

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

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended September 30, 2018

or

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

For the Transition Period From _____ to _____

Commission File Number: **000-54258**

TERRA TECH CORP.

(Exact Name of Registrant as Specified in its Charter)

NEVADA

(State or Other Jurisdiction of Incorporation or Organization)

26-3062661

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

**2040 Main Street, Suite 225
Irvine, California**

(Address of Principal Executive Offices)

92614

(Zip Code)

(855) 447-6967

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

As of November 5, 2018, there were 79,190,002 shares of common stock outstanding, 12 shares of Series A Preferred Stock, convertible at any time into 12 shares of common stock, 0 shares of Series B Preferred Stock, 1,140,833 shares of common stock issuable upon the exercise of all of our outstanding warrants and 886,884 shares of common stock issuable upon the exercise of all vested options.

TERRA TECH CORP.
INDEX TO FORM 10-Q FOR THE
QUARTERLY PERIOD ENDED SEPTEMBER 30, 2018

PART I — FINANCIAL INFORMATION

	<u>Page</u>
Item 1. Financial Statements	
Consolidated Balance Sheets as of September 30, 2018 (Unaudited) and December 31, 2017	3
Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2018 and 2017 (Unaudited)	4
Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2018 and 2017 (Unaudited)	5
Notes to Unaudited Consolidated Financial Statements	6
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	32
Company Overview	32
Results of Operations	35
Disclosure About Off-Balance Sheet Arrangements	37
Critical Accounting Policies and Estimates	37
Liquidity and Capital Resources	37
Item 3. Quantitative and Qualitative Disclosures About Market Risk	39
Item 4. Controls and Procedures	39

PART II — OTHER INFORMATION

Item 1. Legal Proceedings	42
Item 1A. Risk Factors	43
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	43
Item 3. Defaults Upon Senior Securities	43
Item 4. Mine Safety Disclosures	43
Item 5. Other Information	43
Item 6. Exhibits	44
Signatures	45

[Table of Contents](#)

**TERRA TECH CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS**

	September 30, 2018	December 31, 2017
	(Unaudited)	
ASSETS		
Current Assets:		
Cash	\$ 3,418,991	\$ 5,445,582
Accounts Receivable	890,123	959,698
Notes Receivable	-	5,010,143
Inventory	3,599,066	5,760,019
Assets Held for Sale	856,233	-
Prepaid Expenses and Other Current Assets	781,373	1,067,689
Total Current Assets	9,545,786	18,243,131
Property, Equipment and Leasehold Improvements, Net	36,888,848	19,191,616
Intangible Assets, Net	20,411,936	27,773,110
Goodwill	35,172,508	28,921,260
Other Assets	630,200	4,058,682
Other Investments	11,995,379	-
TOTAL ASSETS	\$ 114,644,657	\$ 98,187,799
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES:		
Current Liabilities:		
Accounts Payable and Accrued Expenses	\$ 5,492,742	\$ 5,444,710
Derivative Liabilities	2,222,000	9,331,400
Total Current Liabilities	7,714,742	14,776,110
Long-Term Liabilities:		
Long-Term Debt, Net of Discounts	13,828,345	6,609,398
Total Long-Term Liabilities	13,828,345	6,609,398
Total Liabilities	21,543,087	21,385,508
COMMITMENTS AND CONTINGENCIES (Note 15)		
STOCKHOLDERS' EQUITY:		
Preferred Stock, Convertible Series A, Par Value 0.001:		
100 Shares Authorized as of September 30, 2018 and December 31, 2017; 12 and 8 Shares Issued and Outstanding as of September 30, 2018 and December 31, 2017, respectively	-	-
Preferred Stock, Convertible Series B, Par Value 0.001:		
49,999,900 Shares Authorized as of September 30, 2018 and December 31, 2017; 0 Shares Issued and Outstanding as of September 30, 2018 and December 31, 2017	-	-
Common Stock, Par Value 0.001:		
990,000,000 Shares Authorized as of September 30, 2018 and December 31, 2017; 77,913,801 and 61,818,560 Shares Issued and Outstanding as of September 30, 2018 and December 31, 2017, respectively (1)	77,914	61,819
Additional Paid-In Capital (1)	232,528,404	181,357,715
Accumulated Deficit	(140,678,329)	(105,548,602)
Total Terra Tech Corp. Stockholders' Equity	91,927,989	75,870,932
Non-Controlling Interest	1,173,581	931,359
Total Stockholders' Equity	93,101,570	76,802,291
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 114,644,657	\$ 98,187,799

(1) Adjusted to reflect the one-for-15 reverse stock split. See "Note 1 – Description of Business."

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

[Table of Contents](#)

**TERRA TECH CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Total Revenues	\$ 7,083,225	\$ 10,121,375	\$ 24,416,768	\$ 24,788,704
Cost of Goods Sold	5,559,520	7,786,437	19,037,200	20,588,330
Gross Profit	1,523,705	2,334,938	5,379,568	4,200,374
Selling, General and Administrative Expenses	9,404,945	6,238,110	25,829,863	18,653,697
Loss from Operations	(7,881,240)	(3,903,172)	(20,450,295)	(14,453,323)
Other Income (Expense):				
Amortization of Debt Discount	(498,961)	(490,068)	(1,384,641)	(1,616,338)
Impairment of Property	-	(138,037)	-	(138,037)
Loss on Extinguishment of Debt	(4,257,029)	(1,373,538)	(12,115,752)	(4,052,133)
Gain (Loss) on Fair Market Valuation of Derivatives	(103,600)	(1,475,900)	524,400	1,122,050
Interest Expense, Net	(425,160)	(119,650)	(1,016,160)	(407,993)
Share of Loss in Joint Venture	(439,354)	-	(439,354)	-
Loss on Fair Market Valuation of Contingent Consideration	-	-	-	(4,426,047)
Gain on Settlement of Contingent Consideration	-	-	-	4,991,571
Total Other Income (Expense)	(5,724,104)	(3,597,193)	(14,431,507)	(4,526,927)
Net Loss	(13,605,344)	(7,500,365)	(34,881,802)	(18,980,250)
Net Income (Loss) Attributable to Non-Controlling Interest	64,460	292,568	247,925	(621,560)
NET LOSS ATTRIBUTABLE TO TERRA TECH CORP.	<u>\$ (13,669,803)</u>	<u>\$ (7,792,933)</u>	<u>\$ (35,129,726)</u>	<u>\$ (18,358,690)</u>
Net Loss Per Common Share Attributable to Terra Tech Corp. Common Stockholders – Basic and Diluted (1)	<u>\$ (0.19)</u>	<u>\$ (0.16)</u>	<u>\$ (0.51)</u>	<u>\$ (0.44)</u>
Weighted-Average Number of Common Shares Outstanding – Basic and Diluted (1)	<u>73,213,387</u>	<u>48,024,423</u>	<u>68,917,828</u>	<u>41,610,209</u>

(1) Adjusted to reflect the one-for-15 reverse stock split. See "Note 1 – Description of Business."

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

[Table of Contents](#)

TERRA TECH CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Nine Months Ended	
	September 30,	
	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	\$ (34,881,802)	\$ (18,980,250)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:		
Gain on Fair Market Valuation of Derivatives	(524,400)	(1,122,050)
Loss on Fair Market Valuation of Contingent Consideration	-	4,426,047
Loss on Joint Venture	439,354	-
Cancellation of shares issued	(117,831)	-
Gain on Settlement of Contingent Consideration	-	(4,991,571)
Impairment of Property	-	138,037
Loss on Extinguishment of Debt	12,115,752	4,052,133
Amortization of Debt Discount	1,384,641	1,616,338
Interest Income Accreted	(155,783)	-
Depreciation and Amortization	2,597,794	2,687,994
Warrants Issued with Common Stock and Debt	-	211,534
Stock Issued for Compensation	589,959	1,526,286
Stock Issued for Director Fees	99,991	221,973
Stock Issued for Services	133,587	1,036,427
Stock Option Compensation	1,645,384	439,599
Changes in Operating Assets and Liabilities:		
Accounts Receivable	69,575	81,486
Inventory	2,042,395	(2,458,684)
Prepaid Expenses and Other Current Assets	(155,740)	(3,817,699)
Other Assets	(52,612)	(185,611)
Accounts Payable and Accrued Expenses	359,353	2,300,098
Income Tax Payable	-	(57,971)
NET CASH USED IN OPERATING ACTIVITIES	(14,410,383)	(12,875,884)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash Paid for Acquisition, Net of Cash Acquired	-	(4,113,779)
Purchase of Equity Investments	(7,087,713)	-
Purchase of Property, Equipment and Leasehold Improvements	(9,797,439)	(1,947,057)

NET CASH USED IN INVESTING ACTIVITIES	(16,885,152)	(6,060,836)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from Issuance of Notes Payable	25,050,000	11,500,000
Debt Issuance Cost	(942,000)	(360,000)
Proceeds from Issuance of Common Stock	5,100,000	6,700,000
Payment of Contingent Consideration	-	(2,088,000)
Proceeds from Exercise of Warrants	101,000	-
Cash (Distribution) Contribution from Non-Controlling Interest	(5,794)	86,546
NET CASH PROVIDED BY FINANCING ACTIVITIES	29,303,206	15,838,546
NET CHANGE IN CASH	(1,992,329)	(3,098,174)
NET CHANGE IN CASH CLASSIFIED WITHIN CURRENT ASSETS HELD FOR SALE	(34,262)	-
Cash at Beginning of Period	5,445,582	9,749,572
CASH AT END OF PERIOD	\$ 3,418,991	\$ 6,651,398
SUPPLEMENTAL DISCLOSURE FOR OPERATING ACTIVITIES:		
Cash Paid for Interest	\$ 428,334	\$ -
SUPPLEMENTAL DISCLOSURE FOR NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Settlement of Contingent Consideration	\$ -	\$ 4,739,638
Purchase of Land and Building with a Mortgage	\$ 6,500,000	\$ -
Gain on Settlement of Contingent Consideration Recorded Against Additional Paid-In Capital	\$ -	\$ 4,692,697
Fair Value of Debt Discount and Derivative Liability Recorded	\$ 12,686,000	\$ 7,881,000
Fair Market Value of Common Stock Issued Upon Conversion	\$ 42,968,230	\$ 18,156,952
Claw Back of Escrow Shares From The Tech Center Drive Asset Acquisition	\$ 351,072	\$ -
Issuance of Common Stock for Other Assets	\$ 200,000	\$ -
Fair Value of Warrants Issued for Debt Discount	\$ 817,536	\$ 169,225
Deposits Applied to the Purchase of Property	\$ 3,500,000	\$ -
Assets Reclassified as Held for Sale	\$ 856,233	\$ -
Fair Value of Shares Issued for Acquisition	\$ -	\$ 2,726,146
Fair Value of Shares Issued for Production Operating Agreement	\$ -	\$ 1,935,500
Conversion of Series B Preferred Stock to Common Stock	\$ -	\$ 33,146
Reclass of Non-Controlling Interest to Additional Paid-In Capital for the Acquisition of Additional Interest in Subsidiary	\$ -	\$ 1,830,925
Share of Loss on Joint Venture	\$ 439,354	\$ -

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

[Table of Contents](#)

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

NOTE 1 – DESCRIPTION OF BUSINESS

Organization

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

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

The Company has a presence in three states (California, Nevada and New Jersey), and, currently, has cannabis operations in California and Nevada. All the Company’s cannabis dispensaries operate under the name Blüm. The Company’s cannabis dispensaries offer a broad selection of medical and adult use cannabis products including flowers, concentrates and edibles.

On March 12, 2018, the Company implemented a 1-for-15 reverse stock split of the Company’s common stock (the “Reverse Stock Split”). The Reverse Stock Split became effective in the stock market upon commencement of trading on March 13, 2018. As a result, every fifteen shares of the Company’s Pre-Reverse Stock Split common stock were combined and reclassified into one share of the Company’s common stock. The number of common stock shares subject to outstanding options, warrants and convertible securities were also reduced by a factor of fifteen as of March 13, 2018. All historical share and per share amounts reflected throughout unaudited consolidated financial statements have been adjusted to reflect the Reverse Stock Split. The authorized number of shares and the par value per share of the Company’s common stock were not affected by the Reverse Stock Split.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying interim unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions to Securities Exchange Commission (“SEC”) Form 10-Q and Article 10 of Regulation S-X of the Securities Act of 1933 and reflect the accounts and operations of the Company and those entities in which we have a controlling financial interest. In accordance with the provisions of the Financial Accounting Standards Board (“FASB”) or Accounting Standards Codification (“ASC”) 810, “*Consolidation*”, we consolidate any variable interest entity (“VIE”), of which we are the primary beneficiary. The typical condition for a controlling financial interest ownership is holding a majority of the voting interests of an entity; however, a controlling financial interest may also exist in entities, such as VIEs, through arrangements that do not involve controlling voting interests. ASC 810 requires a variable interest holder to consolidate a VIE if that party has the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance and the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. We do not consolidate a VIE in which we have a majority ownership interest when we are not considered the primary beneficiary. We have determined that we are the primary beneficiary of certain VIEs. We evaluate our relationships with all the VIEs on an ongoing basis to reassess if we continue to be the primary beneficiary.

All intercompany accounts and transactions have been eliminated in consolidation. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included. These interim unaudited consolidated financial statements do not include all disclosures required by GAAP for complete financial statements and, therefore, should be read in conjunction with the more detailed

audited consolidated financial statements for the year ended December 31, 2017. The December 31, 2017 balances reported herein are derived from the audited consolidated financial statements for the year ended December 31, 2017. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full year.

[Table of Contents](#)

Non-Controlling Interest

Non-controlling interest is shown as a component of stockholders' equity on the consolidated balance sheets and the share of net income (loss) attributable

to non-controlling interest is shown as a component of net income (loss) in the consolidated statements of operations.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the dates of the financial statements and the reported amounts of total net revenue and expenses in the reporting periods. The Company regularly evaluates estimates and assumptions related to revenue recognition, allowances for doubtful accounts, sales returns, inventory valuation, stock-based compensation expense, goodwill and purchased intangible asset valuations, derivative liabilities, deferred income tax asset valuation allowances, uncertain tax positions, tax contingencies, litigation and other loss contingencies. These estimates and assumptions are based on current facts, historical experience and various other factors that the Company believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the recording of revenue, costs and expenses that are not readily apparent from other sources. The actual results the Company experiences may differ materially and adversely from these estimates. To the extent there are material differences between the estimates and actual results, the Company's future results of operations will be affected. The Company continues to evaluate the impact of adult use legalization in California on its sales forecasts. Certain of the Company's assets, such as goodwill, may be negatively impacted if the Company were to decrease its California sales forecasts.

Investments

Investments in unconsolidated affiliates are accounted for under the cost or the equity method of accounting, as appropriate. The Company accounts for investments in limited partnerships or limited liability corporations, whereby the Company owns a minimum of 5% of the investee's outstanding voting stock, under the equity method of accounting. These investments are recorded at the amount of the Company's investment and adjusted each period for the Company's share of the investee's income or loss, and dividends paid. As investments accounted for under the cost method do not have readily determinable fair values, the Company only estimates fair value if there are identified events or changes in circumstances that could have a significant adverse effect on the investment's fair value.

Assets Held for Sale

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

[Table of Contents](#)

Goodwill

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

The Company reviews the goodwill allocated to each of our reporting units for possible impairment annually during the third quarter and whenever events or changes in circumstances indicate its carrying amount may not be recoverable. When assessing goodwill for impairment, the Company has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, the Company determines it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then the Company performs a two-step impairment test. If the Company concludes otherwise, then no further action is taken. The Company also has the option to bypass the qualitative assessment and only perform a quantitative assessment, which is the first step of the two-step impairment test. In the two-step impairment test, the Company measures the recoverability of goodwill by comparing a reporting unit’s carrying amount, including goodwill, to the estimated fair value of the reporting unit. There were no events or changes in circumstances that indicated potential impairment of intangible assets during the third quarter 2018, as such the Company determined that no adjustment to the carrying value of goodwill was required.

Revenue Recognition and Performance Obligations

On January 1, 2018, the Company adopted Accounting Standards Update (“ASU”) 2014-09, “*Revenue from Contracts with Customers*” and all the related amendments, which are also codified into ASC 606. The Company elected to adopt this guidance using the modified retrospective method. The adoption of this guidance did not have a material effect on the Company’s financial position, results of operations or cash flows.

