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## ASX RELEASE

13 July 2020

### MMJ Investment Portfolio Report as at 30 June 2020

**MMJ Group Holdings Limited (ASX: MMJ/OTC Code MMJF) ("MMJ")** is an Australian-listed company that specialises in managing a portfolio of investments along the cannabis value-chain in Australia, Canada, and Europe.

#### MMJ Investment Portfolio Report

MMJ is pleased to provide the MMJ Investment Portfolio Report as at 30 June 2020 which includes the disclosure pursuant to Listing Rule 4.12.

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#### Investor and Media Enquiries

Announcement authorised for release to ASX by:  
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#### About MMJ

MMJ is a global cannabis investment company (ABN 91 601 236 417). MMJ owns a portfolio of minority investments and aims to invest across the full range of emerging cannabis-related sectors including healthcare, technology, infrastructure, logistics, processing, cultivation, equipment and retail. For MMJ's latest investor presentation and news, please visit: <https://www.mmjgh.com.au/investors/>

#### Important Notice

*This announcement contains reference to certain intentions, expectations, future plans, strategy and prospects of MMJ. Those intentions, expectations, future plans, strategy and prospects may or may not be achieved. They are based on certain assumptions, which may not be met or on which views may differ and may be affected by known and unknown risks. The performance and operations of MMJ may be influenced by a number of factors, many of which are outside the control of MMJ. No representation or warranty, express or implied, is made by MMJ, or any of its directors, officers, employees, advisers or agents that any intentions, expectations or plans will be achieved either totally or partially or that any particular rate of return will be achieved. Given the risks and uncertainties that may cause MMJ's actual future results, performance or achievements to be materially different from those expected, planned or intended, recipients should not place undue reliance on these intentions, expectations, future plans, strategy and prospects. MMJ does not warrant or represent that the actual results, performance or achievements will be as expected, planned or intended. Nothing in this material should be construed as either an offer to sell or a solicitation of an offer to buy or sell securities. It does not include all available information and should not be used in isolation as a basis to invest in MMJ. This document does not constitute any part of any offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of any "US person" as defined in Regulation S under the US Securities Act of 1993 ("Securities Act"). MMJ's shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any US person without being so registered or pursuant to an exemption from registration including an exemption for qualified institutional buyers.*

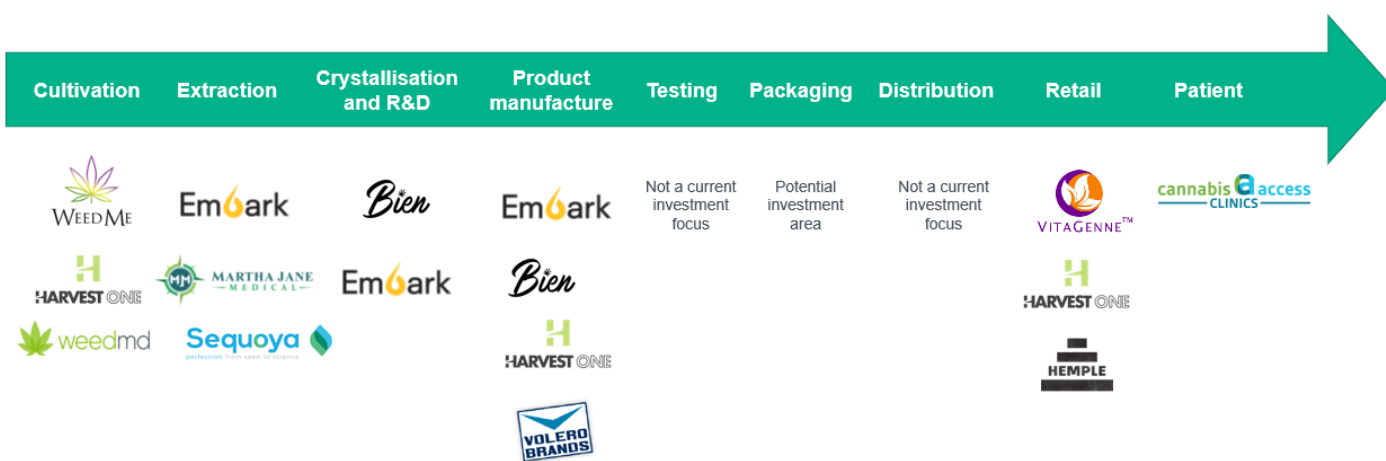


# Investment Portfolio Report

30 June 2020

## MMJ's Investments sit across most of the cannabis and hemp value chain

Capital is allocated to potential market leaders, consolidators and takeover targets



