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

FORM 10-Q

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

For the quarterly period ended March 31, 2026

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from—to

Commission file number 000-56132

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

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

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

Securities registered pursuant to Section 12(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	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

As of May 1, 2026 there were 195,073,442 shares of the registrant's Subordinate Voting Shares, 37,472 shares of the registrant's Multiple Voting Shares and 201,690 shares of the registrant's Super Voting Shares outstanding.

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, 2026 and 2025. It is supplemental to, and should be read in conjunction with, the Company's unaudited interim condensed consolidated financial statements as of March 31, 2026 and the consolidated financial statements for the year ended December 31, 2025 included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 filed with the U.S. Securities and Exchange Commission ("SEC") on February 25, 2026 (the "2025 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 2025 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, 2026, 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, including &Shine, Beboe, Dogwalkers, Doctor Solomon's, Good Green, incredibles and RYTHM (which we refer to as our Consumer Packaged Goods business). The Company distributes and markets these products 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). The Company developed and acquired its consumer packaged goods brands over the course of the Company's operating history and then, in transactions that closed on May 20, 2025 and August 27, 2025, the Company, through sales of equity interests of indirectly owned subsidiaries, sold the intellectual property related to those brands to RYTHM, Inc (formerly known as Agrify Corporation, and referred to herein as "RYM"). In connection with this sale, the Company entered into licensing arrangements with RYM for the Company's continued, exclusive use of these brands for cannabis products in its existing markets. On March 31, 2026, the License Agreements were amended to replace the revenue-based fee structure with fixed annual licensing fees. The amendment became effective on April 1, 2026. As of March 31, 2026, the Company owns approximately 33% of the outstanding shares of common stock of RYM.

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 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, 2026, the Company had 114 open and operating Retail stores. The Company's new store opening plans will remain fluid depending on market conditions, obtaining local licensing and other permissions, construction considerations 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, 2026 and 2025 and (ii) unaudited interim condensed consolidated balance sheet as of March 31, 2026 and December 31, 2025 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	
	2026	2025	$	%
	(in thousands, except share and per share amounts)		Increase (Decrease)	
Revenues, net of discounts	$ 300,190	$ 279,540	$ 20,650	7%
Cost of goods sold	(156,545)	(136,265)	20,280	15%
Gross profit	143,645	143,275	370	0%
Expenses:				
Selling, general, and administrative	102,911	100,793	2,118	2%
Total expenses	102,911	100,793	2,118	2%
Income from operations	40,734	42,482	(1,748)	(4)%
Total other income (expense)	22,405	(2,766)	(25,171)	(910)%
Income before provision for income taxes and non-controlling interest	63,139	39,716	23,423	59%
Provision for income taxes	48,092	31,315	16,777	54%
Net income before non-controlling interest	15,047	8,401	6,646	79%
Net income (loss) attributable to non-controlling interest	(350)	95	(445)	(468)%
Net income attributable to Green Thumb Industries Inc.	$ 15,397	$ 8,306	$ 7,091	85%
Net income per share - basic	$ 0.07	$ 0.04	$ 0.03	75%
Net income per share - diluted	$ 0.07	$ 0.04	$ 0.03	75%
Weighted average number of shares outstanding – basic	230,596,682	236,120,511		
Weighted average number of shares outstanding – diluted	231,827,061	236,822,468		

	March 31, 2026	December 31, 2025
	(in thousands)	
Total assets	$ 2,831,606	$ 2,790,056
Long-Term liabilities	$ 740,402	$ 702,098

Revenue Streams

The Company has consolidated financial statements across its operating businesses with revenue from the manufacture, sale and distribution of branded cannabis products to third-party retail customers as well as the sale of finished products to consumers in its retail stores.

Three Months Ended March 31, 2026 Compared to the Three Months Ended March 31, 2025

Revenues, net of Discounts

Revenue for the three months ended March 31, 2026 was $300,190 thousand, up 7% from $279,540 thousand during the three months ended March 31, 2025. Key performance drivers for the period included: (i) launch of adult-use sales in Minnesota which began on September 17, 2025, (ii) growth in existing markets, particularly in Florida, Ohio and New York; and (iii) revenue generated from new Retail stores opened in the current period, offset by price compression and increased competition in select markets.

The Company generated revenue from 114 Retail stores during the quarter compared to 103 in the same quarter of the prior year. Retail revenues made up 69% of total revenues during the three months ended March 31, 2026 as compared to 71% during the three months ended March 31, 2025. Since March 31, 2025, the Company opened or acquired eleven Retail stores.

