

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington D. C. 20549

**FORM 10-Q**

Quarterly report pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

For the quarterly period ended September 30, 2023

Transition report pursuant to Section 13 or 15(d) of the Exchange Act

For the transition period from \_\_\_\_\_ to \_\_\_\_\_ .

Commission File Number: 0-9376

**innovative  
food** Holdings

**INNOVATIVE FOOD HOLDINGS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Florida**

(State or Other Jurisdiction of Incorporation or Organization)

**20-1167761**

(IRS Employer I.D. No.)

**28411 Race Track Rd.**

**Bonita Springs, Florida 34135**

(Address of Principal Executive Offices)

**(239) 596-0204**

(Registrant's Telephone Number, Including Area Code)

\_\_\_\_\_  
(Former name, former address and former fiscal year, if changed since last report)

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

**Title of each class**

N/A

**Trading Symbol(s)**

N/A

**Name of each exchange on which registered**

N/A

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer”, “accelerated filer”, “smaller reporting company”, and “emerging growth company” in Rule 12b-2 of the Exchange Act.

(Check One):

Large Accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

Indicate by check mark whether the registrant is a shell company (as defined in Regulation 12b-2 of the Exchange Act): Yes  No

State the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date: 48,979,067 shares of common stock outstanding as of November 6, 2023.

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**INNOVATIVE FOOD HOLDINGS, INC.**  
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**PART I. FINANCIAL INFORMATION**

**ITEM 1 - CONSOLIDATED FINANCIAL STATEMENTS**

**Innovative Food Holdings, Inc.  
Consolidated Balance Sheets**

	<b>September 30, 2023</b>	<b>December 31, 2022</b>
	(unaudited)	
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 3,711,887	\$ 4,899,398
Accounts receivable, net	4,969,374	4,969,395
Inventory	2,986,258	3,053,852
Other current assets	339,410	289,432
<b>Total current assets</b>	<b>12,006,929</b>	<b>13,212,077</b>
Property and equipment, net	7,682,896	7,921,561
Right of use assets, operating leases, net	104,775	152,425
Right of use assets, finance leases, net	469,883	570,323
Other amortizable intangible assets, net	-	30,994
Tradenames and other unamortizable intangible assets	1,532,822	1,532,822
<b>Total assets</b>	<b>\$ 21,797,305</b>	<b>\$ 23,420,202</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable and accrued liabilities	\$ 5,228,965	\$ 6,853,253
Accrued separation costs, related parties, current portion	343,144	-
Accrued interest	91,660	18,104
Deferred revenue	1,094,322	1,558,155
Line of Credit	-	2,014,333
Stock appreciation rights liability	274,755	-
Notes payable - current portion	120,330	5,711,800
Lease liability - operating leases, current	66,860	64,987
Lease liability - finance leases, current	185,226	191,977
<b>Total current liabilities</b>	<b>7,405,262</b>	<b>16,412,609</b>
Note payable, net of discount	8,880,014	-
Accrued separation costs, related parties, non-current	874,359	-
Lease liability - operating leases, non-current	37,915	87,438
Lease liability - finance leases, non-current	197,077	333,092
<b>Total liabilities</b>	<b>17,394,627</b>	<b>16,833,139</b>
Commitments & Contingencies (see note 16)		
Stockholders' equity		
Common stock: \$0.0001 par value; 500,000,000 shares authorized; 51,622,238 and 49,427,297 shares issued, and 48,799,067 and 46,589,717 shares outstanding at September 30, 2023 and December 31, 2022, respectively	5,159	4,938
Additional paid-in capital	42,685,559	42,189,471
Common stock to be issued, 180,000 and 1,499,940 shares at September 30, 2023 and December 31, 2022, respectively	18	150
Treasury stock: 2,623,171 and 2,623,171 shares outstanding at September 30, 2023 and December 31, 2022, respectively.	(1,141,370)	(1,141,370)
Accumulated deficit	(37,146,688)	(34,466,126)
<b>Total stockholders' equity</b>	<b>4,402,678</b>	<b>6,587,063</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 21,797,305</b>	<b>\$ 23,420,202</b>

See condensed notes to these unaudited consolidated financial statements.

**Innovative Food Holdings, Inc.**  
**Consolidated Statements of Operations**  
**(unaudited)**

	<b>For the Three Months Ended September 30, 2023</b>	<b>For the Three Months Ended September 30, 2022</b>	<b>For the Nine Months Ended September 30, 2023</b>	<b>For the Nine Months Ended September 30, 2022</b>
Revenue	\$ 17,300,291	\$ 20,059,982	\$ 53,128,812	\$ 56,226,249
Cost of goods sold	12,424,105	\$ 15,546,132	39,373,204	43,537,570
Gross margin	4,876,186	4,513,850	13,755,608	12,688,679
Selling, general and administrative expenses	4,483,134	4,320,981	13,838,369	15,015,456
Separation costs - executive officers	-	-	1,945,650	-
Total operating expenses	4,483,134	4,320,981	15,784,019	15,015,456
Operating income (loss)	393,052	192,869	(2,028,411)	(2,326,777)
Other income (expense):				
Other income - interest rate swap	-	-	-	294,000
Loss on extinguishment of debt	-	-	-	(40,556)
Other leasing income	2,389	785	6,189	8,169
Interest expense, net	(260,708)	(183,908)	(642,506)	(379,253)
Total other income (expense)	(258,319)	(183,123)	(636,317)	(117,640)
Net income (loss) before taxes	134,733	9,746	(2,664,728)	(2,444,417)
Income tax expense	-	-	15,834	-
Net income (loss)	<u>\$ 134,733</u>	<u>\$ 9,746</u>	<u>\$ (2,680,562)</u>	<u>\$ (2,444,417)</u>
Net income (loss) per share - basic	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ (0.05)</u>	<u>\$ (0.05)</u>
Net income (loss) per share - diluted	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ (0.05)</u>	<u>\$ (0.05)</u>
Weighted average shares outstanding - basic	<u>49,193,476</u>	<u>47,390,976</u>	<u>48,909,277</u>	<u>46,838,377</u>
Weighted average shares outstanding - diluted	<u>49,235,998</u>	<u>47,390,976</u>	<u>48,909,277</u>	<u>46,838,377</u>

See condensed notes to these unaudited consolidated financial statements.

**Innovative Food Holdings, Inc.**  
**Consolidated Statements of Stockholders' Equity**  
**Three and Nine Months Ended September 30, 2023 and 2022**  
**(unaudited)**

	Common Stock		Common Stock to be issued		Additional Paid-in Capital	Treasury Stock		Accumulated Deficit	Total
	Amount	Value	Amount	Value		Amount	Value		
<b>Balance - June 30, 2022</b>	48,290,859	\$ 4,827	1,723,288	170	\$ 41,980,090	2,623,171	\$ (1,141,370)	\$ (35,570,287)	\$ 5,273,430
Fair value of vested stock and options	-	-	602,443	60	152,666	-	-	-	152,726
Shares issued to management and employees, previously accrued	1,136,438	114	(1,136,438)	(114)	-	-	-	-	-
Net income for the three months ended September 30, 2022	-	-	-	-	-	-	-	9,746	9,746
<b>Balance - September 30, 2022</b>	<u>49,427,297</u>	<u>\$ 4,941</u>	<u>1,189,293</u>	<u>116</u>	<u>\$ 42,132,756</u>	<u>2,623,171</u>	<u>\$ (1,141,370)</u>	<u>\$ (35,560,541)</u>	<u>\$ 5,435,902</u>
<b>Balance - June 30, 2023</b>	50,969,327	\$ 5,092	847,320	85	\$ 42,608,233	2,623,171	\$ (1,141,370)	\$ (37,281,421)	\$ 4,190,619
Fair value of shares issuable under equity incentive plan	-	-	-	-	77,326	-	-	-	77,326
Common stock issued from common stock subscribed	652,911	67	(667,320)	(67)	-	-	-	-	-
Net income for the three months ended September 30, 2023	-	-	-	-	-	-	-	134,733	134,733
<b>Balance - September 30, 2023</b>	<u>51,622,238</u>	<u>\$ 5,159</u>	<u>180,000</u>	<u>18</u>	<u>\$ 42,685,559</u>	<u>2,623,171</u>	<u>\$ (1,141,370)</u>	<u>\$ (37,146,688)</u>	<u>\$ 4,402,678</u>
<b>Balance - December 31, 2021</b>	48,114,557	\$ 4,809	764,774	\$ 76	\$ 41,662,710	2,623,171	\$ (1,141,370)	\$ (33,116,124)	\$ 7,410,101
Fair value of vested stock and stock options	-	-	1,560,957	154	460,115	-	-	-	460,269
Common stock issued for services	176,302	18	-	-	59,931	-	-	-	59,949
Offering expenses for stock previously sold for cash	-	-	-	-	(50,000)	-	-	-	(50,000)
Shares issued to management and employees, previously accrued	1,136,438	114	(1,136,438)	(114)	-	-	-	-	-
Net loss for the nine months ended September 30, 2022	-	-	-	-	-	-	-	(2,444,417)	(2,444,417)
<b>Balance - September 30, 2022</b>	<u>49,427,297</u>	<u>\$ 4,941</u>	<u>1,189,293</u>	<u>\$ 116</u>	<u>\$ 42,132,756</u>	<u>2,623,171</u>	<u>\$ (1,141,370)</u>	<u>\$ (35,560,541)</u>	<u>\$ 5,435,902</u>
<b>Balance - December 31, 2022</b>	49,427,297	\$ 4,938	1,499,940	\$ 150	\$ 42,189,471	2,623,171	\$ (1,141,370)	\$ (34,466,126)	\$ 6,587,063
Shares issued for compensation	-	-	222,380	22	50,658	-	-	-	50,680
Shares issued to management and employees, previously accrued	875,000	87	(875,000)	(87)	-	-	-	-	-
Fair value of shares under compensation plan	-	-	-	-	165,328	-	-	-	165,328
Shares issued under severance agreement	400,000	40	-	-	167,960	-	-	-	168,000
Common stock issued for services	267,030	27	-	-	112,142	-	-	-	112,169
Common stock issued from common stock subscribed	652,911	67	(667,320)	(67)	-	-	-	-	-
Net loss for the nine months ended September 30, 2023	-	-	-	-	-	-	-	(2,680,562)	(2,680,562)
<b>Balance - September 30, 2023</b>	<u>51,622,238</u>	<u>\$ 5,159</u>	<u>180,000</u>	<u>\$ 18</u>	<u>\$ 42,685,559</u>	<u>2,623,171</u>	<u>\$ (1,141,370)</u>	<u>\$ (37,146,688)</u>	<u>\$ 4,402,678</u>

See condensed notes to these unaudited consolidated financial statements.

**Innovative Food Holdings, Inc.**  
**Consolidated Statements of Cash Flows**  
**(unaudited)**

	<b>For the Nine Months Ended September 30, 2023</b>	<b>For the Nine Months Ended September 30, 2022</b>
Cash flows from operating activities:		
Net loss	\$ (2,680,562)	\$ (2,444,417)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	429,048	423,844
Amortization of right of use asset	47,650	50,821
Amortization of prepaid loan fees	-	70,618
Amortization of discount on notes payable	2,013	-
Stock based compensation	328,177	520,218
Value of stock appreciation rights	274,755	-
Loss on extinguishment of debt	-	40,556
Provision for doubtful accounts	108,694	11,493
Changes in assets and liabilities:		
Accounts receivable, net	(108,673)	(1,425,374)
Inventory and other current assets, net	17,616	150,643
Accounts payable and accrued liabilities	(1,489,017)	386,414
Accrued separation costs - related parties	1,385,503	-
Deferred revenue	(463,833)	(536,757)
Operating lease liability	(47,650)	(50,821)
Net cash used in operating activities	<u>(2,196,279)</u>	<u>(2,802,762)</u>
Cash flows from investing activities:		
Acquisition of property and equipment	(58,949)	(107,045)
Net cash used in investing activities	<u>(58,949)</u>	<u>(107,045)</u>
Cash flows from financing activities:		
Payment of offering costs for stock previously issued	-	(50,000)
Cash received from notes payable, net of costs	3,285,588	-
Principal payments on debt	(52,405)	(169,696)
Principal payments financing leases	(151,133)	(130,459)
Principal payments on line of credit	(2,014,333)	-
Cost of debt financing	-	(110,305)
Net cash provided by (used in) financing activities	<u>1,067,717</u>	<u>(460,460)</u>
Decrease in cash and cash equivalents	(1,187,511)	(3,370,267)
Cash and cash equivalents at beginning of period	4,899,398	6,122,671
Cash and cash equivalents at end of period	<u>\$ 3,711,887</u>	<u>\$ 2,752,404</u>
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	<u>\$ 572,879</u>	<u>\$ 187,090</u>
Taxes	<u>\$ -</u>	<u>\$ -</u>
Non-cash investing and financing activities:		
(Decrease) Increase in right of use assets & liabilities	<u>\$ -</u>	<u>\$ (13,216)</u>
Finance lease for fixed assets	<u>\$ -</u>	<u>\$ 42,500</u>
Debt to Fifth Third Bank paid directly by Maple Mark Bank	<u>\$ -</u>	<u>\$ 7,695,866</u>
Par value of shares issued, previously accrued	<u>\$ 66</u>	<u>\$ -</u>
Issuance of common stock for severance agreement previously accrued	<u>\$ 168,000</u>	<u>\$ -</u>

See condensed notes to these unaudited consolidated financial statements.

