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Investor Presentation

February 2023

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Significant Changes Implemented at CubicFarms



- Management Team has been refreshed
- Actions have been implemented to reduce the cost structures of the business
- Strategic focus concentrated on executing against the HydroGreen sales pipeline
- Data and consumer feedback supports HydroGreen's unique market position

Executive Summary

CubicFarms has an animal feed equipment division (the "Feed Division" or "HydroGreen") and a fresh-food division (the "Fresh Division")

HydroGreen Overview

- HydroGreen manufactures controlled environment feed systems that provide highly nutritious feed to dairy and beef animals
- The feed simultaneously increases productivity, feed efficiency, and reduces enteric methane emissions in cattle; other environmental benefits include repurposed land and water savings

Beef Benefits	~10.0%+ Daily Weight Gain	~6.0%+ Fibre Digestibility	~12.0%+ Feed Efficiency	~10.0%+ Annual Value
Dairy Benefits	~2.5%+ Milk Production	~2.0%+ Milk Fat Content	~5.0%+ Feed Efficiency	~2.7%+ Annual Value

Feed Replacement Opportunity (North America)

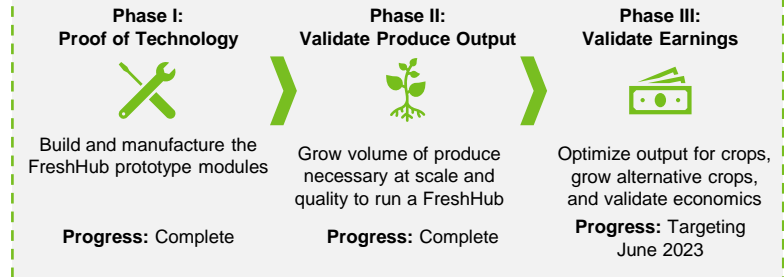
Feed Replacement Value (USD) ¹	\$124.0bn
HydroGreen Systems Required	23,584
CO ₂ e Saved ²	~1.3% / 75.2MT

- HydroGreen's immediate next steps include:
 - Execute consulting agreement and purchase agreement for a large-scale Feed-as-a-Service ("FaaS") project and pursue other FaaS opportunities throughout North America (in progress)
 - Begin installation of the FaaS projects (beginning late 2023)

Fresh Division Overview

- CubicFarms' Fresh Division previously focused on the sale of hydroponic equipment featuring its exclusive Crop Motion™ technology, which delivers significant efficiency gains versus standard vertical farming
- The Fresh Division previously sold small-scale, containerized systems; the lack of scale and the level of SG&A required made the Fresh Division unprofitable
- The Company scaled down its Fresh Division to focus on large systems (FreshHubs) to compete with field-grown lettuce
- CubicFarms executed an agreement to license its FreshHub technology to a separate business for development, while retaining most of the economic value (see slide 11)
- The validation of FreshHubs equipped with next-generation CF440 technology is currently underway with finalized Phase III results expected by June 2023

FreshHub Validation Plan



Sources: 1) USDA and Statistics Canada; 2) US EPA and Agriculture Canada; Notes: 1) Calculated based on total DM consumption required at HydroGreen's dry matter pricing (USD 650/ton); 2) Calculated based on estimated carbon reductions; 3) All amounts denoted in this presentation are in Canadian dollars unless specified otherwise

Management Transition

CubicFarms' refreshed management team has extensive experience managing complex restructuring scenarios and delivering value to shareholders

Refreshed Management Team



Dan Burns

Dan Burns is the Chair of the Board of Directors. Dan has led businesses through strategic transitions, including chairing the Special Committee of a TSX-listed company through its successful restructuring, refinancing, and sale in 2021.



John de Jonge

John de Jonge is the interim Chief Executive Officer at CubicFarms and the President of HydroGreen. John brings a wealth of experience and expertise in the space, having served as a senior leader and owner in a variety of agricultural businesses in Canada.



Carlos Yam

Carlos Yam is the Chief Financial Officer of CubicFarms. Carlos has more than 20 years of experience as a senior financial executive for public and private companies. He is a Chartered Professional Accountant in Canada and Certified Public Accountant in the United States (Illinois).

