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(Exact name of Registrant as specified in its charter) Â Texas Â 59-2219994 (State or other jurisdiction of Â (I.R.S. Employer incorporation or organization) Â Identification No.) Â 1200 Summit Ave, Suite 414, Fort Worth, Texas 76102 (Address of principal executive offices) Â (817) 529-2300 (Registrantâ€™s telephone number, including area code) Â Securities registered pursuant to Section 12(b) of the Act: Â Title of each class Â Trading Symbol(s) Â Name of each exchange on which registered Common Stock, $0.001 par value Â SMTI Â The Nasdaq Capital Market Â Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. â˜’Yes â˜ No Â Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). â˜’Yes â˜ No Â Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting companyâ€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Â Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company â˜ â˜ â˜’ â˜ â˜ Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜ Â Indicate by check mark whether registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes â˜ No â˜’ Â As of November 8, 2024, 8,741,161 shares of the Issuerâ€™s common stock, $0.001 par value per share, were outstanding. Â Â Â Â Â Â SANARA

MEDTECH INC. Form 10-Q Quarter Ended September 30, 2024 Â Â Â Page Â Â Â Part I â€“ Financial Information Â 3 Â Â Â Item 1. Financial Statements Â 3 Â Â Â Consolidated Balance Sheets as of September 30, 2024 (Unaudited) and December 31, 2023 Â 3 Â Â Â Consolidated Statements of Operations (Unaudited) for the Three and Nine Months Ended September 30, 2024 and 2023 Â 4 Â Â Â Consolidated Statements of Changes in Shareholdersâ€™ Equity (Unaudited) for the Three and Nine Months Ended September 30, 2024 and 2023 Â 5 Â Â Â Consolidated Statements of Cash Flows (Unaudited) for the Nine Months Ended September 30, 2024 and 2023 Â 6 Â Â Â Notes to Unaudited Consolidated Financial Statements Â 7 Â Â Â Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations Â 35 Â Â Â Item 3. Quantitative and Qualitative Disclosures about Market Risk Â 49 Â Â Â Item 4. Controls and Procedures Â 49 Â Â Â Part II â€“ Other Information Â 50 Â Â Â Item 1. Legal Proceedings Â 50 Â Â Â Item 1A. Risk Factors Â 50 Â Â Â Item 2. Unregistered Sales of Equity Securities and Use of Proceeds Â 51 Â Â Â Item 3. Defaults Upon Senior Securities Â 51 Â Â Â Item 4. Mine Safety Disclosures Â 51 Â Â Â Item 5. Other Information Â 51 Â Â Â Item 6. Exhibits Â 52 Â Â Â Signatures Â 53 Â Sanara, Sanara MedTech, our logo and our other trademarks or service marks appearing in this report are the property of Sanara MedTech Inc. Trade names, trademarks and service marks of other companies appearing in this report are the property of their respective owners. Solely for convenience, the trademarks, service marks and trade names included in this report are without the Â®, â„¢ or other applicable symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors to these trademarks, service marks and trade names. Â Unless otherwise indicated, â€œSanara MedTech,â€ â€œSanara,â€ the â€œCompany,â€ â€œour,â€ â€œus,â€ or â€œwe,â€ refer to Sanara MedTech Inc. and its consolidated subsidiaries. Â 2 Â Â Part I â€“ Financial Information Â ITEM 1. FINANCIAL STATEMENTS Â SANARA MEDTECH INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS Â Â Â (Unaudited)Â Â Â Â Â September 30,Â Â December 31,Â Â Â 2024Â Â 2023Â AssetsÂ Â Â Â Â Current assetsÂ Â Â Â Â CashÂ $16,277,189Â Â $5,147,216Â Accounts receivable, netÂ Â 11,070,622Â Â Â 8,474,965Â Accounts receivable â€“ related partiesÂ Â 43,409Â Â Â 8,400Â Accounts receivableÂ Â 43,409Â Â Â 8,400Â Royalty receivableÂ Â -Â Â Â 49,344Â Inventory, netÂ Â 3,008,349Â Â Â 4,717,533Â Convertible loan receivableÂ Â 1,079,411Â Â Â -Â Prepaid and other assetsÂ Â 429,428Â Â Â 608,411Â Total current assetsÂ Â 31,908,408Â Â Â 19,005,869Â Â Â Â Â Â Â Â Â Long-term assetsÂ Â Â Â Â Â Â Intangible assets, netÂ Â 42,029,142Â Â Â 44,926,061Â GoodwillÂ Â 3,601,781Â Â Â 3,601,781Â Investment in equity securitiesÂ Â 8,321,412Â Â Â 3,084,278Â Right of use assets â€“ operating leasesÂ Â 1,688,963Â Â Â 1,995,204Â Property and equipment, netÂ Â 995,770Â Â Â 1,257,956Â Total long-term assetsÂ Â 56,637,068Â Â Â 54,865,280Â Â Â Â Â Â Â Â Â Total assetsÂ $88,545,476Â Â $73,871,149Â Â Â Â Â Â Â Â Â Liabilities and shareholdersâ€™ equityÂ Â Â Â Â Â Â Â Current liabilitiesÂ Â Â Â Â Â Â Â Accounts payableÂ $1,301,362Â Â $1,924,082Â Accounts payable â€“ related partiesÂ Â 150,611Â Â Â 77,805Â Accounts payableÂ Â 150,611Â Â Â 77,805Â Accrued bonuses and commissionsÂ Â 8,256,801Â Â Â 7,676,770Â Accrued royalties and expensesÂ Â 2,285,374Â Â Â 2,047,678Â Earnout liabilities â€“ currentÂ Â 1,906,550Â Â Â 1,100,000Â Current portion of debtÂ Â -Â Â Â 580,357Â Operating lease liabilities â€“ currentÂ Â 439,129Â Â Â 361,185Â Total current liabilitiesÂ Â 14,339,827Â Â Â 13,767,877Â Â Â Â Â Â Â Â Â Long-term liabilitiesÂ Â Â Â Â Â Â Long-term debt, net of current portionÂ Â 30,076,715Â Â Â 9,113,123Â Earnout liabilities â€“ long-termÂ Â 2,006,000Â Â Â 2,723,001Â Operating lease liabilities â€“ long-termÂ Â 1,407,164Â Â Â 1,737,445Â Other long-term liabilitiesÂ Â 1,261,495Â Â Â 1,941,686Â Total long-term liabilitiesÂ Â 34,751,374Â Â Â 15,515,255Â Â Â Â Â Â Â Â Â Total liabilitiesÂ Â 49,091,201Â Â Â 29,283,132Â Â Â Â Â Â Â Â Â Commitments and contingencies (Note 9)Â Â -Â Â Â -Â Â Â Â Â Â Â Â Â Shareholdersâ€™ equityÂ Â Â Â Â Â Â Â Common Stock: $0.001 par value, 20,000,000 shares authorized; 8,743,174 issued and outstanding as of September 30, 2024 and 8,535,239 issued and outstanding as of December 31, 2023Â Â 8,743Â Â Â 8,535Â Additional paid-in capitalÂ Â 76,021,528Â Â Â 72,860,556Â Accumulated deficitÂ Â (36,246,405)Â Â (28,036,814) Total Sanara MedTech shareholdersâ€™ equityÂ Â 39,783,866Â Â Â 44,832,277Â Equity attributable to noncontrolling interestÂ Â (329,591)Â Â (244,260) Total shareholdersâ€™ equityÂ Â 39,454,275Â Â Â 44,588,017Â Total liabilities and shareholdersâ€™ equityÂ $88,545,476Â Â $73,871,149Â Â The accompanying notes are an integral part of these unaudited consolidated financial statements. Â 3 Â Â SANARA MEDTECH INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED) Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Â Three Months EndedÂ Â Nine Months EndedÂ Â September 30,Â Â September 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Â Â Â Â Â Â Â Â Â Â Â Net RevenueÂ $21,671,599Â Â $16,024,948Â Â $60,367,060Â Â $47,300,029Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Cost of goods soldÂ Â 1,991,987Â Â Â 1,751,349Â Â Â 5,890,719Â Â Â 6,064,524Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Gross profitÂ Â 19,679,612Â Â Â 14,273,599Â Â Â 54,476,341Â Â Â 41,235,505Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Operating expensesÂ Selling, general and administrative expensesÂ Â 18,993,255Â Â Â 13,877,879Â Â Â 54,143,122Â Â Â 40,658,424Â Research and developmentÂ Â 1,359,530Â Â Â 986,454Â Â Â 3,291,479Â Â Â 3,480,906Â Depreciation and amortizationÂ Â 1,103,854Â Â Â 997,674Â Â Â 3,314,781Â Â Â 2,580,243Â Change in fair value of earnout liabilitiesÂ Â 147,000Â Â Â (681,753)Â Â 67,549Â Â (1,494,910) Total operating expensesÂ Â 21,603,639Â Â Â 15,180,254Â Â Â 60,816,931Â Â Â 45,224,663Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Operating lossÂ Â (1,924,027)Â Â (906,655)Â Â (6,340,590)Â Â (3,989,158) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other expenseÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Interest expenseÂ Â (927,577)Â Â (188,294)Â Â (1,839,259)Â Â (188,300) Share of losses from equity method investmentÂ Â (31,448)Â Â -Â Â Â (31,448)Â Â -Â Total other expenseÂ Â (959,025)Â Â (188,294)Â Â (1,870,707)Â Â (188,300) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net lossÂ Â (2,883,052)Â Â (1,094,949)Â Â (8,211,297)Â Â (4,177,458) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Less: Net loss attributable to noncontrolling interestÂ Â (25,284)Â Â (34,579)Â Â (85,331)Â Â (111,455) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss attributable to Sanara MedTech shareholdersÂ $(2,857,768)Â $(1,060,370)Â $(8,125,966)Â $(4,066,003) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss per share of common stock, basic and dilutedÂ $(0.34)Â $(0.13)Â $(0.96)Â $(0.49) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Weighted average number of common shares outstanding, basic and dilutedÂ Â 8,517,381Â Â Â 8,332,341Â Â Â 8,468,394Â Â Â 8,244,503Â Â The accompanying notes are an integral part of these unaudited consolidated financial statements. Â 4 Â Â SANARA MEDTECH INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERSâ€™ EQUITY (UNAUDITED) Â Â Â SharesÂ Â AmountÂ Â CapitalÂ Â DeficitÂ Â InterestÂ Â EquityÂ Â Â Common StockÂ Â AdditionalÂ Â Â Â Â Â Â TotalÂ Â Â $0.001 par valueÂ Â Paid-InÂ Â AccumulatedÂ Â NoncontrollingÂ Â Shareholdersâ€™Â Â Â SharesÂ Â AmountÂ Â CapitalÂ Â DeficitÂ Â InterestÂ Â EquityÂ Balance at December 31, 2022Â Â 8,299,957Â Â $8,300Â Â $65,213,987Â Â $(23,394,757)Â Â $(107,555)Â $41,719,975Â Share-based compensationÂ Â 74,781Â Â Â 75Â Â Â 597,230Â Â Â -Â Â Â -Â Â Â 597,305Â Net settlement and retirement of equity-based awardsÂ Â (15,854)Â Â (16)Â Â (315,572)Â Â (340,354)Â Â -Â Â Â (655,942) Issuance of common stock in equity offeringÂ Â 26,143Â Â Â 26Â Â Â 1,033,735Â Â Â -Â Â Â -Â Â Â 1,033,761Â Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â (1,177,900)Â Â (38,429)Â Â (1,216,329) Balance at March 31, 2023Â Â 8,385,027Â Â Â 8,385Â Â Â 66,529,380Â Â Â (24,913,011)Â Â (145,984)Â Â 41,478,770Â Share-based compensationÂ Â 33,355Â Â Â 33Â Â Â 1,127,299Â Â Â -Â Â Â -Â Â Â 1,127,332Â Net settlement and retirement of equity-based awardsÂ Â 21,363Â Â Â 22Â Â Â 224,740Â Â Â (186)Â Â -Â Â Â 224,576Â Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â (1,827,733)Â Â (38,447)Â Â (1,866,180) Balance at June 30, 2023Â Â 8,439,745Â Â Â 8,440Â Â Â 67,881,419Â Â Â (26,740,930)Â Â (184,431)Â Â 40,964,498Â Share-based compensationÂ Â (339)Â Â (1)Â Â 857,527Â Â Â -Â Â Â -Â Â Â 857,526Â Net settlement and retirement of equity-based awardsÂ Â 27,011Â Â Â 27Â Â Â 279,364Â Â Â 1,679Â Â Â Â Â Â 281,070Â Issuance of common stock for acquisitionsÂ Â 73,809Â Â Â 74Â Â Â 3,089,571Â Â Â -Â Â Â -Â Â Â 3,089,645Â Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â (1,060,370)Â Â (34,579)Â Â (1,094,949) Balance at September 30, 2023Â Â 8,540,226Â Â $8,540Â Â $72,107,881Â Â $(27,799,621)Â $(219,010)Â $44,097,790Â Â Â Â Common StockÂ Â AdditionalÂ Â Â Â Â Â Â TotalÂ Â Â $0.001 par valueÂ Â Paid-InÂ Â AccumulatedÂ Â NoncontrollingÂ Â ShareholdersÂ Â Â Â SharesÂ Â AmountÂ Â CapitalÂ Â DeficitÂ Â InterestÂ Â EquityÂ Balance at December 31, 2023Â Â 8,535,239Â Â $8,535Â Â $72,860,556Â Â $(28,036,814)Â $(244,260)Â $44,588,017Â Share-based compensationÂ Â 100,662Â Â Â 101Â Â Â 803,285Â Â Â -Â Â Â -Â Â Â 803,386Â Net settlement and retirement of equity-based awardsÂ Â (13,162)Â Â (13)Â Â (483,633)Â Â (97,148)Â Â -Â Â Â (580,794) Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â (1,764,184)Â Â (34,859)Â Â (1,799,043) Balance at March 31, 2024Â Â 8,622,739Â Â Â 8,623Â Â Â 73,180,208Â Â Â (29,898,146)Â Â (279,119)Â Â 43,011,566Â Share-based compensationÂ Â 67,294Â Â Â 67Â Â Â 1,411,478Â Â Â -Â Â Â -Â Â Â 1,411,545Â Net settlement and retirement of equity-based awardsÂ Â 56,943Â Â Â 57Â Â Â 493,829Â Â Â 14,200Â Â Â -Â Â Â 508,086Â Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â (3,504,014)Â Â (25,188)Â Â (3,529,202) Balance at June 30, 2024Â Â 8,746,976Â Â Â 8,747Â Â Â 75,085,515Â Â Â (33,387,960)Â Â (304,307)Â Â 41,401,995Â BalanceÂ Â 8,746,976Â Â $8,747Â Â $75,085,515Â Â $(33,387,960)Â $(304,307)Â $41,401,995Â Share-based compensationÂ Â (3,368)Â Â (3)Â Â 1,025,434Â Â Â -Â Â Â -Â Â Â 1,025,431Â Net settlement and retirement of equity-based awardsÂ Â (434)Â Â -Â Â Â (14,421)Â Â (677)Â Â -Â Â Â (15,099) Issuance of common stock in equity offeringÂ Â -Â Â Â -Â Â Â (75,000)Â Â -Â Â Â -Â Â Â (75,000) Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â (2,857,768)Â Â (25,284)Â Â (2,883,052) Balance at September 30, 2024Â Â 8,743,174Â Â $8,743Â Â $76,021,528Â Â $(36,246,405)Â $(329,591)Â $39,454,275Â BalanceÂ Â 8,743,174Â Â $8,743Â Â $76,021,528Â Â $(36,246,405)Â $(329,591)Â $39,454,275Â Â The accompanying notes are an integral part of these unaudited consolidated financial statements. Â 5 Â Â SANARA MEDTECH INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) Â Â Â 2024Â Â 2023Â Â Â Nine Months EndedÂ Â Â September 30,Â Â Â 2024Â Â 2023Â Â Â Â Â Â Â Cash flows from operating activities:Â Â Â Â Â Â Net lossÂ $(8,211,297)Â $(4,177,458) Adjustments to reconcile net loss to net cash used in operating activities:Â Â Â Â Â Â Depreciation and amortizationÂ Â 3,314,781Â Â Â 2,580,243Â Credit loss expenseÂ Â 230,930Â Â Â 214,061Â Inventory obsolescenceÂ Â 356,261Â Â Â 222,691Â Share-based compensationÂ Â 3,240,362Â Â Â 2,582,163Â Noncash lease expenseÂ Â 306,240Â Â Â 243,988Â Share of losses from equity method investmentÂ Â 31,448Â Â Â -Â Back-end feeÂ Â 219,689Â Â Â -Â Paid-in-kind interestÂ Â 424,067Â Â Â -Â Accretion of finance liabilitiesÂ Â 166,595Â Â Â 39,699Â Amortization and write-off of debt issuance costsÂ Â 150,219Â Â Â 2,055Â Change in fair value of earnout liabilitiesÂ Â 67,549Â Â (1,494,910) Changes in operating assets and liabilities:Â Â Â Â Â Â Accounts receivable, netÂ Â (2,777,243)Â Â (794,344) Accounts receivable â€“ related partiesÂ Â (35,009)Â Â 87,516Â Inventory, netÂ Â 1,352,923Â Â Â (1,664,714) Prepaid and other assetsÂ Â 178,963Â Â Â 482,921Â Accounts payableÂ Â (622,719)Â Â 547,186Â Accounts payable â€“ related partiesÂ Â 72,806Â Â Â 30,711Â Accrued royalties and expensesÂ Â 249,910Â Â Â 557,295Â Accrued bonuses and commissionsÂ Â 580,031Â Â Â (1,673,629) Operating lease liabilitiesÂ Â (252,337)Â Â (182,498) Net cash used in operating activitiesÂ Â (955,831)Â Â (2,397,024) Cash flows from investing activities:Â Â Â Â Â Â Purchases of property and equipmentÂ Â (133,676)Â Â (210,970) Proceeds from disposal of property and equipmentÂ Â -Â Â 650Â Investment in equity securitiesÂ Â (5,268,582)Â Â -Â Advancement on convertible loan receivableÂ Â (1,079,391)Â Â -Â Acquisitions, net of cash acquiredÂ Â -Â Â (9,942,750) Net cash used in investing activitiesÂ Â (6,481,649)Â Â (10,153,070) Cash flows from financing activities:Â Â Â Â Â Â Loan proceeds, netÂ Â 29,339,260Â Â 9,688,341Â Pay off line of creditÂ Â (9,750,000)Â Â -Â Equity offering net proceeds (expenses)Â Â (75,000)Â Â 1,033,761Â Net settlement of equity-based awardsÂ Â (87,807)Â Â (150,296) Cash payment of finance and earnout liabilitiesÂ Â (859,000)Â Â (744,795) Net cash provided by financing activitiesÂ Â 18,567,453Â Â Â 9,827,011Â Net increase (decrease) in cashÂ Â 11,129,973Â Â Â (2,723,083) Cash, beginning of periodÂ Â 5,147,216Â Â Â 8,958,995Â Cash, end of periodÂ $16,277,189Â Â $6,235,912Â Â Â Â Â Â Â Â Â Cash paid during the period for:Â Â Â Â Â Â Â Â InterestÂ $948,759Â Â $146,546Â Supplemental noncash investing and financing activities:Â Â Â Â Â Â Â Right of use assets obtained in exchange for lease obligationsÂ Â -Â Â Â 1,531,773Â Equity issued for acquisitionsÂ Â -Â Â Â 3,089,645Â Earnout and other liabilities generated by acquisitionsÂ Â -Â Â Â 3,759,642Â Â The accompanying notes are an integral part of these unaudited consolidated financial statements. Â 6 Â Â SANARA MEDTECH INC. AND SUBSIDIARIES NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS Â NOTE 1 â€“ NATURE OF BUSINESS AND BACKGROUND Â Sanara MedTech Inc. (together with its wholly owned and majority owned subsidiaries on a consolidated basis, the â€œCompanyâ€) is a medical technology company focused on developing and commercializing transformative technologies to improve clinical outcomes and reduce healthcare expenditures in the surgical, chronic wound and skincare markets. Each of the Companyâ€™s products, services and technologies are designed to achieve the Companyâ€™s goal of providing better clinical outcomes at a lower overall cost for patients, regardless of where they receive care. The Company strives to be one of the most innovative and comprehensive providers of effective surgical, wound and skincare solutions and is continually seeking to expand its offerings for patients requiring treatments across the entire continuum of care in the United States. Â In June 2020, the Company formed a subsidiary, United Wound and Skin Solutions, LLC (formerly known as â€œWounDermâ€), to hold certain investments and operations in wound and skincare virtual consult services. In 2023, WounDerm was renamed to, and is now doing business as, â€œTissue Health Plusâ€ (â€œTHPâ€). THP is continuing its mission to simplify skin health, starting with wound care through a refined business plan. Through THP, the Company plans to offer a first of its kind value-based wound care program to payers and risk-bearing entities such as accountable care organizations and value-based care (â€œVBCâ€) primary care companies, with Medicare Advantage payers as the initial target market for this program. Â As further discussed in Note 12, the Company historically managed its business on the basis of one operating and reportable segment. During the second quarter of 2024, the Company changed its reportable segments to reflect the manner in which the business is managed. Based on the growing importance of the value-based wound care program to the Companyâ€™s future outlook and how the Companyâ€™s chief operating decision maker, the Chief Executive Officer, reviews operating results and makes decisions about resource allocation, the Company now has two reportable segments: Sanara Surgical and THP. Â Sanara Surgical Â The Sanara Surgical segment primarily markets and sells soft tissue repair and bone fusion products for use in the operating room or other sterile environments. Sanara Surgicalâ€™s soft tissue repair products include, among other products, the Companyâ€™s lead product, CellerateRX Surgical Activated Collagen (â€œCellerateRX Surgicalâ€), and BIASURGE Advanced Surgical Solution, which is a no-rinse, advanced surgical solution used for wound irrigation. Sanara Surgicalâ€™s bone fusion products include, among other products, BiFORM, which is an osteoconductive, bioactive, porous implant that allows for bony ingrowth across the graft site, and ALLOCYTE Plus, which is a human allograft cellular bone matrix containing bone-derived progenitor cells and conformable bone fibers. Â Sanara Surgical also includes an in-house research and development team (Rochal Technologies) with an extensive pipeline of innovative products under development. Â Tissue Health Plus Â The THP segment is focused on value-based wound care services. Through THP, the Company plans to offer a first of its kind value-based wound care program to payers and risk-bearing entities such as accountable care organizations and VBC primary care companies, with Medicare Advantage payers as the initial target market for this program. Â THPâ€™s programs are expected to enable payers to divest wound care spend risk, reduce wound related hospitalizations and improve patient quality of life. THP plans to coordinate delivery of community and home-based wound care for its managed patients. Community-based care spans a variety of settings including physician offices, skilled nursing facilities, assisted living facilities and senior living facilities. THPâ€™s programs are intended to integrate science and evidence-based medicine protocols to standardize wound prevention and treatment. Â As a result of the change in reportable segments, certain prior period amounts have been recast to conform to the current period presentation. Throughout this Quarterly Report on Form 10-Q, unless otherwise indicated, amounts and activity reflect reclassifications related to the Companyâ€™s change in reportable segments. The change in reportable segments had no impact on the Companyâ€™s previously reported Consolidated Balance Sheets, Consolidated Statements of Operations, Consolidated Statements of Cash Flows or Consolidated Statements of Shareholdersâ€™ Equity. Â 7 Â Â NOTE 2 â€“ SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Â Principles of Consolidation and Basis of Presentation Â The accompanying unaudited consolidated financial statements include the accounts of Sanara MedTech Inc. and its wholly owned and majority-owned subsidiaries, as well as other entities in which the Company has a controlling financial interest. All significant intercompany profits, losses, transactions and balances have been eliminated in consolidation. Certain prior year amounts have been reclassified to conform to the current year presentation. Â The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management of the Company, all adjustments (consisting of normal accruals) considered necessary for a fair presentation have been included. Operating results for interim periods are not necessarily indicative of the results that may be expected for the full year period. These financial statements and notes should be read in conjunction with the financial statements for each of the two years ended December 31, 2023 and 2022, which are included in the Companyâ€™s most recent Annual Report on Form 10-K. Â Use of Estimates Â The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported revenue and expenses during the reporting period. However, actual results could differ from those estimates and there may be changes to the Companyâ€™s estimates in future periods. Â Cash and Cash Equivalents Â The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. Â Income/Loss Per Share Â The Company computes income/loss per share in accordance with Accounting Standards Codification (â€œASCâ€) Topic 260, Earnings per Share, which requires the

