Risk Factors Comparison 2024-03-28 to 2023-03-31 Form: 10-K

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You should carefully consider the risks described below, as well as other information contained in this report, including the consolidated financial statements and the notes thereto and ~~"~~ **"Item 7"** Management ~~'~~ **'** s Discussion and Analysis of Financial Condition and Results of Operations. ~~"~~ **"** The occurrence of any of the events discussed below could significantly and adversely affect our business, prospects, results of operations, financial condition, and cash flows. RISKS RELATED TO OUR BUSINESS AND INDUSTRY We are an early- stage company with limited operating history and may never become profitable. We are an early- stage company focused on ~~cultivating, processing, manufacturing and~~ supplying natural, medicinal-grade cannabis flower and high- quality cannabis derived medical and wellness products to large channel distributors and retailers globally. Formed in March 2019, we have a limited operating history. ~~In April of 2022, Flora began commercial cannabis cultivation with the passage of the latest Colombian cannabis resolution after two successful years cultivating and harvesting cannabidiol (" CBD ") and Tetrahydrocannabinol (" THC ") for derivatives, while investigating cultivars with the Instituto Colombiano Agropecuario (" ICA "). We have produced oil extracts, however only on a smaller scale, and we will require time to maximize production and refine operating procedures. We have engaged medical-wholesalers and distributors with whom we intend to engage in long term supply agreements although we have only begun the import process with most local cannabis legal operations with local jurisdictions.~~ We have limited financial resources and minimal operating cash flow. For the years ended December 31, **2023 and** 2022 ~~and 2021~~ , we had losses of $ **56. 3 million and $** 52. 6 million ~~and $ 21. 4 million~~ , respectively, and as of December 31, ~~2022~~ **2023** an accumulated deficit of $ ~~90~~ **142** . ~~9~~ **5** million. ~~22Additionally~~ -- **Additionally** , there can be no assurance that additional funding will be available to us for the development of our business, which will require the commitment of substantial resources. Accordingly, you should consider our prospects in light of the costs, uncertainties, delays and difficulties frequently encountered by companies in the early stages of development. Potential investors should carefully consider the risks and uncertainties that a company with a limited operating history will face. In particular, potential investors should consider that we may be unable to: ~~-~~ **•** successfully implement or execute our business plan, or that our business plan is sound; ~~-~~ **•** adjust to changing conditions or keep pace with increased demand; ~~-~~ **•** attract and retain an experienced management team; ~~-~~ **•** successfully integrate businesses that we acquire; or ~~-~~ **•** raise sufficient funds in the capital markets to effectuate our business plan, including product development, licensing and approvals. Recent and future acquisitions and strategic investments could be difficult to integrate, divert the attention of key management personnel, disrupt our business, dilute shareholder value, may subject us to liability, and harm our results of operations and financial condition. We have recently acquired Just Brands ~~LLC~~ and **FGH** ~~Franchise Global Health Inc.~~ and have a history of acquisitive activity, and we may in the future seek to acquire or invest in businesses, products, or technologies that we believe could complement our operations or expand our breadth, enhance our capabilities, or otherwise offer growth opportunities. Our diversity of product offerings may not be successful. While our growth strategy includes broadening our service and product offerings, implementing an aggressive marketing plan and employing product diversification, there can be no assurance that our systems, procedures and controls will be adequate to support our operations as they expand. We cannot assure you that our existing personnel, systems, procedures or controls will be adequate to support our operations in the future or that we will be able to successfully implement appropriate measures consistent with our growth strategy. As part of our planned growth and diversified product offerings, we may have to implement new operational and financial systems, procedures and controls to expand, train and manage our employee base, and maintain close coordination among our staff. We cannot guarantee that we will be able to do so, or that if we are able to do so, we will be able to effectively integrate them into our existing staff and systems. Additionally, the integration of our acquisitions and pursuit of potential future acquisitions may divert the attention of management and cause us to incur various expenses in identifying, investigating, and pursuing suitable acquisitions, whether or not they are consummated. Any acquisition, investment or business relationship may result in unforeseen operating difficulties and expenditures. In addition, we have limited experience in acquiring other businesses. Specifically, we may not successfully evaluate or utilize the acquired products, assets or personnel, or accurately forecast the financial impact of an acquisition transaction, including accounting charges. We may not be able to find and identify desirable acquisition targets or we may not be successful in entering into an agreement with any one target. Acquisitions could also result in dilutive issuances of equity securities or the incurrence of debt, which could harm our results of operations. In addition, if an acquired business fails to meet our expectations, our business, results of operations, and financial condition may suffer. In some cases, minority shareholders may exist in certain of our non- wholly- owned acquisitions (for businesses we do not purchase as an 100 % owned subsidiary) and may retain minority shareholder rights which could make a future change of control or corporate approvals for actions more difficult to achieve and / or more costly. We also make strategic investments in early- stage companies developing products or technologies that we believe could complement our business or expand our breadth, enhance our technical capabilities, or otherwise offer growth opportunities. These investments may be in early- stage private companies for restricted stock. Such investments are generally illiquid and may never generate value. Further, the companies in which we invest may not succeed, and our investments would lose their value. Moreover, the anticipated benefits of any acquisition, investment, or business relationship may not be realized, or we may be exposed to unknown risks or liabilities of our acquisitions. Furthermore, we may be subject to unknown liabilities of the businesses we acquire. In addition, we may become subject to legal proceedings in connection with the businesses of, or resulting from, our acquisitions. For example, we have become party to certain litigation as a result of our acquisition of ~~Franchise~~ **FGH** , which falls under certain indemnification protections obtained in the acquisition. For more information, see Item 3 ~~"~~ **"** Legal

Proceedings. ~~”~~" Certain conditions or events could disrupt the Company ~~’~~'s supply chains, disrupt operations, and increase operating expenses. Conditions or events including, but not limited to, the following could disrupt the Company ~~’~~'s supply chains and in particular its ability to deliver its products, interrupt operations at its facilities, increase operating expenses, resulting in loss of sales, delayed performance of contractual obligations or require additional expenditures to be incurred: (i) extraordinary weather conditions or natural disasters such as hurricanes, tornadoes, floods, fires, extreme heat, earthquakes, etc.; (ii) a local, regional, national or international outbreak of a contagious disease, including the COVID- 19 coronavirus, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, H1N1 influenza virus, avian flu, or any other similar illness could result in a general or acute decline in economic activity; (iii) political instability, social and labor unrest, war or terrorism, including the current conflict between Russia and Ukraine; or (iv) interruptions in the availability of basic commercial and social services and infrastructure including power and water shortages, and shipping and freight forwarding services including via air, sea, rail and road. ~~23Cannabis -~~- **Cannabis** laws, regulations, and guidelines are dynamic and subject to changes. Cannabis laws and regulations are dynamic and subject to evolving interpretations which could require us to incur substantial costs associated with compliance or alter certain aspects of our business plan. It is also possible that regulations may be enacted in the future that will be directly applicable to certain of our products and / or aspects of our businesses. 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. Management expects that the legislative and regulatory environment in the cannabis industry ~~in Colombia and~~ internationally will continue to be dynamic and will require innovative solutions to try to comply with this changing legal landscape in this nascent industry for the foreseeable future. Compliance with any such legislation may have a material adverse effect on our business, financial condition and results of operations. Public opinion can also exert a significant influence over the regulation of the cannabis industry. A negative shift in the public ~~’~~'s perception of the cannabis industry could affect future legislation or regulation in different jurisdictions. Demand for cannabis and derivative products could be adversely affected and significantly influenced by scientific research or findings, regulatory proceedings, litigation, media attention or other research findings. The legal cannabis industry is at a relatively early stage of its development. Consumer perceptions regarding legality, morality, consumption, safety, efficacy and quality of medicinal cannabis are mixed and evolving and can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of medicinal cannabis products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favorable to the medicinal cannabis market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favorable than, or that question, earlier research reports, findings or publicity, could have a material adverse effect on the demand for medicinal cannabis and on our business, results of operations, financial condition and cash flows. Further, adverse publicity reports or other media attention regarding cannabis in general or associating the consumption of medicinal cannabis with illness or other negative effects or events, could have such a material adverse effect. Public opinion and support for medicinal cannabis use has traditionally been inconsistent and varies from jurisdiction to jurisdiction. Our ability to gain and increase market acceptance of our business may require substantial expenditures on investor relations, strategic relationships and marketing initiatives. There can be no assurance that such initiatives will be successful and their failure to materialize into significant demand may have an adverse effect on our financial condition. Damage to the Company ~~’~~'s reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether such publicity is accurate or not. The increased usage of social media and other web- based tools used to generate, publish and discuss user- generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views regarding the Company and its activities, whether true or not. Although the Company believes that it operates in a manner that is respectful to all stakeholders and that it takes pride in protecting its image and reputation, it does not ultimately have direct control over how it is perceived by others. Reputational loss may result in decreased ability to enter into new customer, distributor or supplier relationships, retain existing customers, distributors or suppliers, reduced investor confidence and access to capital, increased challenges in developing and maintaining community relations and an impediment to our overall ability to advance our projects, thereby having a material adverse effect on our financial performance, financial condition, cash flows and growth prospects. ~~24We~~ **We** are subject to the inherent risk of exposure to product liability claims, actions and litigation. As a distributor of products designed to be ingested by humans, we face an inherent risk of exposure to product liability claims, regulatory action and litigation if our products are alleged to have caused bodily harm or injury. In addition, the sale of our products involves the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Adverse reactions resulting from human consumption of our products alone or in combination with other medications or substances could occur. We may be subject to various product liability claims, including, among others, that our products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning health risks, possible side effects or interactions with other substances. Product liability claims or regulatory actions against us could result in increased costs, could adversely affect our reputation with our clients and consumers generally, and could have a material adverse effect on our results of operations and financial condition. There can be no assurances that we will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of our potential products. We are subject to the inherent risks involved with product recalls. Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of our products are recalled due to an alleged product defect or for any other reason, we could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. We may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin, or at all. In addition, a product recall may require significant management attention. There can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if our products are subject to recall, our reputation could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for our products and could have a material adverse effect on our results of operations and financial condition. Additionally, product recalls may lead to increased scrutiny of our operations by regulatory agencies, requiring further management attention, potential loss of applicable licenses, and potential legal fees and other expenses. The Company ~~’~~'s products could have unknown side effects. If the products the Company sells are not perceived to have the effects intended by the end user, its business may suffer and the business may be subject to products liability or other legal actions. Many of the Company ~~’~~'s products contain innovative ingredients or combinations of ingredients. There is little long- term data available with respect to efficacy, unknown side effects and / or interaction with individual human biochemistry, or interaction with other drugs. Moreover, there is little long- term data available with respect to efficacy, unknown side effects and / or its interaction with individual animal biochemistry. As a result, the Company ~~’~~'s products could have certain side effects if not taken as directed or if taken by an end user that has certain known or unknown medical conditions. The Company may be unable to anticipate changes in its potential client requirements that could make the Company ~~’~~'s existing products and services obsolete. The Company ~~’~~'s success will depend, in part, on its ability to continue to enhance its product and service offerings so as to address the increasing sophistication and varied needs of the market and respond to technological and regulatory changes and emerging industry standards and practices on a timely and cost- effective basis. Research regarding the medical benefits, viability, safety, efficacy, use and social acceptance of cannabis or isolated cannabinoids (such as CBD and ~~tetrahydrocannabinol (“~~ THC ~~”)~~) remains in early stages. There have been relatively few clinical trials on the benefits of cannabis or isolated cannabinoids (such as CBD and THC). Although the Company believes that the articles, reports and studies support its beliefs regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis, future research and clinical trials may prove such statements to be incorrect, or could raise concerns regarding, and perceptions relating to, cannabis. Given these risks, uncertainties and assumptions, investors should not place undue reliance on such articles and reports. Future research studies and clinical trials may draw opposing conclusions to those stated herein or reach negative conclusions related to medical cannabis, which could have a material adverse effect on the demand for the Company ~~’~~'s products, which could result in a material adverse effect on our business, financial condition and results of operations or prospects. Our growth depends, in part, on expanding into additional consumer markets, and we may not be successful in doing so. We believe that our future growth depends not only on continuing to provide our current customers with new products, but also continuing to enlarge our customer base. The growth of our business will depend, in part, on our ability to continue to expand in the United States, as well as into international markets. We are investing significant resources in these areas, and although we hope that our products will gain popularity, we may face challenges that are different from those we currently encounter, including competitive merchandising, distribution, hiring, and other difficulties. We may also encounter difficulties in attracting customers due to a lack of consumer familiarity with or acceptance of our brand, or a resistance to paying for premium products, particularly in international markets. In addition, although we are investing in sales and marketing activities to further penetrate newer regions, including expansion of our dedicated sales force, we may not be successful. If we are not successful, our business and results of operations may be harmed. ~~25Fluctuations~~ -- **Fluctuations** in the cost and availability of raw materials, equipment, labor, and transportation could cause manufacturing delays or increase our costs. The price and availability of key components used to manufacture our products has been increasing and may continue to fluctuate significantly. In addition, the cost of labor within our company or at our third- party manufacturers could increase significantly due to regulation or inflationary pressures. Additionally, the cost of logistics and transportation fluctuates in large part due to the price of oil, and availability can be limited due to political and economic issues. Any fluctuations in the cost and availability of any of our raw materials, packaging, or other sourcing or transportation costs could harm our gross margins and our ability to meet customer demand. If we are unable to successfully mitigate a significant portion of these product cost increases or fluctuations, our results of operations could be harmed. We rely on third- parties for raw materials and to manufacture and compound some of our products. We have no control over these third parties and if these relationships are disrupted our results of operations in future periods will be adversely impacted. We currently hold short term supply contracts with unaffiliated third-party vendors for our critical raw materials. In addition, some of our products are manufactured or compounded by unaffiliated third parties and the use of these third- party co- packers changes from time to time due to customer demand and the composition of our product mix and product portfolio. We do not have any long- term contracts with any of these third parties, and we expect to compete with other companies for raw materials, production and imported packaging material capacity. If we experience significant increased demand or need to replace an existing raw material supplier or third- party manufacturer, there can be no assurances that replacements for these third- party vendors will be available when required on terms that are acceptable to us, or at all, or that any manufacturer or compounder would allocate sufficient capacity to us in order to meet our requirements. In addition, even if we are able to expand existing or find new sources, we may encounter delays in production and added costs as a result of the time it takes to engage third parties. Any delays, interruption or increased costs in raw materials and / or the manufacturing or compounding of our products could have an adverse effect on our ability to meet retail customer and consumer demand for our products and result in lower revenues and net income both in the short and long- term. ~~26The~~ -- **The** Company ~~’~~'s inventory has a shelf life and may reach its expiration and not be sold. The Company holds finished goods in inventory and its inventory has a shelf life. Finished goods in the Company ~~’~~'s inventory may include cannabis flower, cannabis oil products and cosmeceuticals. The Company ~~’~~'s inventory may reach its expiration and not be sold. Although management regularly reviews the quantity and remaining shelf life of inventory on hand, and estimates manufacturing and sales lead times in order to manage its inventory, write- downs of inventory may still be required. Any such write- down of inventory could have a material adverse effect on the Company ~~’~~ ' s business, financial condition, and results of operations **. The seasonal trends in our business create variability in our financial and operating results. Our financial and operating results are subject to seasonal and quarterly variations in our net revenue and operating income and, as a result, our quarterly results may fluctuate and could be below expectations. Our business has realized a disproportionate amount of our net revenue and earnings for prior fiscal years in the third and fourth quarter as a result of the holiday season, and we expect this seasonal impact on our operations to continue in the future. If we experience lower than expected net revenue during any third or fourth quarter, it may have disproportionately large effects on our operating results and financial condition for that year. Any factors that harm our third or fourth quarter operating results, including disruptions in our brands or our supply chains or unfavorable economic conditions, could have a disproportionate effect on our results of operations and our financial condition for our entire fiscal year** . The Company may not be able to maintain effective quality control systems. The Company may not be able to maintain an effective quality control system. The Company ascribes its early successes, in part, on its commitment to product quality and its effective quality control system. The effectiveness of the Company ~~’~~ ' s quality control system and its ability to obtain or maintain good manufacturing practice (~~“~~ " GMP ~~”~~ ") certification with respect to its manufacturing, processing and testing facilities depend on a number of factors, including the design of its quality control procedures, training programs, and its ability to ensure that its employees adhere to the Company ~~’~~ ' s policies and procedures. The Company also depends on service providers such as toll manufacturers and contract laboratories to manufacture, process or test its products that are subject to GMP certification requirements. We expect that regulatory agencies will periodically inspect our and our service providers ~~’~~ ' facilities to evaluate compliance with applicable GMP requirements. Failure to comply with these requirements may subject us or our service providers to possible regulatory enforcement actions. Any failure or deterioration of the Company ~~’~~ ' s or its service providers ~~’~~ ' quality control systems, including loss of GMP certification, may have a material adverse effect on the Company ~~’~~ ' s business, results of operations and financial condition ~~. Energy prices and supply may be subject to change or curtailment due to new laws or regulations, imposition of new taxes or tariffs, interruptions in production by suppliers, imposition of restrictions on energy supply by government, worldwide price levels and market conditions. The Company requires diesel and electric energy and other resources for its cultivation and harvest activities and for transportation of cannabis. The Company relies upon third parties for its supply of energy resources used in its operations. The prices for and availability of energy resources may be subject to change or curtailment, respectively, due to, among other things, new laws or regulations, imposition of new taxes or tariffs, interruptions in production by suppliers, imposition of restrictions on energy supply by government, worldwide price levels and market conditions. Although the Company attempts to mitigate the effects of fuel shortages, electricity outages and cost increases, the Company’ s operations will continue to depend on external suppliers of fuel and electricity. If energy supply is cut for an extended period and the Company is unable to find replacement sources at comparable prices, or at all, the Company’ s business, financial condition and results of operations could be materially and adversely affected~~ . The cannabinoid industry faces strong opposition and may face similar opposition in other jurisdictions in which we operate. Many political and social organizations oppose hemp and cannabis and their legalization, and many people, even those who support legalization, oppose the sale of hemp and cannabis in their geographies. Our business will need support from local governments, industry participants, consumers and residents to be successful. Additionally, there are large, well- funded businesses that may have a strong opposition to the cannabis industry. For example, the pharmaceutical and alcohol industries have traditionally opposed cannabis legalization. Any efforts by these or other industries to halt or impede the cannabis industry could have detrimental effects on our business ~~. We are subject to the risks inherent in an agricultural business. Our business involves the growing of cannabis outside of the United States, which is an agricultural product. The occurrence of severe adverse weather conditions, especially droughts, fires, storms or floods is unpredictable and may have a potentially devastating impact on agricultural production and may otherwise adversely affect the supply of cannabis. Adverse weather conditions may be exacerbated by the effects of climate change and may result in the introduction and increased frequency of pests and diseases. The effects of severe adverse weather conditions may reduce our yields or require us to increase our level of investment to maintain yields. Additionally, higher than average temperatures and rainfall can contribute to an increased presence of insects and pests, which could negatively affect cannabis crops. Future droughts might reduce the yield and quality of our cannabis production, which could materially and adversely affect our business, financial condition and results of operations. 27The occurrence and effects of plant disease, insects and pests can be unpredictable and devastating to agricultural production, potentially rendering all or a substantial portion of the affected harvests unsuitable for sale. Even when only a portion of the production is damaged, our results of operations could be adversely affected because all or a substantial portion of the production costs may have been incurred. Although some plant diseases are treatable, the cost of treatment can be high and such events could adversely affect our operating results and financial condition. Furthermore, if we fail to control a given plant disease and the production is threatened, we may be unable to adequately supply our customers, which could adversely affect our business, financial condition and results of operations. There can be no assurance that natural elements will not have a material adverse effect on production~~ . The Company is subject to wholesale price volatility that could expose the Company to lower than anticipated revenues, gross margins, net income and cash flows. The pharmaceutical distribution and cannabis industries are margin- based businesses in which gross profits depend on the excess of sales prices over costs. Consequently, profitability is sensitive to fluctuations in wholesale and retail prices caused by changes in supply (which itself depends on other factors such as weather, fuel, equipment and labor costs, shipping costs, economic situation, government regulations and demand), taxes, government programs and policies for the pharmaceutical distribution and cannabis industries (including price controls and wholesale price restrictions that may be imposed by government agencies responsible for the sale of pharmaceuticals and cannabis), and other market conditions, all of which are factors beyond our control. The Company ~~’~~ ' s operating income may be significantly and adversely affected by a decline in the price of pharmaceuticals and cannabis and will be sensitive to changes in the price of cannabis and the overall condition of the cannabis industry, as our profitability is directly related to the price of pharmaceuticals and cannabis. These prices affected by numerous factors beyond our control. Any price decline may have a material