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): May 15, 2023

COLUMBIA CARE INC.

(Exact Name of Registrant as specified in its charter)

British Columbia (State or Other Jurisdiction of Incorporation) 000-56294 (Commission File Number) 98-1488978 (IRS Employer Identification No.)

680 Fifth Ave., 24th Floor New York, New York (Address of principal executive offices)

10019 (Zip Code)

(212) 634-7100 nt's telephone number, including area code)

(Registrant's telephone number, including area co

Not Applicable (Registrant's name or former address, if change since last report)

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:

□ 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)

Dere-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Dere-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: None.

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

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 pursuant to Section 13(a) of the Exchange Act. \Box

Item 2.02. Results of Operations and Financial Condition.

On May 15, 2023, Columbia Care Inc., a British Columbia corporation ("Columbia Care"), issued a press release announcing financial results for the quarter ended March 31, 2023 and provided an investor presentation to accompany the press release. Copies of the press release and investor presentation are being furnished as Exhibits 99.1 and 99.2, respectively, to this Form 8-K, which are incorporated into this item by reference.

The information furnished under this Item 2.02 and in the accompanying Exhibits 99.1 and 99.2 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- Exhibit No. Description
- 99.1 Press Release, dated May 15, 2023
- 99.2 Investor Presentation, dated May 15, 2023
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COLUMBIA CARE INC.

By: /s/ Nicholas Vita Name: Nicholas Vita Title: Chief Executive Officer

Date: May 15, 2023





Columbia Care Reports First Quarter 2023 Results

Quarterly Revenue of \$125 Million, an Increase of 1% YoY

Quarterly Gross Profit of Over \$47 Million, an Increase of 13% QoQ

Quarterly Adjusted EBITDA1 of Over \$16 Million and Adjusted EBITDA Margin1 of Over 13%

NEW YORK, N.Y., May 15, 2023 – 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 retailers of cannabis products in the U.S., today reported its financial and operating results for the first quarter ended March 31, 2023. All financial information presented in this release is in U.S. GAAP and in thousands of U.S. dollars, unless otherwise noted.

"As we continue our efforts to move the Cresco Labs transaction forward, we were pleased with the operational progress we made during the first quarter of 2023. Columbia Care continued to optimize our portfolio of assets and reduce costs to improve profitability as we move towards free cash flow generation later this year. We took steps to proactively manage our capital structure to meet our upcoming maturities and allow for flexibility to reduce leverage going forward. As we've seen in recent quarters, the drivers of growth for the Company continue to be east coast markets, especially New Jersey, Virginia and West Virginia, helping us grow our topline revenue 1% over Q1 2022 in spite of economic headwinds. The sequential topline trend reflected the impact of a reduction in the total number of retail locations early in the quarter, the accounting impact from the successful launch of our Stash Cash loyalty program, and expected seasonality, demonstrating the strength of the remaining portfolio," said Nicholas Vita, CEO of Columbia Care.

Vita continued, "Our decision to prioritize markets that are driving profitability and growth was reflected by two store openings in Virginia and one in West Virginia towards the end of the quarter. Our decision to reduce exposure to unprofitable markets and assets accelerated in the first quarter, with the sale of our Missouri operations and the closure of unprofitable retail locations in Colorado. Investors should expect to see the effects of our operational and financial reprioritization, including targeted cost-reduction measures, non-core asset divestitures, improvements in cultivation and manufacturing utilization rates, and related efforts to improve leverage ratios while we reduce our cost of capital. Although the restructuring initiatives that have been implemented did not have a material impact on the first quarter, they will have an impact on the business and our profitability going forward. The final phase of the rollout of our improved organizational and operational structure is expected to take effect in the coming months, which will also culminate with several other internally facing efficiency initiatives. We look forward to continued growth in our strategic portfolio, including the transitions to adult use in Maryland and Delaware later this year."

First Quarter 2023 U.S. GAAP Financial Highlights (in \$ thousands, excl. margin items):

	Q1 2023	Q4 2022	Q1 2022	% QoQ	% YoY
Revenue	\$124,535	\$126,187	\$123,087	-1.3%	1.2%
Gross Profit	\$ 47,081	\$ 41,601	\$ 56,627	13.2%	-16.9%



Adj. Gross Profit ^[1,2]	\$47,696	\$47,182	\$56,627	1.1%	-15.8%
Adj. Gross Margin ^[1,2]	38.3%	37.4%	46.0%	91 bps	-771 bps
Adj. EBITDA ^[1,2]	\$16,364	\$17,405	\$16,832	-6.0%	-2.8%

- [1] Denotes a Non-GAAP measure. See "Non-GAAP Financial Measures" in this press release for more information regarding the Company's use of non-GAAP financial measures, as well as Table 4 for reconciliation, where applicable. Excludes \$0.6 million in Q1 2023 and \$5.6 million in Q4 2022; see the Company's Quarterly Report on Form 10-Q for the period ended
- [2] March 31, 2023 for additional disclosure.

Top 5 Markets by Revenue in Q1^[3]: Colorado, New Jersey, Ohio, Pennsylvania, Virginia

Top 5 Markets by Adjusted EBITDA in Q1^[3]: Maryland, New Jersey, Ohio, Pennsylvania, Virginia

[3] Markets are listed alphabetically

Operational Highlights

Enhancing scale and optimizing strategic retail network:

- In Q1 2023, the Company opened two locations in Virginia (Hampton & Colonial Heights) and one in West Virginia; Virginia remains a top market by revenue and Adjusted EBITDA
- Around the beginning of Q1 2023, as part of the ongoing efficiency initiatives to enhance profitability that were announced in January, the Company closed two unprofitable locations in Colorado and subsequently signed a definitive agreement to divest unprofitable assets (dispensary and manufacturing) in Missouri
- Subsequent to quarter-end, the Company opened one additional location in Norfolk, Virginia, bringing total active store count to 85
- Wholesale revenue held constant at \$15.2 million in Q1 2023 compared to Q4 2022, driven by price stability and increasing volume
- . Retail revenue declined 1.5% sequentially, primarily due to anticipated seasonality and the closure of three retail locations at the beginning of the quarter, in addition to the accounting impact of Stash Cash rewards program
- New Jersey revenue increased more than 7% sequentially, and the two active retail locations in the state remain among the top dispensaries . in the Company's portfolio; the third New Jersey retail location is in development
- Virginia market revenue grew more than 9% sequentially, with two new retail locations added and continued growth of the patient . population
- The Company saw sequential revenue growth of approximately 7% in both Ohio and Pennsylvania .
- Five additional dispensaries in development during 2023 include three in Virginia, one in New Jersey, and one in Maryland

Proven cultivation expertise and continued improvements:

- In Q1 2023, overall cultivated cost per gram was down more than 11% YoY due to continued gains in operational efficiency and productivity; multiple markets saw improved potency through strict adherence to standard operating procedures
- The Company now counts more than 70 high potency strains (25% THC or higher) throughout the portfolio, which is accretive to gross . margin as we continue to see a higher percentage of the portfolio in the high potency category that commands premium pricing



- Enhanced production capabilities and prioritization of concentrates and edibles in the wholesale market contributed to a 4-percentage point
 increase in share of concentrates within wholesale revenue product mix
- Cultivation improvements and standardization represent significant opportunity to improve gross margin further; the Company continues
 to optimize production planning, genetics selection, environmental controls and plant management across the cultivation portfolio to
 support market demand

Improvement in cultivation efficiency and standardization supports introduction of upgraded brands, such as Triple 7 and Seed & Strain, to drive future pricing improvements and wholesale demand

Sustained momentum on branding initiatives at retail and product levels:

- In Q1 2023, launched new line of formulated cannabis tablets, Press 2.0, in Delaware, Massachusetts, New Jersey, Virginia and West Virginia
- Retail share of internal brand sales increased to 46% in Q1 2023 compared to 45% in Q4 2022
- In-house brands accounted for 60% of all flower sold at Columbia Care dispensaries in Q1 2023
- There are now 35 Cannabist locations in the U.S. with additional openings planned in 2023

Capital Markets & Liquidity Highlights

- The Company ended the quarter with \$40.2 million in cash
- Capital expenditures in Q1 were approximately \$5.7 million, primarily for new store openings; Q1 is expected to be the highest quarterly capital expenditure for 2023
- On March 13, 2023, the Company signed definitive agreements to divest interests in the Missouri market for approximately \$7 million (50% cash due at signing and 50% at close); Missouri market generated \$1 million in EBITDA loss in 2022
- On March 28, 2023, the Company exercised its unilateral right to extend the maturity date of its 13% senior secured notes in the amount of \$38.2 million, originally due May 14, 2023, to May 14, 2024; the Company has no debt maturities prior to that date other than a \$5.6 million convertible note in December 2023
- The corporate restructuring initiatives announced in January 2023, which reduced or exited cultivation operations in six markets, closed four unprofitable retail stores in Colorado and Missouri (Q1 2023) and California (Q4 2022), and eliminated approximately 25% of corporate positions, are expected to generate a net \$35 million in annualized savings
- The Company has exited several markets and assets that were not accretive to cash flow, including closing its CBD and European businesses and selling its assets in Puerto Rico, which, when combined with the recent exit of Missouri, will generate an incremental savings of approximately \$3 million annually going forward

Status of Pending Cresco Labs Transaction

As previously disclosed, in March 2022, Columbia Care entered into an arrangement agreement (as amended, the "Arrangement Agreement,") with Cresco Labs Inc. ("Cresco Labs"), pursuant to which, Cresco Labs agreed, subject to the terms and conditions thereof, to acquire all of the issued and



outstanding common shares and proportionate voting shares of Columbia Care (the "Cresco Labs Transaction"), pursuant to a statutory plan of arrangement (the "Arrangement") under the Business Corporations Act (British Columbia).

In furtherance of the Arrangement Agreement, Columbia Care continues to collaborate closely with Cresco Labs on the divestiture transactions required to obtain the regulatory approvals which are conditions of closing of the Arrangement. The Company has no updates to provide on the timing for execution of agreements relating to outstanding divestiture transactions.

Conference Call and Webcast Details

The Company will host a conference call on Monday, May 15, 2023 at 8:00 a.m. ET to discuss financial and operating results for the first quarter of 2023.

To access the live conference call via telephone, participants must pre-register at

https://register.vevent.com/register/BI47e5e42a5c56427c8ea8b8ed2d3a4494. After registering, instructions will be shared on how to join the call for those who wish to dial in. A live audio webcast of the call will also be available in the Investor Relations section of the Company's website at https://investors.columbia.care/ or at <a href="https://investors.columb

A replay of the audio webcast will be available in the Investor Relations section of the Company's website approximately 2 hours after completion of the call and will be archived for 30 days.

About Columbia Care

Columbia Care is one of the largest and most experienced cultivators, manufacturers and retailers of cannabis products and related services, with licenses in 16 U.S. jurisdictions. Columbia Care operates 126 facilities including 94 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 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, Hedy, gLeaf, Classix, Press, and Amber. For more information on Columbia Care, please visit <u>www.columbia.care</u>.

Non-GAAP Financial Measures

In this press release, Columbia Care refers to certain non-GAAP financial measures, including Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted Gross Profit and Adjusted Gross Margin. Columbia Care considers certain non-GAAP measures to be meaningful indicators of the performance of its business. These measures are not recognized measures under GAAP, do not have a standardized meaning prescribed by GAAP and may not be comparable to (and may be calculated differently by) other companies that present similar measures. Accordingly, these measures should not be considered in isolation from nor as a substitute for our financial information reported under GAAP. These non-GAAP measures are used to provide investors with supplemental measures of our operating performance and thus highlight trends in our business that may not otherwise be apparent when relying solely on GAAP measures. These supplemental non-GAAP financial measures should not be considered superior to, as a



substitute for, or as an alternative to, and should be considered in conjunction with, the GAAP financial measures presented. We also recognize that securities analysts, investors and other interested parties frequently use non-GAAP measures in the evaluation of companies within our industry.

