



Gage Growth Corp. (CSE:GAGE | OTC:GAEGF), a leading high-quality cannabis brand and operator in the fast growing Michigan market, is showing extremely strong growth with 2020 revenue up 1,972% YoY and Q4 2020 revenue up 615% YoY. Most recently, the Company also reported Q1-2021 results with record revenue of \$17.6 million, an increase of 219.4% YoY and 67.9% sequentially. Gage is extremely well capitalized after raising a full \$50m in January 2021 and has a clearly defined growth strategy that will deliver significant growth in 2021. This should make the business achieve positive EBITDA in the very near future. The valuation is materially lower than its peers with less than 2021 EV/Sales of 3.5x vs competition in the 7-15X range. The low valuation, hyper growth and attractive market it operates make the business extremely attractive for an investor, or a corporate buyer looking to consolidate the market.

Globally, cannabis is a significant growth market. The global legal marijuana market size was estimated to be \$24.6bn in 2020 and is expected to grow at 14.3% CAGR from 2021 to 2028. This is driven by the expanding demand for legal marijuana in a growing number of countries where cannabis is legal and the growing medical use for treating chronic ailments.

CANNABIS CO

5

Michigan is a growing market with one of the highest legal cannabis growth rates within the US with adult use sales growth of 585% YoY. Adult use regulatory change has created a significant growth opportunity in a state of 7.3m adults, 90% of whom are within 1 hour of a Gage store. "Michigan continues to report robust cannabis sales, and in April of this year, the state posted \$154 million of cannabis sales, which represents an annualized run rate of approximately \$1.85 billion. Based on that run rate, it ranks Michigan as one of the top three cannabis markets. We believe Michigan will easily be a top five largest cannabis market in the United States this year."

Gage has been performing very strongly and has a high quality portfolio of brands and licenses. FY2020 revenue increased 1,972% year-over-year to \$39.9 million. Q4 2020 revenue increased 615% yearover-year to \$10.5 million. Even better, in Q1-2021, the Company posted record revenue of \$17.6 million, an increase of 219.4% year-over-year and 67.9% quarter-over-quarter. The Company ended the first quarter of 2021 with over \$43.6 million of cash and reiterated its financial guidance for FY 2021 Q2 revenue of \$26-31 million. Taking into account all of the above, Gage is on its path to achieve positive EBTIDA in the near future.



50

Gage has an aggressive growth plan which it is executing on. A strong management team has an impressive track record of successfully building and growing operations with federal and state licenses, including cultivation, processing and retail locations. Currently, the Company has 8 cultivation facilities in operation (three Gage owned and five contracted cultivation assets), and they are expecting to expand to 13 cultivation facilities by year end. Total cultivation capacity is expected to increase to 3,000lbs/month in July/August 2021 and further expand to 7,000lbs/month by year end. Gage expects to operate in-house processing asset in the third quarter of 2021, leading to further margin expansion. The Company continues to execute on its retail expansion strategy with the goal of opening 20 or more locations by year end. In addition, the Company is actively pursuing accretive retail acquisitions at attractive prices which should drive the revenue even higher.



Gage is one of the most undervalued cannabis companies. Based on the consensus estimates, Gage only trades at less than 3.5x 2021 EV / Sales vs. other cannabis stocks which trade 7-15x. Gage is significantly cheaper and its strong market position makes it a potential acquisition candidate by one of the larger players.



BUSINESS

A leading cannabis brand and operator in Michigan, Gage, has a strong portfolio of high quality brands which it is delivering in a very customer friendly way in the booming Michigan cannabis market. Gage's portfolio includes city and state approvals for 19 "Class C" cultivation licenses, three processing licenses and 13 provisioning centers (dispensaries).









SUMMARY OF

INVESTMENT OPPORTUNITY

All the drivers of top line for Gage are positive. Compared to beginning of 2020, they have 8 cultivation facilities (three Gage owned and five contracted), their monthly cultivation is expected to hit 3,000 lbs in July/August, the

average basket size continues to be one of the highest in the industry (\$164 in 2020), and they have increased their number of stores to nine. This will be further enhanced by their continued investment in the business in 2021.