Under the new standard, the Company recognizes a sale as follows:

Cannabis Dispensary, Cultivation and Production

The Company recognizes revenue from manufacturing and distribution product sales when our customers obtain control of our products. Revenue from our retail dispensaries is recorded at the time customers take possession of the product. Revenue from our retail dispensaries is recognized net of discounts, rebates, promotional adjustments, price adjustments and returns, and net of taxes collected from customers that are remitted to governmental authorities, with the collected taxes recorded as current liabilities until remitted to the relevant government authority. Upon purchase, the Company has no further performance obligations and collection is assured as sales are paid for at time of purchase.

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

Herbs and Produce Products

The Company recognizes revenue from products grown in its greenhouses upon delivery of the product to the customer at which time control passes to the customer. Upon transfer of control, the Company has no further performance obligations.

For sales for which the Company uses an outside grower, the Company evaluates whether it is appropriate to record the gross amount of product sales and related costs or the net amount earned as commissions. The evaluation considers whether the Company takes control of the products of the outside grower, whether it has the ability to direct the outside grower to provide the product to the customer on its behalf or whether it combines products from the outside grower with its own goods and services to provide the products to the customer.

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

Disaggregation of Revenue

See “*Note 17 – Segment Information*” for revenues disaggregated by type as required by ASC Topic 606.

Contract Balances

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

[Table of Contents](#)

Contract Estimates and Judgments

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

Fair Value of Financial Instruments

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

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

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

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

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

Derivative Financial Instruments

ASC 815-40, "*Derivatives and Hedging*", requires freestanding contracts that are settled in a company's own stock, including common stock warrants, to be designated as an equity instrument, asset or a liability. Under the provisions of ASC 815-40, a contract designated as an asset or a liability must be carried at fair value on a company's balance sheet with any changes in fair value recorded in the company's results of operations. A contract designated as an equity instrument must be included within equity, and no fair value adjustments are required from period to period.

ASC 815, "*Derivatives and Hedging*", requires all derivatives to be recorded on the balance sheet at fair value. Furthermore, ASC 815 precludes contracts issued or held by a reporting entity that are both (1) indexed to its own stock and (2) classified as stockholders' equity in its statement of financial position from being treated as derivative instruments.

The Company estimates the fair value of any new derivative liabilities using the Monte Carlo Simulation ("MCS") technique because it provides for the necessary assumptions and inputs. The MCS technique, which is an option-based model, is a generally accepted valuation technique for valuing embedded conversion features in convertible notes because it is an open-ended valuation model that embodies all significant assumption types and ranges of assumption inputs that the Company agrees would likely be considered in connection with the arms-length negotiation related to the transference of the instrument by market participants. In addition to the typical assumptions in a closed-end option model, such as volatility and a risk-free rate, MCS incorporates assumptions for interest risk, credit risk and redemption behavior. In addition, MCS breaks down the time to expiration into, potentially, a large population of time intervals and steps. However, there may be other circumstances or considerations, other than those addressed herein, that relate to both internal and external factors that would be considered by market participants as it relates specifically to the Company and the subject financial instruments. The effects, if any, of these considerations cannot be reasonably measured, quantified or qualified.

[Table of Contents](#)

Recently Adopted Accounting Standards

FASB ASU No. 2014-09 (Topic 606), “Revenue from Contracts with Customers” –In May 2014, the FASB issued ASU 2014-09, “*Revenue from Contracts with Customers*”. The Company adopted ASC Topic 606, “*Revenue from Contracts with Customers*”, effective January 1, 2018 using the modified retrospective method. The adoption of this standard did not have a material impact on the Company’s financial position or results of operations. The Company did not restate prior period information for the effects of the new standard, nor did the Company adjust the opening balance of its accumulated deficit to account for the implementation of the new requirements of this standard.

FASB ASU 2016-15, “Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force)”– Issued in August 2016, the amendments in ASU 2016-15 address eight specific cash flow issues and apply to all entities that are required to present a statement of cash flows under ASC Topic 230, “*Statement of Cash Flows*.” The Company adopted ASU 2016-15 on January 1, 2018. Upon adoption, there was no significant impact to the Company’s consolidated statement of cash flows.

FASB ASU 2017-09, “Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting” - Issued in May 2017, the amendments in ASU 2017-09 clarify which types of changes to share-based payment awards are in scope of modification accounting. ASU 2017-09 also provides clarification related to the fair value assessment with respect to determining whether a fair value calculation is required and the appropriate unit of account to apply. The Company adopted ASU 2017-09 on January 1, 2018. Upon adoption, there was no impact to the Company’s consolidated financial condition or results of operations.

Recently Issued Accounting Standards

FASB ASU No. 2018-13 (Topic 820), "Fair Value Measurement" – Issued in August 2018, ASU 2018-13 modifies, removes and adds certain disclosure requirements on fair value measurements based on the FASB Concepts Statement, *Conceptual Framework for Financial Reporting—Chapter 8: Notes to Financial Statements*. ASU 2018-13 is effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The amendments on changes in unrealized gains and losses, the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements and the narrative description of measurement uncertainty should be applied prospectively for only the most recent interim or annual period presented in the initial fiscal year of adoption. All other amendments should be applied retrospectively to all periods presented upon their effective date. Early adoption is permitted. The Company is in the process of evaluating the impact the adoption of this standard will have on its statements and related disclosures.

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

FASB ASU 2017-01 (Topic 805), "Business Combinations: Clarifying the Definition of a Business" – In January 2017, the FASB issued Accounting Standards Update No. 2017-01, *Business Combinations (Topic 805), Clarifying the Definition of a Business* ("ASU 2017-01"), which amends Topic 805 to provide a screen to determine when a set of assets and liabilities is not a business. The screen requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. This screen reduces the number of transactions that need to be further evaluated. If the screen is not met, the standard (1) requires that to be considered a business, a set must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output and (2) removes the evaluation of whether a market participant could replace missing elements. The standard provides a framework to assist entities in evaluating whether both an input and a substantive process are present. The standard also provides a framework that includes two sets of criteria to consider that depend on whether a set has outputs and a more stringent criteria for sets without outputs. Lastly, the standard narrows the definition of the term "output" so that the term is consistent with how outputs are described in Topic 606, *Revenue from Contracts with Customers*. ASU 2017-01 is effective for annual reporting periods beginning after December 15, 2017, and interim periods within those years, with early adoption permitted in limited circumstances. The Company adopted ASU 2017-01 effective January 1, 2018. As the provisions of this guidance are to be applied prospectively, adoption did not have a material impact on the Company's consolidated financial position, results of operations and cash flows.

FASB ASU 2017-11, "Earnings Per Share, Distinguishing Liabilities from Equity, Derivatives and Hedging – (Part I) Accounting for Certain Financial Instruments with Down Round Features, (Part II) Replacement of the Indefinite Deferral for Mandatorily Redeemable Financial Instruments of Certain Nonpublic Entities and Certain Mandatorily Redeemable Noncontrolling Interests with a Scope Exception" – Issued in July 2017, the amendments in ASU 2017-11 are intended to reduce the complexity associated with accounting for certain financial instruments with characteristics of liabilities and equity. Specifically, a down round feature would no longer cause a freestanding equity-linked financial instrument (or an embedded conversion option) to be considered "not indexed to an entity's own stock" and therefore accounted for as a derivative liability at fair value with changes in fair value recognized in current earnings. Down round features are most often found in warrants and conversion options embedded in debt or preferred equity instruments. In addition, the guidance re-characterized the indefinite deferral of certain provisions on distinguishing liabilities from equity to a scope exception with no accounting effect. This guidance becomes effective January 1, 2019 and early adoption is permitted. The Company is currently evaluating the effect that ASU 2017-11 will have on our consolidated financial statements and related disclosure.

Table of Contents

FASB ASU 2017-04 (Topic 350), “Intangibles - Goodwill and Others” – Issued in January 2017, ASU 2017-04 simplifies how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit’s goodwill with the carrying amount of that goodwill. ASU 2017-04 is effective for annual periods beginning after December 15, 2019 including interim periods within those periods. The Company is currently evaluating the effect that ASU 2017-04 will have on our consolidated financial statements and related disclosures.

FASB ASU No. 2016-02 (Topic 842), “Leases” – Issued in February 2016, ASU No. 2016-02 established ASC Topic 842, *Leases*, as amended by subsequent ASUs on the topic, which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. ASU 2016-02 requires lessees to apply a two-method approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase. Lessees are required to record a right-of-use asset and a lease liability for all leases with a term greater than 12 months. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases. Lessees will recognize expense based on the effective interest method for finance leases or on a straight-line basis for operating leases. The accounting applied by the lessor is largely unchanged from that applied under the existing lease standard. We are currently evaluating the overall impact of the adoption of ASU 2016-02 on our consolidated financial statements. We will be required to record a right-of-use asset and lease liability equal to the present value of the remaining minimum lease payments and will continue to recognize expense on a straight-line basis upon adoption of this standard. ASU 2016-02 is effective for reporting periods beginning after December 15, 2018, with early adoption permitted. In July 2018, the FASB issued an update ASU 2018-11 *Leases: Targeted Improvements*, which provides companies with an additional transition option that would permit the application of ASU 2016-02 as of the adoption date rather than to all periods presented. We plan to utilize this transition option when we adopt this standard on January 1, 2019 and plan to elect to use the transition practical expedients package available to us under this new standard.

NOTE 3 – CONCENTRATIONS OF BUSINESS AND CREDIT RISK

California Licensed Vendors Requirement

The Company sources cannabis products for retail, cultivation and production from various vendors. However, as a result of the new regulations in the State of California, the Company’s California retail, cultivation and production operations must use vendors licensed by the State effective January 1, 2018. As a result, the Company will be dependent upon the licensed vendors in California to supply products as of that date. If the Company is unable to enter into a relationship with sufficient members of properly licensed vendors, the Company’s sales may be impacted. During the three and nine months ended September 30, 2018 and 2017, we did not have any concentration of vendors for inventory purchases. However, this may change depending on the number of vendors who receive appropriate licenses to operate in the State of California.

[Table of Contents](#)

California Phase-In of Laboratory Testing Requirements

The Bureau of Cannabis Control (“BCC”) is the lead agency in developing regulations for medical and adult use cannabis in California. The BCC is responsible for licensing retailers, distributors, testing labs and microbusinesses. Prior to July 1, 2018, the BCC allowed for a “transition period” in which they allowed exceptions from specific regulatory provisions. However, beginning July 1, 2018, cannabis goods must meet all statutory and regulatory requirements. A licensee can only sell cannabis goods that have been tested by a licensed testing laboratory and have passed all statutory and regulatory testing requirements. In order to be sold, cannabis goods harvested or manufactured prior to January 1, 2018, must be tested by a licensed testing laboratory and must comply with all testing requirements in Section 5715 of the BCC’s regulations. Cannabis goods that do not meet all statutory and regulatory requirements must be destroyed in accordance with the rules pertaining to destruction.

The laboratory testing requirements are being phased-in three tiers. Tiers 1, 2 and 3 have compliance deadlines of January 1, 2018, July 1, 2018 and December 31, 2018, respectively. With each phased-in tier, there are specific laboratory testing requirements for different types of cannabis products as outlined below:

Phase-In of Required Laboratory Testing		Inhalable Cannabis	Inhalable Cannabis Products	Other Cannabis & Cannabis Products
Tier 1	January 1, 2018 Cannabinoids Testing Moisture Content Testing Category II Residual Solvents and Processing Chemicals Testing Category I Residual Pesticides Testing Microbial Impurities Testing (A. fumigatus, A. flavus, A. niger, A. terreus) Microbial Impurities Testing (Escherichia coli and Salmonella spp.) Homogeneity Testing of Edible Cannabis Products	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	 <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	 <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>
Tier 2	July 1, 2018 Category I Residual Solvents and Processing Chemicals Testing Category II Residual Pesticides Testing Foreign Material Testing	 <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	 <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	 <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>
Tier 3	December 31, 2018 Terpenoids Testing Mycotoxins Testing Heavy Metals Testing Water Activity Testing of Solid or Semi-Solid Edibles	 <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	 <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	 <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>

On June 8, 2018 the BCC issued new guidance regarding the completion of the transition period from an unregulated to regulated state market. This guidance was provided to issue direction on how licensees should treat inventory from 2017 and 2018, which was not completely compliant with the BCC regulations that commenced on January 1, 2018. One of these components was that, in addition to tier 1 testing, all products must meet tier 2 testing by July 1, 2018 and tier 3 testing by December 31, 2018. While testing has not been a barrier to product availability for the Company, it is possible that as the market transitions from tier 2 to tier 3 testing, products meeting all three tier testing requirements will be limited in nature. Through industry discussions, the Company believes that cultivators and manufacturers are aware of the new requirements and are taking great measures to meet these requirements. Considering that other states have similar testing requirements, the Company does not expect that these new testing standards will be an actual barrier to product availability. However, the limited number of testing labs licensed by the state to perform all required tier testing may cause a backlog or delay in testing results, which could have an impact on product availability.

[Table of Contents](#)

NOTE 4 – ASSETS HELD FOR SALE

As of September 30, 2018, there was one asset group in the Cannabis Dispensary, Cultivation and Production segment that met the criteria to be recorded as held for sale under ASC 360: (1) management, having the authority to approve the action, committed to a plan to sell the asset, (2) the asset group was available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets, (3) an active program to locate a buyer and other actions required to complete the plan to sell the asset group have been initiated, (4) the sale of the asset group was probable, and transfer of the asset group was expected to qualify for recognition as a completed sale, within one year, (5) the asset group was being actively marketed for sale at a price that is reasonable in relation to its current fair value, and (6) actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. The assets related to this asset group have been classified as held for sale on the unaudited September 30, 2018 consolidated balance sheet. On July 6, 2018, MediFarm LLC, a majority owned subsidiary of the Company, entered into an Asset Purchase Agreement (the “Purchase Agreement”) with Exhale Brands Nevada III, LLC (the “Purchaser”) pursuant to which the Company agreed to sell and the Purchaser agreed to purchase substantially all of the assets of the Company related to the Company’s dispensary located at 1921 Western Ave., Las Vegas, NV 89102 (the “Business”). The aggregate consideration to be paid for the Business is \$6,250,000 plus the value of inventory, as agreed upon by the Company and the Purchaser, less the liabilities assumed at closing. The transaction is subject to approval by the Nevada Department of Taxation and is expected to close promptly following receipt of such approval. There is no material relationship between the Company or its affiliates and the Purchaser other than in respect of the transactions contemplated by the Purchase Agreement. The Purchase Agreement contains customary conditions, representations, warranties, indemnities and covenants by, among, and for the benefit of the parties. See “*Note 19 – Subsequent Events*” for further discussion on final disposition of assets on October 22, 2018.

The components of assets held for sale are as follows:

	September 30, 2018
Cash	\$ 34,262
Inventory	173,637
Prepaid Expenses and Other Assets	35,905
Property, Equipment and Leasehold Improvements, Net	612,429
Assets Held for Sale	<u>\$ 856,233</u>

NOTE 5 – VARIABLE INTEREST ENTITY ARRANGEMENTS

The Company has a shared interest in two entities, MediFarm I and MediFarm I RE, with another investor for the operation of a cultivation operation and dispensary in Nevada. The Company has determined these entities are variable interest entities in which the Company is the primary beneficiary by reference to the power and benefits criterion under ASC 810, “*Consolidation*.” The provisions within the operating agreements and other factors grant the Company the power to manage and make decisions that affect the operation of these entities.

As the primary beneficiary of MediFarm I and MediFarm I RE, the Company consolidates the accounts and operations of these entities. All intercompany transactions are eliminated in the unaudited consolidated financial statements.

