MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

(Amounts in thousands, except share and per share amounts)

This management's discussion and analysis ("MD&A") of the financial condition and results of operations of Columbia Care Inc. ("Columbia Care", the "Company", "us", "our" or "we") is supplemental to, and should be read in conjunction with, Columbia Care's audited consolidated financial statements and the accompanying notes for the years ended December 31, 2020 and 2019. Columbia Care's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). Financial information presented in this MD&A is presented in thousands of United States dollars ("$" or "US$"), unless otherwise indicated.

This MD&A has been prepared as of March 22, 2021 by reference to the MD&A disclosure requirements established under National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators.

NON-IFRS MEASURES

The Company uses certain non-IFRS measures, referenced in this MD&A. These measures are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other companies. Accordingly, these measures should not be considered in isolation from nor as a substitute for our financial information reported under IFRS. We use non-IFRS measures including "EBITDA" and "Adjusted EBITDA" which may be calculated differently by other companies. These non-IFRS measures and metrics are used to provide investors with supplemental measures of our operating performance and liquidity and thus highlight trends in our business that may not otherwise be apparent when relying solely on IFRS measures. We also recognize that securities analysts, investors and other interested parties frequently use non-IFRS measures in the evaluation of companies within our industry. Finally, we use non-IFRS measures and metrics in order to facilitate evaluation of operating performance comparisons from period to period, to prepare annual operating budgets and forecasts and to determine components of executive compensation.

For a discussion of the use of "EBITDA" and "Adjusted EBITDA" and reconciliations thereof to the most directly comparable IFRS measures, see "*Reconciliation of Non-IFRS Measures.*"

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking information. This information may relate to anticipated events or results. Particularly, statements regarding our expectations of future results, targets, performance achievements, prospects or opportunities is forward-looking information. Generally, but not always, forward-looking information can be identified by the use of forward-looking terminology such as "may" "will", "expect", "believe", "estimate", "plan", "could", "should", "would", "outlook", "forecast", "anticipate", "foresee", "continue" or the negative of these terms or variations of them or similar terminology. This information is based on management's reasonable assumptions and beliefs in light of the information currently available to us as of the date of this MD&A.

We do not undertake to update any such forward-looking information, whether as a result of new information, future events or otherwise, except as required under applicable securities laws in Canada. Actual results and the timing of events may differ materially from those anticipated in the forward-looking information as a result of various factors, including those described in "Risk Factors". Additional risks and uncertainties are discussed in the Company's materials filed with the Canadian securities regulatory authorities from time to time, including the Company's annual information form (the "AIF") dated March 31, 2020, a copy of which is available under the Company's profile on SEDAR at www.sedar.com. These factors are not intended to represent a complete list of the factors that could affect us; however, these factors should be considered carefully.

We caution that the list of risk factors and uncertainties is not exhaustive and other factors could also adversely affect our results. Readers are urged to consider the risks, uncertainties and assumptions carefully in evaluating the forward-looking information and are cautioned not to place undue reliance on such information. See "Risk Factors" in the AIF for a discussion of the uncertainties, risks and assumptions associated with these statements.

The purpose of the forward-looking statements is to provide the reader with a description of management's current expectations regarding the Company's financial performance and they may not be appropriate for other purposes. To the extent any forward-looking information in this MD&A constitutes future-oriented financial information or financial outlook, within the meaning of applicable securities laws, such information is being provided to demonstrate the potential of the Company and readers are cautioned that this information may not be appropriate for any other purpose.

OVERVIEW OF COLUMBIA CARE

The Company's common shares are listed on the Aequitas NEO Exchange under the symbol "CCHW", on the Canadian Securities Exchange under the symbol "CCHW", on the OTCQX Best Market under the symbol "CCHWF" and on the Frankfurt Stock Exchange under the symbol "3LP". The Company's principal business activity is the production and sale of cannabis as regulated by the regulatory bodies and authorities of the jurisdictions in which we operate.

Columbia Care is comprised of the following companies: Columbia Care Inc., Columbia Care LLC, Columbia Care – Arizona, Tempe, L.L.C., Salubrious Wellness Clinic, Inc., Columbia Care – Arizona, Prescott, L.L.C., 203 Organix, LLC, Patriot Care Corp., Curative Health LLC, Curative Health Cultivation LLC, Columbia Care NY LLC, Focused Health LLC, Columbia Care Industrial Hemp LLC, PHC Facilities Inc., Resource Referral Services, Inc., The Wellness Earth Energy Dispensary Inc., Access Bryant SPC, Mission Bay, LLC, Columbia Care OH LLC, Oveom LLC, Columbia Care DC LLC, Columbia Care MD LLC, VentureForth, LLC, Columbia Care MO LLC, Columbia Care Delaware, LLC, Columbia Care Puerto Rico LLC, Columbia Care Pennsylvania LLC, Better-Gro Companies, L.L.C. d/b/a Columbia Care Florida, CCUT Pharmacy LLC, Columbia Care UT LLC, The Green Solution LLC, Columbia Care Eastern Virginia LLC, Columbia Care New Jersey LLC, Columbia Care International Holdco LLC, Columbia Care UK Limited, Columbia Care Deutschland GmbH, Columbia Care Malta and Columbia Care Adopt-a-Family Corp.

We strive to be the premier provider of cannabis-related products in each of the markets in which we operate. Our mission is to improve lives by providing cannabis-based health and wellness solutions through community partnerships, research, education and the responsible use of our products as a natural means to alleviate symptoms and improve the quality of life of our patients and customers.

HOW WE ASSESS OUR BUSINESS

We utilize several metrics to measure and track the performance and progress of our business. We refer to certain key performance indicators used by us and generally used by our competitors in the global cannabis industry. Some of the metrics used by us are not defined under IFRS. See *Reconciliation of Non-IFRS Measures*.

Revenue

In accordance with IFRS 15, revenue is recognized when a customer obtains control of promised goods or services. The amount of revenue reflects the consideration to which Columbia Care expects to be entitled to receive in exchange for these goods or services. Columbia Care applies the following five-step analysis to determine whether, how much and when revenue is recognized: (1) Identify the contract with the customer; (2) Identify the performance obligation in the contract; (3) Determine the transaction price; (4) Allocate the transaction price to the performance obligation in the contract; and (5) Recognize revenue when or as Columbia Care satisfies a performance obligation.

