

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2024

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-40477

Better Choice Company Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

**12400 Race Track Road
Tampa, Florida 33626**

(Address of Principal Executive Offices) (Zip Code)

83-4284557

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

(212) 896-1254

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on which Registered
Common Stock, \$0.001 par value share	BTTR	NYSE American

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by a 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, as of the last business day of the registrant's most recently completed second fiscal quarter, based on the closing sale price of \$3.90 as reported on the NYSE American was: \$3,573,683.

The number of shares outstanding of each of the registrant's classes of common stock as of the latest practicable date was: 2,422,005 shares of \$0.001 par value common stock outstanding as of March 25, 2025.

DOCUMENTS INCORPORATED BY REFERENCE:

The information required by Items 10, 11, 12, 13, and 14 will be furnished (and are hereby incorporated) by an amendment hereto or pursuant to a definitive proxy statement pursuant to Regulation 14A that will contain such information.

Better Choice Company Inc.
Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2024
TABLE OF CONTENTS

	<u>Part I</u>	
1.	Business	4
1A.	Risk Factors	8
1B.	Unresolved Staff Comments	23
1C.	Cybersecurity	23
2.	Properties	24
3.	Legal Proceedings	24
4.	Mine Safety Disclosures	24
	<u>Part II</u>	
5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	24
6.	[Reserved]	25
7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	26
7A.	Quantitative and Qualitative Disclosures About Market Risk	35
8.	Financial Statements and Supplementary Data	36
9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	62
9A.	Controls and Procedures	62
9B.	Other Information	62
	<u>Part III</u>	
10.	Directors, Executive Officers and Corporate Governance	63
11.	Executive Compensation	67
12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	71
13.	Certain Relationships and Related Transactions, and Director Independence	71
14.	Principal Accountant Fees and Services	72
	<u>Part IV</u>	
15.	Exhibits and Financial Statement Schedules	73
16.	Form 10-K Summary	74
	Signatures	75

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements that are subject to risks and uncertainties. All statements other than statements of historical fact included in this report are forward-looking statements. Forward-looking statements discuss our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as “aim,” “anticipate,” “believe,” “can,” “could,” “estimate,” “expect,” “forecast,” “intend,” “likely,” “may,” “outlook,” “plan,” “potential,” “project,” “projection,” “seek,” “should,” “will,” “would,” the negatives thereof and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events. They appear in a number of places throughout this report and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected, including, but not limited to, those summarized below:

- our ability to continue as a going concern;
- the impact of damage to or interruption of our information technology systems due to cyber-attacks or other circumstances beyond our control;
- business interruptions resulting from geopolitical actions, including war and terrorism;
- our ability to successfully implement our growth strategy;
- failure to achieve growth or manage anticipated growth;

[Table of Contents](#)

- our ability to achieve or maintain profitability;
- the loss of key members of our senior management team;
- our ability to generate sufficient cash flow or raise capital on acceptable terms to run our operations, service our debt and make necessary capital expenditures;
- our dependence on our subsidiaries for payments, advances and transfers of funds due to our holding company status;
- our ability to successfully develop additional products and services or successfully market and commercialize such products and services;
- competition in our market;
- our ability to attract new and retain existing customers, suppliers, distributors or retail partners;
- allegations that our products cause injury or illness or fail to comply with government regulations;
- our ability to manage our supply chain effectively;
- our or our co-manufacturers' and suppliers' ability to comply with legal and regulatory requirements;
- the effect of potential price increases and shortages on the inputs, commodities and ingredients that we require, whether as a result of the continued actual or perceived effects of broader geopolitical and macroeconomic conditions, including the military conflict between Russia and Ukraine;
- our ability to develop and maintain our brand and brand reputation;
- compliance with data privacy rules;
- our compliance with applicable regulations issued by the U.S. Food and Drug Administration ("FDA"), the U.S. Federal Trade Commission ("FTC"), the U.S. Department of Agriculture ("USDA"), and other federal, state and local regulatory authorities, including those regarding marketing pet food, products and supplements;
- risk of our products being recalled for a variety of reasons, including product defects, packaging safety and inadequate or inaccurate labeling disclosure;
- risk of shifting customer demand in relation to raw pet foods, premium kibble and canned pet food products, and failure to respond to such changes in customer taste quickly and effectively; and
- other factors discussed under the headings "Risk Factors," "Business," and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Annual Report on Form 10-K.

While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. Important factors that could cause actual results to differ materially from our expectations, or cautionary statements, are disclosed under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report. All forward-looking statements are expressly qualified in their entirety by these cautionary statements. You should evaluate all forward-looking statements made in this report in the context of these risks and uncertainties.

NOTE REGARDING TRADEMARKS

We own or have rights to use the trademarks and trade names that we use in conjunction with the operation of our business. Each trademark or trade name of any other company appearing in this Annual Report on Form 10-K is, to our knowledge, owned by such other company. Solely for convenience, our trademarks and trade names referred to in this Annual Report on Form 10-K may appear without the ® or ™ symbols, but those references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable licensor to these trademarks and trade names.

PART I

ITEM 1. BUSINESS

Our History

On December 17, 2018, Better Choice Company, Inc. (the “ Company”, or “ Better Choice”) made a \$2.2 million investment in TruPet LLC (“ TruPet”), an online seller of pet foods, pet nutritional products and related pet supplies. On February 2, 2019, the Company entered into a definitive agreement to acquire the remainder of TruPet and closed the acquisition on May 6, 2019.

On February 28, 2019, Better Choice entered into a definitive agreement to acquire all of the outstanding shares of Bona Vida, Inc. (“ Bona Vida”) and closed the acquisition on May 6, 2019.

On October 15, 2019, Better Choice entered into a Stock Purchase Agreement (as amended, the “ Halo Agreement”) with Halo, Thriving Paws, LLC, a Delaware limited liability company (“ Thriving Paws”), HH-Halo LP, a Delaware limited partnership (“ HH-Halo” and, together with Thriving Paws, the “ Sellers”) and HH-Halo, in the capacity of the representative of the Sellers. Pursuant to the terms and subject to the conditions of the Halo Agreement, among other things, the Company agreed to purchase from the Sellers 100% of the issued and outstanding capital stock of Halo, Purely for Pets, Inc. (“ Halo”) (the “ Halo Acquisition”). The Company closed the Halo Acquisition on December 19, 2019.

Overview of Our Business

Better Choice Company Inc. is a pet health and wellness company focused on providing pet products and services that help dogs and cats live healthier, happier and longer lives. We offer a broad portfolio of pet health and wellness products for dogs and cats sold under our Halo brand across multiple forms, including foods, treats, toppers, and chews. We have a demonstrated, multi-decade track record of success and are well positioned to benefit from the mainstream trends of growing pet humanization and consumer focus on health and wellness. Our products consist of kibble and canned dog and cat food, freeze-dried raw dog food and treats, vegan dog food and treats, oral care products and supplements. Halo’s core products are made with high-quality, thoughtfully sourced ingredients for natural, science-based nutrition. Each innovative recipe is formulated with leading veterinary and nutrition experts to deliver optimal health.

We sell our premium and super-premium products (which we believe generally includes products with a retail price greater than \$0.20 per ounce) under the Halo brand umbrella, including Halo Holistic™, Halo Elevate® and the former TruDog brand, which was rebranded and successfully integrated under the Halo brand umbrella during the third quarter of 2022. Our core products sold under the Halo brand are made with high-quality, thoughtfully sourced ingredients for natural, science based nutrition. Each innovative recipe is formulated with leading veterinary and nutrition experts to deliver optimal health. Our diverse and established customer base has enabled us to penetrate multiple channels of trade, which we believe enables us to deliver on core consumer needs and serve pet parents wherever they shop. We group these channels of trade into four distinct categories: E-commerce, which includes the sale of product to online retailers such as Amazon and Chewy; Brick & Mortar, which primarily includes the sale of product to Pet Specialty retailers such as Petco, Pet Supplies Plus and neighborhood pet stores, as well as to select grocery chains; Direct to Consumer (“DTC”) which includes the sale of product through our website halopets.com; and International, which includes the sale of product to foreign distribution partners and to select international retailers. In December 2023, the Company made a strategic exit out of Petco stores (while remaining on Petco.com), and Pet Supplies Plus. On June 1, 2024, the Company exited its DTC channel in an effort to improve profitability, and now directs consumers on halopets.com to Amazon and Chewy.

A concerted effort to drive brand awareness behind distinctive positioning and messaging is the cornerstone of our growth plan, supported by innovation. Halo’s future growth is driven through an extensive brand positioning workstream executed over the last year. New consumer messaging will build awareness with pet parents, persuade them that Halo is the right choice for their pet, and move the consumer towards purchase. The creative campaign will be brought to life on Amazon and Chewy platforms as well as outside those platforms. By shifting media investment from bottom-of-funnel-driven DTC activities to full funnel activation across the Amazon and Chewy platforms, Halo will see improvements in both media effectiveness, efficiency, and reach.

In addition to incremental consumer media activation, innovation plays a key role in Halo’s growth plans, supported by our own research and development, and acquisitions. Our established supply and distribution infrastructure allows us to bring new products to market in less than a year. Our outsourced manufacturing model is flexible, scalable and encourages innovation allowing us to offer a breadth of assortment in dog and cat food main meal as well as pet treat products under the Halo brand, serving a wide variety of consumer needs, dayparts, and occasions.

The Halo portfolio offers a variety of platforms through which to innovate. Halo Holistic™ is designed for the pet parent seeking complete digestive health with prebiotics, probiotics and postbiotics. Additionally, it’s one of the only brands made with only whole animal proteins and no meat meals. Halo Elevate®, features leading nutrient levels supporting the top five pet parent health concerns including digestive health, heart and immunity support, healthy skin and coat, hip and joint support and strength and energy. Halo Freeze Dried Raw recipes preserve the natural flavor and nutrition of raw food with 100% protein from natural sources.

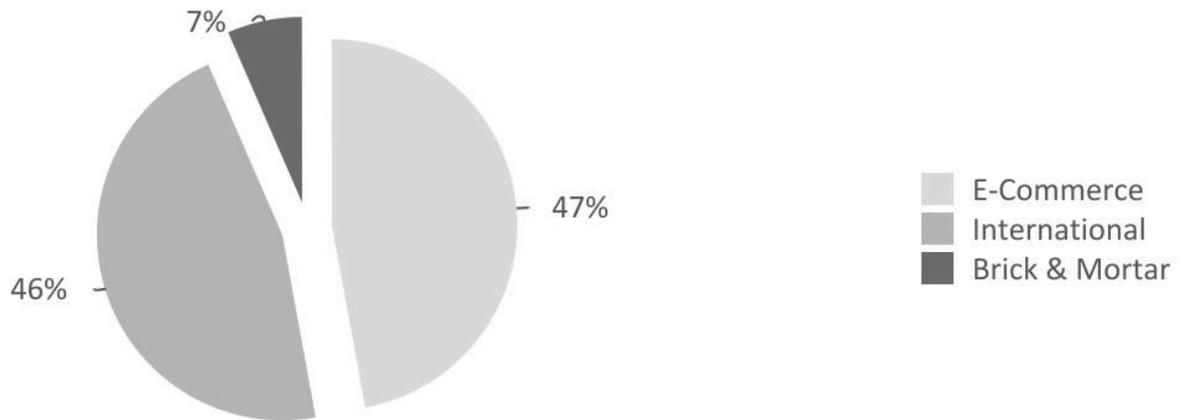
Our Products and Brands

We have a broad portfolio of over 100 active premium and super premium animal health and wellness products for dogs and cats, which includes products sold under the Halo brand across multiple forms, including foods, treats, toppers, dental products, chews, and supplements. Our products consist of naturally formulated premium kibble and canned dog and cat food, freeze-dried raw dog food and treats, vegan dog food and treats, oral care products and supplements. Our products are sustainably sourced, derived from real whole meat and no rendered meat meal and include non-GMO fruits and vegetables.

Our products are manufactured by an established network of co-manufacturers in partnership with Better Choice. We have maintained each of our key co-manufacturing relationships for more than four years, with certain relationships in place for more than ten years and with the launch of Halo Elevate®, we expanded and engaged two new co-manufacturing partners in 2022.

Our Customers and Channels

In 2024, we generated \$42.4 million of gross sales and \$35.0 million of net sales. By channel in 2024, Digital generated approximately \$23.2 million of gross sales and \$16.5 million of net sales, Brick & Mortar generated approximately \$2.8 million of gross sales and \$2.3 million of net sales and International generated approximately \$16.4 million of gross sales and \$16.2 million of net sales. The following chart provides a breakdown of our net sales by channel for the year ended December 31, 2024:



In 2024, approximately 47% of our net sales were made online, through a combination of E-commerce partner websites, such as Amazon, Chewy, Petflow, Thrive Market and Vitacost, and our DTC website, hosted on Shopify. A majority of our online sales are driven by repeat purchases from existing customers. In Packaged Facts' Surveys of Pet Owners, pet products and services are at the bottom of the list of household spending cutbacks, second only to human medicine and healthcare. Reflecting both the higher prices and Americans' deep commitments to their pets, pet parents remain tenacious when it comes to pet care. We anticipate our ability to reach a growing base of diverse customers online will continue to improve as E-commerce penetration increases.

The Halo brand's international sales increased 18% in 2024, resulting primarily from an underperformance in 2023 related to production delays in 2022 as we transitioned suppliers. With increasing levels of economic financial status in the Asian markets and demand for premium and super-premium, western manufactured products, with China representing the largest market opportunity for growth and 79% of Better Choice's \$16.2 million of international sales in 2024.

Supply Chain, Manufacturing and Logistics

Halo partners with a number of co-manufacturing partners to produce its products. Products sold today under the Halo brand are made strictly from naturally raised animals on sustainable farms and are manufactured in the U.S. and use healthy, natural ingredients, with all purchases transacted in U.S. dollars. By sourcing cage-free poultry, pasture-raised beef, and wild-caught fish from certified sustainable fisheries and not including meat meals or other animal byproducts in its formulations, our Halo brand is able to provide pets and pet parents with a nutritious and highly digestible suite of food and treats. Some products are preserved using either freeze drying or gentle air dehydration to eliminate the need for artificial preservatives and added chemicals. Our treats and chews are oven-baked, using natural ingredients for maximum nutrition and protein content. Halo's dog and cat foods meet The Association of American Feed Control Officials ("AAFCO") guidelines and are small-batch tested for common contaminants prior to leaving the manufacturer.

We utilize logistics service providers as a part of our supply chain, primarily for shipping and logistics support. Fulfillment of orders is managed by a third-party warehousing and logistics partner, Fidelity. Our warehouse is located in Wauconda, Illinois. Our products are shipped by trusted carriers for expeditious and reliable delivery.

Raw Materials and Principal Suppliers

We rely upon the supply of raw materials that meet our high-quality specifications and sourcing requirements. We source Global Animal Partnership ("GAP") certified cage-free chicken, GAP certified cage-free turkey, Marine Stewardship Council ("MSC") certified wild-caught salmon and whitefish and select non-GMO fruits and vegetables, such as peas, sweet potatoes and lentils. If any raw material is adulterated and does not meet our specifications, it could significantly impact our ability to source manufactured products and could materially and adversely impact our business, financial condition and results of operations.

For the supply and co-manufacturing of our products, we have relied on: Alpha, Inc. ("Alpha" f/k/a "C.J. Foods") for dry kibble which transitioned to Barrett Petfood Innovations during 2022, then back to Alpha during 2023; Simmons Pet Food, Inc. ("Simmons") and Thai Union Manufacturing Co., LTD. for canned wet food; BrightPet Nutrition Group, LLC ("BrightPet") for vegan kibble and freeze dried treats; Carnivore Meat Company, LLC ("Carnivore") for the supply and co-manufacturing of freeze-dried food and treats. We sourced approximately 79% of inventory purchases from three vendors for the year ended December 31, 2024 and approximately 64% from two vendors for the year ended December 31, 2023.

Sales and Marketing

Our marketing strategies are designed to clearly communicate to consumers about the benefits of our products and to build awareness of our brands. We deploy a broad set of marketing tools across various forms of media to reach consumers through multiple touch points and engage with a number of marketing agencies to develop content and product packaging. Our marketing initiatives include the use of social and digital marketing, Search Engine Optimization, email and SMS marketing, and paid media (Facebook, Instagram & YouTube), among other proven strategies to generate and convert sales prospects into loyal, satisfied customers. In addition to directly targeting and educating consumers of our products, we partner with a number of retailers such as Amazon, Chewy and Petco to develop joint sales and marketing initiatives to increase sales and acquire new customers.

In recent years, consumer purchasing behaviors have shifted dramatically and E-Commerce penetration has significantly increased. In the fourth quarter of 2023, management shifted from a Brick & Mortar channel focus to a digital first strategy as a result of its annual operating plan process and has strategically reallocated marketing investments to work more effectively and efficiently in its larger e-commerce platforms to drive growth and brand awareness.

Competition

The pet health and wellness industry is highly competitive. Competitive factors include product quality, ingredients, brand awareness and loyalty, product variety, product packaging and design, reputation, price, advertising, promotion, and nutritional claims. We believe that we compete effectively with respect to each of these factors. We compete with manufacturers of conventional pet food such as Mars, Nestlé and Big Heart Pet Brands (part of the J.M. Smucker Company), and manufacturers of specialty and natural pet food such as Blue Buffalo (part of General Mills), Wellness, Fromm, Orijen, Merrick (part of Nestlé), Stella and Chewy, Open Farm and Freshpet. In addition, we compete with many regional niche brands in individual geographic markets.

Employees and Human Capital Resources

As of December 31, 2024, we had 20 full time employees and one part time employee. Our human capital resource objectives include, as applicable, identifying, recruiting, retaining, incentivizing and integrating our existing and additional employees. The principal purposes of our equity incentive plans are to attract, retain and motivate selected employees, consultants and directors through the granting of stock-based compensation awards. Our employees are not represented by any labor union or any collective bargaining arrangement with respect to their employment with us. We have never experienced any work stoppages or strikes as a result of labor disputes and we believe our overall relationships with our employees are positive and the strength of our team is a critical success factor in becoming the most innovative premium pet food company in the world. Our employees share an entrepreneurial spirit, a passion for excellence and the inspiration to drive the future of the pet health and wellness industry.

Our core values are Integrity, Respect, Working Smarter and Faster and Building Lasting Relationships in all that we do. We continually focus on employee engagement and a diverse, inclusive culture in order to ensure the continued strength and well-being of our workforce. We strive to create a workplace where employees feel engaged, believe in our mission, understand their role in our strategy and are passionate about the work they do. We conduct employee engagement surveys to provide us with valuable insights into employee perspectives and experiences. We also hold frequent virtual town-hall meetings and team building events to provide updates, celebrate milestones in the business, communicate initiatives, recognize significant individual accomplishments and provide a forum for employees to communicate and engage with our entire employee base. We value and embrace diversity by fostering a culture that encompasses the unique attributes, ideas, perspectives, and experiences of our employees, customers, suppliers and communities. We believe a more inclusive and diverse work environment allows us to achieve better results and makes us a stronger business.

We operate under a “Win From Anywhere” culture, which is our approach to creating a flexible and entrepreneurial working environment built for long term success. Winning from anywhere means our employees can work from anywhere in the country. We believe this culture provides the ability for us to attract the best talent and we now have employees all over the U.S. that are winning from anywhere.

Government Regulation

The regulation of animal food products is complex, multi-faceted, and continually changing. The U.S. Food and Drug Administration (“FDA”), the U.S. Federal Trade Commission (“FTC”), the U.S. Department of Agriculture (“USDA”) and other regulatory authorities at the federal, state and local levels, as well as authorities in foreign countries, extensively regulate, among other things, the research, development, testing, composition, manufacture, import, export, labeling, storage, distribution, promotion, marketing, and post-market reporting of animal foods. We are required to navigate a complex regulatory framework in the locations in which we wish to manufacture, test, import, export, or sell our products.

FDA Regulation of Animal Foods

The FDA regulates foods, including foods intended for animals, under the Federal Food, Drug and Cosmetic Act (“FDCA”) and its implementing regulations. The FDCA defines “food” as articles used for food or drink for man or other animals, which includes products that are intended primarily for nutritional use, taste, or aroma and the components of such products. For animal foods in particular, this definition applies based on their intended use regardless of labelling as animal food, treats, or supplements. The FDA also imposes certain requirements on animal foods relating to their composition, manufacturing, labeling, and marketing. Among other things, the facilities in which our products and ingredients are manufactured must register with the FDA, comply with current good manufacturing practices (“cGMPs”) and comply with a range of food safety requirements.

[Table of Contents](#)

Although pet foods are not required to obtain premarket approval from the FDA, any substance that is added to or is expected to become a component of a pet food must be used in accordance with a food additive regulation, unless it is generally recognized as safe (“GRAS”) under the conditions of its intended use or if it appears on an FDA-recognized list of acceptable animal food ingredients in the Official Publication of AAFCO. A food may be adulterated if it uses an ingredient that is neither GRAS nor an approved food additive, and that food may not be legally marketed in the U.S.

The labeling of pet foods is regulated by both the FDA and state regulatory authorities. FDA regulations require proper identification of the product, a net quantity statement, a statement of the name and place of business of the manufacturer or distributor and proper listing of all the ingredients in order of predominance by weight. The FDA also considers certain specific claims on pet food labels to be medical claims and therefore subject to prior review and approval by the FDA. The FDA has a list of specific factors it will consider in determining whether to initiate enforcement action against such products if they do not comply with the regulatory requirements applicable to drugs, including, among other things, whether the product is only made available through or under the direction of a veterinarian and does not present a known safety risk when used as labeled. The FDA may classify some of our products differently than we do and may impose more stringent regulations which could lead to possible enforcement action.

Under the FDCA, the FDA may require the recall of an animal food product if there is a reasonable probability that the product is adulterated or misbranded, and the use of or exposure to the product will cause serious adverse health consequences or death. In addition, pet food manufacturers may voluntarily recall or withdraw their products from the market. If the FDA believes that our products are adulterated, misbranded or otherwise marketed in violation of the FDCA, the agency may take further enforcement action, including: restrictions on the marketing or manufacturing of a product; required modification of promotional materials or issuance of corrective marketing information; issuance of safety alerts, press releases, or other communications containing warnings or other safety information about a product; warning or untitled letters; product seizure or detention; refusal to permit the import or export of products; fines, injunctions, or consent decrees; and/or imposition of civil or criminal penalties.

Chinese Regulations

General Administration of Quality Supervision, Inspection and Quarantine of the People’s Republic of China (“AQSIQ”) is responsible for the unified inspection and quarantine of imported pet food (also referred to in the regulations as “Feed”). Only registered pet food manufacturers from AQSIQ approved countries (which includes the U.S.) can import pet food to China, and may do so only if they have first received an import registration certificate from the Ministry of Agriculture (“MOA”). In order to obtain an import registration certificate, a manufacturer must submit standardized application materials (in both English and Chinese) along with product samples to the MOA for approval, and if approved, such import registration certificate shall be valid for five years. Overseas companies are also prohibited from engaging in the direct sale of imported pet food within the territory of China and should establish a sales organization or appoint a sales agent within the territory of China and file a record with the MOA within six months from the date the manufacturer obtains its import registration certificate. All imported pet food must be packaged, and the packaging must comply with China’s safety and hygiene regulation and must have Chinese labels that are in conformity with the relevant regulations.

We are also subject to labor and employment laws, laws governing advertising, privacy laws, safety regulations and other laws, including consumer protection regulations that regulate retailers or govern the promotion and sale of merchandise. Our operations, and those of our distributors and suppliers, are subject to various laws and regulations relating to environmental protection and worker health and safety matters. We monitor changes in these laws and believe that we are in material compliance with applicable laws. See additional information under the heading “Risks Related to the Regulation of our Business and Products” in this Annual Report on Form 10-K for a discussion of risks relating to federal, state, local and international regulation of our business.

Our Trademarks and Other Intellectual Property

We believe that our intellectual property has substantial value and has contributed significantly to the success of our business. Our trademarks are valuable assets that reinforce our brand, our sub-brands and our consumers’ perception of our products. The current registrations of these trademarks in the U.S. and foreign countries are effective for varying periods of time and may be renewed periodically, provided that we, as the registered owner, or our licensees where applicable, comply with all applicable renewal requirements including, where necessary, the continued use of the trademarks in connection with the goods or services identified in the applicable registrations. In addition to trademark protection, we have registered more than 100 domain names, including www.betterchoicecompany.com, www.halopets.com, www.trupet.com, www.trudog.com and www.rawgo.com, that are important to the successful implementation of our marketing and advertising strategy. We rely on and carefully protect unpatented proprietary expertise, recipes and formulations, continuing innovation and other trade secrets to develop and maintain our competitive position.

Corporate Information

We were incorporated in the State of Nevada in 2001 under the name Cayenne Construction, Inc., and in 2009, changed our name to Sports Endurance, Inc. Effective March 11, 2019, we changed our name to Better Choice Company Inc. after reincorporating in Delaware. We have five subsidiaries - Halo, Purely for Pets, Inc., Bona Vida, Inc., Aimia Pet Healthco Inc, 1000994476 Ontario Inc., and 1000994085 Ontario Inc. Our principal executive offices are located at 12400 Race Track Road, Tampa, FL 33626. Our website is available at <https://www.betterchoicecompany.com>. Our website and the information contained on or connected to that site are not, and should not be deemed to be part of or incorporated into this Annual Report on Form 10-K.

Available Information

We file annual, quarterly and current reports and other information with the SEC that are publicly available at www.sec.gov. Our SEC filings are also available under the Investor Relations section of our website at www.betterchoicecompany.com as soon as reasonably practicable after they are filed with or furnished to the SEC. Information contained on or connected to our website are not incorporated into this Annual Report on Form 10-K.

ITEM 1A. RISK FACTORS

As a smaller reporting company, we are not required to provide a statement of risk factors. Nonetheless, we are voluntarily providing risk factors herein. You should consider carefully the following risk factors, together with all the other information in this Annual Report on Form 10-K, and in our other public filings with the SEC. The occurrence of any of the following risks could harm our business, financial condition, results of operations and/or growth prospects or cause our actual results to differ materially from those contained in forward-looking statements we have made in this report and those we may make from time to time. You should consider all of the risk factors described when evaluating our business.

Risks Related to Our Business and Industry

Increases in sourcing, manufacturing, freight and/or warehousing costs, supply shortages, interruption in our sourcing operations and/or supply changes could have an adverse effect on our business, financial condition, and operating results.

Our products are sourced from a limited number of independent third-party suppliers, which we depend upon for the manufacture of all our products. Some of the ingredients, packaging materials, and other products we purchase may only be available from a single supplier or a limited group of suppliers. While alternate sources of supply are generally available, the supply and price are subject to market conditions and are influenced by other factors beyond our control. We do not have long-term contracts with many of our suppliers, and therefore they could increase prices or cease doing business with us. As a result, we may be subject to price fluctuations or demand disruptions.

The prices of raw materials, packaging materials and freight are subject to fluctuations in price attributable to, among other things, global competition for resources, weather conditions, changes in supply and demand of raw materials, or other commodities, fuel prices and government-sponsored agricultural programs. Volatility in the prices of raw materials and other supplies we purchase could increase our cost of sales and reduce our profitability, and we have no guarantees that prices will not rise. Our ability to pass along higher costs through price increases to our customers is dependent upon competitive conditions and pricing methodologies employed in the various sales channels in which we compete, and we may not be successful in implementing price increases. In addition, any price increases we do implement may result in lower sales volumes. Customers and consumers may choose to shift purchases to lower-priced private label or other value offerings which may adversely affect our results of operations.

We cannot control all of the various factors that might affect our ability to ship orders of our products to customers in a timely manner or to meet our quality standards. Such factors include, among other things, natural disasters or adverse weather and climate conditions; political and financial instability; strikes; unforeseen public health crises, including pandemics and epidemics such as the COVID-19 pandemic; acts of war or terrorism and other catastrophic events, whether occurring in the U.S. or internationally (including, without limitation, the conflict in Ukraine). From time to time, a co-manufacturer may experience financial difficulties, bankruptcy or other business disruptions, which could disrupt our supply of products or require that we incur additional expense by providing financial accommodations to the co-manufacturer or taking other steps to seek to minimize or avoid supply disruption, such as establishing a new co-manufacturing arrangement with another provider. Further, we may be unable to locate an additional or alternate co-manufacturing arrangement in a timely manner or on commercially reasonable terms, if at all. Any delay, interruption or increased cost in the proprietary value-branded products that might occur for any reason could affect our ability to meet customer demand, adversely affect our net sales, increase our cost of sales and hurt our results of operations, which in turn may injure our reputation and customer relationships, thereby harming our business.

Our ability to meet increases in demand may be impacted by our reliance on our suppliers and we are subject to the risk of shortages and long lead times. We may not be able to develop alternate sources in a timely manner. Therefore, we may not be able to source sufficient product on terms that are acceptable to us, or at all, which may undermine our ability to fill our orders in a timely manner. The occurrence of any of the foregoing could increase our costs, disrupt our operations, or could have a materially adverse impact on our business, financial condition, results of operations or prospects.

If we fail to maintain and expand our brand, or the quality of our products that customers have come to expect, our business could suffer.

The continued development and maintenance of our brand and the quality of our products is critical to our success. We seek to maintain, extend, and expand our brand image through marketing investments, including advertising and consumer promotions, and product innovation. Maintaining, promoting and positioning our brand and reputation will depend on, among other factors, the success of preserving the quality of our products, the availability of our products, marketing and merchandising efforts, the nutritional benefits provided to pets and our ability to provide a consistent, high-quality customer experience.

The success of our brand may suffer if our marketing plans or product initiatives do not have the desired impact on our brand's image or its ability to attract customers. Brand value is based on perceptions of subjective qualities, and any incident that erodes the loyalty of our customers, suppliers or co-manufacturers, including adverse publicity or a governmental investigation or litigation, could significantly reduce the value of our brand and significantly damage our business. Further, our brand value could diminish significantly due to a number of factors, including consumer perception that we have acted in an irresponsible manner, adverse publicity about our products (whether or not valid), our failure to maintain the quality of our products, product contamination, the failure of our products to deliver consistently positive consumer experiences, inadequate labor conditions, health or safety issues at our co-manufacturers, or the products becoming unavailable to consumers.

If we are unable to build and sustain brand equity by offering recognizably superior products, we may be unable to maintain premium pricing over private label products. The growing use of social and digital media by consumers increases the speed and extent that information and opinions can be shared. Negative posts or comments about us or our brands or products on social or digital media could damage our brands and reputation. If we fail to maintain the favorable perception of our brands, our business, financial condition and results of operations could be negatively impacted.

We may not be able to successfully implement and/or manage our growth strategy on a timely basis or we may not grow at all.

Our future success depends on our ability to implement our growth strategy of introducing new products and expanding into new markets and attracting new consumers to our brand and sub-brands. Our ability to implement this growth strategy depends, among other things, on our ability to: establish our brands and reputation as a well-managed enterprise committed to delivering premium quality products to the pet health and wellness industry; partner with retailers and other potential distributors of our products; continue to effectively compete in specialty channels and respond to competitive developments; continue to market and sell our products through a multi-channel distribution strategy and achieve joint growth targets with our distribution partners; expand and maintain brand loyalty; develop new proprietary value-branded products and product line extensions that appeal to consumers; maintain and, to the extent necessary, improve our high standards for product quality, safety and integrity; maintain sources from suppliers that comply with all federal, state and local laws for the required supply of quality ingredients to meet our growing demand; identify and successfully enter and market our products in new geographic markets and market segments; execute value-focused pricing strategies; and attract, integrate, retain and motivate qualified personnel. We may not be able to successfully implement our growth strategy and may need to change our strategy in order to maintain our growth. If we fail to implement our growth strategy or if we invest resources in a growth strategy that ultimately proves unsuccessful, our business, financial condition and results of operations may be materially adversely affected.

If we succeed in growing our business, such growth could strain our management team and capital resources. Our ability to manage operations and control growth will be dependent on our ability to raise and spend capital to successfully attract, train, motivate, retain and manage new members of senior management and other key personnel and continue to update and improve our management and operational systems, infrastructure and other resources, financial and management controls, and reporting systems and procedures. Failure to manage our growth effectively could cause us to misallocate management or financial resources, and result in additional expenditures and inefficient use of existing human and capital resources. Such slower than expected growth may require us to restrict or cease our operations and go out of business. Additionally, our anticipated growth will increase the demands placed on our suppliers, resulting in an increased need for us to manage our suppliers and monitor for quality assurance and comply with all applicable laws. Any failure by us to manage our growth effectively could impair our ability to achieve our business objectives.

Our recurring losses and significant accumulated deficit have raised substantial doubt regarding our ability to continue as a going concern.

We have experienced recurring operating losses, have a significant accumulated deficit, and we expect to continue to generate operating losses and consume cash resources in the near term. Without generating sufficient cash flow from operations or additional debt or equity financing, these conditions raise substantial doubt about our ability to continue as a going concern, meaning that we may be unable to continue operations for the foreseeable future or realize assets and discharge liabilities in the ordinary course of operations. If we need to seek additional financing to fund our business activities in the future and there remains doubt about our ability to continue as a going concern, investors or other financing sources may be unwilling to provide additional funding on commercially reasonable terms or at all. If we are unable to obtain sufficient funding, our business, prospects, financial condition and results of operations will be materially and adversely affected and we may be unable to continue as a going concern. If we are unable to continue as a going concern, we may have to liquidate our assets and may receive less than the value at which those assets are carried on our consolidated financial statements, and it is likely that investors will lose all or a part of their investment.

If we do not successfully develop additional products and services, or if such products and services are developed but not successfully commercialized, our business will be adversely affected.

Our success will depend, in part, on our ability to develop and market new products and improvements to our existing products. The process of identifying and commercializing new products is complex, uncertain and may involve considerable costs, and if we fail to accurately predict customers' changing needs and preferences, our business could be harmed. The success of our innovation and product development efforts is affected by, among other things, the technical capability of our team; our ability to establish new supplier relationships and third-party consultants in developing and testing new products, and complying with governmental regulations; our attractiveness as a partner for outside research and development scientists and entrepreneurs; and the success of our management and sales team in introducing and marketing new products.

We have already and may have to continue to commit significant resources to commercializing new products before knowing whether our investments will result in products the market will accept. Substantial promotional expenditures may be required to introduce new products to the market, or improve our market position. To remain competitive and expand and keep shelf placement for our products, we may need to increase our advertising spending to maintain and increase consumer awareness, protect and grow our existing market share or promote new products, which could affect our operating results. We may not always be able to respond quickly and effectively to changes in customer taste and demand due to the amount of time and financial resources that may be required to bring new products to market, which could result in our competitors taking advantage of changes in customer trends before we are able to and harm our brand and reputation.

Furthermore, developing and commercializing new products may divert management's attention from other aspects of our business and place a strain on management, operational and financial resources, as well as our information systems. We may not execute successfully on commercializing those products because of errors in product planning or timing, technical hurdles that we fail to overcome in a timely fashion, or a lack of appropriate resources. Launching new products or updating existing products may also leave us with obsolete inventory that we may not be able to sell or we may sell at significantly discounted prices. If we are unable to successfully develop or otherwise acquire new products, our business, financial condition and results of operations may be materially adversely affected.

Because we are engaged in a highly competitive business, if we are unable to compete effectively, our results of operations could be adversely affected.

The pet health and wellness industry is highly competitive. We compete on the basis of product and ingredient quality, product availability, palatability, brand awareness, loyalty and trust, product variety and innovation, product packaging and design, reputation, price and convenience and promotional efforts. The pet products and services retail industry has become increasingly competitive due to the expansion of pet-related product offerings by certain supermarkets, warehouse clubs, and other mass and general retail and online merchandisers and the entrance of other specialty retailers into the pet food and pet supply market, which makes it more difficult for us to compete for brand recognition and differentiation of our products and services. We face direct competition from companies that sell various pet health and wellness products at a lower price point and distribute such products to traditional retailers, which are larger than we are and have greater financial resources. Price gaps between products may result in market share erosion and harm our business. Our current and potential competitors may also establish cooperative or strategic relationships amongst themselves or with third parties that may further enhance their resources and offerings. Further, it is possible that domestic or foreign companies, some with greater experience in the pet health and wellness industry or greater financial resources than we possess, will seek to provide products or services that compete directly or indirectly with ours in the future.

