

**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, 2019

or

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

For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number **000-54258**

**TERRA TECH CORP.**

(Exact Name of Registrant as Specified in its Charter)

NEVADA

(State or Other Jurisdiction of  
Incorporation or Organization)

2040 Main Street, Suite 225  
Irvine, California

(Address of Principal Executive Offices)

26-3062661

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

92614

(Zip Code)

(Registrant's Telephone Number, Including Area Code) (855) 447-6967

**Securities Registered Pursuant to Section 12(b) of the Act:**

None

(Title of Each Class)

None

(Name of Each Exchange on Which Registered)

**Securities Registered Pursuant to Section 12(g) of the Act:**

Common Stock, \$0.001 Par Value

(Title of Class)

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 and 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

Emerging Growth Company

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

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

At June 30, 2019, the last business day of the Registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's voting stock held by non-affiliates (based on the closing sale price of the registrant's Common Stock on the OTC Market Group Inc.'s OTCQX tier, and for the purpose of this computation only, on the assumption that all of the Registrant's directors and officers are affiliates), was \$59,993,444.

As of March 9, 2020, there were 185,843,857 shares of common stock issued and 183,535,449 outstanding, 8 shares of Series A Preferred Stock,

convertible at any time into 8 shares of common stock, 0 shares of Series B Preferred Stock, 1,313,460 shares of common stock issuable upon the exercise of all of our outstanding warrants and 2,731,116 shares of common stock issuable upon the exercise of all vested options.

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**CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS**

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

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

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

*The following discussion should be read in conjunction with our consolidated financial statements and notes thereto included elsewhere in this Annual Report on Form 10-K.*

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**PART I**

**ITEM 1. BUSINESS**

*Unless the context indicates or suggests otherwise, references to “we,” “our,” “us,” the “Company,” or “Terra Tech” refer to Terra Tech Corp., a Nevada corporation, individually, or as the context requires, collectively with its consolidated subsidiaries.*

**Company Overview**

Terra Tech is a holding company with the following subsidiaries:

- 620 Dyer LLC, a California corporation (“Dyer”);
- 1815 Carnegie LLC, a California limited liability company (“Carnegie”);
- Black Oak Gallery, a California corporation (“Black Oak”);
- Blüm San Leandro, a California corporation (“Blüm San Leandro”);
- Edible Garden Corp., a Nevada corporation (“Edible Garden”);
- EG Transportation, LLC, a Nevada limited liability company (“EG Transportation”);
- GrowOp Technology Ltd., a Nevada corporation (“GrowOp Technology”);
- IVXX, Inc., a California corporation (“IVXX Inc.”; together with IVXX LLC, “IVXX”);
- IVXX, LLC, a Nevada limited liability company (“IVXX LLC”);
- MediFarm, LLC, a Nevada limited liability company (“MediFarm”);
- MediFarm I, LLC, a Nevada limited liability company (“MediFarm I”);
- MediFarm I Real Estate, LLC, a Nevada limited liability company (“MediFarm I RE”);
- MediFarm II, LLC, a Nevada limited liability company (“MediFarm II”); and
- MediFarm So Cal, Inc., a California corporation (“MediFarm SoCal”)
- 121 North Fourth Street, LLC, a Nevada limited liability company (“121 North Fourth”)
- OneQor Technologies, Inc., a Delaware corporation (“OneQor”)

Our corporate headquarters is located at 2040 Main Street, Suite 225, Irvine, California 92614 and our telephone number is (855) 447-6967. Our website addresses are as follows: [www.terratechcorp.com](http://www.terratechcorp.com), [www.letsblum.com](http://www.letsblum.com), [www.ivxx.com](http://www.ivxx.com), and [www.ediblegarden.com](http://www.ediblegarden.com). No information available on or through our websites shall be deemed to be incorporated into this Annual Report on Form 10-K. Our common stock, par value \$0.001 (the “Common Stock”), is quoted on the OTC Markets Group, Inc.’s OTCQX tier under the symbol “TRTC.”

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**Recent Developments**

On March 12, 2018, we implemented a 1-for-15 reverse stock split of our common stock (the “Reverse Stock Split”). The Reverse Stock Split became effective in the stock market upon commencement of trading on March 13, 2018. As a result of the Reverse Stock Split, every fifteen shares of our Pre-Reverse Stock Split common stock were combined and reclassified into one share of our common stock. No fractional shares were issued in connection with the Reverse Stock Split, and any fractional shares were rounded up to the nearest whole share. The number of shares of common stock subject to outstanding options, warrants and convertible securities were also reduced by a factor of fifteen as of March 13, 2018. All historical share and per share amounts reflected throughout this report have been adjusted to reflect the Reverse Stock Split. The authorized number of shares and the par value per share of our common stock were not affected by the Reverse Stock Split.

Currently, we are exploring strategic alternatives for certain operational and non-operational assets in both Nevada and California. We are confident we can get a better return on our invested capital by redeploying assets. We’re working with financial advisors to identify locations or permits that can generate non-dilutive capital that can be reinvested in strategic locations to produce greater returns. We have identified multiple opportunities that appear to be a more accretive use of capital. There are numerous risks and uncertainties associated with our exploration of strategic alternatives and there can be no assurance that these efforts will be successful. See Note 17 – “*Discontinued Operations*” for information regarding recent and pending asset sales which are expected to generate capital.

On May 8, 2019, MediFarm LLC, a wholly-owned subsidiary of Terra Tech Corp. entered into an asset purchase agreement with Picksy, LLC pursuant to which the Company agreed to sell and the Purchaser agreed to purchase substantially all of the assets of the Company related to the Company’s dispensary located at 1130 East Desert Inn Road, Las Vegas, NV 89109. The transaction is pending.

On August 19, 2019, MediFarm I LLC, a wholly-owned subsidiary of Terra Tech Corp. entered into an asset purchase agreement with Picksy Reno, LLC pursuant to which the Company agreed to sell and the Purchaser agreed to purchase substantially all of the assets of the Company related to the Company’s dispensary located at 1085 S Virginia St Suite A, Reno, NV 89502. The transaction is pending.

These two transactions are pending, due to the fact that they are subject to approval by the Nevada Department of Taxation and are expected to close promptly following receipt of such approval. The transactions’ approvals are currently being delayed as the State of Nevada reviews its regulatory and enforcement measures.

The risks and uncertainties surrounding the timing of the close of these two transactions, our limited capital resources, and the weak industry conditions impacting our business raise substantial doubt as to our ability to continue as a going concern. The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, which contemplate our continuation as a going concern. For additional information, see Note 21 – “*Going Concern*” of the Notes to Consolidated Financial Statements included in Part II and Item 1A – “*Risk Factors*” in Part I of this Annual Report on Form 10-K.

**Our Business**

We are a retail, production and cultivation company, with an emphasis on providing the highest quality of medical and adult use cannabis products. We grow organic antioxidant rich Superleaf lettuce and living herbs using classic Dutch hydroponic farming methods. We have licensed an exclusive patent on the Superleaf lettuce.

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We have a presence in three states (California, Nevada and New Jersey) and currently have a concentrated cannabis interest in California and Nevada. All of our cannabis dispensaries operate under the name Blüm. Our cannabis dispensaries in California operate as MediFarm SoCal in Santa Ana, Black Oak Gallery in Oakland and Blum San Leandro in San Leandro and offer a broad selection of medical and adult-use cannabis products including flowers, concentrates and edibles.

In Nevada, we have three dispensaries, two under MediFarm in Las Vegas and one under MediFarm I in Reno, which sell quality medical and adult use cannabis products.

Founded on the importance of providing consumers with healthy and natural products, Edible Garden is a wholesale seller of organic and locally grown hydroponic produce and herb products. EG Transportation supports the distribution of Edible Garden products to major grocery stores such as ShopRite, Walmart, Ahold, Aldi, Meijer, Kroger, and others throughout New Jersey, New York, Delaware, Maine, Maryland, Connecticut, Pennsylvania and the Midwest.

**Marijuana Industry Overview**

Marijuana cultivation refers to the planting, tending, improving and harvesting of the flowering plant Cannabis, primarily for the production and consumption of cannabis flowers, often referred to as “buds.” The cultivation techniques for marijuana cultivation differ for other purposes such as hemp production and generally references to marijuana cultivation and production do not include hemp.

Cannabis belongs to the genus Cannabis in the family Cannabaceae and for the purposes of production and consumption, includes three species, C. sativa (“Sativa”), C. indica (“Indica”), and C. ruderalis (“Ruderalis”). Sativa and Indica generally grow tall with some varieties reaching approximately four meters. The females produce flowers rich in tetrahydrocannabinol (“THC”). Ruderalis is a short plant and produces trace amounts of THC but is very rich in cannabidiol (“CBD”) and which is an antagonist (inhibits the physiological action) to THC.

As of December 2019, there are a total of 33 states, plus the District of Columbia, with legislation passed as it relates to medicinal cannabis. Of these states, 11 have decriminalized adult use cannabis legislation. These state laws are in direct conflict with the United States Federal Controlled Substances Act (21 U.S.C. § 811) (“CSA”), which places controlled substances, including cannabis, in a schedule. Cannabis is classified as a Schedule I drug, which is viewed as having a high potential for abuse, has no currently-accepted use for medical treatment in the U.S., and lacks acceptable safety for use under medical supervision.

These 33 states, and the District of Columbia, have adopted laws that exempt patients who use medicinal cannabis under a physician’s supervision from state criminal penalties. These are collectively referred to as the states that have de-criminalized medicinal cannabis, although there is a subtle difference between de-criminalization and legalization, and each state’s laws are different.

The states that have legalized medicinal cannabis are as follows (in alphabetical order):

- |                 |                    |                    |
|-----------------|--------------------|--------------------|
| 1 . Alaska      | 12 . Maine         | 23 . New York      |
| 2 . Arizona     | 13 . Maryland      | 24 . North Dakota  |
| 3 . Arkansas    | 14 . Massachusetts | 25 . Ohio          |
| 4 . California  | 15 . Michigan      | 26 . Oklahoma      |
| 5 . Colorado    | 16 . Minnesota     | 27 . Oregon        |
| 6 . Connecticut | 17 . Missouri      | 28 . Pennsylvania  |
| 7 . Delaware    | 18 . Montana       | 29 . Rhode Island  |
| 8 . Florida     | 19 . Nevada        | 30 . Utah          |
| 9 . Hawaii      | 20 . New Hampshire | 31 . Vermont       |
| 10 . Illinois   | 21 . New Jersey    | 32 . Washington    |
| 11 . Louisiana  | 22 . New Mexico    | 33 . West Virginia |



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Medical cannabis decriminalization is generally referred to as the removal of all criminal penalties for the private possession and use of cannabis by adults, including cultivation for personal use and casual, nonprofit transfers of small amounts. Legalization is generally referred to as the development of a legally controlled market for cannabis, where consumers purchase from a safe, legal, and regulated source.

The dichotomy between federal and state laws has limited the access to banking and other financial services by marijuana businesses. The U.S. Department of Justice and the U.S. Department of Treasury have issued guidance for banks considering conducting business with marijuana dispensaries in states where those businesses are legal, pursuant to which banks must file a Marijuana Limited Suspicious Activity Report that states the marijuana business is following the government's guidelines with regard to revenue that is generated exclusively from legal sales. However, as banks can still face prosecution if they provide financial services to marijuana businesses, there is widespread refusal of the banking industry to offer banking services to marijuana businesses operating within state and local laws.

In November 2016, California and Nevada voters both approved marijuana use for adults over the age of 21 without a physician's prescription or recommendation, and permitted the cultivation and sale of marijuana, in each case subject to certain limitations. We have obtained the necessary permits and licenses to expand our existing business to cultivate and distribute marijuana in compliance with the laws in the State of Nevada and California. Despite the changes in state laws, marijuana remains illegal under federal law.

In November 2016, California voters approved Proposition 64, which is also known as the Adult Use of Marijuana Act ("the AUMA"), in a ballot initiative. Among other things, the AUMA makes it legal for adults over the age of 21 to use marijuana and to possess up to 28.5 grams of marijuana flowers and 8 grams of marijuana concentrates. Individuals are also permitted to grow up to six marijuana plants for personal use. In addition, the AUMA establishes a licensing system for businesses to, among other things, cultivate, process and distribute marijuana products under certain conditions. On January 1, 2018, the California Bureau of Marijuana Control enacted regulations to implement the AUMA.

Nevada voters approved Question 2 in a ballot initiative in November 2016. Among other things, Question 2 makes it legal for adults over the age of 21 to use marijuana and to possess up to one ounce of marijuana flowers and one-eighth of an ounce of marijuana concentrates. Individuals are also permitted to grow up to six marijuana plants for personal use. In addition, Question 2 authorizes businesses to cultivate, process and distribute marijuana products under certain conditions. On June 30, 2017, the State of Nevada Department of Taxation approved our Dual-Use Marijuana business licenses. This approval allowed all of our Blüm cannabis dispensaries in Nevada to commence sales of cannabis for adult-use beginning on July 1, 2017.

The U.S. Department of Justice (the "DOJ") has not historically devoted resources to prosecuting individuals whose conduct is limited to possession of small amounts of marijuana for use on private property but has relied on state and local law enforcement to address marijuana activity. In the event the DOJ reverses its stated policy and begins strict enforcement of the CSA in states that have laws legalizing medical marijuana and recreational marijuana in small amounts, there may be a direct and adverse impact to our business and our revenue and profits.

We are monitoring the Trump administration's, the DOJ's and Congress' positions on federal marijuana law and policy. Since the start of the new Congress in January 2019, there have been positive discussions about the Federal Government's approach to cannabis. The DOJ has not signaled any change in their enforcement efforts. Based on public statements and reports, we understand that certain aspects of those laws and policies are currently under review, but no official changes have been announced. It is possible that certain changes to existing laws or policies could have a negative effect on our business and results of operations.

Although the possession, cultivation and distribution of marijuana for medical and adult use is permitted in California and Nevada, provided compliance with applicable state and local laws, rules, and regulations, marijuana is illegal under federal law. We believe we operate our business in compliance with applicable Nevada and California laws and regulations. Any changes in federal, state or local law enforcement regarding marijuana may affect our ability to operate our business. Strict enforcement of federal law regarding marijuana would likely result in the inability to proceed with our business plans, could expose us to potential criminal liability and could subject our properties to civil forfeiture. Any changes in banking, insurance or other business services may also affect our ability to operate our business.

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**Our Medical Marijuana Dispensaries, Cultivation and Manufacturing**

***Black Oak Gallery***

On April 1, 2016, we acquired Black Oak, which operates a medical and adult use marijuana dispensary in Oakland, California under the name Blüm. Black Oak opened its retail storefront in Oakland, California in November 2012.

Black Oak sells a combination of our own cultivated products as well as high quality name-brand products from outside suppliers. In addition to multiple grades of medical and adult use marijuana, Black Oak sells “edibles”, which include cannabis-infused baked goods, chocolates, and candies; cannabis-infused topical products, such as lotions, massage oils and balms; clones of marijuana plants; and numerous kinds of cannabis concentrates, such as hash, shatter and wax.

Black Oak’s target markets are those individuals located in the areas surrounding its dispensary. Black Oak services approximately 500 consumers per day. Collectively known as the Blüm Campus, Black Oak’s location consists of a retail dispensary storefront, indoor cultivation area, a distribution area and a 20-car capacity parking lot.

During January 2017, we executed a lease for 13,000 square feet of industrial space on over 30,000 square feet of land in Oakland’s industrial corridor with the intention of building a cultivation facility. The Hegenberger facility is expected to be completed in the 2<sup>nd</sup> Quarter of 2020 and we will begin cultivating marijuana once all required operating permits are approved.

***Blüm San Leandro***

We incorporated Blüm San Leandro on October 14, 2016. Blüm San Leandro has received the necessary governmental approvals and permitting to operate a medical and adult use marijuana dispensary and production facility in San Leandro, California. The San Leandro dispensary opened on January 11, 2019. The production facility is expected to be completed in late 2020.

***MediFarm SoCal***

We incorporated MediFarm SoCal on August 17, 2017 to acquire all the assets of Tech Center Drive Management LLC. As a result of the acquisition, MediFarm SoCal now operates a medical and adult use marijuana dispensary under the name Blüm. MediFarm SoCal has the necessary governmental approvals and permitting to operate a medical and adult use marijuana dispensary in Santa Ana, California.

***MediFarm, MediFarm I, and MediFarm II***

We formed three subsidiaries for the purposes of cultivation or production of medical and adult use marijuana and/or operation of dispensary facilities in various locations in Nevada. MediFarm, MediFarm I, and MediFarm II received four final dispensary licenses, two provisional cultivation licenses and two provisional production licenses from the State of Nevada, and we have received approval from local authorities with respect to all eight of such licenses. The provisional cultivation and production licenses related to MediFarm were finalized August 31, 2018. The provisional cultivation and production licenses associated with MediFarm II were relinquished in June 2018. The receipt of both the provisional licenses from the State of Nevada and approval from local authorities were necessary to commence the final permitting process for the cultivation and production licenses. The receipt of final permits and licenses was necessary to commence the cultivation and production businesses of MediFarm, MediFarm I, and MediFarm II. Effectuation of the businesses of each of (i) MediFarm, (ii) MediFarm I, and (iii) MediFarm II is also dependent upon the continued legislative authorization of medical and adult use marijuana at the state level.

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We formed MediFarm on March 19, 2014. Prior to August 2017, we owned 60.0% of the membership interests in MediFarm. The remaining membership interests were owned by Camden Goorjian (20.0%) and by Richard Vonfeldt (20.0%), two otherwise unaffiliated individuals. In August 2017, we acquired an additional 38% ownership in MediFarm for no additional consideration due to changes in the planned level of involvement of the two individuals in the operations of MediFarm. In December 2018, we issued 200,000 shares of common stock with a fair value of \$0.20 million to acquire the remaining 2.0% interest in MediFarm. MediFarm has received the necessary governmental approvals and permitting to operate medical marijuana and adult use cultivation, production, and/or dispensary facilities in Clark County, Nevada and a medical and adult use marijuana dispensary facility in the City of Las Vegas. As of December 31, 2019, MediFarm has two fully operational retail medical and adult use marijuana dispensaries in the greater Las Vegas region.

We formed MediFarm I on July 18, 2014. We owned 50.0% of the membership interests in MediFarm I. The remaining membership interests were owned by Forever Green NV, LLC (50.0%), an otherwise unaffiliated entity that also owns certain membership interests in MediFarm II. MediFarm I has the necessary governmental approvals and permitting to operate a medical and adult use marijuana dispensary in Reno, Nevada. As of December 31, 2019, MediFarm I has one fully operational retail medical and adult use marijuana dispensary in Reno, Nevada. On February 26, 2019, we purchased Forever Green's 50% membership interest in MediFarm I as part of a larger deal that involved ownership interest in MediFarm I, MediFarm II, and MediFarm I Real Estate for an aggregate consideration of \$6.25 million.

We formed MediFarm II on July 30, 2014. We owned 55.0% of the membership interests in MediFarm II. The remaining membership interests were owned by Nevada MF, LLC (30.0%) [JB1] and by Forever Green NV, LLC (15.0%), two otherwise unaffiliated entities. Forever Green NV, LLC also owned certain membership interests in MediFarm I. On February 26, 2019, we purchased Forever Green's 15% membership interest in MediFarm II as part of a larger deal that involved ownership interest in MediFarm I, MediFarm II, and MediFarm I Real Estate. See Note 19 – "*Litigation and Claims*".

MediFarm, MediFarm I, and MediFarm II may face substantial competition in the operation of cultivation, production, and dispensary facilities in Nevada. Numerous other companies were also granted licenses, and, therefore, we anticipate that we will face competition with these other companies if such companies operate cultivation, production, and dispensary facilities in and around the locations at which we operate our facilities. Our management has extensive experience in successfully developing, implementing, and operating all facets of equivalent businesses in other markets. We believe this experience will provide MediFarm, MediFarm I, and MediFarm II with a competitive advantage over these other companies.

MediFarm, MediFarm I, and MediFarm II rely on a combination of trademark laws, trade secrets, confidentiality provisions, and other contractual provisions to protect their proprietary rights. MediFarm, MediFarm I, and MediFarm II do not own any patents.

### ***IVXX and IVXX Branded Products***

On September 16, 2014, Terra Tech formed IVXX for the purposes of producing a line of IVXX branded cannabis flowers as well as a complete line of IVXX branded pure cannabis concentrates including: oils, waxes, shatters, and clears.

The science of cannabis concentrate extraction functions on the solubility of the cannabinoids and other active ingredients in the cannabis plant. Cannabinoids are not water soluble, so to extract them properly, the cannabinoids must be dissolved in a solvent. IVXX utilizes multiple proprietary extraction methods to produce its concentrates. The Company's extractors process raw cannabis plants and separate the chemical cannabinoids from the cannabis plant material, producing a concentrate. IVXX also sells clothing, apparel, and other various branded products.

IVXX produces, markets and sells their line of IVXX branded cannabis products both to adult use and recreational cannabis markets in California and Nevada pursuant to Proposition 64 and Question 2, respectively, which made marijuana consumption legal (January 1, 2018 for California and July 1, 2017 for Nevada), with certain restrictions and rules, for adults over the age of 21.

On October 26, 2017, the Company entered into joint venture agreements with NuLeaf Sparks Cultivation, LLC and NuLeaf Reno Production, LLC (collectively "NuLeaf") to build and operate cultivation and production facilities for our IVXX brand of cannabis products in Nevada. The agreements were subject to approval by the State of Nevada, the City of Sparks and the City of Reno in Nevada. Under the terms of the agreements, the Company remitted to NuLeaf an upfront investment of \$4.50 million in the form of convertible loans bearing an interest rate of 6.0% per annum. The Company received all required permits and licenses from the State of Nevada and local authorities in 2018. As a result, the notes receivable balance was converted into a 50.0% ownership interest in NuLeaf. See Note 4— "*Variable Interest Entity Arrangements*".

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**MediFarm I RE**

On October 14, 2015, we formed MediFarm I RE. We owned 50.0% of the membership interests in MediFarm I RE. The remaining membership interests were owned by Forever Young Investments, LLC (50.0%), an otherwise unaffiliated entity. On February 26, 2019, we purchased Forever Young's 50% membership interest in MediFarm I as part of a larger deal that involved ownership interest in MediFarm I, MediFarm II, and MediFarm I RE. MediFarm I RE is a real estate holding company that owns the real property and a building that is situated on such real property, at which our MediFarm I marijuana dispensary facility is located and operates. See Note 19 – "Litigation and Claims".

**Carnegie**

On October 31, 2017, we formed Carnegie, a wholly owned subsidiary. Carnegie is a real estate holding company that owns the real property and a building located in Santa Ana, California. The Carnegie real estate was listed for sale in the fourth quarter of 2018. See Note 17 – "Discontinued Operations".

**Dyer**

On October 31, 2017, we formed Dyer, a wholly owned subsidiary. Dyer is a real estate holding company for the purpose of acquiring real property and a building located in Santa Ana, California, where the Company plans to open an additional cannabis operation in Santa Ana, California.

**Herbs and Produce Products**

**Edible Garden**

Edible Garden was incorporated on April 9, 2013. Edible Garden is a retail seller of locally grown hydroponic produce and herb products that are distributed throughout the Northeast, Midwest and Western United States. Currently, Edible Garden's products are sold at approximately 1,800 retailers throughout these markets. Most of the produce and herbs grown by Edible Garden are certified organic. Our target customers are those individuals seeking organic and fresh produce locally grown using environmentally sustainable methods.

There are numerous growers that are available to us, and therefore, we are not limited in the number of growers available nor are we dependent on any one grower. We completed construction of a greenhouse structure in 2014, which can be used to grow plants to satisfy selling demands; however, we may incur additional freight costs to distribute these plants until growers are replaced.

Edible Garden's main competitors are Shenandoah Growers and Sun Aqua Farms. To a lesser extent, Edible Garden competes with Green Giant, Del Monte, Rock Hedge Herbs, and Infinite Herbs. Edible Garden is an up and coming brand that has increased its retailers to approximately 1,800 retail sellers since we acquired Edible Garden in April 2013. Edible Garden believes the following three factors set it apart from its competitors: (1) its branding and marketing displays, which are predominately placed in high traffic areas on its proprietary racks; (2) it uses proprietary strands and seeds for its produce and its methodology for growing such produce; and (3) all of its produce is hydroponically grown and sold "alive" (*i.e.*, the produce is sold "rooted").

Edible Garden relies on a combination of trademark laws, trade secrets, confidentiality provisions, and other contractual provisions to protect its proprietary rights, which are primarily its brand names, marks, and proprietary pods and seeds. Edible Garden owns trademarks but does not own any patents. Edible Garden signed an exclusive license agreement with Nutrasorb LLC, a spin-off from Rutgers University, to grow and commercialize nutritionally-enhanced lettuce varieties. Under the terms of the agreement, Edible Garden has the right to grow and sell Green and Red Superleaf Lettuce across the North American and European continents as well as Australia. With five times more antioxidants than ordinary lettuce, the produce is high in vitamins A and C, magnesium, iron and potassium contents. It also has high levels of fiber and chlorogenic acid for superior digestion. These nutritionally-enhanced, proprietary Green and Red Superleaf Lettuces were developed by scientists at Rutgers University following years of intensive research. Edible Garden pays a license fee to Nutrasorb, LLC for each unit sold.

Edible Garden's produce is Global Food Safety Initiative certified. Edible Garden also obtained certain organic certifications for its products. No other governmental regulations or approvals are needed or affect its business.

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**Our Operations**

We are organized into three reportable segments:

- **Herbs and Produce Products**– Includes herbs and leafy greens that are grown using classic Dutch hydroponic farming methods;
- **Cannabis Dispensary, Cultivation and Production**– Includes cannabis-focused retail, cultivation and production operations; and
- **Real Estate**– Includes building ownership and construction operations where cannabis dispensary and/or cultivation operations are currently in development

Our segment net revenue and contributions to consolidated net revenue for each of the last two fiscal years were as follows:

	(in thousands)			
	Total Revenue		% of Total Revenue	
	Year Ended December 31,		Year Ended December 31,	
	2019	2018	2019	2018
Herbs and Produce Products	\$ 5,284	\$ 4,476	18.8 %	15.9 %
Cannabis Dispensary, Cultivation and Production	22,416	14,872	79.9 %	83.9 %
Real Estate	-	-	-%	-%
Corporate and Other	350	817	1.2 %	0.2 %
<b>Total</b>	<b>\$ 28,050</b>	<b>\$ 20,165</b>	<b>100.0 %</b>	<b>100.0 %</b>

See Note 2 – “*Summary of Significant Accounting Policies*” to our consolidated financial statements for financial information about our segments. See also “*Item 1A. Risk Factors*” below for a discussion of certain risks associated with our operations.

**Herbs and Produce Products**

Either independently or in conjunction with third parties, we are a retail seller of locally grown hydroponic herbs and produce, which are distributed through major grocery stores throughout the East, West and Midwest regions of the U.S.

**Cannabis Dispensary, Cultivation and Production**

Either independently or in conjunction with third parties, we operate medical marijuana retail and adult use dispensaries, cultivation and production facilities in California and Nevada. All of our retail dispensaries in California and Nevada offer a broad selection of medical and adult use cannabis products including flowers, concentrates and edibles. We also produce and sell a line of medical and adult use cannabis flowers, as well as a line of medical and adult use cannabis-extracted products, which include concentrates, cartridges, vape pens and wax products.

**Real Estate and Construction Operations**

We own real property in Nevada. Additionally, we own properties in California that are in various stages of construction for medical marijuana and adult use cultivation and production facilities and dispensaries.

**Employees**

As of the date of this Annual Report on Form 10-K, we have 248 employees.

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**ITEM 1A. RISK FACTORS**

*Investing in our common stock involves a high degree of risk. Before deciding to purchase, hold, or sell our common stock, you should carefully consider the risks described below in addition to the cautionary statements and risks described elsewhere and the other information contained in this Report and in our other filings with the SEC, including subsequent reports on Forms 10-Q and 8-K. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of these known or unknown risks or uncertainties actually occur, our business, financial condition, results of operations and/or liquidity could be seriously harmed, which could cause our actual results to vary materially from recent results or from our anticipated future results. In addition, the trading price of our common stock could decline due to any of these known or unknown risks or uncertainties, and you could lose all or part of your investment. An investment in our securities is speculative and involves a high degree of risk. You should not invest in our securities if you cannot bear the economic risk of your investment for an indefinite period of time and cannot afford to lose your entire investment. See also "Cautionary Note Concerning Forward-Looking Statements."*

**Risks Relating to Our Business and Industry**

***We have a limited operating history, which may make it difficult for investors to predict future performance based on current operations.***

We have a limited operating history upon which investors may base an evaluation of our potential future performance. In particular, we have not proven that we can sell produce and herb products, or cannabis products in a manner that enables us to be profitable and meet customer requirements, enhance our produce and herb products, obtain the necessary permits and/or achieve certain milestones to develop our dispensary businesses, enhance our line of cannabis products, including IVXX, develop and maintain relationships with key manufacturers and strategic partners to extract value from our intellectual property, raise sufficient capital in the public and/or private markets, or respond effectively to competitive pressures. As a result, there can be no assurance that we will be able to develop or maintain consistent revenue sources, or that our operations will be profitable and/or generate positive cash flow.

Any forecasts we make about our operations may prove to be inaccurate. We must, among other things, determine appropriate risks, rewards, and level of investment in our product lines, respond to economic and market variables outside of our control, respond to competitive developments and continue to attract, retain, and motivate qualified employees. There can be no assurance that we will be successful in meeting these challenges and addressing such risks and the failure to do so could have a materially adverse effect on our business, results of operations, and financial condition. Our prospects must be considered in light of the risks, expenses, and difficulties frequently encountered by companies in the early stage of development. As a result of these risks, challenges, and uncertainties, the value of your investment could be significantly reduced or completely lost.

***We have incurred significant losses in prior periods, and losses in the future could cause the quoted price of our Common Stock to decline or have a material adverse effect on our financial condition, our ability to pay our debts as they become due and on our cash flow.***

We have incurred significant losses in prior periods. For the year ended December 31, 2019, we incurred a net loss of \$46.93 million and, as of that date, we had an accumulated deficit of \$189.69 million. For the year ended December 31, 2018, we incurred a net loss of \$39.75 million and, as of that date, we had an accumulated deficit of \$142.75 million. Any losses in the future could cause the quoted price of our Common Stock to decline or have a material adverse effect on our financial condition, our ability to pay our debts as they become due, and on our cash flow.

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***We will likely need additional capital to sustain our operations and will likely need to seek further financing, which we may not be able to obtain on acceptable terms, or at all. If we fail to raise additional capital, as needed, our ability to implement our business model and strategy could be compromised.***

We have limited capital resources and operations. To date, our operations have been funded primarily from the proceeds of debt and equity financings. We expect to require substantial capital in the near future to commence operations at additional cultivation and production facilities, expand our product lines, develop our intellectual property base, and establish our targeted levels of commercial production. We may not be able to obtain additional financing on terms acceptable to us, or at all. In particular, because marijuana is illegal under federal law, we may have difficulty attracting investors.

Even if we obtain financing for our near-term operations, we expect that we will require additional capital thereafter. Our capital needs will depend on numerous factors including: (i) our profitability; (ii) the release of competitive products by our competition; (iii) the level of our investment in research and development; and (iv) the amount of our capital expenditures, including acquisitions. We cannot assure you that we will be able to obtain capital in the future to meet our needs.