EXPERIENCED LEADERSHIP & ADVISORY TEAM

Over 15 years of regulated North American cannabis operating experience

Applied for, built, and operated licenses in both the United States and Canada

Significant public and private market corporate finace expertise and experience



VERTICALLYINTEGRATED, STATE & CITY APPROVED

Cultivation: 19 Class C Grow Licences¹ (3 assets)

Extraction and Processing: (3 assets)

Retail Distribution: 13 Provisioning Centers



PRODUCT PORTFOLIO

Flower edibles, vapes, concentrates, etc.

Proprietary brands and white label offerings

Exclusive thirdparty brand rights



OPERATING AT SCLAE

250,000+ sq. ft cultivation and production footprint²

90% of state population within 1hr of provisioning center locations

High quality, low-cost, indoor production method

1. 1,500 plants for each Class C Grow License2. Includes Contact Grows

GROWTH DRIVERS

ARE SHOWN IN THIS EXHIBIT

Gage has an exclusive partnership with top cannabis brand, Cookies, in Michigan. Cookies is one of the most well known cannabis brands in the markets giving them the ability to easily grow their brand and product to a larger audience. Gage is using the same strategy to grow their brand with other key partners like Lemonnade, Grandiflora Genetics, Runtz.

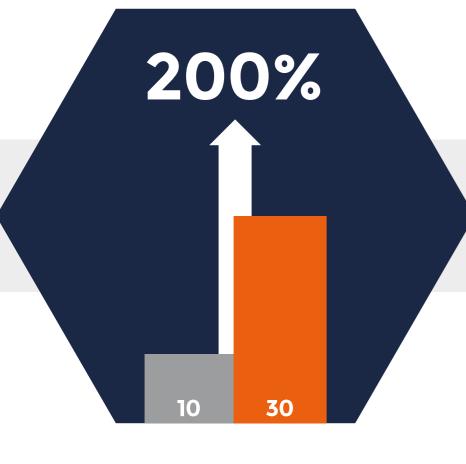
EXCEPTIONAL GROWTH POTENTIAL



Cultivation Facilities - Jan 2020 / April 2021

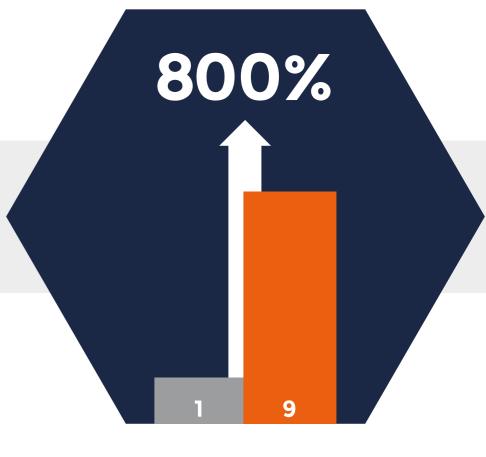
Monthly Cultivation Capacity (lbs) - Jan 2020 / April 2021¹





Proprietary Flower Strains - Jan 2020 / April 2021

Operating Stores - Jan 2020 / April 2021



1. Includes Contract Grows

EXCLUSIVE BRAND PARTNERS

























PRODUCT EXAMPLES

The following exhibit shows some product examples





































The following exhibit summarizes Gage's assets and highlights how it is strongly positioned and vertically integrated.



LICENSING

19

Class C Licenses
(3 Cultivation Assets)

3

Processing Licenses

13

Provisioning Centers (Dispensaries)



CULTIVATION

Monitor Township

40,000 Sq. Ft. on 30

Acres

Production Capacity: ~6,000lbs/Yr

Expansion: 80,000 Sq.

Ft.

