from April 5, 2019 to July 14, 2021; Vice President, Strategic Initiatives and Legal Affairs from November 26, 2018 to April 4, 2019; Corporate Secretary since March 4, 2019	Nil (0%)
Megan McCrae Toronto, Ontario Canada	August 2016 to December 2017 – *Director of Marketing & Communications, Aphria Inc.;* January 2018 - September 2019- *Vice-President, Marketing, Aphria Inc.*; September 2019 - May 2020 - *Chief Marketing Officer, Aphria Inc.;* May 2021 to present – *SVP Marketing and Communications of the Company*	Senior Vice President of Marketing and Communications since May 31, 2021	Nil (0%)

Nathalie Batten Moncton, New Brunswick Canada	January 2014 to May 2020 – *Director of Sales and Operations of Irving Oil Limited*; November 2020 to March 2021 – *President of Infinite Impact Consulting Corp.*; March 2021 to June 2021 – *Plant Manager of the Company*; June 2021 to October 2022 – *VP Operations of the Company*; October 2022 to present – *Senior VP Operations*	Senior Vice President of Operations since October 6, 2022; Vice President of Operations from June 1, 2021 to October 5, 2022	Nil (0%)
James Fletcher Winnipeg, Manitoba Canada	2012 to present – *President of Cavalier Candies Ltd*; 2018 to present – *President of EIC*	President of EIC since April 6, 2021	8,824 (~0.002%)
Katrina McFadden Milton, Ontario Canada	November 2014 to January 2019 - *VP People and Culture and CHRO of ArcelorMittal Dofasco*; January 2019 to July 2021 - *VP People and Culture of Telus*; July 2021 to January 2022 - *VP Human Resources of Weston Foods*; August 2022 to Present - *Chief People Officer of the Company*	Chief People Officer since August 29, 2022	1,070 (~0.000%)
Geoff Riggs Montreal, Quebec Canada	March 1998 to June 2018 – *IBM Canada, Global Business Services;* July 2018 to Aug 2020 *Chief Information Officer of The Green Organic Dutchman*; October 2020 to April 2021 - *Director of Systems of The Cronos Group*; October 2021 to 2022 *Senior Manager, Tech Strategy of Deloitte Canada*; August 2022 to Present, *Chief Information Officer of the Company.*	Chief Information Officer since August 15, 2022	Nil (0%)

Peter Amirault[6] Mississauga, Ontario Canada	2009 to present – *President of BML Group Limited*.	Director since June 2, 2016; Executive Chair from May 3, 2021 to October 31, 2021	160,000 (~0.050%)
Geoffrey Machum[4][5] **Halifax, Nova Scotia** Canada	1985 to present – *Commercial Litigation Partner at Stewart McKelvey LLP; 2016* to present – *Director of WildBrain Ltd.*	Director since February 25, 2020 Lead Independent Director from May 3, 2021 to October 31, 2021 Chair of the Governance, Nominating and Sustainability Committee	4,500 (~0.001%)
Ken Manget[3][5][6] Toronto, Ontario Canada	2014 to 2019 - *Global Head of Relationship Investing at Ontario Teachers' Pension Plan Board; 2019* to present – *Director at Canadian Ditchley Foundation; 2020 to present – CFO & Director, Northern Genesis Acquisition Corp.*	Director since February 25, 2020	Nil (0%)
Stephen Smith[3][6] Etobicoke, Ontario, Canada	2018 to present – *Director of MAV Beauty Brands Inc.;* 2018 to 2019 – *Director of Newstrike Brands Ltd.; 2020 to present – Director of Freshii Inc.; 2014 to 2018 - EVP and Advisory Board Director, Jackman Reinvention Inc.*	Director since February 25, 2020 Chair of the Audit Committee	10,300 (~0.003%)
Sherry Porter, CM[4][5] Halifax, Nova Scotia Canada	2010 to 2017 – *Board member of the Nova Scotia Liquor Corporation*; 2014 to present - *Board member of the Halifax International Airport Authority*; March 2015 to present – *Board member of Pharmasave Drugs (Atlantic) Limited*	Director since December 17, 2018 Chair of the Compensation Committee	19,500 (~0.006%)

Dexter John(3)(4)(6) Whitby, Ontario Canada	June 2014 to April 2019 – *Executive Vice President of D.F. King (Canada)*; April 2019 – present – *President and CEO of Gryphon Advisors Inc.*	Director since December 17, 2018 Chair of the Investment Committee	6,120 (~0.019%)
Marni Wieshofer(3)(6) Santa Monica, California USA	June 2015 to November 2019 – *Managing Director, Head of Media at Houlihan Lokey*; December 2019 to present – *Director of several companies including Thunderbird Entertainment, Hycroft Mining Holding Corporation, and Acceso Impact, Inc.*	Director since January 12, 2021	Nil (0%)
Simon Ashton(6) Staines-upon-Thames England	September 2015 to August 2019 – *Area head of Finance (Middle East) at BAT*; August 2019 to August 2021 - *Area head of Finance (North West Europe) at BAT*; August 2021 to present – *Group Head of New Categories and Combustibles Finance at BAT.*	Director since February 23, 2022	Nil (0%)

Notes:
(1) The previous term of the current directors of the Company expired at the conclusion of the annual meeting of the shareholders held on February 23, 2022 (the **2022 Shareholder Meeting**"), excluding the new directors elected at or after the 2022 Shareholder Meeting. All of the directors noted above were re-elected and their terms will expire at the conclusion of the next annual meeting of shareholders other than Simon Ashton who was appointed to the Company's board of directors immediately after the 2022 Shareholder Meeting.
(2) As of November 24, 2022, all directors and executive officers noted above of the Company, as a group, beneficially own, directly or indirectly, or exercise control or direction over 284,769 Common Shares of the Company, representing ~1% of the Company's outstanding Common Shares. The total number of issued and outstanding shares as of November 24, 2022 is 313,856,912 Common Shares.
(3) Member of the Audit Committee.
(4) Member of the Governance, Nominating and Sustainability Committee.
(5) Member of the Compensation Committee.
(6) Member of the Investment Committee.

DIRECTOR & EXECUTIVE OFFICER BIOGRAPHIES

Beena Goldenberg – Director and Chief Executive Officer

Ms. Goldenberg has more than 30 years of experience in consumer-packaged goods manufacturing and marketing. Most recently, Ms. Goldenberg was President and CEO of The Supreme Cannabis Company Inc., where she achieved significant growth in the first year of her tenure through a focus on distribution, innovation, and brand portfolio development. Ms. Goldenberg also served as Chief Executive Officer, President and General Manager at Hain-Celestial Canada, ULC where, among other notable accomplishments, she led the strategic growth of the company through the organic growth of existing brands by increasing distribution, launching on-trend innovations, integrating newly acquired US brands, and completing two Canadian acquisitions. During this time, Ms. Goldenberg also served two years as the Chief Executive Officer of Cultivate Ventures, the growth venture platform for The Hain Celestial Group, where she was responsible for investment in small portfolio brands and incubator opportunities with a focus on health and wellness. Before Hain-Celestial Canada, Ms. Goldenberg held senior leadership and

marketing roles at other leading Canadian packaged goods companies, including Catelli Foods Corporation, Parmalat Canada and Pillsbury Company Limited. She also served on the Board of Food and Consumer Products of Canada, the largest CPG industry association, from 2008 to 2020. She holds a Bachelor and Master of Engineering (Chemical) from McGill University.

Derrick West – Chief Financial Officer

Mr. West was formerly the Chief Financial Officer and Corporate Secretary of Partners Real Estate Investment Trust (TSX:PAR.UN), an open end real estate investment trust focused on managing a portfolio of retail community centres across Canada. Mr. West previously served as the Chief Financial Officer of Landdrill International Inc. (TSXV:LDI), an international mining services corporation with operations in Canada, Russia, Mongolia, and Mexico. Additionally, Mr. West served as the Vice-President of Accounting and Administration for Plazacorp Retail Properties Limited (renamed Plaza Retail REIT, TSX:PLZ.UN). Mr. West has 30 years business experience, the last 18 in senior positions with publicly traded enterprises. He has financial reporting, finance, treasury management, internal control, human resource, strategy and business development experience. Mr. West is a Chartered Professional Accountant, obtaining his Chartered Accountancy designation in New Brunswick with Grant Thornton LLP. He holds a Bachelor of Commerce degree from Mount Allison University.

Paolo De Luca, CPA, CA, CFA – Chief Strategy Officer

Mr. De Luca assumed the role as the Company's Chief Strategy Officer on March 4, 2020, having previously held the position of Chief Financial Officer. With more than 25 years of diversified financial business experience, Mr. De Luca has held senior financial, investor relations, and accounting leadership roles at companies, including West Face Capital, one of Canada's leading alternative asset management firms; Meridian LNG; Potash Ridge; C.A. Bancorp; and TD Securities. With this diverse industry and international background, he has extensive experience with both traditional and non-traditional financings and debt offerings as well as M&A activities. Mr. De Luca is a graduate of York University's Schulich School of Business, is a Chartered Professional Accountant and a member of the Chartered Professional Accountants of Ontario, and is a CFA Charter holder.

Timothy Emberg – Chief Commercial Officer

Mr. Emberg, Chief Commercial Officer, is an accomplished, bilingual, senior sales and marketing leader with a proven track record in healthcare, over-the-counter and consumer packaged goods organizations including Roche Canada, Jamieson Laboratories and Frito-Lay Canada. Mr. Emberg also brings an extensive knowledge of the Canadian market access and regulatory environments to the role, which will be an asset moving forward. As Chief Commercial Officer, his role is to lead both adult-use recreational and medical cannabis sales while ensuring that the Company is well established and strongly represented nationally. Mr. Emberg will also play a key role in other commercially driven initiatives that will help set the stage for future growth and development of the organization while further enhancing the Company's position as an industry leader in Canada.

Helen Martin – Chief Legal Officer, and Corporate Secretary

Ms. Martin joined the Company as its Vice President Strategic Initiatives and Legal Affairs in November 2018 and was appointed Corporate Secretary in March 2019. She was promoted to Senior Vice President, Strategic and Legal Affairs, in April 2019, and to Chief Legal Officer in July 2021. Prior to joining Organigram, she was the Chief Operating Officer of Crosswinds Holdings Inc. from November 2014 to October 2018. She was Senior Legal Counsel at AUM Law Professional Corporation where she held various legal roles since 2011. Ms. Martin was employed as General Counsel and Corporate Secretary of C.A. Bancorp Inc. from 2009 to 2011 and In-House Counsel at Sentry Select Capital Corp. from 2007 to 2008. Prior to joining Sentry Select, Ms. Martin was a lawyer in the securities group at Blake, Cassels & Graydon LLP from 2005 to 2007. Ms. Martin is a member of the Law Society of Ontario. She received her law degree from the University of Toronto and a Bachelor of Arts (Honours) from the University of Victoria.

Megan McCrae – Senior Vice President of Marketing and Communications

Ms. McCrae is a seasoned marketing professional with 17 years of consumer packaged goods marketing & sales management, communications, brand building, and consumer insights experience. Ms. McCrae is a cannabis industry veteran having spent nearly four years with Aphria Inc. where she led the company's brand and portfolio management, consumer insights, innovation, and digital strategy. Ms. McCrae also spent ten years in various global progressive consumer and trade marketing management roles with global tobacco giant, Japan Tobacco International (JTI) as well as holding the position of Board Chair on the Cannabis Council of Canada.

Nathalie Batten – Senior Vice President of Operations

Ms. Batten has recently held senior-level positions, including Director, Fleet Sales and Operations, and Director, Blending and Packaging at Irving Oil, an international refining and marketing company that operates Canada's largest refinery and more than 1,200 fuelling locations. There, Nathalie built high-performance teams and led the development and execution of strategic business plans. Before Irving Oil, she held various roles in business development and strategy at Keyera Corporation. Nathalie is a professional industrial engineer, has a Master of Business Administration from the University of Calgary, a Bachelor of Mechanical Engineering from Queen's University, and is an Executive Coach from Royal Roads University.

James Fletcher – President of EIC

Mr. Fletcher has extensive experience in the confectionary manufacturing space having been President of Cavalier Candies Ltd. since 2012 and having founded the Edibles and Infusions Corporation in 2018. Prior to this, Mr. Fletcher was the Director of Commodities Trading at RBC Capital Markets where he specialized in natural gas and crude oil trading. Mr. Fletcher holds a Bachelor of Applied Science in Computer Engineering from the University of Waterloo.

Katrina McFadden – Chief People Officer

Ms. McFadden is an experienced Human Resources executive who has worked across several industries including telecommunications, manufacturing and consumer goods. Throughout her 20-year career she held senior leadership positions with organizations such as ArcelorMittal Dofasco, TELUS and most recently Weston Foods, supporting these organizations in earning accolades for innovative people and culture programs focused on enhancing the employee experience. Ms. McFadden holds a Bachelor of Applied Science in Chemical Engineering from the University of Waterloo and a Masters of Business Administration from McMaster University.

Geoff Riggs – Chief Information Officer

Mr. Riggs has spent 25 years in technology and business strategy including four (4) years in the cannabis industry, starting as the CIO at The Green Organic Dutchman in 2018, then Director of Systems at Cronos and most recently as the cannabis technology strategy leader with Deloitte Canada. Previously he spent 20 years with IBM in a variety of roles including project management, business development, and strategy consulting. He has operated across Canada, the US and Europe and has experience in numerous sectors including finance, oil and gas, transportation, natural resources, and government. He has a track record of successful complex systems implementations and driving innovation into emerging market spaces. Mr. Riggs holds a Bachelor of Commerce in Management Information Systems from Memorial University and a Masters of Business Administration from Antioch University with focus on Sustainability. He holds designations of PMP and ITIL, and numerous IT-related training certifications.

Peter Amirault – Chairman of the Board

Mr. Amirault is currently the President of BML Group Limited in Toronto, a holding company with interests in real estate development and private investments. Prior to joining BML Group, Mr. Amirault held varying executive roles including: President of Swiss Chalet North America for the Cara Group of Companies, CEO of Creemore Springs Brewery Ltd, Senior Vice President of Molson Coors Canada,

Managing Director of Sleeman Brewing Ltd, along with senior roles at Nestle Canada and The Premium Beer Company of Toronto. Mr. Amirault holds a Bachelor of Business Administration from Acadia University and a Master of Business Administration from The Schulich School of Business. Mr. Amirault's previous board experience and roles at senior management levels will bring a wealth of knowledge to the corporate director team at the Company.

Geoffrey Machum – Director

Mr. Machum is a commercial litigation partner at Stewart McKelvey LLP, Atlantic Canada's largest law firm and one of the top 15 largest firms in Canada. He currently serves on the firm's Compensation Committee, and previously served as Chairman of the firm's Regional Partnership Board and on its Human Resources and Governance Committee, and its Audit and Finance Committee. Mr. Machum was awarded Kings Counsel in 2003, and has received repeated recognition by Lexpert, Best Lawyers, and Benchmark Canada for his extensive experience in practice areas including commercial litigation, directors and officers' liability, corporate governance, insurance, construction law, and products liability. Mr. Machum currently serves on the board of WildBrain Ltd., where he is the Chair of its Governance and Nomination Committee and member of its Human Resources and Compensation Committee and previously served on the Board's Special Strategic Review Committee. Previously, he chaired the board of Halifax Port Authority, and served on the Governance, Human Resources and Audit and Finance Committees. Mr. Machum holds a BA in Economics Political Science from Dalhousie University, and University of New Brunswick. Mr. Machum also received ICD.D designation from the University of Toronto Rotman School of Management in 2015.

Ken Manget – Director

Mr. Manget is the former Global Head of Relationship Investing at Ontario Teachers' Pension Plan Board where he was responsible for a global team in Hong Kong, London & Toronto and ran a multi-billion portfolio of pre-IPO, public and private equity investments. Mr. Manget started his career at Schlumberger Limited as a Field Engineer in Venezuela. His finance background includes stints at Salomon Brothers in London and New York, at BMO Capital Markets where he has had exposure to all facets of the capital markets including: M&A, equities, fixed income, derivatives and securitization and at Desjardins Capital Markets where he was Head of Investment Banking. Mr. Manget holds a Mechanical Engineering degree from the University of Toronto and a Master of Business Administration from the Harvard Business School. Mr. Manget is a past board member of St. Joseph's Health Centre Foundation, the Heart and Stroke Foundation and currently serves as a member of the Board of the Canadian Ditchley Foundation and as an alumnus volunteer for Harvard University. In August 2020, he was appointed CFO and Director of Northern Genesis Acquisition Corp.

Dexter John – Director

Mr. John is currently the President and CEO of Gryphon Advisors Inc. Prior to that he was the Executive Vice President of D.F. King (Canada) and was responsible for sales across the Canadian enterprise. Mr. John has over 20 years of experience in the capital markets and has spent six years in structured finance where he executed over $4 billion in transactions. He has worked at a major Canadian law firm as a securities associate, focusing on the public equities market with emphasis on mergers and acquisitions. In addition, Mr. John also has regulatory experience through his tenure at Investment Industry Regulatory Organization of Canada, the Ontario Securities Commission and the Toronto Stock Exchange. Mr. John holds a Bachelor of Laws degree from Queens University and the ICD.D designation.

Sherry Porter, CM – Director

Ms. Porter is a seasoned executive with 30 years of experience with a myriad of organizations in Canada. She has held senior corporate roles with Sobeys Inc., Nova Scotia Power, Shoppers Drug Mart and The Caldwell Partners. She also has experience with trade associations in the grocery and retail drug area. She was the founding President and CEO of the Canadian Association of Chain Drug Stores, working with the chief executive officers of the traditional drug chains, mass merchants and grocery operations in Canada. Ms. Porter chaired the board of directors of the Nova Scotia Liquor Corporation from 2010-2017 and is currently a board member of the Halifax International Airport Authority and Pharmasave Atlantic. She is a past Vice Chair of Dalhousie University and a past chair of Human Resources, Governance and

Nominating, and she also serves as a board member of the QEII Health Sciences Centre Foundation and the Symphony Nova Scotia Foundation.

Stephen Smith – Director

Mr. Smith is an accomplished executive with extensive leadership and managerial experience in complex, low margin and highly competitive retail environments. He currently serves on the board of directors of MAV Beauty Brands Inc. (Audit Committee Chair), Freshii Inc. (Lead Director and Audit Committee Chair) and CE Brands Inc. (Lead Director). From 2018 to 2019, Mr. Smith served on the board of directors of Newstrike Brands Ltd. (Lead Director and Audit Committee Chair). From 2013 to 2017, Mr. Smith served on the board of directors of CST Brands Inc., an SEC registrant (Audit Committee and Executive Committee). From 2014 to 2018, Mr. Smith held the position of Executive Vice President and Advisory Board Director of Jackman Reinvention, Inc., a privately held brand and strategy consulting firm in Toronto. From 2007 until 2013, Mr. Smith served as Co-Chief Executive Officer and Chief Financial Officer of Cara Operations Limited (now Recipe Unlimited), Canada's oldest and largest full-service restaurant company. From 1985 to 2007, Mr. Smith held various senior and executive level positions, including Executive Vice President, from 1999 to 2006, with Loblaw Companies Limited, the leading food and pharmacy retailer in Canada. Mr. Smith is a Chartered Professional Accountant (CPA, CA) and holds a Bachelor of Commerce degree from the University of Toronto.

Marni Wieshofer – Director

Ms. Wieshofer has more than thirty years of diverse experience, including Board membership at public and private companies, particularly in the U.S., international M&A, and finance. She was recognized by Variety magazine in the 2018 Dealmakers Impact Report. Previous roles have included CFO and EVP of Corporate Development at Lions Gate Entertainment Corporation, a multi-billion dollar global entertainment company, where she oversaw the company's M&A and other strategic financial initiatives including the acquisitions and integration of Trimark Pictures, Artisan Entertainment and Redbus Films Distribution U.K. Her background also includes being a Managing Director in Houlihan Lokey's TMT Corporate Finance Group, based out of Los Angeles, providing M&A, capital markets, financial restructuring, and financial advisory services. Before joining Houlihan Lokey, Ms. Wieshofer was a Managing Director at MESA, a boutique advisory investment bank and prior to MESA, she was the SVP of M&A and CFO at Media Rights Capital. Ms. Wieshofer also holds the ICD.D designation.

Simon Ashton – Director

Mr. Ashton has extensive expertise in finance and business leadership and is currently Group Head of New Categories and Combustibles Finance at BAT. Throughout his nearly 30-year career with BAT, Mr. Ashton has led various Finance teams across Europe, Asia, the Middle East and Africa driving revenue growth, leading business transformation initiatives and finding innovative solutions to economic challenges. In addition, he also spent time in M&A, Operations Finance, and Audit.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Other than as set out below, to the knowledge of the Company, no director or executive officer of the Company is, as of the date of this Annual Information Form or within ten years prior to the date of this Annual Information Form has been, a director, chief executive officer of chief financial officer of any company (including the Company) that:

(i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, and was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities

legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Other than as set out below, to the knowledge of the Company, no director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

(iii) is, or within ten years prior to the date of this Annual Information Form has been, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(iv) has, within ten years prior to the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has, to the knowledge of the Company, been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

CONFLICTS OF INTEREST

The Company may from time to time become involved in transactions which conflict with the interests of the directors and the officers of the Company. The interest of these persons could conflict with those of the Company. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws.

In particular, in the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the board of directors of the Company are required to act honestly, in good faith and in the best interest of the Company.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

On March 3, 2017, a claim (the "**Claim**") in connection with a proposed class action lawsuit was filed with the Nova Scotia Supreme Court seeking to represent a class of persons and entities who purchased medical cannabis that was the subject of the Company's product recalls in December 2016 and January 2017, as it may have contained trace elements of the pesticides myclobutanil and bifenazate which are not approved for use in cannabis production. The Claim identifies several causes of action including, among others: (i) negligent design, development and testing, (ii) negligent manufacturing, (iii) negligent distribution, marketing and sale, (iv) breach of contract, (v) unjust enrichment, and (vi) breach of the *Competition Act*, the *Consumer Protection Act*, and the *Sale of Goods Act*, and is seeking remedy in the form of, among other things, the disgorgement of profits accrued to the Company for the sale of contaminated products, exemplary or punitive damages and certain costs. The Claim was amended on November 16, 2017, to include a claim for alleged adverse health consequences caused as a result of

using the recalled product. As at the date hereof, the Company has not received any medical information demonstrating adverse health effects caused as a result of using the recalled product.

The class action alleges damages for two main types of claims: 1) consumer based claims relating to the transaction costs for the product and 2) claims for damages resulting from adverse health effects of the recalled product. The Nova Scotia Supreme Court certified the Claim as a class action on January 18, 2019. The Company filed an appeal of the certification of the claims alleging adverse health effects with the Nova Scotia Court of Appeal. On April 30, 2020, the Nova Scotia Court of Appeal partially overturned the certification, thereby significantly reducing the scope of the claim against the Company. On June 26, 2020, the plaintiff filed an application for leave to appeal the Nova Scotia Court of Appeal's decision to the Supreme Court of Canada. On November 5, 2020, the Supreme Court of Canada dismissed the leave to appeal with costs. On June 23, 2022, the Company announced that it had reached a settlement with respect to the Claim (the "**Settlement**"). As part the Settlement, the Company has agreed to pay an aggregate of $2,310,000, which amount has been accrued as of August 31, 2022. On August 31, 2022, the Court held a hearing and approved the Settlement. The Settlement Amount is being used to provide class members a refund of the amounts paid to purchase the voluntarily recalled product, less any refunds they have already received, as well as the payment of legal fees. In addition, the Company has agreed to pay the third-party claims administration costs.

On June 16, 2020, a legal action was commenced in the Court of Queen's Bench in Alberta, which action seeks damages against many of the largest Canadian cannabis companies, including the Company. A certification hearing has not yet been scheduled. The Company has reported the claim to its insurers.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer, or principal shareholder of the Company and no associate or affiliate of the foregoing have had a material interest, direct or indirect, in any transaction in which the Company has participated within the three most recently completed financial years or during the current financial year, which has materially affected or is reasonably expected to materially affect the Company, other than as set forth below.

James Fletcher is the President of EIC, a wholly-owned subsidiary of the Company. In April 2021, the Company purchased all of the issued and outstanding shares of SUHM Investments Inc. and Quality Confections Canada Inc., which in turn owned all of the issued and outstanding shares of EIC. James Fletcher was a shareholder of SUHM Investments Inc., and his spouse was the sole shareholder of Quality Confections Canada Inc. As such, James Fletcher and his spouse received or are entitled to receive a 0.849% and 20.00% allocation respectively of: (i) the $22.0 million purchase price for EIC; (ii) the $3.5 million paid in Organigram shares on August 13, 2021 on achievement of the first earnout milestone; and (iii) up to an additional $9.5 million in Organigram shares payable upon the EIC business achieving certain further earnout milestones. In July 2022, EIC exercised its option to purchase the facility at 160 Eagle Drive, Winnipeg, Manitoba, from 10026308 Manitoba Ltd., a company controlled by James Fletcher, for $4,000,000. The decision to exercise the option was made by the Company without the involvement of Mr. Fletcher.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar of the Company is TSX Trust Company at its offices in Vancouver, British Columbia and Toronto, Ontario. VStock Transfer, LLC is the Company's co-transfer agent in the United States.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, there are no contracts entered into by the Company during the twelve-month period ending August 31, 2022, which are material or entered into before the twelve-month period ending August 31, 2022, but are still in effect which are material, except as disclosed below:

- the Investor Rights Agreement (as described under "*Capital Structure – Common Shares*");
- the Collaboration Agreement (as described under "Three-Year History");

- the Subscription Agreement between the Company and BAT dated March 10, 2021, pursuant to which BAT subscribed for 58,336,392 Common Shares of the Company for total proceeds of approximately $221,000,000; and
- the Warrant Indenture (as described under "*Capital Structure – Warrants*")

Copies of the Investor Rights Agreement, the Collaboration Agreement, the Subscription Agreement, and the Warrant Indenture are available under the Company's corporate profile on the Canadian Securities Administrators' SEDAR website at www.sedar.com and on the United States Securities and Exchange Commission's EDGAR website at www.sec.gov.

INTERESTS OF EXPERTS

KPMG LLP are the auditors of the Company and have confirmed with respect to the Company that they are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations, and within the meaning of the United States Securities Act of 1933, as amended and the applicable rules and regulations thereunder adopted by the Securities Exchange Commission and the Public Company Accounting Oversight Board (United States).

AUDIT COMMITTEE INFORMATION

Audit Committee Charter

The charter of the Company's Audit Committee is attached to this Annual Information Form as Appendix "A".

Composition of Audit Committee & Relevant Education and Experience

As of August 31, 2022 and the date hereof, the members of the Audit Committee are Stephen Smith (Chair), Dexter John, Ken Manget, and Marni Wieshofer, each of whom is independent and financially literate within the meaning of National Instrument 52-110. The education and experience of each Audit Committee member are described in this Annual Information Form under the section entitled "*Directors and Executive Officers*".

Each of the Audit Committee members has an understanding of the accounting principles used to prepare the Company's financial statements, experience preparing, auditing, analyzing or evaluating comparable financial statements and experience as to the general application of relevant accounting principles, as well as an understanding of the internal controls and procedures necessary for financial reporting.

The Company's board of directors has determined that Stephen Smith qualifies as an "audit committee financial expert" (as defined in paragraph (8)(b) of General Instruction B to Form 40-F under the Exchange Act). The United States Securities and Exchange Commission has indicated that the designation of a director as an audit committee financial expert does not make such director an "expert" for any other purpose, impose any duties, obligations or liability on such director that are greater than those imposed on members of the Audit Committee and Board who do not carry this designation or affect the duties, obligations or liability of any other member of the Audit Committee.

The Audit Committee has the primary function of fulfilling its responsibilities in relation to reviewing the integrity of the Company's financial statements, financial disclosures and internal controls over financial reporting; monitoring the system of internal control; monitoring the Company's compliance with legal and regulatory requirements, selecting the external auditor for shareholder approval; reviewing the qualifications, independence and performance of the external auditor; and reviewing the qualifications, independence and performance of the Company's internal auditors. The Audit Committee has specific responsibilities relating to the Company's financial reports; the external auditor; the internal audit function; internal controls; regulatory reports and returns; legal or compliance matters that have a material impact on the Company; and the Company's whistleblowing procedures. In fulfilling its responsibilities, the Audit Committee meets regularly with the internal and external auditor and key management members. Information concerning the relevant education and experience of the Audit Committee

members can be found in "*Directors and Executive Officers*" above. The full text of the Audit Committee's charter is disclosed in Appendix "A".

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Company's external auditor not been adopted by the board of directors of the Company.

Pre-Approval Policies and Procedures

The Audit Committee will pre-approve all non-audit services to be provided to the Company or any subsidiary entities by its external auditors or by the external auditors of such subsidiary entities. The Audit Committee may delegate to one or more of its members the authority to pre-approve non- audit services but preapproval by such member or members so delegated shall be presented to the full Audit Committee at its first scheduled meeting following such pre-approval.

External Auditor Service Fees

The following table sets forth, by category, the fees for all services rendered by the Company's current external auditors, KPMG LLP for the financial years ended August 31, 2022 and 2021 (including estimates).

Type of Work	**Year ended August 31, 2022**		**Year ended August 31, 2021**	
	Fees	**Percentage**	**Fees**	**Percentage**
Audit fees[1]	$1,407,780[3]	95%	$ 1,224,420	95%
Audit-related fees	Nil	Nil	Nil	Nil
Tax fees[2]	$82,200	5%	$60,900	5%
All other fees	Nil	Nil	Nil	Nil
Total	**$1,489,980**	**100%**	**$1,285,320**	**100%**

Notes:
(1) For the year ended August 31, 2021 ("**FY'2021**") audit fees were comprised of quarterly reviews, the annual audit (including the audit of internal controls over financial reporting) and a securities engagement. For the year ended August 31, 2022 ("**FY'2022**") audit fees were comprised of quarterly reviews and the annual audit (including the audit of internal controls over financial reporting).
(2) Includes fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance and advisory in FY'2022 and FY'2021. Tax advice includes advice related to mergers and acquisitions, and a captive insurance structure.
(3) Of these fees, $181,560 relates to the FY'2021 audit fees but was only invoiced in FY'2022.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of securities of the Company and securities authorized for issuance under equity compensation plans, is contained in the Company's management information circular relating to the most recent annual meeting of shareholders of the Company. Additional financial information is contained in the Company's financial statements and management discussion and analysis for the year ended August 31, 2022 Additional information relating to the Company may also be found on the Canadian Securities Administrators' SEDAR website at www.sedar.com and on the United States Securities and Exchange Commission's EDGAR website at www.sec.gov. Copies of all of these documents may be obtained upon request from Organigram's Investor Relations department at 333 Bay Street, Suite 1250, Toronto, ON M5H 2R2.

Appendix "A" – AUDIT COMMITTEE CHARTER

ORGANIGRAM HOLDINGS INC.
(THE "CORPORATION")

CHARTER OF THE AUDIT COMMITTEE

This Charter of the Audit Committee (the "**Charter**") was adopted by the board of directors of the Corporation (the "**Board**") on August 26, 2019, and last reviewed on August 26, 2022.

1. Purpose

The Audit Committee (the "**Committee**") is a committee of the Board. The members of the Committee and the chair of the Committee (the "**Chair**") are appointed by the Board on an annual basis (or until their successors are duly appointed) for the purpose of overseeing the Corporation's financial controls and reporting and monitoring whether the Corporation complies with financial covenants and legal and regulatory requirements governing financial disclosure matters and financial risk management.

2. Composition

(a) The Committee should be comprised of a minimum of three directors of the Corporation.

(b) All members of the Committee must meet the independence and audit committee composition requirements promulgated by all governmental and regulatory bodies having jurisdiction over the Corporation as may be in effect from time to time, including Rule 10A-3 of the United States Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), Rule 5605 of the Nasdaq Marketplace Rules, National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), and the relevant rules of any other stock exchanges on which the Corporation's securities are listed. In general, each member of the Committee must be free from any relationship that, in the view of the Board, could be reasonably expected to interfere with the exercise of his or her independent judgment as a member of the Committee.

(c) All members of the Committee must be financially literate (which is defined as the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements). At least one member of the Committee must satisfy the definition of "financial expert" as set out in Item 407(d)(5)(ii) of Regulation S-K under the United States Securities Act of 1933, as amended, and the Exchange Act.

(d) The Board shall designate the Chair of the Committee, who shall have responsibility for overseeing that the Committee fulfills its mandate and duties effectively. If the Board does not designate a Chair, the Committee will elect a Chair from among their members.

(e) Any member of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee on ceasing to be a director of the Corporation. The Board may fill vacancies on the Committee by election from among the Board. If and whenever a vacancy will exist on the Committee, the remaining members may exercise all powers of the Committee so long as a quorum remains.

(f) No members of the Committee shall receive, directly or indirectly, other than for service on the Board or the Committee or other committees of the Board, any consulting, advisory, or other compensatory fee from the Corporation or any of its related parties or subsidiaries.

(g) Prior to any member of the Committee or the Board engaging the services of the Corporation's auditor in a personal capacity, the consent of the Chair of the Committee shall be obtained.

3. Limitations on Committee's Duties

In contributing to the Committee's discharge of its duties under this Charter, each member of the Committee will be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which any member of the Board may be otherwise subject.

Members of the Committee are entitled to rely, absent actual knowledge to the contrary, on (a) the integrity of the persons and organizations from whom they receive information, (b) the accuracy and completeness of the information provided, (c) representations made by management of the Corporation ("**Management**") as to the non-audit services provided to the Corporation by the external auditor, (d) financial statements of the Corporation represented to them by a member of Management or in a written report of the external auditors to present fairly the financial position of the Corporation in accordance with applicable generally accepted accounting principles, and (e) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

4. Meetings

The Committee shall meet regularly, but not less frequently than quarterly. A quorum for the transaction of business at any meeting of the Committee will be a majority of the members of the Committee or such greater number as the Committee will by resolution determine. The Committee will keep minutes of each meeting of the Committee. A copy of the minutes will be provided to each member of the Committee.

Meetings of the Committee will be held from time to time and at such place as any member of the Committee will determine upon two days' prior notice to each of the other Committee members. The members of the Committee may waive the requirement for notice. In addition, each of the Chief Executive Officer, the Chief Financial Officer and the external auditor will be entitled to request that the Chair call a meeting.

The Committee may ask members of Management and employees of the Corporation (including, for greater certainty, its affiliates and subsidiaries) or others (including the external auditor) to attend meetings and provide such information as the Committee requests. Members of the Committee will have full access to information of the Corporation (including, for greater certainty, its affiliates, subsidiaries and their respective operations) and will be permitted to discuss such information and any other matters

relating to the results of operations and financial position of the Corporation with Management, employees, the external auditor and others as they consider appropriate.

The Committee or its Chair should meet at least once per year with Management and the external auditor in separate sessions to discuss any matters that the Committee or either of these groups desires to discuss privately. In addition, the Committee or its Chair should meet with Management quarterly in connection with the Corporation's interim financial statements.

The Committee will determine any desired agenda items.

5. Committee Responsibilities

As part of its function in assisting the Board in fulfilling its oversight responsibilities (and without limiting the generality of the Committee's role), the Committee is mandated to carry out the following responsibilities:

External Auditors

(a) Subject to applicable law, appointing, compensating, overseeing and terminating the external auditors. The external auditors shall report directly to the Committee and shall be accountable to the Board and the Committee as representatives of the shareholders.

(b) Pre-approving all non-audit mandates and fees for services the external auditor shall undertake, and considering whether the nature of such services will harm the firm's independence in carrying out its audit function.

(c) Reviewing, negotiating and either signing or recommending to the Board the execution of all engagement letters of the external auditors, both for audit and non-audit services.

(d) Satisfying itself, on behalf of the Board, that the external auditor is independent of Management. In assessing such independence, the Committee shall discuss with the external auditors, and may require a letter from the external auditor outlining any relationships between the external auditors and the Corporation or its affiliates.

(e) Reviewing the audit plan of the external auditors, the integration of the external audit with the internal control program, and the results of the audit, which shall include reviewing the external auditor's letter to Management and Management's response thereto and other material written communications between Management and the external auditors.

(f) Reviewing the performance of the external auditors, including the compensation, scope, and timeliness of the audits and all other related services and any non-audit services provided by the external auditors.

(g) Satisfying itself, annually or more frequently as the Committee considers appropriate, as to the external auditors'

internal quality control procedures and any material issues raised by the most recent internal quality control review, or peer review, of the external auditor, or by any public enquiry, review, or investigation by governmental, professional or other regulatory authorities.

(h) Periodically reviewing and discussing with Management and the external auditors the quality and acceptability of the Corporation's accounting policies and practices, the materiality levels which the external auditors propose to employ, any significant changes in the accounting policies and any proposed changes in accounting or financial reporting that may have a significant impact on the Corporation.

(i) Discussing with Management and the external auditors of the Corporation all alternative treatments of financial information within International Financial Reporting Standards ("**IFRS**") accounting principles that have been discussed with Management by the external auditors, the ramifications of these alternative treatments and the treatment preferred by the external auditors.

(j) Reviewing, where there is to be a change of external auditors, all issues related to the change, including the information to be included in the notice of change of auditor called for under National Instrument 51-102 – *Continuous Disclosure Obligations* or any successor legislation ("**NI 51-102**"), and the planned steps for an orderly transition. The Committee shall further review all reportable events, including disagreements, unresolved issues and consultations, as defined in NI 51-102 or any successor legislation, on a routine basis, whether or not there is to be a change of external auditor.

(k) Establishing and overseeing policies with regards to the hiring by the Corporation of any partners, employees, and any former partners or employees of any present or former firms that acted as external auditors of the Corporation.

Financial Information

(l) Ensuring, through discussions with Management and the external auditors, that the audited annual financial statements and the unaudited quarterly financial statements, as applicable, present fairly (in accordance with IFRS) in all material respects the financial condition, results of operations and cash flows of the Corporation as of and for the periods presented and, where appropriate, recommending for approval to the Board such financial statements of the Corporation.

(m) Reviewing any errors or omissions in the current or prior year's financial statements.

(n) Reviewing with the external auditors the level of co-operation they received from Management, employees and personnel of the Corporation during the audit process, any issues encountered by the auditors and any impediments on the external auditor's work.

(o) Reviewing and resolving any disagreements between Management and the external auditors with respect to accounting practices and principles.

(p) Monitoring the objectivity and credibility of the Corporation's financial reports.

(q) Reviewing the status of material contingent liabilities as reported to the Committee by the Corporation's Management, and the manner in which any material contingent liability has been disclosed in the Corporation's financial statements.

(r) Reviewing any legal matters or claims that could have a material impact on the financial statements of the Corporation, and the manner in which any such legal matters or claims have been disclosed in the Corporation's financial statements.

(s) Reviewing any reserves, accruals, provisions, estimates or adopted programs and policies, including factors that affect asset and liability carrying values and the timing of revenue and expense recognition that may have a material effect upon the financial statements of the Corporation.

(t) Reviewing the use of special purpose entities and the business purpose and economic effect of off-balance sheet transactions, arrangements, obligations, guarantees and other relationships of the Corporation and their impact on the reported financial results of the Corporation.

(u) Reviewing the treatment for financial reporting purposes of any significant transactions which are not a normal part of the Corporation's operations.

(v) Reviewing Management's determination of tangible or intangible asset impairment, if any, as required by applicable accounting standards.

(w) Reviewing the annual report to shareholders and other financial information (including the annual and quarterly management's discussion and analysis, the annual information form and any prospectus, offering circular or other disclosure document issued by the Corporation or on behalf of the Corporation) prepared by the Corporation with Management and, where appropriate, recommending such documents for approval to the Board and for filing with regulatory bodies.

(x) Reviewing any news releases and reports to be issued by the Corporation containing earnings guidance or financial information for research, analysts and rating agencies. The Committee shall also review the Corporation's policies relating to financial disclosure and the release of earnings guidance and the Corporation's compliance with financial disclosure rules and regulations.

(y) Remaining apprised, through discussions with Management and the external auditors, of important trends and developments in financial reporting practices and requirements and their effect on the Corporation's financial statements, including consolidated financial statements.

(z) Reviewing the financial statements and other financial information of material subsidiaries of the Corporation and any auditor recommendations concerning such subsidiaries.

(aa) Reviewing the financial reporting obligations of the Corporation pursuant to its by-laws, its borrowing covenants, the *Canada Business Corporations Act* and applicable securities regulation and monitor the Corporation's compliance thereunder.

Internal Control

(ab) Annually and in advance of each respective fiscal period, completing a financial review of the Corporation's strategic plan and annual budget, and reporting to the Board the results of its review.

(ac) Overseeing the adequacy and effectiveness of the Corporation's internal control systems, through discussions with the Corporation's external auditors and Management, and reporting its findings to the Board on an annual basis.

(ad) Reviewing and comparing Management's quarterly report of operating against its budget variances and reporting the results of such review and comparison to the Board.

(ae) Establishing procedures for:

(i) The receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and

(ii) The confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

(af) Annually reviewing the Corporation's Whistleblower Policy and its effectiveness and enforcement.

Compliance with Legal and Regulatory Requirements

(ag) Reviewing with Management, and/or any internal or external counsel as the Committee considers appropriate, any legal

matters (including the status of pending litigation) that may have a material impact on the Corporation and any material reports.

(ah) Reviewing with Management and the Board any issues with regulatory agencies that are likely to have a significant financial impact on the Corporation.

(ai) Reviewing with counsel the adequacy and effectiveness of the Corporation's procedures to ensure compliance with the legal and regulatory responsibilities.

(aj) Reviewing the status of income tax returns and any significant tax issues as they are reported to the Committee by Management or the Board.

(ak) Reviewing any inquiries, investigations, or audits of a financial nature by any government, regulatory, or taxation authorities.

(al) Reviewing any legal matters or claims that could have a material impact on the Corporation's compliance policies or any material reports, inquiries, or other correspondence received from regulators or governmental agencies.

Other

(am) Assisting the Board in the discharge of its duties relating to the Corporation's accounting policies and practices, reporting practices and internal controls, including under its by-laws, securities regulations and otherwise.

(an) Reviewing the appointments of the Corporation's Chief Financial Officer, internal auditor (or persons appointed to perform the internal audit function), and any key financial executives involved in the financial reporting process of the Corporation and any material subsidiary.

(ao) Establishing and overseeing the effectiveness of procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing under the Corporation's Whistleblower Policy.

(ap) Ensuring that this Charter or an appropriate summary of it which has been granted approval by the Committee is properly disclosed in accordance with any securities laws or regulatory requirements.

(aq) Reviewing the integrity of the Corporation's financial reporting processes, both internal and external, in consultation with the external auditor.

(ar) Periodically assessing the Corporation's need for an internal audit function, if not present.

(as) Reviewing all material balance sheet issues, material contingent obligations and material related party transactions.

(at) Taking such other actions within the general scope of its responsibilities as the Committee shall deem appropriate or as directed by the Board.

6. Resources

(a) The Committee shall have the authority, in its sole discretion, to retain independent legal, accounting and other consultants to advise the Committee at the expense of the Corporation. The Committee shall be provided with the necessary funding to compensate the external auditors and any other advisors they engage.

(b) The Committee shall have access to such officers and employees of the Corporation and to the Corporation's external auditors and legal counsel, and any information with regards to the Corporation as it considers necessary in order to discharge its duties under this Charter.

(c) The Committee, through the Chair, may contact any director, member of Management or other officer or employee of the Corporation as it deems necessary, and any director, member of Management or other officer or employee of the Corporation may bring any matter before the Committee involving illegal, questionable, improper, or unethical practices or transactions.

(d) The external auditors shall be entitled to communicate directly with the Chair of the Committee and may meet separately with the Committee and any member of the Committee.

(e) The Committee may request any director, member of Management or other officer or employee of the Corporation or the Corporation's external counsel or external auditors to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee. The Committee shall have full access to all of the Corporation's books, records, properties, facilities and personnel, subject to compliance with any leases or similar contracts governing same.

(f) The Committee may delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate from time to time.

7. Annual Evaluation

At least annually, the Committee shall, in a manner it determines to be appropriate:

(a) Perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter.

(b) Review and assess the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee believes to be appropriate.

8. Inconsistencies with Applicable Laws

In the event of any conflict or inconsistency between this Charter and the applicable laws, in each case as amended, restated or amended and restated from time to time, the provisions hereof shall be ineffective and shall be superseded by the provisions of such applicable laws to the extent necessary to resolve such conflict or inconsistency.

