UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2025

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 000-56132

GREEN THUMB INDUSTRIES INC.
(Exact name of registrant as specified in its charter)

British Columbia (State or other jurisdiction of incorporation or organization)	**98-1437430** (I.R.S. employer identification no.)
325 West Huron Street, Suite 700 Chicago, Illinois (Address of principal executive offices)	**60654** (zip code)

Registrant's telephone number, including area code - (312) 471-6720

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:
Subordinate Voting Shares
Multiple Voting Shares
Super Voting Shares
(Title of each Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 day. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
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 provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of February 20, 2026, there were 207,620,374 shares of the registrant's Subordinate Voting Shares, 37,472 shares of the registrant's Multiple Voting Shares and 201,690 shares of the registrant's Super Voting Shares outstanding.

The aggregate market value of the Subordinate Voting Shares, and Multiple Voting Shares, and Super Voting Shares (on an as converted basis, based on the closing price of these Subordinate Voting Shares on the Canadian Stock Exchange) on June 30, 2025, the last business day of the registrant's most recently completed second fiscal quarter, held by nonaffiliates was $1,161,708 thousand.

DOCUMENTS INCORPORATED BY REFERENCE

Part I of this Annual Report on Form 10-K incorporates certain information by reference from the Registrant's Amendment No. 2 Registration Statement on Form S-1 (No. 333-248213) to the extent stated herein under the heading "History of the Company."

Part III of this Annual Report on Form 10-K incorporates certain information by reference from the definitive proxy statement to be filed by the registrant in connection with the 2026 Annual General Meeting of Shareholders (the "2026 Proxy Statement"). The 2026 Proxy Statement will be filed by the registrant with the Securities and Exchange Commission not later than 120 days after December 31, 2025, the end of the registrant's fiscal year.

Green Thumb Industries Inc.
Consolidated Balance Sheets
As of December 31, 2025 and December 31, 2024
(Amounts Expressed in Thousands of United States Dollars, Except Share Amounts)

	December 31, 2025	December 31, 2024
	(in thousands)	
ASSETS		
Current Assets:		
Cash and Cash Equivalents	$ 274,298	$ 171,687
Restricted Cash and Cash Equivalents	10,984	—
Accounts Receivable, Net	51,269	52,831
Income Tax Receivable	25,766	688
Convertible Note Receivable from Related Party	27,000	10,000
Inventories, Net	158,288	147,162
Prepaid Expenses	11,168	16,856
Other Current Assets	18,398	4,676
Total Current Assets	577,171	403,900
Property and Equipment, Net	690,893	716,014
Right of Use Assets, Net	239,662	246,281
Investments	32,720	43,578
Investments in Associates	173,157	40,305
Note Receivable	524	4,270
Convertible Note Receivable from Related Party	45,000	—
Intangible Assets, Net	436,681	488,287
Goodwill	592,151	589,691
Deferred Tax Assets	—	2,519
Deposits and Other Assets	2,097	2,167
TOTAL ASSETS	$ 2,790,056	$ 2,537,012
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES		
Current Liabilities:		
Accounts Payable	$ 24,569	$ 24,767
Accrued Liabilities	88,498	86,162
Compensation Payable	27,402	25,350
Current Portion of Notes Payable	18,495	12,062
Current Portion of Lease Liabilities	18,351	14,296
Income Tax Payable	—	2,332
Total Current Liabilities	177,315	164,969
Long-Term Liabilities:		
Lease Liabilities, Net of Current Portion	255,102	261,446
Notes Payable, Net of Current Portion and Debt Discount	226,401	242,896
Deferred Income Taxes	220,595	78,621
TOTAL LIABILITIES	879,413	747,932
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY		
Subordinate Voting Shares (Shares Authorized, Issued and Outstanding at December 31, 2025: Unlimited, 206,629,845, and 206,629,845, respectively, at December 31, 2024: Unlimited, 211,128,045, and 211,128,045, respectively)	—	—
Multiple Voting Shares (Shares Authorized, Issued and Outstanding at December 31, 2025: Unlimited, 37,472 and 37,472, respectively, at December 31, 2024: Unlimited, 37,623 and 37,623, respectively)	—	—
Super Voting Shares (Shares Authorized, Issued and Outstanding at December 31, 2025: Unlimited, 201,690 and 201,690, respectively, at December 31, 2024: Unlimited, 206,690 and 206,690, respectively)	—	—
Share Capital	1,780,590	1,758,504
Contributed Deficit	(40,576)	(26,854)
Deferred Share Issuances	—	6,362
Accumulated Earnings	165,417	51,265
Equity of Green Thumb Industries Inc.	1,905,431	1,789,277
Noncontrolling interests	5,212	(197)
TOTAL SHAREHOLDERS' EQUITY	1,910,643	1,789,080
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 2,790,056	$ 2,537,012

The accompanying notes are an integral part of these consolidated financial statements

Green Thumb Industries Inc.
Consolidated Statements of Operations
Years Ended December 31, 2025, 2024 and 2023
(Amounts Expressed in Thousands of United States Dollars, Except Share and Per Share Amounts)

	Years Ended December 31,		
	2025	**2024**	**2023**
		(in thousands)	
Revenues, Net of Discounts	$ 1,175,295	$ 1,137,141	$ 1,054,553
Cost of Goods Sold	(600,402)	(536,032)	(528,058)
Gross Profit	574,893	601,109	526,495
Expenses:			
Selling, General, and Administrative	437,193	376,684	341,863
Total Expenses	437,193	376,684	341,863
Income From Operations	137,700	224,425	184,632
Other Income (Expense):			
Other Income (Expense), Net	8,350	(9,094)	(16,207)
Fair Value Adjustments on Related Party Warrants	125,946	—	—
Interest Income	11,377	9,074	6,697
Interest Expense, Net	(20,018)	(24,266)	(19,073)
Total Other Income (Expense)	125,655	(24,286)	(28,583)
Income Before Provision for Income Taxes And Non-Controlling Interest	263,355	200,139	156,049
Provision For Income Taxes	147,302	126,288	118,630
Net Income Before Non-Controlling Interest	116,053	73,851	37,419
Net Income Attributable to Non-Controlling Interest	1,901	768	1,152
Net Income Attributable To Green Thumb Industries Inc.	$ 114,152	$ 73,083	$ 36,267
Net Income Per Share - Basic	$ 0.49	$ 0.31	$ 0.15
Net Income Per Share - Diluted	$ 0.48	$ 0.30	$ 0.15
Weighted Average Number of Shares Outstanding - Basic	233,865,410	236,827,774	237,927,867
Weighted average Number of Shares Outstanding - Diluted	236,874,553	241,925,957	239,827,390

The accompanying notes are an integral part of these consolidated financial statements

Green Thumb Industries Inc.
Consolidated Statements of Changes in Shareholders' Equity
Years Ended December 31, 2025, 2024 and 2023
(Amounts Expressed in Thousands of United States Dollars)

	Share Capital	Contributed Surplus (Deficit)	Deferred Share Issuance	Accumulated Earnings (Deficit)	Non-Controlling Interest	Total
			(in thousands)			
Balance, January 1, 2023	$ 1,663,557	$ 23,233	$ 36,211	$ (58,085)	$ 516	$ 1,665,432
Distribution of deferred shares	20,454	—	(20,454)	—	—	—
Distribution of contingent consideration	12,524	—	—	—	—	12,524
Indemnification of deferred shares associated with post acquisition costs	—	—	(2,784)	—	—	(2,784)
Exercise of options and RSUs	7,317	(3,695)	—	—	—	3,622
Stock-based compensation	—	28,189	—	—	—	28,189
Distributions to non-controlling interest holders	—	—	—	—	(1,290)	(1,290)
Repurchase of Subordinate Voting Shares	—	(39,856)	—	—	—	(39,856)
Net income	—	—	—	36,267	1,152	37,419
Balance, December 31, 2023	$ 1,703,852	$ 7,871	$ 12,973	$ (21,818)	$ 378	$ 1,703,256
Balance, January 1, 2024	$ 1,703,852	$ 7,871	$ 12,973	$ (21,818)	$ 378	$ 1,703,256
Dissolution of non-controlling interest entity	—	96	—	—	(96)	—
Distribution of contingent consideration	17,259	—	—	—	—	17,259
Distribution of deferred shares	6,611	—	(6,611)	—	—	—
Exercise of options and RSUs	19,565	(8,263)	—	—	—	11,302
Options exercised through net share settlement	10,859	(16,792)	—	—	—	(5,933)
Exercise of warrants	358	—	—	—	—	358
Stock-based compensation	—	33,312	—	—	—	33,312
Distributions to non-controlling interest holders	—	—	—	—	(1,247)	(1,247)
Repurchase of Subordinate Voting Shares	—	(43,078)	—	—	—	(43,078)
Net income	—	—	—	73,083	768	73,851
Balance, December 31, 2024	$ 1,758,504	$ (26,854)	$ 6,362	$ 51,265	$ (197)	$ 1,789,080

The accompanying notes are an integral part of these consolidated financial statements

Green Thumb Industries Inc.
Consolidated Statements of Changes in Shareholders' Equity
Years Ended December 31, 2025, 2024 and 2023
(Amounts Expressed in Thousands of United States Dollars)

	Share Capital	Contributed Surplus (Deficit)	Deferred Share Issuance	Accumulated Earnings (Deficit)	Non-Controlling Interest	Total
			(in thousands)			
Balance, January 1, 2025	$ 1,758,504	$ (26,854)	$ 6,362	$ 51,265	$ (197)	$ 1,789,080
Contributions from limited liability company unit holders	—	—	—	—	5,832	5,832
Issuance of shares associated with investment interests	630	—	—	—	—	630
Distribution of deferred shares	6,362	—	(6,362)	—	—	—
Exercise of options and RSUs	4,561	(2,697)	—	—	—	1,864
Options exercised through net share settlement	10,344	(17,085)	—	—	—	(6,741)
Stock-based compensation	—	44,933	—	—	—	44,933
Issuance of shares to non-employee contractors	189	—	—	—	—	189
Distributions to non-controlling interest holders	—	—	—	—	(2,324)	(2,324)
Repurchase of Subordinate and Super Voting Shares	—	(38,873)	—	—	—	(38,873)
Net income	—	—	—	114,152	1,901	116,053
Balance, December 31, 2025	$ 1,780,590	$ (40,576)	$ —	$ 165,417	$ 5,212	$ 1,910,643

The accompanying notes are an integral part of these consolidated financial statements

Green Thumb Industries Inc.
Consolidated Statements of Cash Flows
Years Ended December 31, 2025, 2024 and 2023
(Amounts Expressed in Thousands of United States Dollars)

	Year Ended December 31,		
	2025	**2024**	**2023**
		(in thousands)	
CASH FLOW FROM OPERATING ACTIVITIES			
Net income attributable to Green Thumb Industries Inc.	$ 114,152	$ 73,083	$ 36,267
Net income attributable to non-controlling interest	1,901	768	1,152
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	145,449	113,210	100,790
Amortization of operating lease right of use assets	51,566	54,385	48,231
Loss on disposal of property and equipment	5,787	1,544	3,542
Impairment of long-lived property and equipment	—	450	5,467
Loss on equity method investments	10,812	8,686	1,166
Net gain on divestitures of intellectual property	(29,876)	—	—
Reserve for obsolete inventory expense	2,392	831	1,499
Deferred income taxes	144,493	4,634	8,918
Stock-based compensation	44,933	33,312	28,189
Decrease in fair value of investments	10,998	2,988	17,460
Interest on notes receivable	(2,161)	—	—
Gain on settlement of contingent consideration	—	(15,991)	—
Decrease in fair value of warrants	(68)	(2,691)	(1,403)
Fair value adjustments on related party warrants	(125,946)	—	—
Interest on related party convertible note receivable	(4,213)	—	—
Amortization of debt discount	639	3,074	9,718
Other non-cash items	—	369	(184)
Changes in operating assets and liabilities, net of acquisitions and divestitures:			
Accounts receivable, net	1,093	(9,856)	(12,000)
Inventories	(12,891)	(35,023)	1,116
Prepaid expenses and other current assets	(1,932)	2,002	(5,603)
Deposits and other assets	280	390	503
Accounts payable	44	272	6,072
Accrued liabilities	12,119	16,492	2,969
Operating lease liabilities	(47,236)	(48,685)	(42,721)
Income tax receivable and payable, net	(27,409)	(9,061)	13,820
NET CASH FLOWS PROVIDED BY OPERATING ACTIVITIES	**294,926**	**195,183**	**224,968**
CASH FLOW FROM INVESTING ACTIVITIES			
Purchases of property and equipment	(81,068)	(80,188)	(220,035)
Proceeds from disposal of property and equipment	596	450	429
Investments in securities and associates	(75,659)	(39,631)	(8,800)
Proceeds from equity investments and notes receivable	167	29,833	498
Acquisitions, net of cash acquired	(29,499)	—	—
Proceeds from divestiture of intellectual property	55,075	—	—
NET CASH FLOWS USED IN INVESTING ACTIVITIES	**(130,388)**	**(89,536)**	**(227,908)**
CASH FLOW FROM FINANCING ACTIVITIES			
Contributions from limited liability company unit holders	5,832	—	—
Distributions to non-controlling interest holders	(2,324)	(1,247)	(1,290)
Repurchase of Subordinate and Super Voting Shares	(38,873)	(43,078)	(39,856)
Payments for taxes related to net share settlement of equity awards	(6,741)	(5,933)	—
Proceeds from exercise of options	1,864	11,302	3,622
Proceeds from issuance of notes payable	—	170,923	49,901
Principal repayment of notes payable	(10,701)	(227,561)	(25,485)
NET CASH FLOWS USED IN FINANCING ACTIVITIES	**(50,943)**	**(95,594)**	**(13,108)**
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS:			
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS	113,595	10,053	(16,048)
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS BEGINNING OF PERIOD	171,687	161,634	177,682
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AND CASH EQUIVALENTS END OF PERIOD	**$ 285,282**	**$ 171,687**	**$ 161,634**

