

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

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended September 30, 2023

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: 000-54258

UNRIVALED BRANDS, INC.

(Exact Name of Registrant as Specified in its Charter)

Nevada

(State or Other Jurisdiction
of Incorporation or Organization)

26-3062661

(I.R.S. Employer
Identification No.)

3242 S. Halladay Street, Suite 202
Santa Ana, California

(Address of Principal Executive Offices)

92705

(Zip Code)

(888) 909-5564

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:
None

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 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 Exchange Act). Yes No

As of November 8, 2023, there were 774,998,097 shares of common stock outstanding, 100,768,668 shares of common stock issuable upon the exercise of all our outstanding warrants, and 17,685,895 shares of common stock issuable upon the exercise of all vested options.

UNRIVALED BRANDS, INC.
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FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2023

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Cautionary Note Concerning Forward-Looking Statements

In addition to historical information, this Quarterly Report on Form 10-Q may contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which provides a “safe harbor” for forward-looking statements made by us. All statements, other than statements of historical facts, including statements concerning our plans, objectives, goals, beliefs, business strategies, future events, business conditions, results of operations, financial position, business outlook, business trends, and other information, may be forward-looking statements. Words such as “might,” “will,” “may,” “should,” “estimates,” “expects,” “continues,” “contemplates,” “anticipates,” “projects,” “plans,” “potential,” “predicts,” “intends,” “believes,” “forecasts,” “future,” and variations of such words or similar expressions are intended to identify forward-looking statements. The forward-looking statements are not historical facts, and are based upon our current expectations, beliefs, estimates and projections, and various assumptions, many of which, by their nature, are inherently uncertain and beyond our control. Our expectations, beliefs, estimates, and projections are expressed in good faith and we believe there is a reasonable basis for them. However, there can be no assurance that management’s expectations, beliefs, estimates, and projections will occur or can be achieved and actual results may vary materially from what is expressed in or indicated by the forward-looking statements.

There are a number of risks, uncertainties, and other important factors, many of which are beyond our control, that could cause actual results to differ materially from the forward-looking statements contained in this Quarterly Report on Form 10-Q. Such risks, uncertainties, and other important factors that could cause actual results to differ include, among others, the risk, uncertainties and factors set forth under “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2022 and in other filings we make from time to time with the U.S. Securities and Exchange Commission (“SEC”).

We caution you that the risks, uncertainties, and other factors set forth in our periodic filings with the SEC may not contain all of the risks, uncertainties, and other factors that are important to you. In addition, we cannot assure you that we will realize the results, benefits, or developments that we expect or anticipate or, even if substantially realized, that they will result in the consequences or affect us or our business in the way expected. There can be no assurance that: (i) we have correctly measured or identified all of the factors affecting our business or the extent of these factors’ likely impact, (ii) the available information with respect to these factors on which such analysis is based is complete or accurate, (iii) such analysis is correct, or (iv) our strategy, which is based in part on this analysis, will be successful. All forward-looking statements in this report apply only as of the date of the report or as of the date they were made and, except as required by applicable law, we undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments, or otherwise.

ITEM 1. FINANCIAL STATEMENTS.

UNRIVALED BRANDS, INC.
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(in thousands, except for shares)

	September 30, 2023	December 31, 2022
	<i>(Unaudited)</i>	
ASSETS		
Current Assets:		
Cash and Cash Equivalents	\$ 2,013	\$ 1,200
Accounts Receivable	1,277	313
Inventory	2,560	1,939
Prepaid Expenses & Other Assets	574	498
Notes Receivable	625	625
Total Current Assets	7,049	4,575
Property, Equipment and Leasehold Improvements, Net	10,825	13,000
Intangible Assets, Net	1,359	2,859
Goodwill	3,585	3,585
Other Assets	12,380	16,279
Investments	1,333	210
TOTAL ASSETS	\$ 36,531	\$ 40,508
LIABILITIES AND STOCKHOLDERS' DEFICIT		
LIABILITIES:		
Current Liabilities:		
Accounts Payable	\$ 12,164	\$ 12,990
Accrued Liabilities	7,226	4,424
Current Lease Liabilities	2,051	1,996
Current Portion of Notes Payable	28,516	29,662
Income Taxes Payable	9,080	10,071
Total Current Liabilities	59,037	59,143
Notes Payable, Net of Discounts	4,071	4,814
Lease Liabilities	10,202	13,088
TOTAL LIABILITIES	73,310	77,045
COMMITMENTS AND CONTINGENCIES (Note 18)	—	—
STOCKHOLDERS' DEFICIT:		
Preferred Stock, Convertible Series V, par value \$0.001: 25,000,000 shares authorized; 14,071,431 and nil shares outstanding as of September 30, 2023 and December 31, 2022, respectively	1	—
Common Stock, par value \$0.001: 990,000,000 shares authorized as of September 30, 2023 and December 31, 2022; 774,998,097 and 679,513,554 shares outstanding as of September 30, 2023 and December 31, 2022, respectively	800	701
Treasury Stock: nil and 2,308,420 shares of common stock as of September 30, 2023 and December 31, 2022, respectively	—	(808)
Additional Paid-In Capital	406,863	403,619
Accumulated Deficit	(444,443)	(440,049)
TOTAL STOCKHOLDERS' DEFICIT	(36,779)	(36,537)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 36,531	\$ 40,508

The accompanying notes are an integral part of the unaudited consolidated financial statements.

UNRIVALED BRANDS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(in thousands, except for shares and per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenue	\$ 8,612	\$ 9,721	\$ 26,649	\$ 44,371
Cost of Goods Sold	4,618	9,763	13,360	30,213
Gross Profit	3,994	(42)	13,289	14,158
Operating Expenses:				
Selling, General & Administrative	7,529	12,752	21,197	48,843
Impairment Expense	—	107,972	—	163,698
Loss (Gain) on Disposal of Assets	1,540	1,529	(199)	1,872
Total Operating Expenses	9,069	122,253	20,998	214,413
Loss from Operations	(5,075)	(122,295)	(7,709)	(200,255)
Other Income (Expense):				
Interest Expense, Net	(944)	(381)	(2,155)	(2,586)
Gain on Extinguishment of Debt	—	—	3,026	542
(Loss) Gain on Settlement of Liabilities	(41)	—	69	—
Income from Employer Retention Credit	1,232	—	1,232	—
Realized Loss on Sale of Investments	—	—	(61)	—
Unrealized Gain (Loss) on Investments	1,333	(493)	1,333	470
Other Income (Expense)	442	(212)	713	646
Total Other Income (Expense), Net	2,022	(1,086)	4,157	(928)
Loss from Continuing Operations Before Provision for Income Taxes	(3,053)	(123,381)	(3,552)	(201,183)
Provision for Income Tax (Expense) Benefit for Continuing Operations	(309)	3,450	(842)	5,586
Net Loss from Continuing Operations	(3,362)	(119,931)	(4,394)	(195,597)
Income from Discontinued Operations Before Provision for Income Taxes	—	25	—	3,374
Net Income from Discontinued Operations	—	25	—	3,374
NET LOSS	\$ (3,362)	\$ (119,906)	\$ (4,394)	\$ (192,223)
Less: Net Income from Discontinued Operations Attributable to Non-Controlling Interest	—	—	—	275
NET LOSS ATTRIBUTABLE TO UNRIVALED BRANDS, INC.	\$ (3,362)	\$ (119,906)	\$ (4,394)	\$ (192,498)
Net Loss from Continuing Operations per Common Share Attributable to Unrivald Brands, Inc. - Basic and Diluted	\$ —	\$ (0.21)	\$ (0.01)	\$ (0.33)
Net Loss per Common Share Attributable to Unrivald Brands, Inc. - Basic and Diluted	\$ —	\$ (0.21)	\$ (0.01)	\$ (0.33)
Weighted-Average Shares Outstanding - Basic	966,467,162	579,942,517	856,575,311	588,887,945
Weighted-Average Shares Outstanding - Diluted	966,467,162	579,942,517	856,575,311	588,887,945

The accompanying notes are an integral part of the unaudited consolidated financial statements.

UNRIVALED BRANDS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT (UNAUDITED)
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022
(in thousands, except for shares)

	Convertible Series V Preferred Stock		Common Stock		Treasury Stock	Additional Paid-In Capital	Accumulated Deficit	Non-Controlling Interest	Total
	Shares	Amount	Shares	Amount	Amount				
BALANCE AT JUNE 30, 2023	14,071,431	\$ 1	772,483,465	\$ 797	\$ —	\$ 406,781	\$ (441,081)	\$ —	\$ (33,502)
Net Loss Attributable to Unrivald Brands, Inc.	—	—	—	—	—	—	(3,362)	—	(3,362)
Stock Option Expense	—	—	—	—	—	85	—	—	85
Cashless Exercise of Warrants	—	—	2,514,632	3	—	(3)	—	—	—
BALANCE AT SEPTEMBER 30, 2023	14,071,431	\$ 1	774,998,097	\$ 800	\$ —	\$ 406,863	\$ (444,443)	\$ —	\$ (36,779)

	Convertible Series V Preferred Stock		Common Stock		Treasury Stock	Additional Paid-In Capital	Accumulated Deficit	Non-Controlling Interest	Total
	Shares	Amount	Shares	Amount	Amount				
BALANCE AT JUNE 30, 2022	—	\$ —	532,514,791	\$ 554	\$ (808)	\$ 401,215	\$ (323,710)	\$ —	\$ 77,251
Net Loss Attributable to Unrivald Brands, Inc.	—	—	—	—	—	—	(119,906)	—	(119,906)
Stock Compensation - Services Expense	—	—	6,472,492	7	—	261	—	—	268
Stock Option Expense	—	—	—	—	—	276	—	—	276
Issuance of UMBRLA Holdback Shares	—	—	23,424,674	23	—	(23)	—	—	—
BALANCE AT SEPTEMBER 30, 2022	—	\$ —	562,411,957	\$ 584	\$ (808)	\$ 401,729	\$ (443,616)	\$ —	\$ (42,111)

The accompanying notes are an integral part of the unaudited consolidated financial statements.

UNRIVALED BRANDS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT (UNAUDITED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022
(in thousands, except for shares)

	Convertible Series V Preferred Stock		Common Stock		Treasury Stock	Additional Paid-In Capital	Accumulated Deficit	Non-Controlling Interest	Total
	Shares	Amount	Shares	Amount	Amount				
BALANCE AT DECEMBER 31, 2022	—	\$ —	679,513,564	\$ 701	\$ (808)	\$ 403,619	\$ (440,049)	\$ —	\$ (36,537)
Net Loss Attributable to Unrivald Brands, Inc.	—	—	—	—	—	—	(4,394)	—	(4,394)
Stock Compensation - Services Expense	—	—	96,178,321	96	—	1,814	—	—	1,910
Stock Option Exercise	—	—	—	—	—	272	—	—	272
Stock Issued for Cash	14,071,431	1	—	—	—	1,969	—	—	1,970
Cashless Exercise of Warrants	—	—	2,514,632	3	—	(3)	—	—	—
Forfeiture and Cancellation of Treasury Stock	—	—	(3,208,420)	—	808	(808)	—	—	—
BALANCE AT SEPTEMBER 30, 2023	14,071,431	\$ 1	774,998,097	\$ 800	\$ —	\$ 406,863	\$ (444,443)	\$ —	\$ (36,779)

	Convertible Series V Preferred Stock		Common Stock		Treasury Stock	Additional Paid-In Capital	Accumulated Deficit	Non-Controlling Interest	Total
	Shares	Amount	Shares	Amount	Amount				
BALANCE AT DECEMBER 31, 2021	—	\$ —	498,546,291	\$ 521	\$ (808)	\$ 392,930	\$ (250,015)	\$ 3,859	\$ 146,487
Net Loss Attributable to Unrivald Brands, Inc.	—	—	—	—	—	—	(192,498)	—	(192,498)
Debt Conversion - Common Stock	—	—	294,452	—	—	75	—	—	75
Warrants Exercise	—	—	4,759,708	5	—	(5)	—	—	—
Stock Compensation - Employees	—	—	2,100,000	2	—	350	—	—	352
Stock Compensation - Directors	—	—	943,128	1	—	212	—	—	213
Stock Compensation - Services Expense	—	—	7,197,492	7	—	390	—	—	397
Stock Option Exercise	—	—	146,212	—	—	—	—	—	—
Stock Issued for Cash	—	—	25,000,000	25	—	4,350	—	—	4,375
Issuance of UMBRLA Holdback Shares	—	—	23,424,674	23	—	(23)	—	—	—
Stock Option Expense	—	—	—	—	—	3,450	—	—	3,450
Disposition of Non-Controlling Interest	—	—	—	—	—	—	(1,103)	(4,134)	(5,237)
Net Loss Attributable to Non-Controlling Interest	—	—	—	—	—	—	—	275	275
BALANCE AT SEPTEMBER 30, 2022	—	\$ —	562,411,957	\$ 584	\$ (808)	\$ 401,729	\$ (443,616)	\$ —	\$ (42,111)

The accompanying notes are an integral part of the unaudited consolidated financial statements.

UNRIVALED BRANDS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(in thousands)

	Nine Months Ended September 30,	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	\$ (4,394)	\$ (192,223)
Less: Net Income from Discontinued Operations	—	3,374
Net Loss from Continuing Operations	(4,394)	(195,597)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:		
Deferred Income Tax Benefit	—	(6,731)
Bad Debt (Recovery) Expense	(7)	2,450
Gain on Settlement of Liabilities	(69)	—
Realized Loss on Sale of Investments	61	—
Gain on Extinguishment of Debt	(3,026)	(542)
Non-Cash Interest Expense	360	1,001
(Gain) Loss on Disposal of Assets	(199)	2,208
Depreciation and Amortization	2,137	9,842
Amortization of Operating Lease Right-of-Use Asset	1,507	1,500
Stock-Based Compensation	2,182	4,412
Unrealized Gain on Investments	(1,333)	(470)
Impairment Loss	—	163,698
Change in Operating Assets and Liabilities:		
Accounts Receivable	(957)	1,557
Inventory	(621)	3,682
Prepaid Expenses and Other Current Assets	(76)	(432)
Other Assets	(6)	68
Accounts Payable and Accrued Expenses	4,881	9,271
Operating Lease Liabilities	(991)	(2,523)
Net Cash Used in Operating Activities - Continuing Operations	(551)	(6,606)
Net Cash Used in Operating Activities - Discontinued Operations	—	(422)
NET CASH USED IN OPERATING ACTIVITIES	(551)	(7,028)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of Property and Equipment	(159)	(1,989)
Proceeds from Notes Receivable	634	375
Proceeds from Sale of Investments	149	—
Proceeds from Sale of Assets	—	450
Net Cash Provided by (Used in) Investing Activities - Continuing Operations	624	(1,164)
Net Cash Provided by Investing Activities - Discontinued Operations	—	20,709
NET CASH PROVIDED BY INVESTING ACTIVITIES	624	19,545
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments of Debt Principal	(1,230)	(21,734)
Proceeds from Issuance of Common Stock	1,970	4,375
Net Cash Provided by (Used in) Financing Activities - Continuing Operations	740	(17,359)
Net Cash Used in Financing Activities - Discontinued Operations	—	—
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	740	(17,359)
NET CHANGE IN CASH	813	(4,842)
Cash at Beginning of Period	1,200	6,700
Cash Reclassed to Discontinued Operations	—	(442)
CASH AT END OF PERIOD	\$ 2,013	\$ 1,416
SUPPLEMENTAL DISCLOSURE FOR OPERATING ACTIVITIES:		
Cash Paid for Interest	\$ 261	\$ 1,582
SUPPLEMENTAL DISCLOSURE FOR NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Debt Principal and Accrued Interest Converted into Common Stock	\$ —	\$ 52
Reclass of Accrued Interest to Principal	\$ 1,896	\$ —
Net Assets Transferred to Assets Held For Sale	\$ —	\$ 851

The accompanying notes are an integral part of the unaudited consolidated financial statements.