ORGANIGRAM HOLDINGS INC.
(the **"Corporation")**

CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct and Ethics (the "Code") was adopted by the board of directors of the Corporation (the "Board") on August 26, 2019 and last reviewed and revised on August 26, 2022.

The objective of this Code is to provide guidelines for maintaining the integrity, reputation, honesty, objectivity and impartiality of the Corporation and its subsidiaries (collectively, the "Organigram Entities"). This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but sets out basic principles to guide all directors, managers, officers, employees and consultants of the Organigram Entities (collectively, "Organigram Personnel" or "you"). All Organigram Personnel must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. This Code and specific related policies and guidelines (including the Corporation's Insider Trading Policy) put in place from time to time by the Organigram Entities will govern your employment or other relationship with the Organigram Entities.

Each Organigram Personnel must act with integrity and observe the highest ethical standards of business conduct in his, her or their dealings with the Corporation's security holders, customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he, she or they has contact in the course of performing his, her or their job. While the Code does not, and cannot, deal with every situation that may arise, the principles outlined in the Code should be seen as providing a baseline for honest and ethical decision-making. The Corporation shall ensure that each Organigram Personnel is provided with a copy of the Code and signs an acknowledgment of receipt and review in Section 5 hereto on an annual basis.

If a law conflicts with a policy in this Code, Organigram Personnel must comply with the law. If a local custom or policy conflicts with this Code, Organigram Personnel must comply with this Code. If you have any questions about these conflicts, you should ask a senior officer of the Corporation how to handle the situation. Any questions regarding the Code should be addressed to your supervisor or the Chair of the Board of the Corporation.

Organigram Personnel who violate the standards in this Code will be subject to disciplinary action, up to and including termination of their employment or other relationship with the Organigram Entities. If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described below under **"**Compliance Procedures**".**

1. The Code

A. Compliance with Laws, Rules and Regulations (including Insider Trading Laws)

Obeying the law, both in letter and in spirit, is the foundation on which the Organigram Entities' ethical standards are built and is critical to our reputation and continued success. All Organigram

Personnel must respect and obey the laws of the various jurisdictions in which the Organigram Entities operate and avoid even the appearance of impropriety. Although not all Organigram Personnel are expected to know the details of these laws, it is important to know enough to determine when to seek advice from senior management or other appropriate personnel. The Chair of the Board is available to assist in determining applicable legal requirements and to seek the advice of legal counsel where appropriate.

Organigram Personnel must cooperate fully with those (including the Chief Executive Officer and the Chief Financial Officer) responsible for preparing reports filed with the securities regulatory authorities and all other materials that are made available to the investing public to ensure those persons are aware in a timely manner of all information that is required to be disclosed. Organigram Personnel should also cooperate fully with the independent auditors in their audits and in assisting in the preparation of financial disclosure.

B. Conflicts of Interest

Organigram Personnel are required to act with honesty and integrity and to avoid or fully disclose any interest, relationship or activity that may be harmful or detrimental to the Corporation's best interests or that may give rise to real, potential or the appearance of a conflict of interest with the interests of any of the Organigram Entities.

A "conflict of interest" exists when a person's private interests interfere in any way with the interests of the Corporation. A conflict of interest can arise when Organigram Personnel take actions or have interests that may make it difficult for them to perform their work for the Corporation objectively and effectively. Conflicts of interest also may arise when Organigram Personnel or members of their families receive improper personal benefits as a result of their positions with any Organigram Entity.

Conflicts of interest are prohibited as a matter of policy, except as may be approved by the board of directors of the Corporation. Conflicts of interest may not always be clear-cut. If you have a question, you should consult with your supervisor or department head. Any Organigram Personnel who become aware of a conflict or potential conflict should bring it to the attention of a supervisor and consult the procedures described below under "Compliance Procedures".

C. Confidentiality

Organigram Personnel must maintain the confidentiality of confidential information entrusted to them by any Organigram Entity and persons with whom the Organigram Entities do business, except when disclosure is required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to any Organigram Entity or the person to whom it relates if disclosed. The obligation to preserve the confidentiality of confidential information continues even after Organigram Personnel cease to have a relationship with any of the Organigram Entities.

Organigram Personnel who have access to confidential information are not permitted to use or share that information for trading purposes or for any other purpose except the conduct of the Organigram Entities' business. All Organigram Personnel should read and abide by the Corporation's Disclosure and Confidential Information Policy.

D. Corporate Opportunities

Organigram Personnel are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or positions without the consent of the Corporation's Board and from using corporate property, information or positions for improper personal gain. No Organigram Personnel may compete with the any of the Organigram Entities directly or indirectly. Organigram Personnel owe a duty to each Organigram Entity to advance its legitimate interests when the opportunity to do so arises.

E. Protection and Proper Use of the Organigram Entity Assets

All Organigram Personnel should endeavor to protect the Organigram Entity assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the profitability of the Organigram Entities. Any suspected incident of fraud or theft should be reported immediately to your immediate supervisor or the Chair of the Board of the Corporation for investigation.

The obligation of Organigram Personnel to protect the assets of the Organigram Entities includes the Organigram Entities' proprietary information. Proprietary information includes any information that is not known generally to the public or would be helpful to competitors of any of the Organigram Entities. Examples of proprietary information include intellectual property (such as trade secrets, patents, trademarks and copyrights), business, marketing and service plans, designs, databases, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate the Organigram Entity policy and could be illegal and result in civil or criminal penalties.

The obligation to preserve the confidentiality of proprietary information continues even after Organigram Personnel cease to have a relationship with any of the Organigram Entities.

The Corporation's assets may never be used for illegal purposes.

F. Information Protection

The Organigram Entities have physical and electronic safeguards in place to protect their information and all personal and confidential information entrusted to them. Organigram Personnel should use these safeguards to minimize the risk of unauthorized or accidental disclosure of such information. Unauthorized collection, use or disclosure of personal or confidential information can harm the Organigram Entities and their stakeholders and damage the trust that has been built. Breaches can be verbal, written or electronic and can be caused by error or malicious intent. If you become aware of a potential privacy, confidentiality or information security breach, you must promptly report it.

G. Competition and Fair Dealing

The Organigram Entities seek to excel and to outperform any competitors fairly and honestly through superior performance and not through unethical or illegal business practices. Taking proprietary information without the owner's consent, inducing disclosure of that information by past or present employees of other persons or using that information is prohibited. Organigram Personnel should respect the rights of, and deal fairly with, the Organigram Entities' competitors and persons with whom the Organigram Entities have a business relationship. Organigram

J. Lobbying

Any contact with government personnel for the purpose of influencing legislation or rule making, including such activity in connection with marketing or procurement matters, is considered lobbying. You are responsible for knowing and adhering to all relevant lobbying laws and associated gift laws, if applicable and for compliance with all reporting requirements. You must obtain the prior approval of the Chair of the Board or Chief Executive Officer of the Corporation to lobby or authorize anyone else (for example, a consultant or agent) to lobby on behalf of any Organigram Entity, except when lobbying involves only normal marketing activities and not influencing legislation or rule making.

K. Discrimination and Harassment

The diversity of Organigram Personnel is a tremendous asset. The Organigram Entities are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination, violence or harassment of any kind. Examples include derogatory comments based on any prohibited grounds of the Human Rights Act including but not limited to race, ethnicity, religion, sexual orientation, age or gender and sexual advances. Violence and threatening behavior are not permitted. Organigram Personnel are encouraged to speak with their supervisor, Human Resources or the Chief Executive Officer when a co-worker's conduct makes them uncomfortable and to report harassment when it occurs. Confidential reports of discrimination, violence or harassment can be made to the Organigram Entities' third party incident reporting website at https://reporting.cornerstonegovernance.com and submitting a report with the Login ID: gram94OR or by phone at 1-888-650-7768.

L. Health, Safety and Respect

The Corporation strives to provide all Organigram Personnel with a safe and healthy work environment. All Organigram Personnel have responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions to a supervisor or department head. Being under the influence, and the possession, of recreational and/or illegal drugs in the workplace will not be tolerated. Organigram Personnel should report to work in condition to perform their duties, free from the influence of recreational and/or illegal drugs or alcohol. Organigram Personnel must comply with any Drug, Cannabis and Alcohol Policies adopted by the Corporation from time to time.

The Corporation expects Organigram Personnel to interact with other Organigram Entity employees, customers and business partners with respect, honesty, and integrity.

M. Accuracy of Records and Reporting

The Organigram Entities require honest and accurate recording and reporting of information of the Corporation to make responsible business decisions. The Corporation's accounting records are relied upon to produce reports for management, directors, managers, securityholders, governmental agencies and persons with whom the Corporation does business. All of the Corporation's financial statements and the books, records and accounts on which they are based must appropriately reflect the Corporation's activities and conform to applicable legal, accounting

and auditing requirements and to the Corporation's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless required by applicable law or regulation.

All Organigram Personnel have a responsibility, within the scope of their positions, to ensure that the Corporation's accounting records do not contain any false or intentionally misleading entries. The Corporation does not permit intentional misclassification of transactions as to accounts, departments or accounting records. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper accounts and in the proper accounting period.

Organigram Personnel business expense accounts must be documented and recorded accurately. If Organigram Personnel are not sure whether a certain expense is legitimate, a supervisor or department head can provide advice. General rules and guidelines are available from the Corporation's Chief Executive Officer or Chair of the Board.

Business records and communications often become public through legal or regulatory proceedings or the media. Organigram Personnel should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations that can be misunderstood. This requirement applies equally to communications of all kinds, including e-mail, electronic chats, informal notes, internal memos and formal reports.

N. Use of E-mail and Internet Services

E-mail and internet services are provided to assist Organigram Personnel in carrying out their work. Incidental and occasional personal use is permitted, but never for personal gain or any improper purpose. Organigram Personnel may not access, send or download any information that could be insulting or offensive to another person, such as sexually explicit messages, cartoons, jokes, unwelcome propositions, derogatory messages based on racial or ethnic characteristics, or any other message that could reasonably be viewed as harassment. Flooding Organigram Entities' system with junk mail and trivia hampers the ability of the system to handle legitimate business and is prohibited.

Messages (including voice-mail) and computer information sent, received or created by Organigram Personnel are considered property of the Organigram Entities and Organigram Personnel should recognize that these messages and information are not "private". Unless prohibited by law, the Organigram Entities reserve the right to access and disclose those messages and information as necessary for business purposes. Organigram Personnel should use good judgment and not access, send messages or store any information that they would not want to be seen or heard by others. Organigram Personnel are expected to comply with any Social Media Policy adopted by the Corporation from time to time.

O. Fraud and Similar Irregularities

The Corporation's policy prohibits fraud and establishes procedures to be followed concerning the recognition, reporting and investigation of suspected fraud. Fraud includes, but is not limited to:

- Dishonest or fraudulent act;

- Embezzlement;
- Forgery or alteration of negotiable instruments such as corporate checks and drafts;
- Misappropriation of Corporation, employee, customer, partner or supplier assets;
- Conversion to personal use of cash, securities, supplies or any other corporate asset;
- Unauthorized handling or reporting of corporate transactions; and
- Falsification of the Corporation's records or financial statements for personal or other reasons.

Directors and employees are obligated to protect the Corporation's assets and ensure their efficient use. Theft, carelessness and waste of corporate assets by Directors and employees are prohibited since such actions and conduct have a direct and negative impact on the Corporation's profitability. All of the Corporation's assets shall only be used for the legitimate business purposes of the Corporation.

Any director, employee or agent who suspects that any fraudulent activity may have occurred is required to report such a concern to one of the following individuals: Legal Counsel, Director of Internal Audit, Chair of the Audit Committee, the Security Department or the Chief Financial Officer.

All fraud investigations will be conducted under the direction of the Legal Department.

2. Waivers of the Code

Any waiver of this Code for directors or officers may be made only by the directors of the Corporation (or a committee of the Board to whom that authority has been delegated) and will be promptly disclosed as required by law or stock exchange regulation.

3. Reporting and Illegal or Unethical Behavior

Each of the Organigram Entities has a strong commitment to the conduct of its business in a lawful and ethical manner. Organigram Personnel are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the Organigram Entities to maintain confidentiality and not to allow retaliation for reports of misconduct by others made in good faith. It is, at the same time, unacceptable to file a report knowing that it is false. All Organigram Personnel are expected to cooperate in internal investigations of misconduct.

4. Compliance Procedures

All Organigram Personnel must work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that the Organigram Entities have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.

- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will help you to focus on the specific question you are faced with and the alternatives you have. Use your judgement and common sense - if something seems like it might possibly be unethical or improper, it probably is.

- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.

- Discuss the problem with your manager. This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your manager's responsibility to help solve problems.

- Seek help from internal resources. In the rare case where it may not be appropriate to discuss an issue with your manager, or where you do not feel comfortable approaching your manager with your question, discuss it locally with your "two-up". If that is not appropriate for any reason, contact the Corporation's Chief Financial Officer, Chief Executive Officer or the Chair of the Board.

- You may report ethical violations without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the extent possible. The Organigram Entities do not permit retaliation of any kind against employees for good faith reports of ethical violations.

- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

5. Acknowledgement of Receipt and Review

I, _____ (name), acknowledge that on _____ (date), I received a copy of Organigram Holdings Inc.'s Code of Business Conduct and Ethics and I read it, understood it and agree to comply with it.

_____
Signature

_____
Printed Name

_____
Date

7193917

KPMG LLP
100 New Park Place, Suite 1400
Vaughan, ON L4K 0J3
Tel 905-265 5900
Fax 905-265 6390
www.kpmg.ca

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Organigram Holdings Inc.

We consent to the use of:

- our report dated November 28, 2022 on the consolidated financial statements of Organigram Holdings Inc. (the "Entity") which comprise the consolidated statements of financial position as at August 31, 2022 and August 31, 2021, the related consolidated statements of operations and comprehensive loss, changes in equity and cash flows for each of the years in the two-year period ended August 31, 2022, and the related notes (collectively the "consolidated financial statements"), and
- our report dated November 28, 2022 on the effectiveness of the Entity's internal control over financial reporting as of August 31, 2022

each of which is included in the Annual Report on Form 40-F of the Entity for the fiscal year ended August 31, 2022.

We also consent to the incorporation by reference of such reports in the Registration Statement (No. 333-257363) on Form F-10.

/s/ KPMG LLP
November 28, 2022
Vaughan, Canada

2022



Annual Report

ORGANIGRAM HOLDINGS INC.

ORGANIGRAM

EDISON
CANNABIS CO

A premium brand focused on flower & innovation.



Limelight 3.5g dried flower
Edison JOLTS – Electric Lemon
Cherry Limelight Bubble Hash Joints

SHRED

An uplifting & vibrant value brand focused on convenience.



Tropic Thunder 7g pre-milled
Wild Berry Blaze SHRED'ems
Gnarberry 1g 510 vape

BIG BAG O' BUDS

Delivering high-quality ounces in a variety of strains.



Pink Cookies
I.C.C.
Ultra Sour

monjour

CBD and minor cannabinoid gummies, designed for a personal wellness ritual.



Monjour Berry Good Day
Monjour Orchard Medley

EST 2020

TREMBLANT

CANNABIS

Premium hash, inspired by the timeless tradition of hashish.



Tremblant 2g Hash

FLEUR ARTISANALE

LAURENTIAN

CRAFT FLOWER

Craft cannabis featuring rare cultivars grown with utmost attention and care.



Laurentian Saisons
3.5 g

HOLY MOUNTAIN

An imaginative brand with iconic strains and stellar extracts.



Holy Mountain
Mac-1 3.5 g, R*ntz 3.5g, Pressed Hash

CORPORATE ESG REPORT

ORGANIGRAM AT A GLANCE

- Head office: Toronto, Ontario
- Production Facilities: Moncton, NB., Winnipeg, MB., Lac-Supérieur, QC.
- Employees: 931 (as of October 31, 2022)

INTRODUCTION

This inaugural report presents the progress Organigram Holdings Inc., including its subsidiaries Organigram Inc., Laurentian Organic Inc. and The Edibles and Infusions Corporation (collectively "**Organigram**") has made on Environmental, Social and Governance (ESG) issues over the fiscal year ending August 31, 2022.

This report encompasses all of Organigram's operations and activities, at our three production facilities: Moncton (New Brunswick), Winnipeg (Manitoba), and Lac-Supérieur (Quebec).

A MESSAGE FROM OUR CEO

Organigram, since the beginning has been a company deeply rooted in its values, and proudly so. We have always believed the success of an organization goes way beyond achieving its financial targets. The culture, the people, the relationships, and the well-being of its surrounding communities truly reflect the values of an organization.

For us at Organigram, we believe the amalgamation of achieving our financial goals and living our ethical values is what truly defines our success today and sets the tone for our growth in the future.

With a clear vision to be a respected global leader in the emerging cannabis movement, it is our responsibility to be transparent with our stakeholders on all aspects of our business that would impact their decision making. I am therefore, pleased to share with you our inaugural ESG report that reflects our current standing on three broad parameters:

- Governance
- Environmental Impact
- Social Impact

This report outlines our approach, details the progress we have made through our 2022 fiscal year as well as explicitly mentions opportunities for improvement in our 2023 fiscal year. As a leading licensed producer of cannabis, we recognize our responsibility and the role we play in defining the ethical standards of the evolving cannabis industry. We are committed to our mission of delighting consumers with trusted brands that deliver innovative cannabis products and experiences while promoting education and industry advocacy.

/s/ **Beena Goldenberg**

Chief Executive Officer

IMPLEMENTING OUR ESG STRATEGY

VISION

To be a respected global leader in the emerging cannabis movement.

MISSION

To delight consumers with trusted brands that deliver innovative cannabis products and experiences while promoting education and industry advocacy.

Our vision to be a respected leader in this still emerging industry hinges on being an agent of positive change. We aim to work collectively toward a more inclusive and healthier tomorrow, not only in terms of our carbon footprint, but also by supporting the communities in which we live and work, and the people who have helped us grow to the leading and still growing licensed cannabis producer we are today.

ESG HIGHLIGHTS 2022

The fiscal year ending August 31, 2022, saw massive change for Organigram. Not only did we make strides in our production capabilities, but we increased our employee base, and also integrated the Laurentian Cannabis facility in Lac-Supérieur that was acquired during this period. While it has been a period of significant growth for Organigram, our ESG impacts, and growing responsibly remain top of mind. With this report we have established a baseline for a number of ESG metrics we will be tracking going forward.

We are also proud to provide greater detail in this report on the implementation of our Corporate Social Responsibility program: Organigram Operating for Good, which is an extension of our focus on building healthy communities where we live and work.

With employees across Canada and facilities and offices in Moncton, Toronto, Winnipeg, and Lac-Supérieur, we believe that it is important to give back and help our communities.

Unless otherwise stated, references to quantities (CO_2 emissions, water, heat etc.) in this report are approximate only.

STRATEGY

Within our ESG strategy's three areas of focus (Environmental Impact, Social Impact and Governance), we have highlighted a number of measurable priorities which over the years we intend to continue to monitor and use as a tool to gauge our progress. These priorities include but are not limited to greenhouse gas emissions, as well as Board structure and corporate ethics. These and more will be broken down in greater detail in this report.

GOVERNANCE

"Good governance is foundational at Organigram. The Company has built a solid base on the governance front on which it can grow and thrive as an organization." **– Helen Martin, Chief Legal Officer.**

Organigram's Board of Directors and Senior Leadership Team are committed to being leaders in the cannabis industry in terms of corporate governance. Responsibility and integrity in this area are critical not only for the future success of our operations, but also to establish long-term trust with shareholders.

This report will highlight our corporate governance policies, including, but not limited to our board structure, how we are approaching corporate ethics, data security as well as product safety.

BOARD STRUCTURE, GOVERNANCE

In FY2021, 7 out of 8 of our board members were independent directors. In FY2022, we added one additional board seat, that was filled by another independent director so as of the end of this period, 8 out 9 board members are independent directors. For the purpose of this report, independence indicates independent of management.
In FY2022 we also expanded the mandate of our Governance and Nominating Committee, which became the Governance, Nominating and Sustainability Committee to improve oversight and better reflect our commitment to improving our ESG impacts.

CORPORATE ETHICS

While reaching our corporate objectives is crucial to our Senior Leadership Team and Board of Directors, how we achieve them is equally important. Which is why we have a number of ethical conduct and compliance policies in place.

In FY2022 we implemented formal anti-bribery and anti-corruption programs and policies, which complement the previously existing policies which include a Code of Ethics, a whistleblower policy, an insider trading policy, and disclosure policies.

DATA SECURITY / RISK MANAGEMENT

With facilities in multiple provinces, and a company-wide adoption of a hybrid work model for salaried employees, monitoring the cybersecurity of our people and corporate infrastructure has never been more important. We have a highly trained IT department who has worked tirelessly to integrate our more recently acquired facilities and employees into our ecosystem.

Multi factor authentication was implemented for corporate-connected devices during FY2022. We also implemented training programs related to cybersecurity during this period, in addition to having all employees be subject to policies to ensure best and safe practices are upheld. Additionally, we have a privacy policy in place for both employees and patients of our medical business.

We also completed a review of risk management policies and implemented a crisis communication plan in FY2022.

PRODUCT SAFETY

Organigram is pleased to report that it has had no recall events in either FY2022 or FY2021.

ADVOCACY

For an industry to progress, thrive and continue to contribute to the economy while meeting public policy objectives, the government must turns its attention to the current state of the Canadian cannabis industry and act with urgency to address the illicit market and financial viability of licensed producers. As

an integral part of this emerging industry, we believe it is our responsibility to be the champion of change and own advocacy through thought leadership.

In FY2022 we laid out a focussed media outreach strategy, actively pitching media outlets across Canada to provide our point of view on the key focus areas – supporting our efforts in driving change.

Additionally, as a member of the Cannabis Council of Canada or C3 we have been active participants of the 'Grass on the Hill' events designed to inform, provoke and drive changes with federal members of parliament in support of the key focus areas in the lead up to the Statutory Review of the Cannabis Act.

We have invested our time and resources to bring to the attention of government decision makers in Ottawa, the changes needed for our industry to live up to its full potential, fulfill the public health and safety objectives of the Cannabis Act, and contribute to the broader social goals of cannabis legalization.

ENVIRONMENTAL IMPACT

"Our commitment to environmental stewardship and sustainability in operations is seen in everything that we do, from innovating and eliminating waste from a process to reducing power consumption and preserving water." **– Nathalie Batten, Senior Vice President of Operations**

CO2 EMISSIONS

We have gone to great lengths to reduce both our power consumption and emissions at our three state-of-the-art production facilities. In terms of CO2 emissions, our metrics will largely indicate increases, which reflects our growth and scaling up of operations, including doubling our capacity in our Moncton facility, and adding two operating facilities. Now, with well documented baselines, we will be able to set future targets on the metrics collected for the purpose of this report.

Note that due to the complex process of integrating our recently acquired growing facility in Lac-Supérieur into our organization, we do not yet have sufficient data to report on in terms of emissions for that site.

From a logistics' perspective, we have worked to optimize freight routes to reduce the CO2 emissions generated by transportation for inbound and outbound product. In FY2021, our shipments emitted 1,229 metric tonnes of CO2, with an increase of 28% in FY2022 to 1,575 metric tonnes of CO2, this comes amid an 85% increase in sales, highlighting our commitment to reduce the impact of our emissions.

ENERGY

While we may have observed increases in both emissions and energy consumption, significant initiatives were undertaken to offset the impacts of our increasing scale, including the conversion of the 16,000 lights used in our growing rooms at the Moncton site from High Pressure Sodium (HPS) to Light Emitting Diode (LED) lighting, in addition to improvements to our watering techniques which have greatly reduced our water usage.

In FY2022, our Moncton site produced a total of 970 metric tons of carbon dioxide (CO2), a small increase from 945 metric tons in 2021, however we were able to cut the per kilogram usage in half from 0.02 to 0.01 CO2 Emissions in Metric Tons Per KG sold. The Winnipeg facility began operations in the last month of FY2021, therefore the baseline for FY2022 is 333 CO2 metric tons. As such the combined

baseline of measurable CO2 emissions for FY2022 is 1,303 CO2 metric tons at our Moncton and Winnipeg facilities (excluding Lac-Supérieur). In FY2022, the energy consumption at our Moncton site per Kilogram sold was reduced by approximately 30% from 1,700 kilowatt-hours (KWh) /KG sold to 1,196 KWh/KG sold due to the investment in LED light conversion, reducing power consumption by approximately 40% per grow room. Overall, energy consumption saw an increase in FY2022 in keeping with increased emissions, due to our scale up of operations. The site consumed 101,732,614 KWh, up from 77,978,974 KWh in FY2021. The Winnipeg facility began operations in the last month of FY2021, therefore our established baseline is 937,800 KWh for FY2022. Similarly, for our Lac-Supérieur site, we do not have a full FY2022 baseline and will start the baseline in FY2023 as we are rebuilding the site from 1 grow room to 5 grow rooms and expanding packaging and warehousing space at that facility.

WATER

As previously mentioned, in FY2022 we undertook numerous projects at our Moncton site with the aim of reducing our water usage. During this period, we researched and adopted a technique known as fractional watering in most of our grow rooms, resulting in the plants using less water while being fed more frequently. We also upgraded our pre-vegetation area from flood irrigation to drip irrigation, reducing the use of excess water. That said, we brought more grow rooms online in FY2022 which offset improvements we would otherwise have seen.

To summarize, in FY2022, the total water withdrawal in Moncton was 155,758 cubic metres (m^3), up from 116,128 m^3 in FY2021. Water use per square foot in Moncton came in at 0.291 m^3/sq foot up from 0.253 m^3/sq foot in FY2021, an increase of approximately 15% in water consumption, keeping in mind the addition of approximately 40% more grow rooms. Note that the grow rooms were brought online on a rolling basis throughout FY2022.

We presently have no baseline for comparison at our Winnipeg site, but in FY2022, water withdrawal totaled 4,190 m^3, with water use per square foot coming in at 0.082 m^3/sq foot. We will use this data as a baseline for comparison in subsequent years.

At this time, we do not have sufficient data on water consumption at our site in Lac-Supérieur, which draws its water from a well, however we are committed to establishing baselines for these important metrics so that we can track our progress over the years.

WASTE

Much like energy and water consumption, our total waste produced in FY2022 was higher than the year before reflecting our growth, however we made improvements in redirecting our waste to recycling facilities. In FY2022 at our Moncton site, we produced a total of 1,139 tons of waste, up from 69 tons in FY2021.

While that marks a large increase, we made sizeable improvements in our ability to divert that waste away from landfills, with approximately 12% of that waste being recycled in FY2022, up from just 6% in FY2021. At this time, we do not have sufficient data on the waste produced at our more recently integrated sites in Winnipeg and Lac-Supérieur.

SOCIAL IMPACT

"Organigram is proud of the culture it has built over the years and diversity that exists within the organization. We have always believed that the success of the organization is not only measured by its financial value but by the social impact it has on its employees and communities. The ethical and social values that we uphold and imbibe in our culture is a trait that distinctly makes us stand out from the crowd." – **Katrina McFadden, Chief People Officer**

We are proud of our East Coast roots. Atlantic Canada's cultures and customs ripple through all facets of our business. But we're also proud to now have an established presence in both Manitoba and Quebec and are adapting the values of these locales into our corporate culture. We've gained and learned so much from these communities, which is why we remain focused on leaving a lasting positive impression.

As previously highlighted in FY2022, we launched our Corporate Social Responsibility (CSR) program but measuring our social impact doesn't stop there. This report will also highlight advancements we've made on issues relating to diversity, labour management and health and safety.

DIVERSITY & INCLUSION

Organigram is proud to be led by a woman. Our Chief Executive Officer Beena Goldenberg is the only female CEO of a major licensed cannabis producer in Canada. Our Senior Leadership Team is 50% female, and our workforce is approximately 45% female overall. While the onset of the COVID-19 pandemic was well before the fiscal year ending August 31, 2022, the pandemic still had an impact on our people and our operations during this period.

Throughout the pandemic, it was well documented that women were generally harder hit by pandemic-related economic hardships, which is one of many reasons why we remain focused on supporting women in our workforce.

At Organigram we are passionate about creating an environment where talented people thrive. To establish that environment, we are focused on three main areas of growth

1. Expecting quality of work, but remaining flexible with time and circumstance
2. Embracing technology as a tool of connection and success
3. Building opportunities for mentorship

As of the end of FY2022, three out of our nine board members, or 33%, are women, an increase from 25% last year. Out of ten senior leaders, which for this report includes those ranked Vice President and higher, 5 (50%) are women, same as in FY2021.

We are proud of the gender diversity throughout all our operations across Canada, but diversity, of course, pertains to more than gender. Which is why are committed to reporting more nuanced and inclusive data on the diversity of the Board of Directors and our workforce in our 2023 ESG Report.

As a symbol of our Senior Leadership Team's commitment to diversity, during Fiscal Year 2022, our Board of Directors and Executive team completed training workshops by Lifeworks titled Diversity and Inclusion in the Workplace.

COMMUNITY IMPACT

As previously mentioned, FY2022 saw the launch of our CSR Program: Organigram Operating for Good.

Over the years we have grown to become an integral part of Canadian cannabis consumers' lives and we are committed to enhancing their life moments by building a cannabis industry that we are proud to be a part of. As such, the purpose of our CSR program is an extension of this vision that reflects our commitment to building healthy communities where we live and work.

With employees across Canada and facilities and offices in Moncton (NB), Toronto (ON), Winnipeg (MB), and Lac-Supérieur (QC), we felt that it was important to give back and help the communities we live and work in. With that in mind, we have committed to a global movement called Pledge 1%.

WHAT IS PLEDGE 1%?

Pledge 1% is a global movement that invites all entrepreneurs and their companies to commit important resources, like time or product, to support integrating philanthropy into their business from an early stage. Our Pledge is to "Pledge 1% of Time," meaning we will pledge 1% of our employees' work hours to help the people with causes that are focused on building healthy communities they live and work in.

As an organization, we have highlighted three distinct areas of focus for our community outreach:

1. Clean Neighbourhoods
2. Safe Housing
3. Access to Food

In FY2022, Organigram employees donated a total of 746 hours to various charities in communities across Canada, including where our three production facilities are located, but also in Toronto, Ontario.

These employees have partaken in a number of volunteer-led events helping complete meaningful tasks such as highway cleanups and building care kits for a social service charitable organization that fosters long-lasting and positive change in the lives of homeless and low-income people living across Toronto.

This was the inaugural year of Organigram Operating for Good, and we look forward to seeing what our team will accomplish, and whose lives we'll be able to impact next year.

LABOUR MANAGEMENT

Affordability is an issue all over Canada, and as a large employer in a growing industry we have both an opportunity as well as a responsibility to set meaningful precedents. Across the board we saw employee wages increase 3% year-over-year.

This includes a meaningful increase to an hourly wage of $16.23 in FY2022, from $14.28 for our level 1 employees, which are among the most numerous. This wage increase went into effect in October 2021.

Salaried employees, meantime, are competitively compensated, and growth within the company is not only common, but encouraged and celebrated. Additionally, we offer these employees access to a wellness program, medical benefits, an Employee Assistance Program, as well as a group RRSP program that recently saw an increase in the employer matching from 3% to 4%.

Labour management is about more than wages. Creating a culture in which talented people feel appreciated and motivated to do their best work is also very important. This is why during this term, we

implemented regular employee engagement surveys, as well as regular recognition during our monthly town halls for employees living our values.



HEALTH & SAFETY

Wages, compensation and benefits are nothing if employees aren't made to feel safe at their place of work. Our employees' safety is paramount at all three of our cutting-edge facilities. With this in mind, we are pleased to report that even as our employee base grew during this period, we were able to lower our injury frequency.

In FY2022, we recorded a Total Recordable Injury Frequency (TRIF) of 0.9, down from 2.0 in FY2021, while reducing the recordable injuries by approximately 40% and doubling the hours worked.

In addition, we increased our safety programs and policies from 90 in FY2021 to 106 in FY2022.

This report contains "forward-looking statements" and "forward-looking information" within the meaning of applicable Canadian and U.S. securities laws (collectively, "forward-looking statements") which are necessarily based upon the Company's current internal expectations, estimates, forecasts, assumptions and beliefs regarding, among other things, the future performance and results of the Company's business and operations, general economic conditions, global events and applicable regulatory regime. These forward-looking statements are generally identified by their use of such terms and phrases as "intend," "goal," "strategy," "estimate," "expect," "project," "projections," "forecasts," "plans," "seeks," "anticipates," "potential," "proposed," "will," "should," "could," "would," "may," "likely," "designed to," "foreseeable future," "believe," "scheduled" and other similar expressions. Forward-looking statements contained herein include, but are not limited to, statements regarding the future implementation and performance of our ESG strategy and all other statements that are not historical facts. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. A number of factors could cause actual events, performance or results to differ materially from what is projected in the forward-looking statements. These factors include, but are not limited to, risks related to competition, changes in the Canadian cannabis industry and market, changes in laws and the other risks described in the Company's AIF and MD&A for Fiscal 2022 under the heading "Risk Factors" and filed with the regulators as described below. Any forward-looking statement included in this report is made as of the date of this report and, except as required by law, Organigram disclaims any obligation to update or revise any forward-looking statement. Readers are cautioned not to put undue reliance on any forward-looking statement. Forward-looking statements are provided for the purposes of assisting the reader in understanding the Company and its business as at and for the periods ended on certain dates, and to present information about management's current expectations and plans relating to the future, and the reader is cautioned that such statements are not appropriate for other purposes. All forward-looking statements contained in this report are expressly qualified by this cautionary statement.

ADDITIONAL INFORMATION ABOUT THE ASSUMPTIONS, RISKS AND UNCERTAINTIES OF ORGANIGRAM'S BUSINESS AND MATERIAL FACTORS OR ASSUMPTIONS ON WHICH INFORMATION CONTAINED IN FORWARD-LOOKING STATEMENTS IS BASED IS PROVIDED IN THE COMPANY'S DISCLOSURE MATERIALS, INCLUDING THE COMPANY'S MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A") UNDER "RISK FACTORS" AND THE COMPANY'S CURRENT ANNUAL INFORMATION FORM ("AIF") UNDER "RISK FACTORS", FILED WITH THE SECURITIES REGULATORY AUTHORITIES IN CANADA AND AVAILABLE UNDER THE COMPANY'S ISSUER PROFILE ON SEDAR AT WWW.SEDAR.COM, AND FILED WITH OR FURNISHED TO THE SECURITIES AND EXCHANGE COMMISSION AND AVAILABLE ON EDGAR AT WWW.SEC.GOV/EDGAR.





Organigram Holdings Inc.

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A")

For the years ended
August 31, 2022 and 2021

ORGANIGRAM

INTRODUCTION

This Management's Discussion and Analysis dated November 28, 2022 (this "MD&A"), should be read in conjunction with the audited annual consolidated financial statements (the "Financial Statements") of Organigram Holdings Inc. (the "Company" or "Organigram") for the years ended August 31, 2022 and 2021 ("Q4 Fiscal 2022" when referring to the three months ended August 31, 2022), including the accompanying notes thereto.

Financial data in this MD&A is based on the Financial Statements of the Company for the year ended August 31, 2022, and has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), unless otherwise stated. All financial information in this MD&A is expressed in thousands of Canadian dollars ("$"), except for share and per share calculations, references to $ millions and $ billions, per gram ("g") or kilogram ("kg") of dried flower and per milliliter ("mL") or liter ("L") of cannabis extracts calculations.

This MD&A contains forward-looking information within the meaning of applicable securities laws, and the use of non-IFRS measures. Refer to "Cautionary Statement Regarding Forward-Looking Information" and "Cautionary Statement Regarding Certain Non-IFRS Measures" included within this MD&A.

The financial data in this MD&A contains certain financial and operational performance measures that are not defined by and do not have any standardized meaning under IFRS but are used by management to assess the financial and operational performance of the Company. These include, but not limited to, the following:

- Yield per plant (in grams);
- Average net selling price per gram and per unit;
- Target production capacity;
- Gross margin before fair value adjustments;
- Adjusted gross margin; and
- Adjusted EBITDA.

The Company believes that these non-IFRS financial measures and operational performance measures, in addition to conventional measures prepared in accordance with IFRS, enable investors to evaluate the Company's operating results, underlying performance and prospects in a similar manner to the Company's management. The non-IFRS financial performance measures are defined in the sections in which they appear. Adjusted gross margin and adjusted EBITDA are reconciled to IFRS in the "Financial Review and Discussion of Operations" section of this MD&A.

As there are no standardized methods of calculating these non-IFRS measures, the Company's approaches may differ from those used by others, and the use of these measures may not be directly comparable. Accordingly, these non-IFRS measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

The Company's wholly-owned subsidiary, Organigram Inc., is a licensed producer of cannabis and cannabis derived products (a "Licensed Producer" or "LP") under the Cannabis Act (Canada) and the Cannabis Regulations (Canada) (together, the "Cannabis Act") and regulated by Health Canada. The Company's wholly-owned subsidiaries, The Edibles and Infusions Corporation ("EIC") and Laurentian Organic Inc. ("Laurentian") are also licensed under the Cannabis Act.

The Company's head office is located at 1250-333 Bay Street, Toronto, Ontario, M5H 2R2. The Company's registered office is located at 35 English Drive, Moncton, New Brunswick, E1E 3X3. The Company's common shares ("Common Shares") are listed under the ticker symbol "OGI" on both the Nasdaq Global Select Market ("NASDAQ") and on the Toronto Stock Exchange ("TSX"). Any inquiries regarding the Company may be directed by email to investors@organigram.ca.

Additional information relating to the Company, including the Company's most recent annual information form (the "AIF"), is available under the Company's issuer profile on the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com. The Company's reports and other information filed with or furnished to the United States Securities and Exchange Commission ("SEC") are available on the SEC's Electronic Document Gathering and Retrieval System ("EDGAR") at www.sec.gov.

information, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. Forward-looking information does not guarantee future performance and involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in the forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the expectations, predictions, forecasts, projections and conclusions will not occur or prove accurate, that assumptions may not be correct, and that objectives, strategic goals and priorities will not be achieved. These and other factors that may cause actual results or events to differ materially from those anticipated in the forward-looking information.

This MD&A contains information concerning our industry and the markets in which we operate, including our market position and market share, which is based on information from independent third-party sources. Although we believe these sources to be generally reliable, market and industry data is inherently imprecise, subject to interpretation and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process, and other limitations and uncertainties inherent in any statistical survey or data collection process. We have not independently verified any third-party information contained herein.

Factors that could cause actual results to differ materially from those set forth in forward-looking information include, but are not limited to: financial risks; dependence on senior management and other key personnel, the board of directors of the Company (the "Board of Directors"), consultants and advisors; availability and sufficiency of insurance including continued availability and sufficiency of director and officer and other forms of insurance; the Company and its subsidiaries being able to, where applicable, cultivate cannabis pursuant to applicable law and on the currently anticipated timelines and in anticipated volumes; industry competition; general economic conditions and global events, including COVID-19 retail store closures or reduced sales at retail stores or otherwise due to COVID-19; heightened economic and industry uncertainty as a result of COVID-19 and governmental action in respect thereto, including with respect to impacts on production, operations, product development, new product launches, disclosure controls and procedures or internal control over financial reporting, including as they may be impacted by delays in remediation due to work from home policies and other COVID-19 impacts, demand for products and services, third-party suppliers or service providers, and any existing or new international business partnerships; production facilities running at less than full capacity due to reduced workforce for reasons related to COVID-19 (as described herein) and market demand; potential supply chain and distribution disruptions; product development, facility and technological risks; changes to government laws, regulations or policy, including environmental or tax, or the enforcement thereof; agricultural risks; ability to maintain any required licenses or certifications; supply risks; product risks; construction delays or postponements; packaging and shipping logistics; inflationary risk, expected number of medical and adult-use recreational cannabis users in Canada and internationally; potential time frame for the implementation of legislation to legalize cannabis internationally; the Company's, its subsidiaries' and its investees' ability to, where applicable, obtain and/or maintain their status as Licensed Producers (as defined herein) or other applicable licenses; risk factors affecting its investees; availability of any required financing on commercially attractive terms or at all; the potential size of the regulated adult-use recreational cannabis market in Canada; demand for and changes in the Company's cannabis and related products, including the Company's derivative products (as defined herein), and the sufficiency of the retail networks to supply such demand; ability to enter and participate in international market opportunities; general economic, financial market, regulatory, industry and political conditions affecting the Company; the ability of the Company to compete in the cannabis industry and changes in the competitive landscape; a material decline in cannabis prices; the Company's ability to manage anticipated and unanticipated costs; the Company's ability to implement and maintain effective internal control over financial reporting and disclosure controls and procedures; the timing for the implementation of the Company's ERP system (as hereinafter defined) and, other risks and factors described from time to time in the documents filed by the Company with securities regulators in Canada and the United States. Material factors and assumptions used in establishing forward-looking information include that construction and production activities will proceed as planned, and demand for cannabis and related products will change in the manner expected by management, in each case after taking into account any impacts related to COVID-19 that are currently known or predicted by management based on the limited information available and the fluidity and uncertainty of the crisis. All forward-looking information is provided as of the date of this MD&A.

The Company does not undertake to update any such forward-looking information whether as a result of new information, future events or otherwise, except as required by law.

ADDITIONAL INFORMATION ABOUT THE ASSUMPTIONS, RISKS AND UNCERTAINTIES OF THE COMPANY'S BUSINESS AND MATERIAL FACTORS OR ASSUMPTIONS ON WHICH INFORMATION CONTAINED IN FORWARD-LOOKING INFORMATION IS BASED IS PROVIDED IN THE COMPANY'S DISCLOSURE MATERIALS, INCLUDING IN THIS MD&A UNDER "RISK FACTORS" AND THE COMPANY'S CURRENT AIF UNDER "RISK FACTORS", FILED WITH THE SECURITIES REGULATORY AUTHORITIES IN CANADA AND AVAILABLE UNDER THE COMPANY'S ISSUER PROFILE ON SEDAR AT WWW.SEDAR.COM, AND FILED WITH OR FURNISHED TO THE SEC AND AVAILABLE ON EDGAR AT WWW.SEC.GOV. ALL FORWARD-LOOKING INFORMATION IN THIS MD&A IS QUALIFIED BY THESE CAUTIONARY STATEMENTS.

CAUTIONARY STATEMENT REGARDING CERTAIN NON-IFRS MEASURES

This MD&A contains certain financial and operational performance measures that are not recognized or defined under IFRS ("Non-IFRS Measures"). As there are no standardized methods of calculating these Non-IFRS Measures, the Company's approaches may differ from those used by others, and, this data may not be comparable to similar data presented by other licensed producers of cannabis and cannabis companies. For an explanation of these measures to related comparable financial information presented in the Financial Statements prepared in accordance with IFRS, refer to the discussion below.

The Company believes that these Non-IFRS Measures are useful indicators of operating performance and are specifically used by management to assess the financial and operating performance of the Company. These Non-IFRS Measures include, but are not limited, to the following:

- Yield per plant in grams is calculated by taking the total amount of grams of dried flower harvested, excluding trim, and dividing it by the total number of plants harvested.

  Management believes that yield per plant in grams provides a useful measure about the efficiencies gained through its operating activities.

- Average net selling price per gram and per unit are calculated by taking net revenue, which is then divided by total grams or total units sold in the period.

  Management believes the average net selling price per gram or per unit measures provide more specific information about the pricing trends over time by product type.

- Gross margin before fair value adjustments is calculated by subtracting cost of sales, before the effects of unrealized gain (loss) on changes in fair value of biological assets, realized fair value on inventories sold and other inventory charges from total net revenue. Gross margin before fair value adjustments percentage is calculated by dividing gross margin before fair value adjustments (defined above) divided by net revenue.

  Management believes that these measures provide useful information to assess the profitability of our cannabis operations as it excludes the effects of non-cash fair value adjustments on inventory and biological assets, which are required by IFRS.

- Adjusted gross margin is calculated by subtracting cost of sales, before the effects of: (i) unrealized gain (loss) on changes in fair value of biological assets; (ii) realized fair value on inventories sold and other inventory charges; (iii) provisions and impairment of inventories and biological assets; (iv) provisions to net realizable value; (v) COVID-19 related charges; and (vi) unabsorbed overhead relating to underutilization of the production facility grow rooms and manufacturing equipment, most of which is related to non-cash depreciation expense, from net revenue. Adjusted gross margin percentage is calculated by dividing adjusted gross margin by net revenue. Adjusted gross margin is reconciled to IFRS in the "Financial Review and Discussion of Operations" section of this MD&A.

