

"... the authentic, original and trusted media pioneer in the legal cannabis industry with 43 years of operations, hundreds of published magazines, and an unparalleled brand recognition."

# **DISCLAIMERS & IMPORTANT NOTICES**

**GENERAL** Neither the U.S. Securities and Exchange Commission ("SEC" or the "Commission") nor any state or non-U.S. securities commission has reviewed or passed upon the accuracy or adequacy of this presentation or the merits of the transaction (the "Offering") described herein. Any representation to the contrary is unlawful. This presentation and other materials accompanying this document (collectively, the "Materials") are provided for general informational purposes only and does not constitute, and should not be construed as, an offer to sell or a solicitation of an offer to buy securities (the "Securities") issued by HighTimes Holding Corporation (the "Company" or "HTH"). By accepting these Materials, the recipient thereof acknowledges and agrees to the matters set forth below in this notice. The securities described herein have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any particular state and will be offered and sold in reliance on exemptions from the registration requirements of the Securities Act and related state laws. The Company's securities are highly speculative, and an investment in the Company involves a high degree of risk. Investors should be aware that they may be required to bear the financial risks in an investment in the company for an indefinite period of time.

USE OF PROJECTIONS This presentation contains financial forecasts with respect to the Company's projected revenues, EBITDA, pre-tax profit and net income for the years 2018-2019. These projections are unaudited and should not be relied upon as being necessarily indicative of future results. In this presentation, certain of the above-mentioned projected information has been repeated (in each case, with an indication that the information is an estimate and is subject to the qualifications presented herein), for purposes of providing comparisons with historical data. The assumptions and estimates underlying the prospective financial information are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information. Accordingly, there can be no assurance that the prospective results are indicative of the future performance of HTH or that actual results will not differ materially from those presented in the prospective financial information, Inclusion of the prospective financial information in this presentation should not be regarded as a representation by any person that the results contained in the prospective financial information will be achieved

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#### **USE OF NON-GAAP FINANCIAL MEASURES**

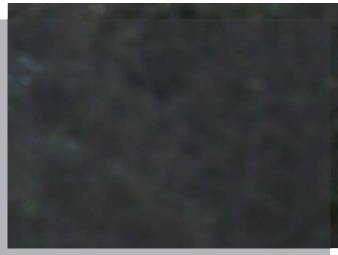
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#### INDUSTRY AND MARKET DATA In this presentation,

HTH relies on and refers to information and statistics regarding market sizes in the sectors in which it competes and other industry data. HTH obtained this information and statistics from third-party sources, and HTH has supplemented this information where necessary with information from HTH's own internal estimates, taking into account publicly available information about other industry participants and HTH's management's best view as to information that is not publicly available. However, HTH doesn't make any representation as to the absolute accuracy of such information and statistics.







# Executive Sumary



# **EXECUTIVE SUMMARY: TRANSACTION BRIEF & INVESTMENT HIGHLIGHTS**

1

# ESTABLISHED BRAND WITH 43-YEAR LEGACY

High Times is the **pioneering** cannabis brand, with a 43-year operating history and a strong, highly leverageable brand name.

Affiliation with the High Times brand has become an endorsement of excellence, legitimacy, & authenticity throughout the legal cannabis industry.

\_2

# DIVERSIFIED REVENUE STREAMS

High Times has three independent revenue streams: Events, Licensing, and Media. Prepared for shifting

media trends; focusing on the Events division in new markets to attract customers of its licensed products.

3

# POSITIVE TRENDS IN THE LEGAL CANNABIS SPACE

29 states allow for legal cannabis sale and consumption. 21 states are solely medicinal while 8 states allow sales for adult recreational use. 4

# BROAD MARKET REACH THROUGH FESTIVALS & EVENTS

High Times has begun an aggressive expansion plan to hold High Times festivals and events in new, legal geographies both nationally & internationally.

The Cannabis Cup ®, one of the premier events in the industry, expected to drive consumer trends and validate operations of legal cannabis businesses across the supply chain.

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# EXTENSIVE LICENSING OPPORTUNITIES

High Times will leverage its brand identity to drive new revenue sources in the form of licensing opportunities.

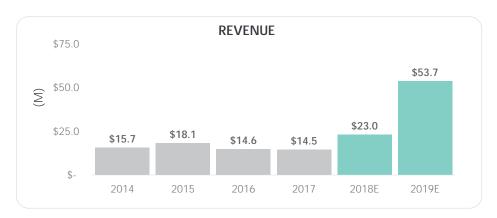
High Times has identified several largescale, near-term executable licensing opportunities, including in apparel, media, and technology. \_6

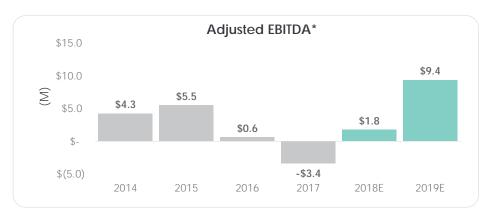
# SUBSTANTIAL GROWTH EXPECTED

Well positioned to capitalize on expansion opportunities arising from the rapidly expanding legalization of cannabis.

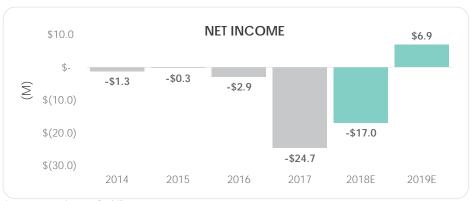


# EXECUTIVE SUMMARY: AUDITED HISTORICAL AND UNAUDITED PROJECTED FINANCIAL SNAPSHOT









<sup>\*</sup>Adjusted EBITDA (earnings before interest, tax, depreciation, and amortization) is a common non-GAAP metric to estimate operating profitability.

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# **EXECUTIVE SUMMARY: TRANSACTION SUMMARY**

#### **OVERVIEW**

**HIGH TIMES seeks to raise up to \$50 million** at a valuation of \$225 million through the use of a Regulation A+ offering.

The Company to seek listing on NASDAQ in Q3 2018.