UNRIVALED BRANDS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1 – DESCRIPTION OF BUSINESS

Unrivaled Brands, Inc. (“Unrivaled” or the “Company”) is a cannabis company with operations in retail, production, distribution, and cultivation throughout California, with an emphasis on providing the highest quality of medical and adult use cannabis products. The Company is home to Korova, a brand of high potency products across multiple product categories, currently available in California. The Company operates a premier cannabis dispensary in Orange County, California, People’s First Choice, which the Company intends to rebrand to Blüm OC. The Company also owns dispensaries in California which operate as The Spot in Santa Ana, Blüm in Oakland, and Blüm in San Leandro.

Unrivaled is a holding company with the following subsidiaries:

- Black Oak Gallery, a California corporation (“Black Oak”)
- Blüm San Leandro, a California corporation (“Blüm San Leandro”)
- 3242 Enterprises, Inc., a California corporation (“The Spot”)
- 3242 Holdings, LLC, a Nevada limited liability company
- Halladay Holding, LLC, a California limited liability company (“Halladay”)
- People’s First Choice, LLC, a California limited liability company (“People’s”)
- People’s Costa Mesa, LLC, a California limited liability company
- IVXX Gardens I, Inc., a California corporation

References in this document to the “Company”, “Unrivaled”, “we”, “us”, or “our” are intended to mean Unrivaled Brands, Inc., individually, or as the context requires, collectively with its subsidiaries on a consolidated basis.

During the fiscal second quarter of 2023, the Company received confirmation for the legal dissolution of UMBRLA, Inc. As a result, all liabilities and existing obligations of the dissolved entity were extinguished and the Company recognized a gain on disposal of assets of \$1.74 million during the nine months ended September 30, 2023.

Recent Developments - Reorganization

On October 10, 2023, the Company announced its pursuit of a reorganization to establish a newly-formed Delaware corporation, Blum Holdings, Inc. (“Blüm”), as the ultimate parent of the Company (the “Reorganization”). If consummated, the Reorganization would result in the Company becoming a direct, wholly-owned subsidiary of Blüm. The purpose of the proposed Reorganization is to provide the Company with more strategic, organizational, operational and financial flexibility. It is expected that the directors and executive officers of the Company will serve in the same capacities for Blüm.

As part of the proposed Reorganization, the Company has entered into an Agreement and Plan of Merger, dated October 9, 2023 (the “Reorganization Agreement”), with Blüm, which is currently a wholly-owned subsidiary of the Company, and Blum Merger Sub, Inc., a Nevada corporation and a wholly-owned subsidiary of Blüm (“Merger Sub”). The Reorganization Agreement provides, among other things and subject to its terms and conditions, as described below, that Merger Sub will merge with and into the Company, with the separate existence of Merger Sub ceasing and with the Company surviving as a direct, wholly-owned subsidiary of Blüm.

The Reorganization Agreement provides that at the effective time of the Reorganization (the “Effective Time”), each outstanding share of the Company’s common stock, par value \$0.001 per share (“Company Common Stock”), and the Company’s Series V preferred stock, par value \$0.001 per share (“Company Preferred Stock,” and together with the Company Common Stock, the “Company Shares”), but excluding any Company Shares held by stockholders of the Company who perfect their dissenters’ rights as provided in the Reorganization Agreement, will automatically be converted into one share of Blüm’s common stock, par value \$0.001 per share (“Blüm Common Stock”) and Blüm’s Series V preferred stock, par value \$0.001 per share (“Blüm Preferred Stock,” and together with the Blüm Common Stock, the “Blüm Shares”), respectively, without any further act or deed by the Company’s stockholders. Record ownership of Blüm shares will be kept in uncertificated, book-entry form by Blüm’s transfer agent.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

The Reorganization Agreement further provides that at the Effective Time, the Company will assign to Blüm, and Blüm will assume and agree to perform (1) all obligations of the Company pursuant to (a) the Terra Tech Corp. 2016 Equity Incentive Plan (the “2016 Plan”), the Terra Tech Corp. Amended and Restated 2018 Equity Incentive Plan (as amended, the “2018 Plan”), and the UMBRLA, Inc. 2019 Equity Incentive Plan (as amended, the “UMBRLA Plan,” and together with the 2016 Plan and the 2018 Plan, the “Incentive Plans”), and (b) each award agreement entered into pursuant to the Incentive Plans, and (2) all obligations of the Company pursuant to any employment agreements entered into by the Company. Additionally, at the Effective Time, (x) each outstanding option to purchase shares of Company Common Stock (a “Company Option”) will be converted automatically into a stock option to purchase an identical number of shares of Blüm Common Stock, (y) each outstanding warrant to purchase shares of Company Common Stock (a “Company Warrant”) will be converted automatically into a warrant to purchase an identical number of shares of Blüm Common Stock, and (z) each outstanding promissory note convertible into shares of Company Common Stock (a “Company Note”) will be automatically converted into a promissory note convertible into an identical number of shares of Blüm Common Stock, in each case, on the same terms and conditions as applied to the Company Option, Company Warrant and Company Note, respectively, immediately prior to the Effective Time and as set forth in the documentation relating to such Company Option, Company Warrant and Company Note.

The Board of Directors of the Company has unanimously (1) approved the form and content of the Reorganization Agreement, (2) determined that it is in the best interests of the Company and its stockholders, and declared it advisable, to enter into the Reorganization Agreement, (3) approved the execution and delivery by the Company of the Reorganization Agreement, the performance by the Company of its covenants and agreements contained therein and the consummation of the Reorganization upon the terms and subject to the conditions contained therein, and (4) resolved to recommend adoption of the Reorganization Agreement by the stockholders of the Company, who will be asked to vote on the adoption of the Reorganization Agreement at the annual stockholders meeting (the “Annual Meeting”) scheduled to be held on December 5, 2023.

The closing of the Reorganization is subject to customary closing conditions, including (1) approval of the Reorganization at the Annual Meeting by a majority of the voting power of stockholders entitled to vote thereon, (2) effectiveness of the registration statement relating to the Blüm Shares to be issued in the Reorganization, (3) receipt of approval for the listing on the OTCQB tier of the OTC Markets Group, Inc. of the Blüm Common Stock, and (4) receipt by the Company of such authorizations and approvals as are required by the laws and regulations of applicable jurisdictions.

The Reorganization Agreement may be terminated and the Reorganization may be abandoned at any time prior to the Effective Time by action of the Company’s Board of Directors if it determines for any reason that completion of the Reorganization would be inadvisable or not in the best interests of the Company or its stockholders. In the event of any such termination, the Reorganization Agreement will become void and have no effect, and neither the Company, Blüm, Merger Sub, nor their respective stockholders, directors or officers will have any liability with respect to such termination or abandonment.

In connection with the Annual Meeting, the Unrivaled stockholders will also be asked to approve, among other proposals, a reverse stock split of Unrivaled’s common stock at a ratio determined by the Board of Directors of Unrivaled in the range between a 1-for-70 to 1-for-100 (the “Reverse Stock Split”). If approved by Unrivaled’s stockholders, the Reverse Stock Split would be implemented immediately prior to the Reorganization. As a result of the Reorganization, the current stockholders of Unrivaled would become stockholders of Blüm with the same number and percentage of shares of Blüm as they held in Unrivaled immediately prior to the Reorganization, subject to any changes from the implementation of the Reverse Stock Split.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) and with the instructions to U.S. Securities and Exchange Commission (“SEC”) Form 10-Q and Article 10 of Regulation S-X of the Securities Act of 1933 and reflect the accounts and operations of the Company and those of its subsidiaries in which the Company has a controlling financial interest. In accordance with the provisions of Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 810, “*Consolidation*,” the Company consolidates any variable interest entity (“VIE”) of which it is the primary beneficiary.

The typical condition for a controlling financial interest ownership is holding a majority of the voting interests of an entity; however, a controlling financial interest may also exist in entities, such as VIEs, through arrangements that do not involve controlling voting interests. ASC 810 requires a variable interest holder to consolidate a VIE if that party has the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance and the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. The Company does not consolidate a VIE in which it has a majority ownership interest when it is not considered the primary beneficiary. The Company evaluates its relationships with all the VIEs on an ongoing basis to reassess if it continues to be the primary beneficiary.

All intercompany transactions and balances have been eliminated in consolidation. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the consolidated financial position of the Company as of September 30, 2023 and December 31, 2022, and the consolidated results of operations and cash flows for the periods ended September 30, 2023 and 2022 have been included. These interim unaudited condensed consolidated financial statements do not include all disclosures required by GAAP for complete financial statements and, therefore, should be read in conjunction with the more detailed audited consolidated financial statements for the year ended December 31, 2022. The December 31, 2022 balances reported herein are derived from the audited consolidated financial statements for the year ended December 31, 2022. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full year.

Reclassifications

Certain prior period amounts have been reclassified to conform to the current period presentation. Specifically, the Company determined the presentation of promotion and marketing program (“PMP”) revenue should be included as revenue. Prior period presentation of PMP was included as a component of other income in the consolidated statement of operations. In addition, the Company determined certain amounts pertaining to the gain on settlement of liabilities should be a component of selling, general and administrative expenses. These reclassifications did not affect total assets, total liabilities, stockholders’ deficit or net loss.

Going Concern

The Company incurred a pre-tax net loss from continuing operations of \$3.05 million and \$3.55 million for the three and nine months ended September 30, 2023, respectively, and \$123.38 million and \$201.18 million for the three and nine months ended September 30, 2022, respectively. As of September 30, 2023 and December 31, 2022, the Company had an accumulated deficit of \$444.44 million and \$440.05 million, respectively. At September 30, 2023, the Company had a consolidated cash balance of \$2.01 million. Management expects to experience further net losses in 2023 and in the foreseeable future. The Company may not be able to generate sufficient cash from operating activities to fund its ongoing operations. The Company’s future success is dependent upon its ability to achieve profitable operations and generate cash from operating activities. There is no guarantee that the Company will be able to generate enough revenue or raise capital to support its operations.

The Company will be required to raise additional funds through public or private financing, additional collaborative relationships or other arrangements until it is able to raise revenues to a point of positive cash flow. The Company is evaluating various options to further reduce its cash requirements to operate at a reduced rate, as well as options to raise additional funds, including obtaining loans and selling common stock. There is no guarantee that it will be able to generate enough revenue or raise capital to support its operations, or if it is able to raise capital, that it will be available to the Company on acceptable terms, on an acceptable schedule, or at all.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

The issuance of additional securities may result in a significant dilution in the equity interests of the Company's current stockholders. Obtaining loans, assuming these loans would be available, will increase the Company's liabilities and future cash commitments. There is no assurance that the Company will be able to obtain further funds required for its continued operations or that additional financing will be available for use when needed or, if available, that it can be obtained on commercially reasonable terms. If the Company is not able to obtain the additional financing on a timely basis, it will not be able to meet its other obligations as they become due and the Company will be forced to scale down or perhaps even cease its operations.

The risks and uncertainties surrounding the Company's ability to continue to raise capital and its limited capital resources raise substantial doubt as to the Company's ability to continue as a going concern for twelve months from the issuance of these financial statements.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. In an effort to achieve liquidity that would be sufficient to meet all of its commitments, the Company has undertaken a number of actions, including minimizing capital expenditures and reducing recurring expenses. However, management believes that even after taking these actions, the Company will not have sufficient liquidity to satisfy all of its future financial obligations. The risks and uncertainties surrounding the ability to raise capital, the limited capital resources, and the weak industry conditions impacting the Company's business raise substantial doubt as to its ability to continue as a going concern.

Significant Accounting Policies

The significant accounting policies and critical estimates applied by the Company in these interim unaudited condensed consolidated financial statements are the same as those applied in the Company's audited consolidated financial statements and accompanying notes included in the Company's 2022 Form 10-K, unless otherwise disclosed in these accompanying notes to the unaudited consolidated financial statements for the interim period ended September 30, 2023.

Employer Retention Credits

On March 27, 2020, the U.S. government enacted the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") to provide certain relief as a result of the COVID-19 pandemic. The CARES Act provides tax relief, along with other stimulus measures, including a provision for an Employee Retention Credit ("ERC"), which allows for employers to claim a refundable tax credit against the employer share of Social Security tax equal to 70% of the qualified wages paid to employees after December 31, 2020 through September 30, 2021. The ERC was designed to encourage businesses to keep employees on the payroll during the COVID-19 pandemic. As there is no authoritative guidance under U.S. GAAP on accounting for government assistance to for-profit business entities, the Company accounts for the ERC by analogy to International Accounting Standard ("IAS") 20, "Accounting for Government Grants and Disclosure of Government Assistance". In accordance with IAS 20, the Company determined that upon receipt of the ERC, the Company will record the ERC as a component of other income or expense in the condensed statement of operations. During the three months ended September 30, 2023, the Company received \$1.23 million for the ERC, which was recorded as a component of other income.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the dates of the financial statements and the reported amounts of total net revenue and expenses in the reporting periods. The Company regularly evaluates estimates and assumptions related to revenue recognition, allowances for doubtful accounts, sales returns, inventory valuation, stock-based compensation expense, goodwill and purchased intangible asset valuations, derivative liabilities, deferred income tax asset valuation allowances, uncertain tax positions, tax contingencies, litigation and other loss contingencies.

These estimates and assumptions are based on current facts, historical experience and various other factors that the Company believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue, costs and expenses that are not readily apparent from other sources. The actual results the Company experiences may differ materially and adversely from these estimates. To the extent there are material differences between the estimates and actual results, the Company's future results of operations will be affected.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

Loss Per Common Share

In accordance with the provisions of ASC 260, “Earnings Per Share”, net loss per share is computed by dividing net income or loss by the weighted-average shares of common stock outstanding during the period. During a loss period, the effect of the potential exercise of stock options, warrants, convertible preferred stock, and convertible debt are not considered in the diluted loss per share calculation since the effect would be anti-dilutive. If the Company is in a net income position, diluted earnings per share includes stock options, warrants, convertible preferred stock, and convertible debt that are determined to be dilutive using the treasury stock method for all equity instruments issuable in equity units and the “if converted” method for the Company’s convertible debt. The Company’s operations resulted in net loss for the three and nine months ended September 30, 2023 and 2022. Therefore, the basic and diluted weighted-average shares of common stock outstanding were the same for all periods presented.

Dilutive securities that are not included in the calculation of diluted net loss per share because their effect is anti-dilutive are as follows (in common equivalent shares):

	Nine Months Ended September 30,	
	2023	2022
Common Stock Warrants	100,768,668	80,881,817
Common Stock Options	17,685,895	58,843,517
	118,454,563	139,725,334

Recently Adopted Accounting Standards

In October 2021, the FASB issued ASU 2021-08, “Business Combinations (Subtopic 805), Accounting for Contract Assets and Contract Liabilities from Contracts with Customers” (“ASU 2021-08”), which is intended to improve the accounting for acquired revenue contracts with customers in a business combination by addressing diversity in practice and inconsistency. ASU 2021-08 is effective for fiscal years beginning after December 15, 2022. This update should be applied prospectively on or after the effective date of the amendments. The adoption of the standard on January 1, 2023 did not have a material impact on the Company’s consolidated financial statements.

