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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 10-Q**

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

For the quarter ended: **July 31, 2024**  
OR

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

For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **001-40597**

**Mama's Creations, Inc.**

(Exact name of Registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation)

**27-0607116**

(IRS Employer ID No.)

**25 Branca Road**

**East Rutherford, NJ 07073**

(Address of principal executive offices and zip Code)

**(201) 531-1212**

(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(g) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on which registered
Common Stock, par value \$0.00001	MAMA	Nasdaq Capital Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months, 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes  No

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

Large accelerated filer  Accelerated filer  Smaller reporting company

Non-accelerated filer  Smaller reporting company

Emerging Growth Company

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 September 9, 2024, there were 37,577,493 shares outstanding of the registrant's common stock.

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#### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements in this report are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Exchange Act. The forward-looking statements involve substantial risks and uncertainties. All statements, other than statements related to present facts or current conditions or of historical facts, contained in this report, including statements regarding our strategy, future operations, future financial position, future revenues, and projected costs, prospects, plans and objectives of management, are forward-looking statements. Accordingly, these statements involve estimates, assumptions and uncertainties which could cause actual results to differ materially from those expressed in them. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "ongoing," "plan," "potential," "predict," "project," "should," "target," "will," "would," or the negative of these terms or other comparable terminology are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

Forward-looking statements are not guarantees of future performance and our actual results could differ materially from the results discussed in the forward-looking statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include:

- the impacts of public health emergencies, such as the COVID-19 pandemic, on our business, financial condition and results of operations, and our inability to mitigate such impacts;
- the adequacy of our liquidity to pursue our business objectives;
- reliance on a limited number of customers;
- loss or retirement of key executives, including prior to identifying a successor;
- adverse economic conditions or intense competition;
- pricing pressures in the market and lack of control over the pricing of raw materials and freight;
- entry of new competitors and products;
- adverse federal, state and local government regulation (including, but not limited to, the Food and Drug Administration);
- liability related to the consumption of our products
- ability to secure placement of our products in key retail locations;
- wage and price inflation;
- maintenance of quality control; and
- issues related to the enforcement of our intellectual property rights.

For more information regarding these risks and uncertainties as well as certain additional risks that we face, you should refer to "Item 1A. Risk Factors" in this report and "Item 1A. Risk Factors" in our most recent Annual Report on Form 10-K, and to subsequent reports and registration statements filed from time to time with the SEC. We caution you not to place undue reliance on these forward-looking statements, which are current only as of the date on which we issued this report. We do not intend to, and we disclaim any duty or obligation to, update or revise any forward-looking statements to reflect new information or future events or for any other reason.

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**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**MAMA'S CREATIONS, INC.  
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
July 31, 2024**

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**Mama's Creations, Inc.**  
**Condensed Consolidated Balance Sheets**  
(In thousands, except share and per share data)

	<u>July 31, 2024</u>	<u>January 31, 2024</u>		
	(Unaudited)			
<b>Assets:</b>				
<b>Current Assets:</b>				
Cash and cash equivalents	\$ 7,368	\$ 11,022		
Accounts receivable, net	8,126	7,859		
Inventories, net	2,848	3,310		
Prepaid expenses and other current assets	1,364	1,375		
<b>Total current assets</b>	<u>19,706</u>	<u>23,566</u>		
Property, plant, and equipment, net				
Intangible assets, net	7,272	4,436		
Goodwill	4,211	4,979		
Operating lease right of use assets, net	8,633	8,633		
Deferred tax asset	2,643	2,889		
Deposits	390	503		
<b>Total Assets</b>	<b>\$ 42,950</b>	<b>\$ 45,101</b>		
<b>Liabilities and Stockholders' Equity:</b>				
<b>Liabilities:</b>				
<b>Current Liabilities:</b>				
Accounts payable and accrued expenses	\$ 9,793	\$ 12,425		
Term loan, net of unamortized debt discount of \$28 and \$38, respectively	1,524	1,514		
Operating lease liabilities	428	434		
Finance leases payable	358	367		
Promissory notes – related parties	2,250	1,950		
<b>Total current liabilities</b>	<u>14,353</u>	<u>16,690</u>		
Line of credit	—	—		
Operating lease liabilities – net of current	2,278	2,515		
Finance leases payable – net of current	1,044	1,062		
Promissory note – related party, net of current	750	2,250		
Term loan – net of current	2,228	3,003		
<b>Total long-term liabilities</b>	<u>6,300</u>	<u>8,830</u>		
<b>Total Liabilities</b>	<b>20,653</b>	<b>25,520</b>		
<b>Commitments and contingencies (Notes 9 and 10)</b>				
<b>Stockholders' Equity:</b>				
Series A Preferred stock, \$0.00001 par value; 120,000 shares authorized; 23,400 issued as of July 31, 2024 and January 31, 2024, respectively. 0 shares outstanding as of July 31, 2024 and January 31, 2024, respectively	-	-		
Series B Preferred stock, \$0.00001 par value; 200,000 shares authorized; 0 and 0 issued and outstanding as of July 31, 2024 and January 31, 2024 respectively	-	-		
Preferred stock, \$0.00001 par value; 19,680,000 shares authorized; no shares issued and outstanding	-	-		
Common stock, \$0.00001 par value; 250,000,000 shares authorized; 37,663,041 and 37,488,239 shares issued as of July 31, 2024 and January 31, 2024, respectively, 37,433,041 and 37,258,239 shares outstanding as of July 31, 2024 and January 31, 2024, respectively	-	-		
Additional paid in capital	24,293	23,278		
Accumulated deficit	(1,846)	(3,547)		
Less: Treasury stock, 230,000 shares at cost	(150)	(150)		
<b>Total Stockholders' Equity</b>	<u>22,297</u>	<u>19,581</u>		
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 42,950</b>	<b>\$ 45,101</b>		

See accompanying notes to the condensed consolidated financial statements.

**Mama's Creations, Inc.**  
**Condensed Consolidated Statements of Operations**  
**(Unaudited)**  
(in thousands, except per share data)

	For the Three Months Ended July 31,		For the Six Months Ended July 31,	
	2024	2023	2024	2023
	\$	\$	\$	\$
<b>Net sales</b>	\$ 28,382	\$ 24,790	\$ 58,220	\$ 47,911
<b>Costs of sales</b>	21,503	17,284	43,878	34,034
<b>Gross profit</b>	<b>6,879</b>	<b>7,506</b>	<b>14,342</b>	<b>13,877</b>
<b>Operating expenses:</b>				
Research and development	93	95	197	166
Selling, general and administrative expenses	5,174	5,136	11,760	9,493
<b>Total operating expenses</b>	<b>5,267</b>	<b>5,231</b>	<b>11,957</b>	<b>9,659</b>
<b>Income from operations</b>	<b>1,612</b>	<b>2,275</b>	<b>2,385</b>	<b>4,218</b>
<b>Other income (expenses)</b>				
Interest expense	(122)	(182)	(249)	(359)
Interest income	63	—	155	—
Amortization of debt discount	(4)	(6)	(10)	(11)
Other income	—	7	—	27
<b>Total other expenses</b>	<b>(63)</b>	<b>(181)</b>	<b>(104)</b>	<b>(343)</b>
<b>Net income before income tax provision and income from equity method investment</b>	<b>1,549</b>	<b>2,094</b>	<b>2,281</b>	<b>3,875</b>
Income from equity method investment	—	78	—	223
Income tax expense	(401)	(430)	(580)	(954)
<b>Net income</b>	<b>1,148</b>	<b>1,742</b>	<b>1,701</b>	<b>3,144</b>
Less: series B preferred dividends	—	(21)	—	(49)
Net Income available to common stockholders	<b>1,148</b>	<b>1,721</b>	<b>1,701</b>	<b>3,095</b>
<b>Net income per common share</b>				
<b>– basic</b>	<b>\$ 0.03</b>	<b>\$ 0.05</b>	<b>\$ 0.05</b>	<b>\$ 0.09</b>
<b>– diluted</b>	<b>\$ 0.03</b>	<b>\$ 0.05</b>	<b>\$ 0.04</b>	<b>\$ 0.08</b>
<b>Weighted average common shares outstanding</b>				
<b>– basic</b>	<b>37,336</b>	<b>36,855</b>	<b>37,298</b>	<b>36,628</b>
<b>– diluted</b>	<b>39,604</b>	<b>37,490</b>	<b>39,535</b>	<b>37,195</b>

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See accompanying notes to the condensed consolidated financial statements.

