



MMJ Group Holdings Limited
Suite 5706, Level 57, MLC Centre
19-29 Martin Place
Sydney NSW Australia 2000

www.mmjgh.com.au
info@mmjgh.com.au

ASX RELEASE

13 May 2021

MMJ Investment Portfolio Report as at 30 April 2021

MMJ Group Holdings Limited (ASX: MMJ/OTC Code MMJJF) ("MMJ") is an Australian-listed company whose core business is holding minority investments along the cannabis value-chain in Australia, Canada and Europe. MMJ is also able to make investments in sectors outside of cannabis, such as but not limited to, natural resources, pharmaceuticals and software services technology.

MMJ Investment Portfolio Report as at 30 April 2021

MMJ is pleased to provide the MMJ Investment Portfolio Report as at 30 April 2021 which includes the disclosure pursuant to Listing Rule 4.12.

Investor and Media Enquiries

Announcement authorised for release to ASX by:

Jim Hallam

Chief Financial Officer and Company Secretary

E: Compsec@mmjgh.com.au

About MMJ

MMJ Group Holdings Limited (ASX:MMJ) ("MMJ") is a listed global cannabis investment company (ABN 91 601 236 417) whose core business is holding minority investments along the cannabis value-chain including cultivation, extraction, crystallisation, product manufacture, retail and patient services. in Australia, Canada and Europe. . MMJ also invests up to 25% of its total consolidated assets in sectors other than cannabis such as (but not limited to) natural resources, pharmaceuticals and software services technology.

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.

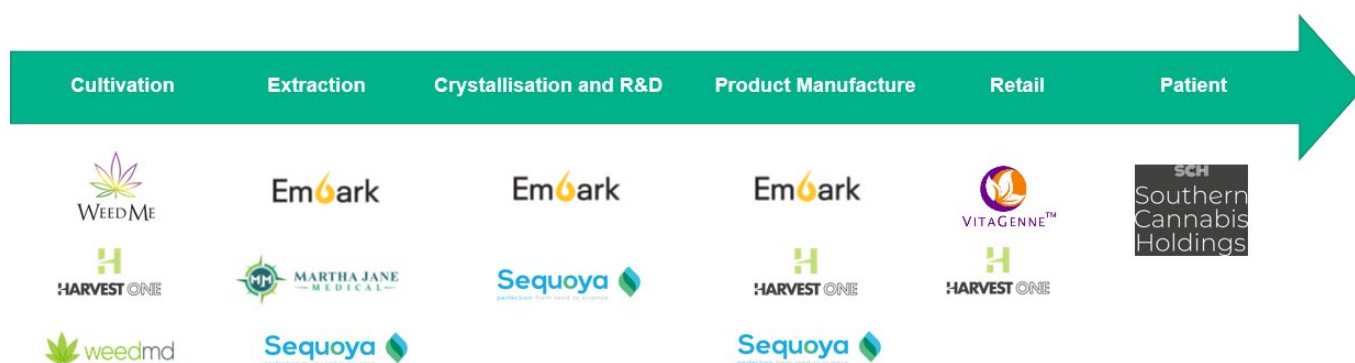


Investment Portfolio Report

30 April 2021

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

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



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. 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 an Australian-listed company whose core business is holding minority investments along the cannabis value-chain in Australia, Canada and Europe. MMJ is also able to make investments in sectors outside of cannabis, such as but not limited to, natural resources, pharmaceuticals and software services technology.

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:

20 Primary Acquisitions **9** Follow on investments¹ **4** Private to public **10** Sale of investments

MMJ Investment Performance²

MMJ Historical Performance - period ended 30-Apr-21					
	1 month	3 months	Financial year to date	12 months	Since inception
Pre tax return	1%	(5)%	(14)%	(12)%	(17)%
Benchmark	(8)%	11%	64%	75%	(11)%
Out/(under) performance	10%	(16)%	(78)%	(87)%	(6)%

