



FLUENT Enters into Definitive Agreement to sell Texas Business

05/01/2026

FLUENT's Texas Operations and License to be acquired by Legacy Therapeutics, LLC

TAMPA, Fla., May 01, 2026 (GLOBE NEWSWIRE) -- FLUENT Corp. (CSE: FNT.U) (OTCQB: CNTMF) ("FLUENT" or the "Company"), a vertically-integrated, multi-state cannabis company, today announced that it has entered into a definitive agreement (the "**Purchase Agreement**") with Legacy Therapeutics, LLC ("Legacy"), pursuant to which Legacy will acquire 100% of the issued and outstanding equity interests in Consortium Texas, LLC ("**Consortium Texas**"), a subsidiary of the Company (the "**Transaction**"). The Transaction contemplates the sale of the Company's Texas business operations, which includes Consortium Texas's license, cultivation, manufacturing, and delivery business in Schulenburg, Texas, as well as its Houston retail operations.

Pursuant to the terms of the Purchase Agreement, which was signed May 1, 2026, the purchase price payable by Legacy is equal to \$30 Million, of which \$25M will be payable at closing and an amount equal to \$2.5M will be payable on each of the first and second anniversary of the closing date. The Transaction is subject to applicable regulatory approvals and the satisfaction of certain other customary closing conditions. The Company intends to primarily use the proceeds from the Transaction to repay a portion of its existing senior secured debt, and may also use the remaining proceeds for working capital and general corporate purposes.

Management Commentary

David E. Vautrin, Interim Chief Executive Officer of FLUENT, said, "We are excited to see how Legacy, under Randy's leadership, will leverage its deep pharmaceutical expertise and strong operational discipline to drive growth in the cannabis sector and expand the Texas market from our established base."

Randy J. Mire, Pharm.D, Founder of Legacy Therapeutics, said, "As the first pharmacist in the south to dispense medical marijuana, my focus has always been patient access and outcomes. We are honored to build on the platform FLUENT has established for Texas Compassionate Use patients."

Legal Advisors

Goodwin Procter LLP is acting as United States legal counsel and Cassels Brock & Blackwell LLP is acting as Canadian legal counsel to FLUENT. Phelps Dunbar LLP is acting as legal counsel to Legacy.

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 employs approximately 650 employees across 7 cultivation and manufacturing facilities, 35 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 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 timing and outcome of the Transaction and the anticipated benefits thereof, the satisfaction or waiver of the closing conditions set out in the Purchase Agreement; expectations regarding the use of proceeds from the Transaction; and expectations for other economic, business, and/or competitive factors. 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 ability of the parties to receive the necessary regulatory approvals; the ability of the parties to satisfy the other conditions to the completion of the Transaction; 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.

In respect of the forward-looking statements and information concerning the anticipated benefits and completion of the Transaction and the anticipated timing for completion of the Transaction, the Company has provided such statements and information in reliance on certain assumptions that it believes are reasonable at this time. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information and no assurance can be given that such events will occur in the disclosed time frames or at all. 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 under federal laws in the United States. Cannabis remains a scheduled drug under the United States Controlled Substances Act and, subject to certain exceptions in relation to medical cannabis, 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 their respective 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 applicable law. For further information visit: <https://getFLUENT.com/> and <https://investors.getFLUENT.com/>.

Investor Relations Contact:

investors@getFLUENT.com

Media Contact:

press@getFLUENT.com

Officer Contact:

Matt Mundy, Chief Legal Officer

(850) 972-8077