#### **VALUATION & CONSIDERATION**

Transaction reflects a **valuation of \$225 million** for High Times at an \$11.00 share price. The Company to seek listing on NASDAQ in the third quarter of 2018.

Existing High Times shareholders will roll 100% of their ownership in the transaction.

Cash proceeds from the offering will be used to pay transaction expenses, reduce outstanding debt, and provide additional working capital.

# GOVERNANCE, MANAGEMENT + BOARD

## Management:

Adam Levin will serve as CEO
David Newberg will serve as CFO
David Peck will serve as VP of Business Development
Sameen Ahmad will serve as VP of Events & Partnerships
Alex Paul will serve as VP of Business and Legal Affairs

#### **Board of Directors:**

Adam Levin will serve as Chairman.
Colin Conway will serve as Secretary.
The directors will consist of:
Vincente Fox , Justin Ehrlich, Stormy Simon,
Colleen Manley, and Eleanora Kennedy



**FOUNDED IN 1974** 

# The Most Trusted Brand in Cannabis

**REVENUE SOURCES** 

MEDIA

**EVENTS** 

LICENSING







**2017 TOTAL REVENUE** 

**2017 EBITDA** 

14.5 M -3.4 M

**2017 EVENTS** 

**2019 PROJECTED EVENTS** 

2019 PROJECTED TOTAL REVENUE

2019 PROJECTED EBITDA

14 EVENTS **8 LOCATIONS**  21 EVENTS 15 LOCATIONS 53.7 M 9.4 I

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# COMPANY OVERVIEW: BRAND OVERVIEW

Despite its established loyal following, **High Times has been under-capitalized** and unable to take advantage of broad opportunities in digital media, e-Commerce, branding, and licensing.

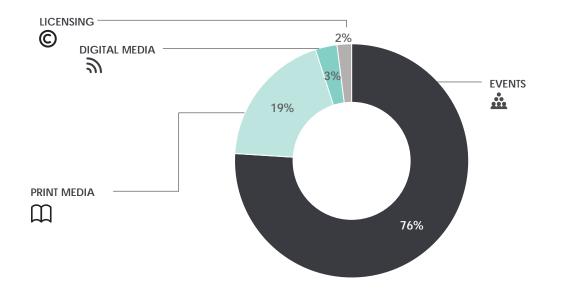
# A recent investment provided adequate capital to:

- begin shifting operational focus to these segments, and
- fund new business opportunities that leverage nationwide medical and adult recreational usage initiatives.

#### **2017 TOTAL REVENUE**

14.5 M

#### **2017 REVENUE STREAMS**



# COMPANY OVERVIEW: GO FORWARD STRATEGY

High Times' go forward strategy is to...

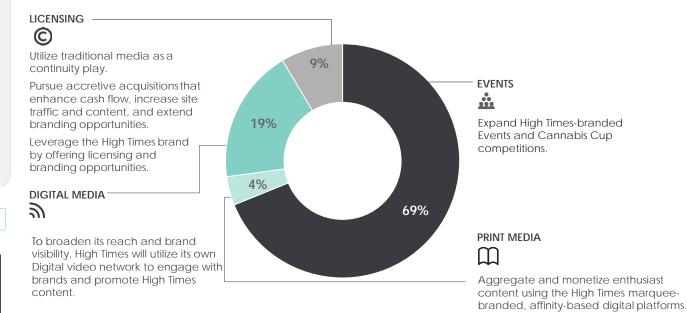
... focus its efforts on building out its video platform and world class event business, including expanding Cannabis Cups <sup>®</sup>, Music Tours & Festivals, and Business Conferences

....while **leveraging the brand** to make **acquisitions** of cannabis related companies that don't "touch the plant".

#### **2019 TOTAL PROJECTED REVENUE**

53.7 M

#### **2019 REVENUE STREAMS**



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REGULATION A+ OFFERING OF

Create the definitive destination for cannabis knowledge through the development of Education and Distance

Learning.



#### **OVERVIEW**

High Times hosts **multiple events on an annual basis** throughout the United States, including concerts, trades shows, cruises, and the Cannabis Cup ®, the world's premier cannabis trade show hosted in states that have legalized medical and recreational marijuana.

## **STRATEGY**

**Expand** Cannabis Cups ® **into frontier markets** and target more convenient, well known venues. **Roll-out large scale** High Times branded **music tours** which do not allow sale of cannabis establishing relationships with new venues and cities throughout the country for potential future Cannabis Cups ®. Continue to **expand existing businesses and investor conference model**.

#### **GROWTH**

The Event segment generated approximately \$11.0 million in 2017, with FY 2019 Event revenue projected to grow to approximately \$37.0 million, driven by an increase from 14 events across 8 locations to 21 events across 15 locations.

#### HISTORICAL AND PROJECTED EVENTS REVENUE



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REGULATION A+ OFFERING OF



#### PLANNED CALENDAR

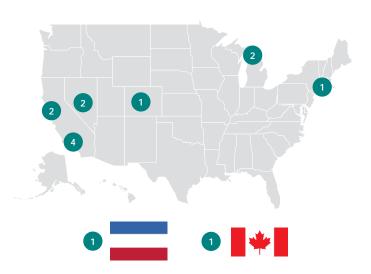
Numbers indicate the number of events planned to be in each location.

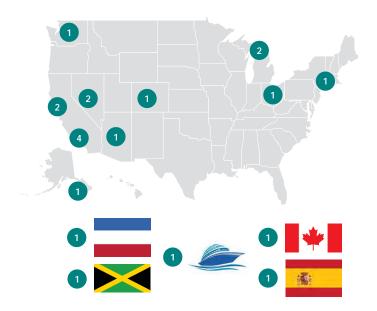
#### **2017 EVENTS**

14 events, 8 locations

#### **2019E EVENTS**

21 events, 15 locations







#### **OVERVIEW**

The High Times brand **carries value** through both the cannabis industry and the media industry. Often those that are not cannabis consumers are aware of High Times and what it represents as a brand.

#### **STRATEGY**

Additional licensing and branding opportunities create large sources of potential revenue growth. Each opportunity can be structured as a joint venture or licensing / royalty agreement, thereby requiring few resources from High Times while providing revenue that significantly drives incremental cash flow.

