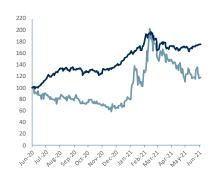


INSIGHT NOTE

Value Range

CAD 0.52 - 0.55



NDVA (lighter line) TSXV market vs price relative

Wednesday, 09 June 2021

Intrinsic Price (CAD)	0.55
Value Range Low	0.52
Value Range High	0.57
Implied MCAP (m)	C\$73.41
Implied EV (m)	C\$79.04
OTC QB	NDVA
Financial YE	31-Dec
Currency	CAD

Business Activity

Vertically Integrated

Cannabis

Key Metrics

,	
Close Price (CAD)	0.40
MCAP (m)	C\$53.0
Net Debt (Cash) (m)	C\$5.6
EV (m)	C\$58.7
52 Wk Hi	0.74
52 Wk Lo	0.19
Key Ratios	
(Net Cash) / Shareholder	-13.39%
Equity %	

0.75

Cannabis Sector Research CVE Market Index

Analyst Team

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FX Rate USD/CAD

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Indiva Indicative Valuation

ACF Indicative Valuations are w/out a full model

Indiva Ltd. (NDVA: TSXV, NDVAF: OTC) is a Canadian producer and distributor of cannabis products. The Company's current product categories include capsules, gummies, chocolates, pre-rolls, and dried flower. Its main products include the award winning Wana Sour Gummies and Bhang Chocolate. It is #1 in the edibles category in Canada with ~45% market share. Indiva's primary consumer market is recreational cannabis and as of 4Q20A it has also entered into the medical market. The company has a supply agreement in place in 9 provinces and 2 territories in Canada.

- Net Revenue C\$14.6m YE20A vs. C\$0.9m YE19A;
- Net loss C\$(8.7)m 2Q20A vs. C\$(10.4)m YE19A;
- Cash & cash equivalents at C\$~314k YE20A;
- Focused on manufacturing and distributing cannabis products;
- Medical cannabis market recently entered.

CAD	MCAP	EV	RoA %	RoE %	NCO	Levered FCF
2021	53.04	58.67	-12.93%	-84.18%	-8.9	-7.0
Multiples	EV/ Revs	P/S	Trail PE	BV/ Share	P/ B	Current
2021	3.11x	2.81x	N/A	0.15	2.58x	1.46x



	No. of	
	Shares	Fully
Share Price History	in issue	diluted
NoSh (m)	135	135
Implied Intrinsic Price	0.55	0.55
Value Range Low	0.52	0.52
Value Range High	0.57	0.57
CVE	NDVA	
Financial YE	31-Dec	
Reporting Currency	CAD	
NoSh (m)		135
NoSh (m) expected		135
dilution (Exp D)		
NoSh (m) full dilution (FD)		135
Key Metrics	C\$	adj.
MCAP (m)	53.0	53.0
Net Debt (Cash) (m)	5.63	5.63
EV (m)	58.7	58.7
52 Wk Hi	0.74	0.74
52 Wk Lo	0.19	0.19
 =-	0.13	0.13

We exclude the potential of the medical cannabis market in our NDVA indicative valuation.

Investment Case

Market leader in edibles: Indiva is the #1 brand in the cannabis edibles sector with increasing market share. Data from Hifyre for March 2021 shows strong sell-through of Indiva edible products. NDVA's market share increased to 46% in March 2021 from 45% Feb 2021. Since the beginning of 2021, NDVA has introduced new Wana gummie products, including three Wana Quick flavours. This brings its gummie Stock Keeping Unit (SKU) count (number of unique products), to 10 unique SKUs in total. NDVA plans to introduce more new products in 2021, which should support growth in market share.

Expanding distribution to support growth: Indiva expanded its distribution in Canada to 9 provinces and 2 territories, adding a supply agreement with the province of Newfoundland in 1Q21A and a distribution platform in the North Western Territories. Indiva also entered into an agreement in 4Q20A to supply AbbaMedix (cannabis product producer and distributor of products from other Canadian cannabis LP's) with Indiva cannabis products through the Medical Cannabis by Shoppers™ platform.