adverse effect on the Company ~~’~~ ' s business, financial condition and results of operations ~~. The Coronavirus (“ COVID- 19 ”) outbreak or similar pandemics could adversely affect our operations. The Company’ s operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease and other unforeseen events, including the outbreak of respiratory illness caused by COVID- 19 and the related economic repercussions. We cannot accurately predict the effects COVID- 19 will have on our operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company’ s operations and ability to finance its operations. Our operations could be materially and adversely affected if the supply of cannabis seeds is ceased or delayed and we do not find replacement suppliers and obtain all necessary authorizations. If for any reason the supply of cannabis seeds is ceased or delayed, we would have to seek alternate suppliers for a number of our current cultivars and obtain all necessary authorization for the new seeds. If replacement seeds cannot be obtained at comparable prices, or at all, or if the necessary authorizations are not obtained, our business, financial condition and results of operations would be materially and adversely affected. Many of our competitors have greater resources that may enable them to compete more effectively than us in the cannabis industry. The industry in which we operate is subject to intense and increasing competition. Some of our competitors have a longer operating history and greater capital resources and facilities, which may enable them to compete more effectively in this market. We expect to face additional competition from existing licensees and new market entrants who are granted licenses in Colombia, who are not yet active in the industry. If a significant number of new licenses are granted in the near term, we may experience increased competition for market share and may experience downward pricing pressure on our products as new entrants increase production. Such competition may cause us to encounter difficulties in generating revenues and market share, and in positioning our products in the market. If we are unable to successfully compete with existing companies and new entrants to the market, our lack of competitive advantage will have a negative effect on our business and financial condition~~ . The Company could face competitive risks from the development and distribution of synthetic cannabis. The pharmaceutical industry and others may attempt to enter the cannabis industry and, in particular, the medical cannabis industry through the development and distribution of synthetic products that emulate the effects of and treatment provided by naturally occurring cannabis. If synthetic cannabis products are widely adopted, the widespread popularity of such synthetic cannabis products could change the demand, volume and profitability of the botanical cannabinoid industry. This could adversely affect our ability to secure long- term profitability and success through the sustainable and profitable operation of our business. ~~28The~~ -- **The legalization of adult- use, recreational cannabis may reduce sales of medical cannabis. Legalization of the sale to adults of recreational, non- medical cannabis in any country may increase competition in the medical cannabis market. We may not be able to achieve our business plan in a highly competitive market where recreational, adult- use cannabis is legal, or the market may experience a drop in the price of cannabis and cannabis products over time, decreasing our profit margins. The** Company is reliant on third party transportation services and importation services to deliver its products to customers. The Company relies on third party transportation services and importation services to deliver its products to its customers. The Company is exposed to the inherent risks associated with relying on third party transportation service- providers, including logistical problems, delays, loss or theft of product and increased shipping and insurance costs. Any delay in transporting the product, breach of security or loss of product, could have a material adverse effect on the Company ~~’~~ ' s business, financial performance and results of operations ~~. Further, any breach of security and loss of product during transport could affect the Company’ s status as a licensed producer in Colombia. The Company is dependent on suppliers to supply equipment, parts and components for the operation of its business. The Company’ s ability to compete and grow will be dependent upon having access, at a reasonable cost and in a timely manner, to equipment, parts and components. No assurances can be given that the Company will be successful in maintaining the required supply of equipment, parts and components. It is also possible that the final costs of the major equipment contemplated by capital expenditure programs may be significantly greater than anticipated or available, in which circumstance there could be a materially adverse effect on the Company’ s financial results~~ . We may not be able to establish and maintain bank accounts in certain countries. There is a risk that banking institutions in countries where we operate will not open accounts for us or will not accept payments or deposits from proceeds related to the cannabis industry. Such risks could increase our costs or prevent us from expanding into certain jurisdictions. We may not be able to renew certain of our leases. Several of the properties or facilities that we utilize in our operations are leased for a specific term. There is a risk that we may not be able to extend the term on some or all of such leases or, if we do so, that the terms of any such lease extension will be favorable. Likewise, there is a risk that some leases may expire and we will be required to relocate our operations to another location, thereby incurring costs. The Company may be subject to cyber- security and privacy risks that could disrupt its operations and expose the Company to financial losses, contractual losses, liability, reputational damage and additional expense. The Company may be subject to risks related to our information technology systems, including cyber- attacks, malware, ransomware and phishing attacks that could target our intellectual property, trade secrets, financial information, personal information of our employees, customers and patients, including sensitive personal health information. The occurrence of such an attack could disrupt our operations and expose the Company to financial losses, contractual damages, liability under labor and privacy laws, reputational damage and additional expenses. We have implemented security measures to protect our data and information technology systems; however, such measures may not be effective in preventing cyber- attacks. We may be required to allocate additional resources to implement additional preventative measures including significant investments in information technology systems. A serious cyber- security breach could have a material adverse effect on our business, financial condition and results of operations. The Company may collect and store certain personal information about customers and is responsible for protecting such information from privacy breaches. A privacy breach may occur through procedural or process failure, information technology malfunction, or deliberate unauthorized intrusions. In addition, theft of data is an ongoing risk whether perpetrated via employee collusion or negligence or through deliberate cyber- attack. Any such privacy breach or theft could have a material adverse effect on the Company ~~’~~ ' s business, financial condition and results of operations. If the Company were found to be in violation of privacy or security rules or other laws protecting the confidentiality of information, the Company could be subject to sanctions and civil or criminal penalties, which could increase its liabilities, harm its reputation and have a material adverse effect on the Company ~~’~~ ' s business, financial condition and results of operations. The Company may incur significant costs to defend its intellectual property and other proprietary rights. The ownership and protection of trademarks, patents, trade secrets and intellectual property rights are significant aspects of the Company' s future success. Unauthorized parties may attempt to replicate or otherwise obtain and use the Company' s products and technology. Policing the unauthorized use of the Company' s current or future trademarks, patents, trade secrets or intellectual property rights could be difficult, expensive, time- consuming and unpredictable, as may be enforcing these rights against unauthorized use by others. ~~29In~~ **In** addition, other parties may claim that the Company' s products infringe on their proprietary and perhaps patent protected rights. Such claims, regardless of their merit, may result in the expenditure of significant financial and managerial resources, legal fees, injunctions, temporary restraining orders and / or require the payment of damages. As well, the Company may need to obtain licenses from third parties who allege that the Company has infringed on their lawful rights. Such licenses may not be available on terms acceptable to the Company or at all. In addition, the Company may not be able to obtain or utilize on terms that are favorable to it, or at all, licenses or other rights with respect to intellectual property that it does not own ~~. RISKS RELATED TO CULTIVATION OPERATIONS IN COLOMBIA We are reliant on certain licenses and authorizations to operate in Colombia. Our ability to grow, extract, store and sell cannabis in Colombia and export materials to legal jurisdictions is dependent on our ability to sustain and / or obtain the necessary licenses and authorizations by government authorities in Colombia. To date, we have received the license to grow, extract and export Non- Psychoactive Cannabis (less than 1 % THC) and a Psychoactive Cannabis License to cultivate, extract, store and export psychoactive cannabis, including a quota for export of approximately 44, 000 kilograms for 2022 and 2023. We also are licensed to import certain seed materials, conduct research and produce a number of cannabis derivatives as required. The effects of the compliance regime, any delays in obtaining, or failure to obtain or keep the regulatory approvals may significantly delay or impair the development of markets, products and sales initiatives and could have a material adverse effect on our business, results of operations and financial condition. In addition, the medical cannabis compliance process requires research phases to ensure both the cultivation process and subsequent derivatives are standardized and express the same or similar cannabinoid and terpene profiles while remaining free of pesticides, heavy metals and other microbial or external containments. Therefore any delay or changes in these conditions may significantly delay or impair products and sales initiatives and could have an adverse effect on our business. The licenses and authorizations are subject to ongoing compliance and reporting requirements and our ability to obtain, sustain or renew any such licenses and authorizations on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable authorities or other governmental agencies in Colombia and potentially in other foreign jurisdictions. Failure to comply with the requirements of the licenses or authorizations or any failure to maintain the licenses or authorizations would have a material adverse effect on our business, financial condition and operating results. Specifically, the validity of the licenses for the cultivation of psychoactive cannabis, non- psychoactive and the manufacture of cannabis derivatives is ten (10) years pursuant to Article 8 of resolution 227 of 2022, in accordance with the provisions of article 2. 8. 11. 2. 1. 8. replacement by Decree 811 of 2021 and the Law 1787 of 2016 in relation to the medical and scientific use of cannabis. Such licenses may be renewed for an equal period as many times as requested by the licensee. The license will remain valid as long as it complies with the requirements established by law. Although we believe that we will meet the requirements to obtain, sustain or renew the necessary licenses and authorizations, there can be no guarantee that the applicable authorities will issue these licenses or authorizations. Should the authorities fail to issue the necessary licenses or authorizations, we may be curtailed or prohibited from the production and / or distribution of cannabis or from proceeding with the development of our operations as currently proposed and our business, results of operations and financial condition may be materially adversely affected. Restrictions or regulations concerning changes in corporate structure may discourage transactions that otherwise could involve payment of a premium over prevailing market processes for our securities. Colombian cannabis licenses are granted on a non- transferable, non- exchangeable and non- assignable basis. Any breach of this restriction may result in the revocation of the license. While there are no specific regulations or restrictions regarding the effects of a change in control, modification of the corporate structure, issuance of shares, or any changes in holders or final beneficiaries on the cannabis licenses, these restrictions may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our securities. While we do not currently operate in protected areas established by the National System of Protected Areas, we cannot provide assurances that areas in which we operate will not be subject to risks associated therewith in the future. Under Colombian laws, competent governmental authorities are not allowed to grant any type of cannabis licenses on properties that are located within areas registered as national parks or protected areas in the National System of Protected Areas (“ SINAP ”). Additionally, the Colombian government is entitled to create new protected areas based on their environmental relevance, which might result in the prohibition to conduct any type of activities on those areas or the need to obtain specific environmental authorizations or permits. We do not operate in a protected area and we believe that we are not currently at risk of expropriation pursuant to the SINAP, but we cannot assure you that the areas in which we operate will not be subject to such risks in the future. 30Economic and political conditions in Colombia may have an adverse effect on our financial condition and results of operations. Many of~~