Change of Strategy and Actions Taken

- CubicFarms recently underwent a management transition that saw the departure of former CEO Dave Dinesen
- The firm has shifted its capital allocation focus towards monetizing HydroGreen's existing business lines, while continued research and development on the CF440 technology to be completed and funded through a separate SPV (see slide 11)

Containerized Units Shortcomings

- ✗ Farmer capital availability
- ✗ Maintenance Difficulty
- ✗ Lack of Scalability
- ✗ Size Constraints

Priorities

- ✓ Capital allocation discipline
- ✓ Focus on Feed Division
- ✓ Right-sizing of Fresh Division and third-party capital approach for CF440 (Langley Indoor Produce)
- ✓ Board and management changes
- ✓ Converting pipeline to revenue
- ✓ Focus on sustainable and profitable growth as rapidly as possible (achieving cashflow positive from Feed Division operations)

CubicFarms' new management is focused on cost-savings and rapidly establishing profitable growth in both the Feed and Fresh divisions

Latest Updates

CubicFarms' recent developments in both its Fresh and Feed divisions position the Company for near-term and future success

Feed Division

November 21, 2022: HydroGreen executes a term letter with DLL Finance to provide wholesale financing to HydroGreen dealers. Details of the arrangement are shown on slide 9.

November 17, 2022: HydroGreen executes a purchase agreement with DGI Feeds. Details of the deal are shown on slide 10.

August 10, 2022: HydroGreen announces positive results from its methane and carbon dioxide-equivalent reduction study and beef finishing carcass study. Highlights of the study are shown on Appendix.

May 17, 2022: HydroGreen announces that it engaged Deloitte to measure the full extent of HydroGreen carbon reduction and develop a carbon monetization strategy.

Deloitte.

March 2022: Breakthrough university research confirms a 7.4% reduction in greenhouse gas emissions using HydroGreen's system equating to approximately a 40% reduction in methane while in feedlot.

Fresh Division & Corporate Updates

January 17, 2023: CubicFarms executes an agreement with a new entity to lease out its FreshHub equipment and machinery. Details of the deal are shown on slide 11.

September 14, 2022: CubicFarms announces a \$6.4 million senior secured term loan accompanied by share purchase warrants directly in its HydroGreen subsidiary.

September 12, 2022: CubicFarms announces additional savings to bring total annualized cost savings to \$15.6 million or 50.3% of overall annual expenses (see slide 7).

September 9, 2022: CubicFarms announces a host of measures to position the company favourably in its transition:

- Dave Dinesen retires as CEO
- A Special Committee is appointed to prioritize profitability. Daniel Burns is selected as chair of the Special Committee
- Dave Dinesen and Jeff Booth resign from the Company's Board of Directors

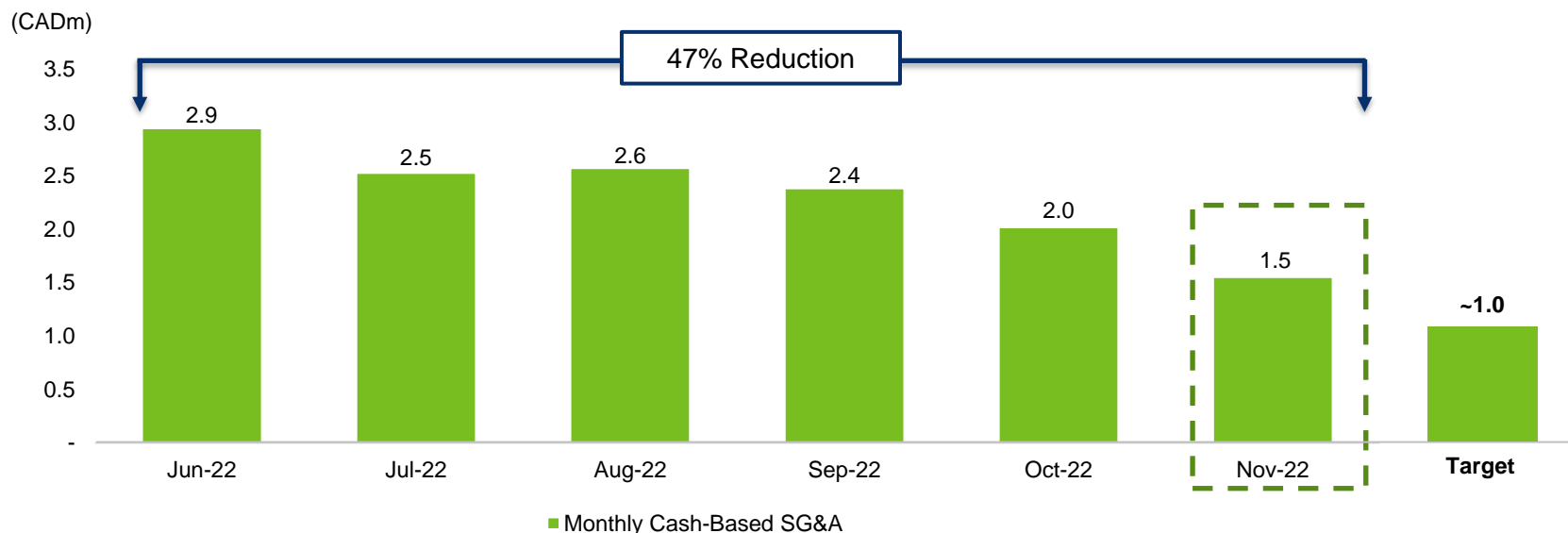
August 15, 2022: CubicFarms announces initial cost control measures to achieve \$6.7 million in annualized savings.

