

Cresco Labs Announces Filing of Management Information Circular for Annual General and Special Meeting

2026-09-24

Shareholders to vote on measures that streamline capital structure and governance to position the Company for a potential senior U.S. exchange listing

CHICAGO--(BUSINESS WIRE)-- Cresco Labs Inc. (CSE: CL) (OTCQX: CRLBF) (FSE: 6CQ) ("Cresco Labs" or the "Company") today announced that it has filed its Management Information Circular (the "Circular") and related proxy materials for its annual general and special meeting of shareholders to be held on October 30, 2026 (the "Meeting"), as it prepares for a potential listing on a senior U.S. exchange.

At the Meeting, shareholders will be asked to approve three special resolutions relating to:

- (1) a share exchange (the "Share Exchange") involving the creation of a new parent company ("TopCo"),
- (2) a subsequent redomicile of TopCo from British Columbia to Delaware (the "Redomicile"), and
- (3) an extension of the listing sunset date applicable to the Company's multiple voting shares (the "MVS") from the first to the third anniversary of a U.S. listing.

"The proposals we are putting before shareholders are designed to position Cresco Labs for listing on a senior U.S. exchange," said Charles Bachtell, CEO of Cresco Labs. "Taken together, they streamline our corporate and capital structure while lowering administrative cost and complexity."

1. Share Exchange Resolution: Creation of TopCo

To simplify the Company's capital structure in advance of accessing U.S. capital markets, the Board recommends that shareholders approve the creation of TopCo, which would become the new publicly listed entity. Cresco Labs securities would be exchanged for securities in TopCo. The Share Exchange would apply equally to all classes of Company shares, leaving shareholders' relative voting and economic rights unchanged.

Furthermore, the Board would have the discretion to effect a reverse share split, should one be necessary. Together, these steps would position the Company to meet senior U.S. exchange listing requirements and reduce administrative burden.

2. Redomicile to Delaware

The Board recommends that shareholders approve the Redomicile of TopCo from British Columbia to Delaware, with corresponding changes to the Company's share capitalization. The Redomicile resolution also provides for the adoption of a new long-term equity incentive plan designed for a U.S.-domiciled issuer. If approved, the Board would have discretion to implement the Redomicile after the Share Exchange, at any time on or before December 31, 2027.

The Redomicile would make the Company's structure more familiar to U.S. investors, align its domicile with its operational jurisdiction, and potentially expand its access to U.S. capital markets.

3. Limited Extension of the Multiple Voting Share Sunset Date

The Board recommends that shareholders approve an amendment to the terms of the MVS (the "MVS Amendment"), extending the sunset date from the first to the third anniversary of a U.S. listing.

The MVS Amendment is intended to support continuity of strategy as the Company completes the Redomicile and pursues a U.S. listing, after which the MVS would convert automatically.

Shareholders will also receive the Company's financial statements for the years ended December 31, 2025 and 2024 and vote on the other annual items of business, including setting the number of directors at seven, electing the directors, and reappointing Baker Tilly US, LLP as independent auditor.

The Board unanimously recommends that shareholders vote for each of the resolutions to be considered at the Meeting.

Additional Information and Where to Find It

The foregoing descriptions are summaries only, do not purport to be complete, and are qualified in their entirety by reference to the full text of the Circular and the other Meeting materials, which contain important additional information regarding the proposals, the Company's governance practices, and detailed instructions on voting and participation at the Meeting. Shareholders are urged to read the Circular and all other relevant documents carefully and in their entirety.

The Circular and related materials are available under the Company's profile on SEDAR+ at www.sedarplus.ca, under the Company's profile on EDGAR at www.sec.gov, and on the Company's website at www.crescolabs.com.

The Annual General and Special Meeting of Shareholders is to be held at 12:00 p.m. (Central Daylight Time) on Friday, October 30, 2026, via live audio webcast. Shareholders of record as of the close of business on September 15, 2026, are entitled to receive notice of, and to vote at, the Meeting. Proxies must be received by 12:00 p.m. (Central Daylight Time) on Wednesday, October 28, 2026, or two business days before any adjourned or postponed Meeting. Beneficial shareholders who hold through an intermediary should follow the voting instructions provided by that intermediary, which may impose an earlier deadline.

Shareholders who have questions regarding the Meeting or require assistance with voting may contact Laurel Hill Advisory Group by telephone or text message toll-free within North America at 1-877-452-7184, by telephone outside North America at 1-416-304-0211, or by email at assistance@laurelhill.com.