[Table of Contents](#)

The aggregate carrying values of MediFarm I and MediFarm I RE assets and liabilities, after elimination of any intercompany transactions and balances, in the consolidated balance sheets were as follows:

	September 30, 2018	December 31, 2017
Current Assets:		
Cash	\$ 172,130	\$ 409,029
Inventory	650,283	232,231
Prepaid Expenses and Other Current Assets	40,067	302,186
Total Current Assets	862,480	943,446
Property, Equipment and Leasehold Improvements, Net	1,849,782	1,965,103
TOTAL ASSETS	<u>\$ 2,712,262</u>	<u>\$ 2,908,549</u>
Current Liabilities:		
Accounts Payable and Accrued Expenses	\$ 424,006	\$ 319,853
TOTAL LIABILITIES	<u>\$ 424,006</u>	<u>\$ 319,853</u>

NOTE 6 – INVESTMENTS IN UNCONSOLIDATED AFFILIATES

NuLeaf

On October 26, 2017, the Company entered into joint venture agreements with NuLeaf Sparks Cultivation, LLC and NuLeaf Reno Production, LLC (collectively “NuLeaf”) to build and operate cultivation and production facilities for our IVXX brand of cannabis products in Nevada. The agreements were subject to approval by the State of Nevada, the City of Sparks and the City of Reno in Nevada. Under the terms of the agreements, the Company remitted to NuLeaf an upfront investment of \$4,500,000 in the form of convertible loans bearing an interest rate of 6% per annum. On June 28, 2018, the Company received approval from the State of Nevada. The remaining required approvals from local authorities were received in July 2018. As a result, the notes receivable balance was converted into a 50% ownership interest in NuLeaf. The investment in NuLeaf was recorded at cost and accounted for using the equity method. As of September 30, 2018, the \$7.13 million investment in NuLeaf was recorded in other assets on the unaudited consolidated balance sheet. For the three and nine month period ended September 30, 2018, the Company recorded \$0.44 million loss in earnings in the unaudited consolidated statement of operations.

Hydrofarm

On August 28, 2018, the Company entered into a Subscription Agreement with Hydrofarm Holdings Group, Inc. (“Hydrofarm”), one of the leading independent providers of hydroponic products in North America, pursuant to which the Company agreed to purchase from Hydrofarm and Hydrofarm agreed to sell to the Company 2,000,000 Units, each Unit consisting of one share of common stock and one warrant to purchase one-half of a share of common stock for an initial exercise price of \$5.00 per share, for \$2.50 per Unit for an aggregate purchase price of \$5,000,000. The \$5,000,000 investment in Hydrofarm was recorded at cost and is included in other assets on the unaudited consolidated balance sheet as of September 30, 2018.

[Table of Contents](#)

NOTE 7 – ACQUISITIONS

Tech Center Drive

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

During the third quarter of 2018, the Company recorded a \$6.3 million adjustment to reflect the fair value of the management services agreement. The adjustment resulted in an increase to goodwill, a decrease in other intangible assets and a \$434,114 decrease in amortization expense. The measurement period was closed during the third quarter of 2018. The following table summarizes the fair value of the assets at the date of acquisition:

Assets Acquired	
Inventory	\$ 113,779
Property, Equipment and Leasehold Improvements	99,566
Security Deposits	5,000
Management Service Agreement	370,332
Goodwill	6,258,260
Total Assets Acquired	<u>\$ 6,846,937</u>

NOTE 8 – INVENTORY

Raw materials consist of Edible Garden’s herb product lines and material for IVXX’s line of cannabis pure concentrates. Work-in-progress consists of live plants grown for Edible Garden’s herb product lines and live plants grown at Black Oak Gallery (“Black Oak”). Finished goods consists of IVXX’s line of cannabis packaged products to be sold into dispensaries and Black Oak cannabis products sold in retail, and Edible Garden’s products to be sold via food, drug, and mass channels.

[Table of Contents](#)

Inventory consists of the following:

	September 30, 2018	December 31, 2017
Raw Materials	\$ 1,210,885	\$ 1,450,273
Work-in-Progress	794,216	1,016,596
Finished Goods	1,593,965	3,293,150
Total Inventory	<u>\$ 3,599,066</u>	<u>\$ 5,760,019</u>

NOTE 9 – PROPERTY, EQUIPMENT AND LEASEHOLD IMPROVEMENTS, NET

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

	September 30, 2018	December 31, 2017
Land and Building	\$ 19,662,334	\$ 9,047,201
Furniture and Equipment	3,522,960	3,553,587
Computer Hardware and Software	657,088	486,176
Leasehold Improvements	8,435,062	9,316,665
Construction in Progress	<u>9,922,155</u>	<u>1,204,547</u>
Subtotal	42,199,599	23,608,176
Less Accumulated Depreciation	<u>(5,310,751)</u>	<u>(4,416,560)</u>
Property, Equipment and Leasehold Improvements, Net	<u>\$ 36,888,848</u>	<u>\$ 19,191,616</u>

Depreciation expense related to property, equipment and leasehold improvements for the three months ended September 30, 2018 and 2017 was \$417,132 and \$479,686, respectively, and for the nine months ended September 30, 2018 and 2017 was \$1,487,869 and \$1,399,418, respectively.

[Table of Contents](#)

NOTE 10 – NOTES PAYABLE

Notes payable consists of the following:

	<u>September 30, 2018</u>	<u>December 31, 2017</u>
Senior convertible promissory note dated August 21, 2017, issued to accredited investors, which matures February 21, 2019 and bears interest at a rate of 12% per annum. The conversion price is \$4.50, subject to adjustment. The balance of the note and accrued interest was converted into common stock in January 2018.	\$ -	\$ 640,010
Senior convertible promissory note dated December 26, 2017, issued to accredited investors, which matures June 26, 2019 and bears interest at a rate of 12% per annum. The conversion price is \$4.50, subject to adjustment. The balance of the note and accrued interest was converted into common stock in January 2018.	-	1,469,388
Promissory note dated November 22, 2017, issued for the purchase of real property. Matures December 1, 2020, with an option to extend the maturity date 1 year. The promissory note bears interest at 12.0% for year one and escalates 0.5% per year thereafter up to 13.5%. In the event of default, the note is convertible at the holder's option.	4,500,000	4,500,000
Promissory note dated January 18, 2018, issued for the purchase of real property. The promissory note is collateralized by the land and building purchased and matures February 1, 2021, with an option to extend the maturity date 1 year. The promissory note bears interest at 12.0% for year one and escalates 0.5% per year thereafter up to 13.0%. The full principle balance and accrued interest are due at maturity. In the event of default, the note is convertible at the holder's option.	6,218,286	-
Senior convertible promissory note dated July 25, 2018, issued to accredited investors under the 2018 Master Securities Purchase and Convertible Promissory Notes Agreement, which matures January 25, 2020 and bears interest at a rate of 7.5% per annum. The conversion price is \$4.50, subject to adjustment.	2,394,774	-
Securities Purchase Agreement dated July 25, 2018, issued to accredited investors, which matures July 25, 2019 and bears interest at a rate of 3.0% per annum. The conversion price is 5.0% discount to the average of the three (3) lowest VWAPs in the five (5) trading days prior to the conversion date.	134,398	-
Senior convertible promissory note dated September 6, 2018, issued to accredited investors under the 2018 Master Securities Purchase and Convertible Promissory Notes Agreement, which matures March 7, 2020 and bears interest at a rate of 7.5% per annum. The conversion price is \$4.50, subject to adjustment.	580,887	-
Long-Term Debt, Net of Discounts	<u>\$ 13,828,345</u>	<u>\$ 6,609,398</u>

Total debt as of September 30, 2018 and December 31, 2017 was \$13,828,345 and \$6,609,398, respectively, net of unamortized debt discount of \$2,039,942 and \$4,790,601, respectively. The senior convertible promissory notes are convertible at the holder's option into shares of common stock. There was accrued interest payable of \$10,212 and \$21,767 as of September 30, 2018 and December 31, 2017, respectively.

[Table of Contents](#)

Promissory Notes

On January 18, 2018, the Company entered into a \$6,500,000 promissory note for the purchase of land and a building in California with a third-party creditor. As part of the closing of the purchase of land, the Company issued warrants with a value of approximately \$164,000 and paid a cash fee of \$195,000. The warrants and cash fee were recorded as a debt discount. The unamortized balance of such discount as of September 30, 2018 was \$281,714. The interest rate for the first year is 12.0% and increases 0.5% per year, up to 13.0%, through 2021. Payments of interest only are due monthly. The full principle balance and accrued interest are due at maturity.

2018 Master Securities Purchase and Convertible Promissory Notes Agreement

In March 2018, the Company entered into the 2018 Master Securities Purchase Agreement with an accredited investor pursuant to which the Company sells to the accredited investor 7.5% Senior Convertible Promissory Notes in eight tranches of \$5,000,000, for a total of \$40,000,000.

For each note issued under the 2018 Master Securities Purchase Agreement, the principal and interest due and owed under the note is convertible into shares of Common Stock at any time at the election of the holder at a conversion price per share equal to the lower of (i) the original conversion price as defined in each note issuance or (ii) 87% of the average of the two lowest daily volume weighted average price of the Common Stock in the thirteen (13) trading days prior to the conversion date ("Conversion Price"). The Conversion Price is subject to adjustment for (i) stock splits, stock dividends, combinations, or similar events and (ii) full ratchet anti-dilution protection. Upon certain events of default, the conversion price will automatically become 70% of the average of the three (3) lowest volume weighted average prices of the Common Stock in the twenty (20) consecutive trading days prior to the conversion date for so long as such event of default remains in effect.

In addition, at any time that (i) the daily volume weighted average price of the Common Stock for the prior ten (10) consecutive trading days is \$10.50 or more and (ii) the average daily trading value of the Common Stock is greater than \$2,500,000 for the prior ten (10) consecutive trading days, then the Company may demand, upon one (1) day's notice, that the holder convert the notes at the Conversion Price.

The Company may prepay in cash any portion of the outstanding principal amount of the notes and any accrued and unpaid interest by, upon ten (10) days' written notice to the holder, paying an amount equal to (i) 110% of the sum of the then-outstanding principal amount of the notes plus accrued but unpaid interest, if the prepayment date is within 90 days of the issuance date of the notes; (ii) 115% of the sum of the then-outstanding principal amount plus accrued but unpaid interest, if the prepayment date is between 91 days and 180 days of the issuance date of the notes; or (iii) 125% of the sum of the then-outstanding principal amount of the notes plus accrued but unpaid interest, if the prepayment date is after 180 days of the issuance date of the notes.

In September 2018, the Company issued a 7.5% convertible note for an aggregate value of \$4,900,000. In September 2018, \$3,900,000 plus interest was converted into 2,774,876 shares of the Company's common stock. There were no fees or expenses deducted from the net proceeds received by the Company in the offerings. The Company paid \$147,000 in cash and issued approximately \$107,000 of warrants in connection with the notes. The cash fee and warrants were recorded as a debt discount and fully amortized upon conversion of the note into shares of the Company's common stock.

In July 2018, the Company issued a 7.5% convertible note for an aggregate value of \$5,000,000. In September 2018, \$1,000,000 plus interest was converted into 743,030 shares of the Company's common stock. There were no fees or expenses deducted from the net proceeds received by the Company in the offerings. The Company paid \$150,000 in cash and issued approximately \$120,000 of warrants in connection with the notes. The cash fee and warrants were recorded as a debt discount and fully amortized upon conversion of the note into shares of the Company's common stock.

In June 2018, the Company issued a 7.5% convertible note for an aggregate value of \$5,000,000. During the nine months ended September 30, 2018, \$5,000,000 plus interest was converted into 3,032,007 shares of the Company's common stock. There were no fees or expenses deducted from the net proceeds received by the Company in the offerings. The Company paid \$150,000 in cash and issued approximately \$114,000 of warrants in connection with the notes. The cash fee was recorded as a debt discount and warrants.

[Table of Contents](#)

During the period ended March 31, 2018, the Company issued a 7.5% convertible note for an aggregate value of \$5,000,000. In April 2018, \$5,000,000 plus accrued interest was converted into 2,538,856 shares of the Company's common stock. There were no fees or expenses deducted from the net proceeds received by the Company in the offerings. The Company paid \$150,000 in cash and issued approximately \$116,000 of warrants in connection with the notes. The cash fee and warrants were recorded as a debt discount and fully amortized upon conversion of the note into shares of the Company's common stock.

2017 Master Securities Purchase and Convertible Promissory Notes Agreement

The Company has a Securities Purchase Agreement with an accredited investor pursuant to which the Company sells to the accredited investor Senior Convertible Promissory Notes. During the year ended December 31, 2017, the Company issued five 12% convertible notes for an aggregate value of \$20,000,000 due at various dates through June 2019. Of the \$20,000,000 convertible notes issued during 2017, the Company converted \$13,100,000 of the convertible notes into shares of the Company's common stock during the year ended December 31, 2017. As of December 31, 2017, \$6,900,000 principal, gross of the unamortized debt discount of \$4,790,602 remained due. The convertible notes outstanding as of December 31, 2017 were all converted in January 2018. In January 2018, the Company issued a 12% convertible note for an aggregate value of \$5,000,000. Of the \$5,000,000 convertible note issued in January, the Company converted all of the convertible note during the nine months period ended September 2018. As of September 30, 2018, the related unamortized debt discount was completely amortized. There were no fees or expenses deducted from the net proceeds received by the Company in the offerings. The Company paid \$150,000 in cash and issued approximately \$196,000 of warrants in connection with the notes. The cash fee and warrants issued were recorded as a debt discount.

Conversion of Notes Payable and Related Loss on Extinguishment of Debt

During the three and nine months ended September 30, 2018 and 2017, the Company converted debt and accrued interest into shares of the Company's common stock. The table below details the conversion of the notes payable into equity, the loss on extinguishment of debt and value of the Company's common stock issued in conversion of debt for the three and nine months ended September 30, 2018 and 2017:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Fair market value of common stock issued upon conversion	\$ 13,041,469	\$ 6,424,597	\$ 42,968,230	\$ 18,156,952
Principal amount of debt converted	(8,900,000)	(3,250,000)	(26,800,000)	(11,814,324)
Accrued interest converted	(118,041)	(232,225)	(311,320)	(506,985)
Fair value of derivative at conversion date	(3,699,000)	(3,434,900)	(19,271,000)	(9,106,950)
Debt discount value at conversion date	3,932,601	1,866,066	15,529,842	7,323,440
Loss on extinguishment of debt	\$ 4,257,029	\$ 1,373,538	\$ 12,115,752	\$ 4,052,133
Common Stock Issued Upon Conversion (1)	6,111,043	1,668,902	13,414,287	5,769,600

(1) Adjusted to reflect the one-for-15 reverse stock split. See "Note 1 – Description of Business."

[Table of Contents](#)

NOTE 11 – FAIR VALUE MEASUREMENTS

Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables set forth the financial liabilities measured at fair value on a recurring basis by level within the fair value hierarchy as of the dates indicated:

Description	Fair Value at September 30, 2018	Fair Value Measurement Using		
		Level 1	Level 2	Level 3
Derivative Liabilities – Conversion Feature	\$ 2,222,000	\$ -	\$ -	\$ 2,222,000
	<u>\$ 2,222,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,222,000</u>

Description	Fair Value at December 31, 2017	Fair Value Measurement Using		
		Level 1	Level 2	Level 3
Derivative Liabilities – Conversion Feature	\$ 9,331,400	\$ -	\$ -	\$ 9,331,400
	<u>\$ 9,331,400</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,331,400</u>

The following table presents a reconciliation of the derivative liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3):

	For the Nine Months Ended September 30,	
	2018	2017
Balance at December 31, 2017	\$ 9,331,400	\$ 6,987,000
Change in Fair Market Value of Conversion Feature	(524,400)	(1,122,050)
Derivative Debt Converted into Equity	(19,271,000)	(9,106,950)
Fair Value of Derivative Liability Recorded Upon Issuance of Convertible Debt	12,686,000	7,881,000
Balance at September 30, 2018	<u>\$ 2,222,000</u>	<u>\$ 4,639,000</u>

	For the Three Months Ended September 30,	
	2018	2017
Balance at June 30, 2018	\$ 1,891,400	\$ 3,163,000
Change in Fair Market Value of Conversion Feature	103,600	1,475,900
Derivative Debt Converted into Equity	(3,699,000)	(3,434,900)
Fair Value of Derivative Liability Recorded Upon Issuance of Convertible Debt	3,926,000	3,435,000
Balance at September 30, 2018	<u>\$ 2,222,000</u>	<u>\$ 4,639,000</u>

Effective as of June 2018, the Company estimates the fair value of any new derivative liabilities using the Monte Carlo Simulation (“MCS”) technique because it provides for the necessary assumptions and inputs. The MCS technique, which is an option-based model, is a generally accepted valuation

technique for valuing embedded conversion features in convertible notes, because it is an open-ended valuation model that embodies all significant assumption types, and ranges of assumption inputs that the Company agrees would likely be considered in connection with the arms-length negotiation related to the transference of the instrument by market participants. In addition to the typical assumptions in a closed-end option model, such as volatility and a risk-free rate, MCS incorporates assumptions for interest risk, credit risk and redemption behavior. In addition, MCS breaks down the time to expiration into potentially a large population of time intervals and steps. However, there may be other circumstances or considerations, other than those addressed herein, that relate to both internal and external factors that would be considered by market participants as it relates specifically to the Company and the subject financial instruments. The effects, if any, of these considerations cannot be reasonably measured, quantified or qualified.