With respect to non-GAAP financial measures, the Company defines EBITDA as net income (loss) before (i) depreciation and amortization; (ii) income taxes; and (iii) interest expense and debt amortization. Adjusted EBITDA is defined as EBITDA before (i) share-based compensation expense; (ii) goodwill and intangible impairment, (iii) adjustments for acquisition and other non-core costs; (iv) gain on remeasurement of contingent consideration, net, (v) fair value changes on derivative liabilities; and (vi) fair value mark-up for acquired inventory. Adjusted EBITDA Margin is defined as Adjusted EBITDA divided by Revenue. Adjusted Gross Profit is defined as gross profit before the fair mark-up for acquired inventory.

The Company views these non-GAAP financial measures as a means to facilitate management's financial and operational decision-making, including evaluation of the Company's historical operating results and comparison to competitors' operating results. These non-GAAP financial measures reflect an additional way of viewing aspects of the Company's operations that, when viewed with GAAP results and the reconciliations to the corresponding GAAP financial measure, may provide a more complete understanding of factors and trends affecting the Company's business. The determination of the amounts that are excluded from these non-GAAP financial measures are a matter of management judgment and depend upon, among other factors, the nature of the underlying expense or income amounts. Because non-GAAP financial measures exclude the effect of items that will increase or decrease the Company's reported results of operations, management strongly encourages investors to review the Company's consolidated financial statements and publicly filed reports in their entirety.

Reconciliations of non-GAAP financial measures to their nearest comparable GAAP measures are included in this press release and a further discussion of some of these items will be contained in our quarterly report on Form 10-Q.

Caution Concerning Forward-Looking Statements

This press release contains certain statements that constitute forward-looking information or forward looking statements within the meaning of applicable securities laws and reflect the Company's current expectations regarding future events. Statements concerning Columbia Care's objectives, goals, strategies, priorities, intentions, plans, belies, expectations and estimates, and the business, operations, financial performance and condition of the Company are forward-looking statements. 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. Forward looking statements in this press release include, among others, statements related to: expectations.

The Company has made assumptions with regard to its ability to execute on initiatives, which although considered reasonable by the Company, may prove to be incorrect and are subject to known and unknown risks and uncertainties that may cause actual results, performance or achievements of the Company to be materially different from those expressed or implied by any forward-looking information. Forward-looking information involves numerous assumptions, including assumptions on the satisfaction of the conditions



precedent to the closing of the Cresco transaction; the receipt of any necessary regulatory approvals in connection with the Cresco transaction; the impact of the Cresco transaction on the Company's and Cresco's current and future operations, financial condition and prospects; the value of the Cresco shares; the costs of the Cresco transaction and potential payment of a termination fee in connection with the Cresco transaction; the ability to successfully integrate with the operations of Cresco and realize the expected benefits of the Cresco transaction; the ability to sign and close divestiture transactions related to the Cresco transaction; access to public and private capital for buyers of assets being divested in relation to the Cresco transaction; the fact that marijuana remains illegal under federal law; the application of anti-money laundering laws and regulations to the Company; legal, regulatory or political change to the cannabis industry; access to the services of banks; access to public and private capital for the Company or for Cresco; unfavorable publicity or consumer perception of the cannabis industry; expansion into the adult-use markets; the impact of laws, regulations and guidelines; the impact of Section 280E of the Internal Revenue Code; the impact of state laws pertaining to the cannabis industry; the Company's reliance on key inputs, suppliers and skilled labor; the difficulty of forecasting the Company's sales; constraints on marketing products; potential cyberattacks and security breaches; net operating loss and other tax attribute limitations; the impact of changes in tax laws; the volatility of the market price of the common shares of the Company; reliance on management; litigation; future results and financial projections; the impact of global financial conditions and disease outbreaks; projected revenue and expected gross margins, capital allocation, EBITDA break even targets and other financial results; growth of the Company's operations via expansion; expectations for the potential benefits of any transactions including the acquisition of Green Leaf Medical and Medicine Man; statements relating to the business and future activities of, and developments related to, the Company after the date of this press release, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Company's business. operations and plans; expectations that planned transactions (including the Cresco transaction) will be completed as previously announced; expectations regarding cultivation and manufacturing capacity; expectations regarding receipt of regulatory approvals; expectations that licenses applied for will be obtained; potential future legalization of adult-use and/or medical cannabis under U.S. federal law; expectations of market size and growth in the U.S. and the states in which the Company operates; expectations for other economic, business, regulatory and/or competitive factors related to the Company or the cannabis industry generally; and other events or conditions that may occur in the future

Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as at the date they are made and are based on information currently available and on the then current expectations. Holders of securities of the Company are cautioned that forward-looking statements are not based on historical facts but instead are based on reasonable assumptions and estimates of management of the Company at the time they were provided or made and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, as applicable, to be materially different from any future results, performance or achievements of sourd-looking statements. Securityholders should review the risk factors discussed under "Risk Factors" in Columbia Care's Form 10-K for the year ended December 31, 2022, as filed with the applicable securities regulatory authorities and as also described from time to time in other documents filed by the Company with U.S. and Canadian securities regulatory authorities.

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.