Many of our competitors may have longer operating histories, greater brand recognition, larger fulfillment infrastructures, greater technical capabilities, significantly greater financial, marketing and other resources and larger customer bases than we do. These factors may allow our competitors to derive greater net sales and profits from their existing customer base, acquire customers at lower costs or respond more quickly than we can to new or emerging technologies and changes in consumer preferences or habits. These competitors may engage in more extensive research and development efforts, undertake more far-reaching marketing campaigns and adopt more aggressive pricing policies, which may allow them to build larger customer bases or generate net sales from their customer bases more effectively than we do.

Our competitors may be able to identify and adapt to changes in consumer preferences more quickly than us due to their resources and scale. They may also be more successful in marketing and selling their products, better able to increase prices to reflect cost pressures and better able to increase their promotional activity, which may impact us and the entire pet health and wellness industry. Increased competition as to any of our products could result in price reduction, increased costs, reduced margins and loss of market share, which could negatively affect our profitability. While we believe we are better equipped to customize products for the pet health and wellness market generally as compared to other companies in the industry, there can be no assurance that we will be able to successfully compete against these other companies. Expansion into markets served by our competitors and entry of new competitors or expansion of existing competitors into our markets could materially adversely affect our business, financial condition and results of operations.

If we fail to attract new customers, or retain existing customers, or fail to do either in a cost-effective manner, we may not be able to increase sales.

We are highly dependent on the effectiveness of our marketing messages and the efficiency of our advertising expenditures in generating consumer awareness and sales of our products. We may not always be successful in developing effective messages and new marketing channels, as consumer preferences and competition change, and in achieving efficiency in our advertising expenditures. We depend heavily on internet-based advertising to market our products through internet-based media and e-commerce platforms. If we are unable to continue utilizing such platforms, if those media and platforms diminish in importance or size, or if we are unable to direct our advertising to our target consumer groups, our advertising efforts may be ineffective, and our business could be adversely affected. The costs of advertising through these platforms have increased significantly, which could in decreased efficiency in the use of our advertising expenditures, and we expect these costs may continue to increase in the future.

Consumers are increasingly using digital tools as a part of their shopping experience. As a result, our future growth and profitability will depend in part on:

- the effectiveness and efficiency of our online experience for disparate worldwide audiences, including advertising and search optimization programs in generating consumer awareness and sales of our products;
- our ability to prevent confusion among consumers that can result from search engines that allow competitors to use or bid on our trademarks to direct consumers to competitors' websites;
- our ability to prevent Internet publication or television broadcast of false or misleading information regarding our products or our competitors' products;
- the nature and tone of consumer sentiment published on various social media sites; and
- the stability of our website and other e-commerce platforms we sell our products on. In recent years, a number of DTC, Internet-based retailers have emerged and have driven up the cost of basic search terms, which has and may continue to increase the cost of our Internet-based marketing programs.

If our marketing messages are ineffective or our advertising expenditures, geographic price-points, and other marketing programs, including digital programs, are inefficient in creating awareness and consideration of our products and brand name and in driving consumer traffic to our website or to our other sales channels, our sales, profitability, cash flows and financial condition may be adversely impacted. In addition, if we are not effective in preventing the publication of confusing, false or misleading information regarding our brand or our products, or if there arises significant negative consumer sentiment on social media regarding our brand or our products, our sales, profitability, cash flows and financial condition may be adversely impacted.

Food safety and food-borne illness incidents may materially adversely affect our business by exposing us to lawsuits, product recalls or regulatory enforcement actions, increasing our operating costs and reducing demand for our product offerings.

Selling food for consumption involves inherent legal and other risks, and there is increasing governmental scrutiny of and public awareness regarding food safety. Unexpected side effects, illness, injury or death related to allergens, food-borne illnesses or other food safety incidents caused by products we sell, or involving our suppliers or co-manufacturers, could result in the discontinuance of sales of these products or our relationships with such suppliers or co-manufacturers, or otherwise result in increased operating costs, regulatory enforcement actions or harm to our reputation. Shipment of adulterated or misbranded products, even if inadvertent, can result in criminal or civil liability. Such incidents could also expose us to product liability, negligence or other lawsuits, including consumer class action lawsuits. Any claims brought against us may exceed or be outside the scope of our existing or future insurance policy coverage or limits. Any judgment against us that is more than our policy limits or not covered by our policies or not subject to insurance would have to be paid from our cash reserves, which would reduce our capital resources.

The occurrence of food-borne illnesses or other food safety incidents could also adversely affect the price and availability of affected ingredients, resulting in higher costs, disruptions in supply and a reduction in our sales. Furthermore, any instances of food contamination or regulatory noncompliance, whether or not caused by our actions, could compel us, our suppliers, our distributors or our customers, depending on the circumstances, to conduct a recall in accordance with FDA regulations, comparable state laws or foreign laws in jurisdictions in which we operate. Food recalls could result in significant losses due to their costs, the destruction of product inventory, lost sales due to the unavailability of the product for a period of time and potential loss of existing distributors or customers and a potential negative impact on our ability to attract new customers due to negative consumer experiences or because of an adverse impact on our brand and reputation. The costs of a recall could exceed or be outside the scope of our existing or future insurance policy coverage or limits.

In addition, food companies have been subject to targeted, large-scale tampering as well as to opportunistic, individual product tampering, and we, like any food company, could be a target for product tampering. Forms of tampering could include the introduction of foreign material, chemical contaminants and pathological organisms into consumer products as well as product substitution. FDA regulations require companies like us to analyze, prepare and implement mitigation strategies specifically to address tampering (i.e., intentional adulteration) designed to inflict widespread public health harm. If we do not adequately address the possibility, or any actual instance, of intentional adulteration, we could face possible seizure or recall of our products and the imposition of civil or criminal sanctions, which could materially adversely affect our business, financial condition and operating results.

We may not be able to manage our manufacturing and supply chain effectively, which may adversely affect our results of operations.

We must accurately forecast demand for all of our products in order to ensure that we have enough products available to meet the needs of our customers. Our forecasts are based on multiple assumptions that may cause our estimates to be inaccurate and affect our ability to obtain adequate co-manufacturing capacity in order to meet the demand for our products. If we do not accurately align our manufacturing capabilities with demand, our business, financial condition and results of operations may be materially adversely affected.

In addition, we must continuously monitor our inventory and product mix against forecasted demand. If we underestimate demand, we risk having inadequate supplies. We also face the risk of having too much inventory on hand that may reach its expiration date and become unsalable, and we may be forced to rely on markdowns or promotional sales to dispose of excess or slow-moving inventory. If we are unable to manage our supply chain effectively, our operating costs could increase and our profit margins could decrease.

If any of our independent shipping providers experience delays or disruptions, our business could be adversely affected.

We rely on independent shipping service providers to ship raw materials and products from our third-party suppliers and to ship products from our manufacturing and distribution warehouses to our customers. Our utilization of any shipping companies that we may elect to use, is subject to risks, including increases in fuel prices, employee strikes, organized labor activities and inclement weather, which may impact the shipping company's ability to provide delivery services sufficient to meet our shipping needs. If we are not able to negotiate acceptable terms with these companies or they experience performance problems or other difficulties, it could negatively impact our operating results and customer experience.

Our intellectual property rights may be inadequate to protect our business.

We attempt to protect our intellectual property rights, both in the U.S. and in foreign countries, through a combination of patent, trademark, copyright and trade secret laws, as well as licensing agreements and third-party nondisclosure and assignment agreements. Because of the differences in foreign trademark, patent and other laws concerning proprietary rights, our intellectual property rights may not receive the same degree of protection in foreign countries as they would in the U.S. Our failure to obtain or maintain adequate protection of our intellectual property rights for any reason could have a material adverse effect on our business, results of operations and financial condition.

We also rely on unpatented proprietary technology. It is possible that others will independently develop the same or similar technology or otherwise obtain access to our unpatented technology. To protect our trade secrets and other proprietary information, we require employees, consultants, advisors and collaborators to enter into confidentiality agreements. We cannot assure you that these agreements will provide meaningful protection for our trade secrets, know-how or other proprietary information in the event of any unauthorized use, misappropriation or disclosure of such trade secrets, know-how or other proprietary information. If we are unable to maintain the proprietary nature of our technologies, we could be materially adversely affected.

We rely on our trademarks, trade names, and brand names to distinguish our products from the products of our competitors, and have registered or applied to register many of these trademarks. We cannot assure you that our trademark applications will be approved. Third parties may also oppose our trademark applications, or otherwise challenge our use of the trademarks. In the event that our trademarks are successfully challenged, we could be forced to rebrand our products, which could result in loss of brand recognition, and could require us to devote significant additional resources to advertising and marketing new brands. Further, we cannot assure you that competitors will not infringe our trademarks, or that we will have adequate resources to enforce our trademarks.

We depend on the knowledge and skills of our senior management and other key employees, and if we are unable to retain and motivate them or recruit additional qualified personnel, our business may suffer.

We have benefited substantially from the leadership and performance of our senior management, as well as other key employees. Our success will depend on our ability to retain our current management and key employees, and to attract and retain qualified personnel in the future, and we cannot guarantee that we will be able to retain our personnel or attract new, qualified personnel. In addition, we do not maintain any “key person” life insurance policies. The loss of the services of members of our senior management or key employees could prevent or delay the implementation and completion of our strategic objectives, or divert management’s attention to seeking qualified replacements.

A failure of one or more key information technology systems, networks or processes may materially adversely affect our ability to conduct our business.

The efficient operation of our business depends on our information technology systems. We rely on our information technology systems to effectively manage our sales and marketing, accounting and financial and legal and compliance functions, engineering and product development tasks, research and development data, communications, supply chain, order entry and fulfillment and other business processes. We also rely on third parties and virtualized infrastructure to operate and support our information technology systems. The failure of our information technology systems, or those of our third-party service providers, to perform as we anticipate could disrupt our business and could result in transaction errors, processing inefficiencies and the loss of sales and customers, causing our business and results of operations to suffer.

In addition, our information technology systems may be vulnerable to damage or interruption from circumstances beyond our control, including fire, natural disasters, power outages, systems failures, security breaches, cyber-attacks and computer viruses. The failure of our information technology systems to perform as a result of any of these factors or our failure to effectively restore our systems or implement new systems could disrupt our entire operation and could result in decreased sales, increased overhead costs, excess inventory and product shortages and a loss of important information.

Further, it is critically important for us to maintain the confidentiality and integrity of our information technology systems. To the extent that we have information in our databases that our customers consider confidential or sensitive, any unauthorized disclosure of, or access to, such information could result in a violation of applicable data privacy and security, data protection, and consumer protection laws and regulations, legal and financial exposure, damage to our reputation, a loss of confidence of our customers, suppliers and manufacturers and lost sales. Despite the implementation of certain security measures, our systems may still be vulnerable to physical break-ins, computer viruses, programming errors, attacks by third parties or similar disruptive problems. If any of these risks materialize, our reputation and our ability to conduct our business may be materially adversely affected.

We rely heavily on third-party commerce platforms to conduct our businesses. If one of those platforms is compromised, our business, financial condition and results of operations could be harmed.

We rely upon third-party commerce platforms, including Shopify. The use of Shopify was discontinued when we exited our DTC channel in June 2024. We also rely on e-mail service providers, bandwidth providers, Internet service providers and mobile networks to deliver e-mail and “push” communications to customers and to allow customers to access our website. Any damage to, or failure of, our systems or the systems of our third-party commerce platform providers could result in interruptions to the availability or functionality of our website and mobile applications. As a result, we could lose customer data and miss order fulfillment deadlines, which could result in decreased sales, increased overhead costs, excess inventory and product shortages.

In the future, the loss of access to these third-party platforms, or any significant cost increases from operating on the marketplaces, could significantly reduce our revenues, and the success of our business depends partly on continued access to these third-party platforms. Our relationships with our third-party commerce platform providers could deteriorate as a result of a variety of factors, such as if they become concerned about our ability to deliver quality products on a timely basis or to protect a third-party’s intellectual property. In addition, third-party marketplace providers could prohibit our access to these marketplaces if we are not able to meet the applicable required terms of use. If for any reason our arrangements with our third-party commerce platform providers are terminated or interrupted, such termination or interruption could adversely affect our business, financial condition, and results of operations.

In addition, we exercise little control over these providers, which increases our vulnerability to problems with the services they provide. We could experience additional expense in arranging for new facilities, technology, services and support. The failure of our third-party commerce platform providers to meet our capacity requirements could result in interruption in the availability or functionality of our website and mobile applications, which could adversely affect our business and results of operations.

We may face difficulties as we expand our business and operations into jurisdictions in which we have no prior operating experience.

We plan in the future to expand our operations and business into jurisdictions outside of the jurisdictions where we currently carry on business, including internationally. There can be no assurance that any market for our products will develop in any such foreign jurisdiction. We may face new or unexpected risks or significantly increase our exposure to one or more existing risk factors, including economic instability, new competition, changes in laws and regulations, including the possibility that we could be in violation of these laws and regulations as a result of such changes, and the effects of competition.

In addition, it may be difficult for us to understand and accurately predict taste preferences and purchasing habits of consumers in new markets. It is costly to establish, develop and maintain operations and develop and promote our brands in new jurisdictions. As we expand our business into other jurisdictions, we may encounter regulatory, legal, personnel, technological and other difficulties that increase our expenses and/or delay our ability to become profitable in such countries, which may have a material adverse effect on our business and brand. These factors may limit our capability to successfully expand our operations in, or export our products to, those other jurisdictions.

There may be decreased spending on pets in a challenging economic climate.

A challenging economic climate, including adverse changes in interest rates, volatile commodity markets and inflation, contraction in the availability of credit in the market and reductions in consumer spending, or a slow-down in the general economy or a shift in consumer preferences to less expensive products may result in reduced demand for our products which may affect our profitability. Pet ownership and the purchase of pet-related products may constitute discretionary spending for some consumers and any material decline in consumer discretionary spending may reduce overall levels of spending on pets. As a result, a challenging economic climate may cause a decline in demand for our products which could be disproportionate as compared to competing pet food brands since our products command a price premium.

Since a significant portion of our revenue has been derived from China, a slowdown in economic growth in China could adversely impact the sales of our products in China, which could have a material adverse effect on our results of operations and financial condition. In addition, a deterioration in trade relations between the U.S. and China or other countries, or the negative perception of U.S. brands by Chinese or other international consumers, could have a material adverse effect on our results of operations and financial condition.

If economic conditions result in decreased spending on pets and have a negative impact on our suppliers or distributors, our business, financial condition and results of operations may be materially adversely affected.

Significant merchandise returns or refunds could harm our business.

We allow our customers to return products or obtain refunds, subject to our return and refunds policy. If merchandise returns or refunds are significant or higher than anticipated and forecasted, our business, financial condition, and results of operations could be adversely affected. Further, we modify our policies relating to returns or refunds from time to time, and may do so in the future, which may result in customer dissatisfaction and harm to our reputation or brand, or an increase in the number of product returns or the amount of refunds we make.

We may seek to grow our company and business through acquisitions, investments or through strategic alliances and our failure to identify and successfully integrate and manage these assets could have a material adverse effect on the anticipated benefits of the acquisition and our business, financial condition or results of operations.

We expect to consider opportunities to acquire or make investments in new or complementary businesses, facilities, technologies or products, or enter into strategic alliances, which may enhance our capabilities, expand our network, complement our current products or expand the breadth of our markets. In 2019, we completed three significant acquisitions that involved the combination of three businesses that historically have operated as independent companies. The success of these completed acquisitions and any future acquisitions will depend in large part on the success of our management team in integrating the operations, strategies, technologies and personnel. Potential and completed acquisitions, investments and other strategic alliances involve numerous risks, including: problems integrating the purchased business, facilities, technologies or products; issues maintaining uniform standards, procedures, controls and policies; assumed liabilities; unanticipated costs associated with acquisitions, investments or strategic alliances; diversion of management's attention from our existing business; adverse effects on existing business relationships with suppliers, manufacturers, and retail customers; risks associated with entering new markets in which we have limited or no experience; potential write-offs of acquired assets and/or an impairment of any goodwill recorded as a result of an acquisition; potential loss of key employees of acquired businesses; and increased legal and accounting compliance costs.

We may fail to realize some or all of the anticipated benefits of the acquisitions if the integration process takes longer than expected or is more costly than expected. Our failure to meet the challenges involved in successfully integrating acquisitions, including the operations of Halo, or to otherwise realize any of the anticipated benefits of the acquisitions could impair our financial condition and results of operations. Furthermore, we do not know if we will be able to identify additional acquisitions or strategic relationships we deem suitable or whether we will be able to successfully complete any such transactions on favorable terms or at all. Our ability to successfully grow through strategic transactions depends upon our ability to identify, negotiate, complete and integrate suitable target businesses, facilities, technologies and products and to obtain any necessary financing. These efforts could be expensive and time-consuming and may disrupt our ongoing business.

Premiums for our insurance coverage may not continue to be commercially justifiable, and our insurance coverage may have limitations and other exclusions and may not be sufficient to cover our potential liabilities.

We have insurance to protect our assets, operations and employees. While we believe our insurance coverage addresses all material risks to which we are exposed and is adequate and customary in our current state of operations, such insurance is subject to coverage limits and exclusions and may not be available for the risks and hazards to which we are exposed. No assurance can be given that such insurance will be adequate to cover our liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If we are unable to obtain such insurances or if we were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, we may be prevented from entering into certain business sectors, our growth may be inhibited, and we may be exposed to additional risk and financial liabilities, which could have a material adverse effect on our business, results of operations and financial condition could be materially adversely affected.

Adverse litigation judgments or settlements resulting from legal proceedings relating to our business operations could materially adversely affect our business, financial condition and results of operations.

From time to time, we are subject to allegations, and may be party to legal claims and regulatory proceedings, relating to our business operations. Such allegations, claims and proceedings may be brought by third parties, including our customers, employees, governmental or regulatory bodies or competitors. Defending against such claims and proceedings, regardless of their merits or outcomes, is costly and time consuming and may divert management's attention and personnel resources from our normal business operations, and the outcome of many of these claims and proceedings cannot be predicted. If any of these claims or proceedings were to be determined adversely to us, a judgment, a fine or a settlement involving a payment of a material sum of money were to occur, or injunctive relief were issued against us, our reputation could be affected and our business, financial condition and results of operations could be materially adversely affected.

If third parties claim that we infringe upon their intellectual property rights, our business and results of operations could be adversely affected.

Any claims of intellectual property infringement, even those without merit, could be expensive and time consuming to defend; could require us to cease selling the products that incorporate the challenged intellectual property; could require us to redesign, reengineer, or rebrand the product, if feasible; could divert management's attention and resources; or could require us to enter into royalty or licensing agreements in order to obtain the right to use a third party's intellectual property. Any royalty or licensing agreements, if required, may not be available to us on acceptable terms or at all.

A successful claim of infringement against us could result in our being required to pay significant damages, enter into costly license or royalty agreements, or stop the sale of certain products, any of which could have a negative impact on our business, financial condition, results of operations and our future prospects.

Failure to comply with the U.S. Foreign Corrupt Practices Act, other applicable anti-corruption and anti-bribery laws, and applicable trade control laws could subject us to penalties and other adverse consequences.

We operate our business in part outside of the U.S. and our operations are subject to the U.S. Foreign Corrupt Practices Act (the "FCPA"), as well as the anti-corruption and anti-bribery laws in the countries where we do business. In addition, we are subject to U.S. and other applicable trade control regulations that restrict with whom we may transact business, including the trade sanctions enforced by the U.S. Treasury, Office of Foreign Assets Control ("OFAC"). We also plan to expand our operations outside of the U.S. in the future and our risks related to the FCPA will increase as we grow our international presence. Any violations of these anti-corruption or trade controls laws, or even allegations of such violations, can lead to an investigation and/or enforcement action, which could disrupt our operations, involve significant management distraction, and lead to significant costs and expenses, including legal fees. In addition, our brand and reputation, our sales activities or our stock price could be adversely affected if we become the subject of any negative publicity related to actual or potential violations of anti-corruption, anti-bribery or trade control laws and regulations.

Our ability to utilize our net operating loss carryforwards may be limited.

Our ability to utilize our federal net operating loss carryforwards and federal tax credit may be limited under Section 382 of the Code as amended by the Tax Cut and Jobs Act (the "TCJA"). The limitations apply if we experience an "ownership change". Similar provisions of state tax law may also apply. If we have experienced an ownership change at any time since our formation, we may already be subject to limitations on our ability to utilize our existing net operating losses to offset taxable income. In addition, future changes in our stock ownership, which may be outside of our control, may trigger an ownership change and, consequently, the limitations under Section 382. As a result, if or when we earn net taxable income, our ability to use our pre-change net operating loss carryforwards to offset such taxable income may be subject to limitations, which could adversely affect our future cash flows.

Risks Related to the Regulation of our Business and Products

We and our co-manufacturers and suppliers are subject to extensive governmental regulation and may be subject to enforcement if we are not in compliance with applicable requirements.

We and our third-party suppliers are subject to a broad range of foreign, federal, state and local laws and regulations governing, among other things, the testing, development, manufacture, distribution, marketing and post-market reporting of animal foods. These include laws administered by the FDA, the FTC, the USDA, and other federal, state and local regulatory authorities. Because we market food, supplements and other products that are regulated as food and cosmetic care products for animals, we and the companies that manufacture our products are subject to the requirements of the FDCA and regulations promulgated thereunder by the FDA. The FDCA and related regulations govern, among other things, the manufacturing, composition, ingredients, packaging, labeling and safety of food for animals. The FDA requires that facilities that manufacture animal food products comply with a range of requirements. If our third-party suppliers cannot successfully manufacture products that conform to our specifications and the strict regulatory requirements, they may be subject to adverse inspectional findings or enforcement actions, which could materially impact our ability to market our products, could result in their inability to continue manufacturing for us or could result in a recall of our products that have already been distributed.

If the FDA or other regulatory authority determines that we or they have not complied with the applicable regulatory requirements, our business, financial condition and results of operations may be materially adversely impacted. If we do not comply with labeling requirements, including making unlawful claims about our products, we could be subject to public warning letters and possible further enforcement. Failure by us or our co-manufacturers and suppliers to comply with applicable laws and regulations or to obtain and maintain necessary permits, licenses and registrations relating to our or our partners' operations could subject us to administrative and civil penalties, including fines, injunctions, recalls or seizures, warning letters, restrictions on the marketing or manufacturing of our products, or refusals to permit the import or export of products, as well as potential criminal sanctions, which could result in increased operating costs resulting in a material effect on our operating results and business. For further detail, refer to the information under "Item 1. Business—Government Regulation" in this Annual Report on Form 10-K.

International expansion of our business could expose us to substantial business, regulatory, political, financial and economic risks.

We currently conduct business and market products in the U.S., Canada and select Asian markets, including China. The expansion of our business outside of the U.S. could expose us to substantial risks, which may include, but are not limited to, the following:

- political, social and economic instability;
- higher levels of credit risk, corruption and payment fraud;
- regulations that might add difficulties in repatriating cash earned outside the U.S. and otherwise prevent us from freely moving cash;
- import and export controls and restrictions and changes in trade regulations
- compliance with the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and similar laws in other jurisdictions;
- multiple, conflicting and changing laws and regulations such as privacy, security and data use regulations, tax laws, trade regulations, economic sanctions and embargoes, employment laws, anti-corruption laws, regulatory requirements, reimbursement or payor regimes and other governmental approvals, permits and licenses;
- failure by us, our collaborators or our distributors to obtain regulatory clearance, authorization or approval for the use of our products in various countries;
- additional potentially relevant third-party patent rights;
- complexities and difficulties in obtaining intellectual property protection and enforcing our intellectual property;
- logistics and regulations associated with shipping samples and customer orders, including infrastructure conditions and transportation delays;
- the impact of local and regional financial crises;
- natural disasters, political and economic instability, including wars, terrorism and political unrest, and outbreak of disease;
- breakdowns in infrastructure, utilities and other services;
- boycotts, curtailment of trade and other business restrictions; and
- the other risks and uncertainties described in this Form 10K

Any of these factors could significantly harm our future international expansion and operations and, consequently, our revenue and results of operations.

Changes in government regulations and trade policies may materially and adversely affect our sales and results of operations.

The U.S. or foreign governments may take administrative, legislative, or regulatory action that could materially interfere with our ability to sell products in certain countries and/or to certain customers, particularly in China. As part of our attempt to broaden its customer base, we have begun offering our products to Chinese consumers. Our decision to export products to China requires us to comply with Chinese rules, laws, and regulations, as well as certain domestic and international laws relating to the import and export of goods to foreign countries. These laws are often changing, and the costs associated with complying with these laws and regulations may adversely affect us. Additionally, changes in the current laws may make importing products to China more difficult, which may also negatively affect our business. Furthermore, changes in U.S. trade policy more generally could trigger retaliatory actions by affected countries, which could impose restrictions on our ability to do business in or with affected countries or prohibit, reduce or discourage purchases of our products by foreign customers. Changes in, and responses to, U.S. trade policy could reduce the competitiveness of our products, cause our sales to decline and adversely impact our ability to compete, which could materially and adversely impact our business, financial condition and results of operations.

There is significant uncertainty about the future relationship between the U.S. and China with respect to trade policies, treaties, government regulations and tariffs. An escalation of recent trade tensions between the U.S. and China has resulted in trade restrictions that could harm our ability to participate in Chinese markets and numerous additional such restrictions have been threatened by both countries. The U.S. and China have imposed a number of tariffs and other restrictions on items imported or exported between the U.S. and China. We cannot predict what actions may ultimately be taken with respect to tariffs or trade relations between the U.S. and China or other countries, what products may be subject to such actions, or what actions may be taken by the other countries in retaliation. The institution of trade tariffs both globally and between the U.S. and China specifically carries the risk of negatively impacting China's overall economic condition, which could have negative repercussions for our business. Our products are and may continue to be subject to export license requirements or restrictions, particularly in respect of China.

Our products may be subject to recalls for a variety of reasons, which could require us to expend significant management and capital resources.

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, adulteration, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. Although we have detailed procedures in place for testing finished products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits, whether frivolous or otherwise. If any of the animal food or care products produced by us are recalled due to an alleged product defect or for any other reason, we could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. We had to issue a recall in 2018 for one of our products after a single retail sample collected by the Michigan Department of Agriculture tested positive for Salmonella. Although customers reported no incidents of injury or illness in association with this product, the recall negatively affected our results. As a result of any such recall, customers may be hesitant to purchase our products in the future and we may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention or damage our reputation and goodwill or that of our products or brands. Additionally, product recalls may lead to increased scrutiny of our operations by the FDA or other state or federal regulatory agencies, requiring further management attention, increased compliance costs and potential legal fees, fines, penalties and other expenses.

Changes in existing laws or regulations, including how such existing laws or regulations are enforced by federal, state, and local authorities, or the adoption of new laws or regulations may increase our costs and otherwise adversely affect our business, financial condition and results of operations.

The manufacture and marketing of animal food products is highly regulated, and we and our co-manufacturers and suppliers are subject to a variety of federal and state laws and regulations applicable to pet food and treats. These laws and regulations apply to many aspects of our business, including the manufacture, packaging, labeling, distribution, advertising, sale, quality and safety of our products. We could incur costs, including fines, penalties, and third-party claims, in the event of any violations of, or liabilities under, such requirements, including any competitor or consumer challenges relating to compliance with such requirements. For example, in connection with the marketing and advertisement of our products, we could be the target of claims relating to false or deceptive advertising, including under the auspices of the FTC and state consumer protection statutes. The regulatory environment in which we operate could change significantly and adversely in the future. The laws and regulations that apply to our products and business may change in the future and we may incur (directly or indirectly) material costs to comply with current or future laws and regulations or any required product recalls. New or revised government laws and regulations could significantly limit our ability to run our business as it is currently conducted, result in additional compliance costs and, in the event of noncompliance, lead to administrative or civil remedies, including fines, injunctions, withdrawals, recalls or seizures and confiscations, as well as potential criminal sanctions. Any such changes or actions by the FDA or other regulatory agencies could have a material adverse effect on our co-manufacturers, our suppliers or our business, financial condition and results of operations.

Risks Related to Our Capital Structure

We are a holding company and rely on payments, advances and transfers of funds from our subsidiaries to meet our obligations and pay any dividends.

We have limited direct operations and significant assets other than ownership of 100% of the capital stock of our subsidiaries. Because we primarily conduct our operations through our subsidiaries, we depend on those entities for payments to generate the funds necessary to meet our financial obligations, and to pay any dividends with respect to our common stock. Legal and contractual restrictions in our term loan and revolving line of credit agreement and other agreements that may govern future indebtedness of our subsidiaries, as well as the financial condition and operating requirements of our subsidiaries, may limit our ability to obtain cash from our subsidiaries. The earnings from, or other available assets of, our subsidiaries might not be sufficient to make distributions or obtain loans to enable us to meet certain of our obligations. Any of the foregoing could materially and adversely affect our business, financial condition, results of operations and cash flows.

Our level of indebtedness and related covenants could limit our operational and financial flexibility and could significantly adversely affect our business if we breach such covenants and default on such indebtedness.

Our ability to meet our debt service obligations depends upon our operating and financial performance, which is subject to general economic and competitive conditions and to financial, business and other factors affecting our operations, many of which are beyond our control. If we are unable to service our debt, we may need to sell inventory and other material assets, restructure or refinance our debt, or seek additional equity capital. If our inability to meet our debt service obligations results in an event of default as defined under our Wintrust receivables credit facility, the lenders thereunder may be able to take possession of substantially all of our assets. Prevailing economic conditions and global credit markets could adversely impact our ability to do so.

In addition, our debt agreements contain limits on our ability to, among other things, incur additional debt, grant liens, undergo certain fundamental changes, make investments, and dispose of inventory. These restrictions may prevent us from taking actions that we believe would be in the best interests of the business and may make it difficult for us to successfully execute our business strategy or effectively compete with companies that are not similarly restricted. If we determine that we need to take any action that is restricted under our debt agreements, we will need to first obtain a waiver from the related lenders. Obtaining such waivers, if needed, may impose additional costs or we may be unable to obtain such waivers. Our ability to comply with these restrictive covenants in future periods will largely depend on our ability to successfully implement our overall business strategy. The breach of any of these covenants or restrictions could result in a default, which could result in the acceleration of our outstanding debt. In the event of an acceleration of such debt, we could be forced to apply all available cash flows to repay such debt, which could also force us into bankruptcy or liquidation.

For information regarding our outstanding debt, refer to “Note 9 - Debt” in the Notes to Consolidated Financial Statements included in Item 8. Financial Statements and Supplementary Data of this report, which is incorporated into this Item 1A by reference.

Our common stock may be deemed to be a “penny stock” and the “penny stock” rules could adversely affect the market price of our common stock.

The SEC has adopted Rule 3a51-1, which establishes the definition of a “penny stock” as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to certain exceptions. Our common stock may be deemed to be a penny stock. For any transaction involving a penny stock, unless exempt, Rule 15c-9 requires that a broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive (i) the purchaser’s written acknowledgment of the receipt of a risk disclosure statement; (ii) a written agreement to transactions involving penny stocks; and (iii) a signed and dated copy of a written suitability statement. Generally, brokers may be less willing to execute transactions in securities subject to the “penny stock” rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Our failure to meet the applicable listing requirements of NYSE American could result in a delisting of our common stock and could make it more difficult to raise capital in the future.

NYSE American has listing requirements for inclusion of securities for trading on the NYSE American, including minimum levels of stockholders' equity, market value of publicly held shares, number of public stockholders and stock price. There can be no assurance that we will be successful in maintaining the listing of NYSE American as it is possible we may fail to satisfy the continued listing requirements, such as the corporate governance requirements or the minimum stock price requirement. On April 24, 2024, the Company received a notice of noncompliance from the NYSE American. On May 24, 2024, we submitted a plan of compliance to NYSE American addressing how we intend to regain compliance, which plan has been accepted by the NYSE American. However, if we are not in compliance with the continued listing standards before the end of the cure period, or if we do not make progress consistent with the plan, the NYSE American may take steps to delist our common stock. Further, we received correspondence from the NYSE American on July 9, 2024, indicating noncompliance under a different requirement of the listing standards, since we reported stockholders' equity of \$1.1 million as of March 31, 2024, and had losses from continuing operations and/or net losses in three out of its four most recent fiscal years ended December 31, 2023, and that which requires us to maintain a minimum stockholders' equity of \$4.0 million. We will need to take additional steps to regain compliance under this requirement as well, or the NYSE American may take steps to delist our common stock. Such a delisting or the announcement of such delisting will have a negative effect on the price of our common stock and would impair your ability to sell or purchase our common stock when you wish to do so. In the event of a delisting, we may attempt to take actions to restore our compliance with the NYSE American listing requirements, but we can provide no assurance that any such action taken by us would allow our common stock to become listed again, stabilize the market price or improve the liquidity of our common stock, prevent our common stock from dropping below the NYSE American minimum listing requirements or prevent future non-compliance with the NYSE American listing requirements. If we do not maintain the listing of our common stock on NYSE American, it could make it harder for us to raise additional capital in the long-term. If we are unable to raise capital when needed in the future, we may have to cease or reduce operations.

Moreover, as a result of the Amalgamation (as defined below), the Combined Company (as defined below) will be deemed a "reverse merger company" by NYSE and, as such, the Combined Company would be required by NYSE to meet the NYSE Initial Listing Standards at such time. If the Combined Company does not meet such Initial Listing Standards, the Combined Company could be subject to immediate suspension and delisting proceedings from NYSE. We and SRx are taking appropriate actions to allow the Combined Company to meet such standards as of immediately following the consummation of the Amalgamation. We cannot make any assurances that our actions and efforts will be successful or that the Combined Company will meet the Initial Listing Standards as of immediately following the consummation of the Amalgamation. If the Combined Company does not meet the Initial Listing Standards, the Combined Company will be subject to immediate suspension of trading in the common stock of the Combined Company and/or delisting proceedings following the consummation of the Amalgamation.

If the Combined Company does not meet the Initial Listing Standards, we may nevertheless decide to consummate the Amalgamation. If this should occur, the Combined Company will likely be delisted from NYSE and then may seek to list on another national exchange or in the OTC Market. In the event that the Combined Company lists in the OTC Market rather than a national exchange, stockholders of the Combined Company may face material adverse consequences, including, but not limited to, a lack of trading market for the Combined Company's common stock, reduced liquidity and market price of the Combined Company's common stock, decreased analyst coverage of Combined Company's common stock, and an inability for the Combined Company to obtain any additional financing that it may need to fund its operations.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Arrangement Agreement."

Our common stock prices may be volatile.

The market price of our common stock has been and may continue to be highly volatile and subject to wide fluctuations. Our financial performance, government regulatory action, tax laws, interest rates and market conditions in general could have a significant impact on the future market price of our common stock.

The public price of our common stock could also be subject to wide fluctuations in response to the risk factors described in this report and others beyond our control, including: the number of shares of our common stock publicly owned and available for trading; actual or anticipated quarterly variations in our results of operations or those of our competitors; our actual or anticipated operating performance and the operating performance of similar companies in our industry; our announcements or our competitors' announcements regarding significant contracts, acquisitions, or strategic investments; general economic conditions and their impact on the pet food markets; the overall performance of the equity markets; threatened or actual litigation; changes in laws or regulations relating to our industry; any major change in our board of directors or management; publication of research reports about us or our industry or changes in recommendations or withdrawal of research coverage by securities analysts; and sales or expected sales of shares of our common stock by us, and our officers, directors, and significant stockholders. From time to time, our affiliates may sell stock for reasons due to their personal financial circumstances. These sales may be interpreted by other stockholders as an indication of our performance and result in subsequent sales of our stock that have the effect of creating downward pressure on the market price of our common stock.

The volatility of the market price of our common stock may adversely affect the ability of investors to purchase or sell shares of our common stock. Investors may also experience losses on their investments in our stock due to price fluctuations. In addition, the stock market in general has experienced extreme price and volume fluctuations that often have been unrelated or disproportionate to the operating performance of those companies. Securities class action litigation has often been instituted against companies following periods of volatility in the overall market and in the market price of a company's securities. Such litigation, if instituted against us, could result in very substantial costs, divert our management's attention and resources and harm our business, operating results, and financial condition.