In March 2022, the FASB issued ASU 2022-02, “Financial Instruments—Credit Losses (Topic 326) Troubled Debt Restructurings and Vintage Disclosures” (“ASU 2022-02”), which eliminates the accounting guidance on troubled debt restructurings for creditors and amends the guidance on “vintage disclosures” to require disclosure of current-period gross write-offs by year of origination. The ASU also updates the requirements related to accounting for credit losses under the current guidance and adds enhanced disclosures for creditors with respect to loan refinancings and restructurings for borrowers experiencing financial difficulty. ASU 2022-02 is effective for fiscal years beginning after December 15, 2022. The adoption of the standard on January 1, 2023 did not have a material impact on the Company’s consolidated financial statements.

In June 2016, the FASB ASU 2016-13, “Financial Instruments – Credit Losses (Topic 326) – Measurement of Credit Losses on Financial Instruments” (“ASU 2016-13”). ASU 2016-13 replaces the “incurred loss” credit losses framework with a new accounting standard that requires management’s measurement of the allowance for credit losses to be based on a broader range of reasonable and supportable information for lifetime credit loss estimates. Effective January 1, 2023, the Company adopted the standard. The adoption of this standard did not have a material impact on our financial statements.

Recently Issued Accounting Standards

In June 2022, the FASB issued ASU 2022-03, “Fair Value Measurements—Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions (Topic 820)”. ASU 2022-03 clarifies that a contractual restriction on the sale of an equity security is not considered part of the unit of account of the equity security and, therefore, is not considered in measuring fair value. It also clarifies that an entity cannot, as a separate unit of account, recognize and measure a contractual sale restriction. For public business entities, the ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. The Company is currently evaluating the effect of adopting this ASU.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

NOTE 3 – CONCENTRATIONS OF BUSINESS AND CREDIT RISK

The Company maintains cash balances in several financial institutions that are insured by either the Federal Deposit Insurance Corporation or the National Credit Union Association up to certain federal limitations. At times, the Company's cash balance exceeds these federal limitations, and it maintains significant cash on hand at certain of its locations. The Company has not historically experienced any material loss from carrying cash on hand. The amount in excess of insured limitations was \$0.69 million and nil as of September 30, 2023 and December 31, 2022, respectively.

The Company provides credit in the normal course of business to customers located throughout the U.S. The Company performs ongoing credit evaluations of its customers and maintains allowances for doubtful accounts based on factors surrounding the credit risk of specific customers, historical trends, and other information. There were no customers that comprised more than 10.0% of the Company's revenue for the three and nine months ended September 30, 2023 and 2022.

The Company sources cannabis products for retail, cultivation, and production from various vendors. However, as a result of regulations in the State of California, the Company's California retail, cultivation, and production operations must use vendors licensed by the State. As a result, the Company is dependent upon the licensed vendors in California to supply products. If the Company is unable to enter into relationships with sufficient members of properly licensed vendors, the Company's sales may be impacted. During the three and nine months ended September 30, 2023 and 2022, the Company did not have any concentration of vendors for inventory purchases. However, this may change depending on the number of vendors who receive appropriate licenses to operate in the State of California.

NOTE 4 – INVENTORY

Raw materials consist of materials and packaging for manufacturing of products owned by the Company. Work-in-progress consists of cultivation materials and live plants. Finished goods consists of cannabis products sold in retail and distribution. Inventory consisted of the following:

	(in thousands)	
	September 30, 2023	December 31, 2022
Raw Materials	\$ 683	\$ 524
Work-In-Progress	508	284
Finished Goods	1,369	1,131
Total Inventory	\$ 2,560	\$ 1,939

NOTE 5 – INVESTMENTS*Edible Garden*

On May 3, 2022, Edible Garden Corp. ("Edible Garden"), an entity in which the Company had an investment of common stock, completed a 1-for-5 reverse stock split of its outstanding common stock. As a result, the Company held 1,000,000 shares in Edible Garden. On May 5, 2022, Edible Garden announced the pricing of its initial public offering of 2,930,000 shares of its common stock and accompanying warrants to purchase up to 2,930,000 shares of common stock for an exercise price of \$5.00 per share. Each share of common stock was sold together with one warrant at a combined offering price of \$5.00, for gross proceeds of approximately \$14.70 million. As a result of the initial public offering, the Company reassessed its write down on the investment and recorded a write up to its fair value, which is categorized within the fair value hierarchy as Level 2. In November 2022, the lock-up restriction on the Company's shares in Edible Garden expired and accordingly, the Company's investment transferred from Level 2 to Level 1 fair value measurement. During the fiscal first quarter ended March 31, 2023, the Company sold all its shares in Edible Garden and received \$0.15 million. As a result, the Company recorded a realized loss on the sale of investments of \$0.06 million during the nine months ended September 30, 2023. During the nine months ended September 30, 2022, the Company recorded nil in realized or unrealized losses related to its investment in Edible Garden.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

Mystic Holdings

In September 2023, the Company entered into a settlement agreement to resolve the outstanding litigation with Mystic Holdings, Inc. (“Mystic”) which confirmed the Company’s ownership of 8,323,764 shares of common stock in Mystic and 8,332 shares of Series A preferred stock in Mystic. In accordance with ASC 321, the Company recorded the investment in equity securities at fair value based upon the quoted price of the shares in active trading markets (Level 1). As of September 30, 2023, the fair value of the investment was \$1.33 million. The Company recorded an unrealized gain on investment of \$1.33 million for the three and nine months ended September 30, 2023. Refer to “*Note 18 – Commitments and Contingencies*” for further details on the litigation matter.

The following tables present the Company’s financial instruments that are measured and recorded at fair value on the Company’s consolidated balance sheets on a recurring basis:

	September 30, 2023			
	Amount	Level 1	Level 2	Level 3
Investment in Mystic Holdings, Inc.	\$ 1,333	\$ 1,333	\$ —	\$ —
Total	\$ 1,333	\$ 1,333	\$ —	\$ —

	December 31, 2022			
	Amount	Level 1	Level 2	Level 3
Investment in Edible Garden Corp.	\$ 210	\$ 210	\$ —	\$ —
Total	\$ 210	\$ 210	\$ —	\$ —

NOTE 6 – PROPERTY, EQUIPMENT AND LEASEHOLD IMPROVEMENTS

Property, equipment, and leasehold improvements consisted of the following:

	(in thousands)	
	September 30, 2023	December 31, 2022
Land and Building	\$ 7,581	\$ 7,581
Furniture and Equipment	1,314	1,336
Computer Hardware	344	299
Leasehold Improvements	7,960	8,009
Vehicles	57	103
Construction in Progress	948	2,565
Subtotal	18,204	19,893
Less Accumulated Depreciation	(7,379)	(6,893)
Property, Equipment and Leasehold Improvements, Net	\$ 10,825	\$ 13,000

Depreciation expense related to continuing operations was \$0.20 million and \$0.88 million for the three months ended September 30, 2023 and 2022, respectively, and \$0.64 million and \$2.72 million for the nine months ended September 30, 2023 and 2022, respectively.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

NOTE 7 – INTANGIBLE ASSETS

Intangible assets consisted of the following:

	Estimated Useful Life in Years	(in thousands)					
		September 30, 2023			December 31, 2022		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
Amortizing Intangible Assets:							
Customer Relationships	3 to 5	\$ 7,400	\$ (7,400)	\$ —	\$ 7,400	\$ (7,400)	\$ —
Trademarks and Patent	2 to 8	4,500	(4,491)	9	4,500	(2,991)	1,509
Operating Licenses	14	12,239	(12,239)	—	12,239	(12,239)	—
Total Amortizing Intangible Assets		24,139	(24,130)	9	24,139	(22,630)	1,509
Non-Amortizing Intangible Assets:							
Trade Name	Indefinite	1,350	—	1,350	1,350	—	1,350
Total Non-Amortizing Intangible Assets		1,350	—	1,350	1,350	—	1,350
Total Intangible Assets, Net		\$ 25,489	\$ (24,130)	\$ 1,359	\$ 25,489	\$ (22,630)	\$ 2,859

Amortization expense related to continuing operations was \$0.38 million and \$2.36 million for the three months ended September 30, 2023 and 2022, respectively, and \$1.50 million and \$7.13 million for the nine months ended September 30, 2023 and 2022, respectively.

For the purpose of the annual impairment test on September 30, 2023, the Company performed a qualitative assessment and noted no impairment of its indefinite-lived intangible assets as of September 30, 2023.

NOTE 8 – GOODWILL

As of September 30, 2023, changes in the carrying amount of goodwill during the period presented were as follows:

	(in thousands)
Balance as of December 31, 2022	\$ 3,585
Balance as of September 30, 2023	\$ 3,585

Goodwill is assigned to the reporting unit, which is the operating segment level or one level below the operating segment. The Company conducts its annual goodwill impairment assessment on September 30, and between annual tests if the Company becomes aware of an event or a change in circumstances that would indicate the carrying value may be impaired. For the purpose of the goodwill impairment assessment, the Company has the option to perform a qualitative assessment (commonly referred to as “step zero”) to determine whether further quantitative analysis for impairment of goodwill or indefinite-lived intangible assets is necessary (“step one”). For the purpose of the annual impairment test on September 30, 2023, the Company performed a qualitative assessment and noted no impairment of goodwill as of September 30, 2023. The balance of goodwill at September 30, 2023 and December 31, 2022 remained unchanged at \$3.59 million.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

NOTE 9 – ACCRUED LIABILITIES

Accrued liabilities consisted of the following:

	(in thousands)	
	September 30, 2023	December 31, 2022
Tax Liabilities	\$ 2,733	\$ 1,018
Accrued Payroll and Benefits	532	628
Accrued Interest	1,751	2,113
Other Accrued Expenses	2,210	665
Total Accrued Liabilities	\$ 7,226	\$ 4,424

NOTE 10 – LEASES

A lease provides the lessee the right to control the use of an identified asset for a period of time in exchange for consideration. Operating lease right-of-use assets are included in other assets while lease liabilities are a line item on the Company's consolidated balance sheets. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and operating lease liabilities represent the Company's obligation to make lease payments arising from the lease. The Company determines if an arrangement is a lease at inception. Right-of-use assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. Most operating leases contain renewal options that provide for rent increases based on prevailing market conditions. The terms used to calculate the right-of-use assets for certain properties include the renewal options that the Company is reasonably certain to exercise.

The discount rate used to determine the commencement date present value of lease payments is the interest rate implicit in the lease, or when that is not readily determinable, the Company utilizes its secured borrowing rate. Right-of-use assets include any lease payments required to be made prior to commencement and exclude lease incentives. Both right-of-use assets and lease liabilities exclude variable payments not based on an index or rate, which are treated as period costs. The Company's lease agreements do not contain significant residual value guarantees, restrictions or covenants.

The Company occupies office facilities under lease agreements that expire at various dates. In addition, office, production and transportation equipment is leased under agreements that expire at various dates. The Company does not have any significant finance leases. Total operating lease costs were \$0.79 million and \$1.98 million for the three months ended September 30, 2023 and 2022, respectively, and \$2.29 million and \$4.45 million for the nine months ended September 30, 2023 and 2022, respectively. Short-term lease costs during the fiscal quarters ended September 30, 2023 and 2022 were not material.

As of September 30, 2023 and December 31, 2022, the Company has short-term lease liabilities of \$2.05 million and \$2.00 million, respectively. The table below presents total operating lease right-of-use assets and lease liabilities as of:

	(in thousands)	
	September 30, 2023	December 31, 2022
Operating Lease Right-of-Use Assets	\$ 10,680	\$ 13,946
Operating Lease Liabilities	\$ 12,252	\$ 15,084

The table below presents the weighted average remaining lease term for operating leases and weighted average discount rate used in calculating operating lease right-of-use assets:

	Nine Months Ended	
	September 30, 2023	September 30, 2022
Weighted Average Remaining Lease Term (Years)	7.8	5.5
Weighted Average Discount Rate	11.7 %	11.4 %

The accompanying notes are an integral part of the unaudited consolidated financial statements.

NOTE 11 – NOTES PAYABLE

Notes payable consisted of the following:

	(in thousands)	
	September 30, 2023	December 31, 2022
Promissory note dated May 4, 2020, issued to Harvest Small Business Finance, LLC, an unaffiliated third party. Loan was part of the Paycheck Protection Program ("PPP Loan") offered by the U.S. Small Business Administration. The interest rate on the note was 1%. The note required interest and principal payments seven months from July 2020. The note matures in February 2025.	\$ 14	\$ 14
Convertible promissory note dated January 25, 2021, issued to accredited investors, which matured July 22, 2022 and bears interest at a rate of 3.0% per annum. The conversion price is \$0.175 per share.	3,253	3,450
Promissory note dated July 27, 2021, issued to Arthur Chan which matures July 26, 2024, and bears interest at a rate of 8.0% per annum.	2,500	2,500
Unsecured promissory note dated December 28, 2022 due to a related party. The interest rate on the note is 0% and matures on December 28, 2027.	94	154
Promissory note dated October 1, 2021, issued to Sterling Harlan as part of the SilverStreak Solutions acquisition. The interest rate on the note was 10.0%. The note matures in March 2028.	308	2,000
Promissory note dated October 1, 2021, issued to Sterling Harlan as part of the SilverStreak Solutions acquisition. The interest rate on the note was 10.0%. The note matures in March 2028.	1,230	2,500
Secured promissory notes dated March 6, 2023 issued to People's California, LLC, which matures in March 2028 and bears interest at a rate of 10.0% per annum on the first \$3.00 million due in December 2023, and 5.0% per annum on the remaining balance through September 2023 and 10.0% per annum thereafter. Payment of the remaining balance is due in March 2028.	22,200	21,569
Promissory note dated May 1, 2019, assumed by the Company on July 1, 2021 in connection with the purchase of real property, from a related party. The note matures on May 15, 2039 and bears interest at a rate of 9.9% per year.	2,833	2,882
Notes Payable - Promissory Notes	\$ 32,432	\$ 35,069
Vehicle Loans	77	76
Less: Short-Term Debt	(28,516)	(29,662)
Plus (Less): Debt Premium (Discount), Net	78	(669)
Net Long-Term Debt	\$ 4,071	\$ 4,814

Amendments of Promissory Note Related to People's California, LLC

On March 6, 2023, the Company entered into a binding settlement term sheet ("Settlement Term Sheet") to resolve pending litigation matters with People's California, LLC, whereby the parties agreed to amend the terms of that certain secured promissory note ("Original Note"), issued by the Company to People's California, LLC on November 22, 2021. The Original Note was amended and restated into two secured promissory notes: a \$3.00 million note ("\$3M Note") and a \$20.00 million note ("Settlement Note"). The \$3M Note accrues simple interest at 10.0% annually, interest payable monthly in cash, and principal is due 180 days after effective date of the Settlement Term Sheet.

The Settlement Note accrues interest at 5.0% for the first 180 days, and 10.0% thereafter, interest is paid in cash (or the Company's common stock based on the 10-day volume-weighted average price ("VWAP") at the date of issuance) starting 180 days after the effective date of the Settlement Term Sheet and on the first of the month thereafter. The amount of \$5.00 million of principal is due in cash within 90 days of the effective date of the Settlement Term Sheet with the balance due on the fifth anniversary of the effective date of the Settlement Term Sheet, which is March 6, 2028. When the \$5.00 million principal payment for the Settlement Note and the \$3.00 million payment under the \$3M Note are paid ("Up-front Settlement") in accordance with the Settlement Term Sheet, People's California, LLC will be obligated to transfer the Riverside and Costa Mesa licenses and stores to the Company as described in that certain membership interest purchase agreement, dated as of November 22, 2021, with People's California, LLC for no additional consideration.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

On the earlier of the date of the Up-front Settlement payment or 180 days after the effective date of the Settlement Term Sheet, People's California, LLC will have the option to convert a portion or all of the principal balance of the Settlement Note into the Company's common stock subject to certain requirements in the Settlement Term Sheet. The conversion price is the lower of \$0.20 or the 10-day VWAP of the Company's common stock. Upon payment of the Up-front Settlement, the Company has the option to convert the unpaid principal balance of either notes into the Company's common stock at a conversion price of \$0.20 per share as long as the at the time of the conversion the Company's common stock has a 10-day VWAP of \$0.20 per share or greater.