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This announcement contains reference to certain intentions, expectations, future plans, strategy and prospects of MMJ. Those intentions, expectations, future plans, strategy and prospects may or may not be achieved. They are based on certain assumptions, which may not be met or on which views may differ and may be affected by known and unknown risks. The performance and operations of MMJ may be influenced by a number of factors, many of which are outside the control of MMJ. All information is unaudited unless stated otherwise. No representation or warranty, express or implied, is made by MMJ, or any of its directors, officers, employees, advisers or agents that any intentions, expectations or plans will be achieved either totally or partially or that any particular rate of return will be achieved. Given the risks and uncertainties that may cause MMJ's actual future results, performance or achievements to be materially different from those expected, planned or intended, recipients should not place undue reliance on these intentions, expectations, future plans, strategy and prospects. MMJ does not warrant or represent that the actual results, performance or achievements will be as expected, planned or intended. Nothing in this material should be construed as either an offer to sell or a solicitation of an offer to buy or sell securities. It does not include all available information and should not be used in isolation as a basis to invest in MMJ. This document does not constitute any part of any offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of any "US person" as defined in Regulation S under the US Securities Act of 1993 ("Securities Act"). MMJ's shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any US person without being so registered or pursuant to an exemption from registration including an exemption for qualified institutional buyers. The investment returns shown are historical and no warranty can be given for future performance. Historical performance is not a reliable indicator of future performance. Due to the volatility in a Company's underlying assets and other risk factors associated with investing, investment returns can be negative, particularly in the short-term.

## About MMJ

MMJ (ASX Code MMJ/OTC Code MMJF) is a global cannabis investment company (ABN 91 601 236 417).

MMJ owns a portfolio of minority investments and aims to invest across the full range of emerging cannabis-related sectors including healthcare, technology, infrastructure, logistics, processing, cultivation, equipment and retail.

MMJ is the only listed Australian investment company which offers the opportunity to Australian investors to invest in unlisted and listed cannabis-related businesses in Australia and offshore.

MMJ has a proven track record in acquiring and realising considerable value from its cannabis related investments.

Since 2015, MMJ has created a significant number of investment opportunities from its connections in Canada and Australia in the private investment sector and realised exits when it is to the benefit of MMJ and its shareholders:

<b>20</b>	<b>8</b>	<b>4</b>	<b>9</b>
Primary Acquisitions	Follow on investments <sup>1</sup>	Private to public	Sale of investments

## MMJ Investment Performance<sup>2</sup>

MMJ Historical Performance - period ended					30-Jun-20
	1 month	3 months	Financial year to date	12 months	Since inception
Pre tax return	(12)%	(12)%	(54)%	(54)%	(21)%
Benchmark	(6)%	20%	(59)%	(59)%	(34)%
Out/(under) performance	(6)%	(32)%	6%	6%	13%

For MMJ's latest investor presentations and news, please visit [www.mmjgh.com.au](http://www.mmjgh.com.au)

### General Investor Queries

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W: [mmjgh.com.au](http://mmjgh.com.au)

### Share Registry

Automic Registry Services

P: 1300 288 664

W: [automic.com.au](http://automic.com.au)

## Performance Update

Net Tangible Asset Value Per Share Before Tax<sup>3</sup> as at 30 June 2020

**\$0.1798**

Total Portfolio as at 30 June 2020

**\$41m**

Investment Return Since Inception<sup>4</sup>  
as at 30 June 2020 (per annum)

**(21)% pa**

Key Metrics as at	30-Jun-20	AUD
Net Asset Value	m	41
Investee Portfolio (ex cash)	m	40
Cash	m	1.0
Net Tangible Asset per share - pre-tax (issued pursuant to LR 4.12)		0.1798
Net Tangible Asset per share - post tax (issued pursuant to LR 4.12)		0.1798
Net Asset Value per share		0.1799
MMJ share price (ASX)		0.096
Market capitalisation	m	22
Number of investments (ex cash)		15
ASX Investment Type		Listed Investment Company
Initial Public Offering Date (inception date)		22-Jan-15
No. of ordinary shares on issue	m	230