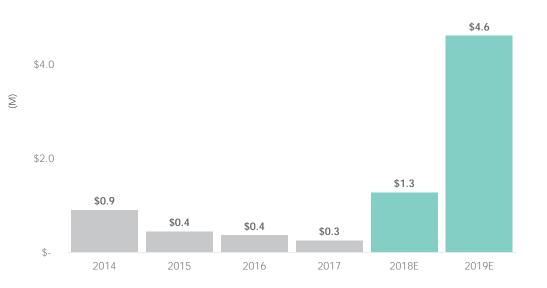
**Broader media opportunities** outside of High Times' traditional media space (films and books) are **clothing** and **branded accessories**, and **cannabis-related accessories**.

## **GROWTH**

The Licensing segment generated approximately \$0.3 million in 2017, with FY 2019 Licensing revenue projected to generate approximately \$4.6 million, reflecting a greater focus on branded licensed products.

#### HISTORICAL AND PROJECTED LICENSING\* REVENUE





<sup>\*</sup> Revenue for the licensing segment includes revenue from licensing/merchandise (see page 23)

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REGULATION A+ OFFERING OF





CATEGORY	DESCRIPTION	TERM
CLOTHING	100,000+ t-shirts, hoodies, etc. to be ordered for sale in big box retail	Royalty
BRANDED SMOKING ACCESSORIES	HT logo on water pipes & other smoking accessories distributed at 2,000+ smoke shops and gas stations.	Advance + Royalty
WORLD WIDE CLOTHING	Asia focused fashion brand has licensed HT brand for high-fashion play.	Royalty + Advance
TECHNOLOGY	Point of Sale & Inventory Tracking software being developed for HT events and dispensaries across the country.	Revenue Split
AD-TECH	Utilize user targeting technologies to deliver tailored ads to users based on demographic and location data across cannabis sites.	Revenue Split + House Inventory
OVER THE TOP (OTT)/DIGITAL TELEVISION	Educational and entertainment video content streamed direct to consumer via OTT partnership.	Revenue Split
WEB	Bringing HT brand to 420.com a premier e-commerce web domain which will be owned and operated by HT.	Direct Revenue
New Opportunities	Implementation of opportunities such as a vertical ad network, big data, licensing for dispensaries, and other unique ventures.	Direct Revenue



#### **OVERVIEW**

To adjust to recent technological developments away from print media, High Times has developed an **in-depth digital media strategy** to talk to its nearly **50 million unique users** (*as per Google Analytics*), consisting of an online magazine, video content, e-Commerce platforms, and social media engagement.

#### **STRATEGY**

**420.com domain** (website is currently under construction) is in current discussions of potential JVs with suppliers and service providers.

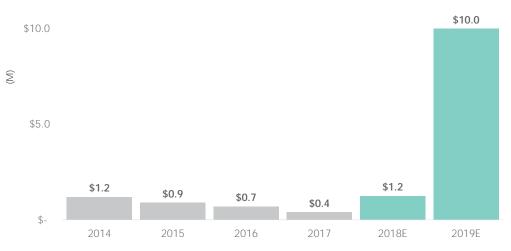
To broaden its reach and brand visibility, High Times will utilize its own **High Times Influencer Networks** — individuals with large social media followings who engage with brands and promote High Times content.

#### **GROWTH**

The Digital Media segment generated approximately \$0.4 million in 2017, with FY 2019 Digital Media revenue projected to generate approximately \$10.0 million, reflecting High Times' shifting focus to digital media.

#### HISTORICAL AND PROJECTED DIGITAL MEDIA REVENUE

\$15.0





#### **OVERVIEW**

**High Times Magazine** is the **definitive resource for all things cannabis**: from cultivation and legalization to entertainment and culture, and has featured original works from well-known names in counterculture and literature, including Truman Capote, Hunter S. Thompson, Charles Bukowski, Andy Warhol, and William Burroughs.

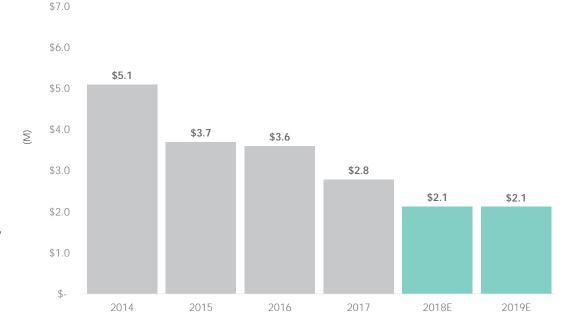
#### **STRATEGY**

Despite the shift from print to digital, High Times will continue to anchor its brand through its print publication. The monthly print magazine and "Best of" special editions are comprised of roughly 50% advertisements. Print revenue comes from subscription purchases, newsstand purchases, and ad sales.

## **GROWTH**

The Print Media segment generated approximately \$2.8 million in 2017, with FY 2019 Print Media revenue projected to generate approximately \$2.1 million, reflecting High Times' shifting focus to digital media and events.