Under IFRS 15, revenue from the sale of medicinal cannabis and derivative products is generally recognized at a point in time when control over the goods has been transferred to the customer. Payment is generally due prior to transfer of the goods and is recognized as revenue upon the satisfaction of the performance obligation. Columbia Care satisfies its performance obligation and transfers control upon delivery and acceptance by the customer, the timing of which is consistent with Columbia Care's previous revenue recognition policy.

Gross Profit before Fair Value Adjustments to Biological Assets and Inventory

Gross profit before fair value adjustments to biological assets and inventory reflects our revenue less our production costs primarily consisting of labor, materials, rent and facilities, supplies, overhead, depreciation expense for production equipment, shipping, packaging, and other expenses required to grow and manufacture cannabis products.

Gross Profit after Fair Value Adjustments to Biological Assets and Inventory

Production costs related to the transformation of biological assets to the point of harvest are capitalized and included in the fair value measurement of the biological assets. Once goods are sold, the associated capitalized costs are recognized as production costs in the statement of operations for the period.

Gross profit after fair value adjustments to biological assets and inventory is based on gross profit before fair value adjustments to biological assets and inventory and includes: (i) fair value adjustments to our biological assets, consisting of cannabis plants measured at fair value less cost to sell up to the point of harvest and (ii) fair value adjustments relieved from inventory when sold. Harvested cannabis is transferred from biological assets at their fair value less cost to sell at harvest, which becomes the deemed cost for inventory which, upon sale, the fair value cost adjustment portion is expensed to finished harvest inventory sold.

As discussed in the notes to our financial statements, there is no active market for unharvested plants in certain states, and determination of the fair value of the biological assets requires us to make assumptions about how market participants assign fair values to these assets. These assumptions primarily relate to estimating the stage of growth of the cannabis plant, selling and other fulfillment costs, average selling prices and expected yields for the plants. See *Critical Accounting Estimate – Biological Assets*.

Operating Expenses

Operating expenses primarily include share-based compensation, salaries and benefits, professional fees, rent and facilities expenses, depreciation and amortization, advertising and promotion expenses, licenses, fees and taxes, pursuit expenses and other general and administrative expenses.

EBITDA

We believe EBITDA is a useful measure to assess the performance of Columbia Care as it provides meaningful operating results by excluding the effects of expenses that are not reflective of our operating business performance. We define EBITDA as net income (loss) before (i) depreciation and amortization; (ii) income taxes; and (iii) interest expense and debt amortization. See *Reconciliation of Non-IFRS Measures*.

Adjusted EBITDA

We believe Adjusted EBITDA is a useful measure to assess the performance of Columbia Care as it provides more meaningful operating results by excluding the effects of certain expenses that are not reflective of our operating business performance and other one-time or non-recurring expenses. We define Adjusted EBITDA as EBITDA before (i) fair value gains or losses arising from biological assets and derivative liabilities; (ii) share-based compensation expense; and (iii) acquisition and non-recurring items deemed unrelated to current operations. See *Reconciliation of Non-IFRS Measures*.

COLUMBIA CARE OBJECTIVES AND FACTORS AFFECTING OUR PERFORMANCE

As one of the largest fully integrated operators in the global medical cannabis industry, our strategy to grow our business is comprised of the following key components:

- Expansion and development within and outside our current markets
- Patient-centric, provider-based model to leverage health and wellness focus
- Consistency of proprietary product portfolio, comprised of branded consumer products and pharmaceutical quality proprietary products
- Intellectual property and data-driven innovation

Our performance and future success are dependent on several factors. These factors are also subject to inherent risks and challenges, some of which are discussed below.

<u>Branding</u>

We have established a national branding strategy across each of the jurisdictions in which we operate. Maintaining and growing our brand appeal domestically and internationally is critical to our continued success.

<u>Regulation</u>

We are subject to the local and federal laws in the jurisdictions in which we operate. Outside of the United States, our products may be subject to tariffs, treaties and various trade agreements as well as laws affecting the importation of consumer goods. We hold all required licenses for the production and distribution of our products in the jurisdictions in which we operate and continuously monitor changes in laws, regulations, treaties and agreements.

Product Innovation and Consumer Trends

Our business is subject to changing consumer trends and preferences, which is dependent, in part, on continued consumer interest in new products. The success of new product offerings, depends upon a number of factors, including our ability to (i) accurately anticipate customer needs; (ii) develop new products that meet these needs; (iii) successfully commercialize new products; (iv) price products competitively; (v) produce and deliver products in sufficient volumes and on a timely basis; and (vi) differentiate product offerings from those of competitors.

Growth Strategies

We have a successful history of growing revenue and we believe we have a strong domestic and international strategy aimed at continuing our history of expansion in both current and new markets. Our future depends, in part, on our ability to implement our growth strategy including (i) product innovations; (ii) penetration into new markets; (iii) growth in pharmaceutical and distributor partnerships; (iv) future development of e-commerce distribution capabilities; and (v) improvements in operating income, gross profit and operating expense margins. Our ability to implement this growth strategy depends, among other things, on our ability to develop new products that appeal to consumers, maintain and expand brand loyalty, maintain and improve pharmaceutical quality products and brand recognition, maintain and improve competitive position in the markets, and identify and successfully enter and market products in new geographic areas and segments.

RECENT DEVELOPMENTS

Below is a summary of recent developments:

- In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. The outbreak of this contagious disease, along with the related adverse public health developments, have negatively affected workforces, economies, and financial markets on a global scale. We earned lower revenues and incurred additional expenses during the first half of 2020. During the first half of 2020, our operations in Massachusetts were affected by temporary shutdown of adult-use operations and in Illinois and California by rules related to social distancing and limiting the Company's retail operations to curb-side pick-up. Our operating results were not materially impacted during the second half of 2020. Currently, we are closely monitoring the impact of the pandemic on all aspects of its business and it is not possible for us to predict the duration or magnitude of the adverse results of the outbreak and its effects on our business or results of operations.

