

OTCQX SHWZ
NEO SHWZ



CORPORATE PRESENTATION | MAY 2023





This presentation contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as “believes,” “plan,” “expects,” “anticipates,” “will,” “should,” “positioned” and words of similar import. Examples of forward-looking statements include, among others, statements regarding Medicine Man Technologies, Inc.’s dba Schwazze (the “Company”) operations, financial performance, business or financial strategies, or achievements.

Forward-looking statements are neither historical facts or assurances of future results of performance. Instead, they are based only on the Company’s current beliefs, expectations and assumptions regarding the future of the Company’s business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of the Company’s control. Actual outcomes and results and the Company’s financial performance and condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements.

Important factors that could cause actual results and financial conditions to differ materially from those indicated in the forward-looking statements include, among others, the following: the Company’s ability to finance any of its proposed acquisitions; the Company’s ability to close on any of its proposed acquisitions; the Company’s ability to successfully integrate and achieve synergies and its objectives with respect to any of its proposed acquisitions; the Company’s ability to successfully execute its business, financial and growth strategies; the Company’s ability to successfully identify future acquisition targets, expand into additional

states, open new dispensaries, and offer new products, services and other offerings; the U.S. federal government’s enforcement priorities regarding the cannabis industry; changes in laws and regulations applicable to cannabis and the cannabis industry, including the classification of cannabis as a Schedule I controlled substance under the Controlled Substances Act and Section 208E of the Internal Revenue Code of 1986, as amended; and the demand for cannabis products. Any forward-looking statement in this presentation is based only on information currently available to the Company and speaks only as of the date of this presentation. The Company disclaims any obligation to update any forward-looking statement or to announce publicly the results of any revisions to any forward-looking statement to reflect future events or developments except as required by law.

The unaudited preliminary pro forma results, projections and other financial information discussed in this presentation consists of estimates derived from the Company’s and the acquisitions targets’ internal books and records and are based on various assumptions that have been prepared and made by the Company’s management. Such financial information is subject to the completion of financial closing procedures, final adjustments and other developments that may arise between now and the time such financial information is finalized. Further, the assumptions used in developing such financial information are subject to significant uncertainties and contingencies and may not prove to be correct. Therefore, actual results may differ materially from such financial information and such financial information is subject to change.



We are a Leading,
VERTICALLY INTEGRATED
Retail Operator Driving
BRAND DEVELOPMENT
with a **REGIONAL** Focus



AT A GLANCE



HEADQUARTERS
Denver, Colorado

Operating in Colorado
and New Mexico



RETAIL⁽¹⁾

45 Dispensaries
#2 IN COLORADO (27)
#3 IN NEW MEXICO (18)



CULTIVATION

5 Facilities
111K ft² Indoor
3 Acres Outdoor
60K ft² Hoop Houses



MANUFACTURING

2 Facilities (1 in CO and 1 in NM)
13,000 ft² manufacturing facilities

Purplebee's™

R.GREENLEAF

STAR BUDS
EST. 2013



emeraldfields™
A CANNABOUTIQUE





WHY INVEST IN SCHWAZZE?

- Cannabis is Recession Resilient
- Cannabis – Growth Sector – U.S. legal cannabis total addressable market (TAM) is expected to be \$29.9B in 2023 and growing to \$46.6B by 2027, or a 11% CAGR.
- Growth Company within the Sector – 26% YoY Revenue Growth for Latest Quarter
- Differentiated Strategy – Retail Forward, Going Deep, Super-Regional MSO; Focused on Market Share and Brand Development
 - 27 Stores in Colorado - Market Share Growth, Outperforming Core Market by 6% Revenue in Latest Quarter for a Total of Nine Consecutive Quarters
 - 18 Stores in New Mexico – Signed APA for Everest Acquisition of 14 Dispensaries
 - Store Retail Banners – Star Buds, Emerald Fields, R.Greenleaf
 - Product Brands –
 - Vapes – Purplebee's and Autograph by Purplebee's
 - Edibles – Nfuzed
 - Flower – EDW, Grow Forth Gardens, Level 10, Lowell Farms Smokes



WHY INVEST IN SCHWAZZE?

- Top Performance and Execution – Delivering 36% EBITDA Margin in 1Q23 in Mature States Colorado and Playbook Travels – e.g., New Mexico
- Seasoned Management Team – Track Record in Competitive Low Margin Sectors and Demonstrating Playbook again in Cannabis
- Generating Cash Flow from Operations – Unique to Cannabis ... 1 of less than 10 MSOs with positive CFO
- Undervalued Stock ... Trading at EV / '24E EBITDA of 4.1x vs. Industry median 4.8x as of March 31, 2023



CANNABIS LANDSCAPE TODAY



Well positioned to take advantage of a hypergrowth industry

23

states where cannabis is legal recreationally⁽¹⁾

A Majority

of the U.S. population now live in states where cannabis is legal

19% 11%
ANNUAL MONTHLY

U.S. cannabis use incidence

\$100B

in annual cannabis sales is predicted by 2030 ⁽²⁾





THE STRATEGY

By utilizing our operational playbook, our goal is to create value and become #1 in the markets we serve as preferred retailers and memorable brands creators.



GO DEEP IN RETAIL

Diversified, focused,
growing asset portfolio
in Colorado and
New Mexico



RUN LEAN

Efficiently allocate
people and
resources to drive
out costs



DRIVE HOUSE BRANDS

Grow our products
into market leading brands,
enhancing the Schwazze House
of Brands