Consumer Packaged Goods revenues made up 31% of total revenues during the three months ended March 31, 2026 as compared to 29% during the three months ended March 31, 2025. The key drivers for the increase in Consumer Packaged Goods revenue was the launch of adult-use sales in Minnesota, as described above, as well as continued growth in existing markets, particularly in Illinois, Massachusetts, Ohio, and New York, partially offset by price compression and increased competition in select markets.

Cost of Goods Sold

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, 2026 was $156,545 thousand, up 15% from $136,265 thousand for the three months ended March 31, 2025, driven by continued growth in existing markets, particularly in Florida, Ohio and New York, legalization of adult-use sales in Minnesota as described above, and new and acquired Retail store openings since March 31, 2025. In addition, during the three months ended March 31, 2026, the Company incurred licensing fees of $8,978 thousand in conjunction with its brand licensing agreements.

Gross Profit

Gross profit for the three months ended March 31, 2026 was $143,645 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 48%. This is compared to gross profit for the three months ended March 31, 2025 of $143,275 thousand, or a 51% gross margin. The decrease in gross margin was primarily driven by licensing fees incurred in the current period and price compression as discussed above.

Total Expenses

Total expenses for the three months ended March 31, 2026 were $102,911 thousand, or 34% of revenues, net of discounts, an increase of $2,118 thousand compared to the same period in the prior year. Total expenses for the three months ended March 31, 2025 were $100,793 thousand or 36% of revenues, net of discounts. The increase in total expenses was primarily attributable to overall salary and benefits of corporate staff and increased costs associated with the opening, acquiring and operation of Retail stores as described above.

Total Other Income (Expense)

Total other income (expense) for the three months ended March 31, 2026 was $22,405 thousand, an increase of $25,171 thousand, primarily due to a one-time arbitration settlement of $17,000 thousand and income associated with the Company's related party equity method investment in RYM during the three months ended March 31, 2026.

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, 2026 was $63,139 thousand, an increase of $23,423 thousand compared to the three months ended March 31, 2025.

As presented under the heading “Non-GAAP Measures” below, after adjusting for non-cash equity incentive compensation of \$10,517 thousand and \$10,309 thousand in the three months ended March 31, 2026 and 2025, respectively, and other nonoperating expenses (income), of \$870 thousand and \$3,045 thousand in three months ended March 31, 2026 and 2025, respectively, Adjusted EBITDA was \$84,534 thousand and \$85,247 thousand, respectively. In addition, Adjusted EBITDA excluding the licensing fees recorded in conjunction with the Company's licensing agreement with RYM (“Normalized EBITDA”) was \$93,512 thousand for the three months ended March 31, 2026.

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, 2026, federal and state income tax expense totaled \$48,092 thousand compared to expense of \$31,315 thousand for the three months ended March 31, 2025.

Results of Operations by Segment

The following table summarizes revenues, net of discounts by segment for the three months ended March 31, 2026 and 2025:

	Three Months Ended March 31,		QTD Change	
	2026	2025	$ Change	% Change
	(in thousands)		Increase (Decrease)	
Retail	$ 208,060	$ 198,672	$ 9,388	5%
Consumer Packaged Goods	167,539	170,284	(2,745)	(2)%
Intersegment eliminations	(75,409)	(89,416)	(14,007)	(16)%
Total revenues, net of discounts	**$ 300,190**	**$ 279,540**	**$ 20,650**	**7%**

Three Months Ended March 31, 2026 Compared with the Three Months Ended March 31, 2025

Revenues, net of discounts, for the Retail segment were $208,060 thousand, an increase of $9,388 thousand or 5%, compared to the three months ended March 31, 2025. The increase in Retail revenues, net of discounts, was primarily driven by (i) launch of adult-use sales in Minnesota which began on September 17, 2025, (ii) growth in existing markets, particularly in Connecticut and Florida; and (iii) revenue generated from new Retail stores opened in the current period, offset by price compression and increased competition in select markets.

Revenues, net of discounts, for the Consumer Packaged Goods Segment were $167,539 thousand, a decrease of $2,745 thousand or 2%, compared to the three months ended March 31, 2025. The decrease in Consumer Packaged Goods revenues, net of discounts, was primarily due to price compression and increased competition, partially offset by the launch of adult-use sales in Minnesota, which began on September 17, 2025.

