TRULIEVE CANNABIS CORP.

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE and NINE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019

TRULIEVE CANNABIS CORP.

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CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (UNAUDITIED) AS OF SEPTEMBER 30, 2020 AND DECEMBER 31, 2019

	September 30, 2020	December 31, 2019
ASSETS		
Current Assets:		
Cash and Cash Equivalents	$ 193,377,890	$ 91,812,821
Inventories	205,273,639	204,472,470
Biological Assets	34,761,640	66,718,321
Prepaid Expenses and Other Current Assets	13,272,135	6,871,683
Total Current Assets	446,685,304	369,875,295
Property and Equipment, Net	303,447,306	189,248,416
Intangible Assets, Net	21,990,967	23,504,446
Goodwill	7,315,885	7,315,885
Other Assets	6,738,984	948,644
TOTAL ASSETS	$ 786,178,446	$ 590,892,686
LIABILITIES		
LIABILITIES		
Current Liabilities:		
Accounts Payable and Accrued Liabilities	$ 32,777,734	$ 24,307,928
Income Tax Payable	14,034,279	12,241,333
Deferred Revenue	4,611,304	2,403,836
Notes Payable - Current Portion	2,000,000	2,000,000
Notes Payable - Related Party - Current Portion	12,045,229	923,728
Warrant Liability	22,673,898	9,891,666
Lease Liability - Current Portion	6,978,816	4,968,476
Total Current Liabilities	95,121,260	56,736,967
Long-Term Liabilities:		
Notes Payable	4,000,000	4,000,000
Notes Payable - Related Party	-	11,979,246
Lease Liability	124,057,358	66,031,123
Finance Liability, net	116,435,331	114,341,837
Deferred Tax Liability	42,011,309	55,446,351
TOTAL LIABILITIES	381,625,258	308,535,524
SHAREHOLDERS' EQUITY		
Share Capital	157,246,667	62,559,815
Contributed Surplus	17,227,306	15,019,564
Accumulated Earnings	230,079,215	204,777,783
TOTAL SHAREHOLDERS' EQUITY	404,553,188	282,357,162
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 786,178,446	$ 590,892,686

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS (UNAUDITED)
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019

	Three Months Ended September 30, 2020	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2020	Nine Months Ended September 30, 2019
Revenues, Net of Discounts	$136,274,321	$ 70,730,359	$ 353,095,707	$ 173,126,436
Production Expenses and Cost of Goods From Third Party Suppliers	34,099,341	26,715,460	92,705,434	61,664,906
Revenues less Production Expenses and Cost of Goods From Third Party Suppliers	102,174,980	44,014,899	260,390,273	111,461,530
Fair Value Adjustment on Inventory Sold	(106,057,135)	(22,935,473)	(281,678,328)	(75,293,257)
Fair Value Adjustment on Growth of Biological Assets	89,269,962	89,055,337	243,675,100	217,866,779
Revenues less Production Expenses and Cost of Goods From Third Party Suppliers and Fair Value Adjustments	85,387,807	110,134,763	222,387,045	254,035,052
Expenses:				
General and Administrative	8,501,463	3,243,380	22,696,163	8,779,164
Sales and Marketing	29,446,303	14,720,608	76,602,417	35,871,075
Depreciation and Amortization	4,014,927	2,665,269	11,037,367	5,965,996
Total Expenses	41,962,693	20,629,257	110,335,947	50,616,235
Income From Operations	43,425,114	89,505,506	112,051,098	203,418,817
Other Income (Expense):				
Interest Expense, Net	(6,421,266)	(3,887,542)	(20,106,676)	(7,023,567)
Other Income (Expense), Net	(10,692,142)	5,140,985	(10,756,823)	5,146,222
Total Other Income (Expense)	(17,113,408)	1,253,443	(30,863,499)	(1,877,345)
Income Before Provision for Income Taxes	26,311,706	90,758,949	81,187,599	201,541,472
Provision For Income Taxes	21,569,329	30,487,678	55,886,167	69,039,142
Net Income	$ 4,742,377	$ 60,271,271	$ 25,301,432	$ 132,502,330
Basic Net Income per Common Share	$ 0.04	$ 0.55	$ 0.23	$ 1.20
Diluted Net Income per Common Share	$ 0.04	$ 0.55	$ 0.22	$ 1.20
Weighted average number of common shares used in computing net income per common share:				
Basic	112,039,640	110,213,649	111,824,816	110,159,627
Diluted	117,949,224	110,213,649	115,998,643	110,159,627

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED) FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019

	Super Voting Shares	Voting Shares	Subordinate Voting Shares	Common Shares	Share Capital	Contributed Surplus	Accumulated Earnings (Deficit)	Total
Balance, December 31, 2018	85,246,600	13,750,451	11,135,117	110,132,168	$ 60,976,944	$15,628,304	$ 27,613,883	$ 104,219,131
Additional Contribution from the Issuance of Below Market Interest Debt	-	-	-	-	10,092	-	-	10,092
IFRS 16 Implementation	-	-	-	-	-	-	(868,863)	(868,863)
Conversion of Super and Multiple to Subordinate Voting Shares	(17,433,300)	(7,039,742)	24,473,042	-	-	-	-	-
Shares Issued for Cash - Warrant Exercise	-	-	214,178	214,178	1,572,779	(608,740)	-	964,039
Net Income	-	-	-	-	-	-	132,502,330	132,502,330
Balance, September 30, 2019	67,813,300	6,710,709	35,822,337	110,346,346	$ 62,559,815	$15,019,564	$ 159,247,350	$236,826,729
Balance, January 1, 2020	67,813,300	6,661,374	35,871,672	110,346,346	62,559,815	15,019,564	204,777,783	282,357,162
Share-based Compensation	-	-	-	-	-	2,207,742	-	2,207,742
Shares Issued for Cash - Warrant Exercise	-	-	2,723,411	2,723,411	11,458,782	-	-	11,458,782
Exercise of Stock Options	-	-	9,180	9,180	-	-	-	-
Issuance of Shares Private Placement, Net of Issuance Costs	-	-	4,715,000	4,715,000	83,228,070	-	-	83,228,070
Conversion of Super and Multiple to Subordinate Shares	(9,630,800)	(5,184,415)	14,815,215	-	-	-	-	-
Net Income	-	-	-	-	-	-	25,301,432	25,301,432
Balance, September 30, 2020	58,182,500	1,476,959	58,134,478	117,793,937	$157,246,667	$17,227,306	$ 230,079,215	$404,553,188