If we raise additional funds through the issuance of equity or convertible debt securities, the percentage ownership held by our existing stockholders will be reduced and our stockholders may experience significant dilution. In addition, new securities may contain rights, preferences, or privileges that are senior to those of our Common Stock. If we raise additional capital by incurring debt, this will result in increased interest expense. If we raise additional funds through the issuance of securities, market fluctuations in the price of our shares of Common Stock could limit our ability to obtain equity financing.

We cannot give you any assurance that any additional financing will be available to us, or if available, will be on terms favorable to us. If we are unable to raise capital when needed, our business, financial condition, and results of operations would be materially adversely affected, and we could be forced to reduce or discontinue our operations.

***We face intense competition and many of our competitors have greater resources that may enable them to compete more effectively.***

The industries in which we operate in general are subject to intense and increasing competition. Some of our competitors may have greater capital resources, facilities, and diversity of product lines, which may enable them to compete more effectively in this market. Our competitors may devote their resources to developing and marketing products that will directly compete with our product lines. Due to this competition, there is no assurance that we will not encounter difficulties in obtaining revenues and market share or in the positioning of our products. There are no assurances that competition in our respective industries will not lead to reduced prices for our products. If we are unable to successfully compete with existing companies and new entrants to the market this will have a negative impact on our business and financial condition.

***If we fail to protect our intellectual property, our business could be adversely affected.***

Our viability will depend, in part, on our ability to develop and maintain the proprietary aspects of our intellectual property to distinguish our products from our competitors' products. We rely on copyrights, trademarks, trade secrets, and confidentiality provisions to establish and protect our intellectual property. We may not be able to enforce some of our intellectual property rights because cannabis is illegal under federal law.

Any infringement or misappropriation of our intellectual property could damage its value and limit our ability to compete. We may have to engage in litigation to protect the rights to our intellectual property, which could result in significant litigation costs and require a significant amount of our time. In addition, our ability to enforce and protect our intellectual property rights may be limited in certain countries outside the United States, which could make it easier for competitors to capture market position in such countries by utilizing technologies that are similar to those developed or licensed by us.

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Competitors may also harm our sales by designing products that mirror our products or processes without infringing on our intellectual property rights. If we do not obtain sufficient protection for our intellectual property, or if we are unable to effectively enforce our intellectual property rights, our competitiveness could be impaired, which would limit our growth and future revenue.

We may also find it necessary to bring infringement or other actions against third parties to seek to protect our intellectual property rights. Litigation of this nature, even if successful, is often expensive and time-consuming to prosecute and there can be no assurance that we will have the financial or other resources to enforce our rights or be able to enforce our rights or prevent other parties from developing similar products or processes or designing around our intellectual property.

***Although we believe that our products and processes do not and will not infringe upon the patents or violate the proprietary rights of others, it is possible such infringement or violation has occurred or may occur, which could have a material adverse effect on our business.***

We are not aware of any infringement by us of any person's or entity's intellectual property rights. In the event that products we sell or processes we employ are deemed to infringe upon the patents or proprietary rights of others, we could be required to modify our products or processes or obtain a license for the manufacture and/or sale of such products or processes or cease selling such products or employing such processes. In such event, there can be no assurance that we would be able to do so in a timely manner, upon acceptable terms and conditions, or at all, and the failure to do any of the foregoing could have a material adverse effect upon our business.

There can be no assurance that we will have the financial or other resources necessary to enforce or defend a patent infringement or proprietary rights violation action. If our products or processes are deemed to infringe or likely to infringe upon the patents or proprietary rights of others, we could be subject to injunctive relief and, under certain circumstances, become liable for damages, which could also have a material adverse effect on our business and our financial condition.

***Our trade secrets may be difficult to protect.***

Our success depends upon the skills, knowledge, and experience of our scientific and technical personnel, our consultants and advisors, as well as our licensors and contractors. Because we operate in several highly competitive industries, we rely in part on trade secrets to protect our proprietary technology and processes. However, trade secrets are difficult to protect. We enter into confidentiality or non-disclosure agreements with our corporate partners, employees, consultants, outside scientific collaborators, developers, and other advisors. These agreements generally require that the receiving party keep confidential and not disclose to third parties, confidential information developed by the receiving party or made known to the receiving party by us during the course of the receiving party's relationship with us. These agreements also generally provide that inventions conceived by the receiving party in the course of rendering services to us will be our exclusive property, and we enter into assignment agreements to perfect our rights.

These confidentiality, inventions, and assignment agreements may be breached and may not effectively assign intellectual property rights to us. Our trade secrets also could be independently discovered by competitors, in which case we would not be able to prevent the use of such trade secrets by our competitors. The enforcement of a claim alleging that a party illegally obtained and was using our trade secrets could be difficult, expensive, and time consuming and the outcome would be unpredictable. In addition, courts outside the United States may be less willing to protect trade secrets. The failure to obtain or maintain meaningful trade secret protection could adversely affect our competitive position.

***Our business, financial condition, results of operations, and cash flow may in the future be negatively impacted by challenging global economic conditions.***

Future disruptions and volatility in global financial markets and declining consumer and business confidence could lead to decreased levels of consumer spending. These macroeconomic developments could negatively impact our business, which depends on the general economic environment and levels of consumer spending. As a result, we may not be able to maintain our existing customers or attract new customers, or we may be forced to reduce the price of our products. We are unable to predict the likelihood of the occurrence, duration, or severity of such disruptions in the credit and financial markets and adverse global economic conditions. Any general or market-specific economic downturn could have a material adverse effect on our business, financial condition, results of operations, and cash flow.



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***Our future success depends on our key executive officers and our ability to attract, retain, and motivate qualified personnel.***

Our future success largely depends upon the continued services of our executive officers and management team. If one or more of our executive officers are unable or unwilling to continue in their present positions, we may not be able to replace them readily, if at all. Additionally, we may incur additional expenses to recruit and retain new executive officers. If any of our executive officers joins a competitor or forms a competing company, we may lose some or all of our customers. Finally, we do not maintain “key person” life insurance on any of our executive officers. Because of these factors, the loss of the services of any of these key persons could adversely affect our business, financial condition, and results of operations, and thereby an investment in our stock.

Our continuing ability to attract and retain highly qualified personnel will also be critical to our success because we will need to hire and retain additional personnel as our business grows. There can be no assurance that we will be able to attract or retain highly qualified personnel. We face significant competition for skilled personnel in our industries. In particular, if the marijuana industry continues to grow, demand for personnel may become more competitive. This competition may make it more difficult and expensive to attract, hire, and retain qualified managers and employees. Because of these factors, we may not be able to effectively manage or grow our business, which could adversely affect our financial condition or business. As a result, the value of your investment could be significantly reduced or completely lost.

***We may not be able to effectively manage our growth or improve our operational, financial, and management information systems, which would impair our results of operations.***

In the near term, we intend to expand the scope of our operations activities significantly. If we are successful in executing our business plan, we will experience growth in our business that could place a significant strain on our business operations, finances, management, and other resources. The factors that may place strain on our resources include, but are not limited to, the following:

- The need for continued development of our financial and information management systems;
- The need to manage strategic relationships and agreements with manufacturers, customers, and partners; and
- Difficulties in hiring and retaining skilled management, technical, and other personnel necessary to support and manage our business.

Additionally, our strategy envisions a period of rapid growth that may impose a significant burden on our administrative and operational resources. Our ability to effectively manage growth will require us to substantially expand the capabilities of our administrative and operational resources and to attract, train, manage, and retain qualified management and other personnel. There can be no assurance that we will be successful in recruiting and retaining new employees or retaining existing employees.

We cannot provide assurances that our management will be able to manage this growth effectively. Our failure to successfully manage growth could result in our sales not increasing commensurately with capital investments or otherwise materially adversely affecting our business, financial condition, or results of operations.

***If we are unable to continually innovate and increase efficiencies, our ability to attract new customers may be adversely affected.***

In the area of innovation, we must be able to develop new technologies and products that appeal to our customers. This depends, in part, on the technological and creative skills of our personnel and on our ability to protect our intellectual property rights. We may not be successful in the development, introduction, marketing, and sourcing of new technologies or innovations, that satisfy customer needs, achieve market acceptance, or generate satisfactory financial returns.

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***We are dependent on the popularity of consumer acceptance of our product lines, including IVXX.***

Our ability to generate revenue and be successful in the implementation of our business plan is dependent on consumer acceptance and demand of our product lines, including IVXX. Acceptance of our products will depend on several factors, including availability, cost, ease of use, familiarity of use, convenience, effectiveness, safety, and reliability. If customers do not accept our products, or if we fail to meet customers' needs and expectations adequately, our ability to continue generating revenues could be reduced.

***A drop in the retail price of medical and adult use marijuana products may negatively impact our business.***

The demand for our products depends in part on the price of commercially grown marijuana. Fluctuations in economic and market conditions that impact the prices of commercially grown marijuana, such as increases in the supply of such marijuana and the decrease in the price of products using commercially grown marijuana, could cause the demand for medical marijuana products to decline, which would have a negative impact on our business.

***Federal regulation and enforcement may adversely affect the implementation of cannabis laws and regulations may negatively impact our revenues and profits.***

Currently, there are 33 states plus the District of Columbia that have laws and/or regulations that recognize, in one form or another, legitimate medical and adult uses for cannabis and consumer use of cannabis in connection with medical treatment. Many other states are considering similar legislation. Conversely, under the CSA, the policies and regulations of the federal government and its agencies are that cannabis has no medical benefit and a range of activities including cultivation and the personal use of cannabis is prohibited. Unless and until Congress amends the CSA with respect to medical marijuana, as to the timing or scope of any such potential amendments there can be no assurance, there is a risk that federal authorities may enforce current federal law, and we may be deemed to be producing, cultivating, or dispensing marijuana in violation of federal law. Active enforcement of the current federal regulatory position on cannabis may thus indirectly and adversely affect our revenues and profits. The risk of strict enforcement of the CSA in light of Congressional activity, judicial holdings, and stated federal policy remains uncertain.

In February 2017, the Trump administration announced that there may be "greater enforcement" of federal laws regarding marijuana. Any such enforcement actions could have a negative effect on our business and results of operations.

Since the start of the new congress, there have been "positive" discussions about the Federal Government's approach to cannabis. The DOJ has not historically devoted resources to prosecuting individuals whose conduct is limited to possession of small amounts of marijuana for use on private property but has relied on state and local law enforcement to address marijuana activity. With the change of the Attorney General, the DOJ has not signaled any change in their enforcement efforts. In the event the DOJ reverses its stated policy and begins strict enforcement of the CSA in states that have laws legalizing medical marijuana and recreational marijuana in small amounts, there may be a direct and adverse impact to our business and our revenue and profits. Furthermore, H.R. 83, enacted by Congress on December 16, 2014, provides that none of the funds made available to the DOJ pursuant to the 2015 Consolidated and Further Continuing Appropriations Act may be used to prevent certain states, including Nevada and California, from implementing their own laws that authorized the use, distribution, possession, or cultivation of medical marijuana.

***We could be found to be violating laws related to cannabis.***

Currently, there are 33 states plus the District of Columbia that have laws and/or regulations that recognize, in one form or another, legitimate medical uses for cannabis and consumer use of cannabis in connection with medical treatment. Many other states are considering similar legislation. Conversely, under the CSA, the policies and regulations of the federal government and its agencies are that cannabis has no medical benefit and a range of activities including cultivation and the personal use of cannabis is prohibited. Unless and until Congress amends the CSA with respect to medical marijuana, as to the timing or scope of any such amendments there can be no assurance, there is a risk that federal authorities may enforce current federal law. The risk of strict enforcement of the CSA in light of Congressional activity, judicial holdings, and stated federal policy remains uncertain. Because we cultivate, produce, sell and distribute medical marijuana, we have risk that we will be deemed to facilitate the selling or distribution of medical marijuana in violation of federal law. Finally, we could be found in violation of the CSA in connection with the sale of IVXX's products. This would cause a direct and adverse effect on our subsidiaries' businesses, or intended businesses, and on our revenue and prospective profits.

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***Variations in state and local regulation, and enforcement in states that have legalized cannabis, may restrict cannabis-related activities, which may negatively impact our revenues and prospective profits.***

Individual state and local laws do not always conform to the federal standard or to other states' laws. A number of states have decriminalized marijuana to varying degrees, other states have created exemptions specifically for medical cannabis, and several have both decriminalization and medical laws. As of December 2019, eleven states and the District of Columbia have legalized the recreational use of cannabis. Variations exist among states that have legalized, decriminalized, or created medical marijuana exemptions. For example, certain states have limits on the number of marijuana plants that can be homegrown. In most states, the cultivation of marijuana for personal use continues to be prohibited except for those states that allow small-scale cultivation by the individual in possession of medical marijuana needing care or that person's caregiver. Active enforcement of state laws that prohibit personal cultivation of marijuana may indirectly and adversely affect our business and our revenue and profits.

In November 2016, California voters approved Proposition 64, also known as the Adult Use of Marijuana Act ("AUMA"), in a ballot initiative. Among other things, the AUMA makes it legal for adults over the age of 21 to use marijuana and to possess up to 28.5 grams of marijuana flowers and 8 grams of marijuana concentrates. Individuals are also permitted to grow up to six marijuana plants for personal use. In addition, the AUMA establishes a licensing system for businesses to, among other things, cultivate, process and distribute marijuana products under certain conditions. On January 1, 2018 the California Bureau of Cannabis Control enacted regulations to implement the AUMA.

Also, in November 2016, Nevada voters approved Question 2 in a ballot initiative. Among other things, Question 2 makes it legal for adults over the age of 21 to use marijuana and to possess up to one ounce of marijuana flowers and one-eighth of an ounce of marijuana concentrates. Individuals are also permitted to grow up to six marijuana plants for personal use. In addition, Question 2 authorizes businesses to cultivate, process and distribute marijuana products under certain conditions. The Nevada Department of Taxation enacted regulations to implement Question 2 in the summer of 2017.

If we are unable to obtain and maintain the permits and licenses required to operate our business in compliance with state and local regulations in California, we may experience negative effects on our business and results of operations.

***Prospective customers may be deterred from doing business with a company with a significant nationwide online presence because of fears of federal or state enforcement of laws prohibiting possession and sale of medical or recreational marijuana.***

Our website is visible in jurisdictions where medicinal and adult use of marijuana is not permitted and, as a result, we may be found to be violating the laws of those jurisdictions.

***Marijuana remains illegal under federal law.***

Marijuana is a Schedule-I controlled substance and is illegal under federal law. Even in those states in which the use of marijuana has been legalized, its use remains a violation of federal law. Since federal law criminalizing the use of marijuana preempts state laws that legalize its use, strict enforcement of federal law regarding marijuana would likely result in our inability to proceed with our business plan, especially in respect of our marijuana cultivation, production and dispensaries. In addition, our assets, including real property, cash, equipment and other goods, could be subject to asset forfeiture because marijuana is still federally illegal.

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***We are not able to deduct some of our business expenses.***

Section 280E of the Internal Revenue Code prohibits marijuana businesses from deducting their ordinary and necessary business expenses, forcing us to pay higher effective federal tax rates than similar companies in other industries. The effective tax rate on a marijuana business depends on how large its ratio of nondeductible expenses is to its total revenues. Therefore, our marijuana business may be less profitable than it could otherwise be.

***We may not be able to attract or retain a majority of independent directors.***

Our board of directors is not currently comprised of a majority of independent directors. We may in the future desire to list our common stock on The New York Stock Exchange (“NYSE”) or The NASDAQ Stock Market (“NASDAQ”), both of which require that a majority of our board be comprised of independent directors. We may have difficulty attracting and retaining independent directors because, among other things, we operate in the marijuana industry, and as a result we may be delayed or prevented from listing our common stock on the NYSE or NASDAQ.

***We may not be able to successfully execute on our merger and acquisition strategy***

Our business plan depends in part on merging with or acquiring other businesses in the marijuana industry. The success of any acquisition will depend upon, among other things, our ability to integrate acquired personnel, operations, products and technologies into our organization effectively, to retain and motivate key personnel of acquired businesses, and to retain their customers. Any acquisition may result in diversion of management’s attention from other business concerns, and such acquisition may be dilutive to our financial results and/or result in impairment charges and write-offs. We might also spend time and money investigating and negotiating with potential acquisition or investment targets, but not complete the transaction.

Although we expect to realize strategic, operational and financial benefits as a result of our acquisitions, we cannot predict whether and to what extent such benefits will be achieved. There are significant challenges to integrating an acquired operation into our business.

Any future acquisition could involve other risks, including the assumption of unidentified liabilities for which we, as a successor owner, may be responsible. These transactions typically involve a number of risks and present financial and other challenges, including the existence of unknown disputes, liabilities, or contingencies and changes in the industry, location, or regulatory or political environment in which these investments are located, that our due diligence review may not adequately uncover and that may arise after entering into such arrangements.

***Laws and regulations affecting the medical and adult use marijuana industry are constantly changing, which could detrimentally affect our cultivation, production and dispensary operations, and the business of IVXX.***

Local, state, and federal medical and adult use marijuana laws and regulations are broad in scope and subject to evolving interpretations, which could require us to incur substantial costs associated with compliance or alter certain aspects of our business plan. In addition, violations of these laws, or allegations of such violations, could disrupt certain aspects of our business plan and result in a material adverse effect on certain aspects of our planned operations. In addition, it is possible that regulations may be enacted in the future that will be directly applicable to certain aspects of our cultivation, production and dispensary businesses, and our business of selling cannabis products through IVXX. We cannot predict the nature of any future laws, regulations, interpretations or applications, nor can we determine what effect additional governmental regulations or administrative policies and procedures, when and if promulgated, could have on our business.

***We may not obtain the necessary permits and authorizations to operate the medical and adult use marijuana business.***

We may not be able to obtain or maintain the necessary licenses, permits, authorizations, or accreditations for our cultivation, production and dispensary businesses, or may only be able to do so at great cost. In addition, we may not be able to comply fully with the wide variety of laws and regulations applicable to the medical and adult use marijuana industry. Failure to comply with or to obtain the necessary licenses, permits, authorizations, or accreditations could result in restrictions on our ability to operate the medical and adult use marijuana business, which could have a material adverse effect on our business.

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***If we incur substantial liability from litigation, complaints, or enforcement actions, our financial condition could suffer.***

Our participation in the medical and adult use marijuana industry may lead to litigation, formal or informal complaints, enforcement actions, and inquiries by various federal, state, or local governmental authorities against us. Litigation, complaints, and enforcement actions could consume considerable amounts of financial and other corporate resources, which could have a negative impact on our sales, revenue, profitability, and growth prospects. We have not been, and are not currently, subject to any material litigation, complaint, or enforcement action regarding marijuana (or otherwise) brought by any federal, state, or local governmental authority. IVXX is presently engaged in the distribution of marijuana; however, we have not been, and are not currently, subject to any material litigation, complaint or enforcement action regarding marijuana (or otherwise) brought by any federal, state, or local governmental authority with respect to IVXX's business.

***We may have difficulty accessing the service of banks, which may make it difficult for us to operate.***

Since the use of marijuana is illegal under federal law, many banks will not accept for deposit funds from businesses involved with the marijuana industry. Consequently, businesses involved in the marijuana industry often have difficulty finding a bank willing to accept their business. The inability to open or maintain bank accounts may make it difficult for us to operate our medical and adult use marijuana businesses. If any of our bank accounts are closed, we may have difficulty processing transactions in the ordinary course of business, including paying suppliers, employees and landlords, which could have a significant negative effect on our operations.

***We are dependent on the popularity of consumer acceptance of produce and herbs.***

Our ability to generate revenue and be successful in the continued implementation of Edible Garden's business plan is dependent on consumer acceptance and demand of produce and herbs, and in particular for organic products. Acceptance of Edible Garden's products will depend on several factors, including availability, cost, and convenience. If these customers do not accept Edible Garden's products, or if we fail to meet Edible Garden's customers' needs and expectations adequately, our ability to continue generating revenues could be reduced.

***A drop in the retail price of commercially grown produce may negatively impact our business.***

The demand for Edible Garden's produce depends in part on the price of commercially grown produce. Fluctuations in economic and market conditions that impact the prices of commercially grown produce, such as increases in the supply of such produce and the decrease in the price of commercially grown produce, could cause the demand for produce to decline, which would have a negative impact on our business.

***Litigation may adversely affect our business, financial condition, and results of operations.***

From time to time in the normal course of our business operations, we may become subject to litigation that may result in liability material to our financial statements as a whole or may negatively affect our operating results if changes to our business operations are required. The cost to defend such litigation may be significant and may require a diversion of our resources. There also may be adverse publicity associated with litigation that could negatively affect customer perception of our business, regardless of whether the allegations are valid or whether we are ultimately found liable. Insurance may not be available at all or in sufficient amounts to cover any liabilities with respect to these or other matters. A judgment or other liability in excess of our insurance coverage for any claims could adversely affect our business and the results of our operations.

***Our insurance coverage may be inadequate to cover all significant risk exposures.***

We will be exposed to liabilities that are unique to the products we provide. While we intend to maintain insurance for certain risks, the amount of our insurance coverage may not be adequate to cover all claims or liabilities, and we may be forced to bear substantial costs resulting from risks and uncertainties of our business. It is also not possible to obtain insurance to protect against all operational risks and liabilities. In particular, we may have difficulty obtaining insurance because we operate in the marijuana industry. The failure to obtain adequate insurance coverage on terms favorable to us, or at all, could have a material adverse effect on our business, financial condition, and results of operations. We do not have any business interruption insurance. Any business disruption or natural disaster could result in substantial costs and diversion of resources.

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***If our products are contaminated, we may have litigation and products liability exposure.***

We source some of our products from third-party suppliers. Although we verify that the products we receive from third-party suppliers are adequately tested, we may not identify all contamination in those products. Possible contaminants include pesticides, molds and fungus. If a customer suffers an injury from our products, they may sue us in addition to the supplier and we may not have adequate insurance to cover any such claims, which could result in a negative effect on our results of operations.

***Some of our lines of business rely on our third-party service providers to host and deliver services and data, and any interruptions or delays in these hosted services, security or privacy breaches, or failures in data collection could expose us to liability and harm our business and reputation.***

Some of our lines of business and services, including our dispensaries, rely on services hosted and controlled directly by third-party service providers. We do not have redundancy for all of our systems, many of our critical applications reside in only one of our data centers, and our disaster recovery planning may not account for all eventualities. If our business relationship with a third-party provider of hosting or software services is negatively affected, or if one of our service providers were to terminate its agreement with us, we might not be able to deliver access to our data, which could subject us to reputational harm and cause us to lose customers and future business, thereby reducing our revenue.

We hold large amounts of customer data, some of which is hosted in third-party facilities. A security incident at those facilities or ours may compromise the confidentiality, integrity or availability of customer data. Unauthorized access to customer data stored on our computers or networks may be obtained through break-ins, breaches of our secure network by an unauthorized party, employee theft or misuse or other misconduct. It is also possible that unauthorized access to customer data may be obtained through inadequate use of security controls by customers. Accounts created with weak passwords could allow cyber-attackers to gain access to customer data. If there were an inadvertent disclosure of customer information, or if a third party were to gain unauthorized access to the information we possess on behalf of our customers, our operations could be disrupted, our reputation could be damaged and we could be subject to claims or other liabilities. In addition, such perceived or actual unauthorized disclosure of the information we collect or breach of our security could damage our reputation, result in the loss of customers and harm our business.

Because of the large amount of data we collect and manage using our hosted solutions, it is possible that hardware or software failures or errors in our systems (or those of our third-party service providers) could result in data loss or corruption, cause the information that we collect to be incomplete or contain inaccuracies that our customers regard as significant or cause us to fail to meet committed service levels. Furthermore, our ability to collect and report data may be delayed or interrupted by a number of factors, including access to the Internet, the failure of our network or software systems or security breaches. In addition, computer viruses or other malware may harm our systems, causing us to lose data, and the transmission of computer viruses or other malware could expose us to litigation. We may also find, on occasion, that we cannot deliver data and reports in near real time because of a number of factors, including failures of our network or software. If we supply inaccurate information or experience interruptions in our ability to capture, store and supply information in near real time or at all, our reputation could be harmed and we could lose customers, or we could be found liable for damages or incur other losses.

Loss of access to our data could have a negative impact on our business and results of operations. In particular, the states in which we operate require that we maintain certain information about our customers and transactions. If we fail to maintain such information, we could be in violation of state laws.

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***Disruptions to cultivation, manufacturing and distribution of cannabis in California and Nevada may negatively affect our access to products for sale at our dispensaries.***

California and Nevada laws and regulations require us to purchase products only from licensed vendors and through licensed distributors. To date, a relatively small number of licenses have been issued in California to cultivate, manufacture and distribute cannabis products. We have obtained a license to distribute products from our cultivation and manufacturing facilities to our dispensaries, however we currently do not cultivate and manufacture enough of our own products to satisfy customer demand. In addition, we carry products cultivated and manufactured by third parties. As a result, if an insufficient number of cultivators, manufacturers and distributors are able to obtain licenses our ability to purchase products and have them delivered to our dispensaries may be limited and may impact our sales.

***High tax rates on cannabis and compliance costs in California and Nevada may limit our customer base.***

The State of California imposes a 15.0% excise tax and state of Nevada imposes a 10% excise tax on products sold at licensed cannabis dispensaries. Local jurisdictions typically impose additional taxes on cannabis products. In addition, we incur significant costs complying with state and local laws and regulations. As a result, products sold at our dispensaries will likely cost more than similar products sold by unlicensed vendors and we may lose market share to those vendors.

***Federal income tax reform could have unforeseen effects on our financial condition and results of operations***

The Tax Cuts and Jobs Act, or the Tax Act, was enacted on December 22, 2017, and contains many changes to U.S. federal tax laws. The Tax Act requires complex computations that were not previously provided for under U.S. tax law and significantly revised the U.S. tax code by, among other changes, lowering the corporate income tax rate from 35% to 21%, requiring a one-time transition tax on accumulated foreign earnings of certain foreign subsidiaries that were previously tax deferred and creating new taxes on certain foreign sourced earnings. At December 31, 2019, the Company has completed its accounting for the tax effects of the 2017 Tax Act. However, additional guidance may be issued by the Internal Revenue Service, or IRS, the Department of the Treasury, or other governing body that may significantly differ from our interpretation of the law, which may result in a material adverse effect on our business, cash flow, results of operations or financial conditions.

***Inadequate funding for the Department of Justice (DOJ) and other government agencies could hinder their ability to perform normal business functions on which the operation of our business may rely, which could negatively impact our business.***

In an effort to provide guidance to federal law enforcement, the DOJ has issued Guidance Regarding Marijuana Enforcement to all United States Attorneys in a memorandum from Deputy Attorney General David Ogden on October 19, 2009, in a memorandum from Deputy Attorney General James Cole on June 29, 2011 and in a memorandum from Deputy Attorney General James Cole on August 29, 2013. Each memorandum provides that the DOJ is committed to the enforcement of the CSA but, the DOJ is also committed to using its limited investigative and prosecutorial resources to address the most significant threats in the most effective, consistent, and rational way. On January 4, 2018, Attorney General Jeff Sessions revoked the Ogden Memo and the Cole Memos.

The DOJ has not historically devoted resources to prosecuting individuals whose conduct is limited to possession of small amounts of marijuana for use on private property but has relied on state and local law enforcement to address marijuana activity. In the event the DOJ reverses its stated policy and begins strict enforcement of the CSA in states that have laws legalizing medical marijuana and recreational marijuana in small amounts, there may be a direct and adverse impact to our business and our revenue and profits. Furthermore, H.R. 83, enacted by Congress on December 16, 2014, provides that none of the funds made available to the DOJ pursuant to the 2015 Consolidated and Further Continuing Appropriations Act may be used to prevent certain states, including Nevada and California, from implementing their own laws that authorized the use, distribution, possession, or cultivation of medical marijuana. If a prolonged government shutdown occurs, it could enable the DOJ to enforce the CSA in states that have laws legalizing medical marijuana.

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***California's Phase-In of Laboratory Testing Requirements could impact the availability of the products sold in our dispensary***

Beginning July 1, 2018, cannabis goods must meet all statutory and regulatory requirements. A licensee can only sell cannabis goods that have been tested by a licensed testing laboratory and have passed all statutory and regulatory testing requirements. In order to be sold, cannabis goods harvested or manufactured prior to January 1, 2018, must be tested by a licensed testing laboratory and must comply with all testing requirements in section 5715 of the Bureau of Cannabis Control ("BCC") regulations. Cannabis goods that do not meet all statutory and regulatory requirements must be destroyed in accordance with the rules pertaining to destruction.

***There is uncertainty related to the regulation of vaporization products and certain other consumption accessories. Increased regulatory compliance burdens could have a material adverse impact on our business development efforts and our operations.***

There is uncertainty regarding whether and in what circumstances federal, state, or local regulatory authorities will seek to develop and enforce regulations relative to vaporizer hardware and accessories that can be used to vaporize cannabis and/or tobacco. Further, it remains to be seen whether current or future regulations relating to tobacco vaporization products would also apply to cannabis vaporization products and related consumption accessories.

There has been increasing activity on the federal, state, and local levels with respect to scrutiny of vaporizer products. Federal, state, and local governmental bodies across the United States have indicated that vaporization products and certain other consumption accessories may become subject to new laws and regulations at the state and local levels. For example, in September 2019, the Trump Administration announced a plan to ban the sale of most flavored e-cigarettes nationwide. At the state level, over 25 states have implemented statewide regulations that prohibit vaping in public places. In January 2015, the California Department of Health declared electronic cigarettes and certain other vaporizer products a health threat that should be strictly regulated like tobacco products, and in September 2019, California's governor issued an executive order on vaping, focused on enforcement and disclosure. Many states, provinces, and some cities have passed laws restricting the sale of electronic cigarettes and certain other tobacco vaporizer products. Some cities have also implemented more restrictive measures than their state counterparts, such as San Francisco, which in June 2018, approved a new ban on the sale of flavored tobacco products, including vaping liquids and menthol cigarettes.

The application of any new laws or regulations that may be adopted in the future, at a federal, state, or local level, directly or indirectly implicating cannabis vaporization products or consumption accessories could limit our ability to sell such products, result in additional compliance expenses, and require us to change our labeling and methods of distribution, any of which could have a material adverse effect on our business, results of operations and financial condition.

***The scientific community has not yet extensively studied the long-term health effects of the use of vaporizer products.***

Cannabis vaporizers and related products were recently developed and therefore the scientific community has not had a sufficient period of time to study the long-term health effects of their use. If the scientific community were to determine conclusively that use of any or all of these products poses long-term health risks, market demand for these products and their use could materially decline. Such a determination could also lead to litigation and significant regulation. Loss of demand for our product, product liability claims, and increased regulation stemming from unfavorable scientific studies on these products could have a material adverse effect on our business, results of operations, and financial condition.

***If product liability lawsuits are brought against us, we will incur substantial liabilities.***

We face an inherent risk of product liability. For example, we could be sued if any product we sell allegedly causes injury or is found to be otherwise unsuitable during product testing, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability and a breach of warranties. Claims could also be asserted under state consumer protection acts.

Furthermore, vaporizer products and other similar consumption product manufacturers, suppliers, distributors, and sellers have recently become subject to litigation. While we have not been a party to any product liability litigation and do not ourselves manufacture any products, several lawsuits have been brought against other manufacturers and sellers of smokeless products for injuries to health allegedly caused by use of smokeless products. We may be subject to similar claims in the future relating to vaporizer products that we sell. We may also be named as a defendant in product liability litigation against one of our suppliers by association, including in class action lawsuits. In addition, we may see increasing litigation over our vaporizer products or the regulation of our products as the regulatory regimes surrounding these products develop. If such lawsuits are filed against us in the future, we could incur substantial costs, including costs to defend the cases and possible damages awards.