~~our operations are located in Colombia. Consequently, a portion of our financial condition and results of operations depend significantly on macroeconomic and political conditions prevailing in Colombia. Decreases in the growth rate, periods of negative growth, increases in inflation, changes in law, regulation, policy, or future judicial rulings and interpretations of policies involving exchange controls and other matters such as (but not limited to) currency depreciation, inflation, interest rates, taxation, banking laws and regulations and other political or economic developments in or affecting Colombia may affect the overall business environment and may, in turn, adversely affect our financial condition and results of operations in the future. The Colombian government frequently intervenes in Colombia' s economy and from time to time makes significant changes in monetary, fiscal and regulatory policy. Our business and results of operations or financial condition may be adversely affected by changes in government or fiscal policies, and other political, diplomatic, social and economic developments that may affect Colombia. We cannot predict what policies the Colombian government will adopt and whether those policies would have a negative effect on the Colombian economy or on our business and financial performance in the future. We cannot assure you whether current stability in the Colombian economy will be sustained. If the condition of the Colombian economy were to deteriorate, we would likely be adversely affected. Certain of the Company' s key documents are in Spanish, and translations may not exist or be readily available. As a result of the Company conducting its operations in Colombia, certain of the Company' s subsidiaries' books and records, including key documents such as material contracts and financial documentation are principally negotiated and entered into in the Spanish language and English translations may not exist or be readily available. The Company relies on the use of professional translators for in person meetings with non- Spanish speakers where required, and for document translation. The Company does not foresee that significant additional accommodations will be required. The Company does not have a formal communication plan that sets out measures that will be taken to mitigate any potential communication- related issues as it does not consider one necessary. All material documents provided to the directors are in the English language. If any material documents are in an original language other than English, the documents are translated by certified translators. All members of the Company' s Board of Directors and its executive officers are fluent in English. Additionally, Luis Merchan, our Chairman and CEO and Juan Carlos Gomez Roa, a director, are fluent in the Spanish language. The Colombian government and the Central Bank exercise significant influence on Colombia' s economy. Although the Colombian government has not imposed foreign exchange restrictions since 1990, Colombia' s foreign currency markets have historically been extremely regulated. Colombian law permits the Central Bank of Colombia (the " Central Bank ") to impose foreign exchange controls to regulate the remittance of dividends and / or foreign investments in the event that the foreign currency reserves of the Central Bank fall below a level equal to the value of three months of imports of goods and services into Colombia. An intervention that precludes our Colombian subsidiary from possessing, utilizing or remitting U. S. Dollars would impair our financial condition and results of operations, and would impair the Colombian subsidiary' s ability to convert any dividend payments to U. S. dollars. The Colombian government and the Central Bank may also seek to implement new policies aimed at controlling further fluctuation of the Colombian peso against the U. S. dollar and fostering domestic price stability. The Central Bank may impose certain mandatory deposit requirements in connection with foreign- currency denominated loans obtained by Colombian residents. We cannot predict or control future actions by the Central Bank in respect of such deposit requirements, which may involve the establishment of a different mandatory deposit percentage. The U. S. dollar / Colombian peso exchange rate has shown some instability in recent years. Colombia has experienced several periods of violence and instability that could affect the economy and our Company. Colombia has experienced periods of criminal violence over the past four decades, primarily due to the activities of guerilla groups and drug cartels. Despite the peace treaty between the Colombian government and the Revolutionary Armed Forces of Colombia (Fuerzas Armadas Revolucionarias de Colombia or FARC), a lasting decrease in violence or drug- related crime in Colombia or the successful integration of former guerilla members into Colombian society may not be achieved. In 2018, the Colombian government suspended the peace negotiations with the National Liberation Army (Ejército de Liberación Nacional or ELN) and, in 2019, a minority group of dissidents of the peace process with FARC announced their return to illegal activities. Violence incidents could create a security risk for our key employees in Colombia and require them to leave the country. 31Allegations of corruption against the Colombian government, at the national or local level, politicians and private industry could create economic and political uncertainty should the investigations triggered by these cases reach conclusions or result in further allegations or findings of illicit conduct committed by the accused parties. Furthermore, proven or alleged wrongdoings could have adverse effects on the political stability in Colombia and the Colombian economy. An escalation of violence, drug- related crime, or political instability may have a negative impact on the Colombian economy and on our business, financial condition and results of operations. The Company is subject to risks from its construction projects. The Company is subject to a number of risks in connection with the construction of facilities in Colombia and the United States, including the availability and performance of engineers and contractors, suppliers and consultants and the receipt of required governmental approvals, licenses and permits. Any delay in the performance of any one or more of the contractors, suppliers, consultants or other persons on which the Company is dependent in connection with its construction activities, a delay in or failure to receive the required governmental approvals, licenses and permits in a timely manner or on reasonable terms, or a delay in or failure in connection with the completion and successful operation of the operational elements in connection with any capital or construction project. Any additional taxes resulting from changes to tax regulations or the interpretation thereof in Colombia or other countries where we operate, could adversely affect our consolidated results. Uncertainty relating to tax legislation poses a constant risk to us. Colombian national authorities have levied new taxes in recent years. Changes in legislation, regulation and jurisprudence can affect tax burdens by increasing tax rates and fees, creating new taxes, limiting stated expenses and deductions, and eliminating incentives and non- taxed income. Additional tax regulations could be implemented that could require us to make additional tax payments, negatively affecting our financial condition, results of operation, and cash flow. In addition, either national or local taxing authorities may not interpret tax regulations in the same way that we do. Differing interpretations could result in future tax litigation and associated costs~~ .

RISKS RELATED TO OUR REGULATORY FRAMEWORK Marijuana remains illegal under U. S. federal law, and the enforcement of U. S. cannabis laws could change. There are significant legal restrictions and regulations that govern the cannabis industry in the United States. Marijuana remains a Schedule I drug under the Controlled Substances Act, making it illegal under federal law in the United States to, among other things, cultivate, distribute or possess cannabis in the United States. In those states in which the use of marijuana has been legalized, its use remains a violation of federal law pursuant to the Controlled Substances Act. The Controlled Substances Act classifies marijuana as a Schedule I controlled substance, and as such, medical and adult cannabis use is illegal under U. S. federal law. Unless and until the U. S. Congress amends the Controlled Substances Act with respect to marijuana (and the President approves such amendment), there is a risk that federal authorities may enforce current federal law. Financial transactions involving proceeds generated by, or intended to promote, cannabis- related business activities in the United States may form the basis for prosecution under applicable U. S. federal money laundering legislation. While the approach to enforcement of such laws by the federal government in the United States has trended toward non- enforcement against individuals and businesses that comply with medical or adult- use cannabis regulatory programs in states where such programs are legal, strict compliance with state laws with respect to cannabis will neither absolve us of liability under U. S. federal law, nor will it provide a defense to any federal proceeding which may be brought against us. Since U. S. federal law criminalizing the use of marijuana **pre-** ~~preempts~~ --- **empts** state laws that legalize its use, enforcement of federal law regarding marijuana is a significant risk and would greatly harm our business, prospects, revenue, results of operation and financial condition. The enforcement of federal laws in the United States is a risk to our business and any proceedings brought against us thereunder may materially, adversely affect our operations and financial performance. Our activities are, and will continue to be, subject to evolving regulation by governmental authorities. The legality of the production, cultivation, extraction, distribution, retail sales, transportation and use of cannabis differs among states in the United States. Due to the current regulatory environment in the United States, new risks may emerge; Management may not be able to predict all such risks. ~~32Due~~ -- **Due** to the conflicting views between state legislatures and the federal government regarding cannabis, cannabis businesses are subject to inconsistent laws and regulations. There can be no assurance that the federal government will not enforce federal laws relating to marijuana and seek to prosecute cases involving marijuana businesses that are otherwise compliant with state laws in the future. The uncertainty of U. S. federal enforcement practices going forward and the inconsistency between U. S. federal and state laws and regulations present major risks for the Company. Changes to federal or state laws pertaining to industrial hemp could slow the use of industrial hemp which would materially impact our revenues in future periods. As of the date hereof, most states and the District of Columbia have authorized industrial hemp programs pursuant to the United States of the ~~Agricultural Improvement Act of~~ 2018 ~~, commonly known as the "~~ Farm Bill, ~~"~~ or under prior programs authorized under the 2014 Farm Bill or have plans under review by the ~~United States Department of Agriculture ("~~ USDA ~~")~~. Effective January 1, 2022, several states without an approved plan under the Farm Bill, or a plan under review, will default to the USDA Hemp Producer License. Continued development of the industrial hemp industry will be dependent upon new legislative authorization of industrial hemp at the state level, and further amendment or supplementation of legislation at the federal level. Any number of events or occurrences could slow or halt progress all together in this space. While progress within the industrial hemp industry is currently encouraging, growth is not assured. While there appears to be ample public support for favorable legislative action, numerous factors may impact or negatively affect the legislative process (es) within the various states where we have business interests. Any one of these factors could slow or halt use of industrial hemp, which could negatively impact the business up to possibly causing us to discontinue operations as a whole. In addition, changes in Federal or state laws could require us to alter the way we conduct our business in order to remain compliant with applicable state laws in ways we are presently unable to foresee. These possible changes, if necessary, could be costly and may adversely impact our results of operations in future periods. Uncertainty caused by potential changes to legal regulations could impact the use of CBD products. There is substantial uncertainty and different interpretations among federal, state and local regulatory agencies, legislators, academics and businesses as to the scope of operation of Farm Bill- compliant hemp programs relative to the emerging regulation of cannabinoids. These different opinions include, but are not limited to, the regulation of cannabinoids by the ~~U. S. Drug Enforcement Administration and / or the Food and Drug Administration ("~~ FDA ~~")~~ and the extent to which manufacturers of products containing Farm Bill- compliant cultivators and processors may engage in interstate commerce. The uncertainties cannot be resolved without further federal, and perhaps even state- level, legislation, regulation or a definitive judicial interpretation of existing legislation and rules. If these uncertainties continue, they may have an adverse effect upon the introduction of our products in different markets. Any failure on our part to comply with applicable regulations could prevent us from being able to carry on our business, and there may be additional costs associated with any such failure. Our business activities are heavily regulated in all jurisdictions where we do business. Our operations are subject to various laws, regulations and guidelines by governmental authorities relating to the cultivation, processing, manufacture, marketing, management, distribution, transportation, storage, sale, packaging, labeling, pricing and disposal of cannabis and cannabis products. In addition, we are subject to laws and regulations relating to employee health and safety, insurance coverage and the environment. Laws and regulations, applied generally, grant government agencies and self- regulatory bodies broad administrative discretion over our activities, including the power to limit or restrict business activities as well as impose additional disclosure requirements on our products and services. Any failure by us to comply with the applicable regulatory requirements could ~~-~~ **•** require extensive changes to our operations; ~~-~~ **•** result in regulatory or agency proceedings or investigations; ~~-~~ **•** result in the revocation of