Production Capacity: Additional ~26,000lbs/Yr

Harrison Township

12,500 Sq. Ft.
Production Capacity:
~3,000lbs/Y

Warren

17,500 Sq. Ft.
Production Capacity:
~3,000lbs/Yr

Contract Grow¹

10 Contract Grow

Agreements
Spanning 10 Different
Cultivation Facilities
Production Capacity:
~50,000lbs/Yr



Monitor Township

7,000 Sq. Ft.
Production Capacity:
~28,500lbs+

Harrison Township

2,000 Sq. Ft.
Packaging and
Distribution Center

Harrison Township #2

9,000 Sq. Ft.
Packaging and
Distribution Center



Ferndale

Adrian

Detroit

Lansing

Traverse City

Battle Creek

Kalamazoo

Bay City

Grand Rapids

Center Line

Kalamazoo #2

Lenox Township

Jackson



One Hour Radius

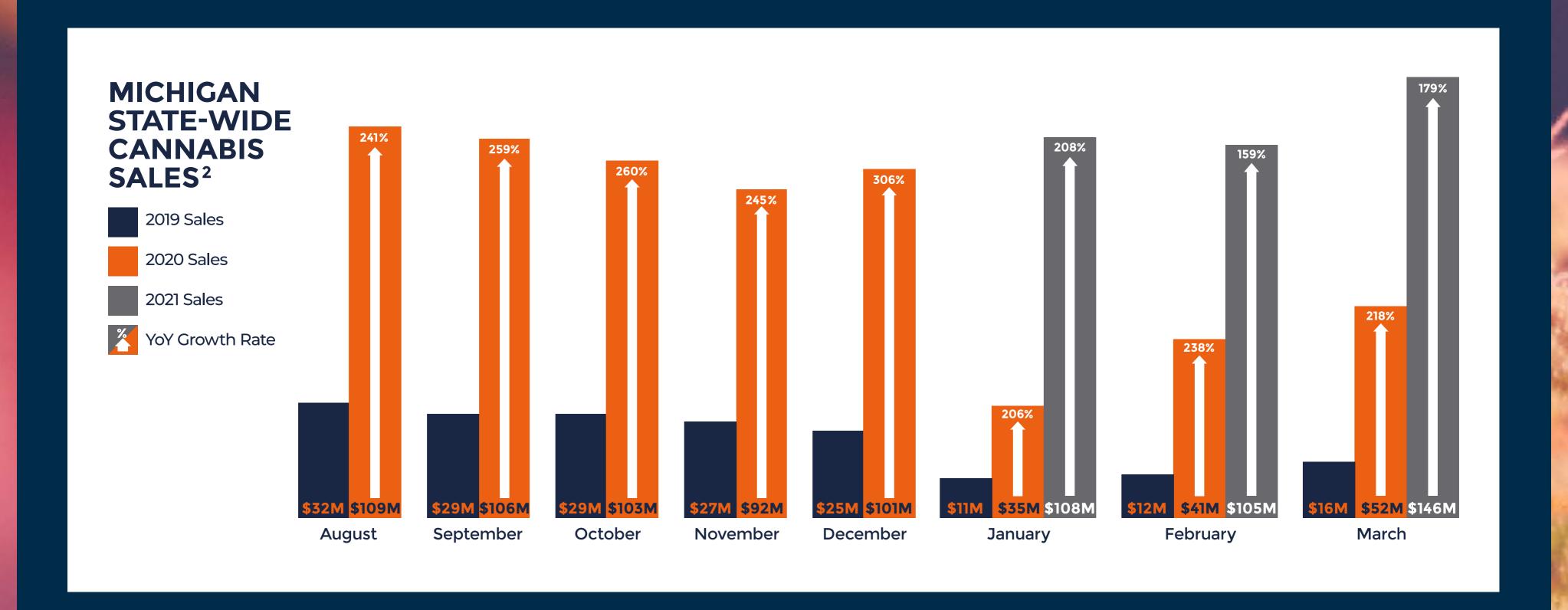
90%

of Michigan population within a one hour radius

· Management estimates.



Michigan has increasingly become one of the largest cannabis markets in the US since cannabis was legalized.



Based on the month of April data, it is now only behind California and Colorado, both of which had a head start as they were among the first states to legalize recreational cannabis use, and in the case of California has a significantly larger population.

Michigan is one of the fastest growing legal cannabis markets in the U.S. Adult-use

has grown 278% in April 21 vs April 20. Changing adult-use regulations offer a significant growth opportunity, with 7.3M adults 21+ in a population of 10M.

The following exhibit highlights how the strong brand positioning of Gage is delivering a significantly higher average basket size than the state average.