[Table of Contents](#)

Significant inputs into the Monte Carlo Simulation used to calculate the derivative values are as follows:

	September 2018
Stock Price	\$1.76 - \$2.88

Conversion and Exercise Price	\$1.41 - \$2.29
Annual Dividend Yield	0%
Expected Life (Years)	0.82 - 1.50
Risk-Free Interest Rate	2.32% - 2.70%
Expected Volatility	94.00% - 104.30%

For derivative liabilities issued prior to June 2018, the Company estimates the fair value of the derivative liabilities using the Black-Scholes-Merton option pricing model using the following assumptions for issuances during the period ended:

Stock Price	\$2.08 - \$6.90
Conversion and Exercise Price	\$1.98 - \$6.60
Annual Dividend Yield	0%
Expected Life (Years)	0.41 - 2.42
Risk-Free Interest Rate	1.77% - 2.81%
Expected Volatility	62.36% - 103.43%

Volatility is based on historical volatility of our common stock. Historical volatility was computed using weekly pricing observations for our common stock that correspond to the expected term. This method produces an estimate that is representative of our expectations of future volatility over the expected term of these warrants and conversion features.

No financial assets were measured on a recurring basis as of September 30, 2018 and December 31, 2017.

NOTE 12 – TAX EXPENSE

For the three and nine months ended September 30, 2018 and 2017, the Company had no income tax expense (benefit).

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

	September 30, 2018	December 31, 2017
Deferred Income Tax Assets:		
Net Operating Losses	\$ 12,471,322	\$ 8,023,000
	12,471,322	8,023,000
Deferred Income Tax Liabilities:		
Depreciation	(933,048)	(850,000)
Total	11,538,274	7,173,000
Valuation Allowance	(11,538,274)	(7,173,000)
Net Deferred Tax	<u>\$ -</u>	<u>\$ -</u>

[Table of Contents](#)

The Tax Cuts and Jobs Act (the “Tax Act”) was enacted on December 22, 2017, and permanently reduces the U.S. federal corporate tax rate from 35% to 21%, effective January 1, 2018. Staff Accounting Bulletin (“SAB”) No. 118 (“SAB No. 118”) allows a company to record a provisional amount when it does not have the necessary information available, prepared, or analyzed in reasonable detail to complete its accounting for the change in the tax law during the measurement period. As of September 30, 2018, the Company has not completed its accounting for the tax effects of the enactment of the Tax Act; however, the Company has made a reasonable estimate of the effects on its existing deferred tax balances. The Company recognized a provisional tax benefit of \$3.3 million in the year ended December 31, 2017 associated with the items it could reasonably estimate. As of December 31, 2017, a full valuation allowance was recorded against all net deferred tax assets, as these assets are more likely than not to be unrealized.

For the nine months ended September 30, 2018, there have not been any adjustments made to these estimates. The Company is still analyzing the Tax Act and refining its calculations, which could potentially impact the measurement of its tax balances. The Company expects to complete its analysis within the measurement period in accordance with SAB No. 118.

For the three and nine months ended September 30, 2018 and 2017, the Company had subsidiaries that produced and sold cannabis or cannabis pure concentrates, subjecting the Company to the limits of Internal Revenue Code (“IRC”) Section 280E. Pursuant to IRC Section 280E, the Company is allowed only to deduct expenses directly related to sales of product. The State of California does not conform to IRC Section 280E and, accordingly the Company is allowed to deduct all operating expenses on its California income tax returns. As the Company files consolidated federal income tax returns, the taxable income generated from its subsidiaries subject to IRC Section 280E has been offset by losses generated by operations not subject to IRC Section 280E. During 2017, Company amended income tax returns of our subsidiary Black Oak for the periods prior to acquisition, which resulted in a net tax refund in 2017.

Permanent tax differences include ordinary and necessary business expenses deemed by the Company as non-allowable deductions under IRC Section 280E; non-deductible expenses for interest, derivatives and warrant expense related to debt financings and non-deductible losses related to various acquisitions.

As of September 30, 2018 and December 31, 2017, the Company had net operating loss carryforwards of approximately \$40,106,668 and \$26,333,000, respectively, which, if unused, will expire beginning in the year 2034. These tax attributes are subject to an annual limitation from equity shifts, which constitute a change of ownership as defined under IRC Section 382, which will limit their utilization. The Company has assessed the effect of these limitations and does not believe these losses to be substantially limited. The Company also has deferred tax liabilities from the excess carrying amounts of the basis of depreciable assets for financial reporting purposes.

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. A significant piece of objective negative evidence evaluated was the cumulative losses incurred in 2017 and through the nine months period ended September 30, 2018. Such objective evidence limits the ability to consider other subjective evidence, such as our projections for future growth. On the basis of this evaluation, as of September 30, 2018, a valuation allowance of \$11,538,274 has been recorded against all net deferred tax assets as these assets are more likely than not to be unrealized. The amount of the deferred tax asset considered realizable, however, could be adjusted if estimates of future taxable income during the carryforward period are reduced or increased or if objective negative evidence in the form of cumulative losses is no longer present and additional weight may be given to subjective evidence such as our projections for growth.

The Company files income tax returns in the U.S. federal jurisdiction and various state and local jurisdictions. All tax years from 2014 to 2017 are subject to examination.

[Table of Contents](#)

NOTE 13 – EQUITY

Common Stock

During the nine months ended September 30, 2018, senior secured convertible promissory notes and accrued interest in the amount of \$42,968,230 were converted into 13,414,287 shares of common stock.

During the nine months ended September 30, 2018, the Company sold 2,166,205 shares of common stock for the net amount of \$5,100,000 pursuant to an equity financing facility with an accredited investor.

During the nine months ended September 30, 2018, the Company cancelled 24,510 shares of common stock valued at \$117,831, issued 49,982 shares of common stock for services performed in the amount of \$133,587 issued 188,138 shares of common stock for compensation in the amount of \$589,959 and 49,500 shares of common stock for directors' fees in the amount of approximately \$100,000.

During the nine months ended September 30, 2018, the Company issued 252,703 shares of common stock for cashless and cash exercises of warrants. The cash received from the cash exercise of warrants was \$101,000.

During the nine months ended September 30, 2018, the Company purchased an asset worth \$300,000. In March 2018, the Company paid \$100,000 cash and the remaining \$200,000 was paid by issuing 53,332 shares of the Company's common stock.

During the nine months ended September 30, 2018, as part of the stock split in March 2018, the Company issued 46,687 shares of common stock to round up fractional shares to all shareholders of the Company.

During the nine months ended September 30, 2018, as part of the acquisition of Tech Center Drive in September 2017, the Company issued shares held in escrow which were to be paid six months after the acquisition date subject to any amounts to be withheld related to working capital type adjustments. As a result of the working capital adjustments, in March 2018, on the six-month anniversary date, the Company withheld and cancelled 101,083 shares valued at \$351,072.

NOTE 14 – STOCK-BASED COMPENSATION

2016 Equity Incentive Plan

In the first quarter of 2016, the Company adopted the 2016 Equity Incentive Plan. The following table contains information about the 2016 Equity Incentive Plan as of September 30, 2018:

	Awards Reserved for Issuance	Awards Issued	Awards Available for Grant
2016 Equity Incentive Plan	30,000,000	2,552,731	27,447,269

Stock Options

The following table summarizes the Company's stock option activity and related information for the three and nine months ended September 30, 2018:

[Table of Contents](#)

	Number of Shares	Weighted- Average Exercise Price Per Share	Weighted- Average Remaining Contractual Life	Aggregate Intrinsic Value of In- the-Money Options
Options Outstanding as of January 1, 2018	1,177,732	\$ 2.17		
Options Granted	800,000	\$ 4.41		
Options Exercised	-	-		
Options Forfeited	-	-		
Options Expired	-	-		
Options Outstanding as of March 31, 2018	<u>1,977,732</u>	<u>\$ 3.08</u>	9.1 Years	<u>\$ 522,600</u>
Options Exercisable as of March 31, 2018	<u>659,774</u>	<u>\$ 2.20</u>	8.5 Years	<u>\$ 391,950</u>
Options Granted	66,667	\$ 3.75		
Options Exercised	-	-		
Options Forfeited	-	-		
Options Expired	-	-		
Options Outstanding as of June 30, 2018	<u>2,044,399</u>	<u>\$ 3.10</u>	8.89 Years	<u>\$ 361,800</u>
Options Exercisable as of June 30, 2018	<u>828,941</u>	<u>\$ 2.38</u>	8.42 Years	<u>\$ 301,500</u>
Options Granted	945,000	\$ 2.02		
Options Exercised	-	-		
Options Forfeited	-	-		
Options Expired	(436,668)	2.36		
Options Outstanding as of September 30, 2018	<u>2,552,731</u>	<u>\$ 2.83</u>	9.16 Years	<u>\$ 258,666</u>
Options Exercisable as of September 30, 2018	<u>819,409</u>	<u>\$ 2.66</u>	8.51 Years	<u>\$ 189,861</u>

The aggregate intrinsic value is calculated as the difference between the Company's closing stock price of \$2.08 on September 30, 2018, and the exercise price of options, multiplied by the number of options. As of September 30, 2018, there was \$4,525,434 total unrecognized stock-based compensation. Such costs are expected to be recognized over a weighted-average period of approximately 1.73 years.

The Company recognizes compensation expense for stock option awards on a straight-line basis over the applicable service period of the award. The service period is generally the vesting period. The following assumptions were used to calculate stock-based compensation for issuances during the nine months ended September 30, 2018.

	September 2018
Expected Term (years)	6 - 6.5 Years
Volatility	124.4-128.0%
Risk-Free Interest Rate	2.5-2.9%
Dividend Yield	0%

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

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

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

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

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

[*Table of Contents*](#)

Stock-Based Compensation Expense

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

For the Three Months Ended	
September 30, 2018	September 30, 2017

Type of Award	Number of	Stock-Based	Number of	Stock-Based
	Shares or Options Granted	Compensation Expense	Shares or Options Granted	Compensation Expense
Stock Options	945,000	\$ 690,686	132,051	\$ 234,580
Stock Grants:				
Employees (Common Stock)	14,744	36,959	49,815	170,148
Employees (Series A Preferred Stock)	4	8	-	-
Employees (Series B Preferred Stock)	-	-	-	-
Directors (Common Stock)	49,500	99,991	-	-
Non-Employee Consultants (Common Stock)	5,700	9,858	135,172	445,068
Total Stock-Based Compensation Expense		<u>\$ 837,502</u>		<u>\$ 849,796</u>

Type of Award	For the Nine Months Ended			
	September 30, 2018		September 30, 2017	
	Number of Shares or Options Granted	Stock-Based Compensation Expense	Number of Shares or Options Granted	Stock-Based Compensation Expense
Stock Options	1,811,667	\$ 1,645,384	682,051	\$ 439,599
Stock Grants:				
Employees (Common Stock)	188,138	589,951	158,867	490,880
Employees (Series A Preferred Stock)	4	8	-	-
Employees (Series B Preferred Stock)	-	-	40,000	1,035,406
Directors (Common Stock)	49,500	99,991	81,061	221,973
Non-Employee Consultants (Common Stock)	49,982	133,587	325,772	1,036,427
Total Stock-Based Compensation Expense		<u>\$ 2,468,921</u>		<u>\$ 3,224,285</u>

[Table of Contents](#)

NOTE 15 – WARRANTS

The Company has the following shares of common stock reserved for exercise of the warrants outstanding as of September 30, 2018:

	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>
Warrants Outstanding as of January 1, 2018	1,191,367	\$ 2.85
Warrants Exercised	(283,697)	\$ 2.17
Warrants Granted	114,636	\$ 4.05
Warrants Expired	-	\$ -
Warrants Outstanding as of March 31, 2018	1,022,306	\$ 3.80
Warrants Exercised	(27,800)	\$ 0.90
Warrants Granted	51,026	\$ 2.94
Warrants Expired	(26,710)	\$ 3.09
Warrants Outstanding as of June 30, 2018	1,018,822	\$ 3.25
Warrants Exercised	(27,778)	\$ 0.90
Warrants Granted	149,789	\$ 1.98
Warrants Expired	-	\$ -
Warrants Outstanding as of September 30, 2018	<u>1,140,833</u>	\$ 3.14

The following weighted-average assumptions were used to calculate the fair value of warrants issued during the period ended September 30, 2018 and 2017 using the Black-Scholes option pricing model:

	<u>September 30, 2018</u>	<u>September 30, 2017</u>
Stock Price on Date of Grant	\$ 2.70	\$ 4.42

Exercise Price	\$	2.89	\$	5.07
Volatility		116.50	%	130.03
Term		5.00	Yrs	5.00
Risk-Free Interest Rate		2.70	%	1.63
Expected Dividend Rate		0	%	0

There were no warrants recognized as an expense for the three and nine months period ended September 30, 2018 and 2017, respectively.

[Table of Contents](#)

NOTE 16 – COMMITMENTS AND CONTINGENCIES

California Operating Licenses

Effective January 1, 2018 the State of California allowed for adult use cannabis sales. California's cannabis licensing system is being implemented in two phases. First, beginning on January 1, 2018, the State began issuing temporary licenses. Temporary licenses were initially issued for 90 days but have since been extended twice by the state. Our current temporary licenses have been extended through December 2018, as the state has not issued any annual

licenses to date and other similar operators are receiving extensions until the state begins to issue annual licenses. The extensions were initially provided because in May 2018, the Company had submitted all the necessary documentation for an annual license to be issued. Prior to the state completing its review of any annual licenses, the licensing authority BCC determined that they would eliminate the need to have multiple licenses issued to each entity for both medical and adult use. This meant the State would allow for an entity to apply for a consolidated license which allowed the entities to sell both medical and recreational cannabis. The Company has since applied for single category licenses that allow our vertically integrated activities to conduct sales in both the medical and adult use categories. The decision by the regulating authority meant that the cost of the annual licenses would also be reduced as prior to this change we would have had to apply for two licenses one in each category and they each bore a multi-thousand dollar expense. The Company's prior licenses obtained from the local jurisdictions in which it operated in have been continued by such jurisdictions and are necessary to obtain state licensing. The Company has received a temporary license for each local jurisdiction which it had active operations. The temporary permits may be extended for an additional period of time. The Company submitted its applications for the annual permits in April 2018. Although the Company believes it will receive the necessary licenses from the State to conduct its business in a timely fashion, there is no guarantee the Company will be able to do so and any failure to do so may have a negative effect on its business and results of operations.

Although the possession, cultivation and distribution of cannabis for medical and adult use is permitted in California and Nevada, cannabis is a Schedule-I controlled substance and its use remains a violation of federal law. Since federal law criminalizing the use of cannabis preempts state laws that legalize its use, strict enforcement of federal law regarding cannabis would likely result in our inability to proceed with our business plan, especially in respect of our cannabis cultivation, production and dispensaries. In addition, our assets, including real property, cash, equipment and other goods, could be subject to asset forfeiture because cannabis remains federally illegal.

NOTE 17 – SEGMENT INFORMATION

The Company's operating and reportable segments are currently organized around the following products that it offers as part of its core business strategy:

- **Herbs and Produce Products** – Includes herbs and leafy greens that are grown using classic Dutch hydroponic farming methods.
- **Cannabis Dispensary, Cultivation and Production** – Includes cannabis-focused retail, cultivation and production.