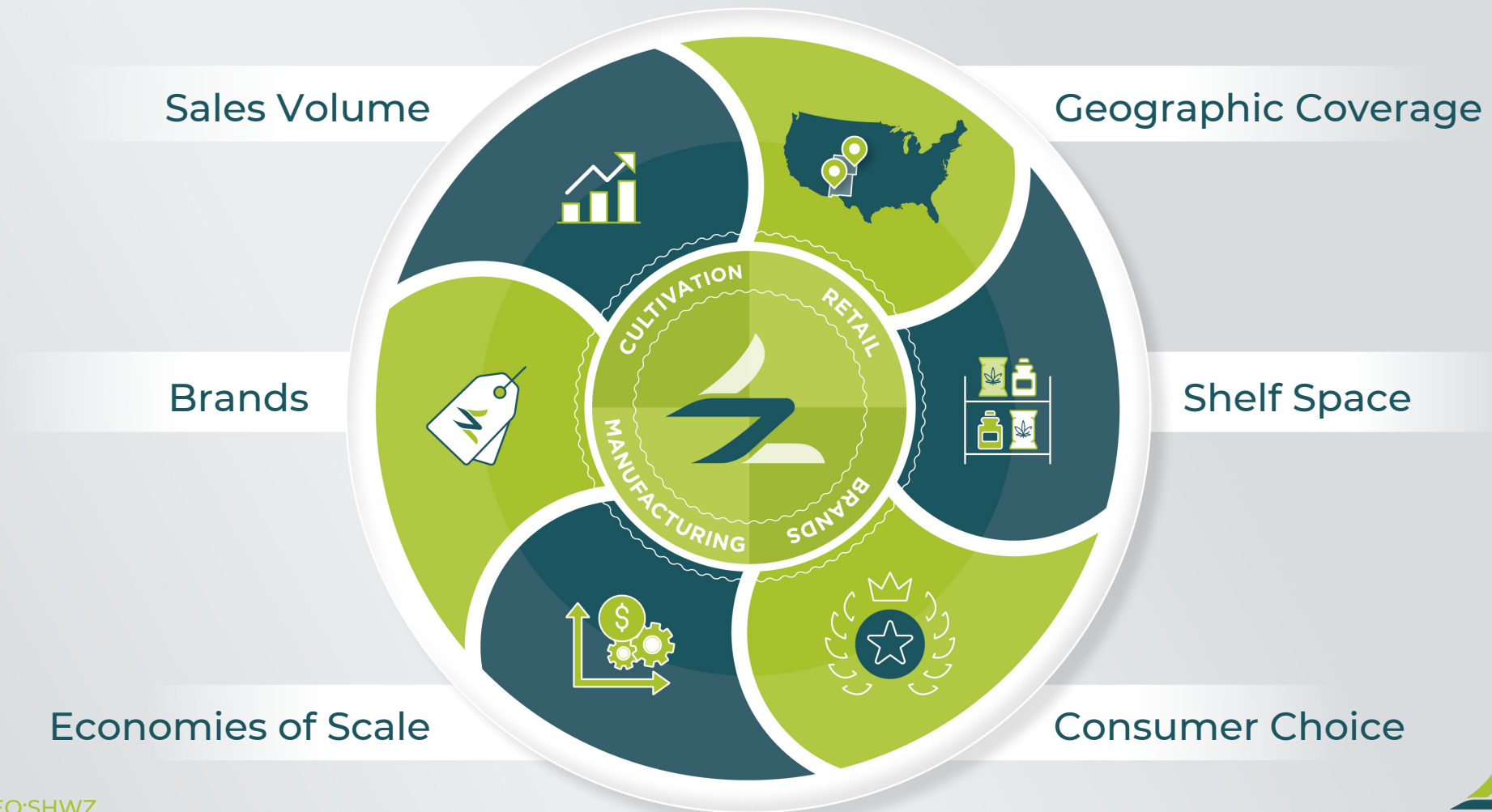
MEASURE AND MANAGE

Meticulously collect
and analyze data to improve
operations and serve our
customers



GOING DEEP WHAT IT IS & WHY IT MATTERS

Concentrated retail operations drive market share gains and cost efficiencies,
a winning long-term strategy





SUPER REGIONAL FOOTPRINT

Focusing on a select number of markets to gain operational efficiencies, optimize learnings and drive incremental EBITDA



COLORADO

Cannabis Retail Sales (Apr '22 – Mar '23) ⁽³⁾	\$1.8B
12M Incidence (18+) ⁽¹⁾	18%
Population (2020) ⁽²⁾	5.8M
Increase Since 2010 ⁽²⁾	15%

NEW MEXICO

Cannabis Retail Sales (Apr '22 – Mar '23) ⁽³⁾	\$488M
12M Incidence (18+) ⁽¹⁾	13%
Population (2020) ⁽²⁾	2.1M
Increase Since 2010 ⁽²⁾	3%

Source: (1) BDSA Market Summary
(2) 2020 U.S. Census
(3) 12-Month Sales Data, Post Adult-Use Market Open