Company to present basic and diluted income per share when the effect is dilutive. Basic income/loss per share is computed by dividing income/loss attributable to common shareholders by the weighted average number of shares of common stock outstanding. Diluted income/loss per share is computed similarly to basic income/loss per share, except that the denominator is increased to include the number of additional shares of common stock that would have been outstanding if the potential shares of common stock had been issued and if the additional shares of common stock were dilutive. All common stock equivalents were excluded from the calculations for the periods presented as their inclusion would have been anti-dilutive during the three and nine months ended September 30, 2024 and 2023 due to the Companyâ€™s net loss. Â 8 Â Â The following table summarizes the shares of common stock that were potentially issuable but were excluded from the computation of diluted net loss per share for the three and nine months ended September 30, 2024 and 2023 as such shares would have had an anti-dilutive effect: Â SCHEDULE OF COMPUTATION OF DILUTED NET LOSS PER SHARE Â Â 2024Â Â 2023Â Â Â As of September 30,Â Â Â 2024Â Â 2023Â Stock options (a)Â Â 31,013Â Â Â 95,873Â Warrants (b)Â Â 16,725Â Â Â 16,725Â Unvested restricted stockÂ Â 224,392Â Â Â 159,557Â Anti-dilutive securitiesÂ Â 224,392Â Â Â 159,557Â Â Â (a) Shares underlying stock options assumed pursuant to the merger agreement with Precision Healing, Inc. (â€œPrecision Healingâ€) in April 2022. Â (b) Shares underlying warrants assumed pursuant to the merger agreement with Precision Healing in April 2022. Â Revenue Recognition Â The Company recognizes revenue in accordance with ASC Topic 606, Revenue from Contracts with Customers (â€œASC 606â€). Revenues are recognized when a purchase order is received from the customer and control of the promised goods or services is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to receive in exchange for transferring those goods or services. Revenue is recognized based on the following five-step model: Â - Identification of the contract with a customer - Identification of the performance obligations in the contract - Determination of the transaction price - Allocation of the transaction price to the performance obligations in the contract - Recognition of revenue when, or as, the Company satisfies a performance obligation Â Details of this five-step process are as follows: Â Identification of the contract with a customer Â Customer purchase orders are generally considered to be contracts under ASC 606. Purchase orders typically identify the specific terms of products to be delivered, create the enforceable rights and obligations of both parties and result in commercial substance. No other forms of contract revenue recognition, such as the completed contract or percentage of completion methods, were utilized by the Company in either 2024 or 2023. Â Performance obligations Â The Companyâ€™s performance obligation is generally limited to delivery of the requested items to its customers at the agreed upon quantities and prices. Â Determination and allocation of the transaction price Â The Company has established prices for its products. These prices are effectively agreed to when customers place purchase orders with the Company. Rebates and discounts, if any, are recognized in full at the time of sale as a reduction of net revenue. Allocation of transaction prices is not necessary where only one performance obligation exists. Â 9 Â Â Recognition of revenue as performance obligations are satisfied Â Product revenues are recognized when a purchase order is received from the customer, the products are delivered, and control of the goods and services passes to the customer. Â Disaggregation of Revenue Â Revenue streams from product sales and royalties are summarized below for the three and nine months ended September 30, 2024 and 2023. Â SCHEDULE OF REVENUE FROM PRODUCT SALES AND ROYALTIES Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Â Â Three Months EndedÂ Â Nine Months EndedÂ Â Â September 30,Â Â September 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Soft tissue repair productsÂ $18,863,335Â Â $13,634,316Â Â $52,586,945Â Â $39,756,539Â Bone fusion productsÂ Â 2,808,264Â Â Â 2,340,382Â Â Â 7,779,209Â Â Â 7,392,740Â Royalty revenueÂ Â -Â Â Â 50,250Â Â Â 906Â Â Â 150,750Â Total Net RevenueÂ $21,671,599Â Â $16,024,948Â Â $60,367,060Â Â $47,300,029Â Â For the three and nine months ended September 30, 2024 and 2023, all of the Companyâ€™s net revenue was generated from Sanara Surgical. The Company plans to commercially launch the THP program in mid-2025. Â Accounts Receivable Allowances Â Accounts receivable are typically due within 30 days of invoicing. The Company establishes an allowance for credit losses to provide for an estimate of accounts receivable which are not expected to be collectible. The Company bases the allowance on an assessment of customer creditworthiness, historical payment experience, the age of outstanding receivables and other information as applicable and will record its allowance based on the estimated credit losses. The Company recorded credit loss expense of $75,000 and $128,061 during the three months ended September 30, 2024 and 2023, respectively and $230,930 and $214,061 during the nine months ended September 30, 2024 and 2023, respectively. The allowance for credit losses was $758,960 at September 30, 2024 and $528,030 at December 31, 2023. Credit loss reserves are maintained based on a variety of factors, including the length of time receivables are past due and a detailed review of certain individual customer accounts. The Company also establishes other allowances to provide for estimated customer rebates and other expected customer deductions. These allowances totaled $5,010 at September 30, 2024 and $3,820 at December 31, 2023. If circumstances related to customers change, estimates of the recoverability of receivables would be further adjusted. Â Inventories Â Inventories are stated at the lower of cost or net realizable value, with cost computed on a first-in, first-out basis. Inventories consist primarily of finished goods, and also include an immaterial amount of raw materials and related packaging components. The Company recorded inventory obsolescence expense of $96,684 and $152,701 during the three months ended September 30, 2024 and 2023, respectively, and $356,261 and $222,691 during the nine months ended September 30, 2024 and 2023, respectively. The allowance for obsolete and slow-moving inventory had a balance of $466,276 at September 30, 2024, and $446,917 at December 31, 2023. Â 10 Â Â Property and Equipment Â Property and equipment are stated at cost, less accumulated depreciation. Depreciation is recorded using the straight-line method over the estimated useful lives of the related assets, ranging from two to ten years. Below is a summary of property and equipment for the periods presented: Â SCHEDULE OF PROPERTY AND EQUIPMENT Â Â UsefulÂ September 30,Â Â December 31,Â Â Â LifeÂ 2024Â Â 2023Â ComputersÂ 3-5 yearsÂ $235,388Â Â $194,788Â Office equipmentÂ 3-7 yearsÂ Â 216,491Â Â Â 201,785Â Furniture and fixturesÂ 5-10 yearsÂ Â 346,508Â Â Â 304,338Â Leasehold improvementsÂ 2-5 yearsÂ Â 170,370Â Â Â 134,170Â Internal use softwareÂ 5 yearsÂ Â 1,618,999Â Â Â 1,618,999Â Â Â Â Â Â Â Â Â Â Â Â Property and equipment, grossÂ Â Â Â 2,587,756Â Â Â 2,454,080Â Less accumulated depreciationÂ Â Â Â (1,591,986)Â Â (1,196,124) Â Â Â Â Â Â Â Â Â Â Â Â Property and equipment, netÂ Â Â $995,770Â Â $1,257,956Â Â Depreciation expense related to property and equipment was $129,592 and $116,596 for the three months ended September 30, 2024 and 2023, respectively, and $395,862 and $332,762 for the nine months ended September 30, 2024 and 2023, respectively. Â Internal Use Software Â The Company accounts for costs incurred to develop or acquire computer software for internal use in accordance with ASC Topic 350-40, Intangibles â€“ Goodwill and Other. The Company capitalizes the costs incurred during the application development stage, which generally includes third-party developer fees to design the software configuration and interfaces, coding, installation and testing. Â The Company begins capitalization of qualifying costs when both the preliminary project stage is completed and management has authorized further funding for the completion of the project. Costs incurred during the preliminary project stage along with post implementation stages of internal-use computer software are expensed as incurred. The Company also capitalizes costs related to specific upgrades and enhancements when it is probable the expenditures will result in additional functionality. Capitalized development costs are classified as â€œProperty and equipment, netâ€ in the Consolidated Balance Sheets and are depreciated over the estimated useful life of the software, which is generally five years. Â Goodwill Â The excess of purchase price over the fair value of identifiable net assets acquired in business combinations is recorded as goodwill. As of September 30, 2024 and December 31, 2023, all of the Companyâ€™s goodwill relates to the acquisition of Scendia Biologics, LLC (â€œScendiaâ€), which is included in the Sanara Surgical segment. Goodwill has an indefinite useful life and is not amortized. Goodwill is tested annually as of December 31 for impairment, or more frequently if circumstances indicate impairment may have occurred. The Company may first perform a qualitative assessment to determine if it is more likely than not that the fair value of the reporting unit is less than the respective carrying value. If it is determined that it is more likely than not that a reporting unitâ€™s fair value is less than its carrying value, then the Company will determine the fair value of the reporting unit and record an impairment charge for the difference between fair value and carrying value (not to exceed the carrying amount of goodwill). No impairment was recorded during the three or nine months ended September 30, 2024 or 2023. Â 11 Â Â Intangible Assets Â Intangible assets are stated at cost of acquisition less accumulated amortization and impairment loss, if any. Cost of acquisition includes the purchase price and any cost directly attributable to bringing the asset to its working condition for the intended use. The Company amortizes its finite-lived intangible assets on a straight-line basis over the estimated useful life of the respective assets which is generally the life of the related patents or licenses, seven years for customer relationships and five years for assembled workforces. See Note 5 for more information on intangible assets. Â Impairment of Long-Lived Assets Â Long-lived assets, including certain identifiable intangibles held and to be used by the Company, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The Company continuously evaluates the recoverability of its long-lived assets based on estimated future cash flows and the estimated liquidation value of such long-lived assets and provides for impairment if such undiscounted cash flows are insufficient to recover the carrying amount of the long-lived assets. If impairment exists, an adjustment is made to write the asset down to its fair value, and a loss is recorded as the difference between the carrying value and fair value. Fair values are determined based on quoted market values, undiscounted cash flows or internal and external appraisals, as applicable. Assets to be disposed of are carried at the lower of carrying value or estimated fair value less cost to sell. No impairment was recorded during the three or nine months ended September 30, 2024 or 2023. Â Investments in Equity Securities Â The Companyâ€™s equity investments consist of nonmarketable equity securities in privately held companies without readily determinable fair values. Unless accounted for under the equity method of accounting, the investments are reported at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar investment in the same issuer. Â The Company applies the equity method of accounting to investments when it has significant influence, but not controlling interest, in the investee. Judgment regarding the level of influence over each equity method investment includes considering key factors such as ownership interest, representation on the board of directors, participation in policy-making decisions and material intercompany transactions. As discussed further in Note 6 as of September 30, 2024, the Company had one investment that is recorded applying the equity method of accounting. The Companyâ€™s proportionate share of the net income (loss) resulting from these investments is reported under the line item captioned â€œShare of losses from equity method investmentâ€ in the Companyâ€™s Consolidated Statements of Operations. The Companyâ€™s equity method investment is adjusted each period for the Companyâ€™s share of the investeeâ€™s income or loss and dividend paid, if any. The Company classifies distributions received from its equity method investment using the cumulative earnings approach in the Companyâ€™s Consolidated Statements of Cash Flows. Â The Company has reviewed the carrying value of its investments and has determined there was no impairment or observable price changes as of or for the three and nine months ended September 30, 2024 and 2023. Â Fair Value Measurement Â As defined in ASC Topic 820, Fair Value Measurement (â€œASC 820â€), fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). This fair value measurement framework applies at both the initial and subsequent measurement. Â The three levels of the fair value hierarchy defined by ASC 820 are as follows: Â Level 1 â€“ Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities. Â 12 Â Â Level 2 â€“ Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include nonexchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars. Â Level 3 â€“ Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in managementâ€™s best estimate of fair value. Â The carrying amounts of cash, accounts receivable, accounts payable and accrued expenses, other than acquisition-related expenses, approximate fair value because of the short-term nature of these instruments. The fair value of acquisition-related accrued expenses is categorized as Level 2 of the fair value hierarchy. The value of these instruments has been estimated using discounted cash flow analysis based on the Companyâ€™s incremental borrowing rate. The carrying value of the Companyâ€™s CRG Term Loan (defined below), which has a fixed interest rate approximates fair value based on instruments with similar terms (Level 2 inputs). The carrying value of the Companyâ€™s Cadence Term Loan (defined below), which had variable interest rates determined each month, approximates fair value based on instruments with similar terms (Level 2 inputs). The fair value of the contingent earnout consideration and the acquisition date fair value of goodwill and intangibles related to the acquisitions discussed in Notes 3 and 5 are based on Level 3 inputs. Â Liabilities for contingent consideration for the Precision Healing merger, acquisition of Scendia and Applied Asset Purchase (defined below) (see Note 3 for more information) are measured at fair value each reporting period, with the acquisition-date fair value included as part of the consideration transferred. The contingent consideration for the Scendia acquisition was settled as of September 30, 2024, and the final earnout payment of approximately $1.1 million was paid in cash in October 2024. Subsequent changes in fair value for the Precision Healing merger are reported under the line item captioned â€œChange in fair value of earnout liabilitiesâ€ in the Companyâ€™s Consolidated Statements of Operations. Due to the Applied Asset Purchase being accounted for as an asset acquisition and given that the transaction did not include contingent shares, subsequent revaluations of contingent consideration for the Applied Asset Purchase results in an adjustment to the contingent consideration liability and the intellectual property intangible asset with a cumulative catch-up amortization adjustment. The current year change in fair value of earnout liability below is as a result of a net increase in the estimated fair value of the earnout liability established at the time of the Companyâ€™s Precision Healing merger. The current year revaluation of earnout liability below is a result of an increase in the estimated value of the earnout liability established at the time of the Applied Asset Purchase. The following table sets forth a summary of the changes in fair value for the Level 3 contingent earnout considerations. Â SCHEDULE OF CHANGES IN FAIR VALUE FOR CONTINGENT EARNOUT CONSIDERATION Â Â Â Â Â Balance at December 31, 2023Â $3,823,001Â Change in fair value of earnout liabilitiesÂ Â 67,549 Revaluation of earnout liabilityÂ Â 22,000Â Balance at September 30, 2024Â $3,912,550Â Â Income Taxes Â Income taxes are accounted for under the asset and liability method, whereby deferred income taxes are recorded for temporary differences between financial statement carrying amounts and the tax basis of assets and liabilities. Deferred tax assets and liabilities reflect the tax rates expected to be in effect for the years in which the differences are expected to reverse. A valuation allowance is provided if it is more likely than not that some or all the deferred tax asset will not be realized. Â 13 Â Â Share-based Compensation Â The Company accounts for share-based compensation to employees and nonemployees in accordance with ASC Topic 718, Compensation â€“ Stock Compensation. Share-based compensation is measured at the grant date, based on the fair value of the award, and is recognized as expense over the stipulated vesting period, if any. The Company estimates the fair value of share-based payments using the Black-Scholes option-pricing model for common stock options and warrants, and the closing price of the Companyâ€™s common stock for grants of common stock, including restricted stock awards. Â Research and Development Costs Â Research and development (â€œR&Dâ€) expenses consist of personnel-related expenses, including salaries, share-based compensation and benefits for all personnel directly engaged in R&D activities, contracted services, materials, prototype expenses and allocated overhead, which is comprised of compensation and benefits, lease expense and other facilities-related costs. R&D expenses include costs related to enhancements to the Companyâ€™s currently available products and additional investments in the product and platform development pipeline. The Company expenses R&D costs as incurred. Â Recently Adopted Accounting Pronouncements Â In June 2016, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) 2016-13, Financial Instruments - Credit Losses (Topic 326). This update amends the impairment model by requiring entities to use a forward-looking approach based on expected losses to estimate credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The Company adopted the new guidance effective January 1, 2023. The adoption did not have a material impact on the Companyâ€™s consolidated financial position, results of operations or cash flows. Â Recently Issued Accounting Pronouncements Â In November 2023, FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (â€œASU 2023-07â€), which requires disclosure of incremental segment information on an annual and interim basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal

years beginning after December 15, 2024 on a retrospective basis. The Company is currently evaluating the effect of this pronouncement on its disclosures. Â In December 2023, FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (â€œASU 2023-09â€), which expands the disclosure required for income taxes. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The amendment should be applied on a prospective basis while retrospective application is permitted. The Company is currently evaluating the effect of this pronouncement on its disclosures. Â NOTE 3 â€“ APPLIED ASSET PURCHASE Â On August 1, 2023, the Company entered into an Asset Purchase Agreement (the â€œApplied Purchase Agreementâ€) by and among the Company, as guarantor, Sanara MedTech Applied Technologies, LLC, a Texas limited liability company and wholly owned subsidiary of the Company (â€œSMATâ€), The Hymed Group Corporation, a Delaware corporation (â€œHymedâ€), Applied Nutritionals, LLC, a Delaware limited liability company (â€œAppliedâ€, and together with Hymed, the â€œSellersâ€), and Dr. George D. Petito (the â€œOwnerâ€), pursuant to which SMAT acquired certain assets of the Sellers and the Owner, including, among others, the Sellersâ€™ and Ownerâ€™s inventory, intellectual property, manufacturing and related equipment, goodwill, rights and claims, other than certain excluded assets, all as more specifically set forth in the Applied Purchase Agreement (collectively, the â€œApplied Purchased Assetsâ€), and assumed certain Assumed Liabilities (as defined in the Applied Purchase Agreement), upon the terms and subject to the conditions set forth in the Applied Purchase Agreement (such transaction, the â€œApplied Asset Purchaseâ€). The Applied Purchased Assets include the underlying intellectual property of, as well as the rights to manufacture and sell, certain hydrolyzed collagen products, including CellerateRX Surgical, for human wound care use. Â The Applied Purchased Assets were purchased for an initial aggregate purchase price of $15.25 million, consisting of (i) $9.75 million in cash (the â€œCash Closing Considerationâ€), (ii) 73,809 shares of the Companyâ€™s common stock (the â€œStock Closing Considerationâ€) with an agreed upon value of $3.0 million and (iii) $2.5 million in cash (the â€œInstallment Paymentsâ€), to be paid in four equal installments on each of the next four anniversaries of the closing of the Applied Asset Purchase (the â€œClosingâ€). The first Installment Payment of $625,000 was made in August 2024. Â 14 Â Â Prior to the Closing, the Company licensed certain of its products from Applied through a sublicense agreement (the â€œSublicense Agreementâ€) with CGI Cellerate RX, LLC (â€œCGI Cellerate RXâ€), a related party (see Note 11 for additional information regarding transactions with related parties). Pursuant to the Sublicense Agreement, the Company had an exclusive, world-wide sublicense to distribute certain hydrolyzed collagen products, including CellerateRX Surgical, into the surgical and wound care markets. In connection with the Applied Asset Purchase, Applied assigned its license agreement with CGI Cellerate RX to SMAT (the â€œLicense Agreementâ€), and on October 10, 2024, the License Agreement and the Sublicense Agreement were terminated for no additional consideration. Â In addition to the Cash Closing Consideration, Stock Closing Consideration and Installment Payments, the Applied Purchase Agreement provides that the Sellers are entitled to receive up to an additional $10.0 million (the â€œApplied Earnoutâ€), which is payable to the Sellers in cash, upon the achievement of certain performance thresholds relating to SMATâ€™s collections from net sales of a collagen-based product currently under development. Upon expiration of the seventh anniversary of the Closing, to the extent the Sellers have not earned the entirety of the Applied Earnout, SMAT shall pay the Sellers a pro-rata amount of the Applied Earnout based on collections from net sales of the product, with such amount to be due credited against any Applied Earnout payments already made by SMAT (the â€œTrue-Up Paymentâ€). The Applied Earnout, minus the True-Up Payment and any Applied Earnout payments already made by SMAT, may be earned at any point in the future, including after the True-Up Payment is made. Â In connection with the Applied Asset Purchase and pursuant to the Applied Purchase Agreement, effective August 1, 2023, the Company entered into a professional services agreement (the â€œPetito Services Agreementâ€) with the Owner, pursuant to which the Owner, as an independent contractor, agreed to provide certain services to the Company, including, among other things, assisting with the development of products already in development and assisting with research, development, formulation, invention and manufacturing of any future products (the â€œPetito Servicesâ€). As consideration for the Petito Services, the Owner is entitled to receive: (i) a base salary of $12,000 per month during the term of the Petito Services Agreement, (ii) a royalty payment equal to three percent (3%) of the actual collections from net sales of certain products the Owner develops or co-develops that reach commercialization, (iii) a royalty payment equal to five percent (5%) for the first $50.0 million in aggregate collections from net sales of certain future products and a royalty payment of two and one-half percent (2.5%) on aggregate collections from net sales of certain future products on any amounts exceeding $50.0 million but up to $100.0 million, (iv) $500,000 in cash in the event that 510(k) clearance is issued for any future product accepted by the Company and (v) $1.0 million in cash in the event that a U.S. patent is issued for a certain product; provided that with respect to the incentive payments described in (iv) and (v) of the foregoing, the Owner shall not earn more than $2.5 million. Â The Petito Services Agreement has an initial term of three years and is subject to automatic successive one-month renewals unless earlier terminated in accordance with its terms. The Petito Services Agreement may be terminated upon the Ownerâ€™s death or disability or by the Company or the Owner â€œFor Causeâ€ (as defined in the Petito Services Agreement); provided, however, that the base salary described in (i) of the foregoing paragraph shall survive termination through the three-year initial term and the royalty payments and incentive payments described in (ii)-(v) of the foregoing paragraph shall survive termination of the Petito Services Agreement. Â As the contingent consideration was negotiated as part of the transfer of assets, the contingent obligation was measured at fair value and included in the total purchase consideration transferred. Accordingly, since the Applied Asset Purchase was accounted for as an asset acquisition and did not include contingent shares, the contingent consideration is classified as a liability at its estimated fair value at each reporting period with subsequent revaluations recognized as an adjustment to the intellectual property intangible asset and the earnout liability with a cumulative catch-up amortization adjustment. Â 15 Â Â The total purchase consideration for the Applied Asset Purchase as determined by the Company was as follows: Â SCHEDULE OF ASSET PURCHASE CONSIDERATIONS ConsiderationÂ Equity SharesÂ Â Dollar ValueÂ Cash Closing ConsiderationÂ Â Â Â Â $9,750,000Â Fair value of Stock Closing ConsiderationÂ Â 73,809Â Â Â 3,089,645Â Fair value of Installment PaymentsÂ Â Â Â Â Â 2,040,808Â Cash paid for inventoryÂ Â Â Â Â Â 30,007Â Fair value of Petito Services Agreement defined paymentsÂ Â Â Â Â Â 825,834Â Fair value of Petito Services Agreement contingent considerationÂ Â Â Â Â Â 893,000Â Direct transaction costsÂ Â Â Â Â Â 162,743Â Total purchase considerationÂ Â Â Â Â $16,792,037Â Â Based on guidance provided by ASC 805, Business Combinations (â€œASC 805â€), the Company recorded the Applied Asset Purchase as an asset acquisition due to the determination that substantially all the fair value of the assets acquired was concentrated in a group of similar identifiable assets. The Company believes the â€œsubstantially allâ€ criterion was met with respect to the acquired intellectual property being the only significant asset acquired. Accordingly, the Company accounted for the transaction as an asset acquisition. Â The purchase consideration, plus transaction costs, was allocated to the individual assets according to their fair values as a percentage of the total fair value of the assets purchased, with no goodwill recognized. Based on the estimated fair value of the gross assets acquired, the total fair value of the net assets acquired was primarily attributable to, and classified as, finite-lived intellectual property in the third quarter of 2023. The total purchase consideration was allocated based on the relative estimated fair value of such assets as follows: Â SCHEDULE OF PURCHASE CONSIDERATION ON FAIR VALUE OF ASSETS ACQUIRED DescriptionÂ AmountÂ InventoryÂ $30,007Â EquipmentÂ Â 33,062Â Intellectual propertyÂ Â 16,728,968Â Net assets acquiredÂ $16,792,037Â Â NOTE 4 â€“ CONVERTIBLE LOAN RECEIVABLE Â In connection with a potential equity investment in an unaffiliated entity engaged in the development of certain surgical technologies, the Company entered into a convertible loan agreement in July 2024 pursuant to which the Company loaned $1,079,391 to the unaffiliated entity. The loan was initially set to be repaid on October 1, 2024. However, the Company extended the repayment date to December 1, 2024. On October 1, 2024, the loan began bearing interest at 8% per annum. Pursuant to the convertible loan agreement, the Company has the option to convert the outstanding balance of the loan into noncontrolling equity interests of the unaffiliated entity upon satisfactory completion of certain due diligence activities. The loan is recorded under the caption â€œConvertible loan receivableâ€ on the Companyâ€™s Consolidated Balance Sheets, which was $1,079,391 as of September 30, 2024.Â Â NOTE 5 â€“ GOODWILL AND INTANGIBLES, NET Â The changes in the carrying amount of the Companyâ€™s goodwill were as follows: Â SCHEDULE OF CHANGES IN CARRYING AMOUNT OF GOODWILL Â Â TotalÂ Balance as of December 31, 2022Â $3,601,781Â AcquisitionsÂ Â -Â Balance as of December 31, 2023Â Â 3,601,781Â BalanceÂ Â 3,601,781Â AcquisitionsÂ Â -Â Balance as of September 30, 2024Â $3,601,781Â BalanceÂ $3,601,781Â Â In connection with the change in reportable operating segments, the Company reassessed goodwill with respect to the change in reportable operating segments as they are presented in this report. Goodwill was recorded in connection with the acquisition of Scendia and is included entirely within the Sanara Surgical segment. The Companyâ€™s assessment determined that these changes, or any other matters noted, did not alter the Companyâ€™s conclusion that goodwill is not impaired as of September 30, 2024 or for the periods then ended. Â 16 Â Â The carrying values of the Companyâ€™s intangible assets were as follows for the periods presented: Â SCHEDULE OF CARRYING VALUE OF INTANGIBLE ASSETS Â Â September 30, 2024Â Â December 31, 2023Â Â Â Â Â Â AccumulatedÂ Â Â Â Â Â Â Â AccumulatedÂ Â Â Â Â Â CostÂ Â AmortizationÂ Â NetÂ Â CostÂ Â AmortizationÂ Â NetÂ Amortizable Intangible Assets:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Patents and Other IPÂ $38,592,549Â Â $(4,934,785)Â $33,657,764Â Â $38,570,549Â Â $(3,181,186)Â $35,389,363Â Customer relationships and otherÂ Â 7,947,332Â Â Â (2,737,675)Â Â 5,209,657Â Â Â 7,947,332Â Â Â (1,861,887)Â Â 6,085,445Â Product LicensesÂ Â 4,793,879Â Â Â (1,632,158)Â Â 3,161,721Â Â Â 4,793,879Â Â Â (1,342,626)Â Â 3,451,253Â TotalÂ $51,333,760Â Â $(9,304,618)Â $42,029,142Â Â $51,311,760Â Â $(6,385,699)Â $44,926,061Â Â As of September 30, 2024, the weighted-average amortization period for finite-lived intangible assets was 14.5 years. Amortization expense related to intangible assets was $974,262 and $881,079 for the three months ended September 30, 2024 and 2023, respectively, and $2,918,919 and $2,247,482 for the nine months ended September 30, 2024 and 2023, respectively. The estimated remaining amortization expense as of September 30, 2024 for finite-lived intangible assets is as follows: Â SCHEDULE OF FUTURE AMORTIZATION EXPENSE Â Â Â Â Â Remainder of 2024Â $972,818Â 2025Â Â 3,891,270Â 2026Â Â 3,874,015Â 2027Â Â 3,760,162Â 2028Â Â 3,726,921Â 2029Â Â 3,726,921Â ThereafterÂ Â 22,077,035Â TotalÂ $42,029,142Â Â The Company has reviewed the carrying value of intangible assets and has determined there was no impairment during the nine months ended September 30, 2024 or 2023. Â NOTE 6 â€“ INVESTMENTS IN EQUITY SECURITIES Â The Companyâ€™s equity investments consist of nonmarketable equity securities in privately held companies without readily determinable fair values. Unless accounted for under the equity method of accounting, the investments are reported at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar investment of the same issuer. Â DirectDerm Â In July 2020, the Company made a $500,000 long-term investment to purchase certain nonmarketable securities consisting of 7,142,857 Series B-2 Preferred Shares of Direct Dermatology Inc. (â€œDirectDermâ€), representing approximately 2.9% ownership of DirectDerm at that time. Through this investment, the Company received exclusive rights to utilize DirectDermâ€™s technology in all acute and post-acute care settings such as skilled nursing facilities, home health and wound clinics. In 2021, the Company purchased an additional 3,571,430 shares of DirectDermâ€™s Series B-2 Preferred for $250,000. In March 2022, the Company purchased an additional 3,571,429 shares of DirectDermâ€™s Series B-2 Preferred for $250,000. The Companyâ€™s ownership of DirectDerm was approximately 8.1% as of September 30, 2024. The Company does not have the ability to exercise significant influence over DirectDermâ€™s operating and financial activities. In accordance with ASC Topic 321, Investments - Equity Securities (â€œASC 321â€), this investment was reported at cost as of September 30, 2024. Â 17 Â Â Pixalere Â In June 2021, the Company invested $2,084,278 to purchase 278,587 Class A Preferred Shares (the â€œPixalere Sharesâ€) of Canada based Pixalere Healthcare Inc. (â€œPixalereâ€). The Pixalere Shares are convertible into approximately 27.3% of the outstanding equity of Pixalere. Pixalere provides a cloud-based wound care software tool that empowers nurses, specialists and administrators to deliver better care for patients. In connection with the Companyâ€™s purchase of the Pixalere Shares, Pixalere granted Pixalere Healthcare USA, LLC (â€œPixalere USAâ€), a subsidiary of the Company, a royalty-free exclusive license to use the Pixalere software and platform in the United States. In conjunction with the grant of the license, the Company issued Pixalere a 27.3% equity ownership interest in Pixalere USA valued at $93,879. Â The Company reviewed the characteristics of the Pixalere Shares in accordance with ASC Topic 323, Investments â€“ Equity Method and Joint Ventures (â€œASC 323â€). Due to the substantive liquidation preferences of the Pixalere Shares over Pixalereâ€™s common stock, the Pixalere Shares are not â€œin-substanceâ€ common stock, and therefore, the Company does not utilize the equity method of accounting for this investment. In accordance with ASC 321, this investment was reported at cost as of September 30, 2024. Â ChemoMouthpiece Â In September 2024, the Company, through its wholly owned subsidiary, Sanara CMP LLC (â€œSanara CMPâ€), entered into a Unit Purchase Agreement (the â€œUnit Purchase Agreementâ€) with ChemoMouthpiece, LLC (â€œCMpâ€), pursuant to which Sanara CMP purchased 100,674.72 common units in CMp for $5.0 million, which represents approximately 6.64% of the issued and outstanding membership interest of CMp immediately following such purchase. CMp is a privately held medical device company that develops and commercializes propriety oral cryotherapy products for cancer patients, including, among other things, CMpâ€™s Chemo Mouthpiece oral cryotherapy device, which is a 510(k) cleared cryotherapy device designed to reduce the incidence and severity of chemotherapy induced oral mucositis. Â The Company has reviewed the characteristics of Sanara CMPâ€™s investment in CMp in accordance with ASC 323 and determined that Sanara CMP made a non-controlling investment in a limited liability company. According to the guidance provided in ASC 323-30-S99-1, investments in limited liability companies whereby an investor holds more than a 3% to 5% ownership interest would generally be accounted for under the equity method of accounting. Therefore, the Company utilized the equity method of accounting for this investment and recorded its initial investment at cost. Sanara CMPâ€™s share of the earnings or losses of CMp is recorded in the Companyâ€™s Consolidated Statements of Operations. Â 18 Â Â The following table summarizes the Companyâ€™s investments for the periods presented: Â SCHEDULE OF INVESTMENTS Â Â September 30, 2024Â Â December 31, 2023Â Â Â Carrying AmountÂ Â Economic InterestÂ Â Carrying AmountÂ Â Economic InterestÂ Equity Method InvestmentÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â ChemoMouthpiece, LLCÂ $5,237,134Â Â Â 6.64%Â Â $-Â Â Â -%Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Cost Method InvestmentsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Direct Dermatology, Inc.Â $1,000,000Â Â Â Â Â Â $1,000,000Â Â Â Â Â Â Pixalere Healthcare Inc.Â Â 2,084,278Â Â Â Â Â Â Â 2,084,278Â Â Â Â Â Â Â 2,084,278Â Â Â Â Â Â Total Cost Method InvestmentsÂ $3,084,278Â Â Â Â Â Â $3,084,278Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total InvestmentsÂ $8,321,412Â Â Â Â Â Â $3,084,278Â Â Â Â Â Â The following table summarizes the Companyâ€™s share of losses from equity method investment reflected in the Companyâ€™s Consolidated Statements of Operations for the periods presented: Â SCHEDULE OF LOSS FROM EQUITY METHOD INVESTMENT Â Â 2024Â Â Â 2023Â Â Â 2024Â Â Â 2023Â Â Â Â Three Months Ended September 30,Â Â Nine Months Ended September 30,Â Â Â Â 2024Â Â Â 2023Â Â Â 2024Â Â Â 2023Â InvestmentÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â ChemoMouthpiece, LLCÂ $(31,448)Â $-Â Â $(31,448)Â $Â Â Â Â Â Â Â -Â Â Â Â Â Â Â