- On October 29, 2020, November 10, 2020 and November 27, 2020, we completed private offerings of an aggregate of 20,000, 8,400 and 3,000 units, respectively, for aggregate gross proceeds of $32,054, each unit being comprised of (i) $1,000 Notes and (ii) 60 common share purchase warrants with an exercise price of $5.84 (Canadian Dollars) per underlying common share ("Fall Warrants").

- On November 30, 2020, we completed another private offering of an aggregate of 200 units, respectively for aggregate gross proceeds of $200, each unit being comprised of (i) $1,000 Notes and (ii) 125 Fall Warrants.

- In December 2020, we completed our acquisition of a 100% ownership interest in Resource Referral Services Inc., PHC Facilities Inc. and Wellness Earth Energy Dispensary, Inc., and acquired an 49.9% ownership in Access Bryant SPC (collectively, "Project Cannabis"). Project Cannabis was formed in August 2014 for the purpose of selling medicinal and recreational cannabis products in the state of California, on both a wholesale and retail basis. Project Cannabis owns and operates vertically integrated cultivation facilities, manufacturing facilities and retail dispensaries in the state of California. We acquired Project Cannabis in order to continue to grow revenues; expand our cultivation facilities, manufacturing facilities and dispensaries; and penetrate the California market. We were also granted a real estate purchase option of $16,500, which is anticipated to be paid to the sellers from the proceeds of a subsequent sale of Project Cannabis' real estate assets. The related sale-leaseback transaction is expected to close by April 30, 2020. The aggregate purchase price for the Project Cannabis Transaction was $39,029 (the "Transaction Price") consisting of $35,273 in equity purchase consideration ("Closing Shares"), $3,400 of deferred stock payments ("Deferred Stock Consideration", and a working capital adjustment of $356). Purchase consideration comprised 15,713,867 common shares, of which, 1,528,881 of the subject securities are subject to a lock-up period of eighteen months following the date of issuance, for the purpose of funding any potential indemnification obligations of the seller.

- In December 2020, we signed a definitive agreement to acquire Green Leaf Medical, LLC, a privately held, fully-integrated cannabis multi-state operator for an upfront consideration of $240,000 comprising of $45,000 in cash and $195,000 in common shares with the potential for additional performance-based milestones in 2022 and 2023.
- In January 2021, we closed a public offering that consisted of 18,572,000 common shares at a price of $8.05 (Canadian Dollars) per common share for aggregate proceeds of $111,966, which included the exercise in full of the over-allotment option granted to the underwriters, before deducting the underwriters' fees and estimated offering expenses. The offering was conducted in each of the provinces of Canada, other than Québec, pursuant to a prospectus supplement to our base shelf prospectus dated September 2, 2020 and elsewhere outside of Canada on a private placement basis.
- In February 2021, we sold, on a bought deal private placement basis, 3,220,000 common shares at a price of $9.00 (Canadian Dollars) per share for aggregate gross proceeds to the Company of $21,770.

SELECTED FINANCIAL INFORMATION

We report results of operations of our affiliates from the date our control commences, either through the purchase of the affiliate or control through a management agreement. The following selected financial information includes only the results of operations following the establishment of control of our affiliates. Accordingly, the information included below may not be representative of the results of operations if such affiliates had been included with their results of operations for the entire reporting period.

The following tables set forth selected consolidated financial information derived from our audited consolidated financial statements, the consolidated financial statements, and the respective accompanying notes prepared in accordance with IFRS.

During the periods discussed herein, our accounting policies have remained consistent. The selected and summarized consolidated financial information below may not be indicative of our future performance.

Statement of operations:

	Year Ended	
	December 31, 2020	**December 31, 2019**
Revenues, net	$ 179,503	$ 77,459
Cost of sales related to inventory production	(110,620)	(56,850)
Cost of sales related to business combination fair value adjustments to inventories	(3,111)	—
Gross profit excluding change in fair value of biological assets and inventory sold	65,772	20,609
Decrease in fair value of inventory sold	(109,336)	(37,984)
Increase in fair value of biological assets	109,541	54,236
Gross profit	65,977	36,861
Operating expenses	(140,074)	(129,751)
Other expense, net	(62,768)	(964)
Income tax benefit (expense)	3,665	(12,874)
Net loss	(133,200)	(106,728)
Net loss attributable to non-controlling interest	(22,424)	(4,139)
Net loss attributable to Columbia Care Inc.	$ (110,776)	$ (102,589)
Loss per share attributable to Columbia Care Inc. - based and diluted	$ (0.48)	$ (0.49)

Summary of balance sheet items:

	December 31, 2020	December 31, 2019
Total Assets	$ 792,591	$ 402,276
Total Liabilities	$ 470,715	$ 135,344
Total Long-Term Liabilities	$ 321,749	$ 99,942
Total Equity	$ 321,876	$ 266,932

RESULTS OF OPERATIONS

Comparison of the Three Months Ended December 31, 2020 and 2019

The following tables summarize our results of operations for the three months ended December 31, 2020 and 2019:

	Three Months Ended			
	December 31, 2020	December 31, 2019	$ Change	% Change
Revenues, net	$ 76,064	$ 23,172	$ 52,892	228%
Cost of sales related to inventory production	(44,350)	(17,683)	(26,667)	151%
Cost of sales related to business combination fair value adjustments to inventories	(1,346)	—	(1,346)	—
Gross profit excluding change in fair value of biological assets and inventory sold	30,368	5,489	24,879	453%
Decrease in fair value of inventory sold	(49,008)	7,237	(56,245)	-777%
Increase in fair value of biological assets	36,916	5,425	31,491	580%
Gross profit	18,276	18,151	125	1%
Operating expenses	(45,278)	(34,738)	(10,540)	30%
Loss from operations	(27,002)	(16,587)	(10,415)	63%
Other expense, net	(51,291)	(788)	(50,503)	6409%
Loss before provision for income taxes	(78,293)	(17,375)	(60,918)	351%
Income tax benefit (expense)	4,614	(10,641)	15,255	-143%
Net loss	(73,679)	(28,016)	(45,663)	163%
Net loss attributable to non-controlling interest	(18,002)	(2,192)	(15,810)	721%
Net loss attributable to Columbia Care Inc.	$ (55,677)	$ (25,824)	$ (29,853)	116%

Revenue

The increase in revenue for the three months ended December 31, 2020, as compared to the prior year period was driven by expansion of our dispensary network, additional sales through our existing dispensaries as well as our recent acquisitions.