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**Mama's Creations, Inc.**  
**Condensed Consolidated Statements of Changes in Stockholders' Equity**  
**(Unaudited)**  
**(in thousands)**

For the Period from May 1, 2024 through July 31, 2024

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Treasury Stock		Paid In	Additional	Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Accumulated Deficit	
<b>Balance, May 1, 2024</b>	-	\$ -	-	\$ -	37,488	\$ -	(230)	\$ (150)	\$ 23,490	\$ (2,994)	\$ 20,346
Stock based compensation	-	-	-	-	77	-	-	-	316	-	316
Stock issued for the exercise of options and warrants	-	-	-	-	30	-	-	-	37	-	37
Issuance of shares for director settlement	-	-	-	-	68	-	-	-	450	-	450
Net income	-	-	-	-	-	-	-	-	-	1,148	1,148
<b>Balance, July 31, 2024</b>	<b>-</b>	<b>\$ -</b>	<b>-</b>	<b>\$ -</b>	<b>37,663</b>	<b>\$ -</b>	<b>(230)</b>	<b>\$ (150)</b>	<b>\$ 24,293</b>	<b>\$ (1,846)</b>	<b>\$ 22,297</b>

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For the Period from May 1, 2023 through July 31, 2023

	Series A		Series B		Common Stock		Treasury Stock		Additional		Accumulated Deficit	Stockholders' Equity
	Preferred Stock	Shares	Preferred Stock	Shares	Amount	Shares	Amount	Shares	Amount	Paid In Capital		
<b>Balance, May 1, 2023</b>	-	\$ -	55	\$ -	36,485	\$ —	(230)	\$ (150)	22,798	\$ (8,685)	\$ 13,963	
Stock based compensation	-	-	-	-	20	-	-	-	-	105	-	105
Stock issued for the exercise of options and warrants	-	-	-	-	20	-	-	-	-	9	-	9
Conversion of series B preferred stock to common stock	-	-	(55)	-	819	-	-	-	-	-	-	-
Series B Preferred dividend	-	-	-	-	-	-	-	-	-	(21)	(21)	
Net income	-	-	-	-	-	-	-	-	-	1,742	1,742	
<b>Balance, July 31, 2023</b>	<b>-</b>	<b>\$ -</b>	<b>-</b>	<b>\$ -</b>	<b>37,344</b>	<b>\$ —</b>	<b>(230)</b>	<b>\$ (150)</b>	<b>22,912</b>	<b>\$ (6,964)</b>	<b>\$ 15,798</b>	

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For the Period from February 1, 2024 through July 31, 2024

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Treasury Stock		Additional Paid In Capital		Accumulated Deficit	Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Capital			
<b>Balance, February 1, 2024</b>	-	-	-	-	37,488	-	(230)	(150)	23,278	(3,547)		19,581
Stock based compensation	-	-	-	-	77	-	-	-	521	-		521
Stock issued for the exercise of options	-	-	-	-	30	-	-	-	44	-		44
Issuance of shares for director settlement	-	-	-	-	68	-	-	-	450	-		450
Net income	-	-	-	-	-	-	-	-	-	1,701		1,701
<b>Balance, July 31, 2024</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>37,663</b>	<b>-</b>	<b>(230)</b>	<b>(150)</b>	<b>24,293</b>	<b>(1,846)</b>	<b></b>	<b>22,297</b>

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For the Period from February 1, 2023 through July 31, 2023

	Series A		Series B		Common Stock		Treasury Stock		Additional		Accumulated Deficit	Stockholders' Equity
	Preferred Stock Shares	Preferred Stock Amount	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Treasury Stock Shares	Treasury Stock Amount	Paid In Capital			
<b>Balance, February 1, 2023</b>	-	-	55	-	36,318	-	(230)	(150)	22,724	(10,059)		12,515
Stock based compensation	-	-	-	-	20	-	-	-	160	-		160
Stock issued for the exercise of options and warrants	-	-	-	-	187	-	-	-	28	-		28
Conversion of series B preferred stock to common stock	-	-	(55)	-	819	-	-	-	-	-		-
Series B Preferred dividend	-	-	-	-	-	-	-	-	-	(49)		(49)
Net Income	-	-	-	-	-	-	-	-	-	3,144		3,144
<b>Balance, July 31, 2023</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>37,344</b>	<b>-</b>	<b>(230)</b>	<b>(150)</b>	<b>22,912</b>	<b>(6,964)</b>		<b>15,798</b>

See accompanying notes to the condensed consolidated financial statements.

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**Mama's Creations, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
**(Unaudited)**  
**(in thousands)**

	<b>For the Six Months Ended July 31,</b>	
	<b>2024</b>	<b>2023</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 1,701	\$ 3,144
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	606	512
Amortization of debt discount	10	11
Amortization of right of use assets	270	112
Amortization of intangibles	768	304
Stock-based compensation	521	110
Allowance for obsolete inventory	-	93
Change in deferred tax asset	113	649
Income from equity method investment	-	(223)
Changes in operating assets and liabilities:		
Allowance for doubtful accounts	-	140
Accounts receivable	(267)	1,127
Inventories	462	234
Prepaid expenses and other current assets	(522)	347
Security deposits	-	(18)
Accounts payable and accrued expenses	(2,161)	(3,049)
Operating lease liability	(267)	(135)
<b>Net Cash Provided by Operating Activities</b>	<b>1,234</b>	<b>3,358</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Cash paid for fixed assets	(2,740)	(253)
Cash paid for investment in Chef Inspirational Foods, LLC, net	-	(646)
<b>Net Cash (Used in) Investing Activities</b>	<b>(2,740)</b>	<b>(899)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Repayment of term loan	(776)	(776)
Repayment of line of credit, net	-	(390)
Repayment of related party note	(1,200)	-
Repayment of finance lease obligations	(196)	(93)
Payment of Series B Preferred dividends	-	(49)
Proceeds from exercise of stock options	44	28
<b>Net Cash (Used in) Financing Activities</b>	<b>(2,128)</b>	<b>(1,280)</b>
<b>Net (Decrease) Increase in Cash</b>	<b>(3,634)</b>	<b>1,179</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>11,022</b>	<b>4,378</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 7,388</b>	<b>\$ 5,557</b>
<b>SUPPLEMENTARY CASH FLOW INFORMATION:</b>		
Cash Paid During the Period for:		
Income taxes	\$ 871	\$ 113
Interest	\$ 223	\$ 313
<b>SUPPLEMENTARY DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>		
Conversion of series B preferred stock to common stock	\$ -	\$ -

Finance lease asset additions	\$ 169	\$ 903
Right of use asset recognized	\$ 873	\$ -
Write-off of right of use asset	\$ 897	\$ -
Related party debt incurred for purchase of Chef Inspirational Foods, LLC	\$ -	\$ 2,700
Settlement of liability in common stock	\$ -	\$ 50
Issuance of stock for director settlement	\$ 450	\$ -
Receipt of fixed assets for deposits which were previously placed	\$ 533	\$ -

See accompanying notes to the condensed consolidated financial statements.

**Mama's Creations, Inc.**  
**Notes to Condensed Consolidated Financial Statements**  
**July 31, 2024**

**Note 1 - Nature of Operations and Basis of Presentation**

**Nature of Operations**

Mama's Creations, Inc. (together with its subsidiaries, the "Company"), (formerly known as Mama Mancini's Holdings, Inc. and Mascot Properties, Inc.) was organized on July 22, 2009 as a Nevada corporation. The Company has a fiscal year-end of January 31.

Our subsidiary MamaMancini's Inc. ("MamaMancinis") is a marketer, manufacturer and distributor of beef and turkey meatballs with sauce, grilled, roasted and breaded chicken, sausage and peppers, and other similar meats and sauces. In addition, the Company continues to diversify its product line by introducing new products such as ready to serve meals, single-serve pasta bowls, bulk deli, and packaged refrigerated protein products. MamaMancini's products feature many all-natural meals that were submitted to the United States Department of Agriculture (the "USDA") and approved as "all-natural". The USDA defines "all-natural" as a product that contains no artificial ingredients, coloring ingredients or chemical preservatives and is minimally processed.

Our subsidiary T&L Acquisition Corp. is a premier gourmet food manufacturer based in New York. T&L Acquisition Corp. DBA T&L Creative Salads ("T&L") and Olive Branch ("OB") offer a full line of foods for retail food chains and club stores, delis, bagel stores, caterers and provision distributors. T&L uses high-quality meats, seafood and vegetables, prepared to meet the standards set forth by the USDA and the Food and Drug Administration ("FDA"). Olive Branch concentrates on selling olives, olive mixes, and savory products to a limited number of large retail customers, primarily in pre-packaged containers.

On June 28, 2022, the Company acquired a 24% minority interest in Chef Inspirational Foods, LLC ("CIF"), a leading developer, innovator, marketer and sales company selling prepared foods, for an investment of \$1.2 million. The investment consisted of \$500 thousand in cash and \$700 thousand in the Company's common stock. The acquisition of the interest in CIF was accounted for under the equity method of accounting for investments until the Company acquired the remaining interest in CIF. On June 28, 2023, the Company completed the acquisition of the remaining 76% of CIF, in accordance with the terms of the Membership Interest Purchase Agreement dated June 28, 2023 by and among the Company, Siegel Suffolk Family, LLC, and R&I Loeb Family, LLC (the "Sellers") for approximately \$3.7 million, including approximately \$1 million in cash at closing and a \$ 2.7 million promissory note (the "CIF Acquisition"). The promissory note requires a principal payment of \$1.2 million in cash on the first anniversary of the closing date (which was made during the three months ended July 31, 2024), and a payment of \$1.5 million in common stock of the Company on the second anniversary of the closing date.