CubicFarms, through significant rationalization of its corporate, administrative, and overhead expenses, in addition to several notable positive developments for its HydroGreen subsidiary, has a pathway to profitability

Historical Cash-Based SG&A

CubicFarms' monthly cash-based SG&A from June 2022 to November 2022

Monthly Cash-Based SG&A Expenses



- On September 12, 2022, CubicFarms announced additional cost reduction measures to accelerate the Company's path to profitability
 - At the time of the announcement, the Company estimated that these measures would translate to ~\$15.6m in annual savings, or 50.3% of cash-based operating expenses on a 12-month basis as of July 31, 2022
- The Company's cost reduction measures have been successful to date, with cash-based SG&A expenses in November totaling ~\$1.5m
 - Represents a ~35% reduction in costs compared to September 2022
 - Represents a ~47% reduction in costs compared to June 2022
 - A significant portion of these costs are continuation costs for ongoing severance payments, which generally run off over the next six months
- The Company expects that SG&A will continue to trend downward in 2023, with a target monthly run rate of ~\$1m by mid 2023

Feed Division Sales Pipeline

HydroGreen has established a robust pipeline of potential machine sales contracts, with a total consolidated contract value of ~USD27M

North American Sales Pipeline¹



13 Projects in Utah, Idaho, California, Wisconsin, Hawaii, Indiana, and Texas valued at **~USD18.9M**

International Sales Pipeline¹



6 International projects in Israel, Italy, Egypt, UAE, and Ireland valued at **~USD8.1M**

- HydroGreen has developed a comprehensive sales pipeline of near-term contracts that are in the late stages of discussion and negotiation
- Management expects that most of these contracts will close in 2023

The Company, through the efficient execution of opportunities in its sales pipeline, intends to generate sustainable and profitable growth as rapidly as possible and achieve cashflow positive from its Feed Division operations

Notes: 1) Projects are on an indicative, non-binding basis. Values and dates are management's estimates based on discussions to date.

Wholesale Financing

HydroGreen has secured a wholesale financing arrangement with DLL Finance LLC (“DLL”), which provides added financial flexibility to HydroGreen’s network of dealers

Wholesale Financing

- HydroGreen recently secured a wholesale financing arrangement with DLL Finance LLC, which will provide HydroGreen’s network dealers with additional wholesale financing options
- Under this financing arrangement, DLL will provide wholesale financing and working capital to HydroGreen’s equipment resellers on the terms listed herein
 - Financing will be provided via a 180-day, interest-free line of credit for the net purchase price of all products bought by approved dealers
- The DLL financing will improve dealer cash flow and support growth for both HydroGreen and its reseller network
- HydroGreen intends to leverage this financing arrangement to rapidly close on an immediate FaaS opportunity and other pipeline opportunities in 2023 (see slides 8 and 10)