NEW MEXICO EXPECTED GROWTH 200% BY 2026⁽¹⁾

MANUFACTURING

1 facility
6K ft²



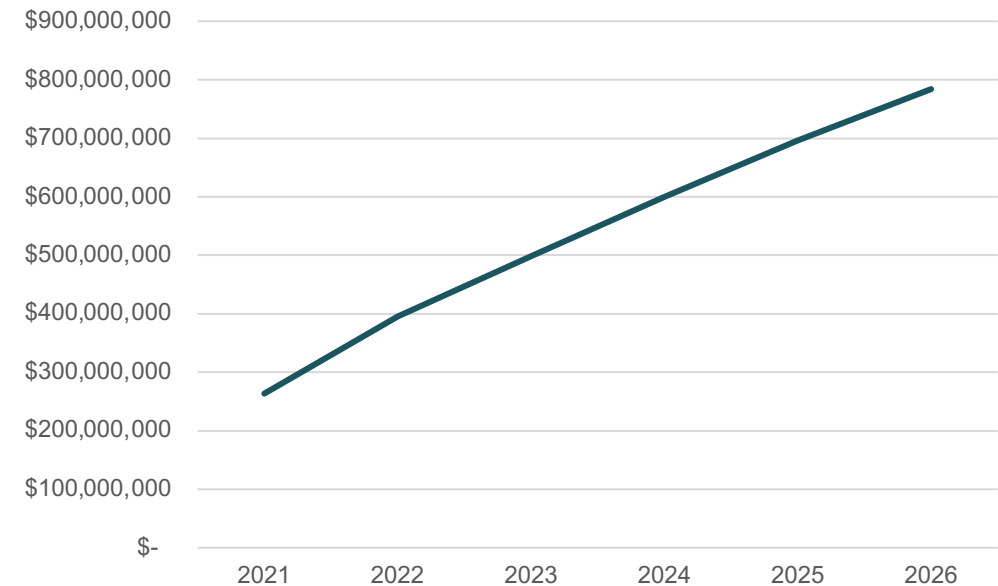
RETAIL

18 retail locations
40K+ ft²

CULTIVATION

83K+ ft² of cannabis production
9K ft² incremental being developed

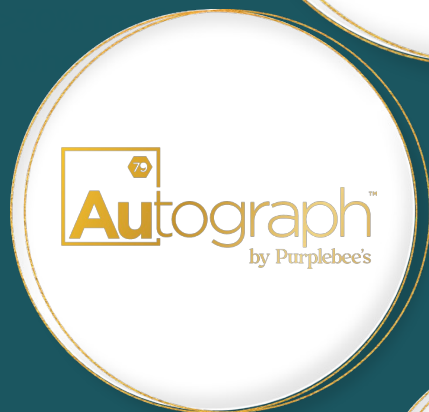
BDSA NM Legal Market Estimates





SCHWAZZE HOUSE OF BRANDS

Banners
&
Brands



Relationship
Brands

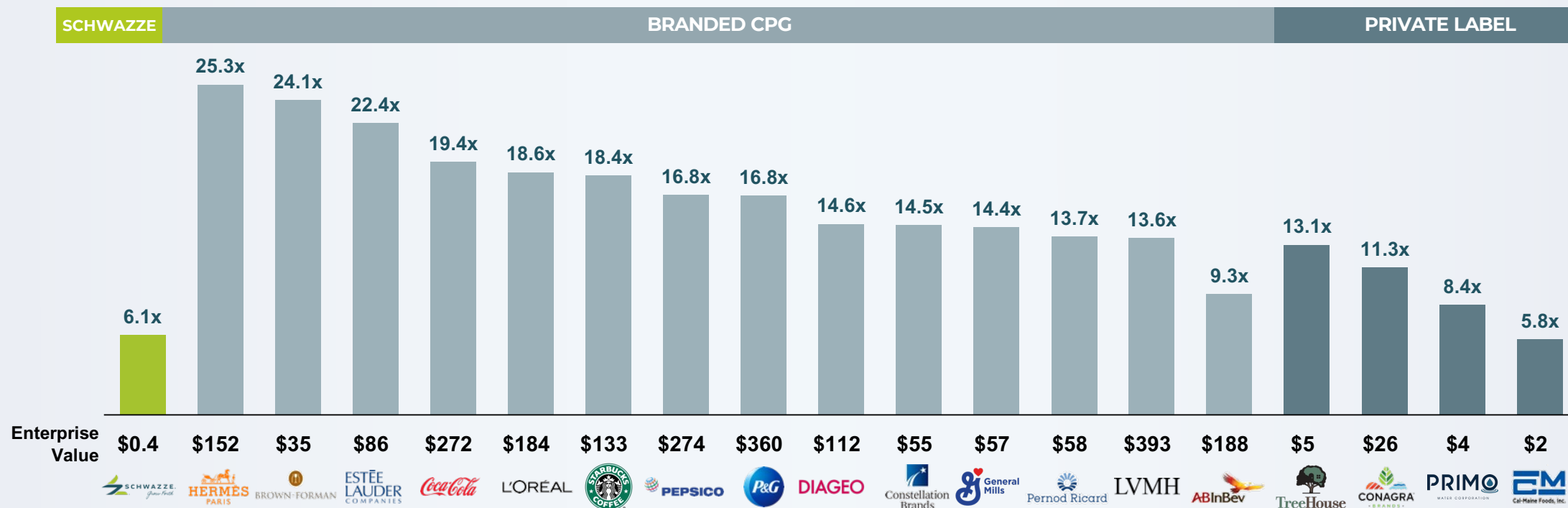




WHY BRANDS MATTER

Enterprise Value / 2023 Adjusted EBITDA (Consensus)

(\$ in billions)



CY 2023 ADJ. EBITDA & MARGIN (CONSENSUS)

\$0.1	\$6.0	\$1.4	\$3.9	\$14.1	\$10.2	\$7.2	\$16.2	\$21.4	\$7.7	\$3.8	\$4.0	\$4.3	\$29.0	\$19.9	\$0.4	\$2.3	\$0.5	\$0.4
32%	45%	34%	22%	32%	24%	20%	19%	26%	35%	38%	20%	33%	33%	34%	9%	19%	20%	19%