<sup>1</sup> Includes investments in existing investees

<sup>2</sup> MMJ uses the Alternative Harvest ETF (ticker symbol MJ) as its investment benchmark for the MMJ portfolio as it is a highly liquid portfolio trading in the North American market (where most of MMJ's holdings are based). MJ is listed on the New York Stock Exchange

<sup>3</sup> Net Tangible Asset Value per share – net tangible assets per share before tax on unrealised gains on investment portfolio

<sup>4</sup> Inception is 30 June 2018 being the date when MMJ commenced accounting for investments as an investment entity

**MMJ NEWS****Performance of MMJ Portfolio for June 2020****Investment Performance for Year to Date**

MMJ's portfolio management has focussed on two key themes:

- a) MMJ has been actively supporting the operational and financial restructuring plans of Harvest One Cannabis (HVT). Promisingly the HVT share price has made a material recovery from 12 month low of 6 cents<sup>5</sup> in March 2020 to 9.5 cents which indicates that the general market is becoming increasingly confident the benefits of the changes implemented in the past four months to realise the value which we believe resides in HVT's consumer branded products.
- b) Creating a diversified portfolio of CBD and cannabis investments in cultivation, extraction and consumer products with material investments in Embark Health, Weed Me, WeedMD, Sequoya, Volero and Bespoke.

The current downturn in global financial markets will delay liquidity events in some of these material investments – however the individual businesses are realising opportunities to capitalise on the growing demand for CBD and cannabis products in North America and Europe. MMJ has been pleased with the recent improvement of the MMJ share price from its 52-week low of 6 cents to 9.6 cents at 30 June 2020. MMJ believes that its share price materially undervalues the opportunities provided by its existing portfolio as the Canadian investment market recovers and provides the opportunity for investors to acquire MMJ shares at an attractive price to their intrinsic value.

**Investment Performance for Month**

During June, MMJ NAV generated a negative return of 12% primarily due to the decline in listed share price of Harvest One and the assessed value of MMJ's investment in unlisted Embark Health. Details of the monthly movement in the portfolio are contained in Appendix One.

**Portfolio management events**

During June, MMJ's material investments made significant announcements in terms of achievement of business objectives and funding their operations:

- a) **Harvest One (HVT)** (21% of portfolio) – On 26 June 2020, HVT has announced a number of key initiatives:
  - i. Sale of the Duncan Facility and its related operations confirms Harvest One's strategic transition to a cannabis-focused Consumer Packaged Goods ("CPG") company and streamlines Harvest One's operating model and significantly improves its cost structure and strengthens balance sheet.
  - ii. Announcement of HVT financial and operating results for the three and nine months ended 31 March 2020.
- b) **Embark Health (Embark)** (26% of portfolio) - Embark announced that they have entered into a binding letter of intent dated 29 June 2020 with Mesa Exploration Corp. (TSXV: MSA) ("Mesa" or the "Company"), pursuant to which Mesa and Embark intend to complete a business combination or other similarly structured transaction which will constitute a reverse take-over of Mesa. A comprehensive news release will be issued by Mesa and Embark setting out the terms of the Transaction, which shall include information about Mesa upon closing of the Transaction and the proposed financing of Embark in connection with the Transaction. MMJ believes that this liquidity event has the potential to provide a material improvement in MMJ's net asset value.

**MMJ's Funding Position**

MMJ is well positioned to create value from the existing portfolio with a liquid balance sheet and cashflows from investments:

- a) Total assets of \$41m with immaterial current liabilities.
- b) Cash of AUD1m and a portfolio of listed equities (CAD5m), listed convertible loans (CAD3m) and unlisted loan securities (CAD6m) which provide MMJ interest income with flexibility to fund flow on investments, effect timing of investment exits and MMJ's operating requirements.
- c) During the month MMJ sold the shares acquired from the exercise of the balance of its MediPharm LABS warrants.

<sup>5</sup> Canadian dollars

**Future Investment Opportunities**

MMJ holds warrants (similar to 'options' in Australia) and contractual rights in a number of its existing listed and unlisted investments which provide opportunities for MMJ to make follow-on investments in businesses at a discount to current valuations and where MMJ is well placed to understand their potential returns. Existing cannabis businesses where MMJ holds the right to make follow on investments include:

- a) Sequoya (European medicinal cannabis and CBD oil extraction)
- b) Weed Me (Canadian cannabis cultivation)
- c) Volero (Canadian cannabis vape manufacturer)
- d) WeedMD (Canadian cannabis cultivation and cannabis oil extraction)
- e) Embark Health (Canadian cannabis and CBD oil extraction)
- f) Harvest One Cannabis (Canadian cannabis consumer and wellness products).

