

## Risk Factors Comparison 2025-02-26 to 2024-03-13 Form: 10-K

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Our business is subject to various risks and uncertainties. Investors should carefully read the following factors as well as the cautionary statements referred to in “ Cautionary Note Regarding Forward- Looking Statements ” included herein. If any of the risks and uncertainties described below or elsewhere in this ~~Annual Report on~~ Form 10- K occur, the Company’ s business, financial condition, or results of operations could be materially adversely affected. Risks Relating to Our Limited Operating History, Financial Position and Capital Needs We are an early- stage company and have incurred significant losses since our inception. We may continue to incur losses for the foreseeable future. We are an early- stage company. We were formed and commenced operations in June 2015. We face all the risks faced by ~~newer~~ **younger** companies, including significant competition from existing and emerging competitors, many of which are established and have greater access to capital than we do. In addition, as a ~~new~~ **newer** business, we may encounter unforeseen expenses, difficulties, complications, delays , and other known and unknown factors. We will need to transition from an early- stage company to a company capable of supporting larger scale commercial activities. If we are not successful in such a transition, our business, results , and financial condition will be harmed. We may need additional funding in order to grow our business. ~~We To date, we have~~ **historically** financed our operations through our initial public offering, private placements of our common and preferred stock ~~and,~~ borrowings under loan agreements , ~~and,~~ **and, recently, through our core operating activities** . We have devoted substantially all our financial resources and efforts to developing our products, workforce, building awareness of our brand, and growing retail distribution. Our long- term growth and success are dependent upon our ability to **consistently** generate cash from operating activities. Although ~~we have been~~ **our goal is to generate** ~~generating~~ cash from operations ~~over to sustain our expenses into the last 15 months~~ **foreseeable future, and while we have substantially reduced our quarterly cash burn from historic levels as evidenced by generating positive cash flows from operations in the fourth quarter of 2023** , there is no assurance that we will be able to generate sufficient cash from operations or access the capital we need to grow our business long –term. Our inability to obtain additional capital could have a material adverse effect on our ability to fully implement our business plan and grow our business, to a greater extent than we can with our existing financial resources. If our available cash balances and anticipated cash flow from operations are insufficient to satisfy our liquidity requirements including lower demand for our products or due to other risks described herein, we may seek to sell common stock or preferred stock or convertible debt securities, enter into an additional credit facility or another form of third- party funding or seek other debt financing. We may also consider raising additional capital in the future to expand our business, to pursue strategic investments, to take advantage of financing opportunities or for other reasons, including to: • acquire or invest in complementary businesses or assets; • increase our sales and marketing efforts and address competitive developments; • provide for supply and inventory costs; • fund development and marketing efforts of any future products or additional features to then- current products; • acquire, license , or invest in new technologies; or • finance capital expenditures and general and administrative expenses. Our present and future funding requirements will depend on many factors, including: • our ability to achieve revenue growth and further improve gross margins; • the cost of expanding our operations and offerings, including our sales and marketing efforts; ~~and~~ • the effect of competing market developments , ~~and~~ The various ways we could raise additional capital carry potential risks. If we raise funds by issuing equity securities, dilution to our shareholders could result. Any equity securities issued also could provide for rights, preferences , or privileges senior to those of holders of our common stock. If we raise funds by issuing debt securities, those debt securities would have rights, preferences and privileges senior to those of holders of our common stock. The terms of debt securities issued or borrowings pursuant to a credit agreement could impose significant restrictions on our operations. If we raise funds through collaborations and licensing arrangements, we might be required to relinquish significant rights or grant licenses on terms that are not favorable to us. Our limited operating history may make it difficult to assess our future viability. We believe that growth of our revenue depends on several factors, including our ability to: • expand our existing channels of distribution; • develop additional channels of distribution; • grow our customer base; • cost- effectively increase e- commerce sales at our direct website and third- party marketplaces; • effectively introduce new products; • increase awareness of our brand; and • effectively source key raw materials. We may not successfully accomplish any of these objectives, and even if we are successful in growing our revenues, we expect our revenue growth rate will decline as our revenue increases. ~~Although Since our inception in June 2015, we have~~ **generated positive cash flow during the year ended December 31, 2024, we may not yet demonstrated generate positive cash flow in the future ability to achieve profitability at scale** . Consequently , ~~considering our limited operating history~~ , any predictions about our future success or viability may not be ~~as accurate as they could be if we had a longer operating history or had previously achieved profitability~~ . We may be unable to manage our future growth effectively, which could make it difficult to execute our business strategy. Our growth since inception has placed, and may continue to place, significant demands on our organizational, administrative , and operational infrastructure , including manufacturing operations, quality control, technical support and customer service, sales force management , and general and financial administration. As we continue to grow, we will need to make significant investments in multiple facets of our company, including in sales, marketing, product development, information technology, and personnel. We will also need to improve our operational, financial and management controls as well as our reporting systems and procedures. If we are unable to manage our growth effectively, we may be unable to execute our business plan, which could have a material adverse effect on our business and our results of operations. Managing our planned growth effectively will require us to: • maintain a low cost of customer acquisition relative to customer lifetime value; • identify products that will be viewed favorably by customers; •

successfully hire, train, and motivate employees, including additional personnel for our technological, sales and marketing efforts. The expansion majority of our products direct costs are variable, and we believe that we have headcount customer base has resulted and may continue to result in support significant growth. However, any future increases in our overhead and selling expenses. Any increase in expenditures in anticipation of future sales that do not materialize would could adversely affect our profitability. In addition, if we are unable to effectively manage the growth of our business, the quality of our products may suffer, and we may be unable to address competitive challenges, which would adversely affect our overall business, operations, and financial condition. We have a history of losses, and we may be unable to sustain profitability and positive cash flows from operating activities. Although we achieved profitability and positive cash flow from operations during the year three months ended December 31, 2023-2024, we have not achieved consistent profitability, and in the past, we have experienced significant operating losses in every period since the company's inception. We While we are confident in our strategy, we may not be able to sustain free cashflow positive operations in other future periods or be profitable in the future. In 2024 and 2023 and 2022, we incurred net operating losses of \$ 2. 2 and \$ 10. 7 2 and \$ 40. 3 million, respectively. Although we significantly decreased our operating expenses in 2023 compared to the prior year period, over Over time our operating expenses may increase as we hire additional employees ;, support our strategic and other customer relationships ;, innovate and commercialize products ;, build our brand, expand our marketing channels and, drive consumer adoption of our products ;, increase our customer base, supplier network, and co-manufacturing partners and review geographic expansion. These efforts may prove more expensive than we anticipate, and we may not succeed in increasing our revenues and margins sufficiently to offset the anticipated higher expenses. Accordingly, we may not be able to successfully implement our long-term growth strategies or achieve or sustain profitability, and we may incur significant losses for the foreseeable future. Our disclosure controls and procedures may not prevent or detect all errors or acts of fraud. We are subject to the periodic reporting requirements of the Exchange Act. We must design our disclosure controls and procedures to reasonably assure that information we must disclose in reports we file or submit under the Exchange Act is accumulated and communicated to management, and recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the SEC. We believe that any disclosure controls and procedures or internal controls and procedures, no matter how well-conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. For example, our directors or executive officers could inadvertently fail to disclose a new relationship or arrangement causing us to fail to make disclose a required related party transaction disclosure. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in our control system, misstatements due to error or fraud may occur and not be detected. Risks Relating to Our Business Our reliance We depend on third parties to produce for manufacturing and distribute distribution our products while meeting their contractual, regulatory and other obligations to us could have an adverse effect on our business. We rely depend on third-party service providers for most areas of our business, including for the supply of raw materials and, manufacturing, and distribution. As of December 31, 2024, approximately 71 % of our products inventory was held by two partners. Our business could be adversely affected if performance is dependent on the ability of these service providers fail to produce and deliver our products timely and to our standards and at a reasonable cost. Failure by these third parties to meet their obligations, experience disruptions, fail to comply with relevant laws and regulations, or if we need to change providers with short notice. For example, on February 7, 2025, we received a letter from a co-manufacturer, which manufactures liquid creamers, indicating their intention to terminate our Processing Agreement six months from the date of the letter, prior to the contractual, regulatory and other obligations end date. While we do not expect this to us, result in any material impact on our business our failure to adequately monitor their performance, if we were unable to find a new co-manufacturer before we sell through our existing stock of liquid creamers, we could experience out result in additional costs to correct errors made by such service providers. A significant disruption at their facilities, even on a short-term basis, could impair our ability to timely produce and ship products, which could have a material adverse effect on our business, financial position and results of operations. Depending on the function involved, such errors can also lead to business disruption, incorrect or adverse effects on financial reporting, litigation or remediation costs, and damage to our reputation, all of which could adversely affect our business. In addition, we believe there are a limited number of competent, high-quality stocks that impact our sales of that product line until we find a new, suitable partner. Limited availability of co-manufacturers in that meet our industry-high standards adds to this risk. In addition, and many of if we fail to secure terms that are beneficial for us, our co-margins could be impacted. If we cannot maintain sufficient and satisfactory production, warehousing, and distribution capacity through third-party agreements manufacturers produce products for other companies as well. If we need to change co-manufacturers or fail to retain co-manufacturers, we or if our co-manufacturers go out of business or suffer major equipment failure, production of our products may be delayed or postponed unable to meet customer demand and / the availability of some of our or products may be reduced or our eliminated manufacturing, distribution, and warehousing costs may increase, which could adversely negatively affect our business ; results of operations and financial condition. Competition in the food and beverage retail industry, especially Internet-based competition, is strong and presents an ongoing threat to the success of our business. The food and beverage retail industry is very competitive both online. In our e-commerce and in wholesale business, we markets. We compete with larger food and beverage retail stores, supermarkets, warehouse clubs and other mass and general retail and online merchandisers, including Internet-retailers with longer histories, many of which are larger than us and have significantly greater capital brand recognition, more resources than we do, selling both competitive products and numerous retailing our own products, competing against our e-commerce business. We also compete with a number of natural, and organic, and functional food and beverage producers. We face significant competition from these and other retailers and producers. Any changes Changes in our