#### HISTORICAL AND PROJECTED PRINT MEDIA REVENUE



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REGULATION A+ OFFERING OF



# TWO-FOLD GROWTH STRATEGY

# **ORGANIC GROWTH**

Increase breadth and depth of existing products

Expand suite of value-added services

Expand in new geographies

**MEDIA** 



**EVENTS** 



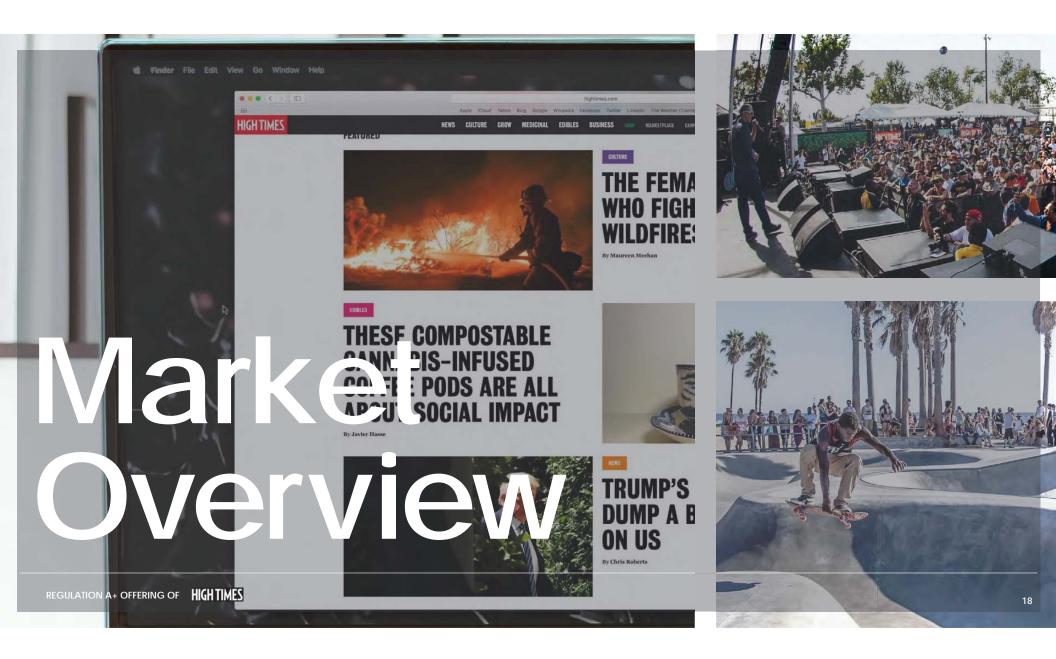
**LICENSING** 

# **GROWTH THROUGH ACQUISITIONS\***

Pursue attractive merger and acquisition opportunities in existing and new markets by leveraging the High Times brand

Create value by capitalizing on cost-saving synergies and vertical market integration

\*Projections do not include the effect of anticipated acquisitions.



# MARKET OVERVIEW: SHIFTING SENTIMENT TOWARDS CANNABIS

#### **UNITED STATES**

29 states allow for legal cannabis sale and consumption:

21 for medicinal use

8 for adult recreational use.1

A strong worldwide market for cannabis already exists, and consumer demand has been well established for 70+ years.<sup>1</sup>

# **INTERNATIONALLY** (recent developments)

July 2017: **Greece** became the sixth country in the European Union to legalize medical cannabis, following the **Czech Republic**, **Finland**, **Netherlands**, **Portugal** and **Spain**.

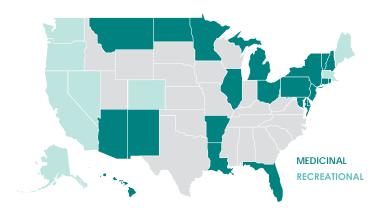
June 2017: **Mexico** legalized medical marijuana, or more specifically, "pharmacological derivatives of cannabis."

April 2017: **Canadian** Prime Minister Justin Trudeau introduced his bill to legalize the recreational use of cannabis; sale will be legal as of July 1, 2018.

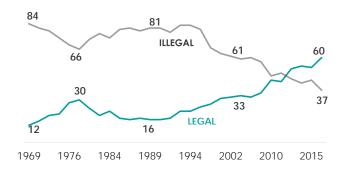
January 2017: **Germany**'s parliament voted unanimously in favor of the new "cannabis as medicine" law, which came into effect March 2017.

February 2016: The **Australian** Parliament passed the Narcotic Drugs Act, which allows for cannabis to be grown for medical and scientific purposes.

#### UNITED STATES: STATES WITH LEGALIZATION 1



#### UNITED STATES: NATIONAL OPINION ON LEGALIZING CANNABIS 2



Source: 1) Marijuana Policy Project

2) Pew Research, Gallup



# U.S. MARKET OVERVIEW: LARGE ECONOMIC OPPORTUNITY

#### **ECONOMIC OPPORTUNITY**

Orderly conversion of a ~\$50 billion
U.S. Black Market to a legal
"Green Market." 1

Industry data and dynamics suggest cannabis will be an attractive wealth creation opportunity.

#### **CALIFORNIA OPPORTUNITY**

To date, much of High Times' focus has been on the medical market in California, with many events and Cannabis Cups ® in both Northern and Southern California.

California is largest cannabis market in the country, with an estimated 62% of total U.S. medical cannabis sales and 48% of all cannabis sales in 2015. 1 With the passing of Prop 64, the adult recreational use market is projected to add an estimated \$1.6 billion in sales revenue in its first year in 2018.<sup>2</sup>

Total CA market is projected to grow at a CAGR of 19% over the next five years, from an estimated \$2.8 billion in 2015, to \$5.6 billion by 2019.



#### HISTORICAL AND PROJECTED CA SALES



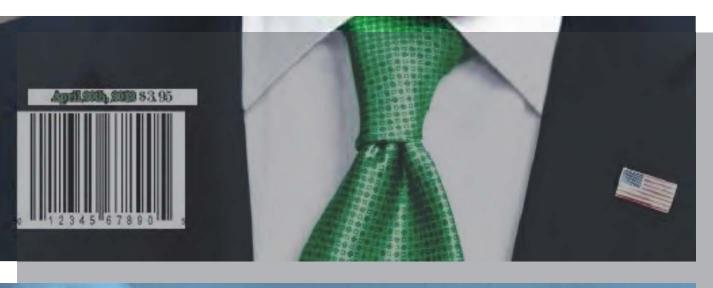
Source: New Frontier Data.