For MMJ's latest investor presentations and news, please visit www.mmjgh.com.au

General Investor Queries

E: info@mmjgh.com.au

W: mmjgh.com.au

Share Registry

Automatic Registry Services

P: 1300 288 664

W: automatic.com.au

Performance Update

Net Tangible Asset Value Per Share Before Tax³ as at 30 April 2021

\$0.1704

Total Portfolio as at 30 April 2021

\$36m

Investment Return Since Inception⁴ as at 30 April 2021 (per annum)

(17)% pa

Key Metrics as at	30-Apr-21	AUD
Net Asset Value	m	41
Investee Portfolio (ex cash)	m	36
Cash	m	3
Net Tangible Asset per share - pre-tax (issued pursuant to LR 4.12)		0.1704
Net Tangible Asset per share - post tax (issued pursuant to LR 4.12)		0.1597
Net Asset Value per share		0.1762
MMJ share price (ASX)		0.105
Market capitalisation	m	24
Number of investments (ex cash)		10
ASX Investment Type		Listed Investment Company
Initial Public Offering Date (inception date)		22-Jan-15
No. of ordinary shares on issue	m	230

MMJ shareholder communications

Webinars and copies of announcements related to MMJ's operations may be found on the MMJ website: www.mmjgh.com.au.

¹ Includes investments in existing investees.

² 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.

³ Net Tangible Asset Value per share – unaudited net tangible assets per share before tax on unrealised gains on investment portfolio.

⁴ 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 April 2021****Investment Performance for Year to Date**

MMJ's portfolio management is focussing on creating a diversified portfolio of CBD and cannabis investments in cultivation, extraction and consumer products with material investments in Weed Me, WeedMD, Sequoya, Harvest One and Southern Cannabis Holdings.

MMJ is also able to make investments in sectors outside of cannabis, such as but not limited to, natural resources, pharmaceuticals and software services technology. Following completion of BCAC's acquisition of a US based wine business, Vintage Wines, in May 2021, MMJ will have completed the first non-cannabis investment following the diversification of its investment strategy approved by MMJ shareholders in late 2020.

The individual businesses are realising opportunities to capitalise on the growing demand for CBD and cannabis products in North America and Europe.

MMJ Portfolio Update

A number of larger investments provided updates on their operating performance and business plan initiatives:

a) Embark Health

During April 2021, Embark Health ("Embark") announced a number of updates on the progress in executing its business plan:

- i. the successful completion of:
 - a. first product shipment to the Ontario Cannabis Store ("OCS") with The Hank Co. Bubble Hash. The OCS is the wholesaler and online retailer for recreational cannabis in Ontario;
 - b. a product shipment of The Hazel Co. ("Hazel") Hash Sticks to the Province of Ontario through the Ontario Cannabis Store ("OCS"), which is the wholesaler and online retailer for recreational cannabis in Ontario;
 - c. first shipment of products to the province of Saskatchewan through our arrangement with Open Fields Distribution, Embark's wholesale distribution partner in the province and one of the leading cannabis distributors in Saskatchewan. Embark's products will be available online and at selected retail locations throughout the province;
 - d. second shipment of products to the British Columbia Liquor Distribution Branch ("BCLDB"), with Distilled + Infused Liquid Beverage Shots; and
 - e. product shipments to private retailers in the province of Manitoba.
- ii. Bruce Dawson-Scully, Founder & Executive Director, will step into the role of Chief Executive Officer effective 26 April 2021. Bruce Dawson-Scully is a founding member of Embark and will provide continuity in the rollout of Embark's business plan. Bruce's previous experience as CEO of a listed company and executing a go-public transaction will lend itself well to the demands of the role.

b) Bespoke Capital Acquisition Corp

Bespoke Capital Acquisition Corp. (NASDAQ: BSPE) (TSX: BC.U) (TSX: BC.WT.U) ("BCAC" or "Bespoke") and Vintage Wine Estates ("VWE"), one of the fastest growing U.S. wine producers with a leading direct-to-customer platform, announced that Wasatch Global Investors ("Wasatch") will increase its current investment in the combined BCAC-VWE by USD100 million, from USD28 million announced in February 2021 to a total of USD128 million. The new investment will take the form of BCAC-VWE common shares at USD10 per share, Bespoke's IPO price. The investment is subject to the closing of the BCAC-VWE business combination.