Michigan Average Basket Size 1

\$85

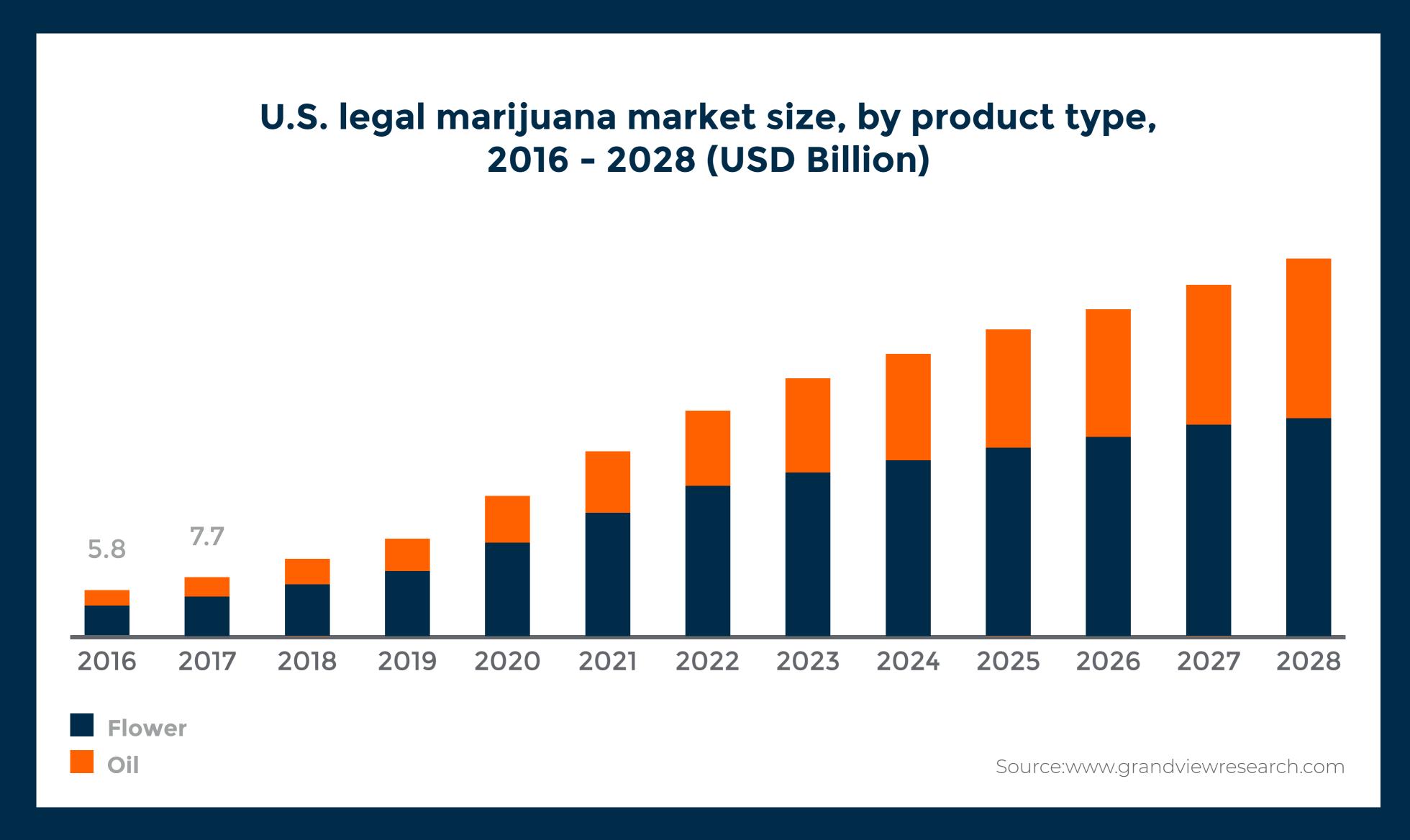
Gage Average Basket Size - 2020

\$164

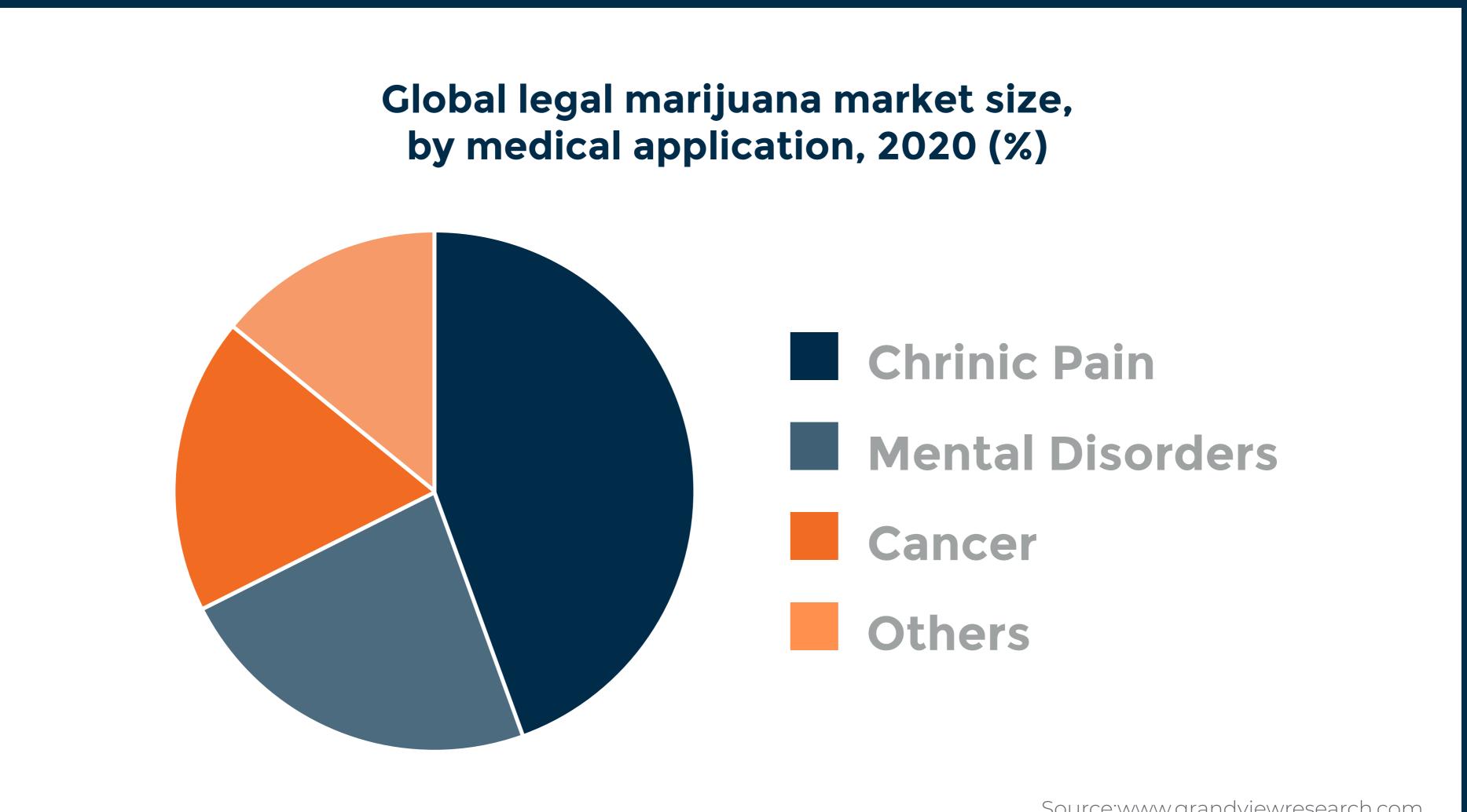
1 Per Detroit Metro Times article dated September 15.2020.

Looking more globally, cannabis is a significant growth market. The global legal marijuana market size according to Grandview Research was estimated to be \$24.6bn in 2020 and is expected to grow at 14.3%

CAGR from 2021 to 2028. This is driven by the expanding demand for legal marijuana in growing countries where cannabis is legal and the growing medical use for treating chronic ailments.



Globally the market is growing fast as an increasing number of countries have legalized the medical use.



Source:www.grandviewresearch.com

REGULATION

In November 2018 Michigan became the 10th state to legalize marijuana for adult-use, it was also the first state in the Midwest to do so. The market is regulated which is good for consumer confidence, safety, and quality.