Gross Profit before Fair Value Adjustments

The increase in gross profit before fair value adjustments to biological assets and inventory for three months ended December 31, 2020, as compared to the prior year period was due to acquisitions, volume growth of our business, partially offset by production costs of new facilities that were not yet operating at commercial scale.

Change in Fair Value of Biological Assets

Biological asset transformation for the three months ended December 31, 2020 was a net loss of $12,092 as compared to a net gain of $12,662 for the prior year period. The decrease of $24,754 was due to changes in the prices in the markets that we operate in.

Operating Expenses

The increase of $10,540 in operating expenses for the three months ended December 31, 2020, as compared to the prior year period, was primarily attributable to an increase in salary and benefits of $8,399, depreciation and amortization expenses by $4,452 and office and general expenses by $2,263 as we expanded our operations and increased the size and scope of our administrative functions. These higher expenses were partially offset by $1,045 of lower advertising and promotion expenses in the current quarter as compared to the prior year period. In addition, there was a decrease of $3,238 in share-based compensation expense primarily as a result of one-time grants issued by the Company in 2019.

Other Expense, Net

The increase in other expense, net for the three months ended December 31, 2020, as compared to the prior year period, was due to an increase in the earnout liability for TGS of $21,757, an indemnification expense of $14,195 and an increase in the fair value of a derivative liability of $9,189.

Income Tax benefit

The benefit for income taxes for the three months ended December 31, 2020 was $4,614 compared to a provision for income taxes of $10,641 for the three months ended December 31, 2019.

Adjusted EBITDA

The increase in Adjusted EBITDA for the three months ended December 31, 2020, as compared to the prior year period, was primarily driven by improved gross margins offset by increases in facility costs, salary and benefits costs. See *Non-IFRS Measures*.

Comparison of the Years Ended December 31, 2020 and 2019

The following tables summarize our results of operations for the years ended December 31, 2020 and 2019:

	Year Ended			
	December 31, 2020	December 31, 2019	$ Change	% Change
Revenues, net	$ 179,503	$ 77,459	$ 102,044	132%
Cost of sales related to inventory production	(110,620)	(56,850)	(53,770)	95%
Cost of sales related to business combination fair value adjustments to inventories	(3,111)	—	(3,111)	—
Gross profit excluding change in fair value of biological assets and inventory sold	65,772	20,609	45,163	219%
Decrease in fair value of inventory sold	(109,336)	(37,984)	(71,352)	188%
Increase in fair value of biological assets	109,541	54,236	55,305	102%
Gross profit	65,977	36,861	29,116	79%
Operating expenses	(140,074)	(129,751)	(10,323)	8%
Loss from operations	(74,097)	(92,890)	18,793	-20%
Other expense, net	(62,768)	(964)	(61,804)	6411%
Loss before provision for income taxes	(136,865)	(93,854)	(43,011)	46%
Income tax benefit (expense)	3,665	(12,874)	16,539	-128%
Net loss	(133,200)	(106,728)	(26,472)	25%
Net loss attributable to non-controlling interest	(22,424)	(4,139)	(18,285)	442%
Net loss attributable to Columbia Care Inc.	$ (110,776)	$ (102,589)	$ (8,187)	8%

Revenue

The increase in revenue for the year ended December 31, 2020, as compared to the prior year period was primarily driven by expansion of our dispensary network, additional sales through our existing dispensaries and our recent acquisitions.

Gross Profit before Fair Value Adjustments

The increase in gross profit before fair value adjustments to biological assets and inventory for year ended December 31, 2020, as compared to the prior year period was due to volume growth of our business, partially offset by production costs of new facilities that were not yet operating at commercial scale. As a percentage of revenue, gross profit before fair value adjustments increased due to costs incurred for our new cultivation and manufacturing facilities, as these new facilities were not operating throughout 2019.

Change in Fair Value of Biological Assets

Biological asset transformation for the year ended December 31, 2020 was a net gain of $205 as compared to a net gain of $16,252 for the prior year. The decrease of $16,047 was due to changes in the prices in the markets that we operate in.

Operating Expenses

The increase of $10,323 in operating expenses for the year ended December 31, 2020, as compared to the prior year period, was primarily attributable to an increase in salary and benefits of $16,187, depreciation and amortization expenses of $8,208, operating facility costs of $3,604, other fees and expenses of $2,375 and operating office and general expenses of $2,449 as we expanded our operations and increased the size and scope of our administrative functions. These higher expenses were partially offset by $6,284 of lower professional fees in the current year. Additionally, there was a decrease of $5,436 in share-based compensation expense primarily as a result of the accounting policy followed by the Company and one-time grants issued by the Company in 2019 and a decrease of $11,071 in listing fee expense that was incurred only in the prior year.

Other Expense, Net

The increase in other expense, net for the year ended December 31, 2020, as compared to the prior year, was due to an increase in the earnout liability for TGS of $21,757, an indemnification expense of $14,195, an increase on interest expense of $12,133 and an increase in the fair value of a derivative liability of $11,745.

Income Tax benefit

The benefit for income taxes for the year ended December 31, 2020 was $3,665 compared to a provision for income taxes of $12,874 for the year ended December 31, 2019.

Adjusted EBITDA

The increase in Adjusted EBITDA for the year ended December 31, 2020, as compared to the prior year period, was primarily driven by improved gross margins offset by increases in facility costs, salary and benefits costs. See *Non-IFRS Measures*.