The Wasatch investment provides:

- i. significant incremental capital to support VWE's acquisition strategy. VWE has successfully acquired 20 wineries in the past 10 years and believes that U.S. wine industry conditions are increasingly positive for synergistic acquisitions;
- ii. a cornerstone institutional investor in Wasatch; and
- iii. attractive investment terms for existing VWE and BCAC shareholders with the investment being made in a USD10.00 per share common equity PIPE.

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 \$43m with immaterial current liabilities.
- b) Cash of AUD3m, a company tax refund receivable of \$3m and a portfolio of listed equities (CAD6m), listed convertible loans (CAD3m) and unlisted loan securities (CAD3m) which provide interest income with flexibility to fund flow on investments, effect timing of investment exits and MMJ's operating requirements.

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. MMJ holds the right to make follow on investments:

- a) Sequoya (European CBD oil extraction).
- b) WeedMD (Canadian cannabis cultivation and cannabis oil extraction).
- c) Embark Health (Canadian cannabis and CBD oil extraction).
- d) Harvest One Cannabis (Canadian cannabis consumer and wellness products).

Parallax Ventures Inc. Sector Update – April 2021

April has been a challenging month for Cannabis equities after a strong start for the sector in the first quarter of 2021. The market continues to factor in the emerging reality that the Biden administration is unlikely to federally legalize cannabis and even the SAFE banking act may not pass in the near term. Furthermore, Reuters has reported that Credit Suisse has told its customers in recent months it will no longer execute transactions in shares of cannabis companies with U.S. operations or hold them on behalf of clients. CS was among a small number of institutions that had been willing to hold cannabis equities as a custodian. Certainly, this would have added to the selling pressure we saw in the month of April. MMJ stock, meanwhile, has declined 8% to 11c over the month and our benchmark MJ Alternative Harvest index is down similarly by 8% over the same time frame.

What is also evident to us is that while Canadian cannabis stocks have historically moved in line with US cannabis equities and prospects for that market, we are likely at the beginning of a divergence. It is a dilemma for investors - a much larger US market with federal regulatory risk or a smaller Canadian market with regulatory certainty. We expect it will be challenging for large tobacco or spirits companies to invest in the US market and they will likely continue to prefer the Canadian market (see the recent investment in Organigram by British American Tobacco). However, we do believe retail and institutional investor demand for US companies (including those listed in Canada) will remain steady. Furthermore, the COVID recovery has played out slower in Canada relative to the US leading to monthly sales declines in February and March while new US states keep opening to recreational cannabis.

While some of these macro trends continue to hamper the sector as a whole, they also highlight the need for asset managers to be stock pickers. As such we continue to focus on finding companies that are focused on creating lifestyle brands and have proven marketing expertise. We also continue to help existing portfolio companies grow their business, control costs, and remain competitive over the long term. Below we have provided some recent highlights from some of the key portfolio holdings:

Embark Health:

Embark has completed a restock shipment of its concentrate products to the Ontario Cannabis Store with their branded bubble hash and hash sticks. They have also successfully completed product shipments to private retailers in the province of Manitoba and completed a second shipment of products to the British Columbia Liquor Distribution Branch, with Distilled + Infused Liquid Beverage Shots. On the corporate side, they have also announced that Bruce Dawson-Scully, Founder & Executive Director, will step into the role of Chief Executive Officer effective April 26, 2021. Dr. Luc C. Duchesne will remain in a consultative position with Embark continuing to provide support and expertise related to scientific initiatives of the Company. He will also liaise with Health Canada on behalf of Embark regarding regulatory affairs.

Bespoke Capital:

Bespoke Capital announced that the SEC has declared its S-4 registration statement effective, and the parties are proceeding to complete BCAC's domestication to Nevada and the proposed business combination with Vintage Wine Estates (VWE). Closing of BCAC's business combination with VWE is expected to occur on or about June 7, 2021, and trading in the combined company is expected to commence on NASDAQ and the TSX on June 8, 2021. Investment fund Wasatch has also agreed to increase their investment in Bespoke to US\$100 million at \$10.00 per share. The investment represents a strong endorsement of the VWE combination and will provide the company with significant incremental capital to support its growth strategy.