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If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities or be required to limit sales of our products. Even a successful defense of these hypothetical future cases would require significant financial and management resources. If we are unable to successfully defend these hypothetical future cases, we could face at least the following potential consequences:

- decreased demand for our products;
- injury to our reputation;
- costs to defend the related litigation;
- a diversion of management's time and our resources;
- substantial monetary awards to users of our products;
- product recalls or withdrawals;
- loss of revenue; and
- a decline in our stock price.

In addition, while we continue to take what we believe are appropriate precautions, we may be unable to avoid significant liability if any product liability lawsuit is brought against us.

**Risks Related to an Investment in Our Securities**

*We expect to experience volatility in the price of our Common Stock, which could negatively affect stockholders' investments.*

The trading price of our Common Stock may be highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control. The stock market in general has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies with securities traded in those markets. Broad market and industry factors may seriously affect the market price of companies' stock, including ours, regardless of actual operating performance. All of these factors could adversely affect your ability to sell your shares of Common Stock or, if you are able to sell your shares, to sell your shares at a price that you determine to be fair or favorable.

*Our Common Stock is categorized as "penny stock," which may make it more difficult for investors to sell their shares of Common Stock due to suitability requirements.*

Our Common Stock is categorized as "penny stock." The Securities and Exchange Commission has adopted Rule 15c-9, which generally defines "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. The price of our Common Stock is significantly less than \$5.00 per share and is therefore considered "penny stock." This designation imposes additional sales practice requirements on broker-dealers who sell to persons other than established customers and accredited investors. The penny stock rules require a broker-dealer buying our securities to disclose certain information concerning the transaction, obtain a written agreement from the purchaser and determine that the purchaser is reasonably suitable to purchase the securities given the increased risks generally inherent in penny stocks. These rules may restrict the ability and/or willingness of brokers or dealers to buy or sell our Common Stock, either directly or on behalf of their clients, may discourage potential stockholders from purchasing our Common Stock, or may adversely affect the ability of stockholders to sell their shares.

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***Financial Industry Regulatory Authority (“FINRA”) sales practice requirements may also limit a stockholder’s ability to buy and sell our Common Stock, which could depress the price of our Common Stock.***

In addition to the “penny stock” rules described above, FINRA has adopted rules that require a broker-dealer to have reasonable grounds for believing that the investment is suitable for that customer before recommending an investment to a customer. Prior to recommending speculative low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives, and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. Thus, the FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our Common Stock, which may limit your ability to buy and sell our shares of Common Stock, have an adverse effect on the market for our shares of Common Stock, and thereby depress our price per share of Common Stock.

***The elimination of monetary liability against our directors, officers, and employees under Nevada law and the existence of indemnification rights for our obligations to our directors, officers, and employees may result in substantial expenditures by us and may discourage lawsuits against our directors, officers, and employees.***

Our Articles of Incorporation contain a provision permitting us to eliminate the personal liability of our directors to us and our stockholders for damages for the breach of a fiduciary duty as a director or officer to the extent provided by Nevada law. We may also have contractual indemnification obligations under any future employment agreements with our officers or agreements entered into with our directors. The foregoing indemnification obligations could result in us incurring substantial expenditures to cover the cost of settlement or damage awards against directors and officers, which we may be unable to recoup. These provisions and the resulting costs may also discourage us from bringing a lawsuit against directors and officers for breaches of their fiduciary duties; and may similarly discourage the filing of derivative litigation by our stockholders against our directors and officers even though such actions, if successful, might otherwise benefit us and our stockholders.

***We may issue additional shares of Common Stock or Preferred Stock in the future, which could cause significant dilution to all stockholders.***

Our Articles of Incorporation authorize the issuance of up to 990,000,000 shares of Common Stock and 50,000,000 shares of preferred stock, with a par value of \$0.001 per share. As of March 9, 2019, we had 183,535,449 shares of Common Stock, 8 shares of Series A Preferred Stock and zero shares of Series B Preferred Stock outstanding; however, we may issue additional shares of Common Stock or preferred stock in the future in connection with a financing or an acquisition. Such issuances may not require the approval of our stockholders. In addition, certain of our outstanding rights to purchase additional shares of Common Stock or securities convertible into our Common Stock are subject to full-ratchet anti-dilution protection, which could result in the right to purchase significantly more shares of Common Stock being issued or a reduction in the purchase price for any such shares or both. Any issuance of additional shares of our Common Stock, or equity securities convertible into our Common Stock, including but not limited to, preferred stock, warrants, and options, will dilute the percentage ownership interest of all stockholders, may dilute the book value per share of our Common Stock, and may negatively impact the market price of our Common Stock.

***Anti-takeover effects of certain provisions of Nevada state law hinder a potential takeover of us.***

Nevada has a business combination law that prohibits certain business combinations between Nevada corporations and “interested stockholders” for three years after an “interested stockholder” first becomes an “interested stockholder,” unless the corporation’s board of directors approves the combination in advance. For purposes of Nevada law, an “interested stockholder” is any person who is (i) the beneficial owner, directly or indirectly, of ten percent or more of the voting power of the outstanding voting shares of the corporation or (ii) an affiliate or associate of the corporation and at any time within the three previous years was the beneficial owner, directly or indirectly, of ten percent or more of the voting power of the then outstanding shares of the corporation. The definition of the term “business combination” is sufficiently broad to cover virtually any kind of transaction that would allow a potential acquirer to use the corporation’s assets to finance the acquisition or otherwise to benefit its own interests rather than the interests of the corporation and its other stockholders.

The effect of Nevada’s business combination law is potentially to discourage parties interested in taking control of us from doing so if they cannot obtain the approval of our Board. Both of these provisions could limit the price investors would be willing to pay in the future for shares of our Common Stock.

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***Because we do not intend to pay any cash dividends on our Common Stock, our stockholders will not be able to receive a return on their shares unless they sell them.***

We intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our Common Stock in the foreseeable future. Declaring and paying future dividends, if any, will be determined by our Board, based upon earnings, financial condition, capital resources, capital requirements, restrictions in our Articles of Incorporation, contractual restrictions, and such other factors as our Board deems relevant. Unless we pay dividends, our stockholders will not be able to receive a return on their shares unless they sell them. There is no assurance that stockholders will be able to sell shares when desired.

***Failure to execute our strategies could result in impairment of goodwill or other intangible assets, which may negatively impact profitability.***

As of December 31, 2019, we have goodwill of \$27.72 million and other intangible assets of \$15.27 million, which represents 36.2% of our total assets. As of December 31, 2018, we had goodwill of \$35.17 million and other intangible assets of \$18.47 million, which represented 44.7% of our total assets. We evaluate goodwill for impairment on an annual basis or more frequently if impairment indicators are present based upon the fair value of each reporting unit. We assess the impairment of other intangible assets on an annual basis, or more frequently if impairment indicators are present, based upon the expected future cash flows of the respective assets. These valuations include management's estimates of sales, profitability, cash flow generation, capital structure, cost of debt, interest rates, capital expenditures, and other assumptions. Significant negative industry or economic trends, disruptions to our business, inability to achieve sales projections or cost savings, inability to effectively integrate acquired businesses, unexpected significant changes or planned changes in use of the assets or in entity structure, and divestitures may adversely impact the assumptions used in the valuations. If the estimated fair value of our reporting units changes in future periods, we may be required to record an impairment charge related to goodwill or other intangible assets, which would reduce earnings in such period.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

#### ITEM 2. PROPERTIES

A summary of the offices and properties we lease or own are presented in the table below. Each of our facilities is considered to be in good condition, adequate for its purpose and suitably utilized according to the individual nature and requirements of the relevant operations.

<u>Purpose</u>	<u>Location</u>	<u>Own or Lease</u>	<u>Base Monthly Rent</u>	<u>Lease Begin Date</u>	<u>Lease End Date</u>
Corporate Headquarters	Irvine, CA	Lease	\$ 19,255	05/01/2019	04/30/2024
Office (Edible Garden)	Jesery City, NJ	Lease	\$ 4,967	12/01/2017	12/31/2020
Land for Greenhouse (Edible Garden)	Belvidere, NJ	Lease	\$ 14,640	01/01/2015	12/31/2029
Cultivation Facility (Gary)	Las Vegas, NV	Lease	\$ 5,624	05/01/2014	04/30/2024
Cultivation Facility <sup>(1)</sup>	Oakland, CA	Lease	\$ 25,462	01/01/2017	12/31/2024
Cultivation Facility <sup>(1)</sup>	Spanish Springs, NV	Own	–	–	–
Dispensary (Blüm Oakland)/Cultivation Facility	Oakland, CA	Lease	\$ 30,596	05/01/2016	03/31/2022
Dispensary (Blüm Desert Inn)	Las Vegas, NV	Lease	\$ 9,422	04/15/2014	05/31/2019
Dispensary (Blüm Decatur)	Las Vegas, NV	Lease	\$ 5,245	05/01/2014	04/30/2019
Dispensary (Blüm San Leandro)	San Leandro, CA	Lease	\$ 25,462	01/01/2017	12/31/2024
Dispensary (Blüm Reno)	Reno, NV	Lease	\$ 7,500	08/01/2019	07/31/2020
Dispensary (MediFarm So Cal)	Santa Ana, CA	Lease	\$ 15,000	10/01/2017	M to M
Building (Carnegie)	Santa Ana, CA	Own	–	–	–
Building (Dyer)	Santa Ana, CA	Own	–	–	–
Building (4th Street)	Las Vegas, NV	Own	–	–	–

<sup>(1)</sup> Not open yet.

#### ITEM 3. LEGAL PROCEEDINGS

See Note 19 – “*Litigation and Claims*” of the Notes to Consolidated Financial Statements in Part II of this Annual Report on Form 10-K, which is incorporated herein by reference.

#### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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**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 quoted on the OTC Markets Group, Inc.'s OTCQX tier under the symbol "TRTC." On March 9, 2020, the closing bid price on the OTC Markets Group, Inc.'s OTCQX tier for our Common Stock was \$0.089.

**Holders**

As of March 9, 2020, there were 185,843,857 shares of Common Stock issued and 183,535,449 shares of Common Stock outstanding (excluding shares of Common Stock issuable upon conversion or conversion into shares of Common Stock of all of our currently outstanding Series A Preferred Stock and Series B Preferred Stock and exercise of our warrants and options) held by approximately 196 stockholders of record. We believe that we have more than 296,500 beneficial holders of our Common Stock. As of March 9, 2020, there were no shares issued and outstanding of our Series B Preferred Stock, Series G Preferred Stock, Series N Preferred Stock and Series Z Preferred Stock.

**Dividends**

We have not declared any dividends and we do not plan to declare any dividends in the foreseeable future. There are no restrictions in our Articles of Incorporation or Bylaws that prevent us from declaring dividends. The Nevada Revised Statutes, however, prohibit us from declaring dividends where, after giving effect to the distribution of the dividend:

- we would not be able to pay our debts as they become due in the usual course of business; or
- our total assets would be less than the sum of our total liabilities plus the amount that would be needed to satisfy the rights of stockholders who have preferential rights superior to those receiving the distribution, unless otherwise permitted under our Articles of Incorporation.

**Securities Authorized for Issuance Under Equity Compensation Plans**

On January 12, 2016, we adopted the 2016 Equity Incentive Plan (the "Plan"), and our stockholders approved the Plan at our annual meeting of stockholders that was held on September 26, 2016. Pursuant to the terms of the Plan, the maximum number of shares of Common Stock available for the grant of awards under the Plan shall not exceed 2.0 million. During the years ended December 31, 2018 and 2017, the Company granted ten-year options to directors, officers, and employees, pursuant to which such individuals are entitled to exercise options to purchase an aggregate of up to 0.80 million and 0.73 million shares of Common Stock, respectively. The options have exercise prices of \$2.54 - \$4.68 per share, and generally vest quarterly over a three-year period.

On December 11, 2018, the Company's Board of Directors approved the 2018 Equity Incentive Plan (the "Plan"). On June 20, 2019, the Company adopted the Amended and Restated 2018 Equity Incentive Plan (the "2018 Plan"), and our stockholders approved the Plan at our annual meeting of stockholders that was held September 23, 2019. Pursuant to the terms of the 2018 Plan, the maximum number of shares of Common Stock available for the grant of awards under the 2018 Plan shall not exceed 13.00 million. During the years ended December 31, 2019 and 2018, the Company granted ten-year options to directors, officers, and employees, pursuant to which such individuals are entitled to exercise options to purchase an aggregate of up to 5.70 million and 4.14 million shares of Common Stock, respectively. The options have exercise prices of \$0.58 - \$1.00 per share, and generally vest quarterly over a three-year period.

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During the year ended December 31, 2018, the Company granted ten-year options to directors, officers, and employees, pursuant to which such individuals are entitled to exercise options to purchase an aggregate of up to 1.06 million shares of Common Stock that were not subject to the 2016 Equity Plan or the 2018 Equity Plan. The options have exercise prices ranging from \$2.02 to \$3.75 per share, and generally vest quarterly over a three-year period.

On February 14, 2020, the Board approved an amendment (the “Plan Amendment”) to the Company’s Amended and Restated 2018 Equity Incentive Plan (the “Plan”) to increase the number of shares available for issuance thereunder by 28.98 million shares of Terra Tech common stock for a total of 43.98 million shares of Terra Tech common stock, plus the number of shares, not to exceed 2.00 million shares, that may become available under the Company’s 2016 Equity Incentive Plan after termination of awards thereunder, subject to adjustment in accordance with the terms of the Plan.

Plan Category	Equity Compensation Plan Information		
	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Range of Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Equity Compensation Plans Approved By Security Holders	5,164,063	\$ 0.576-5.035	40,812,362
Equity Compensation Plans Not Approved By Security Holders	784,565	2.02-3.75	-
<b>Total</b>	<b>5,948,628</b>	<b>\$ 0.576-5.035</b>	<b>40,812,362</b>

**Penny Stock Regulations**

The SEC has adopted regulations that generally define “penny stock” to be an equity security that has a market price of less than \$5.00 per share. Our Common Stock, when and if a trading market develops, may fall within the definition of penny stock and be subject to rules that impose additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and accredited investors (generally those with assets in excess of \$1.00 million, or annual incomes exceeding \$0.20 million individually, or \$0.30 million, together with their spouse).

For transactions covered by these rules, the broker-dealer must make a special suitability determination for the purchase of such securities and have received the purchaser’s prior written consent to the transaction. Additionally, for any transaction, other than exempt transactions, involving a penny stock, the rules require the delivery, prior to the transaction, of a risk disclosure document mandated by the SEC relating to the penny stock market. The broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and, if the broker-dealer is the sole market-maker, the broker-dealer must disclose this fact and the broker-dealer’s presumed control over the market. Finally, monthly statements must be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks. Consequently, the “penny stock” rules may restrict the ability of broker-dealers to sell our Common Stock and may affect the ability of investors to sell their Common Stock in the secondary market.

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**Equity Financing Facility**

On November 28, 2016, Terra Tech Corp. entered into an Investment Agreement (the “Investment Agreement”) with an accredited investor (the “Purchaser”) pursuant to which, upon the terms and subject to the conditions set forth therein, the Investor is committed to purchase up to \$20.00 million of shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”) over the 30-month term of the Investment Agreement. From time to time over the term of the Investment Agreement, at the Company’s sole discretion, the Company may present the Purchaser with a put notice to purchase Common Stock. The maximum amount of any put shall be equal to the lesser of (i) \$1.50 million and (ii) 200.0% of the average of the daily trading volume of the Common Stock in the ten (10) trading days prior to the delivery of a put notice. The Company may not deliver more than one put notice during any five (5) trading day period. The purchase price of the Common Stock shall be 95.0% of the average of the three (3) lowest daily volume weighted average prices of the Common Stock in the five (5) trading days prior to the delivery of a put notice (the “Purchase Price”). In the event the average of the three (3) lowest daily volume weighted average prices of the Common Stock in the five (5) trading days following the delivery of a put notice is less than the Purchase Price, the Company shall deliver to the Purchaser additional shares of Common Stock such that the effective price per share of Common Stock paid by the Purchaser is equal to the Purchase Price. Upon execution of the Investment Agreement, the Company issued the Purchaser 13,333 shares of Common Stock as a commitment fee (the “Commitment Shares”).

Pursuant to the Investment Agreement, the Company agreed to sell the Common Stock, including the Commitment Shares, pursuant to an effective shelf registration statement on Form S-3 (Registration No. 333-210673), declared effective by the Securities and Exchange Commission on August 12, 2016, and a related prospectus supplement thereto.

On September 7, 2018, Company filed a shelf registration statement on Form S-3 with the United States Securities and Exchange Commission. The shelf registration was declared effective by the SEC, on October 11, 2018. The registration statement will allow the Company to issue, from time to time at prices and on terms to be determined at or prior to the time of the offering, shares of our common stock, par value \$0.001 per share (our “Common Stock”), shares of our preferred stock, par value \$0.001 per share (our “Preferred Stock”), debt securities, warrants, rights, or purchase contracts, either individually or in units, with a total value of up to \$100.00 million.

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

*The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes thereto included elsewhere in this Annual Report on Form 10-K beginning on page F-1. The following discussion contains forward-looking statements that involve risks and uncertainties. Investors should not place undue reliance on these forward-looking statements. These forward-looking statements are based on current expectations and actual results could differ materially from those discussed herein. Factors that could cause or contribute to the differences are discussed in Item 1A, “Risk Factors” and elsewhere in this Annual Report on Form 10-K. Our actual results could differ materially from those predicted in these forward-looking statements, and the events anticipated in the forward-looking statements may not actually occur. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We are under no duty to update any of the forward-looking statements after the date of this Annual Report on Form 10-K to conform these statements to actual results or to reflect the occurrence of unanticipated events, unless required by applicable laws or regulations.*

**Results of Operations**

***Year Ended December 31, 2019 Compared to the Year Ended December 31, 2018***

**Revenues**— For the year ended December 31, 2019, we generated revenues from continuing operations of approximately \$28.05 million, compared to approximately \$20.16 million for the year ended December 31, 2018, an increase of approximately \$7.89 million. The increase was primarily due ramping up of our production operations, a \$3.32 million impact, and increased dispensary revenue, which accounted for \$3.71 million. We also saw a 20% increase in revenue generated by Edible Garden from the sales of its produce and herb products. At this stage in our development, revenues are not yet sufficient to cover ongoing operating expenses.

**Cost of Goods Sold**— For the year ended December 31, 2019, cost of goods sold from continuing operations was approximately \$13.40 million, compared to approximately \$13.16 million for the year ended December 31, 2018, an increase of only \$0.24 million, on a revenue increase of \$7.89 million. We saw operational improvements on the Cannabis segment via improved purchasing, marketing, and enhanced vertical integration that nearly offset the additional cost of sales attached to the incremental revenue.

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*Gross Profit and Gross Margin*— Our gross profit for the year ended December 31, 2019 was approximately \$14.65 million, compared to a gross profit of approximately \$7.01 million for the year ended December 31, 2018, an increase of approximately \$7.64 million. Our gross margin for the year ended December 31, 2019 was approximately 52.23%, compared to approximately 34.77% for the year ended December 31, 2018.

*Selling, General and Administrative Expenses*— Selling, general and administrative expenses for the year ended December 31, 2019 were approximately \$45.32 million, compared to approximately \$37.91 million for the year ended December 31, 2018, an increase of approximately \$7.41 million. The increase was primarily due to: (i) an increase of 2.29 million for depreciation expense; (ii) an increase of \$1.81 million in employee stock option expense; (iii) an increase of \$0.83 million in amortization expense; (iv) an increase of \$0.62 million in legal expense; (v) an increase of \$0.57 million for marketing expense; (vi) a \$0.40 million increase in bank service fees; (vii) an increase of \$0.38 million in allowance for doubtful accounts; (viii) a \$0.31 million increase in insurance expense, and (ix) an increase of \$0.24 million increase in licenses, fees, and taxes.

*Other Operating Gain/Expense* — Other expenses for the year ended December 31, 2019 were approximately \$8.62 million, compared to an Other Operating Gain of approximately \$4.49 million for the year ended December 31, 2018, an increase of approximately \$13.11 million. The increase was primarily due to the combination of (i) a goodwill impairment charge of \$8.35 million in 2019 (ii) a \$5.23 million gain recorded for the sale of the assets at our dispensary located at 1921 Western Ave., Las Vegas, in 2018 which reduced Other Expense.

Management will continue its efforts to lower operating expenses and increase revenue. We will continue to invest in further expanding our operations and a comprehensive marketing campaign with the goal of accelerating the education of potential clients and promoting our name and our products. Given that most of the operating expenses are fixed or have a quasi-fixed character, management expects that, as revenue increases, those expenses, as a percentage of revenue, will significantly decrease. Nevertheless, there can be no assurance that we will be able to increase our revenues in succeeding quarters.

**Going Concern**

We have incurred significant losses in prior periods. For the year ended December 31, 2019, we incurred a net loss of \$46.93 million and, as of that date, we had an accumulated deficit of \$189.69 million. For the year ended December 31, 2018, we incurred a net loss of \$39.75 million and, as of that date, we had an accumulated deficit of \$142.75 million. We expect to experience further significant net losses in 2020 and the foreseeable future. At December 31, 2019, we had a cash balance of approximately \$1.23 million, compared to a cash balance of approximately \$7.19 million at December 31, 2018. We have not been able to generate sufficient cash from operating activities to fund our ongoing operations. Since our inception, we have raised capital through private sales of common stock, and debt securities. Our future success is dependent upon our ability to achieve profitable operations and generate cash from operating activities. There is no guarantee that we will be able to generate enough revenue and/or raise capital to support our operations.

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

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

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The risks and uncertainties surrounding the timing of the close of our pending asset sales in Nevada, our limited capital resources, and the weak industry conditions impacting our business raise substantial doubt as to our ability to continue as a going concern for twelve months from the issuance of these financial statements. The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, which contemplate our continuation as a going concern. For additional information, see Note 21– “*Going Concern*” of the Notes to Consolidated Financial Statements included in Part II, and Item 1A – “*Risk Factors*” in Part I of this Annual Report on Form 10-K.

**Sources and Uses of Cash**

***Cash Used in Operating Activities***

Cash used in operating activities for the year ended December 31, 2019 was approximately \$14.74 million, compared to approximately \$19.88 million for the year ended December 31, 2018. The \$5.14 million decrease in cash used in operating activities was due a number of influences, however there was one significant factor. In light of our asset transfers being frozen by state of Nevada, management made efforts to conserve cash until the consummation of the asset sales.

***Cash Used in Investing Activities***

Cash provided by investing activities for the year ended December 31, 2019 was approximately \$0.63 million, compared to cash used in investing activities of approximately \$16.53 million for the prior year. The 2018 activity was comprised of expenditures related to: (i) the construction of the San Leandro and Oakland facilities; (ii) capital expenditures at Edible Garden in Belvidere, N.J.; (iii) payment for acquisition of real estate in Santa Ana, California and (iv) \$5.00 million equity investment in Hydrofarm Holdings Group, Inc. and approximately \$2.00 million advances to NuLeaf (see Note 4 – “*Variable Interest Entities*”).

During 2019, cash provided was primarily driven by asset sales proceeds. Management delayed certain construction projects until the State of Nevada approves our pending asset sales.

***Cash Provided by Financing Activities***

Cash provided by financing activities for the year ended December 31, 2019 was approximately \$8.14 million, compared to \$38.16 million for the prior year. The cash provided by financing activities in fiscal 2019 was primarily due to \$13.00 million proceeds from the issuance of notes payable and \$4.50 million from the sale of Common Stock and warrants. The Company also had a cash outflow related to the purchase of \$6.25 million related to the purchase of an unaffiliated third parties interest in MediFarm I, MediFarm II, and MediFarm I RE. See Note 19 – “*Litigation and Claims*”. The cash provided by financing activities in fiscal 2018 was primarily due to: (i) \$33.65 million proceeds from the issuance of notes payable and (ii) \$5.60 million from the sale of Common Stock and warrants.

**Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements.

**Critical Accounting Policies**

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect reported amounts and related disclosures. Management considers an accounting estimate to be critical if: (1) it requires assumptions to be made that are uncertain at the time the estimate is made; and (2) changes in the estimate, or different estimates that could have been selected, could have a material effect on our results of operations or financial condition.



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While we believe that our estimates, assumptions, and judgments are reasonable, they are based on information presently available. Actual results may differ significantly. Additionally, changes in our assumptions, estimates or assessments as a result of unforeseen events or otherwise could have a material impact on our consolidated financial position or results of operations. We believe that the following critical policies affect our more significant judgments and estimates used in preparation of our consolidated financial statements.

We disclose those accounting policies that we consider to be significant in determining the amounts to be utilized for communicating our consolidated financial position, results of operations and cash flows in Note 2 – “*Summary of Significant Accounting Policies*” to our consolidated financial statements included elsewhere herein. Our discussion and analysis of our financial condition, results of operations, and cash flows are based on our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of financial statements in conformity with these principles requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results are likely to differ from these estimates, but management does not believe such differences will materially affect our financial position or results of operations.

See Note 2 – “*Summary of Significant Accounting Policies*,” to our Financial Statements for further information on accounting policies that we believe to be critical, including our policies on:

*Business Combinations*  
*Revenue Recognition*  
*Stock-Based Compensation*  
*Notes Receivable*  
*Goodwill*  
*Long-Lived and Intangible Assets*  
*Valuation of Inventory*  
*Deferred Income Taxes*  
*Fair Value Estimates*

**Recently Adopted and Issued Accounting Standards**

See Note 2 – “*Summary of Significant Accounting Policies*” to our Financial Statements for information regarding accounting standards adopted in 2019 and other new accounting standards that were issued but not effective as of December 31, 2019.

**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 and supervision of our Chief Executive Officer and Chief Financial Officer, is responsible for our disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified under SEC rules and forms. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our principal executive officer and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

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Our management, including the Chief Executive Officer and the Chief Financial Officer, carried out an evaluation of the effectiveness of our disclosure controls and procedures as of December 31, 2019. Based on this evaluation, our management concluded that as of December 31, 2019 these disclosure controls and procedures were effective at the reasonable assurance level. As discussed below, our internal control over financial reporting is an integral part of our disclosure controls and procedures.

**Management’s Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Internal control over financial reporting is a process designed by, or under the supervision of, our principal executive and principal financial officers, or persons performing similar functions, and effected by our board of directors, management, and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of inherent limitations, no matter how well designed and operated, internal control over financial reporting may not prevent or detect misstatements and can only provide reasonable assurance of achieving the desired control objectives. In addition, the design of internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

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Our Chief Executive Officer and Chief Financial Officer have performed an evaluation of our internal control over financial reporting under the framework in *Internal Control-Integrated Framework (2013)*, issued by the Committee of Sponsoring Organizations of the Treadway Commission. The objective of this assessment was to determine whether our internal control over financial reporting was effective at December 31, 2019.

Based on the results of its assessment, our management concluded that our internal control over financial reporting was effective as of December 31, 2019 based on such criteria.

Our independent registered public accounting firm, Marcum LLP, has audited our consolidated financial statements and has issued an attestation report on our internal control over financial reporting as of December 31, 2019, which report is included herein.

We believe that the consolidated financial statements included in this Annual Report on Form 10-K for the year ended December 31, 2019 fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with GAAP.

**Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the fiscal quarter ended December 31, 2019, that have materially affected, or are likely to materially affect, our internal control over financial reporting.

**Inherent Limitation on the Effectiveness of Internal Controls**

The effectiveness of any system of internal control over financial reporting is subject to inherent limitations, including the exercise of judgment in designing, implementing, operating, and evaluating the controls and procedures, and the inability to eliminate misconduct completely. Accordingly, any system of internal control over financial reporting can only provide reasonable, not absolute, assurances. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. We intend to continue to monitor and upgrade our internal controls as necessary or appropriate for our business but cannot assure that such improvements will be sufficient to provide us with effective internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.

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**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The following table sets forth the names and ages of our current directors and executive officers, the principal offices and positions held by each person, and the year such director or officer commenced serving in such capacity:

<b>Name</b>	<b>Director or Officer Since</b>	<b>Age</b>	<b>Positions</b>
Derek Peterson	2012	46	Chairman of the Board and Chief Strategy Officer
Matthew Morgan	2020	34	Chief Executive Officer and Director
Alan Gladstone	2017	72	Director
Michael James	2012	61	Chief Financial Officer
Michael A. Nahass	2012	54	President, Chief Operating Officer, Secretary, Treasurer, and Director
Steven J. Ross	2012	62	Director

**Derek Peterson**  
**Chairman of the Board and Chief Strategy Officer**

Mr. Peterson has served as our President and Chief Executive Officer, and Chairman of the Board, since February 9, 2012. Mr. Peterson served as President until November 6, 2017. Mr. Peterson began his career in finance with Crowell, Weedon & Co. (now, D.A. Davidson & Co.), the then-largest independent broker-dealer on the West Coast. In his 6 years there, Mr. Peterson became a partner and Branch supervisor where he was responsible for sales of over \$10 million. Mr. Peterson was offered an opportunity to build a southern Orange County presence for Wachovia Securities, where he became the first Vice President and Branch Manager for their Mission Viejo location. He was instrumental in growing that office from the ground up into the \$15 million office it is today. After his term at Wachovia Securities (now, Wells Fargo Advisors), Mr. Peterson accepted an opportunity for a Senior Vice President position with Morgan Stanley Smith Barney, where he and his team oversaw combined assets of close to \$100 million. In addition, he has also been involved in several public and private equity financings, where he has personally funded several projects from angel to mezzanine levels. Mr. Peterson is a CFP Professional and holds his Series 7 (General Securities Representative), Series 9 and 10 (General Securities Sales Supervisor), Series 3 (National Commodity Futures), Series 65 (Investment Advisor Representative), and California Insurance License. Mr. Peterson holds a Bachelor's degree in Business Management from Pepperdine University. Mr. Peterson also owned a 12% interest in Black Oak until we acquired Black Oak on April 1, 2016. As a co-owner of Black Oak, Mr. Peterson worked with governmental agencies and tax authorities in Oakland, including working with the city to establish medical cannabis ordinances, competed for a permit to operate, and responded to a city request for proposal. Mr. Peterson's experiences gained through these matters will assist us in launching and operating the medical marijuana and adult use cultivation, production and dispensary businesses of MediFarm, MediFarm I, and MediFarm II, as well as IVXX's launch of its line of cannabis flowers, cigarettes, and pure concentrates. Mr. Peterson's background in investment banking led to our conclusion that he should serve as a director in light of our business and structure.

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**Matthew Morgan**  
**Chief Executive Officer and Director**

Mr. Morgan served as the Chief Executive Officer of OneQor Technologies, Inc. from December 2018 through the closing of the merger with Oneqor. From March 2014 through November 2017, Mr. Morgan served as co-Founder and Chief Executive Officer of Tryke Companies, LLC, a vertically integrated seed-to-sale cannabis company that includes the Reef Dispensary. In 2018, Mr. Morgan was named one of the most influential people in cannabis by High Times magazine. Mr. Morgan co-founded several businesses including Bloom Dispensaries, Reef Dispensaries, and Ignite Cannabis Co.