On September 21, 2016, Governor Snyder signed a package of bills (2016 PA 281-283) that significantly expanded and commercialized the State of Michigan's medical marijuana industry. The center piece of this new legislation, the Medical Marihuana Facilities Licensing Act, allows for medical marijuana facilities to be licensed in the State of Michigan pursuant to a system overseen by what is presently referred to as the Michigan Marijuana Regulatory Agency (MRA), which is a division of the Michigan's Department of Licensing and Regulatory Affairs (the "Regulator").

The Medical Marihuana Facilities Licensing Act (the MMFLA) became effective on December 20, 2016, and required the Regulator to begin accepting licenses for such facilities by no later than December 15, 2017. In order to meet that deadline, the Regulator employed an emergency rule making procedure, meaning the regulations so crafted were not prepared in accordance with the "complete" process of the Administrative Procedures Act of 1969. That formal rule making procedure was completed roughly a year later, with the resultant permanent rules being published on November 27, 2018 (together with all former versions, the "Rules"). The Rules expound upon the provisions of the MMFLA and set forth a regulatory structure with rigorous licensing requirements for the five types of medical marijuana facilities.

GROWTH STRATEGY

Gage has an aggressive growth plan which it is executing on. A strong management team has an impressive track record of successfully building and growing operations with federal and state licenses, including cultivation, processing and retail locations. Currently, the business has 8 cultivation facilities in operation (three Gage owned and five contracted cultivation assets), and they are expecting to expand to 13 cultivation facilities by year end. Total cultivation capacity is expected to increase to 3,000lbs/ month in July/August 2021 and further expand to 7,000lbs/month by year end. Gage expects to operate in-house processing asset in the third quarter of 2021, leading to further margin expansion. The Company continues to execute on its retail expansion strategy with the goal of opening 20 or more locations by year end. In addition, Gage is actively pursuing accretive retail acquisitions at attractive prices which will drive the revenue higher.



- Record Q1 2021 revenue of \$17.6 million, an increase of 219.4% YoY and 67.9% quarter over quarter.
- © Ended the quarter with over \$43.6 million of cash.
- Gross margins of 26.1% compared to 17.3% in Q4 2020, sequential quarter growth of 880 basis points; the Company anticipates further margin expansion in Q2 2021.
- G The state of Michigan posted \$154 million of cannabis sales in April, which equates to approximately \$1.85 billion when annualized, positioning Michigan as the third largest cannabis market in the United States based on this run-rate.
- G Eight cultivation facilities in operation today (three Gage operated and five contracted cultivation assets) compared to two cultivation facilities in Q1 2020; the Company expects to expand to 13 cultivation facilities by year end.
- Strong average basket size of \$158 in the first quarter of 2021.
- © Expects to operate in-house processing asset in the third quarter of 2021 leading to further margin expansion.
- © Entered into strategic outdoor off-take agreement for up to 10,000 pounds of premium Gage and Cookies flower strains.



SUMMARY OF INVESTMENT OPPORTUNITY

The following table highlights a selection of Gage's quoted peers.

Gage is one of the most undervalued cannabis companies. If we look 2021 EV/Sales, it is only trading less than 3.5x vs. other cannabis stocks which trade 7-15x. Gage is significantly cheaper and its strong market position in the Michigan market makes it a potential acquisition candidate by one of the larger players.

VALUATION SUMMARY

	MARKET CAP	2021 EV/SALES
Gage Growth Corp.	540 (494 EV)	<3.5
Canopy Growth Corporation	9300	15.2
Aurora Cannabis	1460	7.1
Tilray	5880	11.5
Planet 13	1230	8.4
Organigram Holding, Inc.	766	11.3

Source Koyfin



Gage's excellent growth potential is a major reason why Jason Wild has been one of their biggest shareholders. Leading cannabis investor Jason Wild of JW Asset Management has averaged 27% annualized returns after fees for over twenty years. Jason is also the Executive Chairman of TerrAscend (CSE:TER, OTC:TRSSF). Currently he has over 70% of his \$2bn of assets invested in cannabis. He was also an early backer of Canopy Growth Corp.