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<sup>1.</sup> ArcView Market Research; The State of Legal Marijuana Markets, 5th Edition

<sup>2.</sup> New Frontier Data; The Cannabis Industry 2017 Annual Report





# Financial Overview



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# FINANCIAL OVERVIEW: HISTORICAL FINANCIALS AND EBITDA CALCULATION

Summary Financials	Company*	2014	2015	2016	2017	
Revenue						
Festivals, Events & Competitions	HTP	8,494,873	13,111,000	9,938,000	11,037,000	
Print Media	THC	5,083,548	3,675,000	3,630,000	2,787,000	
New Media / eCommerce	THC	1,194,878	873,000	673,000	405,000	
Licensing / Merchandise	HTP	912,728	442,000	367,000	252,000	
Total Revenue		\$ 15,686,027	\$ 18,101,000	\$ 14,608,000	\$ 14,481,000	
Revenue Growth			15%	-19%	-1%	
Cost of Goods Sold		\$ 3,773,301	\$ 5,856,000	\$ 7,796,000	\$ 11,310,000	
Gross Profit		\$ 11,912,727	\$ 12,245,000	\$ 6,812,000	\$ 3,171,000	
Gross Margin		76%	68%	47%	22%	
Operating Expenses		\$ 13,319,652	\$ 12,653,000	\$ 9,618,000	\$ 16,781,000	
Operating Income		\$ (1,406,925)	\$ (408,000)	\$ (2,806,000)	\$ (13,610,000)	
Operating Margin		-9%	-2%	-19%	-94%	
Interest, Taxes, & Other Income (Expense)		\$ 115,852	\$ 121,000	\$ (120,000)	\$ (11,084,000)	
Net Income		\$ (1,291,074)	\$ (287,000)	\$ (2,926,000)	\$ (24,694,000)	
Net Margin		-8%	-2%	-20%	-171%	
EBITDA Calculation		2014	2015	2016	2017	
Net Income		\$ (1,291,074)	\$ (287,000)	\$ (2,926,000)	\$ (24,694,000)	
Adjustments						
TotalInterest & Other Income (Expense)		(158,886)	(165,000)	120,000	11,084,000	
Total Income Tax		43,035	44,000	=	=	
Depreciation & Amortization		=	=	79,000	232,000	
Total Adjustments		\$ (115,852)	\$ (121,000)	\$ 199,000	\$ 11,316,000	
Earnings Before Interest, Tax, Depreciation & Amortization	1	\$ (1,406,925)	\$ (408,000)	\$ (2,727,000)	\$ (13,378,000)	
Non-Operating Adjustments		\$ 5,660,148	\$ 5,931,741	\$ 3,327,163	\$ 10,002,604	
Adjusted EBITDA		\$ 4,253,223	\$ 5,523,741	\$ 600,163	\$ (3,375,396)	
Adjust ed EBITDA Margin		27%	31%	4%	-23%	

#### **EBITDA**

EBITDA is defined as earnings before interest, taxes, depreciation and amortization. The Company believes that EBITDA is customarily used by investors and analysts to evaluate the financial performance of companies in our industry. Our management also believes that EBITDA is useful in evaluating our core operating results. However, EBITDA is not a measure of financial performance under GAAP and should not be considered an alternative to operating income or net income as an indicator of HTH's operating performance. Because EBITDA is not calculated identically by all companies, the figures offered in this presentation may not be comparable to those disclosed by other companies.

#### **NON-OPERATING ADJUSTMENTS**

These adjustments represent expenses incurred in the past which are not expected to occur again. Due to the tightly-held nature of the Company, shareholders were often compensated through bonuses, consulting fees, and an expense account.

<sup>\*</sup> Hightimes Holding Corp. operates through two subsidiaries: Trans-High Corporation (THC) and High Times Productions, Inc. (HTP).

# FINANCIAL OVERVIEW: PROJECTIONS

The Company is including below its internally prepared projections for each of the years in the two-year period ending 2019. The projections were not prepared in accordance GAAP, the published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information. These projections were prepared for internal use and capital budgeting and other management purposes, are subjective in many respects, and therefore are susceptible to varying interpretations and the need for periodic revision based on actual experience and business developments. Actual results may differ materially from these projections.

Based on current actual results, projected trends, potential opportunities, and strategic plans, revenue is projected to grow from \$14.48 million in 2017, the last completed fiscal year, to \$23.01 million in 2018, and \$53.67 million in 2019. This represents a growth factor of roughly 59% in 2018 and 133% in 2019. The 2017 fiscal year is a base year with new management having taken over during the quarter period ended June 30, 2017 making only limited changes in the business operations to grow revenues. Fiscal year 2018 will be the first full year during which our new management will implement all of the planned changes to grow the business, which is the reason for projected sharper growth in the following two years (i.e. 2018 and 2019) compared to the slight decline in revenue in 2017.

Gross profit is projected to improve from the actual results of 2017 at 22% to approximately 33% in 2018, in part from standardizing event costs, and then with continued improvement in costs control on higher revenue will improve in 2019 margin to 46%. With the increase in projected revenue and an improving gross profit margin, actual gross profit is projected to increase from \$3.17 million in 2017 to \$7.70 million in 2018, and to \$24.87 million in 2019.

Summary Financials	Company*	2017	2018	2019
Revenue				
Festivals, Events & Competitions	HTP	11,037,000	18,355,210	36,971,000
Print Media	THC	2,787,000	2,130,263	2,118,955
New Media / eCommerce	THC	405,000	1,246,555	9,981,131
Licensing / Merchandise	HTP	252,000	1,275,092	4,603,913
Total Revenue		\$ 14,481,000	\$ 23,007,119	\$ 53,674,999
Revenue Growth			59%	133%
Cost of Goods Sold		\$ 11,310,000	\$ 15,310,369	\$ 28,802,384
Gross Profit		\$ 3,171,000	\$ 7,696,750	\$ 24,872,615
Gross Margin		22%	33%	46%
Operating Expenses		\$ 16,781,000	\$ 9,880,166	\$ 16,420,470
Operating Income		\$ (13,610,000)	\$ (2,183,417)	\$ 8,452,144
Operating Margin		-94%	-9%	16%
Interest, Taxes, & Other Income (Expense)		\$ (11,084,000)	\$ (14,853,275)	\$ (1,596,667)
Net Income		\$ (24,694,000)	\$ (17,036,692)	\$ 6,855,478
Net Margin		-171%	-74%	13%

Operating expenses were \$16.78 million in 2017 (included \$8.4 million in non-cash equity compensation expense) and are projected to be \$9.88 million in 2018, and \$16.42 million in 2019. Operating expenses are projected to be approximately 43% of revenue in 2018 and 31% in 2019.