our licenses and permits, increased compliance costs; ~~-~~ **•** result in damage awards, civil or criminal fines or penalties; ~~-~~ **•** result in restrictions on our operations; ~~-~~ **•** harm our reputation ; or ~~-~~ **•** give rise to material liabilities. ~~33There~~ -- **There** can be no assurance that any future regulatory or agency proceedings, investigations or audits will not result in substantial costs, a diversion of management ~~'~~ **'** s attention and resources or other adverse consequences to our business. Achievement of our business objectives is contingent, in part, upon compliance with regulatory requirements enacted by governmental authorities and obtaining all necessary regulatory approvals for the cultivation, processing, production, storage, distribution, transportation, sale, import and export, as applicable, of our products. Any failure to comply with the regulatory requirements applicable to our operations may lead to possible sanctions, including: ~~-~~• the revocation or imposition of additional conditions on licenses to operate our business; ~~-~~• the suspension or expulsion from a particular market or jurisdiction or of our key personnel; ~~-~~• the imposition of additional or more stringent inspection, testing and reporting requirements; ~~-~~• product recalls or seizures; and ~~-~~| • the imposition of fines and censures. In addition, changes in regulations, government or judicial interpretation of regulations, or more vigorous enforcement thereof or other unanticipated events could require extensive changes to our operations, increase compliance costs or give rise to material liabilities or a revocation of our licenses and other permits. Furthermore, governmental authorities may change their administration, application or enforcement procedures at any time, which may adversely affect our ongoing regulatory compliance costs. There is no assurance that we will be able to comply or continue to comply with applicable regulations. The FDA limits the ability to discuss the medical benefits of CBD. Under FDA rules it is illegal for companies to make ~~“~~" health claims ~~”~~" or claim that a product has a specific medical benefit. The FDA has not recognized any medical benefits derived from CBD, which means that we are not legally permitted to advertise any potential health claims related to our CBD products. Because of the perception among many consumers that CBD is a health / medicinal product, the inability to make such health claims about its CBD products may limit our ability to market and sell products to consumers, which would negatively affect our revenues and profits. The legal cannabis market is a relatively new industry. As a result, the size of our target market is difficult to quantify, and investors will be reliant on their own estimates on the accuracy of market data. Because the cannabis industry is in a nascent stage, there is a lack of information about comparable companies available for potential investors to review and to decide whether to invest in us and, few, if any, established companies whose business model we can follow or upon whose success we can build. Accordingly, investors should rely on their own estimates regarding the potential size, economics and risks of the cannabis market in deciding whether to invest in our Common Shares. We are an early- stage company that has not generated net income. There can be no assurance that our growth estimates are accurate or that the cannabis market will be large enough for our business to grow as projected. Although we are committed to researching and developing new markets and products and improving existing products, there can be no assurances that such research and market development activities will prove profitable or that the resulting markets or products, if any, will be commercially viable or successfully produced and marketed. We must rely largely on our own market research to forecast sales and design products as detailed forecasts and consumer research are not generally obtainable from reliable third-party sources in Canada and in other international jurisdictions. In addition, there is no assurance that the industry and market will continue to exist and grow as currently estimated or anticipated or function and evolve in the manner consistent with management ~~’~~' s expectations and assumptions. We could also be subject to other events or circumstances that adversely affect the cannabis industry, such as the imposition of further restrictions on sales and marketing or further restrictions on sales in certain areas and markets. ~~34RISKS~~ -- **RISKS** RELATED TO FINANCIALS AND ACCOUNTING Management has performed an analysis of our ability to continue as a going concern, and has determined that, based on our current financial position, there is a substantial doubt about our ability to continue as a going concern. In addition, our independent registered public accounting firm has raised substantial doubt as to our ability to continue as a going concern. Based on its assessment, management has raised substantial doubt about our ability to continue as a going concern. The Company had cash and cash equivalents of $ ~~9~~ **4. 4 million at December 31, 2023, a loss of $ 56. 3 million for the year ended December 31, 2023, and an accumulated deficit of $ 142** . 5 million at December 31, ~~2022~~ **2023** ~~, a loss of $ 52. 6 million for the year ended December 31, 2022, and an accumulated deficit of $ 90. 9 million at December 31, 2022. Current economic and market conditions have put pressure on our growth plans~~ . The Company ~~’~~' s ability to continue as a going concern is dependent on its ability to obtain additional capital. The Company believes that its current level of cash and cash equivalents are not sufficient to continue investing in growth, while at the same time meeting its obligations as they become due. These conditions raise substantial doubt regarding our ability to continue as a going concern. In an effort to alleviate these conditions, management ~~is currently~~ **continues to** ~~evaluating~~ **evaluate** various cost reduction **, asset sales,** and other alternatives and may seek to raise additional funds through the issuance of equity, mezzanine or debt securities, through arrangements with strategic partners, through obtaining credit from financial institutions or otherwise. Our independent registered public accounting firm has raised substantial doubt as to our ability to continue as a going concern. A going concern opinion in the report of our independent registered public accounting firm could impair our ability to finance our operations through public or private equity offerings or debt financings, or a combination of one or more of these funding sources. Any additional equity or equity- linked debt financing could be extremely dilutive to our current stockholders. Additional capital may not be available on reasonable terms, or at all, and we may be required to terminate or significantly curtail our operations, or enter into arrangements with collaborative partners or others that may require us to relinquish rights to certain aspects of our product candidates, or potential markets that we would not otherwise relinquish. If we are unable to obtain capital, our business would be jeopardized, and we may not be able to continue operations. We may increase our foreign sales in the future, and such sales may be subject to unexpected regulatory requirements and other barriers. Our functional currency is denominated in U. S. dollars. We currently expect that a portion of our sales will be denominated in ~~Colombian pesos and~~ European euros and we may, in the future, have sales denominated in the currencies of additional countries in which we establish operations or distribution. In addition, we incur a portion of our operating expenses in ~~Colombian pesos and~~ European euros. In the future, the proportion of our sales that are international may increase. Such sales may be subject to unexpected regulatory requirements and other barriers. Any fluctuation in the exchange rates of foreign currencies may negatively affect our business, financial condition and results of operations. We have not previously engaged in foreign currency hedging. If we decide to hedge our foreign currency exposure, we may not be able to hedge effectively due to lack of experience, unreasonable costs or illiquid markets. In addition, those activities may be limited in the protection they provide from foreign currency fluctuations and can themselves result in losses. Assumptions, estimates and judgments related to critical accounting matters could significantly affect our reported financial results or financial condition. The preparation of financial statements in conformity with U. S. Generally Accepted Accounting Principles (~~“~~ **" U. S.** GAAP ~~”~~ **"**) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. We base our estimates on limited historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as provided in the notes to our financial statements, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue and expenses that are not readily apparent from other sources. Our operating results may be adversely affected if the assumptions change or if actual circumstances differ from those in the assumptions, which could cause our operating results to fall below the expectations of securities analysts and investors, resulting in a decline in the price of our Common Shares. Significant assumptions and estimates used in preparing the financial statements include those related to the credit quality of accounts receivable, income tax credits receivable, share based payments, impairment of non- financial assets, as well as revenue and cost recognition. There are tax risks the Company may be subject to in carrying on business in multiple jurisdictions. We and our subsidiaries will operate and, accordingly, will be subject to income tax and other forms of taxation in multiple jurisdictions. We may be subject to income taxes and non- income taxes in a variety of jurisdictions and our tax structure may be subject to review by both domestic and foreign taxation authorities. Those tax authorities may disagree with our interpretation and / or application of relevant tax rules. A challenge by a tax authority in these circumstances might require us to incur costs in connection with litigation against the relevant tax authority or reaching a settlement with the tax authority and, if the tax authority ~~’~~ **'** s challenge is successful, could result in additional taxes (perhaps together with interest and penalties) being assessed on us, and as a result an increase in the amount of tax payable by us. ~~In addition, we may be subject to different taxes imposed by the Colombian government, and changes within such tax, legal and regulatory framework may have an adverse effect on our financial results. 35Taxation~~ -- **Taxation** laws and rates which determine taxation expenses may vary significantly in different jurisdictions, and legislation governing taxation laws and rates are also subject to change. Therefore, our earnings may be affected by changes in the proportion of earnings taxed in different jurisdictions, changes in taxation rates, changes in estimates of liabilities and changes in the amount of other forms of taxation. The determination of our provision for income taxes and other tax liabilities will require significant judgment (including based on external advice) as to the interpretation and application of these rules. We may have exposure to greater than anticipated tax liabilities or expenses. Additionally, dividends and other intra- group payments made by our subsidiaries or international branches may expose the recipients of such payments to taxes in their jurisdictions of organization and operation and such dividends and other intra- group payments may also be subject to withholding taxes imposed by the jurisdiction in which the entity making the payment is organized or tax resident. Unless such withholding taxes are fully creditable or refundable, dividends and other intra- group payments may increase the amount of tax paid by us. Although the Company and its subsidiaries arrange themselves and their affairs with a view to minimizing the incurrence of such taxes, there can be no assurance that we will succeed. Restrictions on Deduction of Certain Expenses for U. S. Federal Income Tax Purposes **.** Section 280E of the Internal Revenue Code of 1986, as amended (the ~~“~~ **"** Code ~~”~~ **"**), prohibits businesses from deducting certain expenses associated with trafficking- controlled substances for United States federal income tax purposes. The **Internal Revenue Service (the"** IRS **")** has invoked Code Section 280E in tax audits against various cannabis businesses in the U. S. that are permitted under applicable state laws. Section 280E of the Code prohibits cannabis businesses that are deemed to be trafficking in controlled substances from deducting certain ordinary and necessary business expenses, forcing them to pay higher effective federal tax rates than similar companies in other industries. The effective tax rate on a cannabis business depends on how large its ratio of non- deductible expenses is to its total revenues. Therefore, businesses in the **U. S.