
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 4, 2015

TERRA TECH CORP.

(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>000-54258</u> (Commission File Number)	<u>26-3062661</u> (IRS Employer Identification No.)
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4700 Von Karman, Suite 100
Newport Beach, California 92660
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (855) 447-6967

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 8 – Other Events

Item 8.01. Other Events

Adoption of Code of Ethics:

On November 4, 2015, the Board of Directors (the "Board") of Terra Tech Corp. (the "Company") approved and adopted a Code of Ethics (the "Code of Ethics"). The Code of Ethics is applicable to all directors, officers, and employees of the Company, including the Company's principal executive officer and principal financial officer. The Code of Ethics addresses such individuals' conduct with respect to, among other things, conflicts of interests; compliance with applicable laws, rules, and regulations; full, fair, accurate, timely, and understandable disclosure by the Company; competition and fair dealing; corporate opportunities; confidentiality; insider trading; protection and proper use of the Company's assets; fair treatment; and reporting suspected illegal or unethical behavior. The description of the Code of Ethics is a summary and is qualified in its entirety by reference to the Code of Ethics, a copy of which is attached hereto as Exhibit 14.1. The Code of Ethics will also be posted on the Company's website at www.terratechcorp.com/governance.

Establishment of Board Committees and Adoption of Charters:

On November 4, 2015, the Board established an audit committee (the "Audit Committee") and approved and adopted a charter (the "Audit Committee Charter") to govern the Audit Committee. Pursuant to the Audit Committee Charter, the Audit Committee shall be comprised of three (3) or more independent directors who shall be appointed annually and subject to removal by the Board at any time. Each member of the Audit Committee shall meet the independence requirements of The NASDAQ Stock Market, LLC, and the Securities and Exchange Commission, as well as any other applicable requirements. In addition to the enumerated responsibilities of the Audit Committee in the Audit Committee Charter, the primary function of the Audit Committee is to assist the Board in its general oversight of the Company's accounting and financial reporting processes, audits of its financial statements, and internal control and audit functions. A copy of the Company's Audit Committee Charter is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On November 4, 2015, the Board established a compensation committee (the "Compensation Committee") and approved and adopted a charter (the "Compensation Committee Charter") to govern the Compensation Committee. Pursuant to the Compensation Committee Charter, the Compensation Committee shall be comprised of three (3) or more independent directors who shall be appointed by the Board and subject to removal by the Board at any time. Each member of the Compensation Committee shall (i) meet the independence requirements established by the Board and applicable laws, regulations, and listing requirements of The NASDAQ Stock Market, LLC, (ii) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986. In addition to the enumerated responsibilities of the Compensation Committee in the Compensation Committee Charter, the primary function of the Compensation Committee is to oversee the compensation of the Company's executives, produce an annual report on executive compensation for inclusion in the Company's proxy statement, if and when required by applicable laws or regulations, and advise the Board on the adoption of policies that govern the Company's compensation programs. A copy of the Company's Compensation Committee Charter is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

On November 4, 2015, the Board established a governance and nominating committee (the "Governance Committee") and approved and adopted a charter (the "Governance Committee Charter") to govern the Governance Committee. Pursuant to the Governance Committee Charter, the Governance Committee shall be comprised of three (3) or more independent directors who shall be appointed by the Board and subject to removal by the Board at any time. Each member of the Governance Committee shall meet the independence requirements established by the Board and applicable laws, regulations, and listing requirements of The NASDAQ Stock Market, LLC. In addition to the enumerated responsibilities of the Governance Committee in the Governance Committee Charter, the primary function of the Governance Committee is to determine the slate of director nominees for election to the Board, to identify and recommend candidates to fill vacancies occurring between annual stockholder meetings, to review the Company's policies and programs that relate to matters of corporate responsibility, including public issues of significance to the Company and its stockholders, and any other related matters required by federal securities laws. A copy of the Company's Governance Committee Charter is attached as Exhibit 99.3 to this Current Report on Form 8-K and is incorporated herein by reference.

In connection with the establishment of the Audit Committee, Compensation Committee, and Governance Committee, the Board appointed members to each such committee. Currently, all three committees are comprised of two (2) directors meeting the independence requirements set forth in each applicable charter. The membership of these three standing committees of the Board is as follows:

<u>Audit Committee</u>	<u>Compensation Committee</u>	<u>Governance Committee</u>
Steven Ross (Chairperson) Kenneth Krueger	Kenneth Krueger (Chairperson) Steven Ross	Steven Ross (Chairperson) Kenneth Krueger

The Board also designated Steven Ross as an "audit committee financial expert," as defined by Item 407(d)(5) of Regulation S-K, based on the Board's evaluation of his accounting knowledge, qualifications, and experience, and finding that he has appropriate experience or background that results in his financial sophistication in accordance with the additional requirements of the NASDAQ Listing Rules.