Our future financial results are subject to significant potential fluctuations caused by, among other things, fair value adjustments to biological assets and inventory sold, growth of sales volume in new and existing markets and our ability to control operating expenses. In addition, our financial results may be impacted significantly by changes to the regulatory environment in which we operate, both on a local, state and federal level.

Reconciliation of Non-IFRS Measures

The following table provides a reconciliation of net loss for the period to EBITDA and Adjusted EBITDA for the three months and years ended December 31, 2020 and 2019:

	Three Months Ended		Year Ended	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Net loss	$ (73,679)	$ (28,016)	$ (133,200)	$ (106,728)
Income tax	(4,614)	10,641	(3,665)	12,874
Depreciation and amortization	10,745	4,929	30,270	15,189
Interest expense, net and debt amortization	7,042	524	13,831	1,698
EBITDA	**$ (60,506)**	**$ (11,922)**	**$ (92,764)**	**$ (76,967)**
Adjustments:				
Share-based compensation	6,596	9,834	28,937	34,373
Net impact, fair value of biological assets and inventory sold	12,092	(12,662)	(205)	(16,252)
Fair-value mark-up for acquired inventory	1,346	—	3,111	—
Adjustments for acquisition and other non-core costs*	3,634	839	7,117	839
Fair-value changes on derivative liabilities	9,189	—	11,745	—
Impairment on disposal group	—	—	1,969	—
Indemnification costs	14,195	—	14,195	—
Earnout liability accrual	21,757	—	21,757	—
Listing fee expense	—	—	—	11,071
Adjusted EBITDA	**$ 8,303**	**$ (13,911)**	**$ (4,138)**	**$ (46,936)**

*Acquisition and other non-core costs include costs associated with the TGS Acquisition, litigation expenses and COVID-19 expenses.

Summary of Quarterly Results

Quarter Ended	Total Revenue	Net Loss Attributable to Shareholders	Net Loss per Share-Basic and Diluted
December 31, 2020	$ 76,064	$ (55,677)	$ (0.21)
September 30, 2020	48,703	(10,855)	(0.05)
June 30, 2020	28,413	(24,134)	(0.11)
March 31, 2020	26,323	(20,110)	(0.09)
December 31, 2019	23,172	(25,824)	(0.12)
September 30, 2019	22,120	(18,263)	(0.08)
June 30, 2019	19,297	(33,642)	(0.16)
March 31, 2019	12,870	(24,860)	(0.13)

Liquidity and Capital Resources

Our primary need for liquidity is to fund working capital requirements of our business, capital expenditures and for general corporate purposes. Historically, we have relied on external financing as our primary source of liquidity. Our ability to fund our operations and to make capital expenditures depends on our ability to successfully secure financing through issuance of debt or equity, as well as our ability to improve our future operating performance and cash flows, which are subject to prevailing economic conditions and financial, business and other factors, some of which are beyond our control.

We are currently meeting our obligations as they become due and are earning revenues from our operations. However, the Company has sustained losses since inception, we may require additional capital in the future. We estimate that based on our current business operations and working capital, we will continue to meet our obligations as they become due in the short term. As we continue to seek growth through expansion or acquisition, our cash flows requirements and obligations could materially change. As of December 31, 2020, we did not have any significant external capital requirements.

Recent Financing Transactions

Sale-Leasebacks

During the fourth quarter of 2019, we sold five properties located in Massachusetts, California and Illinois for $25,323, which was approximately the cost to us. In connection with these sales, we entered into lease agreements with the purchasers of the properties. Included in the agreements, we are expected to complete tenant improvements related to certain properties, for which the landlords have agreed to provide tenant improvement allowances (“TI Allowances”).

During the third quarter of 2020, we sold two properties located in New Jersey for $12,385, which was approximately the cost to us. In connection with these sales, we entered into lease agreements with the purchasers of the properties. Included in the agreements, we are expected to complete tenant improvements related to these properties, for which the landlord has agreed to provide a TI Allowance.

Equity Offerings

In January 2021, we closed a public offering that consisted of 18,572,000 common shares at a price of $8.05 (Canadian Dollars) per common share for aggregate proceeds of $111,966, which included the exercise in full of the over-allotment option granted to the underwriters, before deducting the underwriters’ fees and estimated offering expenses. The offering was conducted in each of the provinces of Canada, other than Québec, pursuant to a prospectus supplement to our base shelf prospectus dated September 2, 2020 and elsewhere outside of Canada on a private placement basis.

In February 2021, we sold, on a bought deal private placement basis, 2,800,000 common shares at a price of $9.00 (Canadian Dollars) per share for net proceeds to the Company of $21,770.

Term Debt

On March 31, 2020 and April 23, 2020, we completed the first and second tranches of a private offering of notes (“Private Notes”) for an aggregate principal amount of $14,250 and $1,000, respectively. The Private Notes required interest-only payments through March 30, 2024, at a rate of 9.875% per annum, payable semi-annually on March 31 and September 30 commencing on September 30, 2020. The Private Notes were due in full on March 30, 2024. In connection with the first and second tranche offerings of the Private Notes, we issued 1,723,250 common share purchase warrants with an exercise price of $3.10 (Canadian Dollars).

On May 14, 2020, we completed a private offering of an aggregate of 19,115 senior secured first-lien note units (the “Units”) for aggregate gross proceeds of $19,115, each Unit being comprised of (i) $1,000 principal amount of 13.00% senior secured first-lien notes (“Notes”) and (ii) 120 common share purchase warrants with an exercise price of $2.95 (Canadian Dollars) per underlying common share (the “May Private Offering”). Concurrent with the closing of the May Private Offering, the Private Notes were exchanged for Notes. In addition, holders of Private Notes were issued additional 130,388 warrants with an exercise price of $2.95 (Canadian Dollars) per underlying common share.

On July 2, 2020, we completed a second private offering of an aggregate of 4,000 Units for aggregate gross proceeds of $4,000, each Unit being comprised of (i) $1,000 Notes and (ii) 75 common share purchase warrants with an exercise price of $4.53 (Canadian Dollars) per underlying common share.