Appendix One

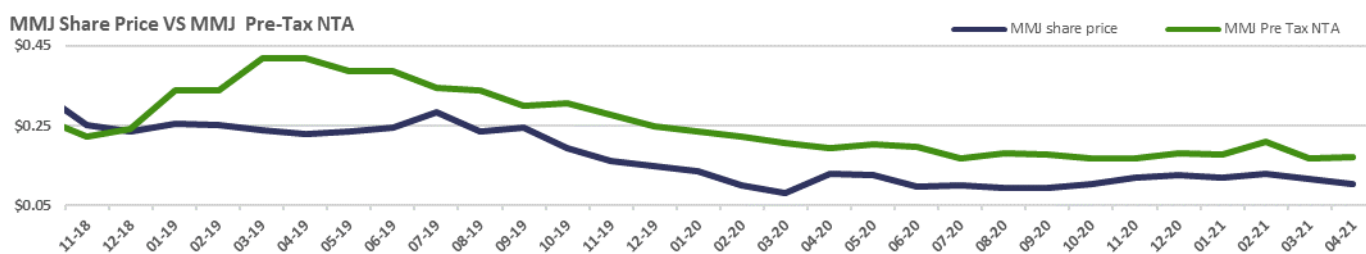
1. The year-to-date performance of MMJ's NTA is detailed below⁵:

Table One

MMJ Historical Performance - financial year to date														
		30-Jun-18	30-Jun-19	30-Jun-20	31-Jul-20	31-Aug-20	30-Sep-20	31-Oct-20	30-Nov-20	31-Dec-20	31-Jan-21	28-Feb-21	31-Mar-21	30-Apr-21
Share price \$	AUD	0.335	0.245	0.096	0.100	0.093	0.094	0.105	0.120	0.125	0.120	0.130	0.115	0.105
Net Asset Value	AUD	0.2879	0.3721	0.1924	0.1695	0.1800	0.1747	0.1688	0.1698	0.1830	0.1822	0.2107	0.1741	0.1762
NTA Post Tax \$	AUD	0.2860	0.3718	0.1925	0.1664	0.1789	0.1747	0.1686	0.1687	0.1708	0.1705	0.1962	0.1576	0.1597
NTA Pre Tax \$	AUD	0.2900	0.3874	0.1976	0.1664	0.1816	0.1768	0.1689	0.1687	0.1822	0.1785	0.2090	0.1683	0.1704
Net Return - pre tax NTA - year to date		n/a	34%	(49)%	(16)%	(8)%	(11)%	(15)%	(15)%	(8)%	(10)%	6%	(15)%	(14)%
Premium/(discount) of share price to pre tax NTA		16%	(37)%	(51)%	(40)%	(49)%	(47)%	(38)%	(29)%	(31)%	(33)%	(38)%	(32)%	(38)%