On November 5, 2015, the Company issued a press release announcing the adoption of the Code of Ethics, the establishment of the Audit Committee, Compensation Committee, and the Governance Committee, and the adoption of charters with respect to each such committee and the members. A copy of the press release is attached hereto as Exhibit 99.4.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibits	Description of Exhibit
14.1*	Code of Ethics adopted by Terra Tech Corp. on November 4, 2015
99.1*	Audit Committee Charter adopted by the Board of Directors of Terra Tech Corp. on November 4, 2015
99.2*	Compensation Committee Charter adopted by the Board of Directors of Terra Tech Corp. on November 4, 2015
99.3*	Governance and Nominating Committee Charter adopted by the Board of Directors of Terra Tech Corp. on November 4, 2015
99.4*	Press Release dated November 5, 2015

*Filed herewith.

SIGNATURES

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

TERRA TECH CORP.

Date: November 5, 2015

By: /s/ Derek Peterson
Derek Peterson
President and Chief Executive Officer

CODE OF ETHICS

I. Objectives

Terra Tech Corp. (the "Company") is committed to the highest level of ethical behavior. The Company's business success depends upon the reputation of the Company and its directors, officers, and employees to perform with the highest level of integrity and principled business conduct.

This Code of Ethics ("Code") applies to all directors, officers, and employees of the Company, including the Company's principal executive officer and principal financial officer (collectively, the "Covered Persons"). This Code is designed to deter wrongdoing and to promote all of the following:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the "Commission"), and in other public communications made by the Company;
- compliance with applicable governmental laws, rules and regulations;
- the protection of the Company's assets, including corporate opportunities and confidential information;
- fair dealing practices;
- the prompt internal reporting to an appropriate person or persons identified herein for receiving notice of violations or potential violations of this Code; and
- accountability for adherence to this Code.

Current versions of the Code will be maintained on the Company's website and distributed periodically to all Covered Persons. Compliance with the Code is, first and foremost, the individual responsibility of every Covered Person.

This Code is not intended to cover every applicable law, or to provide answers to all questions that might arise; for such, the Company relies on each person's sense of what is right, including a sense of when it is appropriate to seek guidance from others on an appropriate course of conduct.

II. Honest and Ethical Conduct

The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically. Each Covered Person must always conduct himself or herself in an honest and ethical manner. Each Covered Person must act with the highest standards of personal and professional integrity and must not tolerate others who attempt to deceive or evade responsibility for actions. Honest and ethical conduct must be a driving force in every decision made by a Covered Person while performing his or her duties for the Company. When in doubt as to whether an action is honest and ethical, each Covered Person shall seek advice from his or her immediate supervisor or senior management, as appropriate.

III. Conflicts of Interest

The term "conflict of interest" refers to any circumstance that would cast doubt on a Covered Person's ability to act objectively when representing the Company's interest. Covered Persons should not use their position or association with the Company for their own or their family's personal gain, and should avoid situations in which their personal interests (or those of their family) conflict or overlap, or appear to conflict or overlap, with the Company's best interests.

The following are examples of activities that give rise to a conflict of interest. These examples do not in any way limit the general scope of the Company's policy regarding conflicts of interest:

- Where a Covered Person's association with (or financial interest in) another person or entity would reasonably be expected to interfere with the Covered Person's independent judgment as to the Company's best interest, that association or financial interest creates a conflict of interest.
- The holding of a financial interest by a Covered Person in any present or potential competitor, customer, supplier, or contractor of the Company creates a conflict of interest, except where the business or enterprise in which the Covered Person holds such financial interest is publicly owned, and the financial interest of the Covered Person in such public entity constitutes less than one percent (1%) of the ownership of that business or enterprise.
- The acceptance by a Covered Person of a membership on the board of directors, or serving as a consultant or advisor to any board or any management, of a business that is a present or potential competitor, customer, supplier, or contractor of the Company, creates a conflict of interest, unless such relationship is pre-approved in writing by the principal executive officer of the Company.
- Engaging in any transaction involving the Company, from which the Covered Person can benefit financially or otherwise, apart from the usual compensation received in the ordinary course of business, creates a conflict of interest. Such transactions include lending or borrowing money, guaranteeing debts, or accepting gifts, entertainment, or favors from a present or potential competitor, customer, supplier, or contractor of the Company.
- The use or disclosure of any unpublished information regarding the Company, obtained by a Covered Person in connection with his or her employment for personal benefit, creates a conflict of interest.

It is our policy and it is expected that all Covered Persons should endeavor to avoid all situations that present an actual or apparent conflict of interest. All actual or apparent conflicts of interest must be handled honestly and ethically. If a Covered Person suspects that he or she may have a conflict of interest, that Covered Person is required to report the situation to, and to seek guidance from, his or her immediate supervisor or senior management, as appropriate. For purposes of this Code, directors, the principal executive officer, and the principal financial officer shall report any such conflict or potential conflict situations to the Chairman of the Audit Committee. Officers (other than the principal executive officer and principal financial officer) and employees of the Company shall report any such situations to their immediate supervisor. It is the responsibility of the Audit Committee Chairman to determine if a conflict of interest exists or whether such situation is likely to impair the Covered Persons ability to perform his or her assigned duties with the Company, and if such situation is determined to present a conflict, to determine the necessary resolution.