(the â€œFirst Borrowingâ€) and (ii) up to an aggregate of $40.0 million available for borrowing in two subsequent borrowings, provided that each such borrowing must be at least $5.0 million or a multiple of $5.0 million and occur between the Closing Date and June 30, 2025, subject to the satisfaction of certain conditions, including that the First Borrowing having previously occurred and the Agent having received certain fees. The Company used a portion of the initial proceeds of the First Borrowing under the CRG Term Loan to extinguish the Cadence Term Loan described further below. Â On September 4, 2024, the Company, pursuant to its option under the CRG Term Loan Agreement, borrowed an additional $15.5 million under the CRG Term Loan Agreement (the â€œSecond Borrowingâ€). The Company used $5.0 million of the proceeds of the Second Borrowing for its investment in CMp. Â The First Borrowing, Second Borrowing and any additional borrowings under the CRG Term Loan are due and payable on March 30, 2029 (the â€œMaturity Dateâ€), absent any acceleration. Â The CRG Term Loan bears interest at a per annum rate equal to 13.25% (subject to a 4.0% increase during an event of default), of which 8.00% must be paid in cash and 5.25% may, at the election of the Company, be deferred through the 19th quarterly Payment Date (defined below) by adding such amount to the aggregate principal loan amount, so long as no default or event of default under the CRG Term Loan Agreement has occurred and is continuing. The Company is required to make quarterly interest payments on the final business day of each calendar quarter following the Closing Date, commencing on the first such date to occur at least 30 days after the Closing Date (each, a â€œPayment Dateâ€). Interest is payable on each Payment Date in arrears with respect to the time between each Payment Date and upon the payment or prepayment of the CRG Term Loan, ending on the Maturity Date. In addition, the Company is required to pay an upfront fee of 1.50% of the principal amount of the CRG Term Loan, which is payable as amounts are advanced under the CRG Term Loan on a pro rata basis. The Company is also required to pay a back-end fee equal to 7.00% of the aggregate principal amount advanced under the CRG Term Loan Agreement. Â 20 Â Â For the three months ended September 30, 2024, the Company paid $399,532 of interest in cash and recorded $262,193 of interest paid-in-kind related to the CRG Term Loan. For the nine months ended September 30, 2024, the Company paid $646,199 of interest in cash and recorded $424,068 of interest paid-in-kind related to the CRG Term Loan. The paid-in-kind interest was applied to the principal balance of the CRG Term Loan. The Company recorded $167,189 and $219,689 for the three and nine months ended September 30, 2024, respectively, to interest expense related to the back-end fee. The back-end fee is accreted and amortized to interest expense over the term of the CRG Term Loan. Paid-in-kind interest and the accreted back-end fee are included in â€œLong-term debt, net of current portionâ€ on the Consolidated Balance Sheets. Â Subject to certain exceptions, the Company is required to make mandatory prepayments of the CRG Term Loan with the proceeds of certain assets sales and in the event of a change of control of the Company. In addition, the Company may make a voluntary prepayment of the CRG Term Loan, in whole or in part, at any time. All mandatory and voluntary prepayments of the CRG Term Loan are subject to the payment of prepayment premiums as follows: (i) if prepayment occurs on or prior to the date that is one year following the applicable borrowing (the â€œBorrowing Dateâ€), an amount equal to 10.0% of the aggregate outstanding principal amount of the CRG Term Loan being prepaid and (ii) if prepayment occurs one year after the applicable Borrowing Date and on or prior to two years following the applicable Borrowing Date, an amount equal to 5.0% of the aggregate outstanding principal amount of the CRG Term Loan being prepaid. No prepayment premium is due on any principal prepaid if prepayment occurs two years or more after the applicable Borrowing Date. Â Certain of the Companyâ€™s current and future subsidiaries, including the Guarantors, are guaranteeing the obligations of the Company under the CRG Term Loan Agreement. As security for their obligations under the CRG Term Loan Agreement, on the Closing Date, the Company and the Guarantors entered into a security agreement with the Agent pursuant to which the Company and the Guarantors granted to the Agent, as collateral agent for the lenders, a lien on substantially all of the Companyâ€™s and the Guarantorsâ€™ assets, including intellectual property (subject to certain exceptions). Â The CRG Term Loan Agreement contains affirmative and negative covenants customary for financings of this type, including limitations on the Companyâ€™s and the Guarantorsâ€™ abilities, among other things, to incur additional debt, grant or permit additional liens, make investments and acquisitions above certain thresholds, merge or consolidate with others, dispose of assets, pay dividends and distributions and enter into affiliate transactions, in each case, subject to certain exceptions. In addition, the CRG Term Loan Agreement contains the following financial covenants requiring the Company and the Guarantors in the aggregate to maintain: Â Â â— liquidity in an amount which shall exceed the greater of (i) $3.0 million and (ii) to the extent the Company has incurred certain permitted debt, the minimum cash balance, if any, required of the Company by the creditors of such permitted debt; and Â Â Â Â â— annual minimum revenue: (i) for the twelve-month period beginning on January 1, 2024 and ending on December 31, 2024, of at least $60.0 million, (ii) for the twelve-month period beginning on January 1, 2025 and ending on December 31, 2025, of at least $75.0 million, (iii) for the twelve-month period beginning on January 1, 2026 and ending on December 31, 2026, of at least $85.0 million, (iv) for the twelve-month period beginning on January 1, 2027 and ending on December 31, 2027, of at least $95.0 million and (v) during each twelve-month period beginning on January 1 of a given year thereafter, of at least $105.0 million. Â The CRG Term Loan Agreement contains representations and warranties of the Company and the Guarantors customary for financings of this type, and also includes events of default customary for financings of this type, including, among other things, non-payment, inaccuracy of representations and warranties, covenant breaches, a material adverse change, bankruptcy and insolvency, material judgments and a change of control, in certain cases subject to customary periods to cure. The occurrence and continuance of an event of default could result in the acceleration of the obligations under the CRG Term Loan Agreement. Â 21 Â Â Cadence Term Loan Â In connection with the entry into the Applied Purchase Agreement, on August 1, 2023, SMAT, as borrower, and the Company, as guarantor, entered into a loan agreement (the â€œCadence Loan Agreementâ€) with Cadence Bank (the â€œBankâ€) providing for, among other things, an advancing term loan in the aggregate principal amount of $12.0 million (the â€œCadence Term Loanâ€), which was evidenced by an advancing promissory note. Pursuant to the Cadence Loan Agreement, the Bank agreed to make, at any time and from time to time prior to February 1, 2024, one or more advances to SMAT. Â The proceeds of the advances under the Cadence Loan Agreement were used for working capital and for purposes of financing up to one hundred percent (100%) of the Cash Closing Consideration and Installment Payments for the Applied Asset Purchase and related fees and expenses, including any subsequent payments that were due to the Sellers after the Closing. On August 1, 2023, the Bank, at the request of SMAT, made an advance for $9.75 million. The proceeds from the advance were used to fund the Cash Closing Consideration for the Applied Asset Purchase. Â The unpaid principal balance of outstanding advances bore interest, subject to certain conditions, at the lesser of the Maximum Rate (as defined in the Cadence Loan Agreement) or the Base Rate, which was for any day, a rate per annum equal to the term secured overnight financing rate (Term SOFR) (as administered by the Federal Reserve Bank of New York) for a one-month tenor in effect on such day plus three percent (3.0%). As of December 31, 2023, the interest rate on the advance under the Cadence Term Loan was 8.3%. Â On the Closing Date, the Cadence Loan Agreement was terminated and all outstanding amounts under the Cadence Term Loan were repaid in full and all security interest and other liens granted to or held by Cadence were terminated and released. In addition, unamortized debt issuance costs as of the termination date of $53,438 were included in â€œInterest expenseâ€ in the Consolidated Statements of Operations. Â 22 Â Â The table below presents the components of the Companyâ€™s outstanding debt for the periods presented: SCHEDULE OF LONG-TERM DEBTÂ Â Â September 30, 2024Â Â December 31, 2023Â CRG Term LoanÂ $30,500,000Â Â $-Â Paid-in-kind interestÂ Â 424,067Â Â Â -Â Back-end feeÂ Â 219,689Â Â Â -Â Cadence Term LoanÂ Â -Â Â Â 9,750,000Â DebtÂ Â 31,143,756Â Â Â 9,750,000Â Â Â Â Â Â Â Â Â Â Less: unamortized debt issuance costsÂ Â (1,067,041)Â Â (56,520) Â Â Â Â Â Â Â Â Â Debt, net of debt issuance costsÂ Â 30,076,715Â Â Â 9,693,480Â Â Â Â Â Â Â Â Â Â Less: Current portion of debtÂ Â -Â Â Â 580,357Â Long-term debt, net of current portionÂ $30,076,715Â Â $9,113,123Â Â The table below presents the aggregate maturities of the Companyâ€™s outstanding debt as of September 30, 2024: SCHEDULE OF MATURITIES OUTSTANDING Â YearÂ TotalÂ Â Â Â Â Remainder of 2024Â $-Â 2025Â Â Â -Â 2026Â Â -Â 2027Â Â -Â 2028Â Â -Â ThereafterÂ Â 31,143,756Â Total debtÂ $31,143,756Â Â In connection with the CRG Term Loan, the Company incurred $1,160,740 in debt issuance costs during the nine months ended September 30, 2024, an increase of $273,487 from June 30, 2024, due to the Second Borrowing. Debt issuance costs are amortized to â€œInterest expenseâ€ on the Consolidated Statements of Operations over the life of the debt to which they pertain. The total unamortized debt issuance costs were $1,067,041 and $56,520 as of September 30, 2024 and December 31, 2023, respectively. Debt issuance costs are included in â€œLong-term debt, net of current portionâ€ on the Consolidated Balance Sheets. Amortization expense related to debt issuance costs was $150,219 and $2,055 for the nine months ended September 30, 2024 and 2023, respectively. Amortization for the nine months ended September 30, 2024 includes the amortization and the write-off of debt issuance costs of $56,520 related to the termination of Cadence Term Loan. Â 23 Â Â NOTE 9 - COMMITMENTS AND CONTINGENCIES Â License Agreements and Royalties Â CellerateRX Surgical Â In August 2018, the Company entered an exclusive, world-wide sublicense agreement with CGI Cellerate RX to distribute certain hydrolyzed collagen products, including CellerateRX Surgical, into the surgical and wound care markets. Pursuant to the Sublicense Agreement, the Company paid royalties of 3-5% of annual collected net sales of these products. As amended in January 2021, the term of the sublicense was extended through May 2050, with automatic successive year-to-year renewal terms thereafter so long as the Companyâ€™s Net Sales (as defined in the Sublicense Agreement) each year are equal to or in excess of $1,000,000. If the Companyâ€™s Net Sales fall below $1,000,000 for any year after the expiration date, CGI Cellerate RX has the right to terminate the Sublicense Agreement upon written notice. Â Under this agreement, royalty expense, which was recorded in â€œCost of goods soldâ€ in the accompanying Consolidated Statements of Operations, totaled zero and a benefit of $9,209, respectively, for the three months ended September 30, 2024 and 2023 and zero and $1,060,035, respectively, for the nine months ended September 30, 2024 and 2023. Sales of CellerateRX Surgical comprised the substantial majority of the Companyâ€™s sales during the three and nine months ended September 30, 2024 and 2023. Â As discussed further in Note 3, on August 1, 2023, the Company purchased certain assets from Applied, including the rights to manufacture and sell certain hydrolyzed collagen products, including CellerateRX Surgical, for use in the human wound care market. In connection with the Applied Asset Purchase, Applied assigned the License Agreement with CGI Cellerate RX to SMAT, and on October 10, 2024, the License Agreement and Sublicense Agreement were terminated. Â BIAKÅŒS Antimicrobial Wound Gel and BIAKÅŒS Antimicrobial Skin and Wound Cleanser Â In July 2019, the Company executed a license agreement with Rochal Industries, LLC (â€œRochalâ€), a related party, pursuant to which the Company acquired an exclusive world-wide license to market, sell and further develop antimicrobial products for the prevention and treatment of microbes on the human body utilizing certain Rochal patents and pending patent applications (the â€œBIAKÅŒS License Agreementâ€). Currently, the products covered by the BIAKÅŒS License Agreement are BIAKÅŒS Antimicrobial Wound Gel, BIAKÅŒS Antimicrobial Skin and Wound Cleanser and BIASURGE Advanced Surgical Solution. All three products are 510(k) cleared. Â Future commitments under the terms of the BIAKÅŒS License Agreement include: Â Â â— The Company pays Rochal a royalty of 2-4% of net sales. The minimum annual royalty due to Rochal was $146,410 for 2024 and will increase to a maximum amount of $150,000 in 2025. Â Â â— The Company may pay additional royalties annually based on specific net profit targets from sales of the licensed products, subject to a maximum of $1,000,000 during any calendar year. Â Unless previously terminated by the parties, the BIAKÅŒS License Agreement expires with the related patents in December 2031. Â Under this agreement, royalty expense, which is recorded in â€œCost of goods soldâ€ in the accompanying Consolidated Statements of Operations, was $36,602 and $32,499 for the three months ended September 30, 2024 and 2023, respectively. For the nine months ended September 30, 2024 and 2023, royalty expense under this agreement was $113,907 and $97,499, respectively. The Companyâ€™s Executive Chairman and Chief Executive Officer is a director of Rochal, and indirectly a significant shareholder of Rochal, and through the potential exercise of warrants, a majority shareholder of Rochal. Another one of the Companyâ€™s directors is also a director and significant shareholder of Rochal. Â 24 Â Â CuraShield Antimicrobial Barrier Film and No Sting Skin Protectant Â In October 2019, the Company executed a license agreement with Rochal pursuant to which the Company acquired an exclusive world-wide license to market, sell and further develop certain antimicrobial barrier film and skin protectant products for use in the human health care market utilizing certain Rochal patents and pending patent applications (the â€œABF License Agreementâ€). Currently, the products covered by the ABF License Agreement are CuraShield Antimicrobial Barrier Film and a no sting skin protectant product. Â Future commitments under the terms of the ABF License Agreement include: Â Â â— The Company will pay Rochal a royalty of 2-4% of net sales. The minimum annual royalty due to Rochal will be $50,000 beginning with the first full calendar year following the year in which first commercial sales of the products occur. The annual minimum royalty will increase by 10% each subsequent calendar year up to a maximum amount of $75,000. Â Â â— The Company will pay additional royalties annually based on specific net profit targets from sales of the licensed products, subject to a maximum of $500,000 during any calendar year. Â Unless previously terminated or extended by the parties, the ABF License Agreement will terminate upon expiration of the last U.S. patent in October 2033. No commercial sales or royalties have been recognized under this agreement as of September 30, 2024. Â Debrider License Agreement Â In May 2020, the Company executed a product license agreement with Rochal, pursuant to which the Company acquired an exclusive world-wide license to market, sell and further develop a debrider for human medical use to enhance skin condition or treat or relieve skin disorders, excluding uses primarily for beauty, cosmetic, or toiletry purposes (the â€œDebrider License Agreementâ€). Â Future commitments under the terms of the Debrider License Agreement include: Â Â â— Upon FDA clearance of the licensed products, the Company will pay Rochal $500,000 in cash and an additional $1,000,000, which at the Companyâ€™s option may be paid in any combination of cash and its common stock. Â Â â— The Company will pay Rochal a royalty of 2-4% of net sales. The minimum annual royalty due to Rochal will be $100,000 beginning with the first full calendar year following the year in which first commercial sales of the licensed products occur and increase by 10% each subsequent calendar year up to a maximum amount of $150,000. Â Â â— The Company will pay additional royalty annually based on specific net profit targets from sales of the licensed products, subject to a maximum of $1,000,000 during any calendar year. Â Unless previously terminated or extended by the parties, the Debrider License Agreement will expire in October 2034. No commercial sales or royalties have been recognized under this agreement as of September 30, 2024. Â Rochal Asset Acquisition Â The Company entered into an asset purchase agreement with Rochal effective July 1, 2021, pursuant to which the Company purchased certain assets of Rochal. Pursuant to the asset purchase agreement, for the three-year period after the effective date, Rochal is entitled to receive consideration for any new product relating to the business that is directly and primarily based on an invention conceived and reduced to practice by a member or members of Rochalâ€™s science team. For the three-year period after the effective date, Rochal is also entitled to receive an amount in cash equal to twenty-five percent of the proceeds received for any Grant (as defined in the asset purchase agreement) by either the Company or Rochal. In addition, the Company agreed to use commercially reasonable efforts to perform Minimum Development Efforts (as defined in the asset purchase agreement) with respect to certain products under development, which if obtained, will entitle the Company to intellectual property rights from Rochal in respect of such products. Â 25 Â Â Precision Healing Merger Agreement Â In April 2022, the Company closed a merger transaction with Precision Healing pursuant to which Precision Healing became a wholly owned subsidiary of the Company. Pursuant to the terms of the merger agreement, holders of Precision Healing common stock and preferred stock, other than the Company, were entitled to receive closing consideration, consisting of $125,966 in cash consideration, which was paid to stockholders who were not accredited investors, 165,738 shares of the Companyâ€™s common stock, which was paid only to accredited investors, and the payment in cash of approximately $0.6 million of transaction expenses of Precision Healing. The Company recorded the issuance of the 165,738 shares to accredited investors and cash payments to nonaccredited investors based on the closing price per share of the Companyâ€™s common stock on April 4, 2022, which was $30.75. Â Upon the closing of the merger, the Precision Healing outstanding options previously granted under the Precision Healing Plan converted, pursuant to their terms, into options to acquire an aggregate of 144,191 shares of Company common stock with a weighted average exercise price of $10.71 per share. These options expire between August 2030 and April 2031. In addition, outstanding and unexercised Precision Healing warrants converted into rights to receive warrants to purchase (i) 4,424 shares of the Companyâ€™s common stock with an initial exercise price of $7.32 per share and an expiration date of April 22, 2031, and (ii) 12,301 shares of the Companyâ€™s common stock with an initial exercise price of $12.05 per share and an expiration date of August 10, 2030. Concurrent with the assumption of the Precision Healing Plan, the Company terminated the ability to offer future awards under the Precision Healing Plan. Â Pursuant to the merger agreement, upon the achievement of certain performance thresholds, the securityholders of Precision Healing, including the holders of options and warrants to purchase Precision Healing common stock and certain persons promised options to purchase Precision Healing common stock, are also entitled to receive payments of up to $10.0 million, which was accounted for as contingent consideration pursuant to ASC 805. The earnout consideration is payable in cash or, at the Companyâ€™s election, is payable to accredited investors in shares of Company common stock at a price per share equal to the greater of (i) $27.13 or (ii) the average closing price of Company common stock for the 20 trading days prior to the date such earnout consideration is due and payable. Pursuant to the merger agreement, a minimum percentage of the earnout consideration may be required to be issued to accredited investors in shares of Company common stock for tax purposes. The amount and composition of the portion of earnout consideration payable is subject to adjustment and offsets as set forth in the merger agreement. Â Scendia Purchase Agreement Â In July 2022, the Company closed the Scendia acquisition pursuant to which Scendia became a wholly owned subsidiary of the Company. Pursuant to the purchase agreement, the

aggregate consideration for the acquisition at closing was approximately $7.6 million, subject to customary post-closing adjustments. The consideration consisted of (i) approximately $1.6 million of cash, subject to certain adjustments, and (ii) 291,686 shares of common stock of the Company. Pursuant to the purchase agreement, at closing, the Company withheld 94,798 Indemnity Holdback Shares, which such Indemnity Holdback Shares were withheld to the extent provided in the purchase agreement to satisfy Phillipsâ€™ indemnification obligations and subsequently issued and released to Phillips in July 2023. Â In addition to the cash consideration and the stock consideration, the purchase agreement provides that Phillips is entitled to receive two potential earnout payments, payable on an annual basis, not to exceed $10.0 million in the aggregate, which was accounted for as contingent consideration pursuant to ASC 805. The earnout consideration is payable to Phillips in cash or, at the Companyâ€™s election, in up to 486,145 shares of the Companyâ€™s common stock upon the achievement of certain performance thresholds relating to net revenue attributable to sales of Scendia products during the two-year period following the closing. The Company made the first earnout payment of approximately $693,000 in cash in August 2023 and the second and final earnout payment of approximately $1.1 million in cash in October 2024. Â 26 Â Â Applied Asset Purchase Â On August 1, 2023, the Company closed the Applied Asset Purchase. The Applied Purchased Assets were purchased for an initial aggregate purchase price of $15.25 million, consisting of (i) the Cash Closing Consideration, (ii) the Stock Closing Consideration and (iii) the Installment Payments. Â In addition to the Cash Closing Consideration, Stock Closing Consideration and Installment Payments, the Applied Purchase Agreement provides that the Sellers are entitled to receive the Applied Earnout, which is payable to the Sellers in cash, upon the achievement of certain performance thresholds relating to SMATâ€™s collections from net sales of a collagen-based product currently under development. Upon expiration of the seventh anniversary of the Closing, to the extent the Sellers have not earned the entirety of the Applied Earnout, SMAT shall pay the Sellers the True-Up Payment. The Applied Earnout, minus the True-Up Payment and any Applied Earnout payments already made by SMAT, may be earned at any point in the future, including after the True-Up Payment is made. Â In connection with the Applied Asset Purchase and pursuant to the Applied Purchase Agreement, effective August 1, 2023, the Company entered into the Petito Services Agreement with the Owner, pursuant to which the Owner, as an independent contractor, agreed to provide the Petito Services. As consideration for the Petito Services, the Owner is entitled to receive: (i) a base salary of $12,000 per month during the term of the Petito Services Agreement, (ii) a royalty payment equal to three percent (3%) of the actual collections from net sales of certain products the Owner develops or codevelops that reach commercialization, (iii) a royalty payment equal to five percent (5%) for the first $50.0 million in aggregate collections from net sales of certain future products and a royalty payment of two and one-half percent (2.5%) on aggregate collections from net sales of certain future products on any amounts exceeding $50.0 million but up to $100.0 million, (iv) $500,000 in cash in the event that 510(k) clearance is issued for any future product accepted by the Company and (v) $1.0 million in cash in the event that a U.S. patent is issued for a certain product; provided that with respect to the incentive payments described in (iv) and (v) of the foregoing, the Owner shall not earn more than $2.5 million. Â The Petito Services Agreement has an initial term of three years and is subject to automatic successive one-month renewals unless earlier terminated in accordance with its terms. The Petito Services Agreement may be terminated upon the Ownerâ€™s death or disability or by the Company or the Owner â€œFor Causeâ€ (as defined in the Petito Services Agreement); provided, however, that the base salary described in (i) of the foregoing paragraph shall survive termination through the three-year initial term and the royalty payments and incentive payments described in (ii)-(v) of the foregoing paragraph shall survive termination of the Petito Services Agreement. Â Other Commitments Â On December 20, 2023, the Company signed an exclusive license agreement with Tufts University (â€œTuftsâ€) to develop and commercialize patented technology covering 18 unique collagen peptides. As part of this agreement, the Company formed a new subsidiary, Sanara Collagen Peptides, LLC (â€œSCPâ€) and 10% of SCPâ€™s outstanding units were issued to Tufts. SCP has exclusive rights to develop and commercialize new products based on the licensed patents and patents pending. SCP will pay royalties to Tufts based on net sales of licensed products and technologies. Under the exclusive license agreement, royalties will be calculated at a rate of 1.5% or 3%, depending on the type of product or technology developed. SCP will pay Tufts a minimum annual royalty of $50,000 on January 1 of the year following the first anniversary of the first commercial sale of the licensed products or technologies. SCP will pay Tufts a $100,000 minimum annual royalty on January 1 of each subsequent year during the royalty term specified in the exclusive license agreement. There have been no material accounting impacts related to this arrangement as of September 30, 2024. Â NOTE 10 â€“ SHAREHOLDERSâ€™ EQUITY Â Common Stock Â At the Companyâ€™s Annual Meeting of Shareholders held in July 2020, the Company approved the Restated 2014 Omnibus Long Term Incentive Plan (the â€œ2014 LTIPâ€) in which the Companyâ€™s directors, officers, employees and consultants are eligible to participate. The 2014 LTIP terminated on September 3, 2024, and no future awards may be granted pursuant to the 2014 LTIP. Previously granted awards under the 2014 LTIP will remain outstanding until they expire by their terms or under the terms of the 2014 LTIP. Â 27 Â Â On June 12, 2024, the Companyâ€™s shareholders approved the 2024 Omnibus Long-Term Incentive Plan (the â€œ2024 LTIPâ€), which went into effect upon shareholder approval. The maximum number of shares of the Companyâ€™s common stock that may be delivered pursuant to awards granted under the 2024 LTIP is 1,000,000, subject to increase by any awards under the 2014 LTIP (i) that were outstanding on or after June 12, 2024, and that, on or after such date, are forfeited, expire or are canceled, and (ii) any shares subject to awards relating to common stock under the 2014 LTIP that are settled in cash on or after June 12, 2024 (the â€œPrior LTIP Awardsâ€). The 2024 LTIP also provides that, to the extent an award under the 2024 LTIP or a Prior LTIP Award is forfeited, expires or is canceled, in whole or in part, the shares subject to such forfeited, expired or canceled award may again be awarded under the 2024 LTIP. As of September 30, 2024, a total of 745,085 shares had been issued under the 2014 LTIP and 1,000,000 were available for issuance under the 2024 LTIP. Â In April 2022, the Company closed a merger transaction with Precision Healing pursuant to which Precision Healing became a wholly owned subsidiary of the Company. Pursuant to the terms of the merger agreement, holders of Precision Healing common stock and preferred stock, other than the Company, were entitled to receive closing consideration, consisting of $125,966 in cash consideration, which was paid to stockholders who were not accredited investors, 165,738 shares of the Companyâ€™s common stock, which was paid only to accredited investors, and the payment in cash of approximately $0.6 million of transaction expenses of Precision Healing. The Company recorded the issuance of the 165,738 shares to accredited investors and cash payments to nonaccredited investors based on the closing price per share of the Companyâ€™s common stock on April 4, 2022, which was $30.75. Â Upon the closing of the merger, the Precision Healing outstanding options previously granted under the Precision Healing Plan converted, pursuant to their terms, into options to acquire an aggregate of 144,191 shares of Company common stock with a weighted average exercise price of $10.71 per share. These options expire between August 2030 and April 2031. In addition, outstanding and unexercised Precision Healing warrants converted into rights to receive warrants to purchase (i) 4,424 shares of the Companyâ€™s common stock with an initial exercise price of $7.32 per share and an expiration date of April 22, 2031, and (ii) 12,301 shares of the Companyâ€™s common stock with an initial exercise price of $12.05 per share and an expiration date of August 10, 2030. Concurrent with the assumption of the Precision Healing Plan, the Company terminated the ability to offer future awards under the Precision Healing Plan. Â Pursuant to the merger agreement, upon the achievement of certain performance thresholds, the securityholders of Precision Healing, including the holders of options and warrants to purchase Precision Healing common stock and certain persons promised options to purchase Precision Healing common stock, are also entitled to receive payments of up to $10.0 million, which was accounted for as contingent consideration pursuant to ASC 805. The earnout consideration is payable in cash or, at the Companyâ€™s election, is payable to accredited investors in shares of Company common stock at a price per share equal to the greater of (i) $27.13 or (ii) the average closing price of Company common stock for the 20 trading days prior to the date such earnout consideration is due and payable. Pursuant to the merger agreement, a minimum percentage of the earnout consideration may be required to be issued to accredited investors in shares of Company common stock for tax purposes. The amount and composition of the portion of earnout consideration payable is subject to adjustment and offsets as set forth in the merger agreement. Â In July 2022, the Company closed the Scendia acquisition pursuant to which Scendia became a wholly owned subsidiary of the Company. Pursuant to the purchase agreement, the aggregate consideration at closing for the acquisition was approximately $7.6 million, subject to customary post-closing adjustments. The consideration consisted of (i) approximately $1.6 million of cash, subject to certain adjustments, and (ii) 291,686 shares of common stock of the Company. Pursuant to the purchase agreement, at closing, the Company withheld 94,798 Indemnity Holdback Shares, which such Indemnity Holdback Shares were withheld to the extent provided in the purchase agreement to satisfy Phillipsâ€™ indemnification obligations and subsequently issued and released to Phillips in July 2023. Â In addition to the cash consideration and the stock consideration, the purchase agreement provides that Phillips is entitled to receive two potential earnout payments, payable on an annual basis, not to exceed $10.0 million in the aggregate, which was accounted for as contingent consideration pursuant to ASC 805. The earnout consideration is payable to Phillips in cash or, at the Companyâ€™s election, in up to 486,145 shares of the Companyâ€™s common stock upon the achievement of certain performance thresholds relating to net revenue attributable to sales of Scendia products during the two-year period following the closing. The Company made the first earnout payment of approximately $693,000 in cash in August 2023 and the second and final earnout payment of approximately $1.1 million in cash in October 2024. Â 28 Â Â In February 2023, the Company entered into a Controlled Equity OfferingSM Sales Agreement (the â€œSales Agreementâ€) with Cantor Fitzgerald & Co., as sales agent (â€œCantorâ€), pursuant to which the Company could offer and sell from time to time, to or through Cantor, shares of the Companyâ€™s common stock having an aggregate offering price of up to $75,000,000. Â Sales of the shares were made in sales deemed to be an â€œat the market offeringâ€ as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended. Upon delivery of a placement notice and subject to the terms and conditions of the Sales Agreement, Cantor agreed to use commercially reasonable efforts consistent with its normal trading and sales practices, applicable state and federal law, rules and regulations and the rules of The Nasdaq Capital Market to sell the shares from time to time based upon the Companyâ€™s instructions, including any price, time period or size limits specified by the Company. The Company had no obligation to sell any of the shares under the Sales Agreement and could suspend or terminate the offering of its common stock pursuant to the Sales Agreement upon notice to Cantor and subject to other conditions. Cantorâ€™s obligations to sell the shares under the Sales Agreement were subject to satisfaction of certain conditions, including customary closing conditions. Pursuant to the Sales Agreement, the Company paid Cantor a commission of 3.0% of the aggregate gross proceeds from each sale of the shares. Â In 2023, the Company sold an aggregate of 26,143 shares of common stock for gross proceeds of approximately $1.1 million and net proceeds of approximately $0.9 million pursuant to the Sales Agreement. The Company paused the offering at the end of the first quarter of 2023 and did not reactivate it during the remainder of 2023. The Form S-3 registration statement for this offering expired at the beginning of 2024. Â On August 1, 2023, the Company closed the Applied Asset Purchase. Included in the purchase price was 73,809 shares of the Companyâ€™s common stock. See Note 3 for more information regarding the acquisition of Applied. Â Restricted Stock Awards Â During the nine months ended September 30, 2024, the Company issued restricted stock awards under the 2014 LTIP which are subject to certain vesting provisions and other terms and conditions set forth in each recipientâ€™s respective restricted stock agreement. The Company granted and issued 164,588 shares, net of forfeitures, of restricted common stock to employees, directors, and certain advisors of the Company under the 2014 LTIP during the nine months ended September 30, 2024. The fair value of these awards was $5,765,952 based on the closing price of the Companyâ€™s common stock on the respective grant dates, which will be recognized as compensation expense on a straight-line basis over the vesting period of the awards. Â Share-based compensation expense of $1,025,430 and $857,526 was recognized in Operating expenses in the accompanying Consolidated Statements of Operations during the three months ended September 30, 2024 and 2023, respectively. Share-based compensation expense of $3,240,361 and $2,582,163 was recognized in Operating expenses in the accompanying Consolidated Statements of Operations during the nine months ended September 30, 2024 and 2023, respectively. Â At September 30, 2024, there was $5,403,255 of total unrecognized share-based compensation expense related to unvested share-based equity awards. Unrecognized share-based compensation expense is expected to be recognized over a weighted-average period of 0.7 years. Â Below is a summary of restricted stock activity for the nine months ended September 30, 2024: SUMMARY OF RESTRICTED STOCK ACTIVITYÂ Â Â For the Nine Months Ended September 30, 2024Â Â Â SharesÂ Â Weighted Average Grant Date Fair ValueÂ NonvestedÂ at beginning of periodÂ Â 144,211Â Â $34.07Â GrantedÂ Â 190,240Â Â Â 35.03Â VestedÂ Â (84,407)Â Â 33.26Â ForfeitedÂ Â (25,652)Â Â 35.02Â Nonvested at September 30, 2024Â Â 224,392Â Â $35.08Â Â 29 Â Â Stock Options Â A summary of the status of outstanding stock options at September 30, 2024 and changes during the nine months then ended is presented below: SCHEDULE OF STOCK OPTION ACTIVITYÂ Â Â For the Nine Months EndedÂ Â Â Â Â Â September 30, 2024Â Â Â Â Â