**MMJ shareholder communications**

MMJ is holding a webinar conference call on 15 July 2020 to allow MMJ shareholders and interested parties to hear an update on global cannabis markets and key investments and to also ask questions.

Copies of announcements related to MMJ's operations may be found on the MMJ website: [www.mmjgh.com.au](http://www.mmjgh.com.au)

## Embark Ventures Sector Update –June 2020

### Market Overview

During June 2020, MMJ share price has declined by approximately 23% while our benchmark Alternative Harvest ETF has declined approximately 6.5%. Year to date, MMJ share price has declined approximately 60% while our benchmark ETF has declined by approximately 59%. Broader markets as represented by the ASX 200 have been up slightly by 1% in June and down 10% year to date. However, we are now seeing lesser volatility than we witnessed during the earlier months of 2020 as the long slow march to a post-COVID19 world unfolds.

The path to normalcy in North America has been particularly longer than expected as several southern and western states in the US have seen a sudden and large spike in COVID19 infections during June (whether this is due to recent protests or opening of in-restaurant dining is yet to be determined). We continue to believe that a resolution of these issues either before or just after the US elections in November will usher in a new era of stability for the broader markets. By that time, benefits of the massive government stimulus packages worldwide will also be in full effect.

As we have discussed over the last several months there is a gap between MMJ's share price and our NAV. This is likely due to capital markets not fully understanding the value proposition inherent in our private company holdings and we have been endeavouring to close this gap by highlighting specific portfolio companies in each monthly letter. We will return to that series next month with a deep dive on a focus company, but there have been some significant developments at several investee companies we wanted to share with shareholders first. Highlights of progress at Harvest One, Embark Health, Volero Brands and WeedMD follows:

#### **Harvest One Cannabis Inc. (HVT)**

HVT has announced a sale of its Duncan Facility to Costa Canna which is in line with their previously announced strategic transition from a cultivation company to a cannabis-focused consumer goods company. The sale will generate C\$8.2m of proceeds and the deal is expected to close before August 31st, 2020. MMJ's C\$2.0m bridge loan is to be paid back from closing proceeds along with interest in addition to the already issued 17 million warrants which were compensation for originally providing and extending the loan. The sale further streamlines HVT's operating model and significantly improves its cost structure and strengthens their balance sheet. The acquirers of Duncan have also provided a \$1.5 million bridge financing to fund working capital at HVT in the interim until closing is complete. This is a significant milestone in the company's transition to a cannabis consumer-packaged-brand focused entity.

#### **Embark Health Inc. (private)**

Mesa Exploration and Embark Health have entered into a binding letter of intent under which Mesa and Embark intend to complete a reverse take-over of Mesa in an arm's length transaction. Mesa is a shell that is eligible to list on the TSX Venture. A comprehensive news release is expected to be issued by Mesa and Embark setting out the terms of the transaction, which shall include information about the proposed financing of Embark in connection with the reverse takeover. This is a very positive step and shows the significant evolution Embark Health is undergoing. Furthermore, it also demonstrates MMJ's ability to make private company investments that achieve public-market liquidity.

#### **Volero Brands (private)**

Volero and Embark Health have entered into a definitive agreement to produce and distribute Volero's Flyte vape pens for the Canadian market. Volero will leverage its brand recognition and product expertise to design and market vaporizer products, while Embark will provide raw materials from its supply chain, high-quality cannabis distillate, formulation and filling expertise from its GPP facility in Delta, BC. The agreement allows Volero access to a licensed production facility while allowing Embark to add ready-to-launch cannabis 2.0 vapes to its product suite. This deal also demonstrates the strength of MMJ's ability to leverage its investment platform and realize synergies across investee companies.

#### **WeedMD Inc. (WMD)**

WeedMD reported preliminary unaudited revenues of \$12 million for the three-month period ended March 31, 2020. This is the first time the company has provided forward looking guidance and it exceeded most market expectations for the first quarter after the company completed its Starseed acquisition in December 2019. The March quarter represented a record-high sales number for the company and 325% increase quarter-over-quarter. Clearly the combination of the brand-recognition of the company's colour cannabis product and its pipeline of customers through Starseed's LiUNA union relationship has been very productive. While oversupply was an industry wide issue during this time period and COVID19 related concerns were starting to emerge,



WeedMD has gone against the trend and shown its strategy of creating high quality brands and utilizing unique sales channels can be very successful.

