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

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**FORM 10-Q**

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

For the quarterly period ended March 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

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**GREEN THUMB INDUSTRIES INC.**

(Exact name of registrant as specified in its charter)

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**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**

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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 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 days. 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of May 1, 2025 there were 212,559,360 shares of the registrant's Subordinate Voting Shares, 37,683 shares of the registrant's Multiple Voting Shares and 206,690 shares of the registrant's Super Voting Shares outstanding.

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## **ITEM 2. MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION**

This management discussion and analysis (“MD&A”) of the financial condition and results of operations of Green Thumb Industries Inc. (the “Company” or “Green Thumb”) is for the three months ended March 31, 2025 and 2024. It is supplemental to, and should be read in conjunction with, the Company’s unaudited interim condensed consolidated financial statements as of March 31, 2025 and the consolidated financial statements for the year ended December 31, 2024 included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024 filed with the U.S. Securities and Exchange Commission (“SEC”) on February 27, 2025 (the “2024 Form 10-K”) and the accompanying notes for each respective period. The Company’s financial statements are prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). Financial information presented in this MD&A is presented in United States dollars (“\$” or “US\$”), unless otherwise indicated.

This MD&A contains certain “forward-looking statements” and certain “forward-looking information” as defined under applicable United States securities laws. Please refer to the discussion of forward-looking statements and information set out under the heading “Disclosure Regarding Forward-Looking Statements,” identified in the “Risks and Uncertainties” section of this MD&A and in Part I, Item 1A, “Risk Factors of the 2024 Form 10-K.” As a result of many factors, the Company’s actual results may differ materially from those anticipated in these forward-looking statements and information.

### **OVERVIEW OF THE COMPANY**

Established in 2014 and headquartered in Chicago, Illinois, Green Thumb, 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. As of March 31, 2025, Green Thumb has operations in fourteen U.S. markets, employs approximately 4,900 people and serves millions of patients and customers annually.

Green Thumb’s core business is manufacturing, distributing and marketing a portfolio of cannabis consumer packaged goods brands (which we refer to as our Consumer Packaged Goods business), including &Shine, Beboe, Dogwalkers, Doctor Solomon’s, Good Green, incredibles and RYTHM. The Company distributes and markets these products primarily to third-party licensed retail cannabis stores across the United States as well as to Green Thumb-owned retail stores (which we refer to as our Retail business).

In addition, an immaterial portion of the Company’s business involved producing products containing hemp-derived tetrahydrocannabinol (“THC”) such as Delta-8 THC and Delta-9 THC.

The Company’s Consumer Packaged Goods portfolio is primarily generated from plant material that Green Thumb grows and processes itself, which we use to produce our consumer packaged goods in twenty manufacturing facilities. This portfolio consists of cannabis product categories, including flower, pre-rolls, concentrates, vape, capsules, tinctures, edibles, topicals, as well as other cannabis-related products across a range of stock keeping units (“SKUs”) (none of which product categories are individually material to the Company).

Green Thumb owns and operates a national cannabis retail chain called RISE Dispensaries that aims to bring patients and customers a variety of high-quality products at multiple price points and provide excellent service. In addition, Green Thumb owns stores under other names, primarily where naming is subject to licensing or similar restrictions. The income from Green Thumb’s retail stores is primarily derived from the sale of cannabis-related products, which includes the sale of Green Thumb produced products as well as those produced by third parties, with an immaterial (under 10%) portion of this income resulting from the sale of other merchandise (such as t-shirts and accessories for cannabis use). RISE Dispensaries are located in the fourteen states in which we operate. As of March 31, 2025, the Company had 103 open and operating Retail stores. The Company’s new store opening plans will remain fluid depending on market conditions, obtaining local licensing, construction and other permissions and subject to the Company’s capital allocation plans as described under the heading “Liquidity, Financing Activities During the Period, and Capital Resources” below.