**INNOVATIVE FOOD HOLDINGS, INC.**  
**CONDENSED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**September 30, 2023**  
**(Unaudited)**

**1. NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation

The accompanying unaudited interim consolidated financial statements include those of Innovative Food Holdings, Inc. and all of its wholly-owned subsidiaries (collectively, the “Company”) and have been prepared in accordance with generally accepted accounting principles pursuant to Regulation S-X of the Securities and Exchange Commission and with the instructions to Form 10-Q. Certain information and footnote disclosures normally included in audited consolidated financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. Accordingly, these interim financial statements should be read in conjunction with the Company’s audited financial statements and related notes as contained in Form 10-K for the year ended December 31, 2022. In the opinion of management, the interim unaudited consolidated financial statements reflect all adjustments, including normal recurring adjustments, necessary for fair presentation of the interim periods presented. The results of the operations for the three and nine months ended September 30, 2023 are not necessarily indicative of the results of operations to be expected for the full year.

Business Activity

We provide difficult-to-find specialty foods primarily to both Professional Chefs and Home Gourmets through our relationships with producers, growers, makers and distributors of these products worldwide. The distribution of these products primarily originates from our three unified warehouses and those of our drop ship partners, and is driven by our proprietary technology platform. In addition, we provide value-added services through our team of food specialists and Chef Advisors who offer customer support, menu ideas, and preparation guidance.

Use of Estimates

The preparation of these unaudited consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate these estimates, including those related to revenue recognition and concentration of credit risk. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Accounts subject to estimate and judgements are accounts receivable reserves, inventory reserves, income taxes, intangible assets, operating and finance right of use assets and liabilities, and equity-based instruments. Actual results may differ from these estimates under different assumptions or conditions. We believe our estimates have not been materially inaccurate in past years, and our assumptions are not likely to change in the foreseeable future.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Innovative Food Holdings, Inc., and its wholly owned subsidiaries, some of which are non-operating: Artisan Specialty Foods, Inc. (“Artisan”), Food Innovations, Inc. (“FI”), Food New Media Group, Inc. (“FNM”), Organic Food Brokers, LLC (“OFB”), Gourmet Foodservice Group, Inc. (“GFG”), Gourmet Foodservice Group Warehouse, Inc. (“GFW”), Gourmets, Inc. (“Gourmets”), Haley Food Group, Inc. (“Haley”), Oasis Sales Corp. (“Oasis”), 4 The Gourmet, Inc. (d/b/a For The Gourmet, Inc.), (“Gourmet”), Innovative Food Properties, LLC (“IFP”), Plant Innovations, Inc. (“Plant Innovations”), Innovative Gourmet, LLC (“Innovative Gourmet” or “igourmet”), Food Funding, LLC (“Food Funding”), Logistics Innovations, LLC (L Innovations”), M Innovations, LLC (“M Innovations”), MI Foods, LLC (“MIF”), M Foods Innovations, LLC (“M Foods”), P Innovations, LLC (“P Innovations”), PlantBelly, LLC (“PlantBelly”), Innovative Foods, Inc. (“IFI”) and Innovative Gourmet Partnerships, LLC (“IGP”), and collectively with IVFH and its other subsidiaries, the “Company” or “IVFH”) have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. All material intercompany transactions have been eliminated upon consolidation.



### Concentrations of Credit Risk

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and trade receivables. The Company places its cash and temporary cash in investments with credit quality institutions. At times, such investments may be in excess of applicable government mandated insurance limit. At September 30, 2023 and 2022, trade receivables from the Company's largest customer amounted to 26% and 27%, respectively, of total trade receivables. During the three months ended September 30, 2023 and 2022, sales from the Company's largest customer amounted to 47% and 50% of total sales, respectively. During the nine months ended September 30, 2023 and 2022, sales from the Company's largest customer amounted to 47% and 51% of total sales, respectively.

The Company maintains cash balances in excess of Federal Deposit Insurance Corporation limits. At September 30, 2023 and December 31, 2022, the total cash in excess of these limits was \$2,018,993 and \$3,205,568, respectively.

### Leases

The Company accounts for leases in accordance with Financial Accounting Standards Board ("FASB") ASC 842, "Leases". The Company determines if an arrangement is a lease at inception. Operating lease right-of-use assets ("ROU assets") and short-term and long-term lease liabilities are included on the face of the consolidated balance sheet. Finance lease ROU assets are presented within other assets, and finance lease liabilities are presented within current and long-term liabilities.

ROU assets represent the right of use to an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the Company's leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The operating lease ROU asset also excludes lease incentives. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term. The Company has lease agreements with lease and non-lease components, which are accounted for as a single lease component. For lease agreements with terms less than 12 months, the Company has elected the short-term lease measurement and recognition exemption, and it recognizes such lease payments on a straight-line basis over the lease term.

### Revenue Recognition

The Company recognizes revenue upon product delivery. All of our products are shipped either same day or overnight or through longer shipping terms to the customer and the customer takes title to product and assumes risk and ownership of the product when it is delivered. Shipping charges to customers and sales taxes collectible from customers, if any, are included in revenues.

For revenue from product sales (i.e., specialty foodservice and e-commerce), the Company recognizes revenue in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 606 "*Revenue from Contracts with Customers*". A five-step analysis must be met as outlined in Topic 606: (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations, and (v) recognize revenue when (or as) performance obligations are satisfied. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

Revenue from brand management services are comprised of fees and/or commissions associated with client sales. Revenue from brand management services are recognized at the point in time when services are rendered to the client.

Warehouse and logistic services revenue is primarily comprised of inventory management, order fulfilment and warehousing services. Warehouse & logistics services revenues are recognized at the point in time when the services are rendered to the customer.

### Deferred Revenue

Certain customer arrangements in the Company's business such as gift cards and e-commerce subscription purchases result in deferred revenues when cash payments are received in advance of performance. Gift cards issued by the Company generally have an expiration of five years from date of purchase. The Company records a liability for unredeemed gift cards and advance payments for monthly club memberships as cash is received, and the liability is reduced when the card is redeemed or product delivered.

The following table represents the changes in deferred revenue as reported on the Company's consolidated balance sheets:

Balance as of December 31, 2021	\$	1,631,406
Cash payments received		700,582
Net sales recognized		<u>(1,081,044)</u>
Balance as of March 31, 2022 (unaudited)	\$	1,250,944
Cash payments received		99,989
Net sales recognized		<u>(128,686)</u>
Balance as of June 30, 2022 (unaudited)	\$	1,222,247
Cash payments received		385,633
Net sales recognized		<u>(513,231)</u>
Balance as of September 30, 2022 (unaudited)	\$	<u>1,094,649</u>
Balance as of December 31, 2022	\$	1,558,155
Cash payments received		215,346
Net sales recognized		<u>(534,711)</u>
Balance as of March 31, 2023 (unaudited)	\$	1,238,790
Cash payments received		361,151
Net sales recognized		<u>(515,819)</u>
Balance as of June 30, 2023 (unaudited)	\$	1,084,122
Cash payments received		997,195
Net sales recognized		<u>(986,995)</u>
Balance as of September 30, 2023 (unaudited)	\$	<u>1,094,322</u>

#### Disaggregation of Revenue

The following table represents a disaggregation of revenue for the three and nine months ended September 30, 2023 and 2022:

	<b>Three Months Ended</b>	
	<b>September 30,</b>	
	<b>2023</b>	<b>2022</b>
	(unaudited)	(unaudited)
Specialty Foodservice	\$ 14,775,073	\$ 17,630,515
E-Commerce	1,825,924	1,839,541
National Brand Management	340,577	336,766
Logistics	358,717	253,160
Total	<u>\$ 17,300,291</u>	<u>\$ 20,059,982</u>
	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2023</b>	<b>2022</b>
	(unaudited)	(unaudited)
Specialty Foodservice	\$ 44,625,285	\$ 46,072,258
E-Commerce	6,660,138	8,637,210
National Brand Management	965,660	872,732
Logistics	877,729	644,049
Total	<u>\$ 53,128,812</u>	<u>\$ 56,226,249</u>

Cost of goods sold

We have included in cost of goods sold all costs which are directly related to the generation of revenue. These costs include primarily the cost of food and raw materials, packing and handling, shipping, and delivery costs.

We have also included all payroll costs as cost of goods sold in our leasing and logistics services business.

Basic and Diluted Earnings Per Share

Basic net earnings per share is based on the weighted average number of shares outstanding during the period, while fully-diluted net earnings per share is based on the weighted average number of shares of common stock and potentially dilutive securities assumed to be outstanding during the period using the treasury stock method. Potentially dilutive securities consist of options and warrants to purchase common stock, and convertible debt. Basic and diluted net loss per share is computed based on the weighted average number of shares of common stock outstanding during the period.

The Company uses the treasury stock method to calculate the impact of outstanding stock options and warrants. Stock options and warrants for which the exercise price exceeds the average market price over the period have an anti-dilutive effect on earnings per common share and, accordingly, are excluded from the calculation.

**Dilutive shares at September 30, 2023:**Stock Options

The following table summarizes the options outstanding and the related prices for the options to purchase shares of the Company's common stock issued by the Company at September 30, 2023:

	<b>Exercise Price</b>	<b>Number of Options</b>	<b>Weighted average Remaining contractual life (years)</b>
\$	0.41	125,000	0.57
\$	0.50	125,000	0.57
\$	0.60	50,000	2.25
\$	0.62	360,000	0.25
\$	0.85	540,000	0.25
\$	1.00	50,000	2.25
\$	1.20	900,000	0.25
		<u>2,150,000</u>	<u>0.37</u>

Restricted Stock Awards

At September 30, 2023, there are 300,000 unvested restricted stock awards remaining from grants in a prior year. Those 300,000 restricted stock awards will vest as follows: 125,000 restricted stock awards will vest contingent upon the attainment of a stock price of \$2.00 per share for 20 straight trading days, and an additional 175,000 restricted stock awards will vest contingent upon the attainment of a stock price of \$3.00 per share for 20 straight trading days. The fair value of these RSUs at the date of the grants will be charged to operations upon vesting. At September 30, 2023, none of these RSU were vested. There was no charge to operations for these RSUs during the three and nine months ended September 30, 2023.

Stock-based Compensation

At September 30, 2023, there were a total of 3,538,243 shares of common stock potentially issuable to the Company's CEO pursuant to his compensation plan and contingent upon the achievement of certain performance goals; see notes 14 and 17.

**Dilutive shares at September 30, 2022:**Stock Options

The following table summarizes the options outstanding and the related prices for the options to purchase shares of the Company's common stock issued by the Company at September 30, 2022:

	<b>Exercise Price</b>	<b>Number of Options</b>	<b>Weighted Average Remaining Contractual Life (years)</b>
\$	0.41	125,000	1.57
\$	0.50	125,000	1.57
\$	0.60	50,000	3.25
\$	0.62	360,000	1.25
\$	0.85	540,000	1.25
\$	1.00	50,000	3.25
\$	1.20	1,050,000	1.15
		<u>2,300,000</u>	<u>1.33</u>

Restricted Stock Awards

At September 30, 2022, there are 300,000 unvested restricted stock awards remaining from grants in a prior year. Those 300,000 restricted stock awards will vest as follows: 125,000 restricted stock awards will vest contingent upon the attainment of a stock price of \$2.00 per share for 20 straight trading days, and an additional 175,000 restricted stock awards will vest contingent upon the attainment of a stock price of \$3.00 per share for 20 straight trading days. At September 30, 2022, none of these RSU were vested. There was no charge to operations for these RSUs during the three and nine months ended September 30, 2022.

Stock-based Compensation

At September 30, 2023, there were a total of 1,000,307 shares of common stock issuable to officers and directors pursuant to their compensation plans.

New Accounting Pronouncements

Management does not believe that any other recently issued but not yet effective accounting standards, if currently adopted, would have a material effect on the accompanying consolidated financial statements.

**2. LIQUIDITY**

The accompanying unaudited consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company had an accumulated deficit of \$37,146,688 at September 30, 2023 and negative cash flow from operations in the amount of \$2,196,279 for the nine months ended September 30, 2023. The Company's current assets exceeded its current liabilities by \$4,601,667 as of September 30, 2023. The Company has reported net income of \$134,733 for the three months ended September 30, 2023 and a net loss of \$2,680,562 for the nine months ended September 30, 2023.

The Company continues to work to manage its current liabilities while making changes to operations in order to further improve its cash flow and liquidity position. Management believes the Company achieved significant progress in improving the Company's liquidity during the three months ended September 30, 2023, as discussed below.

The Company reported a profit in the amount of \$134,733 for the three months ended September 30, 2023 compared to a profit in the amount of \$9,746 during the comparable period of the prior year. Also during the three months ended September 30, 2023, the Company paid the entire balance due on its letter of credit with MapleMark Bank in the amount of \$2,014,333. Due to the Company's improved operations performance along with its restructured balance sheet, the Company believes that any issues regarding its near-term liquidity have been resolved.