**competitors' their merchandising and operational strategies or consumer preferences** could negatively affect our sales and profitability. In particular **Despite our efforts to differentiate ourselves by providing an expanding selection of natural, organic, and functional products, competitive pricing, convenience, and exceptional customer service, some of our competitors have significantly more resources than we do, which may pose significant challenges. For example**, if natural, organic, and functional food and beverage competitors seek to gain or retain market share by reducing prices, we would likely be forced to reduce our prices on similar product offerings in order to remain competitive, which may result in a decrease in our market share, net sales and profitability and may require a change in our operating strategies. ~~We have been able to compete successfully by differentiating ourselves from our competitors by providing an expanding selection of natural, organic, and functional products, competitive pricing, convenience and exceptional customer service.~~ If changes in consumer preferences decrease the competitive advantage attributable to these factors, or if we fail to otherwise positively differentiate our product offering or customer experience from our competitors, our business, financial condition, and results of operations could be materially and adversely affected. ~~Many of our current competitors have, and potential competitors may have longer operating histories, greater brand recognition, larger fulfillment infrastructures, greater technical capabilities, significantly greater financial, marketing and other resources and larger customer bases than we do. These factors may allow our competitors to derive greater net sales and profits from their existing customer base, acquire customers at lower costs or respond more quickly than we can to new or emerging technologies and changes in consumer preferences or habits. These competitors may engage in more extensive research and development efforts, undertake more far-reaching marketing campaigns and adopt more aggressive pricing policies (including but not limited to predatory pricing policies and the provision of substantial discounts), which may allow them to build larger customer bases or generate net sales from those customer bases more effectively than we are able to execute upon.~~ We expect competition in the natural, organic, and functional food and beverage industry, and in particular Internet-based competition, generally to continue to increase. We believe that our ability to compete successfully in this market depends upon many factors both within and beyond our control, including: • the size and composition of our customer base; • the number of products that we feature on our websites; • the quality and responsiveness of customer service; • our selling and marketing efforts; • the quality and price of the products that we offer; • the convenience of the shopping experience that we provide; • rapid changes affecting global, national, and regional economies; • **unpredictable changes in the relevant legal and regulatory landscapes;** • our ability to manage our third-party manufacturing and logistics partners; and • our reputation and brand strength. If we fail to compete successfully in this market, our business, financial condition, and results of operations would be materially and adversely affected. We may not be able to successfully implement our growth strategy for our brand on a timely basis or at all. We believe that our future success depends, in part, on our ability to implement our growth strategy of leveraging our existing brands and products to drive increased sales. However, we face many risks, uncertainties and difficulties frequently encountered by companies in their early stage of development, particularly companies in the rapidly evolving natural, organic, and functional food and beverage industry. Our ability to implement our growth strategy depends, among other things, on our ability to: • develop and introduce new and appealing products in our portfolio of brands and successfully innovate on our existing products; • successfully compete in the product categories in which we choose to operate; • attract and maintain a large customer base and develop and grow that customer base; • increase awareness of our portfolio of brands and develop effective marketing strategies to ensure consumer loyalty; • establish and maintain strategic relationships with key sales, marketing, manufacturing and distribution providers; and • attract, retain, and motivate qualified personnel. We may not be able to implement this growth strategy successfully. Our planned marketing expenditures may not result in increased total sales or generate sufficient levels of consumer interest or brand awareness. Our sales and results of operations will be negatively affected if we fail to implement our growth strategy or if we invest resources in a growth strategy that ultimately proves unsuccessful. Our Laird Superfood products are new, and our industry is rapidly evolving. ~~Some of our Laird Superfood is products are only in the early stages of commercialization~~ **commercializing**, and some products ~~that~~ **and we are constantly innovating. The success** important to our growth strategy are in various stages of research and development and have **these products is uncertain — they may** not **reach** yet been commercialized. We are not certain that these, or any other future products, will be developed to commercialization, sell as ~~anticipated~~ **expected**, or be manufactured or as ~~planned~~ **anticipated**, or be desirable to their intended markets. Also, some of our products may have limited uses and benefits, which may limit their appeal to consumers and put us at a competitive disadvantage. Developing **and launching** new products and placing them into both conventional and natural grocery environments is **costly** an expensive and time-consuming. **If** process, and if a product fails to sustain ~~gain~~ market acceptance or ~~cannot~~ is unable to be manufactured or marketed as anticipated, the investment made in the product may be lost. ~~Failures in~~ If our current or future products ~~product~~ fail in the development stage, or fail our ~~or quality~~ **could lead to** customer <sup>2</sup>**loss and potential claims, adversely affecting the Company's** expectation of quality, or if we do not achieve or sustain market acceptance, we could lose customers or could be subject to claims which could have a material adverse effect on our business, **and** financial **health** condition and operating results. **The** As is typical in a rapidly evolving industry, the development process and demand and market acceptance for recently introduced products are subject to a high level of uncertainty and risk. Because the market for our **Laird Superfood's** products is new and evolving, **making** it is difficult to predict **its** with any certainty the size of this **and growth. Additionally, manufacturing costs and market demand are uncertain** and its growth rate, if any, and costs of manufacturing as a product is developed. **Success** We cannot guarantee that we will be successful in developing **and** new or existing products or manufacturing new products, including through co-packers, **is not guaranteed** that our co-packers perform as expected, or that a market for our products will develop or that demand for our products will be sustainable. If we fail to develop or manufacture new products, or the market for new products fails to develop, ~~develops more slowly than expected~~ or becomes saturated with competitors, our business, **it could negatively impact the Company's** financial condition and operating results would be materially adversely affected. We are subject to the risks associated with conducting business operations outside of the U. S., which could adversely affect our business. We