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (UNAUDITED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019

	Nine Months Ended September 30, 2020	Nine Months Ended September 30, 2019
CASH FLOW FROM OPERATING ACTIVITIES		
Net Income	$ 25,301,432	$ 132,502,330
Adjustments to Reconcile Net Income to		
Net Cash Provided by Operating Activities:		
Depreciation and Amortization	20,344,077	10,378,447
Non-Cash Interest Expense	2,142,348	1,018,199
Loss from Sale of Property and Equipment	63,237	10,771
Share-Based Compensation	2,207,742	-
(Gain) Loss on Revaluation of Warrant Liability	12,782,232	(4,904,651)
Deferred Tax (Recovery) Expense	(13,435,042)	35,346,614
Changes in Operating Assets and Liabilities:	-	
Inventories	(801,169)	(119,995,046)
Biological Assets	31,956,681	(32,783,960)
Prepaid Expenses and Other Current Assets	(6,400,452)	(2,420,468)
Other Assets	(5,790,340)	28,911
Accounts Payable and Accrued Liabilities	1,302,952	3,523,918
Income Tax Payable	1,792,946	(6,610,948)
Deferred Revenue	2,207,468	175,975
NET CASH PROVIDED BY OPERATING ACTIVITIES	73,674,112	16,270,092
CASH FLOW FROM INVESTING ACTIVITIES		
Purchases of Property and Equipment	(61,585,853)	(55,304,457)
Proceeds from Sale of Property and Equipment	15,503	3,529,010
Cash Paid for Acquisitions, Net of Cash Acquired	-	(19,898,400)
NET CASH USED IN INVESTING ACTIVITIES	(61,570,350)	(71,673,847)
CASH FLOW FROM FINANCING ACTIVITIES		
Payments on Notes Payable - Related Party	(906,599)	(1,133,219)
Payments on Lease Liability	(4,318,946)	(3,321,690)
Proceeds from Exercise of Warrants	11,458,782	964,039
Proceeds from Issuance of Shares Offering	83,228,070	-
Proceeds from Debt Financing, Net Discounts and Accrued Interest	-	65,482,906
NET CASH PROVIDED BY FINANCING ACTIVITIES	89,461,307	61,992,036
NET INCREASE IN CASH AND CASH EQUIVALENTS	101,565,069	6,588,281
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	91,812,821	24,430,108
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 193,377,890	$ 31,018,389
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
CASH PAID DURING THE PERIOD FOR		
Interest	$ 15,525,129	$ 1,894,965
Taxes	$ 70,995,800	$ 29,700,000

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (UNAUDITED) (CONTINUED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019

	Nine Months Ended September 30, 2020		Nine Months Ended September 30, 2019	
OTHER NONCASH INVESTING AND FINANCING ACTIVITIES				
Purchase of Property and Equipment Financed with Notes Payable - Related Party	$	-	$	257,337
Purchase of Property and Equipment Financed with Accounts Payable	$	7,166,854	$	2,965,215
Property and Equipment Acquired via Leases	$	64,355,520	$	25,038,312
Debt Discount Related to Below Market Interest Debt	$	-	$	10,092

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

1. NATURE OF OPERATIONS

Trulieve Cannabis Corp. ("Trulieve" or the "Company") was incorporated in British Columbia, Canada. Trulieve's wholly owned licensed subsidiary, Trulieve, Inc., is a vertically integrated cannabis company and is licensed under the laws of the State of Florida to cultivate, produce, and sell medicinal-use cannabis products within such state. Trulieve also operates in California, Massachusetts and Connecticut.

The Company's head office and principal address is located at 6749 Ben Bostic Road, Quincy, Florida, 32351. The Company's registered office is located at Suite 2800, Park Place, 666 Burrard Street, Vancouver, British Columbia, V6C 2Z7.

The Company is listed on the Canadian Securities Exchange (the "CSE") and began trading on September 24, 2018 under the ticker symbol "TRUL".

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 – *Interim Financial Reporting*, following the same accounting policies and methods of application as those disclosed in the annual audited consolidated financial statements for the year ended December 31, 2019. The unaudited condensed consolidated interim financial statements should be read in conjunction with the annual consolidated financial statements of the Company for the year ended December 31, 2019, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). There has been no material impact on these unaudited condensed consolidated interim financial statements from changes in accounting standards during the period.

These unaudited condensed consolidated interim financial statements were approved by the Board of Directors and authorized for issue by the Board of Directors on November 17, 2020.

(b) Basis of Measurement

These unaudited condensed consolidated interim financial statements have been prepared on the going concern basis under the historical cost convention except for biological assets and certain financial instruments, which are measured at fair value.

