

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 5, 2021

**Lowell Farms Inc.**

(Exact name of registrant as specified in its charter)

British Columbia, Canada  
(State or other jurisdiction  
of incorporation)

000-56254  
(Commission  
file number)

NA  
(IRS Employer  
Identification Number)

19 Quail Run Circle, Suite B  
Salinas, California 93907  
(Address of principal executive offices)

(831) 998-8214  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbols</u>	<u>Name of exchange on which registered</u>
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(f) On June 5, 2021, the Compensation Committee of the Board of Directors approved fiscal year 2020 bonus awards for the executive officers listed in the table below. The amount of the bonus and resulting total compensation for such executive officers are as reflected below.

<u>Name and Principal Position</u>	<u>Fiscal Year</u>	<u>Salary</u>	<u>Bonus</u>	<u>Stock Awards</u>	<u>Option Awards</u>	<u>Nonequity incentive plan compensation</u>	<u>Nonqualified deferred compensation earnings</u>	<u>Total</u>
Mark Ainsworth (2) Chief Executive Officer	2020	\$ 250,000	\$ 15,000	\$ 38,205	\$ 85,427	\$ -	\$ -	\$ 388,632
Jenny Montenegro Chief Operating Officer	2020	\$ 121,875	\$ 15,000	\$ -	\$ -	\$ -	\$ -	\$ 136,875
Kelly McMillin Chief Compliance Officer	2020	\$ 131,794	\$ 10,000	\$ -	\$ 10,438	\$ -	\$ -	\$ 152,232
Steve Neil Former Chief Financial Officer	2020	\$ 220,833	\$ 16,250	\$ 63,675	\$ 94,519	\$ -	\$ -	\$ 395,277

**Item 7.01 Regulation FD Disclosure**

The slide presentations attached hereto as Exhibits 99.1 and 99.2, and incorporated herein by reference, will be displayed on the website of Lowell Farms Inc. (the "Company")