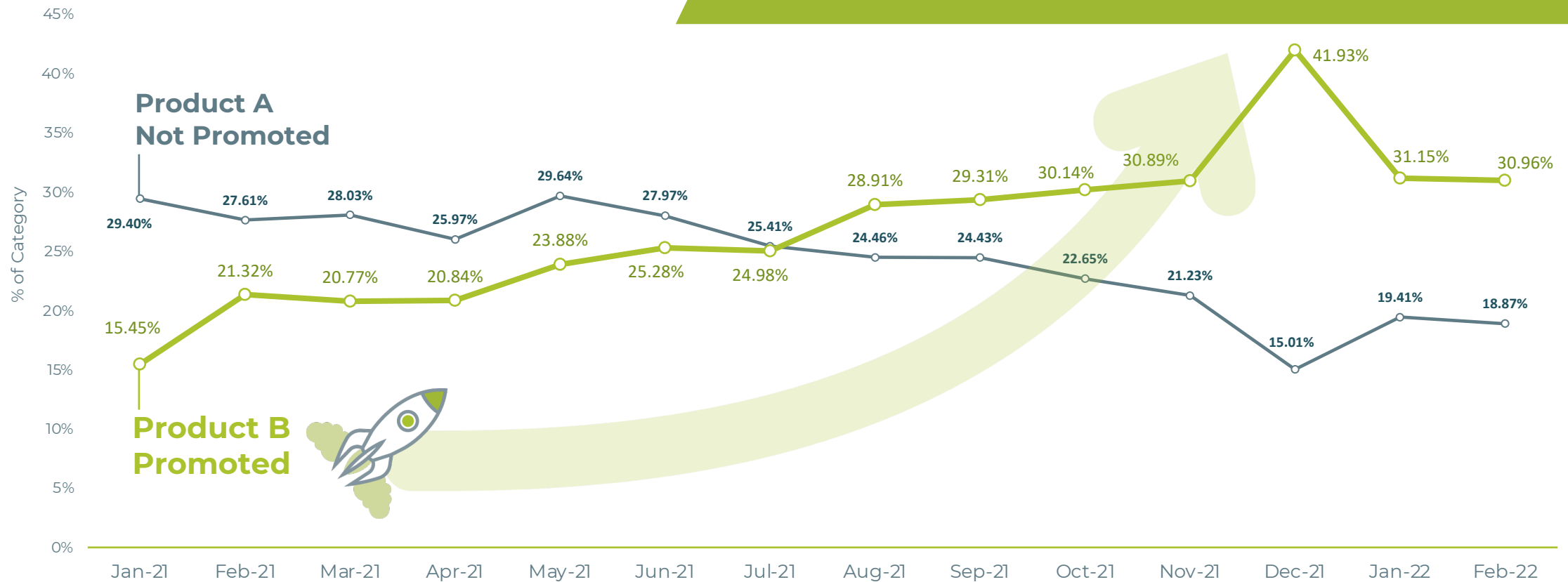


BRAND BUILDING SUCCESS

3RD Party Success Story

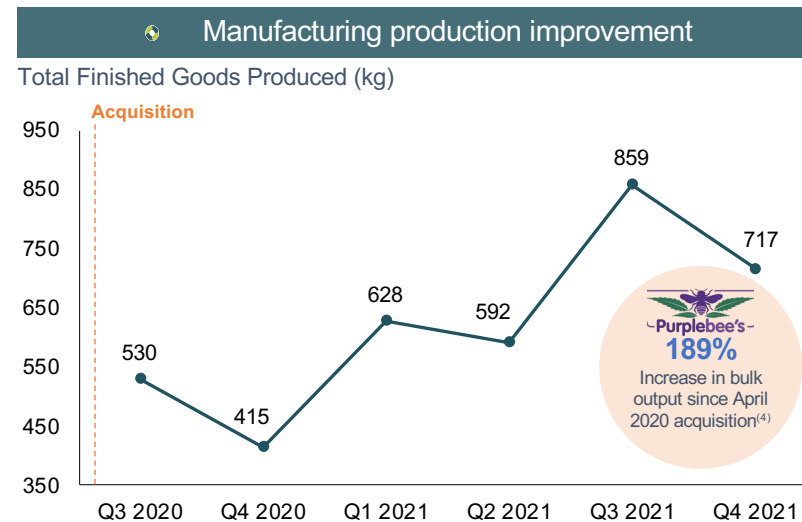
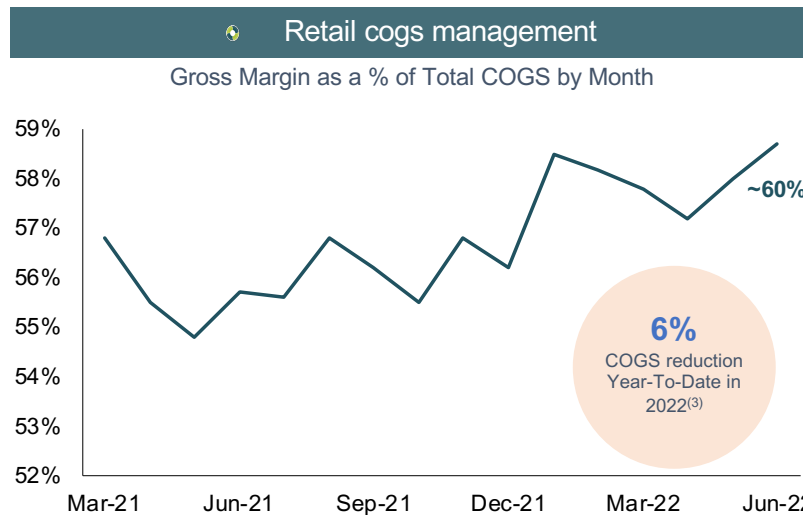
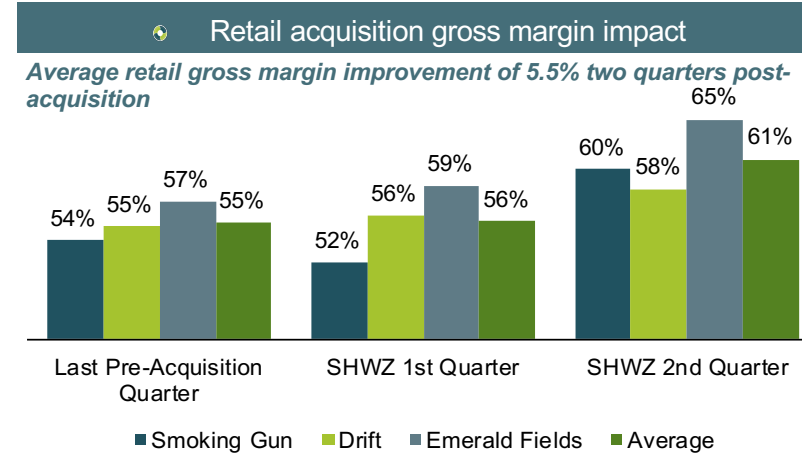
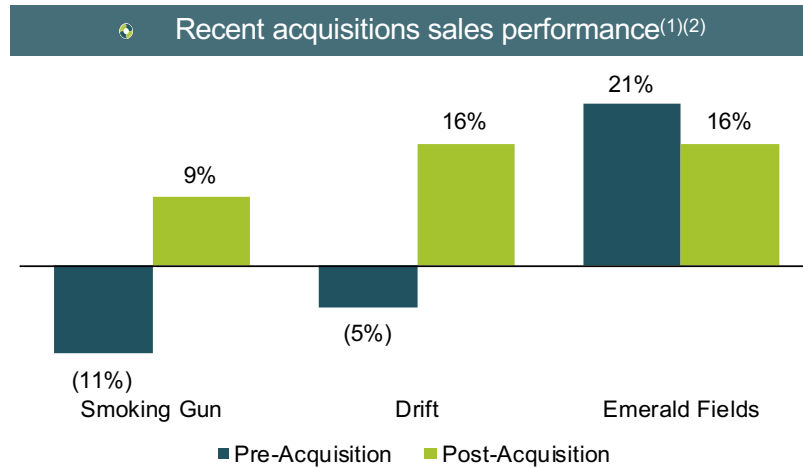
BRAND PROMOTION