Investor Contact

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Media Contact

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TABLE 1 - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in US \$ thousands, except share and per share figures, unaudited)

			Thre	e Months Ended		
	Ma	rch 31, 2023	Dec	ember 31, 2022	Mai	rch 31, 2022
Revenue	\$	124,535	\$	126,187	\$	123,087
Cost of sales		(77,454)		(84,518)		(66,460)
Cost of sales related to business combination fair value						
adjustments to		—		(68)		
Gross profit		47,081		41,601		56,627
Selling, general and administrative expenses		(55,350)		(402,358)		(71,292)
Loss from operations		(8,269)		(360,757)		(14,665)
Other income (expense), net		(17,614)		22,618		(12,609)
Income tax benefit (expense)		(10,689)		37,122		(632)
Net income (loss)		(36,572)		(301,017)		(27,906)
Net income (loss) attributable to non-controlling interests		(768)		(907)		(1,270)
Net income (loss) attributable to Columbia Care						
shareholders	\$	(37,340)	\$	(300,110)	\$	(26,636)
Weighted average common shares outstanding - basic and						
diluted	40	1,438,546		400,467,851	37	6,397,260
Earnings per common share attributable to Columbia						
Care shareholders - basic and diluted	\$	(0.09)	\$	(0.75)	\$	(0.07)

TABLE 2 - CONDENSED CONSOLIDATED BALANCE SHEET (SELECT ITEMS)

(in US \$thousands, unaudited)

	Three Months Ended							
	Mai	rch 31, 2023	Dece	mber 31, 2022	Sept	ember 30, 2022	Ju	ne 30, 2022
Cash	\$	40,159	\$	48,154	\$	50,023	\$	81,440
Total current assets		238,479		237,177		208,515		256,110
Property and equipment, net		348,581		357,993		370,820		373,877
Right of use assets		210,751		219,895		259,655		254,849
Total assets		973,021		994,726		1,371,578	1	1,420,465
Total current liabilities		172,363		203,118		178,015		138,499
Total liabilities		791,696		787,823		870,701		892,496
Total equity		181,325		206,903		500,877		527,969
Total liabilities and equity	\$	973,021	\$	994,726	\$	1,371,578	\$1	1,420,465

TABLE 3 - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in US \$thousands, unaudited)

				Three Mon	ths Ended			
	Mar	ch 31, 2023	Decem	ber 31, 2022	Septer	nber 30, 2022	Ju	1e 30, 2022
Net cash provided by (used in) operating								
activities	\$	(3,405)	\$	5,152	\$	(16,770)	\$	(71,961)
Net cash (used in) investment activities		(2,552)		(3,369)		(14,276)		(28,127)
Net cash provided by (used in) financing								
activities	\$	(2,037)	\$	(3,652)	\$	(371)	\$	13,454

TABLE 4 - RECONCILIATION OF US GAAP TO NON-GAAP MEASURES

(in US \$thousands, unaudited)

			Three	Months Ended		
	Ma	rch 31, 2023	Dece	mber 31, 2022	Mar	ch 31, 2022
Net income (loss)	\$	(36,572)	\$	(301,017)	\$	(27,906)
Income tax (benefit) expense		10,689		(37,122)		632
Depreciation and amortization		15,063		21,711		21,210
Net interest and debt amortization		13,671		14,035		12,670
EBITDA (Non-GAAP)	\$	2,851	\$	(302,393)	\$	6,606
Share-based compensation	\$	6,515	\$	7,281	\$	6,374
Goodwill and intangible impairment		_		340,121		_
Adjustments for other acquisition and non-core costs		6,968		10,310		3,169
Gain on remeasurement of contingent consideration, net		—		(37,362)		—
Fair value changes on derivative liabilities		30		(620)		683
Fair value mark-up for acquired inventory		_		68		—
Adjusted EBITDA (Non-GAAP)	\$	16,364	\$	17,405	\$	16,832



FIRST QUARTER 2023 INVESTOR PRESENTATION

NEO:CCHW | CSE:CCHW | OTCQX:CCHWF | FSE:3LP May 2023

DISCLAIMER AND FORWARD-LOOKING STATEMENTS

Disclaimer

Disclaimer
Columbia Care Inc. (the "Company" or "Columbia Care") derives a substantial portion of its revenues from the cannabis industry in certain U.S. states, which industry in the states of Delaware, Florida, Maryland, New York, Ohio, Pennsylvania, the District of Columbia, Ulah, Virginia, and West Virginia, which states have regulated such industries. The cultivation, processing, sale and use of cannabis industry in the states of Delaware, Florida, Maryland, New York, Ohio, Pennsylvania, the District of Columbia, Ulah, Virginia, and West Virginia, which states have regulated such industries. The cultivation, processing, sale and use of cannabis are illegal under federal law pursuant to the U.S. Controlled Subtance Act of 1970 (the "CSA"). Under the CSA, including cultivation and the personal use of cannabis, are prohibited. The Supremacy Clause of the United States Constitution establishes that the United States Constitution and federal laws made pursuant to it are paramount and in case of conflict between federal and state law, the federal aws shall apply. Until 2018, the federal government provided guidance to federal law enforcement Jagencies and banking institutions through a series of U Inited States Department of Jusice ("DOJ") memoranda. The most teent such memorandum was drafted by former Deputy Attorney General and to LS. district atomys that rescinded previous guidance from the U.S. Department of Jusice specific to cannabis enforcement in the United States as the 4th President of the U.S. on January 20, 2012. The resident Bide morinade to serve as Atomery General Inis administration, and he was cooffiend on March 10, 2021. It is not yet known whether the Department of Jusice ender President of the U.S. on January 20, 2012. Theresident Bide morinade to serve as Atomery General Garand state at a confirmed on the United States as end to the United States as fee United States as for

Columbia Care makes no medical or treatment claims about our products, implied or otherwise, and each patient or customer should consult their treating physician, explore all options, and discuss their personal health to determine whether he or she may be a potential candidate for medical marijuana or other cannabis-derived products. Our products have not been evaluated by the FOod and Drug Administration ("FDA"). In addition, our products have not been approved by the FOA to diagnose, treat, cure, or prevent any disease. In addition, we have not conducted clinical trials for the use of our products. Any references to quality, consistency, efficacy and safety of our products are not intended to imply that such claims have been verified in clinical trials.