## Results of Operations – Consolidated

The following table sets forth the Company's selected consolidated financial results for the periods, and as of the dates, indicated. The (i) unaudited interim condensed consolidated statements of operations for the three months ended March 31, 2025 and 2024 and (ii) unaudited interim condensed consolidated balance sheet as of March 31, 2025 and December 31, 2024 have been derived from, and should be read in conjunction with, the unaudited interim condensed consolidated financial statements and accompanying notes presented in Item 1 of this quarterly report on Form 10-Q.

The Company's unaudited interim condensed consolidated financial statements have been prepared in accordance with GAAP and on a going-concern basis that contemplates continuity of operations and realization of assets and liquidation of liabilities in the ordinary course of business.

	Three Months Ended March 31,		QTD Change	
	2025	2024	\$	%
	(in thousands, except share and per share amounts)		Increase (Decrease)	
Revenues, Net of Discounts	\$ 279,540	\$ 275,806	\$ 3,734	1%
Cost of Goods Sold	(136,265)	(130,877)	5,388	4%
Gross Profit	143,275	144,929	(1,654)	(1)%
<b>Expenses:</b>				
Selling, General, and Administrative	100,793	74,258	26,535	36%
Total Expenses	100,793	74,258	26,535	36%
Income From Operations	42,482	70,671	(28,189)	(40)%
Total Other Expense	(2,766)	(7,174)	(4,408)	(61)%
Income Before Provision for Income Taxes And Non-Controlling Interest	39,716	63,497	(23,781)	(37)%
Provision for Income Taxes	31,315	32,149	(834)	(3)%
Net Income Before Non-Controlling Interest	8,401	31,348	(22,947)	(73)%
Net Income Attributable to Non-Controlling Interest	95	272	(177)	(65)%
Net Income Attributable To Green Thumb Industries Inc.	\$ 8,306	\$ 31,076	\$ (22,770)	(73)%
Net Income Per Share - Basic	\$ 0.04	\$ 0.13	\$ (0.09)	(69)%
Net Income Per Share - Diluted	\$ 0.04	\$ 0.13	\$ (0.09)	(69)%
Weighted Average Number of Shares Outstanding – Basic	236,120,511	236,759,731		
Weighted Average Number of Shares Outstanding – Diluted	236,822,468	240,561,864		

	March 31, 2025		December 31, 2024	
	(in thousands)			
Total Assets	\$ 2,569,082	\$ 2,537,012		
Long-Term Liabilities	\$ 575,618	\$ 582,963		

## Three Months Ended March 31, 2025 Compared to the Three Months Ended March 31, 2024

### Revenues, net of Discounts

Revenue for the three months ended March 31, 2025 was \$279,540 thousand, up 1% from \$275,806 thousand during the three months ended March 31, 2024. Key performance drivers for the period included: (i) the legalization of adult-use sales in Ohio, which began on August 6, 2024; (ii) growth in existing markets, particularly in New York; and (iii) revenue generated from new Retail stores opened in the current period, offset by price compression.

The Company generated revenue from 103 Retail stores during the quarter compared to 92 in the same quarter of the prior year. Retail revenues made up 71% of total revenues during the three months ended March 31, 2025 as compared to 74% during the three months ended March 31, 2024. Since March 31, 2024, the Company opened six new Retail stores in Florida, one in Minnesota, two in Nevada, one in New York and one in Ohio.

Consumer Packaged Goods revenues made up 29% of total revenues during the three months ended March 31, 2025 as compared to 26% during the three months ended March 31, 2024.

### *Cost of Goods Sold, net*

Cost of goods sold are derived from retail purchases made by the Company from its third-party licensed producers operating within our state markets and costs related to the internal cultivation and production of cannabis. Cost of goods sold for the three months ended March 31, 2025 was \$136,265 thousand, up 4% from \$130,877 thousand for the three months ended March 31, 2024, driven by increased demand stemming from the launch of adult-use sales in Ohio, as well as increased sales volume at the Company's CPG facilities as well as its newly opened Retail stores.

