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

FORM 8-K

CURRENT REPORT Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

March 19, 2024

Date of Report (Date of earliest event reported):

JUSHI HOLDINGS INC.

(Exact name of registrant as specified in its charter)

000-56468 (Commission File Number) 98-1547061 (I.R.S. Employer Identification Number)

British Columbia (State or other jurisdiction of incorporation or organization)

301 Yamato Road, Suite 3250

Boca Raton, FL 33431

(Address of principal executive offices and zip code)

(561) 617-9100

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursu	ant to Rule 425 under t	the Securities Act (17 CFR 23)	0.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12) Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
None	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company \boxtimes

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

Item 7.01. Regulation FD Disclosure.

On March 19, 2024, Jushi Holdings Inc. released an updated investor presentation (the "Investor Presentation"). The Investor Presentation will be used from time to time in meetings with investors. A copy of the Investor Presentation is furnished herewith as Exhibit 99.1 and is incorporated into this Item 7.01 by reference.

The information disclosed pursuant to this Item 7.01 (including Exhibit 99.1) shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liability of that section and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

(d) Exhibits.

Exhibit No.	Description
<u>99.1</u>	Investor Presentation Dated March 19, 2024.
104	Cover page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

Date: March 19, 2024

By: Jon Barack

President



Cautionary Statement Regarding Forward-Looking Statements

This presentation contains certain "forward-looking information" within the meaning of applicable Canadian searilies legislation as well as statements that may constitute "forward-looking statements" within the meaning of the Private Searilies Act of 1995, Section 27A of the Searies Act of 1995, Sec

Although the Company believes that the assumptions and factors used in preparing, and the expectations contained is, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements. The forward-looking information and factor events call differ motivally from those anticipated in such information and statements. The forward-looking information and forward-looking information and factor and the Company does not undertake to update any forward-looking information and/or forward-looking information and factor any forward-looking information and statements that are contained or referenced herein, except in accordance with applicable searcities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice.

Operational Results Advisory

Any statements regarding the Company's estimated operations following Q4 and year ended December 31, 2023, do not present all information necessary for an understanding of the Company's current or future results of operations and undue reliance should not be placed on such estimates, all of which are "forward-looking information" and "forward-looking statements" subject to the risks and uncertainties described above.

MARGIN GROWTH, DISCIPLINED CO	ST MANAGEMENT & EFFICIENCY OPTIMIZATION
Grower-Processors	 Completing ramp-up of PA and VA facilities Increasing plant yields, potency, turns, and improved genetics New product innovation to drive growth as of % of rev. and margin Preparing grower-processor production in PA for state's trajector towards adult-use plus OH and VA grower-processor productions for each state's process of transitioning to adult-use
Retail	 Actively working on opening new stores and evaluating opportunitie for additional retail locations Increasing efficiencies and productivity Continuing education around Jushi-branded products
Financials	 Optimizing balance sheet Decreasing and managing operating expenses Continuing margin growth expansion

2024 Initiatives

AIMED AT CREATING EFFICIENCIES & PROFITABILITY BENEFITS

- Reducing green waste by optimizing cloning procedures and reducing bud loss during harvests
- Increasing use of state-of-the-art plant sanitation techniques and equipment
- Expanding a fourth quarter 2023 post-harvest processing test procedure that may significantly improve post-harvest processing techniques
- Reducing the time to market for new higher margin products



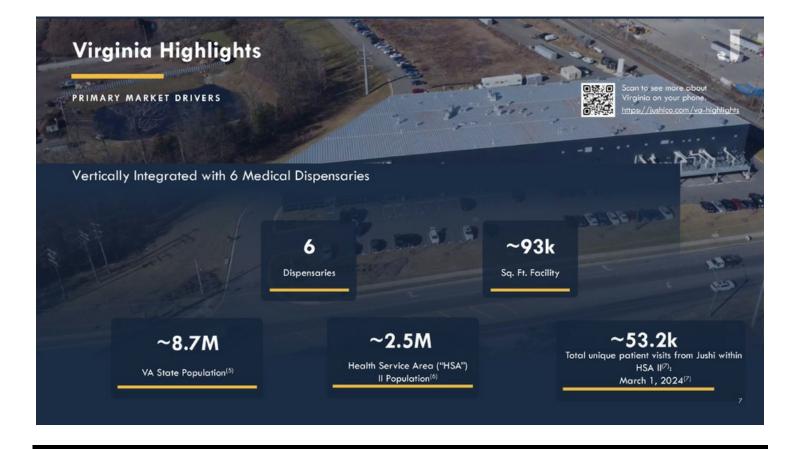
Improve product quality and value to the consumer Increase potency and yield of grower processors Maximize the capital previously spent