We do not expect to pay any cash dividends to the holders of the common stock in the foreseeable future and the availability and timing of future cash dividends, if any, is uncertain.

We expect to use cash flow from future operations to repay debt and support the growth of our business and do not expect to declare or pay any cash dividends on our common stock in the foreseeable future. Our Wintrust receivables credit facility places certain restrictions on the ability of us and our subsidiaries to pay cash dividends. We may amend our current credit facility or enter into new debt arrangements that also prohibit or restrict our ability to pay cash dividends on our common stock.

[Table of Contents](#)

Subject to such restrictions, our board of directors will determine the amount and timing of stockholder dividends, if any, that we may pay in future periods. In making this determination, our directors will consider all relevant factors, including the amount of cash available for dividends, capital expenditures, covenants, prohibitions or limitations with respect to dividends, applicable law, general operational requirements and other variables. We cannot predict the amount or timing of any future dividends you may receive, and if we do commence the payment of dividends, we may be unable to pay, maintain or increase dividends over time. Therefore, you may not be able to realize any return on your investment in our common stock for an extended period of time, if at all.

Future sales of our common stock, or the perception that such sales may occur, may depress our share price, and any additional capital through the sale of equity or convertible securities may dilute your ownership in us.

In the future, we may issue our previously authorized and unissued securities. We are authorized to issue 200,000,000 shares of common stock and 4,000,000 shares of preferred stock with such designations, preferences and rights as determined by our board of directors. The potential issuance of such additional shares of common stock will result in the dilution of the ownership interests of the holders of our common stock and may create downward pressure on the trading price, if any, of our common stock. The sales of substantial amounts of our common stock pursuant to our effective registration statements, or the perception that these sales may occur, could cause the market price of our common stock to decline and impair our ability to raise capital. These shares also may be sold pursuant to Rule 144 under the Securities Act, depending on their holding period and subject to restrictions in the case of shares held by persons deemed to be our affiliates. We also may grant additional registration rights in connection with any future issuance of our capital stock.

For information regarding our outstanding stockholders' equity and potentially dilutive securities, refer to "Note 9 - Debt", "Note 12 - Commitments and contingencies", "Note 13 - Warrants" and "Note 14 - Share-based compensation" in the Notes to Consolidated Financial Statements included in Item 8. Financial Statements and Supplementary Data of this Annual Report on Form 10-K, which is incorporated into this Item 1A by reference.

The market price of our common stock may not attract new investors, including institutional investors, and may not satisfy the investing requirements of those investors. Consequently, the trading liquidity of our common stock may not improve.

There can be no assurance that the share price of our stock will attract new investors, including institutional investors. In addition, there can be no assurance that the market price of our common stock will satisfy the investing requirements of those investors. As a result, the trading liquidity of our common stock may not necessarily improve.

We may issue preferred stock whose terms could adversely affect the voting power or value of our common stock.

Our certificate of incorporation authorizes us to issue, without the approval of our stockholders, one or more classes or series of preferred stock having such designations, preferences, limitations and relative rights, including preferences over our common stock with respect to dividends and distributions, as our board of directors may determine. The terms of one or more classes or series of preferred stock could adversely impact the voting power or value of our common stock. For example, we might grant holders of preferred stock the right to elect some number of our directors in all events or on the happening of specified events, or the right to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences we might grant to holders of preferred stock could affect the value of the common stock. The issuance of such preferred stock could also be used as a method of discouraging, delaying or preventing a change of control.

The administrative and regulatory costs of public company compliance could consume a significant amount of our resources.

The rules and regulations related to being a public company require us to incur significant legal, accounting and other expenses. The legal and financial compliance make some activities more time-consuming and costly, particularly after we are no longer a smaller reporting company. Moreover, if we are not able to comply with the requirements or regulations as a public reporting company in any regard, we could be subject to sanctions or investigations by the SEC or other regulatory authorities, which would require additional financial and management resources.

In addition, the Sarbanes-Oxley Act of 2002 and rules subsequently implemented by the SEC impose various requirements on public companies, including establishment and maintenance of effective disclosure and financial controls and corporate governance practices. Our management and other personnel devote a substantial amount of time to these compliance initiatives. To achieve compliance with Section 404 within the prescribed period, we will be engaged in a costly and challenging process to document and evaluate our internal control over financial reporting. In this regard, we will need to continue to dedicate internal resources and potentially engage outside consultants or hire an internal audit resource to assess and document the adequacy of internal control over financial reporting, validate through testing that controls are functioning as documented and implement a continuous reporting and improvement process for internal control over financial reporting. Despite our efforts, there is a risk that neither we nor our independent registered public accounting firm will be able to conclude within the prescribed timeframe that our internal control over financial reporting is effective as required by Section 404. This could result in an adverse reaction in the financial markets due to a loss of confidence in the reliability of our financial statements.

We are a smaller reporting company which could make our securities less attractive to investors and may make it more difficult to compare our performance with other public companies.

We are a smaller reporting company, as defined in Item 10(f)(1) of Regulation S-K, and we may take advantage of certain reduced disclosure obligations. To the extent we take advantage of such reduced disclosure obligations while we continue to qualify as a smaller reporting company, it may make comparison of our financial statements with other public companies difficult or impossible. Some investors may find our common stock less attractive because we may rely on these exemptions, which could result in a less active trading market for our common stock, and our stock price may be more volatile.

Our bylaws designate the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or agents.

Our bylaws provide that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will, to the fullest extent permitted by applicable law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer (or affiliate of any of the foregoing) of us to us or the our shareholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL or our certificate of incorporation or bylaws, or (iv) any other action asserting a claim arising under, in connection with, and governed by the internal affairs doctrine; provided that these exclusive forum provisions will not apply to suits brought to enforce any liability or duty created by the Securities Act or the Exchange Act, or to any claim for which the federal courts have exclusive jurisdiction. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock will be deemed to have notice of, and consented to, the provisions of our bylaws described in the preceding sentence. This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, employees or agents, which may discourage such lawsuits against us and such persons. Alternatively, if a court were to find these provisions of our bylaws inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business, financial condition or results of operations.

Provisions in our certificate of incorporation and bylaws and Delaware law may discourage a takeover attempt even if a takeover might be beneficial to our stockholders.

Provisions contained in our certificate of incorporation and bylaws could make it more difficult for a third party to acquire us after we have become a publicly traded company. Provisions in our certificate of incorporation and bylaws impose various procedural and other requirements, which could make it more difficult for stockholders to effect certain corporate actions. For example, our certificate of incorporation authorizes our board of directors to determine the rights, preferences, privileges and restrictions of unissued series of preferred stock without any vote or action by our stockholders. Thus, our board of directors can authorize and issue shares of preferred stock with voting or conversion rights that could dilute the voting power of holders of our other series of capital stock. These rights may have the effect of delaying or deterring a change of control of our company. Additionally, our certificate of incorporation and/or bylaws establish limitations on the removal of directors and on the ability of our stockholders to call special meetings and include advance notice requirements for nominations for election to our board of directors and for proposing matters that can be acted upon at stockholder meetings.

Moreover, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the General Corporation Law of the State of Delaware (the "DGCL"), which prohibits an "interested stockholder" owning in excess of 15% of our outstanding voting stock from merging or combining with us for a period of three years after the date of the transaction in which such stockholder acquired in excess of 15% of our outstanding voting stock, unless the merger or combination is approved in a prescribed manner. These provisions could limit the price that certain investors might be willing to pay in the future for shares of our common stock.

Claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third-party claims against us and may reduce the amount of money available to us.

Our certificate of incorporation provides that we will indemnify our directors and officers, in each case to the fullest extent permitted by Delaware law. In addition, as permitted by Section 145 of the Delaware General Corporation Law, our certificate of incorporation and our indemnification agreements that we have entered into with our directors and officers provide that:

- We will indemnify our directors and officers for serving us in those capacities or for serving other business enterprises at our request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.
- We may, in our discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law.

[Table of Contents](#)

- We are required to advance expenses, as incurred, to our directors and officers in connection with defending a proceeding, except that such directors or officers shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification.
- We will not be obligated pursuant to the indemnification agreements entered into with our directors and executive officers to indemnify a person with respect to proceedings initiated by that person, except with respect to proceedings to enforce an indemnitee's right to indemnification or advancement of expenses, proceedings authorized by our board of directors and if offered by us in our sole discretion.
- The rights conferred in our certificate of incorporation are not exclusive, and we are authorized to enter into indemnification agreements with our directors, officers, employees and agents and to obtain insurance to indemnify such persons.
- We may not retroactively amend our certificate of incorporation or indemnification agreement provisions to reduce our indemnification obligations to directors, officers, employees and agents.

As a result of these provisions, if an investor were able to enforce an action against our directors or officers, in all likelihood, we would be required to pay any expenses they incurred in defending the lawsuit and any judgment or settlement they otherwise would be required to pay. Accordingly, our indemnification obligations could divert needed financial resources and may adversely affect our business, financial condition, results of operations and cash flows, and adversely affect the value of our business.

Risks Related to the Amalgamation

See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Arrangement Agreement."

The Amalgamation may not be completed due to failure to obtain the necessary court and/or regulatory approvals.

To complete the Amalgamation, both we and SRx must make certain filings with and obtain certain consents and approvals from various governmental and regulatory authorities including the Court, and the approval of NYSE of the listing of the shares of our common stock to be issued pursuant to the Amalgamation. We and SRx have not yet obtained these approvals, all of which are required to complete the Amalgamation. The regulatory approval processes may take a lengthy period of time to complete which could delay completion of the Amalgamation. The approval processes, including the undertakings and conditions that may be required for approval or whether the court and regulatory approvals, may not be obtained.

Uncertainty surrounding the Amalgamation could adversely affect our retention of strategic partners and personnel and could negatively impact our future business and operations.

Because the Amalgamation is dependent upon satisfaction of certain conditions, its completion is subject to uncertainty. In response to this uncertainty, our strategic partners may delay or defer decisions concerning us. Any delay or deferral of those decisions by strategic partners could have a material adverse effect on our business and operations, regardless of whether the Amalgamation is ultimately completed.

The parties could fail to complete the Amalgamation or the Amalgamation may be completed on different terms.

The Amalgamation may not be completed as there are certain conditions that are outside our and SRx's control, or if completed, that the Amalgamation will be completed on the same or similar terms to those set out in the Amalgamation Agreement. The completion of the Amalgamation is subject to the satisfaction of a number of conditions which include, among others, performance by us and SRx of our respective obligations and covenants in the Arrangement Agreement. There can be no assurance that these conditions will be satisfied or, if satisfied, when they will be satisfied.

In addition, both we and SRx have the right to terminate the Arrangement Agreement in certain circumstances. Accordingly, there is no certainty that the Arrangement Agreement will not be terminated by either us or SRx before the completion of the Amalgamation. For example, we have the right, in certain circumstances, to terminate the Arrangement Agreement if changes occur that, in the aggregate, have a SRx Material Adverse Effect (as such term is defined in the Arrangement Agreement). Although a SRx Material Adverse Effect excludes certain events that are beyond the control of us and SRx, there is no assurance that a change having a SRx Material Adverse Effect on SRx will not occur before the Effective Date, in which case we could elect to terminate the Arrangement Agreement and the Amalgamation would not proceed. In addition, if the Amalgamation is not completed by April 15, 2025, we or SRx may choose to terminate the Arrangement Agreement in accordance with its terms.

If the Amalgamation is not completed, our ongoing business may be adversely affected as a result of the costs (including opportunity costs) incurred in respect of pursuing the Amalgamation, and we could experience negative reactions from the financial markets, which could cause a decrease in the market price of our common stock, particularly if the market price reflects market assumptions that the Amalgamation will be completed or completed on certain terms. We may also experience negative reactions from our partners and there could be a negative impact on our ability to attract future acquisition opportunities. Failure to complete the Amalgamation or a change in the terms of the Amalgamation could each have a material adverse effect on our business, financial condition and results of operations.

If the Amalgamation is not completed and our board of directors decides to seek another merger or business combination, it may not be able to find a party willing to engage in a transaction that is equivalent to, or more attractive than, the Amalgamation. In addition, in certain circumstances, we may be required to pay a termination payment to SRx.

The termination payment, if triggered, may discourage other parties from attempting to acquire us.

Under the Arrangement Agreement, we are required to pay a termination payment of \$3.2 million to SRx in the event the Arrangement Agreement is terminated in certain circumstances. The termination payment may discourage other parties from attempting to acquire the engage in a transaction with us or otherwise making an Acquisition Proposal, even if those parties would otherwise be willing to offer greater value to our stockholders than that offered by SRx under the Amalgamation.

We will incur substantial transaction-related costs in connection with the Amalgamation even if the Amalgamation is not completed.

Certain costs related to the Amalgamation, such as legal, accounting and certain financial advisor fees must be paid by us even if the Amalgamation is not completed. Also, if the Amalgamation is not completed, we may be required to pay a termination payment to SRx in certain circumstances. Such costs may offset any expected cost savings and other synergies from the Amalgamation.

While the Amalgamation is pending, we are restricted from taking certain actions.

The Arrangement Agreement restricts us from taking specified actions until the Amalgamation is completed without the consent of SRx, which may adversely affect our ability to execute certain business strategies including, but not limited to, the ability in certain cases to enter into or amend contracts, acquire or dispose of assets, incur indebtedness or incur capital expenditures. These restrictions may prevent us from pursuing attractive business opportunities that may arise prior to the completion of the Amalgamation.

The pending Arrangement may divert the attention of our management.

The pending Arrangement could cause the attention of our management to be diverted from the day-to-day operations. These disruptions could be exacerbated by a delay in the completion of the Amalgamation and could have an adverse effect on our business, operating results or prospects regardless of whether the Amalgamation is ultimately completed.

Following the completion of the Amalgamation, the Combined Company may issue additional securities.

Following the completion of the Amalgamation, the Combined Company may issue additional securities (including equity securities) to finance its activities, including in order to finance acquisitions. If the Combined Company were to issue additional equity securities, the ownership interest of our existing stockholders may be diluted and some or all of the Combined Company's financial measures on a per share basis could be reduced. Moreover, as the Combined Company's intention to issue additional equity securities becomes publicly known, the Combined Company's share price may be materially adversely affected.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Cybersecurity risk management is an important part of the Company's overall risk management efforts. We maintain a comprehensive enterprise-wide information security program that comprises policies and controls designed to identify, safeguard against, detect, respond to, mitigate and manage reasonably foreseeable cybersecurity risks and threats. Our approach utilizes diverse security tools to prevent, identify, investigate, resolve and recover from vulnerabilities and security incidents. These include, but are not limited to, internal reporting, monitoring and detection tools. We use a collaborative, enterprise-wide strategy to address cybersecurity risks and allocate significant resources to our cybersecurity and risk management processes, which efforts are intended to adapt to the evolving cybersecurity landscape and promptly address emerging threats. Our cybersecurity risk management program aligns with the National Institute of Standards and Technology (NIST) framework and is organized into five key functions: identification, protection, detection, response and recovery. We regularly assess the threat landscape and employ a layered cybersecurity strategy to prevent, detect and mitigate threats.

All employees undergo security awareness training, with regular testing through simulated phishing emails. Certain employee positions require additional role-based, specialized security awareness or other cybersecurity training, as applicable. Simulations, drills and assessments are conducted to test our defenses from both a technical and an operational perspective.

Management plays a key role in assessing and managing material risks related to cybersecurity threats, including evaluating potential vulnerabilities, monitoring the effectiveness of controls, and ensuring timely remediation of any identified gaps. This ongoing effort includes the coordination of internal and external resources to respond to emerging cybersecurity threats and ensure our systems are resilient against attacks.

We assess risks associated with third-party providers as part of our overall cybersecurity risk management framework by reviewing system and organization controls reports, when available, and other independent reports. We also generally require third parties to, among other things, maintain security controls to protect our confidential information and to promptly notify us of material breaches that may impact our data.

Our Board of Directors has oversight of our enterprise risk assessment and risk management processes, as well as the steps taken to mitigate these risks, including for cybersecurity matters. The Audit Committee of our Board of Directors has oversight of cybersecurity risk assessment and risk management policies as part of its risk management oversight responsibilities, and is responsible for ensuring that the Company has processes in place to identify, evaluate and manage cybersecurity risks, as well as appropriate processes and programs to mitigate cybersecurity incidents if they occur. Significant cybersecurity matters, including those related to incidents, are escalated to the Board of Directors.

We face cybersecurity threats in the ordinary course of our business and have faced cybersecurity threats and breach attempts in the past. Such threats and breach attempts have not materially affected our business, strategy, results of operations or financial condition. At any given time, however, we may face known or unknown cybersecurity risks and threats that cannot be fully prevented or mitigated, and we may discover vulnerabilities in our cybersecurity programs. Therefore, we may not be successful in preventing or mitigating a cybersecurity incident that could have a material adverse effect on us. For more information on the cybersecurity risks we face, please refer to "A failure of one or more key information technology systems, networks or processes may materially adversely affect our ability to conduct our business." in Item 1A. "Risk Factors."

ITEM 2. PROPERTIES

Our principal place of business is located at 12400 Race Track Road, Tampa, FL 33626, which consists of approximately 5,000 square feet of office space which we lease. Our lease for this location is scheduled to expire on January 31, 2026.

We do not own any properties or land.

We believe our facilities are adequate and suitable for our current needs and that suitable additional or alternative space will be available if the need arises in the future.

ITEM 3. LEGAL PROCEEDINGS

From time to time, we are subject to litigation and other proceedings that arise in the ordinary course of our business. Subject to the inherent uncertainties of litigation and although no assurances are possible, we believe that there are no pending lawsuits or claims that, individually or in the aggregate, will have a material adverse effect on our business, financial condition or our yearly results of operations.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****Market Information**

Our common stock is currently listed on the NYSE American marketplace under the symbol "BTTR" after the consummation of our IPO on July 1, 2021 and was previously listed on the OTC Market Group Inc.'s OTCQX market after being upgraded from the OTCQB on December 28, 2020 where it had been trading since June 2010. The following table sets forth, for the periods indicated and as reported on the NYSE American and OTC Markets, the high and low bid prices for our common stock. Such over-the-counter market quotations reflect inter-dealer prices, without retail mark-up, mark-downs or commissions, and may not necessarily represent actual transactions:

	High	Low
2023		
First Quarter ⁽¹⁾	\$ 33.20	\$ 13.00
Second Quarter ⁽¹⁾	\$ 22.60	\$ 7.76
Third Quarter ⁽¹⁾	\$ 11.20	\$ 4.44
Fourth Quarter ⁽¹⁾	\$ 23.20	\$ 4.88
2024		
First Quarter ⁽¹⁾	\$ 12.76	\$ 5.20
Second Quarter ⁽¹⁾	\$ 7.74	\$ 3.13
Third Quarter ⁽¹⁾	\$ 4.03	\$ 1.97
Fourth Quarter ⁽¹⁾	\$ 2.61	\$ 1.63

(1) The high and low bid prices for this quarter were reported by the NYSE American marketplace.

Holders of Common Stock

As of March 25, 2025, we had 2,422,005 shares of our common stock issued and outstanding. As of March 25, 2025, there were 147 record holders of our common stock. Certain shares are held in "street" name and accordingly, the number of beneficial owners of such shares is not known or included in the foregoing number. This number of holders of record also does not include stockholders whose shares may be held in trust by other entities.

Dividend Policy

We do not currently anticipate declaring or paying cash dividends on our common stock in the foreseeable future. We currently intend to retain our future earnings, if any, to finance the development and expansion of our business. Any future determination to pay dividends will be at the discretion of our board of directors and will depend upon then-existing conditions, including our results of operations and financial condition, capital requirements, business prospects, statutory and contractual restrictions on our ability to pay cash dividends, including restrictions contained in our credit agreements, and other factors our board of directors may deem relevant. Accordingly, you may need to sell your shares of our common stock to realize a return on your investment, and you may not be able to sell your shares at or above the price you paid for them.

Securities Authorized for Issuance under Equity Compensation Plans

Information about our equity compensation plans is included in Item 12 of Part III of this Annual Report on Form 10-K.

Recent Sales of Unregistered Securities

Since January 1, 2022, the registrant made the following issuances and purchases of its unregistered securities as described below. All share amounts have been retroactively adjusted to give effect to a reverse stock split of 1-for-44 effective March 20, 2024.

- (1) On February 1, 2022, the registrant issued 4,962 shares of common stock to five non-employee directors in return for services provided in their capacity as directors.
- (2) On November 2, 2022, the registrant issued 927 shares of common stock to a member of its board of directors for service as interim CEO.
- (3) On December 30, 2022, the registrant issued 562 shares of common stock to a member of its board of directors for service as interim CEO.
- (4) On January 4, 2023, the registrant issued 20,292 shares of common stock to its board of directors in return for services provided in their capacity as directors.
- (5) On January 11, 2023, the registrant issued 4,545 shares of common stock to its key executives as part of their compensation packages.
- (6) On January 31, 2023, the registrant issued 409 shares of common stock to a member of its board of directors for service as interim CEO.
- (7) On April 30, 2023, the registrant issued 909 shares of common stock to a member of its executive management as part of their compensation package.
- (8) On September 5, 2023, the registrant issued 34,090 shares of common stock to two members of its board of directors in return for services provided in their capacity as directors.
- (9) On February 1, 2024, the registrant issued 42,088 shares of common stock to five non-employee directors in return for services provided in their capacity as directors.
- (10) On June 26, 2024, the registrant issued 22,727 shares of common stock to a member of its executive management as part of their compensation package.

Unless otherwise stated above, the issuances of the above securities were deemed to be exempt from registration under the Securities Act in reliance upon Section 4(a)(2) of the Securities Act, or Regulation D promulgated thereunder, or Rule 701 promulgated under Section 3(b) of the Securities Act as transactions by an issuer not involving any public offering or pursuant to benefit plans and contracts relating to compensation as provided under Rule 701. The recipients of the securities in each of these transactions represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof and appropriate legends were placed upon the stock certificates issued in these transactions.

Purchases of Equity Securities by the Issuer

The following table presents information with respect to our repurchases of Better Choice Company common stock during the year ended December 31, 2024:

Period ⁽¹⁾	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
July 1, 2024 to September 30, 2024	192	\$ 2.71	192	\$ 5,000,000
October 1, 2024 to December 31, 2024	102,405	\$ 1.99	102,405	\$ -
Total	102,597	\$ -	102,597	

- (1) In May 2022, our Board of Directors approved a share repurchase program that authorized the repurchase of up to \$5.0 million of the Company's outstanding common stock in the open market through December 31, 2024.

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion includes forward-looking statements about our business, financial condition and results of operations, including discussions about management's expectations for our business. The financial condition, results of operations and cash flows discussed in this Management's Discussion and Analysis of Financial Condition and Results of Operations are those of Better Choice Company Inc. and its consolidated subsidiaries, collectively, the "Company," "Better Choice Company," "we," "our," or "us". These statements represent projections, beliefs and expectations based on current circumstances and conditions and in light of recent events and trends, and you should not construe these statements either as assurances of performance or as promises of a given course of action. Instead, various known and unknown factors are likely to cause our actual performance and management's actions to vary, and the results of these variances may be both material and adverse. A description of material factors known to us that may cause our results to vary or may cause management to deviate from its current plans and expectations, is set forth under "Risk Factors." See "Cautionary Note Regarding Forward-Looking Statements." The following discussion should also be read in conjunction with our audited consolidated financial statements including the notes thereto appearing elsewhere in this filing. Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. We undertake no obligation to publicly release the results of any revision to these forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Overview and Outlook

Better Choice is a pet health and wellness company committed to leading the industry shift toward pet products and services that help dogs and cats live healthier, happier and longer lives. Our mission is to become the most innovative premium pet food company in the world, and we are motivated by our commitment to making products with integrity and treating pets and their parents with respect. We believe that our broad portfolio of pet health and wellness products are well positioned to benefit from the trends of growing pet humanization and an increased consumer focus on health and wellness, and have adopted a laser focused, channel specific approach to growth that is driven by new product innovation.

We sell our premium and super-premium products (which we believe generally includes products with a retail price greater than \$0.20 per ounce) under the Halo brand umbrella, including Halo Holistic™, Halo Elevate® and the former TruDog brand, which was rebranded and successfully integrated under the Halo brand umbrella during the third quarter of 2022. Our core products sold under the Halo brand are made with high-quality, thoughtfully sourced ingredients for natural, science based nutrition. Each innovative recipe is formulated with leading veterinary and nutrition experts to deliver optimal health. Our diverse and established customer base has enabled us to penetrate multiple channels of trade, which we believe enables us to deliver on core consumer needs and serve pet parents wherever they shop. We group these channels of trade into three distinct categories: Digital, which includes the sale of product to online retailers such as Amazon and Chewy, as well as DTC which included the sale of product through the Company's website, halopets.com, through June 1, 2024; International, which includes the sale of product to foreign distribution partners and to select international retailers; and Brick & Mortar, which primarily includes the sale of product to pet specialty retailers, independent pet stores, and regional distributors.

A concerted effort to drive brand awareness behind distinctive positioning and messaging is the cornerstone of our growth plan, supported by innovation. Halo's future growth is driven through an extensive brand positioning workstream executed over the last year. New consumer messaging will build awareness with pet parents, persuade them that Halo is the right choice for their pet, and move the consumer towards purchase. The creative campaign will be brought to life on Amazon and Chewy platforms as well as outside those platforms. By shifting media investment from bottom-of-funnel-driven DTC activities to full funnel activation across the Amazon and Chewy platforms, Halo will see improvements in both media effectiveness, efficiency, and reach.

In addition to incremental consumer media activation, innovation plays a key role in Halo's growth plans, supported by our own research and development, and acquisitions. Our established supply and distribution infrastructure allows us to bring new products to market in less than a year. Our outsourced manufacturing model is flexible, scalable and encourages innovation allowing us to offer a breadth of assortment in dog and cat food main meal as well as pet treat products under the Halo brand, serving a wide variety of consumer needs, dayparts, and occasions.

The Halo portfolio offers a variety of platforms through which to innovate. Halo Holistic™ is designed for the pet parent seeking complete digestive health with prebiotics, probiotics and postbiotics. Additionally, it's one of the only brands made with only whole animal proteins and no meat meals. Halo Elevate®, features leading nutrient levels supporting the top five pet parent health concerns including digestive health, heart and immunity support, healthy skin and coat, hip and joint support and strength and energy. Halo Freeze Dried Raw recipes preserve the natural flavor and nutrition of raw food with 100% protein from natural sources.

The Global Pet Food and Treat Market

The U.S. represents the largest and most developed market for pet food globally, with food and treats accounting for approximately \$64 billion of total spend in the pet care market in 2023. According to the American Pet Product Association (“APPA”), approximately 63% of all households in the U.S. own a pet, equating to a 180 million adult consumers living in a household with a pet. Pet spending represents a significant portion of household spend on consumer products, as this translates to an average annual spend on pet products of more than \$738 in 2023, which represents a 7.4% increase over the previous year.

The most recent data available from an October 2024 Packaged Facts report estimates that US retail sales of dog and cat food will top \$54 billion in 2024, up 4.5% over 2023. This increase represents a significant slow-down in pet food growth, following four consecutive years of double-digit increases and a 2018-2023 compound annual growth rate (CAGR) of 13.0%. While much of the pre-pandemic growth in the pet food market can be attributed to continued premiumization and pet population growth among higher-income households, price inflation was almost entirely behind more recent growth, specifically in 2022 and early 2023. These gains were especially impressive given a simultaneous decline in the dog population. Pet food has proven itself to be amazingly resilient in both this and previous economic crises, and pet food’s position as a non-discretionary item has spared it many of the cutbacks seen in the non-food pet supplies sector.

Due to its ready access and “contactless” advantages, e-commerce saw a huge boost from the pandemic and continued to make inroads into brick-and-mortar’s share of the market in the following years. Packaged Facts expects the channel to continue bleeding share away from others at a somewhat slower pace in the years to come, with the ongoing, intensive, competitive pushes of Amazon.com driving the momentum. Appeals continue to be the convenience of having large bags of pet food home delivered, the “endless aisles” and product comparison benefits of online shopping, the movement toward fresh pet food sold online, and online shopping in general.

In Packaged Facts’ January 2024 survey, pet food was cited as an important pet health and wellness product by the largest share of pet owners— 80% of dog owners and 82% of cat owners. By comparison, 50% and 49%, respectively, view pet treats as an important pet health product. Pet parents are on the lookout for products that improve their pet’s health and wellness, with 79% liking the idea of healthier pet snacks and treats and 73% viewing high-quality pet foods as effective for preventive healthcare. Pet owners are also willing to spend more on pet foods with extra health and wellness benefits, and this attitude appears to be growing, with 74% agreeing with this sentiment in Packaged Facts July-August 2024 survey, up from 66% in the September-October 2023 survey.

Packaged Facts projects moderate (in relation to the past four years) but steady pet food performance through 2028, with the sales to experience a compound annual growth rate (CAGR) of 4.4% for the 2023-2028 period. This increase reflects a 4.3% increase for dog food and 4.6% increase in cat food. Although the days of double-digit increases will likely remain in the past, given the mature nature of the pet food market, should the dog population rebound more quickly than anticipated, this growth could reach beyond 5% or even 6%.

From a demographic perspective, younger pet owners are more likely to spend a higher percentage of their income on pets, treat their pet as an important member of the family and to purchase products from pet specialty and online retailers rather than from grocery stores. Along these lines, women are more interested in purchasing pet food than men, and are more likely to engage with search ads than men. Taken holistically, these traits suggest a preference to purchase more premium and super-premium pet food and treats from brands like Halo, with a tendency to purchase products in the channels where we compete.

Globally, Asia is the second largest market for pet products, with China representing the largest market opportunity for growth. Like the U.S., growth in the Asian pet care industry has been driven by dramatic increases in household pet ownership. The global plant-based pet food market is set to expand its roots in the global market at a promising CAGR of 9.2%, while the market is anticipated to hold a revenue of USD \$57.43 billion in 2032. We believe that growth in Asia is fueled by increasing levels of economic financial status and demand for premium, western manufactured products as a result of product quality concerns. This demand has been supported by a rapidly growing middle class in China, where a McKinsey report estimated that in 2018 roughly 730 million people in urban areas fell into the income categories of “aspirants” and “affluents,” with the Brookings group estimating that approximately 60 million people are added to these income categories each year. We believe that this growth drove the increase in the number of dog-owning Chinese households as measured by Euromonitor, which increased from 12% in 2015 to 22% in 2023, according to one 2024 study. According to Euromonitor, the Chinese market for premium dry dog and cat food is anticipated to grow at a 20% CAGR and 28% CAGR, respectively, from 2015 through 2025, suggesting that the Chinese pet market has significant room for growth in the foreseeable future.

Our Growth Strategy

- *Build the Halo Brand* with sharpened positioning, improved storytelling, increased share-of-voice, and a defined innovation strategy and platform-based approach to consumer qualified new products.
- *Capture Fair Share Online* via increased and efficient investment, full funnel activation, enhanced discoverability, and maximizing tent-pole events.

[Table of Contents](#)

- *Omnichannel Expansion* strategy development while maximizing current distribution relationships, expanding independent distributor network, and introducing innovation across core product lines.
- *Win Globally* with scalable go-to-market strategy and long-term partnerships to accelerate growth, including actively pursuing new Latin American markets.
- *Create Fuel for Growth* via continuous supply chain improvements, pursuing global formula harmonization for cost savings and improving portfolio efficiency through more effective portfolio managements.
- *Maximize Operating Leverage* to optimize overhead infrastructure for scale efficiency, driving greater governance through financial visibility and KPI tracking with a ruthless focus on working capital.

Recent Corporate Developments

On March 2, 2023, we announced that Robert Sauermann was resigning from his role as Chief Operating Officer (“COO”), effective March 17, 2023. On March 21, 2023, we announced that Sharla Cook was resigning from her role as Chief Financial Officer (“CFO”), effective April 3, 2023. Also on March 21, 2023, we announced that Carolina Martinez was appointed as Interim CFO, effective April 3, 2023.

On May 11, 2023, we announced that Lionel F. Conacher was resigning from his role as Interim CEO of the Company, effective May 22, 2023. Mr. Conacher will still continue to serve on the Board as a Director. On May 11, 2023, we announced that Kent Cunningham was appointed as Chief Executive Officer of the Company, effective May 22, 2023.

On August 2, 2023, we announced that Carolina Martinez was appointed as Chief Financial Officer, Treasurer and Secretary of the Company, effective August 7, 2023. On August 28, 2023, we announced that Donald Young, was resigning from his role as Chief Sales Officer of the Company, effective September 8, 2023.

In December 2023, the Company made a strategic exit out of Petco stores (while remaining on Petco.com), and Pet Supplies Plus. As of June 1, 2024, the Company has exited its DTC channel, in an effort to improve profitability. On March 25, 2024, Better Choice Company, Inc. (“BTTR”) initiated a legal action to enforce a right of first refusal (“ROFR”) option exercised by Alphia, Inc. (“Alphia”), which is controlled by a Paris-based private equity firm, PAI Partners. On June 20, 2024, the Company agreed to settlement terms of the lawsuit. The agreement dismisses the Company’s ongoing litigation with Alphia and provides for the forgiveness of the Company’s term loan, including \$5.0 million in principal and \$0.5 million of payable-in-kind (“PIK”) accrued interest, the termination of 335,640 warrants with a strike price of \$11.44 per share that were set to expire in 2028, and the forgiveness of up to \$2.6 million in accounts payable due to Alphia, provided the remaining outstanding accounts payable balance is paid within 90 days of the settlement date. These accounts payable were paid and settled prior to December 31, 2024, resulting in a gain of \$2.6 million.

The Company was not in compliance with certain covenants related to the Alphia Term Loan Facility as of December 31, 2023 and the debt was callable by the lender. In connection with the Alphia settlement noted above, the Company was no longer subject to Alphia-related covenants as of December 31, 2024.

On April 15, 2024, the Company’s board of directors authorized and approved a stock repurchase plan (the “Repurchase Plan”) for up to \$5 million of the currently outstanding shares of the Company’s common stock through December 31, 2024. Under the Repurchase Plan, the Company is authorized to repurchase shares through open market purchases, privately negotiated transactions, block purchases or otherwise in accordance with applicable federal securities laws, including Rule 10b-18 of the Exchange Act. The Board also authorized the Company to enter into written trading plans under Rule 10b5-1 of the Exchange Act. Adopting a trading plan that satisfies the conditions of Rule 10b5-1 would allow a company to repurchase its shares at times when it might otherwise be prevented from doing so due to self-imposed trading blackout periods or pursuant to insider trading laws. Under any Rule 10b5-1 trading plan, the Company’s third-party broker, subject to Securities and Exchange Commission regulations regarding certain price, market, volume and timing constraints, would have authority to purchase the Company’s common stock in accordance with the terms of the plan. The Company may from time to time enter into Rule 10b5-1 trading plans to facilitate the repurchase of its common stock pursuant to its Repurchase Plan. The Company has purchased 102,597 shares of common stock under the Repurchase Plan, during the year ended December 31, 2024.

On April 24, 2024, the Company received a notice of noncompliance from the NYSE American. On May 24, 2024, we submitted a plan of compliance to NYSE American addressing how we intend to regain compliance. The plan has been accepted by the NYSE American. However, if we are not in compliance with the continued listing standards before the cure period ends on October 24, 2025, or if we do not make progress consistent with the plan, the NYSE American may take steps to delist our common stock. Further, we received correspondence from the NYSE American on July 9, 2024, indicating noncompliance under a different requirement of the listing standards, since we reported stockholders’ equity of \$1.1 million as of March 31, 2024, and had losses from continuing operations and/or net losses in three out of its four most recent fiscal years ended December 31, 2023, and that which requires us to maintain a minimum stockholders’ equity of \$4.0 million. We will need to take additional steps to regain compliance under this requirement as well, or the NYSE American may take steps to delist our common stock.