**Alan Gladstone**  
**Director**

Mr. Gladstone has served as a Director since November 15, 2017. Mr. Gladstone was Founder, Chairman, President and CEO of Anna's Linens, a specialty retailer of home textiles and home decoration items, from 1987 - 2014. During his tenure at Anna's Linens, he grew the business to 305 stores in 23 states with over \$400 million in annual revenues. He managed a team of 12 executives and over 3,500 employees and oversaw the company's M&A strategy. Anna's Linens was ranked the 13th largest seller of home textiles nationally in 2013. On June 14, 2015, Anna's Linens filed a petition in the United States Bankruptcy Court for the Central District of California seeking relief under Chapter II of the United States Bankruptcy Code. Prior to his time at Anna's Linens, he was a self-employed retail business consultant where he counted Vons, TG&Y and Cook United in his client base. He was also President of Home Front, a division of U.S. Shoe, from 1983 - 1986 where he led a team of 800 employees. In this role, he led the profitable growth of the business from 21 stores to 105 stores and grew sales from \$40 million to \$400 million. Mr. Gladstone has a BS in Economics from the University of California, Irvine. Mr. Gladstone's entrepreneurial experience and success in retail led to our conclusion that he should serve as a Director and Chairman of the Compensation Committee in light of our business and structure.

**Michael James**  
**Chief Financial Officer**

Mr. James has served as our Chief Financial Officer since February 9, 2012. In addition to this role, Mr. James has served as the Chief Executive Officer and Chief Financial Officer of Inergetics, Inc. from June 11, 2012 until January 2016. Previously, Mr. James served as Chief Executive Officer of Nestor, Inc. ("Nestor"), where he successfully completed a financial restructuring of Nestor prior to its sale in September 2009 from the Receiver's Estate in Superior Court of the State of Rhode Island. He also served on Nestor's Board of Directors from 2006 to 2009. Mr. James was the Managing Partner of Kuekenhof Capital Management, LLC, a private investment management company, from 1999 to 2015. Mr. James is also the Chairman of the Board of Guided Therapeutics, Inc., where he serves as Chairman of the Audit Committee and as a member of the Compensation Committee. During his career, Mr. James has served as a Partner at Moore Capital Management, Inc., a premiere private investment management company; Chief Financial and Administrative Officer at Buffalo Partners, L.P., a private investment management company; and Treasurer and Chief Financial Officer of National Discount Brokers. Mr. James began his career in 1980 as a staff accountant with Eisner, LLP. Mr. James is a retired CPA.

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**Michael A. Nahass**  
**President, Chief Operating Officer, Secretary, Treasurer, and Director**

Mr. Nahass has served as a Director since January 26, 2012, and as our Secretary and Treasurer since July 20, 2015, and as our President and Chief Operating Officer since November 6, 2017. Previously, Mr. Nahass served as our President, Secretary and Treasurer from January 26, 2012 until February 9, 2012. Since August 2011, Mr. Nahass has served as Managing Director of Arque Capital, Ltd., of Irvine, California. From September 2009 until August 2011, Mr. Nahass was a Partner, and served as Managing Director/Chief Operating Office of NMS Capital Asset Management, Inc. (“NMS Capital”). Additionally, while at NMS Capital, Mr. Nahass served as Chief Portfolio Manager of the NMS Platinum Funds, LLC. From February 1995 until April 2007, Mr. Nahass was employed in various positions at Morgan Stanley, where his last position was Senior Vice President and Complex Manager, where he directly managed over 200 financial advisors with approximately \$20 billion in assets under management. With over 20 years of financial services experience, Mr. Nahass has been and is responsible for private client services, business development, regulatory compliance and strategic development. Mr. Nahass holds a B.S. in Business Administration (1988) from Fairleigh Dickenson University. In addition, he also holds NASD Series 3 (National Commodity Futures), Series 7 (General Securities Representative), Series 8 (Supervisory), Series 31 (Managed Futures) and Series 65 (Investment Advisor Representative) licenses. Mr. Nahass’ background in investment banking led to our conclusion that he should serve as director in light of our business and structure.

**Steven J. Ross**  
**Director**

Mr. Ross has served as a Director since July 23, 2012, and has over 30 years of senior management experience, ranging from high growth private companies to multi-billion dollar divisions of public enterprises. His experience also includes service on numerous public and private Boards. He is known as a problem solver who has demonstrated leadership and consistent results in challenging business situations across multiple industries. Mr. Ross has been CEO of Ecolane since June 2013. Ecolane is a Helsinki, Finland-based software company providing disruptive, specialized software and support services for transportation scheduling, dispatching and tracking. US operations are headquartered in Wayne, PA, where the company supports statewide contracts in PA, NE, NC and OH and numerous state and local transportation agencies throughout the country. Ecolane was acquired by National Express PLC, a British publicly-traded leading international transportation company in June 2016, generating greater than 500% returns for Ecolane’s investors.

Prior to leading Ecolane, Mr. Ross was a Managing Director at MTN Capital Partners, a New York-based Private Equity firm, and Managing Partner of Belcourt Associates. Previously, Mr. Ross was CEO of National Investment Managers from 2006 until its sale to a Private Equity firm in 2011. Under Mr. Ross’ leadership, the company became the largest independent retirement services company in the country with over \$11 billion in assets under administration and operations in 17 cities in the United States. Between 2001 and 2006, Mr. Ross served as Chairman and CEO of DynTek. During his tenure he successfully transitioned the company from a \$5 million software development company to a leading provider of information technology services with annual revenues of over \$100 million. From 1998 to 2001, Mr. Ross was Vice President and General Manager of the Computer Systems Division of Toshiba America with overall responsibility for Toshiba’s \$3 billion computer business in the US and South America. Prior to joining Toshiba, from 1996 to 1998, Mr. Ross served as President & General Manager – Computer Reseller Division and President of Corporate Marketing at Inacom, a \$7 billion Fortune 500 provider of computer products and services. Prior to his employment at Inacom, Mr. Ross served as Senior Vice President, Sales & Business Development, for Intelligent Electronics. Mr. Ross has also held senior management positions at Dell Computer Corporation and PTXI/Bull HN Information Systems. Mr. Ross has served as Vice-Chairman of the Board of the Computing Technology Industry Association (COMPTIA) and on the board of the US Internet Industry Association (USIIA). He also served on the Board of the national Cristina Foundation, and as a member of the Harvard Club of Orange County and the Harvard Business School Association of Orange County.

He is an active alumnus of Harvard University and a graduate of the Advanced Management Program at Harvard Business School. Steve has appeared as an industry and corporate spokesperson in numerous business and trade publications and events and was named #14 in Smart Reseller’s annual listing of top 50 computer industry executives.

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**Director Qualifications**

We believe that our directors should have the highest professional and personal ethics and values, consistent with our values and standards. They should have broad experience at the policy-making level in business or banking. They should be committed to enhancing stockholder value and should have sufficient time to carry out their duties and to provide insight and practical wisdom based on experience. Their service on other boards of public companies should be limited to a number that permits them, given their individual circumstances, to perform responsibly all director duties for us. Each director must represent the interests of all stockholders. When considering potential director candidates, the Board also considers the candidate's character, judgment, diversity, age and skills, including financial literacy and experience in the context of our needs and the needs of the Board.

**Independent Director Agreements**

Pursuant to an Independent Director Agreement dated July 1, 2019 with Steven J. Ross and Alan Gladstone the Company agreed to pay each of Mr. Ross and Mr. Gladstone \$12,500 per month for a period of three years beginning on July 1, 2019. The cash compensation includes \$10,000 per month for service as a Director and \$2,500 per month for service as the Chairperson of one or more board committees. The Company also issued to each of Mr. Ross and Mr. Gladstone 86,805 restricted shares of the Company's common stock ("Common Stock"), all of which vested on the date of appointment, and an option to purchase an additional 86,805 shares of Common Stock with an exercise price of the closing price of the Common Stock on the date of the Director Agreements, which vest over a three-year period. In addition, a stock option and stock issuance of equivalent value are to be issued at the one year and two-year anniversary dates of the Director Agreements.

We and Mr. Ross also entered into an Indemnification Agreement dated July 23, 2012, whereby we agreed to indemnify Mr. Ross, subject to certain exceptions, for claims against him that may arise in connection with the performance of his duties as one of our directors.

**Involvement in Certain Legal Proceedings**

Other than as disclosed below, to our knowledge, our directors and executive officers have not been involved in any of the following events during the past ten years:

- Any bankruptcy petition filed by or against such person or any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from or otherwise limiting his involvement in any type of business, securities or banking activities or to be associated with any person practicing in banking or securities activities;
- Being found by a court of competent jurisdiction in a civil action, the SEC or the Commodity Futures Trading Commission to have violated a Federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;
- Being subject of, or a party to, any Federal or state judicial or administrative order, judgment decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of any Federal or state securities or commodities law or regulation, any law or regulation respecting financial institutions or insurance companies, or any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
- Being subject of or party to any sanction or order, not subsequently reversed, suspended, or vacated, of any self-regulatory organization, any registered entity or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

On February 22, 2012, Mr. Peterson filed a petition for bankruptcy in the United States Bankruptcy Court for the Central District of California, Case No. 8:12-bk-13957-ES. The discharge date was November 2, 2012.

On May 13, 2009, Mr. Nahass filed a petition for bankruptcy in the United States Bankruptcy Court for the Central District of California, Case No. 8:09-bk 14465-TA. The discharge date was August 17, 2011.

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**Code of Ethics**

On November 4, 2015, our Board approved and adopted a Code of Ethics (the “Code of Ethics”) that applies to all of our directors, officers, and employees, including our 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 us; competition and fair dealing; corporate opportunities; confidentiality; insider trading; protection and proper use of our assets; fair treatment; and reporting suspected illegal or unethical behavior. The Code of Ethics is available on our website at <http://ir.terratechcorp.com/governance-docs>.

**Term of Office**

Our directors are appointed to hold office until the next annual general meeting of our stockholders or until removed from office in accordance with our Bylaws. Our officers are appointed by our Board and hold office until removed by the Board, absent an employment agreement.

**Section 16(A) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires that our directors and executive officers and persons who beneficially own more than 10% of our Common Stock (referred to herein as the “Reporting Persons”) file with the SEC various reports as to their ownership of and activities relating to our Common Stock. To the best of our knowledge, all Reporting Persons complied on a timely basis with all filing requirements applicable to them with respect to transactions during the period covered by this report. In making these statements, we have relied solely on our review of copies of the reports furnished to us, representations that no other reports were required and other knowledge relating to transactions involving Reporting Persons.

**Audit Committee and Audit Committee Financial Expert**

On November 4, 2015, the Board established the Audit Committee and approved and adopted a charter (the “Audit Committee Charter”) to govern the Audit Committee. Messrs. Ross and Krueger were appointed to serve on the Audit Committee, with Mr. Ross designated as chairman. On November 6, 2017 Mr. Krueger resigned as a member of the Board. Subsequently on November 15, 2017, Mr. Gladstone was appointed to serve on the Audit Committee. Each member of the Audit Committee meets the independence requirements of The NASDAQ Stock Market, LLC and the SEC. The Audit Committee met five times during 2019. 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 our accounting and financial reporting processes, audits of our financial statements, and internal control and audit functions. The Audit Committee Charter can be found online at <http://ir.terratechcorp.com/governance-docs>.

**Compensation Committee**

On November 4, 2015, the Board established the Compensation Committee and approved and adopted a charter (the “Compensation Committee Charter”). Messrs. Ross and Krueger were appointed to serve on the Compensation Committee, with Mr. Krueger designated as chairman. On November 6, 2017 Mr. Krueger resigned as a member of the Board. Subsequently on November 15, Mr. Gladstone was appointed to serve as the Chairman of the Compensation Committee. Each member of the Compensation Committee meets the independence requirements of The NASDAQ Stock Market, LLC and the SEC, is a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act and is an outside director within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Compensation Committee held one meeting during 2019. 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 our executives and advise the Board on the adoption of policies that govern our compensation programs. The Compensation Committee Charter may be found online at <http://ir.terratechcorp.com/governance-docs>.



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**Governance and Nominating Committee**

On November 4, 2015, the Board established the Nominating Committee and approved and adopted a charter (the “Nominating Committee Charter”). Messrs. Ross and Krueger were appointed to serve on the Nominating Committee, with Mr. Ross designated as chairman. On November 6, 2017, Mr. Krueger resigned as a member of the Board. Subsequently on November 15, 2017, Mr. Gladstone was appointed to serve on the Governance and Nominating Committee. Each member of the Nominating Committee meets the independence requirements of The NASDAQ Stock Market, LLC and the SEC. The Nominating Committee held one meeting during 2019. In addition to the enumerated responsibilities of the Nominating Committee in the Nominating Committee Charter, the primary function of the Nominating 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 our policies and programs that relate to matters of corporate responsibility, including public issues of significance to us and our stockholders, and any other related matters required by federal securities laws. The charter of the Nominating and Corporate Governance Committee may be found online at <http://ir.terratechcorp.com/governance-docs>.

**Compensation Committee Interlocks and Insider Participation**

No interlocking relationship exists between our Board of Directors and the Board of Directors or Compensation Committee of any other company, nor has any interlocking relationship existed in the past.

**ITEM 11. EXECUTIVE COMPENSATION**

**Summary Compensation Table**

The following table provides information relating to compensation for the Company’s Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, and individuals serving as our principal executive officer or acting in a similar capacity (collectively, the “Named Executive Officers”) for the fiscal years ended December 31, 2019 and 2018.

Name and Principal Position	Year	Salary	Bonus	Stock Awards (5)	Option Awards	Non-Equity Incentive Plan Compensation	Nonqualified Deferred Compensation	All Other Compensation (6)	Total
<b>Derek Peterson (1)</b>									
<i>Chief Executive Officer and Chairman of the Board</i>	2019	\$ 309,000	\$ -	\$ -	\$ 1,100,882				\$ 1,409,882
	2018	\$ 300,000	\$ 100,000	\$ 39,911	\$ 648,649	\$ -	\$ -	\$ 8,610	\$ 1,097,170
<b>Michael Nahass (2)</b>									
<i>President, Chief Operating Officer, Secretary, Treasurer and Director</i>	2019	\$ 283,250	\$ -	\$ -	\$ 1,100,882				\$ 1,384,132
	2018	\$ 275,000	\$ 100,000	\$ 21,318	\$ 642,967	\$ -	\$ -	\$ 8,610	\$ 1,047,895
<b>Michael James (4)</b>									
<i>Chief Financial Officer</i>	2019	\$ 257,500	\$ 75,000		\$ 706,906				1,039,406
	2018	\$ 250,000	\$ 90,000	\$ 21,318	\$ 421,616	\$ -	\$ -	\$ 6,000	\$ 788,934

- (1) Appointed President, Chief Executive Officer, and Chairman of the Board on February 9, 2012. Served as President until November 6, 2017.
- (2) Appointed director on January 26, 2012. Appointed Secretary and Treasurer on July 20, 2015. Served as President, Secretary, and Treasurer from January 26, 2012 until February 9, 2012. Appointed President and Chief Operating Officer on November 6, 2017.
- (3) Appointed Chief Operating Officer and director on February 25, 2013. Served as Chief Operating Officer until November 6, 2017 and was appointed Chief Agricultural Officer on November 6, 2017. Terminated on April 13, 2018.
- (4) Appointed Chief Financial Officer on February 9, 2012.
- (5) For valuation purposes, the dollar amount shown represents the aggregate award date fair value of awards made in fiscal 2017, 2016 and 2015 computed in accordance with FASB ASC Topic 718, “Stock Compensation”. The fair value is calculated based on the closing price of the Common Stock on the grant dates. The number of shares granted, the grant date, and the market price of such shares for each Named Executive Officer is set forth below.

- (6) *The amounts disclosed represent a car allowance of \$500 per month for each officer and health club memberships in the amount of \$2,610 for Mr. Peterson and Mr. Nahass.*

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**Employment Contracts, Termination of Employment, Change-in-Control Arrangements**

On July 1, 2019, the Company entered into employment agreements (“Employment Agreements”) with each of its’ Executive Officers. The Employment Agreement entered into with the Company’s Chief Executive Officer, Derek Peterson (the “Peterson Agreement”), is for a term of three years and beginning on the third anniversary of signing shall be automatically extended for successive one (1) year periods, unless the Company or Mr. Peterson provides the other at least ninety (90) days prior written notice before the next renewal term, that the term shall not be extended. Mr. Peterson’s base salary shall be Three Hundred Nine Thousand Dollars (\$309,000) and he shall also be eligible for a performance bonus equal to 100% of his base salary (“Peterson Target Performance Bonus”). The Peterson Target Performance Bonus shall be based on performance and achievement of Company goals and objectives as defined by the Board of Directors or Compensation Committee and may be greater or less than the Peterson Target Performance Bonus.

The Employment Agreement entered into with the Company’s President & Chief Operating Officer, Michael Nahass (the “Nahass Agreement”), is for a term of three years and beginning on the third anniversary of signing shall be automatically extended for successive one (1) year periods, unless the Company or Mr. Nahass provides the other at least ninety (90) days prior written notice before the next renewal term, that the term shall not be extended. Mr. Nahass’ base salary shall be Two Hundred Eighty-Three Thousand Two Hundred Fifty Dollars (\$283,250) and he shall also be eligible for a performance bonus equal to 100% of his base salary (“Nahass Target Performance Bonus”). The Nahass Target Performance Bonus shall be based on performance and achievement of Company goals and objectives as defined by the Board of Directors or Compensation Committee and may be greater or less than the Nahass Target Performance Bonus.

In the event of termination by the Company without cause or by Mr. Peterson or Mr. Nahass for good reason or in the event of a change of control (“Qualified Termination”), Mr. Peterson and Mr. Nahass shall be eligible for the following severance benefits (“Severance Benefits”); (i) the greater of (i) the remaining compensation during the initial term of the James Agreement or (ii) an amount equal to two (2) times their then current annual base salary, paid in equal installments over a two (2) month period beginning with the first normal payroll period after the effective date of the Qualified Termination, less any taxes and withholding as may be necessary pursuant to law; and (ii) a number of shares of the Common Stock (or the common stock of a successor company following a change of control) with an aggregate value of Two Million Dollars (\$2,000,000) (the “Stock Severance”) calculated by dividing (a) \$2,000,000 by (b) the Fair Market Value (as defined in the Company’s 2018 Equity Incentive Plan (the “Plan”)) of a share of the Company’s common stock on the date of termination of employment. Notwithstanding the foregoing, Mr. Peterson and Mr. Nahass shall not be entitled to the Stock Severance if the total market capitalization of the Company (defined as the number of outstanding shares multiplied by the Fair Market Value of a share of common stock) on the date of termination of employment is less than \$65 million.

The Employment Agreement entered into with the Company’s Chief Financial Officer, Michael James (the “James Agreement”), is for a term of three years and beginning on the third anniversary of signing shall be automatically extended for successive one (1) year periods, unless the Company or Mr. James provides the other at least ninety (90) days prior written notice before the next renewal term, that the term shall not be extended. Mr. James’ base salary shall be Two Hundred Fifty-Seven Thousand Five Hundred Dollars (\$257,500) and he shall also be eligible for a performance bonus equal to 60% of his base salary (“James Target Performance Bonus”). The James Target Performance Bonus shall be based on performance and achievement of Company goals and objectives as defined by the Board of Directors or Compensation Committee and may be greater or less than the James Target Performance Bonus.

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In the event of a Qualified Termination, Mr. James shall be eligible for the following Severance Benefits; (i) the greater of (i) the remaining compensation during the initial term of the James Agreement or (ii) two (2) times Mr. James' then current annual base salary, paid in equal installments over a two (2) month period beginning with the first normal payroll period after the effective date of the Qualified Termination, less any taxes and withholding as may be necessary pursuant to law; and (ii) a number of shares of the Common Stock (or the common stock of a successor company following a change of control) with an aggregate value of One Million Two hundred Thousand Dollars (\$1,200,000) (the "Stock Severance") calculated by dividing (a) \$1,200,000 by (b) the Fair Market Value (as defined in the Plan) of a share of the Company's common stock on the date of termination of employment. Notwithstanding the foregoing, Mr. James shall not be entitled to the Stock Severance if the total market capitalization of the Company (defined as the number of outstanding shares multiplied by the Fair Market Value of a share of common stock) on the date of termination of employment is less than \$65 million.

**Director Compensation**

The following table sets forth director compensation for the year ended December 31, 2019:

<b>Name</b> <sup>(1)</sup>	<b>Fees Earned Paid in Cash (\$)</b>	<b>Stock Awards (\$)</b> <sup>(4)</sup>	<b>Option Awards (\$)</b>	<b>Non-Equity Incentive Plan Compensation (\$)</b>	<b>Nonqualified Deferred Compensation (\$)</b>	<b>All Other Compensation (\$)</b>	<b>Total (\$)</b>
Steven Ross <sup>(2)</sup>	\$ 137,500	\$ 51,215	\$ 220,361	\$ -	\$ -	\$ 45	\$ 409,121
Alan Gladstone <sup>(3)</sup>	\$ 158,333	\$ 51,215	\$ 403,226	\$ -	\$ -	\$ 434	\$ 613,208

<sup>(1)</sup> Derek Peterson and Michael Nahass are not included in this table as they were executive officers during fiscal 2018, and thus received no compensation for their service as directors. The compensation of Mr. Peterson and Mr. Nahass as our employees is shown in "Item 11 Executive Compensation – Summary Compensation Table."

<sup>(2)</sup> Appointed as a director on July 23, 2012.

<sup>(3)</sup> Appointed as a director on November 15, 2017.

<sup>(4)</sup> For valuation purposes, the dollar amount shown represents the aggregate award date fair value of awards made in fiscal 2019 computed in accordance with FASB ASC Topic 718, "Stock Compensation". The fair value is calculated based on the closing price of the Common Stock on the grant dates.

## **Narrative to Director Compensation Table**

The following is a narrative discussion of the material information that we believe is necessary to understand the information disclosed in the previous table. All travel and lodging expenses associated with corporate matters are reimbursed by us, if and when incurred.

### ***Steven J. Ross***

Mr. Ross earned cash fees for his services as a director in fiscal 2019 in the amount of \$0.14 million. Mr. Ross earned cash fees for his services as a director in fiscal 2018 in the amount of \$0.10 million.

On June 20, 2019, we granted Mr. Ross a ten-year option to acquire 500,000 shares of Common Stock at \$0.585 per share. The option is in consideration of the services to be rendered, which shall vest and become exercisable with respect to one-twelfth (1/12) each quarter until the option is one hundred percent (100.0%) vested. As of December 31, 2019, the option was one-sixth (1/6) vested. On July 1, 2019, we granted Mr. Ross a ten-year option to acquire 86,805 shares of Common Stock at \$0.576 per share. The option is in consideration of the services to be rendered, which shall vest and become exercisable with respect to one-twelfth (1/12) each quarter until the option is one hundred percent (100.0%) vested. As of December 31, 2019, the option was one-sixth (1/6) vested.

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On December 11, 2018, we granted Mr. Ross a ten-year option to acquire 300,000 shares of Common Stock at \$1.00 per share. The option is in consideration of the services to be rendered, which shall vest and become exercisable with respect to one-twelfth (1/12) each quarter until the option is one hundred percent (100.0%) vested. As of December 31, 2019, the option was five-twelfths (5/12) vested. On July 30, 2018, we granted Mr. Ross a ten-year option to acquire 55,000 shares of Common Stock at \$2.02 per share. The option is in consideration of the services to be rendered, which vested upon issuance and become exercisable with respect to one-twelfth (1/12) each quarter until the option is one hundred percent (100.0%) vested. As of December 31, 2019, the option was one-half (1/2) vested.

***Alan Gladstone***

Mr. Gladstone earned cash fees for his services as a director in fiscal 2019 in the amount of \$0.16 million. Mr. Gladstone earned cash fees for his services as a director in fiscal 2018 in the amount of \$0.08 million.

On June 20, 2019, we granted Mr. Gladstone a ten-year option to acquire 700,000 shares of Common Stock at \$0.585 per share. The option is in consideration of the services to be rendered, which shall vest and become exercisable with respect to one-twelfth (1/12) each quarter until the option is one hundred percent (100.0%) vested. As of December 31, 2019, the option was one-sixth (1/6) vested. On July 1, 2019, we granted Mr. Gladstone a ten-year option to acquire 86,805 shares of Common Stock at \$0.576 per share. The option is in consideration of the services to be rendered, which shall vest and become exercisable with respect to one-twelfth (1/12) each quarter until the option is one hundred percent (100.0%) vested. As of December 31, 2019, the

option was one-sixth (1/6) vested.

On December 11, 2018, we granted Mr. Gladstone a ten-year option to acquire 600,000 shares at \$1.00 per share. The option is in consideration of the services to be rendered, which shall vest and become exercisable with respect to one-twelfth (1/12) each quarter until the option is one hundred percent (100.0%) vested. As of December 31, 2019, the option was five-twelfths (5/12) vested. On July 30, 2018, we granted Mr. Gladstone a ten-year option to acquire 100,000 shares of Common Stock at \$2.02 per share. The option is in consideration of the services to be rendered, which vested upon issuance and become exercisable with respect to one-twelfth (1/12) each quarter until the option is one hundred percent (100.0%) vested. As of December 31, 2019, the option was one-half (1/2) vested. On January 30, 2018, we granted Mr. Gladstone a ten-year option to acquire 66,667 shares of Common Stock at \$4.68 per share. The option is in consideration of the services to be rendered, which vested upon issuance and become exercisable with respect to one-twelfth (1/12) each quarter until the option is one hundred percent (100.0%) vested. As of December 31, 2019, the option was two-thirds (2/3) vested.

## **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

### **Equity Compensation Plan Information**

On January 12, 2016, we adopted the 2016 Equity Incentive Plan (the “Plan”), and our stockholders approved the Plan at our annual meeting of stockholders that was held on September 26, 2016. Pursuant to the terms of the Plan, the maximum number of shares of Common Stock available for the grant of awards under the Plan shall not exceed 2.0 million. During the years ended December 31, 2018 and 2017, the Company granted ten-year options to directors, officers, and employees, pursuant to which such individuals are entitled to exercise options to purchase an aggregate of up to 0.80 million and 0.71 million shares of Common Stock, respectively. The options have exercise prices of \$2.54 - \$4.68 per share, and generally vest quarterly over a three-year period.

On December 11, 2018, the Company’s Board of Directors approved the 2018 Equity Incentive Plan (the “Plan”). On June 20, 2019, the Company adopted the Amended and Restated 2018 Equity Incentive Plan (the “2018 Plan”), and our stockholders approved the Plan at our annual meeting of stockholders that was held September 23, 2019. Pursuant to the terms of the 2018 Plan, the maximum number of shares of Common Stock available for the grant of awards under the 2018 Plan shall not exceed 13.00 million. During the years ended December 31, 2019 and 2018, the Company granted ten-year options to directors, officers, and employees, pursuant to which such individuals are entitled to exercise options to purchase an aggregate of up to 5.80 million and 4.14 million shares of Common Stock, respectively. The options have exercise prices of \$0.58 - \$1.00 per share, and generally vest quarterly over a three-year period.



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During the year ended December 31, 2018, the Company granted ten-year options to directors, officers, and employees, pursuant to which such individuals are entitled to exercise options to purchase an aggregate of up to 1.06 million shares of Common Stock that were not subject to the 2016 Equity Plan or the 2018 Equity Plan. The options have exercise prices ranging from \$2.02 to \$3.75 per share, and generally vest quarterly over a three-year period.

On February 14, 2020, the Board approved an amendment (the “Plan Amendment”) to the Company’s Amended and Restated 2018 Equity Incentive Plan (the “Plan”) to increase the number of shares available for issuance thereunder by 28.98 million shares of Terra Tech common stock for a total of 43.98 million shares of Terra Tech common stock, plus the number of shares, not to exceed 2.00 million shares, that may become available under the Company’s 2016 Equity Incentive Plan after termination of awards thereunder, subject to adjustment in accordance with the terms of the Plan. Our stockholders will vote to approve it at the next annual meeting of stockholders, to be held in September or October of 2020.

**Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The following table sets forth certain information as of March 8, 2020 with respect to the holdings of: (1) each person known to us to be the beneficial owner of more than 5.0% of our Common Stock; (2) each of our directors, nominees for director and executive officers; and (3) all directors and executive officers as a group. To the best of our knowledge, each of the persons named in the table below as beneficially owning the shares set forth therein has sole voting power and sole investment power with respect to such shares, unless otherwise indicated. Unless otherwise specified, the address of each of the persons set forth below is in care of the Company, at the address of 2040 Main Street, Suite 225, Irvine, California 92614.

In computing the number and percentage of shares beneficially owned by each person, we include any shares of Common Stock that could be acquired within 60 days of March 8, 2020 by the conversion or exercise of shares of Series A Preferred Stock, Series B Preferred Stock, or option awards. These shares, however, are not counted in computing the percentage ownership of any other person.

<b>Name and Address of Beneficial Owner</b>	<b>Title of Class</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Common Stock (1)</b>
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Derek Peterson	Common Stock	4,449,811 (2)	2.42 %
Matthew Morgan	Common Stock	14,616,118 (3)	7.96 %
Michael A. Nahass	Common Stock	5,902,415 (4)	3.22 %
Michael James	Common Stock	1,652,054 (5)	*
Steven Ross	Common Stock	541,157 (6)	*
Alan Gladstone	Common Stock	1,015,343 (7)	*
All Directors and Executive Officers as a Group (6 persons)		28,176,898	15.35 %

\* Represents beneficial ownership of less than one percent of the outstanding shares of our Common Stock.

(1) As of March 8, 2019, we had a total of 185,843,857 shares of Common Stock issued and 183,535,449 shares outstanding.

(2) Includes 3,654,029 shares of Common Stock owned via Equity IQ. Mr. Peterson owns Series A Preferred Stock, which is currently convertible into 4 shares of Common Stock. Mr. Peterson disclaims any beneficial ownership interest in the 989,574 shares of Common Stock held by his spouse, Amy Almsteier.

(3) Amount is Mr. Morgan's OneQor stock that was converted into Terra Tech Stock as part of the February 14, 2020 merger of OneQor & Terra Tech Corp.

(4) Includes 3,654,029 shares of Common Stock owned via Equity IQ. Mr. Nahass owns Series A Preferred Stock, which is currently convertible into 4 shares of Common Stock.

(5) Includes 827,221 shares of Common Stock underlying vested options.

(6) Includes 356,875 shares of Common Stock underlying vested options.

(7) Includes 267,121 shares of Common Stock underlying vested options.

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The following table sets forth certain information as of March 8, 2020 with respect to the holdings of: (1) each person known to us to be the beneficial owner of more than 5.0% of our Series A Preferred Stock; (2) each of our directors, nominees for director and executive officers; and (3) all directors and executive officers as a group. To the best of our knowledge, each of the persons named in the table below as beneficially owning the shares set forth therein has sole voting power and sole investment power with respect to such shares, unless otherwise indicated. Unless otherwise specified, the address of each of the persons set forth below is in care of the Company, at the address of 2040 Main Street, Suite 225, Irvine, California 92614.

<b>Name of Beneficial Owner</b>	<b>Title of Class</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Series A Preferred Stock</b>
Derek Peterson	Series A Preferred Stock	4	50%
Matthew Morgan	Series A Preferred Stock	—	—
Michael A. Nahass	Series A Preferred Stock	4	50%
Michael James	Series A Preferred Stock	—	—
Steven Ross	Series A Preferred Stock	—	—
Alan Gladstone	Series A Preferred Stock	—	—
All Directors and Executive Officers as a Group (6 persons)		8	100%

There are no arrangements known to us that might, at a subsequent date, result in a change-in-control.

## ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

### Related Party Transactions

Except as described below, during the past fiscal year, there have been no transactions, whether directly or indirectly, between us and any of our respective officers, directors, beneficial owners of more than 5.0% of our outstanding Common Stock or their family members, that exceeded the lesser of \$0.12 million or 1.0% of the average of our total assets at year-end for the last completed fiscal year.