	<i>Actual</i>	<i>Actual</i>	<i>Actual</i>	<i>Actual</i>	<i>Actual</i>	<i>Actual</i>	<i>Actual</i>	<i>Actual</i>	<i>Actual</i>	<i>Actual</i>	<i>Actual</i>	<i>Preliminary</i>
<b>House 1</b>	<b>Jun '20</b>	<b>Jul '20</b>	<b>Aug '20</b>	<b>Sep '20</b>	<b>Oct '20</b>	<b>Nov '20</b>	<b>Dec '20</b>	<b>Jan '21</b>	<b>Feb '21</b>	<b>Mar '21</b>	<b>Apr '21</b>	<b>May '21</b>
Dry LBS	(945)	(1,068)	(619)	(1,305)	(311)	(468)	(613)	(357)	(678)	(741)	(587)	(1,339)
Average LBS per Harvest	(236.1)	(213.6)	(154.9)	(217.4)	(103.7)	(117.0)	(122.6)	(118.9)	(135.7)	(148.2)	(195.6)	(223.1)
# of Harvests	(4)	(5)	(4)	(6)	(3)	(4)	(5)	(3)	(5)	(5)	(3)	(6)
LBS per SF	(0.07)	(0.06)	(0.04)	(0.06)	(0.03)	(0.03)	(0.04)	(0.03)	(0.04)	(0.04)	(0.06)	(0.06)
<b>House 2</b>	<b>Jun '20</b>	<b>Jul '20</b>	<b>Aug '20</b>	<b>Sep '20</b>	<b>Oct '20</b>	<b>Nov '20</b>	<b>Dec '20</b>	<b>Jan '21</b>	<b>Feb '21</b>	<b>Mar '21</b>	<b>Apr '21</b>	<b>May '21</b>
Dry LBS	(949)	(716)	(669)	(697)	(622)	(386)	(385)	(354)	(291)	(497)	(895)	(1,192)
Average LBS per Harvest	(237.2)	(178.9)	(167.3)	(232.3)	(124.4)	(128.8)	(128.3)	(59.0)	(97.0)	(124.2)	(223.7)	(238.4)
# of Harvests	(4)	(4)	(4)	(3)	(5)	(3)	(3)	(6)	(3)	(4)	(4)	(5)
LBS per SF	(0.05)	(0.04)	(0.03)	(0.05)	(0.02)	(0.03)	(0.03)	(0.01)	(0.02)	(0.02)	(0.04)	(0.05)
<b>House 3</b>	<b>Jun '20</b>	<b>Jul '20</b>	<b>Aug '20</b>	<b>Sep '20</b>	<b>Oct '20</b>	<b>Nov '20</b>	<b>Dec '20</b>	<b>Jan '21</b>	<b>Feb '21</b>	<b>Mar '21</b>	<b>Apr '21</b>	<b>May '21</b>
Dry LBS	(612)	(-)	(458)	(762)	(871)	(579)	(747)	(467)	(701)	(637)	(1,309)	(512)
Average LBS per Harvest	(153.0)	nmf	(229.0)	(254.0)	(217.8)	(192.9)	(248.9)	(155.8)	(175.3)	(212.3)	(261.8)	(256.0)
# of Harvests	(4)	(-)	(2)	(3)	(4)	(3)	(3)	(3)	(4)	(3)	(5)	(2)
LBS per SF	(0.03)	nmf	(0.05)	(0.05)	(0.04)	(0.04)	(0.05)	(0.03)	(0.04)	(0.04)	(0.05)	(0.05)
<b>House 4</b>	<b>Jun '20</b>	<b>Jul '20</b>	<b>Aug '20</b>	<b>Sep '20</b>	<b>Oct '20</b>	<b>Nov '20</b>	<b>Dec '20</b>	<b>Jan '21</b>	<b>Feb '21</b>	<b>Mar '21</b>	<b>Apr '21</b>	<b>May '21</b>
Dry LBS	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(146)	(-)
Average LBS per Harvest	nmf	nmf	nmf	nmf	nmf	nmf	nmf	nmf	nmf	nmf	(146.3)	nmf
# of Harvests	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(1)	(-)
LBS per SF	nmf	nmf	nmf	nmf	nmf	nmf	nmf	nmf	nmf	nmf	(0.03)	nmf
<b>Total</b>	<b>Jun '20</b>	<b>Jul '20</b>	<b>Aug '20</b>	<b>Sep '20</b>	<b>Oct '20</b>	<b>Nov '20</b>	<b>Dec '20</b>	<b>Jan '21</b>	<b>Feb '21</b>	<b>Mar '21</b>	<b>Apr '21</b>	<b>May '21</b>
Dry LBS	(2,506)	(1,784)	(1,747)	(2,764)	(1,804)	(1,433)	(1,745)	(1,178)	(1,671)	(1,875)	(2,937)	(3,042)
Average LBS per Harvest	(208.8)	(198.2)	(174.7)	(230.3)	(150.4)	(143.3)	(158.6)	(98.2)	(139.2)	(156.3)	(225.9)	(234.0)
# of Harvests	(12)	(9)	(10)	(12)	(12)	(10)	(11)	(12)	(12)	(12)	(13)	(13)
LBS per SF	(0.05)	(0.05)	(0.04)	(0.06)	(0.03)	(0.03)	(0.04)	(0.03)	(0.03)	(0.04)	(0.05)	(0.06)

**Note:** For all harvests (or portions thereof) that are allocated to fresh frozen biomass for concentrates and vapes, we have assumed a dry-weight equivalent equal to 25% of the wet post-processed weight (4 LBS of wet post-processed weight equates to 1 LB of dry weight)



**INVESTOR PRESENTATION  
LOWELL FARMS INC.**

(CSE:LOWL; QTCQX: LOWLF)

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## DISCLAIMER

### USE OF NON-GAAP MEASURES

This document refers to EBITDA because certain investors may use this information to assess the Company's performance and also determine the Company's ability to generate cash flow. This data is furnished to provide additional information and is a non-GAAP measure and does not have any standardized meaning prescribed by GAAP and therefore may not be comparable to similar data presented by other issuers. It should not be considered in isolation as a substitute for measures of performance prepared in accordance with GAAP and is not necessarily indicative of operating costs presented under GAAP. EBITDA is net income (loss), excluding the effects of income taxes (recovery), net interest expense, depreciation and amortization; and Adjusted EBITDA also includes non-cash fair value adjustments on investments, unrealized foreign currency gains/losses, share-based compensation expense and other transactional and special expenses, such as acquisition costs and expenses related to the markup of acquired finished goods inventory, which are inconsistent in amount and frequency and are not what we consider as typical of our continuing operations. Management believes this measure provides useful information as it is a commonly used measure in the capital markets and as it is a close proxy for repeatable cash generated by operations. We use Adjusted EBITDA internally to understand, manage, make operating decisions related to cash flow generated from operations and evaluate our business. In addition, we use Adjusted EBITDA to help plan and forecast future periods.

