



Columbia Care Announces US\$74.5 Million Private Placement Offering of 6.00% Secured Convertible Notes Due 2025

June 17, 2021

NEW YORK, June 17, 2021 /CNW/ - Columbia Care Inc. (NEO: CCHW) (CSE: CCHW) (OTCQX: CCHWF) (FSE: 3LP) ("Columbia Care" or the "Company") today announced that it has received commitments to complete a private placement of up to US\$74,500,000 (the "Offering") aggregate principal amount of 6.00% secured convertible notes due 2025 (the "Notes").

The Offering is being conducted on a "best-efforts" basis pursuant to an agency agreement entered into on June 17, 2021 between the Company and a syndicate of agents. Canaccord Genuity is acting as sole bookrunner and co-lead agent for the Offering, and ATB Capital Markets is acting as co-lead agent for the offering. A.G.P./Alliance Global Partners is acting as financial advisor.

The Notes will be senior secured obligations of the Company and will accrue interest payable semi-annually in arrears and mature on June 29, 2025, unless earlier converted, redeemed or repurchased. The conversion rate will be 154 common shares of the Company ("Common Shares") per \$1,000 principal amount of Notes (equivalent to a price of approximately US\$6.49 per Common Share), subject to customary adjustments. The conversion price of the Notes represents a premium of approximately 25% over the closing price of the Common Shares on the NEO Exchange on June 17, 2021.

The Company may redeem the Notes, in whole or in part, on or after June 29, 2023, if the volume weighted average price of the Common Shares trading on the Canadian Stock Exchange or the NEO Exchange for 15 of the 30 trading days immediately preceding the day on which the Company exercises its redemption right, exceeds 120% of the conversion price of the Notes.

The closing of the Offering is expected to occur on or about June 29, 2021 (the "Closing Date") and is subject to the completion of formal documentation and receipt of all regulatory approvals, including the approval of the NEO Exchange and the Canadian Securities Exchange. The Notes will be offered for sale on a private placement basis in certain provinces of Canada pursuant to applicable exemptions from the prospectus requirements of Canadian securities laws. The Notes may also be sold in the United States to or for the account or benefit of "U.S. persons" (as defined in the United States Securities Act of 1933, as amended) (the "U.S. Securities Act"), on a private placement basis to "qualified institutional buyers" pursuant to an exemption from the registration requirements of the U.S. Securities Act, and in such jurisdictions outside of Canada and the United States as may be agreed upon by Canaccord and the Company, in each case in accordance with applicable laws. The Notes issued will be subject to a customary four-month hold period under Canadian securities laws.

The net proceeds from the Offering will be used for working capital and general corporate purposes.

No securities regulatory authority has either approved or disapproved of the contents of this news release. The Notes have not been and will not be registered under the U.S. Securities Act or any state securities laws. Accordingly, the Notes may not be offered or sold within the United States or to or for the account or benefit of "U.S. persons" unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws. 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 medical and adult use cannabis products and related services with licenses in 18 US jurisdictions and the EU. Columbia Care currently operates 122 facilities¹ including 92 dispensaries and 30 cultivation and manufacturing facilities. Columbia Care is one of the original providers of medical cannabis in the United States, and continues to deliver industry-leading products and services. The company launched Cannabist, its new retail brand, creating a national dispensary network that leverages proprietary technology platforms. Through its dispensary network, the company offers products spanning flower, edibles, oils, and tablets, and manufactures popular brands including Seed & Strain, Triple Seven, Classix, Plant Sugar, Press, Amber and Platinum Label CBD. Columbia Care is known for setting the standard for compassion, professionalism, quality, care, and innovation in the rapidly expanding cannabis industry. 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 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, 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.

¹ Pro forma facilities either open or under development; includes facilities where Columbia Care provides consultative services pursuant to the terms of a management service agreement

SOURCE Columbia Care Inc.

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