Services Agreementâ€) effective March 1, 2023 with Catalyst, a related party. Pursuant to the Catalyst Services Agreement, Catalyst, by and through its directors, officers, employees and affiliates that are not simultaneously serving as directors, officers or employees of the Company (collectively, the â€œCovered Personsâ€), agreed to perform certain transaction advisory, business and organizational strategy, finance, marketing, operational and strategic planning, relationship access and corporate development services for the Company in connection with any merger, acquisition, recapitalization, divestiture, financing, refinancing, or other similar transaction in which the Company may be, or may consider becoming, involved, and any such additional services as mutually agreed upon in writing by and between Catalyst and the Company (the â€œCatalyst Servicesâ€). Â Pursuant to the Catalyst Services Agreement, the Company agreed to reimburse Catalyst for (i) compensation actually paid by Catalyst to any of the Covered Persons at a rate no more than a rate consistent with industry practice for the performance of services similar to the Catalyst Services, as documented in reasonably sufficient detail, and (ii) all reasonable out-of-pocket costs and expenses payable to unaffiliated third parties, as documented in customary expense reports, as each of (i) and (ii) is incurred in connection with the Catalyst Services rendered under the Catalyst Services Agreement, with all reimbursements being contingent upon the prior approval of the Audit Committee of the Companyâ€™s Board of Directors. The Company incurred costs pursuant to the Catalyst Services Agreement of $49,829 and $44,032 in the three months ended September 30, 2024 and 2023, respectively, and $163,101 and $117,018 in the nine months ended September 30, 2024 and 2023, respectively, and is recorded in â€œSelling, general and administrative expensesâ€ in the accompanying Consolidated Statements of Operations. Â NOTE 12 â€“ SEGMENT REPORTING Â As discussed in Note 1, the Company historically managed its business on the basis of one operating and reportable segment. During the second quarter of 2024, the Company changed its reportable segments to better align its organization based upon the Companyâ€™s management structure, products and services offered and markets served. Based on the growing importance of the value-based wound care program to the Companyâ€™s future outlook and how the Companyâ€™s chief operating decision maker (â€œCODMâ€), the Chief Executive Officer, reviews operating results and makes decisions about resource allocation, the Company now has two reportable segments: Sanara Surgical and THP. Â Segment EBITDA is the primary profitability measure used by the CODM for purposes of assessing financial performance and resource allocation. The Company defines Segment EBITDA for the reportable segments as net income (loss) excluding interest expense/income, provision/benefit for income taxes, depreciation and amortization, non-cash share-based compensation expense, change in fair value of earnout liabilities, share of losses from equity method investment, executive separation costs, legal and diligence expenses related to acquisitions, and gains/losses on disposal of property and equipment as each are applicable to the periods presented. Segment EBITDA, as it relates to the Companyâ€™s reportable segments, is presented in conformity with ASC 280, Segment Reporting, and is excluded from the definition of non-GAAP financial measures under the Securities and Exchange Commissionâ€™s Regulation G and Item 10(e) of Regulation S-K. Segment EBITDA may not be comparable to similarly titled measures reported by other companies. Â Sanara Surgical Â The Sanara Surgical segment primarily markets and sells soft tissue repair and bone fusion products for use in the operating room or other sterile environments. Sanara Surgicalâ€™s soft tissue repair products include, among other products, the Companyâ€™s lead product, CellerateRX Surgical, and BIASURGE Advanced Surgical Solution, which is a no-rinse, advanced surgical solution used for wound irrigation. Sanara Surgicalâ€™s bone fusion products include, among other products, BiFORM, which is an osteoconductive, bioactive, porous implant that allows for bony ingrowth across the graft site, and ALLOCYTE Plus, which is a human allograft cellular bone matrix containing bone-derived progenitor cells and conformable bone fibers. Â Sanara Surgical also includes an in-house research and development team (Rochal Technologies) with an extensive pipeline of innovative products under development. Â Tissue Health Plus Â The THP segment is focused on value-based wound care services. Through THP, the Company plans to offer a first of its kind value-based wound care program to payers and risk-bearing entities such as accountable care organizations and VBC primary care companies, with Medicare Advantage payers as the initial target market for this program. Â 32 Â Â THPâ€™s programs are expected to enable payers to divest wound care spend risk, reduce wound related hospitalizations and improve patient quality of life. THP plans to coordinate delivery of community and home-based wound care for its managed patients. Community based care spans a variety of settings including physician offices, skilled nursing facilities, assisted living facilities and senior living facilities. THP programs are intended to integrate science and evidence-based medicine protocols to standardize wound prevention and treatment. Â Currently, there are no allocated costs included in the THP segment. All corporate and overhead expenses are included in the Sanara Surgical segment, as substantially all of those costs relate to supporting the operations and activities of the Sanara Surgical segment. Â As a result of the change in reportable segments, certain prior period amounts have been recast to conform to the current period presentation. Throughout this Quarterly Report on Form 10-Q, unless otherwise indicated, amounts and activity reflect reclassifications related to the Companyâ€™s change in reportable segments. The change in reportable segments had no impact on the Companyâ€™s previously reported Consolidated Balance Sheets, Consolidated Statements of Operations, Consolidated Statements of Cash Flows or Consolidated Statements of Shareholdersâ€™ Equity. Â The following tables reflect results of operations, Segment EBITDA, segmented assets, and expenditures for long-lived assets for the Companyâ€™s reportable segments for the periods indicated below: SCHEDULE OF OPERATIONS, ASSETS AND CAPITAL EXPENDITURES FOR OUR BUSINESS SEGMENTSÂ Â Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Â Three Months EndedÂ Â Â September 30,Â Â Â 2024Â Â 2023Â Â Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Net revenueÂ $21,671,599Â Â $-Â Â $21,671,599Â Â $16,024,948Â Â $-Â Â $16,024,948Â Gross profitÂ Â 19,679,612Â Â Â -Â Â Â 19,679,612Â Â Â 14,273,599Â Â Â -Â Â Â 14,273,599Â Selling, general and administrative expensesÂ Â 17,420,346Â Â Â 1,572,909Â Â Â 18,993,255Â Â Â 13,460,404Â Â Â 417,475Â Â Â 13,877,879Â Research and developmentÂ Â 783,840Â Â Â 575,690Â Â Â 1,359,530Â Â Â 225,886Â Â Â 760,568Â Â Â 986,454Â Depreciation and amortizationÂ Â 696,888Â Â Â 406,966Â Â Â 1,103,854Â Â Â 590,563Â Â Â 407,111Â Â Â 997,674Â Interest expenseÂ Â 927,577Â Â Â -Â Â Â 927,577Â Â Â 188,294Â Â Â -Â Â Â 188,294Â Net income (loss)Â Â (180,488)Â Â (2,702,564)Â Â (2,883,052)Â Â 567,235Â Â Â (1,662,184)Â Â (1,094,949) Segment EBITDAÂ Â 2,563,521Â Â Â (1,721,560)Â Â 841,961Â Â Â 1,400,916Â Â Â (1,134,124)Â Â 266,792Â Segment assets (at period end) (1)Â $67,037,973Â Â $21,507,503Â Â $88,545,476Â Â $45,715,495Â Â $28,155,654Â Â $73,871,149Â Expenditures for long-lived assetsÂ $9,096Â Â $-Â Â $9,096Â Â $170,320Â Â $-Â Â $170,320Â Â Â Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Â Nine Months EndedÂ Â Â September 30,Â Â Â 2024Â Â 2023Â Â Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Net revenueÂ $60,367,060Â Â $-Â Â $60,367,060Â Â $47,297,299Â Â $2,730Â Â $47,300,029Â Gross profit (loss)Â Â 54,476,341Â Â Â -Â Â Â 54,476,341Â Â Â 41,241,740Â Â Â (6,235)Â Â 41,235,505Â Selling, general and administrative expensesÂ Â 51,453,311Â Â Â 2,689,811Â Â Â 54,143,122Â Â Â 39,229,030Â Â Â 1,429,394Â Â Â 40,658,424Â Research and developmentÂ Â 1,945,263Â Â Â 1,346,216Â Â Â 3,291,479Â Â Â 669,849Â Â Â 2,811,057Â Â Â 3,480,906Â Depreciation and amortizationÂ Â 2,093,797Â Â Â 1,220,984Â Â Â 3,314,781Â Â Â 1,359,180Â Â Â 1,221,063Â Â Â 2,580,243Â Interest expenseÂ Â 1,839,259Â Â Â -Â Â Â 1,839,259Â Â Â 188,300Â Â Â -Â Â Â 188,300Â Net income (loss)Â Â (2,872,286)Â Â (5,339,011)Â Â (8,211,297)Â Â 1,181,296Â Â Â (5,358,754)Â Â (4,177,458) Segment EBITDAÂ Â 5,095,670Â Â Â (3,350,104)Â Â 1,745,566Â Â Â 3,766,196Â Â Â (4,087,858)Â Â (321,662) Â Segment assets (at period end) (1)Â $67,037,973Â Â $21,507,503Â Â $88,545,476Â Â $45,715,495Â Â $28,155,654Â Â $73,871,149Â Expenditures for long-lived assetsÂ $133,676Â Â $-Â Â $133,676Â Â $210,970Â Â $-Â Â $210,970Â Â (1)- Segment assets for 2023 represent assets as of December 31, 2023. Â 33 Â Â The following tables provide a reconciliation of net income (loss) to Segment EBITDA for the Companyâ€™s reportable segments for the periods indicated below: Â SCHEDULE OF RECONCILIATION OF NET INCOME (LOSS) TO SEGMENT EBITDA FOR REPORTABLE SEGMENTS Â Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Â Three Months EndedÂ Â Â September 30,Â Â Â 2024Â Â 2023Â Â Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Net Income (Loss)Â Â $(180,488)Â Â $(2,702,564)Â Â $(2,883,052)Â Â $567,235Â Â Â $(1,662,184)Â Â $(1,094,949) Adjustments:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â

refined business plan. Through THP, we plan to offer a first of its kind value-based wound care program to payers and risk-bearing entities such as accountable care organizations and value-based care (â€œVBCâ€) primary care companies, with Medicare Advantage payers as the initial target market for this program. Â THPâ€™s programs are expected to enable payers to divest wound care spend risk, reduce wound related hospitalizations and improve patient quality of life. THP plans to coordinate delivery of community and home-based wound care for its managed patients. Community based care spans a variety of settings including physician offices, skilled nursing homes, assisted living facilities and senior living facilities. THPâ€™s programs are intended to integrate science and evidence-based medicine protocols to standardize wound prevention and treatment. Â We anticipate that THPâ€™s customer contracts will have three-to-five-year terms. These contracts are expected to incorporate a mix of value-based pricing methodologies including episodic, â€œper member per monthâ€, and â€œfee for valueâ€ pricing. We believe this approach is aligned with the financial goals of the payers and will help deliver outstanding clinical outcomes for the patients. Â Our vision for our comprehensive approach consists of three key sets of planned capabilities: Â Â (a) Care Hub â€“ This virtual patient monitoring, care coordination and navigation center is expected to help doctors and nurses support their patients throughout their wound care journey, from prevention to treatment. We expect to have Care Hub staffed by wound care certified nurse practitioners (â€œNPsâ€) and registered nurses (â€œRNsâ€), incorporating care delivery best practices from partnerships with Direct Dermatology Inc. and certain physician-led multispecialty wound care groups. With NPs leading the care hub, RNs are expected to be the wound specialists, providing patients with expert review and support of the overarching plan of care on each patientâ€™s journey through the process. In addition, care navigators are expected to serve as a primary point of contact for patients and their providers, coordinating care, managing appointments and ensuring seamless communication among all team members. Â Â (b) Managed Services Organization (â€œMSOâ€) Network â€“ With respect to patient-side wound care, our plan is that THPâ€™s programs would be performed by a network of third-party providers who will be contracted through managed services agreements. These providers would include podiatrists, wound care provider groups, primary care physicians and home health agencies. The providers in the THP network are expected to leverage THPâ€™s standard of care, patient education and tools to deliver optimal patient outcomes with high predictability and efficiency. Â Â (c) Technology Platform â€“ THPâ€™s technology platform will focus on scaling workflows of THPâ€™s Care Hub and MSO Network through automation and integration. We expect the THP technology platform to enable enhanced patient empowerment and self-healthcare. We anticipate that our platform will leverage our technology investments and partnerships with Precision Healing, Pixalere Healthcare, Inc. (â€œPixalereâ€) and others, by leveraging modern technology including artificial intelligence and machine learning. Our platform technology is expected to manage program economics, standards of care, patient monitoring, wound assessments, network performance monitoring, and revenue cycle management. We expect that each of these components will work in concert with each other, constantly improving economics and care delivery. Â We are seeking partners to facilitate commercialization of THP and share in the cost of development of the program. Â 37 Â Â CHANGE IN REPORTABLE SEGMENTS Â Historically, we managed our business on the basis of one operating and reportable segment. During the second quarter of 2024, we changed our reportable segments to reflect a change in the manner in which the business is managed. Based on the growing importance of the value-based wound care program to our future outlook and how our chief operating decision maker (â€œCODMâ€), the Chief Executive Officer, reviews operating results and makes decisions about resource allocation, we now have two reportable segments: Sanara Surgical and THP. Â Sanara Surgical Â The Sanara Surgical segment primarily markets and sells soft tissue repair and bone fusion products for use in the operating room or other sterile environments. Sanara Surgicalâ€™s soft tissue repair products include, among other products, our lead product, CellerateRX Surgical, and BIASURGE, which is a no-rinse, advanced surgical solution used for wound irrigation. Sanara Surgicalâ€™s bone fusion products include, among other products, BiFORM, which is an osteoconductive, bioactive, porous implant that allows for bony ingrowth across the graft site, and ALLOCYTE Plus, which is a human allograft cellular bone matrix containing bone-derived progenitor cells and conformable bone fibers. Â Sanara Surgical also includes an in-house research and development team (Rochal Technologies) with an extensive pipeline of innovative products under development. Â Tissue Health Plus Â The THP segment is focused on value-based wound care services. Through THP, we plan to offer a first of its kind value-based wound care program to payers and risk-bearing entities such as accountable care organizations and VBC primary care companies, with Medicare Advantage payers as the initial target market for this program. Â THPâ€™s programs are expected to enable payers to divest wound care spend risk, reduce wound related hospitalizations and improve patient quality of life. THP plans to coordinate delivery of community and home-based wound care for its managed patients. Community based care spans a variety of settings including physician offices, skilled nursing facilities, assisted living facilities and senior living facilities. THP programs are intended to integrate science and evidence-based medicine protocols to standardize wound prevention and treatment. Â See the section titled â€œResults of Operationsâ€ below for more information regarding our reportable segments. As a result of this change, certain prior period amounts have been recast to conform to the current period presentation. Throughout this Quarterly Report on Form 10-Q, unless otherwise indicated, amounts and activity reflect reclassifications related to our change in reportable segments. Â RECENT ACQUISITIONS Â Applied Asset Purchase Â On August 1, 2023, we entered into an Asset Purchase Agreement (the â€œApplied Purchase Agreementâ€) by and among the Company, as guarantor, Sanara MedTech Applied Technologies, LLC, a wholly owned subsidiary of the Company (â€œSMATâ€), Applied, The Hymed Group Corporation (â€œHymedâ€ and together with Applied, the â€œSellersâ€), and Dr. George D. Petito (the â€œOwnerâ€), pursuant to which SMAT acquired certain assets of the Sellers and the Owner, including, among others, the Sellersâ€™ and Ownerâ€™s inventory, intellectual property, manufacturing and related equipment, goodwill, rights and claims, other than certain excluded assets, all as more specifically set forth in the Applied Purchase Agreement (collectively, the â€œApplied Purchased Assetsâ€), and assumed certain Assumed Liabilities (as defined in the Applied Purchase Agreement), upon the terms and subject to the conditions set forth in the Applied Purchase Agreement (such transaction, the â€œApplied Asset Purchaseâ€). The Applied Purchased Assets include the underlying intellectual property of, as well as the rights to manufacture and sell, certain hydrolyzed collagen products, including CellerateRX Surgical, for human wound care use. Â The Applied Purchased Assets were purchased for an initial aggregate purchase price of $15.25 million, consisting of (i) $9.75 million in cash (the â€œCash Closing Considerationâ€), (ii) 73,809 shares of our common stock (the â€œStock Closing Considerationâ€) with an agreed upon value of $3.0 million and (iii) $2.5 million in cash (the â€œInstallment Paymentsâ€), to be paid in four equal installments on each of the next four anniversaries of the closing of the Applied Asset Purchase (the â€œClosingâ€). The first Installment Payment of $625,000 was made in August 2024. Â 38 Â Â In addition to the Cash Closing Consideration, Stock Closing Consideration and Installment Payments, the Applied Purchase Agreement provides that the Sellers are entitled to receive up to an additional $10.0 million (the â€œApplied Earnoutâ€), which is payable to the Sellers in cash, upon the achievement of certain performance thresholds relating to SMATâ€™s collections from net sales of a collagen-based product currently under development. Upon expiration of the seventh anniversary of the Closing, to the extent the Sellers have not earned the entirety of the Applied Earnout, SMAT shall pay the Sellers a pro-rata amount of the Applied Earnout based on collections from net sales of the product, with such amount to be due credited against any Applied Earnout payments already made by SMAT (the â€œTrue-Up Paymentâ€). The Applied Earnout, minus the True-Up Payment and any Applied Earnout payments already made by SMAT, may be earned at any point in the future, including after the True-Up Payment is made. Â In connection with the Applied Asset Purchase and pursuant to the Applied Purchase Agreement, effective August 1, 2023, we entered into a professional services agreement (the â€œPetito Services Agreementâ€) with the Owner, pursuant to which the Owner, as an independent contractor, agreed to provide certain services to us, including, among other things, assisting with the development of products already in development and assisting with research, development, formulation, invention and manufacturing of any future products (the â€œPetito Servicesâ€). As consideration for the Petito Services, the Owner is entitled to receive: (i) a base salary of $12,000 per month during the term of the Petito Services Agreement, (ii) a royalty payment equal to three percent (3%) of the actual collections from net sales of certain products the Owner develops or co-develops that reach commercialization, (iii) a royalty payment equal to five percent (5%) for the first $50.0 million in aggregate collections from net sales of certain future products and a royalty payment of two and one-half percent (2.5%) on aggregate collections from net sales of certain future products on any amounts exceeding $50.0 million but up to $100.0 million, (iv) $500,000 in cash in the event that 510(k) clearance is issued for any future product accepted by the Company and (v) $1.0 million in cash in the event that a U.S. patent is issued for a certain product; provided that with respect to the incentive payments described in (iv) and (v) of the foregoing, the Owner shall not earn more than $2.5 million. The Petito Services Agreement has an initial term of three years and is subject to automatic successive one-month renewals unless earlier terminated in accordance with its terms. The Petito Services Agreement may be terminated upon the Ownerâ€™s death or disability or by us or the Owner â€œFor Causeâ€ (as defined in the Petito Services Agreement); provided, however, that the base salary described in (i) of the foregoing paragraph shall survive termination through the three-year initial term and the royalty payments and incentive payments described in (ii)-(v) of the foregoing paragraph shall survive termination of the Petito Services Agreement. Â RECENT DEVELOPMENTS Â CRG Term Loan Â On April 17, 2024 (the â€œClosing Dateâ€), we, as borrower, entered into a Term Loan Agreement (the â€œCRG Term Loan Agreementâ€) with the subsidiary guarantors party thereto from time to time (collectively, the â€œGuarantorsâ€), CRG Servicing LLC as administrative agent and collateral agent (the â€œAgentâ€), and the lenders party thereto from time to time, providing for a senior secured term loan of up to $55.0 million (the â€œCRG Term Loanâ€). In April 2024, our first borrowing (the â€œFirst Borrowingâ€) under the CRG Term Loan of $15.0 million was used to repay the Cadence Term Loan (defined below) and to pay fees and expenses related to the CRG Term Loan Agreement. In September 2024, we borrowed an additional $15.5 million under the CRG Term Loan (the â€œSecond Borrowingâ€), a portion of the proceeds of which were used for the investment in ChemoMouthpiece, LLC (â€œCMpâ€) described below. Â ChemoMouthpiece Investment Â On September 10, 2024, Sanara CMP LLC, a wholly owned subsidiary of the Company (â€œSanara CMPâ€), entered into a Unit Purchase Agreement (the â€œUnit Purchase Agreementâ€) with CMp, pursuant to which Sanara CMP purchased 100,674.72 common units in CMp for $5.0 million, which represented approximately 6.64% of the issued and outstanding membership interests of CMp immediately following such purchase. CMp is a privately held medical device company that develops and commercializes propriety oral cryotherapy products for cancer patients, including, among other things, CMpâ€™s Chemo Mouthpiece oral cryotherapy device, which is a 510(k) cleared cryotherapy device designed to reduce the incidence and severity of chemotherapy induced oral mucositis. Â In connection with the Unit Purchase Agreement, we, CMp, certain subsidiaries of CMp, InfuSystem and SI Technologies, entered into an Exclusive Distribution Agreement (the â€œDistribution Agreementâ€) pursuant to which SI Technologies was appointed as the sole and exclusive U.S. distributor of CMpâ€™s Standard Chemo Regiment Kits, each kit consisting of the Chemo Mouthpiece oral cryotherapy device and associated materials used in the treatment of oral mucositis (the â€œCMp Productâ€), for a term of five years, subject to meeting certain minimum order requirements. Â 39 Â Â The parties to the Distribution Agreement also entered into an Intellectual Property Rights Agreement, pursuant to which SI Technologies was granted the exclusive right to use CMpâ€™s intellectual property rights to permit resale and use of the CMp Product in the United States. Â COMPONENTS OF RESULTS OF OPERATIONS Â Sources of Revenue Â Our revenue is derived primarily from sales of our soft tissue repair and bone fusion products to hospitals and other acute care facilities. In particular, the substantial majority of our product sales revenue is derived from sales of CellerateRX Surgical. Our revenue is driven by direct orders shipped by us to our customers, and to a lesser extent, direct sales to customers through delivery at the time of procedure by one of our sales representatives. We generally recognize revenue when a purchase order is received from the customer and our product is received by the customer. Â Revenue streams from product sales and royalties are summarized below for the three and nine months ended September 30, 2024 and 2023. Â Â Â Three Months EndedÂ Â Nine Months EndedÂ Â Â September 30,Â Â Â September 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Soft tissue repair productsÂ $18,863,335Â Â $13,634,316Â Â $52,586,945Â Â $39,756,539Â Bone fusion productsÂ Â 2,808,264Â Â Â 2,340,382Â Â Â 7,779,209Â Â Â 7,392,740Â Royalty revenueÂ Â -Â Â Â 50,250Â Â Â 906Â Â Â 150,750Â Total Net RevenueÂ $21,671,599Â Â $16,024,948Â Â $60,367,060Â Â $47,300,029Â Â Cost of Goods Sold Â Cost of goods sold consists primarily of the acquisition costs from the manufacturers of our licensed products, raw material costs for certain components sourced directly by us, and all related royalties due as a result of the sale of our products. Our gross profit represents total net revenue less the cost of goods sold, and gross margin represents gross profit expressed as a percentage of total revenue. Â Operating Expenses Â Selling, general and administrative (â€œSG&Aâ€) expenses consist primarily of salaries, sales commissions, benefits, bonuses and share-based compensation. SG&A also includes outside legal counsel fees, audit fees, insurance premiums, rent and other corporate expenses. We expense all SG&A expenses as incurred. Â Research and development (â€œR&Dâ€) expenses include costs related to enhancements to our currently available products and additional investments in our product, services and technologies development pipeline. This includes personnel-related expenses, including salaries, share-based compensation and benefits for all personnel directly engaged in R&D activities, contracted services, materials, prototype expenses and allocated overhead, which is comprised of compensation and benefits, lease expense and other facilities related costs. We expense R&D costs as incurred. We generally expect that R&D expenses will increase as we continue to support product enhancements and bring new products to market. Â Depreciation and amortization expenses include depreciation of fixed assets and amortization of intangible assets that have a finite life, such as product licenses, patents and intellectual property, customer relationships and assembled workforces. Â Change in fair value of earnout liabilities represents our measurement of the change in fair value at the balance sheet date of our earnout liabilities that were established at the time of our Precision Healing merger and Scendia acquisition. Â 40 Â Â Other Income (Expense) Â Other income (expense) is primarily comprised of interest expense and other nonoperating activities. Â RESULTS OF OPERATIONS Â The following tables present certain information about the results and Segment EBITDA (as described below) of our reportable business segments. See Note 12, Segment Reporting, in Part I, Item 1 of this report for more information on our reportable business segments: Â Â Â Three Months EndedÂ Â Â September 30,Â Â Â 2024Â Â 2023Â Â Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Net revenueÂ $21,671,599Â Â $-Â Â $21,671,599Â Â $16,024,948Â Â $-Â Â $16,024,948Â Gross profitÂ Â 19,679,612Â Â Â -Â Â Â 19,679,612Â Â Â 14,273,599Â Â Â -Â Â Â 14,273,599Â Â Selling, general and administrative expensesÂ Â 17,420,346Â Â Â 1,572,909Â Â Â 18,993,255Â Â Â 13,460,404Â Â Â 417,475Â Â Â 13,877,879Â Research and developmentÂ Â 783,840Â Â Â 575,690Â Â Â 1,359,530Â Â Â 225,886Â Â Â 760,568Â Â Â 986,454Â Depreciation and amortizationÂ Â 696,888Â Â Â 406,966Â Â Â 1,103,854Â Â Â 590,563Â Â Â 407,111Â Â Â 997,674Â Interest expenseÂ Â 927,577Â Â Â -Â Â Â 927,577Â Â Â 188,294Â Â Â -Â Â Â 188,294Â Net income (loss)Â Â (180,488)Â Â (2,702,564)Â Â (2,883,052)Â Â 567,235Â Â Â (1,662,184)Â Â (1,094,949) Segment EBITDAÂ Â 2,563,521Â Â Â (1,721,560)Â Â 841,961Â Â Â 1,400,916Â Â Â (1,134,124)Â Â 266,792Â Â Â Â Nine Months EndedÂ Â Â September 30,Â Â Â 2024Â Â 2023Â Â Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Net revenueÂ $60,367,060Â Â $-Â Â $60,367,060Â Â $47,297,299Â Â $2,730Â Â $47,300,029Â Gross profit (loss)Â Â 54,476,341Â Â Â -Â Â Â 54,476,341Â Â Â 41,241,740Â Â Â (6,235)Â Â 41,235,505Â Selling, general and administrative expensesÂ Â 51,453,311Â Â Â 2,689,811Â Â Â 54,143,122Â Â Â 39,229,030Â Â Â 1,429,394Â Â Â 40,658,424Â Research and developmentÂ Â 1,945,263Â Â Â 1,346,216Â Â Â 3,291,479Â Â Â 669,849Â Â Â 2,811,057Â Â Â 3,480,906Â Depreciation and amortizationÂ Â 2,093,797Â Â Â 1,220,984Â Â Â 3,314,781Â Â Â 1,359,180Â Â Â 1,221,063Â Â Â 2,580,243Â Interest expenseÂ Â 1,839,259Â Â Â -Â Â Â 1,839,259Â Â Â 188,300Â Â Â -Â Â Â 188,300Â Net income (loss)Â Â (2,872,286)Â Â (5,339,011)Â Â (8,211,297)Â Â 1,181,296Â Â Â (5,358,754)Â Â (4,177,458) Segment EBITDAÂ Â 5,095,670Â Â Â (3,350,104)Â Â 1,745,566Â Â Â 3,766,196Â Â Â (4,087,858)Â Â (321,662) Â Net Revenue. For the three months ended September 30, 2024, we generated net revenue of $21.7 million compared to net revenue of $16.0 million for the three months ended September 30, 2023, a 35% increase from the prior year period. For the nine months ended September 30, 2024, we generated net revenue of $60.4 million compared to net revenue of $47.3 million for the nine months ended September 30, 2023, a 28% increase from the prior year period. The higher net revenue for the three and nine months ended September 30, 2024 was primarily due to increased sales of soft tissue repair products, particularly CellerateRX Surgical, as a result of our increased market penetration and geographic expansion, and our continuing strategy to expand our independent distribution network in both new and existing U.S. markets. For the three and nine months ended September 30, 2024 and 2023, all of our net revenue was generated from Sanara Surgical, as THP has not commercially launched. We plan to commercially launch the THP program in mid-2025. During the early part of the fourth quarter of 2024, we experienced a growth in sales of BIASURGE as a result of supply chain issues and shortages of intravenous (â€œIVâ€) fluids and saline solutions due to Hurricane Helene. We expect that sales of BIASURGE will normalize in upcoming quarters as the access to IV and saline solutions for the treatment of wound irrigation is restored. Â Gross Profit. For the three months ended September 30, 2024, we generated gross profit of $19.7 million compared to gross profit of $14.3 million for the three months ended September 30, 2023, a 38% increase from the prior year period. For the nine months ended September 30, 2024, we generated gross profit of $54.5 million compared to gross profit of $41.2 million for the nine months ended September 30, 2023, a 32% increase from the prior year period. The higher gross profit for the three and nine months ended September 30, 2024 was primarily due to increased sales of soft tissue repair products, particularly CellerateRX Surgical, as a result of our increased market penetration and geographic expansion, and our continuing strategy to expand our independent