### ON FORWARD-LOOKING STATEMENTS

This document includes information, statements, beliefs and opinions which are forward-looking, and which reflect current estimates, expectations and projections about future events, referred to herein as "forward-looking statements" or "forward-looking information". Statements containing the words "believe", "expect", "intend", "should", "seek", "anticipate", "will", "positioned", "project", "risk", "plan", "may", "estimate" or, in each case, their negative and words of similar meaning are intended to identify forward-looking statements. By their nature, forward-looking statements involve a number of known and unknown risks, uncertainties and assumptions concerning, among other things, the Company's anticipated business strategies, anticipated trends in the Company's business and anticipated market share, that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. In addition, even if the outcome and financial effects of the plans and events described herein are consistent with the forward-looking statements contained in this document, those results or developments may not be indicative of results or developments in subsequent periods. Although Lowell Farms has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended. A description of assumptions used to develop such forward-looking information and a description of risk factors that may cause actual results to differ materially from forward-looking information can be found in the Company's disclosure documents, such as the Company's listing statement and management's discussion and analysis, filed on the SEDAR website at [www.sedar.com](http://www.sedar.com). Forward-looking information contained in this presentation is based on the Company's current estimates, expectations and projections, which the Company believes are reasonable as of the current date, and the Company's registration statements on Forms 10-12g and S-1, filed on the EDGAR website at [www.sec.gov](http://www.sec.gov). The Company can give no assurance that these estimates, expectations and projections will prove to have been correct. You should not place undue reliance on forward-looking statements, which are based on the information available as of the date of this document. Forward-looking statements contained in this document are made of the date of this presentation and, except as required by applicable law, the Company assumes no obligation to update or revise them to reflect new events or circumstances. Historical statements contained in this document regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. In this regard, certain financial information contained herein has been extracted from, or based upon, information available in the public domain and/or provided by the Company. In particular, historical results should not be taken as a representation that such trends will be replicated in the future. No statement in this document is intended to be nor may be construed as a forecast.

### ON FUTURE-ORIENTED FINANCIAL INFORMATION

To the extent any forward-looking information in this Presentation constitutes "financial information" or "financial outlooks" within the meaning of applicable Canadian securities laws, such information is being provided to demonstrate the anticipated market penetration of the Company's products and the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such future-oriented financial information and financial outlooks. Future-oriented financial information and financial outlooks, as with forward-looking information generally, are, without limitation, based on the assumptions and subject to the risks set out above under the heading "On Forward-Looking Statements". Indus' actual financial position and results of operations may differ materially from management's current expectations and, as a result, Indus' revenue and expenses may differ materially from the revenue and expenses profiles provided in this Presentation. Such information is presented for illustrative purposes only and may not be an indication of Indus' actual financial position or results of operations.

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**“AMERICA’S FIRST  
GREAT WEED BRAND”**  
- Robb Report



## COMPANY SNAPSHOT

- \* CSE Listed: Lowell Farms Inc. (CSE: LOWL; OTCQX: LOWLF)
- \* Formed by combination of Indus Holdings, Inc. and Lowell Herb Co. in February 2021
- \* Mission Highlights
  - Focus on California only
  - Leadership through scale and brands
  - Consolidate supply-side capacity
  - Build large-scale cultivation facilities
  - Brand differentiation
  - Preparing for federal legalization

	5/31/2021 (\$USD)
Stock Price	\$1.305
Market Cap <sup>1</sup>	\$295,574,248
Net Working Capital <sup>2</sup>	\$22,366,177
Enterprise Value <sup>3</sup>	\$273,208,071

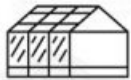
<sup>1</sup> Based on Fully Diluted Shares of 226.5m as of 5/31/2021, using treasury method on in-the-money options and warrants. Convertible Debentures are treated as equity given in-the-money status.

<sup>2</sup> As of 3/31/2021.

<sup>3</sup> Defined here as Market Cap minus net working capital.