The accompanying notes are an integral part of these consolidated financial statements

Green Thumb Industries Inc.
Consolidated Statements of Cash Flows
Years Ended December 31, 2025, 2024 and 2023
(Amounts Expressed in Thousands of United States Dollars)

	Year Ended December 31,		
	2025	2024	2023
		(in thousands)	
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION			
Interest paid	$ 21,722	$ 21,468	$ 20,912
Taxes paid	$ 30,246	$ 130,583	$ 99,535
NONCASH INVESTING AND FINANCING ACTIVITIES			
Forgiveness of note receivable in exchange for real property	$ —	$ (1,749)	$ —
Accrued capital expenditures	$ (7,077)	$ 12,232	$ (30,966)
Noncash change in right of use asset	$ (5,490)	$ (12,102)	$ (7,174)
Noncash change in lease liability	$ 5,490	$ 12,102	$ 7,174
Issuance of shares associated with investment interests	$ 630	$ —	$ —
Issuance of shares to non-employee contractors	$ 189	$ —	$ —
Warrant issuance associated with note payable	$ —	$ 358	$ —
Issuance of shares associated with contingent consideration	$ —	$ 17,259	$ 12,524
Distribution of deferred shares	$ (6,362)	$ (6,611)	$ (20,454)
ACQUISITIONS AND DISPOSITIONS			
Inventories	$ 627	$ —	$ (90)
Accounts receivable	(469)	—	—
Prepaid expenses	370	—	(16)
Property and equipment	2,811	—	(447)
Right of use assets	2,027	—	(128)
Identifiable Intangible assets	(1,696)	—	—
Goodwill	2,460	—	—
Deposits and other assets	209	—	—
Liabilities assumed	241	—	3
Lease liabilities	(2,027)	—	128
Gain on divestiture of Project Remix assets	(29,876)	—	—
Cash consideration payable	(253)	—	—
Cash consideration receivable	—	—	550
	$ (25,576)	**$ —**	**$ —**
RECONCILIATION OF CASH, AND CASH EQUIVALENTS AND RESTRICTED CASH			
Cash and cash equivalents	$ 274,298	$ 171,687	$ 161,634
Restricted cash	10,984	—	—
TOTAL CASH, AND CASH EQUIVALENTS AND RESTRICED CASH	**$ 285,282**	**$ 171,687**	**$ 161,634**

The accompanying notes are an integral part of these consolidated financial statements

1. NATURE OF OPERATIONS

Green Thumb Industries Inc. ("Green Thumb" or the "Company"), a national cannabis consumer packaged goods company and retailer, promotes well-being through the power of cannabis while being committed to community and sustainable profitable growth. Green Thumb manufactures, and distributes a portfolio of cannabis consumer packaged goods brands including &Shine, Beboe, Dogwalkers, Doctor Solomon's, Good Green, incredibles, and RYTHM, to third-party retail stores across the United States as well as to Green Thumb owned retail stores. The Company also owns and operates retail cannabis stores that include a national chain named RISE Dispensaries, which sell our products and third-party products. As of December 31, 2025, Green Thumb has revenue in fourteen markets (California, Connecticut, Florida, Illinois, Maryland, Massachusetts, Minnesota, Nevada, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Virginia), employs approximately 5,000 people and serves millions of patients and customers annually.

Unless the context otherwise requires, the terms "we", "us" and "our" refer to the Company together with its consolidated subsidiaries.

The Company's registered office is located at 250 Howe Street, 20th Floor, Vancouver, British Columbia, V6C 3R8. The Company's U.S. headquarters is at 325 W. Huron St., Suite 700, Chicago, IL 60654.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Preparation and Statement of Compliance

The consolidated financial statements as of December 31, 2025, 2024 and 2023 (the "Consolidated Financial Statements"), have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

During the preparation of the December 31, 2025 consolidated financial statements, the Company became aware of an error in relation to the application of useful lives of its leasehold improvements. The Company in certain instances used useful lives for its leasehold improvements that were greater than the remaining term of the associated lease. The error was corrected with a cumulative catch-up adjustment to increase cost of sales and selling, general and administrative expenses in the amount of $15,906 thousand and $9,799 thousand, respectively and a corresponding reduction to property and equipment, net of $25,705 thousand along with a reduction in income tax expense and deferred tax liability of $5,163 thousand in the December 31, 2025 consolidated financial statements. This correction in the current period resulted in an overstatement of cost of sales and selling, general and administrative expenses of $10,974 thousand and $4,994 thousand, respectively along with an understatement of income tax expense of $3,435 thousand for the portion of the correction that pertains to prior periods. The error was not considered material to the current period or any prior period, including the Company's quarterly unaudited interim condensed consolidated financial statements.

Certain previously reported amounts have been reclassified between line items to conform to the current period presentation.

(b) Basis of Measurement

These consolidated financial statements have been prepared on the going concern basis, under the historical cost convention, except for certain financial instruments that are measured at fair value as described herein.

(c) Functional and Presentation Currency

The Company's functional currency, as determined by management, is the United States ("U.S.") dollar. These consolidated financial statements are presented in U.S. dollars.

(d) Basis of Consolidation

The consolidated financial statements for the years ended December 31, 2025, 2024 and 2023 include the accounts of the Company, its wholly-owned subsidiaries, its partially-owned subsidiaries, and those controlled by the Company by virtue of agreements, on a consolidated basis after elimination of intercompany transactions and balances.

(Amounts Expressed in Thousands of United States Dollars, Except Where Stated Otherwise)

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(d) Basis of Consolidation (Continued)

Control exists when the Company has power over an investee, when the Company is exposed, or has rights, to variable returns from the investee, and when the Company has the ability to affect those returns through its power over the investee. The financial statements of entities controlled by the Company by virtue of agreements are fully consolidated from the date that control commences and deconsolidated from the date control ceases.

The following are the Company's significant wholly owned subsidiaries that are included in these consolidated financial statements as of and for the years ended December 31, 2025, 2024 and 2023:

Subsidiaries	Jurisdiction	Interest
GTI23, Inc.	Delaware	100%
VCP23, LLC	Delaware	100%
GTI Core, LLC	Delaware	100%

The following are VCP23, LLC's and GTI Core, LLC's wholly owned subsidiaries and significant entities over which the Company has control, that are included in these consolidated financial statements for the years ended December 31, 2025, 2024 and 2023:

Subsidiaries	Ownership	Jurisdiction	Purpose
GTI-Clinic Illinois Holdings, LLC	100%	Illinois	License holder
ILDISP, LLC	100%	Illinois	License holder
RISE Holdings, Inc.	100%	Massachusetts	License holder
Liberty Compassion Inc.	100%	Massachusetts	License holder
GTI Maryland, LLC	100%	Maryland	License holder
Ohio Investors 2017, LLC	100%	Ohio	Holding Company
GTI Ohio, LLC	100%	Ohio	License holder
GTI Nevada, LLC	100%	Nevada	License holder
GTI Pennsylvania, LLC	100%	Pennsylvania	License holder
GTI Florida, LLC	100%	Florida	Holding company
KSGNF, LLC	100%	Florida	License holder
GTI New Jersey, LLC	100%	New Jersey	License holder
KW Ventures Holdings, LLC	100%	Pennsylvania	License holder
Chesapeake Alternatives, LLC	100%	Maryland	License holder
Meshow, LLC	100%	Maryland	License holder
Maryland Health and Wellness Center, Inc.	100%	Maryland	License holder
Advanced Grow Labs, LLC	100%	Connecticut	License holder
Bluepoint Wellness of Westport, LLC	46%	Connecticut	License holder
Bluepoint Apothecary, LLC	100%	Connecticut	License holder
Southern CT Wellness and Healing	100%	Connecticut	License Holder
Integral Associates, LLC	100%	Nevada	License holder
Integral Associates CA, LLC	100%	California	License holder
Fiorello Pharmaceuticals, Inc.	100%	New York	License holder
Dharma Pharmaceuticals, LLC	100%	Virginia	License holder
Summit Medical Compassion Center, Inc.	0%	Rhode Island	License holder
LeafLine Industries, LLC	100%	Minnesota	License holder
For Success Holding Company	100%	California	Intellectual property
Vision Management Services, LLC	100%	Delaware	Management company
RSLGH, LLC	100%	Delaware	Management company
TWD18, LLC	100%	Delaware	Investment company
VCP Real Estate Holdings, LLC	100%	Delaware	Real Estate holding company

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(e) Investment in Associates

Associates are all entities over which the Company has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method and are initially recognized at cost. Accounting policies of associates have been adjusted where necessary to ensure consistency with the policies adopted by the Company.

The Company assesses annually whether there is any objective evidence that its interest in associates is impaired. If impaired, the carrying value of the Company's share of the underlying assets of associates is written down to its estimated recoverable amount (being the higher of fair value less costs of disposal or value in use) and charged to the consolidated statements of operations. If the financial statements of an associate are prepared on a date different from that used by the Company, adjustments are made for the effects of significant transactions or events that occur between that date and the date of these consolidated financial statements.

(f) Non-controlling Interests

Non-controlling interests ("NCI") represent equity interests owned by outside parties. NCI may be initially measured at fair value or at the NCI's proportionate share of the recognized amounts of the acquiree's identifiable net assets. The choice of measurement is made on a transaction by transaction basis. Green Thumb elected to measure each NCI at its proportionate share of the recognized amounts of the acquiree's identifiable net assets. The share of net assets attributable to NCI are presented as a component of equity. Their share of net income or loss and comprehensive income or loss is recognized directly in equity. Total comprehensive income or loss of subsidiaries is attributed to the shareholders of the Company and to the NCI, even if this results in the NCI having a deficit balance.

(g) Cash and Cash Equivalents and Restricted Cash and Restricted Cash Equivalents

Cash and cash equivalents include cash deposits in financial institutions, other deposits that are readily convertible into cash, with original maturities of three months or less, and cash held at retail locations.

Restricted cash and restricted cash equivalents represent deposits which meet the definition of cash and cash equivalents but are legally or contractually restricted regarding withdrawal or usage. Such restrictions primarily relate to amounts pledged as collateral in connection with ongoing litigation as well as cash held in escrow in connection with acquisitions or for other specified purposes. The classification of restricted cash as current or noncurrent is based upon the expected duration of the restriction.

(h) Accounts and Notes Receivable

Accounts receivable are recorded net of an allowance for doubtful accounts. The Company estimates the allowance for doubtful accounts based on existing contractual payment terms, actual payment patterns of its customers and individual customer circumstances. For the years ended December 31, 2025 and 2024 the Company recorded approximately $4,649 thousand and $4,484 thousand, respectively, in allowance for doubtful accounts. During the years ended December 31, 2025, 2024 and 2023, the Company recorded bad debt expense of $450 thousand, $3,088 thousand and $729 thousand, respectively.

Notes receivable are initially recorded at their fair value, which generally reflects the face value of the instrument. Notes receivable are subsequently carried at amortized cost minus impairment. Allowance for the uncollectibility of notes receivable is evaluated individually based on specific credit risk characteristics, including the borrower's financial condition, collateral and payment history.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(i) Inventories

Inventories of purchased finished goods and packing materials are initially valued at cost and subsequently at the lower of cost and net realizable value.

Costs incurred during the growing and production process are capitalized as incurred to the extent that cost is less than net realizable value. These costs include materials, labor and manufacturing overhead used in the growing and production processes.

Net realizable value is determined as the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Cost is determined using the weighted average cost basis. Products for resale and supplies and consumables are valued at lower of cost and net realizable value. The Company reviews inventory for obsolete, redundant and slow-moving goods and any such inventories are written down to net realizable value.

(j) Property and Equipment

Property and equipment are stated at cost, including capitalized borrowing costs, net of accumulated depreciation and impairment losses, if any. Expenditures that materially increase the life of the assets are capitalized. Ordinary repairs and maintenance are expensed as incurred. Depreciation is calculated on a straight-line basis over the estimated useful life of the asset using the following terms and methods:

Land	Not Depreciated
Land Improvements	10 – 30 Years
Buildings and Improvements	39 Years
Furniture and Fixtures	5 – 7 Years
Computer Equipment and Software	5 Years
Leasehold Improvements	Lesser of Usefule Life or Remaining Lease Term
Production and Processing Equipment	5 – 7 Years
Assets Under Construction	Not Depreciated

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year-end and adjusted prospectively, if appropriate. An item of equipment is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying value of the asset) is included in operations in the year the asset is derecognized.

