UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended June 30, 2023

Or

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

For the transition period from _____ to _____

Commission file number: 001-36469

HEALTHIER CHOICES MANAGEMENT CORP.

(Exact name of Registrant as specified in its charter)

Delaware	84-1070932
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3800 North 28Th Way Hollywood, Florida	33020
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: 305-600-5004

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

X Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

X Yes ☐ No

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes X No

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	HCMC	OTC Pink Marketplace

As of July 21, 2023, there were 463,266,632,384 shares of the registrant's common stock, par value $0.0001 per share, outstanding.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

HEALTHIER CHOICES MANAGEMENT CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS

		June 30, 2023 (Unaudited)		December 31, 2022
ASSETS				
CURRENT ASSETS				
Cash	$	**8,481,915**	$	22,911,892
Accounts receivable, net		**92,649**		55,815
Notes receivable		**156,297**		189,225
Inventories		**3,765,070**		3,817,192
Prepaid expenses and vendor deposits		**826,611**		322,182
Investment		**1,371**		9,771
Other current assets		**1,004,809**		1,224,171
Restricted cash		**628,232**		1,778,232
TOTAL CURRENT ASSETS		**14,956,954**		30,308,480
Property, plant, and equipment, net of accumulated depreciation		**2,974,629**		3,112,908
Intangible assets, net of accumulated amortization		**4,544,332**		5,005,511
Goodwill		**5,747,000**		5,747,000
Right of use asset – operating lease, net		**10,634,634**		10,604,935
Other assets		**481,426**		476,196
TOTAL ASSETS	**$**	**39,338,975**	$	55,255,030
LIABILITIES, CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES				
Accounts payable and accrued expenses	$	**5,133,314**	$	5,715,234
Contingent consideration		**372,000**		774,900
Contract liabilities		**147,469**		198,606
Line of credit		**453,232**		453,232
Current portion of loan payment		**552,001**		536,542
Operating lease liability, current		**1,965,888**		2,228,852
TOTAL CURRENT LIABILITIES		**8,623,904**		9,907,366
Loan payable, net of current portion		**2,097,932**		2,378,061
Operating lease liability, net of current		**8,395,274**		8,041,504
TOTAL LIABILITIES		**19,117,110**		20,326,931
COMMITMENTS AND CONTINGENCIES (SEE NOTE 13)				
CONVERTIBLE PREFERRED STOCK				
Series E redeemable convertible preferred stock, $1,000 par value per share, 14,722 shares authorized, 1,944 shares and 14,722 shares issued and outstanding as of June 30, 2023 and December 31, 2022, respectively; aggregate liquidation preference of $1.9 million and $14.7 million as of June 30, 2023 and December 31, 2022, respectively		**1,944,425**		14,722,075
STOCKHOLDERS' EQUITY				
Series D convertible preferred stock, $1,000 par value per share, 5,000 shares authorized; 800 shares issued and outstanding as of June 30, 2023 and December 31, 2022, respectively; aggregate liquidation preference of $0.8 million		**800,000**		800,000
Common Stock, $0.0001 par value per share, 750,000,000,000 shares authorized; 463,266,632,384 and 339,741,632,384 shares issued and outstanding as of June 30, 2023 and December 31, 2022, respectively		**46,326,663**		33,974,163
Additional paid-in capital		**19,324,774**		29,045,802
Accumulated deficit		**(48,173,997)**		(43,613,941)
TOTAL STOCKHOLDERS' EQUITY		**18,277,440**		20,206,024
TOTAL LIABILITIES, CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY	**$**	**39,338,975**	$	55,255,030

See notes to unaudited condensed consolidated financial statements

HEALTHIER CHOICES MANAGEMENT CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	**2023**	2022
SALES				
Vapor sales, net	**$ -**	$ 5,997	**$ 38**	$ 255,560
Grocery sales, net	**13,574,896**	6,126,063	**27,134,602**	10,925,053
TOTAL SALES, NET	**13,574,896**	6,132,060	**27,134,640**	11,180,613
Cost of sales vapor	**-**	562	**653**	112,246
Cost of sales grocery	**8,493,213**	3,800,625	**17,137,913**	6,764,980
GROSS PROFIT	**5,081,683**	2,330,873	**9,996,074**	4,303,387
OPERATING EXPENSES	**8,261,343**	3,699,273	**15,158,780**	7,026,693
LOSS FROM OPERATIONS	**(3,179,660)**	(1,368,400)	**(5,162,706)**	(2,723,306)
OTHER INCOME (EXPENSE)				
(Loss) gain on investment	**(3,943)**	1,800	**(8,400)**	5,314
Change in contingent consideration	**425,000**	-	**402,900**	-
Other income, net	**4,600**	6,175	**9,250**	23,049
Interest income, net	**101,248**	14,910	**198,900**	31,513
Total other income (expense), net	**526,905**	22,885	**602,650**	59,876
NET LOSS	**$ (2,652,755)**	$ (1,345,515)	**$ (4,560,056)**	$ (2,663,430)
Induced conversions of preferred stock	**(91,500)**	**-**	**(152,500)**	**-**
Net loss attributable to common stockholders	**(2,744,255)**	**-**	**(4,712,556)**	**-**
NET LOSS PER SHARE-BASIC AND DILUTED	**$ 0.00**	**$ 0.00**	**$ 0.00**	**$ 0.00**
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING-BASIC AND DILUTED	**353,854,819,196**	**339,741,632,384**	**347,796,604,758**	**339,741,632,384**

See notes to unaudited condensed consolidated financial statements

HEALTHIER CHOICES MANAGEMENT CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED JUNE 30, 2023 AND 2022
(Unaudited)

	Series E Convertible Preferred Stock		Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance – April 1, 2023	13,496	$ 13,496,525	**800**	**$ 800,000**	**346,441,632,384**	**$ 34,644,163**	**$ 29,034,802**	**$ (45,521,242)**	**$ 18,957,723**
Series E convertible preferred stock redeemed	(10,637)	(10,637,100)	-	-	-	-	22,222	-	22,222
Conversion of series E convertible preferred stock	(915)	(915,000)	-	-	9,150,000,000	915,000	-	-	915,000
Issuance of award stock	-	-	-	-	107,675,000,000	10,767,500	(10,767,500)	-	-
Induced conversions of preferred stock	-	-	-	-	-	-	(91,500)	-	(91,500)
Stock-based compensation expense	-	-	-	-	-	-	1,126,750	-	1,126,750
Net loss	-	-	-	-	-	-	-	(2,652,755)	(2,652,755)
Balance – June 30, 2023	**1,944**	**$ 1,944,425**	**800**	**$ 800,000**	**463,266,632,384**	**$ 46,326,663**	**$ 19,324,774**	**$ (48,173,997)**	**$ 18,277,440**

	Series E Convertible Preferred Stock		Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance – April 1, 2022	-	$ -	**800**	**$ 800,000**	**339,741,632,384**	**$ 33,974,163**	**$ 30,855,824**	**$ (37,714,245)**	**$ 27,915,742**
Net loss	-	-	-	-	-	-	-	(1,345,515)	(1,345,515)
Balance – June 30, 2022	-	$ -	**800**	**$ 800,000**	**339,741,632,384**	**$ 33,974,163**	**$ 30,855,824**	**$ (39,059,760)**	**$ 26,570,227**

See notes to unaudited condensed consolidated financial statements

HEALTHIER CHOICES MANAGEMENT CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY
FOR THE SIX MONTHS ENDED JUNE 30, 2023 AND 2022
(UNAUDITED)