  Management believes that these measures provide useful information to assess the profitability of our operations as they represent the normalized gross margin generated from operations and exclude the effects of non-cash fair value adjustments on inventories and biological assets, which are required by IFRS. The most directly comparable measure to adjusted gross margin calculated in accordance with IFRS is gross margin before fair value.

- Adjusted EBITDA is calculated as net income (loss) excluding: financing costs, net of investment income; income tax expense (recovery); depreciation, amortization, reversal of/or impairment, (gain) loss on disposal of property, plant and equipment (per the consolidated statement of cash flows); share-based compensation (per the consolidated statement of cash flows); share of loss from investments in associates and impairment loss from loan receivables; change in fair value of contingent consideration; change in fair value of derivative liabilities; expenditures incurred in connection with research and development activities (net of depreciation); unrealized (gain) loss on changes in fair value of biological assets; realized loss on fair value on inventories sold and other inventory charges; provisions and impairment of inventories and biological assets; provisions to net realizable value of inventories; COVID-19 related charges; government subsidies; legal provisions; incremental fair value component of inventories sold from acquisitions; ERP implementation costs; transaction costs; and share issuance costs. Adjusted EBITDA is reconciled to IFRS in the "Financial Review and Discussion of Operations" section of this MD&A.

  Adjusted EBITDA is intended to provide a proxy for the Company's operating cash flow and derives expectations of future financial performance for the Company, and excludes adjustments that are not reflective of current operating results. The most directly comparable measure to adjusted EBITDA calculated in accordance with IFRS is net income (loss).

Non-IFRS Measures should be considered together with other data prepared in accordance with IFRS to enable investors to evaluate the Company's operating results, underlying performance and prospects in a manner similar to the Company's management. Accordingly, these non-IFRS measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

BUSINESS OVERVIEW

NATURE AND HISTORY OF THE COMPANY'S BUSINESS

The Company's wholly-owned subsidiary Organigram Inc. is a Licensed Producer of cannabis under the Cannabis Act.

The Company is authorized for wholesale shipping of cannabis plant cuttings, dried flower, blends, pre-rolls and cannabis derivative-based products to approved retailers and wholesalers for adult-use recreational cannabis under the individual provincial and territorial regulations as per the Cannabis Act.

The Company is also authorized to distribute cannabis for medical use. In Fiscal 2022, Organigram made a strategic decision to shift its medical distribution fulfillment approach from direct shipment to patients from the Company to fulfillment via Medical Cannabis by Shopper's Drug Mart. The Company continues to be committed to medical patients via its Shopper's Drug Mart relationship and will also continue to bring new innovations to this channel.

The Company conducts its operations at its facilities located in Moncton, New Brunswick, Winnipeg, Manitoba and Lac-Supérieur, Quebec. The Company has expanded its main facility in Moncton over time to create additional production capabilities by strategically acquiring land and buildings adjacent to the main facility (together, the "Moncton Campus"), including to add capacity for the manufacture of derivative product forms.

In March 2021, the Company formed a Product Development Collaboration ("PDC") with BAT, a leading, multi-category consumer goods business, and established a "Centre of Excellence" (the "CoE") to focus on the next generation of cannabis products with an initial focus on CBD. The CoE is established at the Company's Moncton Campus, which holds the Health Canada licenses required to conduct research and development activities with cannabis products. Both companies contributed scientists, researchers, and product developers to the CoE which is governed and supervised by a steering committee consisting of an equal number of senior members from both companies. Under the terms of the PDC Agreement, both Organigram and BAT have access to certain of each other's intellectual property ("IP") and, subject to certain limitations, have the right to independently, globally commercialize the products, technologies and IP created by the CoE pursuant to the PDC Agreement.

During April 2021, the Company expanded its manufacturing and production footprint with the acquisition of EIC, located in Winnipeg, Manitoba. The Winnipeg Facility holds a research license and standard sale and processing license under the Cannabis Act. As a wholly-owned subsidiary, EIC has enabled the Company to penetrate a new product category and gain access to its expertise in the confectionary space. The Winnipeg Facility also provides the Company with a share of the cannabis infused gummies market and other derivative products.

The Company has additional cannabis production capacity at its wholly-owned subsidiary, Laurentian, located in Lac-Supérieur, Quebec, acquired on December 21, 2021. The Lac-Supérieur Facility has a cultivation focus on artisanal craft flower and on the production of hash, a cannabis derivative. The Lac-Supérieur Facility provides the Company with a foothold in the important Quebec market, and also adds to the Company's premium product portfolio, providing further opportunities for margin expansion. The facility holds a standard processing and cultivation license under the Cannabis Act.

STRATEGY

Organigram's strategy is to leverage its broad brand and product portfolio and culture of innovation to increase market share, drive profitability and grow into an industry leader that delivers long-term shareholder value.

The pillars of the Company's strategy are:

1. Innovation;
2. Consumer Focus;
3. Efficiency; and
4. Market Expansion.

1. Innovation

Meeting the demands of a fast-growing industry with changing consumer preferences requires the ability to innovate and create breakthrough products that are embraced by the market and establish a long-term competitive advantage.

The Company is committed to maintaining a culture of innovation and has established a track record of introducing differentiated products that are able to quickly capture market share, specifically:

- **SHRED:** the first milled flower product blended to create curated flavour profiles;
- **Edison JOLTS:** Canada's first flavoured high-potency lozenge with 100 mg of THC per package; and
- **Monjour Wellness gummies:** The CBD-focused wellness brand available in a large format and providing multiple flavours in one package.

Consistent with its innovation culture, in Fiscal 2021, the Company announced the launch of its CoE as part of its PDC with BAT, a leading multi-category consumer goods business. The CoE focuses on research and development to develop the next generation of cannabis products, with an initial focus on CBD.

The Company has also made a strategic investment in Hyasynth Biologicals Inc. ("Hyasynth"), a biotechnology company that is deploying proprietary technology to develop cannabinoids using biosynthesis. To date, the Company has invested $10 million in Hyasynth.

2. Consumer Focus
The Company seeks to address the changing needs of the adult cannabis consumer through its broad product portfolio with offerings in the most popular categories and price points. Based on ongoing consumer research, the portfolio is refreshed frequently with different flower strains, new package formats and new product introductions. In Fiscal 2022, the Company introduced 60 new SKUs while realigning the product line up such it had the highest sales per SKU in Ontario and more than double the average of the top 10 LPs[1]. The Company's alignment with consumers is evidenced by its growing market share and category leadership:

- **SHRED** products have been introduced in multiple categories in Fiscal 2022 with the brand surpassing $150 million in retail sales and achieving a net promoter score of 77 percent[2];
- **SHRED Dankmeister XL Bong Blends:** a new offering in the popular SHRED milled flower line up that provides a coarser grind to suit bong and pipe smokers;
- **Edison JOLTS:** #2 position for capsules with a 26 percent market share in the category[3]; and
- **SHRED'ems gummies and Monjour soft chews:** among the top-selling gummies in Canada which combined held the #3 market position in the gummy category[1] with Monjour being the best-selling pure CBD gummy with a 37 percent share[1]. At the end of Fiscal 2022, the Company had 14 gummy SKUs in market, compared to three in Q4 of Fiscal 2021.

In addition to third-party and direct consumer research, the Company maintains close contact with consumers through an active social presence and has established the Cannabis Innovators Panel. This online panel engages with up to 2,500 cannabis consumers across Canada on a regular basis and helps to inform the Company on product development and brand initiatives.

3. Efficiency
From its inception, the Company has remained committed to being an efficient operator.

The Company's growing facility in Moncton, New Brunswick utilizes three-tier cultivation technology to maximize square footage. The facility has a proprietary information technology in place to track all aspects of the cannabis cultivation and harvest process. The Company maintains a continuous improvement program to maximize harvest yield while reducing operating costs. This is complemented by the introduction of automation in post-harvest production, including high-speed pouch packing, pre-roll machines and automated excise stamping.

The Winnipeg Facility is highly-automated and is able to efficiently handle both small-batch artisanal manufacture of edibles as well as large-scale nutraceutical-grade production. The facility provides the Company with the ability to produce a wide range of high-quality edible products at attractive price points.

The Lac-Supérieur Facility houses a cultivation and derivatives processing facility. The Company has committed $13 million in growth capital expenditures based on current expectations for the cost of expanding the facility to increase capacity, processing and storage space and deliver on automation.

Key efficiency milestones achieved in Fiscal 2022 include:

- Significant reduction in cultivation costs at the Moncton Campus, achieving a 23% reduction to the cost of cultivation from Fiscal 2021's average amount;

[1] OCS shipped sales data, FY22
[2] Brightfield Group
[3] Hifyre data extract from October 18, 2022

- Increasing the harvested volume by over 70% and increasing volume of flower exceeding 22% THC levels compared to Fiscal 2021 at the Moncton Campus;
- Adding two pre-roll machines at the Moncton Campus;
- High-speed pouch packing lines for SHRED and Big Bag O' Buds products at the Moncton Campus;
- Automated excise stamping in Moncton and Winnipeg; and
- Two high speed pouch lines implemented at the Winnipeg Facility, that together produces 4,000 units per hour.

4. Market Expansion

The Company is committed to expanding its market presence by adding to its product offering and enhancing its geographical presence. This strategy is enabled by strategic merger and acquisition opportunities and assessing expansion into international markets.

Recent examples of market expansion include:

- December 2021 acquisition of Laurentian Organics Inc., whose Lac-Supérieur Facility adds craft cultivation and hash to Organigram's product portfolio and increases our presence in Quebec;
- Shipments to Canndoc Ltd. ("Canndoc") in Israel and Cannatrek Medical Pty Ltd. ("Cannatrek") and MedCan Australia Pty Ltd. ("MedCan") in Australia to supply bulk cannabis into these markets generating $15,138 in net revenue in Fiscal 2022;

KEY QUARTERLY FINANCIAL AND OPERATING RESULTS

	Q4-2022	Q4-2021	CHANGE	% CHANGE
Financial Results				
Gross revenue	$ 65,657	$ 36,182	$ 29,475	81 %
Net revenue	$ 45,480	$ 24,865	$ 20,615	83 %
Cost of sales	$ 36,718	$ 25,867	$ 10,851	42 %
Gross margin before fair value adjustments	$ 8,762	$ (1,002)	$ 9,764	974 %
Gross margin % before fair value adjustments[1]	19 %	(4)%	23 %	575 %
Operating expenses	$ 22,788	$ 25,471	$ (2,683)	(11)%
Other (income) / expenses	$ (2,097)	$ 3,851	$ 5,948	154 %
Adjusted EBITDA[2]	$ 3,232	$ (4,818)	$ 8,050	167 %
Net loss	$ (6,144)	$ (25,971)	$ 19,827	76 %
Net cash used in operating activities	$ 19,695	$ 7,699	$ 11,996	156 %
Adjusted Gross Margin[3]	$ 10,362	$ 3,017	$ 7,345	243 %
Adjusted Gross Margin %[3]	23 %	12 %	11 %	92 %
Operating Results				
Kilograms harvested - dried flower	16,101	12,085	4,016	33 %
Kilograms sold - dried flower	18,102	9,886	8,216	83 %

Note 1: Equals gross margin before fair value adjustments (as reflected in the Financial Statements) divided by net revenue.

Note 2: Adjusted EBITDA is a non-IFRS measure that the Company defines as net income (loss) before: financing costs, net of investment income; income tax expense (recovery); depreciation, amortization, reversal of/or impairment, (gain) loss on disposal of property, plant and equipment (per the consolidated statement of cash flows); share-based compensation (per the consolidated statement of cash flows); share of loss from investments in associates and impairment loss from loan receivables; change in fair value of contingent consideration; change in fair value of derivative liabilities; expenditures incurred in connection with research & development activities (net of depreciation); unrealized (gain) loss on changes in fair value of biological assets; realized loss on fair value on inventories sold and other inventory charges; provisions and impairment of inventories and biological assets; provisions to net realizable value of inventories; COVID-19 related charges; government subsidies; legal provisions; incremental fair value component of inventories sold from acquisitions; ERP implementation costs; transaction costs; and share issuance costs. See the cautionary statement regarding non-IFRS financial measures in the "Introduction" section at the beginning of this MD&A and the reconciliation to IFRS measures in the "Financial Results and Review of Operations" section of this MD&A.

Note 3: Adjusted gross margin is a non-IFRS measure that the Company defines as net revenue less: (i) cost of sales, before the effects of unrealized gain (loss) on changes in fair value of biological assets; (ii) realized fair value on inventories sold and other inventory charges; (iii) provisions and impairment of inventories and biological assets; (iv) provisions to net realizable value; (v) COVID-19 related charges; and (vi) unabsorbed overhead relating to underutilization of the production facility grow rooms and manufacturing equipment, most of which is related to non-cash depreciation expense. See the cautionary statement regarding non-IFRS financial measures in the "Introduction" section at the beginning of this MD&A and the reconciliation to IFRS measures in the "Financial Results and Review of Operations section of this MD&A. Adjusted gross margin % equals adjusted gross margin divided by net revenue.

REVENUE

For the three months ended August 31, 2022, the Company reported $45,480 in net revenue. Of this amount $37,521 (83%) was attributable to sales to the adult-use recreational cannabis market, $5,896 (13%) to the international market, $1,688 (4%) to the medical market and $375 (1%) to other revenues. Q4 Fiscal 2022 net revenue increased 83%, or $20,615, from the prior

RESEARCH AND DEVELOPMENT

Research and development costs of $2,390 increased from the prior year's comparative quarter of $1,147, as the Company increased activity under the PDC Agreement and other internal product innovation projects.

SHARE-BASED COMPENSATION

Share-based compensation expense of $2,496 increased from the prior year's comparative quarter of $1,075, primarily due to employee equity wards issued during Q4 Fiscal 2022.

IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT

Impairment on property, plant, equipment and intangible assets of $2,245 decreased from the prior year's comparative quarter of $9,133. During Q4 Fiscal 2021, management reassessed the useful life of the chocolate manufacturing equipment, notably the decline in utilization of the equipment and declining revenues, and as a result recognized accelerated depreciation of $9,133. During year ended August 31, 2022, the Company made the strategic decision to cease manufacturing chocolate at its Moncton Campus. As a result, the asset is measured at the lower of its carrying amount and fair value less costs to sell and the Company recognized an impairment loss of $4,245 in relation to this asset, $2,000 of the loss was recognized in Q2 Fiscal 2022, with the remainder being recorded in Q4 Fiscal 2022.

OTHER (INCOME) / EXPENSES

	Q4-2022	Q4-2021	CHANGE	% CHANGE
Financing costs	$ 168	$ 136	$ 32	24 %
Investment income	(532)	(422)	110	26 %
Government subsidies	–	(892)	(892)	(100)%
Share of loss from investments in associates	528	217	311	143 %
Impairment of loan receivable and investments in associates	–	3,945	(3,945)	(100)%
Loss on disposal of property, plant and equipment	837	2,426	(1,589)	(65)%
Change in fair value of contingent consideration	317	3,392	(3,075)	(91)%
Change in fair value of derivative liabilities	(3,415)	(6,001)	(2,586)	(43)%
Legal provision (recovery)	–	1,050	(1,050)	(100)%
Total other (income)/expenses	$ (2,097)	$ 3,851	$ (12,684)	(329)%

IMPAIRMENT OF LOAN RECEIVABLE AND INVESTMENTS IN ASSOCIATES

Impairment of loan receivable and investments in associates was nil during Q4 Fiscal 2022 compared to $3,945 in Q4 Fiscal 2021 when the Company recorded an impairment loss of $3,266 related its investment in Alpha-Cannabis Germany.

CHANGE IN FAIR VALUE OF CONTINGENT CONSIDERATION

Change in fair value of contingent consideration was a loss of $317 during Q4 Fiscal 2022 compared to a loss of $3,392 in Q4 Fiscal 2021. The current periods expense was due to the revaluation of the contingent liability payable to the vendors of Laurentian and the prior periods expense was due to the revaluation of the contingent liability payable to the vendors of EIC.

CHANGE IN FAIR VALUE OF DERIVATIVE LIABILITIES

Change in fair value of derivative warrant liabilities was a gain of $3,415 during Q4 Fiscal 2022 compared to a gain of $6,001 in Q4 Fiscal 2021 as movements in the Company's share price had a greater impact on the fair value of the derivative warrant liability in the prior year period.

ADJUSTED EBITDA

Positive adjusted EBITDA[5] was $3,232 in Q4 Fiscal 2022 compared to negative adjusted EBITDA of $4,818 in Q4 Fiscal 2021. The $8,050 increase in adjusted EBITDA from the comparative period is primarily attributable to the increase in adjusted gross margins[6] due to the higher volume of products sold, the impact of lower production costs that decreased cost of sales per unit sold, offset by the impact of lower ASP from higher quantities of value brands sold during Q4 Fiscal 2022. Please refer to the "Financial Review and Discussion of Operations" section of this MD&A for a reconciliation of adjusted EBITDA to net loss.

NET LOSS

The net loss was $6,144 in Q4 Fiscal 2022 compared to a net loss of $25,971 in Q4 Fiscal 2021. The decrease in net loss from the comparative period is primarily due to the increased revenues that improved operating income.

[5] Adjusted EBITDA is a non-IFRS financial measure. See "Cautionary Statement Regarding Certain Non-IFRS Measures" in the "Introduction" section of this MD&A, and the discussion under the heading "Adjusted EBITDA" and the reconciliation to IFRS measures in the "Financial Results and Review of Operations" section of this MD&A.

[6] Adjusted gross margin is a non-IFRS financial measure. See "Cautionary Statement Regarding Certain Non-IFRS Measures".

KEY DEVELOPMENTS DURING THE QUARTER AND SUBSEQUENT TO AUGUST 31, 2022

On June 24, 2022, the Company announced that it had reached a proposed settlement in a previously disclosed class action related to medical cannabis that was voluntarily recalled in December 2016 and January 2017.

During Q4 2022, the Company shipped $6.0 million of flower to Australia and Israel.

During Q1 2023, the Company shipped approximately $5.9 million of flower to Australia and Israel.

In November 2022, the Company announced HOLY MOUNTAIN, the Company's newest value "brand", featuring an initial lineup of legendary dried flower strains entering the market with value pressed hash. With the introduction of HOLY MOUNTAIN, Organigram now offers value-priced flower in an expanded range of sizes, starting with 3.5 gram offerings at launch.

In November 2022, the Company announced that it has entered into a new multi-year agreement to supply dried flower to Canndoc, a subsidiary of InterCure Ltd. ("InterCure"), Israel's largest and most established pharmaceutical cannabis producer. The agreement provides for a commitment to supply 10,000 kg of dried flower with an option for InterCure to elect purchase up to an additional 10,000 kg of dried flower for InterCure's international supply chain.

OPERATIONS AND PRODUCTION

Moncton Cultivation Campus

While the vast majority of incremental production capacity in the initial period of recreational legalization by the Company's competitors was generated from greenhouse (not indoor) production, Organigram focused on a core competency of controlling conditions in precisely built indoor environments with a commitment to continuous improvement and investment in information technology.

The Company continually assesses the critical facets of the lighting and environmental elements in its facilities in an effort to drive maximum quality and yield in the plants it cultivates. It is the Company's intention to continually improve and refine its cultivation and post-harvesting practices in an effort to achieve and maintain a competitive advantage in the space.

In Fiscal 2022, the Company continued to make progress on its ongoing improvement program. This included the implementation of various new initiatives at the Moncton Campus which has resulted in the increase in the average THC content per plant and the average yield per plant. Higher THC content continues to be desired by consumers and the higher yield per plant combined with greater economies of scale on ramping up cultivation capacity has resulted in lower cultivation costs per gram and ultimately benefits adjusted gross margins[7] when the product is sold. The Company continues to believe it is well-positioned and supported by the flexibility of the facility at the Moncton Campus to continue to see improvement in these areas. As the Company works with a number of different genetics and cultivars this process of improvement may not be linear or consistent across plants.

As part of its review of the continually expanding Canadian cannabis markets, its long-term demand forecast model and its cultural commitment to continuous improvement, management is reviewing its production capacity and methodologies with a focus on cost reductions which will further improve margins over time. Management obtained approval from the Board of Directors to complete the Phase 4C expansion of its Moncton Campus to significantly increase capacity and meet the near term increased consumer demand for the Company's products. The Company has also identified additional changes to its growing and harvesting methodologies, including facility design improvements that should assist the operating conditions of the Moncton Campus resulting in higher quality flower and a reduction in production costs. During Q4 fiscal 2022, the Phase 4C expansion at Moncton was completed which increased the approximate annual capacity to 85,000 kg of flower. The total capacity of the Moncton Campus will continue to fluctuate as the Company further refines its growing methods and room utilization.

The Company harvested 16,031 kg of dried flower during Q4 Fiscal 2022 compared to 12,085 kg of dried flower in Q4 Fiscal 2021. The increase of 4,016 kg (33%) from the comparative period was primarily related to increased cultivation planting, staffing and environmental upgrades along with additional rooms being available that occurred over Q4 Fiscal 2021 to Q4 Fiscal 2022, that was done in order to meet the increased demand for many of the Company's new products as part of its product portfolio revitalization as well as the increase in industry demand on the back of the then ongoing accelerated retail store build out, particularly in Ontario.

[7] Adjusted gross margin is a non-IFRS financial measure. See "Cautionary Statement Regarding Certain Non-IFRS Measures".

Moncton Derivatives Facility

Contained in the 56,000 square foot expansion referred to as Phase 5 of the Moncton Campus is the Company's derivatives facility. Phase 5 includes Supercritical CO_2, dry sift and cold water extraction laboratories, as well as in-house formulation and finishing of ingestibles, extracts, vape oils and concentrates, in addition to high speed cart filling, bottling and automated packaging. Some of this equipment remains in the commissioning and research and development phase.

Winnipeg Facility

The Company has a purpose-built, highly-automated, 51,000 square-foot manufacturing facility in Winnipeg, Manitoba which was also designed under EU GMP standards. The Company has no plans to seek certification in the immediate future but continues to evaluate paths to certification. The facility design and the equipment specifications were also designed to handle both smaller-batch artisanal manufacturing as well as large-scale nutraceutical-grade high-efficiency manufacturing and to produce highly customizable, precise, and scalable cannabis-infused products in various formats and dosages including pectin, gelatin, sugar-free soft chews (gummies) and lozenges with novel capabilities such as infusions, striping and the possibility of using fruit purees. Automation and efficiency investments in the facility has resulted in an increase in production. In September, 2021, the facility shipped 339,000 gummies, which increased to 3.0 million gummies in October, 2022.

The Winnipeg Facility currently holds a research license and a standard sale and processing license issued under the Cannabis Act. The Company commenced commercial operations during Fiscal 2021 and as of the date of this MD&A, the Winnipeg facility has over 90 employees.

The Company has been reviewing the capabilities and efficiencies of the Moncton Campus and Winnipeg Facility to determine how best to allocate its resources and functions across the two sites. As part of these operational efficiency initiatives, as of March 2022, the Company began transferring the production of ingestible extracts from the Moncton Campus to the Winnipeg Facility.

Lac-Supérieur Concentrates and Craft Flower Facility

The Company acquired the Lac-Supérieur Facility in December 2021. The Lac-Supérieur Facility has 6,800 square feet of cultivation area, which is currently being expanded to 33,000 square feet. The Lac-Supérieur Facility is currently equipped to produce approximately 600 kilograms of flower and 1 million packaged units of hash annually. The expansion program currently underway is expected to increase annual capacity to 2,400 kilograms of flower and 2 million packaged units of hash once completed. The Company has committed $13 million towards completing the expansion and management believes that there may be future opportunities for cost savings from further investments in automation.

CANADIAN ADULT-USE RECREATIONAL CANNABIS MARKET

Organigram continues to increase its focus on generating meaningful consumer insights and applying these insights to the ongoing optimization of its brand and product portfolio with a goal of ensuring that they are geared towards meeting consumer preferences. The Company aggressively and successfully revitalized its product portfolio to meet rapidly evolving consumer preferences and through its increased focus on insights in Fiscal 2022, has continued its expansion of brands and products aimed at driving continued momentum in the marketplace.

DRIED FLOWER AND PRE-ROLLS

Dried flower and pre-rolls remain the first and second largest product categories, respectively, in the Canadian adult-use recreational cannabis market[8] and the Company believes that these categories will continue to dominate based on the sales history in mature legal markets in certain U.S. states as well as regulatory restrictions on other form factors (e.g. the 10 mg per package THC limit in the edibles category). While the Company expects consumer preferences will slowly evolve away from THC and price being the key purchase drivers, today they appear to be the most important attributes to consumers for flower products. Over time, genetic diversity and other quality related attributes such as terpene profile, bud density, and aroma, are expected to become increasingly important. While the Company's efforts are focused on delivering on consumer expectations today, it is concurrently planning for the eventual evolution towards a more nuanced approach to cannabis appreciation through its ongoing work in genetic breeding and pheno-hunting with the goal of offering a unique and relevant assortment to consumers. Additionally, the strategic acquisition of Laurentian in December 2021 allows the Company the opportunity to participate in the growing craft cannabis segment, through its craft facility located in the province of Quebec.

The Company's portfolio of brands continues to show strong momentum within the flower segment in Canada and as of September 2022 maintains its #1 share in the flower category[6]. The SHRED varieties Funk Master, Tropic Thunder and Gnarberry were the three top selling flower SKUs in Canada[9], and Big Bag O' Buds continues to see month over month market share momentum in the large format category. The growth and significant contribution of these dried flower value segment brands, however, has contributed to overall margin pressure for Organigram and many of its peers over the last number of

[8] Hifyre data extract from October 18, 2022
[9] Source: Data extracted from Hifyre, October 18, 2022

quarters. To counteract this phenomenon, Organigram is dedicated to revitalizing its Edison brand and product portfolio, by launching new dried flower offerings with unique genetics and higher potency THC. The completion of these initiatives is expected to increase Edison sales, that have a higher ASP than value brands and therefore attract higher margins. Aligned with this strategy, in Fiscal 2022, the Company launched four new strains to the Edison product line. To address the growing demand for strain differentiation in the value segment, in Fiscal 2022 the Company expanded the strains available in its Big Bag O' Buds line and established a unique high quality, strain specific offering.

CANNABIS DERIVATIVES

While dried flower and pre-rolls are currently the largest categories in Canada, derivative cannabis products, including vapes, concentrates and edibles, are projected to continue to increase in market share over the next several years at the expense of flower.

Organigram is committed to these growing categories. The strategic acquisition of EIC in April 2021 provides the Company with the opportunity to produce high quality, edible products such as soft chews (gummies) and lozenges, at scale, positioning the Company to effectively compete in this segment. The acquisition of the Lac-Supérieur Facility in December 2021 also provides the Company with the ability to produce high-quality products in the growing hash segment. Since the acquisition, the Company has leveraged its industry-leading national distribution and field sales network to accelerate the distribution and sale of Tremblant Cannabis, its flagship hash brand, to all provinces in Canada.

Overall, Organigram holds the number #3 position in the gummy category[10].

SHRED'ems, the Company's cannabis-infused gummies, an extension of the popular, value-priced SHRED brand, were introduced in Q4 Fiscal 2021 and quickly gained momentum within the gummy segment. In Q3 Fiscal 2022, two new sour flavours were added to the product line, as well as SHRED'ems POP! – gummies formulated in three soft drink flavours: Cola, Root Beer and Cream Soda. In Q4 Fiscal 2022, SHRED'ems held the #3 market share position for net sales and #2 position by volume[8].

In Q1 of Fiscal 2022, the Company launched Monjour, a CBD-focused wellness brand with four SKUs. The large format and assorted flavours proved to be disruptive to the sector and, as of September 2022, Monjour's products were in the top five of gummies sold in Canada and the leading CBD-infused gummy[1]. The Monjour product line was further expanded in May 2022 with the introduction of CBN Bedtime Blueberry Lemon gummies, which combine the cannabinoid CBN with CBD and THC.

Edison JOLTS, high potency THC lozenges that were developed using proprietary IP, combine the benefits of sublingual oil with the convenience and portability of soft gels. JOLTS held the #2 position in net sales in the capsules and mints category in Q4 Fiscal 2022[8].

In Fiscal 2022, Organigram renewed its focus on building share within the vape category through unique formulations, premium hardware, and high-quality inputs. The Company launched new vape SKUs under the SHRED X brand in the popular 510 cartridge format and formulated in the flavour profiles of the SHRED milled flower products. The Company's vape strategy has had strong success in the market and since January 2022 has moved from the #22 position to #12 in market share in the vape category[8].

RESEARCH AND PRODUCT DEVELOPMENT

The Company's management believes the cannabis industry is still in the nascent stages of product development and that product innovation backed by core fundamental research and development is necessary to establish a long-term competitive advantage in the industry. Research and development and innovation remain a hallmark of Organigram. The Company has made several investments in Fiscal 2021 and Fiscal 2022 that we anticipate will continue in Fiscal 2023 and strengthen the Company's focus in this area. These efforts are expected to allow Organigram to continue to position itself to be at the forefront of launching new, innovative, differentiated products and formulations that appeal to adult consumers.

BAT Product Development Collaboration and Centre of Excellence

In early Q4 Fiscal 2021, the Company announced the successful launch of the CoE outlined in the PDC Agreement with BAT which was established to focus on research and product development activities for the next generation of cannabis products, as well as cannabinoid fundamental science, with an initial focus on CBD. The CoE is located at the Moncton Campus, which holds the Health Canada licenses required to conduct research and development activities with cannabis products.

Under the PDC agreement, both Organigram and BAT have access to certain of each other's IP and have the right to independently and globally commercialize the products, technologies, and IP created. Costs relating to the CoE are being

[10] Source: Data extracted from Hifyre, October 18, 2022

funded equally by Organigram and BAT. Approximately $31 million of BAT's investment in Organigram has been reserved for Organigram's portion of its funding obligations.

As of Q4 Fiscal 2022, the Organigram and BAT CoE have completed all key spaces including the R&D Laboratories, enhanced Analytics, Quality Assurance and Control laboratory, GPP production space, Sensory Testing Laboratory and state-of-the-art Biolab for advanced plant science research. The CoE has undertaken initial stage development and safety studies on first generation edibles and novel beverages as part of its work. The CoE has also created and assessed numerous delivery systems and created over 60 unique formulations to develop differentiated products in the future.

Plant Science, Breeding and Genomics Research and Development in Moncton

Organigram's cultivation program; a key strategic advantage for the Company has continued its expansion with the addition of a dedicated cultivation R&D space. The new space has accelerated rapid assessment and screening, delivering 20 to 30 unique cultivars every two months while freeing up rooms for commercial grow. The Plant Science team continues to move the garden towards unique, high terpene and high THC, in-house grown cultivars, while also leveraging the newly commissioned Biolab for ongoing plant science innovation focusing on quality, potency and disease-resistance marker discovery to enrich the future flower pipeline.

OUTLOOK

The Company's outlook remains positive on the cannabis market both in Canada and internationally. Canada-wide recreational retail sales are expected to total $5.3 billion in calendar 2026.[11]

The Company believes there are a few factors creating tailwinds to facilitate further industry growth. First, the legalization in October of 2019 of cannabis derivative products has attracted consumers who were not interested in smoking or vaporizing dried flower (including pre-rolls). Newer categories such as vape pens, edibles (soft chews, chocolates), beverages and other ingestible products have significantly expanded the addressable market and proliferation of SKUs continues in these categories offering consumers a wider range of product formulations, flavours and price points. Second, the number of brick-and-mortar retail stores has increased significantly, particularly in Ontario where the number of stores approaches 1,700 with the national count now surpassing 3,400 stores. Third, the industry as a whole has made a concerted effort to match or beat illicit market pricing, particularly on dried flower, which has helped to accelerate the conversion of consumers from illicit to legal consumption.

Notwithstanding the above, the cannabis industry in Canada remains highly competitive and has been oversupplied versus the current market demand considering both regulated Licensed Producers and the still largely unfettered operations of the illicit market including many online delivery platforms. Since adult-use recreational cannabis legalization in Canada, consumer trends and preferences have continued to evolve, including significant growth in the large format value segment, a desire for higher THC potency particularly in dried flower, as well as a penchant for newness, including new genetic strains and novel products. Organigram continues to revitalize its product portfolio to address these changing consumer trends and preferences in order to grow sales and capture market share. The Company has also seen supply and demand dynamics brought into a more equilibrated state as many LPs have shuttered surplus cultivation capacity including as a direct result of M&A and liquidation activities.

Against this backdrop of strong industry growth, increased demand for the Company's products is evidenced by Organigram's national adult-use recreational cannabis retail market share ("market share") in Canada. The Company's market share was 8.2% in September, 2022. As of the date of this MD&A, Organigram is ranked as the #2 Licensed Producer in Canada by market share[9]. Organigram also has leading market share with a #1 position in Ontario in shipped sales with a 8.8% share and in the Maritimes with a 14% share[12]. In Quebec, the Company held the #3 position in terms of shipped sales[13] and as of September 2022, increased the number of SKUs in market from 21 to 35. Management believes that the Company is better equipped to fulfill demand in Fiscal 2023 with larger harvests, driven by stronger yields and harvests from the Moncton Phase 4C expansion coming online, compared to Fiscal 2022. In addition to the domestic sales growth, during Fiscal 2022, Organigram completed three shipments to Canndoc in Israel, two shipments to Medcan and two shipments to Cannatrek in Australia. With a full year of revenues from the Company's Lac-Supérieur Facility, management expects that the Company will generate higher revenue in Fiscal 2023 as compared to Fiscal 2022.

The Company intends to continue to leverage its Moncton Campus which it believes can provide a sustainable competitive advantage over its peers as a result of having over 131 three-tiered cultivation rooms each with the ability to deliver bespoke growing environmental conditions (lighting, humidity, fertigation, plant density) tailored individually to a wide variety of genetics (113 of these rooms are used for the flowering period). With an improved genetics portfolio, (including contributions from the dedicated cultivation R&D space at the newly commissioned BioLab) and a higher average THC being grown than

[11] BDSA Canada Market Forecast, September 2022
[12] OCS wholesale shipped data FY22; Maritime Provincial Boards data: CNB, NSLC, PEILCC
[13] Weedcrawler, Fiscal Year 2022

the previous year, the Company believes it is well positioned to take advantage of the dried flower and pre-roll categories which collectively represents approximately 70%[14] of the Canadian legal market.

Opportunities to scale up new genetics require a patient and deliberate process where cultivation protocols are trialed for each strain and adjusted through multiple growth cycles before full roll-out to multiple rooms in the facility. The Company has launched several new genetics under the Edison brand. Organigram's commitment to invest in new genetics continues and the Company expects to launch more new high THC and high terpene genetics in the near term.

In addition to traditional dried flower and pre-roll offerings, Organigram expects to be in a position to generate more revenue growth from the production of soft chews and other confectionary products with the specialized equipment in the Winnipeg Facility. The Company completed its first sales of Winnipeg Facility manufactured soft chews during Q4 Fiscal 2021, and launched several line extensions during Fiscal 2022. In Fiscal 2023, management expects continued meaningful growth in this product category.

The Lac-Supérieur Facility was acquired in December 2021 and adds hash and artisanal craft cannabis to the Company's offering. The application of the Company's direct sales force and national distribution, has been successful at achieving national distribution for the facility's hash products and is expected to generate additional revenues for these operations in Fiscal 2023.

Unabsorbed overhead costs were $nil in Q2, Q3 and Q4 of Fiscal 2022, a significant reduction from $1,400 in Q4 Fiscal 2021 (entire Fiscal 2021 was $8,063). The prior periods had significant unabsorbed overhead costs as a consequence of the unused or idled grow rooms. With the Company's cultivation operating at capacity there was no current period charge for idled or unused rooms and for costs related to underutilization of certain derivative products manufacturing equipment. The Company does not expect to incur expenses for unabsorbed overheads for Fiscal 2023.

The Company expects to begin to see a sequential improvement in adjusted gross margins[15] in Q1 Fiscal 2023 largely due to lower cultivation costs from higher plant yields, and realize the benefit of several ongoing cost efficiency improvements. In Q4 Fiscal 2022, the Company also began to realize lower production costs from the larger scale achieved with the Phase 4C expansion at the Moncton Campus which it expects to continue through Fiscal 2023.

The overall level of Q1 Fiscal 2023 adjusted gross margins versus Q1 Fiscal 2022 adjusted gross margins will also be dependent on other factors including, but not limited to, product category and brand sales mix.

Organigram has identified the following opportunities which it believes have the potential to further improve adjusted gross margins over time:

- Economies of scale and efficiencies gained from the scale-up on cultivation, which now includes harvests from grow rooms now available from the completion of the construction of Phase 4C of the Moncton Campus;
- The Company has implemented changes to its cultivation and harvesting methodologies and design improvements that should enhance the operating conditions of the Moncton Campus and result in higher quality flower and improved yields (which reduces production costs). See "Balance Sheet, Liquidity and Capital Resources" section of this MD&A for more detail;
- International sales have historically attracted higher margins and are expected to represent a greater proportion of the Company's revenue. See "International" section below;
- Increased sales in the vape category, that generally attract higher margins;
- Continued investment in automation is expected to drive cost efficiencies and reduce dependence on manual labour;
- The recent launches of new products such as Monjour CBN gummies and SHRED X vapes represent new potential avenues of growth with expected attractive long-term margin profiles for the Company;
- The launch of additional products across different derivative categories; and
- The margin contribution from the addition of the Lac-Supérieur Facility portfolio of products.

In Fiscal 2022, research and development activities have been shown separately from general and administrative expenses in the Financial Statements, but are still being grouped with operating expenses.

Outside of Canada, the Company serves international markets (including Israel and Australia) from Canada via export permits and is looking to augment sales channels internationally over time in other markets. The Company continues to monitor regulatory developments in other jurisdictions. In early Q1 Fiscal 2021, the Israeli Ministry of Health amended its quality standards for imported medical cannabis. In June 2021, the Company received its Good Agricultural Practice certification from Control Union Certifications under the Control Union Medical Cannabis Standard ("CUMCS") in order to permit it to continue its shipments to Israel under the amended Israeli quality standards. The Company has sought and during May 2022

[14] Source: Hifyre data extract from October 18, 2022
[15] Adjusted gross margin is a non-IFRS financial measure. See "Cautionary Statement Regarding Certain Non-IFRS Measures".

received an updated certification for IMC-GAP by CUMCS to demonstrate it continues to meet the evolving Israeli quality standards. This certification is subject to ongoing audit requirements.

Shipments to Canndoc resumed during Fiscal 2022 and on November 17, 2022, the Company entered into a multi-year agreement with Canndoc that contemplates shipping up to 20,000 kilograms of dried flower. Future shipments to Australia and Israel are contingent upon the timing and receipt of regulatory approval from Health Canada, including obtaining an export permit, as well as timing and receipt of regulatory approval from the purchaser's regulatory authority, including obtaining an import permit.

Recent political changes and cannabis election ballot initiatives for both medical and recreational use in the United States suggest that the potential movements to U.S. federal legalization of cannabis (THC) remain difficult to predict. The Company continues to monitor and develop a potential U.S. entry strategy that could include THC, CBD and other minor cannabinoids. The Company continues to monitor recreational legalization opportunities in European jurisdictions with a particular focus on German opportunities based on the size of the addressable market and recent regulatory changes.

With the significant capital injection from BAT and the PDC Agreement, the Company is well positioned to expand into the U.S. and further international markets at the appropriate time and subject to applicable laws. Under the PDC Agreement, the Company is granted a worldwide, royalty-free, sub-licensable, perpetual license to exploit IP developed under the PDC Agreement in any field. This license, which is non-exclusive outside of Canada and sole in Canada will also enhance Organigram's ability to enter markets outside of Canada, including through sublicensing arrangements with established operators.

Without limiting the generality of risk factor disclosures referenced in the "Risk Factors" section of this MD&A, the expectations concerning revenue, adjusted gross margins and SG&A are based on the following general assumptions: consistency of revenue experience with indications of performance to date, consistency of ordering and return patterns or other factors with prior periods and no material change in legal regulation, market factors or general economic conditions. The Company disclaims any obligation to update any of the forward looking information except as required by applicable law. See cautionary statement in the "Introduction" section at the beginning of this MD&A.

MEDICAL MARKET

The cannabis data company BDSA estimates that the Canadian medical market value for calendar 2022 at $320M, a 13% year-over-year decline[16]. Also, the number of medical patients is projected to further decrease within the year, largely due to migration to the recreational channel. In Fiscal 2022, Organigram shifted its medical strategy from direct shipment to patients to fulfillment through the Medical Cannabis by Shoppers platform offered by Shoppers Drug Mart. The Company has transitioned its patient base to the platform and continues to be committed to patients through its partnership with Shoppers Drug Mart.

STRATEGIC INVESTMENTS AND DEVELOPMENTS

The Company remains committed to the development and acquisition of cannabis or hemp related businesses and production assets in Canada and abroad (subject to compliance with applicable laws), intellectual properties, technologies or other assets that are synergistic to the Company's Canadian and international strategies.

Hyasynth Strategic Investment

The Company entered into a strategic investment to purchase an aggregate of $10,000 convertible secured debentures (the "Hyasynth Debentures") of Hyasynth, a biotechnology company based in Montreal and pioneer in the field of cannabinoid science and biosynthesis, in three separate tranches. This provides the Company with a potential ownership interest of up to 49.9% on a fully diluted basis. The Company has appointed two nominee directors to the board of Hyasynth, which currently has seven members.

Hyasynth has patent-pending enzymes, yeast strains and processes that make it possible to produce cannabinoids for a fraction of the cost of traditional plant-based production. In addition to the major cannabinoids such as CBD and THC, Hyasynth is also pursuing the production and scale-up of minor cannabinoids found only in limited quantities in the cannabis plant. While the Company expects that there will always be a need for premium indoor-grown cannabis flowers, working with Hyasynth offers the potential to respond more quickly to market demand for pure and consistent cannabinoid-based ingredients.

[16] BDSA Market Forecast, September 2022

FINANCIAL RESULTS AND REVIEW OF OPERATIONS

CAUTIONARY NOTE REGARDING NON-IFRS FINANCIAL MEASURES

The Company uses certain non-IFRS performance measures such as adjusted EBITDA and adjusted gross margin in its MD&A or other public documents, which are not measures calculated in accordance with IFRS and have limitations as analytical tools. These performance measures have no prescribed meaning under IFRS and therefore amounts presented may not be comparable to similar data presented by other companies. The data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance such as net income or other data prepared in accordance with IFRS. See the cautionary statement in the "Introduction" section at the beginning of this MD&A, and the following discussion.

FINANCIAL HIGHLIGHTS

Below is the year-over-year analysis of the changes that occurred between the years ended August 31, 2022 and August 31, 2021. Commentary is provided in the pages that follow.

	Fiscal 2022	Fiscal 2021[17]	$ CHANGE	% CHANGE	Fiscal 2020 [12]
Financial Results					
Gross revenue	$ 209,109	$ 109,859	$ 99,250	90 %	$ 103,387
Net revenue	$ 145,809	$ 79,163	$ 66,646	84 %	$ 86,795
Cost of sales	$ 119,037	$ 103,567	$ 15,470	15 %	$ 105,004
Gross margin before fair value adjustments	$ 26,772	$ (24,404)	$ 51,176	210 %	$ (18,209)
Gross margin % before fair value adjustments	18 %	(31)%	49 %	158 %	(21)%
Realized loss on fair value on inventories sold and other inventory charges	$ (35,204)	$ (35,721)	$ (517)	(1)%	
Unrealized gain on changes in fair value of biological assets	$ 40,001	$ 31,726	$ 8,275	26 %	$ (38,281)
Gross margin	$ 31,569	$ (28,399)	$ 59,968	211 %	$ (56,490)
Operating expenses	$ 74,720	$ 63,421	$ 11,299	18 %	$ 89,020
Loss from operations	$ (43,151)	$ (91,820)	$ 48,669	53 %	$ (145,510)
Other (income) expenses	$ (28,868)	$ 38,884	$ 67,752	174 %	$ (9,353)
Net loss	$ (14,283)	$ (130,704)	$ 116,421	89 %	$ (136,157)
Net loss per common share, basic	$ (0.046)	$ (0.510)	$ 0.464	91 %	$ (0.789)
Net loss per common share, diluted	$ (0.046)	$ (0.510)	$ 0.464	91 %	$ (0.789)
Net cash used in operating activities	$ 36,211	$ 28,589	$ 7,622	27 %	$ 45,125
Adjusted Gross Margin[(1)]	$ 33,390	$ 3,563	$ 29,827	837 %	$ 28,904
Adjusted Gross Margin %[(1)]	23 %	5 %	18 %	360 %	33 %
Adjusted EBITDA[(1)]	$ 3,484	$ (27,643)	$ 31,127	113 %	$ 2,024
Financial Position					
Working capital	$ 166,338	$ 234,349	$ (68,011)	(29)%	$ 141,123
Inventory and biological assets	$ 68,282	$ 48,818	$ 19,464	40 %	$ 71,759
Total assets	$ 577,107	$ 554,017	$ 23,090	4 %	$ 435,127
Non-current financial liabilities[(2)]	$ 2,361	$ 4,881	$ (2,520)	(52)%	$ 106,289

Note 1: Non-IFRS measures that have been defined and reconciled within their respective subsections in this section of the MD&A.
Note 2: Non-current financial liabilities excludes non-monetary balances related to contingent share consideration, derivative liabilities and deferred income taxes.