The Company evaluates the recoverability of other long-lived assets, including property, plant and equipment, and certain identifiable intangible assets, whenever events or changes in circumstances indicate that the carrying value of an asset group may not be recoverable. The Company performs impairment tests of indefinite-lived intangible assets on an annual basis or more frequently in certain circumstances. Factors which could trigger an impairment review include significant underperformance relative to historical or projected future operating results, significant changes in the manner of use of the assets or the strategy for the overall business, a significant decrease in the market value of the assets or significant negative industry or economic trends. When the Company determines that the carrying value of long-lived assets may not be recoverable based upon the existence of one or more of the indicators, the asset group is assessed for impairment based on the estimated future undiscounted cash flows expected to result from the use of the asset group and its eventual disposition. If the carrying value of an asset group exceeds its estimated future undiscounted cash flows, an impairment loss is recorded for the excess of the asset group's carrying value over its fair value. During the year ended December 31, 2025 the Company recorded no impairment charges. During the years ended 2024 and 2023, the Company recorded impairment charges of $450 thousand and $5,467 thousand, respectively, within selling, general, and administrative expenses on the consolidated statements of operations.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(k) Investments

Notes receivable instruments and investments in equity of private companies represent financial assets without readily determinable fair values. The Company measures such investments at cost minus impairment, plus or minus changes resulting from observable price changes in orderly transactions for identical or similar investments of the same issuer. Subsequent changes in fair value are recognized in profit or loss. The Company performs an assessment on a quarterly basis to determine whether triggering events for impairment exist.

(l) Intangible Assets

Intangible assets are recorded at cost less accumulated amortization and impairment losses, if any. Intangible assets acquired in a business combination are measured at fair value at the acquisition date. Amortization periods of assets with finite lives are based on management's estimates at the date of acquisition and were as follows for each class of intangible asset as of December 31, 2025:

Licenses and Permits	15 years
Tradenames	5-15 years
Customer Relationships	7 years
Non-competition Agreement	5 years

Intangible assets with finite lives are amortized over their estimated useful lives. The estimated useful lives, residual values and amortization methods are reviewed at each year end, and any changes in estimates are accounted for prospectively.

(m) Goodwill

Goodwill represents the excess of the purchase price paid for the acquisition of an entity over the fair value of the net tangible and intangible assets acquired. Goodwill is either assigned to a specific reporting unit or allocated between reporting units based on the relative fair value of each reporting unit.

Goodwill is not subject to amortization and is tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. The Company reviews indefinite-lived intangible assets, which includes goodwill, annually, as of October 1, for impairment or more frequently if events or circumstances indicate that the carrying value may not be recoverable. An impaired asset is written down to its estimated fair value based on the most recent information available.

For the annual goodwill impairment review, the Company has the option to perform a qualitative test ("Step 0") or a quantitative test ("Step 1"). Under the Step 0 test, the Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. If after assessing these qualitative factors, the Company determines it is not "more-likely-than-not" that the fair value of the reporting unit is less than the carrying value, then the Step 1 quantitative test is not required.

Step 1 of the quantitative test requires comparison of the fair value of each of the reporting units to the respective carrying value. If the carrying value of the reporting unit is less than the fair value, no impairment exists. If the carrying amount of a reporting unit exceeds the estimated fair value, an impairment loss is recognized by such amount.

As of December 31, 2025, the Company performed a Step 1 test. The analysis included estimating the fair value of each reporting unit using an income and market approach. The income approach required management to estimate a number of factors for each reporting unit, including projected future operating results, anticipated future cash flows, discount rates, the allocation of shared or corporate costs and income taxes. The market approach estimated fair value using comparable marketplace fair value data from within a comparable industry grouping.

As a result of the Company's Step 1 test, the estimated fair values of the reporting units exceeded their carrying values. Consequently, no impairment charges were recorded for the year ended December 31, 2025.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(m) Goodwill (Continued)

During the year ended December 31, 2024, the Company performed a Step 0 test. As a result, no further quantitative impairment test was deemed necessary and no impairment charges were recorded as of the period then ended.

(n) Income Taxes

Deferred taxes are provided using an asset and liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Deferred tax assets and liabilities are measured using the enacted taxes rates. The effect on deferred tax assets and liabilities of a change in tax law or tax rates is recognized in income in the period that enactment occurs. The U.S. Internal Revenue Service ("IRS") has taken the position that cannabis companies are subject to the limitations of the U.S. Internal Revenue Code of 1986, as amended ("IRC") Section 280E under which cannabis companies are only allowed to deduct expenses directly related to sales of product.

(o) Revenue Recognition

Revenue is recognized by the Company in accordance with *ASC 606*, *Revenue from Contracts with Customers.* Through application of the standard, the Company recognizes revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

In order to recognize revenue under *ASC 606*, the Company applies the following five (5) steps:

- Identify a customer along with a corresponding contract;
- Identify the performance obligation(s) in the contract to transfer goods or provide distinct services to a customer;
- Determine the transaction price the Company expects to be entitled to in exchange for transferring promised goods or services to a customer;
- Allocate the transaction price to the performance obligation(s) in the contract; and
- Recognize revenue when or as the Company satisfies the performance obligation(s).

Revenues consist of Consumer Packaged Goods and Retail sales of cannabis, which are generally recognized at a point in time when control over the goods have been transferred to the customer and is recorded net of sales discounts. Payment is typically due upon transferring the goods to the customer or within a specified time period permitted under the Company's credit policy. During the years ended December 31, 2025, 2024 and 2023, sales discounts totaled $323,790 thousand, $267,298 thousand and $232,031 thousand, respectively.

Revenue is recognized upon the satisfaction of the performance obligation. The Company satisfies its performance obligation and transfers control upon delivery and acceptance by the customer.

At some locations, the Company offers a loyalty reward program to its retail customers. A portion of the revenue generated in a sale must be allocated to the loyalty points earned. The amount allocated to the points earned is deferred until the loyalty points are redeemed or expire. As of December 31, 2025 and 2024, the loyalty liability totaled $3,963 thousand and $5,149 thousand, respectively, and is included in accrued liabilities on the consolidated balance sheets.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(p) Stock-Based Payments

The Company operates equity settled stock-based remuneration plans for its eligible directors, officers, employees and consultants. All goods and services received in exchange for the grant of any stock-based payments are measured at their fair value unless the fair value cannot be estimated reliably. If the Company cannot estimate reliably the fair value of the goods and services received, the Company shall measure their value indirectly by reference to the fair value of the equity instruments granted. For transactions with employees and others providing similar services, the Company measures the fair value of the services by reference to the fair value of the equity instruments granted.

Equity settled stock-based payments under stock-based payments plans are ultimately recognized as an expense in profit or loss with a corresponding credit to contributed surplus, in equity.

The Company recognizes compensation expense for Restricted Stock Units (“RSUs”) and options on a straight-line basis over the requisite service period of the award. Non-market vesting conditions are included in the assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of options expected to vest differs from the previous estimate. Any cumulative adjustment prior to vesting is recognized in the current period. No adjustment is made to any expense recognized in a prior period if share options ultimately exercised are different to that estimated on vesting.

(q) Fair Value of Financial Instruments

The Company applies fair value accounting for all financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities that are required to be recorded at fair value, the Company considers all related factors of the asset by market participants in which the Company would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as inherent risk, transfer restrictions, and credit risk.

The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels, and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1—Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2—Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and
Level 3—Inputs for the asset or liability that are not based on observable market data.

For further details, see Note 14—Fair Value Measurements.

(r) Commitments and Contingencies

The Company is subject to lawsuits, investigations and other claims related to employment, commercial and other matters that arise out of operations in the normal course of business. Periodically, the Company reviews the status of each significant matter and assesses the potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable, and the amount can be reliably estimated, such amount is recognized in other liabilities.

Contingent liabilities are measured at management’s best estimate of the expenditure required to settle the obligation at the end of the reporting period and are discounted to present value where the effect is material. The Company performs evaluations to identify onerous contracts and, where applicable, records contingent liabilities for such contracts.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(s) Share Capital

Common Shares are classified as equity (the Company's Super Voting Shares, Multiple Voting Shares and Subordinate Voting Shares are all considered Common Shares). Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity. The proceeds from the exercise of stock options or warrants together with amounts previously recorded in reserves over the vesting periods are recorded as share capital. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with Accounting Standard Codification ("ASC") *740, Income Taxes*.

(t) Earnings per Share

Basic earnings per share is calculated using the treasury stock method, by dividing the net earnings attributable to shareholders by the weighted average number of Common Shares outstanding during each of the periods presented. Contingently issuable shares (including shares held in escrow) are not considered outstanding Common Shares and consequently are not included in the basic earnings per share calculation. Diluted earnings per share is calculated using the treasury stock method by adjusting the weighted average number of Common Shares outstanding to assume conversion of all dilutive potential Common Shares. The Company has three categories of potentially dilutive Common Share equivalents: RSUs, options and warrants. As of December 31, 2025, the Company had 7,692,764 options, 9,518,293 RSUs and 1,702,347 warrants outstanding. As of December 31, 2024, the Company had 8,238,472 options, 7,678,310 RSUs and 1,811,075 warrants outstanding. As of December 31, 2023, the Company had 10,071,467 options, 3,620,638 RSUs and 3,734,555 warrants outstanding.

In order to determine diluted earnings per share, it is assumed that any proceeds from the exercise of dilutive unvested RSUs, options, and warrants would be used to repurchase Common Shares at the average market price during the period. Under the treasury stock method, the diluted earnings per share calculation excludes any potential conversion of options and convertible debt that would increase earnings per share or decrease loss per share. For the year ended December 31, 2025, the computation of diluted earnings per share included 3,009,143 RSUs. There were no dilutive options or warrants included in the December 31, 2025 computation of diluted earnings per share, as the relevant strike prices were greater than the average stock price for the period. For the year ended December 31, 2024, the computation of diluted earnings per share included 895,518 options, 4,189,705 RSUs and 12,960 warrants. For the year ended December 31, 2023, the computation of diluted earnings per share included 220,325 options and 1,679,198 RSUs. There were no dilutive warrants included in the December 31, 2023 computation of diluted earnings per share.

For the years ended December 31, 2025, 2024, and 2023 the weighted average number of anti-dilutive options excluded from the computation of diluted earnings per share were 1,145,439; 970,606; and 2,477,120, respectively.

(u) Business Combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value at the date of acquisition. Acquisition related transaction costs are expensed as incurred. Identifiable assets and liabilities, including intangible assets, of acquired businesses are recorded at their fair value at the date of acquisition. When the Company acquires control of a business, any previously held equity interest also is remeasured to fair value. The excess of the purchase consideration and any previously held equity interest over the fair value of identifiable net assets acquired is goodwill. If the fair value of identifiable net assets acquired exceeds the purchase consideration and any previously held equity interest, the difference is recognized in the consolidated statements of operations immediately as a gain or loss on acquisition.

Contingent consideration is measured upon acquisition and is estimated using probability weighting of potential payouts. Contingent consideration classified as a liability requires remeasurement at each period-end, with adjustments to the fair value of the liability recorded within selling, general, and administrative expenses. Equity classified contingent consideration is measured as of the date of acquisition and assessed at each period-end to determine whether equity classification remains appropriate.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(v) Impairment of Other Long-Lived Assets

The Company evaluates the recoverability of other long-lived assets, including property, plant and equipment, and certain identifiable intangible assets, whenever events or changes in circumstances indicate that the carrying value of an asset or asset group may not be recoverable. The Company performs impairment tests of indefinite-lived intangible assets on an annual basis or more frequently in certain circumstances. Factors which could trigger an impairment review include significant underperformance relative to historical or projected future operating results, significant changes in the manner of use of the assets or the strategy for the overall business, a significant decrease in the market value of the assets or significant negative industry or economic trends.

When the Company determines that the carrying value of long-lived assets may not be recoverable based upon the existence of one or more of the indicators, the asset group is assessed for impairment based on the estimated future undiscounted cash flows expected to result from the use of the asset group and its eventual disposition. If the carrying value of an asset group exceeds its estimated future undiscounted cash flows, an impairment loss is recorded for the excess of the asset group’s carrying value over its fair value.

During the year ended December 31, 2025 the Company recorded no impairment charges associated with long-lived fixed assets. During the years ended December 31, 2024 and 2023 the Company recorded impairment charges of $450 thousand and $1,419 thousand, respectively, within selling, general, and administrative expenses on the consolidated statements of operations.

(w) Significant Accounting Judgments, Estimates and Assumptions

The preparation of the Company’s consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognized in the consolidated financial statements are described below.