Non-GAAP Financial Measures

In this presentation, Columbia Care may refer to certain non-GAAP financial measures, including, without limitation, EBITDA, Adjusted EBITDA and Adjusted Gross Margin. These measures do not have any standardized meaning in accordance with GAAP and may not be comparable to similar measures presented by other companies. Columbia Care considers certain non-GAAP measures to be meaningful indicators of the performance of its business. A reconciliation of such non-GAAP financial measures to their nearest comparable GAAP measure is included in this presentation and a further discussion of some of these items is contained in the Company's Form 10-Q for the three months ended March 31, 2023. e with U.S.

Cautionary Note Regarding Securities Laws

This presentation does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities of Columbia Care, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

Risk Factors

For a detailed description of risk factors associated with Columbia Care, refer to the "Risk Factors" section in Columbia Care's Form 10-K for the year ended December 31, 2022, which are available on EDGAR at www.sec.gov and SEDAR at www.sedar.com.



DISCLAIMER AND FORWARD-LOOKING STATEMENTS

Caution Concerning Forward-Looking Statements

This presentation 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 are forward-looking statements. 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.

Certain material factors and assumptions were applied in providing these forward-looking statements. Forward-looking information involves numerous assumptions, including assumptions on the satisfaction of the conditions precedent to the closing of the Cresco transaction; the receipt of any necessary regulatory approvals in connection with the Cresco transaction; the inpact of the Cresco transaction on the Company's current and future operations, financial condition and prospects; the value of the Cresco transaction; the solilly to sign and close divestiture transactions related to the Cresco transaction; approach a termination fee in connection with the Cresco transaction; the ability to successfully integrate with the operations of Cresco and realize the expected benefits of the Cresco transaction; the ability to sign and close divestiture transactions; related to the Cresco transaction; access to publicant draves of assets being divested in relation to the Cresco transaction; the fact that manijuana remains illegal under federal law; the application of anti-more yl aundering laws and regulations to the Company's curfavorable publicity or consumer perception of the cannabis industry; expansion into the adult-use markets; the impact of states and subilicant private capital of the Company's curfavorable publicity or constraints on marketing products; potential cyber-attacks and security breaches; net operating loss and other tax attribute limitations; the impact of changes in tax laws; the volatility of the canditors and disease outbreaks; as well as those risk factors discussed under "fisk Factors" in Columbia Care's Form 10-K for the year ended December 31, 2022, filed with the applicable securities regulatory authorities and described from time to time in other documents filed by the Company with U.S. and Canadian securities regulatory authorities.

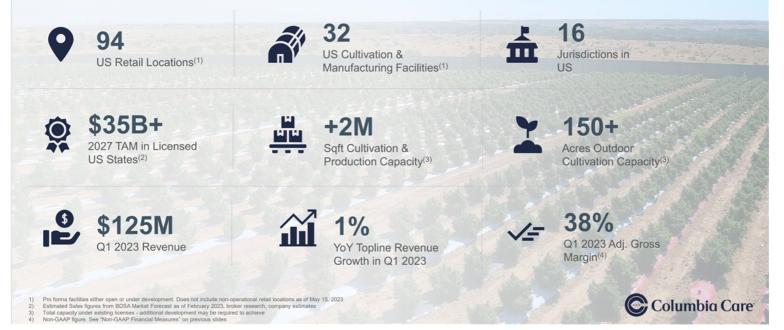
The purpose of forward-looking statements is to provide the reader with a description of management's expectations, and such forward-looking statements may not be appropriate for any other purpose. In particular, but without limiting the foregoing, disclosure in this presentation as well as statements 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's objectives, plans and goals, including future operating results and economic performance may make reference to or involve forward-looking statements. Although the Company's objectives, plans and goals, including future operating results and economic performance may make reference to or involve 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 presentation. Such forward-looking statements are made as of the date of this presentation. 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.

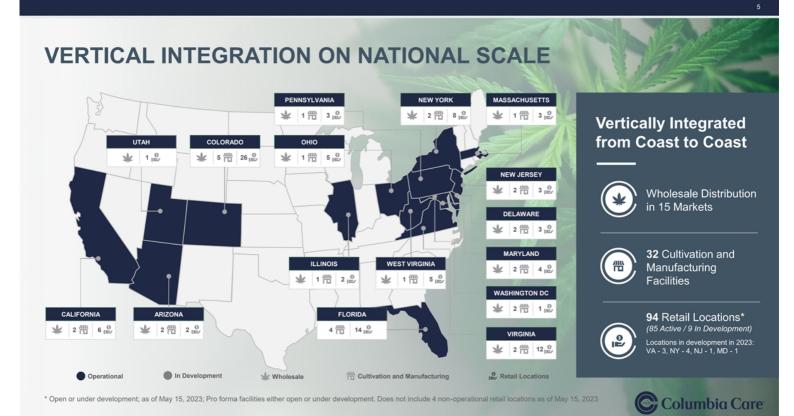
This presentation contains future-oriented financial information and financial outlook information (collectively, "FOFI") about Columbia Care's revenue, gross margins and adjusted EBITDA, all of which are subject to the same assumptions, risk factors, limitations, and qualifications as set forth in the above paragraph. FOFI contained in this document was approved by management as of the date of this document and was provided for the purpose of providing further information about Columbia Care's future business operations. Columbia Care of this document, whether because of new information, future events or otherwise, unless required pursuant to applicable law. Readers are cautioned that the FOFI contained in this document to be used for purposes other than for which it is disclosed herein.