After the first \$5.00 million principal payment on the Settlement Note, principal payments made in cash prior to the first anniversary of the Settlement Term Sheet reduce the principal balance by twice the amount of the cash payment. The modification to the Company's promissory note under the Settlement Term Sheet was classified as troubled debt restructuring pursuant to ASC 470-60, "*Troubled Debt Restructurings by Debtors*" ("ASC 470-60") and the Company recorded a premium of \$0.47 million. See "*Note 18 – Commitments and Contingencies*" for details on the related litigation matters.

On May 17, 2023, the Company amended the Settlement Term Sheet wherein the maturity date of the \$3M Note was extended to December 6, 2023 and payments of the \$5.00 million portion of the Up-front Settlement was extended through September 6, 2023, with \$0.80 million being due and paid in cash on May 18, 2023. In addition, the Company shall make an additional \$2.20 million principal repayment on or before July 6, 2023. Monthly interest payments were amended to provide the Company with the option to pay 50% of interest in the form of registered shares of common stock. Further, upon payment of the \$0.80 million on May 18, 2023, People's California, LLC shall transfer the Riverside and Costa Mesa licenses and stores to the Company for no additional consideration. Such assets have not been transferred to the Company as of September 30, 2023 and the Company has not recorded a debt premium for the contingent free assets. The amendment to the Settlement Term Sheet was classified as a troubled debt restructuring pursuant to ASC 470-60.

On July 10, 2023, the Company received a notice from People's California, LLC in respect of the Settlement Term Sheet, as amended on May 17, 2023, wherein People's California, LLC notified the Company had failed to make the principal repayment of \$2.20 million on July 6, 2023 and a monthly interest payment of \$25,000 for the month of June 2023. As a result, the promissory notes became callable by the creditor. Accordingly, the Company classified the long-term debt as current notes payable in the consolidated balance sheet as of September 30, 2023. The Company is currently in ongoing discussions with People's California, LLC to renegotiate the debt.

Amendment of Promissory Notes Related to SilverStreak Acquisition

On March 23, 2023, the Company entered into a binding term sheet to modify the terms of the \$2.00 million and \$2.50 million unsecured promissory notes originally issued on October 1, 2021 in connection with that certain stock purchase agreement dated June 9, 2021 and amended on July 13, 2021, which reduced the principal to an aggregate of \$1.25 million, with required monthly aggregate payments of approximately \$0.03 million, interest of 10% per annum, and maturing on March 15, 2028 ("*Notes Modification*"). The parties also agreed that the Company shall be responsible for certain tax liabilities of approximately \$0.53 million. The Notes Modification was classified as a troubled debt restructuring pursuant to ASC 470-60, "*Troubled Debt Restructurings by Debtors*," and the Company recorded a gain on extinguishment of debt of \$3.03 million and reduced the carrying value of the promissory notes to total future cash payments of \$1.59 million.

On April 30, 2023, the Company entered into a Settlement Agreement and Release (the "Settlement Agreement") as definitive documentation of the binding term sheet dated March 23, 2023 related to the unsecured promissory notes issued on October 1, 2021 in connection with the acquisition of SilverStreak Solutions, Inc.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

NOTE 12 – STOCKHOLDERS' DEFICIT

Series V Preferred Stock

In December 2022, the Company filed a Certificate of Designation of Rights, Privileges, Preferences, and Restrictions with the Secretary of State of the State of Nevada to establish a new class of preferred shares, the Series V Preferred Stock, \$0.001 par value. The number of authorized shares of Series V Preferred Stock is 25,000,000 shares. Each share of Series V Preferred Stock is convertible into ten shares of Common Stock at any time from and after the first anniversary of the issuance date. Each share of Series V Preferred Stock will automatically be converted into ten fully paid and non-assessable shares of Common Stock on the second anniversary of the date on which the holder's shares of Series V Preferred Stock were issued. The Series V Class of Preferred Stock have a one-year lock-up and have a two times voting right which automatically expires in two years.

In January 2023, the Company entered into Securities Purchase Agreements with certain investors, including Sabas Carrillo, the Company's Chief Executive Officer, Patty Chan, the Company's Chief Financial Officer, James Miller, the Company's Chief Operating Officer, and Robert Baca, the Company's Chief Legal Officer (the "Private Placement"). Pursuant to the SPA, the Company issued (i) 14,071,431 shares of Series V Preferred Stock at \$0.14 per share which is equal to the closing share price of the Company's common stock on December 30, 2022 on an as-converted-to-common stock-basis of ten shares of common stock for each one share of Series V Preferred Stock or \$0.014 per share of common stock and (ii) 70,357,155 warrants to purchase up to 70,357,155 of common stock with an exercise price of \$0.028 or equivalent to two times the as-converted-to-common stock purchase price of \$0.014. The Company received total gross proceeds of \$1.97 million from the Private Placement. The purchasers in the Private Placement entered into a voting agreement to assign their voting rights to Sabas Carrillo, the Company's Chief Executive Officer.

Series N Preferred Stock

In February 2023, the Company filed a Certificate of Designation of Rights, Privileges, Preferences, and Restrictions with the Secretary of State of the State of Nevada to establish a new class of preferred shares, the Series N Preferred Stock, \$0.001 par value. The number of authorized shares of Series N Preferred Stock is 2,500,000 shares. Each share of Series N Preferred Stock is convertible into 100 shares of the Company's common stock at any time from and before the first anniversary of the issuance date. Each share of Series N Preferred Stock will automatically be converted into 100 fully paid and non-assessable shares of the Company's common stock on the first anniversary of the issuance date.

Common Stock

The Company authorized 990,000,000 shares of common stock with \$0.001 par value per share. As of September 30, 2023 and December 31, 2022, 774,998,097 and 679,513,554 shares of common stock were outstanding, respectively.

During the nine months ended September 30, 2023, the Company issued 2,514,632 shares of common stock to a related cashless exercise of warrants.

During the nine months ended September 30, 2023, the Company issued 96,178,321 shares of common stock to a related party service provider. As a result, the Company recorded \$1.91 million of stock-based compensation expense for services during the nine months ended September 30, 2023. See "Note 17 – Related Party Transactions" for further information.

During the nine months ended September 30, 2023, a member of the Company's board of directors forfeited 900,000 shares of the Company's common stock to the Company for no cash value. Subsequent to the forfeiture, the Company cancelled 3,208,420 shares of treasury stock during the nine months ended September 30, 2023. Accordingly, treasury stock outstanding as of September 30, 2023 and December 31, 2022 was nil and 2,308,420 shares of common stock, respectively.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

NOTE 13 – STOCK-BASED COMPENSATION

Equity Incentive Plans

In the first quarter of 2016, the Company adopted the 2016 Equity Incentive Plan. In the fourth quarter of 2018, the Company adopted the 2018 Equity Incentive Plan. In July 2021, the Company assumed the 2019 Equity Incentive Plan as part of an acquisition in 2021. The following table contains information about the Company's equity incentive plans as of September 30, 2023:

	Awards Reserved for Issuance	Awards Exercised	Awards Outstanding	Awards Available for Grant
2016 Equity Incentive Plan	497,776	—	248,888	248,888
2018 Equity Incentive Plan	14,707,847	4,022,133	5,342,857	5,342,857
2019 Equity Incentive Plan	21,568,053	34,884	11,999,150	9,534,019

Stock-Based Compensation Expense

The following table sets forth the total stock-based compensation expense resulting from stock options and restricted grants of common stock to employees, directors and non-employee consultants in the consolidated statement of operations which are included in selling, general and administrative expenses:

Type of Award	(in thousands, except for shares / options)			
	For the Three Months Ended			
	September 30, 2023		September 30, 2022	
	Number of Shares or Options Granted	Stock-Based Compensation Expense	Number of Shares or Options Granted	Stock-Based Compensation Expense
Stock Options	—	\$ 85	—	\$ 276
Stock Grants:				
Employees (Common Stock)	—	—	—	—
Directors (Common Stock)	—	—	—	—
Non-Employee Consultants (Common Stock)	—	—	6,472,492	268
Total Stock-Based Compensation Expense		\$ 85		\$ 544

Type of Award	(in thousands, except for shares / options)			
	For the Nine Months Ended			
	September 30, 2023		September 30, 2022	
	Number of Shares or Options Granted	Stock-Based Compensation Expense	Number of Shares or Options Granted	Stock-Based Compensation Expense
Stock Options	—	\$ 272	400,000	\$ 3,450
Stock Grants:				
Employees (Common Stock)	—	—	2,100,000	352
Directors (Common Stock)	—	—	943,128	213
Non-Employee Consultants (Common Stock)	96,178,321	1,910	7,197,492	397
Total Stock-Based Compensation Expense		\$ 2,182		\$ 4,412

The accompanying notes are an integral part of the unaudited consolidated financial statements.

Stock Options

The following table summarizes the Company's stock option activity and related information for the nine months ended September 30, 2023:

	Number of Shares	Weighted- Average Exercise Price Per Share	Weighted- Average Remaining Contractual Life	Aggregate Intrinsic Value of In-the-Money Options
Options Outstanding as of January 1, 2023	52,821,099	\$ 0.23		
Forfeited	(35,135,204)	\$ 0.22		
Options Outstanding as of September 30, 2023	17,685,895	\$ 0.25	6.9 years	\$ —
Options Exercisable as of September 30, 2023	15,220,765	\$ 0.28	6.9 years	\$ —

As of September 30, 2023, total unrecognized stock-based compensation was \$0.13 million. Such costs are expected to be recognized over a weighted-average period of approximately 1.5 years. The Company recognizes compensation expense for stock option awards on a straight-line basis over the applicable service period of the award. The service period is generally the vesting period.

The Company does not have sufficient historical information to develop reasonable expectations about future exercise patterns and post-vesting employment termination behavior. Hence, the Company uses the "simplified method" described in Staff Accounting Bulletin 107 to estimate the expected term of share option grants. The expected stock price volatility assumption was determined by examining the historical volatilities for the Company's common stock. The Company will continue to analyze the historical stock price volatility and expected term assumptions as more historical data for the Company's common stock becomes available. The risk-free interest rate assumption is based on the U.S. treasury instruments whose term was consistent with the expected term of the Company's stock options. The expected dividend assumption is based on the Company's history and expectation of dividend payouts. The Company has never paid dividends on its common stock and does not anticipate paying dividends on its common stock in the foreseeable future. Accordingly, the Company has assumed no dividend yield for purposes of estimating the fair value of the Company stock-based compensation.

NOTE 14 – WARRANTS

The following table summarizes the Company's warrant activity for the nine months ended September 30, 2023:

	Warrants	Weighted-Average Exercise Price
Warrants Outstanding as of January 1, 2023	80,881,817	\$ 0.11
Issued	70,357,155	\$ 0.03
Exercised	(4,285,500)	\$ 0.01
Expired	(710,000)	\$ 2.33
Warrants Outstanding as of September 30, 2023	146,243,472	\$ 0.06

In January 2023, the Company issued 70,357,155 warrants to purchase up to 70,357,155 of common stock with an exercise price of \$0.028 in connection the Private Placement described in "Note 12 - Stockholders' Deficit".

During the nine months ended September 30, 2023, the Company issued 2,514,632 shares of common stock upon the exercise of 4,285,500 warrants on a cashless basis.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

NOTE 15 – DISCONTINUED OPERATIONS

Oregon Operations

On December 28, 2022, the Company entered into a Stock Purchase and Sale Agreement pursuant to which the Company sold all of its equity interests in LTRMN, Inc., which conducts cannabis distribution and wholesale activities in Oregon, for an aggregate purchase price of \$0.25 million. The purchase price was paid in the form of a secured promissory note at a rate of 8.0% per annum due and payable on the third anniversary of the date of issuance. However, upon a final and binding settlement of certain ongoing litigation that is approved by UMBRLA, the purchase price shall be automatically revised to be nil and the promissory note shall be deemed paid and satisfied in-full.

On December 28, 2022, the Company entered into a Membership Interest Purchase and Sale Agreement pursuant to which the Company sold its 50.0% equity interests in Psychonaut Oregon, LLC (“Psychonaut”) to Joseph Gerlach for an aggregate purchase price of \$1.00. Mr. Gerlach owns the other 50.0% of the equity interests in Psychonaut and is also the Company’s Chief Cultivation Officer. In connection with the sale of Psychonaut, the Company entered into an unsecured promissory note dated December 28, 2022 (the “Psychonaut Note”) pursuant to which the Company consolidated all current liabilities due to Mr. Gerlach totaling \$0.15 million. The Psychonaut Note accrues interest at a rate of 1.0% per annum and is due and payable on the fifth anniversary of the date of issuance.

The Company concluded that the sale of LTRMN, Inc. and Psychonaut (together, the “Oregon operations”) represented a strategic shift that will have a major effect on the Company’s operations and financial results and thus all assets and liabilities allocable to the operations within the state of Oregon were classified as discontinued operations. The assets associated with the Oregon operations were measured at the lower of their carrying amount or fair value less costs to sell (“FVLCTS”). Revenue and expenses, gains or losses relating to the discontinuation of Oregon operations were eliminated from profit or loss from the Company’s continuing operations and are shown as a single line item in the consolidated statements of operations for all periods presented.

The Company recognized a loss upon sale of the Oregon operations of \$0.50 million for the net carrying value of the assets as of the disposition date which was determined as the book value less direct costs to sell and is recognized as a component of loss on disposal of assets and other expense in the Consolidated Statements of Operations for Discontinued Operations during the year ended December 31, 2022. As of December 31, 2022, the Oregon operations have been fully deconsolidated by the Company and the Company does not have any continuing involvement with the former subsidiary outside of the Magee litigation disclosed in “*Note 18 – Commitments and Contingencies*”.

NuLeaf

On November 17, 2021, Medifarm III, LLC (“Medifarm III”), a wholly-owned subsidiary of the Company, entered into a Membership Interest Purchase Agreement (the “NuLeaf Purchase Agreement”) with NuLeaf, Inc., a Nevada corporation (“NuLeaf”). Upon the terms and subject to the satisfaction of the conditions described in the NuLeaf Purchase Agreement, Medifarm III agreed to sell its 50.0% of the outstanding membership interests of each of NuLeaf Reno Production, LLC (“NuLeaf Reno”) and NuLeaf Sparks Cultivation, LLC (“NuLeaf Sparks”) to NuLeaf, which owned the remaining 50.0% of the membership interests of NuLeaf Reno and NuLeaf Sparks, for aggregate consideration of \$6.50 million in cash. The transaction closed in April 2022.

OneQor

During fiscal year 2020, management suspended the operations of OneQor due to (i) a lack of proper growth in customer acquisition and revenue for this CBD operation during the COVID-19 pandemic and (ii) the overall financial health of the Company as a result of COVID-19 and social unrest. The Company plans to focus its attention and resources on growing its THC business. In November 2022, the Company received confirmation for the legal dissolution of OneQor. Accordingly, all liabilities and existing obligations related to OneQor were extinguished as of December 31, 2022.