NET REVENUE

Net revenue for the Company is defined as gross revenue, net of customer fees, discounts, rebates, and sales returns and recoveries, less excise taxes. Revenue consists primarily of dried flower and cannabis derivative products sold to the adult-use recreational cannabis, medical cannabis, wholesale, and international cannabis marketplaces.

For the year ended August 31, 2022, the Company recorded an increase of 84% in net revenues to $145,809 from $79,163 for the year ended August 31, 2021. Net revenue increased on a year-over-year basis primarily due to an increase in recreational revenue of $53,436 and international revenue of $14,752, partially offset by a decrease in medical sales.

[17] Certain reclassifications have been made to the prior year comparative figures (Fiscal 2020 figures are not reclassified) to enhance comparability with the current period amounts, none of the reclassifications resulted in a change to net loss or shareholders' equity. See Note 29 of the Financial Statements.

For the year ended August 31, 2022, the net ASP of recreational flower decreased to $1.83 per gram compared to $2.46 per gram for the year ended August 31, 2021, due to a shift towards value-oriented large format products and general price compression.

Sales volumes of all flower in grams increased 112% to 57,003 kg for the year ended August 31, 2022 compared to 26,903 kg in the prior year, primarily due to an increase to sales volume, and new large-format products that have been well-received by the market.

REVENUE COMPOSITION

The Company's revenue composition by product category was as follows for the years ended August 31, 2022 and 2021:

	Fiscal 2022	Fiscal 2021
International Flower and Oil	$15,138	$386
Medical, net of excise duty	7,309	8,672
Recreational Oil, net of excise duty	71	348
Recreational Flower, net of excise duty	92,612	62,093
Recreational Vapes, net of excise duty	5,573	3,806
Recreational Hash, net of excise duty	6,297	–
Recreational Infused Pre-rolls, net of excise duty	117	–
Recreational Edibles, net of excise duty	12,269	1,485
Recreational Ingestible Extracts, net of excise duty	5,010	313
Recreational Powder, net of excise duty	–	469
Wholesale and Other	1,413	1,591
Total Net Revenue	$145,809	$79,163

COST OF SALES AND GROSS MARGIN

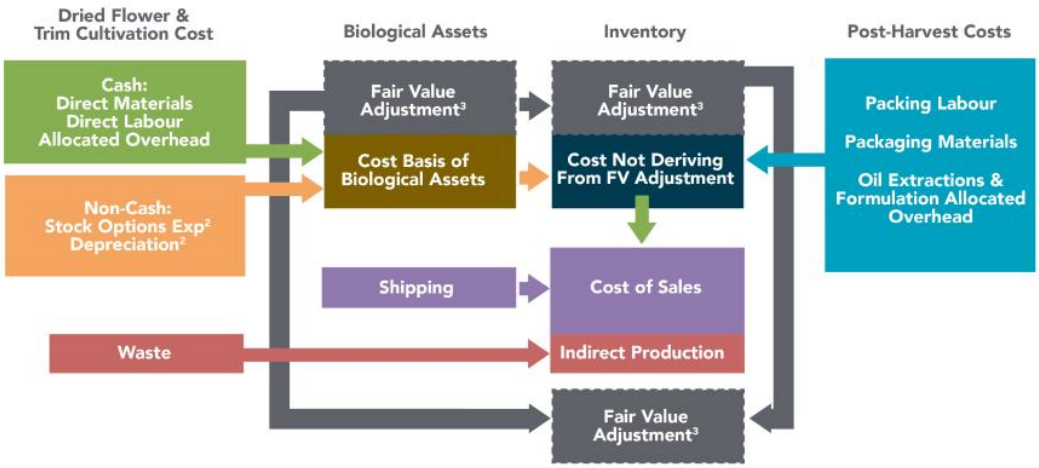
The gross margin for the year ended August 31, 2022 was $31,569, compared to $(28,399) for the prior year. The changes and significant items impacting the year ended August 31, 2022 were primarily as a result of: (i) lower cultivation and post-harvest costs on a per unit basis; (ii) inventory provisions of excess and unsaleable inventories as well as inventory provisions to net realizable value of $4,546 compared to $19,904 in the prior year; (iii) unabsorbed overhead of $709 compared to $8,063 in the prior year as a result of lower production volumes in Fiscal 2021; (iv) a lower ASP from increased competition and the ongoing evolution of the customer and product mix; and (v) provisions to net realizable value relating to the fair value component of inventories (fair value loss of $4,071, compared to $16,232 in the prior year).

Included in gross margin are the changes in the fair value of biological assets related to IFRS standard IAS 41 – Agriculture. The net increase in fair value adjustments on year-over-year basis is due to an increase in harvested and in-progress plants resulting in an increase in fair value on the growth of biological assets of $40,001 compared to $31,726 in the prior year, which was offset by the realization of the fair value increment for inventory sold of $(31,133) (August 31, 2021 – $(19,489)) and adjustments to the net realizable value of inventory of $(4,071) (August 31, 2021 – $(16,232)).

Cost of sales primarily consists of the following:

- Costs of sales of cannabis (dried flower, pre-rolls, and wholesale/international bulk flower), cannabis extracts, vapes, chocolates, and other wholesale formats such as extract) include the direct costs of materials and packaging, labour, including any associated share-based compensation, and depreciation of manufacturing building and equipment. This includes cultivation costs (growing, harvesting, drying, and processing costs), extraction, vape filling, quality assurance and quality control, as well as packaging and labelling;
- Costs related to other products, such as vaporizers and other accessories;
- Shipping expenses to deliver product to the customer;
- The production costs of late-stage biological assets that are disposed of, plants destroyed that do not meet the Company's quality assurance standards, provisions for excess and unsaleable inventories and provisions related to adjustments to net realizable value that reduce the carrying value of inventory below the original production or purchase cost, and other production overhead; and
- Unabsorbed fixed overhead charges, comprised of depreciation, insurance, and property taxes, resulting from the underutilization of cultivation and production capacity.

Illustrative Overview of Composition and Flow of Biological Assets, Inventories, and Cost of Sales



Note 1: The above illustration is for informational purposes only and should not be viewed as an exact representation of the actual flow of inputs and outputs. Certain items referenced above may not have a standard meaning under IFRS and therefore should be considered non-IFRS measures. Readers should refer to the notes of the Financial Statements for the official accounting policies.

Note 2: The majority of stock options and depreciation expense related to the manufacturing and operations departments are capitalized as part of cultivation and inventory production costs; however, a certain amount of these expenses that relate to overhead departments and underutilization of the Moncton Campus are expensed directly to cost of sales.

Note 3: Fair value adjustments are made to the cost basis of biological assets which collectively become the cost basis of inventories. Inventories are then carried at the lower of cost and net realizable value. When sold a portion of inventory is charged to cost of sales (actual costs) with the remainder (fair value adjustments) to "Realized loss on fair value on inventories sold and other inventory charges" on the consolidated statements of operations and comprehensive loss.

Note 4: Excise taxes are excluded from this diagram and are reflected as a netting adjustment against gross revenue to arrive at net revenue for presentation purposes in the consolidated statements of operations and comprehensive loss.

ADJUSTED GROSS MARGIN

Adjusted gross margin is a non-IFRS measure that the Company defines as net revenue less: (i) unrealized gain (loss) on changes in fair value of biological assets; (ii) realized fair value on inventories sold and other inventory charges; (iii) provisions and impairment of inventories and biological assets; (iv) provisions to net realizable value; (v) COVID-19 related charges; and (vi) unabsorbed overhead relating to underutilization of the production facility grow rooms and manufacturing equipment, most of which is related to non-cash depreciation expense. Management believes that these measures provide useful information to assess the profitability of our operations as it represents the normalized gross margin generated from operations and excludes the effects of non-cash fair value adjustments on inventories and biological assets, which are required by IFRS . See the cautionary statement regarding non-IFRS financial measures in the "Introduction" section at the beginning of this MD&A and the reconciliation to IFRS measures in the "Financial Results and Review of Operations" section of this MD&A. The most directly comparable measure to adjusted gross margin calculated in accordance with IFRS is gross margin before fair value adjustments.

	Q1-F21	Q2-F21	Q3-F21	Q4-F21	Q1-F22	Q2-F22	Q3-F22	Q4-F22	Fiscal 2022
Net revenue	$ 19,331	$ 14,643	$ 20,324	$ 24,865	$ 30,378	$ 31,836	$ 38,115	$ 45,480	$ 145,809
Cost of sales before adjustments	17,383	15,323	21,046	21,848	24,903	23,581	28,817	35,118	112,419
Adjusted Gross margin	1,948	(680)	(722)	3,017	5,475	8,255	9,298	10,362	33,390
Adjusted Gross margin %	10 %	(5)%	(4)%	12 %	18 %	26 %	24 %	23 %	23 %
Less:									
Provisions (recoveries) and impairment of inventories and biological assets	3,051	10,050	(59)	1,997	1,845	686	(83)	1,600	4,048
Provisions to net realizable value	75	3,499	669	622	467	25	6	–	498
Realized fair value on inventories sold from acquisitions	–	–	–	–	–	663	700	–	1,363
COVID-19 related charges	–	–	–	–	–	–	–	–	–
Unabsorbed overhead	2,664	2,274	1,725	1,400	709	–	–	–	709
Gross margin before fair value adjustments	$ (3,842)	$ (16,503)	$ (3,057)	$ (1,002)	$ 2,454	$ 6,881	$ 8,675	$ 8,762	$ 26,772
Gross margin % (before fair value adjustments)	(20)%	(113)%	(15)%	(4)%	8 %	22 %	23 %	19 %	18 %
Add/(Deduct):									
Realized loss on fair value on inventories sold and other inventory charges	$ (12,718)	$ (7,208)	$ (8,509)	$ (7,286)	$ (12,313)	$ (5,314)	$ (7,386)	$ (10,191)	$ (35,204)
Unrealized gain (loss) on changes in fair value of biological assets	$ (114)	$ 6,516	$ 13,685	$ 11,639	$ 10,469	$ 7,502	$ 6,353	$ 15,677	$ 40,001
Gross margin[1]	$ (16,674)	$ (17,195)	$ 2,119	$ 3,351	$ 610	$ 9,069	$ 7,642	$ 14,248	$ 31,569
Gross margin %[1]	(86)%	(117)%	10 %	13 %	2 %	28 %	20 %	31 %	22 %

Note 1: Gross margin reflects the IFRS measure per the Company's Financial Statements.

Compared to Fiscal 2021, the increase in gross margin before fair value changes to biological assets and inventories in Fiscal 2022 is due to the combination of higher net revenue, lower cultivation and post-harvest costs, lower inventory provisions, and lower unabsorbed overhead.

OPERATING EXPENSES

	Fiscal 2022	Fiscal 2021	CHANGE	% CHANGE
General and administrative	$ 42,908	$ 29,920	$ 12,988	43 %
Sales and marketing	16,860	15,807	1,053	7 %
Research and development	5,962	3,645	2,317	64 %
Share-based compensation	4,745	3,215	1,530	48 %
Impairment of property, plant and equipment	4,245	9,133	(4,888)	(54)%
Impairment of intangible assets	–	1,701	(1,701)	(100)%
Total operating expenses	$ 74,720	$ 63,421	$ 11,299	18 %

GENERAL AND ADMINISTRATIVE

For the year ended August 31, 2022, the Company incurred general and administrative expenses of $42,908 compared to $29,920 for the prior year comparative period. The increase year-over-year mainly relates to higher employee costs due to more general and administrative full-time employees driven by the acquisitions of EIC and Laurentian, higher depreciation and amortization related to the two acquisitions, general wage increases, and higher technology costs which includes $3,203 (August 31, 2021: $Nil) in ERP installation costs.

SALES AND MARKETING

For the year ended August 31, 2022, the Company incurred sales and marketing expenses of $16,860 or 12% of net revenues as compared to $15,807 or 20% of net revenues for the prior year.

RESEARCH AND DEVELOPMENT

Research and development costs of $5,962 increased from the prior year cost of $3,645, as the Company ramps up activity under the PDC Agreement and other internal product innovation projects.

SHARE-BASED COMPENSATION

For the year ended August 31, 2022, the Company recognized $4,745, in share-based compensation in relation to selling, marketing, general and administrative, and research and development employees compared to $3,215 for the prior year due to a greater number of equity awards issued during Fiscal 2022 as compared to Fiscal 2021.

Total share-based compensation charges, including those related to production employees that are charged to biological assets and inventory and amounts amortized for the year ended August 31, 2022, were $5,127 compared to $3,896 for the comparable period, the changes being consistent with those noted above.

For the year ended August 31, 2022, 5,477,000 options were granted, valued at $6,029, compared to 1,255,000 options granted in the prior year, valued at $2,169. Included in the year ended August 31, 2022 were 3,287,000 options granted to key management personnel compared to 830,000 options granted for the year ended August 31, 2021.

During the year ended August 31, 2022, 1,444,678 restricted share units ("RSUs") were granted to employees (August 31, 2021 – 416,063), of which 380,372 RSUs were issued to key management personnel, which includes members of the Board of Directors, compared to 359,538 issued for the year ended August 31, 2021.

During the year ended August 31, 2022, 188,273 performance share units ("PSUs") were granted to employees (August 31, 2021 – 440,477), of which 158,967 PSUs were issued to key management personnel compared to 270,877 issued for the prior year.

Share-based compensation represents a non-cash expense and was valued using the Black-Scholes valuation model for stock options and using the fair value of the shares on the date of the grant for RSUs. The fair value of PSUs was based on the Company's share price at the grant date, adjusted for an estimate of likelihood of achievement of the defined performance criteria.

IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT

Impairment on property, plant, equipment decreased from the prior year amount of $9,133 to $4,245. During Q4 Fiscal 2021, due to decline in utilization of the equipment and declining revenues, management reassessed the useful life of the chocolate manufacturing equipment, and as a result recognized accelerated depreciation of $9,133. During year ended August 31, 2022, the Company made the strategic decision to cease manufacturing chocolate at its Moncton Campus. As a result, the asset is measured at the lower of its carrying amount and fair value less costs to sell and the Company recognized an impairment loss of $3,978 in relation to this asset.

OTHER (INCOME) EXPENSES

	Fiscal 2022	Fiscal 2021	CHANGE	% CHANGE
Financing costs	$ 429	$ 2,960	$ (2,531)	(86)%
Investment income	(1,487)	(854)	633	74 %
Insurance recoveries	(181)	–	181	100 %
Government subsidies	(154)	(8,147)	(7,993)	(98)%
Share of loss from investments in associates	1,364	1,118	246	22 %
Impairment of loan receivable and investments in associates	250	5,245	(4,995)	(95)%
Loss on disposal of property, plant and equipment	6,580	2,426	4,154	171 %
Change in fair value of contingent consideration	(2,621)	3,558	6,179	174 %
Share issue costs allocated to derivative liabilities	–	803	(803)	(100)%
Change in fair value of derivative liabilities	(32,650)	29,025	61,675	212 %
Legal provision (recovery)	(310)	2,750	3,060	111 %
Total other (income)/expenses	$ (28,780)	$ 38,884	$ (67,664)	(174)%

FINANCING COSTS AND INVESTMENT INCOME

Financing costs are comprised of cash interest expense, the amortization of related transaction costs, and the amortization of discount of long-term debt outstanding during the period. The decrease in financing costs for the year ended August 31, 2022 to $429 from $2,960 in the prior year comparative periods is mainly attributable to the repayment of the term loan balance outstanding during Fiscal 2021.

Investment income of $1,487 was earned for the year ended August 31, 2022, compared to $854 for the year ended August 31, 2021. The change in investment income was due to year-over-year changes in interest income, owing to the increase in cash and short-term investments that are earning interest income.

GOVERNMENT SUBSIDIES

On April 1, 2020, Department of Finance of Canada announced the Canada Emergency Wage Subsidy ("CEWS"), which would subsidize 75% of employee wages, retroactive to March 15, 2020, to Canadian employers whose business had been affected by COVID-19 to enable them to re-hire workers previously laid off as a result of the pandemic, help prevent further job losses, and to better position companies to resume normal operations following the crisis. Additionally, on October 9, 2020, the

creation of the Canada Emergency Rent Subsidy ("CERS") program was announced to provide support to qualifying tenants and property owners in the form of rent subsidy that is made available to organizations that continue to endure declining revenues, and the lockdown support, which provides an additional top-up to those entities that must either close or significantly restrict their activities due to a public health order. Under these programs, the Company received subsidies for the year ended August 31, 2022 of $154 compared to $8,147 for the year ended August 31, 2021.

INVESTMENTS IN ASSOCIATES AND CONTINGENT CONSIDERATION

During Q1 Fiscal 2019, the Company made three strategic and international investments as described previously in this MD&A, which are being accounted for as investments in associates in the Company's financial statements. During the year ended August 31, 2022, the Company's share of loss from these investments in associates was $1,364, compared to a loss of $1,118 in the prior year comparative period.

In connection with the Company's acquisition of EIC as described in Note 27 of the Financial Statements, the Company has commitments to deliver additional consideration. At August 31, 2022, the Company revalued the remaining contingent liability and recorded a corresponding change in fair value in the consolidated statement of operations and comprehensive loss of $1,462 (August 31, 2021 - $3,789) for the year ended August 31, 2022. At August 31, 2022, the outstanding balance is $7,000, all of which is included in current liabilities.

In connection with the Company's acquisition of Laurentian as described in Note 27 of the Financial Statements, the Company has commitments to deliver additional consideration. At August 31, 2022, the Company revalued the contingent liability to an estimated fair value of $2,913, resulting in a gain in fair value recorded in the consolidated statement of operations and comprehensive loss of $4,083 for the year ended August 31, 2022. At August 31, 2022, all of the balance is included in non-current liabilities.

DERIVATIVE WARRANT LIABILITIES

On November 12, 2020, the Company closed an underwritten public offering of units of the Company (the "Units") for total gross proceeds of $69,143 (the "Offering"). The Company sold 37,375,000 Units at a price of $1.85 per Unit, including 4,875,000 Units sold pursuant to the full exercise of the over-allotment option granted to the underwriters. The offering was underwritten by a syndicate of underwriters led by Canaccord Genuity Corp. Each Unit consisted of one Common Share of the Company and one half of one Common Share purchase warrant of the Company (each full common share purchase warrant, a "Warrant"), therefore resulting in 18,687,500 Warrants being issued. Each Warrant is exercisable to acquire one Common Share of the Company (a "Warrant Share") for a period of three years following the closing date of the Offering (i.e. until November 12, 2023) at an exercise price of $2.50 per Warrant Share, subject to adjustment in certain events. The holders of the Warrants issued pursuant to the Offering may elect, if the Company does not have an effective registration statement under the U.S. Securities Act, or the prospectus contained therein is not available for the offer and sale of the Common Shares to the Warrant holder, in lieu of exercising the Warrants for cash, a cashless exercise option to receive Common Shares equal to the fair value of the gain implied by the Warrants at the time of exercise. The fair value is determined by multiplying the number of Warrants to be exercised by the weighted average market price less the exercise price with the difference being divided by the weighted average market price. If a Warrant holder exercises this option, there will be variability in the number of shares issued per Warrant.

In accordance with IAS 32 *Financial Instruments: Presentation*, a contract to issue a variable number of shares fails to meet the definition of equity and must instead be classified as a derivative liability and measured at fair value with changes in fair value recognized in the consolidated statement of operations and comprehensive loss at each reporting period. The derivative warrant liabilities are expected to ultimately be converted into the Company's equity (Common Shares) when the Warrants are exercised or will be extinguished on the expiry of the outstanding Warrants and will not result in the outlay of any cash by the Company.

At initial recognition on November 12, 2020, the Company recorded derivative liabilities of $12,894 based on the estimated fair value of the Warrants at this date using the Black-Scholes option pricing model. Share issuance costs of $803 were recognized and allocated to derivative liabilities, such amount represents on a pro-rata allocation of total issuance costs attributable to the Units sold in the Offering based on the relative fair value of the underlying Common Shares and Warrants.

There were no exercises of Warrants during the year ended August 31, 2022 (August 31, 2021 - 1,743,850 warrants). As at August 31, 2022, the Company revalued the remaining derivative warrant liabilities at an estimated fair value of $4,138 (August 31, 2021 – $35,019) using the Black-Scholes option pricing model. The Company recorded a decrease in the estimated fair value of the derivative warrant liabilities for the year ended August 31, 2022 of $30,881 (August 31, 2021 - an increase of $29,257).

DERIVATIVE TOP-UP RIGHTS LIABILITIES

On March 10, 2021, through the strategic investment from BAT, the Company issued 58,336,392 Common Shares, resulting in BAT's beneficial ownership in the Company at approximately 19.9%, as described in Note 13 of the Financial Statements.

Pursuant to the investor rights agreement (the "IRA") between the Company and BAT, the Company granted BAT certain rights, including pre-emptive rights, to participate in distributions of Common Shares to maintain its proportionate ownership in certain circumstances, as well as other rights ("Top-up Rights") to subscribe for additional Common Shares in specified circumstances where the pre-emptive rights are not applicable (referred to in the IRA as "Exempt Distributions") and in specified circumstances where pre-emptive rights were not exercised (referred to in the IRA as "bought deal Distributions").

The price per Common Share to be paid by BAT pursuant to the exercise of its Top-Up Rights will equal the price paid by other participants in the Exempt Distribution or bought deal Distribution, subject to certain restrictions (including, if such price is not permitted pursuant to stock exchange requirements, at the lowest price permitted thereunder).

The Company has classified the Top-up Rights as a derivative liability and pursuant to the exercise of stock options, restricted share units, performance share units and warrants that were outstanding at initial recognition on March 10, 2021 (the date of the IRA), the Company recorded a derivative liability of $2,740 based on the estimated fair value of the Top-up Rights at this date using a Monte Carlo pricing model.

During the year ended August 31, 2022, 2,659,716 Top-up Rights were exercised (August 31, 2021 - nil), for gross proceeds of $6,348 (August 31, 2021 - $nil). The Top-up Rights are fair valued using the Monte Carlo Pricing model.

As at August 31, 2022, the Company revalued the Top-up Rights at an estimated fair value of $735 (August 31, 2021 – $2,508). The Company recorded a decrease in the estimated fair value change of the Top-up Rights for the year ended August 31, 2022 of $1,769 (August 31, 2021 - $232).

OTHER

During the year ended August 31, 2022, the Company recorded a loss on disposal of property, plant and equipment of $6,580 (August 31, 2021 - $2,426). During Fiscal 2022, the Company completed a number of upgrades to its growing rooms, including the installation of LED light fixtures, which are expected to further improve the operating conditions of the Moncton Campus resulting in higher quality flower and a reduction to production costs. As a result of this work, certain assets that had not yet been fully depreciated were replaced, resulting in a loss on disposal of property, plant and equipment during the year.

During the year ended August 31, 2022, the Company recorded an impairment charge on its loan receivable with 1812 Hemp of $250 (August 31, 2021 - $1,979). This adjustment was made during Q1 Fiscal 2022 as management reassessed the liquidation value of 1812 Hemp's assets over which the Company has security.

During the year ended August 31, 2022, the Company recorded a legal provisions recovery relating to claims and other contingencies in the amount of $310 compared to expense of $2,750 for the prior year.

NET LOSS

Net loss for the year ended August 31, 2022 was $(14,283) or $(0.046) per Common Share (basic and diluted), compared to $(130,704) or $(0.510) per Common Share (basic and diluted) for the prior year comparative period. The year-over-year decrease is related to the same factors noted above.

SUMMARY OF QUARTERLY RESULTS

	Q1-F21	Q2-F21	Q3-F21	Q4-F21	Q1-F22	Q2-F22	Q3-F22	Q4-F22
Financial Results								
Adult-use recreational cannabis revenue (net of excise)	$ 16,788	$ 11,988	$ 16,839	$ 22,898	$ 25,020	$ 24,887	$ 34,521	$ 37,521
Medical revenue (net of excise)	$ 2,251	$ 2,438	$ 2,015	$ 1,968	$ 1,908	$ 1,920	$ 1,793	$ 1,688
International, wholesale and other revenue	$ 292	$ 217	$ 1,470	$ (1)	$ 3,450	$ 5,029	$ 1,801	$ 6,271
Net revenue	$ 19,331	$ 14,643	$ 20,324	$ 24,865	$ 30,378	$ 31,836	$ 38,115	$ 45,480
Net loss	$ (34,336)	$ (66,389)	$ (4,008)	$ (25,971)	$ (1,305)	$ (4,047)	$ (2,787)	$ (6,144)
Net loss per common share, basic	$ (0.170)	$ (0.285)	$ (0.014)	$ (0.090)	$ (0.004)	$ (0.013)	$ (0.009)	$ (0.020)
Net loss per common share, diluted	$ (0.170)	$ (0.285)	$ (0.014)	$ (0.090)	$ (0.004)	$ (0.013)	$ (0.009)	$ (0.020)
Operational Results								
Dried flower yield per plant (grams)	86	115	117	127	129	122	132	141
Harvest (kg) - dried flower	3,901	4,467	8,379	12,085	11,603	10,037	13,141	16,101
Employee headcount (#)	516	619	647	727	738	841	865	887

The net loss decreased during Fiscal 2022, as compared to Fiscal 2021, due to steady growth in net revenues, lower cost of cos of production (on a per unit basis) and lower asset impairment charges.

Adjusted EBITDA

This is a non-IFRS measure and the Company calculates Adjusted EBITDA as net income (loss) excluding: financing costs, net of investment income; income tax expense (recovery); depreciation, amortization, reversal of/or impairment, (gain) loss on disposal of property, plant and equipment (per the consolidated statement of cash flows); share-based compensation (per the consolidated statement of cash flows); share of loss from investments in associates and impairment loss from loan receivables; change in fair value of contingent consideration; change in fair value of derivative liabilities; expenditures incurred in connection with research and development activities (net of depreciation); unrealized (gain) loss on changes in fair value of biological assets; realized loss on fair value on inventories sold and other inventory charges; provisions and impairment of inventories and biological assets; provisions to net realizable value of inventories; COVID-19 related charges; government subsidies; legal provisions; incremental fair value component of inventories sold from acquisitions; ERP implementation costs; transaction costs; and share issuance costs. Management believes that adjusted EBITDA is intended to provide a proxy for the Company's operating cash flow and derives expectations of future financial performance for the Company, and excludes adjustments that are not reflective of current operating results. The most directly comparable measure to Adjusted EBITDA calculated in accordance with IFRS is net income (loss).

Management changed the calculation of Adjusted EBITDA during Q4 Fiscal 2020 and has conformed prior quarters accordingly to include an add-back for provisions and impairment of inventories and biological assets and provisions to net realizable value. During Q4 Fiscal 2021, management further amended the calculation of adjusted EBITDA and has conformed prior quarters accordingly to include an add-back for the Company's research and development expenditures, including its share of the expense from the CoE. During Fiscal 2022, management changed the calculation of Adjusted EBITDA to include ERP implementation costs, transaction costs and the fair value component of inventories sold from acquisitions.

During Q4 Fiscal 2021, the Company had decreased its cost of production and with increased revenues this reduced the quarter's Adjusted EBITDA loss to $4.8 million, a 48% decrease from Q3 2021 loss of $9.2 million.

During Q1 Fiscal 2022, with further reductions to the cost of production combined with 22% increase to net revenues, the adjusted EBITDA loss was reduced to $1.9 million. The Q2 Fiscal 2022 adjusted EBITDA was a positive $1.6 million which was a $3.4 million increase from the most recent quarter and was as a result of increased revenues and margins. The Q3 Fiscal 2022 adjusted EBITDA was $1.0 million less than the Q2 Fiscal 2022 as a result of the impact from a delayed international shipment. In Q4 Fiscal 2022, the Company achieved Adjusted EBITDA of $3.2 million due to completion of the international shipment scheduled for Q3 and record-high recreational revenues during the quarter. Adjusted EBITDA in Fiscal Q4 2022 was the highest that the Company has reported in the preceding 8 quarters.

The Company expects to continue to achieve positive Adjusted EBITDA in Fiscal 2023.

Adjusted EBITDA (Non-IFRS Measure)

Adjusted EBITDA Reconciliation	Q1-F21	Q2-F21	Q3-F21	Q4-F21	Q1-F22	Q2-F22	Q3-F22	Q4-F22	Fiscal 2022
Net loss as reported	$ (34,336)	$ (66,389)	$ (4,008)	$ (25,971)	$ (1,305)	$ (4,047)	$ (2,787)	$ (6,144)	$ (14,283)
Add/(Deduct):									
Financing costs, net of investment income	1,472	669	251	(286)	(243)	(217)	(234)	(364)	(1,058)
Income tax expense (recovery)	–	–	–	–	–	(97)	308	(299)	(88)
Depreciation, amortization, and (gain) loss on disposal of property, plant and equipment (per statement of cash flows)	5,262	5,222	5,626	17,349	6,378	11,024	6,515	7,570	31,487
Impairment of intangible assets	–	–	–	1,701	–	–	–	–	–
Impairment of property, plant and equipment	–	–	–	–	–	2,000	–	2,245	4,245
Share of loss and impairment loss from loan receivable and investments in associates	242	844	1,115	4,162	394	499	193	528	1,614
Unrealized loss (gain) on changes in fair value of contingent consideration	36	154	(24)	3,392	(182)	666	(3,422)	317	(2,621)
Realized loss on fair value on inventories sold and other inventory charges	12,718	7,208	8,509	7,286	12,313	5,314	7,386	10,191	35,204
Unrealized (gain) loss on changes in fair value of biological assets	114	(6,516)	(13,685)	(11,639)	(10,469)	(7,502)	(6,353)	(15,677)	(40,001)
Share-based compensation (per statement of cash flows)	606	1,167	973	1,150	680	877	761	2,809	5,127
COVID-19 related charges, net of government subsidies and insurance recoveries	(1,832)	(2,709)	(2,714)	(892)	–	–	(335)	–	(335)
Legal provisions (recovery)	730	500	470	1,050	–	–	(310)	–	(310)
Share issuance costs and change in fair value of derivative liabilities	5,475	37,659	(7,305)	(6,001)	(12,698)	(10,633)	(5,904)	(3,415)	(32,650)
Incremental fair value component on inventories sold from acquisitions	–	–	–	–	–	663	700	–	1,363
ERP implementation costs	–	–	–	–	–	–	1,410	1,793	3,203
Transaction costs	–	–	–	–	–	1,148	1,424	(188)	2,384
Provisions and impairment of inventories and biological assets and provisions of inventory to net realizable value	3,126	13,549	610	2,619	2,312	711	(77)	1,600	4,546
Adjusted EBITDA as Previously Reported	$ (6,387)	$ (8,642)	$ (10,182)	$ (6,080)	$ (2,820)	$ 406	$ (725)	$ 966	$ (2,173)
Add/(Deduct): Research and development expenditures, net of depreciation	646	802	938	1,262	933	1,150	1,308	2,266	5,657
Adjusted EBITDA (Revised)	$ (5,741)	$ (7,840)	$ (9,244)	$ (4,818)	$ (1,887)	$ 1,556	$ 583	3,232	3,484
Divided by: net revenue	19,331	14,643	20,324	24,865	30,378	31,836	38,115	45,480	145,809
Adjusted EBITDA Margin % (Revised) (Non-IFRS Measure)	(30)%	(54)%	(45)%	(19)%	(6)%	5 %	2 %	7 %	2 %

BALANCE SHEET, LIQUIDITY AND CAPITAL RESOURCES

The following represents selected balance sheet highlights of the Company at the end Fiscal 2022 and Fiscal 2021:

	AUGUST 31, 2022	AUGUST 31, 2021	% CHANGE
Cash & short-term investments	$ 98,607	$ 183,555	(46)%
Inventories	$ 50,314	$ 36,696	37 %
Working capital	$ 166,338	$ 234,349	(29)%
Total assets	$ 577,107	$ 554,017	4 %
Total current and long-term debt	$ 235	$ 310	(24)%
Non-current financial liabilities[1]	$ 2,361	$ 4,881	(52)%
Total shareholders' equity	$ 508,058	$ 479,805	6 %

Note 1: Non-current financial liabilities excludes non-monetary balances related to contingent share consideration, derivative liabilities and deferred income taxes.

On August 31, 2022, the Company had a cash and short-term investments balance of $98,607 compared to $183,555 at August 31, 2021. The decrease is primarily a result of cash used in operating activities of $36,211, capital expenditures of $48,748, additional investment in Debentures of Hyasynth $2,624 and the cash paid for the acquisition of Laurentian of $8,439.

The acquisition of Laurentian increased inventories and receivables during Fiscal 2022 compared to Fiscal 2021.

The Company's decision in Q4 Fiscal 2021 to complete Phase 4C will significantly increased capacity enabling the Company to better meet the increased consumer demand for its products. The work was completed in Q4 Fiscal 2022 and the Company began harvesting from the Phase 4C grow rooms.

For Fiscal 2022 the Company has budgeted $29 million in capital expenditures for the three facilities. This spend would relate to the completion of the expansion at the Laurentian operations and also include automation and enhancements' investments at the Winnipeg edibles and Moncton flower facilities.

Management believes its capital position is healthy and that there is sufficient liquidity available for the near to medium term. In the event that the Company is unable to finance any new expansionary capital expenditures or acquisitions from cash on hand or operating cash flows, it could, if necessary and subject to prevailing market conditions, obtain liquidity through the capital markets as the Common Shares are actively traded on both the NASDAQ and TSX and there is broad analyst coverage amongst sell-side brokerages.

Management expects that the Company will generate positive cash flows from operating activities during Fiscal 2023 and positive free cash flows ("FCF") during calendar 2023.

The following highlights the Company's cash flows during the three months and year ended August 31, 2022 and August 31, 2021:

	THREE MONTHS ENDED		YEAR ENDED	
	AUGUST 31, 2022	AUGUST 31, 2021	AUGUST 31, 2022	AUGUST 31, 2021
Cash provided (used) by:				
Operating activities	$ (19,695)	$ (7,699)	$ (36,211)	$ (28,589)
Financing activities	(161)	55	5,328	174,463
Investing activities	(38,965)	4,617	44,033	(115,109)
Cash provided (used)	$ (58,821)	$ (3,027)	$ 13,150	$ 30,765
Cash position				
Beginning of period	127,336	58,392	55,365	24,600
End of period	$ 68,515	$ 55,365	$ 68,515	$ 55,365
Short-term investments	30,092	128,190	30,092	128,190
Cash and short-term investments	$ 98,607	$ 183,555	$ 98,607	$ 183,555

Cash used in operating activities for the three months and year ended August 31, 2022 were $19,695 and $36,211, respectively, which was primarily driven by the investment in working capital assets. This compares to cash used in operating activities $7,699 and $28,589 from the comparable three months and year ended August 31, 2021 periods, respectively. The year over year increase to cash used in operating activities is primarily due to the higher working capital needs resulting from the growth in revenues.

Cash from financing activities for the three months and year ended August 31, 2022 was a use of $161 and a source of $5,328, respectively, with the year's amount driven by the $6,334 in net equity proceeds from the issuance of Common Shares to BAT as they exercised their top-up rights. In comparison, for the three months and year ended August 31, 2021, cash provided by financing activities was $55 and $174,463, respectively, which was primarily driven by equity issuances from two registered at-the-market offering (ATM) facilities in Fiscal 2021, partially offset by payment of long term debt.

Cash (used) provided in investing activities for the three months and year ended August 31, 2022 was $(38,965) and $44,033, respectively, primarily driven by proceeds from net redemption of short term investments of $98,098, offset by the purchases of capital assets for $15,842 and $48,748, respectively, and additional investment in Hyasynth of $14 and $2,624, respectively. This compares to cash provided by investing activities of $4,617 and cash used by investing activities of $115,109 for the three months and year ended August 31, 2021, respectively, which was primarily driven by proceeds from short-term investments of $10,000 for the three month period and net purchases of short-term investments of $69,948 for the full year period, and purchase of property, plant and equipment of $(5,408) and $(11,757), respectively.

OFF BALANCE SHEET ARRANGEMENTS

There were no off-balance sheet arrangements during the three months and year ended August 31, 2022.

RELATED PARTY TRANSACTIONS

MANAGEMENT AND BOARD COMPENSATION

Key management personnel are those persons having the authority and responsibility for planning, directing, and controlling activities of the Company, directly or indirectly. The key management personnel of the Company are the members of the Company's executive management team and Board of Directors. The transactions are conducted at arm's length and in the normal course of operations.

For the three months and years ended August 31, 2022 and August 31, 2021, the Company's expenses included the following management and Board of Directors compensation:

	THREE MONTHS ENDED		YEAR ENDED	
	AUGUST 31, 2022	AUGUST 31, 2021	AUGUST 31, 2022	AUGUST 31, 2021
Salaries and consulting fees	$ 1,067	$ 452	$ 3,891	$ 2,757
Share-based compensation	1,365	895	3,713	2,555
Total key management compensation	$ 2,432	$ 1,347	$ 7,604	$ 5,312

During the three months and year ended August 31, 2022, 2,787,000 and 3,287,000 stock options (August 31, 2021 – 300,000 and 830,000) were granted to key management personnel with an aggregate fair value of $2,509 and $3,407, respectively (August 31, 2021 – $701 and $1,550). In addition, during the three months and year ended August 31, 2022, nil and 380,372 RSUs, (August 31, 2021 – nil and 359,538), were granted to key management personnel with an aggregate fair value of $nil and $1,022, respectively (August 31, 2021 – $nil and $662). For the three months and year ended August 31, 2022, nil and 158,967 PSUs, (August 31, 2021 – nil and 270,877) were issued to key management personnel with an aggregate fair value of $nil and $167, respectively (August 31, 2021 – $nil and $291).

SIGNIFICANT TRANSACTIONS WITH ASSOCIATES AND JOINT OPERATIONS

The Company has transactions with related parties, as defined in IAS 24 *Related Party Disclosures*, all of which are undertaken in the normal course of business.

For the three months and year ended August 31, 2022, under the PDC Agreement, BAT incurred $592 and $2,404 (August 31, 2021 - $262 and $262) for direct expenses and the Company incurred $2,288 and $6,818 (August 31, 2021 - $987 and $1,074) of direct expenses and capital expenditures for a total of $2,880 and $9,222 (August 31, 2021 - $1,249 and 1,336) related to the Center of Excellence ("CoE"), respectively. The Company recorded $854 and $2,837 (August 31, 2021 - $452 and $494) of these expenditures in the consolidated statement of operations and comprehensive loss. For the three months and year ended August 31, 2022, the Company recorded $586 and $1,774 (August 31, 2021 - $172 and $174) of capital expenditures in the consolidated statement of financial position.

During the three months and year ended August 31, 2022, BAT exercised nil and 2,659,716 Top-up Rights. At August 31, 2022, there is a balance owing to BAT of $2,444 (August 31, 2021 - $nil).

FAIR VALUE MEASUREMENTS

(i) Financial Instruments

Financial instruments recorded at fair value on the consolidated statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The Company categorizes its fair value measurements according to a three-level hierarchy. The hierarchy prioritizes the inputs used by the Company's valuation techniques. A level is assigned to each fair value measurement based on the lowest-level input significant to the fair value measurement in its entirety.

The three levels of the fair value hierarchy are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The fair values of cash, short-term investments and restricted funds approximate their carrying amounts due to their short-term nature. The fair value of long-term debt approximates $235.

The fair value of the EIC contingent share consideration is primarily based on Level 3 unobservable inputs. The determination of the fair value of this liability is primarily driven by the Company's expectations of EIC achieving its milestones. The expected milestones were assigned probabilities and the expected related cash flows were discounted to derive the fair value of the contingent consideration.

At August 31, 2022, the probabilities of EIC achieving the remaining two milestones, as discussed in Note 27 to the Financial Statements, were estimated to be 100%, and 0% respectively. A sensitivity analysis for the probabilities of achieving the milestones was not presented as it was deemed that the impact of reasonable changes in inputs would not be significant.

The fair value of the Laurentian contingent share consideration is primarily based on Level 3 unobservable inputs in a Monte Carlo pricing model. The determination of the fair value of this liability is primarily driven by the Company's expectations of Laurentian achieving its business objectives. The key assumptions used in the model are the expected future sales volumes and selling prices used in determining Laurentian's future adjusted earnings before interest, taxes, depreciation and amortization ("EBITDA") and the weighted average cost of capital ("WACC").

At August 31, 2022, the fair value of the Laurentian contingent share consideration was revalued to $2,913. If the WACC increased by 1%, the estimated fair value of the contingent share consideration and net loss would decrease by $55, or if it is decreased by 1%, the estimated fair value of the contingent share consideration and net loss would increase by $55.

The fair value of derivative warrant liabilities is based on Level 1 and 2 inputs utilized in a Black-Scholes option pricing model to estimate the fair value of such Warrants. The key assumption used in the model is the expected future volatility in the price of the Company's Common Shares.

The fair value of the Top-up Rights is based on Level 3 inputs utilized in a Monte Carlo pricing model to estimate the fair value of such Top-up Rights. The key assumptions used in the model are the expected future price of the Company's Common Shares, the weighted average expected life of the instruments and the expected future volatility of Common Shares.

During the year, there were no transfers of amounts between Levels 1, 2 and 3.

Derivative Warrant Liabilities

At initial recognition on November 12, 2020, the Company recorded derivative liabilities of $12,894 based on the estimated fair value of the Warrants at that date using the Black-Scholes option pricing model. Issue costs were $4,305, of which $803 were allocated to the derivative liabilities based on a pro-rata allocation and expensed in the consolidated statement of operations and comprehensive loss and the balance of $3,502 was allocated to the Common Shares and recorded in share capital.

There were no exercises of Warrants during the year ended August 31, 2022 (August 31, 2021 - 1,743,850 warrants). During the year ended August 31, 2022, the Company revalued the remaining derivative liabilities and recorded a decrease in the estimated fair value of $30,881 (August 31, 2021 - an increase of $29,257).

The Company's derivative liabilities included the following balances and changes in the carrying value of Warrants as of August 31, 2022:

	NUMBER OF WARRANTS	AMOUNT
Balance - August 31, 2021	16,943,650	$ 35,019
Revaluation of Warrants	–	(30,881)
Balance - August 31, 2022	16,943,650	4,138

The following inputs were used to estimate the fair value of the Warrants at August 31, 2022 and August 31, 2021:

	AUGUST 31, 2022	AUGUST 31, 2021
Risk free interest rate	3.64 %	0.45 %
Life of Warrants (years)	1.00	2.20
Market price of Common Shares	1.42	3.38
Expected future volatility of Common Shares	77.30 %	100.00 %
Fair value per warrant	0.24	2.07

As at August 31, 2022, if the implied volatility increased by 10%, then the change in estimated fair value of the Warrants and net loss would increase by $1,042, or if it is decreased by 10%, the change in estimated fair value of the Warrants and net loss would decrease by $1,015.

Top-up Rights

On March 10, 2021, through the strategic investment from BAT, the Company issued 58,336,392 Common Shares, resulting in BAT's beneficial ownership in the Company of approximately 19.9%.

Pursuant to the IRA between the Company and BAT, the Company granted BAT certain Top-up Rights to subscribe for additional Common Shares in specified circumstances where the pre-emptive rights are not applicable (referred to in the IRA as "Exempt Distributions") and in specified circumstances where pre-emptive rights were not exercised (referred to in the IRA as "bought deal Distributions").