	Series E Convertible Preferred Stock		Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance – January 1, 2023	14,722	$ 14,722,075	**800**	**$ 800,000**	**339,741,632,384**	**$ 33,974,163**	**$ 29,045,802**	**$ (43,613,941)**	**$ 20,206,024**
Series E convertible preferred stock redeemed	(11,193)	(11,192,650)	-	-	-	-	22,222	-	22,222
Conversion of series E convertible preferred stock	(1,585)	(1,585,000)	-	-	15,850,000,000	1,585,000	-	-	1,585,000
Issuance of awarded stock	-	-	-	-	107,675,000,000	10,767,500	(10,767,500)	-	-
Induced conversions of preferred stock	-	-	-	-	-	-	(152,500)	-	(152,500)
Stock-based compensation	-	-	-	-	-	-	1,176,750	-	1,176,750
Net loss	-	-	-	-	-	-	-	(4,560,056)	(4,560,056)
Balance – June 30, 2023	1,944	$ 1,944,425	**800**	**$ 800,000**	**463,266,632,384**	**$ 46,326,663**	**$ 19,324,774**	**$ (48,173,997)**	**$ 18,277,440**

	Series E Convertible Preferred Stock		Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance – January 1, 2022	-	$ -	**800**	**$ 800,000**	**339,741,632,384**	**$ 33,974,163**	**$ 30,855,824**	**$ (36,396,330)**	**$ 29,233,657**
Net loss	-	-	-	-	-	-	-	(2,663,430)	(2,663,430)
Balance – June 30, 2022	-	$ -	**800**	**$ 800,000**	**339,741,632,384**	**$ 33,974,163**	**$ 30,855,824**	**$ (39,059,760)**	**$ 26,570,227**

See notes to unaudited condensed consolidated financial statements

HEALTHIER CHOICES MANAGEMENT CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30,	
	2023	2022
OPERATING ACTIVITIES		
Net loss	**$ (4,560,056)**	$ (2,663,430)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	**747,485**	422,078
Loss (gain) on investment	**8,400**	(5,314)
Amortization of right-of-use asset	**1,063,591**	377,216
Write-down of obsolete and slow-moving inventory	**951,373**	73,640
Stock-based compensation expense	**1,176,750**	-
Change in contingent consideration	**(402,900)**	-
Changes in operating assets and liabilities:		
Accounts receivable	**(36,834)**	(2,157)
Inventories	**(899,251)**	(189,138)
Prepaid expenses and vendor deposits	**(670,178)**	212,226
Other current assets	**219,362**	-
Other assets	**(5,230)**	(33,941)
Accounts payable and accrued expenses	**(197,306)**	528,247
Contract liabilities	**(51,137)**	(249,700)
Lease liability	**(1,002,484)**	(340,611)
NET CASH USED IN OPERATING ACTIVITIES	**(3,658,415)**	(1,870,884)
INVESTING ACTIVITIES		
Acquisition of Mother Earth's Storehouse	**-**	(5,150,000)
Collection of note receivable	**32,928**	27,122
Purchases of property and equipment	**(148,027)**	(213,133)
NET CASH USED IN INVESTING ACTIVITIES	**(115,099)**	(5,336,011)
FINANCING ACTIVITIES		
Proceeds from line of credit	**-**	35,196
Principal payments on loan payable	**(264,670)**	(1,285)
Payment of induced conversions of preferred stock	**(152,500)**	-
Payments for deferred offering costs	**(218,865)**	-
Payment for series E preferred stock redemption	**(11,170,428)**	-
NET CASH (USED IN) PROVIDED BY FINANCING ACTIVITIES	**(11,806,463)**	33,911
NET DECREASE IN CASH AND RESTRICTED CASH	**(15,579,977)**	(7,172,984)
CASH AND RESTRICTED CASH— BEGINNING OF PERIOD	**24,690,124**	26,496,404
CASH AND RESTRICTED CASH — END OF PERIOD	**$ 9,110,147**	$ 19,323,420
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for interest	**$ 87,008**	$ 2,910
Cash paid for income tax	**$ -**	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Issuance of common stock in connection with series E preferred stock conversion	**$ 1,585,000**	$ -
Right-of-use assets obtained in exchange for operating lease liabilities	**$ 1,093,290**	$ 1,797,667
1% stated value reduction on preferred stock redemption	**$ 22,222**	$ -
Non-cash deferred offering cost	**$ 384,614**	$ -

See notes to unaudited condensed consolidated financial statements

Note 1. ORGANIZATION

Organization

Healthier Choices Management Corp. (the "Company") is a holding company focused on providing consumers with healthier daily choices with respect to nutrition and other lifestyle alternatives.

Through its wholly owned subsidiary HCMC Intellectual Property Holdings, LLC, the Company manages and intends to expand on its intellectual property portfolio.

Through its wholly owned subsidiaries, the Company operates:

- Ada's Natural Market, a natural and organic grocery store offering fresh produce, bulk foods, vitamins and supplements, packaged groceries, meat and seafood, deli, baked goods, dairy products, frozen foods, health & beauty products and natural household items.

- Paradise Health & Nutrition's three stores that likewise offer fresh produce, bulk foods, vitamins and supplements, packaged groceries, meat and seafood, deli, baked goods, dairy products, frozen foods, health & beauty products and natural household items.

- Mother Earth's Storehouse, a two-store organic and health food and vitamin chain in New York's Hudson Valley, a business that has been in existence for over 40 years.

- Greens Natural Foods' eight stores in New York and New Jersey, offering a selection of 100% organic produce and all-natural, non-GMO groceries & bulk foods; a wide selection of local products; an organic juice and smoothie bar; a fresh foods department, which offers fresh and healthy "grab & go" foods; a full selection of vitamins & supplements; as well as health and beauty products

Through its wholly owned subsidiary, Healthy Choice Wellness, LLC, the Company operates:

- Licensing agreements for Healthy Choice Wellness Centers located at the Casbah Spa and Salon in Fort Lauderdale, FL, Boston Direct Health in Boston, MA and Green Care Medical Services in Chicago, IL.

These centers offer multiple vitamin drip mixes and intramuscular shots for clients to choose from that are designed to help boost immunity, fight fatigue and stress, reduce inflammation, enhance weight loss, and efficiently deliver antioxidants and anti-aging mixes. Additionally, there are IV vitamin mixes and shots for health, beauty, and re-hydration.

Through its wholly owned subsidiary, Healthy U Wholesale, Inc, the Company sells vitamins and supplements, as well as health, beauty, and personal care products on its website www.TheVitaminStore.com.

Additionally, the Company markets its patented the Q-Cup™ technology under the vape segment; this patented technology is based on a small, quartz cup called the Q-Cup™, which a customer partially fills with either cannabis or CBD concentrate (approximately 50mg) purchased from a third party. The Q-Cup™ is then inserted into the Q-Cup™ Tank or Globe, that heats the cup from the outside without coming in direct contact with the solid concentrate. This Q-Cup™ technology provides significantly more efficiency and an "on the go" solution for consumers who prefer to vape concentrates either medicinally or recreationally.

Spin-Off

The Company has commenced steps to spin off ("Spin-Off") its grocery segment and wellness business into a new publicly traded company (hereinafter referred to as "NewCo"). NewCo will continue the path of growth in the wellness verticals started by HCMC and explore other growth opportunities that comport with HCMC's healthier lifestyle mission. Following the Spin-Off, HCMC will retain its entire patent suite, the Q-Cup® brand, and continue to develop its patent suite through R&D as well as continuing its path of enforcing its patent rights against infringers and attempting to monetize said patents through licensing deals.

At the time of the Spin-Off, HCMC will distribute all the outstanding shares of Common Stock held by it on a pro rata basis to holders of HCMC's common stock. Shares of HCMC's common stock outstanding as of the record date for the Spin-Off (the "Record Date"), will entitle the holder thereof to receive a certain number of shares of Common Stock in NewCo. The distribution will be made in book-entry form by a distribution agent. Fractional shares of Common Stock will not be distributed in the Spin-Off and any fractional amounts will be rounded down. Please see more disclosure in Note 12 Stockholder Equity.