Arrangement Agreement

On September 3, 2024, the Company announced it entered into an Arrangement Agreement (the “Arrangement Agreement”) with SRx Health Solutions, Inc., a corporation organized under the laws of the Province of Ontario (“SRx” or “SRx Health”), 1000994476 Ontario Inc., an indirect wholly-owned subsidiary of the Company and a corporation existing under the laws of the Province of Ontario (“AcquireCo”), and 1000994085 Ontario Inc., a direct wholly-owned subsidiary of the Company and corporation existing under the laws of the Province of Ontario (“CallCo”). Pursuant to the Arrangement Agreement, and the Plan of Arrangement adopted in connection therewith, the Company will acquire SRx in an all-stock transaction pursuant to a statutory amalgamation of SRx and AcquireCo under Canadian law (the “Amalgamation”). As a result of the Amalgamation, all of the property, rights, interests and obligations of SRx shall become the property, rights, interests and obligations of the resulting entity (“Amalco”), and Amalco will be an indirect wholly-owned subsidiary of the Company. The Arrangement Agreement was amended on December 6, 2024, and the Arrangement Agreement and Plan of Arrangement were each amended on January 24, 2025 and February 25, 2025.

In the Amalgamation, each issued and outstanding common share of SRx will be converted based on the Exchange Ratio (as defined below) into shares of common stock of the Company (“BTTR Common Stock”) or, at the option of the holder thereof, exchangeable shares of Amalco that will be exchangeable at the option of the holder (or under certain other circumstances) on a one-for-one basis for shares of BTTR Common Stock. The Exchange Ratio will be determined five business days prior to the consummation of the Amalgamation (the “Closing”) and will be based on the trailing 30-day volume weighted average price of the Better Choice Common Stock on the NYSE America, subject to an aggregate share collar of 19,750,000 shares and 30,000,000 shares, with any resulting fractional shares to be rounded to the nearest whole share (the “Exchange Ratio”). The Amalgamation assigns an equity value of SRx of U.S. \$80 million, assuming net debt at Closing of U.S. \$43 million (which will be subject to a two-way adjustment prior to the Closing). All outstanding warrants and restricted stock units of SRx will be converted into common shares of SRx or terminated prior to the Closing.

The transaction has been unanimously approved by the boards of directors of the Company and SRx. The transaction was approved by the stockholders of the Company at a special meeting on March 21, 2025 and by the SRx shareholders at a shareholder meeting on February 26, 2025.

SRx Health operates one of the largest specialty pharmacy networks in Canada with specialty pharmacies, specialty health/infusion clinics, clinical trial sites and wholesale distribution facilities spanning the region. SRx Health is only one of a few specialty pharma operators in Canada with a network that extends across Canada, making it one of the most accessible providers of specialty healthcare in the country. Better Choice will continue to operate its portfolio of established premium and super-premium pet products under the Halo brand. Upon closing, Better Choice will emerge as a leading global health and wellness company by providing products and solutions for families to make better choices. The definitive agreement and announcement of plans for a business combination indicates the intentions of management but does not alter the independent operation status of the entities until the transaction is fully executed and approved.

The consummation of the Amalgamation is subject to certain closing conditions, including, among others, requisite approval of the Ontario Superior Court of Justice (Commercial List) and the approval of NYSE for initial listing of the post-Amalgamation combined company (the “Combined Company”). As a result of the Amalgamation, the Combined Company will be deemed a “reverse merger company” by NYSE and, as such, the Combined Company would be required by NYSE to meet the NYSE Initial Listing Standards at such time. If the Combined Company does not meet such Initial Listing Standards, the Combined Company could be subject to immediate suspension and delisting proceedings from NYSE. Better Choice and SRx are taking appropriate actions to allow the Combined Company to meet such standards as of immediately following the consummation of the Amalgamation. Better Choice and SRx cannot make any assurances that its actions and efforts will be successful or that the Combined Company will meet the Initial Listing Standards as of immediately following the consummation of the Amalgamation. If the Combined Company does not meet the Initial Listing Standards, the Combined Company will be subject to immediate suspension of trading in the common stock of the Combined Company and/or delisting proceedings following the consummation of the Amalgamation.

If the Combined Company does not meet the Initial Listing Standards, Better Choice and SRx may nevertheless decide to consummate the Amalgamation. If this should occur, the Combined Company will likely be delisted from NYSE and then may seek to list on another national exchange or in the OTC Market. In the event that the Combined Company lists in the OTC Market rather than a national exchange, stockholders of the Combined Company may face material adverse consequences, including, but not limited to, a lack of trading market for the Combined Company’s common stock, reduced liquidity and market price of the Combined Company’s common stock, decreased analyst coverage of Combined Company’s common stock, and an inability for the Combined Company to obtain any additional financing that it may need to fund its operations. See “Risk Factors — Risks Relating to the Amalgamation.”

Results of Operations for the Years Ended December 31, 2024 and 2023

The following table sets forth our consolidated results for the periods presented (in thousands):

	Years Ended December 31,		Change	
	2024	2023	\$	%
Net sales	\$ 34,975	\$ 38,592	\$ (3,617)	(9)%
Cost of goods sold	21,986	26,795	(4,809)	(18)%
Gross profit	12,989	11,797	1,192	10%
Operating expenses:				
Selling, general and administrative	18,956	24,444	(5,488)	(22)%
Impairment of intangible assets	—	8,532	(8,532)	(100)%
Total operating expenses	18,956	32,976	(14,020)	(43)%
Loss from operations	(5,967)	(21,179)	15,212	(72)%
Other income (expense):				
Interest expense	(467)	(1,353)	886	(65)%
Change in fair value of warrant liabilities	—	(236)	236	(100)%
Gain on extinguishment of debt and accounts payable	6,206	—	6,206	—%
Other income	69	—	69	—%
Total other income (expense)	5,808	(1,589)	7,397	(466)%
Net loss before income taxes	(159)	(22,768)	22,609	(99)%
Income tax expense	(9)	(2)	(7)	350%
Net loss available to common stockholders	\$ (168)	\$ (22,770)	\$ 22,602	(99)%

Net sales

We sell our products through online retailers, pet specialty retailers, our online portal directly to our consumers and internationally to foreign distribution partners (transacted in U.S. dollars). Our DTC channel was discontinued in June 2024. Generally, our sales transactions are single performance obligations that are recorded at the time the product is shipped from our distribution centers and when control transfers. We offer a variety of trade promotions, discounts and incentives to our customers, which impacts the transaction price of our products and our net sales accordingly. DTC net sales include revenue derived from shipping fees and are net of loyalty points earned (a portion of revenue is deferred at the time of the sale as points are earned and not recognized until the redemption of the points, estimated based on historical experience). We record a revenue reserve based on historical return rates to account for customer returns.

Information about our revenue channels is as follows (in thousands):

	Year Ended December 31,			
	2024		2023	
Digital ⁽¹⁾	\$ 16,482	47%	\$ 19,002	49%
International ⁽²⁾	\$ 16,210	46%	\$ 13,720	36%
Brick & Mortar ⁽³⁾	\$ 2,283	7%	\$ 5,870	15%
Net Sales	\$ 34,975	100%	\$ 38,592	100%

(1) The Company's Digital channel includes two wholesale customers that amounted to greater than 10% of the Company's total net sales for the years ended December 31, 2024 and 2023, respectively. Additionally, DTC sales within the Digital channel amounted to greater than 10% of the Company's total net sales for the year ended December 31, 2023. DTC sales within the Digital channel were approximately \$5.6 million for the year ended December 31, 2023. As of June 1, 2024, the Company has exited its DTC channel in an effort to improve profitability. The Company historically reported the sales in this channel as E-commerce and DTC separately and has been consolidated into one revenue stream as of December 31, 2024.

(2) One of the Company's International customers amounted to greater than 10% of the Company's total net sales and represented \$12.8 million and \$11.0 million of net sales for the years ended December 31, 2024 and 2023, respectively.

(3) None of the Company's Brick & Mortar customers represented greater than 10% of net sales for the years ended December 31, 2024 and 2023. For the year ended December 31, 2023, Petco was included within the Brick & Mortar channel. Beginning in Q1 2024, Petco is presented within Digital as a result of the strategic exit out of Petco stores, while remaining on Petco.com.

[Table of Contents](#)

Net sales decreased \$(3.6) million, or (9)%, to \$35.0 million for the year ended December 31, 2024 compared to \$38.6 million for the year ended December 31, 2023. The decrease in net sales for the year ended December 31, 2024 is primarily attributable to strategically exiting unprofitable customers in the Brick & Mortar channel at the end of 2023 and the shutdown of the DTC revenue stream in the second quarter of 2024.

Key factors that we expect to affect our future sales growth include new product innovation and launches, our expansion strategy in each of the sales channels and our key supplier relationships.

Gross profit

Cost of goods sold consists primarily of the cost of product obtained from co-manufacturers, packaging materials, freight costs for shipping inventory to the warehouse, as well as third-party warehouse and order fulfillment costs. We review inventory on hand periodically to identify damaged, slow moving inventory, and/or aged inventory. Based on this analysis, we record inventories at the lower of cost or net realizable value, with any reduction in value expensed as cost of goods sold.

Our products are manufactured to our specifications by our co-manufacturers using raw materials. We work with our co-manufacturers to secure a supply of raw materials that meet our specifications. In addition to procuring raw materials that meet our formulation requirements, our co-manufacturers manufacture, test and package our products. We design our packaging for our co-manufacturers and the packaging is shipped directly to them.

Our gross profit has been and will continue to be affected by a variety of factors, primarily product sales mix, volumes sold, discounts offered to newly acquired and recurring customers, the cost of our manufactured products, and the cost of freight from the manufacturer to the warehouse.

During the year ended December 31, 2024, gross profit increased \$1.2 million, or 10%, to \$13.0 million compared to \$11.8 million during the year ended December 31, 2023. Gross profit margin increased 6% to 37% for the year ended December 31, 2024 compared to 31% for the year ended December 31, 2023. The increase in gross profit is primarily attributable to improved pricing from our manufacturers, and a shift in product sales mix due to efficient portfolio rationalization.

We continue to actively work with our co-manufacturing and freight partners to generate future cost savings and realize improved gross margins in future periods. We could see continued margin variability due to the current economic environment and pricing pressures of inflationary costs for both transportation and raw materials. We will continue to refine and optimize our overall pricing strategy as we evaluate the future impact of inflation and align ourselves with the market.

Operating expenses

Our Selling, general and administrative (“SG&A”) expenses consist of the following:

- *Sales and marketing costs*, for specific customer promotional programs, paid media, content creation expenses and our DTC selling platform. Marketing costs are geared towards customer acquisition and retention and building brand awareness. During the year ended December 31, 2024, sales and marketing costs decreased approximately \$(1.0) million or (14)%, to \$6.6 million from \$7.6 million during the year ended December 31, 2023. The decrease was driven primarily by lower marketing and advertising agency fees related to the Halo brand renovation and migration from the former TruDog brand, as well as decreased marketing spend in our International sales channel.
- *Employee compensation and benefits* decreased approximately \$(1.8) million or (28)% during the year ended December 31, 2024 to \$4.6 million from \$6.4 million during the year ended December 31, 2023. The decrease was primarily related to a reduction in employee headcount, partially offset by higher severance costs during the first half of 2024.
- *Share-based compensation* includes expenses related to equity awards issued to employees and non-employee directors. During the year ended December 31, 2024, Share-based compensation decreased \$(1.0) million or (53)% to \$0.8 million compared to \$1.8 million for the year ended December 31, 2023. The decrease is driven by January 2023 grants which became fully vested in January 2024, resulting in a decrease to share-based compensation, partially offset by common stock issued for board service.
- *Freight*, which is primarily related to the shipping of DTC orders to customers, decreased \$(0.8) million or (61)% during the year ended December 31, 2024 to \$0.5 million from \$1.3 million during the year ended December 31, 2023. Freight costs had generally been decreasing due to lower DTC sales as described above. The DTC channel was shut down as of June 1, 2024, which contributed to the decrease in freight costs for the year ended December 31, 2024.
- *Non-cash charges* including depreciation, amortization, disposal or sale of assets and bad debt expense decreased \$(1.4) million or (84)% to \$0.3 million during the year ended December 31, 2024 from \$1.7 million during the year ended December 31, 2023. The decrease was driven by no amortization expense during 2024 as a result of the full impairment of intangible assets as of December 31, 2023.
- *Other general and administrative costs* for various general corporate expenses, including professional services, information technology, insurance, travel, costs related to merchant credit card fees, product development costs, rent, and certain tax costs. During the year ended December 31, 2024, other general and administrative costs increased \$0.5 million, or 9% to \$6.1 million compared to \$5.6 million in the year ended December 31, 2023. The increase was driven by an increase in transaction-related and litigation-related legal fees.

Impairment of long-lived intangible assets resulted in an impairment charge of \$8.5 million for the year ended December 31, 2023, with no corresponding activity for the year ended December 31, 2024. See “Note 7 - Goodwill and intangible assets” for additional information.

Interest expense, net

During the year ended December 31, 2024, interest expense decreased \$0.9 million, or 65% to \$0.5 million from \$1.4 million for the fiscal year ended December 31, 2023. Interest expense for the year ended December 31, 2024 and 2023 is comprised of interest on our Wintrust Receivables Credit Facility, Alpha Term Loan, the amortization of debt issuance costs, and interest accretion on the Alpha Term Loan. The decrease in interest expense for the year ended December 31, 2024 is related to the forgiveness of the Alpha Term Loan, as discussed in Note 9 – Debt.

Income taxes

Our income tax expense (benefit) provision consists of an estimate of federal and state income taxes based on enacted federal and state tax rates, as adjusted for any allowable credits, deductions and uncertain tax positions as they arise. During the year ended December 31, 2024, we recorded income tax expense of less than \$0.1 million, which relates to the change in valuation allowance. During the year ended December 31, 2023, we recorded income tax expense of less than \$0.1 million, which relates to indefinite-lived assets. The effective tax rate for the years ended December 31, 2024 and 2023 was (6.1)% and 0%, respectively, which differs from the U.S. Federal statutory rate of 21% due to permanent differences attributable to the impairment of goodwill in 2022 and because our losses have been fully offset by a valuation allowance due to uncertainty of realizing the tax benefit of net operating losses (“NOLs”) for the years ended December 31, 2024 and 2023.

Non-GAAP Measures

Adjusted EBITDA

We define Adjusted EBITDA to supplement the financial measures prepared in accordance with GAAP. Adjusted EBITDA adjusts EBITDA to eliminate the impact of certain items that we do not consider indicative of our core operations. Adjusted EBITDA is determined by adding the following items to net loss: interest expense, tax expense (benefit), depreciation and amortization, share-based compensation, gain on extinguishment of debt and accounts payable, loss on disposal of assets, transaction-related expenses, and other non-recurring expenses.

We present Adjusted EBITDA as it is a key measure used by our management and board of directors to evaluate our operating performance, generate future operating plans and make strategic decisions regarding the allocation of capital. We believe that the disclosure of Adjusted EBITDA is useful to investors as this non-GAAP measure forms the basis of how our management team reviews and considers our operating results. By disclosing this non-GAAP measure, we believe that we create for investors a greater understanding of and an enhanced level of transparency into the means by which our management team operates our company. We also believe this measure can assist investors in comparing our performance to that of other companies on a consistent basis without regard to certain items that do not directly affect our ongoing operating performance or cash flows.

Adjusted EBITDA does not represent cash flows from operations as defined by GAAP. Adjusted EBITDA has limitations as a financial measure and you should not consider it in isolation, or as a substitute for, or superior to, financial measures calculated in accordance with GAAP. Because of these limitations, you should consider Adjusted EBITDA alongside other financial performance measures, including various cash flow metrics, net loss, gross margin, and our other GAAP results.

The following table presents a reconciliation of net loss, the closest GAAP financial measure, to EBITDA and Adjusted EBITDA for each of the periods indicated (in thousands):

	Three Months Ended December 31,		Year Ended December 31,	
	2024	2023	2024	2023
Net loss	\$ (1,518)	\$ (14,701)	\$ (168)	\$ (22,770)
Interest expense, net	(69)	433	467	1,353
Income tax expense	6	2	9	2
Depreciation and amortization	30	417	130	1,678
EBITDA	(1,551)	(13,849)	438	(19,737)
Share-based compensation	72	157	833	1,775
Impairment of intangible assets	—	8,532	—	8,532
Change in fair value of warrant liabilities	—	1,575	—	236
Loss on disposal of assets	—	1	—	12
Gain on extinguishment of debt and accounts payable	—	—	(6,206)	—
Transaction-related expenses (a)	484	137	1,356	935
Strategic branding initiatives (b)	321	44	423	128
Co-manufacturing partner transition (c)	113	44	113	52
Other single occurrence expenses (d)	(112)	—	1,155	(357)
Adjusted EBITDA	\$ (673)	\$ (3,359)	\$ (1,888)	\$ (8,424)

(a) Legal fees, professional fees, and other expenses for transaction-related business matters

(b) One-time costs related to marketing agency and design, strategic re-branding initiatives, Elevate® launch, product innovation and reformulations

(c) Single occurrence expenses related to the transition of our largest dry kibble co-manufacturing supplier

(d) One-time items related to employee severance, executive recruitment, other non-recurring professional fees, and insurance claim reimbursements

Liquidity and capital resources

Historically, we have financed our operations primarily through the sales of shares of our common stock, warrants, preferred stock, and loans. In connection with our July 2024 public offering, we issued and sold 739,000 shares of common stock at a public offering price of \$3.00 per share and pre-funded warrants to issue 1,028,000 shares of Common Stock at a public offering price of \$2.99 per Pre-Funded Warrant. On December 31, 2024 and December 31, 2023, we had cash and cash equivalents of \$3.1 million and \$4.5 million, respectively.

We are subject to risks common in the pet wellness consumer market including, but not limited to, dependence on key personnel, competitive forces, successful marketing and sale of our products, the successful protection of our proprietary technologies, ability to grow into new markets, and compliance with government regulations. As of December 31, 2024, we have not experienced a significant adverse impact to our business, financial condition or cash flows resulting from geopolitical actions or threat of cyber-attacks. However, we have seen adverse impacts to our gross margin from time to time due to inflationary pressures in the current economic environment. Uncertainties regarding the continued economic impact of inflationary pressures, geopolitical actions and threat of cyber-attacks are likely to result in sustained market turmoil, which could negatively impact our business, financial condition, and cash flows in the future.

We have historically incurred losses and expect to continue to generate operating losses and consume cash resources in the near term. These conditions raise substantial doubt about our ability to continue as a going concern for a period of twelve months from the date these consolidated financial statements are issued, meaning that we may be unable to generate sufficient operating cash flows to pay our short-term obligations. We have implemented and continue to implement plans to achieve operating profitability, including various margin improvement initiatives, the consolidation of and introduction of new co-manufacturers, the optimization of our pricing strategy and ingredient profiles, and new product innovation.

Our ability to raise additional capital may be adversely impacted by the potential worsening of global economic conditions, including inflationary pressures, the recent disruptions to, and volatility in, the credit and financial markets in the United States and worldwide resulting from geopolitical tensions. If we seek additional financing to fund our business activities in the future and there remains doubt about our ability to continue as a going concern, investors or other financing sources may be unwilling to provide additional funding on commercially reasonable terms or at all. If we are unable to raise the necessary funds when needed or achieve planned cost savings, or other strategic objectives are not achieved, we may not be able to continue our operations, or we could be required to modify our operations that could slow future growth.

A summary of our cash flows is as follows (in thousands):

	Year Ended December 31,	
	2024	2023
Cash flows (used in) provided by:		
Operating activities	\$ (4,357)	\$ 97
Investing activities	(2,252)	(18)
Financing activities	5,220	(5,097)
Net decrease in cash and cash equivalents	\$ (1,389)	\$ (5,018)

Cash flows from operating activities

Cash used in operating activities increased \$4.5 million, or 4592%, during the year ended December 31, 2024 compared to cash provided by operating activities of \$0.1 million during the year ended December 31, 2023. The increase in cash used in operating activities was primarily driven by the \$6.2 million gain recognized on extinguishment of the Alpha term loan, partially offset by significant fluctuations in our working capital, including a comparative decrease in our inventory balance of \$2.7 million.

Cash flows from investing activities

Cash used in investing activities was \$2.3 million during the year ended December 31, 2024 and less than \$0.1 million during the year ended December 31, 2023. The cash used in investing activities related to the issuance of \$2.2 million of notes receivable, there were also capital expenditures of less than \$0.1 million. Cash used in investing activities was less than \$0.1 million during the year ended December 31, 2023, which related to capital expenditures.

Cash flows from financing activities

Cash provided by financing activities was \$5.2 million, during the year ended December 31, 2024 and cash used in financing activities was \$5.1 million during the year ended December 31, 2023. The cash provided by financing activities for the year ended December 31, 2024 was related to net proceeds from the Equity Offering of \$4.8 million and proceeds from the Wintrust facility of \$12.4 million, offset by payments on the Wintrust facility of \$11.8 million. The cash used in financing activities for the year ended December 31, 2023 was related to the pay down of the revolving line of credit of \$13.5 million and payments on the Wintrust facility of \$6.1 million, offset by proceeds from revolving lines of credit of \$1.9 million and \$5.0 million from the Alpha term loan and proceeds of \$7.8 million from the Wintrust facility.

Wintrust Receivables Credit Facility

On June 21, 2023, the Company entered into an account purchase agreement (“AP Agreement”) with Wintrust Receivables Finance, a division of Wintrust Bank N.A. (“Wintrust”) pursuant to which Wintrust will purchase, at its discretion, eligible customer invoices and advance up to 70% of the face amount of all purchased amounts up to \$4,750,000. Each advance under the AP Agreement will bear interest at the U.S. prime rate, plus 2.5%. The AP Agreement has an initial term of two years and will automatically renew annually unless terminated by the Company on at least 60 days’ notice. The Wintrust Receivables Credit Facility is secured by a general security interest in the assets of the Company. The Wintrust Receivables Credit Facility is guaranteed secured by the Company pursuant to that certain Unlimited Continuing Guaranty Agreement dated as of June 21, 2023.

As of December 31, 2024, the balance outstanding on the Wintrust Receivables Credit Facility amounted to \$2.4 million.

Alpha Term Loan

On June 21, 2023, the Company entered into a term loan credit agreement with Alpha Inc., a leading custom manufacturer of super-premium pet food in the U.S. Pursuant to the Term Loan Agreement, Alpha made a term loan to the Company in the original principal amount of \$5,000,000 (the “Term Loan”). The Term Loan is also evidenced by that certain Term Note dated as of June 21, 2023 issued by the Company to Alpha (the “Term Note”). The proceeds of the Term Loan, together with a portion of the Company’s cash on hand, were used to retire all of the outstanding obligations of Halo, Purely for Pets, Inc. (“Halo”), a wholly-owned subsidiary of the Company, under Halo’s long-term credit facility with Old Plank Trail Community Bank, N.A., an affiliate of Wintrust Bank, N.A.

As described in Note 9 - Debt, on March 25, 2024, the Company initiated a legal action to enforce a right of first refusal option exercised by Alpha pursuant to the terms of a written agreement between Alpha and the Company whereby Alpha was to acquire the assets of Halo. On June 20, 2024, the Company agreed to settlement terms of the lawsuit. The agreement dismisses the Company’s ongoing litigation with Alpha and provides for the forgiveness of the Company’s term loan, including \$5.0 million in principal and \$0.5 million of payable-in-kind (“PIK”) accrued interest, the termination of 335,640 warrants with a strike price of \$11.44 per share that were set to expire in 2028, and the forgiveness of up to \$2.6 million in accounts payable due to Alpha, provided the remaining outstanding accounts payable balance is paid within 90 days of the settlement date. These accounts payable were paid and settled prior to December 31, 2024, resulting in a gain of \$2.6 million.

As a result of the settlement terms described above, we are not indebted to Alpha as it relates to the Term Loan Facility as of December 31, 2024.

Contractual Commitments and Obligations

We are contractually obligated to make future cash payments for various items, including debt arrangements, certain purchase obligations, as well as the lease arrangement for our office. See “Note 9 - Debt” to our audited consolidated financial statements included in this Annual Report on Form 10-K for more information about our debt obligations. Our purchase obligations include certain ongoing marketing projects, software subscriptions as well as in-transit or in-production purchase orders with our suppliers, for which amounts vary depending on the purchasing cycle. The majority of our software subscriptions are not under long-term contracts, and we do not have long-term contracts or commitments with any of our suppliers beyond active purchase orders. These purchase obligations were not material as of the date of this Annual Report on Form 10-K.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, as defined by applicable regulations of the SEC, that are reasonably likely to have a current or future material effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

Critical Accounting Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of our consolidated financial statements and related disclosures requires us to make estimates, assumptions and judgements that affect the reported amounts of assets, liabilities, net sales, costs and expenses and related disclosures. We believe that the estimates, assumptions and judgments involved in the accounting policies described below have the greatest potential impact on our financial statements and, therefore, we consider these to be our critical accounting estimates. Accordingly, we evaluate our estimates and assumptions on an ongoing basis. Our actual results may differ from these estimates under different assumptions and conditions. See “Note 1 - Nature of business and summary of significant accounting policies” to our audited consolidated financial statements included in this Annual Report on Form 10-K for a description of our significant accounting policies.

Share-Based Compensation

Share-based compensation expense is measured based on the estimated fair value of awards granted to employees, directors, officers and consultants on the grant date. Forfeitures are accounted for as they occur, therefore there are no forfeiture related estimates required.

The fair value of an option award is estimated on the date of grant using the Black-Scholes option valuation model, which requires the development of input assumptions, as described in "Note 14 - Share-based compensation". Determining the appropriate fair value model and calculating the fair value of share-based payment awards requires the input of the subjective assumptions described in "Note 14 - Share-based compensation". The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates, which involve inherent uncertainties and the application of management's judgment. See "Note 14 - Share-based compensation" to our audited consolidated financial statements included in this Annual Report on Form 10-K for more information.

Notes Receivable

Notes receivable represent amounts owed to the Company by other parties under formal written agreements that stipulate the repayment terms, including interest rates, repayment schedule, and maturity date. Notes receivable are initially recognized at the amount due under the terms of the agreement. The Company records any related interest income over the life of the note using the effective interest rate method. Notes receivable are classified as either current or non-current, based on their respective due dates. Notes receivable classified and accounted for as available-for-sale have unrealized gains and losses recognized in other comprehensive income/(loss) ("OCI"). See "Note 4 - Notes receivable" to our audited consolidated financial statements included in this Annual Report on Form 10-K for more information.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and is not required to provide the information under this Item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Better Choice Company Inc.
Index to Consolidated Financial Statements

	Page
Report of Independent Registered Public Accounting Firm (Marcum LLP; Tampa, Florida; PCAOB ID #688)	37
Report of Independent Registered Public Accounting Firm (BDO USA, P.C.; Tampa, Florida; PCAOB ID #243)	38
Consolidated Statements of Operations for the years ended December 31, 2024 and 2023	39
Consolidated Balance Sheets as of December 31, 2024 and 2023	40
Consolidated Statements of Stockholders' Equity for the years ended December 31, 2024 and 2023	41
Consolidated Statements of Cash Flows for the years ended December 31, 2024 and 2023	42
Notes to the Consolidated Financial Statements	43

All financial statement schedules have been omitted, since the required information is not applicable or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements and accompanying notes.

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of
Better Choice Company Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Better Choice Company Inc. (the "Company") as of December 31, 2024, the related consolidated statements of operations, stockholders' equity and cash flows for the year ended December 31, 2024, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024, and the results of its operations and its cash flows the year ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

Explanatory Paragraph – Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As more fully described in Note 1, the Company has incurred significant losses and has an accumulated deficit and may need to raise additional funds to meet its obligations and sustain its operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Critical Audit Matters

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ Marcum LLP
Marcum LLP

We have served as the Company's auditor since 2024.
Tampa, FL
March 31, 2025

Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors
Better Choice Company Inc.
Tampa, Florida

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheet of Better Choice Company Inc. (the “Company”) as of December 31, 2023, the related consolidated statements of operations, stockholders’ equity, and cash flows for year then ended, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Going Concern Uncertainty

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has continually incurred operating losses, and has an accumulated deficit. The Company also failed to meet certain financial covenants as of December 31, 2023. These matters create substantial doubt about the Company’s ability to continue as a going concern for a period of twelve months from the date these consolidated financial statements are issued. Management’s plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ BDO USA, P.C.

We served as the Company’s auditor from 2021 to 2024.

Tampa, Florida

April 12, 2024

Better Choice Company Inc.
Consolidated Statements of Operations
(Dollars in thousands, except share and per share amounts)

	Year ended December 31,	
	2024	2023
Net sales	\$ 34,975	\$ 38,592
Cost of goods sold	21,986	26,795
Gross profit	12,989	11,797
Operating expenses:		
Selling, general and administrative	18,956	24,444
Impairment of intangible assets	-	8,532
Total operating expenses	18,956	32,976
Loss from operations	(5,967)	(21,179)
Other income (expense):		
Interest expense	(467)	(1,353)
Change in fair value of warrant liabilities	-	(236)
Gain on extinguishment of debt and accounts payable	6,206	-
Other income	69	-
Total other income (expense)	5,808	(1,589)
Net loss before income taxes	(159)	(22,768)
Income tax expense	(9)	(2)
Net loss available to common stockholders	\$ (168)	\$ (22,770)
Weighted average number of shares outstanding, basic	1,615,487	705,185
Weighted average number of shares outstanding, diluted	1,615,487	705,185
Net loss per share available to common stockholders, basic	\$ (0.10)	\$ (32.29)
Net loss per share available to common stockholders, diluted	\$ (0.10)	\$ (32.29)

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

Better Choice Company Inc.
Consolidated Balance Sheets
(Dollars in thousands, except share and per share amounts)

	December 31, 2024	December 31, 2023
Assets		
Cash and cash equivalents	\$ 3,066	\$ 4,455
Accounts receivable, net	5,371	4,354
Notes receivable	2,211	–
Inventories	3,869	6,611
Prepaid expenses and other current assets	484	812
Total Current Assets	15,001	16,232
Fixed assets, net	138	230
Right-of-use assets, operating leases	64	120
Goodwill	405	–
Other assets	193	155
Total Assets	\$ 15,801	\$ 16,737
Liabilities & Stockholders' Equity		
Current Liabilities		
Accounts payable	\$ 3,137	\$ 6,928
Accrued and other liabilities	1,535	2,085
Line of credit	2,414	1,741
Term loan, net	–	2,881
Operating lease liability	62	57
Total Current Liabilities	7,148	13,692
Non-current Liabilities		
Operating lease liability	5	67
Total Non-current Liabilities	5	67
Total Liabilities	7,153	13,759
Stockholders' Equity		
Common Stock, \$0.001 par value, 200,000,000 shares authorized, 1,830,097 & 729,026 shares issued and outstanding as of December 31, 2024 and 2023, respectively	2	32
Additional paid-in capital	330,156	324,288
Accumulated deficit	(321,510)	(321,342)
Total Stockholders' Equity	8,648	2,978
Total Liabilities and Stockholders' Equity	\$ 15,801	\$ 16,737

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

Better Choice Company Inc.
Consolidated Statements of Stockholders' Equity
(Dollars in thousands, except shares)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount			
Balance as of December 31, 2022	668,869	\$ 29	\$ 320,071	\$ (298,572)	\$ 21,528
Share-based compensation	60,157	3	1,773	-	1,776
Reclassification of Alpha Warrants	-	-	2,444	-	2,444
Net loss	-	-	-	(22,770)	(22,770)
Balance as of December 31, 2023	729,026	\$ 32	\$ 324,288	\$ (321,342)	\$ 2,978
Share-based compensation	64,815	-	833	-	833
Share issuance	6,185	-	59	-	59
Equity issued in business combinations	45,629	-	400	-	400
Reverse stock split, see Note 1	70,039	(31)	31	-	-
Share and warrant issuance, net of offering costs of \$0.5 million	739,000	1	4,751	-	4,752
Warrant exercises	278,000	-	-	-	-
Share repurchases	(102,597)	-	(206)	-	(206)
Net loss	-	-	-	(168)	(168)
Balance as of December 31, 2024	1,830,097	\$ 2	\$ 330,156	\$ (321,510)	\$ 8,648

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

Better Choice Company Inc.
Consolidated Statements of Cash Flows
(Dollars in thousands)

	Year Ended December 31,	
	2024	2023
Cash Flow from Operating Activities:		
Net loss	\$ (168)	\$ (22,770)
Adjustments to reconcile net loss to net cash used in operating activities:		
Loss of disposal of assets	–	11
Depreciation and amortization	130	1,678
Amortization of debt issuance costs and discounts	34	193
Gain on extinguishment of debt and accounts payable	(6,206)	–
Intangible asset impairment	–	8,532
Share-based compensation	833	1,773
Change in fair value of warrant liabilities	–	236
Bad debt expense	134	11
PIK interest expense on term loan	238	254
Accreted interest expense on term loan	153	291
Income tax provision	9	(2)
Other	60	(7)
Changes in operating assets and liabilities:		
Accounts receivable	(1,148)	2,387
Inventories	2,742	3,646
Prepaid expenses and other assets	291	628
Accounts payable	(1,155)	3,996
Accrued and other liabilities	(304)	(760)
Cash Provided by (Used in) Operating Activities	\$ (4,357)	\$ 97
Cash Flow from Investing Activities:		
Capital expenditures	\$ (41)	\$ (18)
Notes receivable	(2,211)	–
Cash Used in Investing Activities	\$ (2,252)	\$ (18)
Cash Flow from Financing Activities:		
Proceeds from equity offering	\$ 4,752	\$ –
Proceeds from revolving lines of credit	–	1,906
Payments on revolving lines of credit	–	(13,500)
Proceeds from term loan	–	5,000
Proceeds from Wintrust facility	12,431	7,841
Payments on Wintrust facility	(11,757)	(6,100)
Share repurchases	(206)	–
Payment of loan issuance costs	–	(244)
Cash (Used in) Provided by Financing Activities	\$ 5,220	\$ (5,097)
Net decrease in cash and cash equivalents	\$ (1,389)	\$ (5,018)
Total cash and cash equivalents, beginning of period	4,455	9,473
Total cash and cash equivalents, end of period	<u>\$ 3,066</u>	<u>\$ 4,455</u>
Supplemental schedule of cash flow information:		
Cash paid for interest during the period	\$ 245	\$ 543
Disclosure of non-cash financing activities:		
Reclassification of warrants to equity	–	2,444
Alpha term loan forgiveness, see Note 9 - Debt	3,235	–
Forgiveness of PIK interest on Alpha term loan, see Note 9 - Debt	493	–
Write off of debt issuance costs	168	–

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

Notes to the Consolidated Financial Statements

Note 1 – Nature of business and summary of significant accounting policies

Nature of the business

Better Choice Company Inc. (the “Company”) is a pet health and wellness company focused on providing pet products and services that help dogs and cats live healthier, happier and longer lives. The Company has a broad portfolio of pet health and wellness products for dogs and cats sold under its Halo brand across multiple forms, including foods, treats, toppers, dental products, chews and supplements. The products consist of kibble and canned dog and cat food, freeze-dried raw dog food and treats, vegan dog food and treats, oral care products and supplements.

Reverse stock split

On March 8, 2024, the Company’s Board of Directors approved a reverse stock split of the Company’s issued and outstanding shares of common stock at a ratio of 1-for-44, effective March 20, 2024 (the “Reverse Stock Split”). In addition, the exercise prices of the Company’s underlying common stock purchase warrants and stock options were proportionately adjusted at the applicable reverse stock split ratio in accordance with the terms of such instruments. Proportionate voting rights and other rights of common stockholders were not affected by the Reverse Stock Split, other than as a result of the rounding up of fractional shares. In April 2024, in connection with the Reverse Stock Split, 70,039 shares of common stock were issued in lieu of fractional shares.

Accordingly, all share and per share amounts related to the Company’s common stock for all periods presented in the accompanying consolidated financial statements and notes thereto have been retroactively adjusted, where applicable, to reflect the Reverse Stock Split. The number of authorized shares and the par values of the common stock and convertible preferred stock were not adjusted as a result of the Reverse Stock Split.