Improving store penetration: Indiva states that there are ~1,500 stores in Canada selling cannabis products. Indiva's products are present in >80% of those stores. With more stores licensed each week, the company has plenty of room for further growth. For example, Ontario is opening 30 stores per week with a target of 1,000 stores expected by the summer of 2021. Indiva is expected to benefit from the trend in store expansion.

Capital infusion: Indiva closed a \$22m strategic investment by Sundial Growers Inc. in 1Q21A. This cash influx significantly strengthens Indiva's balance sheet and provides the capital required to scale output and support sales momentum.

Accelerating growth and improving margins: Revenue growth is accelerating (net revenue up ~1,500% y/y in YE20A), driven by: 1) new SKUs, 2) new provincial and medical agreements, 3) improved store penetration, and 4) new product introductions. Gross margins are set to expand driven by lower input costs.

Catalysts

New product category launches; medical cannabis revenue growth; New province agreements.



Operational Strategy

Indiva's operational strategy focuses on the following key areas: new products and markets and expanded distribution.

Indiva is a consumer-focused cannabis company. NDVA's vertically integrated strategy revolves around producing, marketing, and distributing its products. Its current focus is on launching new SKUs, expanding distribution with new provincial supply agreements and greater store presence.

New product launches: This is key to sustaining its sales momentum. Indiva introduced three additional gummie SKUs nationally under the Wana Quick brand in March 2021. We expect two new Bhang chocolate flavours nationally during 2Q21E, including Bhang Cookies & Cream and Bhang Mocha Caramel. In 2H21E, NDVA plans to launch new, innovative edible products, including Ruby Jewel chewable tablets, as well as Ruby Sugar.

New Market - Medical cannabis. As of 4Q20A Indiva's products also became available for purchase in the medical cannabis category via the Shoppers™ platform through NDVA's supply agreement with AbbaMedix.

Distribution - Expansion of partnerships: The Company is searching for opportunities to expand its product distribution channels by targeting new provinces and territories. So far, NDVA has established agreements to supply in 9 provinces and 2 territories.

Distribution - Higher store penetration: Indiva seeks to expand its store presence nationally. It is currently present in >80% of all licensed cannabis stores in Canada. There is room to increase penetration in the market and management is focused on achieving that goal.



Management Team

CEO, Niel Marotta.



Niel Marotta is the CEO and co-founder of Indiva Ltd. Prior to NDVA, he was a fund manager at US firm Fidelity Investments where he managed a portfolio of over \$1bn across several industries. Neil also served as Vice President for TSX listed Orezone Gold (ORE: TSXV). Over the course of his career, he has been involved in financing and M&A transactions exceeding \$1bn.

> CFO, Jennifer Welsh.

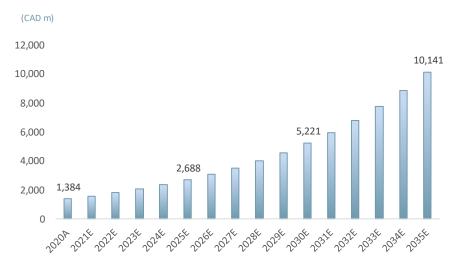


Jennifer Welsh is the CFO of Indiva. She is a Chartered Professional Accountant (CPA) and previously worked as a Corporate Controller of TSX listed Orezone Gold (ORE: TSXV) for eight years. She also has experience in providing accounting and finance services to publicly traded Licensed Producers.



Market Assumptions

Exhibit 1: Global cannabis market revenue 2020E-2035E



Source: ACF Equity Research Estimates.

In exhibit 1 above, we have assumed that the global cannabis market will achieve a 15 yr CAGR of 14.2%, based on ACF's high range of market consensus growth rates.

(CAD m) ■ United States ■ Canada ■ Europe ■ Latin America 12,000 10,000 8.000 6,000 4 000 2,000 ORTH WE WILL WAS DONE WAS WAS WAS WAS WAS WAS

Exhibit 2: Global cannabis market by region 2020E-2035E

Source: ACF Equity Research Estimates.