distribution network in both new and existing U.S. markets. For the three and nine months ended September 30, 2024 and 2023, all of our gross profit was generated from Sanara Surgical as THP has not commercially launched. We plan to commercially launch the THP program in mid-2025. Â 41 Â Â Cost of goods sold. Cost of goods sold for the three months ended September 30, 2024 was $2.0 million compared to cost of goods sold of $1.8 million for the three months ended September 30, 2023. Cost of goods sold for the nine months ended September 30, 2024, was $5.9 million, compared to costs of goods sold of $6.1 million for the nine months ended September 30, 2023. Gross margins were approximately 91% and 89% for the three months ended September 30, 2024 and 2023, respectively, and approximately 90% and 87% for the nine months ended September 30, 2024 and 2023, respectively. The gross margins for the three and nine months ended September 30, 2024 included higher margins realized due to increased sales of soft tissue repair products, particularly CellerateRX Surgical, and the elimination of royalties paid on the sales of CellerateRX Surgical as a result of the Applied Asset Purchase. Â Selling, general and administrative expenses. SG&A expenses for the three months ended September 30, 2024 were $19.0 million compared to SG&A expenses of $13.9 million for the three months ended September 30, 2023. SG&A expenses included $1.6 million and $0.4 million attributable to our THP segment for the three months ended September 30, 2024 and 2023, respectively. SG&A expenses for the nine months ended September 30, 2024, were $54.1 million compared to SG&A expenses of $40.7 million for the nine months ended September 30, 2023. SG&A expenses included $2.7 million and $1.4 million related to our THP segment for the nine months ended September 30, 2024 and 2023, respectively. Â The higher SG&A expenses for the three and nine months ended September 30, 2024 were primarily due to the buildout of our THP platform and infrastructure which increased by approximately $1.2 million and $1.3 million, respectively, compared to the prior year periods. In addition, SG&A expenses were higher due to higher direct sales and marketing expenses, which accounted for approximately $3.7 million and $9.3 million, respectively, of the increases compared to the prior year periods. The higher direct sales and marketing expenses for the three and nine months ended September 30, 2024 were primarily attributable to an increase in sales commissions of $3.1 million and $6.9 million, respectively, as a result of higher product sales. SG&A expenses during the third quarter of 2024 also included $0.4 million of acquisition costs related to prospective investments. SG&A expenses during the nine months ended September 30, 2024 included $1.0 million of executive separation costs and $0.8 million of acquisition costs related to prospective investments. Â Research and development expenses. R&D expenses for the three months ended September 30, 2024 were $1.4 million compared to R&D expenses of $1.0 million for the three months ended September 30, 2023. R&D expenses included $0.6 million and $0.8 million attributable to our THP segment for the three months ended September 30, 2024 and 2023, respectively. R&D expenses for the nine months ended September 30, 2024, were $3.3 million compared to $3.5 million for the nine months ended September 30, 2023. R&D expenses included $1.3 million and $2.8 million related to our THP segment for the nine months ended September 30, 2024 and 2023, respectively. Â The higher R&D expenses for the three months ended September 30, 2024 compared to the three months ended September 30, 2023 were primarily due to new projects associated with CellerateRX. The lower R&D expenses for the nine months ended September 30, 2024 compared to the nine months ended September 30, 2023 were primarily due to lower costs associated with the Precision Healing diagnostic imager and LFA within the THP segment. Â Depreciation and amortization expense. Depreciation and amortization expense for the three months ended September 30, 2024 was $1.1 million compared to depreciation and amortization expense of $1.0 million for the three months ended September 30, 2023. Depreciation and amortization expense included $0.4 million attributable to our THP segment for the three months ended September 30, 2024 and 2023. Depreciation and amortization expense for the nine months ended September 30, 2024 was $3.3 million compared to $2.6 million for the nine months ended September 30, 2023. Depreciation and amortization expense included $1.2 million related to our THP segment for the nine months ended September 30, 2024 and 2023. Â The increase in depreciation and amortization expense during the three and nine months ended September 30, 2024 was primarily due to the amortization of intangible assets acquired as part of the Applied Asset Purchase. Â Change in fair value of earnout liabilities. Change in fair value of earnout liabilities was $0.1 million for the three months ended September 30, 2024 compared to a benefit of $0.7 million for the three months ended September 30, 2023. Change in fair value of earnout liabilities was $0.1 million for the nine months ended September 30, 2024 compared to a benefit of $1.5 million for the nine months ended September 30, 2023. Â 42 Â Â The benefit recognized in the nine months ended September 30, 2023 was due to a decrease in the estimated fair value due to a change in the discount factor utilized in the valuation models, a decrease in the projected undiscounted amounts to be paid, as well as adjustments to the projected timing of the payments to be made, partially offset by accretion. Â Other expense. Other expense for the three months ended September 30, 2024 was $1.0 million compared to $0.2 million for the three months ended September 30, 2023. Other expense for the three months ended September 30, 2024 included interest expense, amortization of debt issuance costs, paid-in-kind interest, and accretion of back-end fees related to the CRG Term Loan and loss from our equity method investment in CMp of $31,448. Other expense for the nine months ended September 30, 2024 was $1.9 million compared to $0.2 for the nine months ended September 30, 2023. Other expense for the nine months ended September 30, 2024 included interest expense, amortization of debt issuance costs, paid-in-kind interest, and accretion of back-end fees related to the CRG Term Loan and interest expense, amortization of debt issuance costs, the write-off of debt issuance costs related to the termination of the Cadence Term Loan and loss from our equity method investment in CMp of $31,448. Â Net loss. For the three months ended September 30, 2024 we had a net loss of $2.9 million compared to a net loss of $1.1 million for the three months ended September 30, 2023. Our net loss included $2.7 million and $1.7 million, attributable to our THP segment for the three months ended September 30, 2024 and 2023, respectively. For the nine months ended September 30, 2024, we had a net loss of $8.2 million, compared to a net loss of $4.2 million for the nine months ended September 30, 2023. Our net loss included $5.3 million and $5.4 million related to our THP segment for the nine months ended September 30, 2024 and 2023, respectively. The higher net loss for the three and nine months ended September 30, 2024 was primarily due to higher SG&A costs related to the buildout of our THP platform and infrastructure which increased by approximately $1.2 million and $1.3 million, respectively, compared to the prior year periods. In addition, our net loss for the three and nine months ended September 30, 2024 was higher due to higher interest expense as a result of our loan with CRG, an increase in expense due to change in fair value of earnout liabilities, and higher amortization of our acquired intangible assets, partially offset by higher gross profit. Â Segment EBITDA. Segment EBITDA is the primary profitability measure used by the CODM for purposes of assessing financial performance and resource allocation. We define Segment EBITDA for the reportable segments as net income (loss) excluding interest expense/income, provision/benefit for income taxes, depreciation and amortization, non-cash share-based compensation expense, change in fair value of earnout liabilities, share of losses from equity method investment, executive separation costs, legal and diligence expenses related to acquisitions, and gains/losses on the disposal of property and equipment as each are applicable to the periods presented. Segment EBITDA is a non-GAAP measure and should be considered in addition to, not as a substitute for, net income (loss), cash flow and other measures of financial performance reported in accordance with GAAP. We believe Segment EBITDA is useful to investors because it facilitates comparisons of our core business operations across periods on a consistent basis. Accordingly, we adjust for certain items, such as change in fair value of earnout liabilities, when calculating Segment EBITDA because we believe that such items are not related to our core business operations. We do not, nor do we suggest that investors should, consider these non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. Material limitations associated with the use of such measures include that they do not reflect all costs included in operating expenses and may not be comparable with similarly named financial measures of other companies. Furthermore, these non-GAAP financial measures are based on subjective determinations of management regarding the nature and classification of events and circumstances. We present these non-GAAP financial measures to provide investors with information to evaluate our operating results in a manner similar to how management evaluates business performance. To compensate for any limitations in such non-GAAP financial measures, management believes that it is useful in understanding and analyzing the results of the business to review both GAAP information and the related non-GAAP financial measures. Â 43 Â Â The following tables provide a reconciliation of net income (loss) to Segment EBITDA for our business segments for the periods indicated below: Â Â Â Three Months EndedÂ Â Â September 30,Â Â Â 2024Â Â 2023Â Â Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Net Income (Loss)Â $(180,488)Â $(2,702,564)Â $(2,883,052)Â $567,235Â Â $(1,662,184)Â $(1,094,949) Adjustments:Â Â Â

Agreement was $9.8 million at the time of termination, and the Cadence Term Loan bore interest at a per annum rate equal to the term secured overnight financing rate (Term SOFR) (as administered by the Federal Reserve Bank of New York) for a one-month tenor in effect on such day plus three percent (3.0%). At the time of termination, we also paid the Bank approximately $27.1 thousand, which consisted of interest accrued or deemed payable under the Cadence Loan Agreement. We did not pay an exit fee or prepayment fee in connection with our voluntary repayment of the Cadence Term Loan. Â CRG Term Loan Agreement Â On April 17, 2024, we, as borrower, entered into the CRG Term Loan Agreement with the Guarantors, the Agent, and the lenders party thereto from time to time, providing for a senior secured term loan of up to $55.0 million. The CRG Term Loan Agreement provides for (i) $15.0 million of the CRG Term Loan that was borrowed on the Closing Date and (ii) up to an aggregate of $40.0 million available for borrowing in two subsequent borrowings, provided that each such borrowing must be at least $5.0 million or a multiple of $5.0 million and occur between the Closing Date and June 30, 2025, subject to the satisfaction of certain conditions, including that the First Borrowing having previously occurred and the Agent having received certain fees. Â On September 4, 2024, pursuant to our option under the CRG Term Loan Agreement, we borrowed an additional $15.5 million under the CRG Term Loan Agreement. Â The First Borrowing, Second Borrowing and any additional borrowings under the CRG Term Loan are due and payable on March 30, 2029 (the â€œMaturity Dateâ€), absent any acceleration. Pursuant to the CRG Term Loan Agreement, a portion of the proceeds from the First Borrowing of the CRG Term Loan was used to repay the Cadence Term Loan and to pay fees and expenses related to the CRG Term Loan Agreement. We used $5.0 million of the proceeds of the Second Borrowing for the investment in CMp, and we intend to use the remaining proceeds for permitted acquisition opportunities and for general working capital and corporate purposes. Â The CRG Term Loan bears interest at a per annum rate equal to 13.25% (subject to a 4.0% increase during an event of default), of which 8.00% must be paid in cash and 5.25% may, at our election, be deferred through the 19th quarterly Payment Date (defined below) by adding such amount to the aggregate principal loan amount, so long as no default or event of default under the CRG Term Loan Agreement has occurred and is continuing. We are required to make quarterly interest payments on the final business day of each calendar quarter following the Closing Date, commencing on the first such date to occur at least 30 days after the Closing Date (each, a â€œPayment Dateâ€). Interest is payable on each Payment Date in arrears with respect to the time between each Payment Date and upon the payment or prepayment of the CRG Term Loan, ending on the Maturity Date. In addition, we are required to pay an upfront fee of 1.50% of the principal amount of the CRG Term Loan, which is payable as amounts are advanced under the CRG Term Loan on a pro rata basis. We are also required to pay a back-end fee equal to 7.00% of the aggregate principal amount advanced under the CRG Term Loan Agreement. We paid upfront fees of $225,000 on the Closing Date related to the First Borrowing and $232,500 of upfront fees on September 4, 2024 related to the Second Borrowing. As of September 30, 2024, there was $30.5 million of principal outstanding and $24.5 million available for future borrowing under the CRG Term Loan. Â 46 Â Â Subject to certain exceptions, we are required to make mandatory prepayments of the CRG Term Loan with the proceeds of certain assets sales and in the event of a change of control of the Company. In addition, we may make a voluntary prepayment of the CRG Term Loan, in whole or in part, at any time. All mandatory and voluntary prepayments of the CRG Term Loan are subject to the payment of prepayment premiums as follows: (i) if prepayment occurs on or prior to the date that is one year following the applicable borrowing (the â€œBorrowing Dateâ€), an amount equal to 10.0% of the aggregate outstanding principal amount of the Loan being prepaid and (ii) if prepayment occurs one year after the applicable Borrowing Date and on or prior to two years following the applicable Borrowing Date, an amount equal to 5.0% of the aggregate outstanding principal amount of the CRG Term Loan being prepaid. No prepayment premium is due on any principal prepaid if prepayment occurs two years or more after the applicable Borrowing Date. Â Certain of our current and future subsidiaries, including the Guarantors, are guaranteeing our obligations under the CRG Term Loan Agreement. As security for our obligations under the CRG Term Loan Agreement, on the Closing Date, we and the Guarantors entered into a security agreement with the Agent pursuant to which we and the Guarantors granted to the Agent, as collateral agent for the lenders, a lien on substantially all of our and the Guarantorsâ€™ assets, including intellectual property (subject to certain exceptions). Â The CRG Term Loan Agreement contains affirmative and negative covenants customary for financings of this type, including limitations on our and the Guarantorsâ€™ abilities, among other things, to incur additional debt, grant or permit additional liens, make investments and acquisitions above certain thresholds, merge or consolidate with others, dispose of assets, pay dividends and distributions and enter into affiliate transactions, in each case, subject to certain exceptions. In addition, the CRG Term Loan Agreement contains the following financial covenants requiring us and the Guarantors in the aggregate to maintain: Â Â â— liquidity in an amount which shall exceed the greater of (i) $3.0 million and (ii) to the extent we have incurred certain permitted debt, the minimum cash balance, if any, required of us by the creditors of such permitted debt; and Â Â Â Â â— annual minimum revenue: (i) for the twelve-month period beginning on January 1, 2024 and ending on December 31, 2024, of at least $60.0 million, (ii) for the twelve-month period beginning on January 1, 2025 and ending on December 31, 2025, of at least $75.0 million, (iii) for the twelve-month period beginning on January 1, 2026 and ending on December 31, 2026, of at least $85.0 million, (iv) for the twelve-month period beginning on January 1, 2027 and ending on December 31, 2027, of at least $95.0 million and (v) during each twelve-month period beginning on January 1 of a given year thereafter, of at least $105.0 million. Â Cash Flow Analysis Â For the nine months ended September 30, 2024, net cash used in operating activities was $1.0 million compared to $2.4 million used in operating activities for the nine months ended September 30, 2023. The lower use of cash in the nine months ended September 30, 2024 was due to net revenue growth outpacing the growth of our cash operating expenses and the timing of cash expenditures for certain accrued payables and prepaids. Â For the nine months ended September 30, 2024, net cash used in investing activities was $6.5 million compared to $10.2 million used in investing activities during the nine months ended September 30, 2023. The lower use of cash used in investing activities during the nine months ended September 30, 2024 was due to cash used for the investment in CMp of $5.0 million plus transaction expenses of $0.3 million and the advancement of a convertible loan of $1.1 million compared to $9.9 million used for the Applied Asset Purchase. Â For the nine months ended September 30, 2024, net cash provided by financing activities was $18.6 million compared to $9.8 million provided by financing activities for the nine months ended September 30, 2023. The cash provided by financing activities during the nine months ended September 30, 2024 was due to the receipt of proceeds from the CRG Term Loan, which were partially offset by the payoff of the Cadence Term Loan. Â 47 Â Â MATERIAL TRANSACTIONS WITH RELATED PARTIES Â CellerateRX Surgical Sublicense Agreement Â We have an exclusive, world-wide sublicense to distribute CellerateRX Surgical products into the surgical and wound care markets from an affiliate of Catalyst, CGI Cellerate RX, which, prior to the Applied Asset Purchase, licensed the rights to CellerateRX from Applied. Sales of CellerateRX Surgical comprised the substantial majority of our sales during the nine months ended September 30, 2024 and 2023. Prior to the Applied Asset Purchase discussed above, we paid royalties based on the annual Net Sales of licensed products (as defined in the Sublicense Agreement) consisting of 3% of all collected Net Sales each year up to $12.0 million, 4% of all collected Net Sales each year that exceed $12.0 million up to $20.0 million, and 5% of all collected Net Sales each year that exceed $20.0 million. Ronald T. Nixon, our Chief Executive Officer and Executive Chairman, is the founder and managing partner of Catalyst. Â In August 2023, we acquired the underlying intellectual property of, as well as the rights to manufacture and sell, certain hydrolyzed collagen products, including CellerateRX Surgical, from Applied. In connection with this acquisition, Applied assigned the License Agreement with CGI Cellerate RX to a wholly owned subsidiary of the Company, SMAT, and no further royalties will be due to Applied thereunder. On October 10, 2024, the License Agreement and the Sublicense Agreement were terminated. Â Consulting Agreement Â In July 2021, we entered into an asset purchase agreement with Rochal, a related party. Concurrent with the Rochal asset purchase, we entered into a consulting agreement with Ann Beal Salamone pursuant to which Ms. Salamone agreed to provide us with consulting services with respect to, among other things, writing new patents, conducting patent intelligence and participating in certain grant and contract reporting. In consideration for the consulting services to be provided to us, Ms. Salamone is entitled to receive an annual consulting fee of $177,697, with payments to be paid once per month. The consulting agreement has an initial term of three years, unless earlier terminated by us, and is subject to renewal. Effective July 13, 2024, the consulting agreement with Ms. Salamone was amended to provide that the initial term shall be automatically renewed for successive one-year terms for up to three successive years unless earlier terminated by either party without cause at any time, provided that the terminating party provides 90 days advance written notice of termination. Ms. Salamone is a director of the Company, is a significant shareholder and the current chair of the board of directors of Rochal. Â Catalyst Transaction Advisory Services Agreement Â In March 2023, we entered into a Transaction Advisory Services Agreement (the â€œCatalyst Services Agreementâ€) effective March 1, 2023 with Catalyst, a related party. Pursuant to the Catalyst Services Agreement, Catalyst, by and through its directors, officers, employees and affiliates that are not simultaneously serving as directors, officers or employees of the Company (collectively, the â€œCovered Personsâ€), agreed to perform certain transaction advisory, business and organizational strategy, finance, marketing, operational and strategic planning, relationship access and corporate development services for us in connection with any merger, acquisition, recapitalization, divestiture, financing, refinancing, or other similar transaction in which we may be, or may consider becoming, involved, and any such additional services as mutually agreed upon in writing by and between Catalyst and us (the â€œCatalyst Servicesâ€). Â Pursuant to the Catalyst Services Agreement, we agreed to reimburse Catalyst for (i) compensation actually paid by Catalyst to any of the Covered Persons at a rate no more than a rate consistent with industry practice for the performance of services similar to the Catalyst Services, as documented in reasonably sufficient detail, and (ii) all reasonable out-of-pocket costs and expenses payable to unaffiliated third parties, as documented in customary expense reports, as each of (i) and (ii) is incurred in connection with the Catalyst Services rendered under the Catalyst Services Agreement, with all reimbursements being contingent upon the prior approval of the Audit Committee of our Board of Directors. We incurred costs relating to the Catalyst Services Agreement of $49,829 and $44,032 during the three months ended September 30, 2024 and 2023, respectively, and $163,101 and $117,018 during the nine months ended September 30, 2024 and 2023, respectively. Â 48 Â Â Receivables and Payables Â We had outstanding related party receivables totaling $43,409 at September 30, 2024, and $8,400 at December 31, 2023. We had outstanding related party payables totaling $150,611 at September 30, 2024, and $77,805 at December 31, 2023. Â IMPACT OF INFLATION AND CHANGING PRICES Â Inflation and changing prices have not had a material impact on our historical results of operations. We do not currently anticipate that inflation and changing prices will have a material impact on our future results of operations. Â CRITICAL ACCOUNTING ESTIMATES Â The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the unaudited consolidated financial statements and accompanying notes. Although we base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances, actual results may differ from the estimates on which our financial statements are prepared at any given point of time. Changes in these estimates could materially affect our consolidated financial position, results of operations or cash flows. Significant items that are subject to such estimates and assumptions include revenue and expense accruals, the fair value measurement of assets and liabilities and the allocation of purchase price to the fair value of assets acquired. Our critical accounting estimates have not significantly changed since December 31, 2023 and are disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023. Â ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK Â As a smaller reporting company, we are not required to provide this information. Â ITEM 4. CONTROLS AND PROCEDURES Â Evaluation of Disclosure Controls and Procedures Â We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit to the SEC under the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), is recorded, processed, summarized and reported within the time periods specified by the SECâ€™s rules and forms, and that information is accumulated and communicated to our management, including our principal executive and principal financial officers (whom we refer to in this periodic report as our Certifying Officers), as appropriate to allow timely decisions regarding required disclosure. Our management evaluated, with the participation of our Certifying Officers, the effectiveness of our disclosure controls and procedures as of September 30, 2024, pursuant to Rule 13a-15(b) under the Exchange Act. Based upon that evaluation, our Certifying Officers concluded that, as of September 30, 2024, our disclosure controls and procedures were effective. Â Changes in Internal Control over Financial Reporting Â There were no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Â 49 Â Â Part II - Other Information Â ITEM 1. LEGAL PROCEEDINGS Â From time to time, we may be involved in claims and legal actions that arise in the ordinary course of business. To our knowledge, there are no material pending legal proceedings to which we are a party or of which any of our property is the subject. Â ITEM 1A. RISK FACTORS Â Except as provided below, there were no material changes to the Risk Factors disclosed in â€œItem 1A. Risk Factorsâ€ in our Annual Report on Form 10-K for the year ended December 31, 2023. For more information concerning our risk factors, please see â€œItem 1A. Risk Factorsâ€ in our Annual Report on Form 10-K for the year ended December 31, 2023. Â Our indebtedness could adversely affect our financial condition and prevent us from fulfilling our obligations. A significant portion of our future cash flow is required to pay interest and principal on our outstanding indebtedness, and we may be unable to generate sufficient cash flow from operations, or have future borrowings available, to enable us to repay our indebtedness or to fund other liquidity needs. Among other consequences, this indebtedness could: Â Â â—require us to use a significant percentage of our cash flow from operations for debt service and the satisfaction of repayment obligations, and not for other purposes, such as funding working capital and capital expenditures or making future acquisitions; Â Â Â Â â—limit our flexibility in planning for or reacting to changes in our business and limit our ability to exploit future business opportunities; and Â Â Â Â â—cause us to be more highly leveraged than some of our competitors, which may place us at a competitive disadvantage. Â Our outstanding indebtedness is subject to certain operating and financial covenants that restrict our business and financing activities and may adversely affect our cash flow and our ability to operate our business. Â The CRG Term Loan Agreement requires us, as borrower, and the Guarantors to maintain compliance with certain operating and financial covenants, which provide that we and the Guarantors, among other things, may not, subject to certain exceptions: Â Â â—create, incur, assume or permit to exist any indebtedness, whether directly or indirectly; Â Â Â Â â—create, incur, assume or permit the existence of additional liens on our property or assets, or assign or sell any income or revenues (including accounts receivable) or rights in respect of any thereof; Â Â Â Â â—enter into any transaction of merger, amalgamation or consolidation or liquidate, wind up or dissolve itself (or suffer any liquidation or dissolution), or make certain acquisitions; Â Â Â Â â—engage to any material extent in any business other than the business engaged in on the date of closing or a business that constitutes a reasonable extension or expansion thereof; Â Â Â Â â—make, directly or indirectly, or permit to remain outstanding any investments; Â Â Â Â â—declare or make, or agree to pay or make, directly or indirectly, any restricted payments as described in the CRG Term Loan Agreement; Â Â Â Â â—make any payments in respect of any subordinated debt or certain other indebtedness incurred pursuant to the CRG Term Loan Agreement; Â Â Â Â â—sell, lease, license, transfer, or otherwise dispose of any of its property to any person in one transaction or series of transactions; Â 50 Â Â Â â—sell, lease, license or otherwise transfer any assets to, or purchase, lease, license or otherwise acquire any assets from, or otherwise engage in any other transactions with, any of its affiliates; Â Â Â Â â—directly or indirectly, enter into, incur or permit to exist any restrictive agreement; Â Â Â Â â—enter into any amendment to or modification of its organizational documents in a manner that would be materially adverse to the interests, or rights or remedies, of the Agent and the lenders; Â Â Â Â â—engage in sale-leasebacks; Â Â Â Â â—make any significant change in accounting treatment or reporting practices, except as required or permitted by GAAP; Â Â Â Â â—dispose of, whether by sale, contribution, investment or otherwise, any material intellectual property to any Guarantor that is not an obligor or to any joint venture; or Â Â Â Â â—contribute or otherwise invest any material intellectual property in any Guarantor that is not an obligor or to any joint venture. Â In addition, the CRG Term Loan Agreement requires us and the Guarantors in the aggregate to maintain: Â Â â—liquidity in an amount which shall exceed the greater of (i) $3.0 million and (ii) to the extent we have incurred certain permitted debt, the minimum cash balance, if any, required of us by the creditors of such permitted debt; and Â Â â—annual minimum revenue: (i) for the twelve-month period beginning on January 1, 2024 and ending on December 31, 2024, of at least $60.0 million, (ii) for the twelve-month period beginning on January 1, 2025 and ending on December 31, 2025, of at least $75.0 million, (iii) for the twelve-month period beginning on January 1, 2026 and ending on December 31, 2026, of at least $85.0 million, (iv) for the twelve-month period beginning on January 1, 2027 and ending on December 31, 2027, of at least $95.0 million and (v) during each twelve-month period beginning on January 1 of a given year thereafter, of at least $105.0 million. Â A breach of any of the covenants under our loan agreements, subject to certain cure periods, will result in an event of default, which could cause all of our outstanding indebtedness under the CRG Term Loan Agreement to become immediately due and payable, and a default interest rate of up to an additional 4.0% per annum may be applied to the outstanding loan balance. If our indebtedness is accelerated, we cannot be certain that we will have sufficient funds available to pay the accelerated indebtedness or that we will have the ability to refinance the accelerated indebtedness on terms favorable to us or at all. Â ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS Â There were no sales of unregistered securities during the quarter ended September 30, 2024 that were not previously reported on a Current Report on Form 8-K. Â ITEM 3. DEFAULTS UPON SENIOR SECURITIES Â None. Â ITEM 4. MINE SAFETY DISCLOSURES Â This item is not applicable. Â