Summarized financial information concerning the Company's reportable segments is shown in the following tables. Total asset amounts at September 30, 2018 and 2017 exclude intercompany receivable balances eliminated in consolidation.

	For the Three Months Ended September 30, 2018			
	(Unaudited)			
	Herbs and Produce Products	Cannabis Dispensary, Cultivation and Production	Eliminations and Other	Total
Total Revenues	\$ 1,183,471	\$ 5,842,131	\$ 57,623	\$ 7,083,225
Cost of Goods Sold	782,686	4,776,834	-	5,559,520
Gross Profit	400,785	1,065,297	57,623	1,523,705
Selling, General and Administrative Expenses	1,156,272	2,829,382	5,419,291	9,404,945
Loss from Operations	(755,487)	(1,764,085)	(5,361,668)	(7,881,240)
Other Income (Expense):				
Amortization of Debt Discount	-	-	(498,961)	(498,961)
Loss on Extinguishment of Debt	-	-	(4,257,029)	(4,257,029)
Loss on Fair Market Valuation of Derivatives	-	-	(103,600)	(103,600)
Share of Loss in Joint Venture	-	(439,354)	-	(439,354)
Interest Income (Expense)	-	-	(425,160)	(425,160)
Total Other Income (Expense)	-	(439,354)	(5,284,750)	(5,724,104)
Net Loss	\$ (755,487)	\$ (2,203,439)	\$ (10,646,418)	\$ (13,605,344)
Total Assets at September 30, 2018	\$ 6,152,630	\$ 71,160,430	\$ 37,331,597	\$ 114,644,657

[Table of Contents](#)

**For the Three Months Ended September 30, 2017
(Unaudited)**

	Herbs and Produce Products	Cannabis Dispensary, Cultivation and Production	Eliminations and Other	Total
Total Revenues	\$ 1,432,500	\$ 8,673,560	\$ 15,315	\$ 10,121,375
Cost of Goods Sold	1,192,251	6,594,186	-	7,786,437
Gross Profit	240,249	2,079,374	15,315	2,334,938
Selling, General and Administrative Expenses	874,141	2,822,488	2,541,481	6,238,110
Loss from Operations	(633,892)	(743,114)	(2,526,166)	(3,903,172)
Other Income (Expense):				
Amortization of Debt Discount	-	-	(490,068)	(490,068)
Loss on Extinguishment of Debt	-	-	(1,373,538)	(1,373,538)
Impairment of Property	-	-	(138,037)	(138,037)
Loss on Fair Market Valuation of Derivatives	-	-	(1,475,900)	(1,475,900)
Interest Income (Expense)	-	51	(119,701)	(119,650)
Total Other Income (Expense)	-	51	(3,597,244)	(3,597,193)
Net Loss	\$ (633,892)	\$ (743,063)	\$ (6,123,410)	\$ (7,500,365)
Total Assets at September 30, 2017	\$ 6,914,892	\$ 68,290,922	\$ 12,151,701	\$ 87,357,515

**For the Nine Months Ended September 30, 2018
(Unaudited)**

	Herbs and Produce Products	Cannabis Dispensary, Cultivation and Production	Eliminations and Other	Total
Total Revenues	\$ 3,970,161	\$ 20,360,656	\$ 85,951	\$ 24,416,768
Cost of Goods Sold	3,004,497	16,032,703	-	19,037,200
Gross Profit	965,664	4,327,953	85,951	5,379,568
Selling, General and Administrative Expenses	3,093,545	9,656,613	13,079,705	25,829,863
Loss from Operations	(2,127,881)	(5,328,660)	(12,993,754)	(20,450,295)
Other Income (Expense):				
Amortization of Debt Discount	-	-	(1,384,641)	(1,384,641)
Loss on Extinguishment of Debt	-	-	(12,115,752)	(12,115,752)
Gain on Fair Market Valuation of Derivatives	-	-	524,400	524,400
Share of Loss in Joint Venture	-	(439,354)	-	(439,354)
Interest Expense	-	(396)	(1,015,764)	(1,016,160)
Total Other Income (Expense)	-	(439,750)	(13,991,757)	(14,431,507)
Net Loss	\$ (2,127,881)	\$ (5,768,410)	\$ (26,985,511)	\$ (34,881,802)

Total Assets at September 30, 2018	<u>\$ 6,152,630</u>	<u>\$ 71,160,430</u>	<u>\$ 37,331,597</u>	<u>\$114,644,657</u>
------------------------------------	---------------------	----------------------	----------------------	----------------------

For the Nine Months Ended September 30, 2017
(Unaudited)

	Herbs and Produce Products	Cannabis Dispensary, Cultivation and Production	Eliminations and Other	Total
Total Revenues	\$ 4,126,710	\$ 20,609,917	\$ 52,077	\$ 24,788,704
Cost of Goods Sold	<u>3,487,795</u>	<u>17,100,535</u>	<u>-</u>	<u>20,588,330</u>
Gross Profit	638,915	3,509,382	52,077	4,200,374
Selling, General and Administrative Expenses	<u>2,389,203</u>	<u>7,659,968</u>	<u>8,604,526</u>	<u>18,653,697</u>
Loss from Operations	<u>(1,750,288)</u>	<u>(4,150,586)</u>	<u>(8,552,449)</u>	<u>(14,453,323)</u>
Other Income (Expense):				
Amortization of Debt Discount	-	-	(1,616,338)	(1,616,338)
Loss on Extinguishment of Debt	-	-	(4,052,133)	(4,052,133)
Impairment of Property	-	-	(138,037)	(138,037)
Gain on Fair Market Valuation of Derivatives	-	-	1,122,050	1,122,050
Interest Income (Expense)	-	51	(408,044)	(407,993)
Loss on Fair Market Valuation of Contingent Consideration	-	(4,426,047)	-	(4,426,047)
Gain on Settlement of Contingent Consideration	<u>-</u>	<u>4,991,571</u>	<u>-</u>	<u>4,991,571</u>
Total Other Income (Expense)	<u>-</u>	<u>565,575</u>	<u>(5,092,502)</u>	<u>(4,526,927)</u>
Net Loss	<u>\$ (1,750,288)</u>	<u>\$ (3,585,011)</u>	<u>\$ (13,644,951)</u>	<u>\$ (18,980,250)</u>
Total Assets at September 30, 2017	<u>\$ 6,914,892</u>	<u>\$ 68,290,922</u>	<u>\$ 12,151,701</u>	<u>\$ 87,357,515</u>

NOTE 18 – LITIGATION AND CLAIMS

The Company is the subject of lawsuits and claims arising in the ordinary course of business from time to time. The Company reviews any such legal proceedings and claims on an ongoing basis and follows appropriate accounting guidance when making accrual and disclosure decisions. The Company establishes accruals for those contingencies where the incurrence of a loss is probable and can be reasonably estimated, and it discloses the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued if such disclosure is necessary for the Company's financial statements to not be misleading. To estimate whether a loss contingency should be accrued by a charge to income, the Company evaluates, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of the loss. The Company does not record liabilities when the likelihood that the liability has been incurred is probable, but the amount cannot be reasonably estimated. Based upon present information, the Company determined that there were no matters that required an accrual as of September 30, 2018 nor were there any asserted or unasserted material claims for which material losses are reasonably possible.

On April 11, 2018, the Company filed a lawsuit in the United States District Court, Central District of California against Kenneth Vande Vrede, Michael Vande Vrede, Steven Vande Vrede, Daniel Vande Vrede, Greda Vande Vrede, Beverly Willekes, Brian Vande Vrede, Gro-Rite, Inc. ("Gro-Rite") and Naturally Beautiful Plant Products, LLC ("Naturally Beautiful") alleging breach of contract, breach of fiduciary duties, conversion, fraud, breach of covenant of good faith and fair dealing, misappropriation of trade secrets, and conspiracy related to, among other things, the Share Exchange Agreement, dated as of April 24, 2013 among the Company, the Company's wholly-owned subsidiary, Edible Garden Corp. ("Edible Garden"), and the individual defendants (the "Share Exchange Agreement"). The Company is seeking monetary damages, including attorneys' fees and expenses, return of shares of the Company's common stock issued to the individual defendants under the Share Exchange Agreement, return of stock options issued to the individual defendants, and return of the Company's intellectual property.

Table of Contents

On April 10, 2018, Gro-Rite, Naturally Beautiful and Whitetown Realty (“Whitetown Realty” and collectively, the “Whitetown Realty Plaintiffs”) filed a lawsuit in the Superior Court of New Jersey Law Division, Morris County against the Company and Edible Garden alleging, among other things, that Edible Garden owes certain amounts to Gro-Rite under a Marketing and Distribution Agreement between Edible Garden and Gro-Rite, dated May 7, 2013, and Naturally Beautiful under a Marketing and Distribution Agreement between Edible Garden and Naturally Beautiful, dated May 13, 2013 (collectively, the “Marketing and Distribution Agreements”), and that Edible Garden owes certain amounts to Whitetown Realty under the Lease between Whitetown Realty and Edible Garden, dated January 1, 2015 (the “Lease”). The Whitetown Realty Plaintiffs are seeking, among other things, compensatory damages for the amounts claimed are owed and attorneys’ fees and costs. The Company believes that Edible Garden does not owe any payments under the Marketing and Distribution Agreements or the Lease. The Company disputes the Whitetown Realty Plaintiffs’ allegations in the lawsuit and intends to vigorously defend itself. Accordingly, on May 18, 2018, the Company and Edible Garden filed an answer denying the allegations of the Whitetown Realty plaintiffs. In that same pleading, Edible Garden filed a counterclaim against Naturally Beautiful and Gro-Rite asserting claims for breach of contract, breach of the implied covenant of good faith and fair dealing, unjust enrichment, trademark infringement/unfair competition, and tortious interference with contractual relations. Edible Garden also filed a third-party complaint against previously unidentified defendants John Doe Entities 1-10 and John Doe Individuals 1-10 arising from the wrongful misappropriation and pirating of electricity from the Edible Garden facility located at 283 Route 519, Belvidere, New Jersey. That third-party complaint alleges claims for unjust enrichment, tortious interference with contractual relations and conversion. On June 8, 2018, Edible Garden filed an amended counterclaim adding a count for conversion against Naturally Beautiful and Gro-Rite. On June 12, 2018, Edible Garden Corp. filed an amended third-party complaint adding Gerda Vande Vrede as a named third-party defendant. On June 13, 2018, Gro-Rite and Naturally Beautiful filed an answer to Edible Garden’s amended counterclaim and Gerda Vande Vrede filed an answer to Edible Garden’s amended third-party complaint denying the allegations asserted against them. No counterclaims, crossclaims or fourth party complaints were filed on behalf of Gerda Vande Vrede, Naturally Beautiful or Gro-Rite.

On April 13, 2018, Edible Garden Corp. filed a lawsuit in the Superior Court of New Jersey Chancery Division, Warren County against Whitetown Realty in response to a letter from a law firm representing Whitetown Realty alleging Edible Garden was in default of the Lease. Edible Garden is seeking declaratory and equitable relief to prevent Whitetown Realty from terminating the Lease and for attorneys’ fees and costs. The Company believes that Edible Garden has made all payments due to Whitetown Realty under the Lease and maintains Edible Garden is not in default of the Lease. On April 23, 2018, by order of the assignment judge of Warren County, the lawsuit was transferred to Morris County and consolidated with the April 10, 2018 lawsuit previously filed by Gro-Rite, Naturally Beautiful and Whitetown Realty in the Superior Court of New Jersey, Law Division, Morris County. On June 13, 2018, Whitetown Realty filed its answer to the Edible Garden Complaint. In that answer, Whitetown Realty denies that Edible Garden is entitled to the declaratory and equitable relief that Edible Garden requested. No counterclaim was filed by Whitetown Realty.

On April 11, 2018, Kenneth Vande Vrede, Michael Vande Vrede and Steven Vande Vrede (collectively, the “Vande Vrede Brothers”) filed a lawsuit in the Superior Court of New Jersey Law Division, Warren County against the Company and Edible Garden alleging, among other things, that the Company and Edible Garden improperly suspended the Vande Vrede Brothers from their positions with the Company and Edible Garden. The Vande Vrede Brothers were seeking, among other things, a declaratory judgment that they did not violate their fiduciary duties owed to the Company or Edible Garden and reinstating the Vande Vrede Brothers to their status with the Company and Edible Garden prior to their suspensions and attorneys’ fees and costs. The original complaint in this matter was never served, and on June 12, 2018, the Vande Vrede Brothers, and now David Vande Vrede, Daniel Vande Vrede, Beverly Willekes, and Whitetown Realty filed an amended complaint against Terra Tech, Edible Garden, Derek Peterson, Michael James, and Michael Nahass. The Company filed a pre-answer motion to dismiss the amended complaint, arguing that any of the plaintiffs’ claims that relate to the Share Exchange Agreement, belong in the already existing lawsuit in California, and any of the plaintiffs’ claims that relate to the lease, belong in the already existing lawsuits in New Jersey. The Company disputes the Vande Vredes’ allegations in the lawsuit and intends to vigorously defend itself.

NOTE 19 – SUBSEQUENT EVENTS

Equity Financing Facility

On October 23, 2018, the Company issued 262,956 shares of common stock for \$500,000 cash in settlement of a put notice dated October 12, 2018 pursuant to the Investor Agreement dated November 28, 2016 with an accredited investor.

On September 7, 2018, Company filed a shelf registration statement on Form S-3 with the United States Securities and Exchange Commission (“SEC”). The shelf registration was declared effective by the SEC, on October 11, 2018. The registration statement will allow the Company to issue, from time to time at prices and on terms to be determined at or prior to the time of the offering, shares of our common stock, par value \$0.001 per share (our “Common Stock”), shares of our preferred stock, par value \$0.001 per share (our “Preferred Stock”), debt securities, warrants, rights, or purchase contracts, either individually or in units, with a total value of up to \$100,000,000.

Debt and Interest Converted into Equity

Subsequent to September 30, 2018, senior convertible promissory notes and accrued interest issued under the 2018 Master Securities Purchase Agreement, in the amount of \$2,000,000 and \$42,083, respectively, were converted into 1,355,673 shares of common stock.

Other

On August 31, 2018, the Company entered into a Standard Purchase Agreement (the "Purchase Agreement") with North Fourth LLC pursuant to which the Company agreed to purchase the real property located at 121 North Fourth Street, Las Vegas, NV 89101 (the "Property") for a purchase price of \$2,700,000. On October 2, 2018, the Company assigned all of its right, title and interest to the Purchase Agreement to its wholly-owned subsidiary, 121 North Fourth Street, LLC ("121 North Fourth Street") pursuant to an Assignment (the "Assignment"). On October 5, 2018 (the "Closing Date"), the Company paid \$1,100,000 in cash towards the purchase price and 121 North Fourth Street entered into a \$1,600,000 promissory note for the remaining purchase price of the building with a third-party creditor. The promissory note is collateralized by the building purchased and the Company as the guarantor. The interest rate for the first year is 12.0% and increases 0.5% per year through 2021. Payments of interest only are due monthly. The full principle balance and accrued interest are due at maturity on November 1, 2021.

On October 22, 2018, MediFarm LLC, a wholly-owned subsidiary of Terra Tech Corp. (the "Company"), completed the disposition (the "Disposition"), previously announced on July 12, 2018, of substantially all of the assets of the Company related to the Company's dispensary located at 1921 Western Ave., Las Vegas, NV 89102 (the "Business") to Exhale Brands Nevada III, LLC (the "Purchaser") for aggregate consideration of \$6,250,000 in cash plus the value of any inventory of the Business on the closing date. See "*Note 4 - Assets Held for Sale*" for additional disclosure.

On November 2, 2018 the Company signed a non-binding letter of intent (the "LOI") to merge with Golden Leaf Holdings Ltd. (CSE: GLH) (OTCQB: GLDFF) ("Golden Leaf"), a cannabis company with cultivation, production and retail operations built around recognized brands. Under the terms of the letter of intent, a wholly owned subsidiary of the Company will amalgamate with Golden Leaf, with the resulting amalgamated corporation being a wholly owned subsidiary of the Company. Consummation of the transaction is subject to a number of conditions, including entering into a mutually agreed definitive arrangement agreement, completion of due diligence, the waiting period for the Hart-Scott-Rodino Act, state and local regulatory approvals, approval by the Ontario courts, the Company's board approval, Golden Leaf receiving a positive fairness opinion, Canadian Securities Exchange (the "CSE") approval and Golden Leaf shareholder and board approval. There is no assurance that the transaction will be consummated on the terms outlined above or at all.