Intersegment eliminations associated with the Consumer Packaged Goods Segment were $75,409 thousand, a decrease of $14,007 thousand or 16% compared to the three months ended March 31, 2025. The decrease in intersegment eliminations was driven by a reduction in sales to Green Thumb operated Retail stores. The Consumer Packaged Goods revenues, net of intersegment eliminations, made up 31% of total revenues during the three months ended March 31, 2026 as compared to 29% during the three months ended March 31, 2025.

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 to third-party customers a portfolio of Consumer Packaged Goods brands, which are licensed from RYM, including Beboe, Dogwalkers, Dr. Solomon's, Good Green, incredibles, and RYTHM; 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, 2026, 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, 2026, 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. The U.S. Internal Revenue Service has taken the position that companies that operate in the federally illegal cannabis industry, are 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. Therefore, the effective tax rate can be highly variable and may not necessarily correlate with pre-tax income and provides for effective tax rates that are well in excess of statutory tax rates.

Non-GAAP Measures

EBITDA, Adjusted EBITDA and Normalized 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.

	Three Months Ended March 31,	
	2026	2025
	(in thousands)	
Net income before non-controlling interest	$ 15,047	$ 8,401
Interest income	(4,603)	(2,123)
Interest expense, net	5,165	4,865
Provision for income taxes	48,092	31,315
Total other (income) expense	(22,967)	24
Depreciation and amortization	32,413	29,411
Earnings before interest, taxes, depreciation and amortization (EBITDA) (non-GAAP measure)	**$ 73,147**	**$ 71,893**
Stock-based compensation, non-cash	10,517	10,309
Acquisition, transaction and other non-operating costs	870	3,045
Adjusted EBITDA (non-GAAP measure)	**$ 84,534**	**$ 85,247**
License fee recorded in cost of sales	8,978	—
Normalized EBITDA (non-GAAP neasure)	**$ 93,512**	**$ 85,247**

Liquidity, Financing Activities During the Period, and Capital Resources

As of March 31, 2026, and December 31, 2025 the Company had total current liabilities of $194,155 thousand and $177,315 thousand, respectively, and cash and cash equivalents of $344,512 thousand and $274,298 thousand, respectively, to meet its current obligations. The Company had working capital of $479,695 thousand as of March 31, 2026, an increase of $79,839 thousand as compared to December 31, 2025. The increase in working capital was primarily driven by proceeds received from the increase in the Company's syndicated Credit Facility and reclassification of the August 2025 convertible note receivable from RYM, to current assets.

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, 2026 and 2025 were as follows:

	Three Months Ended March 31,			
		2026		2025
	(in thousands)			
Net cash flows provided by operating activities	$	75,799	$	74,219
Net cash flows used in investing activities	$	(20,575)	$	(30,568)
Net cash flows provided by (used in) financing activities	$	5,706	$	(4,756)

Cash Flows from Operating Activities

The Company's net cash flows provided by operating activities for the three months ended March 31, 2026 of $75,799 thousand increased by $1,580 thousand from $74,219 thousand for the three months ended March 31, 2025, primarily due to lower income taxes paid partially offset by changes in working capital during the current period.

Cash Flows from Investing Activities

The Company's net cash flows used in investing activities for the three months ended March 31, 2026 of $20,575 thousand decreased by $9,993 thousand from $30,568 thousand for the three months ended March 31, 2025. The decrease in cash used in investing activities was primarily attributable to a reduction in the Company's purchases of property and equipment during the current period.

Cash Flows from Financing Activities

The Company's net cash flows provided by (used in) financing activities for the three months ended March 31, 2026 of $5,706 thousand increased by $10,462 thousand from a use of ($4,756) thousand for the three months ended March 31, 2025, primarily due to proceeds from the issuance of notes payable partially offset by shares repurchased during the current period.

Material Commitments

Maturities of notes payable as of March 31, 2026 were as follows:

Year Ending December 31,	Maturities of Notes Payable — Credit Facility	Mortgage Notes	Total
		(in thousands)	
Remainder of 2026	$ 15,000	$ 2,620	$ 17,620
2027	20,000	3,764	23,764
2028	20,000	15,758	35,758
2029	133,750	39,532	173,282
2030	—	3,179	3,179
2031 and thereafter	—	39,056	39,056
Total maturities of notes payable [1]	**$** 188,750	**$** 103,909	**$** 292,659

[1] Total maturities of notes payable excludes unamortized debt discount of $1,989 thousand associated with the Credit Facility and $747 thousand associated with the mortgage notes.

Off-Balance Sheet Arrangements

As of March 31, 2026, 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 2025 Form 10-K.