purchase our products from a variety of suppliers, including international suppliers. Our direct purchases from non- US suppliers represented a majority of our raw materials, and we expect our international purchases may grow with time. Additionally, we may source from new non- US suppliers over time as raw material availability changes. We may in the future enter into agreements with distributors in foreign countries to sell our products. All of these activities are subject to the uncertainties associated with international business operations, including: • difficulties with foreign and geographically dispersed operations; • having to comply with various U. S. and international laws; • changes and uncertainties relating to foreign rules and regulations; • tariffs, export or import restrictions, restrictions on remittances abroad, imposition of duties or taxes that limit our ability to import necessary materials; • limitations on our ability to enter into cost- effective arrangements with distributors, or at all; • fluctuations in foreign currency exchange rates; • imposition of limitations on production, sale or export in foreign countries, including due to pandemic or quarantine; • imposition of limitations on or increase of withholding and other taxes on remittances and other payments by foreign processors or joint ventures; • imposition of differing labor laws and standards; • economic, political, environmental, health- related, or social instability in foreign countries and regions (such as in Sri Lanka Southeast Asia in 2022 and Peru South America in 2023); • an inability, or reduced ability, to protect our intellectual property; • availability of government subsidies or other incentives that benefit competitors in their local markets that are not available to us; • difficulties in enforcing contracts and legal decisions; and • less developed infrastructure. If we expand into other target markets, we cannot assure you that our expansion plans will be realized, or if realized, be successful. We expect each market to have particular regulatory and funding hurdles to overcome and any future developments in these markets, including the uncertainty relating to governmental policies and regulations, could harm our business. If we expend significant time and resources on expansion plans that fail or are delayed, our reputation, business and financial condition may be harmed. In addition, we could be adversely affected by violations of the U. S. Foreign Corrupt Practices Act and similar worldwide anti- bribery laws, which generally prohibit companies and their intermediaries from making improper payments to non- U. S. officials or other third parties for the purpose of obtaining or retaining business. While our policies mandate compliance with these anti- bribery laws, our internal control policies and procedures may not protect us from reckless or criminal acts committed by our employees or agents. Violations of these laws, or allegations of such violations, could disrupt our business and result in a material adverse effect on our results of operations, cash flows and financial condition. **All risks relating to business operations outside of the U. S. may be exacerbated by the current U. S. political climate. The new presidential administration, which took office in January 2025, is expected to make policy changes regarding imports, exports, and tariffs. These changes may disrupt our supply chain and may increase our operating costs.** Our results may be negatively affected by changes in foreign currency exchange rates. Currently, substantially all of our international purchase and sales contracts are denominated in U. S. dollars and generally do not guarantee long term pricing. As a result, a decrease in the value of the U. S. dollar relative to foreign currencies could increase our costs in dollars for the food products and ingredients that we import from other countries. In addition, an increase in the value of the U. S. dollar relative to foreign currencies could require us to reduce our selling price or risk making our products less competitive in international markets. The Company has not historically hedged foreign exchange risks. **Our ability to use our net operating loss carryforwards and certain other tax attributes to offset future taxable income for U. S. federal income tax purposes may be significantly limited due to various circumstances, including certain possible future transactions involving the sale or issuance of our common stock, or if taxable income does not reach sufficient levels. As of December 31, 2024, the Company reported consolidated U. S. federal net operating loss (“ NOLs ”) carryforwards of approximately \$ 147. 1 million. The Company’ s ability to use its NOL carryforwards and certain other tax attributes will depend on the amount of taxable income it generates in future periods and, as a result, certain of the Company’ s NOL carryforwards and other tax attributes may expire before it can generate sufficient taxable income to use them in full. In addition, the Company’ s ability to use its NOL carryforwards and certain other tax attributes to offset future taxable income may be limited if it experiences an “ ownership change ” as defined in Section 382 of the Internal Revenue Code of 1986, as amended. Potential future transactions involving the sale or issuance of our common stock may increase the possibility that the Company will experience a future “ ownership change ” under Section 382. Such transactions may include the issuance of our common stock for cash, the conversion of any future convertible debt, the repurchase of any debt with the Company’ s common stock, the acquisition or disposition of any stock by a stockholder owning 5 % or more of the outstanding shares of our common stock, or a combination of the foregoing.** We may be unable to adequately protect our brand and our other intellectual property rights. We regard our brand, customer lists, trademarks, domain names, trade secrets and similar intellectual property as critical to our success. We may rely on trademark, copyright and patent law, trade secret protection, agreements and other methods with our employees and others to protect our proprietary rights. We might not be able to obtain broad protection in the United States for all our intellectual property. The protection of our intellectual property rights may require the expenditure of significant financial, managerial, and operational resources. Moreover, the steps we take to protect our intellectual property may not adequately protect our rights or prevent third parties from infringing or misappropriating our proprietary rights, and we may be unable to broadly enforce all our trademarks. Any of our patents, trademarks or other intellectual property rights may be challenged by others or invalidated through administrative process or litigation. Our patent and trademark applications may never be granted. To date, the Company has not applied for patent protection on any of its technology. The process of obtaining patent protection is expensive and time- consuming, and we may be unable to prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. Even if issued, there can be no assurance that these patents will adequately protect our intellectual property, as the legal standards relating to the validity, enforceability, and scope of protection of patent and other intellectual property rights are uncertain. We also cannot be certain that others will not independently develop or otherwise acquire equivalent or superior technology or intellectual property rights. Furthermore, our confidentiality agreements may not effectively prevent disclosure of our proprietary information, technologies and processes and may not

provide an adequate remedy in the event of unauthorized disclosure of such information. We might be required to spend significant resources to monitor and protect our intellectual property rights. For example, we may initiate claims or litigation against others for infringement, misappropriation or violation of our intellectual property rights or other proprietary rights or to establish the validity of such rights. However, we may be unable to discover or determine the extent of any infringement, misappropriation or other violation of our intellectual property rights and other proprietary rights. In addition, despite our efforts, we may be unable to prevent third parties from infringing upon, misappropriating or otherwise violating our intellectual property rights and other proprietary rights. Any litigation, whether or not it is resolved in our favor, could result in significant expense to us and divert the efforts of our technical and management personnel, which may materially and adversely affect our business, financial condition, and results of operations. In addition, our technology platform may use open **source** software. The use of such open source software may subject us to certain conditions, including the obligation to offer, distribute, or disclose our technology platform for no or reduced cost, make the proprietary source code subject to open source software licenses available to the public, license our software and systems that use open source software for the purpose of making derivative works, or allow reverse assembly, disassembly, or reverse engineering. We monitor our use of open **source** software to avoid subjecting our technology platform to conditions we do not intend. However, if our technology platform becomes subject to such unintended conditions, it could have an adverse effect on our business, financial condition, and results of operations. We may not be able to enforce our intellectual property rights throughout the world. The laws of some foreign countries do not protect intellectual property rights to the same extent as the laws of the United States. Many companies have encountered significant problems in protecting and defending intellectual property rights in certain foreign jurisdictions. This could make it difficult for us to stop the infringement or the misappropriation of our intellectual property rights. The loss of the Laird Superfood brand or logo or other registered or common law trade names or a diminution in the perceived quality of products or services associated with the Company would harm our business. Our efforts to protect our intellectual property rights in such countries may be inadequate. In addition, changes in the law and legal decisions by courts in the United States and foreign countries may affect our ability to obtain adequate protection for our technology and the enforcement of intellectual property. Third parties may assert that our employees or consultants have wrongfully used or disclosed confidential information or misappropriated trade secrets. Although we try to ensure that our employees and consultants do not use the proprietary information or know-how of others in their work for us, we may be subject to claims that we or our employees, consultants or independent contractors have inadvertently or otherwise used or disclosed intellectual property, including trade secrets or other proprietary information, of a former employer or other third parties. Litigation may be necessary to defend against these claims. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Even if we are successful in defending against such claims, litigation could result in substantial costs and be a distraction to management and other employees. A food safety or quality issue that results in a product disruption such as a recall, health issue, or death of a consumer could harm our business. The sale of products for human use and consumption involves the risk of injury or illness to consumers. Such injuries may result from inadvertent mislabeling, tampering by unauthorized third parties, **deficiencies on behalf of our co-manufacturers**, product contamination, or spoilage. Under certain circumstances, we have in the past been, and may be required **in the future**, to recall or withdraw products, suspend production of our products, or cease operations, which may lead to a material adverse effect on our business. For example, in the first quarter of 2023, we discovered a **sensory** product quality issue with coconut milk powder from one of our suppliers and immediately initiated a voluntary product withdrawal and. **We** contacted all impacted wholesaler customers and e-commerce customers to aggressively pull back as much of the affected product as possible. In connection with this withdrawal, we incurred costs associated with inventory obsolescence, quality testing, and remedial discounts and replacement orders of \$ 0.5 million in the fourth quarter of 2022 and \$ 0.1 million in 2023, **net and lost sales due to out of recoveries stocks**. **We** In addition, we implemented a robust sensory testing program to prevent future quality issues. Even if a situation does not necessitate a recall or market withdrawal, product liability claims might be asserted against us. While we are subject to governmental inspection and regulations and believe our facilities and those of our co-packers and suppliers comply in all material respects with all applicable laws and regulations, if the **purchase or** consumption of any of our products **causes, or is alleged to have caused a legally recognizable injury (including financial loss)**, a health-related illness (such as listeria) or death to a consumer, we may become subject to claims or lawsuits relating to such matters. Even if a product liability claim is unsuccessful or is not fully pursued, the negative publicity surrounding any assertion that our products caused **loss, illness, or physical harm** could cause consumers to lose confidence in the safety and quality of our products **or accuracy of our marketing**. Moreover, claims or liabilities of this type might not be covered by our insurance or by any rights of indemnity or contribution that we may have against others, **including our co-manufacturers**. Although we maintain product liability and product recall insurance in an amount that we believe to be consistent with market practice, we cannot be sure that we will not incur claims or liabilities for which we are not insured or that exceed the amount of our insurance coverage. A product liability judgment against us or a product recall could have a material adverse effect on our business, financial condition, results of operations or liquidity. We may be subject to significant liability that is not covered by insurance. Although we believe that the extent of our insurance coverage is consistent with industry practice, any claim under our insurance policies may be subject to certain exceptions, may not be honored fully, in a timely manner, or at all, and we may not have purchased sufficient insurance to cover all losses incurred. If we were to incur substantial liabilities or if our business operations were interrupted for a substantial period, we could incur costs and suffer losses. Inventory, equipment, and business interruption losses may not be covered by our insurance policies. Additionally, in the future, insurance coverage may not be available to us at commercially acceptable premiums, or at all. We rely on independent certification for a number of our products. We rely on independent third-party certification, such as certifications of our products as “organic” or “Non-GMO” (non-genetically modified organisms), to differentiate our products from others. We must comply with the requirements of independent organizations or certification authorities in order to label our products as