Note 2. LIQUIDITY

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which contemplate continuation of the Company as a going concern and realization of assets and satisfaction of liabilities in the normal course of business and do not include any adjustments that might result from the outcome of any uncertainties related to our going concern assessment. The carrying amounts of assets and liabilities presented in the financial statements do not necessarily purport to represent realizable or settlement values.

The Company currently and historically has reported net losses and cash outflows from operations. As of June 30, 2023, the Company had cash of approximately $8.5 million and working capital of $6.3 million. The Company believes current cash on hand is sufficient to meet its obligations and capital requirements for at least the next twelve months from the date of filing. In the past, the Company financed its operations primarily through issuances of common stock and convertible preferred stock. However, we have no commitments to obtain such additional financing, and there can be no assurance that the Company will be able to raise the necessary funds to fund its operations.

Note 3. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Regulation S-X and do not include all the information and disclosures required by generally accepted accounting principles in the United States of America ("GAAP"). The Company has made estimates and judgments affecting the amounts reported in the Company's unaudited condensed consolidated financial statements and the accompanying notes. The actual results experienced by the Company may differ materially from the Company's estimates. The condensed consolidated financial information is unaudited but reflects all normal adjustments that are, in the opinion of management, necessary to provide a fair statement of results for the interim periods presented. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Securities and Exchange Commission (the "SEC") on March 30, 2023. The condensed consolidated balance sheet as of December 31, 2022 was derived from the Company's audited 2022 financial statements contained in the above referenced Form 10-K. Results of the six months ended June 30, 2023, are not necessarily indicative of the results to be expected for the full year ending December 31, 2023.

Significant Accounting Policies

There have been no material changes in the Company's significant accounting policies to those previously disclosed in the 2022 Annual Report.

Reclassification

Certain amounts in the condensed consolidated financial statements and related notes have been reclassified to conform to the current year presentation. Such reclassifications do not impact the Company's previously reported financial position or net income (loss). $150,000 inventory shrink was originally presented in the statement of cash flow under change in operating assets inventory in cash used in operating activities for six months ended June 30, 2022, it was reclassified to write-down of obsolete and slow-moving inventory under cash used in operating activities in the statement of cash flow.

The change in the fair value measurement on contingent consideration was presented under Other (expense) income, net in the statement of operations for three months ended March 31, 2023. For the three months ended June 30, 2023, the Company presented the change in fair value remeasurement as a separate line in the statement of operations.

Note 4. CONCENTRATIONS

Cash and Restricted Cash

The Company considers all highly liquid instruments with an original maturity of three months or less, when purchased, to be cash and cash equivalents. The majority of the Company's cash is concentrated in one large financial institution, which is in excess of Federal Deposit Insurance Corporation (FDIC) coverage. The Company did not have any cash equivalent as of June 30, 2023, and December 31, 2022.

A summary of the financial institution that had cash in excess of FDIC limits of $250,000 on June 30, 2023 and December 31, 2022 is presented below:

	June 30, 2023	December 31, 2022
Total cash in excess of FDIC limits of $250,000	**$ 7,458,162**	$ 21,682,144

The Company continually monitors its positions with, and the credit quality of, the financial institutions with which it invests, as deposits are held in excess of federally insured limits. The Company has not experienced any losses in such accounts.

The following table provides a reconciliation of cash and restricted cash to amounts shown in unaudited condensed consolidated statements of cash flow:

	June 30, 2023	June 30, 2022
Cash	**$ 8,481,915**	$ 19,323,420
Restricted cash	**628,232**	-
Total cash and restricted cash	**$ 9,110,147**	$ 19,323,420

Restricted Cash

The Company's restricted cash consisted of cash balances which were restricted as to withdrawal or usage under the August 18, 2022 securities purchase agreement for the purpose of funding any amounts due under the Series E Certificate of Designation upon the redemption of the Series E Preferred Stock. The balance also included cash held in the collateral account to cover the cash draw from the line of credit.

Note 5. SEGMENT INFORMATION AND DISAGGREGATION OF REVENUES

In accordance with FASB ASC 280, "Disclosures about Segment of an enterprise and related information", the Company determined it has two reportable segments: grocery and vapor. There are no inter-segment revenues.

The Company's general and administrative costs are not segment specific. As a result, all operating expenses are not managed on segment basis.

The tables below present information about reportable segments for the three months and six months ended June 30, 2023, and 2022:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	**2023**	2022
Vapor	**$ -**	$ 5,997	**$ 38**	$ 255,560
Grocery	**13,574,896**	6,126,063	**27,134,602**	10,925,053
Total revenue	**$ 13,574,896**	$ 6,132,060	**$ 27,134,640**	$ 11,180,613
Retail Vapor	**$ -**	$ 5,997	**$ -**	$ 255,560
Retail Grocery	**12,017,526**	5,478,523	**24,067,596**	9,756,535
Food service/restaurant	**1,555,372**	643,760	**3,062,948**	1,158,846
Online/eCommerce	**1,998**	3,780	**4,096**	9,672
Total revenue	**$ 13,574,896**	$ 6,132,060	**$ 27,134,640**	$ 11,180,613
Loss from operations-Vapor	**(10,724)**	(15,495)	**(17,397)**	(34,462)
(Loss) income from operations-Grocery	**(185,923)**	146,114	**(462,763)**	310,049
Corporate items	**(2,983,013)**	(1,499,019)	**(4,682,546)**	(2,998,893)
Total loss from operations	**$ (3,179,660)**	$ (1,368,400)	**$ (5,162,706)**	$ (2,723,306)

Note 6. NOTES RECEIVABLE AND OTHER INCOME

On September 6, 2018, the Company entered into a secured, 36-month promissory note (the "Note") with VPR Brands L.P. for $582,260. The Note bears an interest rate of 7.00%, which payments thereunder are $4,141 weekly. The Company records all proceeds related to the interest of the Note as interest income as proceeds are received.

On August 31, 2022, the Company amended and restated the Note (the "Amended Note") with VPR Brands L.P. to extend the maturity date for one year. The outstanding balance for the Amended Note is $211,355. The Amended Note bears an interest rate of 7.00%, which payments thereunder are $1,500 weekly, with such payments commencing as of September 3, 2022. The Amended Note has a balloon payment of $145,931 for all remaining accrued interest and principal balance due in the final week of the 1-year extension of the Amended Note.

A summary of the Amended Note as of June 30, 2023 and December 31, 2022 is presented below:

Description	**June 30, 2023**	**December 31, 2022**
Promissory Note	**$ 156,297**	$ 189,225

Note 7. ACQUISITION

On October 14, 2022, the Company through its wholly owned subsidiary, Healthy Choice Markets IV, LLC, entered into an Asset Purchase Agreement (the "Purchase Agreement") with Dean's Natural Food Market of Shrewsbury, Inc., a New Jersey corporation, Green's Natural Foods, Inc., a Delaware corporation, Dean's Natural Food Market of Chester, LLC, a New Jersey limited liability company, Dean's Natural Food Market of Basking Ridge, LLC, a New Jersey limited liability company, and Dean's Natural Food Market, Inc., a New Jersey corporation (collectively, the "Sellers"), and shareholders of the Sellers. Pursuant to the Purchase Agreement, the Company acquired certain assets and assumed certain liabilities of an organic and natural health food and vitamin chain with eight store locations in New York and northern and central New Jersey (the "Stores").

The cash purchase price under the Asset Purchase Agreement was $5,142,000, with $3,000,000 seller financing in the form of promissory note. In addition, the seller is entitled to a contingent earn-out based on a certain revenue threshold within the one-year period of the closing.

