Issuer Free Writing Prospectus dated June 6, 2019 Filed Pursuant to Rule 433 Registration No. 333-225042 (Relating to Preliminary Prospectus Supplement dated June 6, 2019)



CHARLES & COLVARD PROVIDES FOURTH FISCAL QUARTER 2019 AND FULL-YEAR FINANCIAL GUIDANCE (PRESS RELEASE UPDATED TO INCLUDE CORRECT LINKS TO SEC FILINGS) Company Expects to Achieve Double-Digit Growth with Fiscal Year 2019 Net Sales of Approximately \$31.6 Million

RESEARCH TRIANGLE PARK, N.C. – June 6, 2019 — Charles & Colvard, Ltd. (Nasdaq: CTHR), the original and leading worldwide source of created moissanite, reported that in conjunction with its common stock offering announced today, the Company is providing fourth fiscal quarter and full-year fiscal 2019 net sales guidance on a one-time basis. Charles & Colvard expects net sales for its fourth fiscal quarter and full-year fiscal 2019 to be in the range of \$7.0 to \$7.2 million and \$31.6 to \$31.8 million, respectively.

The Company expects to report detailed fourth fiscal quarter and fiscal year 2019 financial results in early September 2019.

Charles & Colvard, Ltd. (Nasdaq: CTHR) is an e-commerce-driven business that utilizes innovative technology and sustainable practices to develop products for the jewelry industry that include lab-created moissanite, a rare gemstone formed from silicon carbide. Charles & Colvard is based in the Research Triangle Park, North Carolina.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Statements expressing expectations regarding our future and projections relating to our products, sales, revenues, and earnings are typical of such statements and are made under the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements about our plans, objectives, representations, and contentions and are not historical facts and typically are identified by use of terms such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "continue," and similar words, although some forward-looking statements are expressed differently.

All forward-looking statements are subject to the risks and uncertainties inherent in predicting the future. You should be aware that although the forwardlooking statements included herein represent management's current judgment and expectations, our actual results may differ materially from those projected, stated, or implied in these forward-looking statements as a result of many factors including, but not limited to, our dependence on increased consumer acceptance, growth of sales of our products, and operational execution of our strategic initiatives; the impact of the execution of our business plans on our liquidity; our ability to fulfill orders on a timely basis; intense competition in the worldwide gemstone and jewelry industry; the financial condition of our major customers and their willingness and ability to market our products; dependence on a limited number of distributor and retail partners in our Traditional segment; our ability to maintain compliance with The Nasdaq Stock Market's continued listing requirements; dependence on our exclusive supply agreement with Cree, Inc. for the supply of our silicon carbide, or SiC, crystals; general economic and market conditions; quality control challenges from time to time that can result in lost revenue and harm to our brands and reputation; the potential impact of seasonality on our business; the impact of natural disasters on our operations; the pricing of precious metals, which is beyond our control; the impact of significant changes in e-commerce opportunities, technology, or models; the risk of a failure of our information technology infrastructure to protect confidential information and prevent security breaches; our current customers' potential perception of us as a competitor in the finished jewelry business; risks of conducting business internationally; the potential adverse effect of December 2017 U.S. tax legislation; our ability to protect our intellectual property; the potential adverse impact of negative or inaccurate social media commentary; the failure to evaluate, implement, and integrate strategic opportunities; possible adverse effects of governmental regulation and oversight; and the impact of anti-takeover provisions included in our charter documents, in addition to the other risks and uncertainties described in our filings with the Securities and Exchange Commission, or the SEC, including our Transition Report on Form 10-KT for the transition period ended June 30, 2018 and subsequent reports filed with the SEC. Forward-looking statements speak only as of the date they are made. We undertake no obligation to update or revise such statements to reflect new circumstances or unanticipated events as they occur except as required by the federal securities laws, and you are urged to review and consider disclosures that we make in the reports that we file with the SEC that discuss other factors relevant to our business.

We have filed with the SEC a registration statement (including a prospectus) and a preliminary prospectus supplement (together with the prospectus, the "Preliminary Prospectus") for the offering to which this communication relates. Before you invest, you should read the Preliminary Prospectus and other documents we have filed with the SEC for more complete information about us and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov, where the registration statement may be accessed <u>here</u> and the preliminary prospectus supplement may be accessed <u>here</u>. Alternatively, copies of the registration statement and the preliminary prospectus supplement may be obtained by contacting Roth Capital Partners, LLC, 888 San Clemente Drive, Newport Beach, CA 92660, by telephone at (800) 678-9147 or by email at rothecm@roth.com.

Contacts:

Clint J. Pete Chief Financial Officer 919-468-0399 cpete@charlesandcolvard.com

Jenny Kobin Investor Relations 800-695-0650 Jenny.Kobin@IRAdvisory.com