certified organic. **We must maintain our organic handler certification and ensure that our organic ingredient suppliers hold and maintain necessary certification.** For example, we can lose our “organic” certification if a manufacturing plant becomes contaminated with non-organic materials, ~~or if it is not properly adequately~~ cleaned after a production run, **or we mislabel a product as “organic.”** In addition, all raw materials must be certified organic. The loss of any independent certifications could adversely affect our market position as an organic and natural products company, which could harm our business. **Additionally, if any of our third-party certifiers are subject to compliance or legal issues or negative publicity, our reputation and business could be harmed by our association with such entity.** Our future results of operations may be adversely affected by the availability of Non-GMO and organic ingredients. Our ability to ensure a continuing supply of Non-GMO and organic ingredients at competitive prices depends on many factors beyond our control, such as the number and size of farms that grow organic crops, climate conditions, changes in national and world economic conditions, currency fluctuations and forecasting adequate need of seasonal ingredients. The organic ingredients that we use in the production of our products (including, among others, coffee, coconut sugar, coconut milk powder, and extra virgin coconut oil) are vulnerable to adverse weather conditions and natural disasters, such as floods, droughts, water scarcity, temperature extremes, frosts, earthquakes, and pestilences. Natural disasters and adverse weather conditions (including the potential effects of climate change) can lower crop yields and reduce crop size and crop quality, which in turn could reduce our supplies of Non-GMO and organic ingredients or increase the prices of Non-GMO and organic ingredients. If our supplies of Non-GMO and organic ingredients are reduced, we may not be able to find enough supplemental supply sources on favorable terms, if at all, which could impact our ability to supply product to our customers and adversely affect our business, financial condition, and results of operations. We also compete with other manufacturers in the procurement of Non-GMO and organic product ingredients, which may be less plentiful in the open market than conventional product ingredients. This competition may increase in the future if consumer demand for Non-GMO and organic products increases. This could cause our expenses to increase or could limit the amount of product that we can manufacture and sell. Adverse weather conditions, fires, natural disasters, crop disease, pests and other natural conditions can impose significant costs and losses on our business. Agricultural products are vulnerable to adverse weather conditions, including severe rains, drought and temperature extremes, floods, and windstorms, which are quite common but difficult to predict. Agricultural products also are vulnerable to crop disease and to pests, which may vary in severity and effect, depending on the stage of production at the time of infection or infestation, the type of treatment applied and climatic conditions. Unfavorable growing conditions caused by these factors can reduce both crop size and crop quality and, in extreme cases, entire harvests may be lost. Additionally, **as of December 31, 2024,** because approximately ~~67-71~~ % of our inventory ~~is was~~ concentrated in one geographical ~~location-area~~ by co-manufacturing and third-party logistics partners, adverse weather, or natural disasters, including fires, earthquakes, winter storms, droughts, or volcanic events could result in significant costs and meaningfully reduce our capacity to fulfill orders and maintain normal business operations. These factors may result in lower sales volume and increased costs due increased costs of products. Incremental costs, including transportation, may also be incurred if we need to find alternate short-term supplies of products from alternative areas. These factors can increase costs, decrease revenues and lead to additional charges to earnings, which may have a material adverse effect on our business, results of operations, and financial condition. Climate change may negatively affect our business and operations. There is concern that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on global temperatures, weather patterns and the frequency and severity of extreme weather and natural disasters. In the event that such climate change has a negative effect on agricultural productivity, we may be subject to decreased availability or less favorable pricing for certain commodities that are necessary for our products, such as coconut milk powder, organic coconut sugar, organic extra virgin coconut oil and freeze-dried coconut water. As a result of climate change, we may also be subjected to decreased availability of water, deteriorated quality of water or less favorable pricing for water, which could adversely impact our manufacturing and distribution operations, as well as the agricultural businesses of our suppliers, which rely on the availability and quality of water. We rely on a small number of suppliers to provide our raw materials, and our supply chain may be interrupted and prevent us from obtaining the necessary materials we need to operate. We rely on suppliers and vendors to meet our high-quality standards and supply products in a timely and efficient manner. **Although we work with multiple suppliers for each of our key raw materials,** ~~There there is, however,~~ no assurance that quality natural and organic products will continue to be available to meet our specific and growing needs. This may be due to, among other reasons, problems with our suppliers’ and vendors’ businesses, finances, labor relations, ability to export materials, international shipping delays, product quality issues, costs, production, crop yields, insurance, and reputation, as well as disease outbreaks or pandemics ~~such as the COVID-19 pandemic~~, acts of war, terrorism, natural disasters, fires, earthquakes, flooding or other catastrophic occurrences. If for any reason our suppliers or vendors became unable or unwilling to continue to provide services to us, this would likely lead to a temporary interruption in our ability to import our products until we found another entity that could provide these services. Failure to find a suitable replacement, even on a temporary basis, would have a material adverse effect on our ability to meet our current production targets, make it difficult to grow and would hurt our results of operations. In addition, our top suppliers are in a similar geographic area, which increases the risk of significant supply disruptions from local and regional events (such as the unrest in Sri Lanka in 2022 and in Peru in 2023). In the event that our supply from our current suppliers is interrupted, our operations may be interrupted resulting in lost revenue, added costs and distribution delays that could harm our business and customer relationships until we are able to identify and enter into an agreement with one or more alternative suppliers. As a result of this concentration in our supply chain, our business and operations would be negatively affected if any of our key suppliers were to experience significant disruption affecting the price, quality, availability, or timely delivery of their products. In the event that our supply from our current suppliers is interrupted, our operations may be interrupted resulting in lost revenue, added costs such as, without limitation, shipping costs, and distribution delays that could harm our business and customer relationships until we are able to identify and enter into an agreement with one or more