The price per Common Share to be paid by BAT pursuant to the exercise of its Top-up Rights will equal the price paid by other participants in the Exempt Distribution or bought deal Distribution, subject to certain restrictions (including, if such price is not permitted pursuant to Securities Laws, at the lowest price permitted thereunder).

The Company has classified the Top-up Rights as a derivative liability, and pursuant to the exercise of stock options, restricted share units, performance share units and warrants that were outstanding at initial recognition on March 10, 2021 (the date of the IRA), the Company recorded a derivative liability of $2,740 based on the estimated fair value of the Top-up Rights at this date using a Monte Carlo pricing model.

As at August 31, 2022, the Company revalued the Top-up Rights at an estimated fair value of $735 (August 31, 2021 – $2,508). The Company recorded a decrease in the estimated fair value change of the Top-up Rights for the year ended August 31, 2022 of $1,769 (August 31, 2021 - $232).

	NUMBER OF TOP-UP RIGHTS	AMOUNT
Balance - August 31, 2021	6,558,539	$ 2,508
Granted	3,979,098	–
Exercised	(2,659,716)	(4)
Cancelled / Forfeited	(287,822)	–
Revaluation of Top-up Rights	–	$ (1,769)
Balance - August 31, 2022	7,590,099	$ 735

The following inputs were used to estimate the fair value of the Top-up Rights at August 31, 2022, and August 31, 2021:

	AUGUST 31, 2022			
	STOCK OPTIONS	WARRANTS	PSUs	RSUs
Average exercise price[1]	$0.60 - $9.53	$2.50	$–	$–
Risk free interest rate	3.15% - 3.71%	3.75%	3.16%	3.13%
Expected future volatility of Common Shares	70.00% - 95.00%	70.00%	90.00%	85.00%
Expected life[1]	1.34 - 5.12	1.20	4.91	5.47
Forfeiture rate	10%	–%	25%	6%

	AUGUST 31, 2021			
	STOCK OPTIONS	WARRANTS	PSUs	RSUs
Average exercise price[1]	$0.59 - $9.64	$2.50	–	–
Risk free interest rate	0.40% - 0.76%	0.46%	0.92%	0.88%
Expected future volatility of Common Shares	90.00% - 110.00%	105.00%	85.00%	90.00%
Expected life[1]	1.85 - 4.16	2.2	5.61	5.18
Forfeiture rate	10%	–%	25%	–%

[1]Exercise price and expected life for stock options were determined using the range of exercise prices disclosed in Note 14(iv) in the Financial Statements

(ii) Biological Assets

The Company measures biological assets, which consist of cannabis plants, at fair value less costs to sell up to the point of harvest, which then becomes the basis for the cost of finished goods inventories after harvest. Subsequent expenditures incurred on these finished goods inventories after harvest are capitalized based on IAS 2 Inventories.

The changes in the carrying value of biological assets as at August 31, 2022 are as follows:

	CAPITALIZED COST	BIOLOGICAL ASSET FAIR VALUE ADJUSTMENT	AMOUNT
Balance, August 31, 2021	$ 5,765	$ 6,357	$ 12,122
Acquisition through business combination	37	146	183
Unrealized gain on change in fair value of biological assets	–	40,001	40,001
Production costs capitalized	48,502	–	48,502
Transfer to inventory upon harvest	(45,551)	(37,289)	(82,840)
Carrying amount, August 31, 2022	$ 8,753	$ 9,215	$ 17,968

The fair value less costs to sell of biological assets is determined using a model which estimates the expected harvest yield in grams for plants currently being cultivated, then adjusts that amount for the average selling price per gram, and for any additional costs to be incurred, such as post-harvest costs. The following unobservable inputs, all of which are classified as Level 3 within the fair value hierarchy (see Note 19 of the Financial Statements), are used in determining the fair value of biological assets:

i. average selling price per gram – calculated as the weighted average current selling price of cannabis sold by the Company, adjusted for expectations about future pricing;

ii. expected average yield per plant – represents the number of grams of finished cannabis inventory which is expected to be obtained from each harvested cannabis plant currently under cultivation;

iii. wastage of plants based on their various stages of growth – represents the weighted average percentage of biological assets which are expected to fail to mature into cannabis plants that can be harvested;

iv. post-harvest costs – calculated as the cost per gram of harvested cannabis to complete the sale of cannabis plants post-harvest, consisting of the cost of direct and indirect materials and labour related to drying, labelling, and packaging; and

v. stage of completion in the cultivation process – calculated by taking the average number of weeks in production over a total average grow cycle of approximately 14 weeks.

The Company estimates the harvest yields for the cannabis on plants at various stages of growth, based on expected yield of mature plants. As of August 31, 2022, it is expected that the Company's biological assets will yield 27,405 kg (August 31, 2021 – 11,368 kg) of cannabis when eventually harvested. The Company's estimates are, by their nature, subject to change, and differences from the expected yield will be reflected in the fair value adjustment to biological assets in future periods. The Company accretes fair value on a straight-line basis according to stage of growth. As a result, a cannabis plant that is 50% through its 14-week growing cycle would be ascribed approximately 50% of its harvest date expected fair value less costs to sell (subject to wastage adjustments).

Management believes the most significant unobservable inputs and their impact on fair value are as follows:

SIGNIFICANT INPUTS & ASSUMPTIONS	WEIGHTED AVERAGE INPUT			EFFECT ON FAIR VALUE	
	AUGUST 31, 2022	AUGUST 31, 2021	SENSITIVITY	AUGUST 31, 2022	AUGUST 31, 2021
Average selling price per gram	$ 1.49	$ 2.54	Increase or decrease by 10% per gram	$ 1,766	$ 1,212
Expected average yield per plant	132 grams	129 grams	Increase or decrease by 10 grams	$ 1,339	$ 937

The expected average yield per plant at August 31, 2022 primarily reflects the average yield of the flower component of the plant (with the exception being cannabidiol ("CBD") dominant strains where trim is also harvested for extraction).

OUTSTANDING SHARE DATA

(i) Outstanding Shares, Warrants and Options and Other Securities

The following table sets out the number of Common Shares, options, warrants, top-up rights, restricted share units and performance share units outstanding of the Company as at August 31, 2022 and November 28, 2022:

	AUGUST 31, 2022	NOVEMBER 28, 2022
Common shares issued and outstanding	313,815,503	313,856,912
Options	11,050,939	11,997,539
Warrants	16,943,650	16,943,650
Top-up rights	7,590,099	8,392,560
Restricted share units	2,345,777	3,796,681
Performance share units	264,871	1,103,099
Total fully diluted shares	352,010,839	356,090,441

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the Financial Statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

The following are the estimates and judgments made by management in applying the accounting policies of the Company that have the most significant effect on the Financial Statements:

1. Biological assets and inventories

Determination of the fair value of biological assets requires management to make a number of estimates, including estimating the average selling price per gram and expected average yield per plant. The Company records obsolete and unsaleable inventories at the lower of cost and net realizable value. Adjustments to the carrying value of inventories are based on obsolescence trends, historical experience, forecast demand and average selling price for obsolete and unsaleable inventories. Refer to Notes 6 and 7 to the Financial Statements for further information.

2. Useful lives and impairment of property, plant and equipment and finite-life intangible assets

Amortization of property, plant and equipment and finite life intangibles assets requires estimates of useful lives, which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts, taking into consideration factors such as economic and market conditions and the useful lives of assets.

3. Share-based payments

In determining the fair value of options and related expenses, management estimates the expected life of the option, the expected volatility of the Company's share price, the risk-free interest rate, and the rate of forfeitures. Refer to Note 14 to the Financial Statements for further information.

4. Adult-use recreational cannabis revenue – provision for returns and price adjustments

Government customers typically have the right to return products, and in some cases, the right to pricing adjustments for products that are subsequently discounted or sold for a lower price in another jurisdiction. The estimation of potential future returns and pricing adjustments includes the use of management estimates and assumptions that may not be certain given the evolving nature of the industry.

5. Impairment of goodwill, long-lived and intangible assets

In determining the recoverable amount of the Company's CGUs, management has applied significant judgment and has made various estimates with respect to the forecasted cash flows, terminal growth rate and post-tax discount rates used in a discounted cash flow model.

6. Derivative liabilities

Warrants issued pursuant to equity offerings that are potentially exercisable in cash or on a cashless basis resulting in a variable number of shares being issued are considered derivative liabilities and therefore measured at fair value through profit or loss. The Company uses the Black-Scholes option pricing model to estimate the fair value of such warrants at inception, on each exercise, and subsequently at the period end date. The key assumption used in the model is the expected future volatility in the price of the Company's Common Shares.

The potential Common Share issuances in regards to top-up rights are considered derivative liabilities and therefore measured at fair value through profit or loss. The Company uses the Monte Carlo pricing model to estimate the fair value of such top-up rights at inception, on each exercise, and subsequently at year date. The key assumption used in the model is the expected future volatility on the price of the Company's Common Shares.

The impact of changes in these key assumptions is described in Note 13 of the Financial Statements.

7. Business combinations
Management performs a valuation analysis to allocate the purchase price based on the acquisition date fair values of the identifiable assets acquired and liabilities assumed. Determining the fair value of identifiable assets acquired and liabilities assumed on the acquisition date and contingent share consideration requires the use of judgment and estimates. With respect to the acquisitions, the significant assumptions related to estimating the fair value of the acquired research and processing licenses, brands and non-compete agreement, included: the royalty rate, forecasted cash flows, gross margin, and estimating time to market with or without key management. Management also exercises judgment in estimating the probability and timing of when earnout milestones are expected to be achieved, which is used for estimating fair values. Valuations are highly dependent on the inputs used and assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied.

New Accounting Pronouncements

The following IFRS standards have been recently issued by the IASB with an effective date after August 31, 2022 and have not yet been adopted by the Company. Pronouncements that are irrelevant or not expected to have a significant impact have been excluded:

Amendments to IAS 1: Classification of Liabilities as Current or Non-Current
The amendments to IAS 1 clarify the requirements relating to determining whether a liability should be presented as current or non-current in the statement of financial position. Under the new requirements, the assessment of whether a liability is presented as current or non-current is based on the contractual arrangements in place as at the reporting date and does not impact the amount or timing of recognition. The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2024. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 8: Definition of Accounting Estimate
The amendments introduced a new definition for accounting estimates, clarifying that the estimates are monetary amounts in the financial statements that are subject to measurement uncertainty which is defined as an uncertainty that arises when monetary amounts in financial reports cannot be observed directly and must instead be estimated. The amendments are effective for annual reporting periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 1: Disclosure of Accounting Policies
The IASB has issued amendments to IAS 1 and IFRS Practice Statement 2 on the application of materiality to disclosure of accounting policies in deciding which accounting policies to disclose in the financial statements. The key amendments to IAS 1 include requiring companies to disclose their material accounting policies rather than their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are immaterial and need not be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are material to a Company's consolidated financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of this amendment on the Company's consolidated financial statements.

Amendments to IAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction
The amendments narrowed the scope of certain recognition exemptions so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. A company applies the amendments to transactions that occur on or after the beginning of the earliest comparative period presented. It also, at the beginning of the earliest comparative period presented, recognizes deferred tax for all temporary differences related to leases and decommissioning obligations and recognizes the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date. The amendments will be effective for the annual period beginning on or after January 1, 2023 and the Company has chosen not to early adopt the amendments. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 37: Onerous Contracts and the Cost of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract or an allocation of other costs that relate directly to fulfilling contracts. The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2022 and the Company has chosen not to early adopt. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 16: Property Plant and Equipment: Proceeds before intended use
The amendments clarify the accounting for the net proceeds from selling any items produced while bringing an item of property plant and equipment into use. The amendments prohibit a company from deducting from the cost of property plant and equipment proceeds from selling items produced while the company is preparing that asset for its intended use. A company will recognize such sales proceeds and related costs in profit and loss. The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2022 and the Company has chosen not to early adopt. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IFRS 9: Financial Instruments
As part of its 2018-2020 annual improvements to IFRS standards process, the IASB issued amendments to IFRS 9. The amendments clarify the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Company applies the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendments. The amendments are effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IFRS 3: Business Combinations
In May 2020, the IASB issued Reference to the Conceptual Framework (Amendments to IFRS 3) with amendments to IFRS 3, which refers to the 2018 Conceptual Framework instead of the 1989 Framework. They also added a requirement that for obligations within the scope of IAS 37, Provisions, Contingent Liabilities and Contingent Assets, ("IAS 37"), an acquirer applies IAS 37 or IFRIC 21, Levies, instead of the Conceptual Framework to identify the liabilities that have been assumed. Finally, the amendment also states that the acquirer does not recognize contingent assets acquired in a business combination. The amendment is effective for annual reporting periods beginning on or after January 1, 2022. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 41: Agriculture
As part of its 2018-2020 annual improvements to IFRS standards process, the IASB issued amendments to IAS 41. The amendments remove the requirement in paragraph 22 of IAS 41 for entities to exclude taxation cash flow when measuring the fair value of a biological asset using a present value technique. This will ensure consistency with the requirements in IFRS 13 *Fair Value Measurement*. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The amendments will have no impact on the Company's consolidated financial statements, due to the short life cycle of its biological assets.

PRODUCT DEVELOPMENT COLLABORATION

On March 10, 2021, in conjunction with the strategic investment received as described herein, the Company and BAT entered into a Product Development Collaboration Agreement (the "PDC Agreement") pursuant to which the CoE was established to focus on developing the next generation of cannabis products with an initial focus on CBD. The CoE is located at the Company's indoor Moncton Campus, which holds the Health Canada licenses required to conduct research and product development activities with cannabis products. Both companies are contributing scientists, researchers, and product developers to the CoE and it is governed and supervised by a steering committee consisting of an equal number of senior members from both companies. Under the terms of the PDC Agreement, both Organigram and BAT have access to certain of each other's IP and, subject to certain limitations, have the right to independently, globally commercialize the products, technologies and IP created by the CoE pursuant to the PDC Agreement.

Pursuant to the terms of the PDC Agreement, $31,109 of the Investment Proceeds was reserved as restricted funds in order to satisfy certain of the Company's future obligations under the PDC Agreement, including the Company's portion of its funding obligations under a mutually agreed initial budget for the CoE. Costs relating to the CoE are funded equally by the Company and BAT. Balances are transferred from restricted funds to the Company's general operating account as CoE related expenditures are periodically reconciled and approved. The balance in restricted funds as at August 31, 2022 is $26,820 (August 31, 2021 - $31,109).

The CoE is accounted for as a joint operation, in which the Company and BAT contribute 50%. The Company recognized its share of the expenses incurred by the CoE in the statement of operations and comprehensive loss. For the year ended August

31, 2022, $2,837 (August 31, 2021 - $494) of expenses have been recorded in the statement of operations and comprehensive loss.

ACQUISITION OF SUBSIDIARIES

i. Laurentian Organic Inc.

On December 21, 2021, the Company acquired 100% of the shares and voting interests of the non-listed Laurentian for $36,000, consisting of $10,000 in cash consideration, $7,000 on closing and $3,000 held back, with the remaining $26,000 in share consideration at the acquisition date. The Company has agreed to provide the seller additional share consideration based on Laurentian's future adjusted EBITDA over a period of two years.

Taking control of Laurentian has enabled the Company to penetrate a new product category and has provided the Company with access to Laurentian's expertise in the hash manufacturing space. The acquisition also provided the Company with an increased share of the craft flower and hash market.

For the year ended August 31, 2022, Laurentian contributed $10,683 of gross revenue and net income of $490, respectively to the consolidated results. If the acquisition had occurred on September 1, 2021, management estimates consolidated gross revenue of the Company would have been $215,654 and consolidated net loss would have been approximately $13,365 for the year ended August 31, 2022.

Equity Instruments Issued

The fair value of the 10,896,442 Common Shares issued was $27,568, based on the TSX listed share price of the Company on closing of December 21, 2021 of $2.53 per share. The number of Common Shares issued was calculated by dividing the total share consideration of $26,000, per the share purchase agreement, by the 5-day volume-weighted average TSX listed share price of the Company preceding the closing date of $2.39.

Acquisition Costs

The Company incurred acquisition-related costs of $1,039 on legal fees and due diligence costs. Of these costs $984 have been included in the statement of operations and comprehensive loss and $55 have been capitalized to share issuance costs.

Contingent Share Consideration

The acquisition includes contingent share consideration as follows (all capitalized terms used below not otherwise defined herein have the respective meanings ascribed to them in the Company's agreement to acquire Laurentian):

a) First Year Earnout calculated for the period January 1, 2022 to December 31, 2022, as the greater of (i) zero and (ii) the difference obtained when the sum of $2,000 and 50% of the agreed capital expenditures is subtracted from 30% of the First Year adjusted EBITDA Multiple, payable in Common Shares, provided that, the sum of the Initial Consideration and the First Year Earnout Amount shall not exceed the First Year adjusted EBITDA Multiple; and
b) Second Year Earnout calculated for the period January 1, 2023 to December 31, 2023, as 19% of the Second Year adjusted EBITDA Multiple less the remaining balance of the agreed capital expenditures less, payable in Common Shares, provided that, the sum of the Initial Consideration, the First Year Earnout Amount and the Second Year Earnout Amount shall not exceed the Second Year EBITDA Multiple.

Earnout payments paid in Common Shares shall be priced based on the five-day volume-weighted average price of the Company's Common Shares on the TSX as of the day prior to settlement. As at the acquisition date, the fair value of the contingent consideration was estimated to be $6,996. As at August 31, 2022, the contingent share consideration has been adjusted to $2,913, to reflect changes in estimates.

Assets acquired and liabilities assumed

The Company acquired net assets of $14,138 for a total purchase consideration of $43,103. The excess of the total purchase consideration over the fair value of the net assets acquired amounting to $28,965 is being presented as goodwill in the Financial Statements.

Goodwill

Goodwill arising from the acquisition represents the expected synergies, future income and growth and other intangibles that do not qualify for separate recognition. None of the goodwill recognized is expected to be deductible for tax purposes.

Refer to Note 27 to the Financial Statements for further information.

ii. The Edibles and Infusions Corporation

On April 6, 2021, the Company acquired 100% of the shares and voting interests of EIC, including intermediate holding companies SUHM Investments Inc. and Quality Confections Corporation who collectively owned 100% of EIC, for $22,000 of

share consideration at the acquisition date. The Company has agreed to provide the seller additional share consideration of $13,000 if EIC achieves various milestones. On August 26, 2021, SUHM Investments Inc, Quality Confections Corporation and EIC amalgamated with the continuing entity being EIC. The fair value of the Common Shares issued was based on the TSX listed share price of the Company on closing of April 5, 2021 of $4.36 per share. The Company incurred acquisition-related costs of $620 on legal fees and due diligence costs. Of these costs $555 had been included in the consolidated statement of operations and comprehensive loss for the year ended August 31, 2021 and $65 were capitalized to share issuance costs.

Contingent share consideration
The acquisition includes contingent share consideration based on various milestones as follows:

a) $3,500 to be paid in Common Shares upon the first listing of EIC or Organigram branded product (which was manufactured at the EIC facility) prior to December 31, 2021 in either the Ontario or Alberta recreational market. This was achieved prior to August 31, 2021 and settled subsequently on September 8, 2021;
b) $7,000 to be paid in Common Shares on the generation of $15 million in net revenue during the 12 months ended December 31, 2022; and
c) $2,500 to be paid in Common Shares on the generation of $7 million in adjusted EBITDA for the 12 months ended December 31, 2022.

Milestone payments paid in Common Shares shall be priced based on the five-day volume-weighted average price of the Company's Common Shares on the TSX as of the day prior to settlement.

As at the acquisition date, the fair value of the contingent consideration was estimated to be $5,249. During the year ended August 31, 2021, the contingent consideration was adjusted to $9,038 to reflect changes in estimates and subsequently on September 8, 2021, the Company issued 1,039,192 Common Shares as consideration on account of EIC's achievement of the first milestone. The Common Shares issued were based on the 5-day volume-weighted average TSX listed share price of the Company of $3.37 per share. The Company revalued the remaining contingent liability and recorded a corresponding increase in fair value in the statement of operations and comprehensive loss of $1,462 (August 31, 2021 - $3,789) during the year ended August 31, 2022. At August 31, 2022, the outstanding balance is $7,000, all of which is included in current liabilities as it is due to be settled within twelve months after the reporting period.

Assets acquired and liabilities assumed
The Company acquired net assets of $12,909 for a total purchase consideration of $27,230. The excess of the total purchase consideration over the fair value of the net assets acquired amounting to $14,321 is being presented as goodwill in the Financial Statements. During the year ended August 31, 2022, the Company finalized the acquisition accounting, which resulted in an increase to the ROU asset of $1,718, increase to lease liabilities of $411 and a decrease to goodwill of $1,307.

Goodwill
The goodwill is attributable to the skills and technical talent of EIC's work force and the synergies expected to be achieved from integrating EIC into the Company's existing business. None of the goodwill recognized is expected to be deductible for tax purposes.

Refer to Note 27 to the Financial Statements for further information.

iii. Goodwill Impairment Test

During Q4 Fiscal 2022, the Company performed its annual goodwill impairment test and concluded that the recoverable amount of its group of CGUs was higher than the carrying value as at August 31, 2022, hence, no impairment was recognized. See Note 9 of the Financial Statements.

CONTINGENT LIABILITIES

The Company recognizes loss contingency provisions for probable losses when management can reasonably estimate the loss. When the estimated loss lies within a range, the Company records a loss contingency provision based on its best estimate of the probable loss. If no particular amount within that range is a better estimate than any other amount, the mid-point of the range is used. As information becomes known a loss contingency provision is recorded when a reasonable estimate can be made. The estimates are reviewed at each reporting date and the estimates are changed when expectations are revised. An outcome that deviates from the Company's estimate may result in an additional expense or release in a future accounting period.

Nova Scotia Claim

On March 3, 2017, a claim in connection with a proposed class-action lawsuit (the "NS Claim") was filed with the Supreme Court of Nova Scotia (the "NS Court") seeking to represent a class who purchased medical marijuana that was the subject of the Company's product recalls in December 2016 and January 2017 as it may have contained trace elements of the pesticides myclobutanil and bifenazate which are not approved for use by licensed producers. Between 2017 and 2021, various proceedings took place and the NS Claim was amended several times.

On April 26, 2022, the Company entered into a Settlement Agreement (the "Settlement") with the representative plaintiff on behalf of the class for an aggregate of $2,310 (the "Settlement Amount"). The Settlement Amount will be used to provide claimants a refund of the amounts paid to purchase the voluntarily recalled product, less any refunds they have already received, as well as the payment of legal fees. On August 31, 2022, the Settlement was approved by the NS Court. Settlement funds of $2,310 were deposited by Organigram with the administrator in October 2022 in accordance with the Settlement Agreement. The administrator has been disbursing funds to the claimants during October and November 2022. The Company reported the NS Claim to its insurance provider which appointed counsel to defend the NS Claim. The Company received insurance proceeds of $532 during the year ended August 31, 2022 to cover all remaining costs associated with the NS Claim.

Alberta Claim

On June 16, 2020, a claim in connection with a proposed national consumer protection class-action lawsuit (the "Alberta Claim") was filed with the Court of Queen's Bench in Alberta (the "AB Court") seeking damages against several Canadian cannabis companies including the Company (the "Defendants"). The Alberta Claim does not particularize all of the claims against the companies; however, it makes allegations with respect to the content of THC and CBD in the companies' products. In order to proceed as a class action, the AB Court must certify the action as a class action. A certification hearing has not yet been scheduled. The Company has reported the Alberta Claim to its insurers.

Estimating an amount or range of possible losses resulting from litigation proceedings is inherently difficult, particularly where the matters involve indeterminate claims for monetary damages and are in the stages of the proceedings where key factual and legal issues have not been resolved. For these reasons, the Company is currently unable to predict the ultimate timing or outcome of or reasonably estimate the possible losses or a range of possible losses resulting from the matter described above. No provision for the Alberta Clam has been recognized as at August 31, 2022 (August 31, 2021 - nil).

At August 31, 2022, a provision of $2,560 (August 31, 2021 - $2,750) in regards to claims and other contingencies was included in the consolidated statement of financial position. For the year ended August 31, 2022, payments of $412 (August 31, 2021 - $nil) were made which were offset by an increase to the provision of $222 (August 31, 2021 - $2,750). The Company also received insurance proceeds of $532 related to the litigation resulting in a net recovery of $310 in the consolidated statements of operations and comprehensive loss for the year ended August 31, 2022 (August 31, 2021 - $470 expense and $1,700 expense, respectively).

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

In accordance with National Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109") and Rule 13a-15 under the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"), the establishment and maintenance of Disclosure Controls and Procedures ("DCP") and Internal Control Over Financial Reporting ("ICFR") is the responsibility of management.

The Company engaged KPMG LLP to perform an "integrated audit" which encompassed an opinion on the fairness of presentation of the Company's audited annual consolidated financial statements for the financial year ended August 31, 2022 , as well as an opinion on the effectiveness of the Company's ICFR. KPMG LLP, the Company's independent registered public accounting firm, has audited the Company's consolidated financial statements and has issued an adverse report on the effectiveness of ICFR. KPMG LLP's attestation report on the Company's ICFR is incorporated by reference into the Company's annual report on Form 40-F under the Exchange Act for the year ended August 31, 2022.

DISCLOSURE CONTROLS AND PROCEDURES

The Company maintains a set of DCP designed to provide reasonable assurance that information required to be publicly disclosed is recorded, processed, summarized and reported on a timely basis. As required by NI 52-109 and Exchange Act Rule 13a-15(b), an evaluation of the design and operation of our DCP was completed as of August 31, 2022 under the supervision and with the participation of management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") using the criteria set forth in Internal Control - Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO 2013 Framework"). Based upon this evaluation, our CEO and CFO concluded that because of the material weaknesses in our ICFR described below, our DCP were not effective as at such date.

INTERNAL CONTROL OVER FINANCIAL REPORTING

NI 52-109 requires the CEO and CFO to certify that they are responsible for establishing and maintaining ICFR for the Company and that those internal controls have been designed and are effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. Similarly, Exchange Act Rule 13a-15(c) requires the Company's management, with the participation of the CEO and CFO, to evaluate ICFR as at the end of the fiscal year. The CEO and CFO are also responsible for disclosing any changes to the Company's internal controls during the most recent period that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

MATERIAL CHANGES TO THE CONTROL ENVIRONMENT

There have been no changes to the Company's ICFR during the three months ended August 31, 2022 that have materially affected, or are likely to materially affect, the Company's ICFR.

MANAGEMENT'S EVALUATION OF INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management, under the supervision and with the participation of its CEO and CFO, conducted an evaluation of the effectiveness of the Company's ICFR as defined by NI 52-109 and Rule 13a-15(f) of the Exchange Act as of August 31, 2022, using the criteria set forth by the COSO 2013 Framework. Based on this evaluation, management concluded that the internal control over financial reporting was not effective as of August 31, 2022, due to material weaknesses in internal control over ICFR that have been previously identified but continue to exist.

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

- An ineffective control environment resulting from an insufficient number of trained financial reporting and accounting, information technology (IT) and operational personnel with the appropriate skills and knowledge and with assigned responsibility and accountability related to the design, implementation and operation of ICFR.
- The insufficient number of personnel described above contributed to an ineffective risk assessment process necessary to identify all relevant risks of material misstatement and to evaluate the implications of relevant risks on its ICFR.
- An ineffective information and communication process resulting from: (i) insufficient communication of internal control information, including objectives and responsibilities, such as delegation of authority; and (ii) ineffective general IT controls, ineffective controls related to complex spreadsheets, and ineffective controls over information from service organizations, resulting in insufficient controls to ensure the relevance, timeliness and quality of information used in control activities.
- As a consequence of the above, the Company had ineffective control activities related to the design, implementation and operations of process level and financial statement close controls which had a pervasive impact on the Company's ICFR.

KPMG LLP, an independent registered public accounting firm that audited our financial statements, has audited the effectiveness of our ICFR, and has expressed an adverse opinion in their report included with the Company's annual financial statements.

LIMITATIONS ON SCOPE OF DESIGN

The Company has limited the scope of its evaluation of DCP and ICFR to exclude controls, policies and procedures over entities that were acquired by the Company not more than 365 days before the end of the financial period. The only entity controlled by the Company but that was scoped out of the evaluation of DCP and ICFR was Laurentian (acquired on December 21, 2021).

Excluding goodwill, Laurentian constitutes approximately 2% of the Company's current assets, 5% of total assets, 7% of current liabilities and 11% of total liabilities, as well as 5% of net revenue and 3% of net loss as at and for the year ended August 31, 2022.

STATUS OF REMEDIATION PLAN

As disclosed in the prior year, management, with the assistance of external and internal specialists, has continued reviewing and revising its ICFR. Management remains committed to implementing changes to its ICFR to ensure that the control deficiencies that contributed to the material weaknesses are remediated. The following remedial activities have been implemented or remain in progress as at the date of this MD&A and will continue throughout Fiscal 2023 until remediated:

- We are implementing additional ongoing oversight, training and communication programs for management and personnel to reinforce the Company's control standards and expectations, enhance understanding of assessed risks, and clarify individual responsibility for control activities at various levels within the Company. We have continued to formalize and improve risk assessment and monitoring activities with continued regular reporting to those charged with governance at an appropriate frequency. We are preparing a delegation of authority matrix to enforce desired limits of authority for key transactions, events, and commitments, and are working to revise the matrix to reflect organizational changes with a view to then formally communicating these limits of authority to relevant personnel throughout the Company.
- We have bolstered the financial reporting and accounting department's internal controls and accounting knowledge with a number of new full-time employees including those in more senior roles. The Company has implemented retention efforts to complement its hiring. Roles and responsibilities are continually assessed with a view to meeting the needs of the Company's internal control environment.
- We have hired more senior internal audit specialists and continue to retain external audit specialists to assist management in evaluating internal controls and provide advisory services in designing the remediation plans. These specialists are expected to enhance our continuing efforts in Fiscal 2023 to evaluate significant financial reporting processes to ascertain if there are any new processes that need to be documented, continue to assess risks related to financial reporting, and re-evaluate the design and operating effectiveness of key controls within those processes
- We have hired a Chief Information Officer to oversee the IT department, support the remediation of deficiencies in general IT controls and facilitate the development and implementation of the ERP project. The ERP project is expected to streamline financial data management processes, improve functionality and reduce reliance on manual spreadsheets. The ERP has multiple phases at various stages of development including design, development and testing. The first phase of the ERP is expected to be implemented in Fiscal 2023.
- We continue to simplify and streamline our complex spreadsheet models to reduce the risk of errors in mathematical formulas and to improve the ability to verify the logic of complex spreadsheets.

Senior management has discussed the material weaknesses described above with the Audit Committee which will continue to review progress on these remediation activities. While we believe these actions will contribute to the remediation of material weaknesses, we have not completed all the corrective processes, procedures and related evaluation or remediation that we believe are necessary. As we continue to evaluate and work to remediate the material weaknesses, we may need to take additional measures to address the deficiencies. Until the remediation steps set forth above, including the efforts to implement any additional control activities identified in the process, are fully implemented and operate for a sufficient period of time that they can be concluded to be operating effectively, the material weaknesses described above will not be considered fully remediated. No assurance can be provided at this time that the actions and remediation efforts will effectively remediate the material weaknesses described above or prevent the incidence of other material weaknesses in the Company's ICFR in the future. We do not know the specific time frame needed to fully remediate the material weaknesses identified above. See "Risk Factors" in this MD&A and the AIF.

Management, including the CEO and CFO, does not expect that disclosure controls and procedures or internal control over financial reporting will prevent all misstatements, even as the remediation measures are implemented and further improved to address the material weaknesses. The design of any system of internal controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving the stated goals under all potential future conditions.

RISK FACTORS

The Company's business is subject to risks inherent in a high growth, heavily regulated enterprise, and the Company has identified certain risks pertinent to its business that may have affected or may affect its business, financial conditions, results of operations and cash flows, as further described throughout this MD&A and under "Risk Factors" in the AIF. For additional risk factors, readers are directed to the Company's most recent AIF, which is (a) available under the Company's issuer profile on SEDAR at www.sedar.com, and (b) incorporated into and forms part of the Company's annual report on Form-40F filed on EDGAR at www.sec.gov. As a general matter, management of the Company attempts to assess and mitigate any risks and uncertainties by retaining experienced professional staff and assuring that the Board of Directors and senior management of the Company are monitoring the risks impacting or likely to impact the business on a continuous basis.

(i) Credit Risk

Credit risk arises from deposits with banks, short-term investments, outstanding trade and loan receivables, and restricted funds. For trade receivables, the Company does not hold any collateral as security but mitigates this risk by dealing only with what management believes to be financially sound counterparties and, accordingly, does not anticipate significant loss for non-performance. For other receivables, out of the normal course of business such as the loan receivable, management generally obtains guarantees and general security agreements. The maximum exposure to credit risk of cash, short-term investments, accounts receivable, loan receivable, and restricted funds on the statement of financial position at August 31, 2022 approximates $171,799 (August 31, 2021 - $235,949).

As of August 31, 2022 and August 31, 2021, the Company's aging of trade receivables was as follows:

	AUGUST 31, 2022	AUGUST 31, 2021
0-60 days	$ 42,961	$ 20,029
61-120 days	2,022	886
Gross trade receivables	$ 44,983	$ 20,915
Less: Expected credit losses and reserve for product returns and price adjustments	(1,121)	(710)
	$ 43,862	$ 20,205

(ii) Liquidity Risk

The Company's liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by reviewing on an ongoing basis its capital requirements. At August 31, 2022, the Company had $68,515 (August 31, 2021 – $55,365) of cash and working capital of $166,338 (August 31, 2021 - $234,349). Further, the Company may potentially access equity capital through the capital markets if required.

The Company is obligated to the following contractual maturities relating to their undiscounted cash flows as at August 31, 2022:

	Carrying Amount	Contractual Cash Flows	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Accounts payable and accrued liabilities	$ 40,864	$ 40,864	$ 40,864	$ –	$ –	$ –
Long-term debt	235	248	80	168	–	–
	$ 41,099	$ 41,112	$ 40,944	$ 168	$ –	$ –

The contractual maturities noted above are based on contractual due dates of the respective financial liabilities.

In connection with the Company's facilities, the Company is contractually committed to approximately $15,797 of capital expenditures, mostly related to its Moncton and LAU Campuses.

(iii) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the Company is comprised of interest rate risk, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rate. The Company has determined that a 1% change in rates would not have a material impact on the consolidated financial statements.

(iv) Concentration risk

The Company's accounts receivable are primarily due from provincial government agencies (three of which, individually, represented more than 10% of the Company's revenues during the year ended August 31, 2022), corporations (none of which

represented more than 10% of the Company's revenues during the period), and legal trusts and, thus, the Company believes that the accounts receivable balance is collectible.

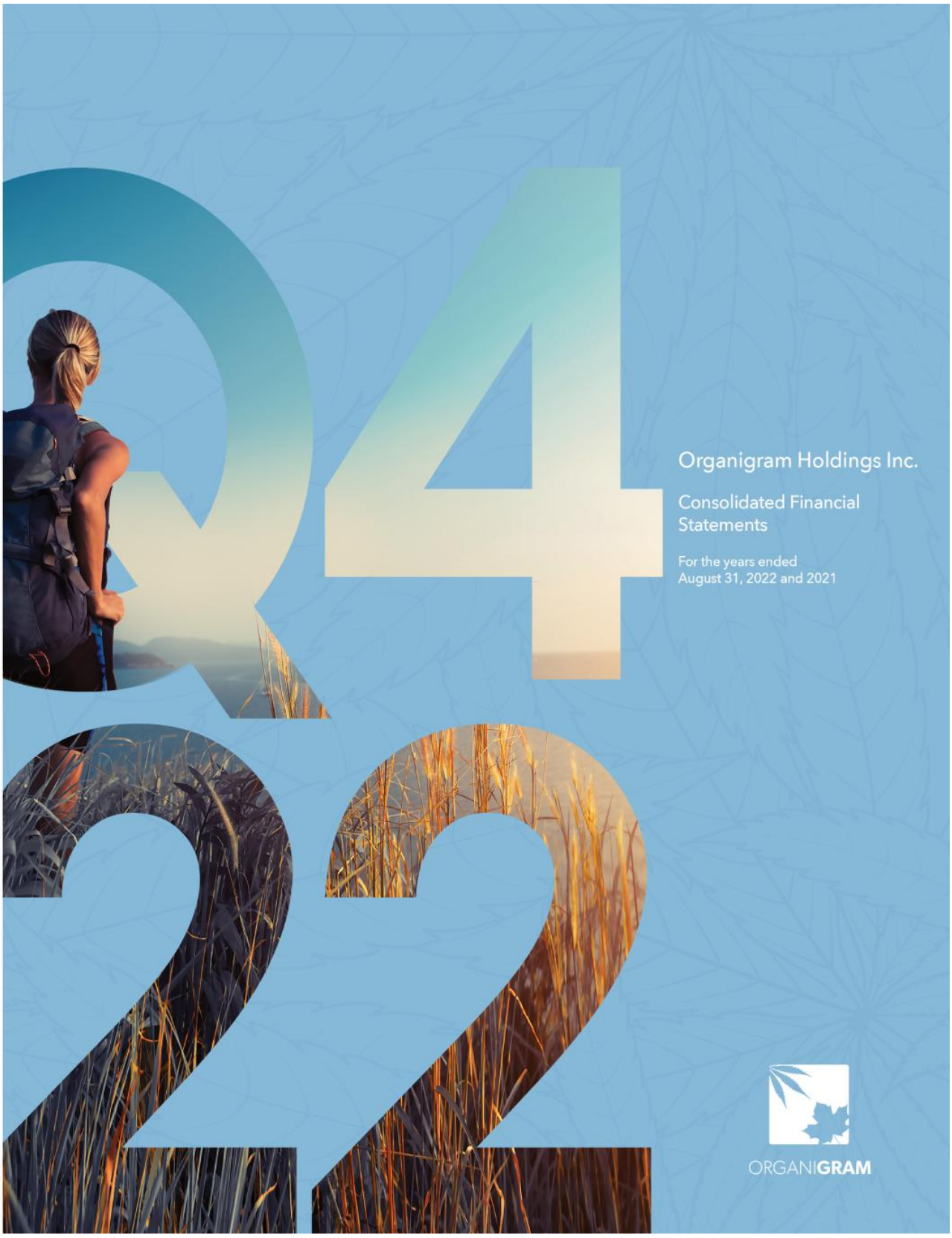
COVID-19

In March 2020, the World Health Organization declared the outbreak of a novel strain of coronavirus ("COVID-19") and resulted in governments worldwide enacting emergency measures to combat its spread. These measures, which included the implementation of travel restrictions, quarantine periods and physical distancing requirements, affected economies and disrupted business operations for the Company and its customers.

While vaccination programs are maturing and generally restrictions are easing across most countries, there is ongoing concern and uncertainty regarding new and potential variants and continued global spread. The extent to which COVID-19 may impact the Company's business, including its operations, market for its securities and its financial condition, will depend on future developments which are highly uncertain and cannot be predicted at this time. Furthermore, depending on the duration and severity of the COVID-19 pandemic, it may also have the effect of heightening many of the other business risks such as risks relating to the Company's supply chain (availability and cost of raw materials and components) and the successful on-time completion of business objectives. The Company will continue to monitor and assess the impact of COVID-19 on its judgments, estimates, accounting policies and amounts recognized in the Financial Statements.

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Organigram Holdings Inc.

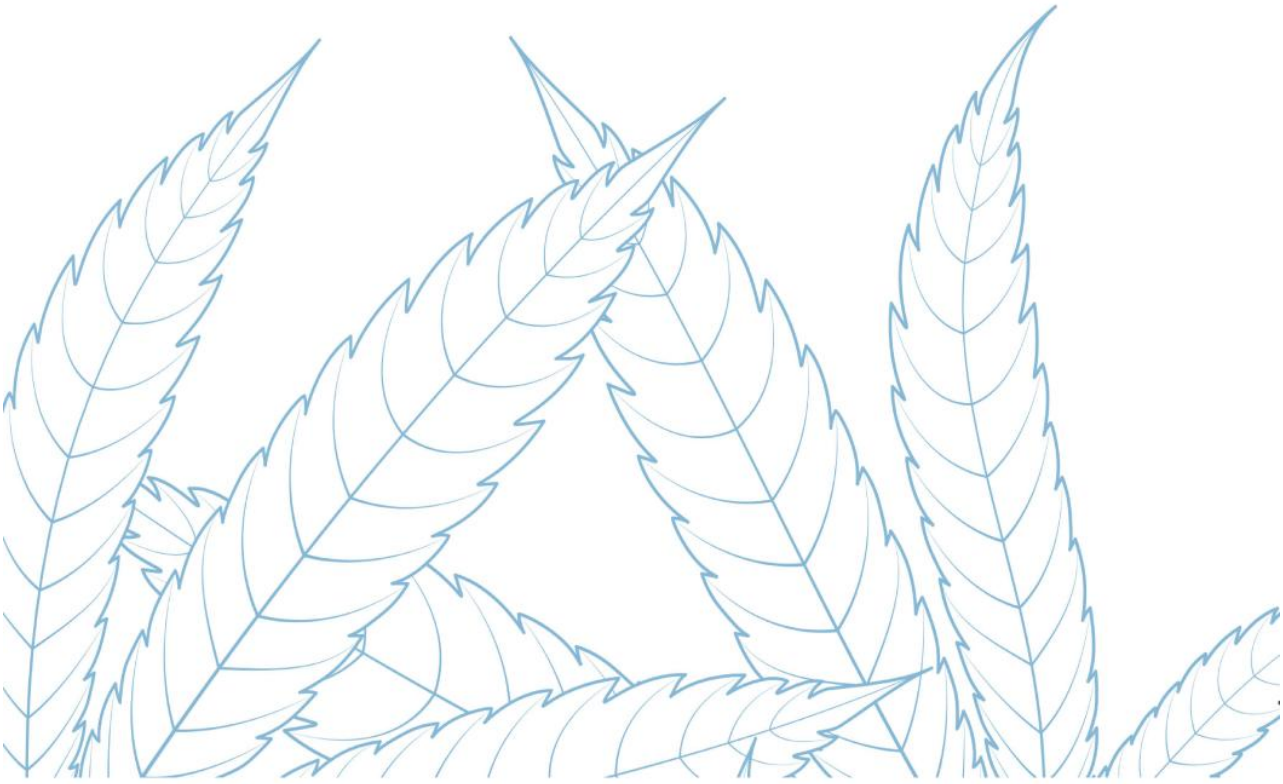
Consolidated Financial Statements

For the years ended
August 31, 2022 and 2021

ORGANIGRAM

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ORGANIGRAM

November 28, 2022

Management's Responsibility for the Financial Statements

The accompanying consolidated financial statements of Organigram Holdings Inc. (the "Company") have been prepared by the Company's management in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and contain estimates based on management's judgment. Internal control systems are maintained by management to provide reasonable assurance that assets are safe-guarded and financial information is reliable.

The Board of Directors of the Company is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements and the accompanying management discussion and analysis. The Board of Directors carries out this responsibility principally through its Audit Committee.

The Audit Committee is appointed by the Board of Directors. It meets with the Company's management and auditors, and reviews internal controls and financial reporting matters to ensure that management is properly discharging its responsibilities before submitting the financial statements to the Board of Directors for approval.

(signed) 'Beena Goldenberg'	(signed) 'Derrick West'
Chief Executive Officer	Chief Financial Officer
Moncton, New Brunswick	Moncton, New Brunswick

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Organigram Holdings Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Organigram Holdings Inc. and subsidiaries (the Company) as of August 31, 2022 and 2021, the related consolidated statements of operations and comprehensive loss, changes in equity, and cash flows for each of the years in the two-year period ended August 31, 2022, and the related notes (collectively, 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 August 31, 2022 and 2021, and its financial performance and its cash flows for each of the years in the two-year period ended August 31, 2022, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of August 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated November 28, 2022 expressed an adverse opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the 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.

KPMG LLP, an Ontario limited liability partnership and member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. KPMG Canada provides services to KPMG LLP.

We conducted our audits 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: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) 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.

Assessment of measurement of fair value of biological assets

As discussed in Notes 3 iii and xx to the consolidated financial statements, the Company measures biological assets, which consist of cannabis plants, at fair value less costs to sell up to the point of harvest, which then becomes the basis for the cost of finished goods inventories after harvest. As disclosed in note 6 to the consolidated financial statements, as of August 31, 2022, the carrying value of the Company's biological assets was $17,968 thousand. The fair value less costs to sell of biological assets is determined using a model which utilizes an estimate of the expected average yield per plant in grams for plants currently being cultivated, multiplied by the average selling price and then adjusted for any additional costs to be incurred, such as post-harvest costs.