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	MOIC (current portfolio) 30-Apr-21 Times	Book Value (unaudited) 30-Apr-21 AUDm	Weight	Book Value (unaudited) 31-Mar-21 AUDm	Weight
Harvest One	HVT	Apr-17	Canada	Listed	Shares and warrants	Health and wellness products	0.4	7.1	18%	7.4	13%
WeedMD Inc.	WMD.WM and WMD.DB	Sep-19	Canada	Listed	Convertible Notes and warrants	Producing and distributing cannabis products for both the medical and adult-use markets.	0.7	4.2	11%	3.7	6%
Listed investments								11.3	29%	11.1	19%
Embark Health		Jul-18	Canada	Unlisted	Shares and Warrants	CBD and THC Extraction	0.7	5.0	13%	4.9	34%
Weed Me		Dec-17	Canada	Unlisted	Shares	Cultivation and sales of branded products	2.8	7.7	20%	7.6	10%
Sequoia		Jul-19	Canada/Poland	Unlisted	Convertible note and shares	CBD Extraction	1.1	4.3	11%	4.4	10%
Southern Cannabis		Apr-18	Australia	Unlisted	Shares	Medicinal cannabis clinics and research	3.8	3.9	10%	3.9	5%
VitaGenne		Nov-18	USA	Unlisted	Shares	Hemp CBD	1.5	20.8	53%	20.8	63%
Martha Jane Medical		May-18	Australia	Unlisted	Shares	Research	1.2	0.4	1%	0.4	2%
J Supply		Feb-19	Canada	Unlisted	Shares	Retailer of cannabis products	n/a	0.7	2%	0.8	1%
								0.3	1%	0.3	0%
Unlisted investments								1.4	4%	1.5	9%
Total cannabis/hemp portfolio								22.2	57%	22.3	72%
Bespoke		Aug-19	Canada	Unlisted	Bespoke A Limited Partnership holds shares and founders warrants issued by Bespoke Capital Acquisition Corp (TSX listed)	Investment in beverage businesses	1.5	33.6	86%	33.4	90%
								2.3	6%	1.9	8%
Total non-cannabis								2.3	6%	1.9	9%
Cash								35.9	92%	35.3	91%
								3.3	8%	3.4	10%
Total Portfolio								39.1	100%	38.7	100%

⁵ The results for 30 June 2018, 30 June 2019 and 30 June 2020 are for the year ended on those dates.

Appendix One continued

4. MMJ listed investments

The details of MMJ's listed investments are detailed in Table Three below:

Table Three

Investment	TSXV/ TSX Code	Valuation methodology	Number of securities 30-Apr-21	Market Price 30-Apr-21 CAD	Book Value (unaudited) 30-Apr-21 CAD000	Book Value (unaudited) 30-Apr-21 AUD000	Book Value (unaudited) 31-Mar-21 AUD000
Harvest One - shares - warrants	HVT unlisted	listed price Black Scholes using listed price as key input	55,557,994 17,083,333	0.105 0.054	5,834 929	6,110 973	6,370 1,061
Total MMJ investment					6,763	7,084	7,431
WeedMD Inc. - debentures	WMD.DB	Listed price - the total number of securities multiplied by listed price divided by 100	6,000,000	59.0	- 3,539	- 3,707	- 3,377
- warrants	WMD.WT	Listed price	3,750,000	0.100	375	393	156
Total MMJ investment					3,914	4,100	3,533
MMJ's Listed investments					10,677	11,184	10,964

5. Divestments by MMJ

The details of the investments sold by MMJ are detailed below:

Table Four

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
Axiomm	takeover	complete	Sep-20	0.7	0.7	1.0
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
Hemple	private sale	complete	Jul-20	0.3	1.3	0.2
Esense	on market	complete	May-18	0.4	0.5	0.8
Dosecann	takeover	complete	May-18	5.9	2.5	2.3
Total				43.5	16.0	2.7

6. Unlisted securities held by MMJ⁶

(a) Embark Health (Embark)

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

- 3.697m ordinary shares (approximately 12% shareholding) in Embark.
- 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 Event⁷.
- Warrants that provide the option for MMJ to acquire a further 1.2m shares at CAD1.24 each up with maturity date of two years after a Liquidity Event.
- 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.

⁶ Information as at 30 April 2021.

⁷ A Liquidity event is an initial public offering or a material sale event.

(b) Weed Me

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

- i. 3.46m shares (book value of CAD2.01 per share) representing approximately 13% of Weed Me's issued capital.

(c) Southern Cannabis Holdings (SCH)

MMJ became an investor in SCH in April 2018 which now comprises:

- i. 21m shares (book value of 18 cents per share) representing approximately 17% of SCH's issued capital.

(d) 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 CAD1.0m, has first ranking security bearing interest of 8% per annum and a maturity date of 15 April 2022. 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.

(e) Harvest One (HVT)

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

- i. 55,557,994 common shares of HVT (the "Common Shares").
- ii. 17,083,333 Common Share purchase warrants (the "Warrants"). Each Warrant entitles the holder to purchase one listed Common Share at a price of CAD0.06 at any time until April 3, 2022.