### 3. ACCOUNTS RECEIVABLE

At September 30, 2023 and December 31, 2022, accounts receivable consists of:

	<u>September 30,</u> <u>2023</u>	<u>December 31,</u> <u>2022</u>
	(unaudited)	
Accounts receivable from customers	\$ 5,051,214	\$ 5,309,620
Allowance for doubtful accounts	(81,840)	(340,225)
Accounts receivable, net	<u>\$ 4,969,374</u>	<u>\$ 4,969,395</u>

During the nine months ended September 30, 2023, the Company wrote-off accounts receivable in the amount of \$335,693 against our allowance for doubtful accounts. As these accounts had all been 100% recorded in the allowance for doubtful accounts, there was no charge to operations.

During the three and nine months ended September 30, 2023, the Company charged the amount of \$57,789 and \$108,694 to provision for doubtful accounts, respectively. During the three and nine months ended September 30, 2022, the Company charged the amount of \$0 and \$11,493 to provision for doubtful accounts, respectively.

### 4. INVENTORY

Inventory consists primarily of specialty food products. At September 30, 2023 and December 31, 2022, inventory consisted of the following:

	<u>September 30,</u> <u>2023</u>	<u>December 31,</u> <u>2022</u>
	(unaudited)	
Finished goods inventory	\$ 2,986,258	\$ 3,053,852
Allowance for slow moving & obsolete inventory	-	-
Finished goods inventory, net	<u>\$ 2,986,258</u>	<u>\$ 3,053,852</u>

### 5. PROPERTY AND EQUIPMENT

A summary of property and equipment at September 30, 2023 and December 31, 2022 is as follows:

	<u>September 30,</u> <u>2023</u>	<u>December 31,</u> <u>2022</u>
	(unaudited)	
Land	\$ 1,256,895	\$ 1,256,895
Building	7,191,451	7,191,451
Computer and Office Equipment	626,349	609,018
Warehouse Equipment	420,573	378,957
Furniture and Fixtures	1,021,481	1,021,481
Vehicles	109,441	109,441
Total before accumulated depreciation	10,626,190	10,567,243
Less: accumulated depreciation	(2,943,294)	(2,645,682)
Total	<u>\$ 7,682,896</u>	<u>\$ 7,921,561</u>

Depreciation expense for property and equipment amounted to \$98,367 and \$96,650 for the three months ended September 30, 2023 and 2022, respectively, and \$297,614 and \$285,215 for the nine months ended September 30, 2023 and 2022, respectively. Depreciation expense for property and equipment is recorded in selling, general & administrating expenses on the Company's statement of operations.

**6. RIGHT OF USE (“ROU”) ASSETS AND LEASE LIABILITIES – OPERATING LEASES**

The Company has operating leases for offices, warehouses, vehicles, and office equipment. The Company’s leases have remaining lease terms of 1 year to 3 years, some of which include options to extend.

The Company’s lease expense for the three months ended September 30, 2023 and 2022 was entirely comprised of operating leases and amounted to \$17,746 and \$18,213, respectively. The Company’s lease expense for the nine months ended September 30, 2023 and 2022 was entirely comprised of operating leases and amounted to \$54,282 and \$60,186, respectively.

The Company’s ROU asset amortization for the three months ended September 30, 2023 and 2022 was \$15,536 and \$15,659, respectively. The Company’s ROU asset amortization for the nine months ended September 30, 2023 and 2022 was \$47,650 and \$50,821, respectively. The difference between the lease expense and the associated ROU asset amortization consists of interest.

Right of use assets – operating leases are summarized below:

	<b>September 30, 2023</b>	<b>December 31, 2022</b>
	(unaudited)	
Warehouse equipment	\$ 25,205	\$ 36,170
Office	72,150	106,601
Office equipment	7,420	9,654
Right of use assets, net	<u>\$ 104,775</u>	<u>\$ 152,425</u>

Operating lease liabilities are summarized below:

	<b>September 30, 2023</b>	<b>December 31, 2022</b>
	(unaudited)	
Warehouse equipment	\$ 25,205	\$ 36,170
Office	72,150	106,601
Office equipment	7,420	9,654
Lease liability	\$ 104,775	\$ 152,425
Less: current portion	(66,860)	(64,987)
Lease liability, non-current	<u>\$ 37,915</u>	<u>\$ 87,438</u>

Maturity analysis under these lease agreements are as follows:

For the period ended September 30, 2024	\$ 71,902
For the period ended September 30, 2025	37,936
For the period ended September 30, 2026	890
Total	\$ 110,728
Less: Present value discount	(5,953)
Lease liability	<u>\$ 104,775</u>

During the year ended December 31, 2022, the Company recorded the removal of a right of use asset and lease liability in the amount of \$13,216 due to damage to the asset.

**7. RIGHT OF USE ASSETS – FINANCING LEASES**

The Company has financing leases for vehicles and warehouse equipment. Right of use asset – financing leases are summarized below:

	<b>September 30, 2023</b>	<b>December 31, 2022</b>
	(unaudited)	
Vehicles	\$ 404,858	\$ 404,858
Warehouse Equipment	555,416	555,416
Total before accumulated depreciation	960,274	960,274
Less: accumulated depreciation	(490,391)	(389,951)
Total	<u>\$ 469,883</u>	<u>\$ 570,323</u>

Depreciation expense related to right of use assets for the three months ended September 30, 2023 and 2022 was \$33,480 and \$37,128, respectively. Depreciation expense related to right of use assets for the nine months ended September 30, 2023 and 2022 was \$100,440 and \$107,736, respectively.

During the nine months ended September 30, 2023 and 2022, the Company recorded right of use assets and lease liabilities in the amount of \$0 and \$42,500, respectively, due to the execution of new financing lease agreements.

Financing lease liabilities are summarized below:

	<b>September 30, 2023</b>	<b>December 31, 2022</b>
	(unaudited)	
Financing lease obligation under a lease agreement for a forklift dated July 12, 2021 in the original amount of \$16,070 payable in thirty-six monthly installments of \$489 including interest at the rate of 6.01%. During the three months ended September 30, 2023, the Company made principal and interest payments on this lease obligation in the amounts of \$1,371 and \$99, respectively. During the nine months ended September 30, 2023, the Company made principal and interest payments on this lease obligation in the amounts of \$2,718 and \$218, respectively.	\$ 4,293	\$ 8,396
Financing lease obligation under a lease agreement for a pallet truck dated July 15, 2021 in the original amount of \$5,816 payable in thirty-six monthly installments of \$177 including interest at the rate of 6.01%. During the three months ended September 30, 2023, the Company made principal and interest payments on this lease obligation in the amounts of \$493 and \$36, respectively. During the nine months ended September 30, 2023, the Company made principal and interest payments on this lease obligation in the amounts of \$983 and \$79, respectively.	\$ 1,554	\$ 3,040
Financing lease obligation under a lease agreement for warehouse furniture and equipment truck dated October 14, 2020 in the original amount of \$514,173 payable in sixty monthly installments of \$9,942 including interest at the rate of 6.01%. During the three months ended September 30, 2023, the Company made principal and interest payments on this lease obligation in the amount of \$25,804 and \$4,020, respectively. During the nine months ended September 30, 2023, the Company made principal and interest payments on this lease obligation in the amount of \$51,227 and \$8,424, respectively.	\$ 224,301	\$ 301,726

	September 30, 2023 (unaudited)	December 31, 2022
Financing lease obligation under a lease agreement for a truck dated March 31, 2020 in the original amount of \$152,548 payable in eighty-four monthly installments of \$2,188 including interest at the rate of 5.44%. During the three months ended September 30, 2023, the Company made principal and interest payments on this lease obligation in the amounts of \$5,329 and \$1,234, respectively. During the nine months ended September 30, 2023, the Company made principal and interest payments on this lease obligation in the amounts of \$10,587 and \$2,540, respectively.	\$ 81,695	\$ 97,685
Financing lease obligation under a lease agreement for a truck dated November 5, 2018 in the original amount of \$128,587 payable in seventy monthly installments of \$2,326 including interest at the rate of 8.33%. During the three months ended September 30, 2023, the Company made principal and interest payments on this lease obligation in the amounts of \$6,246 and \$859, respectively. During the nine months ended September 30, 2023, the Company made principal and interest payments on this lease obligation in the amounts of \$12,364 and \$1,718, respectively.	\$ 24,546	\$ -
Financing lease obligation under a lease agreement for a truck dated August 23, 2019 in the original amount of \$80,413 payable in eighty-four monthly installments of \$1,148 including interest at the rate of 5.0%. During the three months ended September 30, 2023, the Company made principal and interest payments on this lease obligation in the amounts of \$2,928 and \$552, respectively. During the nine months ended September 30, 2023, the Company made principal and interest payments on this lease obligation in the amounts of \$5,820 and \$1,104, respectively.	\$ 36,324	\$ 43,287
Financing lease obligation under a lease agreement for a truck dated February 4, 2022 in the original amount of \$42,500 payable in twenty-four monthly installments of \$1,963 including interest at the rate of 10.1%. During the three months ended September 30, 2023, the Company made principal and interest payments on this lease obligation in the amounts of \$5,416 and \$474, respectively. During the nine months ended September 30, 2023, the Company made principal and interest payments on this lease obligation in the amounts of \$10,697 and \$1,083, respectively.	\$ 9,590	\$ 25,826
<b>Total</b>	<b>\$ 382,303</b>	<b>\$ 525,069</b>
Current portion	\$ 185,226	\$ 191,977
Long-term maturities	197,077	333,092
<b>Total</b>	<b>\$ 382,303</b>	<b>\$ 525,069</b>

There was a total of \$18,104 and \$0 accrued interest on financing leases at September 30, 2023 and December 31, 2022, respectively.

Aggregate maturities of lease liabilities:

For the twelve months ended September 30,

2024	\$ 183,376
2025	151,982
2026	36,150
2027	10,795
<b>Total</b>	<b>\$ 382,303</b>



## 8. INTANGIBLE ASSETS

The Company acquired certain intangible assets pursuant to the acquisitions of Artisan, Oasis, igourmet, OFB, Haley, and Mouth. These assets include non-compete agreements, customer relationships, trade names, internally developed technology, and goodwill. The Company has also capitalized the development of its website.

### Other Amortizable Intangible Assets

Other amortizable intangible assets consist of \$1,055,400 of trade names held by igourmet, \$260,422 of trade names held by Mouth, and \$217,000 of trade names held by Artisan. The Company followed the guidance of ASC 360 “Property, Plant, and Equipment” (“ASC 360”) in assessing these assets for impairment. ASC 360 states that impairment testing should be completed whenever events or changes in circumstances indicate the asset’s carrying value may not be recoverable. In management’s judgment there are no indications that the carrying value of these trade names may not be recoverable, and it determined that impairment testing was not required.

The Company acquired certain intangible assets pursuant to the acquisitions through Artisan, Oasis, Innovative Gourmet, OFB, Haley, and M Innovations. The following is the net book value of these assets:

	<b>September 30, 2023</b> <b>(unaudited)</b>		
	<b>Gross</b>	<b>Accumulated Amortization</b>	<b>Net</b>
Non-Compete Agreement - amortizable	\$ 505,900	\$ (505,900)	\$ -
Customer Relationships - amortizable	3,068,034	(3,068,034)	-
Trade Names and other	1,532,822	-	1,532,822
Internally Developed Technology - amortizable	875,643	(875,643)	-
Website - amortizable	84,000	(84,000)	-
<b>Total</b>	<b>\$ 6,066,399</b>	<b>\$ (4,533,567)</b>	<b>\$ 1,532,822</b>

  

	<b>December 31, 2022</b>		
	<b>Cost</b>	<b>Accumulated Amortization</b>	<b>Net</b>
Trade Name	1,532,822	-	1,532,822
Internally Developed Technology	875,643	(875,643)	-
Website	84,000	(53,006)	30,994
<b>Total</b>	<b>\$ 2,492,465</b>	<b>\$ (928,649)</b>	<b>\$ 1,563,816</b>

Total amortization expense for the three months ended September 30, 2023 and 2022 was \$10,332 and \$10,231, respectively. Total amortization expense for the nine months ended September 30, 2023 and 2022 was \$30,994 and \$30,993, respectively.