[Table of Contents](#)

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

FORWARD-LOOKING STATEMENTS

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

There are a number of risks, uncertainties, and other important factors, many of which are beyond our control, that could cause actual results to differ materially from the forward-looking statements contained in this Quarterly Report on Form 10-Q. Such risks, uncertainties, and other important factors that could cause actual results to differ include, among others, the risk, uncertainties and factors set forth under "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017 and in other filings we make from time to time with the U.S. Securities and Exchange Commission ("SEC").

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

Company Overview

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

Recent Developments

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

[Table of Contents](#)

Our Business

We are a vertically integrated retail, production and cultivation company, with an emphasis on providing the highest quality of medical and adult use cannabis products. We also hold an exclusive patent on an organic antioxidant rich Superleaf lettuce and sell living herbs that are grown using classic Dutch hydroponic farming methods.

We have a presence in three states (California, Nevada and New Jersey) and currently have cannabis operations in California and Nevada. Our cannabis dispensaries operate under the name Blüm. Our cannabis dispensaries offer a broad selection of medical and adult use cannabis products including flowers, concentrates and edibles.

In California, we have two dispensaries, one under Black Oak in Oakland, California and one under MediFarm SoCal in Santa Ana, California, which sell quality medical and adult use cannabis products. We are currently in various stages of construction in both states as we are rapidly expanding our commercial footprint focusing on building additional retail, cultivation and production locations for medical and adult use cannabis. The Hegenberger cultivation facility in Oakland under Black Oak is expected to be complete by the fourth quarter of 2018, with additional medical and adult use locations under Dyer and Carnegie in which we own real property. We have received provisional permits to operate a dispensary and production facility in the city of San Leandro, California under Blüm San Leandro; and upon project completion and inspection, to receive final operating permits.

In Nevada, we have four dispensaries, three under MediFarm in Las Vegas and one under MediFarm I in Reno, which sell quality medical and adult use cannabis products. We own real property in Reno under MediFarm I RE, on which MediFarm I operates its dispensary. Under MediFarm II, we are constructing a state of the art cultivation and production facility, which will produce our IVXX proprietary brand of cannabis flowers and cannabis extracted products available throughout Nevada.

We have access to wide consumer markets for cannabis in both Nevada and California for which our focus is on building a brand portfolio of a line of quality IVXX cannabis products. Within our highly advanced and custom designed extraction labs, we produce the purest concentrates and cannabis extracted products including cartridges and vape pens. Our IVXX cannabis flowers are grown under meticulous standards ensuring exceptional quality and consistency.

Founded on the importance of providing consumers with premium natural products, Edible Garden is a national grower of organic and locally grown hydroponic produce and herbs. EG Transportation supports the distribution of Edible Garden products to major grocery stores such as ShopRite, Walmart, Ahold, Aldi, Meijer, Kroger, Hannaford, Stop & Shop, Weis and others throughout the United State.

We have a “rollup” growth strategy, which includes the following components:

- With our brand recognition and experienced management team, maximize productivity, provide economies of scale, and increase profitability through our public market vehicle;
- Acquire unique products and niche players where barriers to entry are high and margins are robust, providing them with a broader outlet for their products; and
- Acquire multiple production facilities to capture the market vertically from manufacturing to production up to retail.

Our business also represents our operating segments. See our Part I, Item 1. Business, “Company Overview” and “*Note 17 – Segment Information*” to our unaudited consolidated financial statements for further discussion of our operating segments.

[Table of Contents](#)

Our Operations

We are organized into two reportable segments:

- **Herbs and Produce Products** – Includes herbs and leafy greens that are grown using classic Dutch hydroponic farming methods; and
- **Cannabis Dispensary, Cultivation and Production** – Includes cannabis-focused retail, cultivation and production.

Our segment net revenue and contributions to consolidated net revenue for each of the three and nine months ended September 30, 2018 and 2017 were as follows:

	Total Revenue Three Months Ended September 30,		Percentage of Total Revenue Three Months Ended September 30,	
	2018	2017	2018	2017
Herbs and Produce Products	\$ 1,183,471	\$ 1,432,500	16.7%	14.2%
Cannabis Dispensary, Cultivation and Production	5,842,131	8,673,560	82.5%	85.7%
Other and Eliminations	57,623	15,315	0.8%	0.1%
Total	\$ 7,083,225	\$ 10,121,375	100.0%	100.0%

Total Revenue

**Percentage of Total
Revenue**

	Nine Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Herbs and Produce Products	\$ 3,970,161	\$ 4,126,710	16.3%	16.6%
Cannabis Dispensary, Cultivation and Production	20,360,656	20,609,917	83.4%	83.1%
Other and Eliminations	85,951	52,077	0.3%	0.3%
Total	\$ 24,416,768	\$ 24,788,704	100.0%	100.0%

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

Herbs and Produce Products

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

Cannabis Dispensary, Cultivation and Production

Either independently or in conjunction with third parties, we operate medical cannabis retail and adult use dispensaries and a medical cannabis and adult use cultivation in California. In addition, we operate four retail medical and adult use cannabis dispensary facilities in Nevada, and have in various stages of construction, medical cannabis and adult use cultivation and production facilities in Nevada. We own real property in Nevada on which we plan to build a medical and adult use cannabis dispensary. All of our retail dispensaries in California and Nevada offer a broad selection of medical and adult use cannabis products including flowers, concentrates and edibles. We also produce and sell a line of medical and adult use cannabis flowers, as well as a line of medical and adult use cannabis-extracted products, which include concentrates, cartridges, vape pens and wax products.

Employees

As of the date of this Quarterly Report on Form 10-Q, we had approximately 231 employees.

[Table of Contents](#)

RESULTS OF OPERATIONS

Three Months Ended September 30, 2018 Compared to Three Months Ended September 30, 2017

Revenues

For the three months ended September 30, 2018, we generated revenues of \$7.08 million, compared to \$10.12 million for the three months ended September 30, 2017, a decrease of \$3.04 million or 30.0 percent. The decrease was primarily due to: (i) \$1.77 million decrease in IVXX revenues due to the production facilities of IVXX are currently being relocated to an upgrade facility that will facilitate the increase in production and achieve greater distribution throughout California. Project completion is estimated to be in the fourth quarter of 2018; and (ii) a \$0.42 million decrease in Black Oak and \$0.55 million decrease in Nevada MediFarm dispensaries revenues resulting from higher California state excise tax rates effective January 1, 2018, which negatively impacted demand.

Gross Profit

Our gross profit for the three months ended September 30, 2018 was \$1.52 million, compared to a gross profit of \$2.33 million for the three months ended September 30, 2017, a decrease of \$0.81 million or 34.7 percent. Our gross margin percentage for the three months ended September 30, 2018 was 21.5 percent, compared to 23.1 percent for the three months ended September 30, 2017. The decrease in gross margin percentage was attributable to: (i) the cannabis segment, which had \$1.07 million and \$2.08 million gross profit for the three months ended September 30, 2018 and 2017, respectively, or 18.2 percent and 24.0 percent gross margin for the three months ended September 30, 2018 and 2017, respectively; offset by (ii) increase in the herbs and produce segment, which had \$0.40 million and \$0.24 million gross profit for the three months ended September 30, 2018 and 2017, respectively, or 33.9 percent and 16.8 percent gross margin for the three months ended September 30, 2018 and 2017, respectively. The cannabis segment decrease was primarily due to decrease Black Oak sales as a result of higher California state excise tax rates effective January 1, 2018, which negatively impacted demand.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the three months ended September 30, 2018 were \$9.40 million, compared to \$6.24 million for the three months ended September 30, 2017, an increase of \$3.17 million or 50.8 percent. The increase was primarily due to: (i) a \$1.60 million increase in salaries and related payroll taxes due to new hires in the compliance department and overall headcount increases; (ii) a \$0.69 million increase in stock option expense related to employee bonuses; (iii) an \$0.44 million increase in rent expense and (iv) a \$0.20 million increase in other professional fees related to

outside consultants implementing new accounting systems.

Operating Income (Loss)

We realized an operating loss of \$7.88 million for the three months ended September 30, 2018, compared to an operating loss of \$3.90 million for the three months ended September 30, 2017, an increase in loss of approximately \$3.98 million or 101.9 percent.

Other Income (Expense)

Other expense for the three months ended September 30, 2018 was \$5.72 million, compared to other expense of \$3.60 million for the three months ended September 30, 2017, an increase of \$2.13 million or 59.1 percent. This increase was primarily attributable to a \$2.88 million increase in loss on extinguishment of debt, a \$0.44 million loss on NuLeaf joint venture (see "Note 6 – Investments in Unconsolidated Affiliates"), offset by a \$1.37 million decrease in loss on fair market valuation of derivatives.

[Table of Contents](#)

Net Loss Attributable to Terra Tech Corp.

We incurred a net loss of \$13.61 million, or \$0.19 per share, for the three months ended September 30, 2018, compared to a net loss of \$7.79 million, or \$0.16 per share, for the three months ended September 30, 2017.

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

Nine Months Ended September 30, 2018 Compared to Nine Months Ended September 30, 2017

Revenues

For the nine months ended September 30, 2018, we generated revenues of \$24.42 million, compared to \$24.79 million for the nine months ended September 30, 2017, a decrease of \$0.37 million or 1.5 percent. The decrease was primarily due to: (i) \$4.48 million decrease in IVXX revenues due to the production facilities of IVXX are currently being relocated to an upgraded facility that will facilitate the increase in production and achieve greater distribution throughout California. Project completion is estimated to be in the fourth quarter of 2018; and (ii) \$1.09 million decrease in Black Oak revenues resulting from higher California state excise tax rates effective January 1, 2018, which negatively impacted demand; offset by (iii) \$4.10 million higher revenues generated by the Nevada dispensaries primarily due to the implementation of adult use sales in July 2017; and (iv) \$1.23 million increase in revenue generated by MediFarm SoCal which started operations in September 2017.

Gross Profit

Our gross profit for the nine months ended September 30, 2018 was \$5.38 million, compared to a gross profit of \$4.20 million for the nine months ended September 30, 2017, an increase of \$1.18 million or 28.1 percent. Our gross margin percentage for the nine months ended September 30, 2018 was 22.0 percent, compared to 16.9 percent for the nine months ended September 30, 2017. The increase in gross margin percentage was attributable to: (i) the cannabis segment, which had \$4.33 million and \$3.51 million gross profit for the nine months ended September 30, 2018 and 2017, respectively, or 21.3 percent and 17.0 percent gross margin for the nine months ended September 30, 2018 and 2017, respectively; and (ii) the herbs and produce segment, which had \$0.97 million and \$0.64 million gross profit for the nine months ended September 30, 2018 and 2017, respectively, or 24.3 percent and 15.5 percent gross margin for the nine months ended September 30, 2018 and 2017, respectively. The cannabis segment increase was primarily related to the gross profit margins generated from the Nevada dispensaries due to the implementation of adult use sales in July 2017.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for the nine months ended September 30, 2018 were \$25.83 million, compared to \$18.65 million for the nine months ended September 30, 2017, an increase of \$7.18 million or 38.5 percent. The increase was primarily due to: (i) a \$3.82 million increase in salaries and related payroll taxes due to new hires in the compliance department and overall headcount increases; (ii) a \$1.65 million increase in stock option expense related to employee bonuses; (iii) an \$0.63 million increase in rent expense and (iv) a \$1.37 million increase in property taxes, security and insurance.

Operating Income (Loss)

We realized an operating loss of \$20.45 million for the nine months ended September 30, 2018, compared to an operating loss of \$14.45 million for the nine months ended September 30, 2017, an increase in loss of \$6.00 million or 41.5 percent.

Other Income (Expense)

Other expense for the nine months ended September 30, 2018 was \$14.43 million, compared to \$4.53 million for the nine months ended September 30, 2017, an increase of \$9.90 million or 218.8 percent. This increase was primarily attributable to a \$8.06 million increase in loss on extinguishment of debt, a \$0.61 million increase in interest expense, a \$0.60 million decrease in gain on fair market valuation of derivatives and a \$0.44 million loss on NuLeaf joint venture (see "Note 6 – Investments in Unconsolidated Affiliates").

[Table of Contents](#)

Net Loss Attributable to Terra Tech Corp.

We incurred a net loss attributable to Terra Tech Corp. of \$35.13 million, or \$0.51 per share, for the nine months ended September 30, 2018, compared to \$18.36 million, or \$0.44 per share, for the nine months ended September 30, 2017.

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

DISCLOSURE ABOUT OFF-BALANCE SHEET ARRANGEMENTS

We do not have any transactions, agreements or other contractual arrangements that constitute off-balance sheet arrangements.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” section discusses our unaudited consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments, including those related to revenue recognition, accrued expenses, financing operations, and contingencies and litigation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The most significant accounting estimates inherent in the preparation of our financial statements include estimates as to the appropriate carrying value of certain assets and liabilities which are not readily apparent from other sources. These accounting policies are described in “*Note 2 - Summary of Significant Accounting Policies*” of the notes to unaudited consolidated financial statements included in this report.

LIQUIDITY AND CAPITAL RESOURCES

We have never reported net income. We incurred net losses for the nine months ended September 30, 2018 and 2017 and have an accumulated deficit of approximately \$140.68 million and \$105.55 million at September 30, 2018 and December 31, 2017, respectively.

As of September 30, 2018, we had working capital of \$1.83 million, including \$3.42 million of cash compared to working capital of \$3.47 million, including \$5.45 million of cash as of December 31, 2017. Current assets were approximately 1.24 times current liabilities as of September 30, 2018, compared to approximately 1.23 times current liabilities as of December 31, 2017.

We have not been able to generate sufficient cash from operating activities to fund our ongoing operations. Additional requirements for inventory will continue to increase. Prior to 2017, Black Oak had been purchasing inventory on a consignment basis. Accordingly, title did not pass to us until we

ultimately sold the inventory. During 2017 the terms of our purchase of inventory changed with the various vendors we purchased from. The vendors required that title passes to us upon delivery to us. Accordingly, this increased our cash requirements for operational purposes as we are now required to pay with normal terms. Since our inception, we have raised capital through private sales of preferred stock, common stock, and debt securities. Our future success is dependent upon our ability to achieve profitable operations and generate cash from operating activities. There is no guarantee that we will be able to generate enough revenue and/or raise capital to support our operations.

[Table of Contents](#)

In connection with the sale of the Company's MediFarm LLC dispensary located at 1921 Western Ave., Las Vegas, NV 89102, the Company expects to generate net cash of approximately \$6.25 million. Other than these proceeds, the Company does not expect the sale of MediFarm LLC to have a significant impact on liquidity.

We anticipate requiring additional capital for the commercial development of our facilities. Blüm San Leandro and the Hegenberger facility, together, will

require approximately \$1.5 million in capital to complete. Construction for the completion of the packaging facility for Edible Garden will require approximately \$0.8 million. The estimated construction budget for the development of the cultivation and production facilities under MediFarm II is approximately \$0.8 million.

We will be required to raise additional funds through public or private financing, additional collaborative relationships or other arrangements until we are able to raise revenues to a point of positive cash flow. We believe our existing and available capital resources will be sufficient to satisfy our funding requirements through the fourth quarter of 2020. However, we continue to evaluate various options to further reduce our cash requirements to operate at a reduced rate, as well as options to raise additional funds, including obtaining loans and selling common stock. In March 2018 we entered into a \$40.0 million 2018 Master Security Purchase Agreement with an accredited investor. As of September 30, 2018, the Company has received \$19.9 million under this agreement. There is no guarantee that we will be able to generate enough revenue and/or raise capital to support our operations, or if we are able to raise capital, that it will be available to us on acceptable terms, on an acceptable schedule, or at all.

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

Operating Activities

Cash used in operating activities for the nine months ended September 30, 2018 was \$14.41 million, compared to \$12.88 million for the nine months ended September 30, 2017, an increase of \$1.53 million, or approximately 11.9 percent. Increases in cash used in operating activities were due to primarily to an increase in net loss of \$15.90 million, an increase of \$8.06 million in loss on extinguishment of debt and a \$6.40 million net decrease in operating assets and liabilities.