### *Gross Profit*

Gross profit for the three months ended March 31, 2025 was \$143,275 thousand, representing a gross margin on the sale of branded cannabis flower and processed and packaged products including concentrates, edibles, topicals and other cannabis products, of 51%. This is compared to gross profit for the three months ended March 31, 2024 of \$144,929 thousand, or a 53% gross margin. The decrease in gross profit was primarily driven by price compression as discussed above.

### *Total Expenses*

Total expenses for the three months ended March 31, 2025 were \$100,793 thousand, or 36% of revenues, net of discounts, a increase of \$26,535 thousand compared to the same period in the prior year. Total expenses for the three months ended March 31, 2024 were \$74,258 thousand or 27% of revenues, net of discounts. The increase in total expenses was primarily attributable to a favorable fair value adjustment associated with the Company's contingent consideration liability recorded during the three months ended March 31, 2024.

### *Total Other Income (Expense)*

Total other expense for the three months ended March 31, 2025 was \$2,766 thousand, a decrease of \$4,408 thousand, primarily due to a reduction in the amount of interest capitalized on construction projects during the three months ended March 31, 2025, as well as less favorable fair value adjustments recorded on the Company's warrant liability as compared to the three months ended March 31, 2024.

### *Income Before Provision for Income Taxes and Non-Controlling Interest*

Income before provision for income taxes and non-controlling interest for the three months ended March 31, 2025 was \$39,716 thousand, an increase of \$23,781 thousand compared to the three months ended March 31, 2024.

As presented under the heading "Non-GAAP Measures" below, after adjusting for non-cash equity incentive compensation of \$10,309 thousand and \$6,490 thousand in the three months ended March 31, 2025 and 2024, respectively, and other nonoperating expenses (income), of \$3,045 thousand and \$(14,388) thousand in three months ended March 31, 2025 and 2024, respectively, Adjusted EBITDA was \$85,247 thousand and \$90,548 thousand, respectively.

### *Provision for Income Taxes*

Income tax expense is recognized based on the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year-end. For the three months ended March 31, 2025, federal and state income tax expense totaled \$31,315 thousand compared to expense of \$32,149 thousand for the three months ended March 31, 2024.

## Results of Operations by Segment

The following table summarizes revenues, net of discounts by segment for the three months ended March 31, 2025 and 2024:

	Three Months Ended March 31,		QTD Change	
	2025	2024	\$	%
	(in thousands)		Increase (Decrease)	
Retail	\$ 198,672	\$ 203,778	\$ (5,106)	(3)%
Consumer Packaged Goods	170,284	149,912	20,372	14%
Intersegment Eliminations	(89,416)	(77,884)	11,532	15%
<b>Total Revenues, Net of Discounts</b>	<b>\$ 279,540</b>	<b>\$ 275,806</b>	<b>\$ 3,734</b>	<b>1%</b>

### Three Months Ended March 31, 2025 Compared with the Three Months Ended March 31, 2024

Revenues, net of discounts, for the Retail segment were \$198,672 thousand, a decrease of \$5,106 thousand or 3%, compared to the three months ended March 31, 2024. The decrease in Retail revenues, net of discounts, was primarily driven by price compression.

Revenues, net of discounts, for the Consumer Packaged Goods Segment were \$170,284 thousand, an increase of \$20,372 thousand or 14%, compared to the three months ended March 31, 2024. The increase in Consumer Packaged Goods revenues, net of discounts, was primarily driven by the legalization of adult-use sales in Ohio, which began on August 6, 2024 as well as growth in existing markets, particularly in New York.

Intersegment eliminations associated with the Consumer Packaged Goods Segment were \$89,416 thousand, an increase of \$11,532 thousand or 15% compared to the three months ended March 31, 2024. The increase in intersegment eliminations was driven by increased intercompany sales, primarily to Company-owned Retail stores in New York, Ohio and Pennsylvania. Consumer Packaged Goods revenues, net of intersegment eliminations, made up 29% of total revenues during the three months ended March 31, 2025 as compared to 26% during the three months ended March 31, 2024.