** legal cannabis industry may be less profitable than they would otherwise be. Although the IRS issued a clarification allowing the deduction of certain expenses, the scope of such items is interpreted very narrowly and the bulk of operating costs and general administrative costs are not permitted to be deducted. While there are currently several pending cases before various administrative bodies and federal courts challenging these restrictions, there is no guarantee that these authorities will issue an interpretation of Code Section 280E favorable to cannabis businesses. **If our tax filing positions were to be challenged by federal, state and local or foreign tax jurisdictions, we may not be wholly successful in defending our tax filing positions. We record reserves for unrecognized tax benefits based on our assessment of the probability of successfully sustaining tax filing positions. We, therefore, analyze and consider the appropriateness of recording reserves for unrecognized tax benefits each quarter. Management exercises significant judgment when assessing the probability of successfully sustaining tax filing positions, and in determining whether a contingent tax liability should be recorded and, if so, estimating the amount. If our tax filing positions are successfully challenged, payments could be required that are in excess of reserved amounts or we may be required to reduce the carrying amount of our net deferred tax asset, either of which result could be significant to our financial condition or results of operations. The Company may be at a higher risk of IRS audit. The Company believes** ~~There~~ **there** is a ~~risk~~ **greater likelihood** that ~~we~~ **the IRS** will **audit the tax returns of cannabis- related businesses. Any such audit of our tax returns could result in us being required to pay additional tax, interest and penalties, as well as incremental accounting and legal expenses, which could** be **material. The Company will likely be** a **"** passive foreign investment company **"** ~~(“ PFIC ”)~~ for **its current** ~~U. S. federal income~~ tax ~~purposes for the current or any future taxable~~ year, which **may have** ~~could result in material~~ adverse U. S. federal income tax consequences **for** ~~if you are a~~ U. S. ~~holder~~ **investors. The Company believes it was a PFIC within the meaning of Section 1297 of the Code for its most recently completed tax year, and based on current business plans and financial expectations, it believes that it will likely be a PFIC for its current tax year and may be a PFIC in subsequent tax years** . If **the Company** ~~we (or any of our non- U. S. subsidiaries)~~ is a PFIC for any ~~taxable~~ year during ~~which~~ a U. S. ~~holder owns~~ **taxpayer' s holding period of** Common Shares, **then such U. S. taxpayer generally will be required to treat any gain realized upon a disposition of the Common Shares or any so-called" excess distribution" received on its Common Shares as ordinary income, and to pay an interest charge on a** portion of such gain or distribution. In certain ~~adverse~~ circumstances, the sum of the tax and the interest charge may exceed the total amount of proceeds realized on the disposition, or the amount of excess distribution received, by the U. S. taxpayer. Subject to certain limitations, these tax consequences may be mitigated if a U. S. taxpayer makes a timely and effective" QEF election" under Code Section 1295 (" QEF Election") or a" mark- to- market" election under Section 1296 of the Code (" Mark- to- Market Election"). U. S. taxpayers should be aware that there can be no assurances that the Company will satisfy the record keeping requirements that apply to a qualified electing fund (a" QEF"), or that the Company will supply U. S. taxpayers with information that such U. S. taxpayers are required to report under the QEF rules, in the event the Company is a PFIC. Thus, U. S. Holders may not be able to make a QEF Election with respect to their Common Shares. A U. S. taxpayer who makes a Mark- to- Market Election generally must include as ordinary income each year the excess of the fair market value of the Common Shares over the taxpayer' s basis therein. This paragraph is qualified in its entirety by the discussion below under the heading of" Certain United States Federal Income Taxation Considerations- Passive Foreign Investment Company Rules." Each potential investor who is a U. S. taxpayer should consult its own tax advisor regarding the tax consequences of the PFIC rules and the acquisition, ownership, and disposition of the Common Shares. The Company' s ability to use its U. S. net operating loss carryforwards to offset its future U. S. taxable income may be subject to limitations. The Company' s U. S. federal net operating loss carryforwards (" NOLs") generated in taxable years beginning before January 1, 2018 may be carried forward for 20 years. The Company' s U. S. federal NOLs generated in taxable years beginning after December 31, 2017 may be carried forward indefinitely, but the utilization of such NOLs is limited. In addition, under Section 382 of the Code, a corporation that undergoes an" ownership change" (generally defined as a greater than 50 % change (by value) in its stock ownership over a three- year period) is subject to limitations on its ability to utilize its pre- change U. S. federal NOLs to offset its future U. S. taxable income. If the Company has undergone an ownership change in the past, or if future changes in its stock ownership, some of which are outside its control, results in an ownership change, its ability to utilize its U. S. federal NOLs may be limited by Section 382 of the Code. It is uncertain if and to what extent U. S. states will conform to U. S. federal income tax ~~consequences~~ law with respect to the treatment of NOLs. As a result, the Company' s ability to use its U. S. NOLs to offset its future U. S. taxable income may be subject to limitations, which could ~~apply~~ increase its tax liability and decrease its cash flow. Changes in global and local tax laws and regulations in jurisdictions in which the Company operates may adversely impact the Company and the value of the Common Shares. Changes to ~~such~~ tax laws in the U. S. ~~holder. The determination of whether a corporation is a PFIC for~~ - or ~~a taxable year depends,~~ in ~~part, on~~ any jurisdiction in which the Company conducts business (which changes may have retroactive application) could adversely affect the Company or holders of ~~complex~~ the Common Shares. In recent years, many changes to U. S. federal income tax laws have been proposed and ~~rules that are subject to differing interpretations. In addition, the determination of whether a corporation will be a PFIC for any taxable year generally can only be~~ made ~~after the close of such a taxable year. Therefore~~ , and additional ~~it is possible that we could be classified as a PFIC for our initial taxable year or in future years due to~~ changes ~~in the nature of our business, composition of our assets or income, as well as changes in our market capitalization. Based upon the foregoing, it is uncertain whether we will be a PFIC for our current taxable year or any future taxable year. We have not determined, if we (or any of our non- U. S. subsidiaries) were~~ to ~~be classified as a PFIC for a taxable year, whether we will provide information necessary for a U. S. Holder to make a " qualified electing fund " election which, if available, would result in tax treatment different from (and generally less adverse than) the general tax treatment for PFICs. Accordingly, U. S. holders should assume that they will not be able to make a qualified electing fund election with respect to the Common Shares. The PFIC rules are complex, and each U. S. holder should consult its tax advisor regarding the PFIC rules, the elections which may be available to it, and how the PFIC rules may affect the~~ U. S. federal income tax ~~consequences relating~~ laws are likely to continue to occur in the ~~ownership and disposition~~ future. The U. S. Congress is currently considering numerous items of legislation which may be enacted prospectively ~~our~~ - or with retroactive effect, which legislation could adversely impact the Company' s financial performance and the value of the Common Shares . Additionally, states in which the Company operates or owns assets may impose new or increased taxes. If enacted, most of the proposals would be effective for the current or later years. The proposed legislation remains subject to change, and its impact on the Company and purchasers of the Common Shares is uncertain. In addition, the Inflation Reduction Act of 2022 includes provisions that impact the U. S. federal income taxation of corporations. Among other items, this legislation includes provisions that impose a minimum tax on the book income of certain large corporations and an excise tax on certain corporate stock repurchases that is imposed on the corporation purchasing such stock. It is unclear how this legislation will be implemented by the U. S. Department of the Treasury and the Company cannot predict how this legislation or any future changes in tax laws might affect the Company or purchasers of the Common Shares. A number of international legislative and regulatory bodies have proposed legislation and begun investigations of the tax practices of multinational companies and, in the European Union, the tax policies of certain European Union member states. One of these efforts has been led by the Organization for Economic Co- operation and Development (OECD), which has finalized recommendations to revise corporate tax, transfer pricing, and tax treaty provisions in member countries. On December 15, 2022, European Union member states unanimously adopted the Minimum Tax Directive ensuring a global minimum level of taxation for multinational companies. Member states had until December 31, 2023, to transpose the Minimum Tax Directive into national legislation. The enactment of this and the heightened interest in and taxation of large multinational companies increase tax uncertainty and could ultimately have a material effect on our effective tax rate, income tax expense, net income, or cash flows . Failure to develop our internal controls over financial reporting as we grow could have an adverse effect on our operations. As we mature we will need to continue to develop and improve our current internal control systems and procedures to manage our growth. We are required to establish and maintain appropriate internal controls over financial reporting. Failure to establish appropriate controls, or any failure of those controls once established, could adversely affect our public disclosures regarding our business, financial condition or results of operations. In addition, management ~~’~~ **'** s assessment of internal controls over financial reporting may identify weaknesses and conditions that need to be addressed in our internal controls over financial reporting or other matters that may raise concerns for investors. In connection with the audit of our financials for the year ended December 31, 2021, the Company ~~’~~ **'** s auditors noted material weaknesses and made certain recommendations to management regarding material weaknesses related to goodwill impairment testing and purchase price allocations, contract receivables and corresponding revenue and inventory procedures (the ~~“~~ **"** 2021 Material Weaknesses ~~”~~ **"**). In connection with the 2021 Material Weaknesses, the Company allocated resources to its remediation plan, including (i) continuing to enhance our impairment testing procedures with the assistance of our third party experts (ii) implementing enhanced credit assessment over the creditworthiness of certain contract receivables and their corresponding revenue and (iii) implementing regularly scheduled physical inventory counts in all company locations and reconciling with internal accounting records. As of December 31, 2022, management ~~believes~~ **believed** the 2021 Material Weaknesses relating to its contract receivables and corresponding revenue and investor procedures have been fully remediated. However, in connection with the audit of our financials for the year ended December 31, 2022, our auditors noted that the material weakness with respect to goodwill impairment testing and purchase price allocations remains **un-** ~~unremediated~~ -- **remediated** (the ~~“~~ **"** 2022 Material Weakness ~~”~~ **"**). In connection with the 2022 Material Weakness, management has, and will continue to, allocate resources to its remediation plan, which include (i) the establishment of additional internal procedures with respect to the documentation of budget and forecasting process with respect to material assumptions or determinations, (ii) the implementation of a new validation process to bolster accuracy of underlying assumptions and (iii) the assessment of our third party experts engaged to assist in the accuracy of our impairment testing. **As of December 31, 2023, management believes the 2022 Material Weaknesses relating to its goodwill impairment testing and purchase price allocations have been fully remediated.** Any actual or perceived weaknesses and conditions that need to be addressed in our internal control over financial reporting, disclosure of management ~~’~~ **'** s assessment of our internal controls over financial reporting or disclosure of our public accounting firm ~~’~~ **'** s attestation to or report on management ~~’~~ **'** s assessment of our internal controls over financial reporting may have an adverse effect on the price of our Common Shares. ~~36RISKS~~ -- **RISKS** RELATED TO OUR COMMON SHARES ~~Investing in an emerging market poses a greater degree of risk than investing in more mature market economies. Emerging market investment generally poses a greater degree of risk than investment in more mature market economies because the economies in the developing world are more susceptible to destabilization resulting from domestic and international developments. We conduct significant operations in Colombia. See “ Risks Related to Operations in Colombia. ”~~ We will need, but may be unable to, obtain additional funding on satisfactory terms, which could dilute our shareholders or impose burdensome financial restrictions on our business. In the future, we hope to rely on revenues generated from operations to fund all of the cash requirements of our activities. However, there can be no assurance that we will be able to generate any significant cash from our operating activities in the future. Future financings may not be available on a timely basis, in sufficient amounts or on terms acceptable to us, if at all. Any debt financing or other financing of securities senior to the Common Shares will likely include financial and other covenants that will restrict our flexibility. Any failure to comply with these covenants would have a material adverse effect on our business, prospects, financial condition and results of operations because we could lose our existing sources of funding and impair our ability to secure new sources of funding. There can be no assurance that we will be able to generate any investor interest in our securities. If we do not obtain additional financing, our business may never commence, in which case you would likely lose the entirety of your investment in the Company. Holders of our Common Shares are subject to dilution resulting from the issuance of equity- based compensation by us. We have awarded stock options and restricted common shares to our management and key employees to incentivize their performance and retention. Any additional equity grants and any exercise of existing warrants will cause our shareholders to be diluted and may negatively affect the price of the Common Shares. We continue to incur increased costs as a result of operating as a public company and our management is required to devote substantial time to new compliance initiatives. As a public company, particularly after we are no longer an emerging growth company, we will continue to incur significant legal, accounting and other expenses that we did not incur as a private company. In addition, the Sarbanes- Oxley Act of ~~2002~~ -- **2022 ("** ~~, or the~~ Sarbanes- Oxley Act **")** , and rules implemented by the ~~U. S. Securities and Exchange Commission, or the~~ SEC ~~,~~ and Nasdaq, impose various requirements on public companies, including requirements to file annual, quarterly and event- driven reports with respect to our business and financial condition and operations and establish and maintain effective disclosure and financial controls and corporate governance practices. Our existing management team will continue to devote a substantial amount of time to these compliance initiatives, and we may need to hire additional personnel to assist us with complying with these requirements. Moreover, these rules and regulations will continue to increase our legal and financial compliance costs and will make some activities more time consuming and costly. ~~37Pursuant~~ -- **Pursuant** to Section 404 of the Sarbanes- Oxley Act ~~, or~~ **("** Section 404 **")** , we will be required to furnish a report by our management on our internal controls over financial reporting ~~(“ ICFR ”)~~ , which, after we are no longer an emerging growth company, must be accompanied by an attestation report on ~~ICFR~~ **internal controls over financial reporting** issued by our independent registered public accounting firm. To achieve compliance with Section 404 within the prescribed period, we will document and evaluate our ~~ICFR~~ **internal controls over financial reporting** , which is both costly and challenging. In this regard, we will need to continue to dedicate internal resources, potentially engage outside consultants and adopt a detailed work plan to assess and document the adequacy of our ~~ICFR~~ **internal controls over financial reporting** , continue steps to improve control processes as appropriate, validate through testing that controls are functioning as documented and implement a continuous reporting and improvement process for ~~ICFR~~ **internal controls over financial reporting** . In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some public company required activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We continue to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and divert management ~~'~~ **'** s time and attention from revenue generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies, regulatory authorities may initiate legal proceedings against us and our business may be harmed. If we fail to meet applicable listing requirements, Nasdaq may delist our Common Shares from trading, in which case the liquidity and market price of our Common Shares could decline. We cannot assure you that we will be able to meet the continued listing standards of Nasdaq currently or in the future. Nasdaq imposes, among other requirements, continued listing standards including a minimum bid requirement. The price of our Common Shares must trade at or above $ 1. 00 to comply with the minimum bid requirement for continued listing on the Nasdaq Capital Market. On July 8, 2022, the Company **was notified by** ~~received a notice (the " Notice ") from~~ the Nasdaq Stock Market **,** LLC ~~(" Nasdaq "), stating~~ that **it was not in compliance** ~~the Company' s Common Shares fail to comply~~ with the ~~$ 1. 00~~ minimum bid price requirement **of $ 1. 00 per share for 30 consecutive business days as set forth in Rule 5550** (**a) (2) of** the ~~"~~ **Nasdaq Listing Rules (the" Minimum** Bid Price Requirement ~~"~~ **"**) **. In** ~~for continued listing on Nasdaq in~~ accordance with Nasdaq Listing Rule ~~5550~~ **5810** (**c) (3) (A), Nasdaq provided** a **180- calendar day period following the date of the notice to regain compliance. To regain compliance with the Minimum Bid Price Requirement, the Company was required to maintain a minimum closing bid price of $ 1. 00 or more for at least 10 consecutive trading days. From June 9, 2023 through June 23, 2023, a period of 10 consecutive trading days, the closing bid price of the Company' s Common Shares was greater than $ 1. 00 per share. Accordingly, on June 26, 2023, the Company received formal notice from Nasdaq that it had regained compliance with the Minimum Bid Price Requirement and that the matter has been closed. The audit committee of the Board of Directors of the Company, must include three independent members as required by Nasdaq Listing Rule 5605 (c**) (2) ~~based upon~~ **(A). With** the **resignation** ~~closing bid price~~ of **Director Thomas Solomon,** the ~~Common Shares~~ **Company informed Nasdaq of the foregoing on December 4, 2023. On December 6, 2023, the Company received a notification from Nasdaq, confirming that,** for the **reasons described above, the Company no longer complies with Nasdaq' s audit committee requirements contained in Nasdaq Listing Rule 5605 (c) (2) (A). As set forth in such notification, Nasdaq advised the Company that, under Nasdaq Rule 5605 (c) (4), Nasdaq will provide the Company a cure period in order to regain compliance (i) until the earlier of the Company' s next annual shareholders' meeting or November** 30 ~~consecutive business days prior to~~ **, 2024, or (ii) if the next annual shareholders' meeting is held before May 28, 2024,** ~~the~~ **then** ~~date of~~ the ~~Notice. The~~ Company **must evidence** ~~was provided an initial~~ compliance ~~period of 180 calendar days~~ **no later than May 28** , ~~or until January 4, 2023~~ **2024** ~~,~~ **. If the Company fails** to regain compliance with the **audit committee** ~~Bid Price Requirement. On January 5, 2023, the Company received an extension of 180 calendar days from Nasdaq to regain compliance with the Bid Price Requirement. The Nasdaq determination was based on the Company meeting the continued listing~~ requirement ~~for market value of publicly held shares and all other applicable requirements for initial listing on the Nasdaq Capital Market with the exception of the Bid Price Requirement, and the Company' s written notice of its intention to cure the deficiency during the second compliance period by effecting a reverse stock- split, if necessary. As a result of the extension, the Company now has until July 3, 2023, to regain compliance with the Bid Price Requirement. If at any time before July 3, 2023, the bid price of the Company' s common shares closes at or above $ 1. 00 per share for a minimum of ten consecutive business days, Nasdaq will provide written notification to the Company that it has achieved compliance with the Bid Price Requirement. If the Company fails to regain compliance with the Bid Price Requirement~~ , or if we otherwise fail to meet any other applicable requirements of the Nasdaq ~~Capital Market~~ and we are unable to regain compliance, Nasdaq may make a determination to delist our Common Shares. Any delisting of our Common Shares would likely adversely affect the market liquidity and market price of our Common Shares and our ability to obtain financing for the continuation of our operations or result in the loss of confidence by investors. ~~Future sales, or the perception of future sales, by us or our existing shareholders in the public market could cause the market price for our Common Shares to decline. If our shareholders, particularly our directors or our executive officers and their affiliates, that in aggregate, beneficially own approximately 11. 6 % of our Common Shares as of March 22, 2023, sell substantial amounts of our Common Shares in the public market, or if there is a public perception that these sales may occur in the future, the market price of Common Shares may decline. The perception in the public market that our shareholders might sell our Common Shares could also depress the market price of our Common Shares and could impair our future ability to obtain capital, especially through an offering of equity securities. In addition, our sale of additional Common Shares or other similar securities in order to raise capital might have a similar negative impact on the share price of our Common Shares. A decline in the price of our Common Shares may impede our ability to raise capital through the issuance of additional Common Shares or other equity securities, and may cause holders of our Common Shares to lose part or all of their investment. 38Ownership~~ -- **Ownership** of our Common Shares may be considered unlawful in some jurisdictions and holders of our Common Shares may consequently be subject to liability in such jurisdictions. Cannabis- related financial transactions, including investment in the securities of cannabis companies and receipt of any associated benefits, such as dividends, are currently subject to anti- money laundering and a variety of other laws that vary by jurisdiction, many of which are unsettled and still developing. While the interpretation of these laws is unclear, in some jurisdictions, financial benefit directly or indirectly arising from conduct that would be considered unlawful in such jurisdiction may be viewed to be within the purview of these laws, and persons receiving any such benefit, including investors in an applicable jurisdiction, may be subject to liability under such laws. Each prospective investor should therefore contact his, her or its own legal advisor regarding the ownership of our Common Shares and any related potential liability. The Company ~~’~~ **'** s directors and officers may have a conflict of interest in conducting their duties. We may be subject to various potential conflicts of interest because of the fact that some of our officers and directors may be engaged in a range of business activities. In addition, our executive officers and directors may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to the Company. In some cases, our executive officers and directors may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to our business and affairs and that could adversely affect our operations. These business interests could require significant time and attention of our executive officers and directors. As of January 1, 2023, we ~~are~~ **were** required to report as a U. S. domestic issuer and the benefits of a ~~“~~ **"** foreign private issuer ~~”~~ **"** are no longer available to us, which will likely result in additional costs and expenses for us. **On** ~~As of~~ January 1, 2023, we ~~have~~ lost our status as a ~~“~~ **"** foreign private issuer ~~”~~ **" (within the meaning of Rule 3b- 4 of the Exchange Act). Complying with these additional requirements increases our legal** and ~~are~~ **audit fees which in turn, could have a material adverse effect on our business, financial condition and results of operations. As a result of being considered a" domestic issuer" for reporting and disclosure requirements. We were** required to adjust our disclosure and reporting to comply with the requirements for domestic U. S. companies **, including that** ~~. As a result~~ : ~~·~~ **•** we are required to **prepare and** report on forms that are applicable to U. S. ~~companies~~ **domestic issuers** , such as Forms 10- K, 10- Q and 8- K, rather than the forms formerly used **by** us, such as Forms 20- F and 6- K ; ~~·~~ **•** we are required to **prepare and file** ~~include substantially more information in~~ proxy statements ~~than previously provided~~ **in accordance with SEC rules** ; **•** ~~and · we may be required to modify certain of our policies to comply with accepted governance practices associated with U. S. domestic issuers. We expect that complying with these additional requirements would increase our legal and audit fees which in turn, could have a material adverse effect on our business, financial condition and results of operations. In addition, as a result of being considered a “ domestic issuer ” for reporting and disclosure requirements: ·~~ we are no longer exempt from certain **requirements** ~~of the provisions~~ of U. S. securities laws such as (i) Regulation FD, which restricts the selective disclosure of material information, (ii) exemptions for filing beneficial ownership reports under Section 16 (a) of the Exchange Act for executive officers, directors and 10 % shareholders (Forms 3, 4, and 5), and (iii) the Section 16 (b) short swing profit rules ; ~~·~~ **•** we are no longer permitted to disclose compensation information for our executive officers on an aggregate rather than an individual basis, although such exemption may still be available to us as long as we remain an ~~“~~ **"** emerging growth company ~~”~~ **"** ; and ~~·~~ **• we have lost the ability to rely upon exemptions from U. S. stock exchange rules related to corporate governance requirements that are available to foreign private issuers. We expect that complying with these additional requirements would increase our legal and audit fees which in turn, could have a material adverse effect on our business, financial condition and results of operations. In addition, as a result of being considered a" domestic issuer" for reporting and disclosure requirements: •** we have lost the ability to rely upon exemptions from Nasdaq corporate governance requirements that are available to foreign private issuers. As a foreign private issuer, we were permitted to follow, and had followed through December 31, 2022, certain home country corporate governance practices instead of those otherwise required under ~~the~~ Nasdaq **rules** ~~Stock Market~~ for domestic U. S. issuers. For instance, we followed home country practice in Canada with regard to the lack of need to obtain shareholder approval for certain dilutive events such as (i) the establishment or amendment of certain equity- based compensation plans and (ii) certain transactions other than a public offering involving issuances of a 20 % or more interest in the company. The regulated nature of our business may impede or discourage a takeover, which could reduce the market price of our Common Shares. We require and hold various government licenses to operate our business. These licensing requirements could impede a merger, amalgamation, takeover or other business combination involving us or discourage a potential acquirer from making a tender offer for our Common Shares, which, under certain circumstances, could reduce the market price of our Common Shares. We do not intend to pay dividends on our Common Shares in the near future, and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our Common Shares. We have never declared or paid any cash dividend on our Common Shares and do not currently intend to do so in the foreseeable future. We currently anticipate that we will retain future earnings for the development, operation and expansion of our business and do not anticipate declaring or paying any cash dividends in the foreseeable future. Therefore, the success of an investment in the Common Shares will depend upon any future appreciation in their value. There is no guarantee that the Common Shares will appreciate in value or even maintain the price at which you purchased them. ~~39We are an emerging growth company and a smaller reporting company, and our compliance with the reduced reporting and disclosure requirements applicable to emerging growth companies and smaller reporting companies could make our Common Shares less attractive to investors and may make it more difficult to raise capital as and when we need it.