Indicative Terms of Financing

Key Terms	Summary
Terms	<ul style="list-style-type: none"> ▪ DLL will provide dealers with financing to purchase HydroGreen products, with such financing to be fully repaid in 180 days
Eligible Products	<ul style="list-style-type: none"> ▪ All products sold by HydroGreen
Eligible Dealers	<ul style="list-style-type: none"> ▪ Selected approved DLL dealers that purchase HydroGreen’s products
Interest Rate	<ul style="list-style-type: none"> ▪ Interest-free for the 180-day period
Extension Interest Rate	<ul style="list-style-type: none"> ▪ Program extensions beyond 180 days shall bear interest for each day at a rate per annum equal to the SOFR plus 5.25% - 6.75%¹
Initial Charge Rate	<ul style="list-style-type: none"> ▪ Initial charge rate of 5.00% on HydroGreen’s proceeds, that will be adjusted by 0.5bps for every 1 bps change in the 1-month SOFR
SOFR¹	<ul style="list-style-type: none"> ▪ SOFR for any month shall be the highest annual interest rate called “1-month Term SOFR” two business days prior to the first day of the month as published by the CME Group²
Curtailement Schedule	<ul style="list-style-type: none"> ▪ New retail: 10% curtailement due at day 30; 40% curtailement due at day 60; due in full at day 180 ▪ New stock: 30% curtailement due at day 90; 30% curtailement due at day 120; due in full at day 180

The partnership with DLL offers the HydroGreen dealer network more support by expanding wholesale financing options

Notes: 1) SOFR refers to Secured Overnight Financing Rate; 2) Data published by the CME Group accessible at: <https://www.cmegroup.com/market-data/cme-group-benchmark-administration/term-sofr.html>

Feed Division Recent Projects

HydroGreen recently executed a machine-sale agreement valued at ~USD1.47m and is pursuing another immediate, large-scale FaaS project based in California

Machine Sale Deal



- HydroGreen recently signed a definitive purchase agreement valued at ~USD1.47m for the sale of seven HydroGreen GLS 808 machines to DGI Feeds¹
 - DGI Feeds is an equine feed company and certified HydroGreen dealer based in Mitchell, South Dakota
 - DGI Feeds will use the machines to produce equine feed at its 17,000 square feet production and manufacturing facility
- HydroGreen machines will produce sprouted-grain crops as part of the proprietary blend of ingredients used by DGI Feeds to produce its high-performance feed products for the equine industry
 - The machines will provide approximately 10,500 pounds of dry matter per day to be used in DGI's expanding equine feed product line
 - Two HydroGreen machines will be installed shortly, with the remaining machines to be installed by June 2023

Immediate FaaS Opportunity

- HydroGreen recently executed a letter of intent with a large potential customer, which would involve HydroGreen completing a large-scale deployment of its GLS 808 machines on the customer's premise to produce on-farm fresh feed
 - The letter of intent contemplates a 30-machine deployment on the customer's premise
- Both parties are collaboratively working towards rapidly closing the definitive consulting agreement and purchase agreement
 - Any sale of the GLS machines to the customer will be financed and supported by the wholesale financing arrangement with DLL
- Management expects to use this project to further validate its in-field product and to aid in sales to other dairy and beef farmers
- Further, the project is expected to demonstrate the FaaS business model and lead to accelerated product adoption

HydroGreen announced the sale of seven GLS 808 machines to DGI Feeds and has an immediate opportunity to leverage its DLL financing solution to rapidly close on a large-scale FaaS opportunity

Notes: 1) Purchase Agreement executed on November 17, 2022; 2) This pipeline does not contain contractual obligations.