alternative suppliers. Our future results of operations may be adversely affected by volatile commodity costs. Many aspects of our business could be directly affected by volatile commodity costs. Agricultural commodities and raw materials, including coconut milk powder, organic coconut sugar, organic extra virgin coconut oil, and freeze-dried coconut water. These items, as well as a growing list of new ingredients as we expand our product portfolio, are subject to price volatility which can be caused by commodity market fluctuations, inflation, crop yields, seasonal cycles, weather conditions (including the potential effects of climate change), temperature extremes and natural disasters (including floods, droughts, water scarcity, frosts, earthquakes and hurricanes), pest and disease problems, changes in currency exchange rates, imbalances between supply and demand, natural disasters and government programs and policies among other factors. Volatile fuel costs translate into unpredictable costs for the products and services we receive from our third-party providers including, but not limited to, distribution costs for our products and packaging costs. While we may seek to offset the volatility of such costs with a combination of cost savings initiatives, operating efficiencies, and price increases to our customers, we may be unable to manage cost volatility. If we are unable to fully offset the volatility of such costs, our financial results could be adversely affected. We **rely are reliant on our founders,** Laird Hamilton and Gabrielle Reece ~~to develop new products and market our brand.~~ Many of the Company's current products and planned future products are based on the lifestyle of Mr. Hamilton and Ms. Reece. Pursuant to the License and Preservation Agreement, dated May 26, 2020, by and among Mr. Hamilton, Ms. Reece and the Company, Mr. Hamilton and Ms. Reece granted us a limited, exclusive license to use their respective images, signatures, voices and names (other than those owned by the Company), rights of publicity and common law and statutory rights to the foregoing. Any use of the licensed property that is in accordance with the historical standard of use and is not objected to by Mr. Hamilton or Ms. Reece within 30 days of the first intra-company disclosure of a bona-fide intent to make such use is deemed approved. Any new use of the licensed property shall satisfy the historical standard of use and shall be primarily directed to the advertising, promotion or marketing of the Company's products and services. If Mr. Hamilton or Ms. Reece object to a proposed use of the licensed property, the Company may be prevented from implementing our business plan in a timely manner, or at all, outside of previously approved usages or usages consistent with certain pre-approved product guidelines. Also, the Company depends on the positive image and public popularity of Mr. Hamilton and Ms. Reece to maintain and increase brand recognition. Customers may be drawn to our products because of their involvement in our Company as celebrities. If Mr. Hamilton or Ms. Reece's image, reputation or popularity is materially and adversely affected, this could negatively affect the marketability and sales of our products and the Company. ~~Laird Hamilton's and Gabrielle Reece's involvement with other business and personal ventures might interfere with their ability to fully engage with their Company obligations.~~ Mr. Hamilton and Ms. Reece may engage in outside business activities from time to time, including the XPT Extreme Performance Training brand, Laird Apparel, and various endorsement opportunities. These activities may interfere with the respective time and attention Mr. Hamilton and Ms. Reece can devote to the Company's business and affairs, which could have a material and adverse effect on the business. **We** ~~Also, we have~~ **also** entered ~~only into~~ limited non-competition and non-solicitation agreements with Mr. Hamilton and Ms. Reece, which makes us vulnerable to competition from them. These conflicts of interest may result in the loss of business opportunities, which may materially and adversely affect our prospects, business advantage, financial condition, and results of operations. If the reputation of our brand erodes significantly, it could have a material impact on our results of operations. Our financial success is directly dependent on the consumer perception of our brand. The success of our brand may suffer if our marketing plans or product initiatives do not have the desired impact on our brand's image or its ability to attract consumers. Further, our results could be negatively affected if our brand suffers substantial damage to its reputation due to real or perceived quality issues, adverse publicity about our products, packaging or ingredients, our failure to maintain the quality of our products, the failure of our products to deliver consistently positive consumer experiences, the products becoming unavailable to consumers, or perception that the Company or any of its executives or Mr. Hamilton or Ms. Reece is perceived to act in an irresponsible or objectionable manner. In addition, it is possible for such information, misperceptions, and opinions to be shared quickly and disseminated widely due to the continued growing use of social and digital media. Negative posts or comments about the Company or any of its executives or Mr. Hamilton or Ms. Reece, or our products or packaging on social or digital media could seriously damage our brands and reputation. We rely on retailers and distributors for a substantial portion of our sales, and our failure to maintain and further develop our sales channels could harm our business. We sell a substantial portion of our products through retailers such as Costco, through distributors such as United Natural Foods, Inc. and KeHE Distributors, and online through Amazon ~~.com~~, and we depend on these third parties to sell our products to consumers. The loss of, or business disruption at, one or more of these retailers or distributors or a negative change in our relationship with Costco or Amazon ~~.com~~ or a disruption to Amazon ~~.com~~ as a sales channel could have a material adverse effect on our business. If we do not maintain our relationship with existing retailers and distributors or develop relationships with new retailers and distributors, the growth of our business may be adversely affected, and our business may be harmed. We are not the exclusive seller of our products into e-commerce channels, such as Amazon ~~.com~~, and face competition in that channel from resellers of our products. Further, the terms of our agreements with these distributors allow us to plan for the future, maintain growth and strengthen our relationships with key customers. If we are required to obtain additional or alternative distribution agreements or arrangements in the future, we cannot be certain that we will be able to do so on satisfactory terms or in a timely manner. Our inability to enter into satisfactory distribution agreements may inhibit our ability to implement our business plan or to establish markets necessary to expand the distribution of our products successfully. We depend upon internet search engines and other providers of digital advertising to attract a significant portion of our potential customers to our websites, and any change in the prominence of our website in either paid or algorithmic search result listings or an increase in purchasing digital ads could cause the number of visitors to our websites and our revenue to decline. We depend in significant part on various internet search engines, such as Google, and other providers of digital advertising to direct a significant number of potential customers to our websites. Search websites typically provide two types of search results, algorithmic and paid listings. Algorithmic, or organic, listings are

determined and displayed solely by a set of formulas designed by search companies. Paid listings can be purchased and then are displayed if particular words are included in a user's internet search. Placement in paid listings is generally not determined solely on the bid price but also takes into account the search engines' assessment of the quality of the website featured in the paid listing and other factors. We rely on both algorithmic and paid search results, as well as digital advertising on other websites and through other providers, to direct a substantial share of the visitors to our websites. Our ability to maintain the number of visitors to our websites from internet search websites and other websites is not entirely within our control. For example, internet search websites frequently revise their algorithms in an attempt to optimize their search result listings or to implement their internal standards and strategies. Changes in the algorithms could cause our websites to receive less favorable placements, which could reduce the number of users who visit our websites. We have experienced and continue to experience fluctuations in the search result rankings for our websites. In addition, the prominence of the placement of our advertisements is in part determined by the amount we are willing to pay for the advertisement. We bid against our competitors for the display of paid search engine advertisements and some of our competitors have greater resources with which to bid and better brand recognition than we have. Additionally, as we increase the number of third-party distributors of our products, they have occasionally targeted similar individuals or use similar key words. If competition for the display of paid advertisements in response to search terms related to our online services increases, our online advertising expenses could rise significantly, and we may be required to reduce the number of our paid search advertisements. If we reduce our advertising with search engines, our consumer traffic may significantly decline, or we may be unable to maintain a cost-effective search engine marketing program. Other factors, such as search engine technical difficulties, search engine technical changes and technical or presentation changes we make to our websites, could also cause our websites to be listed less prominently in algorithmic search results. Any adverse effect on the placement of our websites in search engine results could reduce the number of users who visit our websites and drive up the cost of customer acquisition. If visits to our websites decrease, our revenue may decline, and we may need to resort to more costly sources to acquire new customers and such decreased revenue and / or increased expense could materially and adversely affect our business and profitability. Our customer acquisition costs may increase, and our customer lifetime values may decrease, harming our margins and results. Our business is dependent upon the success of our sales and customer acquisition and retention strategies, and our marketing efforts are focused on building our brand and acquiring new customers. As our business grows, our marketing dollars may become less effective as we run out of sources of free or low-cost traffic to our websites and are compelled to use less proprietary and more competitive sources of customer acquisition. In addition, customers acquired through more competitive channels may have lower retention rates compared to customers acquired through low-cost channels such as the social media presences of Mr. Hamilton and Ms. Reece, leading to lower customer lifetime values. To the extent our customer acquisition costs increase, or our lifetime customer values decrease, our margins and results of operations will be harmed. Our customers generally are not obligated to continue purchasing products from us. Many of our customers are individuals that buy from us under purchase orders, and we generally do not have long-term agreements with or commitments from these customers for the purchase of products. We cannot provide assurance that our customers, including customers that participate in our subscription programs, will maintain or increase their sales volumes or orders for the products supplied by us or that we will be able to maintain or add to our existing customer base. Decreases in our customers' sales volumes or orders for products supplied by us may have a material adverse effect on our business, financial condition, or results of operations.

~~Failure to maintain sufficient quality and capacity with third-party partners on terms that are beneficial for us may result in our inability to meet customer demand and / or may increase our operating costs. We are reliant on co-manufacturers and third-party logistics partners for a substantially all of our production and fulfillment, with 77% of our inventory held by three partners as of December 31, 2023. A failure by these partners to comply with food safety, environmental, or other laws and regulations, or to produce products of the quality and taste profile we expect, or with efficiency and at costs we expect, may also disrupt our supply of products. In addition, we may experience increased distribution and warehousing costs due to capacity constraints resulting from our growth. If we cannot maintain sufficient and satisfactory production, warehousing and distribution capacity through third-party agreements, we may be unable to meet customer demand and / or our manufacturing, distribution and warehousing costs may increase, which could negatively affect our business.~~

Our financial success depends on our ability to successfully predict changes in consumer preferences and develop successful new products and marketing strategies in response. Consumer preferences evolve over time and the success of our products depends on our ability to identify the tastes and dietary habits of consumers and to offer products that appeal to their preferences and address their concerns. We must also adapt our marketing strategies to these fluid consumer preferences as they develop. Recent trends in consumer preferences that may impact us include:

- dietary trends and increased attention to nutritional values, such as sugar, fat, protein, fiber, carbohydrate, or calorie content;
- concerns about obesity and the health effects of specific ingredients and nutrients, such as sugar and other sweeteners, ingredients derived from genetically modified organisms ("GMOs"), gluten, grains, dairy, soybeans, nuts, oils, vitamins, fiber, and minerals; and
- increasing awareness of the environmental and social effects of product production, including agricultural production by food manufacturers and their suppliers.