~~ We are an emerging growth company **and a smaller reporting company, and our compliance with the reduced reporting and disclosure requirements applicable to emerging growth companies and smaller reporting companies could make our Common Shares less attractive to investors and may make it more difficult to raise capital as and when we need it. We are an" emerging growth company"** , as defined in the Jumpstart our Business Startups Act of 2012, referred to as the JOBS Act, and we expect to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies, including the auditor attestation requirements of Section 404, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved and extended adoption period for accounting pronouncements. Even after we no longer qualify as an emerging growth company, we may still qualify as a ~~“~~ **"** smaller reporting company, ~~”~~ **"** which would allow us to continue to take advantage of many of the same exemptions from disclosure requirements, including not being required to comply with the auditor attestation requirements of Section 404 ~~of the Sarbanes- Oxley Act~~ and reduced disclosure obligations regarding executive compensation in this ~~prospectus~~ **Annual Report** and our periodic reports and proxy statements. We cannot predict whether investors will find our Common Shares less attractive as a result of our reliance on these exemptions. If some investors find our Common Shares less attractive as a result, there may be a less active trading market for our Common Shares and our stock price may be more volatile. Additionally, because of the exemptions from various reporting requirements provided to us as an emerging growth company, we may be less attractive to investors and it may be difficult for us to raise additional capital as and when we need it. Investors may be unable to compare our business with other companies in our industry if they believe that our reporting is not as transparent as the reporting of other companies in our industry. If we are unable to raise additional capital as and when we need it, our financial condition and results of operations may be materially and adversely affected. Future issuances of debt securities, which would rank senior to our Common Shares upon our bankruptcy or liquidation, and future issuances of preferred stock, which could rank senior to our Common Shares for the purposes of dividends and liquidating distributions, may adversely affect the level of return you may be able to achieve from an investment in our Common Shares. In the future, we may attempt to increase our capital resources by offering debt securities. Upon bankruptcy or liquidation, holders of our debt securities, and lenders with respect to other borrowings we may make, would receive distributions of our available assets prior to any distributions being made to holders of our Common Shares. Moreover, if we issue preferred stock, the holders of such preferred stock could be entitled to preferences over holders of Common Shares in respect of the payment of dividends and the payment of liquidating distributions. Because our decision to issue debt or preferred stock in any future offering, or borrow money from lenders, will depend in part on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of any such future offerings or borrowings. Holders of our Common Shares must bear the risk that any future offerings we conduct or borrowings we make may adversely affect the level of return, if any, they may be able to achieve from an investment in our Common Shares. **If the price of our Common Shares fluctuates, you could lose a significant part of your investment. The market price of our Common Shares could be subject to wide fluctuations in response to, among other things, the risk factors described in this section of this Annual Report, and other factors beyond our control, such as fluctuations in the valuation of companies perceived by investors to be comparable to us. Furthermore, the stock markets have experienced price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as general economic, political, and market conditions, such as recessions, interest rate changes or international currency fluctuations, may negatively affect the market price of our Common Shares. In the past, many companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management' s attention from other business concerns, which could seriously harm our business. Volatility in the market price of our Common Shares may prevent investors from being able to sell their shares at or above the public offering price. As a result, you may suffer a loss on your investment.** GENERAL RISK FACTORS The Company may become involved in legal proceedings from time to time, which could adversely affect the Company. From time to time, we may be a party to legal and regulatory proceedings, including matters involving governmental agencies, entities with whom it does business and other proceedings arising in the ordinary course of business. We will evaluate our exposure to these legal and regulatory proceedings and establish reserves for the estimated liabilities in accordance with generally accepted accounting principles. For more information, see Item 3 ~~“~~" Legal Proceedings. ~~”~~" Assessing and predicting the outcome of these matters involves substantial uncertainties. Unexpected outcomes in these legal proceedings, or changes in management ~~’~~' s evaluations or predictions and accompanying changes in established reserves, could have an adverse impact on our financial results. Our participation in the cannabis industry may lead to litigation, formal or informal complaints, enforcement actions, and inquiries by third parties, other companies and / or various governmental authorities against us. Litigation, complaints, and enforcement actions involving us could consume considerable amounts of financial and other corporate resources, which could have an adverse effect on our future cash flows, earnings, results of operations and financial condition. The Company ~~’~~' s success will depend, in part, on its ability to continue to enhance its product and service offerings to respond to technological and regulatory changes and emerging industry standards and practices. Rapidly changing markets, technology, emerging industry and regulatory standards and frequent introduction of new products characterize the Company ~~’~~' s business. The introduction of new products embodying new technologies and regulatory developments may render the Company ~~’~~' s equipment obsolete and its products and services less competitive or less marketable. The process of developing the Company ~~’~~' s products and services is complex and requires significant continuing costs, development efforts, third- party commitments and regulatory approvals. The Company may not be successful in developing or effectively commercializing such new products and services, or obtaining any required regulatory approvals, which, together with any capital expenditures made in the course of developing such products and services, may have a material adverse effect on the Company ~~’~~' s business, financial condition and operating results. ~~40We~~ **We** are dependent upon our management and key employees, and the loss of any member of our management team or key employees could have a material adverse effect on our operations. The Company ~~’~~' s success is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management and key employees. The loss of any member of our management team or key employees could have a material adverse effect on our business and results of operations. While employment agreements and incentive programs are customarily used as primary methods of retaining the services of key employees, these agreements and incentive programs cannot assure the continued services of such employees. Any loss of the services of such individuals, or an inability to attract other suitably qualified persons when needed, could have a material adverse effect on the Company ~~’~~' s business, operating results or financial condition. We do not currently maintain key- person insurance on the lives of any of our key employees. Competition for qualified technical, sales and marketing staff, as well as officers and directors can be intense, and no assurance can be provided that the Company will be able to attract or retain key employees in the future, which may adversely affect the Company ~~’~~' s operations. Our inability to retain and acquire skilled personnel could impair our business and operations. The loss of any member of our management team could have a material adverse effect on our business and results of operations. In addition, the inability to hire or the increased costs of hiring new personnel, including members of executive management, could have a material adverse effect on our business and operating results. The expansion of marketing and sales of our products will require us to find, hire and retain additional capable employees who can understand, explain, market and sell our products. There is intense competition for capable personnel in all of these areas and we may not be successful in attracting, training, integrating, motivating, or retaining new personnel, vendors, or subcontractors for these required functions. New employees often require significant training and, in many cases, take a significant amount of time before they achieve full productivity. As a result, we may incur significant costs to attract and retain employees, including significant expenditures related to salaries and benefits and compensation expenses issued in connection to equity awards, and we may lose new employees to our competitors or other companies before we realize the benefit of our investment in recruiting and training them. In addition, as we move into new jurisdictions, we will need to attract and recruit skilled employees in those new areas. We will need to grow the size of our organization, and we may experience difficulties in managing any growth we may achieve. As our development and commercialization plans and strategies develop, we expect to need additional research, development, managerial, operational, sales, marketing, financial, accounting, legal and other resources. Future growth would impose significant added responsibilities on members of management. In order to manage growth and changes in strategy effectively, the Company must: (a) maintain adequate systems to meet customer demand; (b) expand sales and marketing, distribution capabilities, and administrative functions; (c) expand the skills and capabilities of its current management team; and (d) attract and retain qualified employees. Our management may not be able to accommodate those added responsibilities, and our failure to do so could prevent us from effectively managing future growth and successfully growing our Company. If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about us, our share price and trading volume could decline. The trading market for our Common Shares will depend, in part, on the research and reports that securities or industry analysts publish about us or our operations. We do not have any control over these analysts and their research and reports. If one or more of the analysts who cover us downgrade our shares or publish inaccurate or unfavorable research about our business, our share price would likely decline. In addition, if our operating results fail to meet the forecast of analysts, our share price would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our shares could decrease, which might cause our share price and trading volume to decline. We expect to incur significant ongoing costs and obligations related to our investment in infrastructure, growth, regulatory compliance and operations. We expect to incur significant ongoing costs and obligations related to our investment in infrastructure and growth and regulatory compliance, which could have a material adverse effect on our results of operations, financial condition and cash flows. In addition, future changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to our operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on our business, results of operations and financial condition. Our efforts to grow our business may be costlier than we expect, and we may not be able to generate sufficient revenue to offset such higher operating expenses. We may incur significant losses in the future for a number of reasons, including unforeseen expenses, difficulties, complications and delays, and other unknown events. **33** ~~41There is no assurance that the Company' s insurance coverage will be sufficient to cover all claims to which the Company may become subject. Our production is, in general, subject to different risks and hazards, including adverse weather conditions, fires, plant diseases and pest infestations, other natural phenomena, industrial accidents, labor disputes, changes in the legal and regulatory framework applicable to us and environmental contingencies. We are in the process of obtaining insurance coverage over our production and facilities. We may not be able to maintain or obtain insurance of the type and amount desired at a reasonable cost. If we were to incur significant liability for which we were not fully insured, it could have an adverse effect on our business, financial condition and results of operations. We may be unable to implement our business strategy, which could have negative financial and reputational effects on our business. The growth and expansion of our business is heavily dependent upon the successful implementation of our business strategy. There can be no assurance that we will be successful in the implementation of our business strategy. A failure to do so could have negative financial and reputational effects on us. Future clinical research studies may lead to conclusions that dispute or conflict with our understanding and belief regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of cannabis. The Company could be subject to a security breach that could result in significant damage or theft of products and equipment. Breaches of security at our facilities may occur and could result in damage to or theft of products and equipment. A security breach at our facilities could result in a significant loss of inventory or work in process, expose us to liability under applicable regulations and increase expenses relating to the investigation of the breach and implementation of additional preventative security measures, any of which could have an adverse effect on our business, financial condition and results of operations.~~