(i) Estimated Useful Lives and Amortization of Intangible Assets (Also see Note 5—Intangible Asset and Goodwill)

Amortization of intangible assets is recorded on a straight-line basis over their estimated useful lives, which do not exceed the contractual period, if any.

(ii) Business Combinations

Classification of an acquisition as a business combination or an asset acquisition depends on whether the assets acquired constitute a business, which can be a complex judgment. Whether an acquisition is classified as a business combination or asset acquisition can have a significant impact on the entries made on and after acquisition.

In determining the fair value of all identifiable assets, liabilities and contingent liabilities acquired, the most significant estimates relate to contingent consideration and intangible assets. Management exercises judgment in estimating the probability and timing of when earn-outs are expected to be achieved, which is used as the basis for estimating fair value. For any intangible asset identified, depending on the type of intangible asset and the complexity of determining its fair value, an independent valuation expert or management may develop the fair value, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows.

Cannabis licenses are the primary intangible asset acquired in business combinations as they provide the Company the ability to operate in each market. However, some cannabis licenses are subject to renewal and therefore there is some risk of non-renewal for several reasons, including operational, regulatory, legal or economic. To appropriately consider the risk of non-renewal, the

(w) Significant Accounting Judgments, Estimates and Assumptions (Continued)

Company applies probability weighting to the expected future net cash flows in calculating the fair value of these intangible assets. The key assumptions used in these cash flow projections include discount rates and terminal growth rates.

Of the key assumptions used, the impact of the estimated fair value of the intangible assets have the greatest sensitivity to the estimated discount rate used in the valuation. Other significant assumptions include revenue, gross profit, operating expenses and anticipated capital expenditures which are based upon the Corporation's historical operations along with management projections.

The evaluations are linked closely to the assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied.

(iii) Inventories

The net realizable value of inventories represents the estimated selling price for inventories in the ordinary course of business, less all estimated costs of completion and costs necessary to make the sale. The determination of net realizable value requires significant judgment, including consideration of factors such as shrinkage, the aging of and future demand for inventory, expected future selling price the Company expects to realize by selling the inventory, and the contractual arrangements with customers. Reserves for excess and obsolete inventory are based upon quantities on hand, projected volumes from demand forecasts and net realizable value. The estimates are judgmental in nature and are made at a point in time, using available information, expected business plans, and expected market conditions. As a result, the actual amount received on sale could differ from the estimated value of inventory. Periodic reviews are performed on the inventory balance. The impact of changes in inventory reserves is reflected in cost of goods sold.

(iv) Investments in Private Holdings

Investments include private company investments which are carried at fair value based on the value of the Company's interests in the private companies determined from financial information provided by management of the companies, which may include operating results, subsequent rounds of financing and other appropriate information. Any change in fair value is recognized on the consolidated statements of operations.

(v) Goodwill Impairment

Goodwill is tested for impairment annually and whenever events or changes in circumstances indicate that the carrying amount of goodwill has been impaired.

For the annual goodwill impairment review, the Company has the option to perform a qualitative test ("Step 0") or a quantitative test ("Step 1"). Under the Step 0 test, the Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. If after assessing these qualitative factors, the Company determines it is not "more-likely-than-not" that the fair value of the reporting unit is less than the carrying value, then the Step 1 quantitative test is not required.

Step 1 of the quantitative test requires comparison of the fair value of each of the reporting units to the respective carrying value. If the carrying value of the reporting unit is less than the fair value, no impairment exists. If the carrying amount of a reporting unit exceeds the estimated fair value, an impairment loss is recognized by such amount.

In performing either test, the Company is required to make assumptions and judgments including but not limited to the following: the evaluation of macroeconomic conditions as related to the Company's business, industry and market trends, and the overall future financial performance of its reporting units and future opportunities in the markets in which they operate.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(w) Significant Accounting Judgments, Estimates and Assumptions (Continued)

(v) Goodwill Impairment (Continued)

During the year ended December 31, 2025 , the Company performed a Step 1 goodwill impairment test and determined the estimated fair values of the reporting units exceeded their carrying values as of such date. Consequently, no impairment charge was recorded for the year ended December 31, 2025.

During the year ended December 31, 2024, the Company performed a Step 0 test. As a result, no further quantitative impairment test was deemed necessary and no impairment charges were recorded as of the period then ended.

(vi) Determination of Reporting Units

The Company evaluated its reporting units in accordance with ASC 280*, Segment Reporting* and determined that the individual components within each respective reportable segment were economically similar and thus, aggregation of those components into two reporting units (Retail and Consumer Packaged Goods) that align with our reportable segments, was applied.

(vii) Consolidation

Judgment is applied in assessing whether the Company exercises control and has significant influence over entities in which the Company directly or indirectly owns an interest. The Company has control when it has the power over the subsidiary, has exposure or rights to variable returns, and has the ability to use its power to affect the returns. Significant influence is defined as the power to participate in the financial and operating decisions of the subsidiaries. Where the Company is determined to have control, these entities are consolidated. Additionally, judgment is applied in determining the effective date on which control was obtained.

(viii) Allowance for Uncollectible Accounts

Management records its accounts receivable net of the allowance for credit losses. Management determines the allowance for credit losses by evaluating the age of receivable balances which may become past-due based on the contractual terms extended to our customers. We consider actual payment patterns and circumstances of our customers such as their economic status and state-specific market conditions. This methodology takes into account historical loss experience and current and forecasted cash flows. Our accounts receivable are considered short-term and thus effective interest has not been applied to the balance.

(ix) Stock-Based Payments

Valuation of stock-based compensation and warrants requires management to make estimates regarding the inputs for option pricing models, such as the expected life of the option, the volatility of the Company’s stock price, the vesting period of the option and the risk-free interest rate are used. Actual results could differ from those estimates. The estimates are considered for each new grant of stock options or warrants.

(x) Fair Value of Financial Instruments

The individual fair values attributed to the different components of a financing transaction or derivative financial instruments, are determined using valuation techniques. The Company uses judgment to select the methods used to make certain assumptions and in performing the fair value calculations in order to determine (a) the values attributed to each component of a transaction at the time of their issuance; (b) the fair value measurements for certain instruments that require subsequent measurement at fair value on a recurring basis; and (c) for disclosing the fair value of financial instruments. These valuation estimates could be significantly different because of the use of judgment and the inherent uncertainty in estimating the fair value of these instruments that are not quoted in an active market.

2. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

(x) New and Revised Standards

(i) In November 2024, the Financial Accounting Standards Board ("FASB") issued *ASU No. 2024-03, Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*. This ASU requires an entity to disclose the amounts of purchases of inventory, employee compensation, depreciation, and intangible asset amortization included in each relevant expense caption. It also requires an entity to include certain amounts that are already required to be disclosed under current GAAP in the same disclosure. Additionally, it requires an entity to disclose a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively, and to disclose the total amount of selling expenses and, in annual reporting periods, an entity's definition of selling expenses. The amendments in the ASU are effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027, with early adoption permitted. An entity may apply the amendments prospectively for reporting periods after the effective date or retrospectively to any or all prior periods presented in the financial statements. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements.

(ii) In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which is intended to provide enhancements to annual income tax disclosures. The standard will require more detailed information in the rate reconciliation table and for income taxes paid, among other enhancements. The standard is effective for years beginning after December 15, 2024 and early adoption is permitted. The adoption of this standard did not have a material impact on the Company's consolidated financial statements.

3. INVENTORIES

The Company's inventories include the following at December 31, 2025 and 2024:

	December 31, 2025	December 31, 2024
	(in thousands)	
Raw Material	$ 1,300	$ 2,501
Packaging and Miscellaneous	12,223	13,616
Work in Process	80,665	57,893
Finished Goods	70,007	76,626
Reserve for Obsolete Inventory	(5,907)	(3,474)
Total Inventories, Net	**$ 158,288**	**$ 147,162**

4. PROPERTY AND EQUIPMENT

At December 31, 2025 and 2024, property and equipment consisted of the following:

	December 31, 2025	December 31, 2024
	(in thousands)	
Buildings and Improvements	$ 361,898	$ 356,612
Equipment, Computers and Furniture	230,532	196,139
Leasehold Improvements	277,518	241,544
Land	35,207	34,690
Land Improvements	6,312	1,566
Assets Under Construction	22,854	40,325
Capitalized Interest	34,763	32,499
Total Property and Equipment	**969,084**	**903,375**
Less: Accumulated Depreciation	(278,191)	(187,361)
Property and Equipment, net	**$ 690,893**	**$ 716,014**

Assets under construction represent costs associated with construction projects related to cultivation and production facilities and retail stores.

Depreciation expense for the years ended December 31, 2025, 2024 and 2023 totaled $95,540 thousand, $62,819 thousand and $49,949 thousand, respectively, of which $60,144 thousand, $40,563 thousand and $32,936 thousand, respectively, is included in cost of goods sold.

5. INTANGIBLE ASSETS AND GOODWILL

(a) Intangible Assets

Intangible assets are recorded at cost less accumulated amortization and impairment losses. Intangible assets acquired in a business combination are measured at fair value at the acquisition date. Amortization of definite life intangibles is provided on a straight-line basis over their estimated useful lives. The estimated useful lives, residual values, and amortization methods are reviewed at each year end, and any changes in estimates are accounted for prospectively.

At December 31, 2025 and 2024, intangible assets consisted of the following:

	December 31, 2025			December 31, 2024		
	Gross Carrying Amount	Accumulated Amortization (in thousands)	Net Book Value	Gross Carrying Amount	Accumulated Amortization (in thousands)	Net Book Value
Licenses and Permits	$ 682,639	$ 246,669	$ 435,970	$ 660,716	$ 201,862	$ 458,854
Trademarks	1,430	1,027	403	41,511	16,098	25,413
Customer Relationships	15,140	14,832	308	24,438	20,418	4,020
Total Intangible Assets	**$ 699,209**	**$ 262,528**	**$ 436,681**	**$ 726,665**	**$ 238,378**	**$ 488,287**

The Company recorded amortization expense for the years ended December 31, 2025, 2024 and 2023 of $49,909 thousand, $50,391 thousand and $50,841 thousand, respectively.

One June 11, 2025, the Company acquired a permit intangible, allowing the Company to operate three retail dispensaries. The consideration paid was $10,500 thousand in cash. As substantially all of the assets acquired were concentrated in the permit intangible, the Company accounted for the transaction as an asset acquisition. The weighted average amortization period for the permit intangible was 15 years. Acquisition-related costs associated with the transaction were not material.

During 2025, Green Thumb sold its intellectual property rights to RYM, a related party, in brands including RYTHM, incredibles, Beboe, Dogwalkers, Doctor Solomon's, &Shine and Good Green. As a result of those transactions, the Company divested $24,119 thousand in trademarks, net associated with those brands. See Note 15 - Related Party Transactions with Affiliated Entities for additional details.

Intangible assets are carried net of accumulated impairment losses of $31,131 thousand as of December 31, 2025 and 2024. No impairment charges were recognized by the Company during the years ended December 31, 2025, 2024 and 2023.

The following table outlines the estimated annual amortization expense related to intangible assets as of December 31, 2025:

Year Ending December 31,	Estimated Amortization (in thousands)
2026	$ 46,034
2027	45,726
2028	45,629
2029	45,559
2030	45,518
2031 and Thereafter	208,215
	$ 436,681

As of December 31, 2025, the weighted average amortization period remaining for intangible assets was 9.83 years.

5. INTANGIBLE ASSETS AND GOODWILL *(Continued)*

(b) Goodwill

At December 31, 2025 the balances of goodwill, by segment, consisted of the following:

	December 31, 2025	December 31, 2024
	(in thousands)	
Retail	$ 277,342	$ 273,802
Consumer Packaged Goods	314,809	315,889
Total	**$ 592,151**	**$ 589,691**

Goodwill is recognized net of accumulated impairment losses of $57,372 thousand as of December 31, 2025 and 2024. No goodwill impairment charges were recognized by the Company during the years ended December 31, 2025, 2024 and 2023.

6. INVESTMENTS

As of December 31, 2025 and 2024, the Company held various equity interests in cannabis-related companies as well as investments in note(s) receivable instruments that had a combined fair value of $32,720 thousand and $43,578 thousand, respectively. The Company measures its investments that do not have readily determinable fair value at cost minus impairment, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. The Company performs an assessment on a quarterly basis to determine whether triggering events for impairment exist and to identify any observable price changes.

The following table summarizes the change in the Company's investments during the years ended December 31, 2025 and 2024:

	December 31, 2025	December 31, 2024
	(in thousands)	
Beginning	$ 43,578	$ 64,361
Additions	432	12,029
Proceeds	(150)	(29,824)
Fair value adjustments	(10,998)	(2,988)
Transfers and other	(142)	—
Ending	**$ 32,720**	**$ 43,578**

The following table summarizes the fair value change in the Company's investments recorded during the years ended December 31, 2025, 2024 and 2023.