We exclude the potential of the medical cannabis market from our indicative valuation

In exhibit 2 the North America accounts for the highest share of the global cannabis market. The regional breakdown is based on the legal cannabis spend worldwide for 2020E - US 78%, Canada 14%, Europe 4%, Latin America 1%, and RoW 3%. (BDS Analytics, 2019). We have assumed NDVA will achieve 55% market in Canada. NDVA reporting data states current Canada market share is ~47%. In our view, NDVA's new distribution and product initiatives in edibles can comfortably expand NDVA's market share of edibles to 55% up from 47% now. We exclude medical from our forecasts.



Our ACF indicative valuations do not include building a full company specific model and do not analyse or model in detail all the significant valuation risks that

In an ACF indicative valuation we try to capture all risk via the WACC, the higher the WACC the greater the risk and the lower the valuation, ceteris paribus.

a specific company faces.

We exclude the potential of the medical cannabis market from our indicative valuation.

upside from the recent close price of 31-45%.

Indicative Valuation Case

To achieve our ACF indicative valuation below we outline the minimum that NDVA must achieve. We indicate how we arrive at our assumptions and apply an average-margins-over-time approach to determine an indicative or scratch valuation for NDVA.

ACF's, indicative only, fair value for Indiva is achieved using a 14.31% WACC with a 10yr DCF and FCF Terminal Value (TV) multiple of 20x. We have assumed a long-run FCF margin of 17%. We exclude the medical cannabis market opportunity.

NDVA is revenue generating, has gross debt of C\$12.73m and cash of C\$7.1m.

We believe our WACC calculation is to the high side given the potential for growth of the cannabis market, the room for game changing regulation in the US and UK/Europe. NDVA already holds a substantial market share in Canada and has cash resources on the balance sheet.

We have used our ACF global cannabis growth market forecasts and have assumed that NDVA will achieve an approximate 55% Canadian market share up from 47%, based upon recent NDVA announcements and initiatives.

In our 10-year revenue forecasts we have assumed that NDVA will sell some product, inevitably, into the global market – so that NDVA will take a 0.05% market share in the US and 0.1% market share RoW. We make these assumptions based upon underlying digital distribution possibilities and third-party resellers.

The FCF margin assumption of 17% is informed by peer analysis and multiples. This approach provides an indicative long run FCF margin. that may (or may not) be achievable by NDVA. We acknowledge the competitive downward price pressures in respect of flour production, which is positive for an integrated model such as NDVA's.

We have assumed a growth stock FCF TV multiple of 20x - growth companies can often have valuations equating to FCF TV multiples of much greater than 20x and our peer group trades between 30x and 40x EV/FCF.

In addition, we have also factored in an ERP of 5.2% based on Stern School data from mid-2020. It is likely that the ERP, is lower. Our own sense is that the ERP is somewhere between 4.7% and 4%.

In exhibits 5, 6 and 7 below we have highlighted the sensitivity of NDVA's valuation to changing WACC, Market Share (%), FCF M% and FCF TV Multiple 10 yr. The model is more sensitive to FCF M% and FCF TV Multiple 10 yr.

Using these approaches, we reached an indicative valuation of CAD 0.52 - 0.57 p/s using a 5% standard deviation. Our NDVA implied equity value is MCAP CAD 73m, with an upside from the recent close price of 31-45%.



Valuation - DCF

Exhibit 3: WACC

Note: We assume the conservative Debt / Equity target mix 25%. However, in the current interest rate environment 50-60% is more likely.

NDVA - WACC Calc	
Pre-tax cost of debt	9.0%
ETR	26.5%
After-tax cost of debt	6.6%
Current Leverage	24.0%
Debt/(Cash)	12.7
Equity	52.0
Target Leverage	25.0%
D / (D+E)	20.0%
ACF β adj levered	3.00
rf	0.54%
ERP	5.2%
Cost of equity	16.2%
Risk adj.	0.0%
WACC	14%

Exhibit 4: Implied return

Note: Close price on front page of this ACF research note is based on shares in issue (NoSh) on 26/05/2021 of 134,560,000.

We exclude the medical cannabis market opportunity for our NDVA valuation.