Due to the vertically integrated nature of the business, the Company reviews its revenue at the Retail and Consumer Packaged Goods level while reviewing its operating results on a consolidated basis.

## Drivers of Results of Operations

### Revenue

The Company derives its revenue from two revenue streams: a Consumer Packaged Goods business in which it manufactures, sells and distributes its portfolio of Consumer Packaged Goods brands including Beboe, Dogwalkers, Dr. Solomon's, Good Green, incredibles, and RYTHM, primarily to third-party customers; and a Retail business in which it sells finished goods sourced primarily from third-party cannabis manufacturers in addition to the Company's own Consumer Packaged Goods products direct to the end consumer in its Retail stores, as well as direct-to-consumer delivery where applicable by state law.

For the three months ended March 31, 2025, revenue was contributed from Consumer Packaged Goods and Retail sales across California, Connecticut, Florida, Illinois, Maryland, Massachusetts, Minnesota, Nevada, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Virginia.

### Gross Profit

Gross profit is revenue less cost of goods sold. Cost of goods sold includes the costs directly attributable to product sales and includes amounts paid for finished goods, such as flower, edibles, and concentrates, as well as packaging and other supplies, fees for services and processing, and allocated overhead which includes allocations of rent, utilities and related costs. Cannabis costs are affected by various state regulations that limit the sourcing and procurement of cannabis product, which may create fluctuations in gross profit over comparative periods as the regulatory environment changes. Gross margin measures our gross profit as a percentage of revenue.

During the three months ended March 31, 2025, the Company continued to focus on creating sustainable, profitable growth of the Company's business while pursuing expansion. Green Thumb expects to continue its growth strategy for the foreseeable future as the Company expands its Consumer Packaged Goods and Retail footprint within its current markets with acquisitions and partnerships, and scales resources into new markets.

### *Total Expenses*

Total expenses other than the cost of goods sold consist of selling costs to support customer relationships and marketing and branding activities. It also includes a significant investment in the corporate infrastructure required to support the Company's ongoing business.

Retail selling costs generally correlate to revenue. As new stores begin operations, these stores generally experience higher selling costs as a percentage of revenue compared to more established stores, which experience a more constant rate of selling costs. As a percentage of sales, the Company expects selling costs to remain constant in the more established stores and increase in the newer stores as business continues to grow.

General and administrative expenses include costs incurred at the Company's corporate offices, primarily related to back office personnel costs, including salaries, incentive compensation, benefits, stock-based compensation and other professional service costs, and fair value adjustments on the Company's contingent consideration arrangements. The Company expects to continue to invest considerably in this area, in particular, stock-based compensation expense is expected to continue to increase in order to support the business by attracting and retaining top-tier talent. General and administrative expenses also include professional fees associated with being a publicly traded company in Canada and registered with the SEC.

### *Provision for Income Taxes*

The Company is subject to income taxes in the jurisdictions in which it operates, and consequently, income tax expense is a function of the allocation of taxable income by jurisdiction and the various activities that impact the timing of taxable events. As the Company operates in the federally illegal cannabis industry, it is subject to the limitations of the U.S. Internal Revenue Code of 1986, as amended ("IRC") Section 280E, under which taxpayers are only allowed to deduct expenses directly related to sales of product. This results in permanent differences between ordinary and necessary business expenses deemed non-allowable under IRC Section 280E and a higher effective tax rate than most industries. Therefore, the effective tax rate can be highly variable and may not necessarily correlate to pre-tax income or loss.