IV. Compliance With Applicable Laws, Rules And Regulations

Full compliance with the letter and the spirit of all applicable governmental laws, rules, and regulations, and applicable rules and listing standards of any national securities exchange on which the Company's securities may be listed, is one of the foundations on which this Company's ethical policies are built. All directors and executive officers of the Company must understand and take responsibility for the Company's compliance with the applicable governmental laws, rules and regulations of the cities, states and countries in which the Company operates, and for complying with the applicable rules and listing standards of any national securities exchange on which the Company's securities may be listed.

V. Rules to Promote Full, Fair, Accurate, Timely and Understandable Disclosure

As a public company, the Company has a responsibility to report financial information to security holders so that they are provided with accurate information in all material respects about the Company's financial condition and results of operations. It is the policy of the Company to fully and fairly disclose the financial condition of the Company in compliance with applicable accounting principles, laws, rules and regulations. Further, it is the Company's policy to promote full, fair, accurate, timely, and understandable disclosure in all of the Company's reports required to be filed with or submitted to the Commission, as required by applicable laws, rules, and regulations then in effect, and in other public communications made by the Company.

Covered Persons may be called upon to provide or prepare necessary information to ensure that the Company's public reports are complete, fair, and understandable. The Company expects Covered Persons to take this responsibility seriously and to provide accurate information related to the Company's public disclosure requirements.

All books and records of the Company shall fully and fairly reflect all Company transactions in accordance with accounting principles generally accepted in the United States of America, and any other financial reporting or accounting regulations to which the Company is subject. No entries to the Company's books and records shall be made or omitted to intentionally conceal or disguise the true nature of any transaction. Covered Persons shall maintain all Company books and records in accordance with the Company's established disclosure controls and procedures and internal controls for financial reporting, as such controls may be amended from time to time.

The Company is committed to develop and operate a system of internal control policy over financial reporting and accounting record, to ensure all internal transactions are properly authorized and recorded, and are compliant with all applicable laws. The internal controls include but are not limited to written policies and procedures, superior examination and monitoring, budget control, and other inspection and settlement. The Company is committed to developing and operating a system of disclosure procedures to ensure that all information is disclosed in accordance with applicable rules and regulations.

All Covered Persons must report any questionable accounting or auditing matters that may come to their attention. This applies to all reports or records prepared for internal or external purposes. If any Covered Person has concerns or complaints regarding questionable accounting or auditing matters of the Company, Covered Person shall report such matters to his or her immediate supervisor. If the immediate supervisor is involved in the questionable accounting or auditing matter, or does not timely resolve the Covered Person's concern, the Covered Person should submit their concerns to the principal executive officer or the principal financial officer. If the principal executive officer and the principal financial officer are involved in the questionable accounting or auditing matter, or do not timely resolve the Covered Person's concerns, the Covered person should submit his or her concern directly to the Audit Committee. The reporting of any such matters may be done on a confidential basis, at the election of the Covered Person making the report.

VI. Competition and Fair Dealing

The Company seeks to outperform its competitors fairly and honestly. The Company does not seek competitive advantages through illegal or unethical business practices. Each Covered Person shall endeavor to deal fairly with the Company's customers, service providers, suppliers, competitors, and employees. No Covered Person shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Company employee, family member of an employee or agent unless it: (i) is not a cash gift, (ii) is consistent with customary business practices, (iii) is not excessive in value, (iv) cannot be construed as a bribe or payoff, and (v) does not violate any laws or regulations. Please discuss with the Chairman of the Audit Committee any gifts which you are not certain are appropriate.

VII. Corporate Opportunities

Covered Persons are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information, or position, or using Company assets, property, information, or position for personal gain. Covered Persons have a duty to the Company to advance its legitimate interest when the opportunity to do so arises.

VIII. Confidentiality

Covered Persons must maintain the confidentiality of non-public, proprietary information regarding the Company, its customers, suppliers, or partners, and shall use that information only to further the business interests of the Company, except where disclosure or other use is authorized by the Company or legally mandated. This includes information disseminated to employees in an effort to keep them informed or in connection with their work activities, but with the instruction, confidential labeling, or reasonable expectation that the information be kept confidential.

IX. Trading on Inside Information

Inside information includes any non-public information, whether favorable or unfavorable, that investors generally consider important in making investment decisions. Examples include financial results not yet released, imminent regulatory approval/disapproval of an alliance, or other significant matter such as the purchase or sale of a business unit or significant assets, threatened litigation, or other significant facts about a business. No material inside information obtained as the result of employment at, or a director's service on the Board of, the Company may be used for personal profit or as the basis for a direct or indirect "tip" to others, unless such information has previously been made generally available to the public, and even in such circumstances, such information may be subject to other duties.

X. Protection and Proper Use of Company Assets

Covered Persons should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have an adverse impact on the Company and its profitability. Company assets may only be used for legitimate Company business purposes. The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records, and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

XI. Foreign Corrupt Practices Act ("FCPA")

The FCPA prohibits the making of a payment and/or the offering of anything of value to any foreign government official, government agency, political party or political candidate in exchange for a business favor or when otherwise intended to influence the action taken by any such individual or agency or to gain any competitive or improper business advantage. Prohibitions of the FCPA apply to actions taken by all Covered Persons and by all outside parties engaged directly or indirectly by the Company (e.g., consultants, professional advisers, etc.). Given the complexity of the FCPA and the severe penalties associated with its violation, all Covered Persons are urged to contact the Chairman of the Audit Committee at any time with any questions concerning the Company's and their obligations under and in compliance with the FCPA.