The Company recorded $1,108,000 of contingent consideration based on the estimated financial performance for the one year following closing. The contingent consideration was discounted at an interest rate of 3.8%, which represents the Company's weighted average discount rate. Contingent consideration related to the acquisition is recorded at fair value (level 3) with changes in fair value recorded in other expense (income), net.

The following table summarizes the change in fair value of contingent consideration from acquisition date to June 30, 2023:

	Fair Market Value - Level 3
Balance as of October 14, 2022	$ 1,108,000
Remeasurement	(333,100)
Balance as of December 31, 2022	774,900
Remeasurement	(402,900)
Balance as of June 30, 2023	$ 372,000

The following table summarizes the change in fair value of contingent consideration for the three months ended June 30, 2023:

	Fair Market Value - Level 3
Balance as of March 31, 2023	$ 797,000
Remeasurement	(425,000)
Balance as of June 30, 2023	$ 372,000

The following table summarizes the purchase price allocation based on fair values of the net assets acquired at the acquisition date:

	October 14, 2022
Purchase Consideration	
Cash consideration paid	$ 5,142,000
Promissory note	3,000,000
Contingent consideration issued to Green's Natural seller	1,108,000
Total Purchase Consideration	$ 9,250,000
Purchase price allocation	
Inventory	$ 1,642,000
Property and equipment	1,478,000
Intangible assets	3,251,000
Right of use asset - Operating lease	6,427,000
Other liabilities	(211,000)
Operating lease liability	(6,427,000)
Goodwill	3,090,000
Net assets acquired	$ 9,250,000
Finite-lived intangible assets	
Trade Names (8 years)	$ 1,133,000
Customer Relationships (6 years)	1,103,000
Non-Compete Agreement (5 years)	1,015,000
Total intangible assets	$ 3,251,000

The acquisition is structured as asset purchase in a business combination, and goodwill is tax-deductible, and amortizable over 15 years for tax purpose.

Revenue and Earnings

The following table represents the combined pro forma revenue and net loss for the three and six months ended June 30, 2022:

	For Three Months Ended June 30, 2022	For Six Months Ended June 30, 2022
Sales	$ 13,875,928	$ 27,032,375
Net loss	$ (1,769,171)	$ (3,354,452)

The combined proforma revenue and net loss for the three and six months period ended June 30, 2022 were prepared as though acquisition occurred as of January 1, 2022.

Note 8. PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment consist of the following:

	June 30, 2023	December 31, 2022
Displays	**$ 312,146**	$ 312,146
Building	**575,000**	575,000
Furniture and fixtures	**580,668**	560,256
Leasehold improvements	**1,910,719**	1,910,719
Computer hardware & equipment	**186,654**	160,210
Other	**688,773**	587,602
	4,253,960	4,105,933
Less: accumulated depreciation and amortization	**(1,279,331)**	(993,025)
Total property, plant, and equipment, net	**$ 2,974,629**	$ 3,112,908

The Company incurred approximately $143,746 and $63,656 of depreciation expense for the three months ended June 30, 2023 and 2022, and $286,306 and $113,592 of depreciation expense for the six months ended June 30, 2023 and 2022, respectively.

Note 9. INTANGIBLE ASSETS

Intangible assets, net are as follows:

June 30, 2023	Useful Lives (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Trade names	8-10 years	**$ 2,569,000**	**$ (876,036)**	**$ 1,692,964**
Customer relationships	4-6 years	**2,669,000**	**(1,182,139)**	**1,486,861**
Patents	10 years	**384,665**	**(178,891)**	**205,774**
Non-compete	4-5 years	**1,602,000**	**(443,267)**	**1,158,733**
Intangible assets, net		**$ 7,224,665**	**$ (2,680,333)**	**$ 4,544,332**

December 31, 2022	Useful Lives (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Trade names	8-10 years	$ 2,569,000	(725,723)	$ 1,843,277
Customer relationships	4-6 years	2,669,000	(1,033,306)	1,635,694
Patents	10 years	384,665	(159,658)	225,007
Non-compete	4-5 years	1,602,000	(300,467)	1,301,533
Intangible assets, net		$ 7,224,665	$ (2,219,154)	$ 5,005,511

Intangible assets are amortized on a straight-line basis over their estimated useful lives. Amortization expense was approximately $230,277 and $165,100 for the three months ended June 30, 2023 and 2022, and $461,179 and $308,486 for the six months ended June 30, 2023 and 2022, respectively. Future annual estimated amortization expense is as follows:

Years ending December 31,	
2023 (remaining six months)	$ 461,179
2024	922,358
2025	916,858
2026	838,877
2027	694,457
Thereafter	710,603
Total	**$ 4,544,332**

Note 10. CONTRACT LIABILITIES

A summary of the contract liabilities activity at June 30, 2023 and December 31, 2022 is presented below:

	June 30, 2023	December 31, 2022
Beginning balance as January 1,	**$ 198,606**	$ 23,178
Issued	**638,501**	859,383
Redeemed	**(635,391)**	(628,012)
Breakage recognized	**(54,247)**	(55,943)
Ending balance	**$ 147,469**	$ 198,606

Note 11. DEBT

The following table provides a breakdown of the Company's debt as of June 30, 2023 and December 31, 2022 is presented below:

	June 30, 2023	December 31, 2022
Promissory note	**$ 2,649,933**	$ 2,913,788
Other debt	**-**	815
Total debt	**$ 2,649,933**	$ 2,914,603
Current portion of long-term debt	**(552,001)**	(536,542)
Long-term debt	**$ 2,097,932**	$ 2,378,061

Note 12. STOCKHOLDERS' EQUITY

Series E Convertible Preferred Stock

On August 18, 2022, the Company entered into a Securities Purchase Agreement ("Series E Preferred Stock") pursuant to which the Company sold and issued 14,722 shares of its Series E Redeemable Convertible Preferred Stock to institutional investors for $1,000 per share or an aggregate subscription of $13.25 million. The number of shares issued to each participant is based on subscription amount multiplied by conversion rate of 1.1111. The Company also incurred offering costs of approximately $410,000, which covers legal and consulting fee.
The HCMC Series E Preferred Stock has voting rights on as converted basis at the Company's next stockholders' meeting. However, as long as any shares of HCMC Series E Preferred Stock are outstanding, the Company shall not, without the affirmative vote of the holders of a majority of the then outstanding shares of the HCMC Series E Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the HCMC Series E Preferred Stock or alter or amend the Certificate of Designation, (b) increase the number of authorized shares of HCMC Series E Preferred Stock, or (c) enter into any agreement with respect to any of the foregoing. Each share of Series E Preferred Stock shall be convertible, at any time and from time to time at the option of the Holder thereof, into that number of shares of Common Stock (subject to the beneficial ownership limitations). The initial conversion price for the HCMC Series E Preferred Stock shall equal $0.0001.
Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary that is not a Fundamental Transaction (as defined in the Certificate of Designation), the holders of HCMC Series E Preferred Stock shall be entitled to receive out of the assets, whether capital or surplus, of the Company an amount equal to $1,000 per share of Series E Preferred Stock.

Unless earlier converted or extended as set forth below, a holder may require the redemption of all or a portion of the stated value of the HCMC Series E Preferred Stock either (1) six months after closing or (2) the time at which the balance is due and payable upon an event of default.

On March 1, 2023, the Company entered into a First Amendment to HCMC Series E Preferred Stock with each purchaser ("Purchaser") identified as those who participated in the HCMC Series E Preferred Stock, dated as of August 18, 2022. The parties amended the HCMC Preferred Stock related to the conversion payment whereby upon conversion of the Series E Preferred Stock prior to the record date for the Spin-Off, the Company will pay the Purchaser ten percent (10%) of the stated value of the Series E Preferred Stock converted. The record date was May 1, 2023.