16% Improvement in Category Sales
January 2021 – February 2022





RECENT ACQUISITION PERFORMANCE

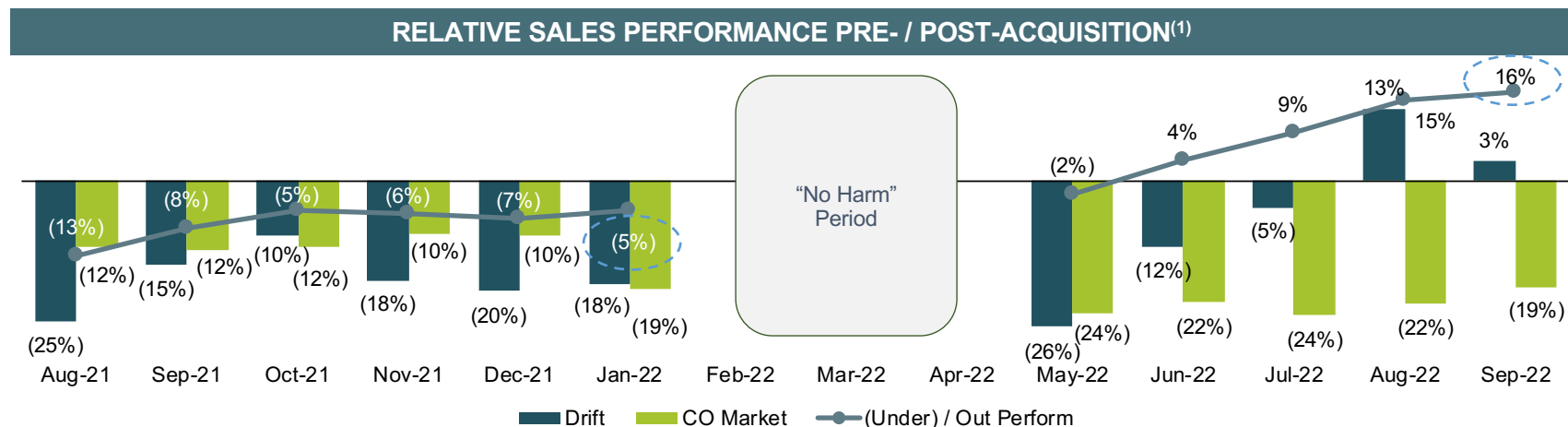


- Notes:
- (1) Performance calculated as outperformance or (underperformance) relative to the Colorado market; Pre-Acquisition performance is calculated as the 6 months prior to acquisition close
 - (2) Emerald Fields only includes Manitou location
 - (3) Includes benefit of opportunistic wholesale purchases
 - (4) Comparing March 2020 (Pre-Acquisition) output of 67.5 kg to May 2020 – December 2021 average monthly output of 195.2 kg

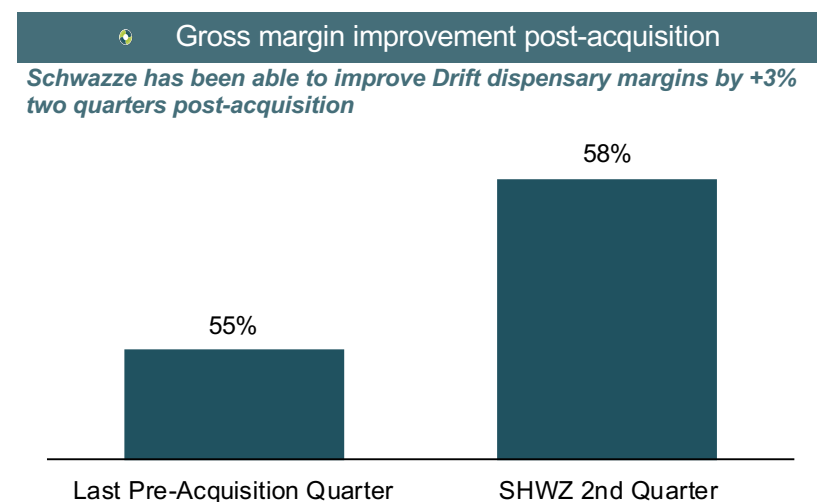


DRIFT ACQUISITION PERFORMANCE

In January 2022, Schwazze acquired Drift consisting of two cannabis dispensaries located in Boulder County, Colorado



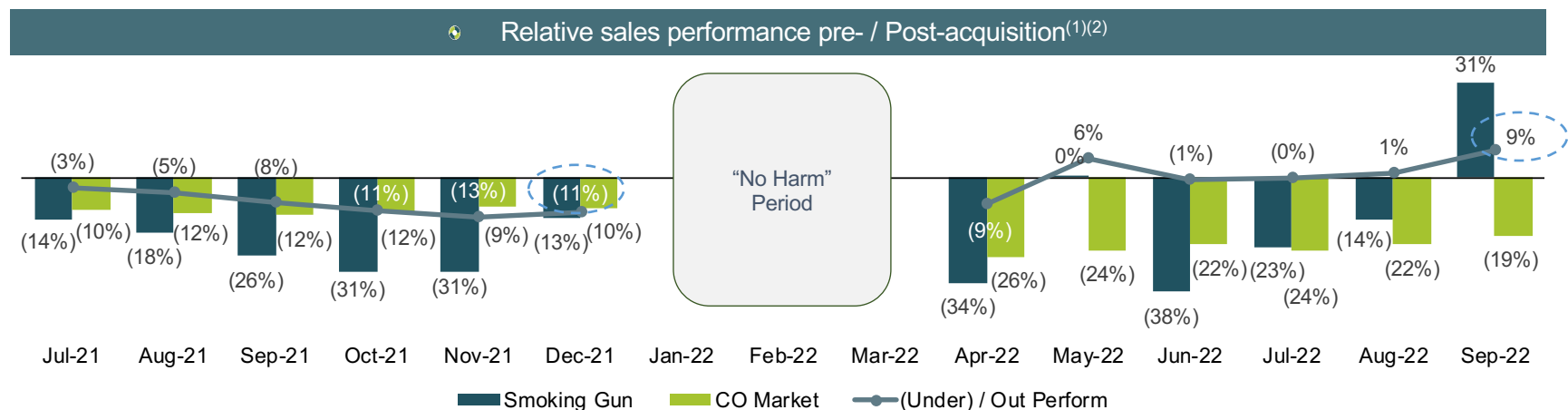
Re-banner performance ⁽²⁾			
	Pre-Opening YoY %	Post-Opening YoY %	Pro Forma Δ
Sales	(23%)	(8%)	+ 15%
Traffic	(8%)	(2%)	+ 6%
Average Basket	\$52.93	\$49.03	(7%)





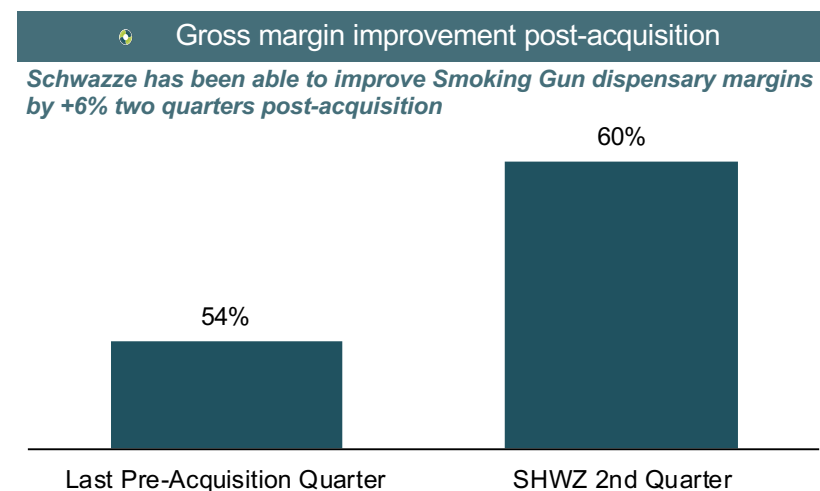
SMOKING GUN ACQUISITION PERFORMANCE

In December 2021, Schwazze acquired Smoking Gun and its assets in Denver metro area



Re-banner performance⁽²⁾

	Pre-Opening YoY %	Post-Opening YoY %	Pro Forma Δ
Sales	(19%)	34%	+ 53%
Traffic	(20%)	20%	+ 41%
Average Basket	\$56.41	\$60.42	+ 7%





MANAGEMENT EXPERIENCE



Justin Dye

Chief Executive Officer,
Chairman

Led the growth of Albertsons
sales from

~\$10B to ~\$60B

with over

2,300 & 285,000
stores employees

creating one of the largest
privately held companies in
the U.S.