FreshHub Equipment Lease

CubicFarms has entered into an agreement to lease out its FreshHub machinery and equipment to a separate entity, of which CubicFarms has the option to retain up to ~97% of the economic value as of the point of closing

Transaction Structure

- CubicFarms entered into an agreement to lease its FreshHub machinery and license the underlying FreshHub intellectual to Langley Indoor Produce Ltd. (“Langley Indoor Produce”)
 - The license use is limited to the indoor, non-containerized implementation of the CubicFarms patented equipment
 - Ongoing funding of Langley Indoor Produce will come from third-party investors; however, CubicFarms has the option to retain up to ~97% of the economic value derived from this entity¹
- The transaction will allow for the continuation of research and development on the indoor FreshHub system, while retaining company focus on the HydroGreen business without diverting cash for research and development activities
- Langley Indoor Produce intends to raise up to \$1.0m through an ongoing private placement of convertible preferred shares
 - Proceeds from the financing will be used to fund the completion of the FreshHub validation project, cover other operating costs of the entity, and construct FreshHub units, either at separate or existing FreshHub facilities
 - To the extent Langley Indoor Produce raises the full \$1.0m financing, CubicFarms will have the option to retain approximately 85% of the economic value of Langley Indoor Produce

FreshHub Validation Project

 Current Validation Phase

	Intention	Target Commercial Outcome	Progress
Phase I	<ul style="list-style-type: none"> ▪ Proof of concept using latest CubicFarm System Technology 	<ul style="list-style-type: none"> ▪ Build and manufacture the FreshHub prototype modules 	✓ Complete
Phase II	<ul style="list-style-type: none"> ▪ Validate produce output 	<ul style="list-style-type: none"> ▪ Growing the volume of produce necessary at scale and quality to run a FreshHub operation 	✓ Complete; validation achieved
Phase III – A	<ul style="list-style-type: none"> ▪ Validate commercial earnings 	<ul style="list-style-type: none"> ▪ Optimize output for crops from the first harvest 	🎯 Targeting April 2023
Phase III – B		<ul style="list-style-type: none"> ▪ Grow at least one alternative crop type (beyond lettuce) 	🎯 Targeting May 2023
Phase III – C		<ul style="list-style-type: none"> ▪ Confirmation and validation of economics on the basis of optimized saleable product outcomes 	🎯 Targeting June 2023

The FreshHub arrangement will allow CubicFarms to prioritize and maximize the value of the HydroGreen business, while ensuring the FreshHub prototype project is able to deliver on its at-scale success using third-party capital

Notes: 1) Reflects the option value as of the point of closing, prior to incremental external capital.

Next Steps

Both the Feed Division and the Fresh Division have immediate next steps to position themselves toward profitability

Priorities

- HydroGreen's next steps will be the commercialization of its Feed business with rapid, financed FaaS expansion in the Canadian prairies, California, and the Midwest
- HydroGreen will also continue to iterate on its existing scientific and mechanical platforms, aiming to improve feed delivery and animal performance at lower capital cost
- The Fresh Division recently completed its first grow using the new CF440 technology and achieved the targeted results; Langley Indoor Produce will implement a three-part process to validate the commercial earnings of the technology and continue the validation project

HydroGreen Next Steps



Finalize definitive consulting agreement and purchase agreement with potential large-scale FaaS partner



Ongoing talks with farms in the Canadian prairies, California, and the Midwest to initiate new FaaS projects by early 2023



Begin installations of FaaS projects by late 2023



FreshHub Next Steps¹



Complete Phase III - Part A of its validation plan, which aims to optimize the output for crops from the first harvest; targeting April 2023



Complete Phase III - Part B of the plan, which will involve growing at least one alternative crop type (beyond lettuce); targeting May 2023



Complete Phase III - Part C of the plan, which will confirm and validate the economics on the basis of optimized saleable product outcomes; targeting June 2023



Construct full-scale FreshHub with CF440 technology once validation is complete; construction to commence as soon as incremental capital can be raised

The Feed Division is in advanced discussions with a counterparty to deploy a 30-machine FaaS project and will begin further FaaS projects throughout North America

Notes: 1) To be completed through Langley Indoor Produce Ltd.