### **Non-GAAP Measures**

EBITDA, and Adjusted EBITDA are non-GAAP measures and do not have standardized definitions under GAAP. The following information provides reconciliations of the supplemental non-GAAP financial measures, presented herein to the most directly comparable financial measures calculated and presented in accordance with GAAP. The Company has provided the non-GAAP financial measures, which are not calculated or presented in accordance with GAAP, as supplemental information and in addition to the financial measures that are calculated and presented in accordance with GAAP. These supplemental non-GAAP financial measures are presented because management has evaluated the financial results both including and excluding the adjusted items and believe that the supplemental non-GAAP financial measures presented provide additional perspective and insights when analyzing the core operating performance of the business. These supplemental non-GAAP financial measures should not be considered superior to, as a substitute for or as an alternative to, and should be considered in conjunction with, the GAAP financial measures presented.

		<b>Three Months Ended March 31,</b>	
		<b>2025</b>	<b>2024</b>
		<b>(in thousands)</b>	
<b>Net Income Before Non-Controlling Interest</b>	<b>\$</b>	<b>8,401</b>	<b>\$ 31,348</b>
Interest Income		(2,123)	(2,103)
Interest Expense, net		4,865	7,514
Provision for Income Taxes		31,315	32,149
Total Other (Income) Expense		24	1,763
Depreciation and Amortization		29,411	27,775
<b>Earnings before interest, taxes, depreciation and amortization (EBITDA) (non-GAAP measure)</b>	<b>\$</b>	<b>71,893</b>	<b>\$ 98,446</b>
Stock-based Compensation, Non-cash		10,309	6,490
Acquisition, Transaction and Other Non-operating Costs (Income)		3,045	(14,388)
<b>Adjusted EBITDA (Non-GAAP Measure)</b>	<b>\$</b>	<b>85,247</b>	<b>\$ 90,548</b>

## Liquidity, Financing Activities During the Period, and Capital Resources

As of March 31, 2025, and December 31, 2024 the Company had total current liabilities of \$187,123 thousand and \$164,969 thousand, respectively, and cash and cash equivalents of \$210,582 thousand and \$171,687 thousand, respectively, to meet its current obligations. The Company had working capital of \$257,782 thousand as of March 31, 2025, an increase of \$18,851 thousand as compared to December 31, 2024. This increase in working capital was primarily driven by a reduction in capital expenditures associated with construction projects which were completed during 2024.

The Company generates cash from its operations and deploys its capital reserves to acquire and develop assets capable of producing additional revenues and earnings over both the immediate and long term. Capital reserves are primarily being utilized for capital expenditures, facility improvements, strategic investment opportunities, product development and marketing, as well as customer, supplier, and investor and industry relations.

The Company takes a cautious approach in allocating its capital to maximize its returns while ensuring appropriate liquidity. Given the current uncertainty of the future economic environment, the Company has taken additional measures in monitoring and deploying its capital to minimize the negative impact on its current operations and expansion plans.

### Cash Flows

#### *Cash Provided by (Used in) Operating, Investing and Financing Activities*

Net cash provided by (used in) operating, investing and financing activities for the three months ended March 31, 2025 and 2024 were as follows:

	<b>Three Months Ended March 31,</b>	
	<b>2025</b>	<b>2024</b>
	<b>(in thousands)</b>	
Net Cash Flows Provided by Operating Activities	\$ 74,219	\$ 84,023
Net Cash Flows Used in Investing Activities	\$ (30,568)	\$ (10,268)
Net Cash Flows Used in Financing Activities	\$ (4,756)	\$ (11,452)

### Off-Balance Sheet Arrangements

As of March 31, 2025, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

### Changes in or Adoption of Accounting Practices

Refer to the discussion of recently adopted/issued accounting pronouncements under Part I, Item 1, Notes to Unaudited Interim Condensed Consolidated Financial Statements, Note 1—Overview and Basis of Presentation.

### Critical Accounting Policies and Significant Judgments and Estimates

There were no material changes to our critical accounting policies and estimates from the information provided in “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” included in our 2024 Form 10-K.