

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM 8-K**

CURRENT REPORT

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

Date of Report (Date of earliest event reported): May 4, 2021 (May 4, 2021)

**TERRA TECH CORP.**

(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>000-54258</u> (Commission File Number)	<u>26-3062661</u> (IRS Employer Identification No.)
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**3242 S. Halladay St., Suite 202**  
**Santa Ana, CA 92705**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(888) 909-5564**

(Former name or former address, if changed since last report)

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

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered

Indicate by check mark whether the registrant is an emerging growth company as defined in in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by checkmark 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.

**Item 7.01 Regulation FD Disclosure**

Francis Knuettel II, Chief Executive Officer of Terra Tech Corp. (the “Company”), will meet with investors at A.G.P.’s Spring Virtual Consumer Cannabis Conference on Tuesday, May 4, 2021. A copy of the slides to be used by the Company at the investor meetings is attached to this report as Exhibit 99.1. The slides set forth in Exhibit 99.1 are incorporated herein by reference.

The information contained in this Item 7.01, and in Exhibit 99.1, referenced herein is being furnished and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any registration statement or other filing under the Securities Act of 1933, as amended, unless the Company expressly so incorporates such information by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

[99.1](#) [Slides from May 4, 2021 investor presentation](#)

**SIGNATURES**

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

**TERRA TECH CORP.**

Date: May 4, 2021

By: /s/ Francis Knuettel II  
Francis Knuettel II  
President and Chief Executive Officer



**Terra Tech Corp.  
(OTCQX: TRTC)**

**Investor Presentation  
May 2021**

## Safe Harbor

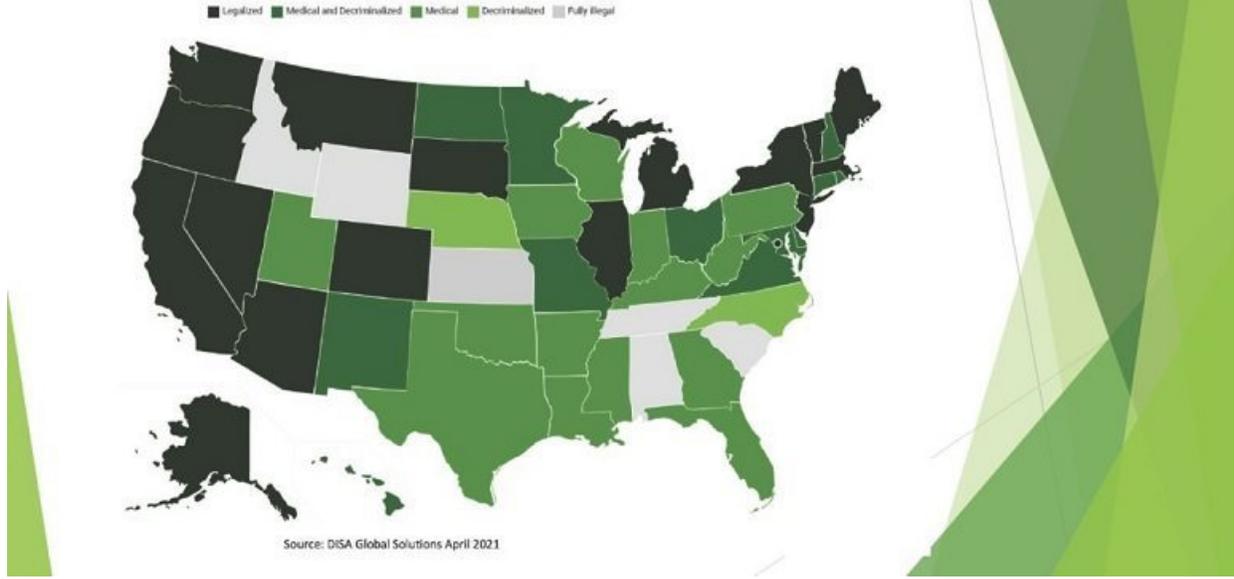
*Statements in this presentation may be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "anticipate", "believe", "estimate", "expect", "intend", and similar expressions, as they relate to the Company or its management, identify forward-looking statements. These statements are based on current expectations, estimates, and projections about the Company's business, based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties, and assumptions that are difficult to predict. Therefore, actual outcomes and results may, and probably will, differ materially from what is expressed or forecasted in such forward-looking statements due to numerous factors, including those described above and those risks discussed from time to time in Terra Tech Corp.'s filings with the Securities and Exchange Commission. In addition, such statements could be affected by a wide variety of risks and uncertainties related to our operations, general industry and market conditions and growth rates and general economic conditions. Any forward-looking statements speak only as of the date on which they are made, and the Company does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this presentation. Information on Terra Tech Corp.'s website does not constitute a part of this presentation.*