(c) Functional Currency

The functional currency of the Company and its subsidiaries, as determined by management, is the United States ("U.S.") dollar. These unaudited condensed consolidated interim financial statements are presented in U.S. dollars.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Basis of Consolidation

These unaudited condensed consolidated interim financial statements include the financial information of the Company and its subsidiaries, Trulieve, Inc., Life Essence, Inc., Leef Industries, LLC, Trulieve Bristol, Inc. (formerly The Healing Corner, Inc.) and various holding companies that have no operations. The accounts of the subsidiaries are prepared for the same reporting period using consistent accounting policies from the date of acquired control. Intercompany transactions, balances and unrealized gains or losses on transactions are eliminated upon consolidation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Significant Accounting Judgments, Estimates, and Assumptions

The preparation of these unaudited condensed consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to these unaudited condensed consolidated interim financial statements have been set out in the audited consolidated financial statements for the years ended December 31, 2019 and 2018.

(f) Recently Adopted Accounting Pronouncements

Amendments to IFRS, Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

On January 23, 2020, the IASB issued Classification of Liabilities as Current or Non-current (Amendments to IAS 1) providing a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments were originally effective for annual reporting periods beginning on or after January 1, 2022, however, their effective date has been delayed to 1 January 2023. The Company is assessing the impact of the amendment on the unaudited condensed consolidated interim financial statements.

Amendments to IFRS, amendments to IFRS 3 regarding the definition of a business

On October 22, 2018, The IASB has issued 'Definition of a Business (Amendments to IFRS 3)' aimed at resolving the difficulties that arise when an entity determines whether it has acquired a business or a group of assets. The amendments are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1st, 2020. The adoption of IAS 3 did not have a material impact on the unaudited condensed consolidated interim financial statements.

The amendments in Definition of a Business (Amendments to IFRS 3) are changes to Appendix A Defined terms, the application guidance, and the illustrative examples of IFRS 3 only.

- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs;
- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs;
- add guidance and illustrative examples to help entities assess whether a substantive process has been acquired;
- remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs;
- and add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

3. BIOLOGICAL ASSETS AND INVENTORIES

As at September 30, 2020 and December 31, 2019 biological assets comprise:

	September 30, 2020	December 31, 2019
Cannabis plants	$ 34,761,640	$ 66,718,321

The changes in the carrying value of biological assets are as follows:

Balance at December 31, 2018	$ 29,636,269
Net increase in fair value less costs to sell due to biological transformation for indoor flower	277,981,960
Net increase in fair value less costs to sell due to biological transformation for outdoor flower	56,245,844
Transferred to inventory upon harvest	(297,145,752)
Balance at December 31, 2019	$ 66,718,321
Net increase in fair value less costs to sell due to biological transformation for indoor flower	230,787,872
Net increase in fair value less costs to sell due to biological transformation for outdoor flower	12,887,228
Transferred to inventory upon harvest	(275,631,781)
Balance at September 30, 2020	$ 34,761,640

Biological assets are measured at fair value less costs to sell until harvest. All production costs related to biological assets are expensed as incurred. All direct and indirect costs related to both biological assets and inventory are included in the 'Production Expenses and Cost of Goods from Third Party Suppliers' line in the condensed consolidated interim statements of operations.

The fair value measurements for biological assets have been categorized as Level 3 fair values based on the inputs to the valuation technique used. The fair value was determined using a model which assumes the biological assets at the end of the reporting period will grow to maturity, be harvested and converted into finished goods inventory and sold in the medical cannabis market. The Company's method of accounting for biological assets attributes value accretion on a straight-line basis throughout the life of the biological asset from initial cloning to the point of harvest.

3. BIOLOGICAL ASSETS AND INVENTORIES (CONTINUED)

The cannabis plant model utilizes the following significant assumptions:

Assumption	September 30, 2020 Range	September 30, 2020 Average	December 31, 2019 Range	December 31, 2019 Average
(i) Weighted average of expected loss of plants until harvest (a)	0-45%	10%	0-74%	26%
(ii) Expected yields for cannabis plants (average grams per plant)	77 - 239 grams per plant	194 grams per plant	55 - 250 grams per plant	146 grams per plant
(iii) Expected number of growing days	119 - 133	126	119 - 133	126
(iv) Weighted average number of growing days completed as a percentage of total growing days as at period end	N/A	46%	N/A	48%
(v) Estimated selling price (per gram) (b)	N/A	$8.25	N/A	$10.33
(vi) After harvest cost to complete and sell (per gram)	$1.19 - $2.11	$1.65	$1.07 - $2.34	$1.71
(vii) Reasonable margin $ on after harvest costs to complete and sell (per gram)	$1.56 - $2.16	$1.86	$1.85 - $2.10	$1.98

(a) Weighted average of expected loss of plants until harvest represents loss via plants that do not survive to the point of harvest. It does not include any financial loss on a surviving plant.

(b) The estimated selling price (per gram) for September 30, 2020 and December 31, 2019 represent the average sales price for the Company's various strains sold as medical products.

These estimates are subject to volatility in market prices and a number of uncontrollable factors, which could significantly affect the fair value of biological assets in future periods.

The following table presents the effect of 10% positive change and 10% negative change on the fair valuation of cannabis plants biological assets as at September 30, 2020 and December 31, 2019.