The following presents the unaudited results of operations for the period February 1, 2023 through June 28, 2023 of CIF (in thousands):

	<b>For the Period</b>	
	<b>February 1, 2023</b>	
	<b>through</b>	
	<b>June 28, 2023</b>	
Revenues	\$ 13,721	
Net income	\$ 931	

**Name Change**

On July 31, 2023, the Company filed an amendment to the Articles of Incorporation with the Secretary of State of the State of Nevada to change the Company's name from "MamaMancini's Holdings, Inc." to "Mama's Creations, Inc." (the "Name Change"). The Name Change, which was approved by the Company's stockholders at its annual meeting on July 31, 2023, did not alter the voting powers or relative rights of the Company from its origins as a home style, old-world Italian food company to a "one stop shop" including all-natural specialty prepared refrigerated foods for sale in retailers around the country. On July 31, 2023, the Company also amended and restated its Amended and Restated Bylaws, solely to reflect the name change (as amended, the "Second Amended and Restated Bylaws").

**Note 2 - Summary of Significant Accounting Policies**

**Basis of Presentation**

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X of the SEC for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, the accompanying Condensed Consolidated Financial Statements of the Company and its subsidiaries, which are unaudited, include all normal and recurring adjustments considered necessary to present fairly the Company's financial position as of July 31, 2024, and the results of its operations and its cash flows for the periods presented. The unaudited Condensed Consolidated Financial Statements herein should be read together with the historical Consolidated Financial Statements of the Company for the years ended January 31, 2024 and 2023 included in our Annual Report on Form 10-K for the year ended January 31, 2024 (the "2024 Form 10-K"). Operating results for the three and six months ended July 31, 2024 are not necessarily indicative of the results that may be expected for the year ending January 31, 2025. Certain amounts in the prior years have been reclassified to conform to the current year presentation.

**Principles of Consolidation**

The Condensed Consolidated Financial Statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances have been eliminated in consolidation.

**Use of Estimates**

The preparation of Condensed Consolidated Financial Statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the Condensed Consolidated Financial Statements and accompanying notes. Such estimates and assumptions impact, among other items, allowance for credit losses, the fair value of stock-based compensation, inventory reserves, impairment of goodwill and intangible assets, and estimates for unrealized returns, discounts, and other allowances that are netted against revenue.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the Condensed Consolidated Financial Statements, which management considered in formulating its estimate, could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

**Risks and Uncertainties**

The Company operates in an industry that is subject to intense competition and changes in consumer demand. The Company's operations are subject to significant risks and uncertainties, including financial and operational risks, including the potential risk of business failure.

The Company has experienced, and in the future expects to continue to experience, variability in sales and earnings. The factors expected to contribute to this variability include, among others, (i) the cyclical nature of the grocery industry, (ii) general economic conditions in the various local markets in which the Company competes, including a potential general downturn in the economy, and (iii) the volatility of prices pertaining to food and beverages in connection with the Company's distribution of the product. These factors, among others, make it difficult to project the Company's operating results on a consistent basis.

**Segment Reporting**

For the three and six months ending July 31, 2024 and July 31, 2023, the Company was managed as a single operating segment. The Chief Executive Officer, who is the Company's Chief Operating Decision Maker ("CODM"), reviews financial information on an aggregate basis for purposes of allocating resources and assessing financial performance, as well as for making strategic operational decisions and managing the organization. As such the Company has one reportable segment. Additionally, all of the Company's assets are maintained in the United States.

**Cash and Cash Equivalents**

The Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents.

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The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits.

### Accounts Receivable and Allowance for Credit Losses

Accounts receivable are stated at the amount management expects to collect from outstanding balances. The Company generally does not require collateral to support customer receivables. Estimated product returns are immaterial. Management assesses the collectability of outstanding customer invoices and maintains an allowance resulting from the expected non-collection of customer receivables. In estimating this reserve, management considers factors such as historical collection experience, customer creditworthiness, specific customer risk, and current and expected general economic conditions. Customer balances are written off after all collection efforts are exhausted. The reserve for uncollectible accounts was approximately \$93 thousand as of July 31, 2024 and January 31, 2024. During the three and six months ended July 31, 2024 the Company did not write off any accounts deemed uncollectible. During the three and six months ended July 31, 2023 the Company wrote off approximately \$140 thousand of accounts that were deemed uncollectible.

### Inventories

The Company values its inventory at the lower of cost or net realizable value ("NRV"). NRV is defined as estimated selling prices less costs of completion, disposal, and transportation. The cost of inventory is determined on the first-in, first-out basis. The cost of finished goods inventories includes ingredients, direct labor, freight-in for ingredients, and indirect production and overhead costs. The Company monitors its inventory to identify excess or obsolete items on hand. The Company reviews inventory quantities on hand and records a provision for excess and obsolete inventory based primarily on selling prices and indications from customers based upon current price negotiations and purchase orders. In addition, and as necessary, specific reserves for future known or anticipated events may be established. As of July 31, 2024 and January 31, 2024, the reserve for obsolete inventory was approximately \$95 thousand.

Inventories by major category are as follows (in thousands):

	July 31, 2024	January 31, 2024
Raw materials and packaging	\$ 1,376	\$ 1,159
Work in process	324	237
Finished goods	1,148	1,914
Total	<u>\$ 2,848</u>	<u>\$ 3,310</u>

### Property, Plant and Equipment

Property, plant, and equipment are recorded at cost net of depreciation. Depreciation expense is computed using straight-line methods over the estimated useful lives.

Asset lives for financial statement reporting of depreciation expense are:

Machinery and equipment	2-7 years
Furniture and fixtures	3-5 years
Leasehold improvements	*

(\*) Amortized on a straight-line basis over the shorter of the remaining lease term at the time the asset was placed in service or their estimated useful lives.

Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the consolidated statements of operations.

### Goodwill and Other Intangible Assets

#### *Goodwill*

Goodwill represents the excess of the purchase price over the fair values of the underlying net assets of an acquired business. The Company tests goodwill for impairment on an annual basis during the fourth quarter of its fiscal year, or immediately if conditions indicate that an impairment could exist. The Company evaluates qualitative factors to determine

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if it is more likely than not that the fair value is less than its carrying value and whether it is necessary to perform goodwill impairment testing.

As of July 31, 2024 and January 31, 2024, there were no impairment losses recognized for goodwill.

### *Other Intangible Assets*

Other intangible assets consist of trademarks, trade names and customer relationships. Intangible asset lives for financial statement reporting of amortization are:

Tradenames and trademarks	3 years
Customer relationships	4 – 5 years

### Fair Value of Financial Instruments

The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation. The carrying amount of the Company's short-term financial instruments approximates fair value due to the relatively short period to maturity for these instruments.

### Research and Development

Research and development is expensed as incurred. Research and development expenses were \$ 93 thousand and \$197 thousand for the three and six months ended July 31, 2024, respectively, compared to \$95 thousand and \$166 thousand for the three and six months ended July 31, 2023, respectively.

### Revenue Recognition

The Company recognizes revenue in accordance with FASB Topic 606, Revenue from Contracts with Customers (Topic 606).

The Company's sales are primarily generated from the sale of finished products to customers. Revenue is recognized when the performance obligation is satisfied, and the promised goods have been transferred. Control transfers when the product is shipped or delivered based upon applicable shipping terms. For each contract, the Company considers the transfer of product to be the performance obligation. Although some payment terms may be extended, generally the Company's payment terms are approximately 15- 30 days. Accordingly, there are no significant financing components to consider when determining the transaction price. The Company elected to treat shipping and handling activities as fulfillment activities, and the related costs are recorded as selling expenses in selling, general and administrative expenses on the Consolidated Statements of Operations.

The Company promotes its products with trade incentives and promotions. These programs include discounts, slotting fees, coupons, rebates, in-store display incentives and volume-based incentives. The trade incentives and promotions are recorded as a reduction to the transaction price based on amounts estimated as being due to customers at the end of the period. The Company derives these estimates based on historical experience. The Company does not receive a distinct service in relation to the trade incentives and promotions. The Company's contracts are all short term in nature; therefore, there are no unsatisfied performance obligations requiring disclosure as of July 31, 2024 and January 31, 2024.

Expenses such as slotting fees, sales discounts, and allowances are accounted for as a direct reduction of revenues as follows (in thousands):

	For the Three Months Ended	
	July 31, 2024	July 31, 2023
Gross Sales	\$ 28,704	\$ 25,415
Less: Slotting Fees, Discounts & Allowances	322	625
Net Sales	\$ 28,382	\$ 24,790

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	For the Six Months Ended	
	July 31, 2024	July 31, 2023
Gross Sales	\$ 59,102	\$ 49,015
Less: Slotting Fees, Discounts & Allowances	882	1,104
Net Sales	<u>\$ 58,220</u>	<u>\$ 47,911</u>

**Disaggregation of Revenue from Contracts with Customers.** The following table disaggregates gross revenue by significant geographic area for the three months ended July 31, 2024 and 2023 (in thousands):

	For the Three Months Ended	
	July 31, 2024	July 31, 2023
Northeast	\$ 8,690	\$ 9,385
Southeast	8,010	7,192
Midwest	5,768	3,988
West	6,236	4,850
Total gross sales	<u>\$ 28,704</u>	<u>\$ 25,415</u>

	For the Six Months Ended	
	July 31, 2024	July 31, 2023
Northeast	\$ 18,257	\$ 17,951
Southeast	15,707	13,887
Midwest	12,152	8,255
West	12,986	8,922
Total gross sales	<u>\$ 59,102</u>	<u>\$ 49,015</u>

Costs of Sales

Costs of sales represents costs directly related to the production and manufacturing of the Company's products.