The completed sales of our NuLeaf and Oregon operations during the periods presented represented a strategic shift that had a major effect on the Company’s operations and financial results. As a result, management determined the results of these components qualified for discontinued operations presentation in accordance with ASC 205, “*Reporting Discontinued Operations and Disclosure of Disposals of Components of an Entity*”.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

Operating results for the discontinued operations were comprised of the following:

	(in thousands)	
	Three Months Ended September 30,	Nine Months Ended September 30,
	2023	2022
Total Revenues	\$ 1,525	\$ 8,358
Cost of Goods Sold	1,063	4,711
Gross Profit	462	3,647
Selling, General & Administrative Expenses	413	4,021
Gain on Sale of Assets	—	(3,728)
Income from Operations	49	3,354
Interest Expense	(2)	(8)
Other (Expense) Income	(22)	28
Income from Discontinued Operations Before Provision for Income Taxes	25	3,374
Income Tax Expense	—	—
Income from Discontinued Operations	\$ 25	\$ 3,374
Income from Discontinued Operations per Common Share Attributable to Unrivaled Brands, Inc. Common Stockholders - Basic And Diluted	\$ —	\$ 0.01

As of September 30, 2023 and December 31, 2022, the assets and liabilities related to discontinued operations were deconsolidated and no balance remained.

NOTE 16 – SEGMENT INFORMATION

The Company operates in two segments:

- (i) *Cannabis Retail* – Either independently or in conjunction with third parties, the Company operates medical marijuana and adult use cannabis dispensaries in California. All retail dispensaries offer a broad selection of medical and adult use cannabis products including flower, concentrates, and edibles.
- (ii) *Cannabis Cultivation and Distribution* – The Company operates a cultivation facility in Oakland, California and distributes flower grown from the facility to other manufacturers or to its own retail cannabis dispensaries in California under the Korova brand.

For the periods presented, revenue by reportable segments are as follows:

Segment	(in thousands)				(in thousands)			
	Total Revenue		% of Total Revenue		Total Revenue		% of Total Revenue	
	Three Months Ended September 30,				Nine Months Ended September 30,			
	2023	2022	2023	2022	2023	2022	2023	2022
Cannabis Retail	\$ 8,101	\$ 9,252	94.1 %	95.2 %	\$ 24,986	\$ 32,905	93.8 %	74.2 %
Cannabis Cultivation & Distribution	511	469	5.9 %	4.8 %	1,663	11,466	6.2 %	25.8 %
Total	\$ 8,612	\$ 9,721	100.0 %	100.0 %	\$ 26,649	\$ 44,371	100.0 %	100.0 %

The accompanying notes are an integral part of the unaudited consolidated financial statements.

For the periods presented, results of operations by reportable segments are as follows:

	(in thousands)							
	Three Months Ended September 30, 2023				Three Months Ended September 30, 2022			
	Cannabis Retail	Cannabis Cultivation & Distribution	Corporate & Other	Total	Cannabis Retail	Cannabis Cultivation & Distribution	Corporate & Other	Total
Total Revenues	\$ 8,101	\$ 511	\$ —	\$ 8,612	\$ 9,252	\$ 469	\$ —	\$ 9,721
Cost of Goods Sold	3,861	757	—	4,618	3,861	5,902	—	9,763
Gross Profit	4,240	(246)	—	3,994	5,391	(5,433)	—	(42)
Gross Profit %	52.3 %	(48.1) %			58.3 %	(1158.4) %		
Selling, General & Administrative Expenses	4,118	245	3,166	7,529	3,840	3,299	5,613	12,752
Impairment Expense	—	—	—	—	—	—	107,972	107,972
Loss (Gain) on Disposal of Assets	1,541	—	(1)	1,540	169	1,359	1	1,529
Income (Loss) from Operations	(1,419)	(491)	(3,165)	(5,075)	1,382	(10,091)	(113,586)	(122,295)
Other Income (Expense):								
Interest Expense	—	—	(944)	(944)	—	(2)	(379)	(381)
Loss on Settlement of Liabilities	(8)	—	(33)	(41)	—	—	—	—
Income from Employer Retention Credit	—	—	1,232	1,232	—	—	—	—
Unrealized Gain (Loss) on Investments	—	—	1,333	1,333	—	—	(493)	(493)
Other Income (Expense)	327	(261)	376	442	(485)	567	(294)	(212)
Total Other Income (Expense), Net	319	(261)	1,964	2,022	(485)	565	(1,166)	(1,086)
Income (Loss) Before Provision for Income Taxes	\$ (1,100)	\$ (752)	\$ (1,201)	\$ (3,053)	\$ 897	\$ (9,526)	\$ (114,752)	\$ (123,381)
Total Assets (Liabilities)	\$ 14,925	\$ 4,252	\$ 17,354	\$ 36,531	\$ 49,017	\$ (9,838)	\$ 14,671	\$ 53,850

	(in thousands)							
	Nine Months Ended September 30, 2023				Nine Months Ended September 30, 2022			
	Cannabis Retail	Cannabis Cultivation & Distribution	Corporate & Other	Total	Cannabis Retail	Cannabis Cultivation & Distribution	Corporate & Other	Total
Total Revenues	\$ 24,986	\$ 1,663	\$ —	\$ 26,649	\$ 32,905	\$ 11,466	\$ —	\$ 44,371
Cost of Goods Sold	11,629	1,731	—	13,360	16,172	14,041	—	30,213
Gross Profit	13,357	(68)	—	13,289	16,733	(2,575)	—	14,158
Gross Profit %	53.5 %	(4.1) %			50.9 %	(22.5) %		
Selling, General & Administrative Expenses	9,428	712	11,057	21,197	15,292	11,785	21,766	48,843
Impairment Expense	—	—	—	—	—	—	163,698	163,698
Loss (Gain) on Disposal of Assets	1,541	—	(1,740)	(199)	711	1,359	(198)	1,872
Income (Loss) from Operations	2,388	(780)	(9,317)	(7,709)	730	(15,719)	(185,266)	(200,255)
Other Income (Expense):								
Interest Expense	—	—	(2,155)	(2,155)	—	(178)	(2,408)	(2,586)
Gain on Extinguishment of Debt	—	—	3,026	3,026	—	—	542	542
Gain (Loss) on Settlement of Liabilities	102	—	(33)	69	—	—	—	—
Income from Employer Retention Credit	—	—	1,232	1,232	—	—	—	—
Realized Loss on Investments	—	—	(61)	(61)	—	—	—	—
Unrealized Gain on Investments	—	—	1,333	1,333	—	—	470	470
Other Income (Expense)	10	63	640	713	(882)	1,094	434	646
Total Other Income (Expense), Net	112	63	3,982	4,157	(882)	916	(962)	(928)
Income (Loss) Before Provision for Income Taxes	\$ 2,500	\$ (717)	\$ (5,335)	\$ (3,552)	\$ (152)	\$ (14,803)	\$ (186,228)	\$ (201,183)
Total Assets (Liabilities)	\$ 14,925	\$ 4,252	\$ 17,354	\$ 36,531	\$ 49,017	\$ (9,838)	\$ 14,671	\$ 53,850

The accompanying notes are an integral part of the unaudited consolidated financial statements.

NOTE 17 – RELATED PARTY TRANSACTIONS

All related party transactions are monitored quarterly by the Company and approved by the Audit Committee of the Company's board of directors.

During the three and nine months ended September 30, 2023, the Company incurred a total of \$0.60 million and \$1.65 million in fees pursuant to the engagement letter with Adnant, LLC ("Adnant") dated August 12, 2022, as amended on June 30, 2023, for executive level consulting and related business support services (the "Engagement"). Effective April 1, 2023, Adnant is entitled to receive monthly fees of \$0.20 million through September 30, 2023 as compensation for Adnant's continued services. The Engagement, as amended, provides Adnant with the option to convert accrued and unpaid service fees into shares of common stock of the Company. In accordance with the Engagement, the Company issued 96,178,321 shares of the Company's common stock under the performance bonus award valued at \$1.91 million for the nine months ended September 30, 2023. No shares were issued during the three months ended September 30, 2023 under this agreement.

During the nine months ended September 30, 2023, a member of the Company's board of directors forfeited 900,000 shares of the Company's common stock to the Company for no cash value. Refer to "Note 12 - Stockholders' Deficit" for further information.

During the nine months ended September 30, 2023, the Company's CEO advanced the Company \$0.20 million for working capital needs, which has been repaid as of September 30, 2023.

NOTE 18 – COMMITMENTS AND CONTINGENCIES

California Operating Licenses

The Company's subsidiaries have operated compliantly and have been eligible for applicable licenses and renewals of those licenses.

Litigation and Claims

The Company is the subject of lawsuits and claims arising in the ordinary course of business from time to time. The Company reviews any such legal proceedings and claims on an ongoing basis and follows appropriate accounting guidance when making accrual and disclosure decisions. The Company establishes accruals for those contingencies where the incurrence of a loss is probable and can be reasonably estimated, and it discloses the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued if such disclosure is necessary for the Company's financial statements to not be misleading. To estimate whether a loss contingency should be accrued by a charge to income, the Company evaluates, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of the loss. The Company does not record liabilities when the likelihood that the liability has been incurred is probable, but the amount cannot be reasonably estimated. Based upon present information, the Company determined that there was one matter that required an accrual as of September 30, 2023.

Magee v. UMBRLA, Inc. et al. - The Company is currently involved in a breach of contract action brought by former LTRMN, Inc. ("LTRMN") employee, Kurtis Magee, which was filed by Mr. Magee in the Superior Court of the State of California, County of Orange, on July 21, 2020. Mr. Magee alleges breach of contract in connection with Mr. Magee's separation agreement with LTRMN. Trial in this matter is set for April 29, 2024. The Company believes the likelihood of a loss contingency is probable. Accordingly, the Company has accrued \$0.50 million for this matter in the consolidated balance sheet.

Terra Tech Corp. v. National Fire & Marine Ins. Co., et al. - On or about December 6, 2021, the Company initiated an action in California Superior Court, County of Alameda, against National Fire & Marine Insurance Company ("National Fire"), Woodruff-Sawyer & Co., and R-T Specialty, LLC in connection with the denial of an insurance claim by National Fire following the vandalism and looting of the Company's Bay Area dispensaries in May 2020. The Company alleges that coverage levels for the Company were changed after the policy was bound, in a manner inconsistent with the binder, which prevented the Company from fully recovering its losses in connection with the incidents. On September 21, 2023, the Company entered into a resolution of litigation with National Fire and Woodruff-Sawyer & Co.

Unrivaled Brands, Inc. et al v. Mystic Holdings, Inc., et al. - On May 11, 2022, Unrivaled and its wholly-owned subsidiary, Medifarm I, LLC ("Plaintiffs") initiated an action in the Second Judicial District of the State of Nevada, County of Washoe, against Mystic Holdings, Inc. ("Mystic") and Picky Reno LLC (collectively with Mystic, "Defendants") in connection with Defendants' failure to honor Plaintiffs' exercise of a put option entitling Plaintiffs to the repurchase of approximately 8,332,096 shares of Mystic at a price of \$1.00 per share. On September 12, 2023, the Company announced

The accompanying notes are an integral part of the unaudited consolidated financial statements.

the resolution of outstanding litigation with Mystic Holdings, Inc. The settlement grants Unrivaled up totwo seats on the board of directors of Mystic in addition to its5.5% of shares of Mystic common stock and 8,332 of Series A Preferred shares of Mystic which grant 1,100-to-1 voting rights and which convert on a 1-to-1 basis to Mystic common stock. The parties have agreed to explore opportunities for mutual collaboration and growth, see "*Note 5 - Investments*" for further information.

Fusion LLF, LLC v. Unrivaled Brands, Inc. - On June 27, 2022, Fusion LLF, LLC filed an action against the Company, in the Superior Court for the State of California, County of Orange, alleging claims for breach of contract, account stated, and right to attach order and writ of attachment. The complaint claims at least \$4.55 million in damages. On August 11, 2022, the Company filed an answer to the complaint. On August 5, 2022, Fusion LLF, LLC filed an application for a right to attach order and writ of attachment, which was denied on December 8, 2022.

People's California, LLC v. Unrivaled Brands, Inc. - On July 19, 2022, People's California, LLC, the sellers of People's First Choice, filed an action against the Company in the Superior Court for the State of California, County of Orange, bringing claims for breach of contract and breach of the covenant of good faith and fair dealing stemming from the Company's alleged breach of certain agreements with People's California, LLC. The complaint claims at least \$23.00 million in damages.

On September 20, 2022, the Company filed a cross-complaint in the matter in November 2021. The Company was seeking a minimum of \$5.40 million in damages.

On March 6, 2023, the parties entered into a binding term sheet to settle the litigation. The litigation is stayed pending final documentation of the settlement agreement. Refer to "*Note 11 – Notes Payable*" for further details.

People's California, LLC v. Kovacevich, et al - On August 1, 2022, People's California, LLC filed an action against certain current and former officers and directors of the Company in the Superior Court for the State of California, County of Orange, derivatively on behalf of the Company and listing the Company as a nominal defendant alleging claims for breach of fiduciary duty, abuse of control, self-dealing, corporate waste, and unjust enrichment based on a series of corporate transactions and management decisions. The Complaint does not state a specific claim for damages.

On March 6, 2023, the parties entered into a binding term sheet to settle the litigation. The litigation is stayed pending final documentation of the settlement agreement.

1149 South LA Street Fashion District, LLC vs Unrivaled Brands, Inc. - On January 30, 2023, 1149 South LA Street Fashion District, LLC and 1135 South LA Street Fashion District LLC filed an action against the Company and other defendants in the Superior Court of the State of California, County of Los Angeles, alleging claims for breach of written contract, breach of written guaranty, breach of implied covenant of good faith and fair dealing, waste, and declaratory relief. The complaint claims at least \$0.58 million in damages. On April 10, 2023, the Company filed an answer to the complaint. On October 31, 2023, an Application for Right to Attach Order was unfavorably granted in the amount of \$0.50 million against the Company. In doing so, the Court found that the Plaintiffs had demonstrated a probability that they would succeed on the merits of their claims.

Greenlane Holdings, LLC v. Unrivaled Brands, Inc. - On February 6, 2023, Greenlane Holdings, LLC filed an action against the Company in the Superior Court of the State of California, County of Los Angeles, alleging claims for breach of contract, account stated, and unjust enrichment. The complaint alleges damages of \$0.40 million. On April 10, 2023, the Company filed an answer to the complaint. Because no conclusion has been formed as to whether an unfavorable outcome is either probable or remote, no opinion is expressed as to the likelihood of an unfavorable outcome or the amount or range of any possible loss to the Company.

WGS Group, Inc. vs Unrivaled Brands, Inc. - On July 17, 2023 WGS Group, Inc. filed an action against the Company in the Superior Court of California, County of Orange Central Justice Center, alleging claims for damages and declaratory relief, breach of security service agreements, breach of the implied covenant of good faith and fair dealing, quantum meruit, violations of business and professional code sections 17200 Et SEQ., declaratory relief regarding successor-in-interest liability, and declaratory relief regarding ultra vires actions imposing personal liability on a former executive officer. Because no conclusion has been formed as to whether an unfavorable outcome is either probable or remote, no opinion is expressed as to the likelihood of an unfavorable outcome or the amount or range of any possible loss to the Company.

No Smoking Allowed Except Turn, LLC v. People's Riverside, LLC and Unrivaled Brands, Inc. - On July 21, 2023, No Smoking Allowed Except Turn, LLC filed an action against the Company in the Superior Court of California, County of Riverside, alleging claims for damages for breach of contract and negligence. The complaint alleges damages in excess of \$0.60 million. The Company has not yet filed a responsive pleading. Because no conclusion has been formed as to whether

The accompanying notes are an integral part of the unaudited consolidated financial statements.

an unfavorable outcome is either probable or remote, no opinion is expressed as to the likelihood of an unfavorable outcome or the amount or range of any possible loss to the Company.