July 2024 public offering

On July 29, 2024, the Company entered into an Underwriting Agreement (the “Underwriting Agreement”) with ThinkEquity LLC (the “Underwriter”), for an underwritten public offering (the “Offering”) of 639,000 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”) at a public offering price of \$3.00 per share and pre-funded warrants to purchase 1,028,000 shares of Common Stock (the “Pre-Funded Warrants” and together with the Shares, the “Securities”) at a public offering price of \$2.99 per Pre-Funded Warrant, for aggregate gross proceeds of approximately \$5.0 million prior to deducting approximately \$0.5 million of underwriting discounts, commissions, and other offering expenses. In addition, the Company granted the Underwriter a 45-day option to purchase an additional 100,000 shares of Common Stock, at the public offering price per share, less the underwriting discounts and commissions, to cover over-allotments (the “Over-allotment Option”). The Company also issued representative warrants to purchase 83,350 shares of common stock (equal to 5% of the total number of shares sold in the public offering). The representative warrants will be exercisable at \$3.75 per share, a per share exercise price equal to 125% of the public offering price per share of common stock sold in the offering. The Company has determined these warrants are equity classified in accordance with Topic 480. Refer to Note 13 - Warrants for more information. The Securities were offered and sold to the public pursuant to the Company’s registration statement on Form S-1 (File No. 333-280714), filed by the Company with the Securities and Exchange Commission on July 8, 2024, as amended, which became effective on July 29, 2024. The sale of the Securities in connection with the Offering closed on July 31, 2024.

On August 2, 2024, pursuant to and in compliance with the terms and conditions of the Underwriting Agreement and the Offering, the Underwriters provided notice that they would exercise the Over-allotment Option to purchase 100,000 shares of Common Stock at \$3.00 per share. The sale of 100,000 shares of Common Stock in connection with the exercise of the Over-Allotment Option closed on August 2, 2024. The Company has received gross proceeds of approximately \$5.3 million for the Offering to date, including in connection with the exercise of the Over-Allotment Option, prior to deducting \$0.5 million of underwriting discounts and commissions and offering expenses payable by the Company.

Basis of presentation

The Company’s consolidated financial statements are prepared in accordance with the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”) for annual financial reports and accounting principles generally accepted in the U.S. (“GAAP”).

Consolidation

The financial statements are presented on a consolidated basis and include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

Use of estimates

The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting periods. The Company bases its estimates on historical experience and on various other assumptions that the Company believes to be reasonable under the circumstances. On an ongoing basis, the Company evaluates these assumptions, judgments and estimates. Actual results may differ from these estimates.

In the opinion of management, the consolidated financial statements contain all adjustments necessary for a fair statement of the results of operations for the years ended December 31, 2024 and 2023, the financial position as of December 31, 2024 and 2023 and the cash flows for the years ended December 31, 2024 and 2023.

Going concern considerations

The Company is subject to risks common in the pet wellness consumer market including, but not limited to, dependence on key personnel, competitive forces, successful marketing and sale of its products, the successful protection of its proprietary technologies, ability to grow into new markets, and compliance with government regulations. The Company has historically incurred losses, has an accumulated deficit, and expects to continue to generate operating losses and consume cash resources in the near term. These conditions raise substantial doubt about the Company's ability to continue as a going concern for a period of twelve months from the date these consolidated financial statements are issued, meaning that we may be unable to generate sufficient operating cash flows to pay our short-term obligations. The Company will need to either raise additional capital or obtain additional financing to maintain sufficient liquidity. There can be no assurance that the Company will be successful in raising additional capital, renewing or refinancing its existing debt or securing new financing. If the Company is unsuccessful in doing so, it may need to reduce the scope of its operations or sell certain assets.

The Company has implemented and continues to implement plans to achieve operating profitability, including various margin improvement initiatives, the consolidation of and introduction of new co-manufacturers, the optimization of pricing strategy and ingredient profiles, and new product innovation. The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and payments of liabilities in the ordinary course of business. Accordingly, the consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount of and classification of liabilities that may result should the Company be unable to continue as a going concern.

Summary of significant accounting policies

Cash and cash equivalents

Cash and cash equivalents include demand deposits held with banks and highly liquid investments with original maturities of ninety days or less at acquisition date. Cash and cash equivalents are stated at cost, which approximates fair value because of the short-term nature of these instruments.

Accounts receivable and allowance for credit losses

Accounts receivable consist of unpaid buyer invoices from the Company's customers and credit card payments receivable from third-party credit card processing companies. Accounts receivable is stated at the amount billed to customers, net of point of sale and cash discounts. The Company assesses the collectability of all receivables on an ongoing basis by considering its historical credit loss experience, current economic conditions, and other relevant factors. Based on this analysis, an allowance for credit losses is recorded, and the provision is included within SG&A expense. The Company recorded approximately \$0.1 million allowance for credit losses for the years ended December 31, 2024 and 2023.

Inventories

Inventories, consisting of finished goods available for sale as well as packaging materials, are valued using the first-in first-out ("FIFO") method and are recorded at the lower of cost or net realizable value. Cost is determined on a standard cost basis and includes the purchase price, as well as inbound freight costs and packaging costs.

The Company periodically reviews its inventory and identifies that which is excess, slow moving and obsolete by considering factors such as inventory levels, expiration dates and forecasted sales demand. Any identified excess, slow moving and obsolete inventory is written down to its net realizable value through a charge to cost of goods sold.

Fixed Assets

Fixed assets are recorded at cost and depreciated using the straight-line method over the estimated useful lives of the assets, and depreciation expense is included within SG&A expense. Expenditures for normal repairs and maintenance are charged to operations as incurred. The cost of fixed assets that are retired or otherwise disposed of and the related accumulated depreciation are removed from the fixed asset accounts in the year of disposal and the resulting gain or loss is included in SG&A expense.

[Table of Contents](#)

The Company assesses potential impairments of its fixed assets whenever events or changes in circumstances indicate that the asset's carrying value may not be recoverable. An impairment charge would be recognized when the carrying amount of the identified asset grouping exceeds its fair value and is not recoverable, which would occur if the carrying amount exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the identified asset grouping.

Goodwill

Goodwill is evaluated for impairment either through a qualitative or quantitative approach at least annually, or more frequently if an event occurs or circumstances change that indicate the carrying value of a reporting unit may not be recoverable. If a quantitative assessment is performed that indicates the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized to reduce the carrying amount to its fair value. The fair value is determined based on a weighting of the present value of projected future cash flows (the "income approach") and the use of comparative market approaches ("market approach"). Factors requiring significant judgment include, among others, the assumptions related to discount rates, forecasted operating results, long-term growth rates, the determination of comparable companies and market multiples. Fair value measurements used in the impairment review of goodwill are Level 3 measurements. See further information about the Company's policy for fair value measurements within this section below. See "Note 7 - Goodwill and intangible assets" for additional information regarding the goodwill impairment test.

Intangible assets

Finite-lived Intangible assets acquired are carried at cost, less accumulated amortization. Amortization expense is included in selling, general and administrative expenses on the consolidated statements of operations. The Company assesses long lived assets, including finite-lived intangible assets, for impairment whenever events or changes in circumstances indicate the carrying amount of the asset group may not be recoverable. The Company operates as a single reporting unit and as such, is the asset group when assessing finite-lived intangible assets for impairment. If impairment indicators are present, the Company performs a recoverability test by comparing the sum of the estimated undiscounted future cash flows attributable to its long-lived asset group to its carrying value. The assumptions used in estimating the undiscounted future cash flows are based on currently available data and management's best estimates of revenues, EBITDA margins, and working capital and, accordingly, a change in market conditions or other factors could have a material effect on the estimated values. There are inherent uncertainties related to the assumptions used and to management's application of these assumptions. If the carrying amount of an asset group is not recoverable, an impairment loss is recognized based on the excess of the carrying value of the impaired asset group over its fair value. An impairment loss for an asset group is allocated to the long-lived assets of the group on a pro rata basis using the relative carrying amounts of those assets, except that the loss allocated to an individual long-lived asset of the group shall not reduce the carrying amount of that asset below its fair value whenever that fair value is determinable without undue cost and effort.

Share repurchases

In April 2024, the Company's board of directors authorized and approved a stock repurchase plan (the "Repurchase Plan") for up to \$5.0 million of the currently outstanding shares of the Company's common stock through December 31, 2024. Repurchased shares are immediately retired and returned to unissued status. During the year ended December 31, 2024, 102,597 shares were repurchased.

Warrants

The Company accounts for warrants as either equity-classified or liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in ASC 480 and ASC Topic 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own common stock, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding. For issued or modified warrants that meet all of the criteria for equity classification, the warrants are required to be recorded as a component of additional paid-in capital at the time of issuance. For issued or modified warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. Changes in the estimated fair value of the warrants are recognized as a non-cash gain or loss on the statement of operations. The Pre-Funded and Representative Warrants (as defined in Note 13) are equity classified.

Income taxes

Income taxes are recorded in accordance with FASB ASC Topic 740, "Income Taxes (ASC 740)", which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. Deferred tax assets and liabilities are determined based on the difference between the consolidated financial statements and tax bases of assets and liabilities and for loss and credit carryforwards using enacted tax rates anticipated to be in effect for the year in which the differences are expected to reverse. Valuation allowances are provided, if, based upon the weight of available evidence, it is more likely than not that some or all the deferred tax assets will not be realized.

[Table of Contents](#)

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that some or all the benefit will more likely than not be realized. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position, as well as consideration of the available facts and circumstances. As of December 31, 2024 and 2023, the Company does not have any significant uncertain income tax positions. If incurred, the Company would classify interest and penalties on uncertain tax positions as income tax expense.

The Company was incorporated on May 6, 2019. Prior to this date, the Company operated as a flow through entity for state and U.S. federal tax purposes. The Company files a U.S. federal and state income tax return, including for its wholly owned subsidiaries.

Revenue

Generally, the Company's customer contracts have a single performance obligation, and revenue is recognized when the product is shipped as this is when it has been determined that control has been transferred. Amounts billed and due from customers are classified as receivables and require payment on a short-term basis and therefore do not have any significant financing components.

Revenue is measured as the amount of consideration the Company expects in exchange for transferring goods, which varies with changes in trade incentives the Company offers to its customers. Trade incentives consist primarily of customer pricing allowances and merchandising funds, and point of sale discounts. Estimates of trade promotion expense and coupon redemption costs are based upon programs offered, timing of those offers, estimated redemption/usage rates from historical performance, management's experience and current economic trends.

Cost of goods sold

Cost of goods sold consists primarily of the cost of product obtained from co-manufacturers, packaging materials, freight costs for shipping inventory to the warehouse, as well as third-party warehouse and order fulfillment costs.

Advertising

The Company charges advertising costs to expense as incurred and such charges are included in selling, general and administrative ("SG&A") expense. The Company's advertising expenses consist primarily of online advertising, search costs, email advertising and radio advertising. In addition, the Company reimburses its customers and third parties for in store activities and records these costs as advertising expenses. Advertising costs were \$6.0 million and \$6.8 million for the years ended December 31, 2024 and 2023, respectively.

Freight Out

Costs incurred for shipping and handling, including moving finished product to customers are included in SG&A expense. Shipping costs associated with moving finished products to customers were \$0.5 million and \$1.3 million for the years ended December 31, 2024 and 2023, respectively.

Research and development

Research and development costs related to developing and testing new products are expensed as incurred and included in SG&A expense. Research and development costs were less than \$0.1 million and \$0.1 million for the years ended December 31, 2024 and 2023, respectively.

Share-based compensation

Share-based compensation awards are measured at their estimated fair value on each respective grant date. The Company recognizes share-based payment expenses over the requisite service period. The Company's share-based compensation awards are subject only to service based vesting conditions. Pursuant to ASC 718-10-35-8, the Company recognizes compensation cost for stock awards with only service conditions that have a graded vesting schedule on a straight-line basis over the service period for each separately vesting portion of the award as if the award was, in-substance, multiple awards. Forfeitures are recognized as they occur.

Operating leases

The Company determines if a contract or arrangement meets the definition of a lease at inception. The Company has elected to make the accounting policy election for short-term leases. For leases with terms greater than 12 months, the Company records the related asset and obligation at the present value of lease payments over the term. Lease renewal options are only included in the measurement if the Company is reasonably certain to exercise the optional renewals. Any variable lease costs, other than those dependent upon an index or rate, are expensed as incurred. If a lease does not provide a readily available implicit rate, the Company estimates the incremental borrowing discount rate based on information available at lease commencement.

The Company's only remaining operating lease as of December 31, 2024 relates to office space. There are no material residual value guarantees or material restrictive covenants.

Fair value of financial instruments

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy uses a framework which requires categorizing assets and liabilities into one of three levels based on the inputs used in valuing the asset or liability.

Level 1 inputs are unadjusted, quoted market prices in active markets for identical assets or liabilities.

Level 2 inputs are observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.

Level 3 inputs include unobservable inputs that are supported by little, infrequent or no market activity and reflect management's own assumptions about inputs used in pricing the asset or liability.

Level 1 provides the most reliable measure of fair value, while Level 3 generally requires significant management judgment. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's financial instruments recognized on the Consolidated Balance Sheets consist of cash and cash equivalents, trade accounts receivable, notes receivable, accounts payable, term loan, line of credit, accrued liabilities and other liabilities.

Fair value measurements of non-financial assets and non-financial liabilities reflect Level 3 inputs and are primarily used to measure the estimated fair values of goodwill, other intangible assets and long-lived assets impairment analyses.

Basic and diluted loss per share

Basic and diluted loss per share has been determined by dividing the net loss available to common stockholders for the applicable period by the basic and diluted weighted average number of shares outstanding, respectively. Common stock equivalents are excluded from the computation of diluted weighted average shares outstanding when their effect is anti-dilutive.

Segment information

Operating segments are defined as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision-maker ("CODM") in making decisions regarding resource allocation and assessing performance. The Company has viewed its operations and manages its business as one segment. The Company's CODM reviews operating results and makes decisions based on consolidated financial information. All the assets and operations of the Company are in the U.S. See Note 18 - Segment information for additional disclosures on segment reporting.

New Accounting Standards

Recently adopted

In November 2023, FASB issued Accounting Standards Update ASU 2023-07, Segment Reporting, establishing improvements to reportable segments disclosures to enhance segment reporting under Topic 280. This ASU aims to change how public entities identify and aggregate operating segments and apply quantitative thresholds to determine their reportable segments. This ASU also requires public entities that operate as a single reportable segment to provide all segment disclosures in Topic 280, not just entity level disclosures. The guidance is effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024 and the amendments should be applied retrospectively to all periods presented in the financial statements. The new standard did not have a material impact on the consolidated financial statements for the year ended December 31, 2024. See Note 18 - Segment information for additional disclosures on segment reporting.

Note 2 – Revenue

The Company records revenue net of discounts, which primarily consist of trade promotions, certain customer allowances and early pay discounts.

The Company excludes sales taxes collected from revenues. Retail-partner based customers are not subject to sales tax.

The Company's DTC loyalty program enables customers to accumulate points based on their spending. A portion of revenue is deferred at the time of sale when points are earned and recognized when the loyalty points are redeemed. The Company closed its DTC channel effective June 1, 2024 and expired the loyalty program as of June 30, 2024. Deferred revenue related to the loyalty program as of the closing of the DTC channel was immaterial. Net sales for the period ended June 1, 2024 was \$2.0 million.

Revenue channels

The Company groups its revenue channels into three categories: Digital, which includes the sale of product to online retailers such as Amazon and Chewy, as well as DTC sales, which included the sale of product through the Company's website through June 1, 2024; Brick & Mortar, which primarily includes the sale of product to Pet Specialty retailers, independent pet stores, and regional distributors; and International, which includes the sale of product to foreign distribution partners and to select international retailers (transacted in U.S. dollars).

Information about the Company's net sales by revenue channel is as follows (in thousands):

	Year Ended December 31,			
	2024		2023	
Digital ⁽¹⁾	\$ 16,482	47%	\$ 19,002	49%
International ⁽²⁾	\$ 16,210	46%	\$ 13,720	36%
Brick & Mortar ⁽³⁾	\$ 2,283	7%	\$ 5,870	15%
Net Sales	\$ 34,975	100%	\$ 38,592	100%

(1) The Company's Digital channel includes two wholesale customers that amounted to greater than 10% of the Company's total net sales for the years ended December 31, 2024 and 2023, respectively. Additionally, DTC sales within the Digital channel amounted to greater than 10% of the Company's total net sales for the year ended December 31, 2023. DTC sales within the Digital channel were approximately \$5.6 million for the year ended December 31, 2023. As of June 1, 2024, the Company has exited its DTC channel in an effort to improve profitability. The Company historically reported the sales in this channel as E-commerce and DTC separately and has been consolidated into one revenue stream as of December 31, 2024.

(2) One of the Company's International customers amounted to greater than 10% of the Company's total net sales and represented \$12.8 million and \$11.0 million of net sales for the years ended December 31, 2024 and 2023, respectively.

(3) None of the Company's Brick & Mortar customers represented greater than 10% of net sales for the years ended December 31, 2024 and 2023. For the year ended December 31, 2023, Petco was included within the Brick & Mortar channel. Beginning in Q1 2024, Petco is presented within Digital as a result of the strategic exit out of Petco stores, while remaining on Petco.com.

Note 3 - Inventories

Inventories are summarized as follows (in thousands):

	Year Ended December 31,	
	2024	2023
Food, treats and supplements	\$ 3,104	\$ 5,498
Inventory packaging and supplies	765	1,113
Total	\$ 3,869	\$ 6,611

Note 4 – Notes receivable

On September 3, 2024, the Company entered into a definitive agreement to acquire SRx Health Solutions Inc. (“SRx” or the “Borrower”) in an all-stock transaction, subject to customary closing conditions. On August 15, 2024, the Company entered into a Convertible Promissory Note (the “Convertible Note”) with SRx, whereby SRx promises to repay the principal amount of \$1.5 million with an interest rate of 25% per annum. As the Holder of this Convertible Note, the Company can convert the total amount owed, including unpaid interest and fees, into shares of SRx stock. The Company can elect to convert the principal of the Convertible Note plus accrued and unpaid interest into shares of the Company’s common stock upon an Event of Default, given the Event of Default is not cured within the applicable cure period. The Convertible Note matures two days after the Business Combination between SRx and the Company is consummated or upon termination of the business combination. The issuance price reflects the perceived value of both the note receivable component and the embedded conversion option, which is initially determined based on market expectations. As there have not been drastic changes in market conditions or the Borrower’s financial standing, the transaction price at issuance approximates the fair value of the note receivable on December 31, 2024. Accrued interest on the Convertible Note was less than \$0.1 million and is recorded in prepaid expenses and other current assets on December 31, 2024.

The Convertible Note has been classified and accounted for as available-for-sale. The Company classifies its marketable debt securities as either short-term or long-term based on each instrument’s underlying maturity date. Unrealized gains and losses on marketable debt securities classified as available-for-sale are recognized in other comprehensive income/(loss) (“OCI”).

In conjunction with the Convertible Note, the Company entered into a Services Agreement whereby the Company is to provide financial planning, reporting and analysis services, utilizing the Company’s in-house financial organization. In exchange for such services, the Company shall receive \$0.02 million per month, payable on the last day of the month in which services are provided, commencing on September 30, 2024. Income related to the Services Agreement was \$0.1 million at December 31, 2024 and is accrued for within prepaid expenses and other current assets on the consolidated balance sheets, and as other income in the consolidated statements of operations. The Company does not have a variable nor controlling financial interest in SRx as it does not have the power to direct significant activities of SRx that most significantly impact SRx’s economic performance. Additionally, the Company does not have an obligation to absorb the losses of, or the right to receive benefits from, SRx that could potentially be significant to SRx. Therefore, SRx is not consolidated as of December 31, 2024.

On September 20, 2024, the Company entered into a revolving credit facility (“Promissory Note”) with SRx whereby SRx may borrow, repay, and reborrow in accordance with the terms set out in the Promissory Loan Agreement, not to exceed \$750,000 (USD) at any time outstanding with an interest rate of 12% per annum. The Promissory Note was subsequently amended on December 31, 2024 to allow for the borrowing of an additional \$720,000 at a new interest rate of 11% per annum.

The Borrower shall make payments of principal in accordance with the Repayment Schedule set forth in the agreement. Interest under the Promissory Note shall be due and payable in monthly installments until the Promissory Note matures on March 20, 2025.

The outstanding principal as of December 31, 2024 was \$0.8 million and accrued interest of less than \$0.01 million is included within prepaid expenses and other current assets as of December 31, 2024.

Note 5 – Prepaid expenses and other current assets

Prepaid expenses and other current assets are summarized as follows (in thousands):

	Year Ended December 31,	
	2024	2023
Prepaid marketing expenses	\$ –	\$ 451
SRx interest receivable	159	–
Other prepaid expenses and other current assets	325	361
Total Prepaid expenses and other current assets	<u>\$ 484</u>	<u>\$ 812</u>

Note 6 - Fixed assets

Fixed assets consist of the following (in thousands):

	Estimated Useful Life	December 31, 2024		December 31, 2023	
Equipment	2 - 5 years	\$	28	\$	18
Furniture and fixtures	2 - 5 years		214		221
Computer software, including website development	2 - 3 years		201		187
Computer equipment	1 - 2 years		89		108
Total fixed assets			532		534
Accumulated depreciation			(394)		(304)
Fixed assets, net		\$	138	\$	230

Depreciation expense was \$0.1 million and \$0.2 million for the years ended December 31, 2024 and 2023, respectively.

Note 7 – Goodwill and intangible assets

Intangible assets

The Company's intangible assets include the trade name and customer relationships. As of December 31, 2023, impairment indicators were present which required a recoverability test to be performed. As a result of the recoverability test, the carrying value of the asset group exceeded its fair value and the Company recorded an impairment charge of \$8.5 million for the year ended December 31, 2023, which resulted in a full impairment to the carrying value of the trade name and customer relationships. This non-cash charge was recorded to intangible asset impairment expenses on the consolidated statements of operations. The Company did not record any impairment loss on long-lived assets for the year ended December 31, 2024.

The assumptions used in estimating the undiscounted future cash flows are based on currently available data and management's best estimates of future income statement and working capital elements. A change in market conditions or other factors could have a material effect on the estimated values. Fair value was determined based on discounted cash flows requiring judgement. These factors include, among others, the assumptions related to discount rates, forecasted operating results, long-term growth rates, the determination of comparable companies and market multiples. The measurements used in the impairment review of finite-lived intangible assets are Level 3 measurements. There are inherent uncertainties related to the assumptions used and to management's application of these assumptions.

The Company's intangible assets (in thousands) and related useful lives (in years) are as follows:

	Estimated Useful Life (in years)	December 31, 2023			Net Carrying Amount
		Gross Carrying Amount	Accumulated Amortization	Impairment Loss	
Customer relationships	–	\$ 7,190	\$ (4,142)	\$ (3,048)	\$ –
Trade name	–	7,500	(2,016)	(5,484)	–
Total intangible assets		\$ 14,690	\$ (6,158)	\$ (8,532)	\$ –

The Company did not record amortization expense for the year ended December 31, 2024. Amortization expense was \$1.5 million for the year ended December 31, 2023.

The Company assesses intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be fully recoverable. If impairment indicators are present, the Company performs a recoverability test by comparing the sum of the estimated undiscounted future cash flows attributable to these long-lived assets to their carrying value. The assumptions used in estimating the undiscounted future cash flows are based on currently available data and management's best estimates of revenues, EBITDA margins, and working capital and, accordingly, a change in market conditions or other factors could have a material effect on the estimated values. There are inherent uncertainties related to the assumptions used and to management's application of these assumptions. As a result of the recoverability test performed, the carrying value of the asset group exceeded its fair value, therefore a quantitative impairment test was performed to compare the fair value of the trade name and customer relationships assets with their carrying value. As a result, the Company recorded an impairment charge of \$8.5 million during the year ended December 31, 2023, resulting in full impairment to the carrying value of the trade name and customer relationships intangible assets.

Note 8 – Accrued and other liabilities

Accrued and other liabilities consist of the following (in thousands):

	December 31, 2024	December 31, 2023
Accrued taxes	128	105
Accrued payroll and benefits	203	487
Accrued trade promotions and advertising	197	90
Accrued interest	–	254
Accrued commissions	358	686
Deferred revenue	500	7
Short-term financing	–	162
Other	149	294
Total accrued and other liabilities	\$ 1,535	\$ 2,085

Note 9 – Debt

The components of the Company's debt consist of the following (in thousands):

	December 31, 2024			December 31, 2023		
	Amount	Rate	Maturity date	Amount	Rate	Maturity date
Term loan, net	\$ –	(1)	N/A	\$ 2,881	(1)	6/21/2026
Line of credit, net	2,414	(2)	6/21/2025	1,741	(2)	6/21/2025
Total debt	2,414			4,622		
Less current portion	2,414			4,622		
Total long-term debt	\$ –			\$ –		

(1) Interest at a fixed rate of 10.00% per annum.

(2) Interest at a variable rate of the daily U.S. Federal Funds Rate plus 250 basis points with an interest rate floor of 5.50% per annum.

Wintrust Receivables Credit Facility

On June 21, 2023, the Company entered into an AP Agreement with Wintrust Receivables Finance, a division of Wintrust Bank N.A. ("Wintrust") pursuant to which Wintrust will purchase, at its discretion, eligible customer invoices and advance up to 70% of the face amount of all purchased invoices. The maximum outstanding balance can be \$4.8 million. Each advance under the Advance Purchase Agreement will bear a variable interest rate at the prime rate plus 2.5% percentage per annum. The interest rate at December 31, 2024 was 10.0% per annum. The AP Agreement has an initial term of two years and will automatically renew annually unless terminated by the Company on at least 60 days' notice. The Wintrust Receivables Credit Facility is guaranteed and secured by a general security interest in the assets of the Company. The Company continues to service the receivables, the transfers are at full recourse and the eligible customer invoices are not legally isolated from the Company. As such, the Wintrust Receivables Credit Facility was accounted for as a secured borrowing under ASC 860.

The Wintrust Receivables Credit Facility limits or restricts the ability of the Company to incur additional indebtedness; incur additional liens; make dividends and other restricted payments; make investments; sell, assign, transfer or dispose of certain assets; make optional prepayments of other indebtedness; engage in transactions with affiliates; and enter into restrictive agreements. The Wintrust Receivables Credit Facility does not include any financial covenants and if an event of default occurs, Wintrust is entitled to accelerate the advances made thereunder and exercise rights against the collateral. As of December 31, 2024, the Company was in compliance with its restrictive covenants.

Borrowing under the Wintrust Receivables Credit Facility are classified as current debt as a result of a required lockbox arrangement and a subjective acceleration clause. During the year ended December 31, 2024, the Company sold receivables having an aggregate face value of \$17.0 million, in exchange for cash proceeds of \$12.4 million. As of December 31, 2024, the balance outstanding on the Wintrust Receivables Credit Facility amounted to \$2.4 million.

Alphia Term Loan Facility

On June 21, 2023, the Company entered into a term loan credit agreement (the "Term Loan Agreement") with Alphia Inc. ("Alphia"), a custom manufacturer of super-premium pet food in the U.S. Pursuant to the Term Loan Agreement, Alphia made a term loan to the Company in the original principal amount of \$5.0 million (the "Term Loan"). In conjunction with the Term Loan Agreement, the Company issued warrants to Alphia (see Note 13 – Warrants for further discussion). The proceeds of the Term Loan, together with a portion of the Company's cash on hand, were used to retire all of the outstanding obligations of Halo, Purely for Pets, Inc. ("Halo"), a wholly-owned subsidiary of the Company, under Halo's long-term credit facility with Old Plank Trail Community Bank, N.A., an affiliate of Wintrust Bank, N.A. described above.

As of December 31, 2023, the Company's indebtedness on the Alphia Term Loan Facility is \$5.0 million and \$0.3 million of payable-in-kind ("PIK") interest. As discussed below, the total value of the consideration received in connection with the Term Loan Agreement was first allocated to the Warrants (as defined in "Note 13 - Warrants") at fair value, with the remainder allocated to debt. Accordingly, the Company recorded a debt discount of \$2.2 million on the Alphia Term Loan Agreement (see "Note 13 - Warrants" for further discussion). Furthermore, the Company incurred debt issuance costs of \$0.2 million. The discount and debt issuance costs associated with the Term Loan Agreement are amortized using the effective interest method. The Company was not in compliance with these covenants as of December 31, 2023. As of December 31, 2023, the Company was not in compliance with certain covenants related to the Alphia Term Loan Facility and the debt was callable by the lender. As such, the outstanding amount as of December 31, 2023 was included in current liabilities in the Consolidated Balance Sheets.

[Table of Contents](#)

On March 25, 2024, the Company initiated a legal action to enforce a right of first refusal option exercised by Alpha pursuant to the terms of a written agreement between Alpha and the Company whereby Alpha was to acquire the assets of Halo. On June 20, 2024, the Company agreed to settlement terms of the lawsuit. The agreement dismisses the Company's ongoing litigation with Alpha and provides for the forgiveness of the Company's term loan, including \$5.0 million in principal and \$0.5 million of payable-in-kind ("PIK") accrued interest, the termination of 335,640 warrants with a strike price of \$11.44 per share that were set to expire in 2028, and the forgiveness of up to \$2.6 million in accounts payable due to Alpha, provided the remaining outstanding accounts payable balance is paid within 90 days of the settlement date. The accounts payable were paid prior to December 31, 2024, resulting in a gain of \$2.6 million. The book value of the Alpha term loan and the unamortized debt issuance costs were \$3.2 million and \$0.2 million, respectively, on the date of forgiveness.

As a result of the settlement terms described above, the Company is not indebted to Alpha as it relates to the Term Loan Facility as of December 31, 2024.

Wintrust term loan and lines of credit

The Company previously held a credit facility, as amended, with Old Plank Trail Community Bank, N.A., an affiliate of Wintrust Bank, N.A. ("Wintrust") consisting of a \$6.0 million term loan and a \$13.5 million revolving line (the "Wintrust Credit Facility"). As amended, the Wintrust Credit Facility bore interest at a variable rate equal to the U.S. Federal Funds Rate plus 375 basis points, with an interest rate floor of 3.75% and matured October 31, 2024. Accrued interest on the Wintrust Credit Facility was payable monthly and principal payments were required to be made monthly on the term loan with a balloon payment upon the original maturity date.

On June 21, 2023, the Company paid off the entire balance in the sum of \$13.5 million of the Wintrust Credit Facility. As of December 31, 2023, there was no outstanding balance related to the Wintrust Credit Facility.

Note 10 – Business combinations

On February 9, 2024, the Company completed the acquisition of Aimia Pet Healthco, Inc. ("Aimia") to develop treats and toppers that safely combat pet obesity.

The Aimia acquisition is considered a business combination with a purchase price of \$0.4 million with common shares issued as consideration, which have been adjusted herein to reflect the Reverse Stock Split effective March 20, 2024. In accordance with ASC Topic 805, Business Combinations ("Topic 805"), total consideration was first allocated to the fair value of assets acquired, including liabilities assumed, with the excess being recorded as goodwill. For financial statement purposes, goodwill is not amortized but rather is evaluated for impairment at least annually or more frequently if an event or change in circumstances occurs that indicates goodwill may be impaired. Goodwill is deductible for tax purposes and will be amortized over a period of 15 years.

The recorded purchase price for the business combination includes an estimation of the fair value of equity interests, which is calculated based on the value of the Company's common stock on the closing date.

Under ASC 805, a business combination involves the acquisition of a business, defined as an integrated set of activities and assets capable of being conducted and managed for the purpose of providing a return to investors. The Company assessed whether the acquired entity constituted a business by evaluating its assets, processes, and outputs and determined the acquired set to be a business based on the inputs and substantive processes that together significantly contribute to the ability to create outputs.

Aimia is a pre-revenue business and there were no operating results related to this business combination to include in the consolidated statements of operations for the year ended December 31, 2024 since the acquisition date.

Acquisition-related costs incurred in connection with business combinations are recorded in selling, general and administrative expenses in the consolidated statements of operations. The Company incurred acquisition-related costs from this business combination of less than \$0.1 million for the year ended December 31, 2024.

In November 2023, Aimia entered into a memorandum of understanding ("MOU") which establishes a research and development ("R&D") partnership with doctors and a lab which would facilitate the development of a GLP-1 supplement for pets. In connection with the MOU, the Company issued 6,818 shares to the R&D partners and the Company incurred \$0.1 million of acquisition-related costs, which are recorded in selling, general, and administrative expenses in the consolidated statement of operations for the year ended December 31, 2024.

The table below provides a summary of the total consideration and the purchase price allocation made for the business combination that became effective during the year ended December 31, 2024.

	Aimia	
Common stock	\$	399,713
Total consideration	\$	399,713
Subscription receipts receivable	\$	1,100
HST Receivable		856
Goodwill		405,194
Total assets acquired	\$	407,150
AP and accruals	\$	7,437
Total liabilities acquired	\$	7,437
Net assets acquired	\$	399,713

The factors contributing to the recognition of the amount of goodwill are based on expanding research and development to develop dog treats that mirror the weight loss benefits of brands including Slentrol, Wegovy, Ozempic, and Mounjaro with added protein and nutrients from the Company's Halo products to promote lean muscle and overall pet health.

Note 11 – Fair value measurements

The carrying amounts of cash and cash equivalents, trade accounts receivable, notes receivable and other current assets, accounts payable and accrued expenses approximate fair value because of the short-term nature of these financial instruments. The carrying amounts of borrowings under credit facilities approximates fair value because of the short-term nature and variable interest rates on these instruments approximates current market rates.

The Company estimates the fair value of the term loan based on a discounted cash flow method. The carrying value of the term loan was based on an accounting entry where proceeds from the loan were first allocated to the warrants liabilities. The following table presents the carrying amount and fair value of the Company's term note and line of credit by hierarchy level:

	Fair Value Hierarchy		December 31, 2024		December 31, 2023	
			Carrying Amount	Fair Value	Carrying Amount	Fair Value
Term loan, net	Level 3	(1)	\$ –	\$ –	\$ 2,881	\$ 3,314

(1) the fair value estimates are based on unobservable inputs reflecting management's assumptions about inputs used in pricing the asset or liability

Note 12 – Commitments and contingencies

The Company has manufacturing agreements with its vendors that provides for the company to make its commercial best efforts to purchase minimum quantities in the ordinary course of business. The Company had no material purchase obligations as of December 31, 2024 or 2023.

The Company may be involved in legal proceedings, claims, and regulatory, tax, or government inquiries and investigations that arise in the ordinary course of business resulting in loss contingencies. The Company accrues for loss contingencies when losses become probable and are reasonably estimable. If the reasonable estimate of the loss is a range and no amount within the range is a better estimate, the minimum amount of the range is recorded as a liability. Legal costs such as outside counsel fees and expenses are charged to expense in the period incurred and are recorded in SG&A expenses. The Company does not accrue for contingent losses that are considered to be reasonably possible, but not probable; however, the Company discloses the range of such reasonably possible losses. Loss contingencies considered remote are generally not disclosed.

Litigation is subject to numerous uncertainties and the outcome of individual claims and contingencies is not predictable. It is possible that some legal matters for which reserves have or have not been established could result in an unfavorable outcome for the Company and any such unfavorable outcome could be of a material nature or have a material adverse effect on the Company's consolidated financial condition, results of operations and cash flows. Management is not aware of any claims or lawsuits that may have a material adverse effect on the consolidated financial position or results of operations of the Company.

Note 13 – Warrants

The following summarizes the Company's outstanding warrants to purchase shares of the Company's common stock as of and for the years ended December 31, 2024 and 2023:

	Warrants	Weighted Average Exercise Price
Warrants outstanding as of December 31, 2022	214,400	\$ 260.48
Issued	335,639	\$ 11.44
Exercised	—	\$ —
Terminated/Expired	—	\$ —
Warrants outstanding as of December 31, 2023	550,039	\$ 108.51
Issued	1,111,350	\$ 0.29
Exercised	(278,000)	\$ 0.01
Terminated/Expired	(364,044)	\$ 54.83
Warrants outstanding as of December 31, 2024	1,019,345	\$ 39.28

The outstanding warrants had an intrinsic value of \$1.8 million as of December 31, 2024. There was no intrinsic value of outstanding warrants as of December 31, 2023.