# THE NEW LOWELL FARMS



## Cultivation at massive scale growing high quality flower

- 225k sq ft greenhouse in operation
- In planning phase for additional greenhouse
- Further expansion plans in development



## Diversified manufacturing capabilities and infrastructure spanning across all product categories



## Lowell, a rich brand with unparalleled reach, awareness and accessibility, anchoring a portfolio of diversified products



## Distribution, a hub&spoke delivery infrastructure that services 85%+ of the dispensaries in the state

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# BRINGING SCALE TO AN EXTREMELY FRAGMENTED MARKET

## CULTIVATION



**Outdoor**  
~950 operators  
16m sq. ft. canopy



**Greenhouse**  
~1200 operators  
17m sq. ft. canopy



**Indoor**  
~500 operators  
4m sq. ft. canopy

## PROCESSING & MANUFACTURING

### 950 Licensed Operators:

214 Flower brands

145 Vape brands

142 Concentrate brands

39 Gummy brands

32 Beverage brands

30 Chocolate brands



LOWELL FARMS

## DISTRIBUTION

### Sales, Distribution and Collection

5+ independent distributors (Lowell)

Many brands doing self-distribution

## RETAIL

**661**

Licensed retail dispensaries

**301**

Licensed non-storefront dispensaries

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# CULTIVATION

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## CULTIVATION IN CALIFORNIA: OVERLOOKED & FULL OF POTENTIAL

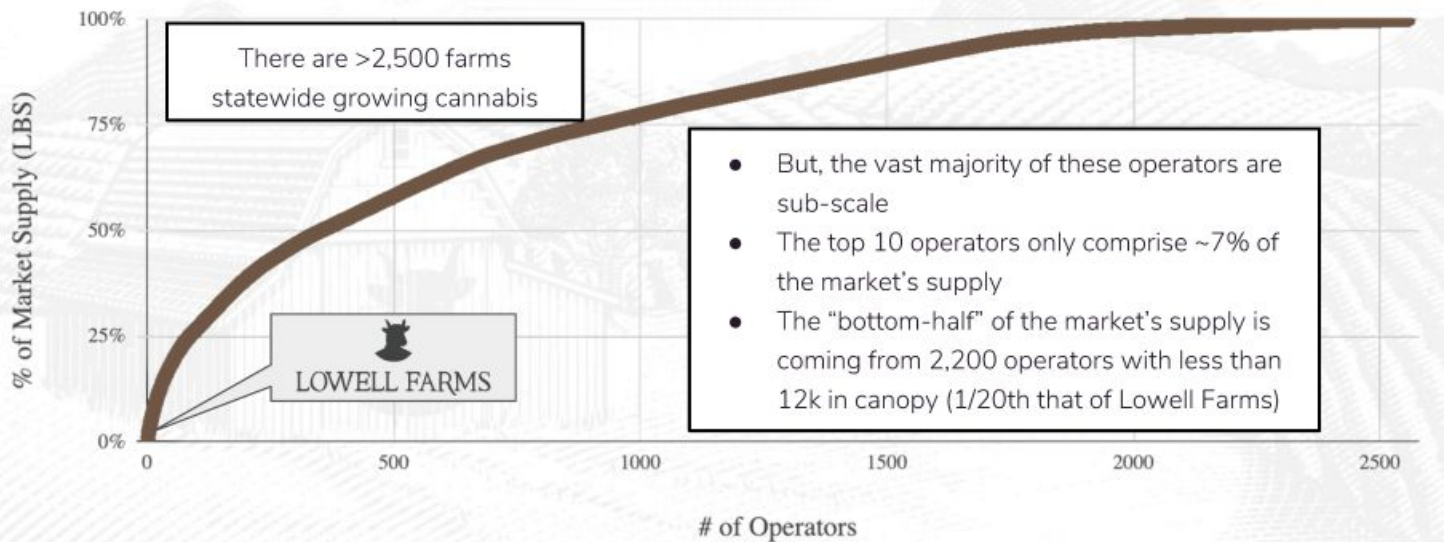
- ✱ America's home of cannabis, perfect opportunity to build brand and loyalty
- ✱ Supply is very fragmented: average players are very small with much higher cost structures
  - Over 2,500 growers with average canopy of 19k sq. ft.
- ✱ The black market, while still a factor, is ineffective at competing for the Californian consumer
- ✱ Increasing regulatory burden is adding pressure to sub-scale operators
  - 85% of licensed canopy is provisional, at real risk with CEQA licensing requirements
  - METRC implementation adding burdens for smaller operators
- ✱ California: it's the long-term home of cannabis cultivation in America, perhaps the world

**As legalization comes more into focus in the US, investors and consumers are increasingly expected to accept the pivotal role that California cultivation will play over the long-term**

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# CALIFORNIA: A HIGHLY FRAGMENTED SUPPLY STACK

California Supply Stack



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## CULTIVATION STRATEGY

- \* Strain diversification and leadership
- \* Cost through economies of scale
- \* Quality leadership under a team of award-winning growers
- \* Develop portfolio of facilities that each have sufficient scale