COMPANY OVERVIEW

Optimizing Scale, Improving Efficiency and Growing Profitability Across Strategic National Platform





ONE OF THE MOST STRATEGICALLY POSITIONED MSOs

Addressable market is >52% of the US population@with significant upside potential



Columbia Care Addressable Market⁽²⁾ Population (M) Est 2023 Sales (US\$M) State Est 2027 Sales (US\$M) Status Licenses 4.978.5 California 41.3 S S 6.576.5 Both Unlimited Florida 22.2 Medical Limited S 2,563.5 S 4,503.3 Illinois 12.7 2 167 3 2 6 3 2 7 S s Both Limited Massachusetts 7.0 \$ 1,799.3 \$ 1,878.8 Both Limited Colorado 6.3 1.657.1 1.833.8 Both Unlimited S s Arizona 7.3 \$ 1,290.6 \$ 1,420.3 Both Limited 20.1 \$ 5,000.0(2) Both* New York S 1.258.7 Limited Pennsylvania 12.9 \$ 1,204.9 \$ 1,931.4 Medical Limited New Jersey 9.1 3,000.0(2) Both Limited S 1.121.6 \$ Ohio 11.7 S 518.3 \$ 1,604.0 Medical Limited Maryland 6.2 479.9 \$ 1,311.2 S Both* Limited Utah 3.3 S 161.2 \$ 298.0 Medical Limited Both* Virginia 8.7 S 121.6 \$ 3,000.0(2) Limited West Virginia 1.8 S 52.2 \$ 83.7 Medical Limited Washington DC 0.7 \$ 50.8 \$ 133.8 Medical Limited 1.0 Delaware S 39.8 S 149.2 Medical Limited TOTAL 172.3 19,465.3 35,356.7 \$ \$

Conversion to Medical and Adult-Use Offers Significant Upside

- . Columbia Care has experienced 3x-4x top-line revenue growth in states that have already converted from medical-only to medical and adult-use
- . Adult-use sales launched in New Jersey (April 2022), in New York (January 2023, but MSO participation is pending), and are expected in Maryland (July 2023)
- Columbia Care's strategic footprint is well positioned for the anticipated conversion of additional markets
- US Census Bureau, Company estimates, Gallup poll, as of Nov 2020 Estimated Sales figures from BDSA Market Forecast as of February 2023, broker research, company estimates 1) 2)



*Legislation passed, Columbia Care first sales in Adult Use pending



FIRST QUARTER 2023 BUSINESS HIGHLIGHTS

Improving efficiencies and optimizing scale across strategic national portfolio

	1	Revenue +1% YoY; 13 out of 16 markets EBITDA positive during Q1 2023	
	2	Quarter-end cash balance of \$40.2M; Company Capital expenditures during the quarter of \$5.7M were primarily for new store openings	
Performance Highlights ——	3	Improvement in cultivation efficiency with focus on potency and productivity; Multiple states seeing improved potency TAC % through strict adherence to SOPs; 70 high potency strains (≥26% TAC) identified throughout the portfolio	
Generated Revenue of \$125 million, 38% Adj. Gross Margin ^(1,2) and Adjusted EBITDA ^(1,2) of \$16 million	4	Opened 5 th Cannabist locations in Virginia and West Virginia, bringing the total to 35 Cannabist-branded locations; Announced ButACake edibles collaboration in Delaware market	
	5	Continued strength of retail share of internal brand sales; Columbia Care flower brands over 60% of sales in own dispensaries	

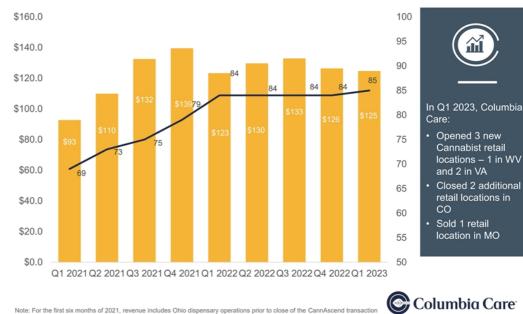
Adjusted EBITDA and Adjusted Gross Margin are non-GAAP figures
 Excludes \$0.6 million in Q1 2023; see the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2023 for additional disclosure





REVENUE AND RETAIL FOOTPRINT

85 retail locations and 9 additional locations in development



Note: For the first six months of 2021, revenue includes Ohio dispensary operations prior to close of the CannAscend transaction



1) Adjusted EBITDA and Adjusted Gross Margin are non-GAAP figures

EMBEDDED UPSIDE IN TRANSITIONING GROWTH MARKETS



- Legislation signed, legalizing adult-use cannabis. Sales expected to begin on July 1, 2023, allowing for legal possession of up to 1.5 ounces of cannabis, pending house approval of legislative guidelines
- Under the new amendment, existing operators will pay a fee based on the company's current revenues to convert licenses from medical to adult-use
- Legislation proposes the issuance of 120 retail licenses, 25 grower licenses and 25 processing licenses, growing the wholesale opportunity in the state
- 1) Estimated Sales figures from BDSA Market Forecast as of February 2023, broker research, Company estimates



MARKET UPDATES

- New regulations in effect July 1, 2022 removed the state registration card process. Patients are able to bring written certifications directly to dispensary, which has facilitated a growth in patient registrations to more than 45,000
- Adult-use sales awaiting final legislation with an official start date. Legalizing possession and personal cultivation without providing for legal commerce is increasing pressure on lawmakers to work across the aisle to put forth a plan for a retail market
- · Flower introduced to the medical market in September 2021



MARKET UPDATES

- On March 31, 2021 Legislation (S.854-A/A.1248-A) was signed, legalizing adult-use cannabis and expanding medical marijuana; adult use expected in 2023 and regulator communicated the intent for medical companies to wholesale to initial social equity retailers
- Access to the medical cannabis program has expanded; whole cannabis flower entered market in October 2021
- Columbia Care is among existing Registered Organizations that will be able to operate up to 8 retail locations (5 medical + 3 co-located medical/adult-use) and remain vertically integrated

LOW-COST CULTIVATION, EFFICIENT & SCALABLE PRODUCTION

28 operational / in development facilities with +2 million sq. ft of cultivation and manufacturing capacity