## 9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities at September 30, 2023 and December 31, 2022 are as follows:

	<b>September 30,</b> <b>2023</b>	<b>December 31,</b> <b>2022</b>
	(unaudited)	
Trade payables and accrued liabilities	\$ 5,021,343	\$ 6,599,903
Accrued payroll and commissions	207,622	253,350
<b>Total</b>	<b>\$ 5,228,965</b>	<b>\$ 6,853,253</b>

## 10. ACCRUED SEPARATION COSTS – RELATED PARTIES

On February 3, 2023, the Company entered into a Severance Note, an Agreement and General Release, and a Side Letter thereto with Sam Klepfish (the “SK Agreements”), its prior CEO and a current board member. The SK Agreements provide, among other things, for Mr. Klepfish’s resignation from all positions with the Company and its subsidiaries on February 28, 2023, except that Mr. Klepfish will remain a director and member of the board of the Company, confidentiality and non-disparagement conditions, nomination of Mr. Klepfish for future election to the board of directors at least through the 2024 general meeting of shareholders based on certain minimum stock ownership and Board Observer rights when Mr. Klepfish is no longer a director but maintains certain minimum agreed upon stock ownership. The payment terms are \$250,000 upon effectiveness and an additional \$1,000,000 payable in weekly payments of \$6,410.26 from March 8, 2023 through March 6, 2026. The \$250,000 was paid into an escrow account with the requirement that they are released to Mr. Klepfish on his separation date. The \$1,000,000 portion is in the form of an unsecured, non-interest bearing note payable to Mr. Klepfish. The SK Agreements also call for the delivery of 400,000 shares of the Company’s common stock valued at \$168,000 based upon the closing price of the Company’s common stock on Mr. Klepfish’s separation date of February 28, 2023 (see note 14); in addition, for delivery on June 1, 2027 of additional shares of the Company’s common stock equal to the greater of (i) the number of shares with an aggregate fair market value of \$400,000 on such date, or (ii) 266,666 shares. The Company also agreed to pay a total of \$1,199 of Cobra insurance costs on behalf of Mr. Klepfish over eighteen months. The total amount accrued in connection with the SK Agreements was \$1,819,199.

On February 28, 2023, the Company entered into a separation agreement (the “Wiernasz Separation Agreement”) with Justin Wiernasz, a director and previous Director of Strategic Acquisitions. Pursuant to the Wiernasz Separation Agreement, the Company agreed to a payment of \$100,000 in cash as follows: \$33,333 upon execution of the agreement, \$33,333 on March 15, 2023, and \$33,334 on April 15, 2023. The Company also agreed to make the Cobra insurance payments on behalf of Mr. Wiernasz in the amount of \$2,548 per month for twelve months with a maximum of \$26,451. The total amount accrued in connection with the Wiernasz Separation Agreement was \$126,451.

During the three months ended September 30, 2023, the Company made the following payments in connection with the SK Agreements: The Company paid cash in the amount of \$83,333 to Mr. Klepfish, and made Cobra payments on behalf of Mr. Klepfish in the amount of \$200. The Company also issued 400,000 shares of common stock with a fair value of \$168,000.

During the three months ended September 30, 2023, the Company made the following payments in connection with separation agreements with Justin Weirnasz, its prior Director of Strategic Acquisitions and board member: The Company paid cash in the amount of \$33,334 to Mr. Weirnasz and made Cobra payments on behalf of Mr. Weirnasz in the amount of \$7,645.

The following table represents the amounts accrued, paid, and outstanding on these agreements as of September 30, 2023:

	<u>Total</u>	<u>Paid / Issued</u>	<u>Balance</u>	<u>Current</u>	<u>Non-current</u>
Mr. Klepfish:					
Cash - through March 6, 2026	\$ 1,000,000	\$ (192,308)	\$ 807,692	\$ 333,332	\$ 474,359
Cash - upon agreement execution	250,000	(250,000)	-	-	-
Stock - June 1, 2027	400,000	-	400,000	-	400,000
Stock - Issued in April 2023	168,000	(168,000)	-	-	-
Cobra - over eighteen months	1,199	-	1,199	1,199	-
<b>Total – Mr. Klepfish</b>	<u>\$ 1,819,199</u>	<u>\$ (610,308)</u>	<u>\$ 1,208,891</u>	<u>\$ 334,531</u>	<u>\$ 874,359</u>
Mr. Wiernasz:					
Cash - three equal payments	\$ 100,000	\$ (100,000)	\$ -	\$ -	\$ -
Cobra - over eighteen months	26,451	(17,838)	8,613	8,613	-
<b>Total - Mr. Wiernasz</b>	<u>\$ 126,451</u>	<u>\$ (117,838)</u>	<u>\$ 8,613</u>	<u>\$ 8,613</u>	<u>\$ -</u>
<b>Total Company</b>	<u>\$ 1,945,650</u>	<u>\$ (728,546)</u>	<u>\$ 1,217,104</u>	<u>\$ 343,144</u>	<u>\$ 874,359</u>

## 11. STOCK APPRECIATION RIGHTS LIABILITY

Effective May 15, 2023, the Company issued 1,500,000 stock appreciation rights (the “Smallwood SARs”) to Brady Smallwood, its Chief Operating Officer. See note 14. The Smallwood SARs were valued utilizing the Black-Scholes valuation model, and had an aggregate fair value of \$9,794 upon issuance; this amount was charged to operations and credited to stock appreciation rights liability. The Smallwood SARs are revalued each quarter, and any gain or loss in the fair value is charged to non-cash compensation expense. At September 30, 2023, the Smallwood SARs had a fair value of \$274,755; the increase in fair value in the amount \$264,961 was charged to non-cash compensation during the nine months ended September 30, 2023.

## 12. REVOLVING CREDIT FACILITIES

	<u>September 30,</u> <u>2023</u>	<u>December 31,</u> <u>2022</u>
	(unaudited)	
On June 6, 2022, the Company entered into a revolving credit facility (the “MapleMark Revolver”) with MapleMark Bank (“MapleMark”) in the initial amount of \$2,014,333. The borrowing base amount is based upon 80% of eligible accounts receivables and 60% of eligible inventory. This amount was paid by MapleMark directly to Fifth Third Bank in satisfaction of the Fifth Third Bank Line of Credit. Any amounts borrowed under the MapleMark Revolver will bear interest at the greater of (a) the Base Rate (the rate of interest per annum quoted in the “Money Rates” section of The Wall Street Journal from time to time and designated as the “Prime Rate”) plus 0.25% per annum and (b) 3.50% per annum. At September 30, 2023, the interest rate was 8.50%. The MapleMark Revolver originally was due to mature on May 27, 2023. The Company applied for a USDA Guarantee and on June 9, 2023, this guarantee was approved. At this time, the Revolver was expanded to \$3,000,000 and its term extended to May 27, 2024. The MapleMark Revolver contains certain negative covenants. During the three and nine months ended September 30, 2023, the Company paid interest in the amount of \$29,991 and \$115,429, respectively, on the MapleMark Revolver. During the three months ended September 30, 2023, the Company made a principal payment in the amount of \$2,014,333 on the MapleMark Revolver. At September 30, 2023, this loan has been fully satisfied. The amount of \$2,014,333 is available to the Company under the MapleMark Revolver at September 30, 2023.	-	2,014,333
Total	<u>\$ -</u>	<u>\$ 2,014,333</u>

**13. NOTES PAYABLE**

September 30, 2023	December 31, 2022
(unaudited)	

On June 6, 2022, the Company entered into a term loan agreement with MapleMark (the “MapleMark Term Loan 1”) for the original amount of \$5,324,733. This amount was paid by MapleMark directly to Fifth Third Bank in satisfaction of the outstanding principal and interest due under existing loans with Fifth Third Bank.

Amounts outstanding under the Term Loans accrued interest at the rate equal to the lesser of (a) the Maximum Lawful Rate, or (b) the greater of (i) WSJP (the “Prime Rate” as published by The Wall Street Journal) plus 1.25% per annum or (ii) 4.50% per annum.

At December 31, 2022, the interest rate was 8.75%. The MapleMark loan was originally due to mature on May 27, 2023, and in the event United States Department of Agriculture issues a guarantee of repayment of the MapleMark loan in favor of the Company pursuant to its Business and Industry Loan Guarantee Program (the “USDA Guarantee”), at the Company’s option, the amount of the MapleMark loan can be expanded to \$7,420,000. Upon approval of the USDA Loan Guarantee on June 9, 2023, the Company refinanced its term loans with MapleMark Bank. On June 14, 2023, the Company paid the principal and interest due on the MapleMark Term Loan 1 in the amount of \$5,324,733 and \$61,715, respectively, with proceeds of the MapleMark Term Loan 3 (see below).

The Maple Mark Term Loan 1 contains negative covenants that, subject to certain exceptions, limits the ability of the Company and its subsidiaries to, among other things, incur additional indebtedness, make restricted payments, pledge their assets as security, make investments, loans, advances, guarantees and acquisitions, undergo fundamental changes and enter into transactions with affiliates. The Term Loan Agreements also provides that the Company and its subsidiaries on a consolidated basis, meet a Fixed Charge Coverage Ratio as described in detail in the Loan Agreements. The Term Loan Agreements contain events of default that are customary for a facility of this nature, including (subject in certain cases to grace periods and thresholds) nonpayment of principal, nonpayment of interest, fees or other amounts, material inaccuracy of representations and warranties, violation of covenants, cross-default to certain other existing indebtedness, bankruptcy or insolvency events, and certain judgment defaults as specified in the Term Loan Agreements. If an event of default occurs, the maturity of the amounts owed under the Term Loan Agreements may be accelerated. The obligations under the Term Loan Agreements are guaranteed by the Company and IFP and are secured by mortgages on their real estate located in Florida, Illinois, and Pennsylvania and substantially all of their assets, in each case, subject to certain exceptions and permitted liens.

The Company recorded a discount to this loan in the amount of \$57,106 in connection with financing costs which was amortized to interest expense during the year ended December 31, 2022. During the three months and nine months ended September 30, 2023, the Company accrued interest in the amount of \$0 and \$221,176, respectively, on the MapleMark Term Loan 1. At September 30, 2023, this loan has been fully satisfied.

	\$	-	\$	5,324,733
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On June 13, 2023, the Company entered into a term loan with MapleMark Bank (the “MapleMark Term Loan 3”) in the amount of \$9,057,840. Principal and interest due on the MapleMark Term Loan 1 in the amounts of \$5,324,733 and \$61,715, respectively, were paid with proceeds of the MapleMark Term Loan 3. The MapleMark Term Loan 3 is payable in monthly installments of \$80,025 commencing July 1, 2023 and continuing through June 13, 2048.

Amounts outstanding under the Maple Mark Term Loan 3 will bear interest at the rate equal to the lesser of (a) the Maximum Lawful Rate, or (b) the greater of (i) WSJP (the “Prime Rate” as published by The Wall Street Journal) plus 1.25% per annum or (ii) 4.50% per annum. At September 30, 2023, the interest rate was 9.50%. The MapleMark Term Loan 3 matures on June 13, 2048.

The MapleMark Term Loan 3 contains negative covenants that, subject to certain exceptions, limits the ability of the Company and its subsidiaries to, among other things, incur additional indebtedness, make restricted payments, pledge their assets as security, make investments, loans, advances, guarantees and acquisitions, undergo fundamental changes and enter into transactions with affiliates. The Term Loan Agreements also provides that the Company and its subsidiaries on a consolidated basis, meet a Fixed Charge Coverage Ratio as described in detail in the Loan Agreements. The Term Loan Agreements contain events of default that are customary for a facility of this nature, including (subject in certain cases to grace periods and thresholds) nonpayment of principal, nonpayment of interest, fees or other amounts, material inaccuracy of representations and warranties, violation of covenants, cross-default to certain other existing indebtedness, bankruptcy or insolvency events, and certain judgment defaults as specified in the Term Loan Agreements. If an event of default occurs, the maturity of the amounts owed under the Term Loan Agreements may be accelerated. The obligations under the Term Loan Agreements are guaranteed by the Company and IFP and are secured by mortgages on their real estate located in Florida, Illinois, and Pennsylvania and substantially all of their assets, in each case, subject to certain exceptions and permitted liens.

The Company created a discount on the MapleMark Term Loan 3 for costs in the amount of \$385,803 which will be amortized over the life of the loan. During the three months and nine months ended September 30, 2023, the Company amortized \$1,284 and \$2,013, respectively, of these costs to interest expense. During the three months and nine months ended September 30, 2023, the Company made principal payments in the amount of \$49,510 on this loan. During the three and nine months ended September 30, 2023, the Company accrued interest in the amount of \$190,564 and \$261,880, respectively, on the MapleMark term Loan 3.