(f) WeedMD

MMJ's 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 a six-monthly basis. The market value of the notes is calculated by multiplying the CAD6m by the market price divided by 100.
- ii. Listed Warrants that allow MMJ to acquire an additional 3.75m shares for CAD1.80 each by 25 September 2022.

(g) BCAC (BCAC)

MMJ was a foundation investor in Bespoke Capital Acquisition Corp. (TSX: BC.U, BC.WT.U) ("BCAC") through its investment in Bespoke A LP – MMJ's investment has an indirect economic interest in the Founder's Shares and Founder's Warrants and the investment decisions are controlled by the General Partner which is Bespoke Capital Partners LLC.

The investment now comprises an indirect economic interest in the BCAC Founder's Shares and BCAC Founder's Warrants as follows:

- i. 60,000 Founder's Shares which are equivalent to 60,000 listed common shares of BCAC (the "Common Shares").
- ii. 666,667 Founder's warrants which are equivalent to the listed Share purchase warrants (the "Warrants"). Each Warrant entitles the holder to purchase one listed Common Share at a price of CAD11.50 at any time until five years after completion of the Qualifying Transaction.

On 3 February 2021, BCAC signed a Definitive Agreement to merge with Vintage Wine Estates, which will constitute BCAC's Qualifying Acquisition. It is currently anticipated the transaction will close by mid May 2021. If the proposed transaction closes as planned, MMJ's resulting indirect economic interests in BCAC are expected to be as outlined below, with their value based on prices as at close on 9 February 2021. As part of the merger agreement with VWE, the Founder's Shares and Founder's Warrants are subject to a lock up agreement for 18 months from closing of the transaction.

All outstanding BCAC Class A restricted voting shares (the "**Class A Restricted Shares**") and the outstanding BCAC Class B shares (the "**Founder's Shares**") held by the Bespoke Sponsor Capital LP (the "**BCAC Sponsor**") will be converted on a one-to-one basis into shares of common stock of New VWE Holdco ("**New VWE Holdco Common Stock**") and the outstanding BCAC share purchase warrants will continue and remain outstanding on a one-for-one basis as share purchase warrants of New VWE Holdco ("**New VWE Holdco Warrants**"). As part of the merger agreement with VWE, the

Founder's Shares and Founder's Warrants are subject to a lock up agreement for 18 months from closing of the transaction.

7. Valuation of Assets

MMJ values its 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 equity 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. In the absence of a recent capital raise or arm's length transaction, management considers all available information, including adjustments which considers an Enterprise Value to Revenue Multiple and/or benchmarking of instruments to market movements indicated by relevant indices. MMJ also takes in to account the recommendations of its asset manager, Parallax Ventures, where it is considered that the fair value should be less than book value in the absence of other valuation indicators due to outlook for the individual business.
- (c) Convertible debentures and loan instruments – the book value is based on MMJ's assessment of the capacity of the investee to repay principal and interest.

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 first applied in respect of the Annual Profit for the year ended 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 any dividend would benefit from available franking credits held by MMJ. MMJ updated shareholders that there was no dividend payable in respect of the six months ended 31 December 2020 in the Appendix 4D released on 25 February 2021.

9. Investment Policy

MMJ is an Australian-listed company whose core business is holding minority investments along the cannabis value-chain in Australia, Canada and Europe. MMJ also invests in sectors other than cannabis such as (but not limited to) natural resources, pharmaceuticals and software services technology.

In November 2020, MMJ's shareholders approved the broadening of the MMJ investment mandate to include strategic investments in sectors outside of cannabis, such as but not limited to, natural resources, pharmaceuticals and software services technology, which will comprise no more than 25% of MMJ's total consolidated assets at the time the investments are made (the **Diversification**). The Diversification permits MMJ increased flexibility to create growth and greater returns for Shareholders. Through the Diversification, MMJ will target exposure in a range of global opportunities, in addition to the existing investments in the cannabis sector allowing MMJ to lower its investment risk and reduce the impact of market volatility from the cannabis sector to ultimately benefit Shareholders.

Glossary

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