Nirup Krishnamurthy

President & Director

25+ years

experience in innovation,
technology, restructuring
and M&A in Fortune 500
companies

C-suite roles at United
Airlines, Northern Trust
Bank, and A&P
Supermarkets



Forrest Hoffmaster

Chief Financial Officer

30+ years

experience in
management finance &
operations building
purpose-driven
companies

Former CEO of
New Seasons Market
grew EBITDA

30%

In two years



Christine (Chris) Jones

Chief Legal Officer

25+ years

Corporate counsel with
extensive background in
providing tactical and
strategic advice to Boards
and Management Teams

Former SVP & Corporate
Secretary of
Long Play Inc.

7 Years

Cannabis experience



Todd Williams

EVP, Mergers & Acquisitions
and Real Estate

25+ years

consulting, strategy, asset
valuation and M&A experience

At Albertsons, managed
the acquisition of over

1,600

operating grocery stores with

~\$40B & \$10B
in sales transaction
value

Responsible for divesting 168
stores with over \$3B in sales



Dan Pabón

Chief Policy & Regulatory
Affairs Officer

15+ years

expertise in emerging
regulatory systems, legal
research & legislative relations

Experienced former Colorado
State Representative,
instrumental in the **writing**
and passing of cannabis
laws in Colorado and
advising other **states,**
countries, and local
municipalities in drafting
their laws



MAKING A DIFFERENCE



Corporate **Excellence**

- We understand that **diversity and engagement** make for a better and more enriched Company
- We are dedicated to **making a difference in the communities and neighbourhoods** in which we operate and serve
- We **listen to our customers' needs** and wants to serve them with quality products
- We **utilize sustainable products and methods** to do our part



Q1 2023 PERFORMANCE

Selected Highlights for the First Quarter Ended March 31, 2023

In Millions	Q1 2023	Q1 2022
REVENUES		
Retail	\$35.8	\$26.5
Wholesale	\$4.1	\$5.2
Other	\$0.1	\$0.04
Total Revenues	\$40.0	\$31.8
Cost of Goods & Services	\$17.0	\$20.8
Gross Profit	\$23.0	\$10.9
Gross Profit Margin (%)	57.6%	34.4%
Adjusted EBITDA	\$14.5	\$7.9
EBITDA Margin (%)	36.3%	24.7%