During the fiscal year ended December 31, 2019, the Company issued promissory notes totaling \$1.80 million to OneQor Technologies, Inc (“OneQor”). Derek Peterson and Mike Nahass, the Chief Executive Officer and Chief Operating Officer, respectively, have minority ownership interests in OneQor.

On December 30, 2019, the Company entered into a \$0.50 million secured promissory note agreement with the Matthew Lee Morgan Trust, which is affiliated with Matthew Morgan, the Chief Executive Officer of OneQor Technologies, Inc. (“OneQor”). Derek Peterson, Chief Executive Officer of Terra Tech and Michael Nahass, President of Terra Tech are minority interest holders in OneQor. The note matures on December 30, 2020, and bears interest at a rate of 10% per annum. The note is secured by the Company’s HydroFarm investment.

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We lease the land in Belvidere, New Jersey, on which Edible Garden's greenhouse structure is situated. The land is being leased from Whitetown Realty, LLC, an entity in which David Vande Vrede and Greda Vande Vrede own interests. David Vande Vrede and Greda Vande Vrede are the parents of one of our former directors, Kenneth Vande Vrede. The lease commenced on January 1, 2015 and expires December 31, 2029. The current monthly lease amount is \$14,640 and increases 1.5% each calendar year.

Pursuant to an Independent Director Agreement dated July 31, 2018 by and between us and Steven J. Ross, we agreed to pay Mr. Ross \$8,333 per month for a period of one year. We also issued to Mr. Ross an aggregate of 24,750 restricted shares of Common Stock, of which all of the shares vested on the date of appointment.

Pursuant to an Independent Director Agreement dated July 1, 2019 by and between us and Steven J. Ross, we agreed to pay Mr. Ross \$12,500 per month for a period of three years. We also issued to Mr. Ross an aggregate of 86,805 restricted shares of Common Stock, of which all of the shares vested on the date of appointment.

Pursuant to an Independent Director Agreement dated July 31, 2018 by and between us and Alan Gladstone, we agreed to pay Mr. Gladstone \$8,333 per month for a period of one year. We also issued to Mr. Gladstone an aggregate of 24,750 restricted shares of Common Stock, of which all of the shares vested on the date of appointment.

Pursuant to an Independent Director Agreement dated July 1, 2019 by and between us and Alan Gladstone, we agreed to pay Mr. Gladstone \$12,500 per month for a period of three years. We also issued to Mr. Gladstone an aggregate of 86,805 restricted shares of Common Stock, of which all of the shares vested on the date of appointment.

#### Director Independence

Post-merger, our Board is currently composed of five members. Our Common Stock is not currently listed for trading on a national securities exchange and, as such, we are not subject to any director independence standards. However, we have determined that two directors, Steven Ross and Alan Gladstone, each qualifies as an independent director. We evaluated independence in accordance with Rule 5605 of the NASDAQ Stock Market.

The Board currently has three separately designated standing committees: (i) the Audit Committee, (ii) the Compensation Committee, and (iii) the Governance and Nominating Committee. All three of these committees are solely comprised of independent directors.

#### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table presents fees paid or to be paid for professional audit services rendered by Marcum LLP and MGO for the audit of our annual financial statements and fees billed for other services rendered for the years ended December 31, 2019 and 2018:

	Year Ended December 31,	
	2019	2018
<b>Audit Fees(1)</b>	<b>\$ 611,587</b>	<b>\$ 1,020,566</b>

(1) *Audit Fees consisted of fees billed for professional services rendered for the audit of the Company's annual financial statements and internal control over financial reporting, review of the interim financial statements included in quarterly reports, and review of other documents filed with the SEC within those fiscal years.*

The Board, or the Audit Committee's policy is to pre-approve all audit and permissible non-audit services provided by our independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is specific to the particular service or category of services and is generally subject to a specific budget. In addition, the Audit Committee has delegated pre-approval authority to its Chairman who, in turn, must report any pre-approval decisions to the Audit Committee at its next scheduled regular meeting. Our independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by our independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis. The Board, or the Audit Committee, as applicable, pre-approved all fees for audit and non-audit work performed during fiscal 2019 and 2018.

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**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as part of this Annual Report:

- (1) Financial Statements – See Index on page F-1

Report of Independent Registered Public Accounting Firm

Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting  
Consolidated Financial Statements:

Consolidated Balance Sheets as of December 31, 2019 and 2018

Consolidated Statements of Operations for the Years Ended December 31, 2019 and 2018

Consolidated Statements of Stockholders' Equity for the Years Ended December 31, 2019 and 2018

Consolidated Statements of Cash Flows for the Years Ended December 31, 2019 and 2018

Notes to Consolidated Financial Statements

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(b) The following exhibits are filed herewith as a part of this report:

<b>Exhibit</b>	<b>Description</b>
<a href="#">2.1</a>	<a href="#">Agreement and Plan of Merger dated February 9, 2012, by and among Terra Tech Corp., a Nevada corporation, TT Acquisitions, Inc., a Nevada corporation, and GrowOp Technology Ltd., a Nevada corporation (1)</a>
<a href="#">2.2</a>	<a href="#">Articles of Merger (1)</a>
<a href="#">2.3</a>	<a href="#">Share Exchange Agreement, dated April 24, 2013, by and among the Terra Tech Corp., a Nevada corporation, Edible Garden Corp., a Nevada corporation, and the holders of common stock of Edible Garden Corp. (2)</a>
<a href="#">2.4</a>	<a href="#">Agreement and Plan of Merger, dated December 23, 2015, by and among Terra Tech Corp., a Nevada corporation, Generic Merger Sub, Inc., a California corporation, and Black Oak Gallery, a California corporation (3)</a>
<a href="#">2.5</a>	<a href="#">First Amendment to Agreement and Plan of Merger, dated February 29, 2016, by and among Terra Tech Corp., a Nevada corporation, Generic Merger Sub, Inc., a California corporation, and Black Oak Gallery, a California corporation (3)</a>
2.6	Form of Agreement of Merger, dated June 30, 2016, by and among Generic Merger Sub, Inc., a California corporation and Black Oak Gallery, a California corporation (3)
<a href="#">2.7</a>	<a href="#">Form of Agreement of Marger, dated March 31, 2016, by and among Generic Merger Sub, Inc., a California corporation and Black Oak Gallery, a California corporation (3)</a>
<a href="#">2.8</a>	<a href="#">Convertible Promissory Note dated March 12,, 2018 (29)</a>
<a href="#">2.9</a>	<a href="#">Agreement and Plan of Marger, dated as of October 30, 2019, by and among Terra Tech, OneOor, Merger Sub, Matthew Morgan, Larry Martin and the Shareholder Representative (43)</a>
<a href="#">2.10</a>	<a href="#">Amendment No. 1 to Agreement and Plan of Merger, dated as of December 2, 2019, by and among Terra Tech, OneOor, Merger Sub, Matthew Morgan, Larry Martin and the Shareholder Representative (44)</a>
<a href="#">2.11</a>	<a href="#">Amendment No. 2 to Agreement and Plan of Merger, dated as of February 14, 2020, by and among Terra Tech, OneOor, Merger Sub, Matthew Morgan, Larry Martin and the Shareholder Representative (45)</a>
<a href="#">3.1</a>	<a href="#">Articles of Incorporation dated July 22, 2008 (4)</a>
<a href="#">3.2</a>	<a href="#">Amended Bylaws, dated August 2, 2018 (5)</a>
<a href="#">3.3</a>	<a href="#">Certificate of Amendment dated July 8, 2011 (6)</a>
<a href="#">3.4</a>	<a href="#">Certificate of Change dated July 8, 2011 (6)</a>
<a href="#">3.5</a>	<a href="#">Certificate of Amendment dated January 27, 2012 (1)</a>
<a href="#">3.6</a>	<a href="#">Form of Amended and Restated Articles of Incorporation of Black Oak Gallery, a California corporation (3)</a>
<a href="#">3.7</a>	<a href="#">Certificate of Amendment to Certificate of Designation of Series B Preferred Stock, dated September 27, 2016 (7)</a>
<a href="#">3.8</a>	<a href="#">Certificate of Amendment to Articles of Incorporation, Dated September 26, 2016 (8)</a>
<a href="#">3.9</a>	<a href="#">Certificate of Amendment to Certificate of Designation of Series B Preferred Stock, dated October 3, 2016 (9)</a>
<a href="#">3.10</a>	<a href="#">Certificate of Amendment to Certificate of Designation of Series B Preferred Stock, dated July 26, 2017 (10)</a>
<a href="#">3.11</a>	<a href="#">Amendment of Bylaws, dated June 20, 2018 (11)</a>
<a href="#">3.12</a>	<a href="#">Certificate of Designation for Series A Preferred Stock (12)</a>
<a href="#">3.13</a>	<a href="#">Amended and Restated Certificate of Designation for Series B Preferred Stock (3)</a>
<a href="#">4.1</a>	<a href="#">Certificate of Designation for Series A Preferred Stock (8)</a>
<a href="#">4.2</a>	<a href="#">Amended and Restated Certificate of Designation for Series B Preferred Stock (3)</a>
<a href="#">4.3</a>	<a href="#">Form of Common Stock Purchase Warrant (9)</a>
<a href="#">4.4</a>	<a href="#">Form of Common Stock Purchase Warrant (11)</a>
<a href="#">4.5</a>	<a href="#">Form of 12% Senior Convertible Promissory Note (15)</a>
<a href="#">4.6</a>	<a href="#">Form of 12% Senior Convertible Promissory Note (16)</a>
<a href="#">4.7</a>	<a href="#">Form of 12% Senior Convertible Promissory Note (17)</a>
<a href="#">4.8</a>	<a href="#">Form of Secured Promissory Note (19)</a>
<a href="#">4.9</a>	<a href="#">Form of 12% Senior Convertible Promissory Note (20)</a>
<a href="#">4.10</a>	<a href="#">Form of Secured Promissory Note (25)</a>
<a href="#">4.11</a>	<a href="#">Form of 12% Senior Convertible Promissory Note (27)</a>
<a href="#">4.12</a>	<a href="#">Form of 7.5% Senior Convertible Promissory Note (29)</a>
<a href="#">4.13</a>	<a href="#">Amendment No. 1 to Convertible Promissory Note (31)</a>
<a href="#">4.14</a>	<a href="#">Form of 7.5% Senior Convertible Promissory Note (32)</a>
<a href="#">4.15</a>	<a href="#">Form of 7.5% Senior Convertible Promissory Note (35)</a>
<a href="#">4.16</a>	<a href="#">Form of 3% Senior Convertible Promissory Note (35)</a>
<a href="#">4.17</a>	<a href="#">Form of 7.5% Senior Convertible Promissory Note dated September 7, 2018 (38)</a>
<a href="#">4.18</a>	<a href="#">Form of Secured Promissory Note dated October 5, 2018 (39)</a>
<a href="#">4.19</a>	<a href="#">Form of 7.5% Senior Convertible Promissory Note (29)</a>



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<a href="#">10.1</a>	<a href="#">Letter agreement dated May 7, 2013, by and between Edible Garden Corp. and Gro-Rite Inc. (12)</a>
<a href="#">10.2</a>	<a href="#">Letter agreement dated May 7, 2013, by and between Edible Garden Corp. and NB Plants LLC (12)</a>
<a href="#">10.3</a>	<a href="#">Letter Agreement dated December 2, 2013, by and between Edible Garden Corp. and Heartland Growers Inc. (certain portions of this exhibit have been omitted based upon a request for confidential treatment) (21)</a>
<a href="#">10.4</a>	<a href="#">2016 Equity Incentive Plan (3)</a>
<a href="#">10.5</a>	<a href="#">Lease dated January 1, 2015, by and between Whitetown Realty, LLC and Edible Garden Corp. (3)</a>
<a href="#">10.6</a>	<a href="#">Guaranty dated January 1, 2015, by Terra Tech Corp. in favor of Whitetown Realty, LLC (3)</a>
<a href="#">10.7</a>	<a href="#">Sublease dated March 29, 2016, by and between Black Oak Gallery and CCIG Properties, LLC, dated March 29, 2016 (13)</a>
<a href="#">10.8</a>	<a href="#">Agreement of Merger dated March 31, 2016, by and between Generic Merger Sub, Inc. and Black Oak Gallery (10)</a>
<a href="#">10.9</a>	<a href="#">Operations and Asset Management Agreement dated March 31, 2016, by and among Platinum Standard, LLC, Black Oak Gallery, and Terra Tech Corp. (10)</a>
<a href="#">10.10</a>	<a href="#">Form of Investment Agreement, dated as of November 28, 2016 (14)</a>
<a href="#">10.11</a>	<a href="#">Lock-Up agreement dated January 12, 2018 between Terra Tech Corp. and Alan Gladstone (23)</a>
<a href="#">10.12</a>	<a href="#">Lock-Up agreement dated January 17, 2018 between Terra Tech Corp. and Michael James (24)</a>
<a href="#">10.13</a>	<a href="#">Form of Loan Agreement (25)</a>
<a href="#">10.14</a>	<a href="#">Form of Guaranty Agreement (25)</a>
<a href="#">10.15</a>	<a href="#">Form of Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing (25)</a>
<a href="#">10.16</a>	<a href="#">Lock-Up agreement dated January 25, 2018 between Terra Tech Corp. and Michael Nahass (26)</a>
<a href="#">10.17</a>	<a href="#">Lock-Up agreement dated January 27, 2018 between Terra Tech Corp. and Michael Nahass (28)</a>
<a href="#">10.18</a>	<a href="#">Form of Securities Purchase Agreement, dated as of March 12, 2018 (29)</a>
<a href="#">10.19</a>	<a href="#">Asset Purchase Agreement, dated as of July 6, 2018 (28)</a>
<a href="#">10.20</a>	<a href="#">Form of Securities Purchase Agreement, dated as of July 25, 2018 (35)</a>
<a href="#">10.21</a>	<a href="#">Independent Director Agreement between Terra Tech Corp. and Alan Gladstone dated July 30, 2018 (36)</a>
<a href="#">10.22</a>	<a href="#">Independent Director Agreement between Terra Tech Corp. and Steven J. Ross dated July 30, 2018 (36)</a>
<a href="#">10.23</a>	<a href="#">Standard Purchase Agreement (39)</a>
<a href="#">10.24</a>	<a href="#">Assignment (39)</a>
<a href="#">10.25</a>	<a href="#">Form of Loan Agreement (39)</a>
<a href="#">10.26</a>	<a href="#">Form of Guaranty Agreement (39)</a>
<a href="#">10.27</a>	<a href="#">Form of Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing (39)</a>
<a href="#">14.1</a>	<a href="#">Code of Ethics (42)</a>
<a href="#">16.1</a>	<a href="#">Letter from Macias Gini &amp; O’Connell LLP to the Securities and Exchange Commission, dated August 15, 2018 (37)</a>
<a href="#">21.1</a>	<a href="#">List of Subsidiaries*</a>
<a href="#">23.1</a>	<a href="#">Consent of Marcum LLP*</a>
<a href="#">24.0</a>	<a href="#">Power of Attorney (set forth on the signature page of this Annual Report on Form 10-K)</a>
<a href="#">31.1</a>	<a href="#">Certification of Matthew Morgan, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *</a>
<a href="#">31.2</a>	<a href="#">Certification of Michael C. James, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *</a>
<a href="#">32.1</a>	<a href="#">Certification of Matthew Morgan, Chief Executive Officer, pursuant to Sections 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. *</a>
<a href="#">32.2</a>	<a href="#">Certification of Michael C. James, Chief Financial Officer, pursuant to Sections 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. *</a>
<a href="#">99.1</a>	<a href="#">Letter from Ken VandeVrede, dated April 20, 2018 (30)</a>
<a href="#">101.INS</a>	<a href="#">XBRL Instance Document *</a>
<a href="#">101.SCH</a>	<a href="#">XBRL Taxonomy Extension Schema Document *</a>
<a href="#">101.CAL</a>	<a href="#">XBRL Taxonomy Extension Calculations Linkbase Document *</a>
<a href="#">101.DEF</a>	<a href="#">XBRL Taxonomy Extension Definition Linkbase Document *</a>
<a href="#">101.LAB</a>	<a href="#">XBRL Taxonomy Extension Label Linkbase Document *</a>
<a href="#">101.PRE</a>	<a href="#">XBRL Taxonomy Presentation Linkbase Document *</a>

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- (1) Incorporated by reference to Current Report on Form 8-K (File No. 000-54258), filed with the SEC on February 10, 2012.
  - (2) Incorporated by reference to Current Report on Form 8-K (File No. 000-54258), filed with the SEC on May 6, 2013.
  - (3) Incorporated by reference to Annual Report on Form 10-K filed with the SEC on March 29, 2016
  - (4) Incorporated by reference to Registration Statement on Form S-1 (File No. 333-156421), filed with the SEC on December 23, 2008.
  - (5) Incorporated by reference to Registration Statement on Form S-1 (File No. 333-191954), filed with the SEC on October 28, 2013.
  - (6) Incorporated by reference to Current Report on Form 8-K filed with the SEC on September 28, 2016
  - (7) Incorporated by reference to Current Report on Form 8-K filed with the SEC on October 7, 2016
  - (8) Incorporated by reference to Amendment No. 3 to Current Report on Form 8-K (File No. 000-54258), filed with the SEC on April 19, 2012.
  - (9) Incorporated by reference to Current Report on Form 8-K filed with the SEC on March 2, 2015.
  - (10) Incorporated by reference to Quarterly Report on Form 10-Q filed with the SEC on May 12, 2016
  - (11) Incorporated by reference to Current Report on Form 8-K filed with the SEC on June 1, 2016
  - (12) Incorporated by reference to Current Report on Form 8-K (File No. 000-54258), filed with the SEC on May 28, 2013.
  - (13) Incorporated by reference to Current Report on Form 8-K/A filed with the SEC on April 5, 2016
  - (14) Incorporated by reference to Current Report on Form 8-K filed with the SEC on November 28, 2016
  - (15) Incorporated by reference to Current Report on Form 8-K filed with the SEC on August 22, 2017
  - (16) Incorporated by reference to Current Report on Form 8-K filed with the SEC on November 24, 2017
  - (17) Incorporated by reference to Current Report on Form 8-K filed with the SEC on December 26, 2017
  - (18) Incorporated by reference to Current Report on Form 8-K filed with the SEC on July 27, 2017
  - (19) Incorporated by reference to Current Report on Form 8-K filed with the SEC on November 24, 2017
  - (20) Incorporated by reference to Current Report on Form 8-K filed with the SEC on December 26, 2017
  - (21) Incorporated by reference to Amendment No. 1 to Registration Statement on Form S-1 (File No. 333-191954), filed with the SEC on December 5, 2013
  - (22) Incorporated by reference to Annual Report on Form 10-K filed with the SEC on March 16, 2018
  - (23) Incorporated by reference to Current Report on Form 8-K filed with the SEC on January 16, 2018
  - (24) Incorporated by reference to Current Report on Form 8-K filed with the SEC on January 18, 2018
  - (25) Incorporated by reference to Current Report on Form 8-K filed with the SEC on January 19, 2018
  - (26) Incorporated by reference to Current Report on Form 8-K filed with the SEC on January 25, 2018
  - (27) Incorporated by reference to Current Report on Form 8-K filed with the SEC on January 26, 2018
  - (28) Incorporated by reference to Current Report on Form 8-K filed with the SEC on January 29, 2018
  - (29) Incorporated by reference to Current Report on Form 8-K filed with the SEC on March 13, 2018
  - (30) Incorporated by reference to Current Report on Form 8-K filed with the SEC on April 24, 2018
  - (31) Incorporated by reference to Current Report on Form 8-K filed with the SEC on May 2, 2018
  - (32) Incorporated by reference to Current Report on Form 8-K filed with the SEC on June 8, 2018
  - (33) Incorporated by reference to Current Report on Form 8-K filed with the SEC on June 22, 2018
  - (34) Incorporated by reference to Current Report on Form 8-K filed with the SEC on July 12, 2018
  - (35) Incorporated by reference to Current Report on Form 8-K filed with the SEC on July 26, 2018
  - (36) Incorporated by reference to Current Report on Form 8-K filed with the SEC on July 31, 2018
  - (37) Incorporated by reference to Current Report on Form 8-K filed with the SEC on August 16, 2018
  - (38) Incorporated by reference to Current Report on Form 8-K filed with the SEC on September 7, 2018
  - (39) Incorporated by reference to Current Report on Form 8-K filed with the SEC on October 12, 2018
  - (40) Incorporated by reference to Current Report on Form 8-K filed with the SEC on December 3, 2018
  - (41) Incorporated by reference to Current Report on Form 10-Q filed with the SEC on November 18, 2018
  - (42) Incorporated by reference to Current Report on Form 8-K filed with the SEC on November 5, 2015
  - (43) Incorporated by reference to Current Report on Form 8-K filed with the SEC on November 4, 2019
  - (44) Incorporated by reference to Current Report on Form 8-K filed with the SEC on December 2, 2019
  - (45) Incorporated by reference to Current Report on Form 8-K filed with the SEC on February 18, 2020
- \* filed herewith

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**TERRA TECH CORP. AND SUBSIDIARIES  
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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Consolidated Financial Statements:	
<a href="#"><u>Consolidated Balance Sheets as of December 31, 2019 and 2018</u></a>	F-4
<a href="#"><u>Consolidated Statements of Operations for the Years Ended December 31, 2019 and 2018</u></a>	F-5
<a href="#"><u>Consolidated Statements of Stockholders Equity for the Years Ended December 31, 2019 and 2018</u></a>	F-6
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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Stockholders and Board of Directors of  
Terra Tech Corp.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Terra Tech Corp. (the "Company") as of December 31, 2019 and 2018, the related consolidated statements of operations, stockholders' equity and cash flows for each of the two years in the period ended December 31, 2019, 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, 2019, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2019, based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in 2013 and our report dated March 13, 2020 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

**Explanatory Paragraph – Change in Accounting Principle**

As discussed in Note 21 to the financial statements, the Company changed its method of accounting for leases in 2019 due to the adoption of ASU No. 2016-02, *Leases (Topic 842)*, as amended, effective January 1, 2019, using the modified retrospective approach.

**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 2, the Company has a significant working capital deficiency, has incurred significant losses and needs 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 21. 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 audits. We are a public accounting firm registered with the 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 audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits 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 audits 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 audits provide a reasonable basis for our opinion.

/s/ Marcum llp

Marcum llp

We have served as the Company's auditor since 2018.

Costa Mesa, California  
March 13, 2020

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

To the Stockholders and Board of Directors of  
Terra Tech Corp.

**Opinion on Internal Control over Financial Reporting**

We have audited Terra Tech Corp.'s (the "Company") internal control over financial reporting as of December 31, 2019, based on criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets as of December 31, 2019 and 2018, the related consolidated statements of operations, stockholders' equity, and cash flows and the related notes for each of the two years in the period ended December 31, 2019 of the Company, and our report dated March 13, 2020 expressed an unqualified opinion on those financial statements.

**Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Management's Annual Report on Internal Control over Financial Reporting." Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the 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 effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over

financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

**Definition and Limitations of Internal Control over Financial Reporting**

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that degree of compliance with the policies or procedures may deteriorate.

/s/ Marcum LLP  
Marcum llp

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**TERRA TECH CORP. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**(in thousands, except shares)**

	<b>December 31,</b>	<b>December 31,</b>
	<b>2019</b>	<b>2018</b>
	<u>          </u>	<u>          </u>
<b>ASSETS</b>		
Current assets:		
Cash	\$ 1,226	\$ 7,193
Accounts receivable, net	1,457	1,209
Inventory	5,155	1,359
Prepaid expenses and other current assets	882	714
Current assets of discontinued operations	648	1,034
	<u>          </u>	<u>          </u>
Total current assets	9,368	11,509
	<u>          </u>	<u>          </u>
Property, equipment and leasehold improvements, net	40,082	31,681
Intangible assets, net	15,270	18,466



Goodwill	27,722	35,172
Other assets	11,317	895
Other investments	5,000	12,451
Assets of discontinued operations	10,490	9,914
<b>TOTAL ASSETS</b>	<b>\$ 119,249</b>	<b>\$ 120,088</b>

#### LIABILITIES AND STOCKHOLDERS' EQUITY

##### LIABILITIES:

Current liabilities:		
Accounts payable and other accrued expenses	\$ 11,820	\$ 6,396
Short-term debt	11,022	-
Current liabilities of discontinued operations	4,740	505
<b>Total current liabilities</b>	<b>27,582</b>	<b>6,901</b>
Long-term liabilities:		
Long-term debt, net of discounts	6,570	18,313
Long-term lease liabilities	9,771	-
<b>Total long-term liabilities</b>	<b>16,341</b>	<b>18,313</b>
<b>Total liabilities</b>	<b>43,923</b>	<b>25,214</b>

##### STOCKHOLDERS' EQUITY:

Preferred stock, convertible series A, par value \$0.001:		
100 Shares authorized as of December 31, 2019 and 2018; 8 and 12 Shares issued and outstanding as of December 31, 2019 and 2018, respectively	-	-
Preferred stock, convertible series B, par value \$0.001:		
41,000,000 Shares authorized as of December 31, 2019 and 2018; 0 and 0 shares issued and outstanding as of December 31, 2019 and 2018, respectively	-	-
Common stock, par value \$0.001:		
990,000,000 Shares authorized as of December 31, 2019 and 2018; 120,313,386 shares issued and 118,004,978 shares outstanding as of December 31, 2019; and 81,759,415 shares issued and outstanding as of December 31, 2018.	120	82
Additional paid-in capital	260,516	236,543
Treasury stock	(808)	-
Accumulated deficit	(189,686)	(142,754)
<b>Total Terra Tech Corp. stockholders' equity</b>	<b>70,142</b>	<b>93,871</b>
Non-controlling interest	5,184	1,003
<b>Total stockholders' equity</b>	<b>75,326</b>	<b>94,874</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 119,249</b>	<b>\$ 120,088</b>

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

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**TERRA TECH CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except shares and per-share info)

	<b>Year Ended December 31,</b>	
	<b>2019</b>	<b>2018</b>
Total revenues	\$ 28,050	\$ 20,164
Cost of goods sold	13,396	13,159
Gross profit	14,654	7,005
Selling, general and administrative expenses	45,322	37,911
Impairment of assets	8,347	-
(Gain) / Loss on sale of assets	(794)	(5,152)
(Gain) / Loss on interest in joint venture	1,067	662
Loss from operations	(39,288)	(26,416)
Other income / (expense)		
Interest expense, net	(9,297)	(10,970)
Other income / (loss)	144	(1,599)
Total other income / (expense)	(9,153)	(12,569)
Income / (loss) from continuing operations	(48,441)	(38,984)
Income / (loss) from discontinued operations, net of tax	588	(490)
NET INCOME / (LOSS)	(47,853)	(39,474)
Less: Income / (Loss) attributable to non-controlling interest from continuing operations	(921)	(41)
Less: Income / (Loss) attributable to non-controlling interest from discontinued operations	-	320
<b>NET LOSS ATTRIBUTABLE TO TERRA TECH CORP.</b>	<b>\$ (46,932)</b>	<b>\$ (39,753)</b>
Income / ( Loss) from continuing operations per common share attributable to Terra Tech Corp. common stockholders – basic and diluted	\$ (0.45)	\$ (0.55)
Net Income / ( Loss) per common share attributable to Terra Tech Corp. common stockholders – basic and diluted	\$ (0.44)	\$ (0.56)
Weighted-Average Number of Common Shares Outstanding – Basic and Diluted <sup>(1)</sup>	106,037,631	71,028,851

<sup>(1)</sup> Adjusted to reflect the 1 for 15 reverse stock split that occurred on March 12, 2018.