In conjunction with the Alpha Term Loan Facility mentioned in "Note 9 - Debt", the Company issued to Alpha (i) a warrant (the "First Tranche Warrant") to purchase 148,758 shares of the Company's common stock, par value \$0.001 per share ("Common Stock") at a price of \$11.44 per share, and (ii) a warrant (the "Second Tranche Warrant" and together with the First Tranche Warrant, the "Warrants" or the "Alpha Warrants") to purchase 186,882 shares of Common Stock at a price of \$11.44 per share. Unless exercised, the Warrants expire on June 21, 2028. Alpha's exercise of the Second Tranche Warrant was subject to the approval of the Company's stockholders and was approved on November 15, 2023. The Warrants contained certain anti-dilution provisions in favor of Alpha in connection with any equity offering consummated by the Company prior to December 21, 2023 and equity issuances below the exercise price of the Warrants. The Warrants also contain a cashless exercise option at the election of Alpha.

Additionally, in conjunction with the Term Loan, the Company entered into a Side Letter Agreement with Alpha (the "Side Letter") pursuant to which Alpha was granted a right of first refusal on any of the following relating to the Company or any of its subsidiaries and to the extent such transactions constitute a change of control: (i) any transfer, sale, lease or encumbrance of all or any portion of the capital stock or assets (other than the sale of inventory in the ordinary course of business), (ii) any merger, consolidation or other business combination, (iii) any recapitalization, reorganization or any other extraordinary business transaction, (iv) or any equity issuance or debt incurrence. Alpha's right of first refusal is effective so long as the Term Loan remains outstanding and for a period of 12 months thereafter. The Side Letter also provides Alpha with certain Board observer rights.

The Company evaluated the Alpha Warrants under ASC 815-40, Derivatives and Hedging-Contracts in Entity's Own Equity ("ASC 815-40") and concluded they did not initially meet the criteria to be classified in shareholders' equity. Specifically, there were contingent exercise provisions and settlement provisions that existed, including provisions where the number of shares available under the warrants may be adjusted based on a percentage of equity. Because the number of outstanding common shares was not a fair value input to a fixed-for-fixed model, this provision violated indexation guidance. Therefore, the warrants were not indexed to the Company's stock. The Alpha warrant liabilities were remeasured at fair value each reporting period until provisions precluding equity classification lapsed and the Company reassessed the warrants classification on December 21, 2023. The total value of the consideration received in connection with the Alpha Term Loan Agreement was first allocated to warrants liabilities at fair value, with the remainder allocated to the Alpha Term Loan Agreement. Accordingly, the Company recorded a discount of \$2.2 million on the Alpha Term Loan Agreement (see "Note 9 - Debt" for further discussion).

[Table of Contents](#)

The Alpha warrant liabilities were determined using a risk-neutral Monte Carlo simulation based approach, a Level 3 valuation. The significant inputs to the warrant liabilities were as follows:

	December 21, 2023	
	First Tranche Warrant	Second Tranche Warrant
Exercise price	\$ 11.44	\$ 11.44
Stock price	\$ 12.00	\$ 12.00
Volatility	62.0%	62.0%
Time to maturity	5 years	5 years
Risk-free rate	3.92%	3.92%
Dividend yield	—%	—%

The following table summarizes the Alpha warrant liability activity for twelve months ended December 31, 2023:

Balance as of December 31, 2022	\$	—
Warrant liabilities issued		2,208
Change in fair value of warrant liabilities		236
Reclassification of warrants liabilities to equity		(2,444)
Balance as of December 31, 2023	\$	—

The change in fair value related to the Alpha warrant liabilities was \$0.2 million for the twelve months ended December 31, 2023. There were no transfers to/from levels 1, 2 and 3 during the twelve months ended December 31, 2023.

The anti-dilution provisions which previously precluded equity treatment of the Alpha warrants, expired on December 21, 2023, and thus the Alpha warrants were reclassified to additional paid in capital and presented in equity as of December 31, 2023. The settlement terms discussed in Note 8 - Debt provide for the termination of 335,640 Alpha warrants, which resulted in a net zero impact on equity. As a result, there are no Alpha warrants outstanding as of December 31, 2024.

In connection with the Offering discussed in Note 1, the Company issued pre-funded warrants to purchase 1,028,000 shares of Common Stock (the "Pre-Funded Warrants" and together with the Shares, the "Securities") at a public offering price of \$2.99 per Pre-Funded Warrant. The Pre-Funded Warrants do not expire until conversion and the warrant shares fully vest upon issuance. The aggregate exercise price of the Pre-Funded Warrant, except for a nominal exercise price of \$0.01 per Warrant Share, was pre-funded to the Company on or prior to the Initial Exercise Date of July 31, 2024. Consequently, no additional consideration (other than the nominal exercise price of \$0.01 per Warrant Share) shall be required to be paid by the Holder to effect the exercise of the Pre-Funded Warrant. The Pre-Funded Warrants are transferable, in whole or in part, upon surrender of the Warrant. The Pre-Funded Warrants do not entitle the Holder to any voting rights, dividends, or other rights as a stockholder of the Company prior to exercise. In no event shall the Company be required to net cash settle an exercise of the Pre-Funded Warrant.

The Company also issued representative warrants to purchase 83,350 shares of common stock which are exercisable at \$3.75 per share. The representative warrants expire on July 29, 2029 and have an exercise price of \$3.75 per share of Common Stock. The representative warrant shares fully vest upon issuance. The representative warrants are non-transferable until the initial exercise date of January 25, 2025, unless transferred to ThinkEquity LLC or an underwriter. After the exercise date, the warrants are fully transferable. The representative warrants do not entitle the Holder to any voting rights, dividends, or other rights as a stockholder of the Company prior to exercise.

In 2024, 278,000 pre-funded warrants were exercised. As of December 31, 2024, 750,000 Pre-Funded and 83,350 representative warrants remain outstanding.

Note 14 – Share-based compensation

The Company recognized \$0.8 million and \$1.8 million of share-based compensation expense for the years ended December 31, 2024 and 2023, respectively.

On November 11, 2019, the Company received shareholder approval for the Amended and Restated 2019 Incentive Award Plan (the "Amended 2019 Plan"). The Amended 2019 Plan provides for the grant of stock options, stock appreciation rights, restricted stock awards, restricted stock units, other stock or cash-based awards or a dividend equivalent award. On July 16, 2021, the Company registered 61,364 shares of its common stock issuable under the Amended 2019 Plan in a registration statement on Form S-8. The Amended 2019 Plan provides for an annual increase on the first day of each calendar year beginning on January 1, 2021 and ending on and including January 1, 2029, equal to the lesser of (A) 10% of the shares of common stock outstanding (on an as-converted basis) on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of common stock as determined by the Board; provided, however, not more than 204,546 shares of common stock shall be authorized for issuance. The number of shares eligible for issuance increased to 127,606 on January 1, 2022, increased to 194,493 on January 1, 2023, and increased to the maximum allowable of 204,546 on January 1, 2024.

Stock options

The following table provides detail of the options granted and outstanding:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Options outstanding as of December 31, 2023	53,342	\$ 221.40	5.7	\$ -
Granted	52,785	4.78		
Forfeited/Expired	(6,687)	235.38		
Options outstanding as of December 31, 2024	99,440	\$ 105.51	7.3	\$ -
Options exercisable as of December 31, 2024	44,903	\$ 226.89	4.7	\$ -
Fully vested options as of December 31, 2024	44,903	\$ 226.89	4.7	\$ -
Options expected to vest as of December 31, 2024	54,603	\$ 5.69	9.4	\$ -

Options granted under the Amended 2019 Plan vest over a period of one to three years. All vested options are exercisable and may be exercised through the ten-year anniversary of the grant date (or such earlier date described in the applicable award agreement).

On June 26, 2024, the Company granted 47,285 options to acquire common stock to certain of its directors, officers and employees, at a weighted-average grant date fair value of \$3.93 per share. The stock options were granted with a one-year vesting period and the Company recognized \$0.1 million of share-based compensation expense in its consolidated statements of operations for the year ended December 31, 2024. As of December 31, 2024, unrecognized share-based compensation related to these options was \$0.1 million, which is expected to be recognized over a weighted average period of one year.

In addition to the June 2024 grants discussed above, the Company granted 5,500 stock options to new employees under the Amended 2019 Plan during the year ended December 31, 2024; all of which were still outstanding at December 31, 2024.

During the years ended December 31, 2024 and 2023, \$0.3 million and \$1.0 million, respectively, of share-based compensation expense was recognized related to options issued. As of December 31, 2024, unrecognized share-based compensation related to options was \$0.1 million, which is expected to be recognized over a weighted average period of 0.5 years.

The fair value of an option award is estimated on the date of grant using the Black-Scholes option valuation model, using the following assumptions primarily based on historical data:

	Years Ended December 31,	
	2024	2023
Risk-free interest rate	0.3 - 4.3%	0.3 - 4.0%
Expected volatility ⁽¹⁾	0.0% - 161.7%	0.0% - 72.5%
Expected dividend yield	-	-
Expected life (years) ⁽²⁾	0 - 7.6	0 - 7.6

(1) Expected volatility was determined using historical volatility.

(2) For certain options, the simplified method is utilized to determine the expected life due to the lack of historical data.

Restricted Stock Awards

In January 2023, the Company granted 20,292 shares of restricted common stock to members of its board of directors under the Amended 2019 Plan as compensation for annual board service. These restricted stock awards were immediately vested and, as such, the Company recorded share-based compensation expense of \$0.5 million upon issuance.

In January 2023, the Company granted 4,545 shares of restricted common stock to certain executives and employees under the Amended 2019 Plan as performance bonus compensation totaling \$0.1 million. These restricted stock awards were issued on the grant date with a one year cliff vesting condition and the Company will recognize the expense over the vesting period.

During the first quarter of 2023, the Company granted 409 shares of restricted common stock to a member of its board of directors for service as interim CEO. These restricted stock awards were immediately vested and, as such, the Company recorded share-based compensation expense of less than \$0.1 million upon issuance.

[Table of Contents](#)

During the second quarter of 2023, the Company granted 909 shares of restricted common stock to certain executives and employees under the Amended 2019 Plan as performance bonus compensation totaling less than \$0.1 million. These restricted stock awards were issued on the grant date with a one year cliff vesting condition and the Company will recognize the expense over the vesting period.

During the third quarter of 2023, the Company granted 34,090 shares of restricted common stock to two members of its board of directors. These restricted stock awards were immediately vested and, as such, the Company recorded share-based compensation expense of less than \$0.3 million upon issuance.

In February 2024, the Company granted 42,088 shares of restricted common stock to members of its Board of Directors as part of their equity compensation pursuant to the Amended and Restated 2019 Incentive Award Plan. These restricted stock awards were immediately vested and, as such, the Company recorded share-based compensation expense of \$0.4 million upon issuance.

In June 2024, the Company granted 22,727 shares of restricted common stock to certain executives under the Amended 2019 Plan as performance bonus compensation. These restricted stock awards were immediately vested and, as such, the Company recorded share-based compensation expense of \$0.1 million upon issuance.

Note 15 – Employee benefit plans

The Company has a qualified defined contribution 401(k) plan, which covers substantially all of its employees. Participants are entitled to make pre-tax and/or Roth post-tax contributions up to the annual maximums established by the IRS. The Company matches participant contributions pursuant to the terms of the plan, which contributions are limited to a percentage of the participant's eligible compensation. The Company made contributions related to the plan and recognized expense of \$0.1 million during the years ended December 31, 2024 and 2023.

Note 16 – Related party transactions

Director Fees

The Company pays quarterly board of director fees. Board of director fees totaled \$0.3 million during the years ended December 31, 2024 and 2023. As of December 31, 2024 and 2023, \$0.1 million of these director fees were in accrued other expenses on the Consolidated Balance Sheets, respectively.

Marketing Support Services

On March 7, 2023, the Company entered into an agreement with Believeco to provide marketing support services for an interim period. A previous member of the Company's board of directors, whose resignation was effective April 1, 2024, is a partner at Believeco. As of December 31, 2024, Believeco is no longer considered a related party. Marketing expenses related to Believeco for the year ended December 31, 2024 was less than \$0.01 million, none of which is included within Accounts Payable as of December 31, 2024. As of December 31, 2023 marketing expense related to Believeco totaled \$0.4 million, of which \$0.1 million is included within Accounts Payable.

Note 17 – Income taxes

For the year ended December 31, 2024, the Company recorded income tax expense of less than \$0.1 million. For the year ended December 31, 2023, the Company recorded income tax expense of less than \$0.1 million. For the years ended December 31, 2024 and 2023, the Company's effective tax rate was (6.1)% and 0%, respectively. The Company's effective tax rate differs from the U.S. federal statutory rate of 21% primarily because the Company's losses have been fully offset by a valuation allowance due to uncertainty of realizing the tax benefit of NOLs for the years ended December 31, 2024 and 2023.

[Table of Contents](#)

The following table is a reconciliation of the components that caused the Company's provision for income taxes to differ from amounts computed by applying the U.S. federal statutory rate of 21% (in thousands):

	Years Ended December 31,					
	2024		2023			
Statutory U.S. Federal income tax	\$	(34)	21.0%	\$	(4,782)	21.0%
State income taxes, net		280	(177.0)%		(309)	1.3%
Meals and entertainment		5	(3.1)%		5	—%
Change in valuation allowance		(243)	153.4%		5,031	(22.1)%
Warrant valuation		—	—%		50	(0.2)%
Tax effect of non-deductible equity instruments		—	—%		—	—%
Return to provision adjustment		—	—%		5	—%
Other		1	(0.4)%		2	—%
Total provision	\$	9	(6.1)%	\$	2	0.0%

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Significant components of the Company's deferred tax assets and liabilities are as follows (in thousands):

	December 31,			
	2024		2023	
Deferred income tax assets:				
Net operating loss carryforwards	\$	21,460	\$	21,662
ROU assets		15		28
Share-based compensation		5,240		5,320
Inventory		65		68
Other assets		2,529		2,508
Gross deferred tax assets		29,309		29,586
Valuation allowance		(29,268)		(29,509)
Net deferred tax assets	\$	41	\$	77
Deferred income tax liabilities:				
Fixed assets		(27)		(50)
Operating lease liabilities		(14)		(27)
Intangibles		—		—
Total deferred tax liabilities	\$	(41)	\$	(77)
Deferred tax liabilities, net of valuation allowance	\$	—	\$	—

As of December 31, 2024, the Company had a deferred tax asset (before valuation allowance) recorded on gross federal and state net operating loss carryforwards of approximately \$88.6 million and \$58.1 million, respectively. The net operating losses will begin to expire in 2027.

The Internal Revenue Code, as amended ("IRC"), imposes restrictions on the utilization of NOLs and other tax attributes in the event of an "ownership change" of a corporation. Accordingly, a company's ability to use pre-change NOLs may be limited as prescribed under IRC Section 382. Events which may cause limitation in the amount of the NOLs and credits that can be utilized annually include, but are not limited to, a cumulative ownership change of more than 50% over a three-year period.

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets in the future. A significant piece of objective negative evidence evaluated was the cumulative loss incurred through the years ended December 31, 2024 and 2023. Such objective evidence limits the ability to consider other subjective positive evidence such as current year taxable income and future income projections. On the basis of this evaluation, as of December 31, 2024, a valuation allowance of \$(29.3) million was recorded since it is more likely than not that the deferred tax assets will not be realized.

[Table of Contents](#)

Changes in valuation allowance are as follows (in thousands):

	Years Ended December 31,	
	2024	2023
Valuation allowance, at beginning of year	\$ 29,509	\$ 24,479
Change in valuation allowance	(241)	5,030
Valuation allowance, at end of year	\$ 29,268	\$ 29,509

As of December 31, 2024 and 2023, the Company does not have any significant uncertain tax positions and as of December 31, 2024 and 2023, the Company had no accrued interest and penalties related to uncertain income tax positions. The Company does not anticipate that the amount of unrecognized tax benefits will significantly increase or decrease within the next twelve months. If incurred, the Company would classify interest and penalties on uncertain tax positions as income tax expense.

The Company is subject to taxation in the U.S. federal and various state jurisdictions. The Company is not currently under audit by any taxing authorities. The Company remains open to examination by tax jurisdictions for tax years beginning with the 2021 tax year for federal and 2020 for states. Federal and state net operating losses are subject to review by taxing authorities in the year utilized and future years.

Note 18 – Segment information

The Company evaluated its operating segments in accordance with ASC 280, "Segment Reporting" and determined it operates as one reportable segment, pet food products. The Company provides a comprehensive range of premium pet products, including dry kibble, wet food, freeze dried raw food, treats, and toppers for dogs and cats. In 2024, these products were sold through the three different revenue channels described in "Note 2 - Revenue" - Digital, Brick-and-Mortar and International. The Company has concluded each of the three different channels met the three characteristics of an operating segment. While the company's products are offered across three operating segments, they are aggregated into a single reporting segment, as there are no material differences in the nature of the products and services, the nature of the production processes, the type or class of customer for their products and services, the methods of distribution, and the regulatory environment in which they operate.

The Company's Chief Executive Officer, who is the designated chief operating decision maker ("CODM"), evaluates performance and makes decisions based on consolidated financial information. The CODM does not separately evaluate distinct groups of products or services, nor are resources allocated differently based on individual product lines or geographic regions. Rather, performance is assessed on an overall basis, considering consolidated metrics such as total revenues, gross margin, and net loss of the Company as a whole, and resources are allocated to support the Company's overall business plan.

The CODM of Better Choice Company does not review total assets when evaluating the results of the pet food products segment, as the Company operates with an asset-light business model. As the Company utilizes a third-party logistics (3PL) provider and does not manage its own manufacturing, asset-related information is not considered in performance assessments and is therefore not presented.

[Table of Contents](#)

Consolidated sales, gross margin, and net loss of premium pet food products generate the Company's revenues and are reflected in the consolidated statement of operations. The CODM also evaluates significant segment expenses, which consist of the following (in thousands):

	Twelve months Ended December 31,	
	2024	2023
Net sales	\$ 34,975	\$ 38,592
Cost of goods sold:		
Direct	20,998	25,274
Indirect	988	1,521
Total cost of goods sold	21,986	26,795
Gross profit	12,989	11,797
Segment expenses:		
Discretionary marketing	5,885	6,233
Outbound freight	511	1,318
Other segment expenses (a)	12,560	25,425
Total segment expenses	18,956	32,976
Loss from operations	(5,967)	(21,179)
Other income (expense):		
Interest expense	(467)	(1,353)
Change in fair value of warrant liabilities	—	(236)
Gain on extinguishment of debt and accounts payable	6,206	—
Other income	69	—
Total other income (expense)	5,808	(1,589)
Net loss before income taxes	(159)	(22,768)
Income tax expense	(9)	(2)
Net loss	\$ (168)	\$ (22,770)

(a) Other segment expenses include employee compensation and benefits, share based compensation, non-cash charges, other sales and marketing costs, professional fees, broker commissions, and other general expenses

The accounting policies of the segment are consistent with those described in Note 1 - Summary of Significant Accounting Policies.

Geographic Information

Revenue by geography is based on where the customer is based. Summary financial data attributable to various geographic regions for the periods indicated is as follows:

	Year Ended December 31,	
	2024	2023
United States	\$ 17,795	\$ 23,568
China	12,808	11,000
Other	4,372	4,024
Total	\$ 34,975	\$ 38,592

Note 19 – Concentrations

Major suppliers

The Company sourced approximately 79% of its inventory purchases from three vendors for the year ended December 31, 2024. The Company sourced approximately 64% of its inventory purchases from two vendors for the year ended December 31, 2023. There were \$1.0 million and \$5.0 million of inventory purchases from major suppliers in accounts payable on the Consolidated Balance Sheets, as of December 31, 2024 and 2023, respectively.

Major customers

Accounts receivable from two customers represented 86% of accounts receivable as of December 31, 2024. Accounts receivable from two customers represented 79% of accounts receivable as of December 31, 2023. Three customers represented 78% and 62% of gross sales for the year ended December 31, 2024 and 2023, respectively.

Credit risk

As of December 31, 2024 and 2023, the Company's cash and cash equivalents were deposited in accounts at several financial institutions and may maintain some balances in excess of federally insured limits. The Company maintains its cash and cash equivalents with high-quality, accredited financial institutions and, accordingly, such funds are subject to minimal credit risk. The Company has not experienced any losses historically in these accounts and believes it is not exposed to significant credit risk in its cash and cash equivalents.

Note 20 – Loss per share

The Company presents net loss per share on a basic and diluted basis for the years ended December 31, 2024 and 2023. Basic loss per share is computed by dividing net loss by the weighted average number of common shares outstanding ("WASO") during the period. For the years ended December 31, 2024 and 2023, the Company's basic and diluted net loss per share attributable to common stockholders are the same as the Company generated a net loss.

For the year ended December 31, 2024, the Company's basic and diluted net loss per share attributable to common stockholders are the same as the Company generated a net loss and common stock equivalents are excluded from diluted net loss per share as they have an anti-dilutive impact.

For the year ended December 31, 2023, potentially dilutive securities not included in the calculation of diluted net loss per share, because to do so would be anti-dilutive, are as follows: 335,640 of Alpha Warrants (148,758 First Tranche Warrant and 186,882 Second Tranche Warrant); 214,400 of stock equivalent warrants; and 53,285 of stock equivalent employee stock options.

For the year ended December 31, 2024, potentially dilutive securities not included in the calculation of diluted net loss per share, because to do so would be anti-dilutive, are as follows: 269,345 of stock equivalent warrants; and 99,525 of stock equivalent employee stock options.

The following table sets forth basic and diluted net (loss) earnings per share attributable to common stockholders for the years ended December 31, 2024 and 2023 (in thousands, except share and per share amounts):

	Year ended December 31,	
	2024	2023
Numerator:		
Net loss	\$ (168)	\$ (22,770)
Adjusted net loss available to common stockholders	\$ (168)	\$ (22,770)
Denominator:		
Basic WASO	1,615,487	705,185
Diluted WASO	1,615,487	705,185
Net loss per share attributable to common stockholders, basic	\$ (0.10)	\$ (32.29)
Net loss per share attributable to common stockholders, diluted	\$ (0.10)	\$ (32.29)

Note 21 – Subsequent events

The Company has evaluated subsequent events and transactions that occurred after the balance sheet date up to the date that the financial statements were issued for potential recognition or disclosure. Other than the following, the Company did not identify any subsequent events that would have required adjustment or disclosure in the consolidated financial statements.

On February 6, 2025, the Promissory Note described in "Note 4 - Notes receivable" was amended for a second time to allow for the borrowing of an additional \$0.4 million. The interest rate remains at 11% per annum.

On February 19, 2025, the Company announced the sale of its Halo business in Asia for total gross proceeds of \$8.1 million including \$6.5 million in cash at closing, along with a 3% royalty on sales over the next five years, guaranteed by a minimum royalty payment of \$0.3 million per year or \$1.7 million in total. The Company will retain ownership of its North American and rest-of-world ex-Asia operations. Both parties expect to close the sale in April 2025.

On February 20, 2025, in connection with the sale of the Halo business in Asia discussed above, the Company announced that it agreed in principle to a 5.5% royalty agreement on all sales of the Halo Elevate brand in the Asian region.

On February 28, 2025, the Company announced that SRx was granted the final Order pursuant to the Business Corporations Act by the Ontario Superior Court of Justice to proceed with the acquisition previously announced on September 3, 2024, where the Company would acquire SRx in an all-stock transaction valued at an estimated \$80 million, assuming SRx's net debt of \$43 million at close. As consideration for the transaction, the company expects to issue a maximum of 30.0 million shares to SRx shareholders and is expected to close in 2025. The Company hosted a Special Meeting of shareholders on March 21, 2025 where the Company's stockholders voted in favor of the proposal to approve the arrangement transaction with SRx. The Company is unable to predict the outcome or impact on its business and financial results.

On March 11, 2025, the Company announced the signing of a binding Letter of Intent (LOI) to acquire 100% of Choice Specialty Pharmacy Group, a fully licensed and prominent provider of specialized pharmacy services in the U.S., through an option purchase agreement. This acquisition is expected to further strengthen Better Choice's specialty pharmacy presence in the U.S. and the purchase price is estimated at approximately USD \$4.7 million, and consideration will be comprised of stock and cash at closing.

On March 17, 2025, the Company announced the approval of a royalty distribution plan for shareholders. Under this new initiative, up to 55% of the annual royalties generated by the Company's flagship Halo brand will be distributed annually to stockholders of record as of December 31 of the given year. The aggregate amount and other details of each such distribution shall be determined by the Company's Board of Directors on an annual basis, and the declaration of each such distribution will be effected by appropriate Board action at such time.

On March 21, 2025, the Company announced that the Company's shareholders authorized the following proposals: (i) issuance of up to 30,000,000 shares of Better Choice common stock in connection with the Arrangement Agreement with SRx, pursuant to which Better Choice will acquire SRx; (ii) changing of the legal name of Better Choice from "Better Choice Company, Inc." to "SRX Health Solutions, Inc." and of the NYSE American ticker symbol from "BTTR" to "SRXH"; and (iii) an increase in the number of securities subject to the Company's 2019 Incentive Award Plan. Each of the Proposals are more fully described in the Company's definitive proxy statement filed with the SEC on January 28, 2025, as supplement by the Company's Supplemental Proxy Materials filed with the SEC on March 7, 2025.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer (our principal executive officer) and our chief financial officer (our principal financial officer) evaluated the effectiveness of our disclosure controls and procedures as of the year ended December 31, 2024. Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of December 31, 2024, our disclosure controls and procedures were not effective due to the material weaknesses discussed below. Notwithstanding the material weaknesses in our internal control over financial reporting, we have concluded that the consolidated financial statements included in this Form 10-K fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States of America.

Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projection of any evaluation of effectiveness to future periods is subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control – Integrated Framework (2013 Framework). Based on this assessment, management concluded that, as of December 31, 2024, the Company's internal control over financial reporting was not effective due to the material weaknesses described below.

Material Weaknesses

Management has determined that we did not design and maintain effective controls to support proper revenue recognition. Specifically, management did not have effective controls (i) to ensure the accuracy of data input for price and quantity and (ii) to ensure that there was effective testing of period end sales cutoff, including a proper review and comparison of invoices.

Management assessed the design and operating effectiveness of our General IT Controls (GITCs) for the fiscal year ended December 31, 2024. Based on this assessment, we identified certain control deficiencies within our IT systems and processes. While each individual deficiency was considered to be small in nature, their aggregate impact on the overall control environment has resulted in a material weakness. Specifically, the identified deficiencies relate to the access controls, change management, and cybersecurity.

Remediation Plan

To address the material weakness associated with failure to maintain controls over the operating effectiveness of IT general controls, we transitioned to a new outsourced managed IT service provider with an appropriate level of knowledge and technical experience to design and maintain IT general controls. We have also planned to (i) establish policies and procedures for the design and operation of IT general controls, (ii) implement an IT general controls framework, and (iii) where necessary, we have identified, implemented, and documented IT general controls. We continue to evaluate the appropriate controls to design and maintain effective controls supporting financial systems relevant to our financial reporting processes. We continue to evaluate staffing requirements and technology improvement opportunities to further address and achieve remediation.

To address the material weakness in internal controls related to the revenue recognition, we continue to evaluate the appropriate controls to design and maintain effective controls supporting revenue recognition and are in the process of enhancing certain controls over revenue, including adding resources and training programs addressing the design, implementation, and documentary evidence requirement of control procedures over revenue recognition for appropriate personnel.

Although we implemented measures and plan to implement additional measures to remedy our internal control deficiencies, there can be no assurance that our efforts will be successful. In addition, until the remediation steps have been completed and operated for a sufficient period of time, and subsequent evaluation of their effectiveness is completed, the material weaknesses identified and described above will continue to exist.

Changes in Internal Control Over Financial Reporting

Other than the changes described above, there has not been any change in our internal controls over financial reporting identified in connection with the evaluation that occurred during the quarter ended December 31, 2024 that has materially affected, or is reasonably likely to materially affect, those controls.

Attestation Report of Independent Registered Public Accounting Firm

This Annual Report on Form 10-K does not include an attestation report of the Company's registered public accounting firm, as non-accelerated filers are exempt from the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act.

ITEM 9B. OTHER INFORMATION

10b5-1 Plans

During the quarter ended December 31, 2024, no director or officer (as defined in Rule 16a-1(f) under the Exchange Act) of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" as such term is defined in Item 408(a) of Regulation S-K. As of December 31, 2024, the Company did not have a "Rule 10b5-1 trading arrangement" in effect with respect to its securities.

Insider Trading Policy

The Company has adopted insider trading policies and procedures governing the purchase, sale, and other disposition of its securities, which has been included as an exhibit to this report and has been posted to the governance documents section of the Company's corporate website (www.betterchoicecompany.com).

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The following table sets forth the names and positions of our executive officers and directors serving as of such date of filing of this annual report on Form 10-K. Directors will be elected at our annual meeting of stockholders and serve for one year or until their successors are elected and qualify. Officers are elected by the Board and their terms of office are, except to the extent governed by employment contract, at the discretion of the Board.

Name	Age	Position	Director Since
Kent Cunningham ⁽¹⁾	54	Chief Executive Officer	2024
Carolina Martinez	35	Chief Financial Officer, Secretary and Treasurer	n/a
Lionel F. Conacher	62	Director	2021
Gil Fronzaglia	62	Director	2021
John M. Word III	77	Director	2019
Michael Young	47	Chairman of the Board of Directors	2019

⁽¹⁾ Mr. Cunningham was appointed as a member of the Board, effective April 1, 2024, to fill the vacancy resulting from Ms. Arlene Dickinson's resignation.

Kent Cunningham. Mr. Cunningham was appointed as Chief Executive Officer of the Company effective as of May 22, 2023. Prior to joining the Company, Mr. Cunningham was a Principal with Catapult Consulting where he provided management and M&A advisory consulting services from February 2022 to May 2023. Prior to consulting, Mr. Cunningham served as the Chief Executive Officer of 1440 Foods, a sports and active nutrition company, between August 2021 and January 2022. Prior to 1440 Foods, he was a General Manager at The Bountiful Company, an American dietary supplements company, from May 2019 to August 2021. Prior to The Bountiful Company, Mr. Cunningham was Chief Marketing Officer for Whole Earth Brands, a global food company providing plant-based sweeteners and flavor enhancers, between April 2018 and May 2019. From 2013 to April 2018, Mr. Cunningham held various marketing positions at Glanbia Performance Nutrition, a global nutrition company. From 2006 to 2013, Mr. Cunningham held various Marketing positions at MARS Petcare, owner of several health and nutrition pet food brands. Mr. Cunningham is a passionate brand builder and business leader with over 25 years of CPG and Health & Wellness marketing and sales experience across a range of corporate environments and categories including accelerating growth within multinationals, brand turnarounds and high value exits in the private equity business for the likes of KKR & Co. Inc. Mr. Cunningham holds an MBA in Marketing from Vanderbilt University and a BA in Communications from the University of Michigan. Mr. Cunningham was appointed as a member of the Board, effective April 1, 2024.

Carolina (Nina) Martinez. Mrs. Martinez was appointed as Chief Financial Officer, effective August 2, 2023. Mrs. Martinez was previously appointed and served as the Interim Chief Financial Officer, Secretary and Treasurer of the Company effective as of April 3, 2023, and will continue to serve as the Secretary and Treasurer of the Company. Prior to joining the Company, Mrs. Martinez was a Director of CFO Partnership Solutions at ONE10 Advisors, LLC, ("ONE10 Advisors") a strategic finance and accounting advisory firm in Tampa, FL. Prior to joining ONE10 Advisors in January 2022, Mrs. Martinez spent nine years at PricewaterhouseCoopers, LLP where she served as a Manager in the National Quality Organization office from March through December 2021, and in various assurance roles from January 2013 through March 2021 where she primarily served publicly traded companies. Mrs. Martinez is a Certified Public Accountant in the State of Florida and holds a Master of Science in Accounting from The University of Tampa and a Bachelor of Science in Business Administration, Accounting from the University of Central Florida.

Lionel F. Conacher. Mr. Conacher has served as a director since September 2021. He has over thirty years of financial experience, spanning senior positions in public companies in both Canada and the US, investment banking, private equity and venture capital. Mr. Conacher currently serves as Chairman of DXL Group (NASDAQ: DXLG), where he has successfully guided the retail chain through the COVID-19 pandemic. In 2018, Mr. Conacher co-founded a San Francisco based venture capital fund, Next Ventures, after serving as a Senior Advisor and Operating Partner at Altamont Capital Partners, a Palo Alto based Private Equity Firm, for over seven years. Prior to his experience at Altamont Partners, he co-founded and served as the CEO of Westwind Partners Inc., a specialized Canadian institutional investment bank that was ultimately sold to Thomas Weisel Partners for \$170 million in 2007 before being acquired by Steifel in 2010. Mr. Conacher holds an A.B. in Economics & Art History from Dartmouth College and is also actively involved in a variety of non-profits.

Gil Fronzaglia. Mr. Fronzaglia has served as a director since April 2021. He has had a successful career serving as both a board and management team member for large consumer products companies, natural food and beverage startups and most notably as a founding member and VP of Operations for Blue Buffalo. In addition to joining the board of Better Choice in 2021, Gil has served as a Board Member of Quinn Snacks since 2016, where he was the Interim COO from December 2018 through July 2019. Mr. Fronzaglia has also served as a member of the board of Grillo's Pickles, the premium pet care brand I And Love And You and Spindrift Beverage Co. Mr. Fronzaglia is based in York, Maine and holds a Bachelor of Science from Northeastern University, and a Masters of Business Administration from Barry University.

John M. Word III. Mr. Word has served as a director since January 2020. Mr. Word founded the Word & Brown General Agency in 1984 to market and distribute health plans through California's huge brokerage community by 1986, the company was recognized as the largest independent small group health distributor in the nation. That same year, the company launched the nation's first COBRA administration operation, sensing that employers needed assistance and qualified support with federal COBRA laws. CaliforniaChoice®, a groundbreaking enterprise empowering small business employees to select from multiple health plans within one program, was launched in 1996. Mr. Word's professional credentials include Chartered Life Underwriter (CLU), Registered Health Underwriter (RHU), and Registered Employee Benefits Consultant (REBC). He has served as President of the California Association of Health Underwriters (CAHU), President of the Orange County Association of Health Underwriters (OCAHU), and Chairman of the National Association of Health Underwriters (NAHU) Leading Producers Roundtable program. Mr. Word holds a Bachelor of Science in Marketing and Finance from William Jewell College in Liberty, MO. We believe Mr. Word's qualifications to serve as a director of our Company include his background in running successful organizations, understanding of consumer needs and marketing to those needs. Mr. Word holds a Bachelor of Science in Marketing and Finance from William Jewell College in Liberty, MO.

Michael Young. Mr. Young has served as our Chairman since December 2019. Mr. Young is a founding partner of Cottingham Capital, an investment company focused on real estate and technology investment, where he has served as Managing Partner since its inception in January 2017. Prior to January 2017, Mr. Young served as the Managing Director and Co-Head of Trading of GMP Securities, L.P., a Canadian investment bank. Mr. Young currently serves on the boards of Aerues Inc., an anti-microbial copper coating technology company, and XIB I Capital Corp., a capital pool company, and was previously on the boards of Nuuvera Corp. and ICC Labs. Mr. Young holds a diploma in Finance from George Brown College. We believe Mr. Young's qualifications to serve as a director of our Company include his extensive senior level executive management and trading experience in the Canadian and U.S. capital markets and his experience on other public company boards of directors.

Board of Directors

The number of members of our Board of Directors will be determined from time to time by resolution of the Board of Directors. Currently, our Board of Directors consists of five persons. Our Directors hold office until the earlier of their death, resignation, retirement, disqualification or removal or until their successors have been duly elected and qualified.

Committees of the Board

We have an Audit Committee, a Compensation Committee, a Nominating and Governance Committee, and a Strategic Advisory Committee. Each such committee of the Board of Directors has or will have the composition and responsibilities described below. Each committee is governed by a written charter. In 2024, each director attended all of the meetings of the Board and the committees on which such director serves. Each committee charter is posted on our website at <https://ir.betterchoicecompany.com/corporate-governance>. From time to time, our Board may also establish other, special committees when necessary to address specific issues.