Summary

CubicFarms' strategic redirection towards monetizing its Feed Division is intended to achieve a rapid transition to profitability on a capital efficient basis

Conclusion

- The CubicFarms board determined that its previous Fresh Division strategy, which focused on containerized machine sales to small-scale farmers, was not viable due to proportionately high SG&A costs and a lack of farmer access to capital
 - The Company took decisive action to address its cash burn, rapidly achieving a significant reduction of its overall expenses (see slide 7)
- The Special Committee concluded that the Company's core technologies remain valuable, with the Feed Division collecting revenue, and the expected near-term validation of the CF440 technology through Langley Indoor Produce to focus on price-competitive lettuce
 - The Feed Division has seen numerous positive developments, including positive results in its carcass study and carbon study
 - Future capital allocation will be towards the Feed Division given its clearer path to profitability, less established competition, and the elimination of the requirement for internal capital to continue the CF 440 project
- The Company has immediately actionable next steps and is currently in advanced negotiations for an at-scale FaaS deployment in the U.S.
 - Other FaaS projects are expected to be initiated by early 2023, with installation to begin in late 2023
 - Phase II of the Fresh Division's FreshHub validation project has been completed; the Company expects Langley Indoor Produce to complete the validation project by June 2023, with construction of FreshHubs to commence shortly thereafter
- Overall, management believes that the measures taken to date and recent positive developments have positioned the Company for future success

CubicFarms' revamped strategy coupled with its unique technologies, streamlined cost structure, and large TAM have positioned the Company for future success

Capital Structure

Issued and Outstanding Common Shares	207,136,774
Warrants ¹	30,597,275
Options ²	18,564,868
Fully Diluted Issued and Outstanding Common Shares	256,298,917

1. Strike prices ranging from \$0.078 - \$0.55
2. Strike prices ranging from \$0.065 - \$1.49

Equity Research Coverage



Bobby Burleson
Analyst



Steve Hansen, CFA, CPA, CMA
Analyst



APPENDIX

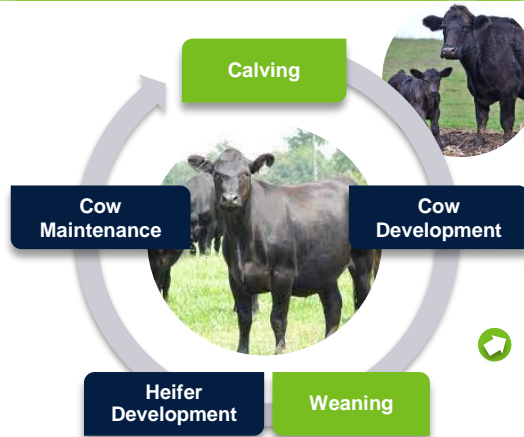
Beef Benefits

HydroGreen provides substantial benefits in the beef animal development cycle through increasing productivity and resource efficiency

Overview

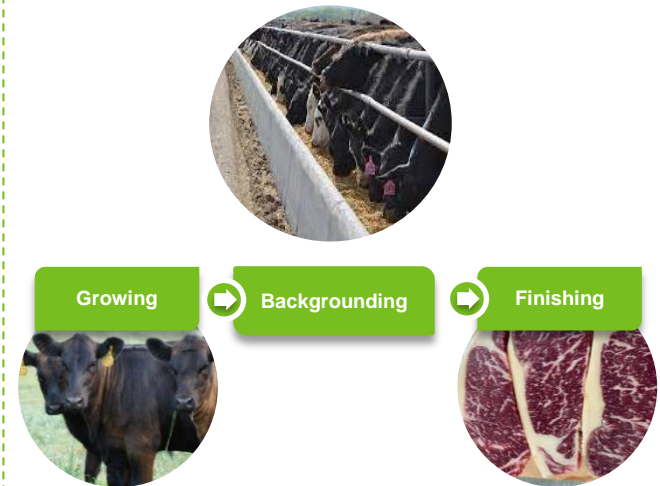
- HydroGreen fresh feed has been proven to provide a host of quantifiable benefits to beef animals in growing, backgrounding, and finishing applications
- In addition to improved average daily weight gains, animals have demonstrated improved feed efficiency and reduced enteric methane emissions – both of which have environmental benefits and are economically realizable

Cow - Calf Operations












■ Indicates HydroGreen Addressable Market

Feedlot Operations



HydroGreen Stage-Specific Benefits

Growing		Backgrounding		Finishing	
	+22% AVERAGE DAILY WEIGHT GAIN		+11% AVERAGE DAILY WEIGHT GAIN		+7% AVERAGE DAILY WEIGHT GAIN
	+21% FEED EFFICIENCY		+6% BLOOD GLUCOSE CONCENTRATION		+5% FEED EFFICIENCY
	(26%) ENTERIC METHANE		+5% FIBRE DIGESTIBILITY		(40%) ENTERIC METHANE