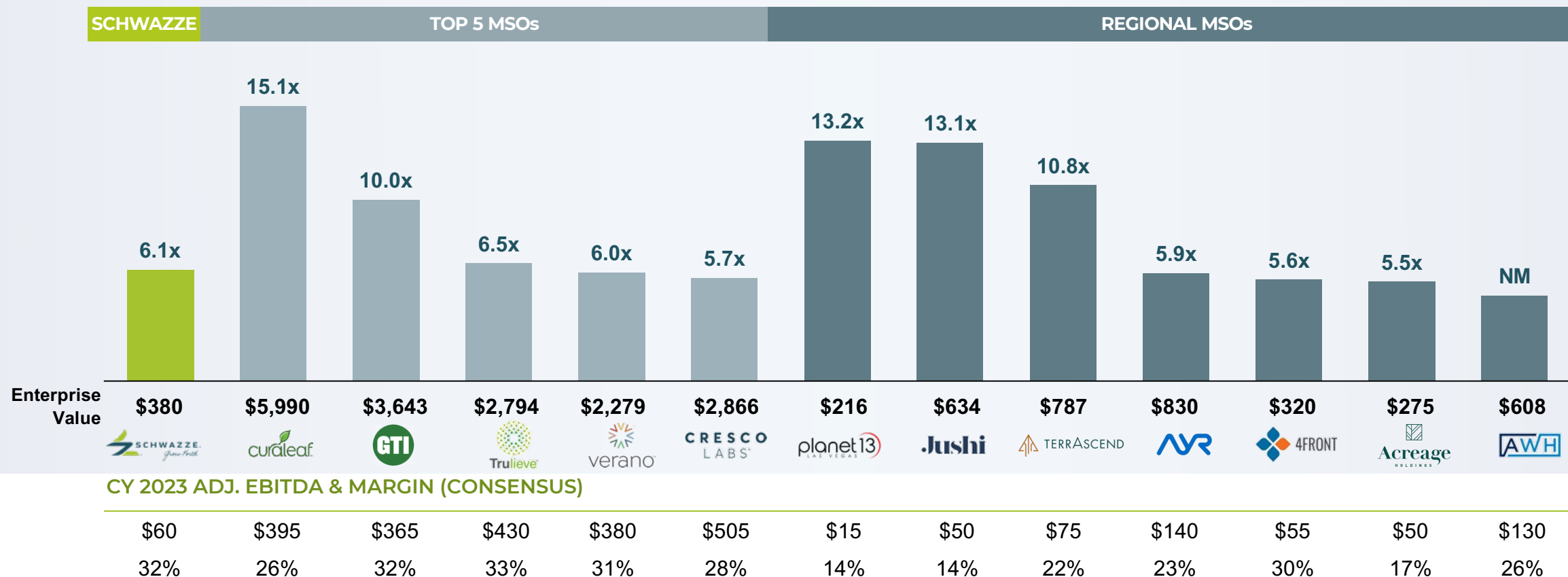


PEER COMPARISON

**Rising Industry Leader
Trading at a Discount**

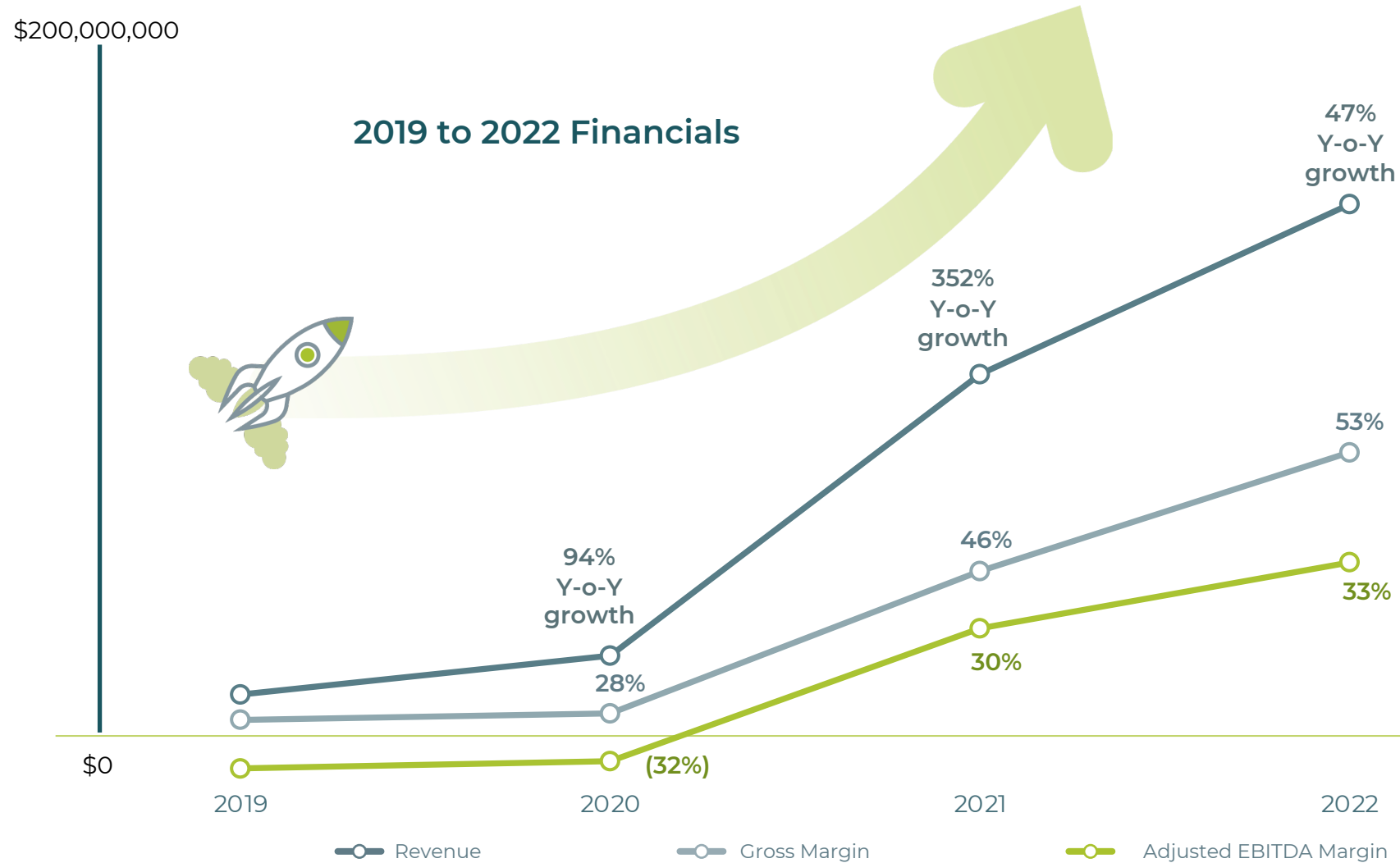
Enterprise Value / 2023 Adjusted EBITDA (Consensus)

(\$ in millions)





FINANCIAL GROWTH LANDSCAPE





We are committed to **UNLOCKING THE FULL POTENTIAL** of the cannabis plant to **IMPROVE** the **HUMAN CONDITION.**

Justin Dye
Chief Executive Officer



OTCQX & NEO **SHWZ**

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APPENDIX



MANAGEMENT EXPERIENCE

**Justin Dye** Chief Executive Officer & Chairman, Director

25+ years of experience in private equity, general management, operations, corporate finance and M&A. He led the growth of Albertsons from ~\$10Bn to over ~\$60Bn in sales with over 2,300 stores and 285,000 employees, creating one of the largest privately held companies in the U.S.

**Nirup Krishnamurthy** President & Director

Dye Capital Partner carrying 25+ years of experience in innovation, technology, restructuring and M&A at Fortune 500 companies, holding executive roles at United Airlines, Northern Trust Bank and A&P Supermarkets. Nirup holds a PhD in Industrial Engineering from SUNY.

**Dan Pabon** Chief Policy and Regulatory Affairs Officer

Experienced former Colorado State Representative who was instrumental in the writing and passing of cannabis laws in Colorado and other states and countries. Dan has 15+ years of expertise in emerging regulatory systems, legal research and legislative relations.

**Forrest Hoffmaster** Chief Financial Officer

Successful track record with 30+ years of experience managing retail, manufacturing, and operations of purpose-driven companies. Forrest stewarded specialty retailer New Seasons Market to financial health by growing EBITDA by 30% over a two-year period, resulting in successful sale to Good Foods Holding LLC.

**Todd Williams** EVP M&A and Real Estate

25+ years of consulting, strategy, asset valuation and M&A experience. In his most recent role at Albertsons, he managed the acquisition of over 1,600 operating grocery stores with ~\$40Bn in sales and \$10Bn in transaction value and was also responsible for divesting 168 stores with over \$3Bn in sales.

**Christine Jones** Chief Legal Officer

More than 25 years of corporate counsel experience, most recently SVP, legal and corporate secretary for Long Play, Inc. where she managed all the company's legal affairs, including: regulatory compliance, securities, licensing, litigation, employment, mergers & acquisitions, real estate, risk management and intellectual property.



MANAGEMENT EXPERIENCE



Collin Lodge President, Colorado Division

10+ years experience in Retail Operations, M&A, and Integration from Albertsons Companies. As a skilled negotiator, Collin excels at expanding eCommerce, launching subscription services and last mile delivery, while establishing mutually beneficial strategic partnerships.



Ken Diehl President, New Mexico Division

30+ years experience leading retail industry operations, marketing, merchandising and strategic pricing initiatives while improving expense budgets and increasing profits. Ken has experience with Kroger, Albertsons, Jewel Osco, A&P, Strack & Van Till, and Leslie's Pool Supplies.



Dave Kaufman EVP Integrated Supply Chain

Former managing director for global operation of glass manufacturer, he led a significant turnaround in operating performance and financial improvement. Prior to 20 years in the glass industry, he held engineering roles with Navistar and Lafarge Holcim. David holds a MBA from the University of St. Francis and certificate from the Darden School of Business.