XII. Fair treatment

The Company is firmly committed to providing equal opportunity to all employees and will not tolerate any illegal discrimination or harassment based on nationality, national origin, sex, religion, or any other protected class, avoid any discrimination or harassment for psychological or physiological defect. The Company strives to provide each employee with a safe and healthy work environment. Regardless of the status of the employee, the Company prohibits any sexual harassment to employees of opposite sex through body or language. Violence and threatening behavior are not permitted.

XIII. Compliance with the Code; Discipline

Violation of this Code may result in serious consequences for the Company, its corporate reputation, and credibility, and the confidence level of its customers and investors. Sanctions against the Company for criminal or civil wrongdoing could include substantial fines and restrictions on future operations. Individual employees could be required to pay significant fines or be sentenced to prison. Therefore, violations will be taken seriously.

Company-imposed disciplinary action will be coordinated with the employee's supervisor, the human resources department, and the Chairman of the Audit Committee. The overall seriousness of the matter will be considered in determining disciplinary action to be taken: which might include consequences up to and including dismissal. Individual cases may require an employee to reimburse the Company for losses or damages. The Company may even refer an employee for criminal prosecution, civil enforcement or a combination of the above.

Disciplinary action may also be taken against Covered Persons who condone, permit, or have knowledge of illegal or unethical conduct by subordinates and do not take corrective action, and against Covered Persons who make false statements in connection with investigations of violations of this Code.

All Covered Persons will be held to the standards in this Code. Violating the Code, even if directed to do so by management is not justifiable. If a manager solicits actions in violation of this Code, the Covered Person should contact the Chairman of the Audit Committee.

XIV. Reporting and Compliance procedure

Every Covered Person has the responsibility to ask questions, seek guidance, report suspected violations, and express concerns regarding compliance with this Code. The Chairman of the Audit Committee can be reached for explanation, clarification, and guidance of this Code at (855) 447-6967 (telephone number). Any employee, officer or director who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company related conduct that violates applicable law or this Code should report such information to the Chairman of the Audit Committee. Covered Persons may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against, or retaliate against any employee who reports such conduct, unless it is determined that the report was made with knowledge that it was false, or who cooperates in any investigation or inquiry regarding such conduct. Any supervisor who receives a report of a violation of this Code must immediately inform the Chairman of the Audit Committee.

Covered Persons may report violations of this Code on a confidential or anonymous basis, while the Company encourages reporting person to identify himself or herself when reporting violations so that the Company may follow up with the reporting person, as necessary, for additional information. A Covered Person may report to the Chairman of the Audit Committee at the Company's most recent address set forth in its filings with the Commission.

If the Chairman of the Audit Committee receives information regarding an alleged violation of this Code, he or she shall, in consultation with outside counsel, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation, and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Chief Executive Officer for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board of Directors or a committee thereof. Covered Persons are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

The Company shall determine whether violations of this Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employee who has violated this Code. In the event that the alleged violation involves an executive officer or a director, the Chief Executive Officer and the Board of Directors, respectively, shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to

be taken against such executive officer or director.

the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge.

XV. Waiver of the Code

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be possible. Any request for a waiver of any provision of this Code must be in writing and addressed to the Board or the Audit Committee, if made by an executive officer or a director, or the Chief Executive Officer of the Company, if made by an employee.

Any waiver of this Code may be made only by the independent directors on the Board of Directors, or by an authorized committee of the Board of Directors comprised solely of independent directors, and will be disclosed as required by law, Commission regulations, or the rules and listing standards of any national securities exchange on which the Company's securities may be listed.

Any waiver of this Code with respect to an officer or director must be approved by the Board of Directors or the Audit Committee, after consultation with the Company's corporate or outside counsel, and will be disclosed as required by law, Commission regulations, or the rules and listing standards of any national securities exchange on which the Company's securities may be listed.

XVI. Dissemination and Amendment

This Code shall be distributed to each employee, officer and director of the Company upon commencement of his or her employment or other relationship with the Company. The Company reserves the right to amend, alter, or terminate this Code at any time for any reason.

Adopted by the Board of Directors effective as of November 4, 2015.

Acknowledgement of Receipt and Review

I, _____, acknowledge that I have received and read a copy of Terra Tech Corp.'s Code of Ethics. I understand the contents of the Code of Ethics and I agree to comply with the policies and procedures set out in the Code of Ethics.

I understand that I should approach the Chairman of the Audit Committee if I have any questions about the Code of Ethics generally or any questions about reporting a suspected conflict of interest or other violation of the Code of Ethics.

Name: _____
Date: _____

AUDIT COMMITTEE CHARTER

The Purpose of the Audit Committee

The purpose of the Audit Committee (the "Committee") of Terra Tech, Corp. (the "Company") is to represent and assist the Board of Directors (the "Board") in its general oversight of the Company's accounting and financial reporting processes, audits of the financial statements, and internal control and audit functions. Management is responsible for (a) the preparation, presentation, and integrity of the Company's financial statements; (b) accounting and financial reporting principles; and (c) the Company's internal controls and procedures designed to promote compliance with accounting standards and applicable laws and regulations. The Company's registered independent public accounting firm (the "Independent Auditors") is responsible for performing an independent audit of the consolidated financial statements in accordance with generally accepted auditing standards.