HydroGreen feed provides benefits throughout the beef animal lifecycle, leading to healthier, more efficient and productive animals

Dairy Benefits

HydroGreen provides benefits for specific stages in the dairy cow development cycle and increases feed efficiency, conception rate, and production for lactating dairy cows

Overview

- HydroGreen fresh feed has been proven to provide a host of benefits to dairy animals, including weaned calves, breeding heifers, transition cows, and lactating cows
- In addition to improved output, animals have demonstrated improved feed efficiency, fibre digestibility, and reduced enteric methane emission – all of which are correlated to improved economics and animal welfare

Dairy Cow Indicative Lifecycle



HydroGreen Stage-Specific Benefits

Weaning		Breeding		Transition		Early Lactation	
	(19%) COST OF WEIGHT GAIN		+11% CONCEPTION RATE		+12% RUMINATION TIME		+2.5% MILK PRODUCTION
	+6% DRY MATTER INTAKE		+6% DRY MATTER INTAKE		+12% DRY MATTER INTAKE		+5% FEED EFFICIENCY
	+15% FEED EFFICIENCY		+7% FIBRE DIGESTIBILITY		+5% MILK PRODUCTION		(21%) ENTERIC METHANE

HydroGreen feed provides benefits throughout the dairy cow lifecycle, leading to healthier, more efficient and productive animals

Carbon Credits

Deloitte's preliminary results suggest that the implementation of HydroGreen technology will generate a consistent stream of carbon credits

Overview

- Deloitte has identified three main monetization pathways for carbon credits generated by HydroGreen's methane reduction: offsets, insets, and compliance markets

Opportunity Summary

	Offset Market (Verra)	Inset Markets	Compliance Markets
Counterparty	<ul style="list-style-type: none"> Freely traded in voluntary market 	<ul style="list-style-type: none"> Direct transaction to another company within supply chain 	<ul style="list-style-type: none"> Government-backed price
Quantum ¹	<ul style="list-style-type: none"> Dairy: ~1.12 Mt CO₂e of carbon credits / cow annually through enteric methane reductions Beef: ~1.03 Mt CO₂e of carbon credits / steer annually through enteric methane reductions 	<ul style="list-style-type: none"> Dairy: ~1.77 Mt CO₂e of carbon credits / cow annually through enteric methane reductions Beef: ~1.77 Mt CO₂e of carbon credits / steer annually through enteric methane reductions 	<ul style="list-style-type: none"> Currently uncertain
Timing	<ul style="list-style-type: none"> Estimated generation in 2023 	<ul style="list-style-type: none"> Estimated initial generation by 2023; greater adoption later 	<ul style="list-style-type: none"> Dependent on future government policy
Price	<ul style="list-style-type: none"> ~USD15 / Mt CO₂e² 	<ul style="list-style-type: none"> ~USD15 - USD40 / Mt CO₂e³ 	<ul style="list-style-type: none"> ~USD100 / Mt CO₂e⁴
Measurement Requirement	<ul style="list-style-type: none"> High quality avoidance credits under VM0041 methodology in largest Verra market 	<ul style="list-style-type: none"> Negotiated with buyer of carbon credits 	<ul style="list-style-type: none"> Determined by future government policy
Other Considerations	<ul style="list-style-type: none"> ✓ HydroGreen feed's enteric methane reduction allows it to be classified as high quality avoidance credits 	<ul style="list-style-type: none"> ✓ Less stringent rules ✓ SEC likely to require companies to disclose supply chain emissions ✓ Few inset opportunities in meat and dairy markets 	<ul style="list-style-type: none"> ✗ HydroGreen currently does not fit into this category ✓ Scale of emissions in agriculture likely to increase regulation for HydroGreen to qualify

HydroGreen's carbon credit generation creates a unique market opportunity that are economically realizable through three potential pathways

Sources: 1) Quantum based on Deloitte LCA analysis; 2) Indicative pricing for Verra high-quality avoidance credits; 3) Indicative pricing from company discussions; 4) Indicative pricing for various government programs