

MedMen Announces Additional Amendments to Gotham Green Facility – Designated News Release

LOS ANGELES--(BUSINESS WIRE)--October 29, 2019--**MedMen Enterprises Inc.** (CSE:MMEN) (OTCQX:MMNFF) (“**MedMen**” or the “**Company**”) is pleased to announce certain amendments to its US\$250,000,000 senior secured convertible credit facility (the “**Facility**”) arranged by Gotham Green Partners.

As a result of the amendments to the Facility, the aggregate amount that remains available to be borrowed has not changed. However, in order to minimize dilution given the current capital market environment, both parties have agreed to amend the size of both Tranche 3 and Tranche 4, as well as the timing of Tranche 3. Tranche 3 now consists of \$10,000,000 in available credit and Tranche 4 consists of \$115,000,000 in available credit. The parties anticipate that Tranche 3 will be funded within 30 days instead of the originally proposed date in December 2019.

The Facility has also been amended to provide that funding of Tranche 4 will require the consent of both the Company and the lenders under the Facility. Certain of the reporting and financial covenants under the Facility have also been modified to provide the Company with additional balance sheet flexibility. The modifications include a reduction in required minimum cash balances, removal of restrictions on equity issuances and an additional ability to spin-out or borrow against certain non-core assets, in addition to sales and indebtedness that were permitted prior to the amendment.

Please refer to the Company’s news releases dated August 12, 2019, July 10, 2019, May 23, 2019 and April 23, 2019 and to other documents available on the Company’s profile at www.sedar.com for additional details as to the Facility, including the amendments made thereto.

In addition, the Company has agreed to form a committee to select new independent directors to be appointed or elected to the board, which directors would form a majority of the board. The Company will propose director candidates to this committee for consideration and approval.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the United States Securities Act of 1933, as amended, and applicable state securities laws.

About MedMen:

Founded in 2010, MedMen is North America’s premium cannabis retailer. Founders Adam Bierman and Andrew Modlin have defined the next generation discovery platform for cannabis and all its benefits. A robust selection of high-quality products, including MedMen-owned brands [statemade], LuxLyte and MedMen Red, coupled with a team of cannabis-educated associates cement the Company’s commitment to providing an unparalleled experience. MedMen’s industry-leading technology enables a fully compliant, owned-and-operated delivery service and MedMen Buds, a nationwide loyalty program. MedMen believes that a world where cannabis is legal and regulated is safer, healthier and happier. Learn more at www.MedMen.com.

About Gotham Green Partners:

Gotham Green Partners, LLC is a New York and California-based private equity firm focused on deploying capital into cannabis and cannabis-related enterprises on a global scale. The firm manages a diversified portfolio of investments and is actively investing across the cannabis value chain.

Cautionary Note Regarding Forward-Looking Information and Statements:

This news release contains certain “forward-looking information” within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only MedMen’s beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of MedMen’s control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or may contain statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “will continue”, “will occur” or “will be achieved”. The forward-looking information and forward-looking statements contained herein may include, but are not limited to, statements regarding or suggesting the sufficiency of the proceeds of the Facility for MedMen to realize its objectives, statements suggesting that the Company will close on Tranche 3 or that the lenders will agree to fund Tranche 4, the effects of the Facility on the financial condition of MedMen, the ability of MedMen to satisfy the remaining conditions (and any future additional conditions) to drawdown on Tranches 3 and 4 of the Facility after the Facility is amended, the anticipated completion of Tranche 3 of the Facility in the principal amount of US\$10,000,000 within 30 days, the timing for the appointment or election of new independent directors, and the completion by MedMen of its currently pending acquisitions.

By identifying such information and statements in this manner, MedMen is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of MedMen to be materially different from those expressed or implied by such information and statements. One key risk is that the lenders under the Facility exercise their discretion and decline to fund Tranche 4, in whole or in part, which could result in the Company requiring other sources of funding. Such funding may not be available and if available, may be on terms that are materially more restrictive or expensive than those under the Facility. There can be no assurances that Tranche 4 will ever be funded.

In addition, in connection with the forward-looking information and forward-looking statements contained in this news release, MedMen has made certain assumptions. Although MedMen believes that the assumptions used in preparing, and the expectations contained in, 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 will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. Key assumptions used herein that MedMen will be able to satisfy the conditions to drawdown on Tranche 3 and Tranche 4 of the Facility. The forward-looking information and forward-looking statements contained in this news release are made as of the date of this news release, and MedMen does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to MedMen or persons acting on its behalf is expressly qualified in its entirety by this notice.

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

SOURCE: MedMen Enterprises

Contacts

OFFICER:

Adam Bierman
Chief Executive Officer
info@medmen.com
(855) 292-8399

MEDIA CONTACT:

Christian Langbein
Vice President, Communications
Communications@MedMen.com
(424) 320-2367

INVESTOR RELATIONS CONTACT:

Stéphanie Van Hassel
Vice President, Investor Relations
Investors@MedMen.com
(323) 705-3025