In summary, we are pleased to see many of our investee companies progressing well - whether its right-sizing their operations like Harvest One, focusing on brands and unique sales channels like WeedMD, entering into productive relationships like Volero, or planning to go public like Embark Health.

June is not just any other month for us – it is also MMJ's fiscal year end and typically a time to reflect on the year that has been. And certainly, it has been an incredibly challenging 12 months for us, the industry, and indeed for the world as a whole. And during this time of reflection, we look at the mirror and ask ourselves if we've done the right things. Did we help our investee companies with the right strategic advice on how to survive the downturn and prepare for the next 12 months? Are we correctly positioned for the next 12 months, for the next fiscal year? And our answers are firmly yes to both. We have provided the right advice to investee companies on how to stay lean and this helped our portfolio companies prepare for a liquidity crunch in the capital markets. We are also confident in our portfolio selection and how our management teams will be able to leverage a recovery over the next 12 months.

## Appendix One

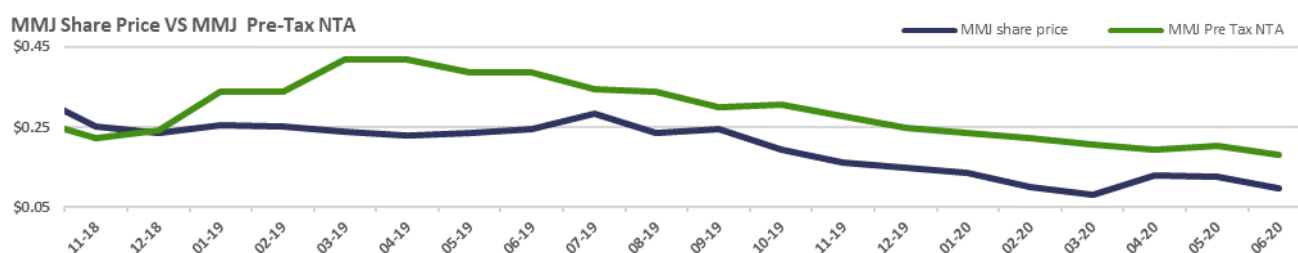
### 1. The year to date performance of MMJ's NTA is detailed below<sup>6</sup>:

Table One

MMJ Historical Performance - financial year to date		30-Jun-18	30-Jun-19	31-Jul-19	31-Aug-19	30-Sep-19	31-Oct-19	30-Nov-19	31-Dec-19	31-Jan-20	29-Feb-20	31-Mar-20	30-Apr-20	31-May-20	30-Jun-20
Share price \$	AUD	0.335	0.245	0.285	0.235	0.245	0.195	0.160	0.150	0.135	0.100	0.080	0.130	0.125	0.096
Net Asset Value	AUD	0.2879	0.3721	0.3324	0.3268	0.2905	0.2861	0.2608	0.2377	0.2277	0.2132	0.2012	0.1909	0.2019	0.1799
NTA Post Tax \$	AUD	0.2860	0.3718	0.3321	0.3265	0.2901	0.2853	0.2601	0.2356	0.2256	0.2118	0.1998	0.1893	0.2001	0.1798
NTA Pre Tax \$	AUD	0.2900	0.3874	0.3445	0.3378	0.3006	0.3052	0.2780	0.2470	0.2357	0.2210	0.2049	0.1932	0.2047	0.1798
Net Return - pre tax NTA - year to date		n/a	33.6%	(11.1)%	(12.8)%	(22.4)%	(21.2)%	(28.2)%	(36.2)%	(39.1)%	(43.0)%	(47.1)%	(50.1)%	(47.2)%	(53.6)%
Premium/(discount) of share price to pre tax NTA		15.5%	(36.8)%	(17.3)%	(30.4)%	(18.5)%	(36.1)%	(42.4)%	(39.3)%	(42.7)%	(54.7)%	(61.0)%	(32.7)%	(38.9)%	(46.6)%