	Years Ended December 31,		
	2025	2024	2023
	(in thousands)		
Equity Investments	$ (8,856)	$ (1,727)	$ (20,713)
Notes Receivable Instruments	(2,142)	(1,467)	2,845
Accrued Interest on Notes Receivable Instruments	—	206	408
Net fair value losses	**$ (10,998)**	**$ (2,988)**	$ **(17,460)**

The Company recorded fair value gains (losses) related to equity and note receivable investments within other income (expense) and accrued interest to interest income on the consolidated statements of operations.

(a) Equity Investments

The Company held equity investments in both publicly and privately traded entities during the twelve months ended December 31, 2025, 2024 and 2023. Publicly traded entities generally have readily determinable fair values and are classified as Level 1 investments. Meanwhile, non-publicly traded entities generally do no have readily determinable fair values and are classified as Level 3 investments. The Company has classified all of its holdings as trading securities and recorded such amounts within investments on the Company's consolidated balance sheets.

The following table summarizes the change in the Company's Level 1 equity investments during the twelve months ended December 31, 2025, 2024 and 2023.

	Years Ended December 31,		
	2025	2024	2023
	(in thousands)		
Beginning	$ —	$ 2,001	$ 2,535
Proceeds	—	(2,092)	(198)
Fair value adjustment	—	91	(336)
Ending	**$ —**	**$ —**	**$ 2,001**

6. INVESTMENTS *(Continued)*

(a) Equity Investments *(Continued)*

The following table summarizes the change in the Company's Level 3 equity investments during the twelve months ended December 31, 2025, 2024 and 2023.

	Years Ended December 31,		
	2025	2024	2023
	(in thousands)		
Beginning	$ 36,487	$ 25,953	$ 40,330
Additions	432	7,352	6,000
Fair value adjustments	(8,856)	(1,818)	(20,377)
Transfers and other	1,712	5,000	—
Ending	**$ 29,775**	**$ 36,487**	**$ 25,953**

The following table summarized unrealized (losses) gains recognized on the Company's equity investments held during the twelve months ended December 31, 2025, 2024 and 2023.

	Years Ended December 31,		
	2025	2024	2023
	(in thousands)		
Unrealized loss recognized on equity investments	$ (8,856)	$ (1,727)	$ (20,713)
Realized (loss) gain recognized on equity investments	—	(91)	53
Net unrealized loss on equity investments	**$ (8,856)**	**$ (1,636)**	**$ (20,660)**

See Note 14—Fair Value Measurements for additional details.

(b) Note Receivable Instruments

The Company held note(s) receivable instrument(s) in publicly and privately traded entities during the twelve months ended December 31, 2025, 2024 and 2023. The fair value of these notes receivable instruments include the initial investment and contractual accrued interest recorded within interest income on the consolidated statements of operations.

All of the Company's notes receivable instruments are classified as trading securities and are included within investments on the Company's consolidated balance sheet.

The following table summarizes the change in the Company's Level 1 note receivable instrument during the twelve months ended December 31, 2025, 2024 and 2023.

	Years Ended December 31,		
	2025	2024	2023
	(in thousands)		
Beginning	$ —	$ 22,214	$ 22,214
Additions	—	1,965	—
Proceeds	—	(22,712)	—
Fair value adjustment	—	(1,467)	—
Ending	**$ —**	**$ —**	**$ 22,214**

On November 27, 2024, the Company collected the outstanding principal balance of the note receivable instrument along with accrued interest in cash. As of December 31, 2025 and 2024, the Company held no Level 1 note receivable instruments.

6. INVESTMENTS *(Continued)*

(b) Note Receivable Instruments *(Continued)*

The following table summarized the change in the Company's Level 3 notes receivable instruments during the twelve months ended December 31, 2025, 2024 and 2023.

	Years Ended December 31,		
	2025	2024	2023
	(in thousands)		
Beginning	$ 7,091	$ 14,193	$ 9,090
Additions	—	2,712	2,200
Proceeds	(150)	(5,020)	(300)
Fair value adjustments	(2,142)	—	2,845
Accrued Interest	—	206	408
Transfers and other	(1,854)	(5,000)	(50)
Ending	**$ 2,945**	**$ 7,091**	**$ 14,193**

The Company's Level 3 notes receivable instruments had stated interest rates of 10.0% and terms between twelve months to five years.

On January 9, 2024, one of the Company's privately held note receivable instruments matured and the Company collected the principal amount of $4,000 thousand along with accrued interest of $605 thousand on such date.

On August 16, 2024, a separate privately held convertible note receivable instrument in the amount of $5,000 thousand was exchanged for shares of preferred stock of the investee. As a result, the investment was transferred from Level 3 note receivable instruments to the Level 3 equity investments.

On August 6, 2025, a separate privately held convertible note receivable instrument in the amount of $1,712 thousand was exchanged for shares of preferred stock of the investee. As a result, the investment was transferred from Level 3 note receivable instruments to Level 3 equity investments.

See Note 14—Fair Value Measurements for additional details.

7. ACQUISITIONS

(a) Business Combinations:

The Company determined that the below described acquisitions are business combinations under ASC 805, *Business Combinations.* They were accounted for by applying the acquisition method whereby the assets acquired, and the liabilities assumed were recorded at their fair values with any excess consideration over the fair value of the identifiable net assets allocated to goodwill. Operating results have been included in these consolidated financial statements from the date of the acquisition. Supplemental pro forma financial information has not been presented as the impact was not material to the Company's consolidated financial statements. The goodwill recorded primarily includes the expected synergies resulting from combining the operations of the acquired entities with those of the Company.

During 2025, the Company acquired all of the membership interests in entities that owned seven retail stores for the purposes of expanding Green Thumb's national presence. The Company paid approximately $19,308 thousand in cash for these interests. As part of the initial purchase accounting, the Company recorded an intangible asset of $12,489 thousand, all of which was associated with licenses that allow for the retail sale of cannabis. The weighted-average amortization period for the license intangibles is 15 years. Acquisition-related costs associated with the transactions were not material.

The Company completed preliminary allocations of the purchase price of the assets acquired and liabilities assumed in association with the seven retail stores. The preliminary valuation was based on management’s estimates and assumptions which are subject to change within the measurement period (generally one year from the acquisition date). The details of the transaction are discussed below. The primary areas of the purchase price allocation that are not yet finalized relate to the valuation of the tangible and intangible assets acquired and the residual goodwill. The following table summarizes the initial accounting estimates:

	Retail Stores (in thousands)
Cash	$ 55
Inventory	794
Prepaid expenses	393
Property and equipment, net	2,245
Right-of-use asset, net	1,864
Deposits and other assets	209
Intangible assets, net:	
Licenses and permits	12,489
Liabilities assumed	(417)
Lease liabilities	(1,864)
Total identifiable net assets	15,768
Goodwill	3,540
Net assets	**$ 19,308**

8. LEASES

(a) Operating Leases

The Company has operating leases for its retail stores, processing and cultivation facilities and corporate office space. Operating lease right-of-use assets and operating lease liabilities are recognized based on the present value of future minimum lease payments over the lease term at commencement date.

The Company records material real estate and equipment leases with an initial term of twelve months or more on the balance sheet. Real estate lease agreements for some locations provide for rent escalations and renewal options. Certain real estate leases require payment for fixed and variable non-lease components, such as taxes, insurance and maintenance, as part of base rent. In those circumstances, the Company elected the practical expedient to not separate the lease components from non-lease components.

The Company determines if an arrangement is a lease at inception. The Company must consider whether the contract conveys the right to control the use of an identified asset. Certain arrangements require significant judgment to determine if an asset is specified in the contract and if the Company directs how and for what purpose the asset is used during the term of the contract. For the years ended December 31, 2025, 2024 and 2023 the Company recorded operating lease expense of $51,566 thousand, $54,385 thousand and $48,231 thousand, respectively.

Other information related to operating leases as of December 31, 2025 and 2024 were as follows:

	December 31, 2025	December 31, 2024
Weighted average remaining lease term (years)	9.80	10.74
Weighted average discount rate	12.16%	12.23%

Maturities of lease liabilities for operating leases as of December 31, 2025 were as follows:

	Maturities of Lease Liability		
Year Ending December 31,	**Third-Party**	**Related Party**	**Total**
		(in thousands)	
2026	$ 50,158	$ 524	$ 50,682
2027	50,030	491	50,521
2028	48,527	282	48,809
2029	45,210	287	45,497
2030	43,038	293	43,331
2031 and Thereafter	255,687	475	256,162
Total Lease Payments	492,650	2,352	495,002
Less: Interest	(220,906)	(643)	(221,549)
Present Value of Lease Liability	**$ 271,744**	**$ 1,709**	**$ 273,453**

(b) Related Party Operating Leases

Mosaic Real Estate, LLC owns certain facilities leased by the Company and is owned in part by Benjamin Kovler, the Chairman and Chief Executive Officer of the Company (through KP Capital, LLC), and Anthony Georgiadis, the President and a director of the Company (through Three One Four Holdings, LLC). For the years ended December 31, 2025, 2024 and 2023, the Company recorded lease expense of $504 thousand, $595 thousand and $553 thousand, respectively, associated with these leasing arrangements.

On December 17, 2024, the Company purchased the land and building located at 169 Meadow St. Amherst, Massachusetts for $654 thousand, excluding transaction costs, from Mosaic Real Estate Amherst, LLC. This transaction resulted in the termination of the Massachusetts related party leasing agreement.

9. NOTES PAYABLE

At December 31, 2025 and 2024, notes payable consisted of the following:

		December 31, 2025		December 31, 2024
		(in thousands)		
Syndicated credit facility dated September 11, 2024[1]	$	140,909	$	147,979
Mortgage notes[2]		103,987		106,979
Total notes payable		244,896		254,958
Less: current portion of notes payable		(18,495)		(12,062)
Notes payable, net of current portion	**$**	**226,401**	**$**	**242,896**

[1] The Credit Facility (as defined below in Section (a) of this Note 8) was issued in an aggregate amount of $150,000 thousand, and will bear interest at the Secured Overnight Financing Rate ("SOFR") plus 500 basis points, payable monthly. As of December 31, 2025 and December 31, 2024, the Credit Facility's outstanding principal balance was $142,500 thousand and $150,000 thousand, respectively. The Credit Facility was issued at a discount, the carrying value of which was $1,591 thousand and $2,021 thousand as of December 31, 2025 and December 31, 2024, respectively. The Credit Facility matures on September 11, 2029.

[2] The Company has issued mortgage notes in connection with various operating properties at an aggregate value of $112,285 thousand as of December 31, 2025 and 2024, respectively. The mortgage notes were issued at a discount, the aggregate carrying value of which was $799 thousand and $1,007 thousand, and are presented net of principal payments of $7,499 thousand and $4,299 thousand as of December 31, 2025 and 2024, respectively. These mortgage notes mature between December 31, 2028 and June 5, 2035 with interest rates ranging between 5.00% and 7.77%.

Maturities of notes payable as of December 31, 2025 were as follows:

		Maturities of Notes Payable				
Year Ending December 31,		Credit Facility		Mortgage Notes		Total
				(in thousands)		
2026	$	15,000	$	3,496	$	18,496
2027		15,000		3,764		18,764
2028		15,000		15,758		30,758
2029		97,500		39,532		137,032
2030		—		3,179		3,179
2031 and Thereafter		—		39,057		39,057
Total maturities of notes payable [1]	**$**	142,500	**$**	104,786	**$**	247,286

[1] Total maturities of notes payable excludes unamortized debt discount of $1,591 thousand associated with the Credit Facility and $799 thousand associated with the mortgage notes.

9. NOTES PAYABLE *(Continued)*

(a) Syndicated Credit Facility

On September 11, 2024, the Company entered into a $150,000 thousand syndicated credit facility (the "Credit Facility") led by Valley National Bank. The Credit Facility has a maturity date of September 11, 2029 and bears interest from the date of issuance at the SOFR plus 500 basis points, payable quarterly. As of December 31, 2025, the floating interest rate on the Credit Facility was 8.76%.

The Credit Facility includes certain covenants which require the Company to maintain a debt service coverage ratio of 1.5 to 1.0, a funded debt to Adjusted EBITDA (see "Non-GAAP Measure" below for additional information on Adjusted EBITDA) ratio no greater than 3.5 to 1.0, and a tangible net worth of at least $500 thousand. As of December 31, 2025, the Company was in compliance with all covenants associated with the Credit Facility.

(b) Warwick, New York Mortgage Note

On September 4, 2024, the Company entered into a $23,500 thousand mortgage note associated with its Warwick, New York Consumer Packaged Goods facility bearing an interest rate of 7.75% per annum, with a maturity date of September 4, 2029. The mortgage includes various covenants requiring the Company to maintain certain financial ratios related to its ability to service the debt. As of December 31, 2025, the Company was in compliance with all covenants associated with the mortgage.

10. SHARE CAPITAL

Common shares, which include the Company's Subordinate Voting Shares, Multiple Voting Shares and Super Voting Shares, are classified as equity. Incremental costs directly attributable to the issuance of common shares are recognized as a deduction from equity. The proceeds from the exercise of stock options or warrants together with amounts previously recorded in reserves over the applicable vesting periods are recorded as share capital. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with *ASC 740*, *Income Taxes*.