On October 29, 2020, November 10, 2020 and November 27, 2020, we completed private offerings of an aggregate of 20,000, 8,400 and 3,000 units, respectively, for aggregate gross proceeds of $32,054, each unit being comprised of (i) $1,000 Notes and (ii) 60 common share purchase warrants with an exercise price of $5.84 (Canadian Dollars) per underlying common share (“Fall Warrants”).

On November 30, 2020, we completed another private offering of an aggregate of 200 units, respectively for aggregate gross proceeds of $200, each unit being comprised of (i) $1,000 Notes and (ii) 125 Fall Warrants.

At the option of the holder, each common share purchase warrant can be exchanged for one common share. The common share purchase warrants expire on May 14, 2023.

The Notes require interest-only payments through May 14, 2023, at a rate of 13.0% per annum, payable semi-annually on May 31 and November 30 which commenced on November 30, 2020. The Notes are due in full on May 15, 2023. We incurred financing costs of $2,072. The Notes contain customary terms and conditions, representations and warranties, and events of default.

Convertible Debt

On June 19, 2020, we completed the first tranche of an offering of senior secured convertible notes ("Convertible Notes") for an aggregate principal amount of $12,800. During July 2020, we completed subsequent tranches for an aggregate principal amount of $5,960. As of December 31, 2020, total outstanding on the Convertible Notes was $18,760.

The Convertible Notes can be exchanged into common shares with a conversion price of $3.79 (Canadian Dollars). For the purposes of determining the number of common shares issuable upon conversion, the principal amount of the Convertible Notes surrendered for conversion shall be deemed converted from U.S. Dollars into Canadian Dollars, using the end-of-day exchange rate published by the Bank of Canada on the date immediately preceding the date that the Convertible Note is surrendered for conversion. The Convertible Notes require interest-only payments until December 19, 2023, at a rate of 5.0% per annum, payable semi-annually on June 30 and December 31 commencing on December 31, 2020. The Convertible Notes are due in full on December 19, 2023. We incurred financing costs of $175.

Cash Flows

The following table summarizes the sources and uses of cash for each of the periods presented:

	Year Ended	
	December 31, 2020	December 31, 2019
Net cash used in operating activities	$ (42,606)	$ (59,743)
Net cash used in investing activities	(26,697)	(91,255)
Net cash provided by financing activities	82,950	152,221
Net increase in cash and cash equivalents	$ 13,647	$ 1,223

Operating Activities

During the year ended December 31, 2020, operating activities used $42,606 of cash, primarily resulting from net loss of $133,200, partially offset by equity-based compensation expense of $28,937, depreciation and amortization of $30,270, debt amortization expense of $2,189 and impairment on disposal group of $1,969.

During the year ended December 31, 2019, operating activities used $59,743 of cash, primarily resulting from net loss of $106,728 and net cash used in changes in operating assets and liabilities of $11,026, partially offset by equity-based compensation expense of $28,870, the listing fee expense of $11,071, depreciation and amortization of $15,189 and deferred compensation expense of $5,503. Cash used due to changes in operating assets and liabilities was primarily due to increases in non-current assets of $87,467, inventory of $20,539, partially offset by increases in long-term liabilities of $83,423 and current liabilities of $12,001.

Investing Activities

During the year ended December 31, 2020, investing activities used $26,697 of cash, consisting of purchases of property and equipment of $42,885 and cash paid for deposits of $5,688, partially offset by cash received from sale leasebacks of $11,927, acquisitions of $3,821 and deposits of $6,676.

During the year ended December 31, 2019, investing activities used $91,255 of cash, consisting of purchases of property and equipment of $77,445, the issuance of a note receivables of $17,420, cash for loans under the CannAscend and Corsa Verde agreements of $11,386 and cash paid for deposits of $6,621, partially offset by cash received from sale leasebacks of $19,614 and deposits of $3,697.

Financing Activities

During the year ended December 31, 2020, financing activities provided $82,950 of cash, consisting of $89,379 in gross proceeds received from issuance of debt as reduced by issuance costs of $3,548 and the sale of membership interest of a subsidiary of $5,509, partially offset by lease liability payments of $7,778.

During the year ended December 31, 2019, financing activities provided $152,221 of cash, consisting of $157,359 in proceeds received from the issuance of equity and proceeds from sale leasebacks of $5,709, partially offset by lease payments of $6,641, repurchases of common shares of $2,413 and debt repayment of $1,795.

Contractual Obligations and Commitments

The following table summarizes contractual obligations as of December 31, 2020 and the effects that such obligations are expected to have on our liquidity and cash flows in future periods:

	Payments Due by Period			
	Total	Year 1	Years 2-5	Years 5+
Lease commitments	$ 358,151	$ 24,260	$ 92,060	$ 241,831
Term debt (principal)	69,965	—	69,965	—
Interest on term debt	21,602	9,095	12,506	—
Convertible debt (principal)	18,760	—	18,760	—
Interest on convertible debt	2,783	938	1,845	—
Closing promissory note (principal and interest)	8,776	8,776	—	—
Total contractual obligations	$ 480,037	$ 43,069	$ 195,136	$ 241,831

Amounts in the table reflect minimum payments due for our leased facilities under various lease agreements that expire through July 2040. The above table excludes purchase orders for inventory in the normal course of business.

Outstanding Share Information

As of March 19, 2021, Columbia Care has 299,695,150 outstanding shares and 339,035,579 shares on a diluted basis, assuming in all cases, conversion of all proportionate voting shares into common shares.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this filing, we do not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of our operations or financial condition, including, and without limitation, such considerations as liquidity and capital resources.

RELATED PARTY TRANSACTIONS

We finance the construction of facilities and working capital for operations of our not-for-profit subsidiaries. Each subsidiary executes a note in favor of Columbia Care (or its affiliates) which bears interest and has specific repayment terms. Each of the entities has a separate board of directors, which include certain shareholders of Columbia Care. Columbia Care earns success fees upon the implementation and successful opening of the facilities, as well as ongoing management fees. These transactions are eliminated in consolidation for financial reporting purposes.

In accordance with IFRS reporting standards, we report compensation, fees, and other benefits and compensation arrangements made to individuals within the organization that fit the definition of key management personnel. Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of Columbia Care as a whole. Our key management personnel consist of executive and non-executive shareholders, of the Company’s board of directors and corporate officers and/or companies controlled by those individuals.