The Committee members are not professional accountants or auditors and their functions are not intended to duplicate or to certify the activities of management and the Independent Auditors. Consequently, it is not the duty of the Committee to conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Independent Auditors. The Committee serves a Board level oversight role where it oversees the relationship with the Independent Auditors, as set forth in this Charter, and receives information and provides advice, counsel and general direction, as it deems appropriate, to management and the Independent Auditors, taking into account the information it receives, discussions with the Independent Auditors, and the experience of the Committee's members in business, financial, and accounting matters.

Membership and Structure

The Committee shall be comprised of at least three directors, as determined by the Board, that meet the director and Committee member independence requirements and financial literacy requirements of The NASDAQ Stock Market, LLC ("NASDAQ"), the Securities and Exchange Commission, and any other applicable requirements. No Committee member can have participated in the preparation of the financial statements of the Company or any of the Company's current subsidiaries at any time during the past three years.

Each Committee member must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that leads to financial sophistication, as determined by the Board. At least one Committee member must be an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of "audit committee financial expert" will also be presumed to have financial sophistication.

Appointment to the Committee, including the designation of the Chair of the Committee and the designation of any Committee members as "audit committee financial experts", shall be made on an annual basis by the full Board based on recommendations from the Governance and Nominating Committee. The Board may remove any Committee member at any time with or without cause.

Operations

The Committee shall meet at least four times a year, on a quarterly basis, at such times and places as the Committee shall determine. Additional meetings may occur as the Committee or its Chairperson deems advisable. The Committee shall meet in executive session privately, with the Independent Auditors, without senior management present, not less frequently than quarterly. The Committee shall cause adequate minutes of all its proceedings to be kept, and shall report on its actions and activities at the next Board meeting occurring after a Committee meeting. Committee members shall be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the State of Nevada.

The Chairman of the Committee is to be contacted directly by the the Independent Auditors (1) to review items of a sensitive nature that can impact the accuracy of financial reporting or (2) to discuss significant issues relative to the overall responsibility of the Board that have been communicated to management but, in their judgment, may warrant follow-up by the Committee.

Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee shall have the authority to engage independent legal, accounting and other advisers, as it determines necessary to carry out its duties. The Committee shall have sole authority to approve related fees and retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's Independent Auditors, any other accounting firm engaged to perform services for the Company, any outside counsel, and any other advisors to the Committee.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees or one or more designated members of the Committee, as the Committee deems appropriate in its sole discretion.

Responsibilities

The Committee shall have the following authority and responsibilities:

1. To select, retain, compensate, oversee, and terminate, if necessary, the Independent Auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company;
2. To select, retain, compensate, oversee, and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company;
3. To obtain and review annually a report by the Independent Auditors describing: (a) the firm's internal quality-control procedures; and (b) any material issues raised by the most recent internal quality-control review or peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities within the preceding five years regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;
4. To review and discuss with the Independent Auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties;
5. To review and discuss annually with the Independent Auditors the written report from the Independent Auditors concerning any relationship between the Independent Auditors and the Company or any of its subsidiaries or any other relationships that may adversely affect the independence of the Independent Auditors, and, based on such review, assesses the independence of the Independent Auditors;
6. To review and discuss with the Company's Independent Auditors any other matters required to be discussed by PCAOB Auditing Standards No. 16, Communications with Audit Committees, including, without limitation, the Independent Auditors' evaluation of the quality, not just the acceptability, of the Company's financial reporting, information relating to significant unusual transactions, and the business rationale for such transactions and the Independent Auditors' evaluation of the Company's ability to continue as a going concern;
7. To pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's Independent Auditors or other registered public accounting firms, and establish policies and procedures for the review and pre-approval by the Committee of all auditing services and permissible non-audit services (including the fees and terms thereof) to be performed by the Independent Auditors or other registered public accounting firms on an on-going basis;

8. To review and discuss with the Company's Independent Auditors: (a) all critical accounting principles and practices and financial statement presentation, including any significant changes in the Company's selection or application of such accounting principles, to be used in the audit; (b) all alternative accounting treatments of financial information within general accepted accounting principles ("GAAP") that have been discussed with management, including the ramifications of the use of the alternative treatments and the treatment preferred by the Independent Auditors; and (c) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements; and (d) other material written communications between the Independent Auditors and management;
9. To review and discuss with the Company's management and the Independent Auditors: (a) earnings press releases, including the financial information and business discussion included therein and its presentation and the use of any pro forma or adjusted non-GAAP information; (b) any financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made; (c) the unaudited quarterly or interim financial statements and the disclosure under the Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") section to be included in the Company's Quarterly Report on Form 10-Q before the Form 10-Q is filed; and (d) the year-end audited financial statements, the form of audit opinion to be issued by the Independent Auditors on the financial statements, and the disclosure under the MD&A section to be included in the Company's Annual Report on Form 10-K before the Form 10-K is filed;
10. To recommend to the Board that the audited financial statements and the MD&A section be included in the Company's Annual Report on Form 10-K and produce the Committee report, if and as required by the rules of the Securities and Exchange Commission, to be included in the Company's proxy statement;
11. To review and discuss with the Independent Auditors: (a) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process; (b) the overall audit strategy; (c) its audit plans and procedures, including the general audit approach, scope, staffing, fees, and timing of the annual audit; (d) any significant risks identified during the auditors' risk assessment procedures; (e) when completed, the results, including significant findings, of the annual audit and accompanying management letters; and (f) the results of the Independent Auditors' procedures with respect to interim periods;
12. To review and discuss with management and the Independent Auditors various topics and events that may have significant financial impact on the Company or that are the subject of discussions between management and the Independent Auditors;
13. To review and discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;