ITEM 5. OTHER INFORMATION Â During the three months ended September 30, 2024, no director or officer (as defined in Rule 16a-1(f) of the Exchange Act) of the Company adopted, modified, or terminated any â€œRule 10b5-1 trading arrangementâ€ or â€œnon-Rule 10b5-1 trading arrangementâ€ (in each case, as defined in Item 408(a) of Regulation S-K). Â 51 Â Â ITEM 6. EXHIBITS Â The exhibits listed below are filed as part of this report or incorporated herein by reference. Â Exhibit No. Â Description Â Â Â 2.1# Â Asset Purchase Agreement, dated July 14, 2021, by and between Sanara MedTech Inc., as Purchaser, and Rochal Industries, LLC, as Seller (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Current Report on Form 8-K filed on July 19, 2021). Â Â Â 2.2# Â Agreement and Plan of Merger, dated April 1, 2022, by and among Sanara MedTech Inc., United Wound and Skin Solutions, LLC, Precision Healing Inc., PH Merger Sub I, Inc., PH Merger Sub II, LLC and Furneaux Capital Holdco, LLC (d/b/a BlueIO) (incorporated by reference to Exhibit 2.1 to the Companyâ€™s Current Report on Form 8-K filed on April 4, 2022). Â Â Â 2.3# Â Membership Interest Purchase Agreement, dated July 1, 2022, by and among Sanara MedTech Inc., Scendia Biologics, LLC and Ryan Phillips (incorporated by reference to Exhibit 2.1 to the Companyâ€™s Current Report on Form 8-K filed on July 5, 2022). Â Â Â 2.4# Â Asset Purchase Agreement, dated August 1, 2023, by and among Sanara MedTech Inc., Sanara MedTech Applied Technologies, LLC, The Hymed Group Corporation, Applied Nutritionals, LLC and Dr. George D. Petito (incorporated by reference to Exhibit 2.1 to the Companyâ€™s Current Report on Form 8-K filed on August 2, 2023). Â Â Â 3.1 Â Amended and Restated Certificate of Formation of Sanara MedTech Inc. (incorporated by reference to Exhibit 3.1 to the Companyâ€™s current Report on Form 8-K filed on June 17, 2024). Â Â Â 3.2 Â Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Companyâ€™s Current Report on Form 8-K filed on March 22, 2024). Â Â Â 10.1â€ Â First Amendment to Consulting Agreement, dated July 13, 2024, by and between Sanara MedTech Inc. and Ann Beal Salamone (incorporated by reference to Exhibit 10.7 to the Companyâ€™s Quarterly Report on Form 10-Q filed on August 12, 2024). Â Â Â 10.2â€ Â Employment Agreement, effective September 1, 2024, by and between Sanara MedTech Inc. and Ronald T. Nixon (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Current Report on Form 8-K filed on September 23, 2024). Â 31.1* Â Certification of Principal Executive Officer in accordance with 18 U.S.C. Section 1350, as adopted by Section 302 of the Sarbanes-Oxley Act of 2002. Â Â Â 31.2* Â Certification of Principal Financial Officer in accordance with 18 U.S.C. Section 1350, as adopted by Section 302 of the Sarbanes-Oxley Act of 2002. Â Â Â 32.1** Â Certification of Principal Executive Officer in accordance with 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002. Â Â Â 32.2** Â Certification of Principal Financial Officer in accordance with 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002. Â Â Â 101.INS Â Inline XBRL Instance Document. 101.SCH Â Inline XBRL Taxonomy Extension Schema Document. 101.CAL Â Inline XBRL Taxonomy Extension Calculation Linkbase Document. 101.DEF Â Inline XBRL Taxonomy Extension Definition Linkbase Document. 101.LAB Â Inline XBRL Taxonomy Extension Label Linkbase Document. 101.PRE Â Inline XBRL Taxonomy Extension Presentation Linkbase Document. 104 Â Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101). Â * Filed herewith. Â # Certain schedules and exhibits to this agreement have been omitted pursuant to Item 601(a)(5) of Regulation S-K. A copy of any omitted schedule or exhibit will be furnished supplementally to the Securities and Exchange Commission or its staff upon request. If indicated on the first page of such agreement, certain confidential information has been excluded pursuant to Item 601(b)(2)(ii) of Regulation S-K. Such excluded information is not material and is the type that the Company treats as private or confidential. Â ** The certifications attached as Exhibit 32.1 and Exhibit 32.2 are not deemed â€œfiledâ€ with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Sanara MedTech Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing. Â â€ Identifies a management contract or compensatory plan. Â 52 Â Â SIGNATURES Â Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. Â Â SANARA MEDTECH INC. Â Â Â November 12, 2024 By: /s/ Michael D. McNeil Â Â Michael D. McNeil Â Â Chief Financial Officer Â Â (Principal Financial Officer and duly authorized officer) Â 53 Â EX-31.1 2 ex31-1.htm Â EXHIBIT 31.1 Â CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER IN ACCORDANCE WITH 18 U.S.C. SECTION 1350, AS ADOPTED BY SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 Â I, Ronald T. Nixon, certify that: Â 1. I have reviewed this Quarterly Report on Form 10-Q of Sanara MedTech Inc. for the period ended September 30, 2024; Â Â 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; Â Â 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; Â Â 4. The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: Â (a) Â 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; Â Â Â (b) Â 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; Â Â Â (c) Â Evaluated the effectiveness of the registrantâ€™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 Â Â Â (d) Â Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and Â 5. The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): Â (a) Â All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and Â Â Â (b) Â Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Date: November 12, 2024 Â /s/ Ronald T. Nixon Â Ronald T. Nixon, Chief Executive Officer Â Â Â Â EX-31.2 3 ex31-2.htm Â EXHIBIT 31.2 Â CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER IN ACCORDANCE WITH 18 U.S.C. SECTION 1350, AS ADOPTED BY SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 Â I, Michael D. McNeil, certify that: Â 1. I have reviewed this Quarterly Report on Form 10-Q of Sanara MedTech Inc. for the period ended September 30, 2024; Â Â 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; Â Â 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; Â Â 4. The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: Â (a) Â 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; Â Â Â (b) Â 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; Â Â Â (c) Â Evaluated the effectiveness of the registrantâ€™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 Â Â Â (d) Â Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and Â 5. The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): Â (a) Â All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and Â Â Â (b) Â Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Date: November 12, 2024 Â /s/ Michael D. McNeil Â Michael D. McNeil, Chief Financial Officer Â Â Â Â EX-32.1 4 ex32-1.htm Â EXHIBIT 32.1 Â CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER IN ACCORDANCE WITH 18 U.S.C. SECTION 1350, AS ADOPTED BY SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 Â In connection with the Quarterly Report on Form 10-Q of Sanara MedTech Inc. (the â€œCompanyâ€) for the period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Ronald T. Nixon, in my capacity as Chief Executive Officer of the Company and not in my individual capacity, certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge: Â Â (1) The Report fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and Â (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Report. Â November 12, 2024 Â /s/ Ronald T. Nixon Â Ronald T. Nixon, Chief Executive Officer Â Â The foregoing certification is being furnished as an exhibit to the Report pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and, accordingly, is not being filed as part of the Report for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing. Â Â Â EX-32.2 5 ex32-2.htm Â EXHIBIT 32.2 Â CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER IN ACCORDANCE WITH 18 U.S.C. SECTION 1350, AS ADOPTED BY SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 Â In connection with the Quarterly Report on Form 10-Q of Sanara MedTech Inc. (the â€œCompanyâ€) for the period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Michael D. McNeil, in my capacity as Chief Financial Officer of the Company and not in my individual capacity, certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge: Â Â (1) The Report fully complies with the requirements of section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and Â (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Report. Â November 12, 2024 Â /s/ Michael D. McNeil Â Michael D. McNeil, Chief Financial Officer Â Â The foregoing certification is being furnished as an exhibit to the Report pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code) and, accordingly, is not being filed as part of the Report for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing. Â Â Â EX-101.SCH 6 smti-20240930.xsd XBRL SCHEMA FILE 00000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 00000002 - Statement - Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 00000003 - Statement - Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 00000004 - Statement - Consolidated Statements of Operations (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000005 - Statement - Consolidated Statements of Changes in Shareholders' Equity (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000006 - Statement - Consolidated Statements of Cash Flows (Unaudited) link:presentationLink link:calculationLink link:definitionLink 995612 - Disclosure - NATURE OF BUSINESS AND BACKGROUND link:presentationLink link:calculationLink link:definitionLink 995613 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES link:presentationLink link:calculationLink link:definitionLink 995614 - Disclosure - APPLIED ASSET PURCHASE link:presentationLink link:calculationLink link:definitionLink 995615 - Disclosure - CONVERTIBLE LOAN RECEIVABLE link:presentationLink link:calculationLink link:definitionLink 995616 - Disclosure - GOODWILL AND INTANGIBLES, NET link:presentationLink link:calculationLink link:definitionLink 995617 - Disclosure - INVESTMENTS IN EQUITY SECURITIES link:presentationLink link:calculationLink link:definitionLink 995618 - Disclosure - OPERATING LEASES link:presentationLink link:calculationLink link:definitionLink 995619 - Disclosure - DEBT AND CREDIT FACILITIES link:presentationLink link:calculationLink link:definitionLink 995620 - Disclosure - COMMITMENTS AND CONTINGENCIES link:presentationLink link:calculationLink link:definitionLink 995621 - Disclosure - SHAREHOLDERSâ€™ EQUITY link:presentationLink link:calculationLink link:definitionLink 995622 - Disclosure - RELATED PARTIES link:presentationLink link:calculationLink link:definitionLink 995623 - Disclosure - SEGMENT REPORTING link:presentationLink link:calculationLink link:definitionLink 995624 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Policies) link:presentationLink link:calculationLink link:definitionLink 995625 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Tables) link:presentationLink link:calculationLink link:definitionLink 995626 - Disclosure - APPLIED ASSET PURCHASE (Tables) link:presentationLink link:calculationLink link:definitionLink 995627 - Disclosure - GOODWILL AND INTANGIBLES, NET (Tables) link:presentationLink link:calculationLink link:definitionLink 995628 - Disclosure - INVESTMENTS IN EQUITY SECURITIES (Tables) link:presentationLink link:calculationLink link:definitionLink 995629 - Disclosure - OPERATING LEASES (Tables) link:presentationLink link:calculationLink link:definitionLink 995630 - Disclosure - DEBT AND CREDIT FACILITIES (Tables) link:presentationLink link:calculationLink link:definitionLink 995631 - Disclosure - SHAREHOLDERSâ€™ EQUITY (Tables) link:presentationLink link:calculationLink link:definitionLink 995632 - 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SCHEDULE OF ASSET PURCHASE CONSIDERATIONS (Details) link:presentationLink link:calculationLink link:definitionLink 995640 - Disclosure - SCHEDULE OF PURCHASE CONSIDERATION ON FAIR VALUE OF ASSETS ACQUIRED (Details) link:presentationLink link:calculationLink link:definitionLink 995641 - Disclosure - APPLIED ASSET PURCHASE (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995642 - Disclosure - CONVERTIBLE LOAN RECEIVABLE (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995643 - Disclosure - SCHEDULE OF CHANGES IN CARRYING AMOUNT OF GOODWILL (Details) link:presentationLink link:calculationLink link:definitionLink 995644 - Disclosure - SCHEDULE OF CARRYING VALUE OF INTANGIBLE ASSETS (Details) link:presentationLink link:calculationLink link:definitionLink 995645 - Disclosure - SCHEDULE OF FUTURE AMORTIZATION EXPENSE (Details) link:presentationLink link:calculationLink link:definitionLink 995646 - Disclosure - GOODWILL AND INTANGIBLES, NET (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995647 - 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[Member] Class of Stock [Axis] Series B-2 Preferred Shares [Member] Investment, Name [Axis] Class A Preferred Shares [Member] Pixalere Healthcare Inc. [Member] Pixalere Healthcare USA LLC [Member] Common Units [Member] ChemoMouthpiece, LLC [Member] Office Space One [Member] Office Space Two [Member] Office Space Three [Member] CRG Term Loan Agreement [Member] Debt Instrument [Axis] Back-end Fee [Member] Cadence Term Loan Agreement [Member] CRG Term Loan [Member] Cadence Term Loan [Member] Paid-in-kind Interest [Member] Sub License Agreement [Member] Statement of Income Location, Balance [Axis] Cost of Sales [Member] BIAKOS License Agreement [Member] Rochal Industries LLC [Member] Scenario [Axis] Forecast [Member] BIAKOS Agreement [Member] ABF License Agreement [Member] Product and Service, Other [Member] Rochal [Member] Debrider License Agreement [Member] Precision Healing Merger Agreement [Member] Accredited Investors [Member] Warrant One [Member] Scendia Purchase Agreement [Member] Services Agreement [Member] License Agreement [Member] Research and Development Arrangement, Contract to Perform for Others, Type [Axis] Royalty Agreement Terms [Member] Plan Name [Axis] 2024 Omnibus Long-Term Incentive Plan [Member] Sales Agreement [Member] Cantor Fitzgerald & Co [Member] Award Type [Axis] Restricted Stock Units (RSUs) [Member] CellerateRx Sublicense Agreement [Member] Consulting Agreement [Member] Ms Salamone [Member] Segments [Axis] Sanara Surgical [Member] THP [Member] Cover [Abstract] Document Type Amendment Flag Amendment Description Document Registration Statement Document Annual Report Document Quarterly Report Document Transition Report Document Shell Company Report Document Shell Company Event Date Document Period Start Date Document Period End Date Document Fiscal Period Focus Document Fiscal Year Focus Current Fiscal Year End Date Entity File Number Entity Registrant Name Entity Central Index Key Entity Primary SIC Number Entity Tax Identification Number Entity Incorporation, State or Country Code Entity Address, Address Line One Entity Address, Address Line Two Entity Address, Address Line Three Entity Address, City or Town Entity Address, State or Province Entity Address, Country Entity Address, Postal Zip Code Country Region City Area Code Local Phone Number Extension Written Communications Soliciting Material Pre-commencement Tender Offer Pre-commencement Issuer Tender Offer Title of 12(b) Security No Trading Symbol Flag Trading Symbol Security Exchange Name Title of 12(g) Security Security Reporting Obligation Annual Information Form Audited Annual Financial Statements Entity Well-known Seasoned Issuer Entity Voluntary Filers Entity Current Reporting Status Entity Interactive Data Current Entity Filer Category Entity Small Business Entity Emerging Growth Company Elected Not To Use the Extended Transition Period Document Accounting Standard Other Reporting Standard Item Number Entity Shell Company Entity Public Float Entity Bankruptcy Proceedings, Reporting Current Entity Common Stock, Shares Outstanding Documents Incorporated by Reference [Text Block] Entity Listing, Par Value Per Share Defined Benefit Plan [Table] Defined Benefit Plan Disclosure [Line Items] Assets Current assets Cash Accounts receivable Royalty receivable Inventory, net Convertible loan receivable Prepaid and other assets Total current assets Long-term assets Intangible assets, net Goodwill Investment in equity securities Right of use assets â€“ operating leases Property and equipment, net Total long-term assets Total assets Liabilities and shareholdersâ€™ equity Current liabilities Accounts payable Accrued bonuses and commissions Accrued royalties and expenses Earnout liabilities â€“ current Current portion of debt Operating lease liabilities â€“ current Total current liabilities Long-term liabilities Long-term debt, net of current portion Earnout liabilities â€“ long-term Operating lease liabilities â€“ long-term Other long-term liabilities Total long-term liabilities Total liabilities Commitments and contingencies (Note 9) Shareholdersâ€™ equity Common Stock: $0.001 par value, 20,000,000 shares authorized; 8,743,174 issued and outstanding as of September 30, 2024 and 8,535,239 issued and outstanding as of December 31, 2023 Additional paid-in capital Accumulated deficit Total Sanara MedTech shareholdersâ€™ equity Equity attributable to noncontrolling interest Total shareholdersâ€™ equity Total liabilities and shareholdersâ€™ equity Statement of Financial Position [Abstract] Common stock, par value Common stock, shares authorized Common stock, shares issued Common stock, shares outstanding Income Statement [Abstract] Net Revenue Cost of goods sold Gross profit Operating expenses Selling, general and administrative expenses Research and development Depreciation and amortization Change in fair value of earnout liabilities Total operating expenses Operating loss Other expense Interest expense Share of losses from equity method investment Total other expense Net loss Less: Net loss attributable to noncontrolling interest Net loss attributable to Sanara MedTech shareholders Net loss per share of common stock, basic Net loss per share of common stock, diluted Weighted average number of common shares outstanding, basic Weighted average number of common shares outstanding, diluted Statement [Table] Statement [Line Items] Balance Balance, shares Share-based compensation Share-based compensation, shares Net settlement and retirement of equity-based awards Net settlement and retirement of equity-based awards, shares Issuance of common stock in equity offering Issuance of common stock in equity offering, shares Net loss Issuance of common stock for acquisitions Issuance of common stock for acquisitions, shares Balance Balance, shares Statement of Cash Flows [Abstract] Cash flows from operating activities: Adjustments to reconcile net loss to net cash used in operating activities: Credit loss expense Inventory obsolescence Share-based compensation Noncash lease expense Share of losses from equity method investment Back-end fee Paid-in-kind interest Accretion of finance liabilities Amortization and write-off of debt issuance costs Changes in operating assets and liabilities: Accounts receivable, net Accounts receivable â€“ related parties Inventory, net Prepaid and other assets Accounts payable Accounts payable â€“ related parties Accrued royalties and expenses Accrued bonuses and commissions Operating lease liabilities Net cash used in operating activities Cash flows from investing activities: Purchases of property and equipment Proceeds from disposal of property and equipment Investment in equity securities Advancement on convertible loan receivable Acquisitions, net of cash acquired Net cash used in investing activities Cash flows from financing activities: Loan proceeds, net Pay off line of credit Equity offering net proceeds (expenses) Net settlement of equity-based awards Cash payment of finance and earnout liabilities Net cash provided by financing activities Net increase (decrease) in cash Cash, beginning of period Cash, end of period Cash paid during the period for: Interest Supplemental noncash investing and financing activities: Right of use assets obtained in exchange for lease obligations Equity issued for acquisitions Earnout and other liabilities generated by acquisitions Pay vs Performance Disclosure [Table] Executive Category [Axis] Individual [Axis] Adjustment to Compensation [Axis] Measure [Axis] Pay vs Performance Disclosure, Table Company Selected Measure Name Named Executive Officers, Footnote Peer Group Issuers, Footnote Changed Peer Group, Footnote PEO Total Compensation Amount PEO Actually Paid Compensation Amount Adjustment To PEO Compensation, Footnote Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Compensation Actually Paid Amount Adjustment to Non-PEO NEO Compensation Footnote Equity Valuation Assumption Difference, Footnote Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Company Selected Measure Total Shareholder Return Vs Peer Group Compensation Actually Paid vs. Other Measure Tabular List, Table Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Net Income (Loss) Company Selected Measure Amount Other Performance Measure, Amount Adjustment to Compensation, Amount PEO Name Name Non-GAAP Measure Description Additional 402(v) Disclosure Pension Benefits Adjustments, Footnote Erroneously Awarded Compensation Recovery [Table] Restatement Determination Date [Axis] Restatement Determination Date Aggregate Erroneous Compensation Amount Erroneous Compensation Analysis Stock Price or TSR Estimation Method Outstanding Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Not Yet Determined Name Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery, Explanation of Impracticability Name Compensation Amount Restatement does not require Recovery Awards Close in Time to MNPI Disclosures [Table] Award Timing MNPI Disclosure Award Timing Method Award Timing Predetermined Award Timing MNPI Considered Award Timing, How MNPI Considered MNPI Disclosure Timed for Compensation Value Awards Close in Time to MNPI Disclosures, Table Name Underlying Securities Exercise Price Fair Value as of Grant Date Underlying Security Market Price Change Insider Trading Arrangements [Line Items] Material Terms of Trading Arrangement Name Title Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted Adoption Date Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated Termination Date Expiration Date Arrangement Duration Rule 10b5-1 Arrangement Modified Non-Rule 10b5-1 Arrangement Modified Insider Trading Policies and Procedures [Line Items] Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Not Adopted Organization, Consolidation and Presentation of Financial Statements [Abstract] NATURE OF BUSINESS AND BACKGROUND Accounting Policies [Abstract] SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] APPLIED ASSET PURCHASE Receivables [Abstract] CONVERTIBLE LOAN RECEIVABLE Goodwill and Intangible Assets Disclosure [Abstract] GOODWILL AND INTANGIBLES, NET Schedule of Investments [Abstract] INVESTMENTS IN EQUITY SECURITIES Operating Leases OPERATING LEASES Debt Disclosure [Abstract] DEBT AND CREDIT FACILITIES Commitments and Contingencies Disclosure [Abstract] COMMITMENTS AND CONTINGENCIES Equity [Abstract] SHAREHOLDERSâ€™ EQUITY Related Party Transactions [Abstract] RELATED PARTIES Segment Reporting [Abstract] SEGMENT REPORTING Principles of Consolidation and Basis of Presentation Use of Estimates Cash and Cash Equivalents Income/Loss Per Share Revenue Recognition Accounts Receivable Allowances Inventories Property and Equipment Internal Use Software Goodwill Intangible Assets Impairment of Long-Lived Assets Investments in Equity Securities Fair Value Measurement Income Taxes Share-based Compensation Research and Development Costs Recently Adopted Accounting Pronouncements Recently Issued Accounting Pronouncements SCHEDULE OF COMPUTATION OF DILUTED NET LOSS PER SHARE SCHEDULE OF REVENUE FROM PRODUCT SALES AND ROYALTIES SCHEDULE OF PROPERTY AND EQUIPMENT SCHEDULE OF CHANGES IN FAIR VALUE FOR CONTINGENT EARNOUT CONSIDERATION Collaborative Arrangement and Arrangement Other than Collaborative [Table] Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] SCHEDULE OF ASSET PURCHASE CONSIDERATIONS SCHEDULE OF PURCHASE CONSIDERATION ON FAIR VALUE OF ASSETS ACQUIRED SCHEDULE OF CHANGES IN CARRYING AMOUNT OF GOODWILL SCHEDULE OF CARRYING VALUE OF INTANGIBLE ASSETS SCHEDULE OF FUTURE AMORTIZATION EXPENSE SCHEDULE OF INVESTMENTS SCHEDULE OF LOSS FROM EQUITY METHOD INVESTMENT SCHEDULE OF OPERATING LEASE LIABILITY SCHEDULE OF LONG-TERM DEBT SCHEDULE OF MATURITIES OUTSTANDING SUMMARY OF RESTRICTED STOCK ACTIVITY SCHEDULE OF STOCK OPTION ACTIVITY SCHEDULE OF WARRANTS TO PURCHASE COMMON STOCK SCHEDULE OF OPERATIONS, ASSETS AND CAPITAL EXPENDITURES FOR OUR BUSINESS SEGMENTS SCHEDULE OF RECONCILIATION OF NET INCOME (LOSS) TO SEGMENT EBITDA FOR REPORTABLE SEGMENTS Number of operating segment Number of reportable segment Antidilutive Security, Excluded EPS Calculation [Table] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Anti-dilutive securities Nature of Operation, Product Information, Concentration of Risk [Table] Product Information [Line Items] Total Net Revenue Property, Plant and Equipment [Table] Property, Plant and Equipment [Line Items] Property and equipment, gross Useful life Less accumulated depreciation Property and equipment, net Balance at December 31, 2023 Change in fair value of earnout liabilities Revaluation of earnout liability Balance at September 30, 2024 Allowance for credit losses Allowance for customer rebates and deductions Inventory obsolescence expense Allowance for obsolete and slow-moving inventory Estimated useful lives Depreciation expense Software, estimated useful life Impairment of goodwill Impairment of long-lived assets Cash Closing Consideration Fair value of Stock Closing Consideration Equity Shares Fair value of Installment Payments Cash paid for inventory Fair value of Petito Services Agreement defined payments Fair value of Petito Services Agreement contingent consideration Direct transaction costs Total purchase consideration Schedule of Business Acquisitions, by Acquisition [Table] Business Acquisition [Line Items] Inventory Equipment Intellectual property Net assets acquired Schedule of Business Acquisitions by Acquisition, Contingent Consideration [Table] Business Acquisition, Contingent Consideration [Line Items] Assets purchase price Cash consideration paid Shares issued as consideration Value of shares issued as consideration Installment payable Payment of installment Earnout payable Purchase agreement description Financing Receivable, Modified [Table] Financing Receivable, Modified [Line Items] Accounts and Financing Receivable, after Allowance for Credit Loss, Current Extended maturity date Loans Receivable, Basis Spread on Variable Rate Other Receivables, Net, Current Balance Acquisitions Balance Intangible Asset, Finite-Lived [Table] Finite-Lived Intangible Assets [Line Items] Cost Accumulated amortization Net Remainder of 2024 2025 2026 2027 2028 2029 Thereafter Total Weighted-average amortization period Amortization of intangible assets Equity method investment Economic interest Cost method investment Total Investments Loss from equity method investment Long term investments Number of shares purchased Ownership interest Purchase of shares, value Investments Conversion rate Ownership value Schedule Of Operating Lease Liability Remainder of 2024 2025 2026 2027 2028 2029 Thereafter Total lease payments Less imputed interest Present Value of Lease Liabilities Remaining lease term Operating lease right of use assets Operating lease liability Operating lease expense Operating lease payments Weighted average remaining lease term Weighted average discount rate Short-Term Debt [Table] Short-Term Debt [Line Items] Debt Less: unamortized debt issuance costs Debt, net of debt issuance costs Less: Current portion of debt Remainder of 2024 2026 2027 2028 Thereafter Total debt Secured term loan Loans borrowed Remaining amount available for borrowing Borrowing capacity description Proceeds from loans used for investment Debt maturity date Interest rate per annum Incremental increase during an event of default Cash paid percentage Paid-in-kind and aggregate principal loan amount, percentage Debt upfront fee percentage Debt instrument back-end fee percentage Interest paid Interest paid-in-kind Interest expense related to back-end fee Debt instrument rate description Minimum cash balance Annual minimum revenue, year one Annual minimum revenue, year two Annual minimum revenue, year three Annual minimum revenue, year four Annual minimum revenue, year five Principal amount Loan percentage used for acquisition Loan bank advance Bank, interest rate Interest rate on advances Interest expense Debt issuance costs Increase in debt issuance costs Unamortized debt issuance costs Amortization expense of debt issuance costs Write-off of debt issuance costs Loss Contingencies [Table] Loss Contingencies [Line Items] License agreement and royalties description Payment for additional royalties Royalty percentage Annual royalty Increase in royalty annual percentage Cash Payment of cash Payment for additional royalties Cash consideration Issuance of shares Payment in cash Share price Options to acquire shares Weighted exercise price Warrants to purchase shares Exercise price Expiration date Contingent consideration payments receivable Acquisition consideration transferred Issuance of common stock for purchase of assets Number of shares withheld Earnout consideration Number of shares issuable Earnout payment Outstanding units percentage Royalty expense percentage Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Non-vested shares, beginning Weighted average grant date fair value, beginning Granted Weighted average grant date fair value, granted Vested Weighted average grant date fair value, vested Forfeited Weighted average grant date fair value, forfeited Non-vested shares, ending Weighted average grant date fair value, ending Options outstanding, beginning Weighted average exercise price outstanding, beginning Options, Granted or assumed Weighted average exercise price, Granted or assumed Options, Exercised Weighted average exercise price, Exercised Options, Forfeited Weighted average exercise price, Forfeited Options, Expired Weighted average exercise price, Expired Options outstanding, ending Weighted average exercise price outstanding, ending Weighted average remaining contract life outstanding Aggregate intrinsic value, ending Options exercisable,

ending Weighted average exercise price exercisable, ending Weighted average remaining contract life exercisable Aggregate intrinsic value, exercisable Number of warrants outstanding, beginning Weighted average exercise price outstanding, beginning Number of warrants, granted Weighted average exercise price, granted Number of warrants, exercised Weighted average exercise price, exercised Number of warrants, forfeited Weighted average exercise price, forfeited Number of warrants, expired Weighted average exercise price, expired Number of warrants outstanding, ending Weighted average exercise price outstanding, ending Weighted average remaining contract life outstanding Number of warrants exercisable, ending Weighted average exercise price, exercisable, ending Weighted average remaining contract life exercisable, ending Accumulated Other Comprehensive Income (Loss) [Table] Accumulated Other Comprehensive Income (Loss) [Line Items] Maximum number of shares available for grant Number of shares issued Number of shares available for issuance Accredited investors shares Payment of contingent consideration Purchase price Cash consideration Number of shares Sale of stock, consideration received on transaction Percentage of commissions payable to sales agent Sale of stock Number of shares issued, value Net proceeds Restricted stock awards granted and issued Restricted stock awards granted and issued, fair value Share-based compensation expense Unrecognized share-based compensation expense Unrecognized share-based compensation expense period for recognition Related Party Transaction [Table] Related Party Transaction [Line Items] Net sale Consulting fee Cost and expenses related party Schedule of Segment Reporting Information, by Segment [Table] Segment Reporting Information [Line Items] Net revenue Gross profit (loss) Interest expense Net income (loss) Segment EBITDA Segment assets (at period end) Expenditures for long-lived assets Net Income (Loss) Noncash share-based compensation Change in fair value of earnout liabilities Share ofÂ losses from equity method investment Executive separation costs Acquisition costs Share based compensation related to executive separation costs Royalty receivable. Change in fair value of deferred and earnout liabilities Stock issued during period value for net settlement and retirement of equity based awards. Stock issued during period shares for net settlement and retirement of equity based awards. Backend fee. Accretion of finance liabilities. Amortization and write-off of debt issuance costs. Increase decrease in accounts payable related party. Office Space One [Member] Office Space Two [Member] Office Space Three [Member] Internal Use Software [Member] Business combination contingent consideration arrangements change in amount of contingent consideration revaluation of earnout liability. Recently Adopted Accounting Pronouncements [Policy Text Block] Cash Closing Consideration [Member] Stock Closing Consideration [Member] Purchase agreement description. Asset acquisition consideration transferred fair value of installment payments Asset acquisition consideration transferred cash paid for inventory Asset acquisition consideration transferred fair value of petito services defined payments Business combination recognized identifiable assets acquired and liabilities assumed intellectual property. CRG Term Loan Agreement [Member] Customer Relationships and Other [Member] Amortizable Intangible Assets [Member] Series B-2 Preferred Shares [Member] Cash paid percentage. Back-end fee that is added to the outstanding principal balance. Annual minimum revenue year one. Annual minimum revenue year two. Annual minimum revenue year three. Annual minimum revenue year four. Annual minimum revenue year five. Class A Preferred Shares [Member] Pixalere Healthcare Inc. [Member] Common Units [Member] ChemoMouthpiece, LLC [Member] Equity Method Investments Economic Interest. Direct Dermatology Inc. [Member] License agreement and royalties description. Sub License Agreement [Member] Royalty percentage. BIAKOS License Agreement [Member] Rochal Industries LLC [Member] Payments for additional royalties. BIAKOS Agreement [Member] ABF License Agreement [Member] Rochal [Member] Debrider License Agreement [Member] Accredited Investors [Member] Services Agreement [Member] Outstanding units percentage. License Agreement [Member] Royalty expense percentage. Earnout payment. Sales Agreement [Member] Cantor Fitzgerald & Co [Member] Percentage of commissions payable to sales agent. Number of equity instruments other than options exercisable, including both vested and non-vested instruments. Weighted average price at which grantees can acquire the shares reserved for issuance under the warrant outstanding. Weighted average price at which grantees can acquire the shares reserved for issuance under the warrant granted Weighted average price at which grantees can acquire the shares reserved for issuance under the warrant exercised. Weighted average price at which grantees can acquire the shares reserved for issuance under the warrant forfeited. Weighted average price at which grantees can acquire the shares reserved for issuance under the warrant expirations. Weighted average price at which grantees can acquire the shares reserved for issuance under the warrant exercisable. Weighted average remaining contractual term for warrants awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Weighted average remaining contractual term for warrants awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. CellerateRx Sublicense Agreement [Member] Consulting Agreement [Member] Ms Salamone [Member] Sanara Surgical [Member] THP [Member] Earnings before interest taxes depreciation and amortization. Executive separation costs. Rule 10b51 Arr Modified Flag. NonRule 10b51 Arr Modified Flag. Increase decrease in accrued bonuses and commissions. Increase decrease in accrued royalties and expenses. Cash payment of finance and earnout liabilities. Applied Asset Purchase Agreement [Member] Earnout payable. Pixalere Healthcare USA LLC [Member] CRG Term Loan [Member] Paid-in-kind Interest [Member] Long term debt maturities repayments of principal after year four. Cadence Term Loan [Member] Increase in debt issuance costs. Cadence Term Loan Agreement [Member] Debt instrument upfront fee percentage. Debt instrument back end fee percentage. Increase in royalty annual percentage. Scendia Purchase Agreement [Member] Precision Healing Merger Agreement [Member] Warrant One [Member] Soft Tissue Repair Products [Member] Bone Fusion Products [Member] Unvested Restricted Stock [Member] 2024 Omnibus Long-Term Incentive Plan [Member] Extended debt instrument maturity date. Interest on loans receivable. Percentage of the loan proceeds that were used for the acquisition. Gross cash received from the term loan amount. Minimum cash balance value. Assets, Current Assets, Noncurrent Assets [Default Label] Liabilities, Current Liabilities, Noncurrent Liabilities Equity, Attributable to Parent Equity, Including Portion Attributable to Noncontrolling Interest Liabilities and Equity ChangeInFairValueOfDeferredAndEarnoutLiabilities Operating Expenses Operating Income (Loss) Other Nonoperating Income (Expense) Shares, Outstanding Increase (Decrease) in Accounts Receivable Increase (Decrease) in Accounts Receivable, Related Parties Increase (Decrease) in Inventories Increase (Decrease) in Prepaid Expense and Other Assets Increase (Decrease) in Accounts Payable IncreaseDecreaseInAccruedRoyaltiesAndExpenses IncreaseDecreaseInAccruedBonusesAndCommissions Net Cash Provided by (Used in) Operating Activities Payments to Acquire Property, Plant, and Equipment Payments to Acquire Equity Method Investments Payments to Acquire Loans Receivable Payments to Acquire Businesses, Net of Cash Acquired Net Cash Provided by (Used in) Investing Activities Repayments of Lines of Credit CashPaymentOfFinanceAndEarnoutLiabilities Net Cash Provided by (Used in) Financing Activities Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Forgone Recovery, Individual Name Outstanding Recovery, Individual Name Awards Close in Time to MNPI Disclosures, Individual Name Trading Arrangement, Individual Name Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Business Combination, Contingent Consideration, Liability Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net Finite-Lived Intangible Assets, Net Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year Lessee, Operating Lease, Liability, to be Paid, Year One Lessee, Operating Lease, Liability, to be Paid, Year Two Lessee, Operating Lease, Liability, to be Paid, Year Three Lessee, Operating Lease, Liability, to be Paid, Year Four Lessee, Operating Lease, Liability, to be Paid, Year Five Lessee, Operating Lease, Liability, to be Paid, after Year Five Lessee, Operating Lease, Liability, to be Paid Lessee, Operating Lease, Liability, Undiscounted Excess Amount Long-Term Debt Long-Term Debt, Maturity, Remainder of Fiscal Year Long-Term Debt, Maturity, Year One Long-Term Debt, Maturity, Year Three Long-Term Debt, Maturity, Year Four LongTermDebtMaturitiesRepaymentsOfPrincipalAfterYearFour Cash [Default Label] PaymentsForAdditionalRoyalties Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding, Number ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingWeightedAverageExercisePrice SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsEquityInstrumentsOutstandingWeightedAverageRemainingContractualTerm2 ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisableNumber ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisableWeightedAverageExercisePrice Liabilities, Fair Value Adjustment EX-101.PRE 10 smti-20240930_pre.xml XBRL PRESENTATION FILE XML 12 R1.htm IDEA: XBRL DOCUMENT v3.24.3 Cover - $ / shares 9 Months Ended Sep. 30, 2024 Nov. 08, 2024 Cover [Abstract] Â Â Document Type 10-Q Â Amendment Flag false Â Document Quarterly Report true Â Document Transition Report false Â Document Period End Date Sep. 30, 2024 Â Document Fiscal Period Focus Q3 Â Document Fiscal Year Focus 2024 Â Current Fiscal Year End Date --12-31 Â Entity File Number 001-39678 Â Entity Registrant Name SANARA MEDTECH INC. Â Entity Central Index Key 0000714256 Â Entity Tax Identification Number 59-2219994 Â Entity Incorporation, State or Country Code TX Â Entity Address, Address Line One 1200 Summit Ave Â Entity Address, Address Line Two Suite 414 Â Entity Address, City or Town Fort Worth Â Entity Address, State or Province TX Â Entity Address, Postal Zip Code 76102 Â City Area Code (817) Â Local Phone Number 529-2300 Â Title of 12(b) Security Common Stock, $0.001 par value Â Trading Symbol SMTI Â Security Exchange Name NASDAQ Â Entity Current Reporting Status Yes Â Entity Interactive Data Current Yes Â Entity Filer Category Non-accelerated Filer Â Entity Small Business true Â Entity Emerging Growth Company false Â Entity Shell Company false Â Entity Common Stock, Shares Outstanding Â 8,741,161 Entity Listing, Par Value Per Share $ 0.001 Â X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCover page. + ReferencesNo definition available. + Details Name: dei_CoverAbstract Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 2 such as Street or Suite number + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine2 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe par value per share of security quoted in same currency as Trading currency. Example: '0.01'. + ReferencesNo definition available. + Details Name:

dei_EntityListingParValuePerShare Namespace Prefix: dei_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei_Security12bTitle Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration XML 13 R2.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Balance Sheets - USD ($) Sep. 30, 2024 Dec. 31, 2023 Current assets Â Â Cash $ 16,277,189 $ 5,147,216 Royalty receivable 49,344 Inventory, net 3,008,349 4,717,533 Convertible loan receivable 1,079,411 Prepaid and other assets 429,428 608,411 Total current assets 31,908,408 19,005,869 Long-term assets Â Â Intangible assets, net 42,029,142 44,926,061 Goodwill 3,601,781 3,601,781 Investment in equity securities 8,321,412 3,084,278 Right of use assets â€“ operating leases 1,688,963 1,995,204 Property and equipment, net 995,770 1,257,956 Total long-term assets 56,637,068 54,865,280 Total assets 88,545,476 [1] 73,871,149 Current liabilities Â Â Accrued bonuses and commissions 8,256,801 7,676,770 Accrued royalties and expenses 2,285,374 2,047,678 Earnout liabilities â€“ current 1,906,550 1,100,000 Current portion of debt 580,357 Operating lease liabilities â€“ current 439,129 361,185 Total current liabilities 14,339,827 13,767,877 Long-term liabilities Â Â Long-term debt, net of current portion 30,076,715 9,113,123 Earnout liabilities â€“ long-term 2,006,000 2,723,001 Operating lease liabilities â€“ long-term 1,407,164 1,737,445 Other long-term liabilities 1,261,495 1,941,686 Total long-term liabilities 34,751,374 15,515,255 Total liabilities 49,091,201 29,283,132 Commitments and contingencies (Note 9) Shareholdersâ€™ equity Â Â Common Stock: $0.001 par value, 20,000,000 shares authorized; 8,743,174 issued and outstanding as of September 30, 2024 and 8,535,239 issued and outstanding as of December 31, 2023 8,743 8,535 Additional paid-in capital 76,021,528 72,860,556 Accumulated deficit (36,246,405) (28,036,814) Total Sanara MedTech shareholdersâ€™ equity 39,783,866 44,832,277 Equity attributable to noncontrolling interest (329,591) (244,260) Total shareholdersâ€™ equity 39,454,275 44,588,017 Total liabilities and shareholdersâ€™ equity 88,545,476 73,871,149 Nonrelated Party [Member] Â Â Current assets Â Â Accounts receivable 11,070,622 8,474,965 Current liabilities Â Â Accounts payable 1,301,362 1,924,082 Related Party [Member] Â Â Current assets Â Â Accounts receivable 43,409 8,400 Current liabilities Â Â Accounts payable $ 150,611 $ 77,805 [1] - Segment assets for 2023 represent assets as of December 31, 2023. X - DefinitionRoyalty receivable. + ReferencesNo definition available. + Details Name: SMTI_RoyaltyReceivable Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred through that date and payable for royalties. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 8 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-8 + Details Name: us-gaap_AccruedRoyaltiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred through that date and payable for sales commissions. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 8 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-8 + Details Name: us-gaap_AccruedSalesCommissionCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapitalCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards

Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionSum of the carrying amounts as of the balance sheet date of all assets that are expected to be realized in cash, sold or consumed after one year or beyond the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsNoncurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1 + Details Name: us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_InventoryNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB 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https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25:

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29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI 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http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI 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X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of obligation due after one year or beyond the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB 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-SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesNoncurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe total amount of investments that are intended to be held for an extended period of time (longer than one operating cycle). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_MinorityInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease,

classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities classified as other, due within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_OtherLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities classified as other, due after one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_OtherLongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance, of receivables classified as other, due within one year or the operating cycle, if longer. + ReferencesNo definition available. + Details Name: us-gaap_OtherReceivablesNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent and noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a)(3)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479832/842-10-65-8Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-24Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 23 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-23Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-5Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards 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-Paragraph 6 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 34: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-3Reference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 38: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 39: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 40: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards

Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 41: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 42: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 43: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 44: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 45: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 46: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-15Reference 47: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-16Reference 48: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4I -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4IReference 49: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1 + Details Name: us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterestAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_NonrelatedPartyMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_RelatedPartyMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 14 R3.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Balance Sheets (Parenthetical) - $ / shares Sep. 30, 2024 Dec. 31, 2023 Statement of Financial Position [Abstract] Â Â Common stock, par value $ 0.001 $ 0.001 Common stock, shares authorized 20,000,000 20,000,000 Common stock, shares issued 8,743,174 8,535,239 Common stock, shares outstanding 8,743,174 8,535,239 X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StatementOfFinancialPositionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 15 R4.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Statements of Operations (Unaudited) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Statement [Abstract] Â Â Â Â Net Revenue $ 21,671,599 $ 16,024,948 $ 60,367,060 $ 47,300,029 Cost of goods sold 1,991,987 1,751,349 5,890,719 6,064,524 Gross profit 19,679,612 14,273,599 54,476,341 41,235,505 Operating expenses Â Â Â Â Selling, general and administrative expenses 18,993,255 13,877,879 54,143,122 40,658,424 Research and development 1,359,530 986,454 3,291,479 3,480,906 Depreciation and amortization 1,103,854 997,674 3,314,781 2,580,243 Change in fair value of earnout liabilities 147,000 (681,753) 67,549 (1,494,910) Total operating expenses 21,603,639 15,180,254 60,816,931 45,224,663 Operating loss (1,924,027) (906,655) (6,340,590) (3,989,158) Other expense Â Â Â Â Interest expense (927,577) (188,294) (1,839,259) (188,300) Share of losses from equity method investment (31,448) (31,448) Total other expense (959,025) (188,294) (1,870,707) (188,300) Net loss (2,883,052) (1,094,949) (8,211,297) (4,177,458) Less: Net loss attributable to noncontrolling interest (25,284) (34,579) (85,331) (111,455) Net loss attributable to Sanara MedTech shareholders $ (2,857,768) $ (1,060,370) $ (8,125,966) $ (4,066,003) Net loss per share of common stock, basic $ (0.34) $ (0.13) $ (0.96) $ (0.49) Net loss per share of common stock, diluted $ (0.34) $ (0.13) $ (0.96) $ (0.49) Weighted average number of common shares outstanding, basic 8,517,381 8,332,341 8,468,394 8,244,503 Weighted average number of common shares outstanding, diluted 8,517,381 8,332,341 8,468,394 8,244,503 X - DefinitionChange in fair value of deferred and earnout liabilities + ReferencesNo definition available. + Details Name: SMTI_ChangeInFairValueOfDeferredAndEarnoutLiabilities Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate cost of goods produced and sold and services rendered during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B + Details Name: us-gaap_CostOfRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_DepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI

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https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: 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http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: 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http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_GrossProfit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (loss) for proportionate share of equity method investee's income (loss). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481664/323-10-45-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(13)(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromEquityMethodInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI 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us-gaap_InterestExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 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Includes selling, general and administrative expense. + ReferencesNo definition available. + Details Name: us-gaap_OperatingExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OperatingExpensesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI 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us-gaap_OtherNonoperatingIncomeExpenseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: 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http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 31: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482916/730-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 912 -SubTopic 730 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479532/912-730-25-1 + Details Name: us-gaap_ResearchAndDevelopmentExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total costs related to selling a firm's product and services, as well as all other general and administrative expenses. Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_SellingGeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 16 R5.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Statements of Changes in Shareholders' Equity (Unaudited) - USD ($) Common Stock [Member] Additional Paid-in Capital [Member] Retained Earnings [Member] Noncontrolling Interest [Member] Total Balance at Dec. 31, 2022 $ 8,300 $ 65,213,987 $ (23,394,757) $ (107,555) $ 41,719,975 Balance, shares at Dec. 31, 2022 8,299,957 Â Â Â Â Share-based compensation $ 75 597,230 597,305 Share-based compensation, shares 74,781 Â Â Â Â Net settlement and retirement of equity-based awards $ (16) (315,572) (340,354) (655,942) Net settlement and retirement of equity-based awards, shares (15,854) Â Â Â Â Issuance of common stock in equity offering $ 26 1,033,735 1,033,761 Issuance of common stock in equity offering, shares 26,143 Â Â Â Â Net loss (1,177,900) (38,429) (1,216,329) Balance at Mar. 31, 2023 $ 8,385 66,529,380 (24,913,011) (145,984) 41,478,770 Balance, shares at Mar. 31, 2023 8,385,027 Â Â Â Â Balance at Dec. 31, 2022 $ 8,300 65,213,987 (23,394,757) (107,555) 41,719,975 Balance, shares at Dec. 31, 2022 8,299,957 Â Â Â Â Net loss Â Â Â Â (4,177,458) Balance at Sep. 30, 2023 $ 8,540 72,107,881 (27,799,621) (219,010) 44,097,790 Balance, shares at Sep. 30, 2023 8,540,226 Â Â Â Â Balance at Dec. 31, 2022 $ 8,300 65,213,987 (23,394,757) (107,555) 41,719,975 Balance, shares at Dec. 31, 2022 8,299,957 Â Â Â Â Balance at Dec. 31, 2023 $ 8,535 72,860,556 (28,036,814) (244,260) 44,588,017 Balance, shares at Dec. 31, 2023 8,535,239 Â Â Â Â Balance at Mar. 31, 2023 $ 8,385 66,529,380 (24,913,011) (145,984) 41,478,770 Balance, shares at Mar. 31, 2023 8,385,027 Â Â Â Â Share-based compensation $ 33 1,127,299 1,127,332 Share-based compensation, shares 33,355 Â Â Â Â Net settlement and retirement of equity-based awards $ 22 224,740 (186) 224,576 Net settlement and retirement of equity-based awards, shares 21,363 Â Â Â Â Net loss (1,827,733) (38,447) (1,866,180) Balance at Jun. 30, 2023 $ 8,440 67,881,419 (26,740,930) (184,431) 40,964,498 Balance, shares at Jun. 30, 2023 8,439,745 Â Â Â Â Share-based compensation $ (1) 857,527 857,526 Share-based compensation, shares (339) Â Â Â Â Net settlement and retirement of equity-based awards $ 27 279,364 1,679 Â 281,070 Net settlement and retirement of equity-based awards, shares 27,011 Â Â Â Â Net loss (1,060,370) (34,579) (1,094,949) Issuance of common stock for acquisitions $ 74 3,089,571 3,089,645 Issuance of common stock for acquisitions, shares 73,809 Â Â Â Â Balance at Sep. 30, 2023 $ 8,540 72,107,881 (27,799,621) (219,010) 44,097,790 Balance, shares at Sep. 30, 2023 8,540,226 Â Â Â Â Balance at Dec. 31, 2023 $ 8,535 72,860,556 (28,036,814) (244,260) 44,588,017 Balance, shares at Dec. 31, 2023 8,535,239 Â Â Â Â Share-based compensation $ 101 803,285 803,386 Share-based compensation, shares 100,662 Â Â Â Â Net settlement and retirement of equity-based awards $ (13) (483,633) (97,148) (580,794) Net settlement and retirement of equity-based awards, shares (13,162) Â Â Â Â Net loss (1,764,184) (34,859) (1,799,043) Balance at Mar. 31, 2024 $ 8,623 73,180,208 (29,898,146) (279,119) 43,011,566 Balance, shares at Mar. 31, 2024 8,622,739 Â Â Â Â Balance at Dec. 31, 2023 $ 8,535 72,860,556 (28,036,814) (244,260) 44,588,017 Balance, shares at Dec. 31, 2023 8,535,239 Â Â Â Â Net loss Â Â Â Â (8,211,297) Balance at Sep. 30, 2024 $ 8,743 76,021,528 (36,246,405) (329,591) 39,454,275 Balance, shares at Sep. 30, 2024 8,743,174 Â Â Â Â Balance at Mar. 31, 2024 $ 8,623 73,180,208 (29,898,146) (279,119) 43,011,566 Balance, shares at Mar. 31, 2024 8,622,739 Â Â Â Â Share-based compensation $ 67 1,411,478 1,411,545 Share-based compensation, shares 67,294 Â Â Â Â Net settlement and retirement of equity-based awards $ 57 493,829 14,200 508,086 Net settlement and retirement of equity-based awards, shares 56,943 Â Â Â Â Net loss (3,504,014) (25,188) (3,529,202) Balance at Jun. 30, 2024 $ 8,747 75,085,515 (33,387,960) (304,307) 41,401,995 Balance, shares at Jun. 30, 2024 8,746,976 Â Â Â Â Share-based compensation $ (3) 1,025,434 1,025,431 Share-based compensation, shares (3,368) Â Â Â Â Net settlement and retirement of equity-based awards (14,421) (677) (15,099) Net settlement and retirement of equity-based awards, shares (434) Â Â Â Â Issuance of common stock in equity offering (75,000) (75,000) Net loss (2,857,768) (25,284) (2,883,052) Balance at Sep. 30, 2024 $ 8,743 $ 76,021,528 $ (36,246,405) $ (329,591) $ 39,454,275 Balance, shares at Sep. 30, 2024 8,743,174 Â Â Â Â X - DefinitionStock issued during period shares for net settlement and retirement of equity based awards. + ReferencesNo definition available. + Details Name: SMTI_StockIssuedDuringPeriodSharesForNetSettlementAndRetirementOfEquityBasedAwards Namespace Prefix: SMTI_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionStock issued during period value for net settlement and retirement of equity based awards. + ReferencesNo definition available. + Details Name: SMTI_StockIssuedDuringPeriodValueForNetSettlementAndRetirementOfEquityBasedAwards Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 14: 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http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards 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https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of stock issued during the period pursuant to acquisitions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber, after forfeiture, of shares or units issued under share-based payment arrangement. Excludes shares or units issued under employee stock ownership plan (ESOP). +

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Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue, after forfeiture, of shares issued under share-based payment arrangement. Excludes employee stock ownership plan (ESOP). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_StockIssuedDuringPeriodValueShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent and noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: 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-SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (i)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 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https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 34: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-3Reference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 38: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 39: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 40: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 41: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 42: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 43: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 44: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 45: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 46: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-15Reference 47: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-16Reference 48: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4I -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4IReference 49: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1 + Details Name: us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 17 R6.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Statements of Cash Flows (Unaudited) - USD ($) 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Cash flows from operating activities: Â Â Net loss $ (8,211,297) $ (4,177,458) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Depreciation and amortization 3,314,781 2,580,243 Credit loss expense 230,930 214,061 Inventory obsolescence 356,261 222,691 Share-based compensation 3,240,362 2,582,163 Noncash lease expense 306,240 243,988 Share of losses from equity method investment 31,448 Back-end fee 219,689 Paid-in-kind interest 424,067 Accretion of finance liabilities 166,595 39,699 Amortization and write-off of debt issuance costs 150,219 2,055 Change in fair value of earnout liabilities 67,549 (1,494,910) Changes in operating assets and liabilities: Â Â Accounts receivable, net (2,777,243) (794,344) Accounts receivable â€“ related parties (35,009) 87,516 Inventory, net 1,352,923 (1,664,714) Prepaid and other assets 178,963 482,921 Accounts payable (622,719) 547,186 Accounts payable â€“ related parties 72,806 30,711 Accrued royalties and expenses 249,910 557,295 Accrued bonuses and commissions 580,031 (1,673,629) Operating lease liabilities (252,337) (182,498) Net cash used in operating activities (955,831) (2,397,024) Cash flows from investing activities: Â Â Purchases of property and equipment (133,676) (210,970) Proceeds from disposal of property and equipment 650 Investment in equity securities (5,268,582) Advancement on convertible loan receivable (1,079,391) Acquisitions, net of cash acquired (9,942,750) Net cash used in investing activities (6,481,649) (10,153,070) Cash flows from financing activities: Â Â Loan proceeds, net 29,339,260 9,688,341 Pay off line of credit (9,750,000) Equity offering net proceeds (expenses) (75,000) 1,033,761 Net settlement of equity-based awards (87,807) (150,296) Cash payment of finance and earnout liabilities (859,000) (744,795) Net cash provided by financing activities 18,567,453 9,827,011 Net increase (decrease) in cash 11,129,973 (2,723,083) Cash, beginning of period 5,147,216 8,958,995 Cash, end of period 16,277,189 6,235,912 Cash paid during the period for: Â Â Interest 948,759 146,546 Supplemental noncash investing and financing activities: Â Â Right of use assets obtained in exchange for lease obligations 1,531,773 Equity issued for acquisitions 3,089,645 Earnout and other liabilities generated by acquisitions $ 3,759,642 X - DefinitionAccretion of finance liabilities. + ReferencesNo definition available. + Details Name: SMTI_AccretionOfFinanceLiabilities Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmortization and write-off of debt issuance costs. + ReferencesNo definition available. + Details Name: SMTI_AmortizationAndWriteoffOfDebtIssuanceCosts Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionBackend fee. + ReferencesNo definition available. + Details Name: SMTI_BackendFee Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCash payment of finance and earnout liabilities. +

ReferencesNo definition available. + Details Name: SMTI_CashPaymentOfFinanceAndEarnoutLiabilities Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionChange in fair value of deferred and earnout liabilities + ReferencesNo definition available. + Details Name: SMTI_ChangeInFairValueOfDeferredAndEarnoutLiabilities Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionIncrease decrease in accounts payable related party. + ReferencesNo definition available. + Details Name: SMTI_IncreaseDecreaseInAccountsPayableRelatedParty Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIncrease decrease in accrued bonuses and commissions. + ReferencesNo definition available. + Details Name: SMTI_IncreaseDecreaseInAccruedBonusesAndCommissions Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIncrease decrease in accrued royalties and expenses. + ReferencesNo definition available. + Details Name: SMTI_IncreaseDecreaseInAccruedRoyaltiesAndExpenses Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_DepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of income (loss) for proportionate share of equity method investee's income (loss). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481664/323-10-45-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(13)(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromEquityMethodInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the amount due to the reporting entity for good and services provided to the following types of related parties: a parent company and its subsidiaries; subsidiaries of a common parent; an entity and trust for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of the entity's management, an entity and its principal owners, management, member of their immediate families, affiliates, or other parties with the ability to exert significant influence. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivableRelatedParties Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate value of all inventory held by the reporting entity, associated with underlying transactions that are classified as operating activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInInventories Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in obligation for operating lease. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -SubTopic 20 -Topic 842 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_IncreaseDecreaseInOperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_InterestPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of loss from reductions in inventory due to subsequent measurement adjustments, including, but not limited to, physical deterioration, obsolescence, or changes in price levels. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 330 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483080/330-10-50-2 + Details Name: us-gaap_InventoryWriteDown Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NoncashInvestingAndFinancingItemsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of liabilities, classified as other, assumed in acquiring a business or in consideration for an asset received in a noncash or part noncash acquisition. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_NoncashOrPartNoncashAcquisitionOtherLiabilitiesAssumed1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense or loss included in net income that result in no cash flow, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_OtherNoncashExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionInterest paid other than in cash for example by issuing additional debt securities. As a noncash item, it is added to net income when calculating cash provided by or used in operations using the indirect method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_PaidInKindInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of a business, net of the cash acquired from the purchase. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesNetOfCashAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the purchase of or advances to an equity method investments, which are investments in joint ventures and entities in which the entity has an equity ownership interest normally of 20 to 50 percent and exercises significant influence. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireEquityMethodInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for the purchase of loan receivable arising from the financing of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireLoansReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods

and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow associated with the amount received from entity's first offering of stock to the public. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceInitialPublicOffering Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities classified as other. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 45 -Paragraph 15 -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_ProceedsFromPaymentsForOtherFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from the sale of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromSaleOfPropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from a borrowing having initial term of repayment within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromShortTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B 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https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense (reversal of expense) for expected credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_ProvisionForDoubtfulAccounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash outflow for payment of an obligation from a lender, including but not limited to, letter of credit, standby letter of credit and revolving credit arrangements. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_RepaymentsOfLinesOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase in right-of-use asset obtained in exchange for operating lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe fair value of stock issued in noncash financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_StockIssued1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 18 R7.htm IDEA: XBRL DOCUMENT v3.24.3 Pay vs Performance Disclosure - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Pay vs Performance Disclosure [Table] Â Â Â Â Net Income (Loss) $ (2,857,768) $ (1,060,370) $ (8,125,966) $ (4,066,003) X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1 + Details Name: ecd_PvpTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef 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(together with its wholly owned and majority owned subsidiaries on a consolidated basis, the â€œCompanyâ€) is a medical technology company focused on developing and commercializing transformative technologies to improve clinical outcomes and reduce healthcare expenditures in the surgical, chronic wound and skincare markets. Each of the Companyâ€™s products, services and technologies are designed to achieve the Companyâ€™s goal of providing better clinical outcomes at a lower overall cost for patients, regardless of where they receive care. The Company strives to be one of the most innovative and comprehensive providers of effective surgical, wound and skincare solutions and is continually seeking to expand its offerings for patients requiring treatments across the entire continuum of care in the United States. Â In June 2020, the Company formed a subsidiary, United Wound and Skin Solutions, LLC (formerly known as â€œWounDermâ€), to hold certain investments and operations in wound and skincare virtual consult services. In 2023, WounDerm was renamed to, and is now doing business as, â€œTissue Health Plusâ€ (â€œTHPâ€). THP is continuing its mission to simplify skin health, starting with wound care through a refined business plan. Through THP, the Company plans to offer a first of its kind value-based wound care program to payers and risk-bearing entities such as accountable care organizations and value-based care (â€œVBCâ€) primary care companies, with Medicare Advantage payers as the initial target market for this program. Â As further discussed in Note 12, the Company historically managed its business on the basis of one operating and reportable segment. During the second quarter of 2024, the Company changed its reportable segments to reflect the manner in which the business is managed. Based on the growing importance of the value-based wound care program to the Companyâ€™s future outlook and how the Companyâ€™s chief operating decision maker, the Chief Executive Officer, reviews operating results and makes decisions about resource allocation, the Company now has two reportable segments: Sanara Surgical and THP. Â Sanara Surgical Â The Sanara Surgical segment primarily markets and sells soft tissue repair and bone fusion products for use in the operating room or other sterile environments. Sanara Surgicalâ€™s soft tissue repair products include, among other products, the Companyâ€™s lead product, CellerateRX Surgical Activated Collagen (â€œCellerateRX Surgicalâ€), and BIASURGE Advanced Surgical Solution, which is a no-rinse, advanced surgical solution used for wound irrigation. Sanara Surgicalâ€™s bone fusion products include, among other products, BiFORM, which is an osteoconductive, bioactive, porous implant that allows for bony ingrowth across the graft site, and ALLOCYTE Plus, which is a human allograft cellular bone matrix containing bone-derived progenitor cells and conformable bone fibers. Â Sanara Surgical also includes an in-house research and development team (Rochal Technologies) with an extensive pipeline of innovative products under development. Â Tissue Health Plus Â The THP segment is focused on value-based wound care services. Through THP, the Company plans to offer a first of its kind value-based wound care program to payers and risk-bearing entities such as accountable care organizations and VBC primary care companies, with Medicare Advantage payers as the initial target market for this program. Â THPâ€™s programs are expected to enable payers to divest wound care spend risk, reduce wound related hospitalizations and improve patient quality of life. THP plans to coordinate delivery of community and home-based wound care for its managed patients. Community-based care spans a variety of settings including physician offices, skilled nursing facilities, assisted living facilities and senior living facilities. THPâ€™s programs are intended to integrate science and evidence-based medicine protocols to standardize wound prevention and treatment. Â As a result of the change in reportable segments, certain prior period amounts have been recast to conform to the current period presentation. Throughout this Quarterly Report on Form 10-Q, unless otherwise indicated, amounts and activity reflect reclassifications related to the Companyâ€™s change in reportable segments. The change in reportable segments had no impact on the Companyâ€™s previously reported Consolidated Balance Sheets, Consolidated Statements of Operations, Consolidated Statements of Cash Flows or Consolidated Statements of Shareholdersâ€™ Equity. Â Â X - DefinitionThe entire disclosure for the nature of an entity's business, major products or services, principal markets including location, and the relative importance of its operations in each business and the basis for the determination, including but not limited to, assets, revenues, or earnings. For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 275 -Publisher FASB -URI https://asc.fasb.org/275/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1 + Details Name: us-gaap_NatureOfOperations Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 21 R10.htm IDEA: XBRL DOCUMENT v3.24.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES NOTE 2 â€” SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Â Principles of Consolidation and Basis of Presentation Â The accompanying unaudited consolidated financial statements include the accounts of Sanara MedTech Inc. and its wholly owned and majority-owned subsidiaries, as well as other entities in which the Company has a controlling financial interest. All significant intercompany profits, losses, transactions and balances have been eliminated in consolidation. Certain prior year amounts have been reclassified to conform to the current year presentation. Â The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management of the Company, all adjustments (consisting of normal accruals) considered necessary for a fair presentation have been included. Operating results for interim periods are not necessarily indicative of the results that may be expected for the full year period. These financial statements and notes should be read in conjunction with the financial statements for each of the two years ended December 31, 2023 and 2022, which are included in the Companyâ€™s most recent Annual Report on Form 10-K. Â Use of Estimates Â The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported revenue and expenses during the reporting period. However, actual results could differ from those estimates and there may be changes to the Companyâ€™s estimates in future periods. Â Cash and Cash Equivalents Â The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. Â Income/Loss Per Share Â The Company computes income/loss per share in accordance with Accounting Standards Codification (â€œASCâ€) Topic 260, Earnings per Share, which requires the Company to present basic and diluted income per share when the effect is dilutive. Basic income/loss per share is computed by dividing income/loss attributable to common shareholders by the weighted average number of shares of common stock outstanding. Diluted income/loss per share is computed similarly to basic income/loss per share, except that the denominator is increased to include the number of additional shares of common stock that would have been outstanding if the potential shares of common stock had been issued and if the additional shares of common stock were dilutive. All common stock equivalents were excluded from the calculations for the periods presented as their inclusion would have been anti-dilutive during the three and nine months ended September 30, 2024 and 2023 due to the Companyâ€™s net loss. Â Â The following table summarizes the shares of common stock that were potentially issuable but were excluded from the computation of diluted net loss per share for the three and nine months ended September 30, 2024 and 2023 as such shares would have had an anti-dilutive effect: Â SCHEDULE OF COMPUTATION OF DILUTED NET LOSS PER SHARE Â Â 2024Â Â 2023Â Â Â As of September 30,Â Â Â 2024Â Â 2023Â Stock options (a)Â Â 31,013Â Â Â 95,873Â Warrants (b)Â Â 16,725Â Â Â 16,725Â Unvested restricted stockÂ Â 224,392Â Â Â 159,557Â Anti-dilutive securitiesÂ Â 224,392Â Â Â 159,557Â Â Â (a) Shares underlying stock options assumed pursuant to the merger agreement with Precision Healing, Inc. (â€œPrecision Healingâ€) in April 2022. Â (b) Shares underlying warrants assumed pursuant to the merger agreement with Precision Healing in April 2022. Â Revenue Recognition Â The Company recognizes revenue in accordance with ASC Topic 606, Revenue from Contracts with Customers (â€œASC 606â€). Revenues are recognized when a purchase order is received from the customer and control of the promised goods or services is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to receive in exchange for transferring those goods or services. Revenue is recognized based on the following five-step model: Â - Identification of the contract with a customer - Identification of the performance obligations in the contract - Determination of the transaction price - Allocation of the transaction price to the performance obligations in the contract - Recognition of revenue when, or as, the Company satisfies a performance obligation Â Details of this five-step process are as follows: Â Identification of the contract with a customer Â Customer purchase orders are generally considered to be contracts under ASC 606. Purchase orders typically identify the specific terms of products to be delivered, create the enforceable rights and obligations of both parties and result in commercial substance. No other forms of contract revenue recognition, such as the completed contract or percentage of completion methods, were utilized by the Company in either 2024 or 2023. Â Performance obligations Â The Companyâ€™s performance obligation is generally limited to delivery of the requested items to its customers at the agreed upon quantities and prices. Â Determination and allocation of the transaction price Â The Company has established prices for its products. These prices are effectively agreed to when customers place purchase orders with the Company. Rebates and discounts, if any, are recognized in full at the time of sale as a reduction of net revenue. Allocation of transaction prices is not necessary where only one performance obligation exists. Â Â Recognition of revenue as performance obligations are satisfied Â Product revenues are recognized when a purchase order is received from the customer, the products are delivered, and control of the goods and services passes to the customer. Â Disaggregation of Revenue Â Revenue streams from product sales and royalties are summarized below for the three and nine months ended September 30, 2024 and 2023. Â SCHEDULE OF REVENUE FROM PRODUCT SALES AND ROYALTIES Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Â Â Three Months EndedÂ Â Nine Months EndedÂ Â Â September 30,Â Â September 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Soft tissue repair productsÂ $18,863,335Â Â $13,634,316Â Â $52,586,945Â Â $39,756,539Â Bone fusion productsÂ Â 2,808,264Â Â Â 2,340,382Â Â Â 7,779,209Â Â Â 7,392,740Â Royalty revenueÂ Â -Â Â Â 50,250Â Â Â 906Â Â Â 150,750Â Total Net RevenueÂ $21,671,599Â Â $16,024,948Â Â $60,367,060Â Â $47,300,029Â Â For the three and nine months ended September 30, 2024 and 2023, all of the Companyâ€™s net revenue was generated from Sanara Surgical. The Company plans to commercially launch the THP program in mid-2025. Â Accounts Receivable Allowances Â Accounts receivable are typically due within 30 days of invoicing. The Company establishes an allowance for credit losses to provide for an estimate of accounts receivable which are not expected to be collectible. The Company bases the allowance on an assessment of customer creditworthiness, historical payment experience, the age of outstanding receivables and other information as applicable and will record its allowance based on the estimated credit losses. The Company recorded credit loss expense of $75,000 and $128,061 during the three months ended September 30, 2024 and 2023, respectively and $230,930 and $214,061 during the nine months ended September 30, 2024 and 2023, respectively. The allowance for credit losses was $758,960 at September 30, 2024 and $528,030 at December 31, 2023. Credit loss reserves are maintained based on a variety of factors, including the length of time receivables are past due and a detailed review of certain individual customer accounts. The Company also establishes other