Dominion Capital LLC and M2B Funding Corp. vs Unrivaled Brands, Inc. - On September 28, 2023, Dominion Capital LLC and M2B Funding Corp. filed an action against the Company in the Supreme Court of the State of New York, County of New York, alleging claims for breach of written contract. The complaint claims at least \$ 3.03 million in damages. The Company has not yet been served and has not filed an answer to the complaint. Because no conclusion has been formed as to whether an unfavorable outcome is either probable or remote, no opinion is expressed as to the likelihood of an unfavorable outcome or the amount or range of any possible loss to the Company.

City of Santa Ana Cannabis Business Tax - In October 2023, the Company received a notice from the city of Santa Ana regarding a business license tax compliance examination of People's First Choice for the period of January 1, 2018 through May 31, 2021. The examination claims that the city of Santa Ana is owed \$ 0.86 million in cannabis business taxes. The Company is currently investigating the claim and as of the date these consolidated financial statements were issued, no conclusion has been formed as to whether an unfavorable outcome is either probable or remote.

NOTE 19 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events through November 14, 2023, which is the date these consolidated financial statements were issued, and has concluded that the following subsequent events have occurred that would require recognition in the consolidated financial statements or disclosure in the notes to the consolidated financial statements.

On October 10, 2023, the Company announced its pursuit of a reorganization to establish a newly-formed Delaware corporation, Blüm Holdings, Inc. (“Blüm”), as the ultimate parent of the Company (the “Reorganization”). If consummated, the Reorganization would result in the Company becoming a direct, wholly-owned subsidiary of Blüm. The purpose of the proposed Reorganization is to provide the Company with more strategic, organizational, operational and financial flexibility. It is expected that the directors and executive officers of the Company will serve in the same capacities for Blüm.

As part of the proposed Reorganization, the Company has entered into an Agreement and Plan of Merger, dated October 9, 2023 (the “Reorganization Agreement”), with Blüm, which is currently a wholly-owned subsidiary of the Company, and Blüm Merger Sub, Inc., a Nevada corporation and wholly-owned by Blüm (“Merger Sub”). The Reorganization Agreement provides, among other things and subject to its terms and conditions, as described below, that Merger Sub will merge with and into the Company, with the separate existence of Merger Sub ceasing and with the Company surviving as a direct, wholly-owned subsidiary of Blüm.

The Reorganization Agreement provides that at the effective time of the Reorganization (the “Effective Time”), each outstanding share of the Company’s common stock, par value \$0.001 per share (“Company Common Stock”), and the Company’s Series V preferred stock, par value \$0.001 per share (“Company Preferred Stock,” and together with the Company Common Stock, the “Company Shares”), but excluding any Company Shares held by stockholders of the Company who perfect their dissenters’ rights as provided in the Reorganization Agreement, will automatically be converted into one share of Blüm’s common stock, par value \$0.001 per share (“Blüm Common Stock”) and Blüm’s Series V preferred stock, par value \$0.001 per share (“Blüm Preferred Stock,” and together with the Blüm Common Stock, the “Blüm Shares”), respectively, without any further act or deed by the Company’s stockholders. Record ownership of Blüm shares will be kept in uncertificated, book-entry form by Blüm’s transfer agent.

The Reorganization Agreement further provides that at the Effective Time, the Company will assign to Blüm, and Blüm will assume and agree to perform (1) all obligations of the Company pursuant to (a) the Terra Tech Corp. 2016 Equity Incentive Plan (the “2016 Plan”), the Terra Tech Corp. Amended and Restated 2018 Equity Incentive Plan (as amended, the “2018 Plan”), and the UMBRLA, Inc. 2019 Equity Incentive Plan (as amended, the “UMBRLA Plan,” and together with the 2016 Plan and the 2018 Plan, the “Incentive Plans”), and (b) each award agreement entered into pursuant to the Incentive Plans, and (2) all obligations of the Company pursuant to any employment agreements entered into by the Company. Additionally, at the Effective Time, (x) each outstanding option to purchase shares of Company Common Stock (a “Company Option”) will be converted automatically into a stock option to purchase an identical number of shares of Blüm Common Stock, (y) each outstanding warrant to purchase shares of Company Common Stock (a “Company Warrant”) will be converted automatically into a warrant to purchase an identical number of shares of Blüm Common Stock, and (z) each outstanding promissory note convertible into shares of Company Common Stock (a “Company Note”) will be automatically converted into a promissory note convertible into an identical number of shares of Blüm Common Stock, in each case, on the same terms and conditions as applied to the Company Option, Company Warrant and Company Note, respectively, immediately prior to the Effective Time and as set forth in the documentation relating to such Company Option, Company Warrant and Company Note.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

The Board of Directors of the Company has unanimously (1) approved the form and content of the Reorganization Agreement, (2) determined that it is in the best interests of the Company and its stockholders, and declared it advisable, to enter into the Reorganization Agreement, (3) approved the execution and delivery by the Company of the Reorganization Agreement, the performance by the Company of its covenants and agreements contained therein and the consummation of the Reorganization upon the terms and subject to the conditions contained therein, and (4) resolved to recommend adoption of the Reorganization Agreement by the stockholders of the Company, who will be asked to vote on the adoption of the Reorganization Agreement at the annual stockholders meeting (the “Annual Meeting”) scheduled to be held on December 5, 2023.

The closing of the Reorganization is subject to customary closing conditions, including (1) approval of the Reorganization at the Annual Meeting by a majority of the voting power of stockholders entitled to vote thereon, (2) effectiveness of the registration statement relating to the Blüm Shares to be issued in the Reorganization, (3) receipt of approval for the listing on the OTCQB tier of the OTC Markets Group, Inc. of the Blüm Common Stock, and (4) receipt by the Company of such authorizations and approvals as are required by the laws and regulations of applicable jurisdictions.

The Reorganization Agreement may be terminated and the Reorganization may be abandoned at any time prior to the Effective Time by action of the Company’s Board of Directors if it determines for any reason that completion of the Reorganization would be inadvisable or not in the best interests of the Company or its stockholders. In the event of any such termination, the Reorganization Agreement will become void and have no effect, and neither the Company, Blüm, Merger Sub, nor their respective stockholders, directors or officers will have any liability with respect to such termination or abandonment.

In connection with the Annual Meeting, the Unrivaled stockholders will also be asked to approve, among other proposals, a reverse stock split of Unrivaled’s common stock at a ratio determined by the Board of Directors of Unrivaled in the range between a 1-for-70 to 1-for-100 (the “Reverse Stock Split”). If approved by Unrivaled’s stockholders, the Reverse Stock Split would be implemented immediately prior to the Reorganization. As a result of the Reorganization, the current stockholders of Unrivaled would become stockholders of Blüm with the same number and percentage of shares of Blüm as they held in Unrivaled immediately prior to the Reorganization, subject to any changes from the implementation of the Reverse Stock Split.

The accompanying notes are an integral part of the unaudited consolidated financial statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

This management's discussion and analysis ("MD&A") of the financial condition and results of operations of Unrivaled Brands, Inc. ("Unrivaled Brands", "Unrivaled", or the "Company") is for the three and nine months ended September 30, 2023. The following discussion should be read in conjunction with, and is qualified in its entirety by, the consolidated financial statements and the accompanying notes presented in Item 1 of this Quarterly Report on Form 10-Q (this "Form 10-Q") and those discussed in Item 8 of the Company's Annual Report on Form 10-K (the "Form 10-K") filed with the SEC on April 10, 2023. Except for historical information, the discussion in this section contains forward-looking statements that involve risks and uncertainties. Future results could differ materially from those discussed below for many reasons, including the risks described in "Cautionary Language Concerning Forward-Looking Statements," "Item 1A—Risk Factors" and elsewhere in this Form 10-Q.

COMPANY OVERVIEW

Our Business

The Company is a cannabis company with retail, manufacturing, distribution, and cultivation operations throughout California, with an emphasis on providing the highest quality of medical and adult use cannabis products. The Company is home to Korova, a brand of high potency products across multiple product categories. The Company operates a premier cannabis dispensary in Orange County, California, regularly servicing upwards of 1,000 customers each day. The Company also owns dispensaries in California which operate as The Spot in Santa Ana, Blüm in Oakland, and Blüm in San Leandro. As of September 30, 2023, the Company had 151 employees.

We are organized into two reportable segments:

- **Cannabis Retail** – Includes cannabis-focused retail, both physical stores and non-store front delivery
- **Cannabis Cultivation and Distribution** – Includes cannabis cultivation, manufacturing, and distribution operations

Either independently or in conjunction with third parties, we operate medical marijuana retail and adult use dispensaries and cultivation and manufacturing facilities in California.

Our corporate headquarters are located at 3242 S. Halladay St, Santa Ana, California 92705 and our telephone number is (888) 909-5564. Our website address is www.unrivaledbrands.com. No information available on or through our websites shall be deemed to be incorporated into this Form 10-Q. Our common stock, par value \$0.001 (the "Common Stock"), is quoted on the OTC Markets Group, Inc's OTCQB tier under the symbol "UNRV."

Fiscal Third Quarter 2023 Highlights

Litigation Settlements

On September 12, 2023, the Company announced the resolution of outstanding litigation with Mystic Holdings, Inc. ("Mystic"). The settlement grants Unrivaled up to two seats on the board of directors of Mystic in addition to its 5.5% of shares of Mystic common stock and 9.7% of Series A Preferred shares of Mystic which grant 1,100 to 1 voting rights and which convert on a 1-to-1 basis to Mystic common stock. The parties have agreed to explore opportunities for mutual collaboration and growth.

On September 21, 2023, the Company announced the resolution of litigation with National Fire & Marine Insurance Company ("National Fire") and Woodruff-Sawyer & Co. ("Woodruff-Sawyer") in which Unrivaled alleged in the litigation that it had improperly been denied insurance coverage under a National Fire policy that Unrivaled had obtained through its insurance broker, Woodruff-Sawyer.

Management Changes & Executive Appointments

On August 1, 2023, the Company appointed Matthew Barron to the board of directors and as a member of the audit committee of the Company.

On September 28, 2023, the Company appointed Arturo Sanchez as Associate General Counsel - Compliance and David Stogner as Director of People in preparation for planned company growth.

On October 2, 2023, the Company appointed Joe Gerlach, Korova's co-founder and Unrivald's Chief Cannabis Officer, as Director for Korova and appointed Hanna Gruntz as Head of Sales to begin rebuilding its legacy Korova brand.

Corporate Reorganization

Subsequent to the fiscal third quarter 2023, on October 10, 2023, the Company announced that it intends to implement a reorganization in which a new Delaware holding company, Blum Holdings, Inc. ("Blüm"), would become the publicly traded holding company of Unrivald Brands and its subsidiaries (the "Reorganization"). Subject to approval of the Reorganization by Unrivald's stockholders at the 2023 Annual Meeting of Stockholders on December 5, 2023, and certain other customary conditions, Unrivald expects that the Reorganization will be completed in the fourth quarter of 2023. Refer to "Note 1 - Description of Business" of the consolidated financial statements for further information.

Outlook

The Company will continue to focus on its performing assets, particularly California retail assets. In particular, the Company intends to emphasize retail business fundamentals including a robust and diverse product offering, improving inventory and vendor management to continue to optimize gross margins, effective marketing strategies focused on driving loyalty and new customer acquisitions, and reinvigorating its Korova brand. The Company will continue to focus on reducing and streamlining its corporate overhead and rightsizing the Company. This outlook is based on several management assumptions that are largely outside the control of the Company, including the overall down trending market conditions and highly promotional competitive landscape in our key markets. With a disciplined approach to retail performance and customer relationship management, a management team with extensive retail and cannabis industry and capital markets experience, deep relationships in the industry, and a commitment to investing in its team and, specifically, its company culture, the Company is encouraged that Unrivald will emerge from its current restructuring efforts as an effective cannabis company. We will continue to seek further opportunities to expand profitability and maximize returns for its shareholders.

RESULTS OF OPERATIONS

The below table outlines our consolidated statements of operations for the three and nine months ended September 30, 2023 and 2022:

(\$ in thousands)	(unaudited)							
	Three Months Ended September 30,				Nine Months Ended September 30,			
	2023	2022	\$ Change	% Change	2023	2022	\$ Change	% Change
Revenue	\$ 8,612	\$ 9,721	\$ (1,109)	(11.4)%	\$ 26,649	\$ 44,371	\$ (17,722)	(39.9)%
Cost of Goods Sold	4,618	9,763	(5,145)	(52.7)%	13,360	30,213	(16,853)	(55.8)%
Gross Profit	3,994	(42)	4,036	(9,609.5)%	13,289	14,158	(869)	(6.1)%
Gross Profit %	46.4 %	(0.4)%	46.8 %		49.9 %	31.9 %	18.0 %	
Operating Expenses:								
Selling, General & Administrative Expenses	7,529	12,752	(5,223)	(41.0)%	21,197	48,843	(27,646)	(56.6)%
Impairment Expense	—	107,972	(107,972)	(100.0)%	—	163,698	(163,698)	(100.0)%
Loss (Gain) on Disposal of Assets	1,540	1,529	11	0.7 %	(199)	1,872	(2,071)	(110.6)%
Total Operating Expense, Net	9,069	122,253	(113,184)	(92.6)%	20,998	214,413	(193,415)	(90.2)%
Loss from Operations	(5,075)	(122,295)	117,220	(95.9)%	(7,709)	(200,255)	192,546	(96.2)%
Other Income (Expense), Net	2,022	(1,086)	3,108	(286.2)%	4,157	(927)	5,084	(548.4)%
Loss from Continuing Operations Before Provisions for Income Taxes	(3,053)	(123,381)	120,328	(97.5)%	(3,552)	(201,182)	197,630	(98.2)%
Provision for Income Tax (Expense) Benefit for Continuing Operations	(309)	3,450	(3,759)	(109.0)%	(842)	5,586	(6,428)	(115.1)%
Net Loss from Continuing Operations	(3,362)	(119,931)	116,569	(97.2)%	(4,394)	(195,596)	191,202	(97.8)%
Net Income from Discontinued Operations	—	25	(25)	(100.0)%	—	3,374	(3,374)	(100.0)%
Net Loss	(3,362)	(119,906)	116,544	(97.2)%	(4,394)	(192,222)	187,828	(97.7)%
Net Income from Discontinued Operations Attributable to Non-Controlling Interest	—	—	—	— %	—	275	(275)	(100.0)%
Net Loss Attributable to Unrivalled Brands, Inc.	\$ (3,362)	\$ (119,906)	\$ 116,544	(97.2)%	\$ (4,394)	\$ (192,497)	\$ 188,103	(97.7)%

Three Months Ended September 30, 2023 Compared to Three Months Ended September 30, 2022
Revenue

Overall revenue for the three months ended September 30, 2023 was \$8.61 million compared to \$9.72 million for the same period in 2022, a decrease of \$1.11 million or 11.4%. During the three months ended September 30, 2023, the Company generated revenue from continuing operations of \$8.61 million composed of retail revenue of \$8.10 million and cultivation/distribution revenue of \$0.51 million. This compared to revenue from continuing operations of \$9.72 million for the quarter ended September 30, 2022, which included retail revenue of \$9.25 million and cultivation/distribution revenue of \$0.47 million.

Retail revenue for the three months ended September 30, 2023 decreased compared to the same period in the prior year by \$1.15 million or 12.4% due a general decline in the cannabis market since the last half of 2022. Cultivation and distribution revenue for the three months ended September 30, 2023 was generally consistent with the same period in the prior year.