(a) Authorized

The Company has the following classes of share capital, with each class having no par value:

(i) Subordinate Voting Shares

The holders of the Subordinate Voting Shares are entitled to receive dividends which may be declared from time to time and are entitled to one vote per share at meetings of the Company's shareholders. All Subordinate Voting Shares are ranked equally with regard to the Company's residual assets. The Company is authorized to issue an unlimited number of no par value Subordinate Voting Shares.

(ii) Multiple Voting Shares

Each Multiple Voting Share is entitled to 100 votes per share at shareholder meetings of the Company and is exchangeable for 100 Subordinate Voting Shares.

(iii) Super Voting Shares

Each Super Voting Share is entitled to 1,000 votes per share at shareholder meetings of the Company and is exchangeable for one Multiple Voting Share, which is then convertible into 100 Subordinate Voting Shares.

(Amounts Expressed in Thousands of United States Dollars, Except Where Stated Otherwise)

10. SHARE CAPITAL *(Continued)*

(b) Issued and Outstanding

A reconciliation of the beginning and ending amounts of the issued and outstanding shares by class is as follows:

	Issued and Outstanding		
	Subordinate Voting Shares	Multiple Voting Shares	Super Voting Shares
As at January 1, 2023	206,991,275	38,531	251,690
Distribution of contingent consideration	1,614,871	—	—
Distribution of deferred shares	680,089	—	—
Issuance of shares upon exercise of options	477,545	—	—
Issuances of shares upon vesting of RSUs	451,138	—	—
Repurchase of Subordinate Voting Shares	(3,843,126)	—	—
Exchange of shares	3,500,000	—	(35,000)
As at December 31, 2023	**209,871,792**	**38,531**	**216,690**
As at January 1, 2024	209,871,792	38,531	216,690
Distribution of contingent consideration	1,250,000	—	—
Distribution of deferred shares	309,337	—	—
Issuance of shares upon exercise of warrants	35,540	—	—
Issuance of shares upon exercise of options	1,504,764	—	—
Issuances of shares upon vesting of RSUs	1,037,812	—	—
Repurchase of Subordinate Voting Shares	(3,972,000)	—	—
Exchange of shares	1,090,800	(908)	(10,000)
As at December 31, 2024	**211,128,045**	**37,623**	**206,690**
As at January 1, 2025	211,128,045	37,623	206,690
Issuance of shares associated with investment interests	77,525	—	—
Distribution of deferred shares	244,986	—	—
Issuance of shares upon exercise of options	270,332	—	—
Issuances of shares upon vesting of RSUs	2,070,501	—	—
Issuance of shares to non-employee contractors	33,231	—	—
Repurchase of Subordinate Voting Shares	(7,209,875)	—	—
Repurchase of Super Voting Shares	—	—	(5,000)
Exchange of shares	15,100	(151)	—
As at December 31, 2025	**206,629,845**	**37,472**	**201,690**

10. SHARE CAPITAL *(Continued)*

(b) Issued and Outstanding *(Continued)*

(i) Distribution of Contingent Consideration

Dharma Pharmaceuticals, LLC

In connection with the Company's 2021 acquisition of Dharma Pharmaceuticals, LLC ("Dharma"), the purchase agreement included contingent consideration of up to $65,000 thousand in Subordinate Voting Shares of Green Thumb, which was dependent upon 1) the successful opening of five retail stores in the Virginia area within the first three years of following the signing of the agreement and 2) the legal sale of adult-use cannabis in a retail store on or before January 1, 2025 (the "Recreational Sales Milestone").

The following table provides an overview of store count, share quantities, and the fair value of shares at the issuance date:

Dharma Pharmaceuticals, LLC

Date of issuance	# of stores opened	Number of Subordinate Voting Shares issued	Fair Value in thousands
August 16, 2021	1	199,993	$5,949
February 25, 2022	2	667,080	13,111
June 1, 2023	1	822,447	6,070
July 10, 2023	1	792,424	6,454
Total	5	**2,481,944**	**$31,584**

As of December 31, 2023, the estimated fair value of the remaining contingent consideration associated with the Recreational Sales Milestone, which was valued based on a probability weighting of the potential payments, was $33,250 thousand and was included as a non-current liability on the Company's consolidated balance sheets.

On February 9, 2024, the Company and the former owners of Dharma agreed to amend the conditions as set forth in the original purchase agreement in relation to the Recreational Sales Milestone (the "Amended Agreement"). Under the Amended Agreement, the former owners waived their right to the Recreational Sales Milestone in exchange for the delivery of 1,250,000 Subordinate Voting Shares of Green Thumb. As a result, the Company recorded a gain of $15,991 thousand within selling, general, and administrative expenses on the consolidated statements of operations. On February 15, 2024, the Company distributed the shares to the former owners of Dharma, which had a fair market value of $17,259 thousand, which was based on the value of the shares as traded on the Canadian Securities Exchange on the date of distribution. As of such date, the balance of contingent consideration was fully extinguished.

(Amounts Expressed in Thousands of United States Dollars, Except Where Stated Otherwise)

10. SHARE CAPITAL *(Continued)*

(b) Issued and Outstanding *(Continued)*

(ii) Distribution of Deferred Shares

As part of the consideration exchanged for acquisitions completed in previous periods, the Company deferred the distribution of Subordinate Voting Shares to secure the Company's indemnification rights associated with post-acquisition costs.

The following table summarizes the activity during the years ended December 31, 2025, 2024 and 2023:

	Related Acquisition						
	Liberty Compassion, Inc.	Dharma Pharmaceuticals, LLC	Mobley Pain Management and Wellness Center, LLC and Canwell Processing, LLC	GreenStar Herbals, Inc.	Maryland Health and Wellness Center, Inc.	LeafLine Industries, LLC	Total
As at January 1, 2023	214,768	229,878	264,760	161,306	61,832	386,002	1,318,546
Distributed Shares	(214,768)	(229,878)	(12,305)	(161,306)	(61,832)	—	(680,089)
Cancelled Shares	—	—	(84,122)	—	—	—	(84,122)
As at December 31, 2023	—	—	168,333	—	—	386,002	554,335
As at January 1, 2024	—	—	168,333	—	—	386,002	554,335
Distributed Shares	—	—	—	—	—	(309,337)	(309,337)
As at December 31, 2024	—	—	168,333	—	—	76,665	244,998
As at January 1, 2025	—	—	168,333	—	—	76,665	244,998
Distributed Shares	—	—	(168,333)	—	—	(76,653)	(244,986)
Cancelled Shares	—	—	—	—	—	(12)	(12)
As at December 31, 2025	—	—	—	—	—	—	—

As of December 31, 2023, in accordance with the relevant acquisition agreement, a portion of the outstanding deferred shares were cancelled in order to indemnify the Company for post-acquisition costs. As the cancellation of the deferred shares occurred outside of the purchase price allocation measurement period (generally one year from the acquisition date), the Company recorded a gain of $2,784 thousand within selling general and administrative expenses on the Company's consolidated statements of operations during the year ended December 31, 2024.

10. SHARE CAPITAL *(Continued)*

(b) Issued and Outstanding *(Continued)*

(iii) Repurchase of Subordinate and Super Voting Shares

On September 23, 2025, the Company's Board of Directors authorized a new share repurchase program that commenced immediately following the expiration of the Company's previous share repurchase program. The new program authorizes the Company to repurchase up to 10,364,640 of its Subordinate Voting Shares over a 12-month period at an aggregate cost of up to $50,000 thousand.

Under the Company's previous share repurchase programs, the Company repurchased a total of 7,209,875 and 3,972,000 Subordinate Voting Shares at an average price of $4.84 and $10.85 during each of the years ended December 31, 2025 and 2024, respectively.

As of December 31, 2025, the Company has returned $117,814 thousand to shareholders in the form of share repurchases from the commencement of its share repurchase program.

Separately, on December 28, 2025, the Company entered into a securities purchase agreement with Benjamin Kovler, the Chairman and Chief Executive Officer and Anthony Georgiadis, the President and a Director, to purchase 2,500 Super Voting Shares from each in private transactions. The price per Super Voting Share was determined based on the closing price of $7.988 per underlying Subordinate Voting Shares as traded on the OTCQX Best Market on the date of the transaction.

(c) Stock-Based Compensation

The Company operates equity settled stock-based remuneration plans for its eligible directors, officers, employees and consultants. All goods and services received in exchange for the grant of any stock-based payments are measured at their fair value unless the fair value cannot be estimated reliably. If the Company cannot estimate reliably the fair value of the goods and services received, the Company measures their value indirectly by reference to the fair value of the equity instruments granted. For transactions with employees and others providing similar services, the Company measures the fair value of the services by reference to the fair value of the equity instruments granted. Equity settled stock-based payments under stock-based payment plans are ultimately recognized as an expense in profit or loss with a corresponding credit to equity.

In June 2018, the Company established the Green Thumb Industries Inc. 2018 Stock and Incentive Plan, which was amended by Amendments No. 1 through 4 thereto (as amended, the “Plan”). The maximum number of RSUs and options issuable under the Plan shall not exceed 15% of the Company’s issued and outstanding shares on an as-converted basis.

The Company recognizes compensation expense for RSUs and options on a straight-line basis over the requisite service period of the award. Non-market vesting conditions are included in the assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from the previous estimate. Any cumulative adjustment prior to vesting is recognized in the current period with no adjustment to prior periods for expense previously recognized.

Option and RSU grants generally vest over three years, and options typically have a life of seven to ten years. Option grants are determined by the Compensation Committee of the Company’s Board of Directors with the option price set at no less than 100% of the fair market value of a share on the date of grant.

10. SHARE CAPITAL *(Continued)*

(c) Stock-Based Compensation *(Continued)*

Stock option activity is summarized as follows:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Balance as of December 31, 2024	8,238,472	$10.10	4.07	$2,664
Granted	956,520	5.95		
Exercised	(270,332)	6.89		
Forfeited	(1,231,896)	10.01		
Balance as of December 31, 2025	7,692,764	$10.65	3.78	$2,637
Exercisable as of December 31, 2025	5,743,426	$7.83	1.83	$575

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the Company's closing stock price on December 31, 2025 and 2024, respectively, and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their in-the-money options on December 31, 2025 and 2024, respectively. This amount will change in future periods based on the fair market value of the Company's Subordinate Voting Shares and the number of options outstanding.

The following table summarizes the weighted average grant date fair value and intrinsic value of options exercised for the year ended December 31, 2025, 2024 and 2023:

	Years Ended December 31,		
	2025	2024	2023
Weighted average grant date fair value (per share) of stock option units granted	$3.28	$7.79	$4.24
Intrinsic value of stock option units exercised, using market price at exercise date *(in thousands)*	$191	$7,505	$996

The Company used the Black-Scholes Option Pricing model to estimate the fair value of the options granted during the years ended December 31, 2025 and 2024, using the following ranges of assumptions:

	December 31, 2025	December 31, 2024
Risk-free interest rate	3.61% - 4.33%	2.72% - 3.92%
Expected dividend yield	0%	0%
Expected volatility	62% - 64%	62% - 64%
Expected option life	3.76 - 4.68 years	4.46 - 4.5 years

As permitted under *ASC 718, Stock Compensation*, the Company has made an accounting policy choice to account for forfeitures when they occur.

The following table summarizes the number of non-vested RSU awards as of December 31, 2025 and 2024 and the changes during the year ended December 31, 2025:

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested Shares at December 31, 2024	7,678,310	$ 11.14
Granted	5,855,948	5.92
Forfeited	(1,945,464)	8.21
Vested	(2,070,501)	10.90
Unvested Shares at December 31, 2025	9,518,293	$ 8.30

10. SHARE CAPITAL *(Continued)*

(c) Stock-Based Compensation *(Continued)*

The following table summarizes the weighted average grant date fair value of RSUs granted for the years ended December 31, 2025, 2024 and 2023:

	Years Ended December 31,		
	2025	2024	2023
Weighted average grant date fair value (per share) of RSUs granted	$ 5.92	$ 12.07	$ 7.87

The stock-based compensation expense for the years ended December 31, 2025, 2024 and 2023 was as follows:

	Years Ended December 31,		
	2025	2024	2023
		(in thousands)	
Stock options expense	$ 6,944	$ 10,270	$ 16,826
Restricted Stock Units	37,989	23,042	11,363
Total Stock Based Compensation Expense	$ 44,933	$ 33,312	$ 28,189

As of December 31, 2025, $61,419 thousand of total unrecognized expense related to stock-based compensation awards is expected to be recognized over a weighted-average period of 1.76 years.

11. INCOME TAX EXPENSE

The Company accounts for income taxes in accordance with ASC 740 - *Income Taxes*, under which deferred tax assets and liabilities are recognized based upon anticipated future tax consequences attributable to differences between financial statement carrying values of assets and liabilities and the respective tax basis.

Green Thumb Industries Inc. is organized in Canada but maintains all of its operations in the United States. Due to this inverted entity structure, the Company is subject to both US and Canadian taxation.