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# LOWELL FARMS: OUR EXISTING GREENHOUSE

- ✧ 225,000 sq. ft. retrofitted greenhouse in Monterey County, CA
- ✧ Facilities upgrades allow us to improve output
- ✧ Targeted levels of 10,000+ lbs of flowers every quarter



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# OUR PLAN FOR CANOPY CONSOLIDATION

- ✧ Target rich environment: Monterey County is home to approximately 4m sq. ft. of canopy with 5m sq. ft. pending license approvals
- ✧ We see value in having multiple farms with distance acting as a natural firewall against natural perils
- ✧ Canopy is abundant, but several critical factors differentiate over the long-term:
  - Facility design and adaptability to cannabis
  - Facility lease rates
  - Local cultivation tax rates
  - Access to municipal power
  - Access to post-processing facilities

**Lowell is one of the largest producers of cannabis in the country and we fully intend to extend our access to raw materials**

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# MANUFACTURING & PRODUCTS

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## DIVERSE MANUFACTURING CAPABILITIES

We produce nearly all types of products with highly acclaimed:

- ✧ Jarred flower
- ✧ Pre-rolls
- ✧ Edibles
- ✧ Vape products
- ✧ Concentrates

**CHULA**



改選  
**KAIZEN**  
EXTRACTS



# FLOWER



CLASSIC 3.5G PACK



3.5G JAR FLOWER



1G SMOKE

# CONCENTRATES



RECHARGEABLE VAPE



510 CART



NEW INFUSED SMOKES



LOWELL DART



BUBBLE HASH  
FULL-MELT HASH  
AGE CURED ROSIN  
LIVE ROSIN



# EDIBLES



CHOCOLATES



MINTS



GUMMIES



BAKED GOODS

— \* —  
**A LEADING  
BRAND**

# THE LOWELL BRAND



Lowell is a premium California cannabis brand with extremely rare levels of reach and audience



A reputation of authenticity and heritage that has become synonymous with quality and refinement



Lowell is best known for its distinctive pre-rolls and unique logo

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# NATIONWIDE LICENSING

- Partnership with Ascend Wellness (AWH) to launch Lowell Smokes in Massachusetts and Illinois
- Industry leading economics: 15% of wholesale royalty arrangement, demonstrates the power of the brand
- More states to come

The walking billboard



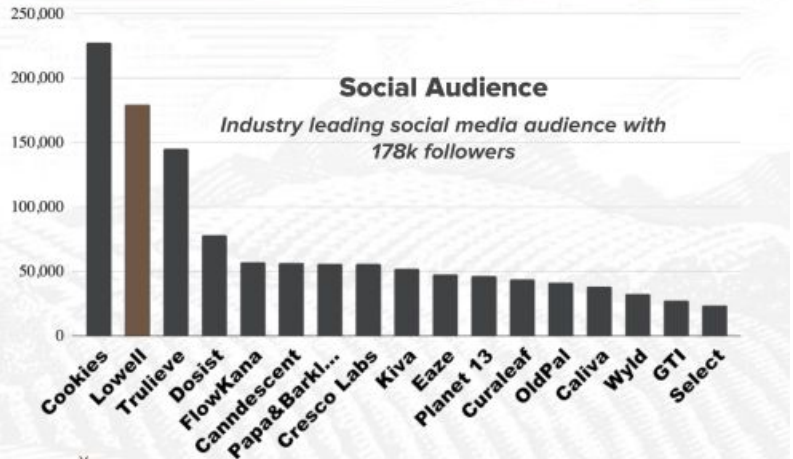
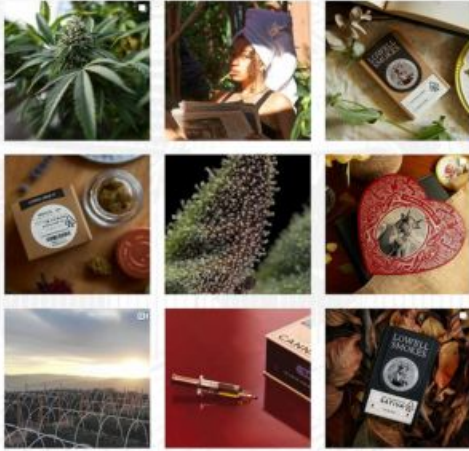
Coming to a store near you