The shares are traded on the Canadian Securities Exchange (CSE) under the ticker "GAGE" and OTC under the ticker "GAEGF"

The current fully diluted share structure (assuming all dilutive securities are in-the-money) is:

Shares Issued 211,789,199

Warrents

16,203,227

RSU's

160,000

Options

28,398495

Fully Diluted Shares

256,550,921



MANAGEMENT

FABIAN MONACO

CEO & DIRECTOR

Mr. Monaco was the President and a director of the Corporation from November 22, 2017. On March 1, 2021, Mr. Monaco was appointed as the Chief Executive Officer of the Corporation. He was a director of XIB Capital Corp. from March 2018 to February 2021 and a director of investment banking at XIB Financial Inc. from September 2017 to March 2020. Prior thereto, Mr. Monaco was an associate in the diversified industries group at GMP Securities L.P. from June 2015 to September 2017. Prior thereto, Mr. Monaco was an associate in over-the-counter derivatives regulatory reform at Scotiabank Global Banking and Markets from September 2013 to May 2015. Mr. Monaco works full-time for the Corporation.

MICHAEL HERMIZ

DIRECTOR

Mr. Hermiz is one of the founders of the Corporation, and has succeeded as an entrepreneur in various industries, including the mortgage and real estate industry, the import/export industry and the telecommunications industry, among others. Prior to the Corporation, Mr. Hermiz was the founder of a federally licensed healthcare company in Canada in 2017. In the mortgage industry, from 2004-2010, he ran a company with over five brokers, and providing loans in excess of \$5 million per month, and also was involved with various property development projects throughout Michigan. An entrepreneur at heart, Mr. Hermiz brings his wealth of knowledge to the Corporation and has been instrumental to the business since inception.

BRUCE LINTON

CHAIRMAN

Mr. Linton is the founder and former Chairman and Chief Executive Officer of Canopy, formerly Tweed Marijuana Incorporated, a cannabis company

based in Smiths Falls, Ontario, Canada. Mr. Linton founded Tweed in 2013 and renamed it Canopy Growth Corporation in 2015. Canopy was the first cannabis company in North America to be listed on a major stock exchange (TSX-V in April 2014 and TSX in July 2016) and to be included on a major stock index (S&P/TSX Composite Index in March 2017). Mr. Linton co-founded Canopy Rivers in 2017 and Canopy Health Innovations in 2018. Mr. Linon's founding idea grew to a TSX-V listed start-up with an \$80 million market cap to a NASDAQ & TSX listed company (S&P/TSX60) including more than 30 M&A activities, ranking number one of the TSX30 with a market cap of over \$20 billion by the summer of 2019.

Mr. Linton's experience as a founder, Chief Executive Officer, and board member across a diversity of sectors was a huge influence for the success of Canopy Growth Corporation. Earning market support for 16 rounds of financing of over \$6 billion in public capital markets and private placements, the company funded capacity growth and opened new markets, including a \$5 billion investment by Fortune 500 beverage company, Constellation Brands (NYSE:STZ).

Notably, throughout his career, Mr. Linton has been responsible for the acquisition and/or disposition of nearly \$4 billion in business assets and has established regular engagement with the World Bank and Asia Development Bank as well as companies listing with NYSE, NASDAQ, TSX and TSX-V. Mr. Linton has overseen over 35 acquisitions in six countries.

Currently, Mr. Linton holds the positions of: Chairman for the Corporation, Chairman and Chief Executive Officer of Collective Growth Corporation, Co-Chairman for Martello Technologies Group and Co-Founder of Ruckify. He is also Chairman of the Advisory Board for Red Light Holland Corp., Non-Executive Chairman of Oskare Capital, Director with MindMed and the Canadian Olympic Foundation, and an active investor with SLANG Worldwide Inc., and OG DNA Genetics Inc.

Beginning his journey at Newbridge Networks Corporation, Mr. Linton went on to be part of the establishing team at Crosskeys Systems Corporation, of which he was a key member for the NASDAQ/TSX IPO. He was GM and Re-Founder of Computerland.CA, and Co-Founder of Webenhancer Corp.

Mr. Linton has acted as Chief Executive Officer and Director at Clearford Water Systems, Inc., past Chairman of the Ottawa Community Loan Foundation, past board member and Treasurer of Canada World Youth, and past member of the Board of Governors for Carleton University.