Dan Bonach VP Human Resources

15+ years experience in HR & Safety functions for Molson Coors and Lank O'Lakes. At Molson Coors, Dan was instrumental in leading employee engagement strategies, improving retention, leadership development and facilitating multiple re-organizations. He also led the creation of their safety program and Diversity/ Equity/ Inclusion strategy.



Chris Driessen EVP Commercial Sales

Known for his leadership, strategy development and brand building expertise, Chris has 20+ years in sales expansion roles. Formerly CEO of Front Range Biosciences, a biotechnology firm, Chris brings over a decade of experience to the cannabis industry. Prior to his leadership role there, he held roles as president and CEO of Slang. During his time at Slang, Chris built O.pen into one of the most widely distributed and recognized brands in cannabis.



Jim Parco President, Biosciences

In 2014, Jim Parco founded Mesa Organics (Purplebee's) which is the leading Colorado extractor and manufacturer of cannabis products. Prior to that, Jim served two decades of active duty in the Air Force and was a tenured full professor of economics and business for nine years at Colorado College. Jim holds his PhD from University of Arizona.



BOARD OF DIRECTORS



Pratap Mukharji

Pratap Mukharji is a retired consultant with over 30 years of experience in management consulting, the majority with Bain & Company leading its Supply Chain and Service Operations practices. With a concentration in Industrials and Retail, Mukharji has led strategy, M&A, transformation and turnaround, operations improvement, due diligence, omnichannel, and e-commerce efforts across multiple industries. Prior to Bain, he was at Kearney and Booz-Allen & Hamilton.



Marc Rubin

With 25 years of experience investing in and helping to grow companies, Marc Rubin is the Managing Partner of Revity Capital Partners, LLC, a private equity firm focused on lower- to middle-market partnership-oriented transactions. Prior to launching Revity Capital Partners, he was a Partner in several investment partnerships that took a private equity-like approach to investing in public companies. Mr. Rubin also previously spent time as a senior deal professional at Parthenon Capital, a strategy consultant at Parthenon Group, and an Economist at a business unit of Standard and Poor's. He holds an MBA from Stanford Business.



Paul J. Montalbano, MD

Paul J. Montalbano, MD, is a private practicing neurosurgeon in Boise, Idaho. His background includes over 30 years in healthcare, developing two highly successful multidisciplinary programs in the nonprofit and for-profit sector. While serving on the governing and financial boards of the for-profit hospital, its revenues have increased from \$8 to \$64 million dollars. He received his Bachelor's Degree in Biology from Loyola University of Chicago, Medical Degree from Northwestern University Feinberg School of Medicine and completed his neurosurgical training in complex spinal reconstruction and brain surgery at the University of South Florida.



Jeff Garwood

Jeff Garwood founded and is the Managing Member of Liberation Capital, a private equity fund focused on providing modular, repeatable waste to value project finance. He is also the co-owner of Zysense, an entity providing high precision measurement instruments for research. Jeff previously held senior leadership positions with General Electric, Garrett Aviation, and McKinsey and Company.

Coming
Soon



Bradley Stewart

Bradley Stewart is a Private Equity-backed CEO, board member and advisor where he specializes in building technology and services companies with a focus on strategic transformation, balance sheet restructuring and M&A. He currently serves as Senior Advisor at Sixth Street, as Chairman at Perch and as an independent board member at Private Medical and Semper Paratus (Nasdaq: LGSTU). Previously, Mr. Stewart was CEO at Fair Technologies, Chairman and CEO at XOJet, and a Senior Advisor at TPG, a leading private equity firm, where he served on the board of directors for multiple TPG portfolio companies. He received an MBA from Columbia Business School, a BSB in Corporate Finance from the University of Minnesota's Carlson School of Management and a Lower Division Completion Certificate from the University of Minnesota's College of Science & Engineering.



Jeff Cozad

Jeff Cozad is the co-founder of CRW Cann Holdings, LLC – a special purpose vehicle created to support Schwazze's vision of becoming the dominant, vertically integrated player in the Colorado cannabis market. He is also the Managing Partner of his family office, Cozad Investments, LP, which has completed more than 20 investments across a disparate set of industries over the past 13 years. Mr. Cozad holds an MBA from The University of Chicago Booth School of Business and received a BA in Economics and Management from DePauw University, where he serves on the Board of Trustees and is the Chairman of the University Endowment Fund Investment Committee.



Jonathan Berger

Jonathan Berger is the retired CEO of Great Lakes Dredge & Dock, Inc. (Nasdaq: GLDD). In addition to having been a director of GLDD he was also a director of Boise Paper, Inc. a New York Stock Exchange listed company where he previously served as both chair of the audit and compensation committees. Berger is currently a director of Alloy - a privately held specialty environmental contractor and Partner with Genesis Business Humanity, a boutique advisory firm helping bring Israeli tech companies to the US. He is a former partner in KPMG, the international accounting and consulting firm where he ran their corporate finance practice unit on a national level. Previously, Berger held a CPA license and securities licenses 7, 24, 63. He received a BS in Human Development from Cornell University and an MBA from Emory University.



ADJUSTED EBITDA RECONCILIATION

\$14.5 million of 1Q'23 Adjusted EBITDA

\$ in Millions	Quarter Ended March 31	
	2023	2022
Net income (loss)	\$ 1.7	\$ (26.8)
Addbacks:		
Interest expense, net	7.7	7.3
Provision for income taxes	4.7	1.3
Other (income) expense, net of interest expense	(8.5)	13.4
Depreciation and amortization	6.6	2.5
Earnings before interest, taxes, depreciation and amortization (EBITDA) (non-GAAP measure)	\$ 12.3	\$ (2.2)
Non-cash stock compensation	0.2	1.0
Deal related expenses	1.2	2.3
Capital raise related expenses	0.0	0.6
Inventory adjustment to fair market value for purchase accounting	-	6.3
Severance	0.1	0.0
Retention program expenses	0.3	-
Employee relocation expenses	0.0	0.0
Other non-recurring items	0.4	0.0
Adjusted EBITDA (non-GAAP measure)	\$ 14.5	\$ 7.9
<i>Adjusted EBITDA Percent of Revenue</i>	<i>36.3%</i>	<i>24.7%</i>

Source: Company filings: 10Q 3/31/23

Note: Adjusted EBITDA represents income (loss) from operations, as reported, before tax, adjusted to exclude non-recurring items, other non-cash items, including stock-based compensation expense, depreciation, and amortization, and further adjusted to remove acquisition related costs, and other one-time expenses, such as severance. The Company uses Adjusted EBITDA as it believes it better explains the results of its core business.