	Jurisdiction	Facility Count	Total Size (sqft)	Status
5	Arizona	2	34,800	Operational
	California	1	45,572	Operational
	Colorado	3	108,227	Operational
	Delaware	2	20,000 37,524	Operational Under development
<u> </u>	Florida	4	105,373	Operational
	Illinois	1	32,802	Operational
	Maryland	2	59,040	Operational
	Massachusetts	1	38,890	Operational
	New Jersey	2	320,724	Operational
	New York	2	798,346	Operational
	Ohio	2	117,722	Operational
	Pennsylvania	1	274,000	Operational
	Virginia	2	147,765	Operational
	Washington DC	2	16,591	Operational
	West Virginia	1	39,293	Operational
	Total ⁽¹⁾	28	2,196,219	



1) Does not include 4 non-operational, Columbia Care licensed facilities

Columbia Care

FINANCIAL HIGHLIGHTS

(in US\$ thousands)	FY 2022A	Q2 2022A	Q3 2022A	Q4 2022A	Q1 2023A
P&L / Cash Flow					
Revenue	511,578	129,571	132,733	126,187	124,535
Adj. EBITDA	67,377	12,029	20,993	17,523	16,364
Interest Expense	48,349	11,484	12,974	12,647	12,573
Capital Expenditure	73,887	29,162	11,851	3,363	5,724
Balance Sheet					
Cash	48,154	81,440	50,023	48,154	40,159
PP&E	357,993	373,877	370,820	357,993	348,581
Total Assets	1,086,066	1,420,465	1,371,578	1,086,066	973,021
Total Liabilities	850,716	892,496	870,701	850,716	791,696
Shareholder's Equity	235,350	527,969	500,877	235,350	181,325

Note: Results are reported in US GAAP



FIRST QUARTER 2023 STATE HIGHLIGHTS

Top 5 Markets by Revenue: Colorado, New Jersey, Ohio, Pennsylvania, Virginia

Top 5 Markets by Adjusted EBITDA: Maryland, New Jersey, Ohio, Pennsylvania, Virginia

	Commentary
Colorado	 Revenue declined sequentially; Gross Margin +4% QoQ as a result of efficiencies from ongoing restructuring efforts Closed two unprofitable retail locations (Santa Fe Trail and South Federal Boulevard) in Q1 2023 Continued improvements in flower quality and potency as a result of long-term efforts to enhance productivity and SOP adherence
Maryland	 Revenue +8% QoQ, driven by increased wholesale; Gross Margin +9% QoQ Improvement in manufacturing throughput in preparation for adult-use conversion, which is expected in July 2023 Launched new products such as live rosin Amber Shatter to meet evolving market demand
New Jersey	 Revenue +7% QoQ; two active dispensaries in the state are among the top facilities in the portfolio; third retail location is in development Average discounts grew as competition continues to increase in the market Launched Hedy effects-based gummies in Q1 2023
Ohio	 Revenue +7% QoQ due to growth in wholesale; anticipated additional dispensary openings in 2023 offer increased wholesale opportunities High quality genetics coming out of Mt. Orab facility; manufacturing of vapes in the market accelerated from Q4 2022 Pricing is beginning to stabilize, and our dispensaries maintained their throughput during the quarter
Pennsylvania	 Revenue +7% QoQ, driven by price stabilization in the wholesale market and an increase in retail sales; experiencing increase in foot traffic Significant reduction in operational canopy in Saxton cultivation facility as part of Company-wide rationalization efforts
Virginia	 Revenue +9% QoQ, with new retail openings and continued growth of medical market; Gross Margin +6% QoQ driven by increased scale and efficiencies Opened two retail locations (Hampton, VA and Colonial Heights, VA) in Q1 2023; Norfolk, VA opened in Q2 2023; three additional locations in development Improved manufacturing throughput; launched Press 2.0 tablets and Hedy Raspberry infused chocolates in market

Note: Top 5 Markets are listed alphabetically





CANNABIST EXPERIENCE



Columbia Care's new retail storefront experience is centered on making shopping simple and approachable for the vast range of experience levels as cannabis use is normalized and legalized across the US, with knowledgeable staff and technology-enhanced interaction.

35 Cannabist Locations Open to Date

- Deptford, NJAll 14 FL locations Morgantown, WVChicago, ILVineland, NJ Tempe, AZ San Diego, CA
 Villa Park, IL Virginia Beach, VA
 Williamstown, WV · Lowell, MA · Portsmouth, VA Springville, UT
 Boston, MA Beckley, WV
 Brooklyn, NY · Carytown, VA Williamstown, VA
 Huntington, WV
 Norfolk, VA

G.

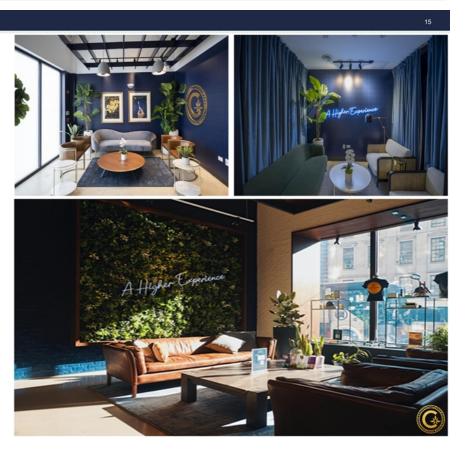
- · St. Albans, WV
- Near-term Pipeline 1 Virginia location; 1 New Jersey location

Early Insights - Cannabist Rebrand Impact

- Villa Park, IL Case Study(1)
 - +15% increase in revenue
- +19% increase in number of transactions Top 3 all-time highest weekly sales occurred since

rebrand

1) Comparison of first 7 full weeks of operation as Cannabist to prior 7 weeks of operation prior to rebrand



BUILDING NATIONAL BRAND AND PRODUCT PORTFOLIO

Growing our proprietary brand footprint through expanded market penetration and wholesale reach



In-house brands accounted for over 60% of all flower sold at Columbia Care owned dispensaries in Q1 2023. Owned brands also made up over 47% of sales in Q1 2023