Remuneration attributed to key management personnel during the years ended December 31, 2020 and 2019, are summarized in the table below:

	Year Ended	
	December 31, 2020	December 31, 2019
Salaries and benefits	$ 5,228	$ 3,660
Equity-based compensation	247,298	21,644
	$ 252,526	$ 25,304

CHANGES IN OR ADOPTION OF ACCOUNTING PRACTICES

The following IFRS standards have been recently issued by the IASB. We have adopted these new standards on future consolidated financial statements. Pronouncements that are not applicable or where it has been determined do not have a significant impact to Columbia Care have been excluded herein.

IFRS 3, Definition of a Business

In October 2018, the IASB issued "Definition of a Business (Amendments to IFRS 3)". The amendments clarify the definition of a business, with the objective of assisting entities to determine whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendment provides an assessment framework to determine when a series of integrated activities is not a business. We adopted IFRS 3 on January 1, 2020. The adoption of IFRS 3 did not change our assessment regarding the accounting of our acquisitions in 2020. These acquisitions were treated as a business combinations.

CRITICAL ACCOUNTING ESTIMATES

We make judgements, estimates and assumptions about the future that affect reported of assets and liabilities, and revenues 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 review affects both current and future periods.

The preparation of our consolidated financial statements requires us to make judgements, 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 review affects both current and future periods.

Judgements estimates and assumptions with the most significant effect on the amounts recognized in the consolidated financial statements are described below.

Business Combinations

We account for business combinations under the acquisition method of accounting, which requires us to recognize separately from goodwill, the assets acquired and the liabilities assumed at their acquisition date fair values. While we use our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, our estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, we record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recognized in our consolidated statements of operations. Accounting for business combinations requires management to make significant estimates and assumptions, especially at the acquisition date including estimates for intangible assets, contractual obligations assumed, pre-acquisition contingencies, and contingent consideration, where applicable. Although we believe the assumptions and estimates we have made in the past have been reasonable and appropriate, they are based, in part, on historical experience and information obtained from the management of the acquired companies and are inherently uncertain. Critical estimates in valuing certain acquired intangible assets under the income approach include growth in future expected cash flows from product sales, customer contracts, revenue growth rate, customer ramp-up period and discount rates. Unanticipated events and circumstances may occur that may affect the accuracy or validity of such assumptions, estimates or actual results.

Biological Assets

The valuation of biological assets, consisting of unharvested cannabis plants, are dependent upon estimates of future economic benefits resulting from past events to determine the fair value through an exercise of significant judgement by us. In estimating the fair value of an asset or a liability, we use market observable data to the extent it is available. When market observable data is not available, we may rely on qualified third-party valuation consultants to perform the valuation. With respect to certain biological assets, where there is no active market for the unharvested produce, we estimate the fair value by way of a reverse analysis, working from the value of the inventory.

Our biological assets are unharvested cannabis plants and are presented at their fair values less costs to sell up to the point of harvest. We determine the fair value of biological assets using a specific valuation technique that incorporates interdependent estimates and assumptions including the stage of growth of the cannabis plant, selling and other fulfillment costs, average selling prices, and expected yields for the cannabis plants to determine the weighted average fair value deemed cost per gram.

The valuation of biological assets is based on a market approach where fair value at the point of harvest is estimated based on future selling prices less the costs to sell at harvest. For in-process biological assets, the estimated fair value at point of harvest is adjusted based on the plants' stage of growth. Stage of growth is determined by reference to days remaining to harvest over the average growth cycle.

Our estimates are subject to changes that could result from volatility of market prices, unanticipated regulatory changes, harvest yields, loss of crops, changes in estimates and other uncontrollable factors that could significantly affect the future fair value of biological assets.

These estimates include the following assumptions:

i. Selling prices per gram were determined by estimating average selling price for each respective period. Average selling price for the years ended December 31, 2020 and 2019 was $6.06 and $12.51 per gram, respectively;

ii. The stage of plant growth at which point of harvest is determined. As of December 31, 2020, and 2019, the biological assets were on average 54% and 51% completed, respectively.

iii. Selling and other fulfillment costs were determined by estimating the average cost per gram, which was $1.23 and $2.04 per gram and equivalent gram of cannabis sold during the year ended December 31, 2020 and 2019, respectively;

iv. Expected yield per plant varies by strain and is estimated through historical growing results or grower estimate if historical results are not available. Average dry yield per plant during the year ended December 31, 2020 and 2019 was 127 and 175 grams, respectively.

Non-controlling Interests

Non-controlling interests are classified as a separate component of equity in Columbia Care's consolidated statements of financial position and statements of changes in equity. Net income (loss) attributable to non-controlling interests are reflected separately in the consolidated statements of comprehensive loss and changes in equity. Any change in ownership of a subsidiary while the controlling financial interest is retained is accounted for as an equity transaction between the controlling and non-controlling interests. In addition, when a subsidiary is deconsolidated, any retained non-controlling equity investment in the former subsidiary will be initially measured at fair value and the difference between the carrying value and fair value of the retained interest will be recorded as a gain or loss.

Deferred Tax Assets and Liabilities

We recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the respective tax bases of our assets and liabilities. We measure deferred tax assets and liabilities using current enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to reverse. We routinely evaluate the likelihood of realizing the benefit of our deferred tax assets and may record a valuation allowance if, based on all available evidence, we determine that some portion of the tax benefit will not be realized.