14. To review, approve, and oversee any related-party transactions (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations on an ongoing basis, and to develop policies and procedures for the Committee's approval of related-party transactions;
15. To review and discuss with management and the Independent Auditors: (a) the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies or material weaknesses in the design or operation of, and any significant changes in, the Company's internal controls, any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such internal controls; (b) disclosure relating to the Company's internal controls, the Independent Auditors' report, if and as required by the rules of the Securities and Exchange Commission, on the effectiveness of the Company's internal control over financial reporting, and the required management certifications to be included in or attached as exhibits to the Company's Annual Report on Form 10-K or Quarterly Report on Form 10-Q, as applicable; (c) the Company's internal audit procedures, and (d) the adequacy and effectiveness of the Company's disclosure controls and procedures, and management reports thereon;
16. To review annually with the Chief Financial Officer the scope of the internal audit program, and the performance of both the internal audit group and the Independent Auditors in executing their plans and meeting their objectives;
17. To review the use of auditors other than the Independent Auditors in cases such as management's request for second opinions;
18. To review matters related to the corporate compliance activities of the Company;
19. To establish and oversee procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
20. To establish policies for the hiring of employees and former employees of the Independent Auditors;
21. To review periodically with the Company's in-house and outside legal counsel any legal and regulatory matters, including legal cases against or regulatory investigations of the Company and its subsidiaries, that could have a significant impact on the Company's financial statements, the Company's compliance with applicable laws and regulations, and any material reports or inquiries received from regulators or governmental agencies;
22. To obtain timely reports from management and the Company's counsel that the Company and its subsidiaries are in conformity with applicable legal requirements and the Company's Code of Ethics, including disclosures of insider and affiliated party transactions;

23. To advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Ethics;
24. To review and approve the Company's Code of Ethics, as it may be amended and updated from time to time, ensure that management has implemented a compliance program to enforce such Code of Ethics (which shall include reporting of violations of the Code of Ethics to the Committee), monitor compliance with the Code of Ethics, and enforce the provisions of the Code of Ethics;
25. To review and investigate reported breaches or violations of the Company's Code of Ethics;
26. To review and approve: (a) any change or waiver in the Company's Code of Ethics for principal executives and senior financial officers; and (b) any disclosures made on Current Report Form 8-K regarding such change or waiver;
27. When appropriate, to designate one or more Committee members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct; and
28. To review and assess the adequacy of this Charter at least annually and recommend any proposed changes to the full Board for approval.

The Committee shall consult with management but may not delegate these responsibilities, except as specifically provided for above.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Adopted by the Board of Directors on November 4, 2015.

COMPENSATION COMMITTEE CHARTER

The Purpose of the Compensation Committee

The purpose of the Compensation Committee (the "Committee") of Terra Tech Corp. (the "Company") is to discharge the responsibilities of the Company's Board of Directors relating to compensation of the Company's executives, to produce an annual report on executive compensation for inclusion in the Company's proxy statement, and to oversee and advise the Board of Directors of the Company on the adoption of policies that govern the Company's compensation programs, including stock and benefit plans.

Membership and Structure

The Committee shall consist of at least three directors, all of whom shall (a) meet the independence requirements established by the Board of Directors of the Company and applicable laws, regulations, and listing requirements of The NASDAQ Stock Market, LLC, (b) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and (c) be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986. The Board of Directors of the Company shall appoint the members of the Committee and the Chairperson of the Committee. The Board of Directors of the Company may remove any member from the Committee at any time with or without cause.

Operations

The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. Additional meetings may occur as the Committee or its Chairperson deems advisable. The Committee shall cause adequate minutes of all its proceedings to be kept, and shall report on its actions and activities at the next meeting of the Board of Directors occurring after a meeting of the Committee.

Committee members shall be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board of Directors of the Company. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the State of Nevada.

Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate outside counsel, compensation consultants retained to assist the Committee in determining the compensation of the Chief Executive Officer or senior executive officers, or other experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee shall have the authority to form and delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees or to one or more designated members of the Committee, as the Committee may deem appropriate in its sole discretion.