\$	9,008,330	\$	-
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	September 30, 2023 (unaudited)	December 31, 2022
On June 6, 2022, the Company entered into a term loan agreement with MapleMark (the “MapleMark Term Loan 2”) for the original amount of \$356,800. This amount was paid by MapleMark directly to Fifth Third Bank in satisfaction of the outstanding principal and interest due under existing loans with Fifth Third Bank. The MapleMark Term Loan 2 originally matured on May 27, 2023. On June 9, 2023, the USDA approved the Guarantee of MapleMark Term Loan 1 which allowed the Company to extend the term of the MapleMark Term Loan 2 from May 27, 2023 to May 27, 2033 with monthly payments in the amount of approximately \$2,311 commencing July 1, 2023 and continuing through June 1, 2033. On July 1, 2033, a final payment in the amount of approximately \$303,536 will be due on the MapleMark Term Loan 2.		
The MapleMark Term Loan 2 contains negative covenants that, subject to certain exceptions, limits the ability of the Company and its subsidiaries to, among other things, incur additional indebtedness, make restricted payments, pledge their assets as security, make investments, loans, advances, guarantees and acquisitions, undergo fundamental changes and enter into transactions with affiliates. The Term Loan Agreements also provides that the Company and its subsidiaries on a consolidated basis, meet a Fixed Charge Coverage Ratio as described in detail in the Loan Agreements. The Term Loan Agreements contain events of default that are customary for a facility of this nature, including (subject in certain cases to grace periods and thresholds) nonpayment of principal, nonpayment of interest, fees or other amounts, material inaccuracy of representations and warranties, violation of covenants, cross-default to certain other existing indebtedness, bankruptcy or insolvency events, and certain judgment defaults as specified in the Term Loan Agreements. If an event of default occurs, the maturity of the amounts owed under the Term Loan Agreements may be accelerated. The obligations under the Term Loan Agreements are guaranteed by the Company and IFP and are secured by mortgages on their real estate located in Florida, Illinois, and Pennsylvania and substantially all of their assets, in each case, subject to certain exceptions and permitted liens.		
The Company recorded a discount to this loan in the amount of \$23,367 in connection with financing costs which was amortized to interest expense during the year ended December 31, 2022. During the three and nine months ended September 30, 2023, the Company made principal payments in the amount of \$2,895 on this loan. During the three and nine months ended September 30, 2023, the Company accrued interest in the amount of \$6,010 and \$21,140, respectively, on this loan.	\$ 353,905	\$ 356,800
A note payable in the amount of \$20,000. The Note was due in January 2006 and the Company is currently accruing interest on this note at 1.9%. During the three and nine months ended September 30, 2023, the Company accrued interest in the amount of \$94 and \$282, respectively, on this note. At September 30, 2023, accrued interest on this note was \$18,386.	\$ 20,000	\$ 20,000
Vehicle acquisition loan dated December 6, 2018 in the original amount of \$51,088, payable in sixty monthly installments of \$955 including interest at the rate of 4.61% maturing November 5, 2023. During the three months ended September 30, 2023, the Company made principal and interest payments in the amount of \$1,899 and \$44, respectively, on this loan. During the nine months ended September 30, 2023, the Company made principal and interest payments in the amount of \$8,368 and \$228, respectively, on this loan.	\$ 1,899	\$ 10,267
<b>Total</b>	<b>\$ 9,384,134</b>	<b>\$ 5,711,800</b>
Discount	(383,790)	-
<b>Net of discount</b>	<b>\$ 9,000,344</b>	<b>\$ 5,711,800</b>
Current portion	\$ 139,131	\$ 5,711,800
Long-term maturities	8,861,213	-
<b>Total</b>	<b>\$ 9,000,344</b>	<b>\$ 5,711,800</b>

There was a total of \$61,316 and \$18,104 accrued interest on notes payable at September 30, 2023 and December 31, 2022, respectively.

Aggregate maturities of notes payable as of September 30, 2023 are as follows:

For the period ended September 30,

2024	\$	120,330
2025		109,597
2026		120,708
2027		132,951
2028		146,313
Thereafter		8,754,235
Total	\$	<u>9,384,134</u>

## 14. EQUITY

### Common Stock

At September 30, 2023 and December 31, 2022, a total of 2,823,171 shares are deemed issued but not outstanding by the Company.

For the nine months ended September 30, 2023:

### Common Stock Issued from Common Stock To Be Issued

During the three months ended September 30, 2023, the Company issued a total of 667,320 shares of common stock previously classified as common stock to be issued as follows: 178,626 shares were issued to the Company's previous CEO; 14,754 shares were issued the Company's previous Director of Strategic Acquisitions; an aggregate of 473,620 shares were issued to two board members; and 320 shares were issued to a previous employee. The issuance of these shares did not increase the total number of shares outstanding.

### Shares issued to employees

On February 28, 2023, the Company issued 267,030 shares with a value of \$112,169 to three employees as compensation.

### Shares issued to previous Chief Executive officer

The Company incurred obligations to issue the following shares of common stock pursuant to employment agreements: an aggregate total of 400,007 shares of common stock with a market value of \$93,600 were accrued for issuance to its previous Chief Executive Officer; of this amount, 207,839 with a market value of \$52,919 were withheld for the payment of income taxes, and the net number of shares issuable to the previous Chief Executive Officer was 192,168 with a market value of \$45,680. The Company also issued 400,000 shares of common stock to the previous Chief Executive Officer pursuant to the SK Agreements. See note 10.

### Shares accrued to be issued to board members

During the three and nine months ended September 30, 2023, a total of 0 and 30,212 shares of common stock, respectively, with a market value of \$0 and \$10,000, respectively, were accrued for issuance to two board members.

### Share based executive compensation plans

During the three and nine months ended September 30, 2023, the amounts of \$58,283 and \$136,764 respectively were expensed for the share-based plan for the Chief Executive Officer, and the amounts of \$19,043 and \$28,564 were expensed, respectively, for the share based plan for the Chief Operating Officer. (see below). These restricted stock grants are being amortized over their term of from 31.5 to 34 months.

Stock Appreciation Rights

Effective May 15, 2023, the Company issued 1,500,000 stock appreciation rights (the “Smallwood SARs”) to Brady Smallwood, its Chief Operating Officer. The Smallwood SARs vest upon issuance, and expire on December 31, 2026; 750,000 of the Smallwood SARs are priced at \$1.50 per share, and 750,000 are priced at \$2.00 per share. It is the Company’s intention to settle the Smallwood SARs in cash. The Smallwood SARs were valued utilizing the Black-Scholes valuation model, and had an aggregate fair value of \$9,794 upon issuance; this amount was charged to operations and credited to stock appreciation rights liability. The Smallwood SARs are revalued each quarter, and any gain or loss in the fair value is charged to non-cash compensation expense. At September 30, 2023, the Smallwood SARs had a fair value of \$274,755; the increase in fair value in the amount \$264,961 was charged to non-cash compensation during the nine months ended September 30, 2023.

The following variables were utilized in valuing the Smallwood SARs:

Volatility		45.0-95.5%
Dividends	\$	0
Risk-free interest rates		3.67-5.03%
Expected term (years)		1.63-1.82

As of September 30, 2023, total common stock issued and outstanding was 51,622,238 and 48,799,067, respectively. The Company also had 180,000 shares issuable to directors and consultants.

Chief Executive Officer share-based incentive plan

On February 3, 2023, the Company entered into an employment agreement with Bill Bennett to become the Company’s CEO. See note 15. Pursuant to this agreement, Mr. Bennett was provided with an incentive compensation plan (the “CEO Stock Plan”) whereby Mr. Bennett would be granted shares of the Company’s common stock upon the common stock meeting certain price points at various 60-day volume weighted prices, as described below:

Stock Price Target	Number of Shares Granted - Lower of:		
	Number of Shares Issued and Outstanding on Grant Date Multiplied by:		Maximum Number of Shares
\$ 0.60	2.00%		943,531
\$ 0.80	1.50%		707,649
\$ 1.00	1.00%		471,766
\$ 1.20	0.75%		353,824
\$ 1.40	0.75%		353,824
\$ 1.60	0.50%		235,883
\$ 1.80	0.50%		235,883
\$ 2.00	0.50%		235,883

The Company relied upon the guidance of Statement of Financial Account Standards No. 718 Compensation – Stock Compensation (“ASC 718”) in accounting for the CEO Stock Plan. A Monte Carlo market-based performance stock awards model was used in valuing the plan, with the following assumptions:

- The stock price for each trading day would fluctuate with an estimated projected volatility using a normal distribution. The stock price of the underlying instrument is modeled such that it follows a geometric Brownian motion with constant drift and volatility.
- The Company would award the stock upon triggering the thresholds.
- Annual attrition or forfeiture rates (i.e., pre-vesting forfeiture assumption) are assumed to be zero given the Holder’s position with the Company.
- No Projected capital events were included in the adjustments to the shares issued and outstanding in the projected simulations.
- Awards/Payouts were discounted at the risk-free rate.



The plan was valued as of February 3, 2023. The following variables were utilized:

Volatility		113.7%
Dividends	\$	0
Risk-free interest rates		4.29%
Expected term (years)		2.91

The value of the plan was determined to be \$660,541. This amount will be recorded as a charge to additional paid-in capital on a straight-line basis over 34 months. During the three months and nine ended September 30, 2023, the amounts of \$58,283 and \$136,764, respectively, were charged to operations pursuant to the CEO Stock Plan.

#### Chief Operating Officer share-based incentive plan

On April 14, 2023, the Company entered into an employment agreement with Brady Smallwood to become the Company's COO effective May 15, 2023. See note 15. Pursuant to this agreement, Mr. Smallwood was provided with an incentive compensation plan (the "COO Stock Plan") whereby Mr. Smallwood would be granted shares of the Company's common stock upon the common stock meeting certain price points at various 60-day volume weighted prices, as described below:

Stock Price Target	Number of Shares Granted - Lower of:	
	Number of Shares Issued and Outstanding on Grant Date Multiplied by:	Maximum Number of Shares
\$ 0.87	0.40%	196,627
\$ 1.16	0.30%	147,470
\$ 1.45	0.20%	98,313
\$ 1.74	0.15%	73,735
\$ 2.03	0.15%	73,735
\$ 2.32	0.10%	49,157
\$ 2.61	0.10%	49,157
\$ 2.90	0.10%	49,157

The Company relied upon the guidance of Statement of Financial Account Standards No. 718 Compensation – Stock Compensation ("ASC 718") in accounting for the CEO Stock Plan. A Monte Carlo market-based performance stock awards model was used in valuing the plan, with the following assumptions:

- The stock price for each trading day would fluctuate with an estimated projected volatility using a normal distribution. The stock price of the underlying instrument is modeled such that it follows a geometric Brownian motion with constant drift and volatility.
- The Company would award the stock upon triggering the thresholds.
- Annual attrition or forfeiture rates (i.e., pre-vesting forfeiture assumption) are assumed to be zero given the Holder's position with the Company.
- No Projected capital events were included in the adjustments to the shares issued and outstanding in the projected simulations.
- Awards/Payouts were discounted at the risk-free rate.

The plan was valued as of May 15, 2023. The following variables were utilized:

Volatility		103.9%
Dividends	\$	0
Risk-free interest rates		4.45%
Expected term (years)		2.63

The value of the plan was determined to be \$199,951. This amount will be recorded as a charge to additional paid-in capital on a straight-line basis over 31.5 months. During the three and nine months ended September 30, 2023, the amount of \$19,043 and \$28,564, respectively, were charged to operations pursuant to the COO Stock Plan.

Nine months ended September 30, 2022:

During the nine months ended September 30, 2022 in connection with stock based compensation based upon the terms of employment agreements with its employees and compensation agreements with the Company's independent board members, the Company charged to operations the amount of \$20,000 for the vesting of a total of 51,624 shares of common stock issuable to two of its independent board members, and \$300,800 for the vesting of a total of 906,890 shares of common stock issuable to its Chief Executive Officer pursuant to his employment agreement. The Company also recognized non-cash compensation in the amount of \$4,652 during the nine months ended September 30, 2022 in connection with stock options issuable to management and board members.

On April 8, 2022, the Company issued 33,445 shares with a value of \$11,405 to an employee as compensation.

On April 25, 2022, the Company issued 142,857 shares with a value of \$48,544 to a service provider.

As of September 30, 2022, total common stock outstanding was 49,427,297 shares issued and 1,189,293 shares vested by management and directors pursuant to their compensation plans but not yet issued.

Options

The following table summarizes the options outstanding at September 30, 2023 and the related prices for the options to purchase shares of the Company's common stock issued by the Company:

Range of exercise Prices	Number of options Outstanding	Weighted average Remaining contractual life (years)	Weighted average exercise price of outstanding Options	Number of options Exercisable	Weighted average exercise price of exercisable Options
\$ 0.41	125,000	0.57	\$ 0.41	125,000	\$ 0.41
\$ 0.50	125,000	0.57	\$ 0.50	125,000	\$ 0.50
\$ 0.60	50,000	2.25	\$ 0.60	43,750	\$ 0.60
\$ 0.62	360,000	0.25	\$ 0.62	360,000	\$ 0.62
\$ 0.85	540,000	0.25	\$ 0.85	540,000	\$ 0.85
\$ 1.00	50,000	2.25	\$ 1.00	43,750	\$ 1.00
\$ 1.20	900,000	0.25	\$ 1.20	900,000	\$ 1.20
	<u>2,150,000</u>	0.37	\$ 0.92	<u>2,150,000</u>	\$ 0.92

Transactions involving stock options are summarized as follows:

	Number of Shares	Weighted Average Exercise Price
Options outstanding at December 31, 2022	2,300,000	\$ 0.93
Granted	-	\$ -
Exercised	-	\$ -
Cancelled / Expired	(150,000)	\$ 1.20
Options outstanding at September 30, 2023 (unaudited)	<u>2,150,000</u>	<u>\$ 0.92</u>
Options exercisable at September 30, 2023 (unaudited)	<u>2,150,000</u>	<u>\$ 0.92</u>

Aggregate intrinsic value of options outstanding and exercisable at September 30, 2023 and 2022 was \$108,382 and \$0, respectively. Aggregate intrinsic value represents the difference between the Company's closing stock price on the last trading day of the fiscal period, which was \$0.72 and \$0.19 as of September 30, 2023 and 2022, respectively, and the exercise price multiplied by the number of options outstanding.

During the three months ended September 30, 2023 and 2022, the Company charged \$0 and \$2,326, respectively, to operations to recognized stock-based compensation expense for employee and board member stock options. During the nine months ended September 30, 2023 and 2022, the Company charged \$0 and \$4,652, respectively, to operations to recognized stock-based compensation expense for employee and board member stock options.