Advertising

Costs incurred for advertising for the Company are charged to selling, general and administrative expenses as incurred. Advertising expenses were \$404 thousand and \$817 thousand for the three and six months ended July 31, 2024, respectively, compared to \$190 thousand and \$399 thousand for the three and six months ended July 31, 2023, respectively.

Stock-Based Compensation

The Company provides compensation benefits in the form of performance stock awards, restricted stock units, stock options, and warrants. The cost of the stock-based compensation is recorded at fair value on the date of grant and expensed in the condensed consolidated statement of operations over the requisite service period.

The Company has granted performance stock awards ("PSUs") to certain executive officers. Each performance stock award entitles the participant to earn shares of common stock upon the attainment of certain market conditions and certain performance goals over the applicable performance period. The recognition of the compensation expense for the performance stock awards is based upon the probable outcome of the market condition and performance conditions based on the fair value of the award on the date of grant. To determine the value of PSUs with market conditions for stock-based compensation purposes, the Company used a Monte Carlo simulation valuation model. For each path, the PSUs payoff is calculated based on the contractual terms, whereas the fair value of the PSUs is calculated as the average present value of all modeled payoffs. The determination of the grant date fair value of PSUs issued is affected by a number of variables and subjective assumptions, including (i) the fair value of the Company's common stock at the grant date of \$1.17 and \$1.40,

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(ii) the expected common stock price volatility over the expected life of the award of 85.7% and 87.0%, (iii) the term of the awards of 5 years and 5 years, (iv) the risk-free interest rate of 3.7% and 3.4%, and (v) the expected dividend yield of 0% and 0%. Forfeitures are recognized when they occur. There were no performance stock units that vested in the three and six months ending July 31, 2024. The Company's performance against the defined goals is re-evaluated on a quarterly basis throughout the performance period and the recognition of the compensation expense is adjusted for subsequent changes in the estimated or actual outcome.

The Company values stock options and warrants using the Black-Scholes option pricing model. Grants of stock-based payment awards issued to non-employees for services rendered have been recorded at the fair value of the stock-based payment, which is the more readily determinable value. The grants are amortized on a straight-line basis over the requisite service period, which is generally the vesting period. If an award is granted, but vesting does not occur, any previously recognized compensation cost is reversed in the period related to the termination of service.

[Earnings Per Share](#)

Basic net income or loss per share attributable to common stockholders excludes dilution and is computed by dividing net income attributable to common stockholders during the period by the weighted average number of common shares outstanding during the period. Diluted net income or loss per share reflects potential dilution and is computed by dividing net income attributable to common stockholders by the weighted average number of common shares outstanding during the period, which is increased by the number of additional common shares that would have been outstanding if the potential common shares had been issued. However, if the effect of any additional securities are anti-dilutive (i.e., resulting in a higher net income per share or lower net loss per share), they are excluded from the dilutive earnings per share computation. The dilutive effect of stock options, warrants, and restricted stock is calculated using the treasury stock method and the dilutive effect of the Series B Preferred stock is calculated using the if-converted method.

The following table provides a reconciliation of the numerator and denominator used in computing basic and diluted net income attributable to common stockholders per common share (in thousands, except per share data):

	For the Three Months Ended	
	July 31, 2024	July 31, 2023
<b>Numerator:</b>		
Net income attributable to common stockholders	\$ 1,148	1,721
Effect of dilutive securities:	—	21
 Diluted net income	 \$ 1,148	 \$ 1,742
 <b>Denominator:</b>		
Weighted average common shares outstanding – basic	37,336	36,855
Dilutive securities (a):		
Restricted stock	371	251
Performance stock awards	1,840	—
Options	57	384
 Weighted average common shares outstanding and assumed conversion – diluted	 39,604	 37,490
 Basic net income per common share	 \$ 0.03	 \$ 0.05
 Diluted net income per common share	 \$ 0.03	 \$ 0.05
 (a) – Anti-dilutive securities excluded:		

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	For the Six Months Ended	
	July 31, 2024	July 31, 2023
<b>Numerator:</b>		
Net income attributable to common stockholders	1,701	3,095
Effect of dilutive securities:	—	49
 Diluted net income	 \$ 1,701	 \$ 3,144
 <b>Denominator:</b>		
Weighted average common shares outstanding – basic	37,298	36,628
Dilutive securities (a):		
Restricted stock	343	222
Options	54	345
Performance stock awards	1,840	—
 Weighted average common shares outstanding and assumed conversion – diluted	 39,535	 37,195
 Basic net income per common share	 \$ 0.05	 \$ 0.09
 Diluted net income per common share	 \$ 0.04	 \$ 0.08

(a) – Anti-dilutive securities excluded: - - -

Income Taxes

Income taxes are provided in accordance with ASC 740, " *Accounting for Income Taxes*." A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carryforwards. Deferred tax expense results from the net change during the period of deferred tax assets and liabilities.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets are adjusted for the effects of changes in tax laws and rates on the date of enactment. As of July 31, 2024 and January 31, 2024, the Company recognized a deferred tax asset of \$390 thousand and \$503 thousand, respectively, which is included in other long-term assets on the condensed consolidated balance sheets. The Company regularly evaluates the need for a valuation allowance related to the deferred tax asset.

Recent Accounting Pronouncements

In August 2020, the FASB issued ASU No. 2020-06, *Accounting for Convertible Instruments and Contracts in an Entity's Own Equity* ("ASU 2020-06"), which simplifies an issuer's accounting for convertible instruments by reducing the number of accounting models that require separate accounting for embedded conversion features. ASU 2020-06 also simplifies the settlement assessment that entities are required to perform to determine whether a contract qualifies for equity classification and makes targeted improvements to the disclosures for convertible instruments and earnings per share (EPS) guidance. This update is effective for the Company's fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. The adoption of this standard did not have a significant impact on the Company's condensed consolidated financial statements.

In March 2023, the FASB issued ASU No. 2023-02, "Investments - Equity Method and Joint Ventures (Topic 323): Accounting for Investment Tax Credit Structures Using the Proportional Amortization Method." The amendments in this update permit reporting entities to elect to account for their tax equity investments, regardless of the tax credit program from which the income tax credits are received, using the proportional amortization method if certain conditions are met. This guidance is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal

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years. The adoption of this standard did not have a significant impact on the Company's condensed consolidated financial statements.

In October 2023, the Financial Accounting Standards Board ("FASB") issued ASU No. 2023-06, "Disclosure Improvements: Amendments - Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative." The FASB issued the standard to introduce changes to U.S. GAAP that originate in either SEC Regulation S-X or S-K, which are rules about the form and content of financial reports. The provisions of the standard are contingent when the SEC removes the related disclosure provisions from Regulation S-X and S-K. The Company does not expect the provisions of the standard to have a material impact on the Company's financial statements and related disclosures.

In November 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." The new guidance is intended to improve reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses. The amendment is effective retrospectively for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company is in the process of evaluating the impact that the adoption ASU No. 2023-07 will have to the financial statements and related disclosures.

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." The new guidance is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments in the ASU address investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. The amendment is effective retrospectively for fiscal years beginning after December 15, 2024, on a prospective basis, with early adoption permitted. The Company is in the process of evaluating the impact that the adoption of ASU No. 2023-09 will have to the financial statements and related disclosures.

Management does not believe that any recently issued but not yet effective accounting pronouncements, when adopted, will have a material effect on the accompanying condensed consolidated financial statements.

### **Note 3 – Property Plant and Equipment:**

Property plant and equipment on July 31, 2024 and January 31, 2024 are as follows (in thousands):

	<b>July 31, 2024</b>	<b>January 31, 2024</b>
Machinery and Equipment	\$ 6,489	\$ 4,437
Furniture and Fixtures	242	252
Leasehold Improvements	4,291	2,956
	11,022	7,645
Less: Accumulated Depreciation	3,750	3,209
<b>Total</b>	<b>\$ 7,272</b>	<b>\$ 4,436</b>

Depreciation expense was approximately \$314 thousand and \$606 thousand for the three and six months ended July 31, 2024, respectively, compared to approximately \$263 thousand and \$512 thousand for the three and six months ended July 31, 2023, respectively.

### **Note 4 – Intangible assets, net**

Intangible assets, net consisted of the following at July 31, 2024 (dollars in thousands):

	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Amount</b>	<b>Weighted Average Remaining Life (years)</b>
Customer relationships	\$ 6,418	\$ (2,218)	\$ 4,200	2.80
Tradename and trademarks	79	(68)	11	0.41
	<b>\$ 6,497</b>	<b>\$ (2,286)</b>	<b>\$ 4,211</b>	

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Intangibles, net consisted of the following at January 31, 2024 (dollars in thousands):

	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Amount</b>	<b>Weighted Average Remaining Life (years)</b>
Customer relationships	\$ 6,418	\$ (1,463)	\$ 4,955	3.29
Tradename and trademarks	79	(55)	24	0.91
	<b>\$ 6,497</b>	<b>\$ (1,518)</b>	<b>\$ 4,979</b>	

Amortization expense was approximately \$388 thousand and \$768 thousand for the three and six months ended July 31, 2024, respectively, compared to approximately \$202 thousand and \$304 thousand for the three and six months ended July 31, 2023, respectively.