Assumption	10% change as at September 30, 2020 $	10% change as at December 31, 2019 $
Weighted average of expected loss of plants until harvest	3,475,524	6,671,832
Expected yields for cannabis plants	3,475,524	6,671,832
Expected number of growing days	3,475,524	6,671,832
Estimated selling price	4,411,727	8,240,341
After harvest cost to complete and sell	1,125,903	1,866,961
Reasonable margin on after harvest costs to complete and sell	1,165,131	2,328,282

3. BIOLOGICAL ASSETS AND INVENTORIES (CONTINUED)

The Company estimates the harvest yields for medical cannabis at various stages of growth. As of September 30, 2020, it was expected that the Company's cannabis plants of 8,287,397 effective grams currently undergoing transformation is expected to yield a total of 31,382,543 grams at maturity and 13,524,148 effective grams of cannabis plants undergoing transformation on December 31, 2019 will yield at maturity 28,195,319 grams.

The Company's estimates are, by their nature, subject to change and differences from the anticipated yield will be reflected in the gain or loss on biological assets in future periods.

Inventories comprised the following items:

	September 30, 2020	December 31, 2019
Packaging and miscellaneous	7,191,942	8,132,079
Work in Process	170,540,067	166,982,954
Finished Goods - Unmedicated	3,547,984	5,263,005
Finished Goods - Medicated	23,993,646	24,094,432
Total Inventories	$ 205,273,639	$ 204,472,470

For the three and nine months ended September 30, 2020 and 2019 Production Expenses and Cost of Goods from Third Party Suppliers comprised of:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Grow Costs Incurred	$ 16,082,792	$ 15,205,762	$ 47,713,446	$ 37,617,230
Processing Costs and Purchased Goods for Inventory Sold	18,016,549	11,509,698	44,991,988	24,047,676
Total (1)	$ 34,099,341	$ 26,715,460	$ 92,705,434	$ 61,664,906

(1) Costs such as payroll, materials, utilities, direct and indirect overhead, rent, facility & equipment maintenance, depreciation, cleaning, lab testing, and fulfillment.

The Company does not capitalize any production costs including overheads to biological assets. All production costs related to biological assets are expensed as incurred and are included in production costs in the table above. All indirect and direct costs related to biological assets are recorded within production expenses and cost of goods from third party suppliers.

The Company capitalizes costs incurred after harvest to bring the products to their present location and condition in accordance with IAS 2 Inventories. The cost of inventories includes the fair value of the cannabis at harvest and costs incurred after harvest (such as quality assurance costs, fulfillment costs and packaging costs) to bring the products to their present location and condition.

4. PROPERTY AND EQUIPMENT

At September 30, 2020 and December 31, 2019, Property and Equipment consisted of the following:

	Land	Buildings & Improvements	Construction in Progress	Furniture & Equipment	Vehicles	Total
Cost						
At December 31, 2018	$ 2,321,871	$ 36,046,643	$ 17,283,266	$ 17,094,634	$ 1,663,279	$ 74,409,693
Additions	2,157,569	27,710,983	37,689,276	14,006,123	116,947	81,680,898
Additions right-of-use assets	-	44,674,202	-	274,523	3,151,580	48,100,305
Transfers	-	16,061,713	(17,014,933)	953,221	-	1
Disposals	(762,992)	(2,621)	(19,226,060)	(12,547)	(73,379)	(20,077,599)
IFRS 16 Implementation	-	26,509,651	-	265,556	994,244	27,769,451
At December 31, 2019	3,716,448	151,000,571	18,731,549	32,581,510	5,852,671	211,882,749
Additions	-	4,801,327	55,669,207	8,219,017	63,157	68,752,708
Additions right-of-use assets	-	60,301,101	-	165,124	3,889,295	64,355,520
Disposals	-	336,007	(3,221,239)	2,885,232	(123,243)	(123,243)
At September 30, 2020	3,716,448	216,439,006	71,179,517	43,850,883	9,681,880	344,867,734
Accumulated Depreciation						
At December 31, 2018	$ -	$ 1,976,619	$ -	$ 1,303,219	$ 339,967	$ 3,619,805
Additions	-	6,938,937	-	2,595,631	62,211	9,596,779
Additions right-of-use assets	-	4,679,461	-	91,397	1,327,897	6,098,755
Disposals	-	-	-	(849)	(56,086)	(56,935)
IFRS 16 Implementation	-	3,111,938	-	37,576	226,414	3,375,928
At December 31,2019	-	16,706,955	-	4,026,974	1,900,403	22,634,332
Additions	-	6,567,522	-	3,692,131	77,259	10,336,912
Additions right-of-use assets	-	6,359,644	-	114,917	2,019,125	8,493,686
Disposals	-	-	-	-	(44,502)	(44,502)
At September 30, 2020	-	29,634,121	-	7,834,022	3,952,285	41,420,428
Net book value						
At December 31, 2018	$ 2,321,871	$ 34,070,024	$ 17,283,266	$ 15,791,415	$ 1,323,312	$ 70,789,888
At December 31, 2019	$ 3,716,448	$ 134,293,616	$ 18,731,549	$ 28,554,536	$ 3,952,268	$ 189,248,417
At September 30, 2020	$ 3,716,448	$ 186,804,885	$ 71,179,517	$ 36,016,861	$ 5,729,595	$ 303,447,306

For the three months ended September 30, 2020 and 2019, the Company recorded depreciation expense of $3,424,224 and $1,749,109 respectively, as part of Production Expenses and Cost of Goods from Third Party Suppliers. The Company recorded additional depreciation expense for the three months ended September 30, 2020 and 2019, of $3,554,995 and $978,444 respectively, as part of operating expenses.