After other income and expenses, including interest, finance charges, net change in fair value (non-cash), and taxes, effective net income was (\$24.69) million in 2017, and is projected to be (\$17.04) million loss in 2018 and a net income of \$6.86 million in 2019.

Figures shown for 2018 and 2019 are projections only. See Disclaimers and Important Notices on page 22 regarding projections.

REGULATION A+ OFFERING OF



# FINANCIAL OVERVIEW: PROJECTIONS CONTINUED

For an explanation of EBITDA, refer to page 23. Below is a table that reconciles EBITDA to net income:

EBITDA Calculation	2017	20	8	2019
Net Income	\$ (24,694,000)	\$ (17,036,69	2) \$	6,855,478
Adjustments	44.004.000	44.050.07	-	4.50/.//
Total Interest & Other Income (Expense) Total Income Tax	11,084,000	14,853,27	-	1,596,667
Depreciation & Amortization	232,000	242,36	2	264,036
Total Adjustments	\$ 11,316,000	\$ 15,095,63	7 \$	1,860,702
Earnings Before Interest, Tax, Depreciation & Amortization	\$ (13,378,000)	\$ (1,941,05	5) \$	8,716,180
Non-Operating Adjustments	\$ 10,002,604	\$ 3,716,05	2 \$	650,570
Adjusted EBITDA	\$ (3,375,396)	\$ 1,774,99	7 \$	9,366,750
Adjust ed EBITDA Margin	-23%	8%		17%

Adjusted EBITDA is projected to grow from a negative (\$3.38) million to \$1.77 million in 2018, and \$9.37 million in 2019.

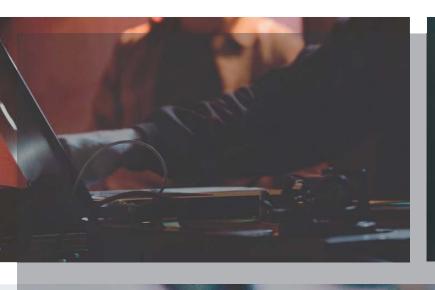
The projections were prepared by, and are the responsibility of, Hightimes Holding's management. RBSM, LLP, Hightimes Holding's auditor, has not examined, compiled or performed any other procedures with respect to the projections. Accordingly, RBSM, LLP does not express an opinion or any other form of assurance with respect thereto. The audit report furnished by RBSM, LLP included in this Offering Circular relates only to historical financial information of the Hightimes Group. It does not extend to the projections and should not be read as doing so.

- The projections are based on the operating units and does not include various non-cash accounting entries and corporate adjustments. This was done to provide a clearer picture in the potential growth in operations.
- The number of Cannabis Cup and other festivals and events will increase from four in 2016 and 9 in 2017 to 13 in 2018 and 21 in 2019;
- Event costs will be standardized and be more in portion for each event size to project to an event gross profit margin in the 27%-30% range;
- New Media/e-commerce, which was undersold and underserved in prior years, will now have dedicated staff to manage and grow revenues;
- Licensing and Merchandise revenue is expected to grow with added staff focus and additional deals being made to cover more distribution streams; and
- New Opportunities will add revenue streams that will expand the Company. Growth is being assessed conservatively to allow a solid foundation and build up in new markets.

# FINANCIAL OVERVIEW: PROJECTIONS CONTINUED

While all projections are necessarily speculative, we acknowledge that the prospective financial information covering periods beyond twelve months from its date of preparation carries increasingly higher levels of uncertainty. Our projections should be read in that context. There will be differences between actual and projected results, and actual results may be materially greater or materially less than those contained in the projections. The inclusion of the projections should not be regarded as an indication that the Company or its representatives considered or consider the projections to be a reliable prediction of future events, and undue reliance should not be placed on the projections.

The Company has not warranted the accuracy, reliability, appropriateness or completeness of the projections to anyone, including any prospective investor. Neither our management nor any of its representatives has made or makes any representation to any person regarding the ultimate performance of the Hightimes Group compared to the information contained in the projections, and none of them intends to or undertakes any obligation to update or otherwise revise the projections to reflect circumstances existing after the date when made or to reflect the occurrence of future events in the event that any or all of the assumptions underlying the projections are shown to be in err. Accordingly, they should not be looked upon as "guidance" of any sort. The Company will not refer back to these forecasts in its future periodic reports filed under the Securities Exchange Act of 1934, as amended.





# Management & Board of Directors

# **MANAGEMENT TEAM**

# ADAM **LEVIN**

**CFO** 



# **NEWBERG** VP of Finance, CFO

**DAVID** 

- · Adam Levin is the founder of Hightimes Holdings and has served as its Chairman and CEO since its inception. In 2017, Levin led the acquisition of Trans-High Corporation.
- · Levin is Managing Director of Oreva Capital Corp. and was Managing Director of Vert Capital Corp prior.
- · Levin has been a featured speaker at CES, MIPTV, MONY Conference, CTIA, Wireless Influencers: has been featured in The Wall Street Journal, The NY Times, Fortune, Bloomberg, and Entrepreneur Magazine; and has appeared on CNN, NPR, MSNBC, HBO and Fox News.
- Levin currently serves on the board of directors of Pride Media, Inc., previously served as the Chairman of Pixelmags, and was CEO and director of Bebo.com. Inc.
- Bebo.com, Inc., filed for protection under Chapter 11 of the United States Bankruptcy Code in May 2013. Mr. Levin was an officer of Bebo within the twoyear period prior to the filing of the Chapter 11 petition but had resigned as an officer and director prior to such filing. Mr. Levin currently serves as chairman of the board of directors of Barington/Hilco Acquisition Corp., a special purpose acquisition corporation

- David Newberg has over 25 years experience and is a veteran in executive finance, having overseen and advised many companies' finance and business operations.
- · Previously, he served as VP of Finance at Rhino Entertainment, a subsidiary of Warner Music where he directed company accounting and finance operations for all business units, growing from a \$20 million independent company to over \$600 million globally.
- · Prior to Rhino Entertainment, Newberg was Chief Financial Officer of Live Universe Inc., a start-up company that owned over 40 social/music media, websites, where he was responsible for directing all company accounting, finance, and human resource functions.
- · Newberg was also Chief Financial Officer of Delta Entertainment Corporation, a self- distributing entertainment company that wholesales audio/video products.
- He has been involved with providing CFO consulting with SMC Entertainment (a public OTC music label), NXTM, Scopely, and The Wrap. Newberg has a BS in Accounting and Finance, and a MS in Finance from CSU-Long Beach. He has an active CPA license and is also a CMA. CFM, and CFP.