We expect the estimated aggregate amortization expense for each of the four succeeding fiscal years to be as follows (in thousands):

2025 (Remaining)	\$ 771
2026	1,513
2027	1,465
2028	462
<b>Total</b>	<b>\$ 4,211</b>

### **Note 5 – Related Party Transactions**

#### **Promissory Notes – Related Parties**

Upon consummation of the acquisition of T&L in December 2021, the Company executed a \$ 3 million promissory note with the sellers. The promissory note requires annual principal payments of \$750 thousand, payable on each anniversary of the closing, together with accrued interest at a rate of three and one-half percent (3.5%) per annum. As of July 31, 2024 and January 31, 2024, the outstanding balance under the note was \$ 1.5 million, respectively, of which \$750 thousand is recorded as Promissory notes – related parties and \$ 750 thousand is recorded as Promissory notes – related parties, net of current in the Company's Condensed Consolidated Balance Sheets. Interest expense related to this note was approximately \$13 thousand and \$26 thousand for the three and six months ended July 31, 2024, respectively, compared to approximately \$20 thousand and \$39 thousand for the three and six months ended July 31, 2023, respectively. As of July 31, 2024 and January 31, 2024, accrued interest was approximately \$31 thousand and \$5 thousand, respectively.

#### **Lease – Related Party**

The Company leases a fully contained facility in Farmingdale, NY from 148 Allen Blvd LLC for production and distribution of T&L Creative Salads and Olive Branch products. 148 Allen Blvd LLC is owned by Anthony Morello, Jr., President of T&L, and various individuals related to Mr. Morello. This lease term is through November 30, 2031 with the option to extend the lease for two additional ten-year terms with base rent of approximately \$20 thousand per month through December 31, 2026, increasing after that date to approximately \$24 thousand per month through the end of the initial lease term. The exercise of optional renewal is uncertain and therefore excluded from the calculation of the right of use asset. Rent expense and other ancillary charges pursuant to the lease for the three and six months ended July 31, 2024 were approximately \$81 thousand and \$159 thousand, respectively, compared to \$106 thousand and \$171 thousand for the three and six months ending July 31, 2023, respectively.

#### **Chef Inspirational Foods, LLC – Related Party**

The Company owned a 24% minority interest in CIF until June 28, 2023, when the Company acquired the remaining interest (refer to Note 1). For the period May 1, 2023 to July 31, 2023 and the period from February 1, 2023 to June 28, 2023, the Company recorded sales of approximately \$4.3 million and \$10.9 million with CIF, respectively. For the period May 1, 2023 to July 31, 2023 and the period from February 1, 2023 to June 28, 2023, the Company recorded commission expense with CIF of approximately \$29 thousand and \$175 thousand, respectively.

**Note 6 – Loan and Security Agreements**

**M&T Bank**

The Company has a working capital line of credit with M&T Bank for a maximum principal amount of \$ 5.5 million (the "Credit Agreement"). On July 31, 2024, the Company extended the maturity date of the working capital line from October 31, 2025 to November 30, 2027. The principal outstanding bears interest at a variable rate per annum based on the Company's Senior Funded Debt/EBITDA Ratio (as defined in the Credit Agreement), established with respect to the Borrower as of the date of any advance under the Credit Agreement as follows: if the Senior Funded Debt/EBITDA ratio is: (i) greater than 2.25, 3.25 percentage point(s) above the applicable one-day (i.e. overnight) SOFR (as defined); (ii) greater than 1.50 but less than 2.25, 2.75 percentage points above the one-day SOFR; (iii) less than or equal to 1.50, 2.25 percentage points above the one-day SOFR. The facility is supported by a first priority security interest in all of the Company's business assets and is further subject to various affirmative and negative financial covenants. The Company was in compliance with the covenants as of July 31, 2024 and January 31, 2024. Advances under the line of credit are limited to eighty percent (80%) of eligible accounts receivable (which is subject to an agreed limitation and is further subject to certain asset concentration provisions) and fifty percent (50%) of eligible inventory (which is subject to an agreed dollar limitation). All advances under the line of credit are due upon maturity. There was no outstanding balance on the line of credit as of July 31, 2024 and January 31, 2024, respectively. During the three and six months ended July 31, 2024 the Company incurred no interest , compared to approximately \$ 26 thousand and \$47 thousand for the three and six months ended July 31, 2023, respectively.

On December 29, 2021, the Company entered into a loan with M&T Bank for the original principal amount of \$ 7.5 million payable in equal monthly principal installments over a 60-month amortization period (the "Acquisition Note"). The Maturity Date of the Acquisition Note is January 17, 2027. The Acquisition Note was amended effective December 4, 2023 to change the rate at which interest accrues and amended on July 31, 2024 to amend certain covenants. Effective December 4, 2023 the interest rate was amended to be based on the Senior Funded Debt/EBITDA Ratio (as defined in the Acquisition Note). If the Senior Funded Debt/EBITDA ratio is: (i) greater than 2.25, 3.5 percentage point(s) above the applicable Variable Loan Rate; (ii) greater than 1.50 but less than or equal to 2.25, 3.0 percentage points of the applicable Variable Loan Rate; or (iii) less than or equal to 1.50, 2.5 percentage points above the applicable Variable Loan Rate; provided that in all events the rate shall not be less than the recited percentage point margin over 0%. As of July 31, 2024, the outstanding balance and unamortized discount of the Acquisition Note was approximately \$ 3.8 million and \$28 thousand, respectively. As of January 31, 2024, the outstanding balance and unamortized discount of the Acquisition Note was approximately \$ 4.6 million and \$38 thousand, respectively. During the three and six months ended July 31, 2024 the Company incurred interest of approximately \$80 thousand and \$166 thousand respectively, compared to approximately \$ 118 thousand and \$237 thousand for the three and six months ended July 31, 2023, respectively.

**Note 7 – Concentrations**

**Revenues**

For the three months ended July 31, 2024, the Company's revenue was concentrated in two customers that accounted for approximately 38% and 11% of gross revenue, respectively. For the six months ended July 31, 2024, the Company's revenue was concentrated in one customer that accounted for approximately 40% of gross revenue.

For the three months ended July 31, 2023, the Company's revenue was concentrated in three customers that accounted for approximately 18%, 17%, and 10% of gross revenue, respectively. For the six months ended July 31, 2023, the Company's revenue was concentrated in three customers that accounted for approximately 22%, 13%, and 11% of gross revenue respectively.

**Receivables**

As of July 31, 2024, four customers represented approximately 31%, 13%, 11%, and 11% of the total gross outstanding receivables, respectively. As of January 31, 2024, four customers represented approximately 20%, 15%, 13%, and 10% of total gross outstanding receivables, respectively.

**Note 8 – Stockholders' Equity**

***Preferred Stock and Series A Preferred Stock***

The Company is authorized to issue 20 million shares of Preferred Stock, \$0.00001 par value per share. The Company has designated 120 thousand shares of Preferred Stock as Series A Convertible Preferred stock. As of July 31, 2024 and January 31, 2024, no shares of Series A Convertible Preferred Stock are outstanding.

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### *Series B Preferred Stock*

The Company has designated 200 thousand shares of preferred stock, Series B Preferred Stock.

The holders of the Series B Preferred Stock shall be entitled to receive, upon liquidation, dissolution or winding up of the Company, the original issue price, plus any dividends declared but unpaid or the amount of cash, securities or other property to which such holder would be entitled to receive with respect to such shares of Series B Preferred Stock if such shares had been converted to common stock immediately prior to such liquidation.

Holders of the Series B Preferred Stock were entitled to receive cumulative cash dividends at an annual rate of eight percent ( 8%). Holders of the Series B Preferred Stock had no voting rights. Each share of Series B Preferred Stock was convertible, at the option of the holder, into shares of common stock at a rate of 1 share of Series B Preferred Stock into 15 shares of common stock. The Company was able to force conversion at \$ 2.00 per share of Common Stock at any time after 6 months after issue if the Common Stock had a closing price of \$ 2.00 or higher in any 20 consecutive trading days. After 18 months, the Company could force holders to convert at a 20% discount to the most recent 20-day average closing price per share. The Company also had the right to cause a conversion following a Fundamental Change.

On June 22, 2023, all the holders of the Series B Preferred Stock converted the shares of Series B Preferred Stock into 819,000 shares of Common Stock of the Company. As of July 31, 2024 and January 31, 2024, no shares of Series B Preferred Stock remain outstanding.

The Company paid dividends of approximately \$ 21 thousand and \$49 thousand for the three and six months ended July 31, 2023, respectively. Such dividends related to the Company's then outstanding Series B Preferred Stock.

### *Restricted Stock Units*

The fair value of restricted stock units is determined based on the closing price of the Company's Common Stock on the grant date. Restricted Stock Units generally vest on a graded basis over three years to four years of service. The terms of the RSUs include vesting provisions based solely on continued service.