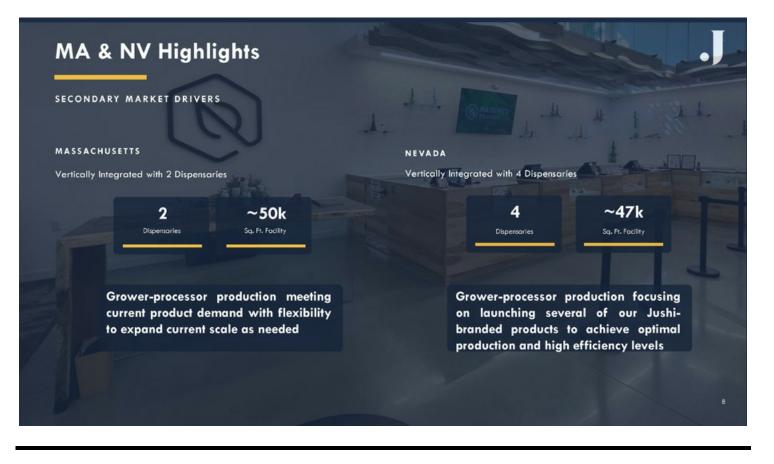
Jushi's Portfolio of Assets – March 2024

NUMBER OF OPERATING STORES*

Total PA VA MA NV он IL CA 4*** 1**** 35 17** 6 2 4 CULTIVATION & PROCESSING FACILITIES Total PA VA MA NV ОН IL CA 5 Yes Yes Yes Yes Yes 123k sq. ft. 93k sq. ft. 330k sq. ft. 50k sq. ft. 47k sq. ft. 17k sq. ft. ~1,224 7 5 Jushi Employees***** **Operating Vertical Markets Operating Markets**





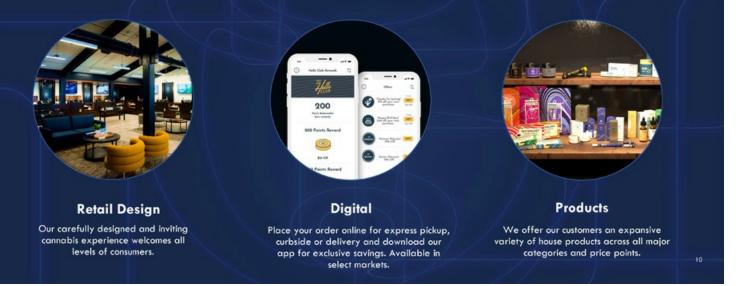




The Jushi Retail Experience

LEADING OMNICHANNEL EXPERIENCE

Jushi provides patients and customers with a frictionless retail experience.