### 2. Chart One demonstrates the current discount of the MMJ share price to the pre-tax net tangible asset value (NTA).

Chart One



### 3. MMJ's investment portfolio is detailed in Table Two:

Table Two

Investment	CSE/TSX/TSX Code	Initial Investment date	Country	Company type	Investment structure	Business	Book Value (unaudited) 30-Jun-20 AUDm	Weight	Book Value (unaudited) 31-May-20 AUDm	Weight
Harvest One	HVT	Apr-17	Canada	Listed	Shares, warrants and secured loan	Health and wellness products	8.9	21%	10.9	23%
WeedMD Inc.	WMD.WM and WMD.DB	Sep-19	Canada	Listed	Convertible Notes and warrants	Cultivation	3.4	8%	4.3	9%
MediPharm Labs	LABS	Jun-18	Canada	Listed	Warrants	Extraction	0.0	0%	0.5	1%
<b>Listed investments</b>							<b>12.3</b>	<b>30%</b>	<b>15.7</b>	<b>33%</b>
Embark Health		Jul-18	Canada	Unlisted	Shares and Warrants	Extraction	10.8	26%	13.2	28%
Weed Me		Dec-17	Canada	Unlisted	Shares, warrants and convertible note	Cultivation	5.8	14%	5.9	13%
Sequoya		Jul-19	Canada/Poland	Unlisted	Convertible note, warrants and shares	Extraction	3.6	9%	3.8	8%
Volero		May-19	Canada	Unlisted	Shares and warrants	Vapes	2.6	6%	2.6	6%
Bespoke		Aug-19	Canada	Unlisted	Bespoke A Limited Partnership holds shares and founders warrants issued by Bespoke Capital Acquisition Corp (TSX listed)	Investment in cannabis businesses	2.1	5%	1.8	4%
							<b>24.9</b>	<b>0.6</b>	<b>27.3</b>	<b>0.6</b>
VitaGenne		Nov-18	USA	Unlisted	Shares	Hemp CBD	0.8	2%	0.8	2%
Cannabis Access		Apr-18	Australia	Unlisted	Shares	Clinics	0.8	2%	0.8	2%
Hemple		Mar-19	Australia	Unlisted	Shares and loan	Hemp CBD	0.3	1%	0.7	1%
Bien		Jun-18	Canada	Unlisted	Shares + warrants	Research and development	0.7	2%	0.5	1%
Martha Jane Medical		May-18	Australia	Unlisted	Shares	Extraction	0.5	1%	0.5	1%
J Supply		Feb-19	Canada	Unlisted	Shares	Retail stores	0.2	0%	0.3	1%
							<b>3.2</b>	<b>8%</b>	<b>3.5</b>	<b>7%</b>
<b>Unlisted investments</b>							<b>28.1</b>	<b>68%</b>	<b>30.8</b>	<b>65%</b>
<b>Total portfolio</b>							<b>40.4</b>	<b>97%</b>	<b>46.5</b>	<b>99%</b>
Cash							1.0	3%	0.6	1%
<b>Total</b>							<b>41.4</b>	<b>100%</b>	<b>47.1</b>	<b>100%</b>

<sup>6</sup> The results for 30 June 2018 and 30 June 2019 are for the year ended on those dates



## Appendix One continued

### 4. Listed securities held by MMJ

MMJ holds the following shares and warrants in listed investees:

Table Three<sup>7</sup>

Investment	No. of shares	Number of notes	No. of warrants	Exercise price of warrants (CAD)	Warrants expiry
Harvest One	55,557,994	-	17,083,333	0.06	Refer Appendix One 25 Sep 2022
WeedMD	-	6,000,000	3,750,000	1.80	

(a) MMJ exercised and sold unlisted warrants over common shares issued by MediPharm LABS (TSXV LABS) during May/June 2020.

### 5. Divestments by MMJ

The divestments<sup>8</sup> executed by MMJ are detailed below:

Table Four<sup>9</sup>

Divested Investment	Method of sale	Partial/complete	Date of divestment	Net proceeds (AUDm)	Capital invested (AUDm)	MOIC
MediPharm labs	on market	complete	Jun-20	34.1	9.2	3.7
Bevcanna	on market	complete	Dec-19	0.6	0.8	0.8
Fire & Flower	on market	complete	Apr-20	1.5	1.0	1.5
Harvest One Cannabis	on market	partial	Nov-18	3.6	4.5	0.8
Esense	on market	complete	May-18	0.4	0.5	0.8
Dosecann	takeover	complete	May-18	5.9	2.5	2.3
<b>Total</b>				<b>46.1</b>	<b>18.5</b>	<b>2.5</b>

Note:

(a) MMJ held unlisted warrants over common shares issued by Flower & Flower (TSXV FAF) which lapsed on 20 April 2020 as the market price (CAD0.58) was materially below the exercise price of CAD1.20 per share.