## 15. RELATED PARTY TRANSACTIONS

### Hiring of COO

On April 14, 2023, the Company entered into an Executive Employment Agreement with Brady Smallwood (the “Smallwood Agreement”). The Smallwood Agreement provides, among other things, for Mr. Smallwood to become the Company’s Chief Operating Officer; employment at-will with an initial term of employment from May 15, 2023 through December 31, 2025 with 9 months of Base Salary as severance payments if terminated without cause or resignation with Good Reason; an annual Base Salary of \$300,000 with at least 3% annual increases with additional annual increases; a \$29,370 signing bonus; an annual incentive bonus equal to at least \$80,000 prorated for partial years; and reimbursement of legal fees up to \$5,000. In addition, Mr. Smallwood was initially granted 1,500,000 stock options; on June 8, 2023, this stock option grant was changed to a one-time grant of 1.5 million stock appreciation rights, with 750,000 SARs priced at \$1.50 and 750,000 SARs priced at \$2.00; and participation in the Company’s benefit plans. Mr. Smallwood is also subject to the Company’s clawback policies and certain restrictive covenants including confidentiality, non-compete and non-solicitation. Mr. Bennett is also eligible for stock grants based upon the market price of the Company’s common stock; see note 14.

### Separation of prior CEO and of a board member

During the three months ended September 30, 2023, the Company made the following payments in connection with separation agreements with Sam Klepfish, its prior CEO and current board member, and Justin Weirnasz, its prior Director of Strategic Acquisitions and board member. See note 10.

The Company paid cash in the amount of \$83,333 to Mr. Klepfish, and made Cobra payments on behalf of Mr. Klepfish in the amount of \$200. The Company also issued 400,000 shares of common stock with a fair value of \$168,000.

The Company paid cash in the amount of \$33,334 to Mr. Weirnasz and made Cobra payments on behalf of Mr. Weirnasz in the amount of \$7,645.

## 16. COMMITMENTS AND CONTINGENCIES

### License Agreements

In May 2019, the Company entered into a royalty-based license agreement, through December 31, 2022 with a lifestyle brand, which provides the exclusive right, with certain carve-outs and limitations, to sell and promote branded gift baskets for certain channels including: retail, warehouse club stores, certain of the Company’s current e-commerce channels, and other e-commerce channels such as amazon.com (the “May 2019 License Agreement”). Pursuant to the May 2019 License Agreement, the Company paid an initial royalty deposit in the amount of \$50,000 towards the minimum royalty, which is classified as other current assets on the Company’s balance sheet at December 31, 2019. Future royalty amounts owed for minimum payments in connection with the May 2019 License Agreement will be deducted from this deposit. The royalty rate is 5% of net sales, and the Company is required, with certain exceptions and exclusions, to make minimum royalty payments of \$100,000 through the end of 2020, \$110,000 in 2021, and \$125,000 in 2022. During the nine months ended September 30, 2023, the Company paid the amount of \$55,000 pursuant to the May 2019 License agreement; at September 30, 2023 this agreement has expired and there are no further amounts due.

Litigation

On September 16, 2019, an action (the “PA Action”) was filed in the Court of Common Pleas of Philadelphia County, Trial Division, against, among others, the Company and its wholly-owned subsidiaries, igourmet and Food Innovations, Inc. (“FII”). Since that time, other parties involved in the incident have joined as plaintiffs in the PA Action. The complaint in the PA Action alleges, inter alia, wrongful death and negligence by a driver employed by igourmet and indicates a demand and offer to settle for \$50,000,000. We expect that should a settlement occur the amount to resolve the Action would be substantially lower. The Company and its subsidiaries had auto and umbrella insurance policies, among others, that were in effect for the relevant period. The Company and its subsidiaries’ insurers have agreed to defend the Company and its subsidiaries in the PA Action (and the related action), subject to a reservation of rights. The Company believes that the likely outcome would result in the liabilities being covered by its insurance carriers. However, if the Company was found responsible for damages in excess of its available insurance coverage, such damages in excess of the coverage could have a material adverse effect on the Company’s operations. The case has been set for trial for April 1, 2024. Because the statute of limitations on the incident has now run, it is not anticipated that any new plaintiffs involved in the incident will come forward against the Company and its subsidiaries.

From time to time, the Company has become and may become involved in certain lawsuits and legal proceedings which arise in the ordinary course of business, or as the result of current or previous investments, or current or previous subsidiaries, or current or previous employees, or current or previous directors, or as a result of acquisitions and dispositions or other corporate activities. The Company intends to vigorously defend its positions. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our financial position or our business and the outcome of these matters cannot be ultimately predicted.

**17. SUBSEQUENT EVENTS**

Common Stock Issued to Service Provider

On October 2, 2023, the Company issued 30,000 shares of common stock to a service provider based upon a service agreement dating back to June 1, 2015. These shares were previously classified as common stock to be issued.

Amendment to Chief Executive Officer Share-based Incentive Plan

On November 2, 2023, the Board of Directors of the Company increased the maximum number of total shares issuable under the CEO Stock Plan from 3,538,243 to 3,656,749.

Share Incentive Plan Performance Goal Achieved

Subsequent to September 30, 2023, the Company’s stock price achieved the first price target of \$0.60 under the CEO Stock Plan and the Company became obligated to issue a total of 975,133 shares to its CEO.

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

### FORWARD LOOKING STATEMENTS

The following discussion should be read in conjunction with the consolidated financial statements and the related notes thereto, as well as all other related notes, and financial and operational references, appearing elsewhere in this document.

Certain information contained in this discussion and elsewhere in this report may include "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, and is subject to the safe harbor created by that act. The safe harbor created by the Private Securities Litigation Reform Act will not apply to certain "forward looking statements" because we issued "penny stock" (as defined in Section 3(a)(51) of the Securities Exchange Act of 1934 and Rule 3(a)(51-1) under the Exchange Act) during the three year period preceding the date(s) on which those forward looking statements were first made, except to the extent otherwise specifically provided by rule, regulation or order of the Securities and Exchange Commission. We caution readers that certain important factors may affect our actual results and could cause such results to differ materially from any forward-looking statements which may be deemed to have been made in this Report or which are otherwise made by or on our behalf. For this purpose, any statements contained in this report that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the generality of the foregoing, words such as "may", "will", "expect", "believe", "explore", "consider", "anticipate", "intend", "could", "estimate", "plan", "propose" or "continue" or the negative variations of those words or comparable terminology are intended to identify forward-looking statements. Factors that may affect our results include, but are not limited to, the risks and uncertainties associated with:

- Our ability to raise capital necessary to sustain our anticipated operations and implement our business plan,
- Our ability to implement our business plan,
- Our ability to generate sufficient cash to pay our lenders and other creditors,
- Our dependence on one major customer,
- Our ability to employ and retain qualified management and employees,
- Our dependence on the efforts and abilities of our current employees and executive officers,
- Changes in government regulations that are applicable to our current or anticipated business,
- Changes in the demand for our services and different food trends,
- The degree and nature of our competition,
- The lack of diversification of our business plan,
- The general volatility of the capital markets and the establishment of a market for our shares, and
- Disruption in the economic and financial conditions primarily from the impact of past terrorist attacks in the United States, threats of future attacks, police and military activities overseas and other disruptive worldwide political and economic events, health pandemics, rising inflation and energy costs, and environmental weather conditions.

We are also subject to other risks detailed from time to time in our other filings with the SEC and elsewhere in this report. Any one or more of these uncertainties, risks and other influences could materially affect our results of operations and whether forward-looking statements made by us ultimately prove to be accurate. Our actual results, performance and achievements could differ materially from those expressed or implied in these forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether from new information, future events or otherwise.

## **Critical Accounting Policy and Estimates**

### **Use of Estimates in the Preparation of Financial Statements**

The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. These estimates include certain assumptions related to, among others, doubtful accounts receivable, valuation of stock-based services, operating right of use assets and liabilities, and income taxes. On an on-going basis, we evaluate these estimates, including those related to revenue recognition and concentration of credit risk. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Accounts subject to estimate and judgements are accounts receivable reserves, income taxes, intangible assets, contingent liabilities, and equity-based instruments. Actual results may differ from these estimates under different assumptions or conditions. We believe our estimates have not been materially inaccurate in past years, and our assumptions are not likely to change in the foreseeable future.

### **Provision for Doubtful Accounts Receivable**

The Company maintained an allowance in the amount of \$81,340 for doubtful accounts receivable at September 30, 2023, and \$340,225 at December 31, 2022. The Company has an operational relationship of several years with our major customers, and we believe this experience provides us with a solid foundation from which to estimate our expected losses on accounts receivable. Should our sales mix change or if we develop new lines of business or new customers, these estimates and our estimation process will change accordingly. These estimates have been accurate in the past.

### **Fair Value of Financial Instruments**

The Company measures its financial assets and liabilities in accordance with accounting principles generally accepted in the United States of America. The estimated fair values approximate their carrying value because of the short-term maturity of these instruments or the stated interest rates are indicative of market interest rates. These fair values have historically varied due to the market price of the Company's stock at the date of valuation.

### **Income Taxes**

The Company uses the liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry-forwards. The measurement of deferred tax assets and liabilities is based on provisions of applicable tax law. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance based on the amount of tax benefits that, based on available evidence, is not expected to be realized.

### **Leases**

The Company determines if an arrangement is a lease at inception. Operating lease right-of-use assets ("ROU assets") and short-term and long-term lease liabilities are included on the face of the condensed consolidated balance sheet. Finance lease ROU assets are presented within other assets, and finance lease liabilities are presented within accrued liabilities.

ROU assets represent the right of use to an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the Company's leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The operating lease ROU asset also excludes lease incentives. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term. The Company has lease agreements with lease and non-lease components, which are accounted for as a single lease component. For lease agreements with terms less than 12 months, the Company has elected the short-term lease measurement and recognition exemption, and it recognizes such lease payments on a straight-line basis over the lease term.

### **Transactions with Major Customers**

Transactions with a major customer and related economic dependence information is set forth below and following our discussion of Liquidity and Capital Resources.

We have historically sold the majority of our products through a distributor relationship between FII, one of our wholly-owned subsidiaries, and subsidiaries of U.S. Foods, a leading broadline distributor. These sales amounted to \$8,282,082 and \$10,672,314, respectively, representing 48% and 53% of total sales, respectively, in the three month periods ended September 30, 2023 and 2022, and \$25,050,189 and \$28,529,703, respectively, representing 47% and 51% of total sales, respectively, in the nine month periods ended September 30, 2023 and 2022. On January 26, 2015 we executed a contract directly between FII and U.S. Foods (the “U.S. Foods Agreement”). The initial term of the U.S. Foods Agreement was from January 1, 2015 through December 31, 2016; the agreement provides for an unlimited number of additional 12-month terms unless either party notifies the other in writing, 30 days prior to the end date, of its intent not to renew. In addition, Gate Gourmet, the leading global provider of airline catering solutions and provisioning services for airlines, represented \$2,736,406 and \$3,344,115, or 16% and 17%, of total sales for the three months ended September 30, 2023 and 2022, respectively, and \$8,593,502 and \$7,012,767, or 16% and 12%, of total sales for the nine months ended September 30, 2023 and 2022, respectively.

### Our Business Activities

Overall, our business activities are focused on building scalable businesses selling specialty foods that are difficult to find through traditional channels. We build relationships with the producers, growers, makers, and distributors of specialty products, then carefully select our suppliers based upon their quality, uniqueness, reliability and experience in shipping with overnight courier services. In fact, we’ve built expertise in evaluating and certifying the food safety and supply chain capabilities of small batch producers who don’t typically sell through broad-based sales channels. We then partner to seek out the freshest, most unique, origin-specific gourmet cheese, meat, produce, and premium ingredients available, and ship them directly from our network of vendors and warehouses within 24 – 72 hours. We also source, package, and brand a meaningful segment of these products ourselves, enabling us to better control the assortment, offer more flexibility and variety to our customers, and capture additional margin.

We leverage this unique, premium assortment to serve the needs of two key customer groups within the Specialty Foods category: Professional Chefs and Home Gourmets.

First, we serve Professional Chefs in settings such as restaurants, hotels, country clubs, national chain accounts, casinos, hospitals and catering houses. We provide these premium customers with products that can’t typically be found through their broadline distributor’s warehoused assortment. We distribute these products directly to Professional Chefs in Chicago through our subsidiary, Artisan Specialty Foods, Inc., and nationally through our e-commerce businesses on Amazon.com and our own website. We also drop ship specialty food to Professional Chefs nationally through the websites of broadline distributors, such as US Foods, Inc. Between this variety of sales channels, IVFH is able to serve our Professional Chef customers wherever they are located.

Second, we serve Home Gourmets ranging from the casual host looking for a spread of freshly cut gourmet cheese and charcuterie, to the aspiring home menu planner looking to expand their palate, to the passionate foodie who can’t find their favorite ingredients at their local grocery store. Much of this business is based on the category trends we are seeing on the Professional side of the business, and in partnership with the same suppliers. We have used our understanding of the customer to build meaningful loyal segments of the business around gift baskets and subscriptions, as well as a la carte purchases. We sell this gourmet assortment through our iGourmet.com and Mouth.com websites as well as on third party marketplaces like Amazon.com, Walmart.com, and Kroger.com. Our Home Gourmet customers rave about their experience, with Net Promoter Scores (NPS) on par with some of the leading consumer brands in the world.