We identified the assessment of the significant assumptions used to estimate the fair value less costs to sell of biological assets as a critical audit matter as a high degree of auditor judgment was required to evaluate the significant assumptions. The significant assumptions used to determine the fair value less costs to sell of biological assets are expected average yield per plant and average selling price per gram.

The following are the primary procedures we performed to address this critical audit matter. We tested the expected average yield per plant by observing the number of grams harvested from certain plants at a selection of post-harvest weigh ins and comparing the number to the actual harvest records. We tested the average selling price per gram by comparing to actual sales prices per gram as set out in sales invoices for transactions in the fourth quarter and subsequent to year end. We performed sensitivity analyses over the Company's significant assumptions used to determine the fair value less costs to sell of

biological assets to assess the impact of changes in these assumptions on the Company's determination of fair value less costs to sell.

Assessment of valuation of goodwill

As disclosed in Note 9 to the consolidated financial statements, the goodwill balance as of August 31, 2022 was $41,979 thousand. As discussed in Notes 3 vi, viii and xx, goodwill is tested annually for impairment during the fourth quarter, or more frequently when there is an indication that goodwill may be impaired. For the purpose of impairment testing, the Company monitors and tests goodwill at the group of cash-generating units ("CGUs") level to which the goodwill has been allocated. If the recoverable amount of the group of CGUs is less than its carrying amount, any resulting impairment loss is first allocated to goodwill and subsequently to other assets on a pro rata basis for each CGU. The recoverable amount is determined based on value in use which involves the use of a discounted cash flow model and significant assumptions which include forecasted cash flows, terminal growth rate and post-tax discount rate.

We identified the assessment of the goodwill impairment as a critical audit matter. A high degree of subjective auditor judgment was required to evaluate the forecasted cash flows, terminal growth rate and post-tax discount rate assumptions. These assumptions were challenging to test as they represented subjective determinations of future market and economic conditions that were also sensitive to variation. Changes to these assumptions could have had a significant impact on the Company's assessment of the recoverable amount of the group of CGUs. In addition, the audit effort associated with this estimate required specialized skills and knowledge.

The following are the primary procedures we performed to address this critical audit matter. We compared the Company's historical cash flow forecasts to actual results to assess the Company's ability to accurately forecast cash flows. We evaluated the reasonableness of the Company's forecasted cash flows by comparing the forecasted cash flows to historical actual results, planned business initiatives and external industry reports. In addition, we involved valuation professionals with specialized skills and knowledge, who assisted in:

- Assessing the Company's post-tax discount rate against discount rate ranges that were independently developed using publicly available market data for comparable companies.
- Performing sensitivity analyses over the Company's post-tax discount rate to assess the impact on the determination of recoverable amount.
- Evaluating the terminal growth rate by considering the growth profile of the group of CGUs and overall macroeconomic conditions.

Evaluation of the fair value measurement of intangible assets acquired in the Laurentian Organic Inc. acquisition

As discussed in Note 27 to the consolidated financial statements, on December 21, 2021, the Company acquired Laurentian Organic Inc. in a business combination for total purchase consideration of $43,103 thousand, including intangible assets of $14,217 thousand relating to brands and a license. As discussed in Note 3 xx, the determination of the acquisition-

date fair values of the intangible assets acquired requires the Company to make significant assumptions, which include, among others, forecasted revenues, forecasted cash flows, royalty rate, and the discount rate.

We identified the evaluation of the acquisition-date fair value measurement of brands and license acquired in the Laurentian acquisition as a critical audit matter. A high degree of subjective auditor judgment was required to evaluate the forecasted revenues, the royalty rate and the discount rate assumptions used in the acquisition-date fair value determination of the acquired brands, and to evaluate the forecasted cash flows and discount rate assumptions used in the acquisition-date fair value determination of the acquired license. Changes in these assumptions could have had a significant impact on the acquisition-date fair values of the brands and license acquired. In addition, the audit effort associated with these estimates required specialized skills and knowledge.

The following are the primary procedures we performed to address this critical audit matter. We compared the Company's forecasted revenues and forecasted cash flows to historical results of the acquired company. We performed sensitivity analyses over the acquisition-date fair values of the brands and license by considering reasonable possible changes to forecasted revenues and to forecasted cash flows and comparing the results to the Company's fair value estimates. To assess discount rate and royalty rate assumptions would have had on the Company's determination of the acquisition-date fair values of the brands and license, we involved valuation professionals with specialized skills and knowledge who assisted in:

- Evaluating the discount rate assumptions by comparing them against a range that was independently developed using publicly available market data for comparable entities.
- Evaluating the royalty rate, which was applied against forecasted revenues to calculate forecasted royalty income, using industry knowledge, qualitative factors specific to the brand and through consideration of comparable brand licensing arrangements to determine the royalty rate.

KPMG LLP

We have served as the Company's auditor since 2020.

Vaughan, Canada
November 28, 2022

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Organigram Holdings Inc.:

Opinion on Internal Control Over Financial Reporting

We have audited Organigram Holdings Inc.'s and subsidiaries' (the Company) internal control over financial reporting as of August 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, because of the effect of the material weaknesses, described below, on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of August 31, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of financial position of the Company as of August 31, 2022 and 2021, the related consolidated statements of operations and comprehensive loss, changes in equity, and cash flows for each of the years in the two-year period ended August 31, 2022, and the related notes (collectively, the consolidated financial statements), and our report dated November 28, 2022 expressed an unqualified opinion on those consolidated financial statements.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. Material weaknesses related to the following have been identified and included in management's assessment:

- An ineffective control environment resulting from an insufficient number of trained financial reporting and accounting, information technology (IT) and operational personnel with the appropriate skills and knowledge and with assigned responsibility and accountability related to the design, implementation and operation of internal control over financial reporting.
- The insufficient number of personnel described above contributed to an ineffective risk assessment process necessary to identify all relevant risks of material misstatement

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and to evaluate the implications of relevant risks on its internal control over financial reporting.

- An ineffective information and communication process resulting from (i) insufficient communication of internal control information, including objectives and responsibilities, such as delegation of authority; and (ii) ineffective general IT controls, ineffective controls related to complex spreadsheets, and ineffective controls over information from service organizations, resulting in insufficient controls to ensure the relevance, timeliness and quality of information used in control activities.
- As a consequence of the above, the Company had ineffective control activities related to the design, implementation and operation of process-level and financial statement close controls which had a pervasive impact on the Company's internal control over financial reporting.

The material weaknesses were considered in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements, and this report does not affect our report on those consolidated financial statements.

The Company acquired Laurentian Organic Inc. during its 2022 fiscal year, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of August 31, 2022, Laurentian Organic Inc.'s internal control over financial reporting which constitutes, excluding goodwill, 2% of current assets, 5% of total assets, 7% of current liabilities and 11% of total liabilities as well as 5% of net revenue and 3% of net loss included in the consolidated financial statements of the Company as of and for the year ended August 31, 2022. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of Laurentian Organic Inc.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Management's Evaluation of Internal Control over Financial reporting" found in Management's Discussion and Analysis. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the 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 audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

KPMG LLP

Vaughan, Canada
November 28, 2022

ORGANIGRAM HOLDINGS INC.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

For the years ended August 31, 2022 and 2021

(Expressed in CDN $000's except share and per share amounts)

	YEAR ENDED	
	AUGUST 31, 2022	AUGUST 31, 2021 (Note 29)
REVENUE		
Gross revenue (Note 20)	$ 209,109	$ 109,859
Excise taxes	(63,300)	(30,696)
Net revenue	145,809	79,163
Cost of sales (Note 7 and Note 21)	119,037	103,567
Gross margin before fair value adjustments	26,772	(24,404)
Realized loss on fair value on inventories sold and other inventory charges (Note 7)	(35,204)	(35,721)
Unrealized gain on changes in fair value of biological assets (Note 6)	40,001	31,726
Gross margin	31,569	(28,399)
OPERATING EXPENSES		
General and administrative (Note 23)	42,908	29,920
Sales and marketing	16,860	15,807
Research and development (Note 26)	5,962	3,645
Share-based compensation (Note 14(iv))	4,745	3,215
Impairment of property, plant and equipment (Note 8)	4,245	9,133
Impairment of intangible assets (Note 9)	–	1,701
Total operating expenses	74,720	63,421
LOSS FROM OPERATIONS	(43,151)	(91,820)
Financing costs	429	2,960
Investment income	(1,487)	(854)
Insurance recoveries	(181)	–
Government subsidies (Note 25)	(154)	(8,147)
Share of loss from investments in associates (Note 16)	1,364	1,118
Impairment of loan receivable and investments in associates	250	5,245
Loss on disposal of property, plant and equipment	6,580	2,426
Change in fair value of contingent consideration (Note 15(i))	(2,621)	3,558
Share issue costs allocated to derivative liabilities (Note 13)	–	803
Change in fair value of derivative liabilities (Note 13)	(32,650)	29,025
Legal provision (recovery) (Note 11 and Note 22)	(310)	2,750
Loss before tax	(14,371)	(130,704)
Income tax expense (recovery) (Note 24)		
Current, net	400	–
Deferred, net	(488)	–
NET LOSS	$ (14,283)	$ (130,704)
Other comprehensive loss		
Foreign currency translation loss, net of tax	–	(128)
COMPREHENSIVE LOSS	$ (14,283)	$ (130,832)
Net loss per common share, basic (Note 14 (v))	$ (0.046)	$ (0.510)
Net loss per common share, diluted (Note 14 (v))	$ (0.046)	$ (0.510)

The accompanying notes are an integral part of these Consolidated Financial Statements.

ORGANIGRAM HOLDINGS INC.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the years ended August 31, 2022 and 2021

(Expressed in CDN $000's except share and per share amounts)

	NUMBER OF SHARES	SHARE CAPITAL	EQUITY RESERVES	ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME	ACCUMULATED DEFICIT	SHAREHOLDERS' EQUITY
Balance - September 1, 2020	194,511,061	$420,673	$23,744	$50	$ (144,940)	$299,527
Unit financing, net of issue costs of $3,502 (Note 14 (iii))	37,375,000	52,747	–	–	–	52,747
Private placement, net of issue costs of $1,174 (Note 14 (iii))	58,336,392	217,297	–	–	–	217,297
Shares issued related to business combination, net of issue costs of $65 (Note 14 (iii) and Note 28)	5,045,873	21,935	–	–	–	21,935
Share-based compensation (Note 14 (iv))	–	–	3,612	–	–	3,612
Exercise of stock options (Note 14 (iii))	1,691,498	6,268	(2,241)	–	–	4,027
Exercise of restricted share units (Note 14 (iii))	80,491	382	(382)	–	–	–
Exercise of performance share units (Note 14 (iii))	1,858	9	(9)	–	–	–
Exercise of warrants (Note 14 (iii))	1,743,850	11,492	–	–	–	11,492
Foreign currency translation gain (loss), net of tax	–	–	–	(128)	–	(128)
Net loss	–	–	–	–	(130,704)	(130,704)
Balance - August 31, 2021	298,786,023	$ 730,803	$ 24,724	$ (78)	$ (275,644)	$ 479,805
Shares issued related to business combination, net of issue costs of $12 (Note 14 (iii) and Note 27)	1,039,192	3,488	–	–	–	3,488
Shares issued related to business combination, net of issue costs of $55 (Note 14 (iii) and Note 27)	10,896,442	27,513	–	–	–	27,513
Share-based compensation (Note 14 (iv))	–	–	5,127	–	–	5,127
Exercise of stock options (Note 14 (iii))	100,799	127	(53)	–	–	74
Exercise of restricted share units (Note 14 (iii))	259,000	1,239	(1,239)	–	–	–
Exercise of performance share units (Note 14 (iii))	74,331	221	(221)	–	–	–
Exercise of top-up rights, net of issue costs of $18 (Note 14 (iii))	2,659,716	6,334	–	–	–	6,334
Net loss	–	–	–	–	(14,283)	(14,283)
Balance - August 31, 2022	313,815,503	$ 769,725	$ 28,338	$ (78)	$ (289,927)	$ 508,058

The accompanying notes are an integral part of these Consolidated Financial Statements.

ORGANIGRAM HOLDINGS INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended August 31, 2022 and 2021

(Expressed in CDN $000's except share and per share amounts)

	YEAR ENDED	
	AUGUST 31, 2022	AUGUST 31, 2021
CASH PROVIDED (USED)		
OPERATING ACTIVITIES		
Net loss	$ (14,283)	$ (130,704)
Items not affecting operating cash:		
Share-based compensation (Note 14 (iv))	5,127	3,896
Depreciation and amortization (Note 8 and Note 9)	24,907	31,033
Loss on disposal of property, plant and equipment and intangibles	6,580	2,426
Impairment losses	4,495	6,946
Realized loss on fair value on inventories sold and other inventory charges	35,204	35,721
Unrealized changes in fair value of biological assets (Note 6)	(40,001)	(31,726)
Financing costs	429	2,960
Investment income	(1,487)	(854)
Share of loss from investments in associates (Note 16)	1,364	1,118
Change in fair value of contingent consideration (Note 15(i))	(2,621)	3,558
Legal provision (recovery) (Note 11 and Note 22)	(310)	2,750
Change in fair value of derivative liabilities (Note 13)	(32,650)	29,025
Share issue costs allocated to derivative liabilities (Note 13)	–	803
Income tax expense (recovery)	(88)	–
Changes in non-cash working capital:		
Net change in accounts receivable	(24,020)	(6,007)
Net change in biological assets	(2,951)	(986)
Net change in inventories	(9,267)	19,932
Net change in accounts payable and accrued liabilities	12,148	2,062
Net change in other liabilities	2,511	–
Net change in provisions	120	–
Net change in prepaid expenses and deferred charges	(1,418)	(542)
Net cash used in operating activities	(36,211)	(28,589)
FINANCING ACTIVITIES		
Proceeds from unit financing, net of issue costs (Note 13)	–	64,839
Private placement, net of share issue costs (Note 13)	–	220,037
Share issue costs (Note 14(iii))	(85)	–
Payment of lease liabilities, net of sublease receipts (Note 15(ii))	(931)	(1,344)
Payment of long-term debt (Note 12)	(82)	(115,059)
Stock options, warrants and top-up rights exercised (Note 14(iii))	6,426	8,387
Interest and fees paid on long-term debt	–	(2,397)
Net cash provided by financing activities	5,328	174,463
INVESTING ACTIVITIES		
Purchase of short-term investments	(15,000)	(120,020)
Proceeds from short-term investments	113,098	50,072
Investment income (loss)	1,487	782
Investments in associates (Note 16)	(2,624)	(2,539)
Advances to restricted funds, net (Note 26)	4,289	(31,109)
Acquisition of subsidiary (Note 27)	(8,439)	–
Purchase of property, plant and equipment, net (Note 8)	(48,748)	(11,757)
Purchase of intangible assets (Note 9)	(30)	(538)
Net cash provided by (used in) investing activities	44,033	(115,109)
INCREASE IN CASH	$ 13,150	$ 30,765
CASH POSITION		
Beginning of period	$ 55,365	$ 24,600
End of period	$ 68,515	$ 55,365

The accompanying notes are an integral part of these Consolidated Financial Statements.

1. NATURE OF OPERATIONS

Organigram Holdings Inc. (the "Company") is a publicly traded corporation with its common shares (the "Common Shares") trading on the Toronto Stock Exchange ("TSX") and on the Nasdaq Global Select Market ("NASDAQ") under the symbol "OGI". The head office of the Company is 1250-333 Bay Street, Toronto, Ontario, Canada, M5H 2R2 and the registered office is 35 English Drive, Moncton, New Brunswick, Canada, E1E 3X3.

The Company's major wholly-owned subsidiaries are: (i) Organigram Inc., a licensed producer ("LP" or "Licensed Producer") of cannabis and cannabis-derived products in Canada regulated by Health Canada under the Cannabis Act and the Cannabis Regulations (Canada); (ii) 10870277 Canada Inc., a special purpose holding company for the Company; (iii) The Edibles and Infusions Corporation ("EIC"), a cannabis processor of confectionary goods; and (iv) Laurentian Organic Inc. ("Laurentian"), an LP specializing in high-quality artisanal craft cannabis and premium Afghan hash. Organigram Inc. was incorporated under the Business Corporation Act (New Brunswick), on March 1, 2013. Organigram Holdings Inc. was continued under the Canada Business Corporations Act ("CBCA") on April 6, 2016. 10870277 Canada Inc. was incorporated under the CBCA on July 4, 2018. The Edibles and Infusions Corporation was incorporated under the Business Corporation Act (Ontario) on September 20, 2018. Laurentian Organic Inc. was incorporated under the CBCA on March 18, 2019.

2. BASIS OF PREPARATION

i. Statement of compliance

These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

These consolidated financial statements were approved and authorized for issue by the Board of Directors of the Company on November 28, 2022.

ii. Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis except for biological assets, short-term investments, share-based compensation, contingent share consideration, and derivative liabilities, which are measured at fair value.

Historical cost is the fair value of the consideration given in exchange for goods and services, which is generally based upon the fair value of the consideration given in exchange for assets at the time of the transaction.

iii. Basis of consolidation

These consolidated financial statements include the accounts of the Company and its subsidiaries on a consolidated basis after elimination of intercompany transactions and balances. Subsidiaries are entities the Company controls when it is exposed, or has rights, to variable returns from its involvement and has the ability to affect those returns through its power to direct the relevant activities of the Company. The results of subsidiaries acquired during the year are consolidated from the date of acquisition.

Associates are all entities over which the Company has significant influence but not control or joint control. Investments in associates are accounted for using the equity method after initial recognition at cost. Joint operations are arrangements in which the Company has joint control. The Company includes its proportionate share of the assets acquired and expenses incurred of the joint operation.

iv. COVID-19 estimation uncertainty

In March 2020, the World Health Organization declared the outbreak of a novel strain of coronavirus ("COVID-19"), a global pandemic. Government measures to limit the spread of COVID-19, including the closure of non-essential businesses, continued to disrupt the Company's operations during the year ended August 31, 2022.

The production and sale of cannabis and cannabis-derived products have been recognized as essential services across Canada; however COVID-19 related challenges have persisted, including, but not limited to, reduced staffing levels, production inefficiencies resulting from increased health and safety measures, and limited supply chain issues.

Due to the ongoing developments and uncertainty surrounding COVID-19, it is not possible to predict the continuing impact that COVID-19 will have on the Company, its financial position, and/or its operating results in the future. In addition, it is possible that estimates in the Company's consolidated financial statements will change in the near-term as a result of

COVID-19, and the effect of any such changes could be material. The Company is closely monitoring the impact of COVID-19 on all aspects of its business.

v. Foreign currency translation

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the Company's and its subsidiaries' functional currency, except for the Company's investment in its associate, Alpha-Cannabis Pharma GmbH as described in Note 16, for which the functional currency has been determined to be Euros.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in currencies other than an operation's functional currency are recognized in the consolidated statements of operations and comprehensive loss.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Canadian dollars at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Canadian dollars using average exchange rates for the month during which the transactions occurred. Foreign currency differences are recognized in the consolidated statements of operations and comprehensive loss within other comprehensive (loss) income and are accumulated in accumulated other comprehensive (loss) income.

When the Company disposes of its entire interest in a foreign operation, or loses control over a foreign operation, the foreign currency gains or losses accumulated in other comprehensive (loss) income related to the foreign operation are recognized in profit or loss. If the Company disposes of part of an interest in a foreign operation that remains a subsidiary, a proportionate amount of foreign currency gains or losses accumulated in other comprehensive (loss) income related to the subsidiary is reallocated between controlling and non-controlling interests.

3. SIGNIFICANT ACCOUNTING POLICIES

i. Cash

Cash is a financial asset that is measured at amortized cost, which approximates fair value and includes cash-on-hand and deposits held with financing institutions.

ii. Short-term investments

The Company considers short-term investments in the form of guaranteed investment certificates to be an investing activity. These investments are measured at amortized cost.

iii. Biological assets

While the Company's biological assets are within the scope of IAS 41 *Agriculture*, the direct and indirect costs of biological assets are determined using an approach similar to the capitalization criteria outlined in IAS 2 *Inventories*. This includes the direct cost of labour, seeds and growing materials as well as other indirect costs such as utilities and supplies used in the growing process. Indirect labour cost for individuals involved in the growing and quality control process is also included, as well as depreciation of manufacturing assets. All direct and indirect costs of biological assets are capitalized as they are incurred. Unrealized fair value gains/losses on growth of biological assets are recorded on the consolidated statements of operations and comprehensive loss. Biological assets are measured at their fair value less costs to sell on the consolidated statement of financial position.

iv. Inventories

Inventories of finished goods and packaging and supplies are initially valued at cost, and subsequently at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs to sell. The Company reviews inventories for obsolete, redundant and slow-moving goods and any such inventories identified are written down to net realizable value. The direct and indirect costs of finished goods inventory initially include the fair value of the biological asset at the time of harvest. They also include subsequent costs such as materials, labour and depreciation expense on equipment involved in packaging, labeling and inspection. All direct and indirect costs related to inventory are capitalized as they are incurred, and they are subsequently recorded within cost of sales on the consolidated statements of operations and comprehensive loss at the time the cannabis is sold. Inventory is measured at lower of cost or net realizable value on the consolidated statement of financial position.

v. Property, plant and equipment

Property, plant and equipment are initially recognized at acquisition cost or manufacturing cost, including any costs directly attributable to bringing the assets to the location and condition necessary for asset to be capable of operating in the manner intended by the Company's management. Property, plant and equipment are subsequently measured at cost, less accumulated depreciation and impairment losses, if any.

Depreciation is recognized on a straight-line basis to reduce the cost, less estimated residual value, of depreciable fixed assets. The following useful lives are applied:

Buildings	25 years
Growing and processing equipment	10 years
Computer equipment	5 years
Vehicles	5 years
Furniture and fixtures	10 years
Leasehold improvements	5 years
Right-of-use assets	term of lease

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets, and are recognized as profit or loss within consolidated statements of operations and comprehensive loss.

Construction in process are transferred to the appropriate asset class when available for use and depreciation of these assets commences at that point.

An asset's residual value, useful life and depreciation method are reviewed each year and adjusted if appropriate. When parts of an item of equipment have different useful lives, they are accounted for as separate items (major components) and depreciated accordingly.

vi. Goodwill

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognized. Goodwill is carried at cost less accumulated impairment losses, if any. For the purpose of impairment testing, the Company monitors and tests goodwill at the group of cash-generating unit ("CGU") level to which the goodwill has been allocated.

Goodwill is tested annually for impairment during the fourth quarter, or more frequently when there is an indication that goodwill may be impaired. If the recoverable amount, representing the higher of its fair value less cost to sell and its value in use, of the group of CGUs is less than its carrying amount, any resulting impairment loss is first allocated to goodwill and subsequently to other assets on a pro rata basis for each CGU. Any goodwill impairment loss is recorded in the consolidated statements of operations and comprehensive loss in the period of impairment. Previously recognized impairment losses for goodwill are not reversed in subsequent periods.

vii. Assets held for sale

Assets and liabilities held for sale are no longer depreciated and are presented separately in the consolidated statement of financial position at the lower of their carrying amount and fair value less costs to sell. An asset is regarded as held for sale if its carrying amount will be recovered principally through a sale transaction, rather than through continuing use. For this to be the case, the asset must be available for immediate sale and its sale must be highly probable.

viii. Impairment of long-lived and intangible assets

Long-lived assets, including property, plant and equipment and intangible assets are reviewed each reporting period for indicators of impairment and reversal of impairment. Goodwill and indefinite life intangible assets are assessed for indicators of impairment at each reporting date and are tested annually at year end or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit, or "CGU"). The recoverable amount of an asset or a CGU is the higher of its fair value less costs of disposal, and its value in use. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in profit or loss equal to the amount by which its carrying amount exceeds its recoverable amount.

Except for goodwill, where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

ix. Share-based payments

The Company measures equity settled share-based payments based on their fair value at the grant date and recognizes compensation expense over the vesting period based on the Company's estimate of equity instruments that will eventually vest. Fair value for options is determined using the Black-Scholes option pricing model and fair value for Restricted Share Units ("RSUs") and Performance Share Units ("PSUs") is determined using the Company's share price at the grant date.

xii. Provisions

Provisions are recognized when the Company has a present legal or constructive obligation based on past events, it is probable that an outflow of economic resources will be required to settle the obligation and the amount can be reasonably estimated. Provisions are measured at the present value of the estimated expenditures expected to settle the obligation, if the effect of the time value of money is material.

xiii. Loss per share

Basic loss per share is calculated by dividing net loss attributable to common shareholders by the weighted average number of shares outstanding during the year. Diluted loss per share is calculated in a similar manner, but with adjustments to give effect to all dilutive potential common shares outstanding during the year. The dilutive effect of warrants, options, top-up rights, RSUs and PSUs is calculated using the treasury stock method. Anti-dilutive effects of potential conversions of securities are ignored for this calculation.

xiv. Revenue recognition

Revenue from the direct sale of cannabis dried flower and cannabis derivative products for a fixed price is recognized when the Company transfers control of the good to the customer, which is at point of delivery for medical cannabis and recreational cannabis.

Revenue includes excise taxes, which the Company pays as principal, but excludes duties and taxes collected on behalf of third parties. Revenue also includes the net consideration to which the Company expects to be entitled. Revenue is recognized to the extent that it is highly probable that a significant reversal will not occur. Therefore, revenue is stated net of expected price discounts, allowances for customer returns and certain promotional activities and similar items. Generally, payment of the transaction price is due within credit terms that are consistent with industry practices, with no element of financing.

Net revenue is revenue less excise taxes. Excise taxes are effectively a production tax which becomes payable when the product is removed from the Company's premises and may or may not be directly related to the revenue depending on the province of sale. It is generally not included as a separate item on external invoices; increases in excise tax are not always passed on to the customer and where a customer fails to pay for product received the Company cannot reclaim the excise tax. The Company therefore recognizes excise tax, unless it regards itself as an agent of the regulatory authorities, as a cost and reduction to revenue for the Company.

xv. Derivative liabilities

Derivative liabilities are initially recognized at fair value at the date on which the derivative contract was entered into. Any attributable transaction costs are recognized in the consolidated statements of operations and comprehensive loss as incurred. Subsequent to initial recognition, derivative liabilities are measured at fair value at each reporting date until settlement, with the re-measurement gain or loss being recognized immediately in the consolidated statements of operations and comprehensive loss. The Company does not enter into or hold derivative financial instruments for trading or speculative purposes.

For more details on derivative liabilities consisting of warrants and top-up rights, see Note 13.

xvi. Income taxes

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the consolidated financial statements.

Income tax expense in the consolidated statements of operations and comprehensive loss is the sum of current and deferred tax as explained below.

Current tax is the expected income tax payable (recoverable) on the taxable income (loss) for the year, using tax rates enacted, or substantively enacted, as at the end of the reporting year. Current tax expense (recovery) included in the consolidated statements of operations and comprehensive loss reflects the current tax for the reporting year, plus adjustments to the current tax of prior years, less current tax recorded directly in other comprehensive income (loss) or equity.

Deferred taxes are accounted for under the liability method and are the taxes expected to be payable or recoverable on the temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable income. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable income will be available against which deductible temporary differences and unused tax losses and tax credits can be utilized. Deferred tax is calculated on a non-discounted basis, using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The carrying amounts of individual deferred tax assets are reviewed at the end of each reporting date and are

reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is not recognized for: i) temporary differences related to the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; ii) differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future; and, iii) differences arising on the initial recognition of goodwill.

xvii. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time that the assets are substantially ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs. No borrowing costs were capitalized during the years presented.

xviii. Business combinations

The Company accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Company. In determining whether a particular set of activities and assets is a business, the Company assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set of assets and activities has the ability to produce outputs.

The Company has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable assets acquired and liabilities assumed. Goodwill is the excess of consideration transferred over the fair value of the net tangible and intangible assets acquired, recorded at fair value at the acquisition date and is tested annually for impairment, or when indicators of impairment arise. Any gain on a bargain purchase is recognized in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognized in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognized in profit or loss.

xix. Government subsidies

Government subsidies are recognized when there is reasonable assurance that the subsidy will be received, and all the attached conditions will be complied with. Subsidies are recognized as income in the consolidated statements of operations and comprehensive loss on a systematic basis over the periods in which the expenses are recognized for the related costs for which the subsidies are intended to compensate, which in the case of subsidies related to assets requires recording it as deferred income or deducting it from the carrying amount of the asset.

xx. Critical accounting estimates and judgments

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

The following are the estimates and judgments made by management in applying the accounting policies of the Company that have the most significant effect on the consolidated financial statements:

1. **Biological assets and inventories**

   Determination of the fair value of biological assets requires management to make a number of estimates, including estimating the average selling price per gram and expected average yield per plant. The Company records obsolete and unsaleable inventories at the lower of cost and net realizable value. Adjustments to the carrying value of inventories are based on obsolescence trends, historical experience, forecast demand and average selling price for obsolete and unsaleable inventories. Refer to Notes 6 and 7 for further information.

2. Useful lives and impairment of property, plant and equipment and finite-life intangible assets
Amortization of property, plant and equipment and finite life intangibles assets requires estimates of useful lives, which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts, taking into consideration factors such as economic and market conditions and the useful lives of assets.

3. Share-based payments
In determining the fair value of options and related expenses, management estimates the expected life of the option, the expected volatility of the Company's share price, the risk-free interest rate, and the rate of forfeitures. Refer to Note 14 for further information.

4. Adult-use recreational cannabis revenue – provision for returns and price adjustments
Government customers typically have the right to return products, and in some cases, the right to pricing adjustments for products that are subsequently discounted or sold for a lower price in another jurisdiction. The estimation of potential future returns and pricing adjustments includes the use of management estimates and assumptions that may not be certain given the evolving nature of the industry.

5. Impairment of goodwill, long-lived and intangible assets
In determining the recoverable amount of the Company's CGUs, management has applied significant judgment and has made various estimates with respect to the forecasted cash flows, terminal growth rate and post-tax discount rates used in a discounted cash flow model. The impact of changes in these key assumptions is described in Note 9.

6. Derivative Liabilities
Warrants issued pursuant to equity offerings that are potentially exercisable in cash or on a cashless basis resulting in a variable number of shares being issued are considered derivative liabilities and therefore measured at fair value through profit or loss. The Company uses the Black-Scholes option pricing model to estimate the fair value of such warrants at inception, on each exercise, and subsequently at the period end date. The key assumption used in the model is the expected future volatility in the price of the Company's Common Shares.

The potential Common Share issuances in regards to top-up rights are considered derivative liabilities and therefore measured at fair value through profit or loss. The Company uses the Monte Carlo pricing model to estimate the fair value of such top-up rights at inception, on each exercise, and subsequently at year end. The key assumption used in the model is the expected future volatility on the price of the Company's Common Shares.

The impact of changes in these key assumptions is described in Note 13.

7. Business Combinations
Management performs a valuation analysis to allocate the purchase price based on the acquisition date fair values of the identifiable assets acquired and liabilities assumed. Determining the fair value of identifiable assets acquired and liabilities assumed on the acquisition date and contingent share consideration requires the use of judgment and estimates. With respect to the acquisitions, the significant assumptions related to estimating the fair value of the acquired licenses, brands and non-compete agreement, included: the royalty rate, forecasted revenues, forecasted cash flows, gross margin, and estimating time to market with or without key management. Management also exercises judgment in estimating the probability and timing of when earnout milestones are expected to be achieved, which is used for estimating fair values. Valuations are highly dependent on the inputs used and assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied.

Future changes to accounting standards
The following IFRS standards have been recently issued by the IASB with an effective date after August 31, 2022 and have not yet been adopted by the Company. Pronouncements that are irrelevant or not expected to have a significant impact have been excluded:

Amendments to IAS 1: Classification of Liabilities as Current or Non-Current
The amendments to IAS 1 clarify the requirements relating to determining whether a liability should be presented as current or non-current in the statement of financial position. Under the new requirements, the assessment of whether a liability is presented as current or non-current is based on the contractual arrangements in place as at the reporting date and does not impact the amount or timing of recognition. The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2024. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 8: Definition of Accounting Estimate
The amendments introduced a new definition for accounting estimates, clarifying that the estimates are monetary amounts in the financial statements that are subject to measurement uncertainty which is defined as an uncertainty that arises when monetary amounts in financial reports cannot be observed directly and must instead be estimated. The amendments are

effective for annual reporting periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 1: Disclosure of Accounting Policies
The IASB has issued amendments to IAS 1 and IFRS Practice Statement 2 on the application of materiality to disclosure of accounting policies in deciding which accounting policies to disclose in the financial statements. The key amendments to IAS 1 include requiring companies to disclose their material accounting policies rather than their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are immaterial and need not be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are material to a company's consolidated financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction
The amendments narrowed the scope of certain recognition exemptions so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. A company applies the amendments to transactions that occur on or after the beginning of the earliest comparative period presented. It also, at the beginning of the earliest comparative period presented, recognizes deferred tax for all temporary differences related to leases and decommissioning obligations and recognizes the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date. The amendments will be effective for the annual period beginning on or after January 1, 2023 and the Company has chosen not to early adopt the amendments. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 37: Onerous Contracts and the Cost of Fulfilling a Contract
The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract or an allocation of other costs that relate directly to fulfilling contracts. The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2022 and the Company has chosen not to early adopt. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 16: Property Plant and Equipment: Proceeds before intended use
The amendments clarify the accounting for the net proceeds from selling any items produced while bringing an item of property plant and equipment into use. The amendments prohibit a company from deducting from the cost of property plant and equipment proceeds from selling items produced while the company is preparing that asset for its intended use. A company will recognize such sales proceeds and related costs in profit and loss. The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2022 and the Company has chosen not to early adopt. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IFRS 9: Financial Instruments
As part of its 2018-2020 annual improvements to IFRS standards process, the IASB issued amendments to IFRS 9. The amendments clarify the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Company applies the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendments. The amendments are effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IFRS 3: Business Combinations
In May 2020, the IASB issued Reference to the Conceptual Framework (Amendments to IFRS 3) with amendments to IFRS 3, which refers to the 2018 Conceptual Framework instead of the 1989 Framework. They also added a requirement that for obligations within the scope of IAS 37, Provisions, Contingent Liabilities and Contingent Assets, ("IAS 37"), an acquirer applies IAS 37 or IFRIC 21, Levies, instead of the Conceptual Framework to identify the liabilities that have been assumed. Finally, the amendment also states that the acquirer does not recognize contingent assets acquired in a business combination. The amendment is effective for annual reporting periods beginning on or after January 1, 2022. The Company is currently evaluating the potential impact of these amendments on the consolidated financial statements.

Amendments to IAS 41: Agriculture
As part of its 2018-2020 annual improvements to IFRS standards process, the IASB issued amendments to IAS 41. The amendments remove the requirement in paragraph 22 of IAS 41 for entities to exclude taxation cash flow when measuring the fair value of a biological asset using a present value technique. This will ensure consistency with the requirements in IFRS 13 *Fair Value Measurement*. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The amendments will have no impact on the Company's consolidated financial statements, due to the short life cycle of its biological assets.

4. SHORT TERM INVESTMENTS

The Company's short-term investments include the following as at August 31, 2022 and August 31, 2021:

DESCRIPTION	AUGUST 31, 2022	AUGUST 31, 2021
Guaranteed Investment Certificates (GIC)	$ 30,072	$ 128,170
Bond - Canada Revenue Agency	20	20
	$ 30,092	$ 128,190

GIC are made for varying periods of between three months and one year, depending on the immediate cash requirements of the Company, and earn interest of 2% to 2.6% (August 31, 2021– 0.5% to 1.5%).

5. ACCOUNT AND OTHER RECEIVABLES

The Company's accounts receivable include the following balances as at August 31, 2022 and August 31, 2021:

	AUGUST 31, 2022	AUGUST 31, 2021
Gross trade receivables	$ 44,983	$ 20,915
Less: reserves for product returns and price adjustments	(1,050)	(710)
Less: expected credit losses	(71)	–
Trade receivables	43,862	20,205
Sales taxes receivable	1,419	195
Current portion of net investment in subleases	304	288
Accrued investment income	–	99
Government programs	–	187
Other receivables	787	61
	$ 46,372	$ 21,035

On April 1, 2020, Department of Finance Canada announced the Canada Emergency Wage Subsidy ("CEWS"), which subsidized up to 75% of employee wages, retroactive to March 15, 2020, to Canadian employers whose businesses had been affected by COVID-19 in order to enable them to re-hire workers previously laid off as a result of the pandemic, help prevent further job losses, and to better position companies to resume normal operations following the crisis. At August 31, 2022, $nil (August 31, 2021 - $178) was receivable under government programs.

On October 9, 2020, Department of Finance Canada announced the Canada Emergency Rent Subsidy ("CERS"), which provided support to qualifying tenants and property owners in the form of a rent subsidy that is made available to organizations that continued to endure declining revenues, subsidizing up to 65% of eligible property expenses retroactive from September 27, 2020 to Canadian companies whose businesses had been affected by COVID-19. For the year ended August 31, 2022, the Company did not qualify for subsidies under this program. At August 31, 2022, $nil (August 31, 2021 - $9) related to this program was included under government programs above.

6. BIOLOGICAL ASSETS

The Company measures biological assets, which consist of cannabis plants, at fair value less costs to sell up to the point of harvest, which then becomes the basis for the cost of finished goods inventories after harvest. Subsequent expenditures incurred on these finished goods inventories after harvest are capitalized based on IAS 2 *Inventories*.

The changes in the carrying value of biological assets as at August 31, 2022 and August 31, 2021 are as follows:

	CAPITALIZED COST	BIOLOGICAL ASSET FAIR VALUE ADJUSTMENT	AMOUNT
Balance, August 31, 2020	$ 4,779	$ 615	$ 5,394
Unrealized gain on change in fair value of biological assets	–	31,726	31,726
Production costs capitalized	34,218	–	34,218
Transfer to inventory upon harvest	(33,232)	(25,984)	(59,216)
Balance, August 31, 2021	$ 5,765	$ 6,357	$ 12,122
Acquisition through business combination (Note 27)	37	146	183
Unrealized gain on changes in fair value of biological assets	–	40,001	40,001
Production costs capitalized	48,502	–	48,502
Transfer to inventory upon harvest	(45,551)	(37,289)	(82,840)
Balance, August 31, 2022	$ 8,753	$ 9,215	$ 17,968

The fair value less costs to sell of biological assets is determined using a model which estimates the expected harvest yield in grams for plants currently being cultivated, then adjusts that amount for the average selling price per gram, and for any additional costs to be incurred, such as post-harvest costs. The following unobservable inputs, all of which are classified as Level 3 within the fair value hierarchy (see Note 19), are used in determining the fair value of biological assets:

i. average selling price per gram – calculated as the weighted average current selling price of cannabis sold by the Company, adjusted for expectations about future pricing;
ii. expected average yield per plant – represents the number of grams of finished cannabis inventory which is expected to be obtained from each harvested cannabis plant currently under cultivation;
iii. wastage of plants based on their various stages of growth – represents the weighted average percentage of biological assets which are expected to fail to mature into cannabis plants that can be harvested;
iv. post-harvest costs – calculated as the cost per gram of harvested cannabis to complete the sale of cannabis plants post-harvest, consisting of the cost of direct and indirect materials and labour related to drying, labelling, and packaging; and
v. stage of completion in the cultivation process – calculated by taking the average number of weeks in production over a total average grow cycle of approximately 14 weeks.

The Company estimates the harvest yields for the cannabis on plants at various stages of growth, based on expected yield of mature plants. As of August 31, 2022, it is expected that the Company's biological assets will yield 27,405 kg (August 31, 2021 – 11,368 kg) of cannabis when eventually harvested. The Company's estimates are, by their nature, subject to change, and differences from the expected yield will be reflected in the fair value adjustment to biological assets in future periods. The Company accretes fair value on a straight-line basis according to stage of growth. As a result, a cannabis plant that is 50% through its 14-week growing cycle would be ascribed approximately 50% of its harvest date expected fair value less costs to sell (subject to wastage adjustments).

Management believes the most significant unobservable inputs and their impact on fair value are as follows:

SIGNIFICANT INPUTS & ASSUMPTIONS	WEIGHTED AVERAGE INPUT			EFFECT ON FAIR VALUE	
	August 31, 2022	August 31, 2021	SENSITIVITY	August 31, 2022	August 31, 2021
Average selling price per gram	$ 1.49	$ 2.54	Increase or decrease by 10% per gram	$ 1,766	$ 1,212
Expected average yield per plant	132 grams	129 grams	Increase or decrease by 10 grams	$ 1,339	$ 937

The expected average yield per plant at August 31, 2022 primarily reflects the average yield of the flower component of the plant (with the exception being cannabidiol ("CBD") dominant strains where trim is also harvested for extraction).

7. INVENTORIES

The Company's inventories are comprised of the following balances as at August 31, 2022 and August 31, 2021:

	August 31, 2022		
	CAPITALIZED COST	FAIR VALUE ADJUSTMENT	CARRYING VALUE
Plants in drying stage	$ 1,439	$ 1,346	$ 2,785
Dry cannabis			
Available for packaging	14,631	6,089	20,720
Packaged inventory	3,843	1,404	5,247
Flower and trim available for extraction	783	889	1,672
Concentrated extract	3,726	1,995	5,721
Formulated extracts			
Available for packaging	1,450	85	1,535
Packaged inventory	3,090	227	3,317
Packaging and supplies	9,317	–	9,317
	$ 38,279	$ 12,035	$ 50,314

	AUGUST 31, 2021		
	CAPITALIZED COST	FAIR VALUE ADJUSTMENT	CARRYING VALUE
Plants in drying stage	$ 1,387	$ 1,303	$ 2,690
Dry cannabis			
Available for packaging	9,736	5,303	15,039
Packaged inventory	3,922	1,749	5,671
Flower and trim available for extraction	456	329	785
Concentrated extract	3,009	733	3,742
Formulated extracts			
Available for packaging	462	161	623
Packaged inventory	2,028	95	2,123
Packaging and supplies	6,023	–	6,023
	$ 27,023	$ 9,673	$ 36,696

Flower and trim available for extraction are converted into concentrated extract, which can then be used for oil formulation (combining with a carrier oil) or other products such as edibles, hash, beverage and vaporizable products.

The amount of inventory expensed in cost of sales for the year ended August 31, 2022 was $95,638 (August 31, 2021 - $58,605). The amount of inventory provisions and plant waste for the year ended August 31, 2022 was $10,252 (August 31, 2021 - $26,177), which includes, provisions for excess and unsaleable inventories of $4,048 (August 31, 2021 - $15,039), adjustments to net realizable value of $498 (August 31, 2021 - $4,865) and plant waste of $5,706 (August 31, 2021 - $6,273), which comprised of the production or purchase costs of these inventories and biological assets.

The amount of realized fair value on inventories sold and other inventory charges for the year ended August 31, 2022 was $35,204 (August 31, 2021 - $35,721), including realized fair value on inventories sold of $31,133 (August 31, 2021 - $19,489). Inventory provisions to adjust to net realizable value during the year ended August 31, 2022 were $4,569 (August 31, 2021 - $21,097), consisting of $498 (August 31, 2021 - $4,865) recognized in cost of sales and $4,071 (August 31, 2021 - $16,232) recognized in fair value adjustments.