On May 15^{th}, the Company and the Purchaser entered into the Second Amendment to the Securities Purchase Agreement, pursuant to which the Company agreed to extend the time period for the Conversion Payment eligibility to December 1, 2023. The Company filed an amendment to the Certificate of Designation to make the redemption price of the Preferred Stock (the "Redemption Price") equal the Stated Value regardless of the date on which it is redeemed. Prior to this amendment, the Redemption Price was discounted by 1% for each month after the seven-month anniversary of the Issue Date that the Purchaser elected not to redeem.

For the three months ended June 30, 2023, 9,150,000,000 shares of common stock were issued as a result of the Series E preferred stock conversion. 10,637 shares of Series E preferred stock were redeemed and approximately $10,615,000 was paid for the redemptions.

As of June 30, 2023, 15,850,000,000 shares of common stock were issued as a result of the Series E preferred stock conversion. 11,193 shares of Series E preferred stock was redeemed and approximately $11,170,000 was paid for redemption.

Pursuant to the Securities Purchase Agreement, purchasers of the Series E Convertible Preferred Stock will also be required to purchase Series A Convertible Preferred Stock of Healthy Choice Wellness Corp. ("HCWC") in the same subscription amounts that the Purchasers paid for the HCMC Series E Preferred Stock. HCWC is the HCMC subsidiary that will be spun off to HCMC's stockholders in connection with the spin off of HCMC's grocery and wellness businesses.

Stock Options and Restricted Stock

During the six months ended June 30, 2023 and 2022, no stock options of the Company were exercised into common stock.

On April 23, 2023, the Board of Directors (the "Board") of HCMC approved the Second Amendment to the 2015 Equity Incentive Plan (the "Amended Plan"). The Amended Plan increased the number of shares of HCMC common stock authorized for issuance under the Amended Plan to 225,000,000,000 shares.

On April 23, 2023, HCMC's board of directors has approved the issuance of approximately an additional 107,675,000,000 shares of restricted common stock to the employees and executive officers of HCMC. Each grant of restricted common stock will commence vesting of 12.5% of the award on February 1, 2024 and will vest in 12.5% increments on the last day of each calendar quarter thereafter through September 30, 2025. All shares of restricted common stock related to the April 23, 2023 issuance remain unvested as of June 30, 2023.

During the three months ended June 30, 2023 and 2022, the Company recognized stock-based compensation of approximately $1,127,000 and $0, respectively in connection with amortization of restricted stock and stock options. During the six months ended June 30, 2023 and 2022, the Company recognized stock-based compensation of approximately $1,177,000 and $0, respectively. Stock based compensation is included as part of selling, general and administrative expense in the accompanying unaudited condensed consolidated statements of operations.

Income (Loss) Per Share

The following table summarizes the Company's securities, in common share equivalents, which have been excluded from the calculation of dilutive loss per share as their effect would be anti-dilutive:

	As of June 30,	
	2023	2022
Preferred stock	**20,694,000,000**	1,250,000,000
Stock options	**67,587,000,000**	67,587,000,000
Restricted stock	**5,500,000,000**	-
Total	**93,781,000,000**	68,837,000,000

The difference between our common shares outstanding as of June 30, 2023 of 463,266,632,384, and the weighted average number of common shares outstanding in our basic and diluted net loss per share is the exclusion of 107,675,000,000 shares of restricted common stock outstanding which are unvested as of June 30, 2023. There are no other reconciling items except for differences resulting from computing share issuances on a weighted average basis.

Note 13. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

Two lawsuits were filed against the Company and its subsidiaries in connection with alleged claimed battery defects for an electronic cigarette device. Plaintiffs claim these batteries were sold by a store of the Company's subsidiary and have sued for an undetermined amount of damages (other than a total of $0.4 million of medical costs). The initial complaints were filed between January 2019 and April 2019. We responded to the complaints in 2019 and we exchanged additional support information with the plaintiff for one of the lawsuits in 2021. Given the lack of information presented by the plaintiffs to date, the Company is unable to predict the outcome of these matters and, at this time, cannot reasonably estimate the possible loss or range of loss with respect to these legal proceedings.

On November 30, 2020, the Company filed a patent infringement lawsuit against Philip Morris USA, Inc. and Philip Morris Products S.A. in the U.S. District Court for the Northern District of Georgia. The lawsuit alleges infringement on HCMC-owned patent(s) by the Philip Morris product known and marketed as "IQOS®". Philip Morris claims that it is currently approaching 14 million users of its IQOS® product and has reportedly invested over $3 billion in their smokeless tobacco products. On December 3, 2021, the District Court for the Northern District of Georgia effectively dismissed HCMC's patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. On December 14, 2021, the Company filed a notice of appeal of the District Court for the Northern District of Georgia's dismissal of the Company's patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. The appeal brief was filed on February 28, 2022.

On December 3, 2021, the District Court for the Northern District of Georgia effectively dismissed HCMC's patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. In connection with such dismissal, the defendants sought to recover attorney's fees from the Plaintiff. On February 22, 2022, the District Court for the Northern District of Georgia granted the defendant's an award of approximately $575,000 in attorneys' fees to be paid by the Company. The Company has fully provisioned this amount as of December 31, 2022. HCMC appealed this ruling on June 22, 2022.

On April 12, 2023, the U.S. Court of Appeals for the Federal Circuit ruled in favor of HCMC on two separate appeals it had filed in its patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. pending in the district court for the Northern District of Georgia.

In the first appeal, HCMC appealed the ruling of the District Court dismissing HCMC's patent infringement action and denying HCMC's motion to amend its pleading. In the second appeal, HCMC appealed the District Court's award of attorneys' fees to Philip Morris. In its decisions, the Federal Circuit ruled for HCMC by reversing both of those decisions and remanded the case back to the District Court for further proceedings. As a result of the ruling, the Company reversed the $575,000 which was previously fully provisioned during the three months ended March 31, 2023.

From time to time the Company is involved in legal proceedings arising in the ordinary course of our business. We believe that there is no other litigation pending that is likely to have, individually or in the aggregate, a material adverse effect on our financial condition or results of operations as of June 30, 2023. With respect to legal costs, we record such costs as incurred.

Note 14. SUBSEQUENT EVENTS

On July 7, 2023, the Company entered into a patent licensing agreement for one of its patents in the vape segment. The Company as the licensor, grants to licensee during the term a non-exclusive right and license under the Licensed Patents to make, use, offer to sell, sell, and import licensed products in the territory of the United States of America. The licensee will pay to the licensor a royalty based on net sales of all licensed products in the territory during the term of the agreement. Either party can cancel the agreement with 60-days written notice.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF CONDENSED CONSOLIDATED OPERATIONS

The following discussion and analysis should be read in conjunction with our unaudited interim condensed consolidated financial statements and related notes appearing elsewhere in this report on Form 10-Q. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties, and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements. The terms "we," "us," "our," and the "Company" refer to Healthier Choices Management Corp. and its wholly-owned subsidiaries, Healthy Choice Markets, Inc., Healthy Choice Markets 2, LLC ("Paradise Health and Nutrition"), Healthy Choice Markets 3, LLC ("Mother Earth's Storehouse"), Healthy Choices Markets 3 Real Estate LLC, Healthy Choice Markets IV, LLC ("Green's Natural Foods"), HCMC Intellectual Property Holdings, LLC, Healthy Choice Wellness, LLC, The Vitamin Store, LLC, Healthy U Wholesale, Inc., and The Vape Store, Inc. ("Vape Store") . All intercompany accounts and transactions have been eliminated in consolidation.