For the nine months ended September 30, 2020 and 2019 depreciation expense of $9,306,710 and $4,412,451 respectively, as part of Production Expenses and Cost of Goods from Third Party Suppliers. The Company recorded additional depreciation expense for the nine months ended September 30, 2020 and 2019, of $9,523,888 and $3,827,011 respectively, as part of operating expenses.

For the three and nine months ended September 30, 2020, the Company recorded capitalized interest of $1,276,362 and $2,089,897 respectively. The Company did not capitalize any interest for the three and nine months ended September 30, 2019.

J.T. Burnette, the spouse of Kim Rivers, the Chief Executive Officer and Chair of the Board of Directors of the Corporation, is a minority owner of a company (the “Supplier”) that provides construction and related services to the Company. The Supplier is responsible for the construction of the Company’s cultivation and processing facilities, and provides labor, materials and equipment on a cost-plus basis. For the nine months ended September 30, 2020 and the year ended December 31, 2019, property and equipment purchases from J.T. Burnette consisting of construction related serviced, totaled $64,971,483 and $46,381,878 respectively. As of September 30, 2020, and December 31, 2019, $8,683,655 and $6,463,125 was included in accounts payable. The use of the Supplier was reviewed and approved by the independent members of the Company's board of directors, and all invoices are reviewed by the office of the Company's general counsel.

5. INTANGIBLE ASSETS

At September 30, 2020 and December 31, 2019, Intangible assets consisted of the following:

	Dispensary Licenses	Trademarks	Customer Relationship	Non-Compete	Total
Cost					
At December 31, 2018	$ 9,533,416	$ 10,444	$ -	$ -	$ 9,543,860
Additions from acquisitions	14,300,000	320,841	1,000,000	35,000	$ 15,655,841
At December 31, 2019	23,833,416	331,285	1,000,000	35,000	25,199,701
At September 30, 2020	23,833,416	331,285	1,000,000	35,000	25,199,701
Accumulated Amortization					
At December 31, 2018	$ 145,772	$ 1,741	$ -	$ -	$ 147,513
Amortization	1,225,006	195,861	116,667	10,208	1,547,742
At December 31, 2019	1,370,778	197,602	116,667	10,208	1,695,255
Amortization	1,216,671	133,683	150,000	13,125	1,513,479
At September 30, 2020	2,587,449	331,285	266,667	23,333	3,208,734
Net book value					
At December 31, 2018	$ 9,387,644	$ 8,703	$ -	$ -	$ 9,396,347
At December 31, 2019	$ 22,462,638	$ 133,683	$ 883,333	$ 24,792	$ 23,504,446
At September 30, 2020	$ 21,245,967	$ -	$ 733,333	$ 11,667	$ 21,990,967

Amortization expense for the three months ended September 30, 2020 and 2019 was $459,932 and $555,438 respectively. Amortization expense for the nine months ended September 30, 2020 and 2019 was $1,513,479 and $1,007,599 respectively.

6. NOTES PAYABLE RELATED PARTY

At September 30, 2020 and December 31, 2019, notes payable to related parties consisted of the following:

	September 30, 2020	December 31, 2019
Notes payable due to related parties, with varying interest rates between 8% to 12% annually, with varying maturity dates.	$ 12,045,789	$ 12,952,389
Less debt discount	(560)	(49,415)
Less current portion	(12,045,229)	(923,728)
	$ -	$ 11,979,246

The related party notes payable will mature in May 2021.

7. DEBT

On June 18, 2019, the Company completed a private placement financing comprising 5-year senior secured promissory notes (the "June Notes") with a face value of $70,000,000. The June Notes accrue interest at an annual rate of 9.75%, payable semi-annually, in equal installments, in arrears on June 18 and December 18 of each year, commencing on December 18, 2019. The purchasers of the June Notes also received warrants to purchase 1,470,000 Subordinate Voting Shares at an exercise price of C$17.25 (the "June Warrants"), which can be exercised for three years after the closing.

The fair value of the June Notes was determined to be $63,890,650 using an interest rate of 13.32% which the Company estimates would have been the coupon rate required to issue the notes had the financing not included the June Warrants. The fair value of the June Warrants was determined to be $4,709,349 using the Black Scholes option pricing model and the following assumptions: Share Price: C$14.48; Exercise Price: C$17.25; Expected Life: 3 years; Annualized Volatility: 49.96%; Dividend yield: 0%; Discount Rate: 1.92%; C$ Exchange Rate: 1.34.

Because of the Canadian denominated exercise price, the June Warrants do not qualify to be classified within equity and are therefore classified as derivative liabilities at fair value through profit or loss "FVTPL".

The June Notes will accrete from their carrying value on June 18, 2019 of $60,987,544 to $70,000,000 at maturity in 5 years using an effective interest rate of 13.32%. For the three months ended September 30, 2020 and 2019 the Company recognized accretion expense of $375,630 and $545,782, respectively. For the nine months ended September 30, 2020 and 2019 the Company recognized accretion expense of $1,083,272 and $602,892 respectively.

The June Warrants were re-valued at $11,000,208 at September 30, 2020 using the Black Scholes option pricing model and the following assumptions: Share price: C$24.80; Exercise Price: C$17.25; Expected Life: 1.72 years; Annualized Volatility: 49.95%; Dividend yield: 0%; Discount Rate: .13%; C$ Exchange Rate: 1.33. For the three months ended September 30, 2020 the Company recognized a loss of $5,705,711. For the nine months ended September 30, 2020 the company recognized a loss of $6,201,281 and has been recognized and is included in Other Income (Expense), Net.