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

**TERRA TECH CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**  
(in thousands, except for Shares)

	Preferred Stock		Common Stock		Additional Paid-In Capital	Treasury Stock		Accumulated Deficit	Non- Controlling Interest	Total
	Convertible Series A		Shares	Amount		Shares	Amount			
	Shares	Amount								
<b>Balance at December 31, 2017</b>	<b>12</b>	<b>\$ -</b>	<b>61,818,560</b>	<b>\$ 62</b>	<b>\$ 181,358</b>	-	-	<b>\$ (105,549)</b>	<b>\$ 931</b>	<b>\$ 76,802</b>
Opening balance sheet adjustment - ASU 2017-11	-	-	-	-	5,238	-	-	2,548	-	7,786
Beneficial conversion feature - convertible notes	-	-	-	-	9,015	-	-	-	-	9,015
Stock compensation - employees	-	-	201,296	0	603	-	-	-	-	603
Stock compensation - directors	-	-	49,500	0	100	-	-	-	-	100
Stock compensation - services expense	-	-	132,971	0	225	-	-	-	-	225
Stock cancellation	-	-	(24,210)	(0)	(118)	-	-	-	-	(118)
Reverse stock split	-	-	46,688	-	(0)	-	-	-	-	(0)
TCD acquisition clawback	-	-	(101,384)	(0)	(351)	-	-	-	-	(351)
Warrant exercise	-	-	252,703	-	101	-	-	-	-	101
Debt conversion - common stock	-	-	16,652,002	17	30,957	-	-	-	-	30,974
Stock issued for cash	-	-	2,477,957	2	5,598	-	-	-	-	5,600
Stock issued for assets	-	-	53,332	-	200	-	-	-	-	200
Stock option expense	-	-	-	-	2,528	-	-	-	-	2,528
Issuance of warrants	-	-	-	-	889	-	-	-	-	889
Issuance of stock for non-controlling interest	-	-	200,000	0	200	-	-	-	(207)	(7)
Net income attributable to non-controlling interest	-	-	-	-	-	-	-	-	280	280
Net loss attributable to Terra Tech Corp.	-	-	-	-	-	-	-	(39,753)	-	(39,753)
<b>Balance at December 31, 2018</b>	<b>12</b>	<b>\$ -</b>	<b>81,759,415</b>	<b>\$ 82</b>	<b>\$ 236,543</b>	-	-	<b>\$ (142,754)</b>	<b>\$ 1,003</b>	<b>\$ 94,874</b>
Stock compensation - employees	-	-	740,580	1	473	-	-	-	-	473
Stock compensation - directors	-	-	173,610	0	102	-	-	-	-	102
Stock compensation - services expense	-	-	715,065	1	369	-	-	-	-	369
Stock cancellation	-	-	(60,000)	(0)	(58)	-	-	-	-	(58)
Debt conversion - common stock	-	-	29,380,222	29	13,411	-	-	-	-	13,440
Stock issued for cash	-	-	7,604,494	8	4,492	-	-	-	-	4,500
Stock option expense	-	-	-	-	4,342	-	-	-	-	4,342
Issuance of warrants to Aegis Series A	(4)	-	-	-	5,978	4	-	-	-	-
Common stock repurchase	-	-	(2,308,408)	-	-	2,308,408	(808)	-	-	(808)
Consolidation of NuLeaf joint venture	-	-	-	-	-	-	-	-	5,402	5,402
Contribution (distribution) from non-controlling interest	-	-	-	-	-	-	-	-	703	703
Contribution (distribution) to non-controlling interest	-	-	-	-	(5,136)	-	-	-	(1,003)	(6,139)
Net loss attributable to non-controlling interest	-	-	-	-	-	-	-	-	(921)	(921)
Net loss attributable to Terra Tech Corp.	-	-	-	-	-	-	-	(46,931)	-	(46,931)
<b>Balance at December 31, 2019</b>	<b>8</b>	<b>\$ -</b>	<b>118,004,978</b>	<b>120</b>	<b>\$ 260,516</b>	<b>2,308,412</b>	<b>\$ (808)</b>	<b>\$ (189,686)</b>	<b>\$ 5,184</b>	<b>\$ 75,326</b>

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

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**TERRA TECH CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	<b>Year Ended December 31,</b>	
	<b>2019</b>	<b>2018</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Income (Loss)	\$ (47,852)	\$ (39,474)
Less: Income from discontinued operations	(588)	490
Net loss from continuing operations	(48,440)	(38,984)
Adjustments to reconcile net loss to net cash used in operating activities:		
Bad debt expense	2,221	-
Cancellation of shares issued	(58)	(118)
Gain on sale of assets	(860)	(5,644)
Non-cash interest expense	7,880	11,926
Depreciation and amortization	7,213	4,706
Non-cash operating lease expense	1,218	-
Stock based compensation	5,286	3,457
Loss on revaluation of equity interests	1,067	-
Impairment loss	8,347	-
Other	(28)	662
Change in operating assets and liabilities:		
Accounts receivable	(2,668)	(249)
Inventory	(2,821)	3,849
Prepaid expenses and other current assets	(93)	(438)
Other assets	1	(319)
Accounts payable and accrued expenses	7,790	1,422
Operating lease liabilities	(1,894)	-
Net cash provided by / (used in) operating activities - continuing operations	(15,839)	(19,730)
Net cash provided by / (used in) operating activities - discontinued operations	1,099	(147)
<b>NET CASH PROVIDED BY / (USED IN) OPERATING ACTIVITIES</b>	<b>(14,740)</b>	<b>(19,877)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Issuance of note receivable	(1,800)	-
Purchase of property, equipment and leasehold improvements	(4,482)	(11,407)
Purchase of equity investment	(400)	(7,766)
Purchase of intangible assets	(100)	-
Cash acquired from NuLeaf acquisition	127	-
Proceeds from sales of assets	1,249	5,644
Net cash provided by / (used in) investing activities - continuing operations	(5,406)	(13,529)
Net cash provided by / (used in) investing activities - discontinued operations	6,035	(3,002)
<b>NET CASH PROVIDED BY / (USED IN) INVESTING ACTIVITIES</b>	<b>629</b>	<b>(16,531)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from issuance of notes payable	13,000	33,650
Payments of debt principal	(2,150)	-
Cash paid for debt discount	(150)	(1,195)
Proceeds from issuance of common stock	4,500	5,600
Proceeds from exercise of warrants	-	101
Cash paid for acquisition of non-controlling interest	(6,250)	-
Cash contribution (distribution) from non-controlling interest	1	-
Purchase of treasury stock	(808)	-
Net cash provided by / (used in) financing activities - continuing operations	8,143	38,156
Net cash provided by / (used in) financing activities - discontinued operations	-	-
<b>NET CASH PROVIDED BY / (USED IN) FINANCING ACTIVITIES</b>	<b>8,143</b>	<b>38,156</b>
<b>NET CHANGE IN CASH</b>	<b>(5,968)</b>	<b>1,748</b>
Cash at beginning of period	7,193	5,445
<b>CASH AT END OF PERIOD</b>	<b>\$ 1,226</b>	<b>\$ 7,193</b>

**SUPPLEMENTAL DISCLOSURE FOR OPERATING ACTIVITIES:**

Cash paid for interest	\$ 1,594	\$ -
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**SUPPLEMENTAL DISCLOSURE FOR NON-CASH INVESTING AND FINANCING ACTIVITIES:**

Consolidation of NuLeaf net assets	\$ 11,957	\$ -
Financing fees in accounts payable	\$ 165	\$ -
Purchase of land and building with a mortgage	\$ -	\$ 6,500
Claw back of escrow shares	\$ -	\$ 351
Stock issued for assets	\$ -	\$ 200
Warrants issued for debt discount	\$ 183	\$ 818
Deposits applied to the purchase of property	\$ -	\$ 3,500
Non-cash contribution from non-controlling interest	\$ 703	\$ -
Beneficial conversion feature recorded for Dominion debt	\$ 5,795	\$ 9,015
Debt principal converted to common stock	\$ 13,200	\$ 36,267

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

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**TERRA TECH CORP. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 – DESCRIPTION OF BUSINESS**

**Organization**

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

Terra Tech is a holding company with the following subsidiaries:

- 620 Dyer LLC, a California corporation (“Dyer”);
- 1815 Carnegie LLC, a California limited liability company (“Carnegie”);
- Black Oak Gallery, a California corporation (“Black Oak”);
- Blüm San Leandro, a California corporation (“Blüm San Leandro”);
- Edible Garden Corp., a Nevada corporation (“Edible Garden”);
- EG Transportation, LLC, a Nevada limited liability company (“EG Transportation”);
- GrowOp Technology Ltd., a Nevada corporation (“GrowOp Technology”);
- IVXX, Inc., a California corporation (“IVXX Inc.”; together with IVXX LLC, “IVXX”);

- IVXX, LLC, a Nevada limited liability company ("IVXX LLC");
- MediFarm, LLC, a Nevada limited liability company ("MediFarm");
- MediFarm I, LLC, a Nevada limited liability company ("MediFarm I");
- MediFarm I Real Estate, LLC, a Nevada limited liability company ("MediFarm I RE");
- MediFarm II, LLC, a Nevada limited liability company ("MediFarm II"); and
- MediFarm So Cal, Inc., a California corporation ("MediFarm SoCal")
- 121 North Fourth Street, LLC, a Nevada limited liability company ("121 North Fourth")
- OneQor Technologies, Inc., a Delaware corporation ("OneQor")

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The Company is a retail, production and cultivation company, with an emphasis on providing the highest quality of medical and adult use cannabis products. The Company grows organic antioxidant rich Superleaf rich lettuce and living herbs using classic Dutch hydroponic farming methods. We have licensed an exclusive patent on the Superleaf lettuce.

The Company has a presence in three states (California, Nevada and New Jersey), and currently has a concentrated cannabis interest in California and Nevada. All of the Company's cannabis dispensaries operate under the name Blüm. The Company's cannabis dispensaries in California operate as MediFarm SoCal in Santa Ana, Black Oak Gallery in Oakland and Blum San Leandro in San Leandro and offer a broad selection of medical and adult-use cannabis products including flowers, concentrates and edibles.

In Nevada, the Company has three dispensaries, two under MediFarm in Las Vegas and one under MediFarm I in Reno, which sell quality medical and



adult use cannabis products.

Founded on the importance of providing consumers with healthy and natural products, Edible Garden is a wholesale seller of organic and locally grown hydroponic produce and herb products. EG Transportation supports the distribution of Edible Garden products to major grocery stores such as ShopRite, Walmart, Ahold, Aldi, Meijer, Kroger, and others throughout New Jersey, New York, Delaware, Maine, Maryland, Connecticut, Pennsylvania and the Midwest.

On April 1, 2016, the Company acquired Black Oak. Black Oak operates a medical marijuana dispensary and cultivation in Oakland, California under the name Blüm, pursuant to that certain Agreement and Plan of Merger, dated December 23, 2015 (the “Merger Agreement”), with Generic Merger Sub, Inc., a California corporation and our wholly-owned subsidiary (the “Merger Sub”), and Black Oak. The Merger Agreement was amended by a First Amendment to the Agreement and Plan of Merger, dated February 29, 2016. Pursuant to the Merger Agreement, the Merger Sub merged with and into Black Oak, with Black Oak as the surviving corporation, and became our wholly-owned subsidiary (the “Merger”). The Merger was intended to qualify for Federal income tax purposes as a tax-free reorganization under the provisions of Section 368(a) of the Internal Revenue Code of 1986, as amended.

Due to changes in planned operations of the MediFarm dispensaries, the Company acquired an additional 38.0% ownership for no additional consideration during August 2017. Previously, the Company owned 60.0%. In December 2018, we issued 200,000 shares of common stock with a fair value of \$0.20 million to acquire the remaining 2.0% interest in MediFarm. MediFarm has received the necessary governmental approvals and permitting to operate medical marijuana and adult use dispensary facilities in Clark County, Nevada and a medical and adult use marijuana dispensary facility in the City of Las Vegas. On February 26, 2019, the Company acquired the remaining interest in MediFarm I and II.

On September 13, 2017, MediFarm So Cal Inc. (“MediFarm So Cal”), a wholly-owned subsidiary of the Company acquired all assets of Tech Center Drive LLC (“Tech Center Drive”) and majority control of 55 OC Community Collective Inc. (“55 OC”). The acquisition of Tech Center Drive and 55 OC was accounted for in accordance with ASC 805-10, “*Business Combinations*.” 55 OC is a mutual benefit corporation which holds a cannabis license with the City of Santa Ana in the State of California. MediFarm So Cal manages the dispensary under the license of 55 OC. Control of 55 OC was obtained by the Company’s CEO and Treasurer holding two of the three Board seats of 55 OC and through the management contract held by MediFarm So Cal. The Company acquired inventory, property, equipment and leasehold improvements and a management service agreement which allows for Tech Center Drive to purchase the medical marijuana dispensary license of 55 OC. The acquisition was accounted for in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 805-10, “*Business Combinations*”. MediFarm SoCal’s sole purpose is to operate a medical marijuana retail dispensary. On November 6, 2018, MediFarm So Cal Inc. was converted from a Nonprofit Mutual Benefit Corporation to a General Stock Corporation.

On March 12, 2018, the Company implemented 1-for-15 reverse stock split of the Company’s common stock (the “Reverse Stock Split”). The Reverse Stock Split became effective in the stock market upon commencement of trading on March 13, 2018. As a result of the Reverse Stock Split, every fifteen shares of the Company’s Pre-Reverse Stock Split common stock were combined and reclassified into one share of the Company’s common stock. No fractional shares were issued in connection with the Reverse Stock Split, and any fractional shares were rounded up to the nearest whole share. The number of shares of common stock subject to outstanding options, warrants and convertible securities were also reduced by a factor of fifteen as of March 13, 2018. All historical share and per share amounts reflected throughout consolidated financial statements have been adjusted to reflect the Reverse Stock Split. The authorized number of shares and the par value per share of the Company’s common stock were not affected by the Reverse Stock Split.

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**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) and with the instructions to Securities Exchange Commission (“SEC”) Form 10-K and Regulation S-X and reflect the accounts and operations of the Company and those of our subsidiaries in which we have a controlling financial interest. In accordance with the provisions of FASB or ASC 810, “Consolidation”, we consolidate any variable interest entity (“VIE”), of which we are the primary beneficiary. The typical condition for a controlling financial interest ownership is holding a majority of the voting interests of an entity; however, a controlling financial interest may also exist in entities, such as VIEs, through arrangements that do not involve controlling voting interests. ASC 810 requires a variable interest holder to consolidate a VIE if that party has the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance and the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. We do not consolidate a VIE in which we have a majority ownership interest when we are not considered the primary beneficiary. We have determined that we are the primary beneficiary of a number of VIEs. We evaluate our relationships with all the VIEs on an ongoing basis to reassess if we continue to be the primary beneficiary. All intercompany transactions and balances have been eliminated in consolidation. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the consolidated financial position of the Company as of December 31, 2019 and 2018, the consolidated results of operations and cash flows for the years ended December 31, 2019 and 2018 have been included.

**Going Concern**

The accompanying financial statements have been prepared assuming that we will continue as a going concern. In an effort to achieve liquidity that would be sufficient to meet all of our commitments, we have undertaken a number of actions, including minimizing capital expenditures and reducing recurring expenses. However, we believe that even after taking these actions, we will not have sufficient liquidity to satisfy all of our future financial obligations. The risks and uncertainties surrounding the timing of the close of our pending asset sales in Nevada, our limited capital resources, and the weak industry conditions impacting our business raise substantial doubt as to our ability to continue as a going concern. See Note 21 – “*Going Concern*” of the Notes to Consolidated Financial Statements included in Part II and Item 1A – “*Risk Factors*” in Part I of this Annual Report on Form 10-K.

**Non-Controlling Interest**

Non-controlling interest is shown as a component of stockholders’ equity on the consolidated balance sheets and the share of income (loss) attributable to non-controlling interest is shown as a component of income (loss) in the consolidated statements of operations.

**Use of Estimates**

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

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

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**Reclassifications**

Certain prior period amounts have been reclassified to conform to the current period presentation. These reclassifications did not affect net loss, revenues and stockholders' equity. See Note 17 for further discussion regarding discontinued operations.

## **Trade and other Receivables**

The Company extends non-interest bearing trade credit to its customers in the ordinary course of business which is not collateralized. Accounts receivable are shown on the face of the consolidated balance sheets, net of an allowance for doubtful accounts. The Company analyzes the aging of accounts receivable, historical bad debts, customer creditworthiness and current economic trends, in determining the allowance for doubtful accounts. The Company does not accrue interest receivable on past due accounts receivable. The reserve for doubtful accounts was \$0.44 million and \$0.33 million as of December 31, 2019 and 2018, respectively

## **Notes Receivable**

The Company reviews all outstanding notes receivable for collectability as information becomes available pertaining to the Company's inability to collect. An allowance for notes receivable is recorded for the likelihood of non-collectability. The Company accrues interest on notes receivable based net realizable value. The allowance for uncollectible notes was \$1.83 million and \$0 as of December 31, 2019 and 2018, respectively.

## **Inventory**

Inventory is stated at the lower of cost or net realizable value, with cost being determined on the first-in, first-out ("FIFO") method of accounting. The Company periodically reviews physical inventory for excess, obsolete, and potentially impaired items and reserves. The reserve estimate for excess and obsolete inventory is based on expected future use. The reserve estimates have historically been consistent with actual experience as evidenced by actual sale or disposal of the goods.

## **Prepaid Expenses and Other Current Assets**

Prepaid expenses consist of various payments that the Company has made in advance for goods or services to be received in the future. These prepaid expenses include advertising, insurance, and service or other contracts requiring up-front payments.

## **Property, Equipment and Leasehold Improvements, Net**

Property, equipment and leasehold improvements are stated at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets. The approximate useful lives for depreciation of our property, equipment and leasehold improvements are as follows: thirty-two years for buildings; three to eight years for furniture and equipment; three to five years for computer and software; five years for vehicles and the shorter of the estimated useful life or the underlying lease term for leasehold improvements. Repairs and maintenance expenditures that do not extend the useful lives of related assets are expensed as incurred.

Expenditures for major renewals and improvements are capitalized, while minor replacements, maintenance and repairs, which do not extend the asset lives, are charged to operations as incurred. Upon sale or disposition, the cost and related accumulated depreciation are removed from the accounts and any gain or loss is included in operations. The Company continually monitors events and changes in circumstances that could indicate that the carrying balances of its property, equipment and leasehold improvements may not be recoverable in accordance with the provisions of ASC 360, "*Property, Plant, and Equipment*." When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. See "Note 7 – *Property, Equipment and Leasehold Improvements, Net*" for further information.

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**Goodwill**

Goodwill is measured as the excess of consideration transferred and the net of the acquisition date fair value of assets acquired, and liabilities assumed in a business acquisition. In accordance with ASC 350, *"Intangibles—Goodwill and Other,"* goodwill and other intangible assets with indefinite lives are no longer subject to amortization but are tested for impairment annually or whenever events or changes in circumstances indicate that the asset might be impaired.

The Company reviews the goodwill allocated to each of our reporting units for possible impairment annually as of September 30 and whenever events or changes in circumstances indicate carrying amount may not be recoverable. In the impairment test, the Company measures the recoverability of goodwill by comparing a reporting unit's carrying amount, including goodwill, to the estimated fair value of the reporting unit.

The carrying amount of each reporting unit is determined based upon the assignment of our assets and liabilities, including existing goodwill and other intangible assets, to the identified reporting units. Where an acquisition benefits only one reporting unit, the Company allocates, as of the acquisition date, all goodwill for that acquisition to the reporting unit that will benefit. Where the Company has had an acquisition that benefited more than one reporting unit, The Company has assigned the goodwill to our reporting units as of the acquisition date such that the goodwill assigned to a reporting unit is the excess of the fair value of the acquired business, or portion thereof, to be included in that reporting unit over the fair value of the individual assets acquired and liabilities assumed that are assigned to the reporting unit.

If the carrying amount of a reporting unit is in excess of its fair value, the Company recognizes an impairment charge equal to the amount in excess.

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**Intangible Assets**

Intangible assets continue to be subject to amortization, and any impairment is determined in accordance with ASC 360, “Property, Plant, and Equipment,” intangible assets are stated at historical cost and amortized over their estimated useful lives. The Company uses a straight-line method of amortization, unless a method that better reflects the pattern in which the economic benefits of the intangible asset are consumed or otherwise used up can be reliably determined. The approximate useful lives for amortization of our intangible assets are as follows:

Customer Relationships	3 to 5 Years
Trademarks	2 to 8 Years
Dispensary Licenses	14 Years
Patent	2 Years
Management Service Agreement	15 Years

The Company reviews intangible assets subject to amortization quarterly to determine if any adverse conditions exist or a change in circumstances has occurred that would indicate impairment or a change in the remaining useful life. Conditions that may indicate impairment include, but are not limited to, a significant adverse change in legal factors or business climate that could affect the value of an asset, a product recall, or an adverse action or assessment by a regulator. If an impairment indicator exists, we test the intangible asset for recoverability. For purposes of the recoverability test, we group our amortizable intangible assets with other assets and liabilities at the lowest level of identifiable cash flows if the intangible asset does not generate cash flows independent of other assets and liabilities. If the carrying value of the intangible asset (asset group) exceeds the undiscounted cash flows expected to result from the use and eventual disposition of the intangible asset (asset group), the Company will write the carrying value down to the fair value in the period identified.

The Company calculates fair value of our intangible assets as the present value of estimated future cash flows the Company expects to generate from the asset using a risk-adjusted discount rate. In determining our estimated future cash flows associated with our intangible assets, The Company uses estimates and assumptions about future revenue contributions, cost structures and remaining useful lives of the asset (asset group).

Intangible assets that have indefinite useful lives are tested annually for impairment and are tested for impairment more frequently if events and circumstances indicate that the asset might be impaired. An impairment loss is recognized to the extent that the carrying amount of the asset group exceeds its fair value.

**Other Assets**

Other assets are comprised primarily of deposits for the purchase of real property and security deposits for leased properties in California, Nevada and New Jersey. The deposits for the purchase of real property are reclassified to Property and Equipment once the purchase is final.

***Business Combinations***

The Company accounts for its business acquisitions in accordance with ASC 805-10, “Business Combinations.” The Company allocates the total cost of the acquisition to the underlying net assets based on their respective estimated fair values. As part of this allocation process, the Company identifies and attributes values and estimated lives to the intangible assets acquired. These determinations involve significant estimates and assumptions regarding multiple, highly subjective variables, including those with respect to future cash flows, discount rates, asset lives, and the use of different valuation models, and therefore require considerable judgment. The Company’s estimates and assumptions are based, in part, on the availability of listed market prices or other transparent market data. These determinations affect the amount of amortization expense recognized in future periods. The Company bases its fair value estimates on assumptions it believes to be reasonable but are inherently uncertain.

**Revenue Recognition and Performance Obligations**

***Cannabis Dispensary, Cultivation and Production***

The Company recognizes revenue from manufacturing and distribution product sales when our customers obtain control of our products. Revenue from our retail dispensaries is recorded at the time customers take possession of the product. Revenue from our retail dispensaries is recognized net of discounts, promotional adjustments and returns. We collect taxes on certain revenue transactions to be remitted to governmental authorities, which may include sales, excise and local taxes. These taxes are not included in the transaction price and are, therefore, excluded from revenue. Upon purchase, the Company has no further performance obligations and collection is assured as sales are paid for at time of purchase.

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Revenue related to distribution customers is recorded when the customer is determined to have taken control of the product. This determination is based on the customer specific terms of the arrangement and gives consideration to factors including, but not limited to, whether the customer has an unconditional obligation to pay, whether a time period or event is specified in the arrangement and whether the Company can mandate the return or transfer of the products. Revenue is recorded net of taxes collected from customers that are remitted to governmental authorities with collected taxes recorded as current liabilities until remitted to the relevant government authority.

[Herbs and Produce Products](#)

The Company recognizes revenue from products grown in its greenhouses upon delivery of the product to the customer at which time control passes to the customer. Upon transfer of control, the Company has no further performance obligations. For sales for which the Company uses an outside grower, the Company evaluates whether it is appropriate to record the gross amount of product sales and related costs or the net amount earned as commissions. The evaluation considers whether the Company takes control of the products of the outside grower, whether it has the ability to direct the outside grower to provide the product to the customer on its behalf or whether it combines products from the outside grower with its own goods and services to provide the products to the customer.

In evaluating whether it takes control of the products of the outside grower, the Company considers whether it has primary responsibility for fulfilling the promise to provide the products, whether the Company is subject to inventory risk related to the products and whether it has the ability to set the selling prices for the products.

[Disaggregation of Revenue](#)

See Note 18 – “*Segment Information*” for revenues disaggregated by type as required by ASC Topic 606.

[Contract Balances](#)

Due to the nature of the Company’s revenue from contracts with customers, the Company does not have material contract assets or liabilities that fall under the scope of ASC Topic 606.

[Contract Estimates and Judgments](#)

The Company’s revenues accounted for under ASC Topic 606, generally, do not require significant estimates or judgments based on the nature of the Company’s revenue streams. The sales prices are generally fixed at the point of sale and all consideration from contracts is included in the transaction price. The Company’s contracts do not include multiple performance obligations or material variable consideration

**Cost of Goods Sold**

***Cannabis Dispensary, Cultivation and Production***

Cost of goods sold includes the costs directly attributable to product sales and includes amounts paid for finished goods, such as flower, edibles, and concentrates, as well as packaging and delivery costs. It also includes the labor and overhead costs incurred in cultivating and producing cannabis flower and cannabis-derived products. Overhead expenses include allocations of rent, administrative salaries, utilities, and related costs.

***Herbs and Produce Products***

Cost of goods sold include cultivation costs, packaging, other supplies and purchased plants that are sold into the retail marketplace by Edible Garden. Other expenses included in cost of goods sold include freight, allocations of rent, repairs and maintenance, and utilities.



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**Advertising Expenses**

The Company expenses advertising costs as incurred in accordance with ASC 720-35, “*Other Expenses – Advertising Cost.*” Advertising expenses recognized totaled \$1.80 million and \$1.23 million the years ended December 31, 2019 and 2018, respectively.

**Stock-Based Compensation**

The Company accounts for its stock-based awards in accordance with ASC Subtopic 718-10, “*Compensation – Stock Compensation*”, which requires fair value measurement on the grant date and recognition of compensation expense for all stock-based payment awards made to employees and directors, including restricted stock awards. For stock options, the Company estimates the fair value using a closed option valuation (Black-Scholes) model. The fair value of restricted stock awards is based upon the quoted market price of the common shares on the date of grant. The fair value is then expensed over the requisite service periods of the awards, net of estimated forfeitures, which is generally the performance period and the related amount is recognized in the consolidated statements of operations.

The Black-Scholes option-pricing model requires the input of certain assumptions that require the Company’s judgment, including the expected term and the expected stock price volatility of the underlying stock. The assumptions used in calculating the fair value of stock-based compensation represent management’s best estimates, but these estimates involve inherent uncertainties and the application of judgment. As a result, if factors change resulting in the use of different assumptions, stock-based compensation expense could be materially different in the future. In addition, the Company is required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. If the actual forfeiture rate is materially different from management’s estimates, the stock-based compensation expense could be significantly different from what the Company has recorded in the current period.

**Income Taxes**

The provision for income taxes is determined in accordance with ASC 740, “*Income Taxes*”. The Company files a consolidated United States federal income tax return. The Company provides for income taxes based on enacted tax law and statutory tax rates at which items of income and expense are expected to be settled in our income tax return. Certain items of revenue and expense are reported for Federal income tax purposes in different periods than for financial reporting purposes, thereby resulting in deferred income taxes. Deferred taxes are also recognized for operating losses that are available to offset future taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The Company has incurred net operating losses for financial-reporting and tax-reporting purposes. At December 31, 2019 and 2018, such net operating losses were offset entirely by a valuation allowance.

The Company recognizes uncertain tax positions based on a benefit recognition model. Provided that the tax position is deemed more likely than not of being sustained, the Company recognizes the largest amount of tax benefit that is greater than 50.0% likely of being ultimately realized upon settlement. The tax position is derecognized when it is no longer more likely than not of being sustained. The Company classifies income tax related interest and penalties as interest expense and selling, general and administrative expense, respectively, on the consolidated statements of operations.

**Loss Per Common Share**

In accordance with the provisions of ASC 260, “*Earnings Per Share*”, net loss per share is computed by dividing net loss by the weighted-average shares of common stock outstanding during the period. During a loss period, the effect of the potential exercise of stock options, warrants, convertible preferred stock, and convertible debt are not considered in the diluted loss per share calculation since the effect would be anti-dilutive. The results of operations were a net loss for the years ended December 31, 2019 and 2018. Therefore, the basic and diluted weighted-average shares of common stock outstanding were the same for all years.

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

<b>Year Ended December</b>	
<b>31,</b>	
<b>2019</b>	<b>2018</b>

	<u>          </u>	<u>          </u>
Common stock warrants	1,313,459	1,053,252
Common stock options	<u>12,365,295</u>	<u>8,400,629</u>
	<u><b>13,678,755</b></u>	<u><b>9,453,881</b></u>

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**Fair Value of Financial Instruments**

The Company applies fair value accounting for all financial assets and liabilities and non-financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities that are required to be recorded at fair value, the Company considers the principal or most advantageous market in which the Company would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as risks inherent in valuation techniques, transfer restrictions and credit risk. Fair value is estimated by applying the following hierarchy, which prioritizes

the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

*Level 1 – Quoted prices in active markets for identical assets or liabilities.*

*Level 2 – Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.*

*Level 3 – Inputs that are generally unobservable and typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.*

In accordance with the fair value accounting requirements, companies may choose to measure eligible financial instruments and certain other items at fair value. The Company has not elected the fair value option for any eligible financial instruments.

#### **Investments**

Investments in unconsolidated affiliates are accounted for under the cost or the equity method of accounting, as appropriate. The Company accounts for investments in limited partnerships or limited liability corporations, whereby the Company owns a minimum of 5.0% of the investee's outstanding voting stock, under the equity method of accounting. These investments are recorded at the amount of the Company's investment and adjusted each period for the Company's share of the investee's income or loss, and dividends paid. As investments accounted for under the cost method do not have readily determinable fair values, the Company only estimates fair value if there are identified events or changes in circumstances that could have a significant adverse effect on the investment's fair value.

#### **Assets Held for Sale and Discontinued Operations**

Assets held for sale represent furniture, equipment, and leasehold improvements less accumulated depreciation as well as any other assets that are held for sale in conjunction with the sale of a business. The Company records assets held for sale in accordance with ASC 360, "Property, Plant, and Equipment," at the lower of carrying value or fair value less costs to sell. Fair value is based on the estimated proceeds from the sale of the facility utilizing recent purchase offers, market comparables and other market data. Our estimate as to fair value is regularly reviewed and subject to changes in the commercial real estate markets and our continuing evaluation as to the facility's acceptable sale price. The reclassification takes place when the assets are available for immediate sale and the sale is highly probable. These conditions are usually met from the date on which a letter of intent or agreement to sell is ready for signing. The Company follows the guidance within ASC 205, "Reporting Discontinued Operations and Disclosure of Disposals of Components of an Entity" when assets held for sale represent a strategic shift in the Company's operations and financial results.

#### **Recently Adopted Accounting Standards**

***FASB ASU No. 2018-07 (Topic 718), "Compensation—Stock Compensation: Improvements to Nonemployee Share-Based Payment Accounting"***— Issued in June 2018, ASU 2018-07 expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. The amendments also clarify that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under Topic 606. The Company adopted ASU 2018-07 on January 1, 2019. Adoption of this guidance did not have a material impact on the Company's consolidated financial condition or results of operations.

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**FASB ASU 2017-04 (Topic 350), “Intangibles - Goodwill and Others”**– Issued in January 2017, ASU 2017-04 simplifies how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit’s goodwill with the carrying amount of that goodwill. ASU 2017-04 is effective for annual periods beginning after December 15, 2019 including interim periods within those periods. As early adoption is permitted, the Company adopted ASU 2017-04 on January 1, 2019. Adoption of this guidance did not have a material impact on the Company’s consolidated financial condition or results of operations.

**FASB ASU No. 2016-02 (Topic 842), “Leases”**– Issued in February 2016, ASU No. 2016-02 established ASC Topic 842, “Leases,” as amended by subsequent ASUs on the topic, which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. ASU 2016-02 requires lessees to apply a two-method approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase. Lessees are required to record a right-of-use asset and a lease liability for all leases with a term greater than 12 months. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases. Lessees will recognize expense based on the effective interest method for finance leases or on a straight-line basis for operating leases. The accounting applied by the lessor is largely unchanged from that applied under the existing lease standard. We adopted this standard effective January 1, 2019 using the modified retrospective approach. In transitioning to ASC 842, we elected to use the practical expedient package available to us and did not elect to use hindsight. These elections have been applied consistently to all of our leases. On January 1, 2019 we recorded a right-of-use asset of \$9.91 million (included in “other assets”) and a lease liability of \$11.64 million (included in “other liabilities”) (see Note 11 – “Leases”).

#### **Recently Issued Accounting Standards**

**FASB ASU No. 2019-12, “Simplifying the Accounting for Income Taxes”**– Issued in December 2019, ASU 2019-12 eliminates certain exceptions related to the approach for intraperiod tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. It also clarifies and simplifies other aspects of the accounting for income taxes. ASU 2019-12 is effective for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years. The Company is currently evaluating the adoption date and impact, if any, adoption will have on its financial position and results of operations.

#### **NOTE 3 – CONCENTRATIONS OF BUSINESS AND CREDIT RISK**

The Company maintains cash balances in several financial institutions that are insured by either the Federal Deposit Insurance Corporation or the National Credit Union Association up to certain federal limitations. At times, the Company’s cash balance exceeds these federal limitations and it maintains significant cash on hand at certain of its locations. The Company has not historically experienced any material loss from carrying cash on hand. The amount in excess of insured limitations was \$0.18 million and \$4.83 million as of December 31, 2019 and 2018, respectively.

The Company provides credit in the normal course of business to customers located throughout the U.S. The Company performs ongoing credit evaluations of its customers and maintains allowances for doubtful accounts based on factors surrounding the credit risk of specific customers, historical trends, and other information. There were no customers that comprised more than 10.0% of the Company’s revenue for the year ended December 31, 2019 and 2018.

The Company sources cannabis products for retail, cultivation and production from various vendors. However, as a result of the new regulations in the State of California, the Company’s California retail, cultivation and production operations must use vendors licensed by the State effective January 1, 2018. As a result, we are dependent upon the licensed vendors in California to supply products as of that date. If the Company is unable to enter into a relationship with sufficient members of properly licensed vendors, the Company’s sales may be impacted. During the year ended December 31, 2019 and 2018, we did not have any concentration of vendors for inventory purchases. However, this may change depending on the number of vendors who receive appropriate licenses to operate in the State of California.





**NOTE 4 – VARIABLE INTEREST ENTITY ARRANGEMENTS**

**NuLeaf, Inc.**

On October 26, 2017, the Company entered into operating agreements with NuLeaf, Inc. and formed NuLeaf Sparks Cultivation, LLC and NuLeaf Reno Production, LLC (collectively “NuLeaf”) to build and operate cultivation and production facilities for our IVXX brand of cannabis products in Nevada. The agreements were subject to approval by the State of Nevada, the City of Sparks and the City of Reno in Nevada. Under the terms of the agreements, the Company remitted to NuLeaf an upfront investment of \$4.50 million in the form of convertible loans bearing an interest rate of 6% per annum. On June 28, 2018, the Company received approval from the State of Nevada. The remaining required approvals from local authorities were received in July 2018. As a result, the notes receivable balance was converted into a 50% ownership interest in NuLeaf. The investment in NuLeaf was recorded at cost and accounted for using the equity method as of December 31, 2018.