The following is a summary of the Company's restricted stock units activity:

	<b>Restricted Stock Units</b>	<b>Weighted Average Grant Date Fair Value</b>
Non-vested restricted stock units - February 1, 2024	493,078	\$ 1.91
Granted	56,207	\$ 6.85
Vested	(74,267)	\$ 4.02
Forfeited	-	\$ -
Outstanding – July 31, 2024	475,018	\$ 2.16

During the three and six months ended July 31, 2024, the Company recognized stock-based compensation expense related to restricted stock units of an aggregate of approximately \$197 thousand and \$311 thousand, respectively, compared to \$ 63 thousand and \$31 thousand for the three and six months ended July 31, 2023, respectively. The restricted stock expense was recorded to selling, general and administrative expenses or cost of goods sold depending on the nature of the employee's expense on the Condensed Consolidated Statement of Operations. As of July 31, 2024, there was unrecognized stock-based compensation of approximately \$822 thousand related to future vesting of restricted stock units.

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### *Options*

The following is a summary of the Company's option activity:

	Options	Weighted Average Exercise Price	Remaining Contractual Life (in years)	Weighted Average	Aggregate Intrinsic Value (in thousands)
Outstanding – February 1, 2024	117,500	\$ 1.48	8.36	\$ 333	
Granted	-	\$ -			
Exercised	(30,000)	\$ 1.48			
Expired/forfeited	(15,000)	\$ 1.48			
Outstanding – July 31, 2024	72,500	\$ 1.48	7.87	\$ 445	
Exercisable – July 31, 2024	7,500	\$ 1.48	7.87	\$ 46	

During the six months ended July 31, 2024, there were 30,000 options exercised at a weighted average exercise price of \$ 1.48 per share resulting in the issuance of 30 thousand shares of common stock. The Company received approximately \$44 thousand for the exercise of these options.

For the three and six months ended July 31, 2024, the Company recognized stock-based compensation expense related to options of an aggregate of approximately \$8 thousand and \$7 thousand, respectively, compared to \$18 thousand and \$41 thousand for the three and six months ended July 31, 2023. The stock-based compensation expense related to the options is included in selling, general and administrative expenses on the accompanying condensed consolidated statements of operations. During the six months ended July 31, 2024, certain employees and contractors resigned from the Company, which resulted in the reversal of approximately \$11 thousand of previously recognized stock-based compensation expense. At July 31, 2024, there was unrecognized stock-based compensation expense related to the issuance of options of approximately \$29 thousand.

### *Equity issuances*

On May 15, 2024, the Company entered into a Settlement Agreement with directors Alfred D'Agostino, Steven Burns, Dean Janeway and Thomas Toto (each, a "Director") relating to certain options purported to have been granted by the Company in 2018 and 2019 (the "Purported Options") under prior leadership that exceeded the availability under the Company's equity plan at the time of the purported grants.

In exchange for a release of any and all claims or rights related to the Purported Options, the Company agreed to issue each Director a payment of approximately \$113 thousand and approximately 17 thousand shares of common stock. In connection with the Settlement Agreement and the issuance of the shares, the Company incurred a one-time charge of approximately \$900 thousand within selling, general and administrative expense in the three months ended April 30, 2024.

During the three and six months ended July 31, 2024 the Company issued 3,007 shares valued at approximately \$20 thousand to certain employees as compensation.

### Note 9 - Commitments and Contingencies

#### **Litigation, Claims and Assessments**

From time to time, the Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm its business.

#### **Licensing and Royalty Agreements**

On March 1, 2010, the Company was assigned a Development and License agreement, dated January 1, 2009, with Daniel Dougherty (the "License Agreement"). Under the terms of the License Agreement, the royalty rate payable by the Company is 6% of net sales up to \$500 thousand of net sales (as defined in the agreement) for each year under the License

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Agreement; 4% of net sales from \$500 thousand up to \$2.5 million of net sales for each year under the License Agreement; 2% of net sales from \$2.5 million up to \$20 million of net sales for each year under the License Agreement; and 1% of net sales in excess of \$20 million of net sales for each year under the License Agreement.

In order to continue exclusivity, the Company shall pay a minimum royalty of \$ 125,000 each year.

The Company incurred approximately \$123 thousand and \$305 thousand of royalty expenses for the three and six months ended July 31, 2024, respectively, compared to \$129 thousand and \$318 thousand for the three months ended July 31, 2023, respectively. Royalty expenses are included in selling, general and administrative expenses on the Condensed Consolidated Statements of Operations.

### Note 10 –Leases

The Company accounts for leases in accordance with ASC 842 “Leases” (“ASC 842”). We determine whether an arrangement is a lease at inception. This determination generally depends on whether the arrangement conveys the right to control the use of an identified fixed asset explicitly or implicitly for a period of time in exchange for consideration.

In April 2024, the Company's lease of additional warehouse and office space in Farmingdale, New York became effective. The lease agreement has a five year term with monthly rent of approximately \$16.7 thousand for the first year, increasing to approximately \$17.2 thousand for the second year, increasing to approximately \$17.7 thousand for the third year, increasing to approximately \$18.2 thousand for the fourth year and increasing to approximately \$18.8 thousand for the fifth year. As a result of this lease the Company recognized a (right-of-use) (ROU) asset and a ROU liability of approximately \$873 thousand.

During the six months ended July 31, 2024, the Company amended its lease for 25 Branca Road, East Rutherford, NJ. The amended lease has a termination date of August 31, 2024, which was subsequently extended, see Note 12. As the lease is now short term in nature the Company wrote off approximately \$897 thousand of the ROU asset and ROU liability in the three months ended April 30, 2024.

We have operating leases for offices and other facilities used for our operations. We also have finance leases consisting primarily of machinery and equipment. Our leases have remaining lease terms of approximately 0.33 years to 7.6 years.

Supplemental cash flow and other information related to leases was as follows (in thousands):

	July 31, 2024	July 31, 2023
<b>Cash paid for amounts included in the measurement of lease liabilities</b>		
Operating cash flows from operating leases	\$ 267	\$ 135
Financing cash flows from finance leases	196	93

The following table shows the weighted average lease term and weighted average discount rate for our ROU lease assets:

	July 31, 2024	January 31, 2024
<b>Weighted average remaining lease term (in years)</b>		
Operating leases	6.15	6.57
Finance leases	4.43	4.49
<b>Weighted average discount rate:</b>		
Operating leases	5.47 %	4.85 %
Finance Leases	7.19 %	6.74 %

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Maturities of lease liabilities for each of the succeeding fiscal years are as follows (in thousands):

For the fiscal years ended	Finance Leases	Operating Leases	Total Maturities of Lease Liabilities
2025 remaining	\$ 233	\$ 280	\$ 513
2026	384	566	950
2027	336	467	803
2028	328	500	828
2029	232	507	739
Thereafter	150	839	989
Total undiscounted future lease payments	1,663	3,159	4,822
Less: imputed interest	(261)	(453)	(714)
Total present value of future lease liabilities	\$ 1,402	\$ 2,706	\$ 4,108

**Note 11 - Income Tax Provision**

The Company's effective tax rate for the three and six months ending July 31, 2024 and July 31, 2023 is 25.9% and 25.4%, respectively. Differences from the statutory rate primarily relate to state taxes.

As of July 31, 2024, the net deferred tax asset of approximately \$ 390 thousand.

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon future generation of taxable income during the periods in which temporary differences representing net future deductible amounts become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. There was no valuation allowance on the Company's deferred tax assets as of July 31, 2024 or January 31, 2024.

The Company evaluated the provisions of ASC 740 related to the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. ASC 740 prescribes a comprehensive model for how a company should recognize, present, and disclose uncertain positions that the Company has taken or expects to take in its tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. Differences between tax positions taken or expected to be taken in a tax return and the net benefit recognized and measured pursuant to the interpretation are referred to as "unrecognized benefits." A liability is recognized (or amount of net operating loss carryforward or amount of tax refundable is reduced) for unrecognized tax benefit because it represents an enterprise's potential future obligation to the taxing authority for a tax position that was not recognized as a result of applying the provisions of ASC 740.

**Note 12 - Subsequent Event**

On August 21, 2024, the Company amended its lease at 25 Branca Road. The amended lease has monthly rent of approximately \$36 thousand until February 28, 2026 with a renewal option to extend the lease until August 31, 2029. The monthly rent during the renewal option ranges from approximately \$38 thousand to approximately \$42 thousand.

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### **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

THE FOLLOWING DISCUSSION OF OUR PLAN OF OPERATION AND RESULTS OF OPERATIONS SHOULD BE READ IN CONJUNCTION WITH THE FINANCIAL STATEMENTS AND RELATED NOTES TO THE FINANCIAL STATEMENTS INCLUDED ELSEWHERE IN THIS REPORT. THIS DISCUSSION CONTAINS FORWARD-LOOKING STATEMENTS THAT RELATE TO FUTURE EVENTS OR OUR FUTURE FINANCIAL PERFORMANCE. THESE STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS THAT MAY CAUSE OUR ACTUAL RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY THESE FORWARD-LOOKING STATEMENTS. THESE RISKS AND OTHER FACTORS INCLUDE, AMONG OTHERS, THOSE LISTED UNDER "FORWARD-LOOKING STATEMENTS" AND "RISK FACTORS" DETAILED IN OUR MOST RECENT ANNUAL REPORT ON FORM 10-K, OTHER PRIOR COMPANY FILINGS AND THOSE INCLUDED ELSEWHERE IN THIS REPORT.