On November 7, 2019, the Company completed a prospectus offering of 60,000 units of the Company (the "November Units"), comprised of an aggregate principal amount of $60,000,000 of 9.75% senior secured notes of the Company maturing in 2024 (the "November Notes") and an aggregate amount of 1,560,000 subordinate voting share warrants of the Company (each individual warrant being a "November Warrant") at a price of $980 per Unit for a gross proceeds of $61,059,000. Each Unit was comprised of one Note issued in denominations of $1,000 and 26 Warrants.

The fair value of the November Notes was determined to be $56,682,835 using an interest rate of 13.43% which the Company estimates would have been the coupon rate required to issue the notes had the financing not included the November Warrants. The fair value of the November Warrants was determined to be $4,376,164 using the Black Scholes option pricing model and the following assumptions: Share Price: C$14.29; Exercise Price: C$17.25; Expected Life: 2.6 years; Annualized Volatility: 48.57%;

7. DEBT (CONTINUED)

Dividend yield: 0%; Discount Rate: 1.92%; C$ Exchange Rate: 1.32.

Because of the Canadian denominated exercise price, the November Warrants do not qualify to be classified within equity and are therefore classified as derivative liabilities at fair value through profit or loss “FVTPL”.

The November Notes will accrete from their carrying value on November 7, 2019 of $54,722,688 to $60,000,000 at maturity in 4.6 years using an effective interest rate of 13.43%. For the three and nine months ended September 30, 2020 the Company recorded accretion expense of $330,180 and $1,007,671 respectively.

The November Warrants were re-valued at $11,673,691 at September 30, 2020 using the Black Scholes option pricing model and the following assumptions: Share price: C$24.80; Exercise Price: C$17.25; Expected Life: 1.72 years; Annualized Volatility: 49.95%; Dividend yield: 0%; Discount Rate: .13%; C$ Exchange Rate: 1.33. For the three months ended September 30, 2020 the Company recognized a loss of $6,055,040. For the nine months ended September 30, 2020 the company recognized a loss of $6,580,951 which has been recognized and included in Other Income (Expense), Net.

The $130,000,000 principal amount of the June and November Notes are due in June 2024.

At September 30, 2020 and December 31, 2019, the finance liability, net consisted of the following:

	September 30, 2020	December 31, 2019
Principal Amount	$ 130,000,000	$ 130,000,000
Less unamortized debt discount	(13,564,669)	(15,658,163)
	$ 116,435,331	$ 114,341,837

8. LEASES

The Company’s lease liability consisted of the following:

Balance at December 31, 2019	$ 70,999,600
Additions	64,355,520
Lease & interest payments, accretion, and accrued interest, net	(4,318,946)
Lease Liability at September 30, 2020	$ 131,036,174
Lease liability - current portion	$ 6,978,816
Lease liability	$ 124,057,358
Lease Liability at September 30, 2020	$ 131,036,174

8. LEASES (CONTINUED)

The Company has lease liabilities for leases related to real estate used for dispensaries, production plants, and corporate offices. Other leased assets include passenger vehicles and trucks and equipment.

The weighted average discount rate for the nine months ended September 30, 2020 was between 10% to 11%.

9. SHARE CAPITAL

The authorized share capital of the Company is comprised of the following:

	Shares Issued and Outstanding September 30, 2020	
	Number of Shares	Voting Shares
Subordinate Voting Shares	58,134,478	58,134,478
Multiple Voting Shares (100 Votes per Multiple Voting Share)	14,770	1,476,959
Super Voting Shares (200 Votes per Super Voting Shares)	581,825	58,182,500
		117,793,937

During the year ended December 31, 2018, the Company issued 8,784,872 warrants to certain employees and directors for past services provided. For additional information regarding the warrants refer to the *Share Capital footnote* in the audited consolidated financial statements for the year ended December 31, 2019. As of September 30, 2020, 2,723,411 warrants were exercised for proceeds of $11,458,782. See below table for the outstanding warrants as of September 30, 2020:

	Warrants Issued and Outstanding
Warrants Outstanding as of January 1, 2020	8,784,872
Warrants Exercised	2,723,411
Warrants Outstanding as of September 30, 2020	6,061,461

10. SHARE-BASED COMPENSATION

The Company has a Stock Option Plan (the "Plan") as administered by the Board of Directors. The aggregate number of Subordinate Voting Shares which may be reserved for issue under the Plan shall not exceed 10% of the issued and outstanding number of Subordinate Voting Shares.

In determining the amount of share-based compensation related to options issued during the nine months ended September 30, 2020, the Company used the Black-Scholes pricing model to establish the fair value of the options granted with the following assumptions:

10. SHARE-BASED COMPENSATION (CONTINUED)

	Nine Months Ended September 30, 2020
Fair Value at Grant Date	$ 3.23
Stock Price at Grant Date	$ 11.70
Exercise Price at Grant Date	$ 11.70
Expected Life in Years	1.92
Expected Volatility	49.29%
Expected Annual Rate of Dividends	0%
Risk Free Annual Interest Rate	1.32%

The Company did not issue any stock options during the three months ended September 30, 2020.

The expected volatility was estimated by using the historical volatility of other companies that the Company considers comparable that have trading and volatility history prior to the Company becoming public. The expected life in years represents the period of time that options granted are expected to be outstanding. The risk-free rate was based on the United States 2-year bond yield rate at the time of grant of the award. Expected annual rate of dividends is based on the fact that the Company has never paid cash dividends and does not expect to pay any cash dividends in the foreseeable future.