In February 2019, we amended and restated the NuLeaf agreements and obtained control of the operations of NuLeaf. The Company has determined these entities are variable interest entities in which the Company is the primary beneficiary by reference to the power and benefits criterion under ASC 810, “Consolidation.” The provisions within the amended agreement grant the Company the power to manage and make decisions that affect the operation of these entities. As the primary beneficiary of NuLeaf Sparks Cultivation, LLC and NuLeaf Reno Production, LLC, the Company began consolidating the accounts and operations of these entities as of March 1, 2019. All intercompany transactions are eliminated in the consolidated financial statements. On March 1, 2019, we remeasured our equity method investment in NuLeaf to fair value and consolidated the results of NuLeaf in our consolidated financial statements and report its results in our cannabis segment.

The Company finalized the accounting for the NuLeaf transaction in the fourth quarter of 2019 and now considers the measurement period to be closed. The aggregate carrying values of Sparks Cultivation, LLC and NuLeaf Reno Production, LLC assets and liabilities, after elimination of any intercompany transactions and balances, in the consolidated balance sheets were as follows:

	(in thousands)	
	February 28, 2019	December 31, 2019
Current assets:		
Cash	\$ 127	\$ 243
Accounts receivable, net	-	16
Inventory	974	2,910
Prepaid expenses and other current assets	88	35
<b>Total current assets</b>	<b>1,189</b>	<b>3,204</b>
Property, equipment and leasehold improvements, net	10,839	9,543
Other assets	92	598
<b>TOTAL ASSETS</b>	<b>\$ 12,120</b>	<b>\$ 13,345</b>
Liabilities:		
Total current liabilities	\$ 37	\$ 213
Total long-term liabilities	-	415
<b>TOTAL LIABILITIES</b>	<b>\$ 37</b>	<b>\$ 628</b>

For fiscal year 2019, revenue and net loss attributed to NuLeaf was \$4.08 million and \$3.04 million, respectively. Additional pro forma information was omitted as amounts are not material.



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**Blum Desert Inn**

On November 1, 2019, we entered into an agreement with Picky, LLC (“Picky”) to transfer all management responsibilities over the operations of our Blum Desert Inn retail dispensary. In consideration of the services to be performed by Picky, the Company has conveyed the rights to 85% of all future net profits generated from the aforementioned store. In the event of a loss, Picky has assumed responsibility to cover all future working capital shortfalls. The agreement will terminate upon the closing of the related asset purchase agreement, whereby the Company has agreed to sell all of the assets associated with the Blum Desert Inn location to Picky. The Company’s 15% share of net profits are to be applied to the purchase price payable to the Company upon the closing of the asset purchase agreement. See Note 17 – “Discontinued Operations.”

As the agreement transferred the benefits and risks arising from the operations of the Desert Inn store, as well as complete managerial authority over the operations, management concluded that Picky became the primary beneficiary of Blum Desert Inn upon execution of the agreement. As a result, the Company deconsolidated Desert Inn’s assets as of November 1, 2019.

**NOTE 5 – INVESTMENTS IN UNCONSOLIDATED AFFILIATES**

**Hydrofarm**

On August 28, 2018, the Company entered into a Subscription Agreement with Hydrofarm Holdings Group, Inc. (“Hydrofarm”), one of the leading independent providers of hydroponic products in North America, pursuant to which the Company agreed to purchase from Hydrofarm and Hydrofarm agreed to sell to the Company 2,000,000 Units, each Unit consisting of one share of common stock and one warrant to purchase one-half of a share of common stock for an initial exercise price of \$5.00 per share, for \$2.50 per Unit for an aggregate purchase price of \$5.00 million. The investment in Hydrofarm was recorded at cost and is included in other assets on the consolidated balance sheet as of December 31, 2019.

**NOTE 6 – INVENTORY**

Raw materials consists of material for NuLeaf and IVXX’s lines of cannabis pure concentrates, as well as Edible Garden’s herb product lines. Work-in-progress consists of cultivation materials and live plants grown at NuLeaf and Black Oak Gallery, and plants grown for Edible Garden’s herb product lines. Finished goods consists of cannabis products sold in retail.

Inventory as of December 31, 2019 and 2018 consists of the following:

	<u>(in thousands)</u>	
	<u>December</u>	<u>December</u>
	<u>31,</u>	<u>31,</u>
	<u>2019</u>	<u>2018</u>
Raw materials	\$ 2,650	\$ 1,208
Work-in-progress	3,425	311
Finished goods	573	858
Inventory reserve	(1,493)	(1,018)
<b>Total inventory</b>	<b>\$ 5,155</b>	<b>\$ 1,359</b>

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**NOTE 7 – PROPERTY, EQUIPMENT AND LEASEHOLD IMPROVEMENTS, NET**

Property, equipment, and leasehold improvements, net consists of the following:

	(in thousands)	
	December 31, 2019	December 31, 2018
Land and building	\$ 11,206	\$ 13,945
Furniture and equipment	5,147	3,268
Computer hardware	464	333
Leasehold improvements	20,976	6,681
Construction in progress	10,975	12,180
Subtotal	48,768	36,407
Less accumulated depreciation	(8,686)	(4,726)
<b>Property, equipment and leasehold improvements, net</b>	<b>\$ 40,082</b>	<b>\$ 31,681</b>

Depreciation expense related to property, equipment and leasehold improvements for the years ended December 31, 2019 and 2018 was \$7.21 million and \$4.71 million, respectively.

*Assets Divested*

On July 6, 2018, MediFarm LLC, a wholly-owned subsidiary of the Company, entered into an Asset Purchase Agreement (the “Purchase Agreement”) with Exhale Brands Nevada III, LLC (the “Purchaser”) pursuant to which the Company agreed to sell and the Purchaser agreed to purchase substantially all of the assets of the Company related to the Company’s dispensary located at 1921 Western Ave., Las Vegas, NV 89102 (“Western”). The total consideration was \$6.25 million in cash plus the value of the inventory on the closing date. The transaction closed on October 22, 2018 upon receiving approval from the Nevada Department of Taxation.

Management has concluded that the Western asset purchase agreement does not meet the definition of the sale of a business. Therefore, the relevant guidance is ASC 610-20 “Other Income.” The Company recognized a gain upon sale of the assets equal to the difference between the consideration paid and the book value of the assets as of the disposition date, less direct costs to sell.

The following table summarizes the transaction:

Total Consideration	\$ 6,408
Inventory	159
Prepaid Expenses	10
Property & Equipment	597
Total Asset Book Value	766
Transaction Costs	413
<b>Gain on Sale</b>	<b>\$ 5,229</b>

On July 31, 2019, MediFarm I Real Estate LLC entered into a purchase agreement to sell real property in Reno, NV to Green Wagon Reno LLC, an unaffiliated third party, for total cash consideration of \$1.50 million.

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**NOTE 8 – INTANGIBLE ASSETS AND GOODWILL**

**Goodwill**

Goodwill arises from the purchase price for acquired businesses exceeding the fair value of tangible and intangible assets acquired less assumed liabilities.

Goodwill is reviewed annually for impairment or more frequently if impairment indicators arise. The Company conducts its annual goodwill impairment assessment as of the last day of the third quarter, or more frequently under certain circumstances. For the purpose of the goodwill impairment assessment, the Company has the option to perform a qualitative assessment (commonly referred to as “step zero”) to determine whether further quantitative analysis for impairment of goodwill or indefinite-lived intangible assets is necessary or a quantitative assessment (“step one”) where the Company estimates the fair value of each reporting unit using a discounted cash flow method (income approach). Goodwill is assigned to the reporting unit, which is the operating segment level or one level below the operating segment. The balance of goodwill at December 31, 2019 and 2018 was \$27.72 million and \$35.17 million, respectively and was attributed to the Cannabis reportable segment.

The table below summarizes the changes in the carrying amount of goodwill:

<b>Goodwill</b>	
Balance at December 31, 2017	\$ 28,921
Measurement Period Adjustment	6,251
Balance at December 31, 2018	35,172
Impairment	(7,450)
Balance of December 31, 2019	\$ 27,722

The Company completed a preliminary step one assessment as of September 30, 2019 and concluded no adjustment to the carrying value of goodwill was required, however the fair value of the Black Oak Gallery reporting unit exceeded the carrying value by less than 5%.

During the fourth quarter of 2019, Company’s market capitalization declined more than 50%. The decline coincided with an overall weakening of the legal cannabis industry, primarily due to high taxation and increasing competition from the illicit cannabis market in California. On November 21, 2019 the California Department of Tax and Fee Administration (CDTFA) announced cannabis mark-up and cultivation tax rate changes that will become effective as of Jan. 1, 2020. Management considered the decline in market capitalization and pending increase in taxes to be impairment indicators and performed an interim impairment analysis of the Black Oak Gallery and Blum Santa Ana reporting units as of December 31, 2019, using a “step one” quantitative assessment for each reporting unit.

The Company first reviewed long-lived assets, which resulted in an impairment charge of \$0.25 million in the fourth quarter of 2019. The Company then performed a goodwill impairment analysis which resulted in an \$7.45 million charge in the fourth quarter of 2019, which approximates the excess of the carrying value over the estimated fair value of the Black Oak Gallery reporting unit.

The Company estimated the fair value of the reporting unit using a combination of the Guideline Public Company and Comparable Transactions methods. These non-cash charges relating to goodwill and other assets were recorded in the Impairment of Intangible Assets line in the Consolidated Statements of Operations.

The results of the Company’s 2019 and 2018 goodwill impairment assessments indicated that no other goodwill impairment existed.

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**Intangible Assets Net**

Intangible assets consisted of the following as of December 31, 2019 and 2018:

	Estimated Useful Life in Years	(in Thousands)					
		December 31, 2019			December 31, 2018		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	Gross Carrying Amount	Amortization Accumulated	Net Carrying Value
Amortizing Intangible Assets:							
Customer Relationships	3 to 5	\$ 8,072	\$ (5,834)	2,238	\$ 8,072	\$ (3,630)	\$ 4,443
Trademarks and Patent	2 to 8	196	(166)	29	196	(117)	79
Dispensary Licenses	14	10,270	(2,751)	7,519	10,270	(1,985)	8,285
Management Service Agreement	15	470	(57)	414	370	(32)	338
<b>Total Amortizing Intangible Assets</b>		<b>19,008</b>	<b>(8,808)</b>	<b>10,200</b>	<b>18,908</b>	<b>(5,763)</b>	<b>13,146</b>
Non-Amortizing Intangible Assets:							
Trade Name	Indefinite	5,070	-	5,070	5,320	-	5,320
<b>Total Non-Amortizing Intangible Assets</b>		<b>5,070</b>	<b>-</b>	<b>5,070</b>	<b>5,320</b>	<b>-</b>	<b>5,320</b>
<b>Total Intangible Assets, Net</b>		<b>\$ 24,078</b>	<b>\$ (8,808)</b>	<b>15,270</b>	<b>\$ 24,228</b>	<b>\$ (5,763)</b>	<b>\$ 18,466</b>

In the fourth quarter of 2018, the Company reduced the estimated useful life of its customer relationships to better reflect the expected benefit period. The change in estimated useful life has been accounted for as a change in accounting estimate. The reduction in the useful life increased loss from operations and net loss by approximately \$1.58 million for the year ended December 31, 2018.

The Company recorded amortization expense of \$3.05 million and \$1.72 million for the years ended December 31, 2019 and 2018, respectively. Based solely on the amortizable intangible assets recorded at December 31, 2019, the Company estimates amortization expense for the next five years to be as follows:

	(in thousands)					
	Year Ending December 31,					
	2020	2021	2022	2023	2024 and thereafter	Total
Amortization expense	\$ 3,042	\$ 804	\$ 766	\$ 765	\$ 4,873	10,250

Actual amortization expense to be reported in future periods could differ from these estimates as a result of new intangible asset acquisitions, changes in useful lives or other relevant factors or changes.

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**NOTE 9 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES**

Accounts payable and accrued expenses consist of the following:

	(in thousands)	
	December 31, 2019	December 31, 2018
Accounts Payable	\$ 6,774	\$ 2,576
Sales & Local Tax Payable	275	568
Accrued Payroll	830	2,553
Accrued Expenses	3,942	1,204
<b>Total Accounts Payable and Accrued Expenses</b>	<b>\$ 11,820</b>	<b>\$ 6,901</b>

**NOTE 10 – NOTES PAYABLE**

Notes payable consists of the following:

	December 31, 2019	December 31, 2018
Promissory note dated November 22, 2017, issued for the purchase of real property. Matures December 1, 2020, with an option to extend the maturity date 1 year. The promissory note bears interest at 12.0% for year one and escalates 0.5% per year thereafter up to 13.5%. In the event of default, the note is convertible at the holder's option.	\$ 4,500	\$ 4,500
Promissory note dated January 18, 2018, issued for the purchase of real property. The promissory note is collateralized by the land and building purchased and matures February 1, 2021, with an option to extend the maturity date 1 year. The promissory note bears interest at 12.0% for year one and escalates 0.5% per year thereafter up to 13.0%. The full principle balance and accrued interest are due at maturity. In the event of default, the note is convertible at the holder's option.	6,500	6,500
Senior convertible promissory note dated July 25, 2018, issued to accredited investors under the 2018 Master Securities Purchase and Convertible Promissory Notes Agreement, which matures January 25, 2020 and bears interest at a rate of 7.5% per annum. The conversion price is \$4.50, subject to adjustment.	-	150
Senior convertible promissory note dated September 6, 2018, issued to accredited investors under the 2018 Master Securities Purchase and Convertible Promissory Notes Agreement, which matures March 7, 2020 and bears interest at a rate of 7.5% per annum. The conversion price is \$4.50, subject to adjustment.	-	1,200
Promissory note dated October 5, 2018, issued for the purchase of real property. Matures October 5, 2021. The promissory note bears interest at 12.0% for year one and escalates 0.5% per year thereafter up to 13.5%. In the event of default, the note is convertible at the holder's option.	1,600	1,600
Securities Purchase Agreement dated December 3, 2018, issued to accredited investors, which matures June 3, 2020 and bears interest at a rate of 3.0% per annum. The conversion price is 5.0% discount to the average of the three (3) lowest VWAPs in the five (5) trading days prior to the conversion date.	-	7,000
Securities Purchase Agreement dated June 11, 2019, issued to accredited investors, which matures December 11, 2020 and bears interest at a rate of 7.5% per annum. The conversion price is \$4.50 or 87% of the average of the two (2) lowest VWAPs in the thirteen (13) trading days prior to the conversion date.	4,000	-
Securities Purchase Agreement dated October 21, 2019, issued to accredited investors, which matures April 21, 2021 and bears interest at a rate of 7.5% per annum. The conversion price is \$4.50 or 87% of the average of the two (2) lowest VWAPs in the thirteen (13) trading days prior to the conversion date.	1,500	-
Secured promissory note dated December 30, 2019, issued to Matthew Lee Morgan Trust (a related party), which matures December 30, 2020, and bears interest at a rate of 10% per annum. The note is secured by the Company's HydroFarm investment.	500	-
Notes payable - promissory notes	\$ 18,600	\$ 20,950
Vehicle loans	47	-
Less: Short term debt	(11,022)	-
Less: Debt discount	(1,055)	(2,637)
<b>Net Long Term Debt</b>	<b>\$ 6,570</b>	<b>\$ 18,313</b>





**Scheduled Maturities of Debt**

Scheduled maturities of debt are as follows:

	(in thousands)					
	Year Ending December 31,					
	2020	2021	2022	2023	2024 and thereafter	Total
<b>Total Debt</b>	\$ 11,022	\$ 7,578	\$ -	\$ -	\$ -	\$ 18,600

**Promissory Notes**

On November 22, 2017, the Company entered into a \$4.50 million promissory note for the purchase of land and a building in California with a third-party creditor. The promissory note is collateralized by the land and building purchased and matures in December 1, 2020. The interest rate for the first year is 12.0% and increases 0.5% per year through 2020. Payments of interest only are due monthly. The full principle balance and accrued interest are due at maturity.

On January 18, 2018, the Company entered into a \$6.50 million promissory note for the purchase of land and a building in California with a third-party creditor. As part of the closing of the purchase of land, the Company issued warrants with a value of approximately \$0.16 million and paid a cash fee of \$0.20 million. The warrants and cash fee were recorded as a debt discount. The unamortized balance of such discount as of December 31, 2019 was \$0.25 million. The interest rate for the first year is 12.0% and increases 0.5% per year, up to 13.0%, through 2021. Payments of interest only are due monthly. The full principle balance and accrued interest are due at maturity.

On October 5, 2018, the Company entered into a \$1.60 million promissory note for the purchase of a building in Nevada with a third-party creditor. The promissory note is collateralized by the building purchased and matures in October 5, 2021. The interest rate for the first year is 12.0% and increases 0.5% per year through 2020. Payments of interest only are due monthly. The full principle balance and accrued interest are due at maturity.

**2017 Master Securities Purchase Agreement and Convertible Promissory Notes**

The Company has a Securities Purchase Agreement with an accredited investor pursuant to which the Company sells to the accredited investor Senior Convertible Promissory Notes. During the year ended December 31, 2017, the Company issued five 12.0% convertible notes for an aggregate value of \$20.00 million due at various dates through June 2019. Of the \$20.00 convertible notes issued during 2017, the Company converted \$6.90 million of the convertible notes into shares of the Company's common stock during the year ended December 31, 2018. The Company paid \$0.60 million in cash and issued approximately \$0.56 million of warrants in connection with the notes. The cash fee and warrants issued were recorded as a debt discount.

**2018 Master Securities Purchase Agreement and Convertible Promissory Notes**

In March 2018, the Company entered into the 2018 Master Securities Purchase Agreement with an accredited investor pursuant to which the Company sells to the accredited investor 7.5% Senior Convertible Promissory Notes in eight tranches averaging \$5.00 million, for a total of \$40.00 million. The Company converted \$18.70 million of convertible notes into the Company's common stock during the year ended December 31, 2019. As of December 31, 2019, \$8.35 million of principle remains outstanding. The Company paid \$0.67 million in cash and issued warrants with a total fair value of approximately \$0.54 million. The cash fee and warrants issued were recorded as a debt discount. For each note issued under the Master Securities Purchase Agreement, the principal and interest due and owed under the note is convertible into shares of Common Stock at any time at the election of the holder at a conversion price per share equal to the lower of (i) the original conversion price as defined in each note issuance or (ii) 85.0% of the lowest daily volume weighted average price of the Common Stock in the fifteen (15) trading days prior to the conversion date ("Conversion Price"), which Conversion Price is subject to adjustment for (i) stock splits, stock dividends, combinations, or similar events and (ii) full ratchet anti-dilution protection. Upon certain events of default, the conversion price will automatically become 70.0% of the average of the three (3) lowest volume weighted average prices of the Common Stock in the twenty (20) consecutive trading days prior to the conversion date for so long as such event of default remains in effect.



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In addition, at any time that (i) the daily volume weighted average price of the Common Stock for the prior ten (10) consecutive trading days is \$10.50 or more and (ii) the average daily trading value of the Common Stock is greater than \$2.50 million for the prior ten (10) consecutive trading days, then the Company may demand, upon one (1) days' notice, that the holder convert the notes at the Conversion Price.

The Company may prepay in cash any portion of the outstanding principal amount of the notes and any accrued and unpaid interest by, upon ten (10) days' written notice to the holder, paying an amount equal to (i) 110.0% of the sum of the then-outstanding principal amount of the notes plus accrued but unpaid interest, if the prepayment date is within 90 days of the issuance date of the notes; (ii) 115.0% of the sum of the then-outstanding principal amount of Note A plus accrued but unpaid interest, if the prepayment date is between 91 days and 180 days of the issuance date of the notes; or (iii) 125.0% of the sum of the then-outstanding principal amount of the notes plus accrued but unpaid interest, if the prepayment date is after 180 days of the issuance date of the notes.

On March 12, 2019, Terra Tech Corp. (the "Company") issued a 7.5% Senior Convertible Promissory Note due September 12, 2020 (the "Note") in the principal amount of \$5.00 million to an accredited investor (the "Purchaser") for a purchase price of \$5.00 million (the "Offering") pursuant to a Securities Purchase Agreement with the Purchaser, dated as of March 12, 2018 (the "Purchase Agreement"). The Note and the shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), issuable upon conversion of the Note (the "Conversion Shares") are collectively referred to herein as the "Securities." The Note is the sixth of eight tranches of 7.5% Senior Convertible Promissory Notes to be issued by the Company to the Purchaser pursuant to the Purchase Agreement.

On June 11, 2019, Terra Tech Corp. (the "Company") issued a 7.5% Senior Convertible Promissory Note due December 11, 2020 (the "Note") in the principal amount of \$4.00 million to an accredited investor (the "Purchaser") for a purchase price of \$4.00 million (the "Offering") pursuant to a Securities Purchase Agreement with the Purchaser, dated as of March 12, 2018 (the "Purchase Agreement"). The Note and the shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), issuable upon conversion of the Note (the "Conversion Shares") are collectively referred to herein as the "Securities." The Note is the seventh of eight tranches of 7.5% Senior Convertible Promissory Notes to be issued by the Company to the Purchaser pursuant to the Purchase Agreement.

On October 21, 2019, Terra Tech Corp. (the "Company") issued a Promissory Note (the "Note") in the principal amount of \$1.50 million to an accredited investor (the "Purchaser"). This 7.5% Senior Convertible Promissory Note is one of a series of duly authorized and validly issued convertible promissory notes of Terra Tech Corp. under the 2018 Master Securities Purchase and Convertible Promissory Notes Agreement. It matures April 21, 2021 and bears an interest rate of 7.5% per annum. The conversion price is \$4.50, subject to adjustment.

#### **Conversion of Notes Payable**

During the years ended December 31, 2019 and 2018, the Company converted debt and accrued interest into 29,380,222 and 16,652,002 shares of the Company's common stock, respectively.

#### **NOTE 11 – LEASES**

A lease provides the lessee the right to control the use of an identified asset for a period of time in exchange for consideration. Operating lease right-of-use assets ("ROU assets") and lease liabilities are included in other assets and other liabilities on the Company's Consolidated Balance Sheets.

ROU assets represent the Company's right to use an underlying asset for the lease term and operating lease liabilities represent the Company's obligation to make lease payments arising from the lease. The Company determines if an arrangement is a lease at inception. ROU assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. Most operating leases contain renewal options that provide for rent increases based on prevailing market conditions. The Company has lease extension terms at our Decatur and Edible Garden properties that have either been extended or are likely to be extended. The terms used to calculate the ROU assets for these properties include the renewal options that the Company is reasonably certain to exercise.

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

The Company occupies office facilities under lease agreements that expire at various dates. In addition, office, production and transportation equipment is leased under agreements that expire at various dates. The Company does not have any significant finance leases. Total operating lease costs were \$1.92 million in 2019. Short-term lease costs during the 2019 fiscal year were not material.

As of December 31 2019, short term lease liabilities of \$1.20 million are included in "Accounts Payable and Accrued Expenses" on the consolidated balance sheet. The table below presents total operating lease ROU assets and lease liabilities as of December 31, 2019:

	<b>(in thousands)</b>
	<b>Twelve Months Ended December 31, 2019</b>
Operating lease ROU assets	\$ 10,497
Operating lease liabilities	10,968

The table below presents the maturities of operating lease liabilities as of December 31, 2019:

	<b>(in thousands)</b>
	<b>Operating Leases</b>
2020	\$ 2,351
2021	2,066
2022	2,085
2023	2,148
2024	1,843
Thereafter	5,294
Total lease payments	15,787
Less: discount	(4,819)
Total operating lease liabilities	\$ 10,968

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

	<b>Twelve Months Ended December 31, 2019</b>
Weighted average remaining lease term (years)	8.6
Weighted average discount rate	11.3 %

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**NOTE 12 – TAX EXPENSE**

The components of deferred income tax assets and (liabilities) are as follows:

	<b>Year Ended December 31,</b>	
	<b>2019</b>	<b>2018</b>
Deferred income tax assets:		
Options expense	\$ 2,314	\$ 1,018
Depreciation	203	
Allowance for Doubtful Accounts	663	\$ 33
Net operating Losses	14,921	13,409
	<u>18,101</u>	<u>14,460</u>
Deferred income tax liabilities:		
Depreciation	-	(829)
Total	<u>18,101</u>	<u>13,631</u>
Valuation allowance	<u>(18,101)</u>	<u>(13,631)</u>
Net deferred tax assets (liabilities)	<u>\$ -</u>	<u>\$ -</u>

The Company did not incur income tax expense or benefit for the years ended December 31, 2019 or 2018 from continuing or discontinued operations. The reconciliation between the Company's effective tax rate and the statutory tax rate is as follows:

	<b>Year Ended December 31,</b>	
	<b>2019</b>	<b>2018</b>
Expected Income Tax Benefit at Statutory Tax Rate, Net	\$ (9,705)	\$ (6,847)
Amortization	641	642
IRC 280E Adjustment	3,785	1,566
Impairment of Assets	73	-
Impairment of Intangibles	1,680	-
Derivatives Expense	-	-
Other Non-Deductible Items	29	405
Change In Valuation Allowance	<u>3,496</u>	<u>4,235</u>
Reported income tax expense (benefit)	<u>\$ -</u>	<u>\$ -</u>

On December 22, 2017, the Tax Cuts and Jobs Act (the "Tax Act") was signed into law, making significant changes to taxation of U.S. business entities. The Tax Act reduced the U.S. corporate income tax rate from 35% to 21%, provided for accelerated deductions for capital asset additions, imposed limitations on certain tax deductions (e.g., meals & entertainment, executive compensation, interest, etc.), eliminated the corporate alternative minimum tax, and included numerous other provisions.

In connection with the Tax Act, the SEC issued Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act ("SAB 118") to provide guidance to companies that had not completed their accounting for the income tax effects of the Tax Act. Under SAB 118, companies were permitted to record provisional amounts to the extent reasonable estimates could be made. Additionally, upon obtaining, preparing, or analyzing additional information (including computations), companies were permitted to record additional tax effects and adjustments to previously recorded provisional amounts within one year from the enactment date of the Tax Act.

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As of December 31, 2018, the Company had recorded a provisional income tax benefit of \$3.30 million, which was primarily associated with the remeasurement of certain deferred tax liabilities in the U.S. from 35.0% to 21.0%. As of December 31, 2018, a full valuation allowance was recorded against all net deferred tax assets, as these assets are more likely than not to be unrealized. As of December 31, 2019, the Company completed its accounting for the income tax effects of the Tax Act and concluded that no adjustment to the provisional estimate was required.

For the years ended December 31, 2019 and 2018, the Company had subsidiaries that produced and sold cannabis or cannabis pure concentrates, subjecting the Company to the limits of Internal Revenue Code (“IRC”) Section 280E. Pursuant to IRC Section 280E, the Company is allowed only to deduct expenses directly related to sales of product. The State of California does not conform to IRC Section 280E and, accordingly the Company is allowed to deduct all operating expenses on its California income tax returns. As the Company files consolidated federal income tax returns, the taxable income generated from its subsidiaries subject to IRC Section 280E has been offset by losses generated by operations not subject to IRC Section 280E.

As of December 31, 2019, and 2018, the Company had net operating loss carryforwards of approximately \$47.48 million and \$42.78 million, respectively, which, if unused, will expire beginning in the year 2034. These tax attributes are subject to an annual limitation from equity shifts, which constitute a change of ownership as defined under IRC Section 382, which will limit their utilization. The Company assessed the effect of these limitations and did not believe the losses through December 31, 2019 to be substantially limited.

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. A significant piece of objective negative evidence evaluated was the cumulative losses incurred through the period ended December 31, 2019. Such objective evidence limits the ability to consider other subjective evidence, such as our projections for future growth. On the basis of this evaluation, as of December 31, 2019, a valuation allowance of has been recorded against all net deferred tax assets as these assets are more likely than not to be unrealized. The amount of the deferred tax asset considered realizable, however, could be adjusted if estimates of future taxable income during the carryforward period are reduced or increased or if objective negative evidence in the form of cumulative losses is no longer present and additional weight may be given to subjective evidence such as our projections for growth.

The Company files income tax returns in the U.S. federal jurisdiction and various state and local jurisdictions. All tax years are subject to examination.

#### **NOTE 13 – EQUITY**

##### **Preferred Stock**

The Company authorized 50.00 million shares of preferred stock with \$0.001 par value per share. The Company designated 100 shares of preferred stock as “Series A Preferred Stock,” of which there were 8 and 12 shares of Series A Preferred Stock outstanding as of December 31, 2019 and 2018, respectively. Series A Preferred Stock is convertible on a one-for-one basis into common stock and has all of the voting rights of the Company’s common stock.

The Company designated 41.00 million shares of preferred stock as “Series B Preferred Stock.” Each share of Series B Preferred Stock: (i) is entitled to 100 votes for each share of common stock into which a share of Series B Preferred Stock is convertible and (ii) is convertible, at the option of the holder, on a 1-for-5.38 basis, into shares of the Company’s common stock. During the year ended December 31, 2018, all Series B Preferred Stock were converted to common stock.

##### **Common Stock**

The Company authorized 990.00 million shares of common stock with \$0.001 par value per share. As of December 31, 2019 and 2018, 118.00 million and 81.76 million shares of common stock were issued and outstanding, respectively.

On March 12, 2018, we implemented a 1-for-15 reverse stock split of our common stock (the “Reverse Stock Split”). The Reverse Stock Split became effective in the stock market upon commencement of trading on March 13, 2018. As a result of the Reverse Stock Split, every fifteen shares of our Pre-Reverse Stock Split common stock were combined and reclassified into one share of our common stock. No fractional shares were issued in connection with the Reverse Stock Split, and any fractional shares were rounded up to the nearest whole share. The number of shares of common stock subject to outstanding options, warrants and convertible securities were also reduced by a factor of fifteen as of March 13, 2018. All historical share and per share amounts reflected throughout this report have been adjusted to reflect the Reverse Stock Split. The authorized number of shares and the par value per share of our common stock were not affected by the Reverse Stock Split.

##### **Treasury Stock**

During 2019, the Company acquired 2,308,408 shares of common stock and 4 shares of Series A Preferred stock as part of a litigation settlement. The shares were recorded at fair market value as of the date the agreement was executed. See Note 19 - “*Litigation and Claims*” for additional information regarding the settlement.

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**NOTE 14 – STOCK-BASED COMPENSATION**

**Equity Incentive Plans**

In the first quarter of 2016, the Company adopted the 2016 Equity Incentive Plan. In the fourth quarter of 2018, the Company adopted the 2018 Equity Incentive Plan. The following table contains information about both plans as of December 31, 2019:

	<b>Awards Reserved for Issuance</b>	<b>Awards Issued</b>	<b>Awards Available for Grant</b>
2016 Equity Incentive Plan	2,000,000	1,461,064	538,936
2018 Equity Incentive Plan	13,000,000	9,844,666	3,155,334

**Stock Options**

The following table summarizes the Company's stock option activity and related information for the year ended December 31, 2019 and 2018:

	<b>Number of Shares</b>	<b>Weighted- Average Exercise Price Per Share</b>	<b>Weighted- Average Remaining Contractual Life</b>	<b>Aggregate Intrinsic Value of In-the-Money Options</b>
<b>Options Outstanding as of January 1, 2018</b>	<b>1,177,732</b>	<b>\$ 2.17</b>		
Options Granted	7,659,565	\$ 1.56		
Options Exercised	-	\$ -		
Options Forfeited	(436,668)	\$ 2.36		
Options Expired	-	\$ -		
<b>Options Outstanding as of December 31, 2018</b>	<b>8,400,629</b>	<b>\$ 1.61</b>		
Options Granted	4,174,428	\$ 0.62		
Options Exercised	-	\$ -		
Options Forfeited	(209,762)	\$ 1.39		
Options Expired	-	\$ -		
<b>Options Outstanding as of December 31, 2019</b>	<b>12,365,295</b>	<b>\$ 1.24</b>	<b>8.9 years</b>	<b>\$ -</b>
<b>Options Exercisable as of December 31, 2019</b>	<b>5,145,005</b>	<b>\$ 1.54</b>	<b>8.6 years</b>	<b>\$ -</b>

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The aggregate intrinsic value is calculated as the difference between the Company’s closing stock price of \$0.16 on December 31, 2019 and the exercise price of options, multiplied by the number of options. As of December 31, 2019, there was \$2.76 million total unrecognized stock-based compensation. Such costs are expected to be recognized over a weighted-average period of approximately 1.91 years. The weighted average fair value of awards granted was \$0.53 and \$0.93 during 2019 and 2018, respectively.