We service these two customer bases from a unified network of three warehouses: a 200K square foot facility in Mountain Top, Pennsylvania (an important industry distribution hub for the Northeast), a 30K square foot facility in the greater Chicago area, and a 5K square foot facility in Bonita Springs, FL. We have capabilities to pack and ship frozen, refrigerated, and ambient products, enabling us to sell a broad range of specialty foods. We also have GFSI/SQF certifications, allowing compatibility with the highest standards of food handling supply chains in the world, and the quality and food safety that our premium customers expect from us. All three sites have the ability to ship packages and pallets of all sizes through overnight shipping. We also leverage our own fleet of trucks to deliver directly to our Professional Chef customers within our reach.

Our proprietary technology platform underpins our entire business, driving transparency and efficiency up and down the supply chain. Orders flow in real time, whether to our warehouses or to our vendor partners, to allow for fast handling and fulfillment. Our picking is enabled by efficient scan-based, handheld devices, ensuring order and inventory accuracy. Our warehouse management software optimizes pick routes for common items and order types, recommends a box size, and calculates the appropriate amount of packaging and ice required based on forecasted temperatures along the delivery route.

We have built a team consisting of passionate, committed, and food-obsessed people: our average tenure (outside of seasonal workers) across the company is over five years. Our merchandising team has deep connections within the specialty food space around the globe. Our Chef Advisors, as ex-chefs themselves, go beyond customer service to offer our Professional Chefs customer support, menu ideas, and preparation guidance. Our photography and marketing teams have developed a look and feel all our own.

Lastly, we also have small but profitable third-party logistics, partnerships, and brand services teams that package all of our activities into services that we can sell back to the small, nascent, or international brands we do business with.

## RESULTS OF OPERATIONS

This discussion may contain forward looking statements that involve risks and uncertainties. Our future results could differ materially from the forward looking statements discussed in this report. This discussion should be read in conjunction with our consolidated financial statements, the notes thereto and other financial information included elsewhere in the report.

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

#### Revenue

Revenue decreased by \$2,759,691 or approximately 14% to \$17,300,291 for the three months ended September 30, 2023 from \$20,059,982 in the prior year. These revenue declines were driven primarily by our Specialty Foodservice business sales declining by 16%, as we continued to focus on overcoming the headwinds created by a change in the technology platform used by a key partner, leading to a smaller, though significantly more profitable business for us. We expect this Specialty Foodservice revenue softness to continue at a similar magnitude for the remainder of the year while our new growth plans begin to take shape. This quarter included the establishment of our new sales team, the opening of several new customers, and the deepening of several existing customer relationships. The B2B sales cycle is long, but we are optimistic about how today's efforts will drive results next year. On the eCommerce business, we continued to restrict marketing spend relative to historical levels as we improve the business model. We have now lapped four consecutive quarters of these marketing cuts, and the current quarter decline of only 0.7% (compared to declines of 20%+ over the last four quarters), indicates that the decline has subsided as we anticipated.

We continue to assess the potential of new revenue sources from the manufacture and sale of proprietary food products, private label products and additional sales channel opportunities in both the foodservice and consumer space and will implement a strategy which based on our analysis provides the most beneficial opportunity for growth.

Any changes in the food distribution and specialty foods operating landscape that materially hinders our current ability and/or cost to deliver our products to our customers could potentially cause a material impact on our net revenue and gross margin and, therefore, our profitability and cash flows could be adversely affected.

We are also seeing increases in our logistics business (from \$253,160 in the three months ended September 30, 2022 to \$358,717 in the three months ended September 30, 2023) as we add new customers and expand relationships with existing customers. Though small, we will continue to grow this business in order to better leverage existing assets.

Currently, a small portion of our revenues comes from imported products or international sales. Our current sales from such markets may be hampered and negatively impacted by any economic tariffs that may be imposed in the United States or in foreign countries.

See "Transactions with Major Customers" and the Securities and Exchange Commission's ("SEC") mandated FR-60 disclosures following the "Liquidity and Capital Resources" section for a further discussion of the significant customer concentrations, loss of significant customer, critical accounting policies and estimates, and other factors that could affect future results.

#### Cost of goods sold

Our cost of goods sold for the three months ended September 30, 2023 was \$12,424,105, a decrease of \$3,122,027 or approximately 20.1% compared to cost of goods sold of \$15,546,132 for the three months ended September 30, 2022. Cost of goods sold was made up of the following expenses for the three months ended September 30, 2023: cost of goods of specialty, meat, game, cheese, seafood, poultry and other sales categories in the amount of \$9,087,533; shipping, delivery, handling, and purchase allowance expenses in the amount of \$3,182,155; and cost of goods associated with logistics of \$154,397. Gross margins as a percentage of sales increased during the current period to 28.2% compared to 22.5% during the comparable period, an improvement of 568 basis points, as we continued implementing our strategy to improve cost controls, better manage pricing, and focus more on product mix.



Selling, general, and administrative expenses

Selling, general, and administrative expenses (“SG&A”) increased by \$162,153 or approximately 3.8% to \$4,483,134 during the three months ended September 30, 2023 compared to \$4,320,981 for the three months ended September 30, 2022. The increase in selling, general, and administrative expenses was primarily due an increase in share-based compensation in the amount of \$198,936. Share-based compensation includes a charge in the amount of \$272,727 in connection with the quarterly revaluation of stock appreciation rights held by the Company’s Chief Operating Officer. Other components of SG&A expense that increased during the period included an increase in payroll and related costs of \$73,427; an increase in bad debt expense of \$54,352; an increase in advertising of \$40,402, an increase in insurance costs of \$35,311, an increase in depreciation and amortization expense of \$5,366, an increase in computer and IT costs of \$3,956, and an increase in travel and entertainment costs of \$3,131. These increases were partially offset by a decrease in legal and professional fees of \$147,001, a decrease in office and facilities costs of \$77,285, a decrease in banking and credit card fees of \$25,209, and a decrease in taxes of \$3,233. Selling, general, and administrative expenses as a percentage of sales increased from 23% of sales during the three months ended September 30, 2022 to 28% of sales during the current quarter which was primarily due to decreased sales levels and an increase in stock-based compensation.

Other leasing income

During the three months ended September 30, 2023, the Company recognized income in the amount of \$2,389 in connection with the lease of space in our Mountaintop warehouse facility, an increase of \$1,604 or approximately 204% compared to \$785 during the three months ended September 30, 2022.

Interest expense, net

Interest expense, net of interest income, increased by \$76,800 or approximately 42% to \$260,708 during the three months ended September 30, 2023, compared to \$183,908 during the three months ended September 30, 2022. The increase was due to an increase in interest accrued or paid on the Company’s commercial loans and notes payable in the amount of \$125,577 due to higher interest rates and higher balances under the MapleMark term loans, backed by the USDA, which closed in Q2. This increase was partially offset by a decrease in the amortization of discount on notes payable in the amount of \$48,752 during the period, to \$1,284 compared to \$50,036 during the three months ended September 30, 2022. Interest income was \$2,004 during the three months ended September 30, 2023 compared to \$1,999 during the prior period.

Net income (loss)

For the reasons above, the Company had net income for the three months ended September 30, 2023 of \$134,733 compared to a net income of \$9,746 during the three months ended September 30, 2022. The net income for the three months ended September 30, 2023 includes a net total of \$551,305 in non-cash charges: non-cash compensation in the amount of \$350,053, depreciation and amortization expense of \$142,179, provision for doubtful accounts of \$57,789, and amortization of the discount on notes payable term loans of \$1,284. The net loss for the three months ended September 30, 2022 includes a total of \$350,310 in non-cash charges, including non-cash compensation in the amount of \$152,728, depreciation and amortization expense of \$144,109, amortization of prepaid loan fees in the amount of \$50,036, and provision for doubtful accounts of \$3,437.

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

### Revenue

Revenue decreased by \$3,097,437 or approximately 6% to \$53,128,812 for the nine months ended September 30, 2023 from \$56,226,249 in the prior period. eCommerce was the primary driver of the decline. On the eCommerce business, we continued to restrict marketing spend relative to historical levels as we improve the business model, leading to a decline in revenue of 22.9%, in line with trends in the prior nine months. Now that we've lapped four consecutive quarters of marketing cuts and revenue declines, we have seen these revenue headwinds begin to subside as we anticipated. On the Specialty Foodservice business, revenue decreased 3.1%; this slowdown was driven by the normalization of post-COVID reopening trends, the implementation of price increases to right size our margins, and the implementation of a new technology platform by a key customer. We expect this Specialty Foodservice revenue softness to continue at a similar magnitude for the remainder of the year while our new growth plans begin to take shape.

We continue to assess the potential of new revenue sources from the manufacture and sale of proprietary food products, private label products and additional sales channel opportunities in both the foodservice and consumer space and will implement a strategy which based on our analysis provides the most beneficial opportunity for growth.

Any changes in the food distribution and specialty foods operating landscape that materially hinders our current ability and/or cost to deliver our products to our customers could potentially cause a material impact on our net revenue and gross margin and, therefore, our profitability and cash flows could be adversely affected.

We are also seeing increases in our logistics business (from \$644,049 for the nine months ended September 30, 2022 to \$877,729 for the nine months ended September 30, 2023) and brand marketing business (from \$535,966 for the nine months ended September 30, 2022 to \$625,083 for the nine months ended September 30, 2023)), as we add new customers and expand relationships with existing customers. Though small, we will continue to grow these businesses in order to better leverage existing assets.

Currently, a small portion of our revenues comes from imported products or international sales. Our current sales from such markets may be hampered and negatively impacted by any economic tariffs that may be imposed in the United States or in foreign countries.

See "Transactions with Major Customers" and the Securities and Exchange Commission's ("SEC") mandated FR-60 disclosures following the "Liquidity and Capital Resources" section for a further discussion of the significant customer concentrations, loss of significant customer, critical accounting policies and estimates, and other factors that could affect future results.

### Cost of goods sold

Our cost of goods sold for the nine months ended September 30, 2023 was \$39,373,204, a decrease of \$4,164,366 or approximately 10% compared to cost of goods sold of \$43,537,570 for the nine months ended September 30, 2022. Cost of goods sold was made up of the following expenses for the nine months ended September 30, 2023: cost of goods of specialty, meat, game, cheese, seafood, poultry and other sales categories in the amount of \$28,744,390; shipping, delivery, handling, and purchase allowance expenses in the amount of \$10,174,669; and cost of goods associated with logistics of \$454,145. Gross margins as a percentage of sales increased during the current period to 25.9% compared to 22.6% during the comparable period, as we began implementing our strategy to improve cost controls, better manage pricing, and focus more on product mix.

### Selling, general, and administrative expenses

Selling, general, and administrative expenses decreased by \$1,177,087 or approximately 8% to \$13,838,369 during the nine months ended September 30, 2023 compared to \$15,015,456 for the nine months ended September 30, 2022. The decrease in selling, general, and administrative expenses was primarily due a decrease in advertising and digital marketing costs in the amount of \$1,137,725, a decrease in office and facilities costs of \$302,701, a decrease in legal and professional fees of \$97,784, a decrease in banking and credit card fees of \$67,068, and a decrease in computer and IT costs of \$59,747. These decreases were partially offset by an increase in payroll and related costs of \$186,313, an increase in allowance for doubtful accounts of \$97,201, an increase in share-based compensation of \$82,700, an increase in insurance costs of \$73,139, an increase in travel and entertainment of \$18,860, and an increase in amortization and depreciation of \$4,078. The increase in share based compensation includes charges in the amount of \$264,961 in connection with the quarterly revaluation of stock appreciation rights held by the Company's Chief Operating Officer. Selling, general, and administrative expenses as a percentage of sales decreased from approximately 27% of sales during the three months ended September 30, 2022 to 26% of sales during the current quarter as we continued to thoughtfully reduce our expense structure.

Separation costs – executive officers

During the nine months ended September 30, 2023, the Company entered into a separation agreement with its Prior CEO and current board member with a total cost of \$1,819,199 consisting of \$1,251,199 in cash payments, \$1,199 of Cobra health insurance payments, and stock grants with a value of \$568,000. Also during the nine months ended September 30, 2023, the Company entered into a separation agreement with its prior Director of Strategic Acquisitions and board member consisting of cash payments of \$100,000 and \$26,451 of Cobra health insurance payments. The aggregate separation costs for the nine months ended September 30, 2023 was \$1,945,650; there were no such costs during the prior period.

Other Income - Interest Rate Swap

During the nine months ended September 30, 2022, the Company recognized other income in the amount of \$294,000 in connection with the termination of the interest rate swap. There is no comparable transaction during the current period.

Loss on extinguishment of debt

During the nine months ended September 30, 2022, we entered into a revolving line of credit agreement and two term loan agreements with MapleMark Bank, replacing our revolving line of credit and term loans with Fifth Third Bank. We wrote off the existing discounts to the Fifth Third Bank loans in the amount of \$40,556 resulting in a loss on extinguishment of debt. There was no comparable transaction during the nine months ended September 30, 2023.

