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The reader should not assume that the information is accurate and complete.

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

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001909747](#)
Name of Issuer [Jushi Holdings Inc.](#)
Jurisdiction of Incorporation/Organization [BRITISH COLUMBIA, CANADA](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

Previous Names None
[Hill Top Resources Corp.](#)
[Tanzania Minerals Corp.](#)

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [Jushi Holdings Inc.](#)
Street Address 1 [301 YAMATO ROAD](#)
City [BOCA RATON](#) State/Province/Country [FLORIDA](#) Street Address 2 [SUITE 3250](#) ZIP/PostalCode [33431](#) Phone Number of Issuer [561.617.9100](#)

3. Related Persons

Last Name [Cacioppo](#) First Name [James](#) Middle Name
Street Address 1 [301 Yamato Road, Suite 3250](#) Street Address 2
City [Boca Raton](#) State/Province/Country [FLORIDA](#) ZIP/PostalCode [33431](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Barack](#) First Name [Louis](#) Middle Name [Jon](#)
Street Address 1 [301 Yamato Road, Suite 3250](#) Street Address 2
City [Boca Raton](#) State/Province/Country [FLORIDA](#) ZIP/PostalCode [33431](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Garcia-Berg](#) First Name [Leonardo](#) Middle Name
Street Address 1 [301 Yamato Road, Suite 3250](#) Street Address 2
City [Boca Raton](#) State/Province/Country [FLORIDA](#) ZIP/PostalCode [33431](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Cabral	James	
Street Address 1	Street Address 2	
301 Yamato Road, Suite 3250		
City	State/Province/Country	ZIP/PostalCode
Boca Raton	FLORIDA	33431
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lebowitz	Tobi	
Street Address 1	Street Address 2	
301 Yamato Road, Suite 3250		
City	State/Province/Country	ZIP/PostalCode
Boca Raton	FLORIDA	33431
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Upshaw	Nichole	Lee
Street Address 1	Street Address 2	
301 Yamato Road, Suite 3250		
City	State/Province/Country	ZIP/PostalCode
Boca Raton	FLORIDA	33431
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Adderton	Peter	Alan
Street Address 1	Street Address 2	
c/o Jushi Holdings Inc.	301 Yamato Road, Suite 3250	
City	State/Province/Country	ZIP/PostalCode
Boca Raton	FLORIDA	33431
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Cross	Benjamin	
Street Address 1	Street Address 2	
c/o Jushi Holdings Inc.	301 Yamato Road, Suite 3250	
City	State/Province/Country	ZIP/PostalCode
Boca Raton	FLORIDA	33431
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hahn	Marina	
Street Address 1	Street Address 2	
c/o Jushi Holdings Inc.	301 Yamato Road, Suite 3250	
City	State/Province/Country	ZIP/PostalCode
Boca Raton	FLORIDA	33431
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Monroe	Stephen	
Street Address 1	Street Address 2	
c/o Jushi Holdings Inc.	301 Yamato Road, Suite 3250	
City	State/Province/Country	ZIP/PostalCode

Relationship: Executive Officer Director PromoterClarification of Response (if Necessary):

Last Name	First Name	Middle Name
Wafford	Bill	
Street Address 1	Street Address 2	
c/o Jushi Holdings Inc.	301 Yamato Road, Suite 3250	
City	State/Province/Country	ZIP/PostalCode
Boca Raton	FLORIDA	33431
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| Energy | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Other |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | | | |
|---|----|---|
| Revenue Range | OR | Aggregate Net Asset Value Range |
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Investment Company Act Section 3(c)

Section 3(c)(1)

Section 3(c)(9)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 504 (b)(1)(i)

Rule 504 (b)(1)(ii)

Rule 504 (b)(1)(iii)

Rule 506(b)

Rule 506(c)

Securities Act Section 4(a)(5)

Section 3(c)(2)

Section 3(c)(10)

Section 3(c)(3)

Section 3(c)(11)

Section 3(c)(4)

Section 3(c)(12)

Section 3(c)(5)

Section 3(c)(13)

Section 3(c)(6)

Section 3(c)(14)

Section 3(c)(7)

7. Type of Filing

New Notice Date of First Sale 2022-12-07 First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

Equity

Debt

Option, Warrant or Other Right to Acquire Another Security

Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Pooled Investment Fund Interests

Tenant-in-Common Securities

Mineral Property Securities

Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient

Canaccord Genuity LLC

(Associated) Broker or Dealer None

None

Street Address 1

40 Temperance Street, Suite 2200

City

Toronto

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States All States

Recipient CRD Number None

1020

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

State/Province/Country

ONTARIO, CANADA

ZIP/Postal Code

M5H 0B4

Foreign/non-US

Recipient

ATB Capital Markets USA Inc.

(Associated) Broker or Dealer None

None

Street Address 1

#410, 585 8th Avenue SW

Recipient CRD Number None

155053

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

City **Calgary** State/Province/Country **ALBERTA, CANADA** ZIP/Postal Code **T2P 1G1**
 State(s) of Solicitation (select all that apply) All States Foreign/non-US
 Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount **\$32,436,000** USD or Indefinite
 Total Amount Sold **\$32,436,000** USD
 Total Remaining to be Sold **\$0** USD or Indefinite

Clarification of Response (if Necessary):

The offering includes up to \$21,624,000 aggregate principal amount of 12% Second Lien Notes and warrants to purchase 5,183,126 of the Issuer's subordinate voting shares at an exercise price of \$2.086 per share.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. _____
 Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions **\$316,012** USD Estimate
 Finders' Fees **\$0** USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Jushi Holdings Inc.	/s/ Tobi Lebowitz	Tobi Lebowitz	Chief Legal Officer and Corporate Secretary	2022-12-22

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