#### **Overview**

Mama's Creations, Inc. ("Mama's," "Mama's Creations" or the "Company") is a leading marketer and manufacturer of fresh deli prepared foods, found in over 8,000 grocery, mass, club and convenience stores nationally. The Company's broad product portfolio, born from MamaMancini's rich history in Italian foods, now consists of a variety of high-quality, fresh, clean and easy to prepare foods to address the needs of both our consumers and retailers. Our vision is to become a one-stop-shop deli solutions platform, leveraging vertical integration and a diverse family of brands to offer a wide array of prepared foods to meet the changing demands of the modern consumer.

#### **Results of Operations for the Three Months Ended July 31, 2024 and 2023**

The following table sets forth the summary of the condensed consolidated statements of operations for the three months ended July 31, 2024 and 2023 (in thousands):

	<b>For the Three Months Ended</b>	
	<b>July 31, 2024</b>	<b>July 31, 2023</b>
Net sales	\$ 28,382	\$ 24,790
Costs of sales	\$ 21,503	\$ 17,284
Gross Profit	\$ 6,879	\$ 7,506
Operating Expenses	\$ 5,267	\$ 5,231
Other Expenses	\$ (63)	\$ (181)
Income Tax Expense	\$ (401)	\$ (430)
Income from equity method investment in Chef Inspirational Foods, LLC	\$ —	\$ 78
Net Income	\$ 1,148	\$ 1,742

For the three months ended July 31, 2024 and 2023, the Company reported net income of approximately \$1.1 million and \$1.7 million respectively. The change in net income between the three months ended July 31, 2024 and 2023 is due to the changes in net sales, costs of sales and operating expenses described below.

*Net sales:* Net Sales increased by approximately 14.5% to \$28.4 million during the three months ended July 31, 2024, from \$24.8 million during the three months ended July 31, 2023. The increase in sales is due to volume gains, successful pricing actions, and the acquisition of CIF in June 2023. Volume gains were driven by increased demand at existing customers, successful trade and marketing promotions, same-customer cross-selling of new items, and new customer door expansion.

*Costs of sales:* Costs of sales increased by approximately 24% to \$21.5 million, or 76% of Net Sales, during the three months ended July 31, 2024, from \$17.3 million, or 70% of Net Sales, during the three months ended July 31, 2023. The increase in costs of sales as a percentage of Net Sales is due to increases in commodity costs, in particular the price of chicken, partially offset by improvements in procurement, manufacturing and labor efficiencies.

*Gross Profit Margin:* The gross profit margin was 24% and 30% for the three months ended July 31, 2024 and 2023, respectively. The decrease in gross profit margin between the three months ended July 31, 2024 and 2023 is due to

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increased commodity costs, in particular the price of chicken, which were partially offset by customer price increases, improvements in procurement, and manufacturing efficiencies.

*Operating Expenses:* Operating expenses were relatively flat in aggregate during the three months ended July 31, 2024, as compared to the three months ended July 31, 2023. The change in total operating expenses is primarily attributable to the following:

- Payroll and Related Expenses inclusive of stock-based compensation decreased by approximately \$364 thousand mainly related to variable compensation arrangements;
- Insurance expense decreased by approximately \$213 thousand mainly related to updated terms of coverage;
- Professional fees and director fees decreased by approximately \$73 thousand mainly related to private offerings done in the prior year;
- Freight related expenses decreased by approximately \$112 thousand mainly related to a greater focus on full truckload sales versus less than full truckload sales as well as stronger supplier management of carriers.
- Advertising expenses increased by approximately \$214 thousand due to new strategies and enhanced focus to drive increased velocities of our existing products;
- Amortization of intangible assets increased by approximately \$211 thousand due to the acquisition of CIF, which was completed in June 2023;
- Other operating expenses increased by approximately \$174 thousand due to additional travel and office expenses; and
- Commission expenses increased by approximately \$203 thousand due to increased sales; and
- *Other Expenses:* Other expenses decreased by approximately \$118 thousand to \$63 thousand for the three months ended July 31, 2024, as compared to \$181 thousand for the three months ended July 31, 2023. The decrease is primarily due to interest income of approximately \$63 thousand and a decrease of interest expense of approximately \$127 thousand, due to a lower debt balance.

### **Results of Operations for the Six Months Ended July 31, 2024 and 2023**

The following table sets forth the summary of the condensed consolidated statements of operations for the six months ended July 31, 2024 as compared to the six months ended July 31, 2023 (in thousands):

	<b>For the Six Months Ended</b>	
	<b>July 31, 2024</b>	<b>July 31, 2023</b>
Net Sales	\$ 58,220	\$ 47,911
Costs of Sales	\$ 43,878	\$ 34,034
Gross Profit	\$ 14,342	\$ 13,877
Operating Expenses	\$ 11,957	\$ 9,659
Other Expenses	\$ (104)	\$ (343)
Income Tax Expense	\$ (580)	\$ (954)
Income from equity method investment in Chef Inspirational Foods, LLC	\$ —	\$ 223
Net Income	\$ 1,701	\$ 3,144

For the six months ended July 31, 2024 and 2023, the Company reported net income of approximately \$1.7 million and \$3.1 million, respectively. The change in net income between the six months ended July 31, 2024 and 2023 is due to the changes in net sales, costs of sales and operating expenses described below.

*Net sales:* Net Sales increased by approximately 21.5% to \$58.2 million during the six months ended July 31, 2024, from \$47.9 million during the six months ended July 31, 2023. The increase in sales is due to volume gains, successful pricing actions, and the acquisition of CIF in June 2023. Volume gains were driven by increased demand at existing customers, successful trade and marketing promotions, same-customer cross-selling of new items, and new customer door expansion.

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**Costs of sales:** Costs of sales increased by approximately 29% to \$43.9 million, or 75% of Net Sales, during the six months ended July 31, 2024, from \$34.0 million, or 71% of Net Sales, during the six months ended July 31, 2023. The increase in costs of sales as a percentage of Net Sales is due to increases in commodity costs, in particular the price of chicken, partially offset by improvements in procurement, manufacturing and labor efficiencies.

**Gross Profit Margin:** The gross profit margin was 25% and 29% for the three months ended July 31, 2024 and 2023, respectively. The decrease in gross profit margin between the six months ended July 31, 2024 and 2023 is due to increased commodity costs, partially offset by customer price increases and manufacturing efficiencies.

**Operating Expenses:** Operating expenses increased by 24% during the six months ended July 31, 2024, as compared to the six months ended July 31, 2023. The \$2.3 million increase in total operating expenses is primarily attributable to the following:

- One time legal settlement expense of approximately \$900 thousand, due to the Settlement Agreement with directors;
- Advertising expenses increased by approximately \$419 thousand due to new strategies and enhanced focus to drive increased velocities of our existing products;
- Amortization of intangible assets increased by approximately \$478 thousand due to the acquisition of CIF, which was completed in June 2023;
- Commission expenses increased by approximately \$219 thousand due to increased sales;
- Payroll and Related Expenses inclusive of stock-based compensation decreased by approximately \$93 thousand, mainly related to variable compensation arrangements; and
- Insurance expense decreased by approximately \$166 thousand mainly related to updated terms of our coverage; and
- *Other Expenses:* Other expenses decreased by approximately \$239 thousand to \$104 thousand for the six months ended July 31, 2024, as compared to \$343 thousand for the six months ended July 31, 2023. The decrease is primarily due to interest income in the current year of approximately \$155 thousand, and a decrease of interest expense of approximately \$110 thousand, due to a lower debt balance.

## **Liquidity and Capital Resources**

We finance our operations with internally generated funds, supplemented by credit arrangements with third parties and, potentially, capital market financing.

### *Working Capital*

The following table summarizes total current assets, liabilities and working capital at July 31, 2024 compared to January 31, 2024 (in thousands):

	<b>July 31, 2024</b>	<b>January 31, 2024</b>	<b>Change</b>
Current Assets	\$ 19,706	\$ 23,566	\$ (3,860)
Current Liabilities	14,353	16,690	(2,337)
Working Capital	\$ 5,353	\$ 6,876	\$ (1,523)

As of July 31, 2024, we had working capital of approximately \$5.4 million as compared to working capital of approximately \$6.9 million as of January 31, 2024. The decrease in working capital is primarily attributable to a decrease in cash and cash equivalents of approximately \$3.7 million, a decrease in inventory of approximately \$0.5 million a decrease in accounts payable and accrued expenses of approximately \$2.6 million, and an increase in promissory notes - related parties of \$0.3 million, partially offset by an increase in accounts receivable of approximately \$0.3 million.

### *Long-Term Requirements*

As of July 31, 2024, we have \$0 outstanding under our Credit Agreement and approximately \$3.8 million outstanding under our Term Loan Agreement with M&T Bank. The Term Loan Agreement has a maturity date of January 17, 2027. In addition, we have payments of \$750 thousand (plus accrued interest) due on December 29, 2024 and 2025 pursuant to the promissory notes issued to the sellers of T&L and Olive Branch, as discussed in Item 1, Note 6. In addition, we have a payment of \$1.5 million in common stock due to the sellers of CIF on June 28, 2025. We also have operating leases for

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offices and other facilities used for our operations and finance leases comprised primarily of machinery and equipment, as discussed in Item 1. Note 10.

### *Cash Flows*

The following table summarizes the key components of our cash flows for the six months ended July 31, 2024 and 2023 (in thousands).