Investing Activities

Cash used in investing activities for the nine months ended September 30, 2018 was \$16.89 million, compared to cash used in investing activities of \$6.06 million for the nine months ended September 30, 2017, an increase of \$10.82 million, or 178.6 percent. During the nine months ended September 30, 2018, cash used in investing activities was primarily comprised of expenditures related to: (i) the construction of the San Leandro and Oakland facilities; (ii) capital expenditures at Edible Garden in Belvidere, N.J.; (iii) payment for acquisition of land in Santa Ana, California and (iv) \$5.00 million equity investment in Hydrofarm and approximately \$2.00 million advances to NuLeaf joint venture (see "Note 6 – Investments in Unconsolidated Affiliates").

Financing Activities

Cash provided by financing activities for the nine months ended September 30, 2018 was \$29.30 million, compared to \$15.84 million for the nine months ended September 30, 2017, an increase of \$13.46 million, or 85.0 percent. The increase in cash provided by financing activities for the nine months ended September 30, 2018 was primarily due to: (i) \$13.55 million increase in proceeds from the issuance of debt; (ii) a \$2.09 million decrease in payment of contingent consideration; offset by (iii) a \$1.60 million decrease in proceeds from issuance of common stock.

[Table of Contents](#)

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Our primary market risks are attributable to fluctuations in commodity prices and interest rates. These fluctuations can affect revenues and cash flow from operating, investing and financing activities.

Commodity Price Risk

Our most significant market risk relates to fluctuations in marijuana prices. Management expects the prices of these commodities to remain volatile and unpredictable. As these prices decline or rise significantly, revenues and cash flow will also decline or rise significantly.

Interest Rate Risk

As of September 30, 2018, we had no outstanding variable-rate debt and \$16.15 million of principal fixed-rate debt.

Credit Risk

Our exposure to non-payment or non-performance by our customers and counterparties presents a credit risk. Generally, non-payment or non-performance results from a customer's or counterparty's inability to satisfy obligations. We may also be exposed to credit risk due to the concentration of our customers in the medical marijuana industry, as our customers may be similarly affected by changes in regulatory and legal conditions in the states and municipalities in which we operate.

ITEM 4. CONTROLS AND PROCEDURES.

Under the supervision and with the participation of our management, our principal executive officer and our principal financial officer are responsible for conducting an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of September 30, 2018. Disclosure controls and procedures means that the material information required to be included in our SEC reports is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms relating to our company, including any consolidating subsidiaries, and was made known to us by others within those entities, particularly during the period when this report was being prepared. Based on this evaluation, our principal executive officer and principal financial officer concluded as of the evaluation date that our disclosure controls and procedures were not effective as of September 30, 2018.

As of December 31, 2017, management assessed the effectiveness of our internal controls over financial reporting. Management concluded, as of the year ended December 31, 2017, that our internal controls and procedures were not effective to detect the inappropriate application of U.S. GAAP rules. Management concluded that our internal controls were adversely affected by deficiencies in the design or operation of our internal controls, which management considered to be material weaknesses. These material weaknesses include the following:

Risk Assessment – We did not have an effective risk assessment process. From a governance perspective, our formal process to identify, update and assess risks, including changes in our business practices that significantly impact our consolidated financial statements as well as the system of internal control over financial reporting was incomplete.

Control Environment – We did not maintain an effective control environment as evidenced by:

- Lack of majority independent board members.
- An insufficient number of personnel to adequately exercise appropriate oversight of accounting judgements and estimates.

[Table of Contents](#)

Control Activities – We did not have control activities that were designed and operating effectively to identify and address all likely sources of material misstatements, including non-standard transactions. In addition, management review controls were not sufficient or in place to identify all potential accounting errors.

Information and Communications – We had not implemented appropriate information technology controls related to access rights for certain financial spreadsheets that are relevant to the preparation of the consolidated financial statements and our system of internal control over financial

reporting. In addition, we did not implement the appropriate information technology disaster recovery controls in place to ensure the completeness of financial information surrounding revenues and inventory.

Monitoring – We did not maintain effective monitoring of controls related to the financial close and reporting process. In addition, we did not maintain the appropriate level of review and remediation of internal control over financial reporting deficiencies throughout interim and annual financial periods.

The failure to implement and maintain proper and effective internal controls and disclosure controls could result in material weaknesses in our financial reporting, such as errors in our financial statements and in the accompanying footnote disclosures that could require restatements. Investors may lose confidence in our reported financial information and disclosure, which could negatively impact our stock price.

We do not expect that our internal controls over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. Over time, controls may become inadequate because changes in conditions or deterioration in the degree of compliance with policies or procedures may occur. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Plan for Remediation of the Material Weaknesses

We are implementing and are continuing to implement a number of measures to address the material weaknesses identified. The remediation activities undertaken by the Company included the following:

- Continuing to improve the control environment through (i) being staffed with sufficient number of personnel to address segregation of duties issues, ineffective controls and to perform control monitoring activities, (ii) increasing the level of GAAP knowledge by retaining additional technical accountants, (iii) implementing formal process to account for non-standard transactions, and (iv) implementing and formalizing management oversight of financial reporting at regular intervals;
- Continuing to update the documentation of our internal control processes, including implementing formal risk assessment processes;
- Implementing control activities that address relevant risks and assure that all transactions are subject to such control activities;
- Ensure systems that impact financial information and disclosures have effective information technology controls;
- Executing plan to increase number of independent directors to enhance corporate governance and Board composition;
- Hiring of external Sarbanes-Oxley consultants to assist management with the implementation of additional control activities;
- Implementing plan to increase oversight and review of ad hoc spreadsheets while also working to reduce their use; and
- Designation of VP Director of Internal Controls and hiring of sufficient personnel to effectively implement changes to remediate the material weakness and control over financial reporting.

We are in the process of implementing our remediation plan, and expect the control weakness to be remediated in the coming reporting periods. However, we are unable at this time to estimate when the remediation will be completed.

[Table of Contents](#)

The process of designing and implementing an effective financial reporting system is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to maintain a financial reporting system that is adequate to satisfy our reporting obligations. As we continue to evaluate and take actions to improve our internal control over financial reporting, we may determine to take additional actions to address control deficiencies or determine to modify certain of the remediation measures described above. There are no assurances that the measures we have taken to date, or any measures we may take in the future, will be sufficient to remediate the material weaknesses we have identified or avoid potential future material weaknesses.

Changes in Internal Control over Financial Reporting

Effective July 1, 2018, we implemented a series of FinancialForce enterprise resource planning (“ERP”) modules, including general ledger, accounts payable, accounts receivable, fixed assets, financial reporting and cash management. Effective July 1, 2018, we also implemented Greenbits point of sale (“POS”) platform. The implementation of these ERP modules and the POS platform, and the remediation activities undertaken by us as disclosed above, resulted in material changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) as of September 30, 2018. Therefore, we have modified the design and documentation of internal control processes and procedures relating to the new system to replace and supplement existing internal control over financial reporting as appropriate.

There were no other changes in our internal control over financial reporting during the quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

[Table of Contents](#)

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

The Company is the subject of lawsuits and claims arising in the ordinary course of business from time to time. The Company reviews any such legal proceedings and claims on an ongoing basis and follows appropriate accounting guidance when making accrual and disclosure decisions. The Company establishes accruals for those contingencies where the incurrence of a loss is probable and can be reasonably estimated, and it discloses the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued if such disclosure is necessary for the Company's financial statements to not be misleading. To estimate whether a loss contingency should be accrued by a charge to income, the Company evaluates, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of the loss. The Company does not record liabilities when the likelihood that the liability has been incurred is probable, but the amount cannot be reasonably estimated. Based upon present information, the Company determined that there were no matters that required an accrual as of September 30, 2018 nor were there any asserted or unasserted material claims for which material losses are reasonably possible.

On April 11, 2018, the Company filed a lawsuit in the United States District Court, Central District of California against Kenneth Vande Vrede, Michael Vande Vrede, Steven Vande Vrede, Daniel Vande Vrede, Greda Vande Vrede, Beverly Willekes, Brian Vande Vrede, Gro-Rite, Inc. ("Gro-Rite") and Naturally Beautiful Plant Products, LLC ("Naturally Beautiful") alleging breach of contract, breach of fiduciary duties, conversion, fraud, breach of covenant of good faith and fair dealing, misappropriation of trade secrets, and conspiracy related to, among other things, the Share Exchange Agreement, dated as of April 24, 2013 among the Company, the Company's wholly-owned subsidiary, Edible Garden Corp. ("Edible Garden"), and the individual defendants (the "Share Exchange Agreement"). The Company is seeking monetary damages, including attorneys' fees and expenses, return of shares of the Company's common stock issued to the individual defendants under the Share Exchange Agreement, return of stock options issued to the individual defendants, and return of the Company's intellectual property.

On April 10, 2018, Gro-Rite, Naturally Beautiful and Whitetown Realty ("Whitetown Realty" and collectively, the "Whitetown Realty Plaintiffs") filed a lawsuit in the Superior Court of New Jersey Law Division, Morris County against the Company and Edible Garden alleging, among other things, that Edible Garden owes certain amounts to Gro-Rite under a Marketing and Distribution Agreement between Edible Garden and Gro-Rite, dated May 7, 2013, and Naturally Beautiful under a Marketing and Distribution Agreement between Edible Garden and Naturally Beautiful, dated May 13, 2013 (collectively, the "Marketing and Distribution Agreements"), and that Edible Garden owes certain amounts to Whitetown Realty under the Lease between Whitetown Realty and Edible Garden, dated January 1, 2015 (the "Lease"). The Whitetown Realty Plaintiffs are seeking, among other things, compensatory damages for the amounts claimed are owed and attorneys' fees and costs. The Company believes that Edible Garden does not owe any payments under the Marketing and Distribution Agreements or the Lease. The Company disputes the Whitetown Realty Plaintiffs' allegations in the lawsuit and intends to vigorously defend itself. Accordingly, on May 18, 2018, the Company and Edible Garden filed an answer denying the allegations of the Whitetown Realty plaintiffs. In that same pleading, Edible Garden filed a counterclaim against Naturally Beautiful and Gro-Rite asserting claims for breach of contract, breach of the implied covenant of good faith and fair dealing, unjust enrichment, trademark infringement/unfair competition, and tortious interference with contractual relations. Edible Garden also filed a third-party complaint against previously unidentified defendants John Doe Entities 1-10 and John Doe Individuals 1-10 arising from the wrongful misappropriation and pirating of electricity from the Edible Garden facility located at 283 Route 519, Belvidere, New Jersey. That third-party complaint alleges claims for unjust enrichment, tortious interference with contractual relations and conversion. On June 8, 2018, Edible Garden filed an amended counterclaim adding a count for conversion against Naturally Beautiful and Gro-Rite. On June 12, 2018, Edible Garden Corp. filed an amended third-party complaint adding Gerda Vande Vrede as a named third-party defendant. On June 13, 2018, Gro-Rite and Naturally Beautiful filed an answer to Edible Garden's amended counterclaim and Gerda Vande Vrede filed an answer to Edible Garden's amended third-party complaint denying the allegations asserted against them. No counterclaims, crossclaims or fourth party complaints were filed on behalf of Gerda Vande Vrede, Naturally Beautiful or Gro-Rite.

On April 13, 2018, Edible Garden Corp. filed a lawsuit in the Superior Court of New Jersey Chancery Division, Warren County against Whitetown Realty in response to a letter from a law firm representing Whitetown Realty alleging Edible Garden was in default of the Lease. Edible Garden is seeking declaratory and equitable relief to prevent Whitetown Realty from terminating the Lease and for attorneys' fees and costs. The Company believes that Edible Garden has made all payments due to Whitetown Realty under the Lease and maintains Edible Garden is not in default of the Lease. On April 23, 2018, by order of the assignment judge of Warren County, the lawsuit was transferred to Morris County and consolidated with the April 10, 2018 lawsuit previously filed by Gro-Rite, Naturally Beautiful and Whitetown Realty in the Superior Court of New Jersey, Law Division, Morris County. On June 13, 2018, Whitetown Realty filed its answer to the Edible Garden Complaint. In that answer, Whitetown Realty denies that Edible Garden is entitled to the declaratory and equitable relief that Edible Garden requested. No counterclaim was filed by Whitetown Realty.

[Table of Contents](#)

On April 11, 2018, Kenneth Vande Vrede, Michael Vande Vrede and Steven Vande Vrede (collectively, the “Vande Vrede Brothers”) filed a lawsuit in the Superior Court of New Jersey Law Division, Warren County against the Company and Edible Garden alleging, among other things, that the Company and Edible Garden improperly suspended the Vande Vrede Brothers from their positions with the Company and Edible Garden. The Vande Vrede Brothers were seeking, among other things, a declaratory judgment that they did not violate their fiduciary duties owed to the Company or Edible Garden and reinstating the Vande Vrede Brothers to their status with the Company and Edible Garden prior to their suspensions and attorneys’ fees and costs. The original complaint in this matter was never served, and on June 12, 2018, the Vande Vrede Brothers, and now David Vande Vrede, Daniel Vande Vrede, Beverly Willekes, and Whitetown Realty filed an amended complaint against Terra Tech, Edible Garden, Derek Peterson, Michael James, and Michael Nahass. The Company filed a pre-answer motion to dismiss the amended complaint, arguing that any of the plaintiffs’ claims that relate to the Share Exchange Agreement, belong in the already existing lawsuit in California, and any of the plaintiffs’ claims that relate to the lease, belong in the already existing lawsuits in New Jersey. The Company disputes the Vande Vredes’ allegations in the lawsuit and intends to vigorously defend itself.

From time to time, we also may become subject to other litigation or proceedings in connection with our business, as either a plaintiff or defendant.

ITEM 1A. RISK FACTORS.

There have been no material changes to the risk factors disclosed in Part I, Item 1A, “*Risk Factors*”, of our Annual Report on Form 10-K for the year ended December 31, 2017, except for the risk factor noted below. Please refer to that section for disclosures regarding the risk and uncertainties relating to our business.

California Phase-In of Laboratory Testing Requirements

Beginning July 1, 2018, cannabis goods must meet all statutory and regulatory requirements. A licensee can only sell cannabis goods that have been tested by a licensed testing laboratory and have passed all statutory and regulatory testing requirements. In order to be sold, cannabis goods harvested or manufactured prior to January 1, 2018, must be tested by a licensed testing laboratory and must comply with all testing requirements in section 5715 of the Bureau of Cannabis Control (“BCC”) regulations. Cannabis goods that do not meet all statutory and regulatory requirements must be destroyed in accordance with the rules pertaining to destruction. See “*Note 3 – Concentrations of Business and Credit Risk*” for additional information on California laboratory testing requirements.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

None.

ITEM 5. OTHER INFORMATION.

None.

[Table of Contents](#)

ITEM 6. EXHIBITS.

Exhibit	Description
3.1	Amended Bylaws, dated August 2, 2018 *
4.1	Form of 7.5% Senior Convertible Promissory Note (1)
4.2	Form of 3% Senior Convertible Promissory Note (1)
4.3	Form of 7.5% Senior Convertible Promissory Note (2)
10.1	Asset Purchase Agreement (3)
10.2	Form of Securities Purchase Agreement (1)
10.3	Independent Director Agreement (4)
10.4	Independent Director Agreement (4)
31.1	Certification of Derek Peterson, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
31.2	Certification of Michael C. James, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
32.1	Certification of Derek Peterson, Chief Executive Officer, pursuant to Sections 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. *
32.2	Certification of Michael C. James, Chief Financial Officer, pursuant to Sections 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. *
101.INS	XBRL Instance Document *
101.SCH	XBRL Taxonomy Extension Schema Document *
101.CAL	XBRL Taxonomy Extension Calculations Linkbase Document *
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document *
101.LAB	XBRL Taxonomy Extension Label Linkbase Document *
101.PRE	XBRL Taxonomy Presentation Linkbase Document *

* Filed herewith

(1) Incorporated by reference to Current Report on Form 8-K filed with the SEC on July 26, 2018.

(2) Incorporated by reference to Current Report on Form 8-K filed with the SEC on September 7, 2018.