### 6. Unlisted securities held by MMJ<sup>10</sup>

(a) Embark Health

MMJ was a foundation investor in Embark Health in July 2018 – the investment now comprises:

- 3.425m ordinary shares (approximately 12.7% shareholding) in Embark Health with a book value of CAD2.40 per share.
- Warrants that provide the option for MMJ to acquire a further 1.0m shares at CAD1.75 each up with maturity date of two years after a Liquidity Event<sup>11</sup>.
- Warrants that provide the option for MMJ to acquire a further 1.2m shares at CAD1.20<sup>12</sup> each up with maturity date of two years after a Liquidity Event.

<sup>8</sup> The date of divestment is the date of sale of last parcel of securities

<sup>10</sup> Information as at 30 June 2020

<sup>11</sup> A Liquidity event is an initial public offering or a material sale event

<sup>12</sup> Exercise price has based on MMJ book value of CAD2.00 per share

- iv. Warrants that provide the option for MMJ to acquire a further 1.125m shares at CAD4.80 each up with maturity date of two years after a Liquidity Event.
- v. MMJ had generated a total return<sup>13</sup> of 1.6 times on its investment.

(b) Weed Me

MMJ was a foundation investor in Weed Me in December 2017 which now comprises:

- i. 3.46m shares (book value of CAD1 per share) representing approximately 14% of Weed Me's issued capital and 3.46m warrants each convertible at CAD0.8666.
- ii. CAD1m convertible note ("the Note") with a first ranking charge, bears interest at a rate of 8% per annum and is repayable on 7 August 2020. The Note is convertible at MMJ's option up to 7 August 2020 into 0.666m Weed Me shares and 0.666m warrants which entitle MMJ to acquire one share at an exercise price of CAD1.60 up to 7 August 2021.
- iii. MMJ had generated a total return of 1.9 times on its investment in Weed Me.

(c) Sequoya

MMJ was a foundation investor in Sequoya – the investment now comprises:

- i. CAD2.5m convertible note (advanced July 2019) is unsecured (subject to negative pledge) with an interest rate of 8% per annum and a maturity date of 19 July 2021. The convertible note is convertible (at MMJ's option) into Sequoya ordinary shares at CAD0.05 each.
- ii. CAD2.5m convertible note facility (executed April 2020) drawn to CAD0.35m, has first ranking security bearing interest of 8% per annum and a maturity date of 15 April 2021. The convertible note is convertible (at MMJ's option) into ordinary shares at CAD0.10 per share.
- iii. 19m ordinary shares (27% shareholding) in Sequoya.
- iv. MMJ had generated a total return of 1.1 times on its investment.

(d) Harvest One

MMJ was a foundation investor in HVT – the investment now comprises:

- i. 55,557,994 common shares of HVT (the "Common Shares") with a market value of approximately CAD5.0 million.
- ii. A CAD2.0 million secured loan bearing interest of 15% per annum with a maturity date of June 8 with a deferred repayment date of the earlier of: (i) 31 August 2020; and (ii) the closing or termination of the Transaction. HVT granted MMJ a security interest in all current and after acquired property of HVT and its subsidiaries, subject to certain permitted liens and the subordination of MMJ's security interest in certain assets to be sold to Costa LLP.
- iii. 17,083,333 Common Share purchase warrants (the "Warrants"). Each Warrant entitles the holder to purchase one Common Share at a price of CAD0.06 at any time until the earlier of:
  - the date of the further extension or renewal of the Loan; and
  - April 3, 2022.
- i. MMJ had generated a total return of 0.4 times on its investment.

<sup>13</sup> The return comprises all cash income, sale proceeds, accrued income and fair value of investment at date of calculation

(e) WeedMD

MMJ's initial investment was made in September 2019 – the investment now comprises:

- i. CAD6m in 8.5% unsecured convertible debenture units issued by WeedMD which MMJ has the option to convert into 3.75m shares by 25 September 2022. The debenture units have preference over ordinary shares with interest paid to MMJ on quarterly basis.
- ii. Warrants that allow MMJ to acquire an additional 3.75m shares for CAD1.80 each by 25 September 2022.
- iii. MMJ had generated a total return of 0.6 times on its investment.