The development and introduction of new products could require substantial research and development and other expenditures, including capital investment and marketing and warehouse slotting investments. In addition, the success of our innovation and product development efforts depends upon our ability to anticipate changes in consumers' preferences, the technical capability of our research and development staff in developing, formulating, and testing new products, and our ability to introduce the resulting products in a timely manner. If our products fail to meet consumer preferences, or we fail to introduce new and improved products on a timely basis, then the return on that investment will be less than anticipated and our strategy to grow sales and profits through product innovations and extensions will be less successful. Consumer preferences for natural and organic food products are difficult to predict and may change. Our business is primarily focused on sales of non-GMO, organic and natural products, and our success depends, in part, on our ability to offer products that anticipate the tastes and dietary habits

of consumers and appeal to their preferences on a timely and affordable basis. A significant shift in consumer demand away from our products or our failure to maintain our current market position, could reduce our sales and harm our business. Consumer trends change based on a number of possible factors, including nutritional values, a change in consumer preferences or general economic conditions. Additionally, there is a growing focus among some consumers to buy local food products in an attempt to reduce the carbon footprint associated with transporting food products from longer distances, which could result in a decrease in the demand for food products and ingredients that we import from other countries or transport from remote processing locations or growing regions. Further, failures by us or our competitors to deliver quality products could erode consumer trust in the organic certification of foods. A significant shift in consumer demand away from our products would reduce our market share, harming our business. Technology failures or security breaches could disrupt our operations and negatively impact our business. In the normal course of business, we rely on information technology systems to process, transmit, and store electronic information. For example, our production and distribution facilities and inventory management utilize information technology to increase efficiencies and limit costs. Information technology systems are also integral to the reporting of our results of operations. Furthermore, a significant portion of the communications between, and storage of personal data of, our personnel, customers, and suppliers depend on information technology, including social media platforms. Our information technology systems may be vulnerable to a variety of interruptions, as a result of our enterprise platform or due to events beyond our control, including, but not limited to, natural disasters, terrorist attacks, telecommunications failures, computer viruses, hackers, cyber- attacks, and other security issues. These events could compromise our confidential information, impede, or interrupt our business operations, and may result in other negative consequences, including remediation costs, loss of revenue, litigation, and reputational damage. Furthermore, if a breach or other breakdown results in disclosure of confidential or personal information, we may suffer reputational, competitive and / or business harm. While we have implemented administrative and technical controls, maintained information security training programs, perpetuated external reviews, and taken other preventive actions to reduce the risk of cyber incidents and protect our information technology, they may be insufficient to prevent physical and electronic break- ins, cyber- attacks, ransomware attacks, or other security breaches to our computer systems, which could have a material adverse effect on our business, financial condition, or results of operations. Similarly, while we currently maintain insurance that is intended to cover security and information system incidents, the insurance may not cover all or any of the losses, types of claims, damages to our brand, or damages to our reputation due to the specific facts and circumstances surrounding the event, and such insurance may not remain available on advantageous terms or at all. Economic downturns could limit consumer demand for our products and negatively affect our sales and profitability. The premium organic and natural food industry is sensitive to national and regional economic conditions and the demand for the products that we distribute may be adversely affected from time to time by economic downturns that impact consumer spending, including discretionary spending. Future economic conditions such as employment levels, business conditions, housing starts, interest rates, inflation rates, energy and fuel costs and tax rates could reduce consumer spending or change consumer purchasing habits. Among these changes could be a reduction in the number of natural and organic products that consumers purchase where there are non- organic alternatives, given that many premium natural and organic products, and particularly premium natural and organic foods, often have higher retail prices than do their non- organic counterparts. Adverse developments affecting the financial services industry, such as recent bank failures or concerns involving liquidity, may have a material effect on the Company' s operations. Actual events involving limited liquidity, defaults, non- performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market- wide liquidity problems. For example, on March 10 and March 12, 2023, the Federal Deposit Insurance Corporation took control and was appointed receiver of Silicon Valley Bank (“ SVB ”), and Signature Bank, respectively, after each bank was unable to continue their operations. These events exposed vulnerabilities in the banking sector, including legal uncertainties, significant deposit outflows, volatility, and contagion risk, and caused market prices of regional bank stocks to plummet. Regulatory Risks Our products and operations are subject to government regulation and oversight both in the United States and abroad, and our failure to comply with applicable requirements could adversely affect our business and results of operations. We are affected by a wide range of governmental laws and regulations. Examples of regulatory agencies influencing our operations include the United States Department of Agriculture (the “ USDA ”), the Food and Drug Administration (the “ FDA ”), the Federal Trade Commission (the “ FTC ”), and the Environmental Protection Agency, among others. These agencies regulate, among other things, with respect to our products and operations: • design, development and manufacturing; • testing, labeling, content, and language of instructions for use and storage; • product safety and ingredients; • marketing, sales, and distribution; • record keeping procedures; • advertising and promotion; • recalls and corrective actions; and • product import and export. These laws and regulations affect various aspects of our business. For example, certain food ingredient products manufactured by Laird Superfood are regulated under the United States Federal Food, Drug, and Cosmetic Act (“ FDCA ”), as administered by the FDA. Under the FDCA, pre- marketing approval by the FDA is required for the sale of a food ingredient which is a food additive unless the substance is generally recognized as safe, under the conditions of its intended use by qualified experts in food safety. We believe that most food ingredients in our products are generally recognized as safe. However, this status cannot be determined for some ingredients until actual formulations and uses are finalized. As a result, we may be adversely affected if the FDA determines that our food ingredient products do not meet the criteria for generally recognized as safe. **Food and beverage products that contain unapproved ingredients that are not generally recognized as safe may be considered to be adulterated under the FDCA, which could result in market withdrawal or recall of such product or other enforcement actions. There is increasing government and public scrutiny on food additives and ingredients, and it is possible that the regulations governing the ingredients in our products could change, which could have a material adverse effect on our business, financial condition, and results of operations.** The

regulations to which we are subject are complex and have tended to become more stringent over time. **The 2025 change in presidential administration and related changes in Regulatory regulatory agency personnel and policies are leading to increase uncertainty for us and other regulated industry stakeholders.** Ahead of the 2025 administration change, FDA released several new regulations, guidance documents and proposed rules that the new administration may or may not adopt, some of which are or may be relevant to our business. For example, FDA proposed a rule on January 16, 2025, that would require certain nutrition information to be included on front- of- package on majority of food products if finalized. In addition to compliance costs associated with understanding the requirements and revising labeling, implementing this rule could adversely affect our consumer perception of our products, reputation, and brand and decrease our sales, which would have a material adverse effect on our business, financial condition and results of operations. Overall, regulatory changes could result in restrictions on our ability to carry on or expand our operations, higher than anticipated costs or lower than anticipated sales. The failure to comply with applicable regulations could jeopardize our ability to sell our products and result in enforcement actions and third- party lawsuits such as: • warning letters; • fines; • injunctions; • civil penalties and civil lawsuits; • termination or disruption of manufacture and distribution; • voluntary or mandatory recalls or seizures of products; • delays in the introduction of products into the market; and • total or partial suspension of production. Any of these sanctions could result in higher than anticipated costs or lower than anticipated sales and harm our reputation, business, financial condition and results of operations. We may also be required to take corrective actions, such as installing additional equipment reformulating, or relabeling our products, or taking other actions, each of which could require us to make substantial capital expenditures. In addition, we could be required to indemnify our employees in connection with any expenses or liabilities that they may incur individually in connection with regulatory action against them. As a result, our future business prospects could deteriorate due to regulatory constraints, and our profitability could be impaired by our obligation to provide such indemnification to our employees. The FDA may also take issue with the name “ Laird Superfood ” or any derivative name, as “ superfood ” is, to our knowledge, still undefined by regulatory agencies. In addition to any regulatory costs, if the Company were required to change its name, there would likely be, or could be, among other results, a negative effect on the Company’ s branding and customer perception. **Our Regulatory enforcement concerning marketing and labeling of food or dietary supplement products could adversely affect our business and reputation could suffer from real or perceived issues involving the labeling or marketing of our products.** Products that we sell carry claims as to their origin, ingredients, or health benefits, including, by way of example, the use of the term “ natural, ” “ functional, ” “ or “ healthy, ” ; or similar synonyms or implied statements relating to such benefits. Although the FDA and the USDA each has issued statements regarding the appropriate use of the word “ natural, ” there is no single, United States government regulated definition of the term “ natural ” for use in the food industry, which is true for many other adjectives common in the better- for- you and functionally focused food industry. The resulting uncertainty has led to consumer confusion, distrust, and legal challenges. Plaintiffs have commenced legal actions against several food companies that market “ natural ” products, asserting false, misleading, and deceptive advertising and labeling claims, including claims related to genetically modified ingredients, preservatives, allegedly synthetic ingredients, contaminants such as heavy metals or microplastics, environmental impact, and other claims. In limited circumstances, the FDA has taken regulatory action against products labeled “ natural ” but that nonetheless contain synthetic ingredients or components. Should we become subject to similar claims, consumers may avoid purchasing products from us or seek alternatives, even if the basis for the claim is unfounded. Adverse publicity about these matters may discourage consumers from buying our products. The cost of defending against any such claims could be significant. Any loss of confidence on the part of consumers in the truthfulness of our labeling or ingredient claims would be difficult and costly to overcome and may significantly reduce our brand value. Any of these events could adversely affect our reputation and brand and decrease our sales, which would have a material adverse effect on our business, financial condition and results of operations. **In December 2024, FDA promulgated a revised definition of “ healthy ” when used as an implied nutrient content claim. As it stands, food manufacturers and brands must achieve compliance with the new rule by February 25, 2028, which may require us to revise our product labels and other materials that may be considered labeling to revise or remove related claims.** Similarly, certain USDA regulations set forth the minimum standards producers must meet in order to have their products labeled as “ certified organic, ” and we currently manufacture several organic products that are covered by these regulations. While we believe our products and our supply chain are in compliance with these regulations, changes to food regulations may increase our costs to remain in compliance. We could lose our “ organic ” certification if a facility becomes contaminated with non- organic ingredients, if we do not use raw materials that are certified organic, or if key ingredients used in our products are no longer allowed to be used in food certified as “ organic. ” The loss of our “ organic ” certifications and subsequent ineligibility period could materially and adversely affect our business, financial condition, or results of operations. In addition, the USDA requires has proposed a rule requiring disclosure of the use of genetic engineering in manufacturing a product or an ingredient used in a product. **We believe The rule has not been finalized, and we are unable to predict in material compliance with certainty what the final requirements will be mandatory bioengineering food disclosure standard.** If the USDA issues determines our practices are inconsistent with the bioengineering disclosure regulations inconsistent with our practices, the resulting it may be necessary to make changes in our labeling and we could face enforcement actions, either or both of which could adversely affect customer acceptance of our product and materially and adversely affect our business. **Litigation and Our reputation could suffer from real or perceived issues involving regulatory enforcement or litigation concerning the marketing and or labeling of food our products could adversely affect our business and reputation.** The marketing and labeling of any food product in recent years has brought increased risk that consumers will bring class action lawsuits and that the FTC and / or state attorneys general will bring legal action concerning the truth and accuracy of the marketing and labeling of the product. Examples of causes of action that may be asserted in a consumer class action lawsuit include fraud, unfair trade practices and breach of state consumer protection statutes.