Responsibilities

Subject to the provisions of the Company's Corporate Governance Guidelines, the principal responsibilities and functions of the Committee are as follows:

1. To review the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of corporate officers, (b) the motivation of corporate officers to achieve the Company's business objectives, and (c) the alignment of the interests of key leadership with the long-term interests of the Company's stockholders;
2. To review trends in management compensation, oversee the development of new compensation plans, and, when necessary, approve the revision of existing plans;
3. To review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer ("CEO"), evaluate at least annually the CEO's performance in light of these corporate goals and objectives, and determine and approve the CEO's compensation based on this evaluation. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act. The CEO cannot be present during deliberations or voting by the Committee concerning the CEO's compensation. The CEO will be reviewed by the Chairperson of the Governance and Nominating Committee acting as the Lead Independent Director. The results of the annual CEO evaluation will be considered in setting CEO salary and other compensation;
4. To oversee an evaluation of the performance of the Company's other executive officers and approve the annual compensation, including salary, bonus, incentive and equity compensation, for such executive officers. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote;
5. To review and approve the compensation structure for corporate officers at the level of corporate vice president and above;

6. To review director compensation for service on the Board of Directors and its committees at least once a year and to recommend any changes to the Board of Directors;
7. To review and approve and, when appropriate, recommend to the Board of Directors for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend, and terminate such agreements, arrangements, or plans;
8. To review and approve compensation packages for new corporate officers and termination packages for corporate officers as requested by management;
9. To review and discuss with the Board of Directors and senior officers plans for officer development and corporate succession plans for the CEO and other senior officers;
10. To review and make recommendations concerning long-term incentive compensation plans, including the use of equity-based plans, and where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend, and terminate such plans. Except as otherwise delegated by the Board of Directors of the Company, the Committee will act on behalf of the Board of Directors as the "Committee" established to administer equity-based and employee benefit plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans. In reviewing and making recommendations regarding long-term incentive compensation plans and equity-based plans, including whether to adopt, amend, or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote;
11. To review periodic reports from management on matters relating to the Company's personnel appointments and practices;
12. To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's Annual Report on Form 10-K and proxy statement, and produce an annual report of the Committee on executive compensation for the Company's annual proxy statement in compliance with applicable Securities and Exchange Commission rules and regulations and relevant listing authority. The Committee shall not be required to fulfill these responsibilities if the Company is not required to include the CD&A and Committee report in the Company's proxy statement or Annual Report on Form 10-K;
13. To review the Company's incentive compensation and arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk;

14. To review and recommend to the Board of Directors for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on the frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement;
15. To review this Charter at least annually and recommend any proposed changes to the Board of Directors for approval;
16. To obtain or perform an annual evaluation of the Committee's performance of its duties under this Charter and present the results of the evaluation to the Board of Directors; and
17. To evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

Adopted by the Board of Directors on November 4, 2015.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The Purpose of the Governance and Nominating Committee

The purpose of the Governance and Nominating Committee (the "Committee") of Terra Tech Corp. (the "Company"), is to determine the slate of director nominees for election to the Company's Board of Directors (the "Board"), to identify and recommend candidates to fill vacancies occurring between annual stockholder meetings, to review the Company's policies and programs that relate to matters of corporate responsibility, including public issues of significance to the Company and its stockholders, and any other related matters required by the federal securities laws.

Membership and Structure

The membership of the Committee shall consist of at least three directors, each of whom shall meet the independence requirements established by the Board and applicable laws, regulations, and listing requirements of The NASDAQ Stock Market, LLC. The Committee members and the Committee's Chairperson shall be appointed by the Board. The Board may remove any member from the Committee at any time with or without cause.

Operations

The Committee shall meet at least twice a year. Additional meetings may occur as the Committee or its Chairperson deems advisable. The Committee shall cause to be kept adequate minutes of all its proceedings, and shall report on its actions and activities at the next meeting of the Board occurring after such Committee meeting. The Committee members shall be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Nevada.

Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate outside counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice shall be considered privileged communications of the Company and the Committee shall take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees or one or more designated Committee members, as the Committee deems appropriate in its sole discretion.

Responsibilities

The principal responsibilities and functions of the Committee are as follows:

1. To assist the Board in determining the qualifications, qualities, skills, and other expertise required to be a director;
2. To assist in identifying, interviewing, and recruiting candidates for the Board, consistent with criteria approved by the Board. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules, and regulations, and the provisions of the Company's charter documents;
3. To review an incumbent, replacement, or additional director's qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors;
4. To make annual recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board;
5. To make annual recommendations to the Board regarding the appointment to the committees of the Board (including this Committee), subject to approval by the Board;
6. To oversee the Company's corporate governance practices and procedures, including identifying best practices;
7. To review and recommend to the Board for approval any changes to the documents, policies, and procedures in the Company's corporate governance framework, including making recommendations about changes to the charters of other Board committees after consultation with the respective committee chairpersons;
8. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation in order to facilitate the directors' fulfillment of their responsibilities in a manner that serves the interests of the Company's stockholders;

9. To annually review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson as needed;
10. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by stockholder election or appointment by the Board;
11. To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence, and the director nomination process, and to recommend that this disclosure be included in the Company's proxy statement or Annual Report on Form 10-K, as applicable;
12. To review and assess the adequacy of this Charter at least annually and recommend any proposed changes to the full Board for approval; and
13. To assist the Chairman of the Board if the Chairman is a non-management director, or otherwise the Chairman of the Committee acting as the Lead Independent Director, in leading the Board's annual review of the Chief Executive Officer's performance.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Adopted by the Board of Directors on November 4, 2015.