8. PROPERTY, PLANT AND EQUIPMENT

	LAND	BUILDINGS	CONSTRUCTION IN PROCESS	GROWING & PROCESSING EQUIPMENT	OTHER	RIGHT-OF-USE ASSETS	TOTAL
Cost							
Balance, August 31, 2020	$ 4,075	$ 127,022	$ 2,128	$ 132,991	$ 8,677	$ 4,464	$ 279,357
Acquisitions through business combinations (Note 27)	–	5,786	2,859	720	721	1,742	11,828
Additions	–	2,928	1,762	4,655	270	–	9,615
Transfers	–	–	–	–	667	(889)	(222)
Construction completed	–	27	(4,657)	4,630	–	–	–
Disposals	–	–	–	(3,586)	(12)	–	(3,598)
Balance, August 31, 2021	$ 4,075	$ 135,763	$ 2,092	$ 139,410	$ 10,323	$ 5,317	$ 296,980
Acquisitions through business combinations (Note 27)	230	781	2,930	397	143	1,759	6,240
Additions	400	7,326	26,021	18,051	1,210	2,931	55,939
Transfers (Note 15 (ii))	–	961	–	–	–	(961)	–
Construction completed	–	1,539	(20,671)	18,659	473	–	–
Disposals	–	(100)	–	(11,379)	(75)	(5,447)	(17,001)
Balance, August 31, 2022	$ 4,705	$ 146,270	$ 10,372	$ 165,138	$ 12,074	$ 3,599	$ 342,158
Accumulated depreciation							
Balance, August 31, 2020	$ –	$ (8,203)	$ –	$ (20,041)	$ (3,136)	$ (557)	$ (31,937)
Depreciation	–	(5,456)	–	(22,735)	(1,451)	(822)	(30,464)
Transfers	–	–	–	–	–	222	222
Disposals	–	–	–	1,129	9	–	1,138
Balance, August 31, 2021	$ –	$ (13,659)	$ –	$ (41,647)	$ (4,578)	$ (1,157)	$ (61,041)
Depreciation	–	(5,933)	–	(13,853)	(1,550)	(925)	(22,261)
Disposals	–	–	–	4,715	59	434	5,208
Impairment	–	–	–	(4,245)	–	–	(4,245)
Balance, August 31, 2022	$ –	$ (19,592)	$ –	$ (55,030)	$ (6,069)	$ (1,648)	$ (82,339)
Net book value							
August 31, 2021	$ 4,075	$ 122,104	$ 2,092	$ 97,763	$ 5,745	$ 4,160	$ 235,939
August 31, 2022	$ 4,705	$ 126,678	$ 10,372	$ 110,108	$ 6,005	$ 1,951	$ 259,819

Included in deferred charges and deposits is $5,507 (August 31, 2021 - $3,188) paid to secure the acquisition of manufacturing equipment. The amounts will be recorded into property, plant and equipment as equipment is received.

i. Impairment/ Accelerated Depreciation

Moncton Chocolate Line

During the year ended August 31, 2022, due to the decline in utilization of the equipment and declining revenues, the Company made the strategic decision to cease manufacturing chocolate at its Moncton Campus. As a result, the asset is measured at the lower of its carrying amount and fair value less costs to sell and the Company recognized an impairment loss of $3,978 in relation to this asset. Additionally, management reassessed the useful life of the chocolate manufacturing equipment at its Winnipeg site and recognized accelerated depreciation of $267.

ii. Reconciliation of property, plant, and equipment additions to the statements of cash flows

The following table reconciles additions of property, plant, and equipment per the above table to the purchases of property, plant, and equipment per the statements of cash flows:

	AUGUST 31, 2022	AUGUST 31, 2021
Additions (including right-of-use lease assets)	$ 62,179	$ 21,443
Additions related to business combinations (Note 27)	(6,240)	(11,862)
Additions related to right-of-use lease assets	(2,931)	–
Net change in deferred charges and deposits related to purchases of property, plant and equipment	2,319	2,668
Net change in accounts payable and accrued liabilities related to purchases of property, plant and equipment	(6,579)	(492)
Purchase of property, plant and equipment	$ 48,748	$ 11,757

9. INTANGIBLE ASSETS AND GOODWILL

	GOODWILL	SUPPLY AGREEMENT	LICENSE AGREEMENTS	BRANDS	COMPUTER SOFTWARE	NON-COMPETE AGREEMENT	TOTAL
Cost							
Balance, August 31, 2020	$ –	$ 227	$ 198	$ –	$ 2,041	$ –	$ 2,466
Acquisitions through business combinations (Note 27)	14,321	–	2,100	–	–	585	17,006
Additions	–	–	–	–	538	–	538
Impairment	–	–	–	–	(1,701)	–	(1,701)
Balance, August 31, 2021	$ 14,321	$ 227	$ 2,298	$ –	$ 878	$ 585	$ 18,309
Acquisitions through business combinations (Note 27)	27,658	–	7,933	6,258	26	–	41,875
Additions	–	–	–	–	30	–	30
Disposals	–	(227)	–	–	(86)	–	(313)
Balance, August 31, 2022	$ 41,979	$ –	$ 10,231	$ 6,258	$ 848	$ 585	$ 59,901
Accumulated amortization							
Balance, August 31, 2020	$ –	$ (227)	$ –	$ –	$ (467)	$ –	$ (694)
Amortization	–	–	(373)	–	(147)	(49)	(569)
Balance, August 31, 2021	$ –	$ (227)	$ (373)	$ –	$ (614)	$ (49)	$ (1,263)
Amortization	–	–	(1,562)	(836)	(131)	(117)	(2,646)
Disposals	–	227	–	–	20	–	247
Balance, August 31, 2022	$ –	$ –	$ (1,935)	$ (836)	$ (725)	$ (166)	$ (3,662)
Net book value							
August 31, 2021	$ 14,321	$ –	$ 1,925	$ –	$ 264	$ 536	$ 17,046
August 31, 2022	$ 41,979	$ –	$ 8,296	$ 5,422	$ 123	$ 419	$ 56,239

i. Goodwill

The Company performed its annual goodwill impairment test as at August 31, 2022. The recoverable amount of the group of CGUs to which goodwill is allocated was determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a four-year period. Management concluded that the recoverable amount was higher by approximately $43,000 than the carrying value as at August 31, 2022 and hence, no impairment was recognized.

The significant assumptions applied in the determination of the recoverable amount are described below:

a. Forecasted cash flows: Estimated cash flows were projected based on actual operating results and the growth plans for the future. Forecasted cash flows are based on the expanded production capacity that was partially achieved during fourth quarter of 2022, market size and the forecasted market share assumptions. Although management expects the Company's market share to further increase, an overall decline of 9.5% in the forecasted cash flows would result in the carrying amount of the group of CGUs exceeding its recoverable amount;
b. Post-tax discount rate: The post-tax discount rate applied to forecasted cash flow was 13.4%, which was reflective of the group of CGUs weighted average cost of capital ("WACC"). An increase in the post-tax discount rate to 14.4% (i.e., 1.0% increase) would result in carrying amount of the group of CGUs exceeding its recoverable amount; and
c. Terminal growth rate: The forecasted cash flows beyond the four-year period are extrapolated using a 3.0% growth rate based on projected consumer price inflation and industry growth. A decline by 1.2% in the terminal growth rate would result in the carrying amount of the group of CGUs exceeding its recoverable amount.

ii. CGU Impairment

In addition to the annual goodwill impairment test, at the end of each reporting period, the Company assesses whether there were events or changes in circumstances that would indicate that a CGU was impaired. The Company considers external and internal factors including overall financial performance and relevant entity-specific factors, as part of this assessment. As at August 31, 2022, management noted impairment indicators for its Winnipeg CGU and as a result performed an impairment test for the Winnipeg CGU. Similar to the annual impairment test, the recoverable amount of the CGU has been determined and management concluded that the recoverable amount was higher than the carrying value as at August 31, 2022 and hence, no impairment was recognized.

iii. Asset Specific Impairment

During the year ended August 31, 2020, the Company began the steps of implementing a new enterprise resource planning ("ERP") system. The ERP was expected to possess specific functionality to reduce the manual nature of compiling some of the input data for the Company's internal and external reporting. Throughout the year ended August 31, 2021, the Company continued to review the functionality and customization requirements of the planned ERP system, which was expected to be implemented over several phases. Due to significant gaps identified throughout the review of the ERP functionality, management re-evaluated the proposed ERP system. As a result, management impaired the costs associated with the ERP implementation as the estimated recoverable amount was determined to be $nil, by recording an impairment charge of $1,701 as at August 31, 2021.

10. OTHER LIABILITIES

The Company's other liabilities include the following balances as of August 31, 2022 and August 31, 2021:

	AUGUST 31, 2022	AUGUST 31, 2021
Advance from joint operator	$ 2,444	$ –
Contingent consideration (Notes 15(i) and 27)	7,000	3,500
Current portion lease liability (Note 15 (ii))	916	984
	$ 10,360	$ 4,484

The advance from a joint operator is related to the Product Development Collaboration Agreement ("PDC Agreement") as described in Note 26.

11. PROVISIONS

	LEGAL PROVISION
Balance - August 31, 2021	$ 2,750
Additions	222
Payments	(412)
Balance - August 31, 2022	$ 2,560

The Company has estimated a provision for litigation. Provisions are calculated based on a current estimate of the amount that will be incurred in settling outstanding legal matters. The legal provision as at August 31, 2022 includes a reserve for legal proceedings described in Note 22.

12. LONG-TERM DEBT

	AUGUST 31, 2022	AUGUST 31, 2021
Atlantic Canada Opportunities Agency ("ACOA") Business Development Program loan maturing September 1, 2024 with a 7-year amortization, bearing interest at a rate of 0%	$ 210	$ 272
Vehicle loans - 5-year term maturing June 17, 2024	38	58
Deferred financing costs	(13)	(20)
	235	310
Less: current portion of long-term debt	(80)	(80)
Long-term portion	$ 155	$ 230

Principal repayments required on the Company's remaining long-term debt for the next five years as at August 31, 2022 are disclosed in Note 19.

13. DERIVATIVE LIABILITIES

i. Warrants

On November 12, 2020, the Company closed an underwritten public offering of units of the Company (the "Units") for total gross proceeds of $69,143 (the "Offering"). The Company sold 37,375,000 Units at a price of $1.85 per Unit, including 4,875,000 Units sold pursuant to the full exercise of the over-allotment option granted to the underwriters. The offering was underwritten by a syndicate of underwriters led by Canaccord Genuity Corp. Each Unit consisted of one Common Share of the Company and one half of one Common Share purchase warrant of the Company (each full common share purchase warrant, a "Warrant"), therefore resulting in 18,687,500 Warrants being issued. Each Warrant is exercisable to acquire one Common Share of the Company (a "Warrant Share") for a period of three years following the closing date of the Offering (i.e. until November 12, 2023) at an exercise price of $2.50 per Warrant Share, subject to adjustment in certain

events. The holders of the Warrants issued pursuant to the Offering may elect, if the Company does not have an effective registration statement under the U.S. Securities Act, or the prospectus contained therein is not available for the offer and sale of the Common Shares to the Warrant holder, in lieu of exercising the Warrants for cash, a cashless exercise option to receive Common Shares equal to the fair value of the gain implied by the Warrants at the time of exercise. The fair value is determined by multiplying the number of Warrants to be exercised by the weighted average market price less the exercise price with the difference being divided by the weighted average market price. If a Warrant holder exercises this option, there will be variability in the number of shares issued per Warrant.

In accordance with IAS 32 *Financial Instruments: Presentation*, a contract to issue a variable number of shares fails to meet the definition of equity and must instead be classified as a derivative liability and measured at fair value with changes in fair value recognized in the statement of operations and comprehensive loss at each reporting period. The derivative liabilities are expected to ultimately be converted into the Company's equity (Common Shares) when the Warrants are exercised or will be extinguished on the expiry of the outstanding Warrants and will not result in the outlay of any cash by the Company.

At initial recognition on November 12, 2020, the Company recorded derivative liabilities of $12,894 based on the estimated fair value of the Warrants at that date using the Black-Scholes option pricing model. Issue costs were $4,305, of which $803 were allocated to the derivative liabilities based on a pro-rata allocation and expensed in the consolidated statement of operations and comprehensive loss and the balance of $3,502 was allocated to the Common Shares and recorded in share capital.

There were no exercises of Warrants during the year ended August 31, 2022 (August 31, 2021 - 1,743,850 warrants). During the year ended August 31, 2022, the Company revalued the remaining derivative liabilities and recorded a decrease in the estimated fair value of $30,881 (August 31, 2021 - an increase of $29,257).

The Company's derivative liabilities included the following balances and changes in the carrying value of Warrants as of August 31, 2022:

	NUMBER OF WARRANTS	AMOUNT
Balance - August 31, 2021	16,943,650	$ 35,019
Revaluation of Warrants	–	(30,881)
Balance - August 31, 2022	16,943,650	$ 4,138

The following inputs were used to estimate the fair value of the Warrants at August 31, 2022 and August 31, 2021:

	AUGUST 31, 2022	AUGUST 31, 2021
Risk free interest rate	3.64 %	0.45 %
Life of Warrants (years)	1.20	2.20
Market price of Common Shares	$ 1.42	$ 3.38
Expected future volatility of Common Shares	77.30 %	100.00 %
Fair value per warrant	$ 0.24	$ 2.07

As at August 31, 2022, if the volatility increased by 10%, then the change in estimated fair value of the Warrants and net loss would increase by $1,042, or if it decreased by 10%, the change in estimated fair value of the Warrants and net loss would decrease by $1,015.

ii. Top-up Rights

On March 10, 2021, through the strategic investment from a wholly-owned subsidiary of British American Tobacco P.L.C. (together "BAT"), the Company issued 58,336,392 Common Shares, resulting in BAT's beneficial ownership in the Company of approximately 19.9%.

Pursuant to the Investor Rights Agreement (the "IRA") between the Company and BAT, the Company granted BAT certain rights, including pre-emptive rights, to participate in distributions of Common Shares to maintain its proportionate ownership in certain circumstances, as well as other rights ("Top-up Rights") to subscribe for additional Common Shares in specified circumstances where the pre-emptive rights are not applicable (referred to in the IRA as "Exempt Distributions") and in specified circumstances where pre-emptive rights were not exercised (referred to in the IRA as "bought deal Distributions").

The price per Common Share to be paid by BAT pursuant to the exercise of its Top-up Rights will equal the price paid by other participants in the Exempt Distribution or bought deal Distribution, subject to certain restrictions (including, if such price is not permitted pursuant to Securities Laws, at the lowest price permitted thereunder).

The Company has classified the Top-up Rights as a derivative liability, and pursuant to the exercise of stock options, restricted share units, performance share units and warrants that were outstanding at initial recognition on March 10, 2021 (the date of the IRA), the Company recorded a derivative liability of $2,740 based on the estimated fair value of the Top-up Rights at this date using a Monte Carlo pricing model.

As at August 31, 2022, the Company revalued the Top-up Rights at an estimated fair value of $735 (August 31, 2021 – $2,508). The Company recorded a decrease in the estimated fair value change of the Top-up Rights for the year ended August 31, 2022 of $1,769 (August 31, 2021 - $232).

	NUMBER OF TOP-UP RIGHTS	AMOUNT
Balance - August 31, 2021	6,558,539	$ 2,508
Granted	3,979,098	–
Exercised	(2,659,716)	(4)
Cancelled / Forfeited	(287,822)	–
Revaluation of Top-up Rights	–	(1,769)
Balance - August 31, 2022	7,590,099	$ 735

The following inputs were used to estimate the fair value of the Top-up Rights at August 31, 2022, and August 31, 2021:

	August 31, 2022			
	STOCK OPTIONS	WARRANTS	PSUs	RSUs
Average exercise price[1]	$0.60 - $9.53	$2.50	$–	$–
Risk free interest rate	3.15% - 3.71%	3.75%	3.16%	3.13%
Expected future volatility of Common Shares	70.00% - 95.00%	70.00%	90.00%	85.00%
Expected life[1]	1.34 - 5.12	1.20	4.91	5.47
Forfeiture rate	10%	–%	25%	6%

	AUGUST 31, 2021			
	STOCK OPTIONS	WARRANTS	PSUs	RSUs
Average exercise price[1]	$0.59 - $9.64	$2.50	$–	$–
Risk free interest rate	0.40% - 0.76%	0.46%	0.92%	0.88%
Expected future volatility of Common Shares	90.00% - 110.00%	105.00%	85.00%	90.00%
Expected life[1]	1.85 - 4.16	2.20	5.61	5.18
Forfeiture rate	10%	–%	25%	–%

[1]Exercise price and expected life for stock options were determined using the range of exercise prices disclosed in Note 14(iv).

14. SHARE CAPITAL

i. Authorized share capital

The authorized share capital of the Company is an unlimited number of Common Shares without par value and an unlimited number of preferred shares without par value. All issued shares, consisting only of Common Shares, are fully paid and non-assessable.

ii. Issued share capital

As at August 31, 2022, the Company's issued and outstanding share capital consisted of 313,815,503 (August 31, 2021 – 298,786,023) Common Shares with a carrying value of $769,725 (August 31, 2021 - $730,803).

iii. Issuances of share capital

The Laurentian Organic Inc. acquisition

On December 21, 2021, the Company issued 10,896,442 Common Shares in connection with its acquisition of Laurentian as described in Note 27. The fair value of the Common Shares issued was $27,568 based on market price on December 21, 2021 of $2.53 per share. Share issuance costs incurred were $55 related to listing fees and were allocated to the Common Shares recorded in share capital.

The Edibles and Infusions Corporation Acquisition

On April 6, 2021, the Company issued 5,045,873 Common Shares as a result of the acquisition of EIC, as described in Note 27, for share consideration of $22,000. The Company incurred acquisition-related costs of $620 on legal fees and due diligence costs. Of these costs $555 have been included in the statement of operations and comprehensive loss and $65 have been capitalized to share capital. During the year ended August 31, 2022, the Company issued 1,039,192 Common Shares on EIC's achievement of the first milestone earnout set in the EIC share purchase agreement for share consideration of $3,500, less share issuance costs of $12 (Note 27).

Private placement - Organigram and BAT Strategic Investment and Product Development Collaboration ("PDC")
On March 10, 2021, the Company received a $221,211 strategic investment from a wholly-owned subsidiary of BAT, which subscribed to 58,336,392 Common Shares of the Company at $3.792 per common share, which represented an approximate 19.9% equity interest in the Company on a post-transaction basis. As described in Note 13, $2,740 of the gross proceeds was allocated to derivative liabilities with the residual of $218,471, being recorded in share capital. Share issuance costs of $1,174 in the form of listing fees, agents' commissions, regulatory fees, and legal and professional fees, were allocated to the Common Shares recorded in share capital.

Concurrent with this investment, as described in Note 13, the Company granted BAT certain rights to subscribe for additional Common Shares in specified circumstances. During the year ended August 31, 2022, BAT exercised 2,659,716 shares for consideration of $6,352, less share issuance costs of $18.

Unit offering
On November 12, 2020, the Company completed an underwritten public offering for gross proceeds of $69,143 as described in Note 13. 37,375,000 Units of the Company were issued at a price of $1.85 per Unit. Each Unit is comprised of one Common Share of the Company and one half of one Warrant of the Company, therefore resulting in 37,375,000 Common Shares and 18,687,500 Warrants being issued. As described in Note 13, $12,894 of the gross proceeds was allocated to derivative liabilities with the residual of $56,249, being recorded in share capital. Share issue costs were $4,305 which included a 5% cash commission of $3,457 paid to placement agents with the balance related to filing, legal, and other professional fees directly related to the offering. Of the total, $803 of the share issue costs were allocated to the derivative liabilities and expensed in the consolidated statement of operations and comprehensive loss and the balance of $3,502 was allocated to the Common Shares recorded in share capital.

Exercise of stock options
During the year ended August 31, 2022, 100,799 (August 31, 2021 – 1,691,498) share options were exercised at an average exercise price of $0.70 (August 31, 2021 - $2.38) for cash proceeds of $74 (August 31, 2021 - $4,027) and an increase of $127 (August 31, 2021 - $6,268) to share capital and a decrease to equity reserves of $53 (August 31, 2021 - $2,241).

Exercise of restricted share units ("RSU")
During the year ended August 31, 2022, 259,000 (August 31, 2021 – 80,491) RSUs were exercised for an increase of $1,239 (August 31, 2021 - $382) to share capital and a decrease to equity reserves of $1,239 (August 31, 2021 - $382).

Exercise of performance share units ("PSU")
During the year ended August 31, 2022, 74,331 (August 31, 2021 – 1,858) PSUs were exercised for an increase of $221 (August 31, 2021 - $9) to share capital and a decrease to equity reserves of $221 (August 31, 2021 - $9).

Exercise of warrants
During the year ended August 31, 2022, no (August 31, 2021- 1,743,850) warrants were exercised.

iv. Share-based compensation
During the year ended August 31, 2022, the Company recognized total share-based compensation charges, including those related to production employees that are charged to biological assets and inventory, of $5,127 (August 31, 2021 – $3,896).

Stock options
The following table summarizes changes in the Company's outstanding stock options for the year ended August 31, 2022:

	NUMBER		WEIGHTED AVERAGE EXERCISE PRICE
Balance - August 31, 2021	7,797,273		3.84
Granted	5,477,000	$	1.55
Exercised	(100,799)	$	0.70
Cancelled / Forfeited	(754,981)	$	5.18
Expired	(1,367,554)	$	2.77
Balance - August 31, 2022	11,050,939	$	2.77

The following is a summary of the outstanding stock options as at August 31, 2022:

OPTIONS OUTSTANDING			OPTIONS EXERCISABLE
Range of Exercise Prices	Quantity Outstanding	Weighted Average Remaining Contractual Life (years)	Quantity Exercisable
$0.30 - $1.93	5,583,849	9.0	2,371,562
$1.94 - $2.22	1,045,000	7.9	757,500
$2.23 - $2.56	120,000	8.2	79,466
$2.57 - $3.18	1,177,578	7.4	829,178
$3.19 - $3.68	1,016,400	7.2	864,400
$3.69 - $5.08	1,056,011	6.2	1,056,011
$5.09 - $11.27	1,052,101	6.5	1,052,101
	11,050,939	8.1	7,010,218

Options outstanding have exercise prices that range from $0.30 to $11.27 with a weighted average contractual remaining life of 8.1 years. Total share-based compensation charges, including related to production employees that are charged to biological assets and inventory for the year ended August 31, 2022 were $3,490 (August 31, 2021 – $2,921) related to the Company's stock option plan. The fair value of options granted during the year ended August 31, 2022 was $6,029 (August 31, 2021 - $2,169). These options are measured at fair value at the date of grant and are expensed over the option's vesting period, which typically ranges from two to three year terms with options vesting in annual tranches evenly over this time period. The Company used the Black-Scholes option pricing model to estimate the fair value of options granted.
The following inputs were used for the year ended August 31, 2022 and 2021:

	AUGUST 31, 2022	AUGUST 31, 2021
Risk free interest rate	1.18% - 2.98%	0.42% - 1.62%
Expected life of options	5.0 - 6.0 years	5.0 - 6.5 years
Expected annualized volatility	85% - 89%	68% - 98%
Expected dividend yield	–	–
Forfeiture rate	11.4% - 11.7%	7.5% - 11.4%

Expected volatility was estimated by using the weighted average historical volatility of the Company. The expected life in years represents the period of time that options granted are expected to be outstanding. The risk free rate is based on Government of Canada bonds with a remaining term equal to the expected life of the options. The forfeiture rate is calculated based on historical experience.

Equity incentive plan
During the year ended August 31, 2022, the Company has granted both RSUs and PSUs under the 2017 Equity Incentive Plan and under the New Equity Incentive Plan. The grant price of any RSU or PSU was determined based on the market price calculated in accordance with TSX rules at the time of grant and with respect to PSUs, adjusted for any non-market and market performance vesting conditions in accordance with IFRS 2 *Share-based Payment*.

The following table summarizes the movements in the Company's outstanding RSUs:

	NUMBER
Balance - August 31, 2021	1,186,172
Granted	1,444,678
Exercised	(259,000)
Cancelled / Forfeited	(26,073)
Balance - August 31, 2022	2,345,777

The estimated fair value of the equity settled RSUs granted during the year ended August 31, 2022 was $2,612 (August 31, 2021 - $748), which was based on the Company's share price at the grant date and will be recognized as an expense over the vesting period of the RSUs, which is over a period of one and three years for most grants. For the year ended August 31, 2022, $1,611 (August 31, 2021 - $1,226) has been recognized as share-based compensation expense.

The following table summarizes the movements in the Company's outstanding PSUs:

	NUMBER
Balance - August 31, 2021	471,847
Granted	188,273
Exercised	(74,331)
Cancelled / Forfeited	(320,918)
Balance - August 31, 2022	264,871

The estimated fair value of the equity settled PSUs granted during the year ended August 31, 2022 was $522 (August 31, 2021 - $472), which was based on the Company's share price at the grant date, adjusted for an estimate of likelihood of forfeiture, and will be recognized as an expense over the vesting period of the PSUs, which is one and three years for most grants. For the year ended August 31, 2022, $26 (August 31, 2021 - $381) has been recognized as share-based compensation expense.

v. Loss per share

Loss per share represents net loss attributable to common shareholders divided by the weighted average number of Common Shares outstanding during the period.

Diluted loss per share is calculated by dividing the applicable net loss by the sum of the weighted average number of Common Shares outstanding and all additional Common Shares, excluding any Common Shares to be issued under the contingent share consideration agreement, that would have been outstanding if potentially dilutive Common Shares had been issued during the period.

For the periods presented, diluted loss per share equals basic loss per share due to the anti-dilutive effect of Stock options, Warrants, Top-up rights, Restricted and Performance share units.

The weighted average number of Common Shares, used in the calculation of basic and diluted loss per share for the year ended August 31, 2022 were 308,915,670 (August 31, 2021- 256,119,930).

15. OTHER LONG-TERM LIABILITIES

The carrying value of other long-term liabilities consists of:

	AUGUST 31, 2022	AUGUST 31, 2021
Contingent share consideration (i)	$ 2,913	$ 5,538
Lease liabilities (ii)	2,206	4,651
	$ 5,119	$ 10,189

i. Contingent share consideration

In connection with the Company's investment in alpha-cannabis® Pharma GmbH as described in Note 16, the Company had a commitment to deliver additional consideration of up to €875 in the form of the Company's Common Shares contingent on the achievement of certain gross margin-based milestones. During the year ended August 31, 2021, the Company revalued the contingent liability and recorded a corresponding gain in the statement of operations and comprehensive loss of $231. At August 31, 2022, the outstanding balance is $nil (August 31, 2021 – $nil).

In connection with the Company's investment in EIC, as described in Note 27, the Company has commitments to deliver additional consideration of up to $13,000 in the form of the Company's Common Shares contingent on the achievement of certain milestones. On September 8, 2021, the Company issued 1,039,192 Common Shares on EIC's achievement of the first milestone earnout set in the EIC share purchase agreement. The fair value of the Common Shares issued was based on the 5 days volume-weighted average TSX listed share price of the Company of $3.37 per share for total of $3,500. At August 31, 2022, the Company revalued the remaining contingent liability and recorded a corresponding increase in fair value in the statement of operations and comprehensive loss of $1,462 (August 31, 2021 - $3,789). At August 31, 2022, the outstanding balance is $7,000, all of which is included in current liabilities as it is due to be settled within twelve months after the reporting period.

In connection with the Company's investment in Laurentian, as described in Note 27, the Company has committed to deliver additional consideration in the form the Company's Common Shares contingent on the financial results of Laurentian. At the acquisition date the estimated fair value of the contingent share consideration was $6,996. At August 31, 2022, the Company revalued the contingent liability at an estimated fair value of $2,913, resulting in gain on fair value recorded in the statement of operations and comprehensive loss of $4,083 for the year ended August 31, 2022.

ii. Leases

The Company records its leases in accordance with IFRS 16, and as a result recognizes the right-of-use ("ROU") assets and corresponding lease liabilities. ROU assets are recorded under property, plant, and equipment (Note 8) with current and long-term portion of lease liabilities recorded under other liabilities. During the year ended August 31, 2022, the Company exercised an option available in one of the lease contracts to purchase the underlying asset and as a result transferred a carrying amount of the ROU asset to buildings (Note 8).

The changes in the carrying value of current and non-current lease liabilities are as follows:

	AUGUST 31, 2022
Balance, August 31, 2021	$ 5,635
Acquisitions through business combinations (Note 27)	452
Lease additions	1,968
Lease payments	(1,302)
Lease disposal	(3,981)
Interest expense on lease liabilities	350
Balance, August 31, 2022	3,122
Current portion (included in other liabilities)	(916)
Long-term portion (included in other liabilities)	$ 2,206

The undiscounted contractual payments relating to the current and future lease liabilities is:

	AUGUST 31, 2022	AUGUST 31, 2021
Less than 1 year	$ 1,060	$ 1,359
1 to 2 years	1,009	1,355
2 to 3 years	778	1,315
3 to 4 years	241	1,109
4 to 5 years	131	576
Thereafter	240	1,307
Total	$ 3,459	$ 7,021

16. INVESTMENTS IN ASSOCIATES

The carrying value of investments in associates consists of:

	ALPHA-CANNABIS PHARMA GMBH (a)	EVIANA HEALTH CORPORATION[3]	HYASYNTH BIOLOGICALS INC. (b)	TOTAL
Participating share [1]	25.0 %	19.9 %	49.9 %	
Balance, August 31, 2021	$ –	$ –	$ 5,028	$ 5,028
Additions	–	–	2,500	2,500
Transaction costs	–	–	124	124
Share of net loss [2]	–	–	(1,364)	(1,364)
Balance, August 31, 2022	$ –	$ –	$ 6,288	$ 6,288

[1] % Interest includes the potential ownership interest that could result from the conversion of debentures and exercise of warrants.
[2] The Company utilizes the most recently issued quarterly financial statements of its associates in its results with a two-month lag since the Company does not have the same reporting date as its associates (for the year ended August 31, 2022, the Company utilized its associates' year ended June 30, 2022 results).
[3] During the year ended August 31, 2020, the Company identified indicators of impairment with respect to its investment in Eviana Health Corporation, resulting in impairment which reduced the carrying value of the investment to $nil.

a. alpha-cannabis Pharma GmbH

On October 10, 2018, the Company executed an investment agreement with alpha-cannabis® Pharma GmbH ("ACG") pursuant to which the Company acquired 8,333 common shares of ACG, representing a 25.0% stake in the capital of ACG, for aggregate proceeds of €1,625 ($2,436). Established in 2016, ACG is a privately held company that is strategically positioned to serve the German medical cannabis market.

The Company had a commitment to deliver additional consideration of up to €875 in the form of the Company's Common Shares contingent on the achievement of certain gross margin-based milestones. The Company had estimated the fair value of these contingent shares as €649 ($972) as of the investment date and had included a corresponding long-term derivative liability under other liabilities in the statement of financial position. As at August 31, 2022, there have been no changes to the fair value of the contingent share consideration which is $nil. Refer to Note 15 for further information.

Management and Board compensation

For the years ended August 31, 2022 and 2021, the Company's expenses included the following management and Board of Directors compensation:

	YEAR ENDED	
	AUGUST 31, 2022	AUGUST 31, 2021
Salaries and consulting fees	$ 3,891	$ 2,757
Share-based compensation	3,713	2,555
Total key management compensation	$ 7,604	$ 5,312

During the year ended August 31, 2022, 3,287,000 stock options (August 31, 2021 – 830,000) were granted to key management personnel with an aggregate fair value of $3,407 (August 31, 2021 – $1,550). In addition, during the year ended August 31, 2022, 380,372 RSUs (August 31, 2021 – 359,538), were granted to key management personnel with an aggregate fair value of $1,022 (August 31, 2021 – $662). For the year ended August 31, 2022, 158,967 PSUs, (August 31, 2021 – 270,877) were issued to key management personnel with an aggregate fair value of $167 (August 31, 2021 – $291).

Significant Transactions with Associates and Joint Operations

The Company has transactions with related parties, as defined in IAS 24 *Related Party Disclosures*, all of which are undertaken in the normal course of business.

For the year ended August 31, 2022, under the PDC Agreement, BAT incurred $2,404 (August 31, 2021 - $262) for direct expenses and the Company incurred $6,818 (August 31, 2021 - $1,074) of direct expenses and capital expenditures for a total of $9,222 (August 31, 2021 - $1,337) related to the Center of Excellence. The Company recorded for the year ended August 31, 2022, $2,837 (August 31, 2021 - $494) of these expenditures in the consolidated statement of operations and comprehensive loss. For the year ended August 31, 2022, the Company recorded $1,774 (August 31, 2021 - $172), of capital expenditures which are included in the consolidated statement of financial position.

During the year ended August 31, 2022, BAT exercised 2,659,716 Top-up Rights. At August 31, 2022, there is a balance owing to BAT of $2,444 (August 31, 2021 - $nil).

18. CAPITAL MANAGEMENT

The Company considers its capital to consist of long-term debt, derivative liabilities, share capital, equity reserves, accumulated other comprehensive loss, and accumulated deficit, which at August 31, 2022 is $513,166 (August 31, 2021 - $517,642). Equity reserves is comprised of any amounts recorded with respect to the recognition of share-based compensation expense (options, RSUs, or PSUs) or the fair value of warrants issued. Accumulated other comprehensive loss is entirely comprised of foreign currency translation gains and losses recorded on the Company's investment in ACG.

The Company manages its capital structure and adjusts it based on funds available to the Company, in order to fund its growth. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative stage of the Company, is reasonable. There has been no change in how the Company manages capital during the year.

19. FAIR VALUE OF FINANCIAL INSTRUMENTS AND FINANCIAL RISK FACTORS

i. Fair value of financial instruments

Financial instruments recorded at fair value on the consolidated statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The Company categorizes its fair value measurements according to a three-level hierarchy. The hierarchy prioritizes the inputs used by the Company's valuation techniques. A level is assigned to each fair value measurement based on the lowest-level input significant to the fair value measurement in its entirety.

The three levels of the fair value hierarchy are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

The fair values of cash, short-term investments and restricted funds approximate their carrying amounts due to their short-term nature. The fair value of long-term debt approximates $235 (August 31, 2021 – $310), which is its carrying value.

The fair value of the EIC contingent share consideration is primarily based on Level 3 unobservable inputs. The determination of the fair value of this liability is primarily driven by the Company's expectations of EIC achieving its milestones. The expected milestones were assigned probabilities and the expected related cash flows were discounted to derive the fair value of the contingent consideration.

At August 31, 2022, the probabilities of EIC achieving the remaining two milestones, as discussed in Note 27, were estimated to be 100%, and 0%, (August 31, 2021 – 80% and 10%) respectively. A sensitivity analysis for the probabilities of achieving the milestones was not presented as it was deemed that the impact of reasonable changes in inputs would not be significant.

The fair value of the Laurentian contingent share consideration is primarily based on Level 3 unobservable inputs in a Monte Carlo pricing model. The determination of the fair value of this liability is primarily driven by the Company's expectations of Laurentian achieving its business objectives. The key assumptions used in the model are the expected future sales volumes and selling prices used in determining Laurentian's future adjusted earnings before interest, taxes, depreciation and amortization ("EBITDA") and WACC.

At August 31, 2022, the fair value of the Laurentian contingent share consideration was revalued to $2,913. If the WACC increased by 1%, the estimated fair value of the contingent share consideration and net loss would decrease by $55, or if it is decreased by 1%, the estimated fair value of the contingent share consideration and net loss would increase by $55.

The fair value of derivative warrant liabilities is based on Level 1 and 2 inputs utilized in a Black-Scholes option pricing model to estimate the fair value of such Warrants. The key assumption used in the model is the expected future volatility in the price of the Company's Common Shares.

The fair value of the Top-up Rights is based on Level 3 inputs utilized in a Monte Carlo pricing model to estimate the fair value of such Top-up Rights. The key assumptions used in the model are the expected future price of the Company's Common Shares, the weighted average expected life of the instruments and the expected future volatility of Common Shares.

During the year, there were no transfers of amounts between Levels 1, 2 and 3.

ii. Financial risk factors

The Company is exposed to various risks through its financial instruments, as follows:

(a) Credit risk arises from deposits with banks, short-term investments, outstanding trade and loan receivables, and restricted funds. For trade receivables, the Company does not hold any collateral as security but mitigates this risk by dealing only with what management believes to be financially sound counterparties and, accordingly, does not anticipate significant loss for non-performance. For other receivables, outside of the normal course of business such as the loan receivable, management generally obtains guarantees and general security agreements. The maximum exposure to credit risk of cash, short-term investments, accounts receivable, loan receivable, and restricted funds on the statement of financial position at August 31, 2022 approximates $171,799 (August 31, 2021 - $235,949).

As of August 31, 2022 and August 31, 2021, the Company's aging of trade receivables was as follows:

	AUGUST 31, 2022	AUGUST 31, 2021
0-60 days	$ 42,961	$ 20,029
61-120 days	2,022	886
Gross trade receivables	$ 44,983	$ 20,915
Less: Expected credit losses and reserve for product returns and price adjustments	(1,121)	(710)
	$ 43,862	$ 20,205

(b) Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by reviewing on an ongoing basis its capital requirements. At August 31, 2022, the Company had $68,515 (August 31, 2021 – $55,365) of cash and working capital of $166,338 (August 31, 2021 - $234,349). Further, the Company may potentially access equity capital through the capital markets if required.

The Company is obligated to the following contractual maturities relating to their undiscounted cash flows as at August 31, 2022:

	Carrying Amount	Contractual Cash Flows	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Accounts payable and accrued liabilities	$ 40,864	$ 40,864	$ 40,864	$ –	$ –	$ –
Long-term debt	235	248	80	168	–	–
	$ 41,099	$ 41,112	$ 40,944	$ 168	$ –	$ –

The contractual maturities noted above are based on contractual due dates of the respective financial liabilities.

In connection with the Company's facilities, the Company is contractually committed to approximately $15,797 of capital expenditures, mostly related to its Moncton and LAU Campuses.

(c) Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the Company is comprised of:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rate. The Company has determined that a 1% change in rates would not have a material impact on the consolidated financial statements.

20. REVENUE

Net revenue for the Company is defined as gross revenue, which is net of any customer discounts, rebates, and sales returns and recoveries, less excise taxes.

Gross revenue for the years ended August 31, 2022 and 2021 is disaggregated as follows:

	YEAR ENDED	
	AUGUST 31, 2022	AUGUST 31, 2021
Adult-use recreational wholesale revenue (Canadian)	$ 184,686	$ 98,510
Direct to patient medical and medical wholesale revenue (Canadian)	7,872	8,701
International wholesale (business to business)	15,138	386
Wholesale to licensed producers (Canadian)	1,298	2,060
Other revenue	115	202
Gross revenue	$ 209,109	$ 109,859
Excise taxes	(63,300)	(30,696)
Net revenue	$ 145,809	$ 79,163

Recreational revenue is primarily comprised of provincial government bodies and large retailers that sell cannabis through their respective distribution models, whereas international and domestic wholesale revenue is comprised of wholesale shipments to other cannabis companies, including licensed producers, for further processing and sales onto their end customers.

During the year ended August 31, 2022, the Company had three customers (August 31, 2021 – three customers), that individually represented more than 10% of the Company's net revenue.

21. COST OF SALES

Cost of sales is comprised of the cost of inventories sold during the year, shipping expenses, the production cost of late-stage biological assets that are disposed of, provisions for inventory that do not pass the Company's quality assurance standards and obsolete products and packaging, and other production overhead.

During the year ended August 31, 2022, the Company recorded provisions in relation to excess and unsaleable inventories and biological assets as well as adjustments to net realizable value totaling $4,546 (August 31, 2021 - $19,904), which are detailed in Note 7.

During the year ended August 31, 2022, the Company recorded $709 (August 31, 2021 - $8,063) in charges for unabsorbed fixed overhead related to reduced production volumes.

22. CONTINGENCIES

The Company recognizes loss contingency provisions for probable losses when management can reasonably estimate the loss. When the estimated loss lies within a range, the Company records a loss contingency provision based on its best estimate of the probable loss. If no particular amount within that range is a better estimate than any other amount, the mid-point of the range is used. As information becomes known a loss contingency provision is recorded when a reasonable estimate can be made. The estimates are reviewed at each reporting date and the estimates are changed when expectations are revised. An outcome that deviates from the Company's estimate may result in an additional expense or release in a future accounting period.

Nova Scotia Claim

On March 3, 2017, a claim in connection with a proposed class-action lawsuit (the "NS Claim") was filed with the Supreme Court of Nova Scotia (the "NS Court") seeking to represent a class who purchased medical marijuana that was the subject of the Company's product recalls in December 2016 and January 2017 as it may have contained trace elements of the pesticides myclobutanil and bifenazate which are not approved for use by licensed producers. Between 2017 and 2021, various proceedings took place and the NS Claim was amended several times.

On April 26, 2022, the Company entered into a Settlement Agreement (the "Settlement") with the representative plaintiff on behalf of the class for an aggregate of $2,310 (the "Settlement Amount"). The Settlement Amount will be used to provide claimants a refund of the amounts paid to purchase the voluntarily recalled product, less any refunds they have already received, as well as the payment of legal fees. On August 31, 2022, the Settlement was approved by the NS Court. Settlement funds of $2,310 were deposited by Organigram with the administrator in October 2022 in accordance with the Settlement Agreement. The administrator has been disbursing funds to the claimants during October and November 2022. The Company reported the NS Claim to its insurance provider which appointed counsel to defend the NS Claim. The Company received insurance proceeds of $532 during the year ended August 31, 2022 to cover all remaining costs associated with the NS Claim.

Alberta Claim

On June 16, 2020, a claim in connection with a proposed national consumer protection class-action lawsuit (the "Alberta Claim") was filed with the Court of Queen's Bench in Alberta (the "AB Court") seeking damages against several Canadian cannabis companies including the Company (the "Defendants"). The Alberta Claim does not particularize all of the claims against the companies; however, it makes allegations with respect to the content of THC and CBD in the companies' products. In order to proceed as a class action, the AB Court must certify the action as a class action. A certification hearing has not yet been scheduled. The Company has reported the Alberta Claim to its insurers.

Estimating an amount or range of possible losses resulting from litigation proceedings is inherently difficult, particularly where the matters involve indeterminate claims for monetary damages and are in the stages of the proceedings where key factual and legal issues have not been resolved. For these reasons, the Company is currently unable to predict the ultimate timing or outcome of or reasonably estimate the possible losses or a range of possible losses resulting from the matter described above. No provision for the Alberta Clam has been recognized as at August 31, 2022 (August 31, 2021 - nil).

At August 31, 2022, a provision of $2,560 (August 31, 2021 - $2,750) in regards to claims and other contingencies was included in the consolidated statement of financial position. For the year ended August 31, 2022, payments of $412 (August 31, 2021 - $nil) were made which were offset by an increase to the provision of $222 (August 31, 2021 - $2,750). The Company also received insurance proceeds of $532 related to the litigation resulting in a net recovery of $310 in the consolidated statements of operations and comprehensive loss for the year ended August 31, 2022 (August 31, 2021 - $2,750 expense).

23. GENERAL AND ADMINISTRATIVE EXPENSES BY NATURE

	YEAR ENDED	
	AUGUST 31, 2022	AUGUST 31, 2021 (Note 29)
Office and general	$ 18,271	$ 12,738
Wages and benefits	12,018	8,380
Professional fees	6,458	6,147
Depreciation and amortization	5,299	2,471
Travel and accommodation	519	95
Utilities	343	89
Total general and administrative expenses	$ 42,908	$ 29,920

Certain reclassifications have been made to the prior periods comparative figures. Refer to Note 29 for details.