The FTC and / or state attorneys general may bring legal action that seeks removal of a product from the marketplace and impose fines and penalties. Even when unmerited, class claims, action by the FTC or state attorneys general enforcement actions can be expensive to defend and adversely affect our reputation with existing and potential customers and consumers and our corporate and brand image, which could have a material and adverse effect on our business, financial condition, or results of operations. **Additionally, we may have to enter settlement agreements to resolve such claims, even when unmerited, which could result in restrictions to our product offering, labeling, or advertising in addition to a sizeable cash payment or other remedies sought by the plaintiffs. In addition, the National Advertising Division of the Council of Better Business Bureaus, Inc. (“ NAD ”) administers a self-regulatory program of the advertising industry to ensure truth and accuracy in national advertising. NAD both monitors national advertising and entertains inquiries and challenges from competing companies and consumers. Investigations may require advertisers to demonstrate to NAD that the claim (s) at issue are properly substantiated. Should our advertising be determined to be false or misleading, we may have to pay damages, revise, or withdraw our campaign and possibly face fines or sanctions, which could have a material adverse effect on our sales and operating results.** We may be subject to specific FTC endorsement and / or testimonial regulations that would interfere with our advertising, marketing, and labeling strategies. The FTC ~~revised its~~ **regulates the use of endorsements and testimonials in advertising as well as relationships between advertisers and social media influencers pursuant to principles described in the FTC’s Guides Concerning the Use of Endorsements and Testimonials in Advertising (the “ Endorsement Guides ”).** The Endorsement Guides provide that an endorsement must reflect the honest opinion of the endorser and cannot be used to make a claim about a product that the product’s marketer could not itself legally make. They also say that if there is a connection between an endorser and the marketer that consumers would not expect and it would affect how consumers evaluate the endorsement, ~~which became effective on December 1~~ **that connection should be disclosed. Another principle in the Endorsement Guides applies to ads that feature endorsements from people who achieved exceptional, 2009 or even above average, results from using a product. If the advertiser doesn’t have proof that the endorser’s experience represents what people will generally achieve using the product as described in the ad, then an ad featuring that endorser must make clear to the audience what results they can generally expect to achieve, and the advertiser must have a reasonable basis for its representations regarding those generally expected results.** Although the Endorsement Guides are ~~advisory in nature and do not binding-operate directly with the force of law~~, they ~~explain how~~ **provide guidance about what the FTC interprets Section 5 staff generally believes the Federal Trade Commission Act, or FTC Act, requires in the context using of endorsements and testimonials in advertising and any practices inconsistent with the Endorsement Guides can result in violations of the FTC Act’s prohibition-proscription against unfair and deceptive practices. To the extent we may rely on unfair-endorsements or testimonials, we will review any relevant relationships or for deceptive acts or practices. Consequently, compliance with the Endorsement Guides and we will otherwise endeavor to follow the FTC Act and could bring a Section 5 enforcement action based on practices that are inconsistent with the other legal standards applicable to** Guides. Under the revised Guides, advertisements that feature a consumer and convey his or ~~our advertising~~ her atypical experience with a product or service are required to clearly disclose the results that consumers can generally expect. In contrast to the 1980 version of the Guides, which allowed advertisers to describe atypical results in a testimonial as long as they included a disclaimer such as “ results not typical,” the revised Guides no longer contain such a safe harbor. The revised Guides also add new examples to illustrate the long-standing principle that “ material connections ” between advertisers and endorsers (such as payments or free products), connections that consumers might not expect, must be disclosed. While we do request that public persons who we engage as paid advertisers, or provide samples of product to, disclose their relationship with us prior to sharing on social media or other endorsement, we cannot ensure all recipients comply with this request and we ~~cannot completely do not regularly~~ **cannot completely do not regularly** monitor what they post on social media. If ~~our advertising claims we were held responsible for- or claims made by our~~ **the content of their posts on social media influencers or by other endorsers with whom we have a material connection do not comply with the endorsements-Endorsement Guides or any requirement of the FTC Act or similar state requirements**, we the FTC and state consumer protection authorities ~~could be forced subject us to alter investigations and enforcement actions, impose penalties, require us to pay monetary consumer redress, require us to revise our practices-marketing materials and require us to accept burdensome injunctions, all of which could harm our business, reputation, financial condition and results of operations.~~ We have continually adapted our marketing efforts to be compliant with the **Endorsement Guides, as they are periodically revised Guides.** However, it is possible that our use, and that of our employees, of testimonials in the advertising and promotion of our products ~~will could~~ be significantly impacted ~~and therefore~~ **by enforcement or litigation, which** might negatively affect our sales. We may face scrutiny from evolving state regulations concerning health, safety, our supply chain, and marketing. In addition to the federal regulatory issues listed above, there are a growing number of state regulations that might impair our ability to operate and avoid interruption. For example, California currently enforces legislation commonly referred to as “ Proposition 65 ” that requires that “ clear and reasonable ” warnings be given to consumers who are exposed to chemicals known to the State of California to cause cancer or reproductive toxicity. Although we seek to comply with the requirements of Proposition 65, as well as to educate our customers regarding the substance of Proposition 65 and the relative metals contents in various natural foods, there can be no assurance that we will not be adversely affected by litigation or other actions relating to Proposition 65 or future legislation that is similar or related thereto. **A growing number of states have also adopted or proposed legislation restricting certain ingredients and food additives. A few states have also adopted or proposed restrictions prohibiting the sale of certain dietary supplements to customers under a certain age. These examples indicate an overall trend toward state involvement in detailed aspects of food and dietary supplement regulation, which may increase our cost of maintaining compliance in all states where our products are sold, and could adversely affect our business, financial condition and results of operations.** Also, the Transparency in Supply Chains Act of 2010 in California

requires us to audit our vendors with respect to risks of human trafficking and slavery and mitigate these risks in our operations. Any failure to disclose issues or other non-compliance could subject us to action by the California Attorney General or other regulatory authorities. Increased compliance costs associated with operating in California and other states could adversely affect our business, financial condition and results of operations.