Implied VR Return 31-45%

Valuation Range		
NDVA	79.0	
NPV FCF (\$m)	79.0	
Net Debt/(Cash)	5.6	
Fair Value (\$m)	73.4	
NoSh (m)	135	
NoSh (diluted) (m)	135	
Intrinsic Value Per Share USD	0.55	
Close Price USD	0.40	
VR (low - high)	0.52	0.57
VR Spread	5.00%	
Implied VR Return (low - high)	31%	45%

12%

99.23

96.73

94.29

91.91

89.58

87.32

85.10

10%

116.04

113.09

110.22

107.41

104.67

102.00

99.40



Sensitivity Analysis

*LT = Long Term

Exhibit 5: WACC/Market Share % shows LT value potential

NDVA Fair Value 10 Yr DCF CAD (m)

16%

73.62

71.80

70.02

68.28

66.58

64.92

63.31

14%

85.27

83.14

81.06

79.02

77.04

75.11

73.22

		18%	
S	14.8%	63.87	
rate (%)	14.6%	62.30	
rat	14.4%	60.77	
ŧ	14.2%	59.27	
Growth	14.0%	57.82	
ō	13.8%	56.39	
	13.6%	55.00	

Sources: ACF Research Estimates; Companies reports; Factset.

*LT = Long Term

Exhibit 6: WACC/FCF Margin % shows LT value potential

NDVA Fair Value 10 Yr DCF CAD (m)

FCF M %	
Ä	٦

	18%	16%	14%	12%	10%
20%	69.73	80.33	92.97	108.13	126.37
19%	66.25	76.31	88.32	102.72	120.05
18%	62.76	72.29	83.67	97.31	113.73
17%	59.27	68.28	79.02	91.91	107.41
16%	55.79	64.26	74.38	86.50	101.09
15%	52.30	60.24	69.73	81.09	94.77
14%	48.81	56.23	65.08	75.69	88.46

Sources: ACF Research Estimates; Companies reports; Factset.

*LT = Long Term

Exhibit 7: WACC/FCF TV Multiple 10yr shows LT value potential

NDVA Fair Value 10 Yr DCF CAD (m)

Multiple 10yr	23.00 22.00 21.00 20.00	18% 64.87 63.00 61.14 59.27	16% 74.91 72.70 70.49 68.28	14% 86.92 84.29 81.65 79.02	12% 101.32 98.18 95.04 91.91	10% 118.68 114.92 111.17 107.41
Σ	19.00	57.41	66.07	79.02 76.39	88.77	107.41
}	18.00 17.00	55.54 53.68	63.85 61.64	73.76 71.13	85.63 82.49	99.90 96.14

Sources: ACF Research Estimates; Companies reports; Factset.



Valuation – Trading Multiples

Exhibit 8: Trailing peer group metrics – income statement

TTM Metrics / Company Name	Market	EV C\$(m)	Div %	EBITDA/ M%	EV/ REVS	EV/ EBITDA	EV/ NI
Indiva	TSX	59	N/A	N/M	3.11x	N/M	N/M
Green Thumb Industries	отсах	7,989	N/A	0.32	10.19x	32.26x	223.54x
Trulieve Cannabis	OTCQX	5,947	N/A	0.46	7.94x	17.34x	70.82x
Anpario	LSE	315	0.23%	0.04	0.46x	11.46x	21.60x
Carr's Group	LSE	215	1.56%	0.20	4.11x	20.08x	29.81x
Average			0.90%	25.49%	5.68x	20.28x	86.44x
Median			0.90%	26.04%	6.03x	18.71x	50.31x

Exhibit 9: Trailing peer group metrics – balance sheet

TTM Metrics / Company Name	Market	MCAP C\$(m)	Gross Debt/ Assets	Gross Debt/ Equity	RoA %	RoE %	Rol %
Indiva	TSX	53	0.08	62.17	-0.13	-0.84	N/A
Green Thumb Industries	OTCQX	7,893	0.17	23.2	0.07	0.04	N/A
Trulieve Cannabis	OTCQX	8,328	0.24	60.68	0.21	0.18	N/A
Anpario	LSE	245	N/A	36.99	0.02	0.08	0.11
Carr's Group	LSE	254	N/A	0.24	0.08	0.12	0.06
Average			0.20%	30.28%	0.09%	0.10%	0.09%
Median			0.20%	30.10%	0.07%	0.10%	0.09%