For the years ended December 31, 2025, 2024 and 2023, income taxes expense consisted of:

	Years Ended December 31,		
	2025	2024	2023
		(in thousands)	
Current:			
Federal	$ 116,811	$ 109,826	$ 108,399
State	11,771	22,512	24,674
Foreign	—	—	—
Total Current	128,582	132,338	133,073
Deferred:			
Federal	12,221	(4,604)	(10,694)
State	6,499	(1,446)	(3,749)
Foreign	—	—	—
Total Deferred	18,720	(6,050)	(14,443)
Total	**$ 147,302**	**$ 126,288**	**$ 118,630**

11. INCOME TAX EXPENSE *(Continued)*

The difference between the income tax expense for the years ended December 31, 2025, 2024 and 2023 and the expected income taxes based on the statutory tax rate applied to earnings (loss) arises as follows:

	Years Ended December 31,								
	2025			2024			2023		
	(Dollars in thousands except percentages)								
U.S. Federal Statutory Tax Rate	$	55,305	21.00%	$	42,029	21.00%	$	32,770	21.00%
State and Local Income Taxes, Net of Federal Income Tax Effect (a)	$	14,154	5.37%	$	20,718	10.35%	$	15,639	10.02%
Changes in Valuation Allowances	$	(450)	(0.17)%	$	(103)	(0.05)%	$	32	0.02%
Nontaxable or Nondeductible Items	$	10,110	3.84%	$	49,926	24.95%	$	45,925	29.43%
Changes in Unrecognized Tax Benefits	$	75,030	28.49%	$	10,290	5.14%	$	23,362	14.97%
Other Adjustments - Federal	$	(8,292)	(3.15)%	$	2,941	1.47%	$	929	0.60%
Other Adjustments - States	$	1,445	0.55%	$	487	0.24%	$	(27)	(0.02)%
Effective Tax Rate	$	147,302	55.93%	$	126,288	63.10%	$	118,630	76.02%

(a) State Taxes in Illinois, Maryland, and Pennsylvania made up the majority (greater than 50%) of the tax effect in this category.

Income taxes paid for the years ended December 31, 2025, 2024 and 2023 were $30,214 thousand, $130,583 thousand and $99,535 thousand, respectively. For the year ended December 31, 2025, federal taxes paid were $13,402 thousand and state taxes paid for Illinois, Maryland and New Jersey were $12,095 thousand.

As the Company operates in the cannabis industry, the IRS contends the Company is subject to IRC Section 280E under which the Company is only allowed to deduct expenses directly related to sales of product. This results in unrecognized tax benefits which can cause the effective tax rate to be highly variable and may not necessarily correlate with pre-tax income or loss.

Deferred taxes are provided using an asset and liability method whereby deferred tax assets are recognized based on the rates at which they are expected to reverse in the future. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. The effect on deferred tax assets and liabilities of a change in tax law or tax rates is recognized in income in the period that enactment occurs.

11. INCOME TAX EXPENSE *(Continued)*

At December 31, 2025 and 2024, the components of deferred tax assets and liabilities were as follows:

	Years Ended December 31, 2025 (in thousands)	Years Ended December 31, 2024 (in thousands)
Deferred Tax Assets		
Operating Lease Liabilities	$ 91,670	$ 62,753
Net Operating Losses	607	182
163(j) Interest Limitation	5,657	8,395
Stock-based Compensation	10,146	12,076
Accrued Bonus	7,720	6,541
Fair Value Investments	9,424	11,190
Capitalized Inventory	12,134	8,509
Accrued Rent	2,037	—
Inventory Impairment	1,347	—
Other	10,931	2,682
Valuation Allowance	(334)	(1,126)
Total Deferred Tax Assets	151,339	111,202
Deferred Tax Liabilities		
Operating Right of Use Assets	$ (82,360)	$ (55,645)
Warrant Fair Value Derivative	(5,770)	(5,735)
Intangibles	(45,589)	(49,142)
RYM Note Receivable Settlement	(34,973)	—
Total Deferred Tax Liabilities	(168,692)	(110,522)
Net Deferred Tax Liabilities	**$ (17,353)**	**$ 680**

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company assessed the positive and negative evidence to determine if sufficient future taxable income will be generated to use the existing deferred tax assets. A valuation allowance is maintained as of December 31, 2025 and 2024 in the amount of $334 thousand and $1,126 thousand, respectively.

As of December 31, 2025, the Company had $1,300 thousand of gross federal net operating loss carryforwards. Additionally, the Company had $3,779 thousand of gross state net operating loss carryforwards, if not claimed, begin to expire in 2031. The Company's evaluation concluded that the majority of the net operating losses will be realized.

Pursuant to IRC Sections 382 and 383 of the Internal Revenue Code of 1986, as amended, utilization of net operating losses and credits may be subject to annual limitations in the event of any significant future changes in its ownership structure. These annual limitations may result in the expiration of net operating losses and credits prior to utilization.

The Company operates in a number of tax jurisdictions and is subject to examination of its income tax returns by tax authorities in those jurisdictions who may challenge any item on these returns. Because the tax matters challenged by tax authorities are typically complex, the ultimate outcome of these challenges is uncertain. In accordance with ASC 740, *Income Taxes*, the Company recognizes the benefits of uncertain tax positions in our consolidated financial statements only after determining that it is more likely than not that the uncertain tax positions will be sustained.

11. INCOME TAX EXPENSE *(Continued)*

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2025	2024	2023
	(in thousands)		
Balance at Beginning of Year	**$ 76,782**	**$ 66,492**	**$ 43,130**
Gross increases related to tax positions in a prior period	64,042	3,304	8,919
Gross decreases related to tax positions in a prior period	(20,347)	(6,795)	(3,193)
Gross increases related to tax positions in the current period	84,975	14,218	17,676
Gross decreases related to tax positions in a current period	(2,104)	(437)	(40)
Balance at End of Year	**$ 203,348**	**$ 76,782**	**$ 66,492**

The Company recognizes accrued interest and penalties related to unrecognized tax benefits in the provision for income taxes. As of December 31, 2025, 2024 and 2023, we recognized $5,863 thousand, $4,726 thousand and $10,043 thousand of interest and penalties, respectively. As of December 31, 2025 and 2024 we have accrued for interest and penalties of $25,207 thousand and $19,344 thousand of interest and penalties, respectively. As of December 31, 2025, $22,806 thousand of unrecognized tax benefits are expected to be recovered over the next 12 months. We file income tax returns in the US, various state jurisdictions, and Canada, which jurisdictions have varying statutes of limitations. The US federal statute of limitation and state income tax returns generally remain open for the 2022 tax year to the present. Net operating loss arising prior to these years are also open to examination if and when utilized.

12. OTHER INCOME (EXPENSE)

For the years ended December 31, 2025, 2024 and 2023 other income (expense) was comprised of the following:

	Years Ended December 31,		
	2025	2024	2023
	(in thousands)		
Fair value adjustments on equity investments	$ (10,856)	$ (3,194)	$ (17,868)
Net gain on divestitures of intellectual property	29,876	—	—
Gain on extinguishment of debt	—	—	1,283
Fair value adjustments on warrants liability	68	2,691	1,403
Loss from equity method investments	(10,812)	(8,686)	(1,166)
Other	74	95	141
Total Other Income (Expense)	**$ 8,350**	**$ (9,094)**	**$ (16,207)**

13. COMMITMENTS AND CONTINGENCIES

The Company is subject to lawsuits, investigations and other claims related to employment, commercial and other matters that arise out of operations in the normal course of business. Periodically, the Company reviews the status of each significant matter and assesses the potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable, and the amount can be reasonably estimated, such amount is recognized in other liabilities.

Contingent liabilities are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period and are discounted to present value where the effect is material. The Company performs evaluations to identify contingent liabilities for contracts. Contingent consideration is measured upon acquisition and is estimated using probability weighting of potential payouts. Subsequent changes in the estimated contingent consideration from the final purchase price allocation are recognized in the Company's consolidated statements of operations.

(a) Contingencies

The Company's operations are subject to a variety of local and state regulations. Failure to comply with one or more of those regulations could result in fines, sanctions, restrictions on its operations, or losses of licenses and permits that could result in the Company ceasing operations in that specific state or local jurisdiction. While management believes that the Company is in compliance with applicable local and state regulations at December 31, 2025 and 2024, cannabis and other regulations continue to evolve and are subject to differing interpretations. As a result, the Company may be subject to regulatory fines, penalties, or restrictions in the future.

(b) Claims and Litigation

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. The following is an update to the status of previously disclosed matters as of December 31, 2025:

In July 2024, the Company received Findings of Fact and Conclusions of Law regarding an October 30, 2019 complaint filed against the Company alleging the Company breached a commercial property lease with ineffective termination. On June 25, 2025, the Company received the Final Judgment from the court ruling in favor of plaintiff landlord in the amount of $7,307 thousand, representing unpaid rent. In addition, the court found the Company liable for interest and attorney fees in the amount of $912 thousand. As a result, the Company accrued the amount of probable loss that can reasonably be estimated within accrued liabilities on the Company's consolidated balance sheets.

In August 2025, the Company appealed the Final Judgment with a Notice of Appeal. Under the Rules of Court, the Company was provided a stay on the enforcement of the Final Judgment upon posting a supersedeas bond in the amount of the Final Judgment plus interest and costs through the appeal period. As of December 31, 2025, the Company held the bond in the amount of $9,284 thousand within restricted cash and cash equivalents on the Company's consolidated balance sheets.

At December 31, 2025 and 2024, other than as discussed above, there were no pending or threatened lawsuits considered probable or reasonably possible to result in an unfavorable outcome with an exposure expected to have a material effect on the results of the Company's consolidated operations. There are also no proceedings in which any of the Company's directors, officers or affiliates is an adverse party or has a material interest adverse to the Company's interest.

(c) Construction Commitments

As of December 31, 2025, the Company held approximately $2,900 thousand of open construction commitments to contractors on work being performed which are generally expected to be completed within 12 months.

14. FAIR VALUE MEASUREMENTS

The Company applies fair value accounting for all financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities that are required to be recorded at fair value, the Company considers all related factors of the asset by market participants in which the Company would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as inherent risk, transfer restrictions, and credit risk.

The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels, and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs for the asset or liability that are not based on observable market data.

(a) Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, investments, accounts payable and accrued liabilities, notes payable, warrant liability, and contingent consideration payable.

For the Company's long-term notes payable (the Credit Facility and mortgage notes), for which there were no quoted market prices or active trading markets, it was not practicable to estimate the fair value of these financial instruments. The carrying amount of notes payable at December 31, 2025 and 2024 was $244,896 thousand and $254,958 thousand, which includes $18,495 thousand and $12,062 thousand, respectively, of short-term debt due within one year.

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of the inputs to fair value measurements.

The following tables summarize the Company's financial instruments which are measured at fair value as of December 31, 2025 and 2024:

	As of December 31, 2025 (in thousands)			
	Level 1	**Level 2**	**Level 3**	**Total**
Cash and Cash Equivalents	$ 274,298	$ —	$ —	$ 274,298
Restricted Cash and Cash Equivalents	10,984	—	—	10,984
Investments	—	—	32,720	32,720
	$ 285,282	**$ —**	**$ 32,720**	**$ 318,002**

	As of December 31, 2024 (in thousands)			
	Level 1	**Level 2**	**Level 3**	**Total**
Cash and Cash Equivalents	$ 171,687	$ —	$ —	$ 171,687
Investments	—	—	43,578	43,578
Warrant Liability	—	—	(68)	(68)
	$ 171,687	**$ —**	**$ 43,510**	**$ 215,197**

15. RELATED PARTY TRANSACTIONS WITH AFFILIATED ENTITIES

On November 5, 2024, the Company acquired a noncontrolling financial interest in Agrify Corporation (now known as RYTHM Inc. and referred to herein as “RYM”), in exchange for $15,000 thousand in cash and $3,280 thousand in Subordinate Voting Shares of Green Thumb. As part of the transaction, the Company also acquired warrants that would allow the Company to extend its ownership stake if exercised, subject to certain beneficial ownership limitations - all of which remained outstanding as of December 31, 2025 and 2024, respectively. In addition, on November 5, 2024, the Company extended a convertible secured note to RYM (the “Original Notes”), the carrying value of which was $10,000 thousand as of such date. The Original Notes, bear interest at an annualized rate of 10%.

Benjamin Kovler, Chairman and Chief Executive Officer of Green Thumb, and Armon Vakali, Vice President, Strategic Initiatives and Partnerships of Green Thumb, were appointed by RYM's Board of Directors to serve as RYM's Chairman and Interim Chief Executive Officer and member of RYM's Board, respectively.