24. INCOME TAXES

Components of income tax recovery are as follows:

	AUGUST 31, 2022	AUGUST 31, 2021
Current tax		
Current expense	$ 225	$ –
Prior year adjustments	175	–
	$ 400	$ –
Deferred tax		
Origination and reversal of temporary differences	$ (11,809)	(27,244)
Change in tax rate and rate differences	–	1,292
Change in unrecognized temporary differences	11,750	26,026
Prior year adjustments	(429)	(74)
	$ (488)	$ –
Total income tax recovery	$ (88)	$ –

A reconciliation of income tax recovery at the statutory rate to amounts recorded in the consolidated financial statements is provided below:

	AUGUST 31, 2022	AUGUST 31, 2021
Loss before income taxes	$ (14,371)	$ (130,704)
Statutory income tax rate	29.0 %	29.0 %
Tax calculated at statutory rate	(4,168)	(37,904)
Non-deductible (non-taxable) items	(8,000)	9,514
Difference between current and future tax rates	–	1,292
Benefit of deductible temporary differences not recognized	11,750	26,026
Effect of tax rates in other jurisdictions	604	1,144
Other	154	(72)
Prior year tax adjustments	(428)	–
Income tax recovery	$ (88)	$ –

Recognized deferred tax assets and liabilities consist of the following:

	AUGUST 31, 2022	AUGUST 31, 2021
Deferred tax assets are attributable to the following:		
Non-capital losses	$ 6,479	$ 5,078
Lease liabilities	862	1,544
Deferred tax assets	7,341	6,622
Set-off of tax	(7,341)	(6,622)
Net deferred tax asset	$ –	$ –
Deferred tax liabilities are attributable to the following:		
Property, plant and equipment	$ (581)	$ –
Intangible assets	(3,719)	(652)
Biological assets	(2,628)	(1,755)
Inventories	(3,165)	(2,670)
Right-of-use assets	(550)	(1,146)
Net investment in sublease	(315)	(398)
Other	–	(1)
Deferred tax liabilities	(10,958)	(6,622)
Set-off of tax	7,341	6,622
Net deferred tax liability	$ (3,617)	$ –

The changes in temporary differences during the years ended August 31, 2022 and 2021 were as follows:

	NET BALANCE AT AUGUST 31, 2021	RECOGNIZED IN PROFIT OR LOSS	ACQUIRED IN A BUSINESS COMBINATION	NET BALANCE AT AUGUST 31, 2022
Non-capital losses	$ 5,078	$ 1,431	$ –	$ 6,509
Property, plant and equipment	–	(477)	(104)	(581)
Intangible assets	(652)	666	(3,733)	(3,719)
Biological assets	(1,755)	(834)	(39)	(2,628)
Inventories	(2,670)	(296)	(229)	(3,195)
Lease liabilities	1,544	(693)	11	862
Right-of-use assets	(1,146)	607	(11)	(550)
Net investment in sublease	(398)	83		(315)
Other	(1)	1	–	–
Net tax (liabilities) assets	$ –	$ 488	$ (4,105)	$ (3,617)

	NET BALANCE AT AUGUST 31, 2020	RECOGNIZED IN PROFIT OR LOSS	RECOGNIZED DIRECTLY IN EQUITY & OCI	NET BALANCE AT AUGUST 31, 2021
Non-capital losses	$ 6,669	$ (1,591)	$ –	$ 5,078
Property, plant and equipment	(961)	961	–	–
Intangible assets	(10)	(642)	–	(652)
Biological assets	(170)	(1,585)	–	(1,755)
Inventories	(5,367)	2,697	–	(2,670)
Lease liabilities	1,038	506	–	1,544
Right-of-use assets	(1,096)	(50)	–	(1,146)
Net investment in sublease	–	(398)	–	(398)
Other	(103)	102	–	(1)
Net tax liabilities	$ –	$ –	$ –	$ –

At August 31, 2022, the Company has non-capital loss carryforwards available to offset future taxable income in Canada, which expire as follows:

	AUGUST 31, 2022
August 31, 2035	$ 1,070
August 31, 2037	11,825
August 31, 2038	14,735
August 31, 2039	18,254
August 31, 2040	85,340
August 31, 2041	79,142
August 31, 2042	50,281
	$ 260,647

The Company recognizes tax benefits on losses or other deductible amounts where the probable criteria for the recognition of deferred tax assets has been met. The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following amounts:

	AUGUST 31, 2022	AUGUST 31, 2021
Deductible temporary differences	$ 24,667	$ 31,803
Tax losses	238,595	191,607
	$ 263,262	$ 223,410

25. GOVERNMENT SUBSIDIES

On April 1, 2020, Department of Finance Canada announced the CEWS, which would subsidize 75% of employee wages, retroactive to March 15, 2020, to Canadian employers whose business had been affected by COVID-19 to enable them to re-hire workers previously laid off as a result of the pandemic, help prevent further job losses, and to better position companies to resume normal operations following the crisis. Additionally, on October 9, 2020, the creation of the new Canada Emergency Rent Subsidy ("CERS") program was announced to provide support to qualifying tenants and property owners in the form of rent subsidy that is made available to organizations that continue to endure declining revenues, and the lockdown support, which provides an additional top-up to those entities that must either close or significantly restrict their activities due to a public health order. Under these programs, the Company applied for subsidies for the year ended August 31, 2022 of $nil (August 31, 2021- $8,147), which has been included as government subsidies in the statements of operations and comprehensive loss. During the year ended August 31, 2022, the Company received an employment grant amounting to $154 (August 31, 2021- $nil).

26. PRODUCT DEVELOPMENT COLLABORATION

On March 10, 2021, in conjunction with the strategic investment received as described herein, the Company and BAT entered into a PDC Agreement pursuant to which the CoE was established to focus on developing the next generation of cannabis products with an initial focus on CBD. The CoE is located at the Company's Moncton Campus, which holds the Health Canada licenses required to conduct research and development ("R&D") activities with cannabis products. Both companies are contributing scientists, researchers, and product developers to the CoE and it is supervised by a steering committee consisting of an equal number of senior members from both companies. Under the terms of the PDC Agreement, both the Company and BAT have access to certain of each other's intellectual property ("IP") and, subject to certain limitations, have the right to independently, globally commercialize the products, technologies and IP created by the CoE pursuant to the PDC Agreement.

Pursuant to the terms of the PDC Agreement, $31,109 of the Investment Proceeds were reserved as restricted funds in order to satisfy certain of the Company's future obligations under the PDC Agreement, including the Company's portion of its funding obligations under a mutually agreed initial budget for the CoE. Costs relating to the CoE are funded equally by the Company and BAT. Balances are transferred from restricted funds to the Company's general operating account as CoE related expenditures are periodically reconciled and approved. The balance in restricted funds at August 31, 2022 is $26,820 (August 31, 2021 - $31,109).

The CoE is accounted for as a joint operation, in which the Company and BAT contribute 50% each. The Company recognized its share of the expenses incurred by the CoE in the statement of operations and comprehensive loss under Research and development. For the year ended August 31, 2022, $2,837 (August 31, 2021 - $494) of expenses have been recorded in the statement of operations and comprehensive loss.

27. ACQUISITION OF SUBSIDIARIES

i. Laurentian Organic Inc.

On December 21, 2021, the Company acquired 100% of the shares and voting interests of the non-listed Laurentian for $36,000, consisting of $10,000 in cash consideration, $7,000 on closing and $3,000 held back, with the remaining $26,000 in share consideration at the acquisition date. The Company has agreed to provide the seller additional share consideration based on Laurentian's future adjusted EBITDA over a period of two years. The acquisition of Laurentian is expected to enable the Company to penetrate a new product category and provides the Company with access to Laurentian's expertise in the hash manufacturing space. The acquisition is also expected to provide the Company with an increased share of the craft flower and hash market.

The Company elected not to apply the optional concentration test and, as such, carried out a detailed analysis of inputs, outputs and substantive processes. Included in the identifiable assets acquired and liabilities assumed at the date of acquisition of Laurentian are inputs (production equipment, manufacturing facility and a cultivation, processing and sales license), production processes and an organized workforce. The Company has determined that together the acquired inputs and processes significantly contribute to the ability to create revenue. The Company has concluded that the acquired set is a business.

Equity Instruments Issued

The fair value of the 10,896,442 Common Shares issued was $27,568, based on the TSX listed share price of $2.53 per share of the Company on closing of December 21, 2021. The number of Common Shares issued was calculated by dividing the total share consideration of $26,000, per the share purchase agreement, by the 5-day volume-weighted average TSX listed share price of the Company preceding the closing date of $2.39.

Acquisition Costs

The Company incurred acquisition-related costs of $1,039 on legal fees and due diligence. Of these costs $984 have been included in the statement of operations and comprehensive loss and $55 have been capitalized to share issuance costs.

Assets acquired and liabilities assumed

The following table summarizes management's recognition of the fair value of assets acquired and liabilities assumed at the date of acquisition:

		FAIR VALUE ON ACQUISITION
Assets		
Accounts receivable	$	1,317
Biological assets		183
Inventories		2,266
Property, plant and equipment		4,481
Right-of-use assets		41
Intangible assets		14,217
Other		10
Total assets	$	22,515
Liabilities		
Bank indebtedness	$	616
Accounts payable and accrued liabilities		3,615
Lease liability		41
Deferred income taxes		4,105
Total liabilities	$	8,377
Total identifiable net assets at fair value	$	14,138
Consideration transferred		
Cash consideration	$	10,000
Equity instruments (10,896,442 Common Shares)		27,568
Contingent share consideration		6,996
Working capital adjustments		(1,461)
	$	43,103
Goodwill arising on acquisition	$	28,965

Goodwill arising from the acquisition represents the expected synergies, future income and growth and other intangibles that do not qualify for separate recognition. None of the goodwill recognized is expected to be deductible for tax

purposes. The deferred tax liability mainly comprises the tax effect of the accelerated depreciation for tax purposes of tangible and intangible assets.

For the year ended August 31, 2022, Laurentian contributed $10,683 of gross revenue and net loss of $490, respectively to the consolidated results. If the acquisition had occurred on September 1, 2021, management estimates consolidated gross revenue of the Company would have been $215,654 and consolidated net loss would have been approximately $13,365 for the year ended August 31, 2022.

Contingent Share Consideration
The acquisition includes contingent share consideration as follows (all capitalized terms used below not otherwise defined herein have the respective meanings ascribed to them in the Company's agreement to acquire Laurentian):

a) First Year Earnout calculated for the period January 1, 2022 to December 31, 2022, as the greater of (i) zero and (ii) the difference obtained when the sum of $2,000 and 50% of the agreed capital expenditures is subtracted from 30% of the First Year adjusted EBITDA Multiple, payable in Common Shares, provided that, the sum of the Initial Consideration and the First Year Earnout Amount shall not exceed the First Year adjusted EBITDA Multiple; and
b) Second Year Earnout calculated for the period January 1, 2023 to December 31, 2023, as 19% of the Second Year adjusted EBITDA Multiple less the remaining balance of the agreed capital expenditures, payable in Common Shares, provided that, the sum of the Initial Consideration, the First Year Earnout Amount and the Second Year Earnout Amount shall not exceed the Second Year EBITDA Multiple.

Earnout payments paid in Common Shares shall be priced based on the five-day volume-weighted average price of the Company's Common Shares on the TSX as of the day prior to settlement. As at the acquisition date, the fair value of the contingent consideration was estimated to be $6,996. As at August 31, 2022, the contingent share consideration has been adjusted to $2,913, to reflect changes in estimates.

ii. The Edibles and Infusions Corporation

On April 6, 2021, the Company acquired 100% of the shares and voting interests of the non-listed EIC, including SUHM Investments Inc. and Quality Confections Corporation who collectively owned 100% of EIC for $22,000 of share consideration at the acquisition date. The Company has agreed to provide the seller additional share consideration of $13,000 should EIC achieve its milestones. On August 26, 2021, SUHM Investments Inc, Quality Confections Corporation and EIC amalgamated with the continuing entity being EIC. The fair value of the Common Shares issued was based on the TSX listed share price of the Company on closing of April 5, 2021 of $4.36 per share. The Company incurred acquisition-related costs of $620 on legal fees and due diligence. Of these costs $555 had been included in the statement of operations and comprehensive loss and $65 had been capitalized to share issuance costs.

The Company elected not to apply the optional concentration test and, as such, carried out a detailed analysis of inputs, outputs and substantive processes. Included in the identifiable assets acquired and liabilities assumed at the date of acquisition of EIC are inputs (production equipment, manufacturing facility and a standard research and processing license), production processes and an organized workforce. The Company has determined that together the acquired inputs and processes significantly contribute to the ability to create revenue. The Company has concluded that the acquired set is a business.

Assets acquired and liabilities assumed
The following table summarizes management's recognition of the fair value of assets acquired and liabilities assumed at the date of acquisition:

		FAIR VALUE ON ACQUISITION
Assets		
Property, plant and equipment	$	11,828
Intangibles assets		2,685
Deposits on equipment		2,157
Other assets		28
Total assets	$	16,698
Liabilities		
Accounts payable and accrued liabilities	$	2,047
Lease liability		1,742
Total liabilities	$	3,789
Total identifiable net assets at fair value	$	12,909
Consideration transferred		
Equity instruments (5,045,873 common shares)	$	22,000
Contingent share consideration		5,249
Working capital adjustment		(19)
	$	27,230
Goodwill arising on acquisition	$	14,321

The net assets recognized in the August 31, 2021 financial statements were based on a provisional assessment of their fair value. The valuation had not been completed by the date on which the August 31, 2021 financial statements were approved for issue by the Board of Directors. During the year ended August 31, 2022, the Company finalized the acquisition accounting, which resulted in an increase to the ROU asset of $1,718, an increase to lease liabilities of $411 and a decrease to goodwill of $1,307. This measurement period adjustment resulted in $13,014 of total goodwill arising on the acquisition.

Lease liability
The Company measured the acquired lease liability using the present value of the remaining lease payments at the date of acquisition. The right-of-use asset was measured at an amount equal to the lease liabilities.

Goodwill
The goodwill is attributable to the skills and technical talent of EIC's work force and the synergies expected to be achieved from integrating EIC into the Company's existing business. None of the goodwill recognized is expected to be deductible for tax purposes.

Contingent share consideration
The acquisition includes contingent share consideration based on various milestones as follows:

a) $3,500 to be paid in Common Shares upon the first listing of EIC or Organigram branded product (which was manufactured at the EIC facility) prior to December 31, 2021 in either the Ontario or Alberta recreational market. This was achieved in the year ended August 31, 2021 and settled subsequently on September 8, 2021.
b) $7,000 to be paid in Common Shares on the generation of $15 million in net revenue during the 12 months ended December 31, 2022.
c) $2,500 to be paid in Common Shares on the generation of $7 million in adjusted EBITDA for the 12 months ended December 31, 2022.

Milestone payments paid in Common Shares shall be priced based on the five-day volume-weighted average price of the Company's Common Shares on the TSX as of the day prior to settlement.

As at the acquisition date, the fair value of the contingent consideration was estimated to be $5,249. During the year ended August 31, 2021, the contingent consideration was adjusted to $9,038 to reflect changes in estimates and subsequently on September 8, 2021, the Company issued 1,039,192 Common Shares as consideration on account of EIC's achievement of the first milestone. The Common Shares issued were based on the 5-day volume-weighted average TSX listed share price of the Company of $3.37 per share. As at August 31, 2022, the remaining contingent consideration was adjusted to $7,000 (August 31, 2021 -$9,038).

28. OPERATING SEGMENTS

An operating segment is a component of the Company for which discrete financial information is available and whose operating results are regularly reviewed by the Company's chief operating decision maker, to make decisions about resources to be allocated to the segment and assess its performance, and that engages in business activities from which it may earn revenue and incur expenses. The Company only has one operating segment.

29. COMPARATIVE FIGURES

Certain reclassifications have been made to the prior periods comparative figures to enhance comparability with the current period financial statements, none of the reclassifications result in a change to net loss or shareholders' equity.

The following reclassifications were to enhance disclosure of certain figures:

	YEAR ENDED AUGUST 31, 2021		
STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS	AS REPORTED	ADJUSTMENT	AS RECLASSIFIED
Fair value adjustment to biological assets, inventories sold and other charges	$ (3,995)	$ 3,995	$ –
Realized fair value on inventories sold and other inventory charges	–	(35,721)	(35,721)
Unrealized gain on changes in fair value of biological assets	–	31,726	31,726
	$ (3,995)	$ –	$ (3,995)

STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS	AS REPORTED	ADJUSTMENT	AS RECLASSIFIED
General and administrative	$ 33,565	$ (3,645)	$ 29,920
Research and development	–	3,645	3,645
	$ 33,565	$ –	$ 33,565

	AUGUST 31, 2021		
STATEMENTS OF FINANCIAL POSITION	AS REPORTED	ADJUSTMENT	AS RECLASSIFIED
Accounts payable and accrued liabilities	$ 23,436	$ (4,484)	$ 18,952
Other liabilities	–	4,484	4,484
	$ 23,436	$ –	$ 23,436


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Organigram Reports Record Fourth Quarter and Full Year Fiscal 2022 Results

Continues trend of record quarterly net revenue and positive Adjusted EBITDA while growing share of adult recreational market

Q4 FISCAL 2022 FINANCIAL HIGHLIGHTS

- Continued record growth in net revenue, reaching $45.5 million, the highest in the history of the Company, up 83% from $24.9 million in the same prior-year period and 19% from $38.1 million in Q3 Fiscal 2022.
- Adjusted EBITDA[1] of $3.2 million, the third consecutive quarter of positive Adjusted EBITDA, compared to negative Adjusted EBITDA of $4.8 million in the same prior year period.
- Adjusted Gross Margin[1] of $10.4 million or 23%, compared to $3.0 million or 12% in the same prior year period, reflecting improvements from increased efficiencies and higher sales volume.

FISCAL 2022 FINANCIAL HIGHLIGHTS

- Net revenue of $145.8 million, an increase of 84% over $79.2 million in Fiscal 2021.
- Adjusted EBITDA[1] of $3.5 million, compared to a loss of $27.6 million in Fiscal 2021.
- Adjusted Gross Margin[1] of $33.4 million or 23%, an increase of 837% over $3.6 million or 5% in Fiscal 2021.

SALES AND OPERATIONAL HIGHLIGHTS

- In Q4 Fiscal 2022, held #3 position among Canadian licensed producers with 8.2% market share compared to 7%, in the same prior-year period. In October, Organigram achieved the #2 market position.[2]
- According to OCS shipped sales data, Organigram achieved the #1 market position in Ontario since January, 2022 and maintained it throughout the balance of the fiscal year[3].
- Organigram achieved the #1 market position in the Maritimes, since January 2022, until the end of the fiscal year[3].
- Continues to hold #1 position in dried flower, the largest category of the Canadian cannabis market, the #3 market position nationally in gummies[2] and the #1 position for hash in the Quebec market[4].
- Introduced 18 SKUs in Q4 Fiscal 2022 for a total of 85 in market.
- Generated a 11% increase in yield per plant in Q4 Fiscal 2022, compared to the same prior year period, as a result of environment improvements which contributed to reduced cultivation costs of 23% in Fiscal 2022 versus Fiscal 2021 and provided additional flower to address growing consumer demand.
- In Q4 Fiscal 2022, completed 4C expansion at Moncton growing facility, increasing annual capacity from 45,000 kilograms at the end of Fiscal 2021 to 85,000 kilograms of dry flower at the end of fiscal 2022, which will drive further cost reductions through operating leverage.
- Shipped $6.0 million of high margin flower to Australia and Israel in Q4 Fiscal 2022. In Fiscal 2022, Organigram shipped $15.4 million of flower internationally, compared to $0.4 million in Fiscal 2021.

TORONTO, ON, November 28, 2022 - Organigram Holdings Inc. (NASDAQ: OGI) (TSX: OGI), (the “Company” or “Organigram”), a leading licensed producer of cannabis, announced its results for the fourth quarter and year ended August 31, 2022 (“Q4 Fiscal 2022” or "Fiscal 2022").

[1] Adjusted gross margin and Adjusted EBITDA are non-IFRS financial measures not defined by and do not have any standardized meaning under IFRS; please refer to “Non-IFRS Financial Measures” in this press release for more information.
[2] Hifyre data extract from October 18, 2022
[3] OCS wholesale sales and e-commerce orders shipped data: Q4 FY 22 and Provincial Boards Data: CNB, NSLC, PEILCC, Q4 FY ‘22
[4] Weedcrawler, FY22

"In Fiscal 2022, our innovative product launches, comprehensive retail distribution, sales execution, and operational excellence helped Organigram become a leading consumer products company in the cannabis sector," said Beena Goldenberg, Chief Executive Officer. "During the year, we increased and optimized production to meet consumer demand, drove market share gains nationally and solidified our position as serious competitors in several new categories. In Fiscal 2023 we expect continued success as we build on the high recognition of our brands, our track record of innovation and our proven ability to execute.

Select Key Financial Metrics (in $000s unless otherwise indicated)	Q4-2022	Q4-2021[3]	% Change	Fiscal 2022	Fiscal 2021[3]	% Change
Gross revenue	65,657	36,182	81 %	209,109	109,859	90 %
Excise taxes	(20,177)	(11,317)	78 %	(63,300)	(30,696)	106 %
Net revenue	45,480	24,865	83 %	145,809	79,163	84 %
Cost of sales	36,718	25,867	42 %	119,037	103,567	15 %
Gross margin before fair value changes to biological assets & inventories sold	8,762	(1,002)	974 %	26,772	(24,404)	210 %
Realized loss on fair value on inventories sold and other inventory charges	(10,191)	(7,286)	40 %	(35,204)	(35,721)	(1) %
Unrealized gain (loss) on changes in fair value of biological assets	15,677	11,639	35 %	40,001	31,726	26 %
Gross margin	14,248	3,351	325 %	31,569	(28,399)	211 %
Adjusted gross margin[1]	10,362	3,017	243 %	33,390	3,563	837 %
Adjusted gross margin %[1]	23 %	12 %	92 %	23 %	5 %	360 %
Selling (including marketing), general & administrative expenses[2]	15,657	12,415	26 %	59,768	45,727	31 %
Adjusted EBITDA[1]	3,232	(4,818)	167 %	3,484	(27,643)	113 %
Net loss	(6,144)	(25,971)	76 %	(14,283)	(130,704)	89 %
Net cash used in operating activities	(19,695)	(7,699)	156 %	36,211	28,589	27 %

1 Adjusted gross margin, adjusted gross margin % and Adjusted EBITDA are non-IFRS financial measures not defined by and do not have any standardized meaning under IFRS; please refer to “Non-IFRS Financial Measures” in this press release for more information.
2 Excluding non-cash share-based compensation.
3 During Fiscal 2022, certain reclassifications have been made to the prior periods comparative figures to enhance comparability with the current period amounts, none of the reclassifications resulted in a change to net loss or shareholders' equity. See Note 29 of the Financial Statements.

Select Balance Sheet Metrics (in $000s)	AUGUST 31, 2022	AUGUST 31, 2021	% Change
Cash & short-term investments (excluding restricted cash)	98,607	183,555	(46) %
Biological assets & inventories	68,282	48,818	40 %
Other current assets	54,734	28,242	94 %
Accounts payable & accrued liabilities	40,864	18,952	116 %
Current portion of long-term debt	80	80	— %
Working capital	166,338	234,349	(29) %
Property, plant & equipment	259,819	235,939	10 %
Long-term debt	155	230	(33) %
Total assets	577,107	554,017	4 %
Total liabilities	69,049	74,212	(7) %
Shareholders’ equity	508,058	479,805	6 %

“We are pleased with record net revenue and the third consecutive quarter of positive Adjusted EBITDA achieved in Q4 Fiscal 2022. This is a reflection of our disciplined approach, the execution by our team and our success at integrating acquisitions,” added Derrick West, Chief Financial Officer. “We enter Fiscal 2023 well-capitalized and with a proven strategy to continue to generate shareholder value.”

Key Financial Results for the Fourth Quarter and Fiscal 2022

- Net revenue:
  - Compared to the prior period, net revenue increased 83% to $45.5 million, from $24.9 million in Q4 Fiscal 2021. The increase was primarily due to an increase in adult-use recreational revenue, partly offset by lower average net selling price ("ASP") due to product mix and a decrease in medical revenue.
  - For Fiscal 2022, net revenue increased 84% to $145.8 million from $79.2 million in the previous year primarily due to an increase in recreational and international revenue, partially offset by a decrease in medical sales.

- Cost of sales:
  - Q4 Fiscal 2022 cost of sales increased to $36.7 million, from $25.9 million in Q4 Fiscal 2021, primarily as a result of the increase in sales volume in the adult-use recreational market.
  - For Fiscal 2022, cost of sales was $119.0 million, compared to $103.6 million in the previous year.

- Gross margin before fair value changes to biological assets, inventories sold, and other charges:
  - Q4 Fiscal 2022 margin improved to $8.8 million from negative $1.0 million in Q4 Fiscal 2021.
  - In Fiscal 2022, margin improved to $26.8 million from negative $24.4 million in Fiscal 2021. Quarterly and annual improvement were both positively impacted by higher net revenue, lower cost of production and a reduction in inventory provisions and unabsorbed overhead costs.

- Adjusted gross margin[5]:
  - Q4 Fiscal 2022 adjusted gross margin was $10.4 million, or 23% of net revenue, compared to $3.0 million, or 12%, in Q4 Fiscal 2021.
  - In Fiscal 2022, adjusted gross margin was $33.4 million, or 23% of net revenue, compared to $3.6 million, or 5% in Fiscal 2021.
  - The improvement in quarterly and annual results was largely due to higher overall sales volumes and improved efficiency, net of the impact of a lower average selling price.

- Selling, general & administrative (SG&A) expenses:
  - Q4 Fiscal 2022 SG&A expenses increased to $15.7 million from $12.4 million in Q4 Fiscal 2021.
  - In Fiscal 2022, SG&A expenses increased to $59.8 million, compared to $45.7 million in Fiscal 2021.
  - Annual SG&A expenses as a percent of net revenue has decreased from 57.8% to 40.9%.
  - Both quarterly and annual increases were primarily due to acquisitions and the higher spend to support the growth in the business.

- Adjusted EBITDA[6]:
  - Q4 Fiscal 2022 Adjusted EBITDA was $3.2 million compared to negative $4.8 million in Q4 Fiscal 2021.

[5] Adjusted gross margin is a non-IFRS financial measure not defined by and does not have any standardized meaning under IFRS; please refer to "Non-IFRS Financial Measures" in this press release for more information.
[6] Adjusted EBITDA is a non-IFRS financial measure not defined by and does not have any standardized meaning under IFRS; please refer to "Non-IFRS Financial Measures" in this press release for more information.

- Adjusted EBITDA was $3.5 million for Fiscal 2022, compared to negative $27.6 million in Fiscal 2021.
- The improvement in quarterly and annual results is primarily attributable to the increase in adjusted gross margins due to the higher volume of products sold and lower production costs.

- Net loss:
  - Q4 Fiscal 2022 net loss was $6.1 million, compared to a net loss of $26.0 million in Q4 Fiscal 2021.
  - In Fiscal 2022, net loss was $14.3 million, compared to $130.7 million in Fiscal 2021.
  - The quarterly and annual decrease in net loss is primarily due to the increased revenues, lower production costs and a decrease in inventory provisions and unabsorbed overheads.

- Net cash used in operating activities:
  - Q4 Fiscal 2022 net cash used in operating activities was $19.7 million, compared to $7.7 million in Q4 Fiscal 2021.
  - In Fiscal 2022, net cash used in operating activities was $36.2 million, compared to $28.6 million in Fiscal 2021.
  - The year over year increase to cash used in operating activities is primarily due to the higher working capital needs resulting from the growth in revenues.

The following table reconciles the Company's Adjusted EBITDA to net income (loss).

Adjusted EBITDA Reconciliation (in $000s unless otherwise indicated)	Q4-2022	Q4-2021	Fiscal 2022	Fiscal 2021
Net loss as reported	$ (6,144)	$ (25,971)	$ (14,283)	$ (130,704)
Add/(Deduct):				
Financing costs, net of investment income	(364)	(286)	(1,058)	2,106
Income tax expense (recovery)	(299)	—	(88)	—
Depreciation, amortization, and (gain) loss on disposal of property, plant and equipment (per statement of cash flows)	7,570	17,349	31,487	33,459
Impairment of intangible assets	—	1,701	—	1,701
Impairment of property, plant and equipment	2,245	—	4,245	—
Share of loss and impairment loss from loan receivable and investments in associates	528	4,162	1,614	6,363
Unrealized loss (gain) on changes in fair value of contingent consideration	317	3,392	(2,621)	3,558
Realized loss on fair value on inventories sold and other inventory charges	10,191	7,286	35,204	35,721
Unrealized (gain) loss on change in fair value of biological assets	(15,677)	(11,639)	(40,001)	(31,726)
Share-based compensation (per statement of cash flows)	2,809	1,150	5,127	3,896
COVID-19 related charges, net of government subsidies and insurance recoveries	—	(892)	(335)	(8,147)
Legal provisions	—	1,050	(310)	2,750
Share issuance costs allocated to derivative warrant liabilities and change in fair value of derivative liabilities	(3,415)	(6,001)	(32,650)	29,828
Incremental fair value component of inventories sold from acquisitions	—	—	1,363	—
ERP implementation costs	1,793	—	3,203	—
Transaction costs	(188)	—	2,384	—
Provisions and impairment of inventories and biological assets and provisions of inventory to net realizable value	1,600	2,619	4,546	19,904
Research and development expenditures, net of depreciation	2,266	1,262	5,657	3,648
Adjusted EBITDA	**$ 3,232**	**$ (4,818)**	**$ 3,484**	**$ (27,643)**

The following table reconciles the Company's adjusted gross margin to gross margin before fair value changes to biological assets and inventories sold:

Adjusted Gross Margin Reconciliation (in $000s unless otherwise indicated)	Q4-2022	Q4-2021	Fiscal 2022	Fiscal 2021
Net revenue	$ 45,480	$ 24,865	$ 145,809	$ 79,163
Cost of sales before adjustments	35,118	21,848	112,419	75,600
Adjusted Gross margin	10,362	3,017	33,390	3,563
Adjusted Gross margin %	23 %	12 %	23 %	5 %
Less:				
Provisions (recoveries) and impairment of inventories and biological assets	1,600	1,997	4,048	15,039
Provisions to net realizable value	—	622	498	4,865
Incremental fair value component on inventories sold from acquisitions	—	—	1,363	
Unabsorbed overhead	—	1,400	709	8,063
Gross margin before fair value adjustments	8,762	(1,002)	26,772	(24,404)
Gross margin % (before fair value adjustments)	19 %	(4)%	18 %	(31)%
Add/(Deduct):				
Realized loss on fair value on inventories sold and other inventory charges	(10,191)	(7,286)	35,204	35,721
Unrealized gain on changes in fair value of biological assets	15,677	11,639	(40,001)	(31,726)
Gross margin	14,248	3,351	21,975	(20,409)
Gross margin %	31 %	13 %	15 %	(26)%

Canadian Recreational Market Introductions

SHRED Dankmeister XL Bong Blends

- Launched in July 2022, SHRED Dankmeister is a new offering in the popular SHRED milled flower line up that provides a coarser grind to suit bong and pipe smokers.

Sour Blue Razzberry

- An addition to the SHRED'ems gummy line in an electrifying sour raspberry flavour with a 2:1 ratio of CBD to THC. There are now eight SHRED'ems SKUs in market.

Holy Mountain

- Launched subsequent to quarter-end, HOLY MOUNTAIN, the Company's newest value brand, features an initial lineup of dried flower strains along with value pressed hash. With the introduction of HOLY MOUNTAIN, Organigram now offers value-priced flower in an expanded range of sizes, starting with 3.5 gram offerings at launch.

Research and Product Development

Product Development Collaboration ("PDC") and Centre of Excellence ("CoE")

- The Organigram and BAT CoE has completed all key spaces including the R&D Laboratories, enhanced Analytics, Quality Assurance and Control laboratory, GPP production space, Sensory Testing Laboratory and state-of-the-art Biolab for advanced plant science research. The CoE has undertaken initial stage development and safety studies on first generation edibles and novel beverages as part of its work. As part of the development, the CoE has created and assessed numerous delivery systems and created over 60 unique formulations to develop differentiated products in the future.

Plant Science, Breeding and Genomics R&D in Moncton

- Organigram's cultivation program; a key strategic advantage for the Company has continued its expansion with the addition of a dedicated cultivation R&D space. The new space has

accelerated rapid assessment and screening, delivering 20-30 unique cultivars every two months while freeing up rooms for commercial grow. The Plant Science team continues to move the garden towards unique, high terpene and high THC, in-house grown cultivars, while also leveraging the newly commissioned Biolab for ongoing plant science innovation focusing on quality, potency and disease-resistance marker discovery to enrich the future flower pipeline.

International

- In Fiscal Q4 2022, the Company completed three international shipments totaling $6.0 million to Israel and Australia. In Fiscal 2022, seven international shipments were made for total shipped sales of $15.4 million.
- Recent political changes and cannabis election ballot initiatives for medical and recreational use in the United States suggest that the potential movements to U.S. federal legalization of cannabis (THC) remain difficult to predict. The Company continues to monitor and develop a potential U.S. entry strategy that could include THC, CBD and other minor cannabinoids. The Company is also monitoring recreational legalization opportunities in European jurisdictions based on the size of the addressable market and recent regulatory changes with a particular focus on Germany.

Liquidity and Capital Resources

- On August 31, 2022, the Company had unrestricted cash and short-term investments balance of $99 million compared to $184 million at August 31, 2021. The decrease in cash of $85 million was the result of the following: $49 million invested in capital expenditures across three facilities, $8 million in cash consideration towards the acquisition of Laurentian Organics Inc. ("Laurentian"), $3 million investment into Hyasynth Biologicals with the balance related to supporting the increase in the working capital assets.
- For Fiscal 2022 the Company has budgeted $29 million in capital expenditures for the three facilities. This spend would relate to the completion of the expansion at the Laurentian operations and also include automation investments at the Winnipeg edibles and Moncton flower facilities.
- Organigram believes its capital position is healthy and that there is sufficient liquidity available for the near to medium term.

Capital Structure

in $000s	AUGUST 31, 2022	AUGUST 31, 2021
Current and long-term debt	235	310
Shareholders' equity	508,058	479,805
Total debt and shareholders' equity	508,293	480,115
in 000s		
Outstanding common shares	313,816	298,786
Options	11,051	7,797
Warrants	16,944	16,944
Top-up rights	7,590	6,559
Restricted share units	2,346	1,186
Performance share units	265	472
Total fully-diluted shares	352,012	331,744

Outstanding basic and fully diluted share count as at November 28, 2022 is as follows:

in 000s	NOVEMBER 28, 2022
Outstanding common shares	313,857
Options	11,998
Warrants	16,944
Top-up rights	8,393
Restricted share units	3,797
Performance share units	1,103
Total fully-diluted shares	356,092

Outlook[7]

Net revenue

- Organigram currently expects Fiscal 2023 revenue to be higher than that of Fiscal 2022. This expectation is largely due to ongoing sales momentum, stronger forecasted market growth, the Company's expanded product line in multiple segments, greater capacity to meet demand at the Moncton Campus, increased throughput at the Winnipeg facility and contributions from the Lac-Supérieur facility.
- In addition, the anticipated continuation of shipments to Canndoc in Israel and Cannatrek and Medcan in Australia is expected to generate higher sequential revenue in Fiscal 2023 as compared to Fiscal 2022. The Company believes it is better equipped to fulfill demand in Fiscal 2023 with larger harvests expected compared to Fiscal 2022. In addition, on November 17, 2022, the Company entered into a new multi-year agreement with Canndoc that contemplates shipping up to 20,000 kilograms of dried flower.

Adjusted gross margins[8]

- The Company expects to see an improvement in adjusted gross margins in Fiscal 2023 and has put measures in place that it expects will further improve margins over time.
- The overall level of Fiscal 2023 adjusted gross margins versus Fiscal 2022 will also be dependent on other factors, including product category and brand sales mix.
- Organigram has identified the following opportunities which it believes have the potential to further improve adjusted gross margins over time:
    - Economies of scale and efficiencies gained as a result of moving from an annual capacity of 45,000 to 85,000 kilograms of dry flower at the Moncton facility, in addition to enhanced growing and harvesting methodologies, and design and environmental improvements, which have resulted in higher-quality flower and improved yields;
    - Expansion of the Lac-Supérieur facility which is expected to increase capacity for annual hash production from 1 million to over 2 million units;
    - Continued investment in automation at all three sites, which will drive cost efficiencies and reduce dependence on manual labor;
    - Revitalization of the Edison brand, including product innovation, packaging and post harvest processing and increased investment in building brand equity within the premium segment, geared toward securing higher margins;

[7] The disclosure in this section is subject to the risk factors referenced in the "Risk Factors" section of the Company's Q4 Fiscal 2022 MD&A, which is available in the Company's profile at www.sedar.com. Without limiting the generality of the foregoing, the expectations concerning revenue, adjusted gross margins and SG&A are based on the following general assumptions: consistency of revenue experience with indications of fourth quarter performance to date, consistency of ordering and return patterns or other factors with prior periods and no material change in legal regulation, market factors or general economic conditions. The Company disclaims any obligation to update any of the forward-looking information except as required by applicable law. See cautionary statement in the "Introduction" section at the beginning of the Company's Fiscal 2022 MD&A.

[8] Adjusted gross margin is a non-IFRS financial measure not defined by and does not have any standardized meaning under IFRS; please refer to "Non-IFRS Financial Measures" in this press release for more information.

- Additional innovative product launches to support other key brands: SHRED, Monjour, Holy Mountain and Tremblant to create new potential avenues for growth; and
- Full-year margin contribution from the Laurentian acquisition.

Adjusted EBITDA
- The Company expects significant growth in Adjusted EBITDA in Fiscal 2023 over Fiscal 2022.

Cash flow
- The Company expects to have positive cash flows from operating activities during Fiscal 2023 and positive free cash flows ("FCF") during calendar 2023.

Fourth Quarter and Full Year Fiscal 2022 Conference Call

The Company will host a conference call to discuss its results with details as follows:
Date: November 29, 2022
Time: 8:00 am Eastern Time
To register for the conference call, please use this link:
https://conferencingportals.com/event/RUyBPhzX

To ensure you are connected for the full call, we suggest registering a day in advance or at minimum 10 minutes before the start of the call. After registering, a confirmation will be sent through email, including dial in details and unique conference call codes for entry. Registration is open through the live call.

To access the webcast:
https://events.q4inc.com/attendee/926817268

A replay of the webcast will be available within 24 hours after the conclusion of the call at https://www.organigram.ca/investors and will be archived for a period of 90 days following the call.

Non-IFRS Financial Measures

This news release refers to certain financial performance measures (including adjusted gross margin and Adjusted EBITDA) that are not defined by and do not have a standardized meaning under International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Non-IFRS financial measures are used by management to assess the financial and operational performance of the Company. The Company believes that these non-IFRS financial measures, in addition to conventional measures prepared in accordance with IFRS, enable investors to evaluate the Company's operating results, underlying performance and prospects in a similar manner to the Company's management. As there are no standardized methods of calculating these non-IFRS measures, the Company's approaches may differ from those used by others, and accordingly, the use of these measures may not be directly comparable. Accordingly, these non-IFRS measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. Adjusted EBITDA is a non-IFRS measure that the Company defines as net income (loss) before: financing costs, net of investment income; income tax expense (recovery); depreciation, amortization, reversal of/or impairment, (gain) loss on disposal of property, plant and equipment (per the statement of cash flows); share-based compensation (per the statement of cash flows); share of loss from investments in associates and impairment loss from loan receivable; change in fair value of contingent consideration; change in fair value of derivative liabilities;

expenditures incurred in connection with research & development activities (net of depreciation); unrealized (gain) loss on changes in fair value of biological assets; realized loss on fair value on inventories sold and other inventory charges; provisions and impairment of inventories and biological assets; provisions to net realizable value of inventories; COVID-19 related charges; government subsidies; legal provisions; incremental fair value component of inventories sold from acquisitions; transaction costs; and share issuance costs. Adjusted EBITDA is intended to provide a proxy for the Company's operating cash flow and derive expectations of future financial performance for the Company, and excludes adjustments that are not reflective of current operating results.

Adjusted gross margin is a non-IFRS measure that the Company defines as net revenue less cost of sales, before the effects of (i) unrealized gain (loss) on changes in fair value of biological assets; (ii) realized fair value on inventories sold and other inventory charges; (iii) provisions and impairment of inventories and biological assets; (iv) provisions to net realizable value; (v) COVID-19 related charges; and (vi) unabsorbed overhead relating to underutilization of the production facility and equipment, most of which is related to non-cash depreciation expense. Management believes that this measure provide useful information to assess the profitability of our operations as it represents the normalized gross margin generated from operations and excludes the effects of non-cash fair value adjustments on inventories and biological assets, which are required by IFRS.

The most directly comparable measure to Adjusted EBITDA, calculated in accordance with IFRS is net income (loss) and beginning on page 4 of this press release is a reconciliation to such measure. The most directly comparable measure to adjusted gross margin calculated in accordance with IFRS is gross margin before fair value changes to biological assets and inventories sold and beginning on page 5 of this press release is a reconciliation to such measure.

About Organigram Holdings Inc.

Organigram Holdings Inc. is a NASDAQ Global Select Market and TSX listed company whose wholly-owned subsidiaries include Organigram Inc. and Laurentian Organic Inc. licensed producers of cannabis and cannabis-derived products in Canada, and The Edibles and Infusions Corporation, a licensed manufacturer of cannabis-infused edibles in Canada.

Organigram is focused on producing high-quality, indoor-grown cannabis for patients and adult recreational consumers in Canada, as well as developing international business partnerships to extend the Company's global footprint. Organigram has also developed a portfolio of legal adult-use recreational cannabis brands, including Edison, Big Bag O' Buds, SHRED, Monjour and Trailblazer. Organigram operates facilities in Moncton, New Brunswick and Lac-Supérieur, Québec, with a dedicated manufacturing facility in Winnipeg, Manitoba. The Company is regulated by the Cannabis Act and the Cannabis Regulations (Canada).

This news release contains forward-looking information. Forward-looking information, in general, can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "could", "would", "might", "expect", "intend", "estimate", "anticipate", "believe", "plan", "continue", "budget", "schedule" or "forecast" or similar expressions suggesting future outcomes or events. They include, but are not limited to, statements with respect to expectations, projections or other characterizations of future events or circumstances, and the Company's objectives, goals, strategies, beliefs, intentions, plans, estimates, forecasts, projections and outlook, including statements relating to the Company's future performance, the Company's positioning to capture additional market share and sales including international sales, expectations for consumer demand, expected increase in SKUs, expected improvement to gross margins before fair value changes to biological assets and inventories, expectations regarding adjusted gross margins, Adjusted EBITDA and net revenue in Fiscal 2023 and beyond, expectations regarding cultivation capacity, the Company's plans and

objectives including around the CoE, availability and sources of any future financing, expectations regarding the impact of COVID-19, availability of cost efficiency opportunities, the increase in the number of retail stores, the ability of the Company to fulfill demand for its revitalized product portfolio with increased staffing, expectations relating to greater capacity to meet demand due to increased capacity at the Company's facilities, expectations around lower product cultivation costs, the ability to achieve economies of scale and ramp up cultivation, expectations pertaining to the increase of automation and reduction in reliance on manual labour, expectations around the launch of higher margin dried flower strains, expectations around market and consumer demand and other patterns related to existing, new and planned product forms including by EIC and Laurentian; timing for launch of new product forms, ability of those new product forms to capture sales and market share, estimates around incremental sales and more generally estimates or predictions of actions of customers, suppliers, partners, distributors, competitors or regulatory authorities; continuation of shipments to Canndoc Ltd., Cannatrek Ltd. and Medcan; statements regarding the future of the Canadian and international cannabis markets and, statements regarding the Company's future economic performance. These statements are not historical facts but instead represent management beliefs regarding future events, many of which, by their nature are inherently uncertain and beyond management control. Forward-looking information has been based on the Company's current expectations about future events.

This news release contains information concerning our industry and the markets in which we operate, including our market position and market share, which is based on information from independent third-party sources. Although we believe these sources to be generally reliable, market and industry data is inherently imprecise, subject to interpretation and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process, and other limitations and uncertainties inherent in any statistical survey or data collection process. We have not independently verified any third-party information contained herein.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual events to differ materially from current expectations. These risks, uncertainties and factors include: the heightened uncertainty as a result of COVID-19, including any continued impact on production or operations, impact on demand for products, effect on third party suppliers, service providers or lenders; general economic factors; receipt of regulatory approvals or consents and any conditions imposed upon same and the timing thereof; the Company's ability to meet regulatory criteria which may be subject to change; change in regulation including restrictions on sale of new product forms; change in stock exchange listing practices; the Company's ability to manage costs, timing and conditions to receiving any required testing results and certifications; results of final testing of new products; timing of new retail store openings being inconsistent with preliminary expectations; changes in governmental plans including those related to methods of distribution and timing and launch of retail stores; timing and nature of sales and product returns; customer buying patterns and consumer preferences not being as predicted given this is a new and emerging market; material weaknesses identified in the Company's internal controls over financial reporting; the completion of regulatory processes and registrations including for new products and forms; market demand and acceptance of new products and forms; unforeseen construction or delivery delays including of equipment and commissioning; increases to expected costs; competitive and industry conditions; change in customer buying patterns; and changes in crop yields. These and other risk factors are disclosed in the Company's documents filed from time to time under the Company's issuer profile on the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com and reports and other information filed with or furnished to the United States Securities and Exchange Commission ("SEC") from time to time on the SEC's Electronic Document Gathering and Retrieval System ("EDGAR") at www.sec.gov, including the Company's most recent MD&A and AIF. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this news release. The Company disclaims any intention or obligation, except to the extent required by law, to update or revise any forward-looking

statements, whether as a result of new information, future events or otherwise. Forward looking information is subject to risks and uncertainties that are addressed in the "Risk Factors" section of the MD&A dated November 28, 2022 and there can be no assurance whatsoever that these events will occur.

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