Our peer group is made up of North American (US & Canada) cannabis companies operating in the nutraceutical (wellbeing), recreational and medical markets and UK companies that operate in the natural feed additives and agri food markets, which may seem an unusual choice of peers. However, we selected natural feed and agri food peers in line with market consensus that cannabis production is a commodity market with similar production process and challenges to agri. Over time therefore, agri businesses are useful indicators of potential longer-term margins. Our NDVA peers range from small to mid-cap.

NDVA does not make up a constituent of our average or median values in the peer group metrics at the bottom of Exhibits 8 and 9 We have excluded NDVA from these values to make the comparison with the rest of the peer group as clean and undistorted as possible.



Peer Group Selection

Green Thumb Industries Inc. (OTCQX: GTBIF) is a US based company that manufactures and sells cannabis products for medical and adult-use. Products include concentrates, edibles, topical and other cannabis products. GTBIF's brand portfolio includes: Rythm, Dogwalkers, The Feel Collection, Incredibles, Dr. Solomon's, Beboe, and other brands. The Company distributes its products through its Rise retail stores and through third-party retail stores. As of 21 Oct 2020, GTBIF owns and operates 49 retail stores.

Trulieve Cannabis Corp.'s (**OTCQX: TCNNF**) is a US medical cannabis company. The company cultivates and produces products and distributes them through their Trulieve branded stores in Florida, California, Massachusetts, and Connecticut, as well as directly to patients via home delivery. Trulieve produces ~155 SKUs - smokable flower, flower pods for vaporizing, concentrates, topicals, capsules, tinctures, and vape cartridges. As of Nov 2020, TCNNF had 72 bricks and mortar retail stores.

Anpario Plc (ANP.L) produces and distributes high-performance natural feed additives and is based in the UK. Its technologies are sold in 80+ countries. ANP's products are used for animal health, hygiene and nutrition – focus on intestinal health. Its products are split into four categories – health and performance, feed quality, hygiene and insect control. Anpario's products include Orego-Stim (phytogenic eubiotic) and Salkil (acid-based eubiotic).

Carr's Group Plc (**CARR.L**) is an agriculture and engineering company based in the UK with a customer based in 50+ countries. Its agricultural operations involve the manufacturing and distribution of livestock supplements and feeds. CARR offers feed products under the Crystalyx, Horslyx, SmartLic and Megastart brands; boluses under Tracesure and Allsure brands.



Glossary

•

DCF Discounted Cash Flow – a valuation method that estimates the

value of an investment or a company based on its expected

future cash flows.

EBITDA Earnings before interest, depreciation and amortisation – the

presentation of EBITDA by companies is not a requirement of UK GAAP or IFRS accounting standards. However, in certain

cases it can act as a close proxy to free cash flow.

ERP Equity Risk Premium – the excess returns an investor earns from

an investment.

ETR Effective Tax rate – the amount of tax paid on income, as a

percent.

EV Enterprise Value – the total value of a company, including debt

held.

FCF Free Cash Flow generated in ACF's models after all obligatory

cash costs have been satisfied such as Interest payable (Ip), cash taxes and maintenance capex (as opposed to investment capex). FCF, in general, represents the cash remaining for theoretical distribution or investment after all obligatory cash-based costs including net interest payable have been deducted.

FCF M% Free Cash Flow Margin – calculated by dividing FCF/Revenues

and represents a profitability indicator of a company.

FDA Food and Drug Administration - is a US regulatory authority

MCAP Market Capitalization – total dollar value of a company's

outstanding shares of stock.

NI Net Income — a company's income minus cost of goods sold,

expense, depreciation and amortisation.

NoSH Number of Shares in issue (NoSh).

SKU Stock Keeping Unit – is used to track inventory via a scannable

barcode.



Notes [Intentionally Blank]



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