On May 20, 2025, Green Thumb entered into an agreement with RYM whereby Green Thumb agreed to sell its intellectual property in its incredibles brand as well as its hemp business, operated in its former subsidiary, Core Growth LLC for $5,075 thousand in cash. As part of the transaction, RYM agreed to license the intellectual property back to Green Thumb allowing the Company to continue production and sale of incredibles branded cannabis products. As part of the transaction, the Company evaluated the repurchase rights in the sale agreement and concluded that they would not preclude the Company from accounting for the transaction as a sale. Separately, Green Thumb agreed to license its intellectual property in Beboe and RYM branded products to RYM (the “May Licensing Agreement”). As a result of the transaction, Green Thumb recorded a loss on the sale of $11,678 thousand within other income (expense) on the consolidated statements of operations.

On May 22, 2025, RYM and Green Thumb amended the Original Notes to allow Green Thumb to receive pre-funded warrants in lieu of shares of RYM upon conversion of the Original Notes. No other terms of the Original Notes were amended. In addition, Green Thumb extended an additional $27,000 thousand in convertible notes (the “May 2025 Notes”) to RYM, due November 22, 2026. Other than the amount and maturity date, all of the terms of the May 2025 Notes are consistent with the Original Notes, as amended.

On August 25, 2025, Green Thumb extended another Convertible Note in the amount of $45,000 thousand (the “August 2025 Notes”) to RYM. The August 2025 Notes mature on February 25, 2027, bear interest at an annualized rate of 10% and may be converted into shares of RYM or, at the election of the holder, into pre-funded warrants, subject to beneficial ownership limitations as well as applicable Nasdaq listing rules. If converted into common shares of RYM, such shares would be converted at a rate of $29.475 per share.

As of December 31, 2025 and 2024, accrued interest on the “Combined Notes” (the Original Notes, May 2025 Notes and August 2025 Notes, collectively) was $2,326 thousand and $156 thousand, respectively.

On August 27, 2025, Green Thumb sold its intellectual property rights in brands including RYTHM, Beboe, Dogwalkers, Doctor Solomon's, &Shine and Good Green for $50,000 thousand in cash. As part of the transaction, RYM agreed to license the intellectual property back to Green Thumb and cancel the May Licensing Agreement between RYM and the Company. Upon closing, Agrify Corporation formally changed its name to RYTHM, Inc. As a result of the transaction, Green Thumb recorded a gain on the sale of $41,554 thousand within other income (expense) on the consolidated statements of operations as of such date. As part of the transaction, the Company evaluated the repurchase rights in the sale agreement and concluded that they would not preclude the Company from accounting for the transaction as a sale. As of December 31, 2025, the Company owed RYM an immaterial amount in licensing fees in association with the licensing agreements. Such amount was included within accounts payable on the consolidated balance sheets.

On November 5, 2025, the Original Notes matured and were exchanged for 3,222,997 pre-funded warrants representing the principal amount plus accrued interest on the Original Notes. The pre-funded warrants were recorded at fair value, based on the trading price of RYM's stock price as traded on the NASDAQ exchange on the date of the transaction and resulted in a gain of $122,769 thousand which was included within other income (expense) on the consolidated statements of operations.

Green Thumb's investment in RYM had a carrying value of $152,374 thousand and $18,873 thousand as of December 31, 2025 and 2024, respectively. Such amounts were included within investment in associates on the Company’s consolidated balance sheets. As of December 31, 2025 and 2024, the Company held a 32.5% and 34.0% ownership interest in RYM, respectively, and accounted for its investment using the equity method of accounting due to the significant influence Green Thumb has the ability to exert over RYM.

15. RELATED PARTY TRANSACTIONS WITH AFFILIATED ENTITIES (*Continued*)

As of December 31, 2025 and 2024, Green Thumb performed various services for RYM, pursuant to two shared services agreements, pursuant to which the Company provides operational support for RYM, for which the Company was owed $3,186 thousand and $319 thousand, respectively.

16. SEGMENT REPORTING

The Company operates in two segments: the cultivation, production and sale of cannabis products to retail stores ("Consumer Packaged Goods") and retailing of cannabis to patients and consumers ("Retail"). The Company does not allocate operating expenses to these business units, nor does it allocate specific assets. Additionally, the Chief Operating Decision Maker, Benjamin Kovler, Chairman and Chief Executive Officer of the Company does not review total assets or net income (loss) by segments; therefore, such information is not presented below.

The below table presents net revenue, significant expenses, and gross profit by segment for the years ended December 31, 2025, 2024 and 2023:

	Years Ended December 31,		
	2025	2024	2023
		(in thousands)	
Revenues, Net of Discounts			
Retail	$ 829,538	$ 824,726	$ 791,480
Consumer Packaged Goods	677,350	648,388	559,480
Intersegment Eliminations	(331,593)	(335,973)	(296,407)
Total Revenues, Net of Discounts	**$ 1,175,295**	**$ 1,137,141**	**$ 1,054,553**
Cost of Goods Sold			
Retail	$ 531,468	$ 541,135	$ 517,845
Consumer Packaged Goods	434,486	367,573	326,384
Intersegment Eliminations	(365,552)	(372,676)	(316,171)
Total Cost of Goods Sold	**$ 600,402**	**$ 536,032**	**$ 528,058**
Gross Profit			
Retail	$ 298,070	$ 283,591	$ 273,635
Consumer Packaged Goods	242,864	280,815	233,096
Intersegment Eliminations	33,959	36,703	19,764
Total Gross Profit	**$ 574,893**	**$ 601,109**	**$ 526,495**
Depreciation and Amortization			
Retail	$ 56,092	$ 42,134	$ 37,568
Consumer Packaged Goods	89,357	71,076	63,222
Intersegment Eliminations	—	—	—
Total Depreciation and Amortization	**$ 145,449**	**$ 113,210**	**$ 100,790**

Goodwill assigned to the Retail segment as of December 31, 2025 and 2024 was $277,342 and $273,802 thousand, respectively. Intangible assets, net assigned to the Retail segment as of December 31, 2025 and 2024 was $251,846 thousand and $254,358 thousand, respectively.

Goodwill assigned to the Consumer Packaged Goods segment as of December 31, 2025 and 2024 was $314,809 thousand and $315,889 thousand, respectively. Intangible assets, net assigned to the Consumer Packaged Goods segment as of December 31, 2025 and 2024 was $184,835 thousand and $233,929 thousand, respectively.

The Company's assets are aggregated into two reporting units (Retail and Consumer Packaged Goods) which align with our reportable segments. All revenues are derived from customers domiciled in the United States and all assets are located in the United States.

17. SUBSEQUENT EVENTS

(a) Claims and Litigation

Subsequent to the quarter, on February 5, 2026, the Company was notified of an arbitration award in favor of Green Thumb in relation to a 2018 agreement with Ascend Wellness Holdings Inc. ("Ascend"). On February 12, 2026, Ascend remitted $17,000 thousand to Green Thumb in order to settle the matter in accordance with the parties settlement agreement.

(b) Syndicated Credit Facility

Subsequent to the quarter. on February 19, 2026, the Company amended its existing syndicated credit facility agreement, for the purpose of borrowing an additional $50,000 thousand (issued as "Amended Credit Facility"), as permitted under the original agreement. The Amended Credit Facility has terms which are consistent with the terms under the existing syndicated credit facility, which include, an interest rate at SOFR plus 500 basis points. The Amended Credit Facility increased the total amount borrowed to $200,000 thousand with a current principal balance of $188,750 thousand as of the date of the transaction.

18. QUARTERLY FINANCIAL DATA (UNAUDITED)

The following table contains selected quarterly data for 2025 and 2024. The information should be read in conjunction with the Company's financial statements and related notes included elsewhere in this Annual Report on Form 10-K. The Company believes that the following information reflects all normal recurring adjustments necessary for a fair presentation of the information for the periods presented. The operating results for any quarter are not necessarily indicative of results for any future period.

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
			(in thousands)		
2025					
Revenue, net of discounts	$ 279,540	$ 293,257	$ 291,369	$ 311,129	$ 1,175,295
Income from operations	42,482	39,433	36,741	19,044	137,700
Net income (loss) attributable to Green Thumb Industries, Inc.	8,306	(645)	23,288	83,203	114,152
Net income (loss) per share - basic	0.04	(0.01)	0.10	0.23	0.49
Net income (loss) per share - diluted	0.04	(0.01)	0.10	0.22	0.48
Weighted average number of common shares outstanding - basic	236,120,511	235,842,313	231,652,595	231,912,718	233,865,410
Weighted average number of common shares outstanding - diluted	236,822,468	235,842,313	233,535,805	234,391,318	236,874,553

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
			(in thousands)		
2024					
Revenue, net of discounts	$ 275,806	$ 280,147	$ 286,865	$ 294,323	$ 1,137,141
Income from operations	70,671	54,020	42,624	57,110	224,425
Net income attributable to Green Thumb Industries, Inc.	31,076	20,712	8,616	12,679	73,083
Net income per share - basic	0.13	0.09	0.04	0.05	0.31
Net income per share - diluted	0.13	0.09	0.04	0.04	0.30
Weighted average number of common shares outstanding - basic	236,759,731	237,416,373	236,303,348	236,848,914	236,827,774
Weighted average number of common shares outstanding - diluted	240,561,864	240,137,922	238,295,887	239,061,803	241,925,957

Report of Independent Registered Public Accounting Firm

To the shareholders and the board of directors of Green Thumb Industries Inc.:

Opinions on the Consolidated Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Green Thumb Industries Inc. (the "Company") as of December 31, 2025 and 2024, the related consolidated statements of operations, changes in shareholders' equity, and cash flows, for each of the three years in the period ended December 31, 2025, and the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control – Integrated Framework: (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control – Integrated Framework: (2013) issued by COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Controls over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which it relates.

Sale of Core Growth LLC, and Intellectual Property to RYTHM, Inc.

Critical Audit Matter Description

As described in Note 15 to the consolidated financial statements as of December 31, 2025, the Company entered into two complex contractual agreements with a related party: RYTHM, Inc. These transactions disposed of the Company's Core Growth, LLC subsidiary and other intellectual property (Tradenames). Challenging and complex judgments were required in accounting for these transactions under the appropriate asset derecognition frameworks in accordance with US GAAP.

Auditing management's evaluation of the technical conclusions drawn for each of these transactions required significant auditor judgment due to the reliance on the contractual structure underlying each of these transactions and the applicable accounting frameworks governing asset derecognition.

How We Addressed the Matter in Our Audit

The primary procedures we performed to address this critical audit matter included:

- We tested the design and operating effectiveness of internal controls established surrounding management's technical accounting conclusions over the sale of Core Growth, LLC and other intellectual property (Tradenames);
- We evaluated the judgments and technical accounting conclusions used in management's accounting for the following transactions:
    - May 20, 2025 loss on the sale of Core Growth LLC, including the sale of intellectual property rights in the incredibles brand and simultaneous license back of that intellectual property to the Company;
        - Obtained and reviewed transaction agreements between the Company and RYTHM;
        - Read and evaluated the Company's technical analysis regarding the sale of the Company's interest in Core Growth, LLC and the respective accounting determinations as follows;
            - Evaluated the Company's determination that the disposition of Core Growth, LLC qualified as the sale of a business under *ASC 805 – Business Combinations* ("ASC 805");
            - Evaluated the Company's determination that the sale should be accounted for under the derecognition principles of *ASC 810 – Consolidation* ("ASC 810"), vs. *ASC 610 Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets* ("ASC 610");
            - Evaluated repurchase rights present within the sales agreement. ASC 810 does not contemplate the derecognition of a business when the sale agreement includes repurchase features for the seller. In considering whether a failed-sale may exist, we examined analogous guidance underlying ASC 610. ASC 610 requires the derecognition of non-financial assets where repurchase arrangements are present examine the transaction by examining repurchase arrangement considerations as found in *ASC 606, Revenue from Contracts with Customers* ("ASC 606"). We evaluated repurchase rights in the sale agreement and whether they were (1) in control of either party and (2) aligned to conditions considered to be more than remote in likelihood at the date of the sale.

        - We tested the inputs into the Company’s calculation of loss on sale to determine whether assets were derecognized and the loss on sale was the deficit of consideration received.

    - August 27, 2025 gain on sale of the Company’s intellectual property rights in various tradenames (the “Tradenames”) with a simultaneous license back of those tradenames to the Company;

        - Obtained and reviewed transaction agreements between the Company and RYTHM;

        - Read and evaluated the Company’s technical analysis regarding the sale of the Tradenames and the respective accounting determinations as follows;

            - Evaluated the Company’s determination that the disposition of the Tradenames did not qualify as the sale of a business under ASC 805 and that the corresponding derecognition should be accounted for under ASC 610 vs ASC 805.

            - Evaluated repurchase rights present within the Tradenames sales agreement. ASC 610 requires the derecognition of non-financial assets where repurchase arrangements are present to follow the requirements for repurchase arrangement considerations as found in ASC 606. We evaluated repurchase rights within the sales agreement and whether they were (1) in control of either party and (2) aligned to conditions considered to be more than remote in likelihood at the date of the sale.

        - We tested the inputs into the Company’s calculation of gain on sale to determine whether assets were derecognized and the gain on sale was the excess of consideration received.

We have served as the Company’s auditor since 2021.

/s/ Baker Tilly US, LLP
Chicago, Illinois

February 25, 2026