(f) Volero

MMJ was a foundation investor in 2019 – the investment now comprises:

- i. 5m ordinary shares (approximately 7% shareholding) carried at book value of CAD0.38 per share.
- ii. Warrants that provide the option for MMJ to acquire a further 2.5m shares at CAD0.65 each up with maturity date of 17 May 2022.
- iii. Warrants that provide the option for MMJ to acquire a further 2.5m shares at CAD0.65 each up with maturity date of 17 May 2022.
- iv. MMJ had generated a total return of 1 times on its investment.

## 7. Valuation of Assets

MMJ values its cannabis investments by applying the following principles:

- (a) Listed securities – the book value is based on the closing share prices for public companies at period end converted into Australian dollars at the relevant prevailing foreign exchange rates at month end.
- (b) Unlisted securities - The book value is based on the most recent material funding round share prices for private companies converted into Australian dollars at the relevant prevailing foreign exchange rates. MMJ also takes in to account the recommendations of its asset manager, Embark Ventures, where it is considered that the fair value should be less than recent capital raisings due to outlook for the individual business.

The book values also include the unrealised gain arising from valuation of unlisted warrants using the Black-Scholes pricing model. The Black-Scholes attributes a value to warrants which may be "out of the money" at month end. The Black Scholes model is commonly used to determine the fair price or theoretical value for a call, or a put option based on six variables such as volatility, type of option, underlying stock price, time to expiry, strike price, and risk-free rate. The warrant valuation ascribed through Black Scholes assumes that the warrant is exercised on the expiry date of the warrant which may not be the actual outcome e.g. MMJ decides to exercise the warrant prior to expiry.

The Net Asset Value or NAV is calculated after deducting a provision for company tax on any net unrealised gains that may arise on such a theoretical disposal.

MMJ does not hedge the carrying value of existing investments denominated in non-AUD currencies.

MMJ's financial statements are subject to statutory audit or review by our independent auditor BDO Audit (WA) Pty Ltd, at 31 December and 30 June each year.

**Note:**

- a) All information within this release is unaudited unless stated otherwise.
- b) The book value includes shares, convertible notes, options, loans and warrants.

## 8. Dividend Policy

On 7 June 2019, MMJ announced its intention to distribute 20% of its annual profit after tax after excluding unrealised gains and losses on investments (Annual Profit). The policy would first apply in respect of the Annual Profit for the year ending 30 June 2020. The dividend would be payable within three months of each half year after the completion of the half year and annual financial statements. It is MMJ's intention that the dividend would benefit from available franking credits held by MMJ. The Company had a negative Annual Profit of \$1.4m for the half year ended 31 December 2019 (i.e. excluding unrealised gains and losses on investments) and accordingly no dividend has been declared in respect of the half year.

## Glossary

ABBREVIATION	Definition
<b>AUD</b>	means Australian dollars.
<b>AASB</b>	Australian Accounting Standards Board.
<b>ACMPR</b>	means Access to Cannabis for Medical Purposes Regulations.
<b>ASX</b>	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
<b>ASX Listing Rules</b>	means the Listing Rules of ASX.
<b>B2B</b>	Business to business
<b>CAD</b>	means Canadian dollars.
<b>CBD</b>	means Cannabidiol (CBD) is a crystalline, nonintoxicating cannabinoid in cannabis and hemp.
<b>CBG</b>	means Cannabigerol is the non-acidic form of cannabigerolic acid, the parent molecule from which other cannabinoids are synthesized.
<b>Company or MMJ</b>	means MMJ Group Holdings Limited (ACN 601 236 417).
<b>EBITDA</b>	means Earnings before Interest, Tax, Depreciation and Amortisation.
<b>GMP</b>	GMP stands for Good Manufacturing Practices and refers to a system of manufacturing that guarantees reproducibility of product quality to set specifications.
<b>LPs</b>	Canada's Licensed Producers of Cannabis Products
<b>M</b>	means million
<b>MMPR</b>	means Marihuana for Medical Purposes Regulation
<b>MOIC</b>	means multiple on invested capital
<b>NTA</b>	means net tangible assets.
<b>Option</b>	means an option to acquire a Share usually at predetermined price.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a registered holder of a Share.
<b>THC</b>	means THC is the principal psychoactive constituent of cannabis
<b>TSXV</b>	Toronto Stock Exchange Venture
<b>Warrant</b>	means an option to acquire a Share usually at predetermined price.
<b>WST</b>	means Western Standard Time as observed in Perth, Western Australia.