In evaluating the ability to recover deferred tax assets within the jurisdiction from which they arise, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax-planning strategies and results of operations. In projecting future taxable income, we consider historical results and incorporate assumptions about the amount of future state, federal and foreign pretax operating income adjusted for items that do not have tax consequences. Our assumptions regarding future taxable income are consistent with the plans and estimates that are used to manage our underlying businesses. In evaluating the objective evidence that historical results provide, we consider three years of cumulative operating income/(loss). The income tax expense, deferred tax assets and liabilities and liabilities for unrecognized tax benefits reflect our best assessment of estimated current and future taxes to be paid. Deferred tax asset valuation allowances and liabilities for unrecognized tax benefits require significant judgment regarding applicable statutes and their related interpretation, the status of various income tax audits and our particular facts and circumstances. Although we believe that the judgments and estimates discussed herein are reasonable, actual results, including forecasted COVID-19 business recovery, could differ, and we may be exposed to losses or gains that could be material. To the extent we prevail in matters for which a liability has been established or is required to pay amounts in excess of the established liability, the effective income tax rate in a given financial statement period could be materially affected.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

Our financial instruments consist of cash and cash equivalents, accounts receivable, notes receivable, deposits and other current assets, accounts payable, accrued expenses, current taxes payable and other current liabilities like interest payable and payroll liabilities, derivative liability, debt and lease liabilities. The fair values of cash and restricted cash, accounts and notes receivable, deposits, accounts payable and accrued expenses and other current liabilities like interest payable and payroll liabilities, short-term debt and lease liabilities approximate their carrying values due to the relatively short-term to maturity or because of the market rate of interest used on initial recognition. Columbia Care classifies its derivative liability as fair value through profit and loss (FVTPL).

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 three levels of contained within the hierarchy are:

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.

Our assets measured at fair value on a nonrecurring basis include investments, assets and liabilities held for sale, long-lived assets and indefinite-lived intangible assets. We review the carrying amounts of such assets whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable or at least annually, for indefinite-lived intangible assets. Any resulting asset impairment would require that the asset be recorded at its fair value. The resulting fair value measurements of the assets are considered Level 3 measurements.

Financial Risk Management

We are exposed in varying degrees to a variety of financial instrument related risks. Our risk exposures and the impact on our financial instruments is summarized below:

Credit Risk

Credit risk is the risk of a potential loss to us if a customer or third party to a financial instrument fails to meet its contractual obligations. The maximum credit exposure at December 31, 2020 and 2019, is the carrying amount of cash and cash equivalents, subscription receivable, accounts receivable and notes receivable. We do not have significant credit risk with respect to our customers. All cash deposits with regulated U.S. financial institutions.

We provide credit to our customers in the normal course of business and has established credit evaluation and monitoring processes to mitigate credit risk but has limited risk as the majority of our sales are transacted with cash. Through our recently introduced Columbia Care National Credit program, we provide credit to customers in certain markets in which we operate.

Liquidity Risk

Liquidity risk is the risk that we will not be able to meet our financial obligations associated with financial liabilities. We manage liquidity risk through the management of our capital structure. Our approach to managing liquidity is to estimate cash requirements from operations, capital expenditures and investments and ensure that we have sufficient liquidity funds our ongoing operations and to settle obligations and liabilities when due.

We expect to incur increased expenditures related to our operations, including marketing and selling expenses and capital expenditures as we expand our presence in current markets and expand into new markets.

To date, we have incurred significant cumulative net losses and we have not generated positive cash flows from our operations. We have therefore depended on financing from sale of our equity and from debt financing to fund our operations. Overall, we do not expect the net cash contribution from our operations and investments to be positive in the near term, and we therefore expect to rely on financing from equity or debt.

Market Risk

In addition to business opportunities and challenges applicable to any business operating in a fast-growing environment, our business operates in a highly regulated and multi-jurisdictional industry, which is subject to potentially significant changes outside of our control as individual states as well as the U.S. federal government may impose restrictions on our ability to grow our business profitably or enact new laws and regulations that open up new markets.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of our financial instrument will fluctuate because of changes in market interest rates. Our cash deposits bear interest at market rates.

Currency Risk

Our operating results and financial position are reported in thousands of U.S. dollars. We may enter into financial transactions denominated in other currencies, which would result in Columbia Care's operations and financial position to be subject to currency transaction and translation risks.

As of December 31, 2020 and 2019, we had no hedging agreements in place with respect to foreign exchange rates. We have not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

Price Risk

Price risk is the risk of variability in fair value due to movements in equity or market prices. We are subject to risk of prices of our products due to competitive or regulatory pressures.

Risk Factors

For a detailed description of risk factors associated with Columbia Care, refer to the "Risk Factors" section of our AIF, which is available on SEDAR at www.sedar.com.

Disclosure Controls and Internal Control over Financial Reporting

In accordance with National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings* ("**NI 52-109**"), management is responsible for establishing and maintaining adequate Disclosure Controls and Procedures ("**DCP**") and Internal Control Over Financial Reporting ("**ICFR**").

Disclosure Controls and Procedures

In accordance with NI 52-109, management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of Columbia Care, have evaluated the effectiveness of the Company's DCP. Based upon the results of that evaluation, the Company's CEO and CFO have concluded that as of December 31, 2020, the Company's DCP to provide reasonable assurance that the information required to be disclosed by the Company in reports it files is recorded, processed, summarized and reported within the appropriate time periods and forms were effective.

Internal control over financial reporting

ICFR 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 applicable IFRS. Internal control over financial reporting should include those policies and procedures that establish the following:

- maintenance of records in reasonable detail, that accurately and fairly reflect the transactions and dispositions of our assets;
- reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable IFRS;
- receipts and expenditures are only being made in accordance with authorizations of management and the Board of Directors; and
- reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial instruments.

The Company's management, with the participation of the CEO and CFO, assessed the effectiveness of the Company's ICFR and concluded that as of December 31, 2020, the Company's ICFR was effective.

There were no changes to the Company’s ICFR during the year ended December 31, 2020 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Limitations of controls and procedures

Our management, including the CEO and CFO, believes that any DCP or ICFR, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within Columbia Care have been prevented or detected. These inherent limitations include the realities that judgements in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any control system also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Additional Information

Additional information relating to Columbia Care, including our AIF, is available on SEDAR at www.sedar.com. Our common shares are listed for trading on the Aequitas NEO Exchange Inc. under the symbol “CCHW”, on the Canadian Securities Exchange under the symbol “CCHW”, on the OTCQX Best Market under the symbol “CCHWF” and on the Frankfurt Stock Exchange under the symbol “3LP”.