FLUENT Corp. Announces Sale of Pennsylvania Operations Strengthening Balance Sheet and Sharpening Focus on Core Growth Markets

12/31/2025

TAMPA, Fla., Dec. 31, 2025 (GLOBE NEWSWIRE) -- FLUENT Corp. (CSE: FNT.U) (OTCQB: CNTMF) ("FLUENT" or the "Company"), today announced that it has completed the sale of its Pennsylvania operations to HIVE Holdings, Inc., effective December 31, 2025 for US$12.5 million in cash.

The proceeds from the transaction were used to reduce FLUENT's outstanding debt, which is expected to meaningfully enhance its balance sheet, allowing the Company to further concentrate capital and operational resources on its core growth markets. The Company is at arms -length from HIVE Holdings, Inc and no finders' fees are payable in connection with the sale.

"This transaction is an important step forward for FLUENT," said Dave Vautrin, Interim Chief Executive Officer of FLUENT. "By divesting our Pennsylvania operations, we are strengthening our balance sheet, reducing leverage, and sharpening our strategic focus on markets where we see the greatest near and mid-term opportunity."

The sale comes at a pivotal moment for the U.S. cannabis industry, as recent federal action to reschedule cannabis represents a meaningful shift toward a more rational regulatory framework. FLUENT believes these developments, combined with improved access to capital and the potential removal of burdens such as those imposed by Section 280E of the Internal Revenue Code, will further reward disciplined operators with strong core assets and focused strategies.

"Against the backdrop of federal rescheduling, we believe now is the right time to simplify the business and focus on scale, efficiency, and concentration in our most strategic markets," Vautrin added. "This transaction reflects our commitment to long-term value creation for shareholders."

Moelis & Company LLC acted as financial advisor, Weil, Gotshal & Manges LLP acted as United States legal counsel and Cassels Brock & Blackwell LLP acted as Canadian legal counsel to FLUENT. Eversheds Sutherland LLP served as legal counsel to HIVE Holdings, Inc.

About FLUENT Corp.

FLUENT, a national cannabis consumer packaged goods company and retailer, is dedicated to being one of the highest quality cannabis companies for the communities it serves. This is driven by FLUENT's unrelenting commitment to operational excellence in cultivation, production, distribution, and retail experience. FLUENT produces an assortment of cannabis products under a diverse portfolio of brands including MOODS, Knack, Wandr, Bag-O and Hyer Kind. FLUENT operates in Florida, New York and Texas. Headquartered in Tampa, Florida, FLUENT operates 8 cultivation and manufacturing facilities, 34 active retail locations and a wholesale division which trades under ENTOURAGE servicing third party retailers in New York. For more information on the Company's wholesale division ENTOURAGE, please visit https://entouragewholesale.com/.

FLUENT's common shares trade on the Canadian Securities Exchange under the symbol "FNT.U" and on the OTCQB Venture Market under the symbol "CNTMF". For more information about the Company, please visit www.getFLUENT.com.

Forward-Looking Information

Certain information in this news release may constitute "forward-looking information" within the meaning of applicable securities laws. In some cases, but not necessarily in all cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "is positioned", "estimates", "intends", "assumes", "anticipates" or "does not anticipate" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will" or "will be taken", "occur" or "be achieved" or similar expressions and includes, but is not limited to, statements with respect to the impact of the transaction on the Company's balance sheet; the ability for the Company to further concentrate capital and operational resources on its core growth markets; the Company sharpening its strategic focus; the markets with the greatest near and mid-term opportunity; the impact of rescheduling, including in respect of Section 280E of the Internal Revenue Code; and the ability to create long-term value for shareholders. In addition, any statements that refer to expectations, projections, or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent the Company's expectations, estimates, and projections regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control.

Investors are cautioned that forward-looking information is necessarily based on many opinions, assumptions, and estimates that, while considered reasonable by the Company as of the date of this news release, are subject to known and unknown risks, uncertainties, assumptions, and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: the Company's ability to execute its go-forward strategy; risks related to additional financing; risks relating to the Company's debt obligations and the ability to make payments on existing indebtedness; risks related to the ability to access private and public capital; stock market volatility; the availability of financing; changes in the business activities, focus and plans of the Company and the timing associated therewith; the timing of any changes to federal laws in the U.S. to allow for the general cultivation, distribution, and possession of cannabis; regulatory and licensing risks; changes in cannabis industry growth and trends; changes in general economic, business and political conditions, including changes in the financial markets; the global regulatory landscape and enforcement related to cannabis, including political risks and risks relating to regulatory change; risks relating to anti-money laundering laws; compliance with extensive government regulation, including the Company's interpretation of such regulation; public opinion and perception of the cannabis industry; and the risk factors described in the public filings of the Company filed with Canadian securities regulators and available under the Company's profile at www.sedarplus.ca, including the Company's annual information form for the year ended December 31, 2024.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors that could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

The Company, through several of its subsidiaries, is directly involved in the manufacture, possession, use, sale, and distribution of cannabis in the adult-use and medical cannabis marketplace in the United States. Local state laws where the Company operates permit such activities however, investors should note that there are significant legal restrictions and regulations that govern the cannabis industry in the United States. Cannabis remains a Schedule I drug under the United States Controlled Substances Act, making it illegal under federal law in the United States to, among other things, cultivate, distribute, or possess cannabis in the United States. Financial transactions involving proceeds generated by, or intended to promote, cannabis-related business activities in the United States may form the basis for prosecution under applicable United States federal money laundering legislation.

While the approach to enforcement of such laws by the federal government in the United States has trended toward non-enforcement against individuals and businesses that comply with adult-use and medical cannabis programs in states where such programs are legal, strict compliance with state laws with respect to cannabis will neither absolve the Company of liability under United States federal law, nor will it provide a defense to any federal proceeding which may be brought against the Company. The enforcement of federal laws in the United States is a significant risk to the business of the Company and any proceedings brought against the Company thereunder may adversely affect operations and financial performance.

The forward-looking statements contained in this news release are made as of the date of this news release, and the Company expressly disclaims any obligation to update or alter statements containing any forward-looking information, or the factors or assumptions underlying them, whether as a result of new information, future events or otherwise, except as required by law.

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