	<b>For the Six Months Ended July 31,</b>	
	<b>2024</b>	<b>2023</b>
Net Cash Provided by Operating Activities	\$ 1,234	\$ 3,358
Net Cash (Used in) Investing Activities	(2,740)	(899)
Net Cash (Used in) Financing Activities	(2,128)	(1,280)
Net (Decrease) Increase in cash	(3,634)	1,179
Cash, beginning of period	11,022	4,378
Cash, end of period	\$ 7,388	\$ 5,557

### *Operating activities*

Net cash provided by operating activities for the six months ended July 31, 2024 was approximately \$1.2 million, which consisted of (i) net income of approximately \$1.7 million, (ii) non-cash expenses of approximately \$2.3 million, and (iii) a decrease in operating assets and liabilities of approximately \$2.8 million.

Net cash provided by operating activities for the six months ended July 31, 2023 was approximately \$3.4 million, which consisted of (i) net income of approximately \$3.1 million, (ii) non-cash expenses of approximately \$1.6 million, and (iii) a decrease in operating assets and liabilities of approximately \$1.5 million.

### *Investing activities*

Net cash used in investing activities for the six months ended July 31, 2024 was approximately \$2.7 million and consisted of purchases of fixed assets.

Net cash used in investing activities for the six months ended July 31, 2023 was approximately \$0.9 million and consisted of approximately \$0.3 million purchases of fixed assets and \$0.6 million for the purchase of the remaining interest in CIF.

### *Financing activities*

Net cash used in financing activities for the six months ended July 31, 2024 was approximately \$2.1 million and consisted of approximately \$1.2 million of payments of related party promissory notes, approximately \$0.8 million of payments on the Term Loan and approximately \$0.2 million payments on finance leases.

Net cash used in financing activities for the six months ended July 31, 2023 was approximately \$1.3 million and consisted of approximately \$0.8 million of payments on the Term Loan, approximately \$0.4 million of payments on the line of credit, and approximately \$0.1 million payments on finance leases.

### *Liquidity and capital requirements outlook*

Although the expected revenue growth and control of expenses leads management to believe that it is probable that the Company's cash resources will be sufficient to meet its cash requirements through at least the next twelve months, based on current and projected levels of operations, the Company may require additional funding to finance growth or achieve its strategic objectives. If such financing is required, there can be no assurance that financing will be available in amounts or on terms acceptable to the Company, if at all. In the event funding is not available on reasonable terms, the Company might be required to change its growth strategy and/or seek funding on an alternative basis, but there is no guarantee it will be able to do so.

### **Recent Accounting Pronouncements**

See Note 2 of Notes to Unaudited Condensed Consolidated Financial Statements for accounting pronouncements issued but not yet adopted that may impact the Company's consolidated financial position, earnings, cash flows or disclosures.

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### **Critical Accounting Estimates and Policies**

As of the filing date of this report, there were no significant changes in our critical accounting estimates from those discussed in our 2024 Form 10-K.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Not applicable.

### **Item 4. Controls and Procedures**

#### *Disclosure Controls and Procedures*

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934), as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Our disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports that we file under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, who serve as our principal executive officer and our principal financial officer, respectively, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well-designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Due to the inherent limitations of control systems, not all misstatements may be detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. Controls and procedures can only provide reasonable, not absolute, assurance that the above objectives have been met.

As of July 31, 2024, we evaluated, with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective, at the reasonable assurance level, in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

#### *Changes in Internal Control over Financial Reporting*

There were no changes in our internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15, that occurred during our last quarter to which this Quarterly Report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

### **Item 1. Legal Proceedings.**

From time to time, we may be involved in litigation incidental to the conduct of our business. We are currently not involved in any litigation that we believe could have a material effect on our financial condition or results of operations.

### **Item 1A. Risk Factors.**

There have been no material changes to the risk factors previously reported in our 2024 Form 10-K. See the risk factors set forth in our 2024 Annual Report on Form 10-K under the caption "Item 1A - Risk Factors."

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

Except as described in our Current Report on Form 8-K filed on May 17, 2024, during the three and six months ended July 31, 2024, the Company had no sales of unregistered securities.

During the three and six months ended July 31, 2024, the Company did not repurchase any Company equity securities.

### **Item 3. Defaults upon Senior Securities.**

There has been no material default in payment of principal, interest, sinking or purchase fund installment, or any other material default, with respect to any indebtedness of the Company.

### **Item 4. Mine Safety Disclosures.**

Not applicable.

### **Item 5. Other Information.**

#### *Rule 10b5-1 Trading Plans*

On June 24, 2024, Adam Michaels, Chief Executive Officer, entered into a Rule 10b5-1 trading arrangement that is intended to qualify as an "eligible sell-to-cover transaction" (as described in Rule 10b5-1(c)(1)(ii)(D)(3) under the Exchange Act). The sell-to-cover arrangement applies to restricted stock units (RSUs) that vest based on the passage of time. The arrangement provides for the automatic sale of shares of the Company's common stock for each settlement date of a covered RSU in an amount necessary to satisfy the applicable withholding obligations. The number of shares that will be sold under this arrangement is not currently determinable as the number will vary based on the extent to which vesting conditions are satisfied and the market price of our common stock at the time of settlement. The duration of this arrangement is until the final vesting date of the applicable RSUs, or earlier termination of employment.

Except as described above during the three months ended July 31, 2024, no director or executive officer adopted, modified or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

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**Item 6. Exhibits.**

Exhibit No.	Description
3.1	<a href="#"><u>Articles of Incorporation of Mama's Creations, Inc. (incorporated by reference from Exhibit 3.1 to the Company's Registration Statement on Form S-1 filed on May 24, 2011).</u></a>
3.2	<a href="#"><u>Certificate of Amendment to Certificate of Incorporation of Mama's Creations, Inc. (incorporated by reference from Exhibit 3.4 to the Company's Current Report on Form 8-K filed on March 8, 2013).</u></a>
3.3	<a href="#"><u>Certificate of Amendment to Articles of Incorporation of Mama's Creations, Inc. (incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K filed on August 1, 2023).</u></a>
3.4	<a href="#"><u>Second Amended and Restated Series A Convertible Preferred Stock Certificate of Designation (incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K filed on September 10, 2015).</u></a>
3.5	<a href="#"><u>Series B Preferred Stock Certificate of Designation (incorporated by reference from Exhibit 3.4 to the Company's Registration Statement on Form S-3 filed on June 2, 2023).</u></a>
3.6	<a href="#"><u>Second Amended and Restated Bylaws of Mama's Creations, Inc. (incorporated by reference from Exhibit 3.2 to the Company's Current Report on Form 8-K filed on August 1, 2023).</u></a>
10.1	<a href="#"><u>Amendment to M&amp;T Credit Agreement, dated as of July 31, 2024 (incorporated from Exhibit 10.1 to the Company's Current Report on Form 8-K filed on August 5, 2024)</u></a>
31.1	<a href="#"><u>Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 302 of 2002*</u></a>
31.2	<a href="#"><u>Certification of Principal Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 302 of 2002*</u></a>
32.1	<a href="#"><u>Certification of Principal Executive Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*</u></a>
32.2	<a href="#"><u>Certification of Principal Financial Officer, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*</u></a>
101.INS	Inline XBRL Instance Document**
101.SCH	Inline XBRL Taxonomy Extension Schema Document**
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document**
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document**
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document**
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* Filed herewith.

\*\* Furnished herewith.

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**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**MAMA'S CREATIONS, INC.**

Date: September 10, 2024

By: */s/ Adam L. Michaels*  
Name: Adam L. Michaels  
Title: Chief Executive Officer  
(Principal Executive Officer)

By: */s/ Anthony Gruber*  
Name: Anthony Gruber  
Title: Chief Financial Officer (Principal Financial Officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Adam L. Michaels, certify that:

1. I have reviewed this Form 10-Q of Mama's Creations, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-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: September 10, 2024

By: /s/ Adam L. Michaels

Adam L. Michaels  
Principal Executive Officer  
Mama's Creations, Inc.

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002**

I, Anthony Gruber, certify that:

1. I have reviewed this Form 10-Q of Mama's Creations, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-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: September 10, 2024

By: /s/ Anthony Gruber

Anthony Gruber

Principal Financial Officer

Mama's Creations, Inc.

**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 this Quarterly Report of Mama's Creations, Inc. (the "Company"), on Form 10-Q for the period ended July 31, 2024, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Adam L. Michaels, Principal Executive Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Quarterly Report on Form 10-Q for the period ended July 31, 2024, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in such Quarterly Report on Form 10-Q for the period ended July 31, 2024, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 10, 2024

By: */s/ Adam L. Michaels*

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Adam L. Michaels  
Principal Executive Officer  
Mama's Creations, Inc.

**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 this Quarterly Report of Mama's Creations, Inc. (the "Company"), on Form 10-Q for the period ended July 31, 2024, as filed with the U.S. Securities and Exchange Commission on the date hereof, I, Anthony Gruber, Principal Executive Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) Such Quarterly Report on Form 10-Q for the period ended July 31, 2024, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in such Quarterly Report on Form 10-Q for the period ended July 31, 2024, fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 10, 2024

By: /s/ Anthony Gruber  
Anthony Gruber  
Principal Financial Officer  
Mama's Creations, Inc.