No Offer or Solicitation

This press release does not constitute an offer to sell or the solicitation of an offer to buy or exchange any securities, nor a solicitation of any vote or approval, in any jurisdiction, nor shall there be any sale, issuance, purchase or exchange of securities in any jurisdiction in contravention of applicable law. No offering of securities shall be made except by means of a document meeting the requirements of applicable Canadian and U.S. securities laws.

Participants in the Solicitation

The Company and its directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from shareholders in respect of the matters to be considered at the Meeting. Information regarding such persons, including a description of their direct and indirect interests, by security holdings or otherwise, is set forth in the Circular and in the Company's other filings available on SEDAR+ at www.sedarplus.ca and on EDGAR at www.sec.gov.

About Cresco Labs Inc.

Cresco Labs' mission is to normalize and professionalize the medical marijuana industry through a CPG approach to building national brands and a customer-focused retail experience, while acting as a steward for the industry on legislative and regulatory-focused initiatives. As a leader in cultivation, production, and branded product distribution, the Company is leveraging its scale and agility to grow its portfolio of brands that include Cresco, High Supply, FloraCal, Good News, Wonder Wellness Co., Mindy's, and Remedi, on a national level. The Company also operates highly productive dispensaries nationally under the Sunnyside brand that focus on building patient and consumer trust and delivering ongoing education and convenience in a wonderfully traditional retail experience. Through year-round policy, community outreach and SEED initiative efforts, Cresco Labs embraces the responsibility to support communities through authentic engagement, economic opportunity, investment, workforce development, and legislative initiatives designed to create the most responsible, respectable and robust medical marijuana industry possible. Learn more about Cresco Labs' journey by visiting www.crescolabs.com or following the Company on X or LinkedIn.

Forward-Looking Statements

This press release contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian and United States securities laws (collectively, "forward-looking statements"). All statements other than statements of historical fact are forward-looking statements. Forward-looking statements are often, but not always, identified by words such as "anticipate", "believe", "plan", "expect", "intend", "estimate", "forecast", "project", "potential", "seek", "target", "may", "will", "would", "could", "should" and similar expressions, or the negatives thereof.

Forward-looking statements in this press release include, but are not limited to, statements regarding the Meeting and the matters to be considered at the Meeting; the anticipated benefits of the proposed MVS Amendment, the Share Exchange, the creation of TopCo, the reverse share split and the Redomicile; the potential listing of the Company's (or TopCo's) securities on a U.S. stock exchange; the expected timing, implementation and effects of the proposed transactions.

Forward-looking statements are based on the Company's current expectations, estimates and assumptions and are subject to known and unknown risks, uncertainties and other factors, many of which are beyond the Company's control, that may cause actual results, performance or achievements to differ materially from those expressed or implied. Such risks and uncertainties include, among others: the failure to obtain required shareholder, court, stock exchange or regulatory approvals in a timely manner, on acceptable terms, or at all; the failure to satisfy other conditions to completion of the proposed transactions; the possibility that the proposed transactions may be

delayed, modified or abandoned; the failure to realize the anticipated benefits, cost savings or structural simplification expected from the proposed transactions; costs and expenses associated with the proposed transactions exceeding expectations; unanticipated tax consequences to the Company, TopCo or securityholders arising from the Share Exchange or the Redomicile; changes in tax laws, treaties or regulations or their interpretation or enforcement in Canada, the United States or other jurisdictions; the effects of the proposed transactions on the trading price, liquidity and index eligibility of the Company's securities; the uncertain and evolving legal and regulatory status of cannabis in the United States and the resulting uncertainty as to whether a U.S. national securities exchange listing will become available to the Company; the effect of the announcement or pendency of the proposed transactions on the Company's business, operations, relationships and personnel; the loss of "foreign private issuer" status upon completion of the Redomicile; and the other risk factors described in the Circular and in the Company's annual and interim disclosure filings, including the Company's annual information form for the year ended December 31, 2025, available on SEDAR+ at www.sedarplus.ca and on EDGAR at www.sec.gov.

The foregoing list is not exhaustive. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this press release. Except as required by applicable law, the Company undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. No securities regulatory authority or stock exchange has approved or disapproved of the information contained herein.

Media

press@crescolabs.com

Investors

Mark Stortz, Interim CFO, Cresco Labs

investors@crescolabs.com

For general Cresco Labs inquiries:

312-929-0993

info@crescolabs.com

Source: Cresco Labs