Next-Level Store Design

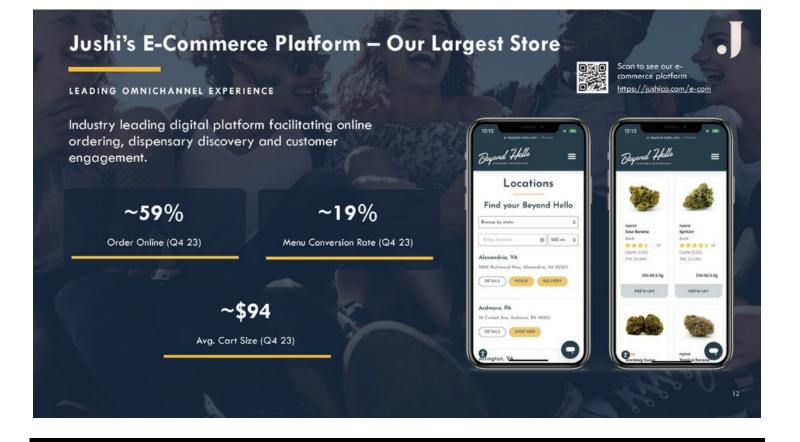
LEADING OMNICHANNEL EXPERIENCE

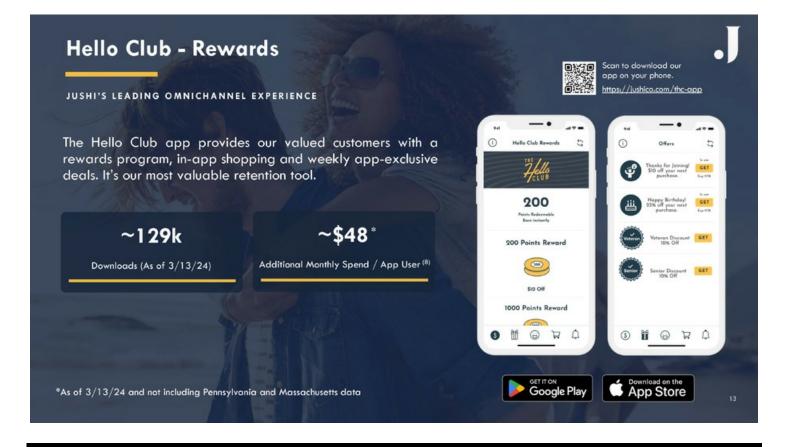


- Sleek Mid-Century Design
- Ample Parking
- Great Signage
- Express Pickups Where Permitted



- · Built for Medical or Adult-use
- Multiple Points of Sale
- UX In-Store Design
- Beyond TV





Comprehensive Suite of Brands Across Portfolio Scan to check out the 03:0 brands now on your phone! 之(約) 同時日2 JUSHI'S LEADING OMNICHANNEL EXPERIENCE https://jushico.com/our-brands VAPE & CONCENTRATE FLOWER EDIBLES & WELLNESS TASTEOLOGY hijinks THE LAB PACKAGED FLOWER INFUSED CHEWS & CHOCOLATES **§Nira**⁺ SĒCHĒ BTHE BANK

ACKAGED FLOWER & BLUNTS PACKAGED FLOWER & PRE-ROLLS

SOLVENTLESS, LIVE RESIN & CURED CARTRIDGES, DISPOSABLES & CONCENTRATES



TINCTURES & CAPSULES

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Markets Regulatory Updates

Pennsylvania

- Governor Shapiro, in his annual budget speech, stressed the urgency to establish PA's adult-use market.⁽⁹⁾
- Currently, there is a bipartisan bill in the PA Senate that would put into place a commercial adult-use program. ⁽¹⁰⁾

Virginia

- Commercial adult-use sales bill is on Governor Youngkin's desk. ⁽¹¹⁾
- Governor Youngkin must take action by April 8, 2024, at 11:59pm or bill will become law. ⁽¹²⁾

Ohio

- Preliminary regs have been published by the Ohio regulator for review. ⁽¹³⁾
- Adult-use sales expected to begin around September 2024.⁽¹³⁾