Other leasing income

During the nine months ended September 30, 2023, the Company recognized income in the amount of \$6,189 in connection with the lease of space in our Mountaintop warehouse facility, a decrease of \$1,980 or approximately 24% compared to \$8,169 during the nine months ended September 30, 2022.

Interest expense, net

Interest expense, net of interest income, increased by \$263,253 or approximately 69% to \$642,506 during the nine months ended September 30, 2023, compared to \$379,253 during the nine months ended September 30, 2022. The increase was due primarily to an increase in interest accrued or paid on the Company's commercial loans and notes payable in the amount of \$331,941 due to higher interest rates and higher balances under the MapleMark term loans. The increase was partially offset by a decrease in the amortization of discount on notes payable in the amount of \$68,605 during the period, to \$2,013 compared to \$70,618 during the nine months ended September 30, 2022. Interest income was \$6,067 for the nine months ended September 30, 2023, an increase of \$83 compared to interest income of \$5,984 during the nine months ended September 30, 2022.

Income tax expense

During the nine months ended September 30, 2023, the Company paid federal income taxes in the amount of \$15,834 in connection with an audit of the year ended December 31, 2017. There was no such charge during the prior period.

Net loss

For the reasons above, the Company had a net loss for the nine months ended September 30, 2023 of \$2,680,562 (the majority of which were driven by losses in Q1) compared to a net loss of \$2,444,417 during the nine ended September 30, 2022. The net loss for the nine months ended September 30, 2023 includes a net total of \$1,142,687 in non-cash charges: non-cash compensation in the amount of \$602,932, depreciation and amortization expense of \$429,048, provision for doubtful accounts of \$108,694, and amortization of the discount on notes payable term loans of \$2,013. The net loss for the three months ended September 30, 2022 includes a total of \$1,066,729 in non-cash charges, including non-cash compensation in the amount of \$520,218, depreciation and amortization expense of \$423,844, loss on extinguishment of debt of \$40,556, amortization of prepaid loan fees in the amount of \$30,893, and provision for doubtful accounts of \$11,493.

### Liquidity and Capital Resources at September 30, 2023

As of September 30, 2023, the Company had current assets of \$12,006,929, consisting of cash and cash equivalents of \$3,711,887; trade accounts receivable, net of \$4,969,374, inventory of \$2,986,258, and other current assets of \$339,410. Also at September 30, 2023, the Company had current liabilities of \$7,405,262, consisting of trade payables and accrued liabilities of \$5,228,965, current portion of accrued separation costs – related parties of \$343,144, accrued interest of \$91,660, deferred revenue of \$1,094,322, liability for stock appreciation rights of \$274,755 current portion of notes payable of \$120,330, current portion of operating lease liability of \$66,860, and current portion of financing lease liability of \$185,226.

During the nine months ended September 30, 2023, the Company had cash used in operating activities of \$2,196,279. Cash flow used in operations consisted of the Company's consolidated net loss of \$2,680,562 less depreciation and amortization of \$429,048, stock-based compensation in the amount of \$328,177, value of stock appreciation rights of \$274,755, provision for doubtful accounts of \$108,694, amortization of right-of-use assets of \$47,650, and amortization of discount on notes payable of \$2,013. The Company's cash position also decreased by \$706,054 as a result of changes in the components of current assets and current liabilities. Excluding expenses associated with the separation and hiring of key officers referenced earlier, the Company would have recorded cash used in operating activities of \$1,635,733 for the nine months ended September 30, 2023, an improvement of \$1,167,029 compared to the nine months ended September 30, 2022. The Company had cash used in operating activities in the amount of \$(316,140) during the three months ended September 30, 2023, compared to cash generated by operating activities of \$454,321 for the three months ended September 30, 2022, a decrease of \$770,461.

The Company had cash used in investing activities of \$58,949 for the nine months ended September 30, 2023, which consisted of cash paid for the acquisition of property and equipment. In the near term, we don't expect to make significant investments in our business, but instead expect to manage the business within existing investments.

The Company had cash provided by financing activities of \$1,067,717 for the nine months ended September 30, 2023, which consisted of primarily of net amount of cash received from the MapleMark Term Loan 3. The Company also made principal payments on debt and on financing leases in the amount of \$203,538 during the current period.

On June 9, 2023, the Company received the USDA Loan Guarantee which allowed us to refinance certain of the Company's loans with MapleMark Bank. The MapleMark Refinancing includes the following changes to the MapleMark loans: The MapleMark Term Loan 1 was replaced with a new term loan in the amount of \$9,057,840 (the "MapleMark Term Loan 3"). The MapleMark Term Loan 3 is payable in monthly installments of approximately \$80,025 commencing July 1, 2023 and continuing through June 13, 2048. The MapleMark Term Loan 2 was extended from May 27, 2023 to May 27, 2033 with monthly payments in the amount of approximately \$2,311 commencing July 1, 2023 and continuing through June 1, 2033. In addition, the due date of the MapleMark Revolver was extended from May 27, 2023 to May 27, 2024 and the principal amount available under this facility was increased from \$2,014,333 to \$3,000,000. The net effect of the Refinancing was to (a) provide the Company with additional cash on hand in the amount of \$3,460,892 and (b) decrease current liabilities by \$5,586,627. During the three months ended September 30, 2023, the Company paid off the amount due on the MapleMark Revolver of \$2,014,333.

At September 30, 2023 we have positive net working capital in the amount of \$4,601,667 compared to a net working capital deficit of \$3,200,532 at the December 31, 2022. The Company reported a profit in the amount of \$134,733 for the three months ended September 30, 2023 compared to \$9,746 during the comparable period of the prior year. Due to the Company's improved operations performance along with its restructured balance sheet, we believe that any issues regarding our near-term liquidity have been resolved.

During 2023, as Mr. Bennett has recently taken the role of CEO, we will be doing a holistic review of the Company's portfolio of businesses and go to market strategies. In the meantime, we plan to focus on the fundamentals of running a cash flow positive business, serving both Professional Chefs and Home Gourmets, including a focus on improving margins. On the Professional Chefs business, we expect to continue to expand by entering additional specialty foods markets, serving new customers, and launching new products, offset by the headwinds of our price increases, and a key customer's transition in technology platforms. On the Home Gourmet business, we plan to continue to be cautious with our marketing spend, while we focus on improving the customer journey and the operating model. Additional focus includes improving the customer experience on our existing food subscription offerings, expanding our assortment, and launching a loyalty rewards program.

The company has significant efforts underway to improve gross margins across all operating entities. We believe we can achieve this objective through improving our product mix, building a more strategic pricing and promotional plan with supplier support, and implementing a more robust process for managing the impact of inflation.

No assurances can be given that any of these plans will come to fruition or that if implemented they will necessarily yield positive results.

#### **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues, or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

#### **Inflation**

In the opinion of management, inflation has had a material effect on the Company's financial condition and results of its operations. The Company has seen the impact of inflation across its costs for fuel, shipping, cost of goods, and marketing. Balancing the management of these increases with the willingness of our customers to pay higher prices will be a key focus for the Company this year. However, no assurance can be given that we will be successful and inflationary pressure on our profits will likely continue through 2023.

#### **RISK FACTORS**

The Company's business and success is subject to numerous risk factors as detailed in its Annual Report on Form 10-K for the year ended December 31, 2022 and other of its Current Reports on Form 8-K, all of which reports are available at no cost at [www.sec.gov](http://www.sec.gov).

#### **ITEM 4 - CONTROLS AND PROCEDURES**

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit pursuant to the requirements of the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, among other things, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, including our principal executive and financial officers, as appropriate, to allow timely decisions regarding required disclosure.

##### **(a) Evaluation of disclosure controls and procedures**

Our Principal Executive Officer and Principal Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined as defined in Rule 13a-15(f) and 15d-(f) under the Exchange Act.) as of the end of the period covered by this Quarterly Report, have determined that our controls and procedures are effective at September 30, 2023 at the reasonable assurance level. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control-Integrated Framework (2013).

##### **(b) Changes in internal control over financial reporting**

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Exchange Act Rules 13a-15(d) and 15d-15 that occurred during the period covered by this Quarterly Report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

On September 16, 2019, an action (the “PA Action”) was filed in the Court of Common Pleas of Philadelphia County, Trial Division, against, among others, the Company and its wholly-owned subsidiaries, igourmet and Food Innovations, Inc. Since that time, other parties involved in the incident have joined as plaintiffs in the PA Action. The complaint in the PA Action alleges, inter alia, wrongful death and negligence by a driver employed by igourmet and indicates a demand and offer to settle for fifty million dollars. We expect that should a settlement occur the amount to resolve the Action would be substantially lower. The Company and its subsidiaries had auto and umbrella insurance policies, among others, that were in effect for the relevant period. The Company and its subsidiaries’ insurers have agreed to defend the Company and its subsidiaries in the PA Action (and the related action), subject to a reservation of rights. The Company believes that the likely outcome would result in the liabilities being covered by its insurance carriers. However, if the Company was found responsible for damages in excess of its available insurance coverage, such damages in excess of the coverage could have a material adverse effect on the Company’s operations. The case has been set for trial for April 1, 2024. Because the statute of limitations on the incident has now run, it is not anticipated that any new plaintiffs involved in the incident will come forward against the Company and its subsidiaries.

From time to time, the Company has become and may become involved in certain lawsuits and legal proceedings which arise in the ordinary course of business, or as the result of current or previous investments, or current or previous subsidiaries, or current or previous employees, or current or previous directors, or as a result of acquisitions and dispositions or other corporate activities. The Company intends to vigorously defend its positions. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our financial position or our business, and the outcome of these matters cannot be ultimately predicted.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

On February 1, 2023, the Company issued 875,000 shares of common stock to its prior CEO and a board member in connection with his compensation agreement. These shares were previously accrued at an average price of \$0.22 per share.

On February 28, 2023, the Company issued a total of 267,030 shares of common stock at a price of \$0.42 per share to three employees as compensation.

On April 27, 2023, the Company issued 400,000 shares of common stock to its prior CEO and a board member pursuant to a separation agreement. These shares were previously accrued at a price of \$0.42 per share.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 4. Mine Safety Disclosures**

Not applicable.

### **Item 5. Other Information**

None

**Item 6. Exhibits**

3.1	<a href="#">Articles of Incorporation (incorporated by reference to exhibit 3.1 of the Company's annual report on Form 10-KSB for the year ended December 31, 2004 filed with the Securities and Exchange Commission on September 28, 2005).</a>
3.2	<a href="#">Amended Bylaws of the Company (incorporated by reference to exhibit 3.2 of the Company's annual report Form 10-K for the year ended December 31, 2010 filed with the Securities and Exchange Commission on March 16, 2011).</a>
3.2.1	<a href="#">Amended Bylaws of the Company (incorporated by reference to exhibit 3.1 of the Company's current report Form 8-K filed with the Securities and Exchange Commission on March 13, 2023).</a>
10.1	<a href="#">Executive Employment Agreement dated February 3, 2023 between the Registrant and Robert William Bennett (incorporated by reference to exhibit 10.1 of the Company's current report Form 8-K filed with the Securities and Exchange Commission on February 7, 2023)</a>
10.2	<a href="#">Agreement and General Release dated February 3, 2023 between the Registrant and Samuel Klepfish (incorporated by reference to exhibit 10.2 of the Company's current report Form 8-K filed with the Securities and Exchange Commission on February 7, 2023)</a>
10.3	<a href="#">Side Letter dated February dated February 3, 2023 between the Registrant and Samuel Klepfish (incorporated by reference to exhibit 10.3 of the Company's current report Form 8-K filed with the Securities and Exchange Commission on February 7, 2023)</a>
31.1	<a href="#">Section 302 Certification</a>
31.2	<a href="#">Section 302 Certification</a>
32.1	<a href="#">Section 906 Certification</a>
32.2	<a href="#">Section 906 Certification</a>
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

**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.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
<u>/s/ Robert William Bennett</u> Robert William Bennett	Chief Executive Officer and Director (Principal Executive Officer)	November 9, 2023
<u>/s/ Richard Tang</u> Richard Tang	Chief Financial Officer	November 9, 2023



**Certifications**

I, Robert William Bennett, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Innovative Food Holdings, Inc.;
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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls 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 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 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 9, 2023

/s/ Robert William Bennett

Robert William Bennett, Chief Executive Officer

**Certifications**

I, Richard Tang, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Innovative Food Holdings, Inc.;
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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls 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 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 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 9, 2023

/s/ Richard Tang  
Richard Tang, 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  
CERTIFICATION**

In connection with the Quarterly Report of Innovative Food Holdings, Inc. and Subsidiaries (the "Company") on Form 10-Q for the period ended September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert William Bennett, Chief Executive Officer of the Company, certify, 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:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Robert William Bennett  
Robert William Bennett  
Chief Executive Officer and Director

November 9, 2023

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

In connection with the Quarterly Report of Innovative Food Holdings, Inc. and Subsidiaries (the "Company") on Form 10-Q for the period ended September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard Tang, Chief Financial Officer of the Company, certify, 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:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Richard Tang  
Richard Tang  
Chief Financial Officer

November 9, 2023