Gross Profit

Cost of goods sold for the three months ended September 30, 2023 was \$4.62 million, a decrease of \$5.15 million, or 52.7%, compared to \$9.76 million for the three months ended September 30, 2022. The decrease in cost of goods sold was directly impacted by the decrease in revenues for the current reporting period as compared to the prior year.

Gross profit from continuing operations for the three months ended September 30, 2023 was \$3.99 million compared to a gross profit of \$(0.04) million for the three months ended September 30, 2022, an increase of \$4.04 million or 9,609.5%.

The increase in gross profit was directly impacted by the significant inventory write down on its distribution and wholesale operations in the prior year, resulting in negative consolidated gross margins. In addition, the Company's gross margin improved for the three months September 30, 2023 to 46.4% as compared to (0.4)% for the same period in the prior year as the Company focused on its core assets to maximize pricing and inventory strategy and divested non-performing assets related to its distribution operations. Gross profit for on-going retail operations stabilized to 52.3% for the three months ended September 30, 2023 compared to 58.3% for the same period in the prior year.

Selling, General & Administrative Expenses

Selling, general and administrative expenses for the three months ended September 30, 2023 were \$7.53 million, compared to \$12.75 million for the three months ended September 30, 2022, a decrease of \$5.22 million or 41.0%. As a result of the Company's restructuring plan implemented during the third fiscal quarter of 2022, the Company saw significant reductions in expenses during the three months ended September 30, 2023 as compared to the same period in the prior year. Specifically, the Company saw a decrease of \$2.66 million in depreciation and amortization expense, a decrease of \$2.26 million in facility related expenses, such as rent, utilities, repairs and maintenance, security, and insurance, and a decrease of \$1.43 million in salaries and benefits. Management expects to continue focusing on efficiencies within its core assets and reducing non-core assets and expenditures.

Operating Loss

The Company realized an operating loss from continuing operations of \$5.08 million for the three months ended September 30, 2023 compared to \$122.30 million for the three months ended September 30, 2022, a decrease of \$117.22 million or 95.9%. This improvement from the same period in the prior year was primarily attributable to the results of the Company's restructuring objectives noted above and an impairment loss of \$107.97 million recognized in the three months ended September 30, 2022, versus no impairment loss recognized during the current period.

Other Income (Expense)

Other income for the three months ended September 30, 2023 of \$2.02 million improved significantly compared to other expense of \$1.09 million for the three months ended September 30, 2022, an improvement of \$3.11 million. The improvement was due to the Company recording income from employer retention credits of \$1.23 million and an unrealized gain on investment of \$1.33 million for the shares in Mystic Holdings, Inc. recognized as a result of the litigation settlement during the three months ended September 30, 2023, versus no such transactions in the same period in the prior year.

Discontinued Operations

Net income from discontinued operations was nil for the three months ended September 30, 2023 compared to \$0.03 million for the comparative prior period. All discontinued operations were fully divested as of December 31, 2022, and as a result, the Company had no income or loss from discontinued operations for the three months ended September 30, 2023.

Nine Months Ended September 30, 2023 Compared to Nine Months Ended September 30, 2022

Revenue

Overall revenue was \$26.65 million for the nine months ended September 30, 2023 compared to \$44.37 million for the same period in 2022, a decrease of \$17.72 million or 39.9%. Revenue from continuing operations of \$26.65 million for the nine months ended September 30, 2023 was composed of retail revenue of \$24.99 million and cultivation/distribution revenue of \$1.66 million. This compared to revenue from continuing operations of \$44.37 million for the nine months ended September 30, 2022, which included retail revenue of \$32.91 million and cultivation/distribution revenue of \$11.47 million.

Retail revenue for the nine months ended September 30, 2023 decreased compared to the same period in the prior year by \$7.92 million or 24.1% due to the closure of our non-storefront delivery in Sacramento, California, the divestiture of the Downtown Los Angeles retail operations during the second quarter of 2022, and a general decline in the cannabis market since the last half of 2022. While we operated the non-storefront Sacramento retail operation and the Los Angeles retail operations during the nine months ended September 30, 2022, there were no operations of the same non-storefront Sacramento retail and Los Angeles retail operations during the nine months ended September 30, 2023, which contributed \$2.29 million in revenues in the prior year.

Cultivation and distribution revenue for the nine months ended September 30, 2023 decreased by \$9.80 million or 85.5% compared to the same period in the prior year due to the closure of all cultivation and distribution operations as part of the Company's turnaround plan, except for a cultivation facility in Northern California which remains as of September 30, 2023. Specifically, we eliminated third-party distribution operations in California which contributed \$12.34 million of revenue in the same period in the prior year. We also ceased operations at a cultivation facility in Northern California which provided no revenue in 2023 and began slowing down cultivation operations at our remaining facility in Northern California, which provided \$1.41 million of revenue in the current year compared to \$2.39 million in the prior year.

Gross Profit

Cost of goods sold for the nine months ended September 30, 2023 was \$13.36 million, a decrease of \$16.85 million or 55.8% compared to \$30.21 million for the nine months ended September 30, 2022. The decrease in cost of goods sold was directly impacted by the decrease in revenues for the current reporting period as compared to the prior year.

Gross profit from continuing operations for the nine months ended September 30, 2023 was \$13.29 million compared to a gross profit of \$14.16 million for the nine months ended September 30, 2022, a decrease of \$0.87 million or 6.1%. The decrease in gross profit was directly impacted by the decrease in revenues for the current reporting period as compared to the prior year. However, the Company's overall gross margin improved for the nine months September 30, 2023 to 49.9% as compared to 31.9% for the same period in the prior year as the Company focused on its core assets and divested non-performing assets related to its distribution operations. Gross profit for on-going retail operations improved to 53.5% for the nine months ended September 30, 2023 compared to 50.9% for the same period in the prior year.

Selling, General & Administrative Expenses

Selling, general and administrative expenses for the nine months ended September 30, 2023 were \$21.20 million, compared to \$48.84 million for the nine months ended September 30, 2022, a decrease of \$27.65 million or 56.6%. As a result of the Company's restructuring plan implemented during the third fiscal quarter of 2022, the Company saw significant reductions in expenses during the nine months ended September 30, 2023 as compared to the same period in the prior year. Specifically, the Company saw a decrease of \$7.70 million in depreciation and amortization expense, a decrease of \$5.33 million in facility related expenses, such as rent, utilities, repairs and maintenance, security, and insurance, a decrease of \$7.36 million in salaries and benefits, and a decrease of \$2.23 million in stock-based compensation. Management expects to continue focusing on efficiencies within its core assets and reducing non-core assets and expenditures.

Operating Loss

The Company realized an operating loss from continuing operations of \$7.71 million for the nine months ended September 30, 2023 compared to \$200.26 million for the nine months ended September 30, 2022, a decrease of \$192.55 million or 96.2%. This improvement from the same period in the prior year was primarily attributable to the results of the Company's restructuring objectives noted above and an impairment loss of \$163.70 million recognized in the nine months ended September 30, 2022, versus no impairment loss recognized in the nine months ended September 30, 2023.

Other Income (Expense)

Other income for the nine months ended September 30, 2023 was \$4.16 million compared to other expense of \$0.93 million for the nine months ended September 30, 2022, an improvement of \$5.08 million. The change from the prior year was primarily attributable to a gain on extinguishment of debt of \$3.03 million recognized during the current period. Additionally, the improvement was also contributed by the cash receipt of \$1.23 million in employer retention credits and an unrealized gain on investment of \$1.33 million for the shares in Mystic Holdings, Inc. recognized as a result of the litigation settlement during the nine months ended September 30, 2023, versus no such transactions in the same period in the prior year.

Discontinued Operations

Net income from discontinued operations was nil for the nine months ended September 30, 2023 compared to \$3.37 million for the comparative prior period. All discontinued operations were fully divested as of December 31, 2022, and as a result, the Company had no income or loss from discontinued operations for the nine months ended September 30, 2023.

Three Months Ended September 30, 2023 Compared to Three Months Ended June 30, 2023

The below table outlines our consolidated statements of operations for the fiscal third quarter of 2023 compared to the fiscal second quarter of 2023:

(\$ in thousands)	<i>(unaudited)</i>			
	Three Months Ended			
	September 30, 2023	June 30, 2023	\$ Change	% Change
Revenue	\$ 8,612	\$ 8,797	\$ (185)	(2.1) %
Cost of Goods Sold	4,618	4,197	421	10.0 %
Gross Profit	3,994	4,600	(606)	(13.2) %
Gross Profit %	46.4 %	52.3 %	(5.9) %	
Operating Expenses:				
Selling, General & Administrative Expenses	7,529	8,071	(542)	(6.7) %
Loss (Gain) on Disposal of Assets	1,540	(1,739)	3,279	(188.6) %
Total Operating Expenses	9,069	6,332	2,737	43.2 %
Loss from Operations	(5,075)	(1,732)	(3,343)	193.0 %
Other Income, Net	2,022	165	1,857	1,125.5 %
Loss Before Provisions for Income Taxes	(3,053)	(1,567)	(1,486)	94.8 %
Provision for Income Tax Benefit	(309)	125	(434)	(347.2) %
Net Loss	\$ (3,362)	\$ (1,442)	\$ (1,920)	133.1 %

Revenue

Revenues for the three months ended September 30, 2023 were generally consistent with the preceding quarter ended June 30, 2023.

Gross Profit

Cost of goods sold for the three months ended September 30, 2023 was \$4.62 million, an increase of \$0.42 million or 10.0%, compared to \$4.20 million for the three months ended June 30, 2023. The decrease in cost of goods sold was primarily due to the improvement in efficiency and focus on cost-cutting measures at the Company's cultivation facility and its operations.

Gross profit from continuing operations for the three months ended September 30, 2023 was \$3.99 million compared to \$4.60 million for the three months ended June 30, 2023, a decrease of \$0.61 million or 13.2%. The decrease in gross profit was directly impacted by the decrease gross margin from our wholesale operations which contributed to the overall decline for the three months September 30, 2023 to 46.4% as compared to 52.3% for the immediate prior quarter. Gross profit for on-going retail operations remained consistent at 52.3% for the three months ended September 30, 2023 compared to 52.9% for the preceding quarter.

Selling, General & Administrative Expenses

Selling, general and administrative expenses for the three months ended September 30, 2023 were \$7.53 million, compared to \$8.07 million for the three months ended June 30, 2023. The quarter-over-quarter decrease of \$0.54 million or 6.7% was primarily related to a decrease in stock-based compensation of \$1.56 million for shares issued pursuant to a related party for executive-level consulting and related business support services, offset by an increase in professional fees of \$0.20 million related to legal services.

Operating Loss

The Company realized an operating loss from continuing operations of \$5.08 million for the three months ended September 30, 2023 compared to \$1.73 million for the three months ended June 30, 2023, an increase of \$3.34 million or 193.0%. The increase in operating loss from the preceding quarter was primarily due to a loss on disposal of assets related to the write off of property and equipment of \$1.54 million, while in the preceding quarter, the Company recognized a gain on disposal of assets of \$1.74 million for the dissolution of UMBRLA, Inc.

Other Income

Other income for the three months ended September 30, 2023 was \$2.02 million compared to \$0.17 million for the three months ended June 30, 2023, a increase of \$1.86 million. The improvement was a result of the Company receiving cash of \$1.23 million in employer retention credits and recognizing an unrealized gain on investment of \$1.33 million for the shares in Mystic Holdings, Inc. recognized as a result of the litigation settlement during the three months ended September 30, 2023, while in the immediate prior quarter, no such transactions had occurred.

Non-GAAP Reconciliations

Non-GAAP earnings is a supplemental measure of our performance that is neither required by, nor presented in accordance with, U.S. generally accepted accounting principles ("US GAAP"). Non-GAAP earnings is not a measurement of the Company's financial performance under US GAAP and should not be considered as alternative to net income, operating income, or any other performance measures derived in accordance with US GAAP, or as alternative to cash flows from operating activities as a measure of the Company's liquidity. In addition, in evaluating non-GAAP earnings, you should be aware that in the future the Company will incur expenses or charges such as those added back to calculate non-GAAP earnings. The Company's presentation of non-GAAP earnings should not be construed as an inference that its future results will be unaffected by unusual or nonrecurring items.

Non-GAAP earnings has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of the Company's results as reported under US GAAP. Some of these limitations are (i) it does not reflect the Company's cash expenditures, or future requirements for capital expenditures or contractual commitments, (ii) it does not reflect changes in, or cash requirements for, the Company's working capital needs, (iii) it does not reflect interest expense, or the cash requirements necessary to service interest or principal payments, on the Company's debt, (iv) although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and non-GAAP earnings does not reflect any cash requirements for such replacements, (v) it does not adjust for all non-cash income or expense items that are reflected in the Company's statements of cash flows, and (vi) other companies in our industry may calculate this measure differently than we do, limiting its usefulness as comparative measures.

The Company compensates for these limitations by providing specific information regarding the US GAAP amounts excluded from such non-GAAP financial measures. The Company further compensates for the limitations in our use of non-GAAP financial measures by presenting comparable US GAAP measures more prominently.

The Company believes that non-GAAP earnings facilitates operating performance comparisons from period to period by isolating the effects of some items that vary from period to period without any correlation to core operating performance or that vary widely among similar companies.

These potential differences may be caused by variations in capital structures (affecting interest expense) and the age and book depreciation of facilities and equipment (affecting relative depreciation expense). The Company also presents non-GAAP earnings because (i) it believes that this measure is frequently used by securities analysts, investors and other interested parties to evaluate companies in the Company's industry, (ii) the Company believes that investors will find these measures useful in assessing the Company's ability to service or incur indebtedness, and (iii) the Company uses non-GAAP earnings internally as benchmark to compare its performance to that of its competitors.

In the presentation of the financial results below, the Company reconciles non-GAAP Adjusted EBITDA Income (Loss) with net income (loss) attributable to continuing operations, the most directly comparable GAAP measure. Management believes that this presentation may be more meaningful in analyzing our income generation.

On a non-GAAP basis, the Company recorded non-GAAP Adjusted EBITDA Loss of \$1.20 million for the three months ended September 30, 2023 compared to \$9.18 million for the three months ended September 30, 2022. For the nine months ended September 30, 2023, the Company recorded non-GAAP Adjusted EBITDA Loss of \$1.64 million compared to \$18.87 million for the nine months ended September 30, 2022. The details of those expenses and non-GAAP reconciliation of these non-cash items are set forth below:

	(in thousands)			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net Loss	\$ (3,362)	\$ (119,906)	\$ (4,394)	\$ (192,222)
Less: Net Income from Discontinued Operations, Net	—	(25)	—	(3,374)
Add (Deduct) Impact of:				
Interest Expense	944	381	2,155	2,585
Provision for Income Tax Expense (Benefit)	309	(3,450)	842	(5,586)
Depreciation Expense	204	879	637	2,716
Amortization of Intangible Assets	375	2,361	1,500	7,126
EBITDA Loss from Continuing Operations (Non-GAAP)	\$ (1,530)	\$ (119,760)	\$ 740	\$ (188,755)
Non-GAAP Adjustments:				
Stock-based Compensation Expense	85	544	2,182	4,412
Impairment of Assets	—	107,972	—	163,698
Severance Expense for Series A Share Repurchases	—	42	—	913
Realized Loss on Sale of Investments	—	—	61	—
Unrealized (Gain) Loss on Investments	(1,333)	493	(1,333)	(470)
Loss (Gain) on Disposal of Assets	1,540	1,529	(199)	1,872
Gain on Settlement of Liabilities	41	—	(69)	—
Gain on Extinguishment of Debt	—	—	(3,026)	(542)
Adjusted EBITDA Loss from Continuing Operations (Non-GAAP)	\$ (1,197)	\$ (9,180)	\$ (1,644)	\$ (18,872)

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

We incurred net losses for the three and nine months ended September 30, 2023 and 2022, respectively and have an accumulated deficit of \$444.44 million and \$440.05 million at September 30, 2023 and December 31, 2022, respectively. As of September 30, 2023, we had a working capital deficit of \$51.99 million, including \$2.01 million of cash compared to a working capital deficit of \$54.57 million, including \$1.20 million of cash, as of December 31, 2022. Current assets were approximately 0.12 times current liabilities as of September 30, 2023, compared to approximately 0.08 times current liabilities as of December 31, 2022.