# **DAVID PECK**



# **VP of Business Development**

- · David Peck was previously the Director of Digital Operations at Sock Panda LLC, an Angel backed Ecommerce company in Venice. California, where he was responsible for tripling revenues through corporate partnerships with Girl Scouts of America, Facebook, and Amazon.
- In addition to Social Media Marketing and an innovative E-Commerce subscription strategy, Peck was responsible for driving a charitable program in conjunction with the department of Veterans Affairs to supply socks to homeless veterans across the United States.
- Before Sock Panda, Peck was the Manager of Digital Networks for Sony Pictures Television (SPT), where he was responsible for negotiating distribution deals, acquisitions, programming, marketing, operations and managing relationships with partners on behalf of Crackle, the multi-platform video entertainment network worldwide.
- He holds an MBA from USC and a Bachelors from Brown University.

# **SAMEEN AHMAD**



# **PAUL**

ALEX

# **VP of Events** & Partnerships

- Sameen Ahmad curates. manages and produces the Company's events from top to bottom around the country; with a decade of experience in festival and event production.
- · Previously, Ahmad was an Investment Banking Analyst with the Blackstone Group laying the foundation to join the global expansion team for Starwood Hotel & Resort's W and St. Regis spa division.
- · Ahmad also worked for Austin City Limits Live and opened Brooklyn Bowl's London and Las Vegas outposts.

# **VP of Business & Legal Affairs**

- · Alex Paul started his career at Cooley law firm and has worked as in-house counsel at several companies.
- · In 2006. Paul joined PlanetOut as its Associate General Counsel. In 2009, he was promoted to SVP, Business & Legal Affairs, at Here Media.
- · He currently serves as Executive Vice-President, Business & Legal Affairs to both Pride Media and High Times Holdings.
- · Alex graduated from Notre Dame Law school with honors. He also has an MBA from the University of Illinois at Springfield.



# **BOARD OF DIRECTORS**

### **ADAM LEVIN**



#### Chairman

- · Adam Levin is the founder of Hightimes Holdings and has served as its Chairman and CEO since its inception. In 2017, Levin led the acquisition of Trans-High
- Levin is Managing Director of Oreva Capital Corp. and was Managing Director of Vert Capital Corp prior.
- · Levin has been a featured speaker at CES, MIPTV, MONY Conference, CTIA, Wireless Influencers; has been featured in The Wall Street Journal, The NY Times. Fortune, Bloomberg, and Entrepreneur Magazine; and has appeared on CNN, NPR. MSNBC. HBO and Fox News.
- · Levin currently serves on the board of directors of Pride Media, Inc., previously served as the Chairman of Pixelmags, and was CEO and director of Bebo.com, Inc.
- Bebo.com, Inc., filed for protection under Chapter 11 of the United States Bankruptcy Code in May 2013. Mr. Levin was an officer of Bebo within the twoyear period prior to the filing of the Chapter 11 petition but had resigned as an officer and director prior to such filing. Mr. Levin currently serves as chairman of the board of directors of Barington/Hilco Acquisition Corp., a special purpose acquisition corporation.

# **VINCENTE FOX**



#### **Director**

- Vincente Fox served as President of Mexico from 2000 to 2006.
- · Prior to his presidency, Fox enjoyed a career at Coca Cola where he became the President of Mexican and Latin American operations.
- Fox studied Business Administration at the Universidad Iberoamericana and later received a Top Management Diploma from the Harvard Business School.
- encouraging leadership and creating opportunities for those less fortunate through his organization, Centro Fox.

#### JUSTIN EHRLICH



# Director

- Justin Ehrlich is a partner in VE Equities LLC, a full-service real estate company, and Churchill Real Estate Holdings LLC, a platform offering short term debt products.
- Completed over \$10 billion of luxury real estate projects in Manhattan and is developing several more in California.
- Ehrlich is currently on the board of A Caring Hand and BDS Analytics.

# **STORMY SIMON**



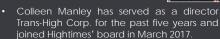
#### Director

- · Stormy Simon has served as President; Co-President; SVP of Customer and Partner Care; SVP of Customer Care, Public Relations & Branding; VP of Books, Music & Videos; SVP of BMV & Off-Line Advertising; Chief of Staff; and VP, BMMG, Travel and Off-Line Advertising of Overstock.com Inc.
- Simon headed Overstock.com BMV category and was responsible for all offline marketing including television, radio and print advertising.

## **COLLEEN MANLEY**



# **Director**



- · Manley Law works with and represents multifamily offices in many jurisdictions.
- Having been a director at American Green, Inc., Manley is actively involved in issues involving children and the environment.
- In 1986, Manley was admitted to US Court of Appeals for the Ninth Circuit. Manley has earned the coveted "AV" rating and her law firm has been awarded "pre-eminent" status.

# **ELEANORA KENNEDY**



#### **Director**

- Eleanora Kennedy is an accomplished interior designer and published writer.
- Kennedy is a board member to many charities including the Society of Memorial Sloan Kettering Cancer Center, the Shana Alexander Charitable Foundation, and the Central Park Conservatory.
- Kennedy, serving as an advisor to the President of the UN General Assembly, worked with the UN to screen the impactful movie Trade, with Kevin Kline.
- Kennedy began in merchandising at Saks Fifth Avenue, later becoming an executive at the Associated Merchandising Corporation and a director at Joseph Magnins.

#### **COLIN CONWAY**



# Secretary

- · Colin Conway is a managing director of Oreva Capital Corp.
- Conway previously served as a managing director at Vert Capital Corp., leading the business development team and participating in the acquisition and restructuring of privately operating companies in a myriad of industries.
- Prior to Vert Capital, Conway was an associate director at the hedge fund and fund of funds, Weston Capital Management, LLC.