(3) Incorporated by reference to Current Report on Form 8-K filed with the SEC on July 12, 2018.

(4) Incorporated by reference to Current Report on Form 8-K filed with the SEC on July 31, 2018.

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.

TERRA TECH CORP.

Date: November 8, 2018

By: /s/ Michael C. James

Michael C. James
Chief Financial Officer
(Principal Accounting Officer and
Principal Financial Officer)

BYLAWS
OF
Terra Tech Corp.
A Nevada Corporation

ARTICLE I

SHAREHOLDERS

1. Annual Meeting

A meeting of the shareholders shall be held annually for the elections of directors and the transaction of other business on such date in each year as may be determined by the Board of Directors, but in no event later than 100 days after the anniversary of the date of incorporation of the Corporation.

2. Special Meetings

Special meetings of the shareholders may be called by the Board of Directors, Chairman of the Board or President and shall be called by the Board upon written request of the holders of record of a majority of the outstanding shares of the Corporation entitled to vote at the meeting requested to be called. Such request shall state the purpose or purposes of the proposed meeting. At such special meetings the only business which may be transacted is that relating to the purpose or purposes set forth in the notice thereof.

3. Place of Meetings

Meetings of the shareholders shall be held at such place within or outside of the State of Nevada as may be fixed by the Board of Directors. If no place is fixed, such meetings shall be held at the principal office of the Corporation.

4. Notice of Meetings

Notice of each meeting of the shareholders shall be given in writing and shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called. Notice of a special meeting shall indicate that it is being issued by or at the direction of the person or persons calling or requesting the meeting.

If, at any meeting, action is proposed to be taken which, if taken, would entitle objecting shareholders to receive payment for their shares, the notice shall include a statement of that purpose and to that effect.

A copy of the notice of each meeting shall be given, personally or by first class mail, not less than ten nor more than sixty days before the date of the meeting, to each shareholder entitled to vote at such meeting. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, with postage thereon paid, directed to the shareholder at his address as it appears on the record of the shareholders, or, if he shall have filed with the Secretary of the Corporation a written request that notices to him or her be mailed to some other address, then directed to him at such other address.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record on the new record date entitled to notice under this Section 4.

5. Waiver of Notice

Notice of a meeting need not be given to any shareholder who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.

6. Inspectors of Election

The Board of Directors, in advance of any shareholders' meeting, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a shareholders' meeting may, and on the request of any shareholder entitled to vote thereat shall, appoint two inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment in advance of the meeting by the Board or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of such inspector at such meeting with strict impartiality and according to the best of his ability.

The inspectors shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, and the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote at the meeting, count and tabulate all votes, ballots or consents, determine the result thereof, and do such acts as are proper to conduct the election or vote with fairness to all shareholders. On request of the person presiding at the meeting, or of any shareholder entitled to vote thereat, the inspectors shall make a report in writing of any challenge; question or matter determined by them and shall execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of any vote certified by them.

7. List of Shareholders at Meetings

A list of the shareholders as of the record date, certified by the Secretary or any Assistant Secretary or by a transfer agent, shall be produced at any meeting of the shareholders upon the request thereat or prior thereto of any shareholder. If the right to vote at any meeting is challenged, the inspectors of election, or the person presiding thereat, shall require such list of the shareholders to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be shareholders entitled to vote thereat may vote at such meeting.

8. Qualification of Voters

Unless otherwise provided in the Certificate of Incorporation, every shareholder of record shall be entitled at every meeting of the shareholders to one vote for every share standing in its name on the record of the shareholders.

Treasury shares as of the record date and shares held as of the record date by another domestic or foreign corporation of any kind, if a majority of the shares entitled to vote in the election of directors of such other corporation is held as of the record date by the Corporation, shall not be shares entitled to vote or to be counted in determining the total number of outstanding shares.

Shares held by an administrator, executor, guardian, conservator, committee or other fiduciary, other than a trustee, may be voted by such fiduciary, either in person or by proxy, without the transfer of such shares into the name of such fiduciary. Shares held by a trustee may be voted by him or her, either in person or by proxy, only after the shares have been transferred into his name as trustee or into the name of his nominee.

Shares standing in the name of another domestic or foreign corporation of any type or kind may be voted by such officer, agent or proxy as the bylaws of such corporation may provide, or, in the absence of such provision, as the board of directors of such corporation may determine.

No shareholder shall sell his vote, or issue a proxy to vote, to any person for any sum of money or anything of value except as permitted by law.

9. Quorum of Shareholders

The holders of 5% or more of the shares of the Corporation issued and outstanding and entitled to vote at any meeting of the shareholders shall constitute a quorum at such meeting for the transaction of any business, provided that when a specified item of business is required to be voted on by a class or series, voting as a class, the holders of a majority of the shares of such class or series shall constitute a quorum for the transaction of such specified item of business.

When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any shareholders.

The shareholders who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum.

10. Proxies

Every shareholder entitled to vote at a meeting of the shareholders, or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the shareholder or its attorney. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the shareholder executing it, except as otherwise provided by law.

The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the shareholder who executed the proxy, unless before the authority is exercised written notice of adjudication of such incompetence or of such death is received by the Secretary or any Assistant Secretary.

11. Vote or Consent of Shareholders

Directors, except as otherwise required by law, shall be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election.

Whenever any corporate action, other than the election of directors, is to be taken by vote of the shareholders, it shall, except as otherwise required by law, be authorized by a majority of the votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon.

Whenever shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all outstanding shares entitled to vote thereon. Written consent thus given by the holders of all outstanding shares entitled to vote shall have the same effect as a unanimous vote of shareholders.

12. Fixing the Record Date

For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of shareholders. Such date shall not be less than ten or more than sixty days before the date of such meeting, nor more than sixty days prior to any other action.

When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided in this Section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.

ARTICLE II

BOARD OF DIRECTORS

1. Power of Board and Qualifications of Directors

The business of the Corporation shall be managed by the Board of Directors. Each director shall be at least eighteen years of age.

2. Number of Directors

The number of directors constituting the entire Board of Directors shall be the number, not less than one nor more than ten, fixed from time to time by a majority of the total number of directors which the Corporation would have, prior to any increase or decrease, if there were no vacancies, provided, however, that no decrease shall shorten the term of an incumbent director. Unless otherwise fixed by the directors, the number of directors constituting the entire Board shall be four.

3. Election and Term of Directors

At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting and until their successors have been elected and qualified or until their death, resignation or removal in the manner hereinafter provided.

4. Quorum of Directors and Action by the Board

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business, and, except where otherwise provided herein, the vote of a majority of the directors present at a meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

5. Meetings of the Board

An annual meeting of the Board of Directors shall be held in each year directly after the annual meeting of shareholders. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the President or any two directors.

Meetings of the Board of Directors shall be held at such places as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. If no place is fixed, meetings of the Board shall be held at the principal office of the Corporation. Any one or more members of the Board of Directors may participate in meetings by means of conference telephone or similar communications equipment.

No notice need be given of annual or regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director either by mail not later than noon, Nevada time, on the third day prior to the meeting or by telegram, written message or orally not later than noon, Nevada time, on the day prior to the meeting. Notices are deemed to have been properly given if given: by mail, when deposited in the United States mail; by telegram at the time of filing; or by messenger at the time of delivery. Notices by mail, telegram or messenger shall be sent to each director at the address designated by him for that purpose, or, if none has been so designated, at his last known residence or business address.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to any director.

A notice, or waive of notice, need not specify the purpose of any meeting of the Board of Directors.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given, in the manner described above, to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

6. Resignations

Any director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

7. Removal of Directors

Any one or more of the directors may be removed for cause by action of the Board of Directors. Any or all of the directors may be removed with or without cause by vote of the shareholders.

8. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason except the removal of directors by shareholders may be filled by vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring as a result of the removal of directors by shareholders shall be filled by the shareholder. A director elected to fill a vacancy shall be elected to hold office for the unexpired term of his predecessor.

9. Executive and Other Committees of Directors

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees each of which, to the extent provided in the resolution, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters: (a) the submission to shareholders of any action that needs shareholders' approval; (b) the filling of vacancies in the Board or in any committee; (c) the fixing of compensation of the directors for serving on the Board or on any committee; (d) the amendment or repeal of the bylaws, or the adoption of new bylaws; (e) the amendment or repeal of any resolution of the Board which, by its term, shall not be so amendable or cannot be repealed; or (f) the removal or indemnification of directors.

The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Unless a greater proportion is required by the resolution designating a committee, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members present at a meeting at the time of such vote, if a quorum is then present, shall be the act of such committee.

Each such committee shall serve at the pleasure of the Board of Directors.

10. Compensation of Directors

The Board of Directors shall have authority to fix the compensation of directors for services in any capacity.

11. Interest of Directors in a Transaction

Unless shown to be unfair and unreasonable as to the Corporation, no contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable, irrespective of whether such interested director or directors are present at a meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction and irrespective of whether his or their votes are counted for such purpose. In the absence of fraud any such contract and transaction conclusively may be authorized or approved as fair and reasonable by: (a) the Board of Directors or a duly empowered committee thereof, by a vote sufficient for such purpose without counting the vote or votes of such interested director or directors (although such interested director or directors may be counted in determining the presence of a quorum at the meeting which authorizes such contract or transaction), if the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, as the case may be; or (b) the shareholders entitled to vote for the election of directors, if such common directorship, officership or financial interest is disclosed or known to such shareholders.

Notwithstanding the foregoing, no loan, except advances in connection with indemnification, shall be made by the Corporation to any director unless it is authorized by vote of the shareholders without counting any shares of the director who would be the borrower or unless the director who would be the borrower is the sole shareholder of the Corporation.

ARTICLE III

OFFICERS

1. Election of Officers

The Board of Directors, as soon as may be practicable after the annual election of directors, shall elect a President, a Secretary, and a Treasurer, and from time to time may elect or appoint such other officers as it may determine. Any two or more offices may be held by the same person. The Board of Directors may also elect one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers.

2. Other Officers

The Board of Directors may appoint such other officers and agents as it shall deem necessary that shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

3. Compensation

The salaries of all officers and agents of the Corporations shall be fixed by the Board of Directors.

4. Term of Office and Removal

Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified. Unless otherwise provided in the resolution of the Board of Directors electing or appointing an officer, his term of office shall extend to and expire at the meeting of the Board following the next annual meeting of shareholders. Any officer may be removed by the Board with or without cause, at any time. Removal of an officer without cause shall be without prejudice to his contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

5. President

The President shall be the chief executive officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall also preside at all meeting of the shareholders and the Board of Directors.

The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

6. Vice Presidents

The Vice Presidents, in the order designated by the Board of Directors, or in absence of any designation, then in the order of their election, during the absence or disability of or refusal to act by the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

7. Secretary and Assistant Secretaries

The Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be described by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary, or an Assistant Secretary shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature or by signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order designated by the Board of Directors, or in the absence of such designation then in the order of their election, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, shall perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

8. Treasurer and Assistant Treasurers

The Treasurer shall have the custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of Treasurer, and for the restoration to the Corporation, in the case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the Treasurer belonging to the Corporation.

The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order designated by the Board of Directors, or in the absence of such designation, then in the order of their election, in the absence of the Treasurer or in the event the Treasurer's inability or refusal to act, shall perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

9. Books and Records

The Corporation shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of the shareholders, Board of Directors and any committees of directors; and (c) a current list of the directors and officers and their residence addresses. The Corporation shall also keep at its office in the State of Nevada or at the office of its transfer agent or registrar in the State of Nevada, if any, a record containing the names and addresses of all shareholders, the number and class of shares held by each and the dates when they respectively became the owners of record thereof.

The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records or other documents of the Corporation shall be open to inspection, and no creditor, security holder or other person shall have any right to inspect any accounts, books, records or other documents of the Corporation except as conferred by statute or as so authorized by the Board.

10. Checks, Notes, etc.

All checks and drafts on, and withdrawals from the Corporation's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by the Corporation, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of, the Board of Directors.

ARTICLE IV

CERTIFICATES AND TRANSFER OF SHARES

1. Forms of Share Certificates

The share of the Corporation shall be represented by certificates, in such forms as the Board of Directors may prescribe, signed by the President or a Vice President and the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer. The shares may be sealed with the seal of the Corporation or a facsimile thereof. The signatures of the officers upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the Corporation or its employee. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of issue.

Each certificate representing shares issued by the Corporation shall set forth upon the face or back of the certificate, or shall state that the Corporation will furnish to any shareholder upon request and without charge, a full statement of the designation, relative rights, preferences and limitations of the shares of each class of shares, if more than one, authorized to be issued and the designation, relative rights, preferences and limitations of each series of any class of preferred shares authorized to be issued so far as the same have been fixed, and the authority of the Board of Directors to designate and fix the relative rights, preferences and limitations of other series.

Each certificate representing shares shall state upon the face thereof: (a) that the Corporation is formed under the laws of the State of Nevada; (b) the name of the person or persons to whom issued; and (c) the number and class of shares, and the designation of the series, if any, which certificate represents.

2. Transfers of Shares

No share or other security may be sold, transferred or otherwise disposed of without the consent of the directors or until the Company is a reporting issuer, as defined under the Securities Exchange Act of 1934. The directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition.

Shares of the Corporation shall be transferable on the record of shareholders upon presentment to the Corporation of a transfer agent of a certificate or certificates representing the shares requested to be transferred, with proper endorsement on the certificate or on a separate accompanying document, together with such evidence of the payment of transfer taxes and compliance with other provisions of law as the Corporation or its transfer agent may require.

3. Lost, Stolen or Destroyed Share Certificates

No certificate for shares of the Corporation shall be issued in place of any certificate alleged to have been lost, destroyed or wrongfully taken, except, if and to the extent required by the Board of Directors upon: (a) production of evidence of loss, destruction or wrongful taking; (b) delivery of a bond indemnifying the Corporation and its agents against any claim that may be made against it or them on account of the alleged loss, destruction or wrongful taking of the replaced certificate or the issuance of the new certificate; (c) payment of the expenses of the Corporation and its agents incurred in connection with the issuance of the new certificate; and (d) compliance with other such reasonable requirements as may be imposed.

ARTICLE V

OTHER MATTERS

1. Corporate Seal

The Board of Directors may adopt a corporate seal, alter such seal at pleasure, and authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

2. Fiscal Year

The fiscal year of the Corporation shall be the twelve months ending September 30th, or such other period as may be fixed by the Board of Directors.

3. Amendments

Bylaws of the Corporation may be adopted, amended or repealed by vote of the holders of the shares at the time entitled to vote in the election of any directors. Bylaws may also be adopted, amended or repealed by the Board of Directors, but any bylaws adopted by the Board may be amended or repealed by the shareholders entitled to vote thereon as herein above provided.

If any bylaw regulating an impending election of directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of shareholders for the election of directors the bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

APPROVED AND ADOPTED this August 2, 2018.

By: /s/ Michael Nahass
Michael Nahass
Secretary

**Certifications pursuant to Securities and Exchange Act of 1934
Rule 13a-14 as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002**

I, Derek Peterson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of the Terra Tech Corp. (the "Registrant");
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 Rule 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: November 8, 2018

By: /s/ Derek Peterson

Derek Peterson
Chief Executive Officer and
Chairman of the Board

**Certifications pursuant to Securities and Exchange Act of 1934
Rule 13a-14 as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002**

I, Michael C. James, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Terra Tech Corp. (the "Registrant");
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 Rule 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: November 8, 2018

By: /s/ Michael C. James

Michael C. James
Chief Financial Officer

**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 Terra Tech Corp. (the "Company") on Form 10-Q for the quarter ended September 30, 2018 (the "Form 10-Q"), I, Derek Peterson, Chief Executive Officer of the Company, certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge, that the Company's Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Form 10-Q, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2018

By: /s/ Derek Peterson

Derek Peterson
Chief Executive Officer and
Chairman of the Board

**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 Terra Tech Corp. (the "Company") on Form 10-Q for the quarter ended September 30, 2018 (the "Form 10-Q"), I, Michael C. James, Chief Financial Officer of the Company, certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge, that the Company's Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Form 10-Q, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2018

By: /s/ Michael C. James

Michael C. James
Chief Financial Officer