Audit Committee

Our Audit Committee's responsibilities include, among other matters: appointing, approving the compensation of, and assessing the independence of our registered public accounting firm; overseeing the work of our registered public accounting firm, including through the receipt and consideration of reports from such firm; reviewing and discussing with management and the registered public accounting firm our annual and quarterly financial statements and related disclosures; coordinating our Board of Directors' oversight of our internal control over financial reporting, disclosure controls and procedures; discussing our risk management policies; meeting independently with our internal auditing staff, if any, registered public accounting firm and management; reviewing and approving or ratifying any related person transactions; and preparing the audit committee report required by the SEC.

The members of our Audit Committee are Messrs. Conacher, Fronzaglia and Young. Mr. Fronzaglia has been appointed as chairperson of this committee beginning in 2022. Our Board has determined that each of Messrs. Conacher, Fronzaglia and Young is independent under the applicable independence standards of Rule 10A-3 under the Exchange Act applicable to audit committee members. In addition, our Board has determined that Messrs. Conacher, Fronzaglia and Young each qualifies as an "audit committee financial expert" as defined by Item 407(d)(5)(ii) of Regulation S-K. Our Audit Committee met three times during 2024.

Compensation Committee

Our Compensation Committee's responsibilities include, among other matters: reviewing and approving, or recommending for approval by the board of directors, the compensation of our Chief Executive Officer and our other executive officers; overseeing and administering our cash and equity incentive plans; reviewing and making recommendations to our board of directors with respect to director compensation; reviewing and discussing annually with management our "Compensation Discussion and Analysis," to the extent required; reviewing and discussing the voting recommendations of our stockholders on matters involving executive compensation, to the extent required; and preparing the annual compensation committee report required by SEC rules, to the extent required. No compensation consultant was engaged to provide advice or recommendations on our executive or director compensation for 2024.

The members of our Compensation Committee are Messrs. Conacher, Fronzaglia and Young, and Mr. Young serves as chairman of this committee. Our Compensation Committee met twice during 2024.

Nominating and Governance Committee

Our Nominating and Corporate Governance Committee's responsibilities include, among other matters: identifying individuals qualified to become board of directors members; recommending to our board of directors the persons to be nominated for election as directors and to each board committee; developing and recommending to our board of directors corporate governance guidelines, and reviewing and recommending to our board of directors proposed changes to our corporate governance guidelines from time to time; and overseeing a periodic evaluation of our board of directors.

The members of our Nominating and Corporate Governance Committee are Messrs. Fronzaglia and Young. Mr. Conacher was appointed as chairperson of this committee beginning April 1, 2024, upon the departure of Arlene Dickinson. Our Nominating and Corporate Governance Committee did not meet during 2024.

Strategic Advisory Committee

Our Strategic Advisory Committee's responsibilities include, among other matters: assessing the progress and performance of our development programs and projects, and identifying, assessing, implementing, and monitoring corporate opportunities that may offer meaningful strategic or commercial benefit to the Company. The members of our Strategic Advisory Committee are Messrs. Fronzaglia, Young and Word, and Messrs. Young and Word serve as co-chairs of this committee. Our Strategic Advisory Committee did not meet during 2024.

Director Compensation Table

The table below sets forth compensation information for the fiscal year ended December 31, 2024 for our non-employee directors:

Name	Fees Earned or Paid			Option Awards	Non-equity Incentive Plan Compensation	Total Compensation		
	in Cash		Stock Awards					
Lionel F. Conacher	\$	65,000	\$	81,481	\$	26,000	\$	172,481
Gil Fronzaglia	\$	65,000	\$	81,481	\$	26,000	\$	172,481
John M. Word III	\$	60,000	\$	81,481	\$	26,000	\$	167,481
Michael Young	\$	65,000	\$	81,481	\$	26,000	\$	172,481

The table below shows the aggregate number of option awards (exercisable and unexercisable) held as of December 31, 2024 by each non-employee director who was serving as of December 31, 2024:

Name	Options Outstanding at Fiscal Year End
Lionel F. Conacher	5,815
Gil Fronzaglia	5,959
John M. Word III	6,034
Michael Young	10,428

Code of Ethics and Code of Conduct

Our Board of Directors has adopted a Code of Ethics and Business Conduct that is applicable to all of our employees, executive officers, and directors of the Company (the "Code of Conduct"). The Code of Conduct is available on our website at <https://ir.betterchoicecompany.com/corporate-governance/governance-documents>. The Nominating and Governance Committee of our Board of Directors is responsible for overseeing the Code of Conduct and must approve any waivers of the Code of Conduct for employees, executive officers, and directors. We expect that any amendments to the Code of Conduct, or any waivers of its requirements, will be disclosed on our website.

Risk Oversight

The Audit Committee of our Board of Directors is responsible for overseeing our risk management process. Our Audit Committee focuses on our general risk management policies and strategy, the most significant risks facing us, and oversees the implementation of risk mitigation strategies by management. Our Board of Directors is also apprised of particular risk management matters in connection with its general oversight and approval of corporate matters and significant transactions.

Compensation Committee Interlocks and Insider Participation

None of our executive officers serve as a member of the Compensation Committee of our Board of Directors (or other committee performing equivalent functions) of any entity that has one or more executive officers serving on our Board of Directors or Compensation Committee.

Communications with Directors

Interested parties may communicate with our Board or with an individual director by writing to our Board or to the particular director and mailing the correspondence to: 12400 Race Track Road, Tampa, Florida 33626, Attention: Corporate Secretary. The Corporate Secretary will promptly relay to the addressee all communications that require prompt attention and will regularly provide our Board with a summary of all substantive communications.

Board Qualifications

Our Board has delegated to our Nominating and Governance Committee the responsibility for recommending to our Board the nominees for election as directors at the annual meeting of stockholders and for recommending persons to fill any vacancy on our Board. Our Nominating and Governance Committee selects individuals for nomination to our Board based on the following criteria. Nominees for director must:

- Possess unquestionable moral and ethical character and core values.
- Have a genuine interest in Better Choice and recognition that as a member of our Board, each director is accountable to all of our shareholders, not to any particular interest group.
- Have a background that demonstrates experience, expertise and education in areas such as consumer product marketing, corporate strategy, technology, cybersecurity, financial and regulatory affairs, international sales and distribution and general management.
- Have no conflict of interest or legal impediment that would interfere with the duty of loyalty owed to Better Choice and our stockholders.
- Have the ability and willingness to make the personal commitment to invest the time, schedule and workload to be an active, participatory member of our Board and the Board's responsibilities and commitment to corporate best practices.
- Be compatible and able to work well with other directors, executives and other employees in a team effort with a view to a long-term relationship with Better Choice as a director.
- Have independent opinions and be willing to state them in a constructive manner.

Directors are selected on the basis of talent and experience. Diversity of background, including diversity of gender, race, ethnic or geographic origin and age, and education and experience in business, the consumer product market, the pet specialty sector, product marketing, product distribution and manufacturing and other areas relevant to our activities are factors in the selection process. As a majority of our Board must consist of individuals who are independent, a nominee's ability to meet the independence criteria established by the NYSE American is also a factor in the nominee selection process. For a better understanding of the qualifications of each of our directors, we encourage you to read their biographies set forth in this report.

Director Nominations

The Nominating and Governance Committee will consider candidates for director recommended by stockholders so long as the recommendations comply with our Certificate of Incorporation and Bylaws and applicable laws, rules and regulations, including those promulgated by the SEC. The Nominating and Governance Committee will evaluate such recommendations in accordance with its charter, our Bylaws, our corporate governance guidelines, and the regular nominee criteria described above.

Attendance at Annual Meeting

Directors are expected to attend our annual meetings of stockholders. Our last annual meeting of shareholders was held on November 5, 2024.

ITEM 11. EXECUTIVE COMPENSATION

The following is a discussion and analysis of the compensation arrangements for our named executive officers, or NEOs. We are currently considered a “smaller reporting company” for purposes of the SEC’s executive compensation disclosure rules. In accordance with such rules, we are providing a Summary Compensation Table and an Outstanding Equity Awards at Fiscal Year-End Table as well as narrative disclosures regarding our executive compensation program. Our NEOs for 2024 consist of the following individuals:

- Kent Cunningham, Chief Executive Officer appointed May 2023
- Carolina Martinez, Chief Financial Officer appointed August 2023

Executive Compensation Components**Base Salaries**

The NEOs receive a base salary to provide a fixed component of compensation reflecting the executive’s skill set, experience, role and responsibilities. Our Compensation Committee adjusts NEO base salaries based on the committee’s review of available market information. Our board of directors established an annual base salary for each of our NEOs as follows:

Name	Annual Base Salary		
	2022	2023	2024
Kent Cunningham ⁽¹⁾	n/a	350,000	360,000
Carolina Martinez ⁽²⁾	n/a	240,000	254,400
Lionel F. Conacher ⁽³⁾	160,000	160,000	n/a
Scott Lerner	350,000	n/a	n/a
Sharla A. Cook	225,000	n/a	n/a
Donald Young	275,000	275,000	n/a
Robert Sauermann	240,000	240,000	n/a

⁽¹⁾ Mr. Cunningham was appointed as Chief Executive Officer of the Company effective as of May 22, 2023.

⁽²⁾ Mrs. Martinez was appointed as Chief Financial Officer of the Company effective as of August 2, 2023. Mrs. Martinez was previously appointed and served as the Interim Chief Financial Officer of the Company effective as of April 3, 2023.

⁽³⁾ Includes Mr. Conacher’s compensation in his role as Interim Chief Executive Officer in 2022 and 2023. Compensation in 2024 was related to fees in his capacity as a director.

Annual Incentive

The purpose of our annual incentive bonus program is to incent all individuals in the organization to meet or exceed both our annual budget goals as well as individual responsibilities. Our annual incentive program requires minimum performance thresholds for any payout to occur for specific performance measures and objectives. We believe the annual incentive effectively motivates our NEOs to drive operational performance without encouraging unreasonable risk. The Committee believes the achievement of year-over-year gross revenue, gross margin and Adjusted EBITDA growth goals will result in sustainable long-term stockholder value creation. Our 2024 annual incentive potential was based on achievement levels of these financial metrics, measured against our annual plan as approved by our Board. Overall, the NEOs’ annual incentive bonus was weighted as follows: 50% Adjusted EBITDA, and 50% individual performance and achievement of goals. The CEO was eligible for a payout of 50% of base salary while the other NEOs were eligible for a payout ranging from 25-40% of base salary based on these metrics. In 2024, the NEOs were eligible for an up to 150% payout of their respective bonus targets.

Equity Compensation

The goals of our long-term, equity-based incentive awards are to align the interests of our NEOs and other employees, non-employee directors and consultants with the interests of our stockholders. Because vesting is based on continued employment, our equity-based incentives also encourage the retention of our NEOs through the vesting period of the awards.

To reward and retain our NEOs in a manner that best aligns employees' interests with stockholders' interests, we use stock options as the primary incentive vehicles for long-term compensation. We believe that stock options are an effective tool for meeting our compensation goal of increasing long-term stockholder value by tying the value of the stock options to our future performance. The exercise price of each stock option grant is the fair value of our common stock on the grant date.

Repricing of Stock Options

Effective October 1, 2020, all outstanding stock option awards under the Amended and Restated 2019 Equity Incentive Plan held by current employees as of October 1, 2020 were repriced concurrent with the closing of the Company's Series F Private Placement. In total, 1,012,956 stock options were repriced. The exercise price was set at a 20% premium to the Series F conversion price, or \$3.60 per share. No other terms of the stock options were changed.

The board of directors effectuated the repricing to realign the value of the stock options with their intended purpose, which is to retain and motivate the holders of the stock options to continue to work in the best interests of the Company. Prior to the repricing, many of the stock options had exercise prices well above the then recent market prices of our common stock. The stock options were repriced unilaterally and the consent of holders was neither necessary nor obtained.

Other Elements of Compensation

Retirement Plans. We currently maintain a 401(k) retirement savings plan that allows eligible employees to contribute a portion of their compensation, within limits prescribed by the Internal Revenue Code, on a pre-tax basis through contributions to the plan. Our NEOs are eligible to participate in the 401(k) plan. We believe that providing a vehicle for tax-deferred retirement savings through our 401(k) plan adds to the overall desirability of our executive compensation package and further incentivizes our NEOs in accordance with our compensation policies. In 2023 and 2024, the Company provided an employer matching contribution of 50% up to the first 10% of employees' eligible compensation under our 401(k) plan.

Employee Benefits and Perquisites. All of our full-time employees, including our NEOs, are eligible to participate in our employee benefit plans and programs, including medical, dental, and vision benefits, health spending accounts, short and long-term disability and life insurance, subject to the terms and eligibility requirements of those plans.

Termination and Change in Control Benefits. Our NEOs may become entitled to certain benefits or enhanced benefits in connection with certain qualifying terminations of employment and/or a change in control of our Company. Each of our NEOs' employment agreements entitles them to severance in the event of their termination without cause or their resignation for good reason and upon termination by reason of death or disability.

Summary Compensation Table

The table below sets forth the compensation earned by our NEOs for the years ended December 31, 2024, 2023 and 2022.

Name and Principal Position	Year	Salary (S)	Bonus (S)	Stock Awards (S)	Option Awards (1) (S)	Non-Equity Incentive Plan Compensation (S)	All Other Compensation (2) (S)	Total (S)
Kent Cunningham (3) Chief Executive Officer	2024	360,000	270,000	—	40,000	—	11,262	681,262
	2023	350,000	53,459	362,727	—	—	8,785	774,971
	2022	—	—	—	—	—	—	—
Lionel F. Conacher (4) Interim Chief Executive Officer	2024	—	—	81,481	26,000	—	60,000	167,481
	2023	160,000	—	13,334	—	—	—	173,334
	2022	160,000	—	153,336	18,573	—	—	331,909
Carolina Martinez (5) Chief Financial Officer	2024	254,400	171,720	—	31,000	—	6,375	463,495
	2023	240,000	19,200	—	70,000	—	1,106	330,306
	2022	—	—	—	—	—	—	—
Scott Lerner (6) Chief Executive Officer	2024	—	—	—	—	—	—	—
	2023	—	—	—	—	—	—	—
	2022	350,000	—	—	472,118	—	—	822,118
Sharla A. Cook (7) Chief Financial Officer	2024	—	—	—	—	—	—	—
	2023	250,000	—	28,000	—	—	3,206	281,206
	2022	250,000	100,000	—	153,596	—	9,801	513,397
Donald Young (8) Chief Sales Officer	2024	—	—	—	—	—	—	—
	2023	275,000	—	14,000	—	—	43,744	332,744
	2022	275,000	110,000	—	492,174	—	9,425	886,599
Robert Sauermann (9) Executive Vice President, Strategy	2024	—	—	—	—	—	—	—
	2023	240,000	—	28,000	—	—	1,811	269,811
	2022	240,000	96,000	—	367,435	—	10,250	713,685

(1) The amounts reported reflect the grant date fair value of the stock options granted, as computed in accordance with ASC 718. The fair value of each option grant is estimated based on the fair value on the date of grant using the Black-Scholes option pricing model. The assumptions that we used to calculate these amounts are discussed in Note 14 to our financial statements included in this Annual Report.

(2) The amounts reported reflect matching 401(k) payments and accrued PTO payout.

(3) Mr. Cunningham was appointed Chief Executive Officer effective May 22, 2023.

(4) Mr. Conacher was employed with us as interim Chief Financial Officer from September 14, 2022 until May 22, 2023. Compensation in 2024 was related solely to fees in his capacity as a director.

(5) Mrs. Martinez was appointed as Chief Financial Officer effective August 2, 2023. Mrs. Martinez was previously appointed and served as the Interim Chief Financial Officer of the Company effective as of April 3, 2023.

(6) Mr. Lerner resigned effective September 14, 2022.

(7) Ms. Cook commenced employment with us in April 2020 and was appointed as our Chief Financial Officer in October 2020. Ms. Cook resigned effective as of April 3, 2023.

(8) Mr. Young resigned effective as of September 8, 2023.

(9) Mr. Sauermann resigned effective as of March 17, 2023.

Outstanding Equity Awards at Fiscal Year-End

The table below sets forth the outstanding stock option awards held by the NEOs as of December 31, 2024.

Name	Option Award Grant		Number of Securities Underlying Unexercised Options (#) Exercisable	Option Awards		Option Exercise Price (\$)	Option Expiration Date
				Number of Securities Underlying Unexercised Options (#)	Unexercisable		
Kent Cunningham	6/26/2024	(1)	–	8,000	\$	5.00	6/26/2034
Carolina Martinez	6/26/2024	(1)	–	6,200	\$	5.00	6/26/2034
	8/7/2023	(2)	1,515	3,030	\$	15.40	8/7/2033

(1) Options vest as follows: 100% on first anniversary of the grant date

(2) Options vest as follows: 1/3 on each annual anniversary of the grant date

Employment Agreements and Potential Payments Upon Termination

The Company entered into an Employment Agreement with Kent Cunningham, dated as of May 22, 2023 (the “Cunningham Employment Agreement”) in connection with Mr. Cunningham’s appointment as Chief Executive Officer of the Company as of May 22, 2023. Pursuant to the Cunningham Employment Agreement, Mr. Cunningham’s compensation will be an initial annual base salary of \$350,000 and an annual discretionary performance bonus target of 50% of base salary, payable 50% in cash and 50% in shares of common stock of the Company. Pursuant to the Cunningham Employment Agreement, Mr. Cunningham will be entitled to six weeks’ paid vacation and will be eligible to participate in certain employee benefit plans offered by the Company. Further, Mr. Cunningham will receive an initial grant of 22,727 Restricted Stock Units of Common Stock (“RSUs”), subject to Board approval. The RSUs will vest over a period of three years subject to continued employment with the Company as follows: (a) 33.3% of the options will on the first anniversary of the date of the grant date provided the stock price is at least one dollar (\$44.00); (b) an additional 33.3% of such RSUs shall vest on the second anniversary of the grant date provided the stock price is at least two dollars (\$88.00); and (c) the remaining 33.4% of the RSUs shall vest on the third anniversary of the grant date provided that the stock price on such date is at least two dollars and fifty cents (\$110.00). In the event Mr. Cunningham does not meet the time-based and performance-based vesting requirements, the applicable portion of the RSUs that were due to vest shall be forfeited. Should Mr. Cunningham’s employment be terminated, in any way or for any reason, prior to any of the aforementioned anniversary dates, the RSUs shall vest in proportion to the time remaining to the next anniversary date. In June 2024, the Company fully accelerated the vesting of all 22,727 shares of restricted common stock owned by Mr. Cunningham.

The Company entered into an Employment Agreement with Carolina Martinez, dated as of August 2, 2023 (the “Martinez Employment Agreement”) in connection with Mrs. Martinez’s appointment as Chief Financial Officer of the Company as of August 2, 2023. Pursuant to the Martinez Employment Agreement, Mrs. Martinez’s compensation will be an initial annual base salary of \$240,000 and an annual discretionary performance bonus target of 40% of base salary, payable 50% in cash and 50% in shares of common stock of the Company. Pursuant to the Martinez Employment Agreement, Mrs. Martinez will be entitled to six weeks’ paid vacation and will be eligible to participate in certain employee benefit plans offered by the Company. Further, Mrs. Martinez will receive an initial grant to purchase 4,545 shares of Common Stock at an exercise price of \$15.40 per share, subject to Board approval. The options will vest in equal installments over a period of three years.

Pursuant to the Cunningham Employment Agreement and the Martinez Employment Agreement (together, the NEO Employment Agreements”), each of Mr. Cunningham and Mrs. Martinez is employed on an at-will basis. Pursuant to the NEO Employment Agreements, in the event the executive’s employment is terminated for any reason, the Company shall pay the executive any amounts due to such executive under the Company’s benefit plans and any unreimbursed expenses properly incurred prior to the date of termination (the “Accrued Obligations”). In the event the executive’s employment is terminated for by the Company without Cause (as defined in the NEO Employment Agreements) or by the executive for Good Reason or for Good Reason Upon Change in Control (as such terms are defined in the NEO Employment Agreements), in addition to the Accrued Obligations, the executive shall also receive, subject to the execution of a release of claims in the form delivered by the Company, severance pay in an amount equal to the executive’s base salary then in effect for six (6) months, less applicable payroll deductions and tax withholdings, payable in accordance with normal payroll policies of the Company over a six (6) month period, with the first such payment being paid to the executive on the Company’s first regular pay date on or after the sixtieth (60th) day following the executive’s employment termination date.

The NEO Employment Agreements also contain standard confidentiality, intellectual property assignment, non-competition and non-solicitation covenants.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth information about the beneficial ownership of our capital stock by (i) each of our current directors, (ii) each of our named executive officers (iii) all our current directors and executive officers as a group, and (iv) each person or group known by us to own more than 5% of our common stock. The percentages reflect beneficial ownership, as determined in accordance with the SEC's rules, as of March 25, 2025, and are based on 2,422,005 shares of common stock outstanding. Except as noted below, the address for all beneficial owners in the table below is 12400 Race Track Road, Tampa, FL 33626:

Name of Beneficial Owner	Shares Beneficially Owned	
	Number ⁽¹⁾	%
Named Executive Officers and Directors:		
Kent Cunningham	107,633	4.4%
Carolina Martinez	55,515	2.3%
Lionel F. Conacher	37,212	1.5%
Gil Fronzaglia	14,342	0.6%
John M. Word III	130,981	5.4%
Michael Young	52,795	2.2%
All executive officers and directors as a group (6 persons)	398,478	16.5%
5% Shareholders⁽²⁾		

(1) In calculating the number of shares beneficially owned by an individual or entity and the percentage ownership of that individual or entity, shares underlying options, warrants or restricted stock units held by that individual or entity that are either currently exercisable or exercisable within 60 days from the date hereof are deemed outstanding. These shares, however, are not deemed outstanding for the purpose of computing the percentage ownership of any other individual or entity. Unless otherwise indicated and subject to community property laws where applicable, the individuals and entities named in the table above have sole voting and investment power with respect to all shares of our common stock shown as beneficially owned by them.

(2) As of December 31, 2024, no shareholders owned more than 5% of our common stock.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS, AND DIRECTOR INDEPENDENCE**Related Party Transaction Policy**

A "Related Party Transaction" is a transaction, arrangement or relationship in which we or any of our subsidiaries was, is or will be a participant, the amount of which involved exceeds \$50,000 in any one fiscal year, and in which any related person had, has or will have a direct or indirect material interest. A "Related Person" means:

- any person who is, or at any time during the applicable period was, one of our executive officers, one of our directors, or a nominee to become one of our directors;
- any person who is known by us to be the beneficial owner of more than 5.0% of any class of our voting securities;
- any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of a director, executive officer or a beneficial owner of more than 5.0% of any class of our voting securities, and any person (other than a tenant or employee) sharing the household of such director, executive officer or beneficial owner of more than 5.0% of any class of our voting securities; and
- any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position or in which such person has a 5.0% or greater beneficial ownership interest in any class of the Company's voting securities.

[Table of Contents](#)

Our Related Party Transaction policy subjects these transactions to review and either approval or disapproval of entry into the Related Party Transaction, subject to certain limited exceptions, by our Nominating and Governance Committee. In determining whether to approve or disapprove entry into a Related Party Transaction, our Nominating and Governance Committee shall take into account, among other factors, the following: (i) whether the Related Party Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and (ii) the extent of the Related Person's interest in the transaction. Further, the policy requires that all Related Party Transactions required to be disclosed in our filings with the SEC be so disclosed in accordance with applicable laws, rules and regulations. Refer to Note 16 within this report.

Family Relationships

There are no family relationships amongst any of our executive officers or directors.

Director Independence

Each of our directors standing for election meets the definition of "independence" per Rule 803 of the NYSE American Company Guide.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The following table shows the fees paid or accrued for the audit and other services provided by Marcum, LLP, our independent auditors for the fiscal year ended December 31, 2024:

	Year ended December 31,	
	2024	2023
Audit fees	267	—
Tax fees	—	—
Total	267	—

(1) Audit fees consist of fees billed for services rendered for the audit of our financial statements included in our annual reports on Form 10-K and review of our financial statements included in our quarterly reports on Form 10-Q, and other fees, including fees related to our registration statements.

(2) Tax fees consist of fees billed for professional services related to the preparation of our U.S. federal and state income tax returns and tax advice.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The following documents are filed as part of this report:

- (1) Financial Statements - See Index to Consolidated Financial Statements appearing on page 36.
- (2) Financial Statement Schedules - None.
- (3) Exhibits - The exhibits listed on the accompanying index are filed as part of, or incorporated by reference into, this Annual Report on Form 10-K.

EXHIBIT INDEX

Exhibit	Exhibit Description	Form	File No.	Exhibit	Filing date
2.1	Agreement and Plan of Merger, dated February 28, 2019, by and among the Company, BBC Merger Sub, Inc. and Bona Vida, Inc.	8-K	333-161943	<u>2.1</u>	05/10/2019
2.2	First Amendment to Agreement and Plan of Merger, dated February 28, 2019, by and among the Company, BBC Merger Sub, Inc., and Bona Vida, Inc., dated May 3, 2019	8-K	333-161943	<u>2.2</u>	05/10/2019
2.3	Securities Exchange Agreement, dated February 2, 2019, by and among the Company, TruPet LLC and the members of TruPet LLC	8-K	333-161943	<u>2.3</u>	05/10/2019
2.4	First Amendment to Securities Exchange Agreement, dated February 2, 2019, by and among the Company, TruPet LLC and the members of TruPet LLC, dated May 6, 2019	8-K	333-161943	<u>2.4</u>	05/10/2019
2.5	Amended and Restated Stock Purchase Agreement, dated December 18, 2019, by and among the Company, Halo, Purely For Pets, Inc., Thriving Paws, LLC and HH-Halo LP	8-K	333-161943	<u>2.1</u>	12/26/2019
2.6	Agreement and Plan of Merger, dated July 28, 2022, by and among TruPet LLC and Halo, Purely for Pets, Inc.	10-Q	001-40477	<u>2.6</u>	08/11/2022
3.1	Certificate of Incorporation, dated January 1, 2019	10-Q	333-161943	<u>3.1</u>	04/15/2019
3.2	Certificate of Amendment to Certificate of Incorporation, dated February 1, 2019	10-Q	333-161943	<u>3.2</u>	04/15/2019
3.3	Certificate of Amendment to Certificate of Incorporation, dated March 13, 2019	8-K	333-161943	<u>3.1</u>	03/20/2019
3.4	Certificate of Amendment to Certificate of Incorporation, dated April 18, 2019	10-KT	333-161943	<u>3.5</u>	07/25/2019
3.5	Certificate of Amendment to Certificate of Incorporation, dated July 30, 2020	8-K	333-161943	<u>99.1</u>	07/30/2020
3.6	Certificate of Merger of Sport Endurance, Inc. with and into the Company.	10-Q	333-161943	<u>3.4</u>	04/15/2019
3.7	Bylaws	10-Q	333-161943	<u>3.5</u>	04/15/2019
3.8	Certificate of Designation for Series F Convertible Preferred Stock	8-K	333-161943	<u>3.1</u>	10/02/2020
3.9	Certificate of Cancellation of Series F Preferred Stock of Better Choice	8-K	001-40477	<u>3.10</u>	08/11/2022
3.10	Certificate of Merger of TruPet LLC with and into Halo, Purely for Pets, Inc.	10-Q	001-40477	<u>3.10</u>	08/11/2022
4.7†	Better Choice Company Inc. Amended and Restated 2019 Incentive Award Plan	10-K	333-161943	<u>10.19</u>	05/04/2020
4.8†	Form of 2019 Incentive Award Plan Stock Option Agreement	S-1	333-234349	<u>10.7</u>	10/28/2019
10.1†	Form of Indemnification Agreement by and among the Company and its officers and directors	S-1	333-234349	<u>10.8</u>	10/28/2019

[Table of Contents](#)

Exhibit	Exhibit Description	Form	File No.	Exhibit	Filing date
10.18 †#	Separation Agreement, dated as of September 14, 2022, by and between the Company and Scott Lerner	10-Q	001-40477	10.18	11/10/2022
10.19 †#	Advisory Consulting Agreement, dated as of November 2, 2022, by and between the Company and Lionel F. Conacher	10-Q	001-40477	10.19	11/10/2022
10.21 †	Interim Officer Agreement, dated as of March 20, 2023, by and between Carolina Martinez and Better Choice Company, Inc.	8-K	001-40477	10.1	03/21/2023
10.22 †	Employment Agreement, dated as of May 22, 2023, by and between Kent Cunningham and Better Choice Company, Inc.	8-K	001-40477	10.2	05/16/2023
10.24 †	Account Purchase Agreement, dated as of June 21, 2023, by and between Wintrust Receivables Finance, a division of Wintrust Bank N.A., and Halo, Purely for Pets, Inc.	8-K	001-40477	10.9	06/21/2023
10.28	Arrangement Agreement, dated September 3, 2024, between Better Choice Company Inc., and SRx Health Solutions, Inc., as amended December 6, 2024, January 24, 2025 and February 25, 2025	8-K	001-40477	10.1	09/09/2024
19*	Insider Trading Policy				
21.1 *	Subsidiaries of the Company				
23.1 *	Consent of BDO USA, P.C.				
24.1 *	Power of Attorney, (included on the signature page to this report)				
31.1 *	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2 *	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1 *	Certifications of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
101 *	The following materials from the Company's Annual Report on Form 10-K for the year ended December 31, 2023 formatted in Inline Extensible Business Reporting Language ("iXBRL"): (i) the Consolidated Statements of Operations, (ii) the Consolidated Balance Sheets, (iii) the Consolidated Statements of Stockholders' Equity, (iv) the Consolidated Statements of Cash Flows and (v) related notes, tagged as blocks of text and including detailed tags.				
104 *	Cover page from the Company's Annual Report on Form 10-K for the year ended December 31, 2023, formatted in iXBRL (included as Exhibit 101).				

† Indicates a management contract or any compensatory plan, contract or arrangement.

* Filed or furnished herewith.

Certain schedules and similar attachments to this agreement have been omitted in accordance with Item 601(b)(5) of Regulation S-K. The Company will furnish copies of any schedules or similar attachments to the SEC upon request.

*** Certain information in this document has been excluded pursuant to Regulation S-K, Item 601(b)(10). Such excluded information is not material and would likely cause competitive harm to the registrant if publicly disclosed.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BETTER CHOICE COMPANY INC.

Date: March 31, 2025

By: /S/ KENT CUNNINGHAM
Kent Cunningham
Chief Executive Officer
(Principal Executive Officer)

Date: March 31, 2025

By: /S/ CAROLINA MARTINEZ
Carolina Martinez
Chief Financial Officer
(Principal Financial and Accounting Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Carolina Martinez his/her true and lawful attorney-in-fact, with full power of substitution and resubstitution for him/her and in his/her name, place and stead, in any and all capacities to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact or his/her substitute, each acting alone, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/S/ KENT CUNNINGHAM</u> Kent Cunningham	Chief Executive Officer (Principal Executive Officer)	March 31, 2025
<u>/S/ CAROLINA MARTINEZ</u> Carolina Martinez	Chief Financial Officer (Principal Financial and Accounting Officer)	March 31, 2025
<u>/S/ LIONEL F. CONACHER</u> Lionel F. Conacher	Director	March 31, 2025
<u>/S/ GIL FRONZAGLIA</u> Gil Fronzaglia	Director	March 31, 2025
<u>/S/ JOHN M. WORD III</u> John M. Word III	Director	March 31, 2025
<u>/S/ MICHAEL YOUNG</u> Michael Young	Director	March 31, 2025

*EXECUTION VERSION***BETTER CHOICE COMPANY INC.****INSIDER TRADING COMPLIANCE POLICY**

This Insider Trading Compliance Policy (this “*Policy*”) consists of seven sections:

- Section I provides an overview;
- Section II sets forth the policies of the Company prohibiting insider trading;
- Section III explains insider trading;
- Section IV consists of procedures that have been put in place by the Company to prevent insider trading;
- Section V sets forth additional transactions that are prohibited by this Policy;
- Section VI explains Rule 10b5-1 trading plans and provides information about Section 16 and Rule 144; and
- Section VII refers to the execution and return of a certificate of compliance.

I. SUMMARY

Preventing insider trading is necessary to comply with securities laws and to preserve the reputation and integrity of Better Choice Company Inc. (the “*Company*”) as well as that of all persons affiliated with the Company. “Insider trading” occurs when any person purchases or sells a security while in possession of inside information relating to the security. As explained in Section III below, “inside information” is information that is both “material” and “non-public.” Insider trading is a crime. The penalties for violating insider trading laws include imprisonment, disgorgement of profits, civil fines, and significant criminal fines. Insider trading is also prohibited by this Policy, and violation of this Policy may result in Company-imposed sanctions, including termination of employment for cause.

This Policy applies to all officers, directors and employees of the Company. Individuals subject to this Policy are responsible for ensuring that members of their households also comply with this Policy. This Policy also applies to any entities controlled by individuals subject to the Policy and over which such individual influences or controls such entity’s investment decisions, including any corporations, partnerships or trusts, and transactions by these entities should be treated for the purposes of this Policy and applicable securities laws as if they were for the individual’s own account. This Policy extends to all activities within and outside an individual’s Company duties. Every officer, director and employee must review this Policy. Questions regarding the Policy should be directed to any person(s) serving as the Company’s principal financial officer or his or her designee (each and, collectively, the “*Policy Designee*”).

II. STATEMENT OF POLICIES PROHIBITING INSIDER TRADING

No officer, director or employee shall purchase or sell any type of security while in possession of material, non-public information relating to the security, whether the issuer of such security is the Company or any other company.

Additionally, no officer, director or other employee designated from time to time by the Board of Directors or the Policy Designee as being subject to quarterly blackout periods, including, in each case, such person's household members and entities over which such person influences or controls such entity's investment decisions (collectively, "Covered Persons," and, individually, a "Covered Person"), shall purchase or sell any security of the Company during the period beginning at 11:59 p.m., Eastern time, on the fourteenth calendar day before the end of any fiscal quarter of the Company and ending upon the completion of the second full trading day after the public release of earnings data for such fiscal quarter or during any other trading suspension period declared by the Company. For example, if the Company's fourth fiscal quarter ends at 11:59 p.m., Eastern time, on December 31, the corresponding blackout period would begin at 11:59 p.m., Eastern time, on December 17. For the purposes of this Policy, a "trading day" is a day on which national stock exchanges are open for trading.

These prohibitions do not apply to:

- purchases of the Company's securities by a Covered Person from the Company or sales of the Company's securities by a Covered Person to the Company;
- exercises of stock options or other equity awards or the surrender of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement, or vesting of equity-based awards, that in each case do not involve a market sale of the Company's securities (the "cashless exercise" of a Company stock option through a broker does involve a market sale of the Company's securities, and therefore would not qualify under this exception);
- *bona fide* gifts of the Company's securities; or
- purchases or sales of the Company's securities made pursuant to any binding contract, specific instruction or written plan entered into outside of a black-out period and while the purchaser or seller, as applicable, was unaware of any material, non-public information and which contract, instruction or plan (i) meets all of the requirements of the affirmative defense provided by Rule 10b5-1 ("*Rule 10b5-1*") promulgated under the Securities Exchange Act of 1934, as amended (the "*1934 Act*"), (ii) was pre-cleared in advance pursuant to this Policy and (iii) has not been amended or modified in any respect after such initial pre-clearance without such amendment or modification being pre-cleared in advance pursuant to this Policy. For more information about Rule 10b5-1 trading plans, see Section VI below.

No officer, director or employee shall directly or indirectly communicate (or "*tip*") material, non-public information to anyone outside of the Company (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company other than on a need-to-know basis.

III. EXPLANATION OF INSIDER TRADING

"*Insider trading*" refers to the purchase or sale of a security while in possession of "material," "non-public" information relating to the security or its issuer.

“*Securities*” include stocks, bonds, notes, debentures, options, warrants and other convertible securities, as well as derivative instruments.