We have not been able to generate sufficient cash from operating activities to fund our ongoing operations. Since our inception, we have raised capital through private sales of common stock, preferred stock and debt securities. Our future success is dependent upon our ability to achieve profitable operations and generate cash from operating activities. There is no guarantee that we will be able to generate enough revenue and/or raise capital to support our operations.

We will be required to raise additional funds through public or private financing, additional collaborative relationships or other arrangements until we are able to raise revenues to a point of positive cash flow. We believe our existing and available capital resources will be sufficient to satisfy our funding requirements through the end of 2023. However, we continue to evaluate various options to further reduce our cash requirements to operate at a reduced rate, as well as options to raise additional funds, including obtaining loans and selling common stock. There is no guarantee that we will be able to generate enough revenue and/or raise capital to support our operations, or if we are able to raise capital, that such capital will be available to us on acceptable terms, on an acceptable schedule, or at all.

The risks and uncertainties surrounding the Company's ability to continue to raise capital and its limited capital resources raise substantial doubt as to the Company's ability to continue as a going concern for twelve months from the issuance of these financial statements. The accompanying consolidated financial statements have been prepared in accordance with US GAAP, which contemplate our continuation as a going concern.

Operating Activities

Cash used in operating activities for the nine months ended September 30, 2023 was \$0.55 million, compared to \$7.03 million for the nine months ended September 30, 2022, a decrease of \$6.48 million, or 92.2%. The decrease in cash used in operating activities was primarily due to a slowdown in cash payments of payables and accrued expenses, partly due to the lack of capital during the current period as compared to the same period in the prior year and our increased efforts to scale back on non-accretive expenditures. For the latter half of fiscal year 2022, management focused on its turnaround plan to stabilize operations to put the Company on a path to profitability. Management took decisive action to preserve operating cash flow by reducing cash burn, prioritizing payments, renegotiating vendor agreements and closing underperforming business units. Management expects to see improvements in cash flow from operating activities as the Company continues to execute its strategic restructuring.

Investing Activities

Cash provided by investing activities for the nine months ended September 30, 2023 was \$0.62 million, compared to \$19.55 million for the nine months ended September 30, 2022, a decrease of \$18.92 million, or 96.8%. The decrease in cash provided by investing activities was primarily due to the cash received upon disposing some of the Company's subsidiaries, which the Company had no such transactions in the current year.

Financing Activities

Cash provided by financing activities for the nine months ended September 30, 2023 was \$0.74 million, compared to cash used in financing activities of \$17.36 million for the nine months ended September 30, 2022, an improvement of \$18.10 million, or 104.3%. The decrease in cash used in financing activities as compared to the prior year was primarily due to the significant debt payments made on the Company's debt in the prior year, while the Company had minimal debt payments in the current year.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” section discusses our unaudited consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments, including those related to revenue recognition, accrued expenses, financing operations, and contingencies and litigation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The most significant accounting estimates inherent in the preparation of our financial statements include estimates as to the appropriate carrying value of certain assets and liabilities which are not readily apparent from other sources. These accounting policies are described in “*Note 2 – Summary of Significant Accounting Policies*” of the notes to unaudited consolidated financial statements included in this Form 10-Q.

DISCLOSURE ABOUT OFF-BALANCE SHEET ARRANGEMENTS

As of September 30, 2023, the Company does not have any transactions, agreements or other contractual arrangements that constitute off-balance sheet arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

This item is omitted as it is not required for a smaller reporting company.

ITEM 4. CONTROLS AND PROCEDURES.

Under the supervision and with the participation of our management, our principal executive officer and our principal financial officer are responsible for conducting an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of September 30, 2023. Based on this evaluation, our principal executive officer and principal financial officer concluded as of the evaluation date that our disclosure controls and procedures were not effective to a reasonable level as of September 30, 2023.

Based on the results of its assessment, our management concluded that our internal control over financial reporting was not effective as of September 30, 2023 based on such criteria due to material weaknesses in internal control over financial reporting described below:

Material Weaknesses in Internal Control over Financial Reporting

- The Company’s primary user access controls (i.e., provisioning, de-provisioning, and quarterly user access review) to ensure appropriate segregation of duties that would adequately restrict user and privileged access to the financially relevant systems and data to appropriate Company personnel were not operating effectively. Automated process-level controls and manual controls that are dependent upon the information derived from such financially relevant systems were also determined to be ineffective as a result of such deficiency.
- The Company did not maintain adequate and timely review transactions and account reconciliations resulting in material audit adjustments.

Remediation Plan

We plan to enhance our internal control over financial reporting in an effort to remediate the material weaknesses described above. We are committed to ensuring that our internal control over financial reporting is designed and operating effectively. Our remediation process will include:

- Investing in IT systems to enhance our operational and financial reporting and internal controls.
- Enhancing the organizational structure to support financial reporting processes and internal controls.
- Providing guidance, education and training to employees relating to our accounting policies and procedures.
- Further developing and documenting detailed policies and procedures regarding business processes for significant accounts, critical accounting policies and critical accounting estimates.
- Establishing effective general controls over IT systems to ensure that information produced can be relied upon by process level controls is relevant and reliable.

We expect to remediate these material weaknesses during fiscal year 2023. However, we may discover additional material weaknesses that may require additional time and resources to remediate.

Changes in Internal Control Over Financial Reporting

We regularly assess the adequacy of our internal controls over financial reporting and enhance our controls in response to internal control assessments and external audit and regulatory recommendations. No changes in internal control over financial reporting have been identified in connection with the evaluation of disclosure controls and procedures during the quarter ended September 30, 2023 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

The Company is the subject of lawsuits and claims arising in the ordinary course of business from time to time. See “*Note 18 – Commitments and Contingencies*” for further information about litigation and claims.

ITEM 1A. RISK FACTORS.

There have been no material changes to the risk factors disclosed in Part I, Item 1A, “*Risk Factors*”, of our Annual Report on Form 10-K for the year ended December 31, 2022, except for the risk factors noted below. Please refer to that section for disclosures regarding the risk and uncertainties relating to our business.

We have entered into binding term sheets with third parties and cannot assure you that any anticipated arrangements under such term sheets will lead to definitive agreements. If we are unable to complete these arrangements in a timely manner and on terms favorable to us, our business may be adversely affected.

We have engaged in negotiations with a number of third parties and have agreed to terms regarding settlement of litigation in which the Company is involved and restructuring of certain debt. We may be unable to negotiate final terms in a timely manner, or at all, and there is no guarantee that the terms of any final, definitive, binding agreement will be the same or similar to those currently contemplated in the term sheets. Final terms may be less favorable to us than those set forth in the term sheets. Delays in negotiating final, definitive, binding agreements could slow the Company’s development, divert management’s attention from other matters, result in wasted resources, and cause the Company to consume capital significantly faster than it currently anticipates.

The effects of war, acts of terrorism, threat of terrorism, or other types of violence, could adversely affect our business.

Some of our stores are located in areas with a high amount of foot traffic. Any threat of terrorist attacks or actual terrorist events, or other types of violence, such as shootings or riots, could lead to lower consumer traffic and a decline in sales. Decreased sales could have a material adverse effect on our business, financial condition and results of operations.

If our acquired intangible assets become impaired in the future, we may incur significant impairment charges.

At least annually, or whenever events or circumstances arise indicating impairment may exist, we review goodwill for impairment as required by generally accepted accounting principles in the United States. Long-lived assets other than goodwill and indefinite-lived intangible assets, held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable.

In the future, we may need to further reduce the carrying amount of goodwill and incur additional non-cash charges to our results of operations. Such charges could have the effect of reducing goodwill with a corresponding impairment expense and may have a material effect upon our reported results. The additional expense may reduce our reported profitability or increase our reported losses in future periods and could negatively affect the value of our securities, our ability to obtain other sources of capital, and may generally have a negative effect on our future operations.

Increased attention to climate change and ESG matters may adversely impact our business.

We are subject to a variety of risks arising from Environmental, Social and Governance (“ESG”) matters. ESG matters include increasing attention to climate change, climate risk, expectations on companies to address climate change, hiring practices, the diversity of the work force, racial and social justice issues involving the Company’s personnel, customers and third parties with whom it otherwise does business, and investor and societal expectations regarding ESG matters and disclosures.

Risks arising from ESG matters may adversely affect, among other things, reputation and the market price of our stock. Further, we may be exposed to negative publicity based on the identity and activities of those we do business with and the public’s view of the approach and performance of our customers and business partners with respect to ESG matters. Any such negative publicity could arise from adverse news coverage in traditional media and could also spread through the use of social media platforms. Our relationships and reputation with our existing and prospective customers and third parties with which we do business could be damaged if we were to become the subject of any such negative publicity.

This, in turn, could have an adverse effect on our ability to attract and retain customers and employees and could have a negative impact on the market price for our stock. Investors have begun to consider the steps taken and resources allocated by financial institutions and other commercial organizations to address ESG matters when making investment and operational decisions. Certain investors are beginning to incorporate the business risks of climate change and the adequacy of companies' responses to the risks posed by climate change and other ESG matters into their investment theses. These shifts in investing priorities may result in adverse effects on the market price of our stock to the extent investors determine we have not made sufficient progress on ESG matters.

In addition, customers, employees, regulators and suppliers have also been focused on ESG matters. Companies that do not adapt to or comply with ESG expectations and standards, or that are perceived to have not responded appropriately to the growing concern regarding ESG issues, regardless of whether there is a legal requirement to do so, may suffer from reputational damage and other adverse consequences. To the extent ESG matters negatively impact our reputation, we may not be able to compete as effectively to recruit or retain employees, which may adversely affect our operations.

Further, growing public concern about climate change has resulted in the increased focus of local, state, regional, national and international regulatory bodies on greenhouse gas emissions and climate change issues. Policy changes and changes in federal, state and local legislation and regulations based on concerns about climate change, including regulations aimed at limiting greenhouse gas emissions and the implementation of "green" building codes, could result in increased capital expenditures on our existing properties (for example, to improve their energy efficiency) without a corresponding increase in revenue, resulting in adverse impacts to our results of operations.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

None.

ITEM 5. OTHER INFORMATION.

Change to Annual Meeting Date.

No 2022 Annual Meeting of Stockholders was held in 2022. The 2023 Annual Meeting of Stockholders is scheduled to be held on December 5, 2023, which is more than 30 calendar days from the corresponding date of the prior Annual Meeting.

ITEM 6. EXHIBITS.

Exhibit	Description
2.1	Agreement and Plan of Merger, dated March 2, 2021
2.2	Name Change Agreement and Plan of Merger, dated as of June 30, 2021, by and between Terra Tech Corp. and Unrivald Brands, Inc.
2.3	Membership Interest Purchase Agreement, dated as of July 1, 2021, by and among the Company and Nicholas Kovacevich and Dallas Imbimbo.
2.4	Membership Interest Purchase Agreement, dated August 15, 2021.
2.5	Membership Interest Purchase Agreement, dated as of November 17, 2021.
2.6	Membership Interest Purchase Agreement, dated November 22, 2021.
3.1	Certificate of Withdrawal of Certificate of Designation of Series A Preferred Stock
3.2	Certificate of Withdrawal of Certificate of Designation of Series B Preferred Stock
3.3	Articles of Merger, filed with the Nevada Secretary of State on July 1, 2021.
3.4	Name Change Articles of Merger, filed with the Nevada Secretary of State on July 1, 2021.
3.5	Articles of Incorporation.
3.6	Certificate of Amendment.
3.7	Certificate of Change.
3.8	Certificate of Amendment.
3.9	Second Amended and Restated Bylaws.
3.10	Certificate of Designation of Series V Preferred Stock.
3.11	Amended and Restated Certificate of Designation of Series V Preferred Stock.
3.12	Second Amended and Restated Certificate of Designation of Series V Preferred Stock.
3.13	Certificate of Designation of Series N Preferred Stock.
4.1	Form of Amendment No. 1 to 7.5% Senior Convertible Promissory Note.
4.2	Form of Amendment No. 2 to 7.5% Senior Convertible Promissory Note, dated January 11, 2021.
4.3	Form of Amendment No. 3 to 7.5% Senior Convertible Promissory Note.
4.4	Form of Common Stock Purchase Warrant
4.5	Form of 3.0% Senior Convertible Promissory Note.
4.6	Form of Common Stock Purchase Warrant (“A Warrant”).
4.7	Form of Common Stock Purchase Warrant (“B Warrant”).
4.8	Form of Straight Promissory Note (“6-Month Note”).
4.9	Form of Straight Promissory Note (“12-Month Note”).
4.10	Common Stock Purchase Warrant
4.11	Form of Senior Secured Promissory Note.
4.12	Secured Promissory Note, dated November 22, 2021.
10.1	Settlement Agreement and Release, dated April 30, 2023, by and between Unrivald Brands, Inc. and Matthew Guild and Sterling Harlan
10.2	Amended and Restated Engagement Letter, dated June 30, 2023, between Unrivald Brands, Inc. and Adnant, LLC
31.1	Certification of Sabas Carrillo, Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
31.2	Certification of Patty Chan, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
32.1	Certification of Sabas Carrillo, Chief Executive Officer, pursuant to Sections 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. **
32.2	Certification of Patty Chan, Chief Financial Officer, pursuant to Sections 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. **
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculations Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).*

* Filed herewith

** Furnished herewith

*** Certain schedules and exhibits to this agreement have been omitted pursuant to Item 601(a)(5) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the Securities and Exchange Commission upon request.

◆ Indicates a management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNRIVALED BRANDS, INC.

Date: November 14, 2023

By: /s/ Patty Chan

Patty Chan
Chief Financial Officer
(Principal Accounting Officer and
Principal Financial Officer)

**Certifications pursuant to Securities and Exchange Act of 1934
Rule 13a-14 as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002**

I, Sabas Carrillo, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of the Unrivald Brands, Inc. (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
5. The Registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

Date: November 14, 2023

By: /s/ Sabas Carrillo
Sabas Carrillo
Chief Executive Officer

**Certifications pursuant to Securities and Exchange Act of 1934
Rule 13a-14 as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002**

I, Patty Chan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Unrivald Brands, Inc. (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e) and 15d – 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
5. The Registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

Date: November 14, 2023

By: /s/ Patty Chan
Patty Chan
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Unrivaled Brands, Inc.(the “Company”) on Form 10-Q for the quarter ended September 30, 2023 (the “Form 10-Q”), I, Sabas Carrillo, Chief Executive Officer of the Company, certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge, that the Company’s Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Form 10-Q, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2023

By: /s/ Sabas Carrillo
Sabas Carrillo
Chief Executive Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Unrivald Brands, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2023 (the "Form 10-Q"), I, Patty Chan, Chief Financial Officer of the Company, certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge, that the Company's Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Form 10-Q, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2023

By: /s/ Patty Chan

Patty Chan

Chief Financial Officer