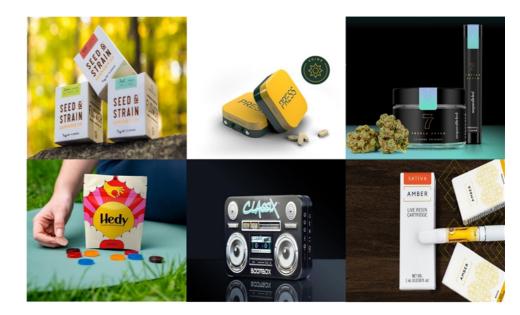
Wholesale SKU distribution available in 15 markets in 2022



Columbia Care house brands are currently available in all 16 operational markets



Columbia Care currently has 55 different product categories across its house brands





AWARD-WINNING PRODUCTS & SERVICES



Gold Award: Hedy, Marketing/Promotion Category
Platinum Award: Classix, Design (Print) Category



Isolate Category 1st Place: Amber, Dat Flava Diamond Dust



SEED & STRAIN

ESTD CANNABIS CO 2020

ROOTED IN LAND & HARVESTED BY HAND

We believe in the naturally restorative properties of cannabis and we proudly propagate that belief by sharing our bounty of flower with you. Upscale yet accessible, Seed & Strain is the most widely distributed brand across the entire portfolio.

Available in 14 markets, Seed & Strain is a 2021 High Times Award Winner, winning 2nd Place in the Best Indica Flower category (Velvet Glove) and 2nd place in the Best Pre-Roll category (Cherry Chem).





Our Cannabis is at the uppermost end of the quality spectrum, and our strains are unwavering in consistency. We've gone above and beyond the highest industry standards to cultivate the best strains that deliver every time.

Our ultra-premium brand has national penetration and is now available in 11 markets.

Triple Seven has won multiple awards in the Illinois High Times Cannabis Cup, including 1st Place Hybrid Flower and 3rd Place Sativa Flower, and the California High Times Cannabis Cup, including 2nd place Sativa Flower and 3rd Place Indica Flower.

unparalleled

unparalleled

3.5 GRAMS 1/8 OU





AMPLIFY TODAY

Classix is our every day, timeless lifestyle brand that celebrates incredible cannabis moments shared with friends.

Now available in 14 markets, Classix successfully launched in 5 markets (AZ, MA, IL, DE, & NJ), and represented the single largest launch week for a brand in Columbia Care history totaling 12% of all sales on day 1, and 14% of all sales after the first week*. The launch of Classix also marked industry's widest multi-state flower brand launch in a single day.



Hedy Goodness in every dose Our fast acting, delicious cannabis-infused edibles.

Whichever path you choose, it's always an exhilarating one. With HEDY the sky's the limit. Infused with Azuca fast-acting TiME INFUSION™, allowing high- quality cannabinoids to take effect in a groundbreaking, consistent, and predictable two to fifteen minutes.

He

In Q4 2022, Hedy launched across six markets (AZ, CO, DE, MA, MO, VA), and has since expanded into three additional markets (IL, NY & NJ). Hedy is currently available in the following form-factors: gummies, chocolate drops, chocolate bar and effects-based gummies.

We anticipate the launch of additional markets and form factors in 2023.





TYSON IS BACK.

Tyson 2.0 is an extraordinary balance of premium and affordable, full-spectrum cannabis flower, concentrates, and consumables available at retailers nationwide. Tyson 2.0 launched with Columbia Care as its exclusive national cultivation and manufacturing partner.

Tyson 2.0 currently offers 3.5g flower, a 0.5g pre-roll and 28g flower and is sold through both our wholesale and retail channels.

Tyson 2.0 launched in December 2021 and is currently available in 10 Columbia Care markets: AZ, CA, CO, DE, DC, MD, PA, IL, MA and OH.



Formulations crafted by connoisseurs Vibes crafted by you

Our customers have nominated AMBER for San Diego's Best Concentrate Product and Best Overall Concentrate Brand 2022.

Additional products launched in multiple markets during Q4 2022, including AMBER Diamonds, Cured Crumble, Diamond Sauce, Live Resin and Shatter.

AMBER is now available in 10 markets (AZ, CA, CO, DC, DE, IL, MA, NJ, PA, WV).





Ready to fine tune your day?

High potency and high quality aren't mutually exclusive. Take control of your cannabis with hard pressed THC tablets formulated by industry experts for morning, day and night. The choice is yours. The pleasure is ours.

PRESS 2.0 was created as a portable, convenient, and discreet option. Shine, Rally and Doze feature fast-acting cannabis and special formulations designed for morning, afternoon, and night routines.

The new PRESS 2.0 hard-pressed tablets are now available in nine markets (CA, DE, FL, MA, NJ, VA, UT, IL, WV), with launches in additional states planned, pending regulatory approvals.

EUPHORIC

A RETAIL PLATFORM BUILT FOR CONTINUOUS INNOVATION

How do you want to feel today?

Technology and efficiency innovation will continue to heighten the in-store and at-home shopping experience at Cannabist and create an all-encompassing ecosystem from home to dispensary and online.

Forage is our award-winning online cannabis discovery tool that matches strain and product recommendations to how you want to feel. We are the first cannabis company to bring a technology solution like this to the market that offers a truly unique consumer

experience. Since the launch of Forage in June 2021, we have seen increased adoption on mobile and in the way the product is being leveraged in stores. We are continuing to explore opportunities around branded advertising and engaging content.



RELAXED

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The Stash Cash app is a platform for customers to build loyalty rewards, shop from anywhere and discover new products Stash Cash has features that allow users to set their favorite dispensary and shop, earn and redeem points for purchases made, discover new products using Forage, connect via social media and much more

Earn rewards for enjoying cannabis. It doesn't get any simpler than that. Build your stash, save your cash

CANNABIS REWARDED