Company Overview

Healthier Choices Management Corp. is a holding company focused on providing consumers with healthier daily choices with respect to nutrition and other lifestyle alternatives.
Through its wholly owned subsidiary HCMC Intellectual Property Holdings, LLC, the Company manages and intends to expand on its intellectual property portfolio.
Through its wholly owned subsidiaries, Healthy Choice Markets, Inc., Healthy Choice Markets 2, LLC, and Healthy Choice Markets 3, LLC, and Healthy Choice Markets IV, LLC respectively, the Company operates:

- Ada's Natural Market, a natural and organic grocery store offering fresh produce, bulk foods, vitamins and supplements, packaged groceries, meat and seafood, deli, baked goods, dairy products, frozen foods, health & beauty products and natural household items.

- Paradise Health & Nutrition's three stores that likewise offer fresh produce, bulk foods, vitamins and supplements, packaged groceries, meat and seafood, deli, baked goods, dairy products, frozen foods, health & beauty products and natural household items.

- Mother Earth's Storehouse, a two store organic and health food and vitamin chain in New York's Hudson Valley, which has been in existence for over 40 years.

- Green's Natural Foods' eight stores in New York and New Jersey, offering a selection of 100% organic produce and all-natural, non-GMO groceries & bulk foods; a wide selection of local products; an organic juice and smoothie bar; a fresh foods department, which offers fresh and healthy "grab & go" foods; a full selection of vitamins & supplements; as well as health and beauty products (www.Greensnaturalfoods.com).

Through its wholly owned subsidiary, Healthy Choice Wellness, LLC, the Company has licensing agreements for Healthy Choice Wellness Centers at the Casbah Spa and Salon in Fort Lauderdale, FL, and Boston Direct Health in Boston, MA. These centers offer multiple IV drip "cocktails" for clients to choose from that are designed to help boost immunity, fight fatigue and stress, reduce inflammation, enhance weight loss, and efficiently deliver antioxidants and anti-aging mixes. Additionally, there are cocktails for health, beauty, and re-hydration. (www.HealthyChoiceWellness.com).

Through its wholly owned subsidiary, Healthy U Wholesale Inc., the Company sells vitamins and supplements, as well as health, beauty and personal care products on its website www.TheVitaminStore.com.
Additionally, the Company markets its patented Q-Unit™ and Q-Cup® technology. Information on these products and the technology is available on the Company's website at www.theQcup.com.

Liquidity

The unaudited condensed consolidated financial statements included elsewhere in this Form 10-Q have been prepared in conformity with GAAP, which contemplate continuation of the Company as a going concern and realization of assets and satisfaction of liabilities in the normal course of business and do not include any adjustments that might result from the outcome of any uncertainties related to our going concern assessment. The carrying amounts of assets and liabilities presented in the financial statements do not necessarily purport to represent realizable or settlement values. The unaudited consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

The Company incurred a loss from operations of approximately $5.2 million for the six months ended June 30, 2023. As of June 30, 2023, cash totaled approximately $8.5 million. The Company believes current cash on hand is sufficient to meet its obligations and capital requirements for at least the next twelve months from the date of filing. In the past, the Company financed its operations primarily through issuances of common stock and convertible preferred stock. However, we have no commitments to obtain such additional financing, and there can be no assurance that the Company will be able to raise the necessary funds to fund its operations.

Factors Affecting Our Performance

We believe the following factors affect our performance:

Retail: We believe the operating performance of our retail stores will affect our revenue and financial performance. The Company has four natural and organic groceries and dietary supplement stores located in Florida, as well as ten located in New York and New Jersey. The Company has closed retail vape stores, as management has shifted its retail sales focus to the wholesale and online channel. The adverse industry trends and increasing federal and state regulations that, if implemented, may negatively impact future wholesale and online operations in vapor segment.

Increased Competition: Food retail is a large and competitive industry. Our competition varies and includes national, regional, and local conventional supermarkets, national superstores, alternative food retailers, natural foods stores, smaller specialty stores, and farmers' markets. In addition, we compete with restaurants and other dining options in the food-at-home and food-away-from-home markets. The opening and closing of competitive stores, as well as restaurants and other dining options, in regions where we operate will affect our results. In addition, changing consumer preferences with respect to food choices and to dining out or at home can impact us. We also expect increased product supply and downward pressure on prices to continue and impact our operating results in the future.

Results of Operations

The following table sets forth our unaudited condensed consolidated Statements of Operations for the three months ended June 30, 2023 and 2022 that is used in the following discussions of our results of operations:

	Three Months Ended June 30,		2023 to 2022
	2023	2022	Change $
SALES			
Vapor sales, net	**$ -**	$ 5,997	$ (5,997)
Grocery sales, net	**13,574,896**	6,126,063	7,448,833
TOTAL SALES, NET	**13,574,896**	6,132,060	7,442,836
Cost of sales vapor	**-**	562	(562)
Cost of sales grocery	**8,493,213**	3,800,625	4,692,588
GROSS PROFIT	**5,081,683**	2,330,873	2,750,810
OPERATING EXPENSES			
Selling, general and administrative	**8,261,343**	3,699,273	4,562,070
LOSS FROM OPERATIONS	**(3,179,660)**	(1,368,400)	(1,811,260)
OTHER INCOME (EXPENSE)			
(Loss) gain on investment	**(3,943)**	1,800	(5,743)
Change in contingent consideration	**425,000**	-	425,000
Other income, net	**4,600**	6,175	(1,575)
Interest income	**101,248**	14,910	86,338
Total other income (expense), net	**526,905**	22,885	504,020
NET LOSS	**$ (2,652,755)**	$ (1,345,515)	$ (1,307,240)

The decrease in net vapor sales is primarily due to closing all retail vape stores in the second quarter of 2022, as management has shifted its retail sales focus to the wholesale and online channel. The sales for the three months ended June 30, 2023, were significantly impacted by technical issues associated with the processing of credit card payments. Management is continuing to work with the third-party provider to address the matter.

Net grocery sales increased $7.4 million to $13.6 million for the three months ended June 30, 2023 as compared to $6.1 million for the same period in 2022. The $7.4 million increase in grocery sales was primarily due to the acquisition of Green's Natural Foods.

Vapor cost of goods sold for the three months ended June 30, 2023 and 2022 were $- thousand and $1.0 thousand, respectively, a decrease of $1.0 thousand. The decrease is primarily due to closing retail vape stores, as management has shifted its retail sales focus to the wholesale and online channel. Gross (loss) profit was $- thousand and $5.0 thousand for three months ended June 30, 2023 and 2022, respectively.

Grocery cost of goods sold for the three months ended June 30, 2023 and 2022 were $8.5 million and $3.8 million, respectively. The increase of $4.7 million is primarily due to the acquisition of Green's Natural Foods stores. Gross profit was $5.1 million and $2.3 million for the three months ended June 30, 2023 and 2022, respectively. Gross margin as a percentage of sales decreased approximately 1% as compared to the same period in prior year as a result of increased inventory shrink and inventory reserve.

Total operating expenses increased approximately $4.6 million to $8.3 million for the three months ended June 30, 2023 compared to $3.7 million for the same period in 2022. The increase is due to the acquisition of Green's Natural Foods stores of $3.1 million, and increases in professional fees of $0.2 million, payroll and benefit expense of $0.1 million, and stock compensation expense of $1.1 million.

Total net other income increased $504,000 to $527,000 for the three months ended June 30, 2023 compared to $23,000 for the same period in 2022. The increase in net other income is mainly attributable to increase in interest income as a result of an increase in interest rates, and change in contingent liability.