**Risks Relating to the Ownership of Our Common Stock**

The market price of our common stock may be highly volatile, and you may not be able to resell your shares at or above the price you purchased them. The market price of our common stock has fluctuated and may fluctuate significantly in response to numerous factors, many of which are beyond our control, including:

- overall performance of the equity markets;
- the development and sustainability of an active trading market for our common stock;
- our ability to maintain our listing on the NYSE American;
- our operating performance and the performance of other similar companies, or companies in the premium organic and natural food industry;
- changes in recommendations by securities analysts that elect to follow the Company;
- press releases or other public announcements by us or others, including our filings with the SEC;
- changes in expectations related to consumer preferences in the premium organic and natural food industry;
- recruitment or departure of key personnel;
- changes in our capital structure, such as future issuances of debt or equity securities;
- regulatory developments in the United States or foreign countries;
- the economy as a whole, market conditions in our industry, and the industries of our customers;
- the expiration of market standoff or contractual lock-up agreements; and
- the size of our market float.

In addition, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many small-cap companies. Stock prices of many small-cap companies have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies. These extreme market fluctuations have been accompanied by reports of strong and atypical retail investor interest, including on social media and online forums, and it is unclear how long this volatility will last. Due to our customer basis, online presence, and founders' reputation, among other factors, our stock may be subject to similar market volatility in the future not necessarily related to the performance of our business. In the past, shareholders have filed securities class action litigation following periods of market volatility. If we were to become involved in securities litigation, it could subject us to substantial costs, divert resources and the attention of management from our business, and adversely affect our business. We will incur increased costs in connection with operating as a public company and our management will be required to devote substantial time to compliance initiatives and corporate governance practices. As a public company, and particularly after we are no longer an "emerging growth company," we **will may** incur significant legal, accounting, and other expenses that we did not incur as a private company. The Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the listing requirements of the NYSE American and other applicable securities rules and regulations impose various requirements on public companies. Our management and other personnel will need to devote a substantial amount of time to compliance with these requirements. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly. ~~For example, these rules and regulations have made it more expensive for us to obtain directors' and officers' liability insurance, which could make it more difficult for us to attract and retain qualified members of our board of directors. We cannot predict or estimate the amount of additional costs we will incur as a public company or the timing of such costs, however such costs may be material to our business.~~

If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline. The trading market for our common stock depends in part on the research and reports that securities or industry analysts publish about us and our business. If analysts cease coverage of us, the trading price for our common stock would be negatively affected. If one or more of the analysts who cover us downgrade our common stock or publish inaccurate or unfavorable research about our business, the price for our common stock 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 common stock could decrease, which might cause the price and trading volume for our common stock to decline. We may not be able to maintain a listing of our common stock on the NYSE American. Our common stock is currently listed on the NYSE American. We must meet certain financial and liquidity criteria to maintain the listing of our common stock on the NYSE American. If we fail to meet any listing standards or if we violate any listing requirements, our common stock may be delisted. A delisting of our common stock from the NYSE American may materially impair our ~~stockholders~~ **shareholders'** ability to buy and sell our common stock and could have an adverse effect on the market price of, and the efficiency of the trading market for, our common stock. The delisting of our common stock could significantly impair our ability to raise capital and the value of your investment. Economic and business factors could result in impairment of intangible assets. Current and future economic conditions, as well as the other risks noted in this Item 1A, may adversely impact our ability to attract new customers, retain existing customers, maintain sales volumes, and maintain margins. As discussed under "Critical Accounting Estimates" included elsewhere in this report, these events could materially reduce our profitability and cash flows which could, in turn, lead to impairment of our intangible assets. Furthermore, significant negative industry or general economic, market or other trends, disruptions to our business and unexpected significant changes or planned changes in our use of intangible assets. Any future impairment could have a material adverse effect on our business, financial condition, or results of operations. Provisions in our governing documents under Nevada law could discourage a takeover that shareholders may consider favorable. Provisions in our articles of incorporation and bylaws may have the effect of delaying or preventing a change of control or changes in our management. These provisions include the following:

- authorizing the issuance of "blank check" preferred stock that could be issued by our board of directors **(the "Board")** to defend against a takeover attempt;
- providing that vacancies on our ~~board~~ **Board of directors**, including newly created directorships, may be filled only by a majority vote of directors then in office rather than by shareholders;
- advance notice procedures, which may apply for shareholders to nominate candidates for election as directors or to bring matters before an annual meeting of shareholders;
- no authorization of cumulative voting, which limits the ability of minority shareholders to elect director candidates;
- certain amendments to our articles of incorporation require the approval of two-thirds of the then outstanding voting power of our capital stock; and
- our **articles amended and restated certificate**

of incorporation requires the approval of two-thirds of the then outstanding voting power of our capital stock for shareholders to adopt, amend, alter, or repeal our bylaws, or to adopt any provision inconsistent with our bylaws; • a prohibition on shareholder action by written consent, which means that our shareholders will only be able to take action at a meeting of shareholders; and • preventing shareholders from calling special meetings. In addition, we are subject to Nevada's Combination with Interested Shareholders Statute (Nevada Revised Statutes 74.411-74.444), which prohibits an interested stockholder from entering into a "combination" with the corporation, unless certain conditions are met. These provisions are expected to discourage certain types of coercive takeover practices and inadequate takeover bids and to encourage persons seeking to acquire control of our company to first negotiate with our ~~Board~~ **Board**. These provisions may delay or prevent someone from acquiring or merging with us, which may cause the market price of our common stock to decline. We are an "emerging growth company," and the reduced disclosure requirements applicable to emerging growth companies may make our common stock less attractive to investors. We are an "emerging growth company," as defined in the **Jumpstart our Business Startups Act of 2012 (the "JOBS Act")**. For so long as we remain an emerging growth company, we are permitted and intend to rely on exemptions from certain disclosure requirements that are applicable to other public companies that are not emerging growth companies. These exemptions include: • being permitted to provide only two years of audited consolidated financial statements, in addition to any required unaudited interim consolidated financial statements, with correspondingly reduced "Management's Discussion and Analysis of Financial Condition and Results of Operations" disclosure; • not being required to comply with the auditor attestation requirements in the assessment of our internal control over financial reporting of Section 404 (b) of the Sarbanes-Oxley Act; • not being required to comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the consolidated financial statements; • reduced disclosure obligations regarding executive compensation; and • exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We have taken advantage of reduced reporting burdens in our filings with the SEC. In addition, the JOBS Act provides that an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting standards. This allows an emerging growth company to delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We are choosing to take advantage of the extended transition period for complying with new or revised accounting standards. We cannot predict whether investors will find our common stock less attractive if we rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile. We will remain an emerging growth company until the earliest of (i) the end of the fiscal year in which the market value of our common stock that is held by non-affiliates exceeds \$700 million as of June 30, (ii) the end of the fiscal year in which we have total annual gross revenue of \$1.235 billion or more during such fiscal year, (iii) the date on which we issue more than \$1 billion in non-convertible debt in a three-year period or (iv) the end of the fifth fiscal year after the date of Company's final prospectus for its initial public offering of its common stock. Since we do not anticipate paying any cash dividends on our capital stock in the foreseeable future, stock price appreciation, if any, will be your sole source of gain. We currently intend to retain all our future earnings, if any, to finance the growth and development of our business. In addition, the terms of any future debt agreements may preclude us from paying dividends. As a result, appreciation, if any, in the market price of our common stock will be your sole source of gain for the foreseeable future. Our articles of incorporation ~~provides~~ **provide** that the Court of Chancery of the State of Delaware and the federal district courts of the United States of America will be the exclusive forums for substantially all disputes between us and our shareholders, which could limit our shareholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, or employees. Despite ~~becoming~~ **being** a Nevada corporation ~~as of December 31, 2023~~, our articles of incorporation ~~retain the~~ **include a** provision that provides that the Court of Chancery of the State of Delaware is the exclusive forum for: • any derivative action or proceeding brought on our behalf; • any action asserting a claim of breach of fiduciary duty owed by any of our directors, officers, or other employees to us or our shareholders; • any action asserting a claim against us, or our directors, officers or employees arising pursuant to any provision of the Delaware General Corporation Law or our articles of incorporation or bylaws; and • any action asserting a claim against us, or our directors, officers or employees governed by the internal affairs doctrine. This provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act or any other claim for which the U.S. federal courts have exclusive jurisdiction. In addition, our articles of incorporation ~~provides~~ **provide** that the federal district courts of the United States will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act **of 1933, as amended (the "Securities Act")**, unless we consent in writing to the selection of an alternative forum. This exclusive forum provision does not apply to claims under the Exchange Act. These exclusive forum provisions may limit a shareholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees, which may discourage these types of lawsuits. Furthermore, the enforceability of similar choice of forum provisions in other companies' governing documents has been challenged in legal proceedings, and it is possible that a court could find these types of provisions to be inapplicable or unenforceable. If a court were to find the exclusive forum provision contained in our articles of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business.