The Company recognizes compensation expense for stock option awards on a straight-line basis over the applicable service period of the award. The service period is generally the vesting period. The following weighted-average assumptions were used to calculate stock-based compensation:

	Year Ended December 31,	
	2019	2018
Expected term (years)	6 Years	6 Years
Volatility	115.3-117.5 %	113.2-128.0 %
Risk-Free Interest Rate	1.85-2.5 %	2.5-2.9 %
Dividend Yield	0 %	0 %

The Company does not have sufficient historical information to develop reasonable expectations about future exercise patterns and post-vesting employment termination behavior. Hence, the Company uses the “simplified method” described in Staff Accounting Bulletin 107 to estimate the expected term of share option grants.

The expected stock price volatility assumption was determined by examining the historical volatilities for the Company’s common stock. The Company will continue to analyze the historical stock price volatility and expected term assumptions as more historical data for the Company’s common stock becomes available.

The risk-free interest rate assumption is based on the U.S. treasury instruments whose term was consistent with the expected term of the Company’s stock options.

The expected dividend assumption is based on the Company’s history and expectation of dividend payouts. The Company has never paid dividends on its common stock and does not anticipate paying dividends on its common stock in the foreseeable future. Accordingly, the Company has assumed no dividend yield for purposes of estimating the fair value of the Company stock-based compensation.

The Company estimates the forfeiture rate at the time of grant and revisions, if necessary, were estimated based on management’s expectation through industry knowledge and historical data.

**Stock-Based Compensation Expense**

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

Type of Award	(in thousands, except for number of shares or options)			
	For the Year Ended			
	December 31, 2019		December 31, 2018	
	Number of Shares or Options Granted	Stock-Based Compensation Expense	Number of Shares or Options Granted	Stock-Based Compensation Expense
Stock Options	4,174,428	\$ 4,342	7,659,565	\$ 2,528
Stock Grants:				
Employees (Common Stock)	740,580	473	201,296	603
Directors (Common Stock)	173,610	102	49,500	100
Non-Employee Consultants (Common Stock)	715,065	369	132,971	224
<b>Total Stock-Based Compensation Expense</b>		<b>\$ 5,286</b>		<b>\$ 3,457</b>

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**NOTE 15 – WARRANTS**

The following table summarizes warrant activity for the years ended December 31, 2019 and 2018:

	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>
<b>Warrants Outstanding as of January 1, 2018</b>	1,191,367	\$ -
Warrants Exercised	(339,275)	\$ 1.96
Warrants Granted	420,092	\$ 2.67
Warrants Expired	(218,933)	\$ 1.17
<b>Warrants Outstanding as of December 31, 2018</b>	1,053,252	\$ 4.28
Warrants Exercised	-	\$ -
Warrants Granted	454,237	\$ 0.69
Warrants Expired	(194,029)	\$ 2.08
<b>Warrants Outstanding as of December 31, 2019</b>	1,313,459	\$ 2.67

The weighted-average exercise price and weighted-average fair value of the warrants granted by the Company are as follows:

	<u>For the Year Ended</u>			
	<u>December 31, 2019</u>		<u>December 31, 2018</u>	
	<u>Weighted-Average Exercise Price</u>	<u>Weighted-Average Fair Value</u>	<u>Weighted-Average Exercise Price</u>	<u>Weighted-Average Fair Value</u>
Warrants Granted Whose Exercise Price				
Exceeded Fair Value at the Date of Grant	\$ 0.69	\$ 0.41	\$ 2.37	\$ 1.61
Warrants Granted Whose Exercise Price				
Was Equal or Lower Than Fair Value at the Date of Grant	\$ -	\$ -	\$ 3.95	\$ 4.53

For the warrants issued in 2019 and 2018 the Company valued the warrants utilizing the Black-Scholes option-pricing model with the following weighted-average inputs:

	<u>Year Ended December 31,</u>	
	<u>2019</u>	<u>2018</u>
Stock Price on Date of Grant	\$ 0.69	\$ 2.63
Exercise Price	\$ 0.72	\$ 2.67
Volatility	96.9%	115.7%
Term	5 -Years	5 -Years
Risk-Free Interest Rate	2.0%	2.7%
Expected Dividend Rate	0%	0%

For the years ended December 31, 2019 and 2018, \$0.18 million and \$0.73 million of warrants were issued in connection with debt and recorded as a debt discount.

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**NOTE 16 – COMMITMENTS AND CONTINGENCIES**

**California Operating Licenses**

Effective January 1, 2018 the State of California allowed for adult use cannabis sales. California’s cannabis licensing system is being implemented in two phases. First, beginning January 1, 2018, temporary permits were to be issued and the state anticipated issuing annual licenses by May of 2018. Licensees were eligible for several 90 days extensions to their temporary licenses. Throughout 2018 Terra Tech subsidiaries operated compliantly and were eligible for all of the extensions. As of March 2019, the State of California has yet to issue annual permits. The Company has received a temporary license for each local jurisdiction in which it has active operations and temporary licenses have been issued through the second quarter of 2019. The temporary permits may be extended for an additional period of time. The Company has submitted its applications for the annual permits to the state. Although the Company believes it will receive the necessary licenses from the state to conduct its business in a timely fashion, the state has already exceeded the anticipated time by which it would have issued all annual licenses, and there is no guarantee the State will not continue to extend the temporaries or that the Company will be able to do so and any failure to do so may have a negative effect on its business and results of operations.

**NOTE 17 – DISCONTINUED OPERATIONS**

On May 8, 2019, MediFarm LLC, a wholly-owned subsidiary of Terra Tech Corp. (the “Company”), entered into an Asset Purchase Agreement (the “Purchase Agreement”) with Picksy, LLC (the “Purchaser”) pursuant to which the Company agreed to sell and the Purchaser agreed to purchase substantially all of the assets of the Company related to the Company’s dispensary located at 1130 East Desert Inn Road, Las Vegas, NV 89109 (the “Business”). The aggregate consideration to be paid for the Business is \$10.00 million, of which \$7.20 million is cash (the “Purchase Price”). A portion of the Purchase Price is payable by the Purchaser pursuant to a 12 month Secured Promissory Note with a principal amount of \$2.80 million (the “Note”). The Note is secured by all the assets sold pursuant to the Purchase Agreement. In conjunction with the Note, Purchaser and the Company entered in to a Security Agreement granting the Company a security interest in all the assets sold pursuant to the Purchase Agreement. The transaction is subject to approval by the Nevada Department of Taxation and is expected to close promptly following receipt of such approval.

On August 19, 2019, MediFarm I LLC, a wholly-owned subsidiary of Terra Tech Corp. (the “Company”), entered into an Asset Purchase Agreement (the “Purchase Agreement”) with Picksy Reno, LLC (the “Purchaser”) pursuant to which the Company agreed to sell and the Purchaser agreed to purchase substantially all of the assets of the Company related to the Company’s dispensary located at 1085 S Virginia St Suite A, Reno, NV 89502 (the “Business”). The aggregate consideration to be paid for the Business is \$13.50 million, of which \$9.30 million is cash (the “Purchase Price”). A portion of the Purchase Price is payable by the Purchaser pursuant to a 12 month Secured Promissory Note with a principal amount of \$4.20 million (the “Note”). The Note is secured by all the assets sold pursuant to the Purchase Agreement. In conjunction with the Note, Purchaser and the Company entered into a Security Agreement granting the Company a security interest in all the assets sold pursuant to the Purchase Agreement.

As of December 31, 2019, Management classified a real estate asset held in California and a real estate asset held in Nevada as available-for-sale, as they met the criteria of ASC 360-10-45-9.



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During fiscal year 2019, Management concluded that the pending sales of our Nevada dispensaries and expected sale of real estate in California represented a strategic shift that will have a major effect on the Company's operations and financial results. As a result, Management determined the results of these components qualified for discontinued operations presentation in accordance with ASC 205, "Reporting Discontinued Operations and Disclosure of Disposals of Components of an Entity."

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

	(in thousands)	
	Year ended 2019	December 31, 2018
<b>Total revenues</b>	\$ 10,506	\$ 11,169
<b>Cost of goods sold</b>	5,275	5,741
<b>Gross profit</b>	5,231	5,428
<b>Selling, general and administrative expenses</b>	3,804	5,393
<b>Income (Loss) from operations</b>	<b>\$ 1,427</b>	<b>\$ 35</b>
Other income (expense)	(839)	(524)
Income (Loss) from discontinued operations	<u><b>\$ 588</b></u>	<u><b>\$ (489)</b></u>
<b>Income (Loss) from discontinued operations per common share attributable to Terra Tech Corp common stockholders - basic and diluted</b>	<u><b>\$ 0.01</b></u>	<u><b>\$ 0.00</b></u>

The carrying amounts of the major classes of assets and liabilities for the discontinued operations are as follows:

	(in thousands)	
	December 31, 2019	December 31, 2018
<b>Accounts receivable, net</b>	\$ 332	38
<b>Inventory</b>	252	920
<b>Prepaid expenses and other assets</b>	64	88
<b>Property, equipment and leasehold improvements, net</b>	10,457	12,649
<b>Other assets</b>	33	4
<b>Assets of discontinued operations</b>	<u><b>\$ 11,138</b></u>	<u><b>\$ 13,699</b></u>
<b>Accounts payable and accrued expenses</b>	\$ 990	\$ 505
<b>Deferred gain on sale of assets</b>	3,750	-
<b>Liabilities of discontinued operations</b>	<u><b>\$ 4,740</b></u>	<u><b>\$ 505</b></u>

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**NOTE 18 – SEGMENT INFORMATION**

During 2018, the Company acquired additional real property and determined that a previously insignificant operating segment “Real Estate and Construction” is now significant and is a reportable segment requiring disclosure in accordance with ASC 280. Prior period information below has been revised to conform to current period presentation. We are now organized into three reportable segments:

- **Herbs and Produce Products**– Includes herbs and leafy greens that are grown using classic Dutch hydroponic farming methods.
- **Cannabis Dispensary, Cultivation and Production**– Includes cannabis-focused retail, cultivation and production.
- **Real Estate and Construction** – Includes building ownership where cannabis dispensary and/or cultivation operations are currently in development.

Our segment net revenue and contributions to consolidated net revenue for each of the last two fiscal years were as follows:

	<b>(in thousands)</b>			
	<b>Total Revenue</b>		<b>% of Total Revenue</b>	
	<b>Year Ended December 31,</b>		<b>Year Ended December 31,</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
Herbs and Produce Products	\$ 5,284	\$ 4,476	18.8%	15.9%
Cannabis Dispensary, Cultivation and Production	22,416	14,872	79.9%	83.9%
Real Estate	-	-	-%	-%
Corporate and Other	350	817	1.2%	0.2%
Total	\$ 28,050	20,165	100.0%	100.0%

See Note 2 – “Summary of Significant Accounting Policies” to our consolidated financial statements for financial information about our segments. See also “Item 1A. Risk Factors” below for a discussion of certain risks associated with our operations.

**Herbs and Produce Products**

Either independently or in conjunction with third parties, we are a retail seller of locally grown hydroponic herbs and produce, which are distributed through major grocery stores throughout the East, West and Midwest regions of the U.S.

**Cannabis Dispensary, Cultivation and Production**

Either independently or in conjunction with third parties, we operate medical marijuana retail and adult use dispensaries and a medical marijuana and adult use cultivation in Nevada. In addition, we operate retail medical and adult use marijuana dispensary facilities in California, and have medical marijuana and adult use cultivation and production facilities in California. All of our retail dispensaries in California and Nevada offer a broad selection of medical and adult use cannabis products including flowers, concentrates and edibles. We also produce and sell a line of medical and adult use cannabis flowers, as well as a line of medical and adult use cannabis-extracted products, which include concentrates, cartridges, and wax products.

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**Real Estate**

We own real property in Nevada. Additionally, we own properties in California that are in various stages of construction for medical marijuana and adult use cultivation and production facilities and dispensaries.

Summarized financial information concerning the Company's reportable segments is shown in the following tables. Total asset amounts at December 31, 2019 and 2018 excludes intercompany receivable balances eliminated in consolidation.

	(in thousands)				
	For the Year Ended December 31, 2019				
	Herbs and Produce Products	Cannabis Dispensary, Cultivation and Production	Real Estate	Eliminations and Other	Total
Total revenues	\$ 5,284	\$ 22,416	\$ -	\$ 350	\$ 28,050
Cost of goods sold	3,955	9,114	-	327	13,396
Gross profit	1,329	13,302	-	23	14,654
Depreciation & amortization	540	6,458	-	215	7,213
Stock-based compensation	-	-	-	4,918	4,918
Selling, general and administrative expenses (all other)	4,783	11,174	334	16,899	33,190
Loss from operations	(3,994)	(4,330)	(334)	(22,009)	(30,667)
Other income / (expense):					
Interest income/(expense)	-	(16)	(1,007)	(8,274)	(9,297)
Other income / (loss)	34	(7,794)	-	(716)	(8,476)
Total Other Income (Expense)	34	(7,810)	(1,007)	(8,990)	(17,773)
Loss Before Provision for Income Taxes	\$ (3,960)	\$ (12,140)	\$ (1,341)	\$ (30,999)	\$ (48,440)
Total Assets at December 31, 2019	\$ (8,201)	\$ 56,777	\$ (2,545)	\$ 73,218	\$ 119,249

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	<b>For the Year Ended December 31, 2018</b>				
	<b>Herbs and Produce</b>	<b>Cannabis Dispensary, Cultivation and Production</b>	<b>Real Estate</b>	<b>Eliminations and Other</b>	<b>Total</b>
Total Revenues	\$ 4,476	\$ 14,872	\$ -	\$ 817	\$ 20,165
Cost of Goods Sold	4,233	7,241	-	1,684	13,158
Gross Profit	243	7,631	-	(867)	7,007
Depreciation & amortization	523	3,951	-	232	4,706
Stock-based compensation	-	-	-	3,136	3,136
Selling, General and Administrative Expenses	3,682	10,192	973	15,221	30,068
Loss from Operations	(3,962)	(6,512)	(973)	(19,456)	(30,903)
Other income / (expense):					
Interest income/(expense)	-	-	(687)	(10,283)	(10,970)
Other income / (loss)	(77)	-	(107)	3,075	2,891
Total Other Income (Expense)	(77)	-	(794)	(7,208)	(8,079)
Loss Before Provision for Income Taxes	\$ (4,039)	\$ (6,512)	\$ (1,767)	\$ (26,664)	\$ (38,982)
Total Assets at December 31, 2018	\$ (6,871)	\$ 40,734	\$ 4,248	\$ 81,978	\$ 120,088

**NOTE 19 – LITIGATION AND CLAIMS**

The Company is the subject of lawsuits and claims arising in the ordinary course of business from time to time. The Company reviews any such legal proceedings and claims on an ongoing basis and follows appropriate accounting guidance when making accrual and disclosure decisions. The Company establishes accruals for those contingencies where the incurrence of a loss is probable and can be reasonably estimated, and it discloses the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for the Company's financial statements to not be misleading. To estimate whether a loss contingency should be accrued by a charge to income, the Company evaluates, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of the loss. The Company does not record liabilities when the likelihood that the liability has been incurred is probable, but the amount cannot be reasonably estimated. Based upon present information, the Company determined that there were no matters that required an accrual as of December 31, 2019 nor were there any asserted or unasserted material claims for which material losses are reasonably possible.

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On April 10, 2018, GroRite, Naturally Beautiful and Whitetown Realty (“Whitetown Realty” and collectively, the “Whitetown Realty Plaintiffs”) filed a lawsuit in the Superior Court of New Jersey Law Division, Morris County against the Company and Edible Garden alleging, among other things, that Edible Garden owes certain amounts to GroRite under a Marketing and Distribution Agreement between Edible Garden and GroRite, dated May 7, 2013, and Naturally Beautiful under a Marketing and Distribution Agreement between Edible Garden and Naturally Beautiful, dated May 13, 2013 (collectively, the “Marketing and Distribution Agreements”), and that Edible Garden owes certain amounts to Whitetown Realty under the Lease between Whitetown Realty and Edible Garden, dated January 1, 2015 (the “Lease”). The Whitetown Realty Plaintiffs were seeking, among other things, compensatory damages for the amounts claimed are owed and attorneys’ fees and costs. The Company disputed that Edible Garden owed any payments under the Marketing and Distribution Agreements or the Lease. Accordingly, on May 18, 2018, the company and Edible Garden filed an answer denying the allegations of the Plaintiffs. In that same pleading, Edible Garden filed a counterclaim against Naturally Beautiful and GroRite asserting claims for breach of contract, breach of the implied covenant of good faith and fair dealing, unjust enrichment, trademark infringement/unfair competition, and tortious interference with contractual relations. Edible Garden also filed a third-party complaint against previously unidentified defendants arising from the wrongful misappropriation and pirating of electricity from the Edible Garden facility located at 283 Route 519, Belvidere, New Jersey. The third-party complaint alleged claims for unjust enrichment, tortious interference with contractual relations and conversion. On June 8, 2018, Edible Garden filed an amended counterclaim adding a count for conversion against Naturally Beautiful and GroRite. On June 12, 2018, Edible Garden Corp. filed an amended third-party complaint adding Gerda Vande Vrede as a named third-party defendant. On June 13, 2018, GroRite and Naturally Beautiful filed an answer to Edible Garden’s amended counterclaim and Gerda Vande Vrede filed an answer to Edible Garden’s amended third-party complaint denying the allegations asserted against them. No counterclaims, crossclaims or fourth party complaints were filed on behalf of Gerda Vande Vrede, Naturally Beautiful or GroRite.

On April 11, 2018, Kenneth Vande Vrede, Michael Vande Vrede and Steven Vande Vrede (collectively, the “Vande Vrede Brothers”) filed a lawsuit against the Company and Edible Garden alleging, among other things, that the Company and Edible Garden improperly suspended the Vande Vrede Brothers from their positions with the Company and Edible Garden. The Vande Vrede Brothers were seeking, among other things, a declaratory judgment that they did not violate their fiduciary duties owed to the Company or Edible Garden and reinstating the Vande Vrede Brothers to their status with the Company and Edible Garden prior to their suspensions and attorneys’ fees and costs. The original complaint in this matter was never served, and on June 12, 2018, the Vande Vrede Brothers, and now David Vande Vrede, Daniel Vande Vrede, Beverly Willekes, and Whitetown Realty filed an amended complaint against Terra Tech, Edible Garden, Derek Peterson, Michael James, and Michael Nahass. On January 22, 2019, the Company filed its answer and asserted counterclaims for breach of contract, breach of fiduciary duty, conversion, fraud, misappropriation of trade secrets, and conspiracy in Superior Court of New Jersey, Morris County against the Vande Vredes.

On April 13, 2018, Edible Garden Corp. filed a lawsuit against Whitetown Realty in response to a letter from a law firm representing Whitetown Realty alleging Edible Garden was in default of the Lease. Edible Garden sought declaratory and equitable relief to prevent Whitetown Realty from terminating the Lease and for attorneys’ fees and costs. On April 23, 2018, by order of the assignment judge of Warren County, the lawsuit was transferred to Morris County and consolidated with the April 10, 2018 lawsuit previously filed by GroRite, Naturally Beautiful and Whitetown Realty in the Superior Court of New Jersey, Law Division, Morris County. On June 13, 2018, Whitetown Realty filed its answer to the Edible Garden Complaint. In that answer, Whitetown Realty denied that Edible Garden was entitled to the declaratory and equitable relief that Edible Garden requested.

During the third quarter of 2019, the Company settled its lawsuits and all outstanding claims with members of the Vande Vrede family and entities controlled by them. As part of the settlement, Terra Tech purchased all shares of common and preferred stock owned by the Vande Vrede family. See Note 13 – “*Equity*” for additional information regarding the treasury shares.

On November 21, 2018, Heidi Loeb Hegerich, Forever Green NV, and Forever Young Investments, L.L.C. filed a lawsuit against the Company, certain of its subsidiaries and affiliates, and certain unrelated parties alleging, among other things, breach of fiduciary duty, breach of contract, and fraud, and seeking monetary damages and equitable relief. On February 26, 2019, the Company, MediFarm I, MediFarm II, MediFarm I RE and other parties (collectively, the “Terra Tech Parties”) entered into a Settlement Agreement and Release (the “Settlement Agreement”) with Heidi Loeb Hegerich, Forever Green and Forever Young (collectively, the “Loeb Parties”) pursuant to which the Terra Tech Parties and the Loeb Parties agreed to settle and dismiss with prejudice the Lawsuit. Entering into the Settlement Agreement was not an admission or acknowledgement of liability or responsibility on the part of the Company in connection with the Lawsuit.

In conjunction with the settlement, the Company entered into a Securities Purchase Agreement (the “SPA”) with Forever Green NV (“Forever Green”) and Forever Young Investments, L.L.C. (“Forever Young”) pursuant to which the Company agreed to purchase Forever Green’s 50% membership interest in MediFarm I LLC (“MediFarm I”), Forever Green’s 15% membership interest in MediFarm II, LLC (“MediFarm II”), and Forever Young’s 50% membership interest in MediFarm I Real Estate, LLC (“MediFarm I RE”) for aggregate consideration of \$6.30 million. Following receipt of approval of the Nevada Department of Taxation, those transactions closed on June 12, 2019. As a result, the Company owned 100% of MediFarm I, 100% of MediFarm RE and 70% of MediFarm II. MediFarm I owns the Company’s Blüm dispensary located at 1085 S. Virginia St. Suite A, Reno, NV 89502, and MediFarm I RE owned the building which housed the dispensary until the closing of an unrelated third party purchased the building on July 31, 2019 (see Note 7 – “*Property, Equipment and Leasehold Improvements, Net*”). The only material relationship between the Company and Ms. Hegerich, Forever Green and Forever Young, other than in respect of the SPA and the Settlement Agreement, was their membership in MediFarm I, MediFarm II and MediFarm I RE. On June 26, 2019, the Court dismissed the Lawsuit with prejudice.



## **NOTE 20 – RELATED PARTY TRANSACTIONS**

During the fiscal year ended December 31, 2019, the Company issued promissory notes totaling \$1.80 million to OneQor Technologies, Inc (“OneQor”). Derek Peterson and Mike Nahass, the Chief Executive Officer and Chief Operating Officer, respectively, have minority ownership interests in OneQor. At the end of the fiscal year, management made the decision to fully-reserve for these loans due to their confidence in the completion of the merger with OneQor, which would result in the cancellation of these loans.

On December 30, 2019, the Company entered into a secured promissory note agreement with the Matthew Lee Morgan Trust, which is affiliated with Matthew Morgan, the Chief Executive Officer of OneQor. The note matures on December 30, 2020, and bears interest at a rate of 10% per annum. The note is secured by the Company’s HydroFarm investment.

All related party transactions are monitored quarterly by the Company and approved by the Audit Committee of the Board of Directors.

## **NOTE 21 – GOING CONCERN**

We have incurred significant losses in prior periods. For the year ended December 31, 2019, we incurred a net loss of \$46.93 million and, as of that date, we had an accumulated deficit of \$189.69 million. For the year ended December 31, 2018, we incurred a net loss of \$39.75 million and, as of that date, we had an accumulated deficit of \$142.75 million. We expect to experience further significant net losses in 2020 and the foreseeable future.

In an effort to achieve liquidity that would be sufficient to meet all of our commitments, we have undertaken a number of actions, including minimizing capital expenditures and reducing recurring expenses. However, we believe that even after taking these actions, we will not have sufficient liquidity to satisfy all of our future financial obligations, and execute our business plan.

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, which contemplate our continuation as a going concern. If the Company is unable to obtain the funds due upon the close of our pending asset sales or obtain additional financing, future operations would need to be scaled back or discontinued. The risks and uncertainties surrounding the timing of the close of our pending asset sales in Nevada, our limited capital resources, and the weak industry conditions impacting our business raise substantial doubt as to our ability to continue as a going concern for twelve months from the issuance of these financial statements.

## **NOTE 22 – SUBSEQUENT EVENTS**

Subsequent to the balance sheet date, the Company converted \$0.60 million of convertible notes and \$0.21 million of interest into 6.12 million shares of the Company’s common stock.

Subsequent to the balance sheet date, the Company issued 1,789,885 shares of common stock for \$0.20 million in cash in settlement of put notices pursuant to the Investor Agreement dated November 28, 2016 with an accredited investor.

On January 1, 2020, the Company entered into a Management Services Agreement with Picky Reno, LLC (“Picky”), an unaffiliated third party, to transfer all management responsibilities of the Company’s dispensary located at 1085 S. Virginia Street., Reno, NV (the “Reno Dispensary”). In consideration of the services performed, Picky will be entitled to 85% of the future net profits of the Reno Dispensary. In the event of a loss, Picky will be responsible for all future capital shortfalls. The Company’s 15% interest in the future net income of the Reno Dispensary will be applied to the purchase price of the related asset sale, which as of the time of our report was pending regulatory approval.

On January 10, 2020, the Company entered into a \$1.0 million Secured Promissory Note agreement with an unaffiliated third party. The note incurs interest at a rate of 15.0% per annum and matures on January 10, 2021.

On February 14, 2020, the Company merged with OneQor Technologies. Upon close of the merger, Terra Tech shareholders owned approximately 79% of the combined company and OneQor shareholders owned approximately 21%. Additionally, Derek Peterson resigned as Chief Executive Officer of Terra Tech, but will remain the Chairman of the Board of Directors. Matthew Morgan was appointed the Chief Executive Officer of Terra Tech Corp. The Board of Directors changed from four members to five members, as Mr. Morgan joins the four members of the Terra Tech Corp board. As part of this agreement, Mr. Peterson and Mr. Nahass have agreed to forfeit their vested and unvested stock options. The new company also announced plans to change its name to Onyx Group Holdings (“Onyx”).

On February 26, 2020, the Company agreed to transfer governance and control of our dispensary operation located at 2911 Tech Center Drive, Santa Ana, CA to Martin Vivero and Tetra House Co. (“Tetra”), who are unaffiliated third parties. The company received \$2.00 million at closing and is due future payments of \$1.80 million. MediFarm So Cal Inc. (“MediFarm So Cal”), a wholly-owned subsidiary of the Company, terminated the existing management services agreement with 55 OC Community Collective Inc. (“55 OC”). 55 OC is a mutual benefit corporation which holds a cannabis license with the City of Santa Ana in the State of California. Previously, MediFarm So Cal managed the dispensary known as “Blum Santa Ana” under the license of 55 OC. Control of 55 OC was transferred to Mr. Vivero and Tetra House Co. via a new management services agreement and the appointment of Mr. Vivero to the Board of Directors of 55 OC, which was pending final regulatory approval as of the date of our report. In conjunction with the agreement with Tetra, the Company entered into an agreement with Modernize, Inc. and Wojciech Smolenski (the “Smolenski Parties”) to transfer \$0.35 million of the proceeds to the Smolenski parties as consideration for agreeing to sell the real estate that 55 OC operates within to Tetra and for settlement of an existing claim stemming from a lease dispute.

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**SIGNATURES**

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

**TERRA TECH CORP.**

Date: March 13, 2020

By: /s/ Matthew Morgan  
Matthew Morgan  
Chief Executive Officer and Director

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Matthew Morgan and Michael James, and each of them, as his true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this Annual Report on Form 10-K of Terra Tech Corp. for the fiscal year ended December 31, 2019, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, grant unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents, or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Power of Attorney has been signed by the following persons in the capacities and on the dates stated.

Date: March 13, 2020

By: /s/ Derek Peterson  
Derek Peterson  
Chairman of the Board

Date: March 13, 2020

By: /s/ Matthew Morgan  
Matthew Morgan  
Chief Executive Officer and Director  
(Principal Executive Officer)

Date: March 13, 2020

By: /s/ Michael A. Nahass  
Michael A. Nahass  
President, Chief Operating Officer,  
Secretary, Treasurer, and Director

Date: March 13, 2020

By: /s/ Steven J. Ross  
Steven J. Ross  
Director

Date: March 13, 2020

By: /s/ Alan Gladstone  
Alan Gladstone  
Director

Date: March 13, 2020

By: /s/ Michael James  
Michael James  
Chief Financial Officer  
(Principal Accounting Officer  
and Principal Financial Officer)



INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in the Registration Statements of Terra Tech Corp. on Form S-3 (File No. 333-227219) and Form S-8 (File Nos. 333-234106 and 333-230081) of our report, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, dated March 13, 2020, with respect to our audits of the consolidated financial statements of Terra Tech Corp. as of December 31, 2019 and 2018 and for the two years in the period ended December 31, 2019 and our report dated March 13, 2020 with respect to our audit of the effectiveness of internal control over financial reporting of Terra Tech Corp. as of December 31, 2019, which reports are included in this Annual Report on Form 10-K of Terra Tech Corp. for the year ended December 31, 2019.

Our report on the financial statements refers to a change in the method of accounting for leases effective January 1, 2019.

/s/ Marcum llp

Marcum llp  
Costa Mesa, California  
March 13, 2020

**Certification of Chief Executive Officer**  
**Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934**

I, Matthew Morgan, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2019 of Terra Tech Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 13, 2020

By: /s/ Matthew Morgan  
Matthew Morgan  
Chief Executive Officer and Director

**Certification of Chief Financial Officer**  
**Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934**

I, Michael James, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2019 of Terra Tech Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act 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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 13, 2020

By: /s/ Michael James

Michael James  
Chief Financial Officer

**Certifications of Chief Executive Officer**  
**Pursuant to 1350 of Chapter 63 of Title 18 of the United States Code**

Pursuant to U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned Chief Executive Officer of Terra Tech Corp. (the "Company") does hereby certify, to the best of such officer's knowledge, that:

1. The Annual Report on Form 10-K of the Company for the year ended December 31, 2019 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 13, 2020

By: /s/ Matthew Morgan

Matthew Morgan  
Chief Executive Officer and Director

The certifications set forth above are being furnished as an exhibit solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Terra Tech Corp. and will be retained by Terra Tech Corp. and furnished to the Securities and Exchange Commission or its staff upon request.

**Certifications of Chief Financial Officer**  
**Pursuant to 1350 of Chapter 63 of Title 18 of the United States Code**

Pursuant to U.S.C. Section 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned Chief Financial Officer of Terra Tech Corp. (the "Company") does hereby certify, to the best of such officer's knowledge, that:

1. The Annual Report on Form 10-K of the Company for the year ended December 31, 2019 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 13, 2020

By: /s/ Michael James

Michael James  
Chief Financial Officer

The certifications set forth above are being furnished as an exhibit solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Terra Tech Corp. and will be retained by Terra Tech Corp. and furnished to the Securities and Exchange Commission or its staff upon request.