The following table sets forth our unaudited consolidated Statements of Operations for the six months ended June 30, 2023 and 2022 that is used in the following discussions of our results of operations:

	Six Months Ended June 30,		2023 to 2022
	2023	2022	Change $
SALES			
Vapor sales, net	**$ 38**	$ 255,560	$ (255,522)
Grocery sales, net	**27,134,602**	10,925,053	16,209,549
TOTAL SALES, NET	**27,134,640**	11,180,613	15,954,027
Cost of sales vapor	**653**	112,246	(111,593)
Cost of sales grocery	**17,137,913**	6,764,980	10,372,933
GROSS PROFIT	**9,996,074**	4,303,387	5,692,687
OPERATING EXPENSES			
Selling, general and administrative	**15,158,780**	7,026,693	8,132,087
LOSS FROM OPERATIONS	**(5,162,706)**	(2,723,306)	(2,439,400)
OTHER INCOME (EXPENSE)			
Gain (loss) on investment	**(8,400)**	5,314	(13,714)
Change in contingent consideration	**402,900**	-	402,900
Other income	**9,250**	23,049	(13,799)
Interest income (expense), net	**198,900**	31,513	167,387
Total other income (expense), net	**602,650**	59,876	542,774
NET LOSS	**$ (4,560,056)**	$ (2,663,430)	$ (1,896,626)

Net vapor sales decreased $0.3 million to $- million for the six months ended June 30, 2023 as compared to $0.3 million for the same period in 2022. The decrease in sales is primarily due to closing the remaining retail vape stores during the six months ended June 30, 2022, as management has shifted its retail sales focus to the wholesale and online channel. The sales for the six months ended June 30, 2023 were significantly impacted by technical issues associated with the processing of credit card payments. Management is continuing to work with the third-party provider to address the matter.

Net Grocery sales increased $16.2 million to $27.1 million for the six months ended June 30, 2023 as compared to $10.9 million for the same period in 2022. The increase in sales is primarily due to acquisition of Green's Natural Foods in October 2022.

Vapor cost of goods sold for the six months ended June 30, 2023 and 2022 were $1.0 thousand and $0.1 million, respectively, a decrease of $0.1 million. The decrease is primarily due to closing retail stores during calendar year 2022. Gross (loss) profit was $(1.0) thousand and $0.1 million for the six months ended June 30, 2023 and 2022, respectively. Closing retail vape stores will allow the Company focus on developing wholesale business and online platform.

Grocery cost of goods sold for the six months ended June 30, 2023 and 2022 were $17.1 million and $6.8 million, respectively, an increase of $10.4 million. The increase is primarily due to the acquisition of Green's Natural Foods in October 2022. Gross profit was $10.0 million and $4.2 million for the six months ended June 30, 2023 and 2022, respectively.

Total operating expenses increased $8.1 million to $15.2 million for the six months ended June 30, 2023 compared to $7.0 million for the same period in 2022. The increase of $6.1 million is due to Green's Natural Foods acquisition. The remaining increase is primarily attributable to increases in the professional fees of $0.3 million, payroll and employee related cost of $0.4 million, occupancy of $0.1 million, and an increase in stock compensation of $1.2 million.

Net other income of $0.6 million for the six months ended June 30, 2023 includes a loss on investment of $8,000, change in contingent consideration of $403,000, other income of $9,000, and an interest income of $199,000. Net other income of $0.1 million for the six months ended June 30, 2022 includes a gain on investment of $5,000, other income of $23,000, and interest income of $32,000.

Liquidity and Capital Resources

	Six Months Ended June 30,	
	2023	2022
Net cash (used in) provided by		
Operating activities	**$ (3,658,415)**	$ (1,870,884)
Investing activities	**(115,099)**	(5,336,011)
Financing activities	**(11,806,463)**	33,911
	$ (15,579,977)	$ (7,172,984)

Our net cash used in operating activities of approximately $3.7 million for the six months ended June 30, 2023 resulted from a net loss of $4.6 million, offset by a non-cash adjustment of $3.5 million and a net cash usage of $2.6 million from changes in operating assets and liabilities. Our net cash used in operating activities of $1.9 million for the six months ended June 30, 2022 resulted from a net loss of $2.7 million and a net cash usage of $0.1 million from changes in operating assets and liabilities, offset by a non-cash adjustment of $0.9 million.

The net cash used in investing activities of $0.1 million for the six months ended June 30, 2023 resulted from collection on a note receivable and purchases of property and equipment. The net cash used in investing activities of $5,336,000 for the six months ended June 30, 2022 resulted from the acquisition of Mother Earth's Storehouse, collection of a note receivable, and purchases of property and equipment.

The net cash used in financing activities of $11.8 million for the six months ended June 30, 2023 is due to Series E Preferred Stock redemption and exercise, payment for deferred offering cost related with spin off, and principle payment on loan payable. The net cash provided by financing activities of $34,000 for the six months ended June 30, 2022 is due to proceeds received from the line of credit.

At June 30, 2023 and December 31, 2022, we did not have any material financial guarantees or other contractual commitments with vendors that are reasonably likely to have an adverse effect on liquidity.

Our cash balances are kept liquid to support our growing acquisition and infrastructure needs for operational expansion. Most of our cash is concentrated in one financial institution and is generally in excess of the FDIC insurance limit. The Company has not experienced any losses on its cash. The following table presents the Company's cash position as of June 30, 2023 and December 31, 2022.

	June 30, 2023	December 31, 2022
Cash	**$ 8,481,915**	$ 22,911,892
Total assets	**$ 39,338,975**	$ 55,255,030
Percentage of total assets	**21.56%**	41.47%

The Company reported a net loss of $4.6 million for the six months ended June 30, 2023. The Company also had positive working capital of $6.3 million. The Company expects to continue incurring losses for the foreseeable future, but we do not believe there are any substantial doubts about the Company's ability to continue as a going concern. The Company believes current cash on hand is sufficient to meet its obligations and capital requirements for at least the next twelve months from the date of filing. In the past, the Company financed its operations primarily through issuances of common stock and convertible preferred stock. However, we have no commitments to obtain such additional financing, and there can be no assurance that the Company will be able to raise the necessary funds to fund its operations.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Critical Accounting Policies and Estimates

Our management's discussion and analysis of financial condition and results of operations is based on our unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. The preparation of these condensed consolidated financial statements requires us to exercise considerable judgment with respect to establishing sound accounting policies and in making estimates and assumptions that affect the reported amounts of our assets and liabilities, our recognition of revenues and expenses, and disclosure of commitments and contingencies at the date of the condensed consolidated financial statements.

We base our estimates on our historical experience, knowledge of our business and industry, current and expected economic conditions, the attributes of our products, the regulatory environment, and in certain cases, the results of outside appraisals. We periodically re-evaluate our estimates and assumptions with respect to these judgments and modify our approach when circumstances indicate that modifications are necessary. These estimates and assumptions form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

While we believe that the factors we evaluate provide us with a meaningful basis for establishing and applying sound accounting policies, we cannot guarantee that the results will always be accurate. Since the determination of these estimates requires the exercise of judgment, actual results could differ from such estimates.

There have been no material changes to the Company's critical accounting policies and estimates as compared to the critical accounting policies and estimates described in the 2022 Annual Report, which we believe are the most critical to our business and the understanding of our results of operations and affect the more significant judgments and estimates that we use in the preparation of our condensed consolidated financial statements.

Seasonality

We do not consider our business to be seasonal.

Cautionary Note Regarding Forward-Looking Statements

This report includes forward-looking statements including statements regarding retail expansion, the future demand for our products, the transition to vaporizer and other products, competition, the adequacy of our cash resources and our authorized Common Stock, and our continued ability to raise capital.

The words "believe," "may," "estimate," "continue," "anticipate," "intend," "should," "plan," "could," "target," "potential," "is likely," "will," "expect" and similar expressions, as they relate to us, are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs.