Appendix

Jushi Leadership Team



Jim Cacioppo CEO, Chairman & Founder



Jon Barack President & Founder



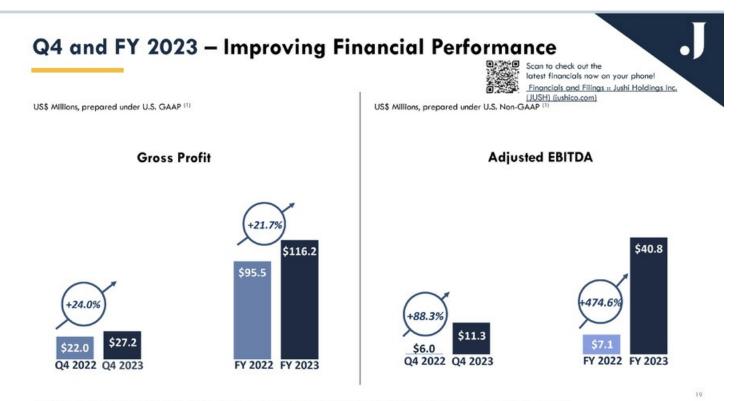
Michelle Mosier Chief Financial Officer



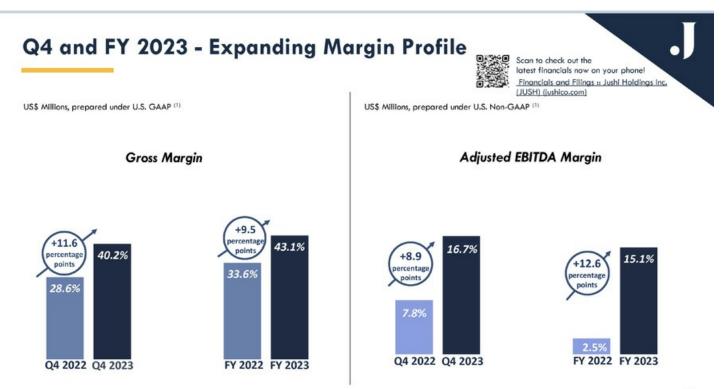
Tobi Lebowitz Chief Legal Officer & Corporate Secretary







(1) See "Reconciliation of Non-GAAP Financial Measures" and "Reconciliation of Net Income (Loss) to Adjusted EBITDA and Adjusted EBITDA Margin"



(1) See "Reconciliation of Non-GAAP Financial Measures" and "Reconciliation of Net Income (Loss) to Adjusted EBITDA and Adjusted EBITDA Margin"

Capitalization Summary



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(jushico.com)

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		(JUSH) (JUSH) (JUSHICO.			
(Amounts in millions)	December 31, 2023	Debt			
Cash ⁽¹⁾	\$31.3	 Priority to reduce debt level and optimize debt terms⁽⁵⁾ 			
Total Debt ⁽²⁾	\$225.6	Aggregate future total debt subject			
Net Debt	\$194.3	to scheduled repayments is ~\$200.8 ⁽⁶⁾ million			
	December 31, 2023	Capital Expenditures			
Subordinate Voting Shares Outstanding	196,631,598	 For FY 2023, the Company paid ~\$10.7 million in capital 			
Options	27,653,184 ⁽³⁾	expenditures			
Warrants	86,931,558(4)	In 2024, the Company expects maintenance capital expenditures			
Fully Diluted Shares Outstanding	311,216,340	to be ~\$3.0 - \$5.0 million ⁽⁷⁾			

(1) As of December 31, 2023, includes cash, cash equivalents, and restricted cash; (2) As of December 31, 2023, excluding leases and property, plant and equipment financing obligations; (3) Weighted Average Strike Price; \$1.40; (4) Weighted Average Strike Price; \$1.12; (5) As disclosed in our Q4 earnings release, subsequent to year-end Jushi made a \$2.43mm amortization payment on its SunStream Facility and reduced the liability associated with the Apothecarium Sellers Note by \$5.1mm via an exchange of the \$9.47mm silers Note for \$4.75mm in Second Lien Notes plus \$2.75mm cash and 1.80mm varrants with a U\$1.00 strike. (6) Excludes the contractual maturities of the Company's (i) promissory notes parable to Sammarino Intersting (ii) Justi Europe SA. deb, as the repayments of these two debts are contingent on the resolution of the Sammarino Matter and completion of Jushi Europe SA, respectively; and (7) Capital expenditures for new projects will be dependent on expansion in certain markets that may transition to recreational use. carium :21

Adjusted EBITDA Reconciliation

JUSHI HOLDINGS INC.

RECONCILIATION OF NET INCOME (LOSS) TO ADJUSTED EBITDA

(in thousands of U.S. dollars)