Terra Tech Corp. Strengthens Corporate Governance

Company takes key steps to improve compliance and enhance shareholder value to work toward its long-term goal of a NASDAQ up-listing

NEWPORT BEACH, CA – November 5, 2015 – Terra Tech Corp. (OTCQX: TRTC) ("Terra Tech" or the "Company"), a vertically integrated cannabis-focused agriculture company, today announced that the Company's Board of Directors ("the Board") has initiated several enhancements to its corporate governance program to assist the Board in the exercise of its responsibilities to the Company and its stockholders.

"The adoption of these corporate governance policies is an important step in building a comprehensive and effective corporate compliance program," said Derek Peterson, CEO of Terra Tech. "As we work toward our long-term goal of up-listing to the NASDAQ, we're doing everything we can to ensure Terra Tech upholds the highest level of transparency, integrity, and responsibility to stockholders."

The corporate governance enhancements include the establishment of the following three committees:

- The Audit Committee, whose primary function is to assist the board in its general oversight of Terra Tech's accounting and financial reporting processes, audits of its financial statements, and internal control and audit functions. In addition to establishing the committee, the Board also adopted an Audit Committee Charter and appointed two independent committee members.
- The Compensation Committee, whose primary function is to assist the Board in fulfilling its responsibilities relating to the compensation of the Company's executive officers, and to oversee and advise on the adoption of policies that govern the Company's compensation programs. In addition to establishing the committee, the Board also adopted a Compensation Committee Charter and appointed two independent committee members.
- The Governance and Nominating Committee, whose primary function is to determine the slate of director nominees for election to the Board, and identify and recommend candidates to fill vacancies occurring between annual stockholder meetings. In addition to establishing the committee, the Board also adopted a Governance and Nominating Committee and appointed two independent committee members.

In addition, the Board has adopted a Code of Ethics, which is designed to promote honest and ethical conduct among all Terra Tech directors, officers and employees.

About Terra Tech

Terra Tech Corp. (TRTC) through its wholly-owned subsidiary GrowOp Technology Ltd., specializes in controlled environment agricultural technologies. The company integrates best-of-breed hydroponic equipment with proprietary software and hardware to provide sustainable solutions for indoor agriculture enterprises and home practitioners. Our complete product line is available at specialty retailers throughout the United States, and via our website. Through our wholly-owned subsidiary Edible Garden Corp., we cultivate a premier brand of local and sustainably grown hydroponic produce, sold through major grocery stores, such as Shoprite, Walmart, Krogers, and others throughout New Jersey, New York, Delaware, Maryland, Connecticut, Pennsylvania, and the Midwest. Our MediFarm, LLC, MediFarm I, LLC, and MediFarm II, LLC subsidiaries, are focused on medical cannabis businesses throughout Nevada. IVXX, LLC is a wholly-owned subsidiary that produces medical cannabis extracted products for regulated medical cannabis dispensaries throughout California. Our MediFarm I Real Estate, LLC subsidiary is a real estate holding company that is intended to own the real property on which a medical marijuana dispensary facility in Nevada will be located.

To be added to the Terra Tech email distribution list, please email TRTC@kcsa.com with TRTC in the subject line.

For more information about Terra Tech Corp, visit: <http://www.terratechcorp.com>.

For more information about IVXX, visit: <http://ivxx.com>.

Visit us on Facebook @<https://www.facebook.com/terratechcorp/timeline>.

Follow us on Twitter @[terratechcorp](https://twitter.com/terratechcorp).

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For more information about Edible Garden, visit: <http://www.ediblegarden.com>.

Visit Edible Garden on Facebook @<https://www.facebook.com/ediblefarms?fref=ts>.

Visit IVXX on Facebook @<https://www.facebook.com/ivxxbrand?fref=ts>.

Cautionary Language Concerning Forward-Looking Statements

Statements in this press release may be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "anticipate", "believe", "estimate", "expect", "intend" and similar expressions, as they relate to the company or its management, identify forward-looking statements. These statements are based on current expectations, estimates and projections about the company's business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties, and assumptions that are difficult to predict. Therefore, actual outcomes and results may, and probably will, differ materially from what is expressed or forecasted in such forward-looking statements due to numerous factors, including those described above and those risks discussed from time to time in Terra Tech Corp.'s filings with the Securities and Exchange Commission. In addition, such statements could be affected by risks and uncertainties related to Terra Tech Corp.'s (i) product demand and market and customer acceptance of its equipment and other goods, (ii) ability to obtain financing to expand its operations, (iii) ability to attract qualified sales representatives, (iv) competition, pricing, and development difficulties, and (v) general industry and market conditions and growth rates and general economic conditions. Any forward-looking statements speak only as of the date on which they are made, and the company does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this release. Information on Terra Tech Corp.'s website does not constitute a part of this release.

Contact

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