The results anticipated by any or all of these forward-looking statements might not occur. Important factors that could cause actual results to differ from those in the forward-looking statements include our future common stock price, the timing of future Series D preferred stock exercises and stock sales, customer acceptance of our products, and proposed federal and state regulation. We undertake no obligation to publicly update or revise any forward-looking statements, whether as the result of new information, future events or otherwise.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable to smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES

We are required to report under Section 404(a) of Sarbanes-Oxley regarding the effectiveness of our internal control over financial reporting.

Evaluation of Disclosure Controls and Procedures

Our management, including our Principal Executive Officer and Principal Financial Officer, did not carry out an evaluation on internal controls as of June 30, 2023 in regard to the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, or the Exchange Act. As an evaluation was not carried out, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were ineffective as of the end of the period covered by this report.

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, the Company evaluated the effectiveness of the design and operation of its internal control over financial reporting based on the framework established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's internal control over financial reporting was ineffective as of June 30, 2023 and noted the material weaknesses as follows:

- Failure to have properly documented and designed disclosure controls and procedures and testing of the operating effectiveness of our internal control over financial reporting.

- Failure to perform periodic and year-end inventory observations in a timely manner and adequate controls to sufficiently perform required rollback procedures of inventory counts to the year-end.

- Weakness around our purchase orders and inventory procedures, inclusive of year-end physical inventory observation procedures as well as physical count procedures.

- Segregation of duties due to lack of personnel.

- Information technology general controls (ITGCs) were not designed effectively to ensure that appropriate access security controls, change management and data center and network operations ITGCs were in place.

Our management concluded that considering internal control deficiencies that, in the aggregate, rise to the level of material weaknesses, we did not maintain effective internal control over financial reporting as of June 30, 2023 based on the criteria set forth in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

Planned Remediation

Management continues to work to improve its controls related to our material weaknesses listed above. In order to achieve the timely implementation of the controls over the above-mentioned weaknesses, management has commenced the following actions and will continue to assess additional opportunities for remediation on an ongoing basis:

- Continuing to increase headcount across the Company, with a particular focus on hiring individuals with strong internal control backgrounds and inventory expertise.

- Increasing its focus on the Company's purchase order process in order to better manage inventory thereby improving cash management and ultimately leading to more reliable and precise financial reporting. The Company implemented an open to buy program by comparing purchases with sales to better control overall inventory purchases.

- Using business intelligence to combine business analytics, data tools and infrastructure to help the Company quickly identify the issues in POS system and facilitate internal control over financial reporting.

- Establishing policies and procedures in the IT area to mitigate data breach, unauthorized access, and address segregation of duties.

We are currently working to improve and simplify our internal processes and implement enhanced controls, as discussed above, to address the material weaknesses in our internal control over financial reporting and to remedy the ineffectiveness of our disclosure controls and procedures. These material weaknesses will not be considered to be remediated until the applicable remediated controls are operating for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively.

Changes in Internal Controls over Financing Reporting

Except as detailed above, during the quarter ended June 30, 2023, there were no significant changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

Two lawsuits were filed against the Company and its subsidiaries in connection with alleged claimed battery defects for an electronic cigarette device. Plaintiffs claim these batteries were sold by a store of the Company's subsidiary and have sued for an undetermined amount of damages (other than a total of $0.4 million of medical costs). The initial complaints were filed between January 2019 and April 2019. We responded to the complaints in 2019 and we exchanged additional support information with the plaintiff for one of the lawsuits in 2021. Given the lack of information presented by the plaintiffs to date, the Company is unable to predict the outcome of these matters and, at this time, cannot reasonably estimate the possible loss or range of loss with respect to these legal proceedings.

On November 30, 2020, the Company filed a patent infringement lawsuit against Philip Morris USA, Inc. and Philip Morris Products S.A. in the U.S. District Court for the Northern District of Georgia. The lawsuit alleges infringement on HCMC-owned patent(s) by the Philip Morris product known and marketed as "IQOS®". Philip Morris claims that it is currently approaching 14 million users of its IQOS® product and has reportedly invested over $3 billion in their smokeless tobacco products. On December 3, 2021, the District Court for the Northern District of Georgia effectively dismissed HCMC's patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. On December 14, 2021, the Company filed a notice of appeal of the District Court for the Northern District of Georgia's dismissal of the Company's patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. The appeal brief was filed on February 28, 2022.

On December 3, 2021, the District Court for the Northern District of Georgia effectively dismissed HCMC's patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. In connection with such dismissal, the defendants sought to recover attorney's fees from the Plaintiff. On February 22, 2022, the District Court for the Northern District of Georgia granted the defendant's an award of approximately $575,000 in attorneys' fees to be paid by the Company. HCMC appealed this ruling on June 22, 2022.

On April 12, 2023, the U.S. Court of Appeals for the Federal Circuit ruled in favor of HCMC on two separate appeals it had filed in its patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. pending in the district court for the Northern District of Georgia.

In the first appeal, HCMC appealed the ruling of the District Court dismissing HCMC's patent infringement action and denying HCMC's motion to amend its pleading. In the second appeal, HCMC appealed the District Court's award of attorneys' fees to Philip Morris. In its decisions, the Federal Circuit ruled for HCMC by reversing both of those decisions and remanded the case back to the District Court for further proceedings.

From time to time the Company is involved in legal proceedings arising in the ordinary course of our business. We believe that there is no other litigation pending that is likely to have, individually or in the aggregate, a material adverse effect on our financial condition or results of operations as of June 30, 2023. With respect to legal costs, we record such costs as incurred.

ITEM 1A. RISK FACTORS.

Not Applicable.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not Applicable.

ITEM 5. OTHER INFORMATION.

Not Applicable.

ITEM 6. EXHIBITS.

See the exhibits listed in the accompanying "Index to Exhibits."

INDEX TO EXHIBITS

Exhibit No.	Exhibit Description	Incorporated by Reference			Filed or Furnished Herewith
		Form	Date	Number	
31.1	Certification of Principal Executive Officer (302)				Filed
31.2	Certification of Principal Financial Officer (302)				Filed
32.1	Certification of Principal Executive Officer (906)				Furnished *
32.2	Certification of Principal Financial Officer (906)				Furnished *
101.INS	XBRL Instance Document				Filed
101.SCH	XBRL Taxonomy Extension Schema Document				Filed
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document				Filed
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				Filed
101.LAB	XBRL Taxonomy Extension Label Linkbase Document				Filed
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document				Filed
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)				Filed

* This exhibit is being furnished rather than filed and shall not be deemed incorporated by reference into any filing, in accordance with Item 601 of Regulation S-K.

SIGNATURES

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

	HEALTHIER CHOICES MANAGEMENT CORP.
Date: July 24, 2023	By: *_/s/ Jeffrey Holman_* Jeffrey Holman Chief Executive Officer
Date: July 24, 2023	By: *_/s/ John Ollet_* John Ollet Chief Financial Officer

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Jeffrey Holman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Healthier Choices Management Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 24, 2023

/s/ Jeffrey Holman
Jeffrey Holman
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, John Ollet, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Healthier Choices Management Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 24, 2023

/s/ John Ollet
John Ollet
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Healthier Choices Management Corp. (the "Company") on Form 10-Q for the quarter ending June 30, 2023, as filed with the Securities and Exchange Commission on the date hereof, I, Jeffrey Holman, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The quarterly report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and

2. The information contained in the quarterly report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 24, 2023

/s/ Jeffrey Holman
Jeffrey Holman
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Healthier Choices Management Corp. (the "Company") on Form 10-Q for the quarter ending June 30, 2023, as filed with the Securities and Exchange Commission on the date hereof, I, John Ollet, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The quarterly report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and

2. The information contained in the quarterly report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 24, 2023

/s/ John Ollet
John Ollet
Chief Financial Officer
(Principal Financial Officer)