1	Three Months Ended December 31,			Year Ended December 31,			aber 31,	
		2023		2022		2023		2022
NET LOSS (1)	\$	(18,004)	\$	(139,937)	\$	(65,102)	\$	(202,324)
Income tax expense (benefit)		5,101		(1,511)		31,806		8,448
Interest expense, net		9,311		11,417		36,966		45,591
Depreciation and amortization (2)		6,808		10,829		26,588		26,492
EBITDA (Non-GAAP)		3,216		(119,202)		30,258		(121,793)
Non-cash share-based compensation		2,362	-	5,959	1	8,092	_	23,073
Inventory charge adjustments (3)		34		5,510		285		7,792
Indefinite-lived intangible asset impairment		845		73,915		845		111,515
Goodwill impairment		7,329		39,643		7,329		39,643
Tangible long-lived asset impairment		400		8,487		400		8,487
Fair value changes in derivatives		(7,929)		(28,654)		(9,589)		(91,887)
Losses on debt redemptions/extinguishments/modifications		_		18,858		_		18,858
Other, net (4)(7)		5,081		851		3,129		2,021
Start-up costs (5)		_		319		_		4,143
Transaction costs (6)		_		344		19		5,221
Adjusted EBITDA (Non-GAAP) (7)	S	11,338	\$	6,030	\$	40,768	\$	7,073

(2)

Net (loss) income includes amounts attributable to non-controlling interests. Includes amounts that are included in cost of goods sold and in operating expenses. Includes: (i) inventory step-up on business combinations; (ii) inventory recail reserves; and (iii) reserves for discontinued products. The inventory step-up on business combinations relates to the fair value write-up on inventory acquired on the business acquisition date and then sold subsequent to the acquisition date. The inventory recail reserves: relate to the estimated impact of the Pennsybania Department of Health recail and ban of vape products containing certain cannabis concentrates. The ban was lifted in June 2022. Includes: (i) premeasurement of contingent consideration related to acquisitions; (ii) losses (gains) on investments and financial assets; (iii) losses (gains) on legal settlements; (v) severance costs; (v) foreign exchange losses (gains]; and (vi) indemnification asset 130 (4) adjustments related to acquisitions.

agustments related to acquisitions. Expansion and start-go costs incurred in order to prepare a location for its intended use. Start-up costs are expensed as incurred and are not indicative of ongoing operations of each new location. Transaction costs include: (i) registration statement costs such as professional fees and other costs relating to our Greign exchange losses. The sum of the four quarters in 2023 will not add to the year to date amounts due to an overstatement of 5503 add back regime exchange losses.

Adjusted EBITDA Margin Reconciliation

JUSHI HOLDINGS INC. CALCULATION OF ADJUSTED EBITDA MARGIN (in thousands of U.S. dollars)



	Three Months Ended December 31,		Year Ended December 31.		
	2023	2022	2023	2022	
Total revenue, net	\$67,770	\$76,822	\$269,445	\$284,284	
Adjusted EBITDA (Non-GAAP)	\$11,338	\$6,030	\$40,768	\$7,073	
Adjusted EBITDA Margin (Non-GAAP)	16.7%	7.8%	15.1%	2.5%	

Disclaimers

JUSHI HOLDINGS INC. RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

EBITDA, Adjusted EBITDA, and Adjusted EBITDA Margin

In addition to providing financial measurements based on GAAP, we provide additional financial metrics that are not prepared in accordance with GAAP. We use non-GAAP financial measures, in addition to GAAP financial measures, to understand and compare operating results across accounting periods, for financial and operational decision making, for planning and forecasting purposes and to evaluate our financial performance. These non-GAAP financial measures are EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin (each as defined below). We believe that these non-GAAP financial measures reflect our ongoing business by excluding the effects of expenses that are not reflective of our operating business performance and allow for meaningful comparisons and analysis of trends in our business. These non-GAAP financial measures also facilitate comparing financial results across accounting periods and to those of peer companies. As there are no standardized methods of calculating these non-GAAP measures, our methods may differ from those used by others, and accordingly, the use of these measures may not be directly comparable to similar measures used by others, thus limiting their usefulness. Accordingly, the use of these non-GAAP 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 GAAP.EBITDA,

Adjusted EBITDA and Adjusted EBITDA Margin are financial measures that are not defined under GAAP. We define EBITDA as net income (loss), or "earnings", before interest, income taxes, depreciation and amortization. We define Adjusted EBITDA as EBITDA before: (i) non-cash share-based compensation expense; (ii) inventory-related adjustments; (iii) fair value changes in derivatives; (iv) other income/expense items (v) transaction costs; (vi) asset impairment; (vii) loss on debt extinguishment; and (viii) start-up costs. Adjusted EBITDA Margin is calculated by dividing Adjusted EBITDA by total revenue. These financial measures are metrics that have been adjusted from the GAAP net income (loss) measure in an effort to provide readers with a normalized metric in making comparisons more meaningful across the cannabis industry, as well as to remove non-recurring, irregular and one-time items that may otherwise distort the GAAP net income measure. Other companies in our industry may calculate this measure differently, limiting their usefulness as comparative measures.