“*Purchase*” and “*sale*” are defined broadly under the federal securities law. “*Purchase*” includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security. “*Sale*” includes not only the actual sale of a security, but any contract to sell or otherwise dispose of a security. These definitions extend to a broad range of transactions, including conventional cash-for-stock transactions, conversions, the exercise of stock options, and acquisitions and exercises of warrants or puts, calls or other derivative securities.

It is generally understood that insider trading includes the following:

- trading by insiders while in possession of material, non-public information;
- trading by persons other than insiders while in possession of material, non-public information, if the information either was given in breach of an insider’s fiduciary duty to keep it confidential or was misappropriated; and
- communicating or tipping material, non-public information to others, including recommending the purchase or sale of a security while in possession of such information.

A. What Facts are Material?

The materiality of a fact depends upon the circumstances. A fact is considered “material” if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security, or if the fact is likely to have a significant effect on the market price of the security. Material information can be positive or negative and can relate to virtually any aspect of a company’s business or to any type of security, debt or equity.

Examples of material information include (but are not limited to) information about:

- corporate earnings or earnings forecasts;
- possible mergers, acquisitions, tender offers or dispositions;
- major new products or product developments;
- incidents involving cybersecurity or data protection;
- important business developments;
- management or control changes;
- significant financing developments including pending public sales or offerings of debt or equity securities;
- defaults on borrowings;
- bankruptcies; and
- significant litigation or regulatory actions.

Moreover, material information does not have to be related to a company’s business. For example, the contents of a forthcoming newspaper column that is expected to affect the market price of a security can be material.

A good general rule of thumb: **When in doubt, do not trade.**

B. What is Non-Public?

Information is “non-public” if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors through such media as Dow Jones, Business Wire, Reuters, The Wall Street Journal, Associated Press, or United Press International, a broadcast on widely available radio or television programs, publication in a widely available newspaper, magazine or news web site, a Regulation FD-compliant conference call, or public disclosure documents filed with the Securities and Exchange Commission (“*SEC*”) that are available on the SEC’s web site.

The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination. In addition, even after a public announcement, a reasonable period of time must lapse in order for the market to react to the information. Generally, one should allow two full trading days following publication as a reasonable waiting period before such information is deemed to be public.

C. Who is an Insider?

“Insiders” include officers, directors and employees of a company and anyone else who has material inside information about a company. Insiders have independent fiduciary duties to their company and its stockholders not to trade on material, non-public information relating to the company’s securities. All officers, directors and employees should consider themselves insiders with respect to material, non-public information about the Company’s business, activities and securities. Officers, directors and employees may not trade in the Company’s securities while in possession of material, non-public information relating to the Company, nor may they tip such information to anyone outside the Company (except in accordance with the Company’s policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company other than on a need-to-know basis.

Individuals subject to this Policy are responsible for ensuring that members of their households also comply with this Policy. This Policy also applies to any entities controlled by individuals subject to the Policy and over which such individual influences or controls such entity’s investment decisions, including any corporations, partnerships or trusts, and transactions by these entities should be treated for the purposes of this Policy and applicable securities laws as if they were for the individual’s own account.

D. Trading by Persons Other than Insiders

Insiders may be liable for communicating or tipping material, non-public information to a third party (“*tippee*”), and insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders also can be liable for insider trading, including tippees who trade on material, non-public information tipped to them or individuals who trade on material, non-public information that has been misappropriated.

Tippees inherit an insider’s duties and are liable for trading on material, non-public information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade.

In other words, a tippee's liability for insider trading is no different from that of an insider. Tippees can obtain material, non-public information by receiving overt tips from others or through, among other things, conversations at social, business, or other gatherings.

E. Penalties for Engaging in Insider Trading

Penalties for trading on or tipping material, non-public information can extend significantly beyond any profits made or losses avoided, both for individuals engaging in such unlawful conduct and their employers. The SEC and Department of Justice have made the civil and criminal prosecution of insider trading violations a top priority. Enforcement remedies available to the government or private plaintiffs under the federal securities laws include:

- SEC administrative sanctions;
- securities industry self-regulatory organization sanctions;
- civil injunctions;
- damage awards to private plaintiffs;
- disgorgement of all profits;
- civil fines for the violator of up to three times the amount of profit gained or loss avoided;
- civil fines for the employer or other controlling person of a violator (i.e., where the violator is an employee or other controlled person) of up to the greater of \$1,525,000 (subject to adjustment for inflation) or three times the amount of profit gained or loss avoided by the violator;
- criminal fines for individual violators of up to \$5,000,000 (\$25,000,000 for an entity); and
- jail sentences of up to 20 years.

In addition, insider trading could result in serious sanctions by the Company, including dismissal. Insider trading violations are not limited to violations of the federal securities laws. Other federal and state civil or criminal laws, such as the laws prohibiting mail and wire fraud and the Racketeer Influenced and Corrupt Organizations Act ("*RICO*"), also may be violated in connection with insider trading.

F. Size of Transaction and Reason for Transaction Do Not Matter

The size of the transaction or the amount of profit received does not have to be significant to result in prosecution. The SEC has the ability to monitor even the smallest trades, and the SEC performs routine market surveillance. Brokers and dealers are required by law to inform the SEC of any possible violations by people who may have material, non-public information. The SEC aggressively investigates even small insider trading violations.

G. Examples of Insider Trading

Examples of insider trading cases include:

- actions brought against corporate officers, directors, and employees who traded in a company's securities after learning of significant confidential corporate developments;
- friends, business associates, family members and other tippees of such officers, directors, and employees who traded in the securities after receiving such information;
- government employees who learned of such information in the course of their employment; and
- other persons who misappropriated, and took advantage of, confidential information from their employers.

The following are illustrations of insider trading violations. These illustrations are hypothetical and, consequently, not intended to reflect on the actual activities or business of the Company or any other entity.

Trading by Insider

An officer of X Corporation learns that earnings to be reported by X Corporation will increase dramatically. Prior to the public announcement of such earnings, the officer purchases X Corporation's stock. The officer, an insider, is liable for all profits as well as penalties of up to three times the amount of all profits. The officer also is subject to, among other things, criminal prosecution, including up to \$5,000,000 in additional fines and 20 years in jail. Depending upon the circumstances, X Corporation and the individual to whom the officer reports also could be liable as controlling persons.

Trading by Tippee

An officer of X Corporation tells a friend that X Corporation is about to publicly announce that it has concluded an agreement for a major acquisition. This tip causes the friend to purchase X Corporation's stock in advance of the announcement. The officer is jointly liable with his friend for all of the friend's profits, and each is liable for all civil penalties of up to three times the amount of the friend's profits. The officer and his friend are also subject to criminal prosecution and other remedies and sanctions, as described above.

H. Prohibition of Records Falsification and False Statements

Section 13(b)(2) of the 1934 Act requires companies subject to the Act to maintain proper internal books and records and to devise and maintain an adequate system of internal accounting controls. The SEC has supplemented the statutory requirements by adopting rules that prohibit (1) any person from falsifying records or accounts subject to the above requirements and (2) officers or directors from making any materially false, misleading, or incomplete statement to any accountant in connection with any audit or filing with the SEC. These provisions reflect the SEC's intent to discourage officers, directors and other persons with access to the Company's books and records from taking action that might result in the communication of materially misleading financial information to the investing public.

IV. STATEMENT OF PROCEDURES PREVENTING INSIDER TRADING

The following procedures have been established, and will be maintained and enforced, by the Company to prevent insider trading. Every officer, director and employee is required to follow these procedures.

A. Pre-Clearance of All Trades by All Officers, Directors and Certain Employees

To provide assistance in preventing inadvertent violations of applicable securities laws and to avoid the appearance of impropriety in connection with the purchase and sale of the Company's securities, **all transactions in the Company's securities (including without limitation, acquisitions and dispositions of Company stock, the exercise of stock options and the sale of Company stock issued upon exercise of stock options) by Covered Persons and such other employees as are designated from time to time by the Board of Directors or the Policy Designee as being subject to this pre-clearance process (each, a "Pre-Clearance Person") must be pre-cleared** by the Company's Policy Designee. Pre-clearance does not relieve anyone of his or her responsibility under SEC rules.

A request for pre-clearance may be oral or in writing (including without limitation by e-mail), should be made at least two business days in advance of the proposed transaction and should include the identity of the Pre-Clearance Person, the type of proposed transaction (for example, an open market purchase, a privately negotiated sale, an option exercise, etc.), the proposed date of the transaction and the number of shares or options to be involved. In addition, unless otherwise determined by the Policy Designee, the Pre-Clearance Person must execute a certification (in the form approved by the Policy Designee) that he, she or it is not aware of material, nonpublic information about the Company. The Policy Designee shall have sole discretion to decide whether to clear any contemplated transaction, provided that a Policy Designee shall have sole discretion to decide whether to clear transactions by another Policy Designee or persons or entities subject to this policy as a result of their relationship with such other Policy Designee. All trades that are pre-cleared must be effected within five business days of receipt of the pre-clearance unless a specific exception has been granted by the Policy Designee. A pre-cleared trade (or any portion of a pre-cleared trade) that has not been effected during the five business day period must be pre-cleared again prior to execution. Notwithstanding receipt of pre-clearance, if the Pre-Clearance Person becomes aware of material, non-public information or becomes subject to a black-out period before the transaction is effected, the transaction may not be completed.

B. Black-Out Periods

Additionally, no Covered Person shall purchase or sell any security of the Company during the period beginning at 11:59 p.m., Eastern time, on the fourteenth calendar day before the end of any fiscal quarter of the Company and ending upon the completion of the second full trading day after the public release of earnings data for such fiscal quarter or during any other trading suspension period declared by the Company, except for purchases and sales made pursuant to the permitted transactions described in Section II. For example, if the Company's fourth fiscal quarter ends at 11:59 p.m., Eastern time, on December 31, the corresponding blackout period would begin at 11:59 p.m., Eastern time, on December 17.

Exceptions to the black-out period policy may be approved only the Policy Designee (or, in the case of an exception for a Policy Designee or persons or entities subject to this policy as a result of their relationship with such Policy Designee, another Policy Designee or, in the case of exceptions

for directors or persons or entities subject to this policy as a result of their relationship with a director, the Board of Directors).

From time to time, the Company, through the Board of Directors, the Company's disclosure committee or the Policy Designee, may recommend that officers, directors, employees or others suspend trading in the Company's securities because of developments that have not yet been disclosed to the public. Subject to the exceptions noted above, all of those affected should not trade in the Company's securities while the suspension is in effect, and should not disclose to others that the Company has suspended trading.

If the Company is required to impose a "pension fund black-out period" under Regulation BTR, each director and executive officer shall not, directly or indirectly sell, purchase or otherwise transfer during such black-out period any equity securities of the Company acquired in connection with his or her service as a director or officer of the Company, except as permitted by Regulation BTR.

C. Post-Termination Transactions

If an individual is in possession of material, non-public information when his or her service terminates, that individual may not trade in the Company's securities until that information has become public or is no longer material.

D. Information Relating to the Company

1. *Access to Information*

Access to material, non-public information about the Company, including the Company's business, earnings or prospects, should be limited to officers, directors and employees of the Company on a need-to-know basis. In addition, such information should not be communicated to anyone outside the Company under any circumstances (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company on an other than need-to-know basis.

In communicating material, non-public information to employees of the Company, all officers, directors and employees must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

2. *Inquiries From Third Parties*

Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Policy Designee.

E. Limitations on Access to Company Information

The following procedures are designed to maintain confidentiality with respect to the Company's business operations and activities.

All officers, directors and employees should take all steps and precautions necessary to restrict access to, and secure, material, non-public information by, among other things:

- maintaining the confidentiality of Company-related transactions;

- conducting their business and social activities so as not to risk inadvertent disclosure of confidential information. Review of confidential documents in public places should be conducted so as to prevent access by unauthorized persons;
- restricting access to documents and files (including computer files) containing material, non-public information to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);
- promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;
- disposing of all confidential documents and other papers, after there is no longer any business or other legally required need, through shredders when appropriate;
- restricting access to areas likely to contain confidential documents or material, non-public information;
- safeguarding laptop computers, mobile devices, tablets, memory sticks, CDs and other items that contain confidential information; and
- avoiding the discussion of material, non-public information in places where the information could be overheard by others such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs.

Personnel involved with material, non-public information, to the extent feasible, should conduct their business and activities in areas separate from other Company activities.

V. ADDITIONAL PROHIBITED TRANSACTIONS

The Company has determined that there is a heightened legal risk and/or the appearance of improper or inappropriate conduct if the persons subject to this Policy engage in certain types of transactions. Therefore, officers, directors and employees shall comply with the following policies with respect to certain transactions in the Company securities:

A. Short Sales

Short sales of the Company's securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. For these reasons, short sales of the Company's securities are prohibited by this Policy. In addition, as noted below, Section 16(c) of the 1934 Act absolutely prohibits Section 16 reporting persons from making short sales of the Company's equity securities, *i.e.*, sales of shares that the insider does not own at the time of sale, or sales of shares against which the insider does not deliver the shares within 20 days after the sale.

B. Publicly Traded Options

A transaction in options is, in effect, a bet on the short-term movement of the Company's stock and therefore creates the appearance that an officer, director or employee is trading based on inside information. Transactions in options also may focus an officer's, director's or employee's attention on short-term performance at the expense of the Company's long-term objectives.

Accordingly, transactions in puts, calls or other derivative securities involving the Company's equity securities, on an exchange or in any other organized market, are prohibited by this Policy.

C. Hedging Transactions

Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow an officer, director or employee to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the officer, director or employee to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the officer, director or employee may no longer have the same objectives as the Company's other stockholders. Therefore, all hedging transactions involving the Company's equity securities are prohibited by this Policy.

D. Purchases of the Company's Securities on Margin; Pledging the Company's Securities to Secure Margin or Other Loans

Purchasing on margin means borrowing from a brokerage firm, bank or other entity in order to purchase the Company's securities (other than in connection with a cashless exercise of stock options through a broker under the Company's equity plans). Margin purchases of the Company's securities are prohibited by this Policy. Pledging the Company's securities as collateral to secure loans is prohibited. This prohibition means, among other things, that you cannot hold the Company's securities in a "margin account" (which would allow you to borrow against your holdings to buy securities).

E. Director and Executive Officer Cashless Exercises

The Company will not arrange with brokers to administer cashless exercises on behalf of directors and executive officers of the Company. Directors and executive officers of the Company may use the cashless exercise feature of their equity awards only if (i) the director or officer retains a broker independently of the Company, (ii) the Company's involvement is limited to confirming that it will deliver the stock promptly upon payment of the exercise price, (iii) the director or officer uses a "T+2" cashless exercise arrangement, in which the Company agrees to deliver stock against the payment of the purchase price on the same day the sale of the stock underlying the equity award settles and (iv) the director or officer otherwise complies with this Policy. Under a T+2 cashless exercise, a broker, the issuer, and the issuer's transfer agent work together to make all transactions settle simultaneously. This approach is to avoid any inference that the Company has "extended credit" in the form of a personal loan to the director or executive officer. Questions about cashless exercises should be directed to the Policy Designee.

F. Partnership Distributions

Nothing in this Policy is intended to limit the ability of a venture capital partnership or other similar entity with which a director is affiliated to distribute Company securities to its partners, members or other similar persons. It is the responsibility of each affected director and the affiliated entity, in consultation with their own counsel (as appropriate), to determine the timing of any distributions, based on all relevant facts and circumstances and applicable securities laws.

VI. RULE 10B5-1 TRADING PLANS, SECTION 16 AND RULE 144

A. Rule 10b5-1 Trading Plans

1. Overview

Rule 10b5-1 will protect directors, officers and employees from insider trading liability under Rule 10b5-1 for transactions under a previously established contract, plan or instruction to trade in the Company's stock (a "**Trading Plan**") entered into in good faith and in accordance with the terms of Rule 10b5-1 and all applicable state laws and will be exempt from the trading restrictions set forth in this Policy. The initiation of, and any modification to, any such Trading Plan will be deemed to be a transaction in the Company's securities, and such initiation or modification is subject to all limitations and prohibitions relating to transactions in the Company's securities. Each such Trading Plan, and any modification thereof, must be submitted to and pre-approved by the Company's Policy Designee, or such other person as the Board of Directors may designate from time to time (the "**Authorizing Officer**"), who may impose such conditions on the implementation and operation of the Trading Plan as the Authorizing Officer deems necessary or advisable. However, compliance of the Trading Plan to the terms of Rule 10b5-1 and the execution of transactions pursuant to the Trading Plan are the sole responsibility of the person initiating the Trading Plan, not the Company or the Authorizing Officer.

Trading Plans do not exempt individuals from complying with Section 16 short-swing profit rules or liability.

Rule 10b5-1 presents an opportunity for insiders to establish arrangements to sell (or purchase) Company stock without the restrictions of trading windows and black-out periods, even when there is undisclosed material information. A Trading Plan may also help reduce negative publicity that may result when key executives sell the Company's stock. Rule 10b5-1 only provides an "affirmative defense" in the event there is an insider trading lawsuit. It does not prevent someone from bringing a lawsuit.

A director, officer or employee may enter into a Trading Plan only when he or she is not in possession of material, non-public information, and only during a trading window period outside of the trading black-out period. Although transactions effected under a Trading Plan will not require further pre-clearance at the time of the trade, any transaction (including the quantity and price) made pursuant to a Trading Plan of a Section 16 reporting person must be reported to the Company promptly on the day of each trade to permit the Company's filing coordinator to assist in the preparation and filing of a required Form 4. Such reporting may be oral or in writing (including by e-mail) and should include the identity of the reporting person, the type of transaction, the date of the transaction, the number of shares involved and the purchase or sale price. However, the ultimate responsibility, and liability, for timely filing remains with the Section 16 reporting person.

The Company reserves the right from time to time to suspend, discontinue or otherwise prohibit any transaction in the Company's securities, even pursuant to a previously approved Trading Plan, if the Authorizing Officer or the Board of Directors, in its discretion, determines that such suspension, discontinuation or other prohibition is in the best interests of the Company. Any Trading Plan submitted for approval hereunder should explicitly acknowledge the Company's right to prohibit transactions in the Company's securities. Failure to discontinue purchases and sales as directed shall constitute a violation of the terms of this Section VI and result in a loss of the exemption set forth herein.

Officers, directors and employees may adopt Trading Plans with brokers that outline a pre-set plan for trading of the Company's stock, including the exercise of options. Trades pursuant to a Trading Plan generally may occur at any time. However, the Company requires a cooling-off period of 30 days between the establishment of a Trading Plan and commencement of any transactions under such plan. An individual may adopt more than one Trading Plan. Please review the following description of how a Trading Plan works.

Pursuant to Rule 10b5-1, an individual's purchase or sale of securities will not be "on the basis of" material, non-public information if:

- First, before becoming aware of the information, the individual enters into a binding contract to purchase or sell the securities, provides instructions to another person to sell the securities or adopts a written plan for trading the securities (i.e., the Trading Plan).
- Second, the Trading Plan must either:
 - specify the amount of securities to be purchased or sold, the price at which the securities are to be purchased or sold and the date on which the securities are to be purchased or sold;
 - include a written formula or computer program for determining the amount, price and date of the transactions; or
 - prohibit the individual from exercising any subsequent influence over the purchase or sale of the Company's stock under the Trading Plan in question.
- Third, the purchase or sale must occur pursuant to the Trading Plan and the individual must not enter into a corresponding hedging transaction or alter or deviate from the Trading Plan.

2. *Revocation of and Amendments to Trading Plans*

Revocation of Trading Plans should occur only in unusual circumstances. Effectiveness of any revocation or amendment of a Trading Plan will be subject to the prior review and approval of the Authorizing Officer. Revocation is effected upon written notice to the broker. Once a Trading Plan has been revoked, the participant should wait at least 30 days before trading outside of a Trading Plan and 180 days before establishing a new Trading Plan.

A person acting in good faith may amend a prior Trading Plan so long as such amendments are made outside of a quarterly trading black-out period and at a time when the Trading Plan participant does not possess material, non-public information. Plan amendments must not take effect for at least 30 days after the plan amendments are made.

Under certain circumstances, a Trading Plan *must* be revoked. This may include circumstances such as the announcement of a merger or the occurrence of an event that would cause the transaction either to violate the law or to have an adverse effect on the Company. The Authorizing Officer or administrator of the Company's stock plans is authorized to notify the broker in such circumstances, thereby insulating the insider in the event of revocation.

3. *Discretionary Plans*

Although non-discretionary Trading Plans are preferred, discretionary Trading Plans, where the discretion or control over trading is transferred to a broker, are permitted if pre-approved by the Authorizing Officer.

The Authorizing Officer of the Company must pre-approve any Trading Plan, arrangement or trading instructions, etc., involving potential sales or purchases of the Company's stock or option exercises, including but not limited to, blind trusts, discretionary accounts with banks or brokers, or limit orders. The actual transactions effected pursuant to a pre-approved Trading Plan will not be subject to further pre-clearance for transactions in the Company's stock once the Trading Plan or other arrangement has been pre-approved.

4. *Reporting (if Required)*

If required, an SEC Form 144 will be filled out and filed by the individual/brokerage firm in accordance with the existing rules regarding Form 144 filings. A footnote at the bottom of the Form 144 should indicate that the trades "are in accordance with a Trading Plan that complies with Rule 10b5-1 and expires ____." For Section 16 reporting persons, Form 4s should be filed before the end of the second business day following the date that the broker, dealer or plan administrator informs the individual that a transaction was executed, provided that the date of such notification is not later than the third business day following the trade date. A similar footnote should be placed at the bottom of the Form 4 as outlined above.

5. *Options*

Exercises of options for cash may be executed at any time. "Cashless exercise" option exercises through a broker are subject to trading windows. However, the Company will permit same day sales under Trading Plans. If a broker is required to execute a cashless exercise in accordance with a Trading Plan, then the Company must have exercise forms attached to the Trading Plan that are signed, undated and with the number of shares to be exercised left blank. Once a broker determines that the time is right to exercise the option and dispose of the shares in accordance with the Trading Plan, the broker will notify the Company in writing and the administrator of the Company's stock plans will fill in the number of shares and the date of exercise on the previously signed exercise form. The insider should not be involved with this part of the exercise.

6. *Trades Outside of a Trading Plan*

During an open trading window, trades differing from Trading Plan instructions that are already in place are allowed as long as the Trading Plan continues to be followed.

7. *Public Announcements*

The Company may make a public announcement that Trading Plans are being implemented in accordance with Rule 10b5-1. It will consider in each case whether a public announcement of a particular Trading Plan should be made. It may also make public announcements or respond to inquiries from the media as transactions are made under a Trading Plan.

8. *Prohibited Transactions*

The transactions prohibited under Section V of this Policy, including among others short sales and hedging transactions, may not be carried out through a Trading Plan or other arrangement or trading instruction involving potential sales or purchases of the Company's securities.

9. *Limitation on Liability*

None of the Company, the Policy Designee, the Authorizing Officer, the Company's other employees or any other person will have any liability for any delay in reviewing, or refusal of, a Trading Plan submitted pursuant to this Section VI or a request for pre-clearance submitted pursuant to Section IV of this Policy. Notwithstanding any review of a Trading Plan pursuant to this Section VI or pre-clearance of a transaction pursuant to Section IV of this Policy, none of the Company, the Policy Designee, the Authorizing Officer, the Company's other employees or any other person assumes any liability for the legality or consequences of such Trading Plan or transaction to the person engaging in or adopting such Trading Plan or transaction.

B. Section 16: Insider Reporting Requirements, Short-Swing Profits and Short Sales

1. *Reporting Obligations Under Section 16(a): SEC Forms 3, 4 and 5*

Section 16(a) of the 1934 Act generally requires all officers, directors and 10% stockholders ("**Section 16 insiders**"), within 10 days after the insider becomes an officer, director or 10% stockholder, to file with the SEC an "Initial Statement of Beneficial Ownership of Securities" on SEC Form 3 listing the amount of the Company's stock, options and warrants which the Section 16 insider beneficially owns. Following the initial filing on SEC Form 3, changes in beneficial ownership of the Company's stock, options and warrants must be reported on SEC Form 4, generally within two business days after the date on which such change occurs, or in certain cases on Form 5, within 45 days after fiscal year end. A Form 4 must be filed even if, as a result of balancing transactions, there has been no net change in holdings. In certain situations, purchases or sales of Company stock made within six months *prior* to the filing of a Form 3 must be reported on Form 4. Similarly, certain purchases or sales of Company stock made within six months *after* an officer or director ceases to be a Section 16 insider must be reported on Form 4.

2. *Recovery of Profits Under Section 16(b)*

For the purpose of preventing the unfair use of information which may have been obtained by a Section 16 insider, any profits realized by any officer, director or 10% stockholder from any "purchase" and "sale" of Company stock during a six-month period, so called "short-swing profits," may be recovered by the Company. When such a purchase and sale occurs, good faith is no defense. The Section 16 insider is liable even if compelled to sell for personal reasons, and even if the sale takes place after full disclosure and without the use of any inside information.

The liability of a Section 16 insider under Section 16(b) of the 1934 Act is only to the Company itself. The Company, however, cannot waive its right to short swing profits, and any Company stockholder can bring suit in the name of the Company. Reports of ownership filed with the SEC on Form 3, Form 4 or Form 5 pursuant to Section 16(a) (discussed above) are readily available to the public, and certain attorneys carefully monitor these reports for potential Section 16(b) violations. In addition, liabilities under Section 16(b) may require separate disclosure in the Company's annual report to the SEC on Form 10-K or its proxy statement for its annual meeting of stockholders. No suit may be brought more than two years after the date the profit was realized. However, if the Section 16 insider fails to file a report of the transaction under Section 16(a), as required, the two-year limitation period does not begin to run until after the transactions giving rise to the profit have been disclosed. Failure to report transactions and late filing of reports require separate disclosure in the Company's proxy statement.

Officers and directors should consult the attached “Short-Swing Profit Rule Section 16(b) Checklist” attached hereto as “Attachment A” in addition to consulting the Policy Designee prior to engaging in any transactions involving the Company’s securities, including without limitation, the Company’s stock, options or warrants. The Company’s employees who are not Section 16 insiders may disregard Attachment A.

3. *Short Sales Prohibited Under Section 16(c)*

Section 16(c) of the 1934 Act prohibits Section 16 insiders absolutely from making short sales of the Company’s equity securities. Short sales include sales of stock which the Section 16 insider does not own at the time of sale, or sales of stock against which the Section 16 insider does not deliver the shares within 20 days after the sale. Under certain circumstances, the purchase or sale of put or call options, or the writing of such options, can result in a violation of Section 16(c). Section 16 insiders violating Section 16(c) face criminal liability.

A The Policy Designee should be consulted if you have any questions regarding reporting obligations, short-swing profits or short sales under Section 16.

C. Rule 144

Rule 144 provides a safe harbor exemption to the registration requirements of the Securities Act of 1933, as amended, for certain resales of “restricted securities” and “control securities.” “Restricted securities” are securities acquired from an issuer, or an affiliate of an issuer, in a transaction or chain of transactions not involving a public offering. “Control securities” are *any* securities owned by directors, executive officers or other “affiliates” of the issuer, including stock purchased in the open market and stock received upon exercise of stock options. Sales of Company restricted and control securities must comply with the requirements of Rule 144, which are summarized below:

- ***Holding Period.*** Restricted securities must be held for at least six months before they may be sold in the market.
- ***Current Public Information.*** The Company must have filed all SEC-required reports during the last 12 months or such shorter period that the Company was required to file such reports.
- ***Volume Limitations.*** For affiliates, total sales of Company common stock for any three-month period may not exceed the *greater* of: (i) 1% of the total number of outstanding shares of Company common stock, as reflected in the most recent report or statement published by the Company, or (ii) the average weekly reported volume of such shares traded during the four calendar weeks preceding the filing of the requisite Form 144.
- ***Method of Sale.*** For affiliates, the shares must be sold either in a “broker’s transaction” or in a transaction directly with a “market maker.” A “broker’s transaction” is one in which the broker does no more than execute the sale order and receive the usual and customary commission. Neither the broker nor the selling person can solicit or arrange for the sale order. In addition, the selling person or Board member must not pay any fee or commission other than to the broker. A “market maker” includes a specialist permitted to act as a dealer, a dealer acting in

the position of a block positioner, and a dealer who holds himself out as being willing to buy and sell Company common stock for his own account on a regular and continuous basis.

- ***Notice of Proposed Sale.*** For affiliates, a notice of the sale (a Form 144) may be required to be filed with the SEC at the time of the sale. Brokers generally have internal procedures for executing sales under Rule 144 and will assist you in completing the Form 144 and in complying with the other requirements of Rule 144.

If you are subject to Rule 144, you must instruct your broker who handles trades in Company securities to follow the brokerage firm's Rule 144 compliance procedures in connection with all trades.

VII. EXECUTION AND RETURN OF CERTIFICATION OF COMPLIANCE

After reading this Policy, all officers, directors and employees should execute and return to the Policy Designee the Certification of Compliance form attached hereto as "Attachment B."

Effective Date: June 10, 2019

* * * *

ATTACHMENT A

SHORT-SWING PROFIT RULE SECTION 16(B) CHECKLIST

Note: ANY combination of PURCHASE AND SALE or SALE AND PURCHASE within six months of each other by an officer, director or 10% stockholder (or any family member living in the same household or certain affiliated entities) results in a violation of Section 16(b), and the “profit” must be recovered by Better Choice Company Inc. (the “*Company*”). It makes no difference how long the shares being sold have been held or, for officers and directors, that you were an insider for only one of the two matching transactions. The highest priced sale will be matched with the lowest priced purchase within the six-month period.

Sales

If a sale is to be made by an officer, director or 10% stockholder (or any family member living in the same household or certain affiliated entities):

1. Have there been any purchases by the insider (or family members living in the same household or certain affiliated entities) within the past six months?
2. Have there been any option grants or exercises not exempt under Rule 16b-3 within the past six months?
3. Are any purchases (or non-exempt option exercises) anticipated or required within the next six months?
4. Has a Form 4 been prepared?

Note: If a sale is to be made by an affiliate of the Company, has a Form 144 been prepared and has the broker been reminded to sell pursuant to Rule 144?

Purchases And Option Exercises

If a purchase or option exercise for Company stock is to be made:

1. Have there been any sales by the insider (or family members living in the same household or certain affiliated entities) within the past six months?
2. Are any sales anticipated or required within the next six months (such as tax-related or year-end transactions)?
3. Has a Form 4 been prepared?

Before proceeding with a purchase or sale, consider whether you are aware of material, non-public information which could affect the price of the Company stock. All transactions in the Company’s securities by officers and directors must be pre-cleared by contacting the Policy Designee.

ATTACHMENT B

CERTIFICATION OF COMPLIANCE

RETURN BY [_____] *[insert return deadline]*

TO: _____, Policy Designee

FROM: _____

RE: INSIDER TRADING COMPLIANCE POLICY OF BETTER CHOICE
COMPANY INC.

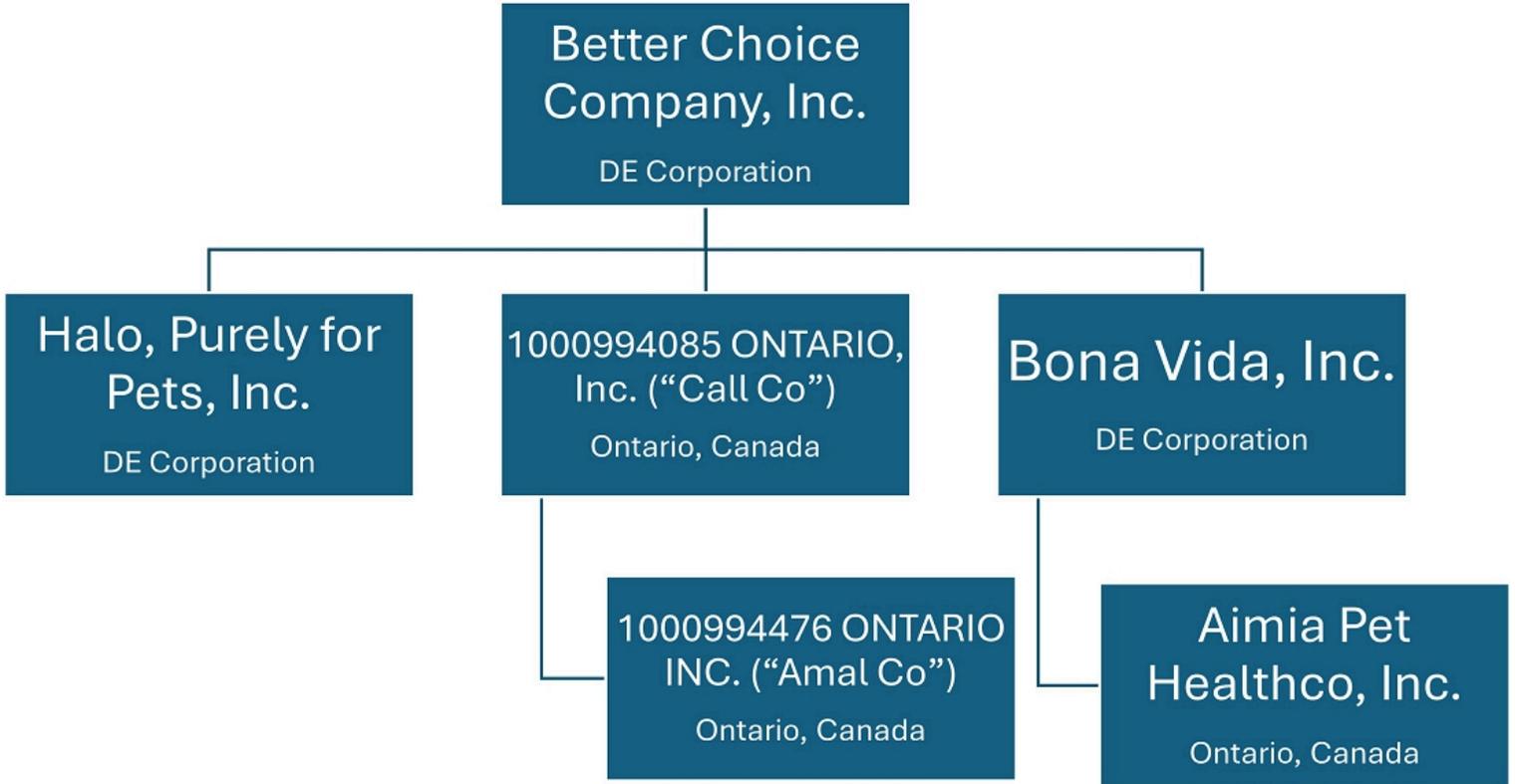
I have received, reviewed and understand the above-referenced Insider Trading Compliance Policy and undertake, as a condition to my present and continued employment with (or, if I am not an employee, affiliation with) Better Choice Company Inc., to comply fully with the policies and procedures contained therein.

I hereby certify, to the best of my knowledge, that during the calendar year ending December 31, 20[___], I have complied fully with all policies and procedures set forth in the above-referenced Insider Trading Compliance Policy.

SIGNATURE

DATE

TITLE



Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-257986, 333-262340 and 333-276593) of Better Choice Company Inc. of our report dated April 12, 2024, relating to the consolidated financial statements, which appears in this Annual Report on Form 10-K. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

/s/ BDO USA, P.C.

Tampa, FL
March 31, 2025

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a) /
RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Kent Cunningham, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2024 of Better Choice Company 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 control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 31, 2025

/s/ KENT CUNNINGHAM

Kent Cunningham

Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a) /
RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Carolina Martinez, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended December 31, 2024 of Better Choice Company 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 control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 31, 2025

/s/ CAROLINA MARTINEZ

Carolina Martinez

Chief Financial Officer

(Principal Financial and Accounting Officer)

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

In connection with this Annual Report on Form 10-K of Better Choice Company Inc. (the "Company") for the fiscal year ended December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company hereby certifies, 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 such undersigned officer's 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 results of operations of the Company.

Dated: March 31, 2025

/s/ KENT CUNNINGHAM

Kent Cunningham
Chief Executive Officer
(Principal Executive Officer)

/s/ CAROLINA MARTINEZ

Carolina Martinez
Chief Financial Officer
(Principal Financial Officer)