*The information provided in this presentation is not intended to and shall not be construed as an offer to sell or a solicitation of an offer to buy any securities of Tera Tech Corp. Offers to purchase our securities in a financing transaction, if and when made, will be made solely to a limited number of accredited investors in a private placement exempt from the registration requirements under the Securities Act of 1933, as amended.*

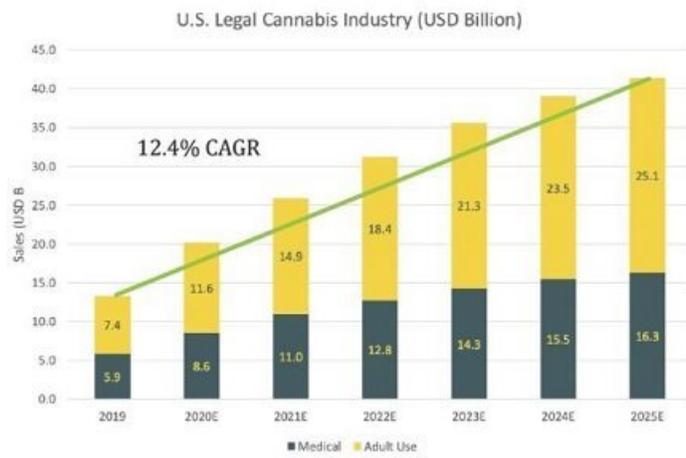
# Cannabis Market Overview



# Cannabis Legality by State



## US Legal Cannabis Industry (USD Billions)



Source: New Frontier Data, company estimates January 2021

**Terra Tech (TRTC)  
Operations and  
Corporate  
Summary**



## **Terra Tech Snapshot**

- **Vertically integrated MSO operating in CA, OR and NV**
- **Executed an agreement to acquire Unrivaed with expected close in June**
- **Greenfield opportunity in all three of these states with little national competition**
- **OTCQX listed with average daily volume of about 1.0M shares**
- **Strong balance sheet:**
  - **Prior asset sale receivables of approximately \$15M over the next 12 months**
  - **Restructured convertible debt in Q1 2021**
  - **Investment in Hydrofarm in 2018 - TRTC owns 593,000 shares of HYFM and a warrant to purchase 296,000 shares of HYFM**

## Operations in California

Company	Cultivation	Dispensaries	Distribution
Curaleaf	—	1	—
Acreage Holdings	—	—	—
Harvest Health	—	4	—
Green Thumb	—	3	—
Cresco Labs	2	—	2
TerrAscend	1	5	—
Trulieve	—	1	—

## Operations in Oregon

Company	Cultivation	Dispensaries	Distribution
Curaleaf	1	1	1
Acreage Holdings	1	4	1
Harvest Health	—	—	—
Green Thumb	—	—	—
Cresco Labs	—	—	—
TerrAscend	—	—	—
Trulieve	—	—	—

## Operations in Nevada

Company	Cultivation	Dispensaries	Distribution
Curaleaf	3	3	3
Acreage Holdings	—	—	—
Harvest Health	—	—	—
Green Thumb	1	13	3
Cresco Labs	—	—	—
TerrAscend	—	—	—
Trulieve	—	—	—