On January 3, 2020, under the Plan, the Board awarded options to purchase shares to directors, officers, and key employees of the Company. In accordance with the Plan's policy, the vesting period for employees is 15% as of the date of issuance, 25% vest on December 31, 2020, and 60% vest on December 31, 2021. For Board of Directors Founder members there is 100% vesting on the date of issuance. For Board of Directors non-founders' members 50% of the options vest on December 31, 2020, and 50% vest on December 31, 2021.

For the three months ended September 30, 2020, the Company recorded share-based compensation in the amount of $523,215. This is recognized as $48,359 in production expenses and cost of goods from third party suppliers, $378,137 in general and administrative, and $96,719 in sales and marketing.

For the nine months ended September 30, 2020, the Company recorded share-based compensation in the amount of $2,207,742. This is recognized as $194,566 in production expenses and costs of goods from third party suppliers, $1,624,043 in general and administrative, and $389,134 in sales and marketing.

The number and weighted-average exercise prices of options at September 30, 2020 were as follows:

	Options 2020	Weighted average exercise price 2020
Outstanding as of January 1	-	-
Granted	1,252,403	11.70
Forfeited	(122,624)	11.52
Outstanding as of September 30	1,129,779	$ 11.71
Exercisable as of September 30	282,370	$ 11.59

11. EARNINGS PER SHARE

The following is a reconciliation for the calculation of basic and diluted earnings per share for the three and nine months ended September 30, 2020 and 2019:

	Three Months Ended September 30, 2020	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2020	Nine Months Ended September 30, 2019
Net Income	$ 4,742,377	$ 60,271,271	$ 25,301,432	$ 132,502,330
Weighted average number of common shares outstanding	112,039,640	110,213,649	111,824,816	110,159,627
Dilutive effect of warrants outstanding	5,909,584	-	4,173,827	-
Diluted weighted average number of common shares outstanding	117,949,224	110,213,649	115,998,643	110,159,627
Basic earnings per share	$ 0.04	$ 0.55	$ 0.23	$ 1.20
Diluted earnings per share	$ 0.04	$ 0.55	$ 0.22	$ 1.20

12. PROSPECTUS OFFERING

On September 21, 2020, the Company concluded the offer and sale of 4,715,000 Subordinate Voting Shares pursuant to an agreement with Canaccord Genuity Corp. (the "Underwriter") at a price of $18.56 per share. After paying the Underwriter a commission of approximately $4.1 million, the Company received aggregate consideration of approximately $83.2 million. Net proceeds from the Offering are expected to be used primarily to fund Trulieve's business development and for general working capital purposes. The Company has made the required filings to list the Offered Securities on the Canadian Securities Exchange. The issuance cost of the prospectus offering was $147,278 as of September 30, 2020.

13. INCOME TAXES

The components of the income tax provision include:

	Three Months Ended September 30, 2020	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2020	Nine Months Ended September 30, 2019
Current	$ 27,239,100	$ 12,316,781	$ 69,321,210	$ 32,485,245
Deferred	(5,669,771)	18,170,897	(13,435,043)	36,553,897
	$ 21,569,329	$ 30,487,678	$ 55,886,167	$ 69,039,142

14. RELATED PARTIES

Related party transactions

The Company had raised funds by issuing notes to various related parties including directors, officers, and shareholders and the balance at September 30, 2020 and December 31, 2019 was $12,045,789 and $12,952,389 respectively, as discussed in *"Notes Payable Related Party footnote"*.

J.T. Burnette, the spouse of Kim Rivers, the Chief Executive Officer and Chair of the Board of Directors of the Corporation, is a minority owner of a company (the "Supplier") that provides construction and related services to the Company. The Supplier is responsible for the construction of the Company's cultivation and processing facilities, and provides labor, materials and equipment on a cost-plus basis.

14. RELATED PARTIES (CONTINUED)

For the nine months ended September 30, 2020 and the year ended December 31, 2019, property and equipment purchases totaled $64,971,483 and $46,381,878, respectively. As of September 30, 2020, and December 31, 2019, $8,683,655 and $6,463,125 was included in accounts payable, respectively, as discussed in *"Property and Equipment footnote"*. The use of the Supplier was reviewed and approved by the independent members of the Company's board of directors, and all invoices are reviewed by the office of the Company's general counsel.

The Company has many leases from various real estate holding companies that are managed by various related parties including Benjamin Atkins, a former director and current shareholder of the Company, and the Supplier. As of September 30, 2020, and under IFRS 16, the Company had $15,671,432 in right-of-use assets in Property and Equipment and $17,933,997 in Net and Lease Liability managed by related parties. Of the $17,933,997 in Net Lease Liability, $1,928,505 is included in Lease Liability – Current. See "*Property and Equipment footnote*" and "*Leases footnote*" for further information.

15. CONTINGENCIES

(a) Operating Licenses

Although the possession, cultivation and distribution of cannabis for medical use is permitted in Florida, California, and Connecticut cannabis is a Schedule-I controlled substance and its use remains a violation of federal law. Since federal law criminalizing the use of cannabis preempts state laws that legalize its use, strict enforcement of federal law regarding cannabis would likely result in the Company's inability to proceed with our business plans. In addition, the Company's assets, including real property, cash, equipment and other goods, could be subject to asset forfeiture because cannabis is still federally illegal.

(b) Claims and Litigation

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. Except as disclosed below, at September 30, 2020, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's consolidated statements of operations. There are also no proceedings in which any of the Company's directors, officers or affiliates is an adverse party or has a material interest adverse to the Company's interest.

As disclosed in the annual audited financial statements for the year ended December 31, 2019, a securities class-action complaint, *In re Trulieve Cannabis Corp. Securities Litigation*, No. 1:19-cv-07289, was filed against the Company and is still ongoing. The Company filed a motion to dismiss the case on September 11, 2020. The Company believes that the suit is immaterial and that the claims are without merit and intends to vigorously defend against them.

16. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

(a) Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, accounts payable and accrued liabilities, warrant liability, notes payable (both to third parties and related parties) and finance liability. Excluding the warrant liability classified at FVTPL, the carrying values of these financial instruments approximate their fair values at September 30, 2020 and December 31, 2019 due to their short-term nature

16. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (CONTINUED)

or because the effective interest rate applied to the balance approximates the market rate.

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of the inputs to fair value measurements. The three levels of hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and
Level 3 – Inputs for the asset or liability that are not based on observable market data.

The warrants liability is classified within level 2 of the fair value hierarchy.

There have been no transfers between hierarchy levels during the nine months ended September 30, 2020 or the year ended December 31, 2019.

The following table summarizes the Company's financial instruments at September 30, 2020:

	Fair Value Through Profit or Loss	Amortized Cost	Total
Financial Assets:			
Cash and Cash Equivalents	$ -	$ 193,377,890	$ 193,377,890
Financial Liabilities:			
Accounts Payable and Accrued Liabilities	-	32,777,734	32,777,734
Notes Payable	-	6,000,000	6,000,000
Notes Payable - Related Party	-	12,045,229	12,045,229
Finance Liability	-	116,435,331	116,435,331
Lease Liability	-	131,036,174	131,036,174
Warrant Liability	$ 22,673,898	$ -	$ 22,673,898

The following table summarizes the Company's financial instruments at December 31, 2019:

	Fair Value Through Profit or Loss	Amortized Cost	Total
Financial Assets:			
Cash and Cash Equivalents	$ -	$ 91,812,821	$ 91,812,821
Financial Liabilities:			
Accounts Payable and Accrued Liabilities	-	24,307,928	24,307,928
Notes Payable	-	6,000,000	6,000,000
Notes Payable - Related Party	-	12,902,974	12,902,974
Finance Liability	-	114,341,837	114,341,837
Lease Liability	-	70,999,599	70,999,599
Warrant Liability	$ 9,891,666	$ -	$ 9,891,666

16. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by reviewing on an ongoing basis its capital requirements.

(c) Credit Risk

Management does not believe that the Company has credit risk, as the Company's revenue is generated exclusively through cash transactions. The Company deals almost entirely with on demand sales and does not enter into any wholesale agreements, therefore does not have trade accounts receivable.

(d) Market Risk

(i) Interest Rate Risk
Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. The Company's interest-bearing loans and borrowings are all at fixed interest rates. The Company considers interest rate risk to be immaterial. The Company values the debt warrants using interest rates, any change in the rates will have a material impact on the fair value of the warrants.

(ii) Concentration Risk
The Company operates substantially in Florida. Should economic conditions deteriorate within that region, its results of operations and financial position would be negatively impacted.

(iii) Price Risk
Price risk is the risk of variability in fair value due to movements in equity or market prices. The Company has exposure to the U.S. dollar and Canadian dollar from warrant derivatives. The Company is mainly exposed to a 10% change in the U.S. dollar against the Canadian dollar which could result in an immaterial impact to net income.

(e) Banking risk

Notwithstanding that a majority of states have legalized medical marijuana, there has been no change in U.S. federal banking laws related to the deposit and holding of funds derived from activities related to the marijuana industry. Given that U.S. federal law provides that the production and possession of cannabis is illegal, there is a strong argument that banks cannot accept for deposit funds from businesses involved with the marijuana industry. Consequently, businesses involved in the marijuana industry often have difficulty accessing the U.S. banking system and traditional financing sources. The inability to open bank accounts with certain institutions may make it difficult to operate the businesses of the Company, its subsidiaries and investee companies, and leaves their cash holdings vulnerable. The Company has banking relationships in all jurisdictions in which it operates.

16. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (CONTINUED)

(f) COVID-19 Pandemic

The Company's business could be materially and adversely affected by the outbreak of a widespread epidemic or pandemic or other public health crisis, including arising from the novel strain of the coronavirus known as "COVID-19". This has resulted in significant economic uncertainty and consequently, it is difficult to reliably measure the potential impact of this uncertainty on our future financial results. Possible future impacts resulting from local or statewide ordinances to help curb the spread of COVID-19 could include limitations on the number of customers in retail stores due to social distancing requirements or forced store closures which forces sales through delivery services.

17. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through November 17, 2020, which is the date these unaudited condensed consolidated interim financial statements were approved by the Board of Directors.

On September 16, 2020, the Company entered into definitive agreements pursuant to which Trulieve has agreed to acquire cultivator and producer PurePenn LLC and Pioneer Leasing & Consulting LLC (collectively "PurePenn") as well as dispensary operator Keystone Relief Centers LLC, doing business as Solevo Wellness ("Solevo"). Trulieve has agreed to acquire PurePenn for an upfront payment of $46 million, comprised of $27 million in Trulieve subordinate voting shares ("Trulieve Shares") and $19 million in cash, plus a potential earn-out payment of up to approximately $60 million in Trulieve Shares based on the achievement of certain agreed EBITDA milestones. Trulieve has agreed to acquire Solevo for an upfront purchase price of US$20 million, comprised of $10 million in cash and $10 million in Trulieve Shares, plus a potential earn-out payment of up to approximately $15 million in Trulieve Shares based on the achievement of certain agreed EBITDA milestones. The Transactions closed on November 12, 2020. Each acquisition is an arm's length transaction and neither involve a finder's fee. The acquisitions will result in a change of control for both PurePenn and Solevo.