Disclaimers

NO OFFERS

This presentation does nor constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of securities of the Company in any jurisdiction in which an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

THRD PARTY INFORMATION

This presentation may include market and industry data which was obtained from various publicly available sources and other sources believed by the Company to be true. Although the Company believes it to be reliable, the Company has not independently verified any of the data from third-party sources referred to in this presentation or analyzed or verified the underlying representation as the occurrent of such data from third-party sources referred to by such sources, or ascettained the underlying assumptions relied upon by such sources. The Company does not make any representation on such the occurrent of such information.

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CURRENCY

All references to \$ or "doilar" in this presentation are references to USD, unless otherwise indicated.

Endnotes

- (1) (Number of Pennsylvania dispensaries) https://www.health.pa.gov/topics/Documents/Programs/Medical%20Marijuana/MMAB%20Program%20Update%20Data-Nov%2015,%202023.pdf
- (2) (Population) https://www.census.gov/quickfacts/PA •
- (3) (4) (Pennsylvania Patients & Caregivers and Active Patients) https://www.health.pa.aov/topics/Documents/Programs/Medical%20Marijuana/MMAB%20Program%20Update%20Data%2020. %20Sept%206%202023.pdf and http://www.health.pa.aov/topics/Documents/Programs/Medical%20Marijuana/MMAB%20Program%20Update%20Data%2024.adf .
- (5) (Virginia State Population) https://www.census.gov/quickfacts/VA (6) (Health Service Area ("HAS") II Population) https://www.census.aov/auickfacts/alexandriacityvirainia:
- .
- https://www.census.gov/quickfacts/fact/table/fairfaxcountyvirginia.fairfaxcityvirginia.griIngtoncountyvirginia.glexandriacityvirginia.pPST045222; https://www.census.gov/quickfacts/fact/table/princewilliamcountyvirginia.manassascityvirginia.loudouncountyvirginia.fairfaxcountyvirginia.arlingto atoncountyvirainia.alexandriacityvirainia/PST045222
- (7) (Jushi's total number of unique patient visits in Jushi's HSA II footprint since March 1, 2024). Total number of unique individuals to visit Jushi dispensaries since the beginning of a medical program within HSA II". . inia does not provide state level patient counts
- (8) Data is sourced from Springbig which doesn't include PA and MA data app users
- (9) (Governor Shapiro's 2024-2025 budget proposal supporting an adult-use market) https://www.governor.pa.gov/newsroom/governor-shapiro-unreik-2024-25-budget-proposal-to-get-stuff-done-create-.
- opportunity-and-advance-real-freedom-for-all-pennsylvanians
- (9) (Governor Shapiro calls for an adult-use bill sent to him) https://www.cbsnews.com/pittsburgh/news/peresylvania-governor-josh-shopiro-calls-legalization-recreational-marijuana/ .
- (10)(Senate Bill 846) <u>btCheck.cfm (state.pa.us</u>) .
- (16) (Virginia election results) Beacon Securities Marijuana Industry Update Research Report published November 13, 2023 ٠
- (11) (Virginia legislature (House and Senote) passed a marijuana sales bill) Virginia Legislature Passes Marijuana Sales Bill, Sending Proposal To Governor's Desk Marijuana Moment
- (12) (Virginia Governor's potential next steps) https://www.wbtmdanville.com/2024/03/11/virginia-lawmakers-approve-budget-but-governor-warns-that-changes-will-be-needed/ .
- (13) (Ohio statue passing and % of votes) Canaccord Genuity Capital Markets Industry Update Equity Research Report published November 8, 2023
- (13) (Ohio Statue 2 adult-use cannabis program details) Full-Text-of-the-Law.pdf (justilkealcohol.com) .

Thank You

Contact investors@jushico.com