RICHARD MAVRINAC DIRECTOR

Mr. Mavrinac served as CFO of George Weston Limited ("GWL") and Executive Vice President of Loblaw Companies Limited ("Loblaws"), two of Canada's largest companies operating in the retail grocery and bakery sectors, from 2003 to 2007. As CFO, Mr. Mavrinac's experience covered all aspects of finance, including responsibility for financial reporting, treasury, risk management, pension and benefits, investor relations, taxation and acquisitions and divestitures.

Mr. Mavrinac began his career with Loblaws in 1982 as Director of Taxation, subsequently holding a

variety of financial positions within the company. In 1996, Mr. Mavrinac assumed the role of Senior Vice-President, Finance for both GWL and Loblaws. Mr. Mavrinac is currently a member of the board of directors of Roots Corporation, RIV Capital Inc. and TerrAscend Corp. and brings specific experience in the retail and cannabis sectors.

Mr. Mavrinac received his Bachelor of Commerce degree from the University of Toronto in 1975 and began his career with Peat Marwick Mitchell Chartered Accountants after receiving his Chartered Accountant designation in 1978.

MICHAEL FINOS

PRESIDENT, EXECUTIVE VICE PRESIDENT OF OPERATIONS (US) & DIRECTOR

Mr. Finos has been with the Corporation since June 2019 and was promoted to President and EVP of Operations (US) in March 2020. He is a global operations executive leader with a 25+ year track record of comprehensive achievements across supply chain, manufacturing, and information technology disciplines. He has years of progressive operations experience working for publicly traded companies such as, Cequent, TriMas, and most recently was the Chief Operations Officer at Horizon Global, one of the world's leading manufacturers of branded towing and trailering equipment and publicly traded on the NYSE (HZN). At Horizon Global, Mr. Finos was responsible for operations across the Americas, Europe, and Asia. He also has extensive inventory planning and SIOP implementation experience. He is an expert in business integrations and is proficient with relocating operations into low-cost countries. Mr. Finos has a proven track record in identifying and prioritizing cost-saving opportunities that enhance profit margin, cash flow, and on-time customer delivery. He excels in building and motivating top-performing teams, identifying and recruiting key talent, and driving employee engagement and morale. Mr. Finos works full-time for the Corporation.

DR. RANA HARB DIRECTOR

Dr. Harb is an experienced compliance and regulatory affairs professional with over 25 years of experience in research, quality assurance, compliance and regulatory affairs in the pharmaceutical and cannabis industry. After receiving her PhD in Chemistry of Medicinal Plant from the University of Haute Alsace France and her MBA in International Regulatory Affairs from the University of Paris V, she has worked for many global pharmaceutical companies, dealt with many regulatory agencies (including the US-FDA, the European Medicines Agency and Health Canada) and has acquired extensive compliance and regulatory expertise. Dr. Harb has also worked as a regulatory and compliance advisor for cannabis firms. In her regulatory roles, due to her strong scientific background and her thorough comprehension of the Food and Drug Act, Dr. Harb secured the approval of over 300 Drug Submissions by Health Canada. In her compliance roles, due to her meticulous understanding of establishment licensing process, as well as the Good Manufacturing Practices and Good Production Practices requirements, and the principles of Quality by Design, Dr. Harb has developed a solid corporate quality system and has maintained compliance status of over 36 manufacturing sites.

DAVID WATZA

CFO

Mr. Watza has been with the Corporation since May 2020. Prior to joining Gage, he was the President and Chief Executive Officer of Perceptron, Inc. ("Perceptron"), a Michigan-based industrial automation company with subsidiary operations throughout the world, from November 2016 until November 2019. Mr. Watza served as a Board Member of Perceptron from June 2018 to November 2019, and Chief Financial Officer of the company from October 2015 until November 2016. Prior to his time at Perceptron, he held various corporate, operational,

and finance vice-president positions at TriMas Corporation, a global manufacturer and provider of products for customers in the consumer products, aerospace and industrial end markets, over a ten year period including a two year international assignment. Mr. Watza's last role at TriMas was as Vice-President of Corporate Development and Treasury. He started his career as a staff auditor at Arthur Andersen and has 30+ years of experience in various accounting and finance roles. Mr. Watza works full-time for the Corporation.



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