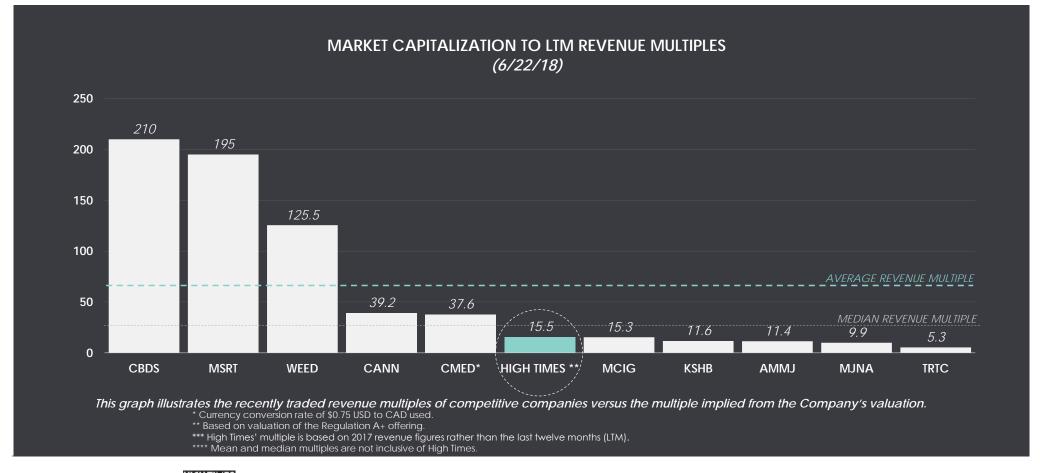






# Additional Transaction Details

# ADDITIONAL TRANSACTION DETAILS: ILLUSTRATIVE TRADING COMPARABLES



# ADDITIONAL TRANSACTION DETAILS: ILLUSTRATIVE TRADING COMPARABLES

COMPANY	TICKER	SHARI	E PRICE	MKT. CAP		MKT CAP		ENTERPRISE		LTM	MKT. CAP	
COMPANT	HOKEK	6/22	2/2018			V	ALUE	REVENUE	LTM REVENUE			
Cannabis Sativa, Inc.	OTCPK: CBDS	\$	3.93	\$	84	\$	85	\$ 0.4	210.0 x			
MassRoots, Inc.	OTCPK: MSRT		0.25		39		38	0.2	195.0 x			
Canopy Growth Corporation*	TSX: WEED		32.57		6,566		5,527	52.4	125.3 x			
General Cannabis Corp.	OTCPK: CANN		4.06		145		127	3.7	39.2 x			
CanniMed Therapeutics, Inc.*	TSX: CMED		20.25		511		625	13.6	37.6 x			
mCig, Inc.	OTCPK: MCIG		0.31		130		120	8.5	15.3 x			
Kush Bottles, Inc.	OTCPK: KSHB		5.11		378		323	32.6	11.6 x			
American Cannabis Company, Inc.	OTCPK: AMMJ		0.64		33		33	2.9	11.4 x			
Medical Marijuana, Inc.	OTCPK: MJNA		0.10		332		352	33.4	9.9 x			
Terra Tech Corp.	OTCPK: TRTC		2.70		189		226	35.8	5.3 x			
High Times **				\$	225			\$ 14.5***	15.5x			
								Mean	66.1x			
								Median	26.4x			

<sup>\*</sup>Currency conversion rate of \$0.75 USD to CAD used.

<sup>\*\*</sup>Based on valuation of the Regulation A+ offering.

\*\*\* This figure represents revenue for 2017, rather than the last twelve months (LTM).

<sup>\*\*\*\*</sup> Mean and median multiples are not inclusive of High Times.

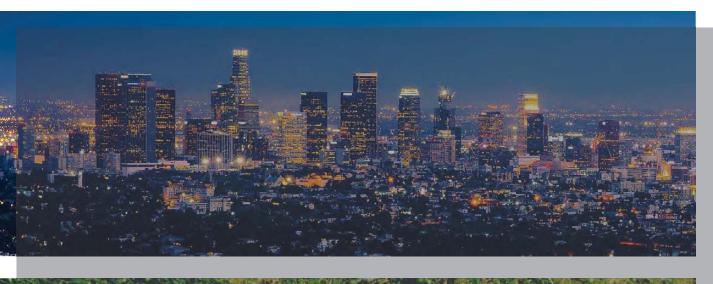
# ADDITIONAL TRANSACTION DETAILS: ANTICIPATED TRANSACTION TIMELINE

June 19, 2018

Regulation A+ crowd funding begins

Q3 2018

**Close transaction and NASDAQ listing** 









# APPENDIX AND SOURCES: ASSUMPTIONS USED IN CERTAIN PROJECTIONS

#### **Event Revenue**

Projections are based on a series of small, medium, and large events.

#### 2018

Projected to host 9 small events, 8 medium events, and 3 large event

#### 2019

Projected to host 13 small events, 3 medium events, and 5 large events

#### **EBITDA**

EBITDA (earnings before interest, tax, depreciation, and amortization) is a calculation not found in GAAP accounting standards. It is commonly used to estimate a company's operating profitability.

#### eCommerce Revenue

Projection based on the development of 420.com and CannabisCup.com as well as increasing the number of ad impressions on current High Times domains.

# **Licensing & Merchandising Revenue**

Projections are based on a 9% royalty of gross sales from clothing vendors, as well as other licensing opportunities.

#### 2018

\$4.8 million in gross sales, 208k in production units

#### 2019

\$6.9 million in gross sales, 308k in production units

# **New Opportunities Revenue**

Projections based on the implementation of opportunities such as a vertical ad network, big data, licensing for dispensaries, and other unique ventures.

Current projections do not include any potential acquisitions.

#### **Overhead Schedule**

Projections include the addition of thirteen professionals in 2018 and forty-six professionals in 2019. It is expected that most of the hires will be in the Los Angeles office.

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## **Print Business Revenue**

Projection based on a slight decline in subscription revenue, stagnant ad revenue, and an increase in alternative retail revenue.

#### **SOURCES**

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# **CONTACT US**

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