## Terra Tech Operations



*blüm*<sup>+</sup>

- Two dispensaries in the East Bay
- One existing cultivation in the East Bay and second cultivation in the East Bay near completion
- Dispensary, cultivation and manufacturing under development in Orange County
- Cultivation, processing and manufacturing joint venture in NV

## Unrivaled Operations



- Leading CA / OR brands
- One of the largest distribution networks in CA and OR with hubs in SoCal, NoCal and Portland
- Dispensary in Orange County and another under development in LA
- Launching DTC delivery in OR
- Korova licensed in AZ and OK

## Combined Operations



- **Five dispensaries in CA**
- **Three cultivation facilities in CA and one cultivation facility in NV**
- **Manufacturing and processing in all three states**
- **Distribution in two states and expanding to third state**
- **Brands owned in two states and expanding to third state**
- **Brands licensed in two other states, AZ and OK**
- **DTC delivery in OR and reviewing in CA and NV**

Product Brands

**KOROVA**  
**UNRIVALED.**

**STICKS**

  
C A B A N A

**LUX**

## Management Team



Frank Knuettel, CEO, was formerly Dir. of Advisory at Viridian Capital Advisors. He joined Viridian from One Cannabis Group, a leading cannabis dispensary franchisor sold to Item 9 Labs (INLB). Prior to OCG, Mr. Knuettel was CFO / CSO at MJardin, a cannabis cultivation and dispensary management company, where he led the company's IPO on the CSE, following which, Mr. Knuettel managed the merger with a Canadian cannabis cultivator. Mr. Knuettel held CFO and CEO positions at various technology companies where he had significant experience both building and restructuring businesses and in M&A and capital formation. Mr. Knuettel graduated from Tufts University with a BA and from The Wharton School with an MBA.



Uri Kenig, COO, has held roles in leading food, beverage, and retail firms. He was an operating partner at a New York private equity firm where he oversaw substantial growth of the firms' Burger King franchises. He also oversaw the formation and execution of a Maaco franchise roll out as well as a Massage Envy franchise rollout before its successful sale. Mr. Kenig also served in several senior leadership positions at Burger King Corporation, where he oversaw the revitalization of the company's Canadian operations and was responsible for a portfolio of over 1,200 franchises. Mr. Kenig holds a Bachelor of Science from UNLV, and also holds a Certificate of Leading from Harvard Business School.



Jeffrey Batliner, CFO, joined the Company in 2018 as Head Financial Reporting, where his responsibilities focused on SEC Reporting as well as Financial Planning and Analysis. Mr. Batliner was promoted to his current role as CFO in 2020. Prior to Terra Tech, Mr. Batliner served in various Financial Planning and Analysis roles spanning multiple industries including at Canon USA, Sage and Iteris, Inc. Mr. Batliner holds an MBA from Pepperdine University and a BA from California State Fullerton.

# **Terra Tech Financial Overview**



## **Financial Summary**

- **Expect combined TRTC / Unrivaled revenue based on existing assets of greater than \$70M on annual basis**
- **Building out cultivation in Oakland and dispensary, cultivation, genetics lab and manufacturing in Santa Ana, all of which we expect will contribute to considerable revenue growth in 2022**
- **Expect to generate positive EBITDA in Q3 2021**
- **Hydrofarm lockup lifts on June 9th and expect to begin monetizing, market permitting, to provide acquisition and buildout capital to further drive revenue and EBITDA growth**

## Quarterly Results Summary

Results of Operations	Q3 2019	Q4 2019	Q1 2020	Q2 2020	Q3 2020	Q4 2020
Revenues	\$5.5M	\$10.3M	\$4.3M	\$3.3M	\$3.1M	\$3.6M
Gross Profit	\$3.2M	\$3.3M	\$2.3M	\$1.4M	\$1.4M	\$1.5M
Operating Income	(\$5.4M)	(\$24.7M)	(\$11.8M)	(\$17.3M)	(\$13.9M)	\$2.1M
GAAP Net Income (Loss)	(\$8.8M)	(\$31.7M)	(\$17.3M)	(\$18.2M)	(\$18.2M)	\$23.6M
GAAP EPS	(\$0.08)	(\$0.23)	(\$0.11)	(\$0.10)	(\$0.09)	\$0.12
Balance Sheet Data	Q3 2019	Q4 2019	Q1 2020	Q2 2020	Q3 2020	Q4 2020
Cash	\$1.9M	\$1.2M	\$0.9M	\$0.7M	\$2.3M	\$0.9M
Total Debt	\$15.9M	\$17.6M	\$18.7M	\$18.8M	\$14.8M	\$14.6M

