



Columbia Care Announces Closing of US\$185 Million Private Placement of 9.50% Senior-Secured First-Lien Notes

February 3, 2022

NEW YORK--(BUSINESS WIRE)-- Columbia Care Inc. (NEO: CCHW) (CSE: CCHW) (OTCQX: CCHWF) (FSE: 3LP) ("Columbia Care" or the "Company"), one of the largest and most experienced cultivators, manufacturers and providers of cannabis products in the U.S., is pleased to announce it has completed a private placement (the "Offering") of US\$185,000,000 aggregate principal amount of 9.50% senior-secured first-lien notes due 2026 (the "2026 Notes").

The Offering was conducted on a "best-efforts" basis pursuant to an agency agreement entered into on February 2, 2022 between the Company and a syndicate of agents. Canaccord Genuity Corp. acted as the sole lead agent and lead bookrunner, and ATB Capital Markets Inc. acted as co-bookrunner in connection with the Offering.

The 2026 Notes are senior secured obligations of the Company and were issued at 100% of face value. The 2026 Notes accrue interest payable semi-annually in arrears and mature on February 3, 2026, unless earlier redeemed or repurchased. The Company may redeem the 2026 Notes at par, in whole or in part, on or after February 3, 2024, as more particularly described in the fourth supplemental trust indenture governing the 2026 Notes.

"This non-dilutive financing provides Columbia Care with additional flexibility to continue executing on our strategic growth initiatives, especially in markets like New Jersey, New York and Virginia, where we are serving a growing number of medical patients and preparing for adult use on the horizon. We have reduced our overall cost of capital and are grateful to our investors who recognize our improved credit profile and understand the catalysts ahead," said Nicholas Vita, CEO of Columbia Care.

The net proceeds from the Offering are intended to be used to fund capital expenditures, strategic acquisitions and for general corporate purposes. In connection with the Offering, the Company has received binding commitments to exchange approximately US\$31.75 million of the Company's existing 13% senior secured notes due 2023, pursuant to private agreements in accordance with the trust indenture, for an equivalent amount of 2026 Notes plus accrued but unpaid interest and any negotiated premium thereon. As a result of the note exchanges, the Company received aggregate gross proceeds of US\$153,250,000 million in cash pursuant to the Offering.

The 2026 Notes issued are subject to a customary four-month hold period under Canadian securities laws and customary United States securities laws resale restrictions. The 2026 Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the U.S. Securities Act) unless the 2026 Notes are registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration requirements is available. This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Columbia Care

Columbia Care is one of the largest and most experienced cultivators, manufacturers and providers of cannabis products and related services, with licenses in 18 U.S. jurisdictions and the EU. Columbia Care operates 131 facilities including 99 dispensaries and 32 cultivation and manufacturing facilities, including those under development. Columbia Care is one of the original multi-state providers of medical cannabis in the U.S. and now delivers industry-leading products and services to both the medical and adult-use markets. In 2021, the company launched Cannabist, its new retail brand, creating a national dispensary network that leverages proprietary technology platforms. The company offers products spanning flower, edibles, oils and tablets, and manufactures popular brands including Seed & Strain, Triple Seven, gLeaf, Classix, Press, Amber and Platinum Label CBD. For more information on Columbia Care, please visit www.col-care.com.

Caution Concerning Forward-Looking Statements

This press release contains certain statements that constitute forward-looking information within the meaning of applicable securities laws ("forward-looking statements"). Statements concerning Columbia Care's objectives, goals, strategies, priorities, intentions, plans, beliefs, expectations and estimates, and the business, operations, financial performance and condition of Columbia Care as well as statements relating to the closing of the Offering, the exchange of existing 13% senior secured notes for 2026 Notes and the use of proceeds thereof. The words "believe", "expect", "anticipate", "estimate", "intend", "may", "will", "would", "could", "should", "continue", "plan", "goal", "objective", and similar expressions and the negative of such expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

The purpose of forward-looking statements is to provide the reader with a description of management's expectations, and such forward-looking statements may not be appropriate for any other purpose. In particular, but without limiting the foregoing, disclosure in this press release as well as statements regarding the Company's objectives, use of proceeds, plans and goals, including future operating results and economic performance may make reference to or involve forward-looking statements. Although the Company believes that the expectations reflected in such forward looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. A number of factors could cause actual events, performance or results to differ materially from what is projected in the forward-looking statements. No undue reliance should be placed on forward-looking statements contained in this press release. Such forward looking statements are made as of the date of this press release. Columbia Care undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement.

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