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# INDUSTRY LEADING SOCIAL ENGAGEMENT



lowellfarms ✓  
 438 posts   178k followers   210 following  
 Lowell Farms



- ✧ Over 1 million in weekly impressions across all social outlets

- ✧ 3 million impressions on YouTube

Remains strong and relevant: 2020 and Q4 activity was extremely healthy and remains best-in-class among peers

**Total Audience: up 68% y/y**

**Engagement: up 132% v/v**

# STATEWIDE DISTRIBUTION

# LOWELL DISTRIBUTION

**Facility:** 18,000 sq. ft. — all distribution-related inventory activity in the same building under one roof to include post-compliance labeling, retail flower packing, finished goods inventory, order pick/pack and delivery loading

**Fleet:** 22 delivery vans allowing for regular maintenance rotation and upkeep, in addition to flexibility on delivery routes, bulk deliveries, inventory pick-ups and transfers, etc.

**Delivery Routes:** 19 optimized delivery routes across California (10 in NorCal, 9 in SoCal) for maximum efficiency with 10 daily routes that are eligible for next day delivery — capacity for 152 B2B deliveries per day

KEY PERFORMANCE METRICS*	
Deliveries per day = 42 (largest single day = 86)	\$ value per van per route = \$12,700
Total stops per day = 50 (including collection-only stops)	Unique delivery locations last 90 days = 452 (average customer orders 2x per month)
Vans on the road per day = 10.5	

\*all metrics are pre-acquisition of Lowell which occurred on 2/25/21



## FINANCIAL HIGHLIGHTS

# FARM TO TABLE ECONOMICS

## FROM GREENHOUSE (A)

## TO MANUFACTURING

## ONTO SHELVES

40-45k lbs  
Flower Annually



**\$65M REVENUE  
OPPORTUNITY (B)**

25-30k lbs  
Trim Annually



**\$40M REVENUE  
OPPORTUNITY (A)**

(A) Estimated annual production capacity upon completion of current expansion, estimated to occur in Q42021

(B) Represents a potential revenue figure based on current market prices and full realization of sale potential at these market prices. These estimates do not constitute financial guidance.

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# REPORTED FINANCIALS

## Summary Income Statement

(USD in thousands)

	Q2	Q3	Q4	Q1
Owned Products <sup>1</sup>	\$7,231	\$11,910	\$7,607	\$9,667
Agency Revs	\$1,981	\$1,733	\$1,355	\$1,230
Distribution Revs	\$682	\$487	\$190	\$130
<b>Total Net Revs<sup>1</sup></b>	<b>\$9,894</b>	<b>\$14,131</b>	<b>\$9,151</b>	<b>\$11,026</b>
Gross Profit	(\$1,263)	\$4,979	\$218	(\$1,477)
Gross Margin	(12.8)%	35.2%	2.4%	(13.4)%
Adj. EBITDA <sup>2</sup>	(\$4,300)	\$1,402	(\$4,227)	(\$4,569)

	3/31/2021
Cash	\$13,573
Current Assets	\$37,112
Current Liabilities	\$14,746
Net Working Cap	\$22,366

<sup>1</sup> Q2 Revenues included approximately \$789k in revenue related to Nevada operations which have subsequently been discontinued due to termination of merger agreement  
<sup>2</sup> Adjusted EBITDA defined as earnings before interest, taxes, depreciation, amortization, and transaction and other special charges as described in our Form 10-Q and 10-K

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# CAP TABLE & BALANCE SHEET HIGHLIGHTS

## CAPITALIZATION TABLE

5/31/2021

## BALANCE SHEET HIGHLIGHTS (e)

Share Class	Shares ('000)		('000)
Super Voting Shares	203	Cash	13,573
Class A Subordinated Voting Shares	70,612	Current Assets	37,112
Class B Subordinated Voting Shares	13,803	Current Liabilities	14,746
Basic Shares Outstanding	84,415	Debt (Convertible Debentures)	13,629
Issuable upon conversion/exchange of Convertible Debt	77,629 (a)	Shareholder's Equity	59,903
Pro Forma Shares Outstanding	162,044		
Warrants	93,093 (b)		
Options	7,969 (c)		
Stock Units	1,735 (d)		
Pro Forma Fully Diluted Shares	264,841		

### Notes:

- (a) Convertible exchange share price of \$0.20
- (b) Warrant exercise price range from \$0.28 to \$11.75
- (c) Option exercise price range from \$0.35 to \$6.07
- (d) Share amounts will reduce if respective holders use shares in lieu of paying payroll taxes
- (e) Unaudited

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## \$LOWL.CN & \$LOWLF

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