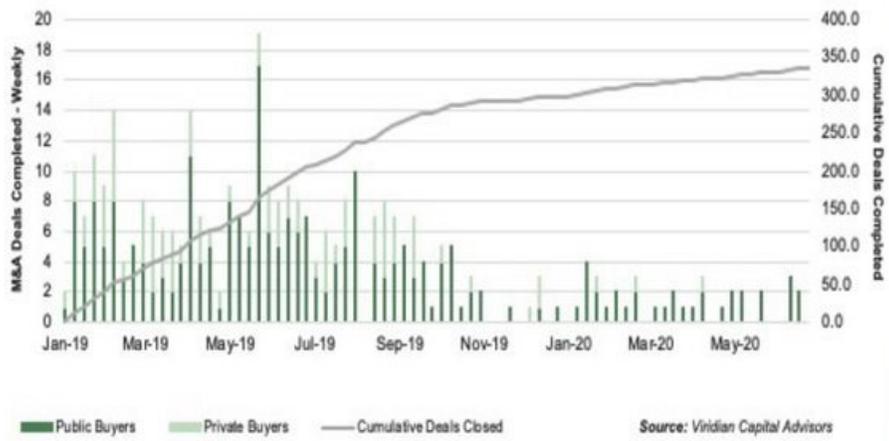
## **Terra Tech Strategy**

- **Build a deep, market leading operation in all aspects of the cannabis business in CA, OR and NV**
- **Complete existing development of our dispensary, cultivation, lab and manufacturing operations**
- **Expand our footprint in CA, OR and NV through:**
  - **Acquisitions of complementary businesses with focus on dispensaries and brands addressing product verticals with which we have little or no exposure**
  - **Review acquisition or organic development of DTC delivery in CA and NV after OR rollout**
- **Extend existing brand in NV and licenses in AZ and OK to other states and use as launch point to enter new markets**
- **Review additional states in which to acquire licenses or existing operations**

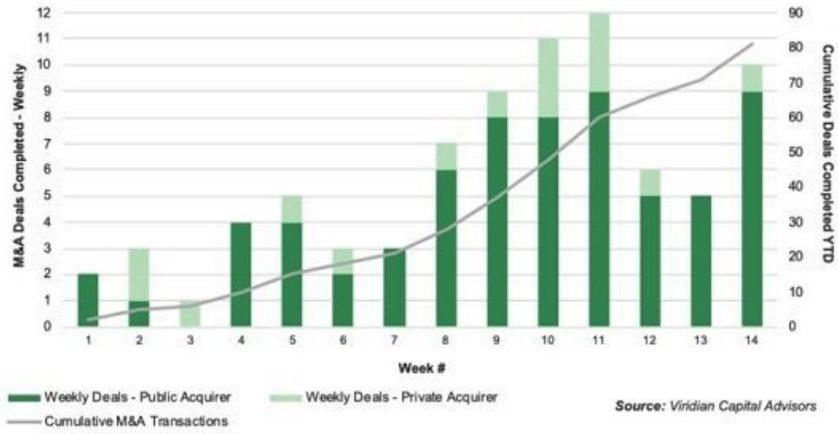
# Appendix



## 2019 / 2020:H1 M&A Activity



## 2021:YTD M&A Activity





**Frank Knuettel II**  
**Chief Executive Officer**  
**[fknuettel@terratechcorp.com](mailto:fknuettel@terratechcorp.com)**