allowances to provide for estimated customer rebates and other expected customer deductions. These allowances totaled $5,010 at September 30, 2024 and $3,820 at December 31, 2023. If circumstances related to customers change, estimates of the recoverability of receivables would be further adjusted. Â Inventories Â Inventories are stated at the lower of cost or net realizable value, with cost computed on a first-in, first-out basis. Inventories consist primarily of finished goods, and also include an immaterial amount of raw materials and related packaging components. The Company recorded inventory obsolescence expense of $96,684 and $152,701 during the three months ended September 30, 2024 and 2023, respectively, and $356,261 and $222,691 during the nine months ended September 30, 2024 and 2023, respectively. The allowance for obsolete and slow-moving inventory had a balance of $466,276 at September 30, 2024, and $446,917 at December 31, 2023. Â Â Property and Equipment Â Property and equipment are stated at cost, less accumulated depreciation. Depreciation is recorded using the straight-line method over the estimated useful lives of the related assets, ranging from two to ten years. Below is a summary of property and equipment for the periods presented: Â SCHEDULE OF PROPERTY AND EQUIPMENT Â Â UsefulÂ September 30,Â Â December 31,Â Â Â LifeÂ 2024Â Â 2023Â ComputersÂ 3-5 yearsÂ $235,388Â Â $194,788Â Office equipmentÂ 3-7 yearsÂ Â 216,491Â Â Â Â 201,785Â Furniture and fixturesÂ 5-10 yearsÂ Â 346,508Â Â Â Â 304,338Â Leasehold improvementsÂ 2-5 yearsÂ Â 170,370Â Â Â Â 134,170Â Internal use softwareÂ 5 yearsÂ Â 1,618,999Â Â Â Â 1,618,999Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Property and equipment, grossÂ Â Â Â Â 2,587,756Â Â Â Â 2,454,080Â Less accumulated depreciationÂ Â Â Â Â (1,591,986)Â Â (1,196,124) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Property and equipment, netÂ Â Â $995,770Â Â $1,257,956Â Â Depreciation expense related to property and equipment was $129,592 and $116,596 for the three months ended September 30, 2024 and 2023, respectively, and $395,862 and $332,762 for the nine months ended September 30, 2024 and 2023, respectively. Â Internal Use Software Â The Company accounts for costs incurred to develop or acquire computer software for internal use in accordance with ASC Topic 350-40, Intangibles â€“ Goodwill and Other. The Company capitalizes the costs incurred during the application development stage, which generally includes third-party developer fees to design the software configuration and interfaces, coding, installation and testing. Â The Company begins capitalization of qualifying costs when both the preliminary project stage is completed and management has authorized further funding for the completion of the project. Costs incurred during the preliminary project stage along with post implementation stages of internal-use computer software are expensed as incurred. The Company also capitalizes costs related to specific upgrades and enhancements when it is probable the expenditures will result in additional functionality. Capitalized development costs are classified as â€œProperty and equipment, netâ€ in the Consolidated Balance Sheets and are depreciated over the estimated useful life of the software, which is generally five years. Â Goodwill Â The excess of purchase price over the fair value of identifiable net assets acquired in business combinations is recorded as goodwill. As of September 30, 2024 and December 31, 2023, all of the Companyâ€™s goodwill relates to the acquisition of Scendia Biologics, LLC (â€œScendiaâ€), which is included in the Sanara Surgical segment. Goodwill has an indefinite useful life and is not amortized. Goodwill is tested annually as of December 31 for impairment, or more frequently if circumstances indicate impairment may have occurred. The Company may first perform a qualitative assessment to determine if it is more likely than not that the fair value of the reporting unit is less than the respective carrying value. If it is determined that it is more likely than not that a reporting unitâ€™s fair value is less than its carrying value, then the Company will determine the fair value of the reporting unit and record an impairment charge for the difference between fair value and carrying value (not to exceed the carrying amount of goodwill). No impairment was recorded during the three or nine months ended September 30, 2024 or 2023. Â Â Intangible Assets Â Intangible assets are stated at cost of acquisition less accumulated amortization and impairment loss, if any. Cost of acquisition includes the purchase price and any cost directly attributable to bringing the asset to its working condition for the intended use. The Company amortizes its finite-lived intangible assets on a straight-line basis over the estimated useful life of the respective assets which is generally the life of the related patents or licenses, seven years for customer relationships and five years for assembled workforces. See Note 5 for more information on intangible assets. Â Impairment of Long-Lived Assets Â Long-lived assets, including certain identifiable intangibles held and to be used by the Company, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The Company continuously evaluates the recoverability of its long-lived assets based on estimated future cash flows and the estimated liquidation value of such long-lived assets and provides for impairment if such undiscounted cash flows are insufficient to recover the carrying amount of the long-lived assets. If impairment exists, an adjustment is made to write the asset down to its fair value, and a loss is recorded as the difference between the carrying value and fair value. Fair values are determined based on quoted market values, undiscounted cash flows or internal and external appraisals, as applicable. Assets to be disposed of are carried at the lower of carrying value or estimated fair value less cost to sell. No impairment was recorded during the three or nine months ended September 30, 2024 or 2023. Â Investments in Equity Securities Â The Companyâ€™s equity investments consist of nonmarketable equity securities in privately held companies without readily determinable fair values. Unless accounted for under the equity method of accounting, the investments are reported at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar investment in the same issuer. Â The Company applies the equity method of accounting to investments when it has significant influence, but not controlling interest, in the investee. Judgment regarding the level of influence over each equity method investment includes considering key factors such as ownership interest, representation on the board of directors, participation in policy-making decisions and material intercompany transactions. As discussed further in Note 6 as of September 30, 2024, the Company had one investment that is recorded applying the equity method of accounting. The Companyâ€™s proportionate share of the net income (loss) resulting from these investments is reported under the line item captioned â€œShare of losses from equity method investmentâ€ in the Companyâ€™s Consolidated Statements of Operations. The Companyâ€™s equity method investment is adjusted each period for the Companyâ€™s share of the investeeâ€™s income or loss and dividend paid, if any. The Company classifies distributions received from its equity method investment using the cumulative earnings approach in the Companyâ€™s Consolidated Statements of Cash Flows. Â The Company has reviewed the carrying value of its investments and has determined there was no impairment or observable price changes as of or for the three and nine months ended September 30, 2024 and 2023. Â Fair Value Measurement Â As defined in ASC Topic 820, Fair Value Measurement (â€œASC 820â€), fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). This fair value measurement framework applies at both the initial and subsequent measurement. Â The three levels of the fair value hierarchy defined by ASC 820 are as follows: Â Level 1 â€“ Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities. Â Â Level 2 â€“ Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include nonexchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars. Â Level 3 â€“ Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in managementâ€™s best estimate of fair value. Â The carrying amounts of cash, accounts receivable, accounts payable and accrued expenses, other than acquisition-related expenses, approximate fair value because of the short-term nature of these instruments. The fair value of acquisition-related accrued expenses is categorized as Level 2 of the fair value hierarchy. The value of these instruments has been estimated using discounted cash flow analysis based on the Companyâ€™s incremental borrowing rate. The carrying value of the Companyâ€™s CRG Term Loan (defined below), which has a fixed interest rate approximates fair value based on instruments with similar terms (Level 2 inputs). The carrying value of the Companyâ€™s Cadence Term Loan (defined below), which had variable interest rates determined each month, approximates fair value based on instruments with similar terms (Level 2 inputs). The fair value of the contingent earnout consideration and the acquisition date fair value of goodwill and intangibles related to the acquisitions discussed in Notes 3 and 5 are based on Level 3 inputs. Â Liabilities for contingent consideration for the Precision Healing merger, acquisition of Scendia and Applied Asset Purchase (defined below) (see Note 3 for more information) are measured at fair value each reporting period, with the acquisition-date fair value included as part of the consideration transferred. The contingent consideration for the Scendia acquisition was settled as of September 30, 2024, and the final earnout payment of approximately $1.1 million was paid in cash in October 2024. Subsequent changes in fair value for the Precision Healing merger are reported under the line item captioned â€œChange in fair value of earnout liabilitiesâ€ in the Companyâ€™s Consolidated Statements of Operations. Due to the Applied Asset Purchase being accounted for as an asset acquisition and given that the transaction did not include contingent shares, subsequent revaluations of contingent consideration for the Applied Asset Purchase results in an adjustment to the contingent consideration liability and the intellectual property intangible asset with a cumulative catch-up amortization adjustment. The current year change in fair value of earnout liability below is as a result of a net increase in the estimated fair value of the earnout liability established at the time of the Companyâ€™s Precision Healing merger. The current year revaluation of earnout liability below is a result of an increase in the estimated value of the earnout liability established at the time of the Applied Asset Purchase. The following table sets forth a summary of the changes in fair value for the Level 3 contingent earnout considerations. Â SCHEDULE OF CHANGES IN FAIR VALUE FOR CONTINGENT EARNOUT CONSIDERATION Â Â Â Â Â Balance at December 31, 2023Â $3,823,001Â Change in fair value of earnout liabilitiesÂ Â 67,549 Revaluation of earnout liabilityÂ Â 22,000Â Balance at September 30, 2024Â $3,912,550Â Â Income Taxes Â Income taxes are accounted for under the asset and liability method, whereby deferred income taxes are recorded for temporary differences between financial statement carrying amounts and the tax basis of assets and liabilities. Deferred tax assets and liabilities reflect the tax rates expected to be in effect for the years in which the differences are expected to reverse. A valuation allowance is provided if it is more likely than not that some or all the deferred tax asset will not be realized. Â Â Share-based Compensation Â The Company accounts for share-based compensation to employees and nonemployees in accordance with ASC Topic 718, Compensation â€“ Stock Compensation. Share-based compensation is measured at the grant date, based on the fair value of the award, and is recognized as expense over the stipulated vesting period, if any. The Company estimates the fair value of share-based payments using the Black-Scholes option-pricing model for common stock options and warrants, and the closing price of the Companyâ€™s common stock for grants of common stock, including restricted stock awards. Â Research and Development Costs Â Research and development (â€œR&Dâ€) expenses consist of personnel-related expenses, including salaries, share-based compensation and benefits for all personnel directly engaged in R&D activities, contracted services, materials, prototype expenses and allocated overhead, which is comprised of compensation and benefits, lease expense and other facilities-related costs. R&D expenses include costs related to enhancements to the Companyâ€™s currently available products and additional investments in the product and platform development pipeline. The Company expenses R&D costs as incurred. Â Recently Adopted Accounting Pronouncements Â In June 2016, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) 2016-13, Financial Instruments - Credit Losses (Topic 326). This update amends the impairment model by requiring entities to use a forward-looking approach based on expected losses to estimate credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The Company adopted the new guidance effective January 1, 2023. The adoption did not have a material impact on the Companyâ€™s consolidated financial position, results of operations or cash flows. Â Recently Issued Accounting Pronouncements Â In November 2023, FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (â€œASU 2023-07â€), which requires disclosure of incremental segment information on an annual and interim basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024 on a retrospective basis. The Company is currently evaluating the effect of this pronouncement on its disclosures. Â In December 2023, FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (â€œASU 2023-09â€), which expands the disclosure required for income taxes. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The amendment should be applied on a prospective basis while retrospective application is permitted. The Company is currently evaluating the effect of this pronouncement on its disclosures. Â X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R11.htm IDEA: XBRL DOCUMENT v3.24.3 APPLIED ASSET PURCHASE 9 Months Ended Sep. 30, 2024 Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Â APPLIED ASSET PURCHASE NOTE 3 â€“ APPLIED ASSET PURCHASE Â On August 1, 2023, the Company entered into an Asset Purchase Agreement (the â€œApplied Purchase Agreementâ€) by and among the Company, as guarantor, Sanara MedTech Applied Technologies, LLC, a Texas limited liability company and wholly owned subsidiary of the Company (â€œSMATâ€), The Hymed Group Corporation, a Delaware corporation (â€œHymedâ€), Applied Nutritionals, LLC, a Delaware limited liability company (â€œAppliedâ€, and together with Hymed, the â€œSellersâ€), and Dr. George D. Petito (the â€œOwnerâ€), pursuant to which SMAT acquired certain assets of the Sellers and the Owner, including, among others, the Sellersâ€™ and Ownerâ€™s inventory, intellectual property, manufacturing and related equipment, goodwill, rights and claims, other than certain excluded assets, all as more specifically set forth in the Applied Purchase Agreement (collectively, the â€œApplied Purchased Assetsâ€), and assumed certain Assumed Liabilities (as defined in the Applied Purchase Agreement), upon the terms and subject to the conditions set forth in the Applied Purchase Agreement (such transaction, the â€œApplied Asset Purchaseâ€). The Applied Purchased Assets include the underlying intellectual property of, as well as the rights to manufacture and sell, certain hydrolyzed collagen products, including CellerateRX Surgical, for human wound care use. Â The Applied Purchased Assets were purchased for an initial aggregate purchase price of $15.25 million, consisting of (i) $9.75 million in cash (the â€œCash Closing Considerationâ€), (ii) 73,809 shares of the Companyâ€™s common stock (the â€œStock Closing Considerationâ€) with an agreed upon value of $3.0 million and (iii) $2.5 million in cash (the â€œInstallment Paymentsâ€), to be paid in four equal installments on each of the next four anniversaries of the closing of the Applied Asset Purchase (the â€œClosingâ€). The first Installment Payment of $625,000 was made in August 2024. Â Â Prior to the Closing, the Company licensed certain of its products from Applied through a sublicense agreement (the â€œSublicense Agreementâ€) with CGI Cellerate RX, LLC (â€œCGI Cellerate RXâ€), a related party (see Note 11 for additional information regarding transactions with related parties). Pursuant to the Sublicense Agreement, the Company had an exclusive, world-wide sublicense to distribute certain hydrolyzed collagen products, including CellerateRX Surgical, into the surgical and wound care markets. In connection with the Applied Asset Purchase, Applied assigned its license agreement with CGI Cellerate RX to SMAT (the â€œLicense Agreementâ€), and on October 10, 2024, the License Agreement and the Sublicense Agreement were terminated for no additional consideration. Â In addition to the Cash Closing Consideration, Stock Closing Consideration and Installment Payments, the Applied Purchase Agreement provides that the Sellers are entitled to receive up to an additional $10.0 million (the â€œApplied Earnoutâ€), which is payable to the Sellers in cash, upon the achievement of certain performance thresholds relating to SMATâ€™s collections from net sales of a collagen-based product currently under development. Upon expiration of the seventh anniversary of the Closing, to the extent the Sellers have not earned the entirety of the Applied Earnout, SMAT shall pay the Sellers a pro-rata amount of the Applied Earnout based on collections from net sales of the product, with such amount to be due credited against any Applied Earnout payments already made by SMAT (the â€œTrue-Up Paymentâ€). The Applied Earnout, minus the True-Up Payment and any Applied Earnout payments already made by SMAT, may be earned at any point in the future, including after the True-Up Payment is made. Â In connection with the Applied Asset Purchase and pursuant to the Applied Purchase Agreement, effective August 1, 2023, the Company entered into a professional services agreement (the â€œPetito Services Agreementâ€) with the Owner, pursuant to which the Owner, as an independent contractor, agreed to provide certain services to the Company, including, among other things, assisting with the development

of products already in development and assisting with research, development, formulation, invention and manufacturing of any future products (the â€œPetito Servicesâ€). As consideration for the Petito Services, the Owner is entitled to receive: (i) a base salary of $12,000 per month during the term of the Petito Services Agreement, (ii) a royalty payment equal to three percent (3%) of the actual collections from net sales of certain products the Owner develops or co-develops that reach commercialization, (iii) a royalty payment equal to five percent (5%) for the first $50.0 million in aggregate collections from net sales of certain future products and a royalty payment of two and one-half percent (2.5%) on aggregate collections from net sales of certain future products on any amounts exceeding $50.0 million but up to $100.0 million, (iv) $500,000 in cash in the event that 510(k) clearance is issued for any future product accepted by the Company and (v) $1.0 million in cash in the event that a U.S. patent is issued for a certain product; provided that with respect to the incentive payments described in (iv) and (v) of the foregoing, the Owner shall not earn more than $2.5 million. Â The Petito Services Agreement has an initial term of three years and is subject to automatic successive one-month renewals unless earlier terminated in accordance with its terms. The Petito Services Agreement may be terminated upon the Ownerâ€™s death or disability or by the Company or the Owner â€œFor Causeâ€ (as defined in the Petito Services Agreement); provided, however, that the base salary described in (i) of the foregoing paragraph shall survive termination through the three-year initial term and the royalty payments and incentive payments described in (ii)-(v) of the foregoing paragraph shall survive termination of the Petito Services Agreement. Â As the contingent consideration was negotiated as part of the transfer of assets, the contingent obligation was measured at fair value and included in the total purchase consideration transferred. Accordingly, since the Applied Asset Purchase was accounted for as an asset acquisition and did not include contingent shares, the contingent consideration is classified as a liability at its estimated fair value at each reporting period with subsequent revaluations recognized as an adjustment to the intellectual property intangible asset and the earnout liability with a cumulative catch-up amortization adjustment. Â Â The total purchase consideration for the Applied Asset Purchase as determined by the Company was as follows: Â SCHEDULE OF ASSET PURCHASE CONSIDERATIONS ConsiderationÂ Equity SharesÂ Â Dollar ValueÂ Cash Closing ConsiderationÂ Â Â Â Â $9,750,000Â Fair value of Stock Closing ConsiderationÂ Â 73,809Â Â Â 3,089,645Â Fair value of Installment PaymentsÂ Â Â Â Â Â 2,040,808Â Cash paid for inventoryÂ Â Â Â Â Â 30,007Â Fair value of Petito Services Agreement defined paymentsÂ Â Â Â Â Â 825,834Â Fair value of Petito Services Agreement contingent considerationÂ Â Â Â Â Â 893,000Â Direct transaction costsÂ Â Â Â Â Â 162,743Â Total purchase considerationÂ Â Â Â Â $16,792,037Â Â Based on guidance provided by ASC 805, Business Combinations (â€œASC 805â€), the Company recorded the Applied Asset Purchase as an asset acquisition due to the determination that substantially all the fair value of the assets acquired was concentrated in a group of similar identifiable assets. The Company believes the â€œsubstantially allâ€ criterion was met with respect to the acquired intellectual property being the only significant asset acquired. Accordingly, the Company accounted for the transaction as an asset acquisition. Â The purchase consideration, plus transaction costs, was allocated to the individual assets according to their fair values as a percentage of the total fair value of the assets purchased, with no goodwill recognized. Based on the estimated fair value of the gross assets acquired, the total fair value of the net assets acquired was primarily attributable to, and classified as, finite-lived intellectual property in the third quarter of 2023. The total purchase consideration was allocated based on the relative estimated fair value of such assets as follows: Â SCHEDULE OF PURCHASE CONSIDERATION ON FAIR VALUE OF ASSETS ACQUIRED DescriptionÂ AmountÂ InventoryÂ $30,007Â EquipmentÂ Â 33,062Â Intellectual propertyÂ Â 16,728,968Â Net assets acquiredÂ $16,792,037Â Â X - DefinitionThe entire disclosure for asset acquisition. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 15 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480123/805-50-15-3 + Details Name: us-gaap_AssetAcquisitionTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationAndAssetAcquisitionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 23 R12.htm IDEA: XBRL DOCUMENT v3.24.3 CONVERTIBLE LOAN RECEIVABLE 9 Months Ended Sep. 30, 2024 Receivables [Abstract] Â CONVERTIBLE LOAN RECEIVABLE NOTE 4 â€“ CONVERTIBLE LOAN RECEIVABLE Â In connection with a potential equity investment in an unaffiliated entity engaged in the development of certain surgical technologies, the Company entered into a convertible loan agreement in July 2024 pursuant to which the Company loaned $1,079,391 to the unaffiliated entity. The loan was initially set to be repaid on October 1, 2024. However, the Company extended the repayment date to December 1, 2024. On October 1, 2024, the loan began bearing interest at 8% per annum. Pursuant to the convertible loan agreement, the Company has the option to convert the outstanding balance of the loan into noncontrolling equity interests of the unaffiliated entity upon satisfactory completion of certain due diligence activities. The loan is recorded under the caption â€œConvertible loan receivableâ€ on the Companyâ€™s Consolidated Balance Sheets, which was $1,079,391 as of September 30, 2024.Â Â X - DefinitionThe entire disclosure for claims held for amounts due to entity, excluding financing receivables. Examples include, but are not limited to, trade accounts receivables, notes receivables, loans receivables. Includes disclosure for allowance for credit losses. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/310-10/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_LoansNotesTradeAndOtherReceivablesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_ReceivablesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 24 R13.htm IDEA: XBRL DOCUMENT v3.24.3 GOODWILL AND INTANGIBLES, NET 9 Months Ended Sep. 30, 2024 Goodwill and Intangible Assets Disclosure [Abstract] Â GOODWILL AND INTANGIBLES, NET NOTE 5 â€“ GOODWILL AND INTANGIBLES, NET Â The changes in the carrying amount of the Companyâ€™s goodwill were as follows: Â SCHEDULE OF CHANGES IN CARRYING AMOUNT OF GOODWILL Â Â TotalÂ Balance as of December 31, 2022Â $3,601,781Â AcquisitionsÂ Â -Â Balance as of December 31, 2023Â Â 3,601,781Â BalanceÂ Â 3,601,781Â AcquisitionsÂ Â -Â Balance as of September 30, 2024Â $3,601,781Â BalanceÂ $3,601,781Â Â In connection with the change in reportable operating segments, the Company reassessed goodwill with respect to the change in reportable operating segments as they are presented in this report. Goodwill was recorded in connection with the acquisition of Scendia and is included entirely within the Sanara Surgical segment. The Companyâ€™s assessment determined that these changes, or any other matters noted, did not alter the Companyâ€™s conclusion that goodwill is not impaired as of September 30, 2024 or for the periods then ended. Â Â The carrying values of the Companyâ€™s intangible assets were as follows for the periods presented: Â SCHEDULE OF CARRYING VALUE OF INTANGIBLE ASSETS Â Â September 30, 2024Â Â December 31, 2023Â Â Â Â Â Â Â Â AccumulatedÂ Â Â Â Â Â Â Â AccumulatedÂ Â Â Â Â Â CostÂ Â AmortizationÂ Â NetÂ Â CostÂ Â AmortizationÂ Â NetÂ Amortizable Intangible Assets:Â Â Â Â Â Â Â Â

thereto from time to time (the â€œCRG Term Loan Agreementâ€), providing for a senior secured term loan of up to $55.0 million (the â€œCRG Term Loanâ€). The CRG Term Loan Agreement provides for (i) $15.0 million of the CRG Term Loan that was borrowed on the Closing Date (the â€œFirst Borrowingâ€) and (ii) up to an aggregate of $40.0 million available for borrowing in two subsequent borrowings, provided that each such borrowing must be at least $5.0 million or a multiple of $5.0 million and occur between the Closing Date and June 30, 2025, subject to the satisfaction of certain conditions, including that the First Borrowing having previously occurred and the Agent having received certain fees. The Company used a portion of the initial proceeds of the First Borrowing under the CRG Term Loan to extinguish the Cadence Term Loan described further below. Â On September 4, 2024, the Company, pursuant to its option under the CRG Term Loan Agreement, borrowed an additional $15.5 million under the CRG Term Loan Agreement (the â€œSecond Borrowingâ€). The Company used $5.0 million of the proceeds of the Second Borrowing for its investment in CMp. Â The First Borrowing, Second Borrowing and any additional borrowings under the CRG Term Loan are due and payable on March 30, 2029 (the â€œMaturity Dateâ€), absent any acceleration. Â The CRG Term Loan bears interest at a per annum rate equal to 13.25% (subject to a 4.0% increase during an event of default), of which 8.00% must be paid in cash and 5.25% may, at the election of the Company, be deferred through the 19th quarterly Payment Date (defined below) by adding such amount to the aggregate principal loan amount, so long as no default or event of default under the CRG Term Loan Agreement has occurred and is continuing. The Company is required to make quarterly interest payments on the final business day of each calendar quarter following the Closing Date, commencing on the first such date to occur at least 30 days after the Closing Date (each, a â€œPayment Dateâ€). Interest is payable on each Payment Date in arrears with respect to the time between each Payment Date and upon the payment or prepayment of the CRG Term Loan, ending on the Maturity Date. In addition, the Company is required to pay an upfront fee of 1.50% of the principal amount of the CRG Term Loan, which is payable as amounts are advanced under the CRG Term Loan on a pro rata basis. The Company is also required to pay a back-end fee equal to 7.00% of the aggregate principal amount advanced under the CRG Term Loan Agreement. Â Â For the three months ended September 30, 2024, the Company paid $399,532 of interest in cash and recorded $262,193 of interest paid-in-kind related to the CRG Term Loan. For the nine months ended September 30, 2024, the Company paid $646,199 of interest in cash and recorded $424,068 of interest paid-in-kind related to the CRG Term Loan. The paid-in-kind interest was applied to the principal balance of the CRG Term Loan. The Company recorded $167,189 and $219,689 for the three and nine months ended September 30, 2024, respectively, to interest expense related to the back-end fee. The back-end fee is accreted and amortized to interest expense over the term of the CRG Term Loan. Paid-in-kind interest and the accreted back-end fee are included in â€œLong-term debt, net of current portionâ€ on the Consolidated Balance Sheets. Â Subject to certain exceptions, the Company is required to make mandatory prepayments of the CRG Term Loan with the proceeds of certain assets sales and in the event of a change of control of the Company. In addition, the Company may make a voluntary prepayment of the CRG Term Loan, in whole or in part, at any time. All mandatory and voluntary prepayments of the CRG Term Loan are subject to the payment of prepayment premiums as follows: (i) if prepayment occurs on or prior to the date that is one year following the applicable borrowing (the â€œBorrowing Dateâ€), an amount equal to 10.0% of the aggregate outstanding principal amount of the CRG Term Loan being prepaid and (ii) if prepayment occurs one year after the applicable Borrowing Date and on or prior to two years following the applicable Borrowing Date, an amount equal to 5.0% of the aggregate outstanding principal amount of the CRG Term Loan being prepaid. No prepayment premium is due on any principal prepaid if prepayment occurs two years or more after the applicable Borrowing Date. Â Certain of the Companyâ€™s current and future subsidiaries, including the Guarantors, are guaranteeing the obligations of the Company under the CRG Term Loan Agreement. As security for their obligations under the CRG Term Loan Agreement, on the Closing Date, the Company and the Guarantors entered into a security agreement with the Agent pursuant to which the Company and the Guarantors granted to the Agent, as collateral agent for the lenders, a lien on substantially all of the Companyâ€™s and the Guarantorsâ€™ assets, including intellectual property (subject to certain exceptions). Â The CRG Term Loan Agreement contains affirmative and negative covenants customary for financings of this type, including limitations on the Companyâ€™s and the Guarantorsâ€™ abilities, among other things, to incur additional debt, grant or permit additional liens, make investments and acquisitions above certain thresholds, merge or consolidate with others, dispose of assets, pay dividends and distributions and enter into affiliate transactions, in each case, subject to certain exceptions. In addition, the CRG Term Loan Agreement contains the following financial covenants requiring the Company and the Guarantors in the aggregate to maintain: Â Â â— liquidity in an amount which shall exceed the greater of (i) $3.0 million and (ii) to the extent the Company has incurred certain permitted debt, the minimum cash balance, if any, required of the Company by the creditors of such permitted debt; and Â Â Â Â â— annual minimum revenue: (i) for the twelve-month period beginning on January 1, 2024 and ending on December 31, 2024, of at least $60.0 million, (ii) for the twelve-month period beginning on January 1, 2025 and ending on December 31, 2025, of at least $75.0 million, (iii) for the twelve-month period beginning on January 1, 2026 and ending on December 31, 2026, of at least $85.0 million, (iv) for the twelve-month period beginning on January 1, 2027 and ending on December 31, 2027, of at least $95.0 million and (v) during each twelve-month period beginning on January 1 of a given year thereafter, of at least $105.0 million. Â The CRG Term Loan Agreement contains representations and warranties of the Company and the Guarantors customary for financings of this type, and also includes events of default customary for financings of this type, including, among other things, non-payment, inaccuracy of representations and warranties, covenant breaches, a material adverse change, bankruptcy and insolvency, material judgments and a change of control, in certain cases subject to customary periods to cure. The occurrence and continuance of an event of default could result in the acceleration of the obligations under the CRG Term Loan Agreement. Â Â Cadence Term Loan Â In connection with the entry into the Applied Purchase Agreement, on August 1, 2023, SMAT, as borrower, and the Company, as guarantor, entered into a loan agreement (the â€œCadence Loan Agreementâ€) with Cadence Bank (the â€œBankâ€) providing for, among other things, an advancing term loan in the aggregate principal amount of $12.0 million (the â€œCadence Term Loanâ€), which was evidenced by an advancing promissory note. Pursuant to the Cadence Loan Agreement, the Bank agreed to make, at any time and from time to time prior to February 1, 2024, one or more advances to SMAT. Â The proceeds of the advances under the Cadence Loan Agreement were used for working capital and for purposes of financing up to one hundred percent (100%) of the Cash Closing Consideration and Installment Payments for the Applied Asset Purchase and related fees and expenses, including any subsequent payments that were due to the Sellers after the Closing. On August 1, 2023, the Bank, at the request of SMAT, made an advance for $9.75 million. The proceeds from the advance were used to fund the Cash Closing Consideration for the Applied Asset Purchase. Â The unpaid principal balance of outstanding advances bore interest, subject to certain conditions, at the lesser of the Maximum Rate (as defined in the Cadence Loan Agreement) or the Base Rate, which was for any day, a rate per annum equal to the term secured overnight financing rate (Term SOFR) (as administered by the Federal Reserve Bank of New York) for a one-month tenor in effect on such day plus three percent (3.0%). As of December 31, 2023, the interest rate on the advance under the Cadence Term Loan was 8.3%. Â On the Closing Date, the Cadence Loan Agreement was terminated and all outstanding amounts under the Cadence Term Loan were repaid in full and all security interest and other liens granted to or held by Cadence were terminated and released. In addition, unamortized debt issuance costs as of the termination date of $53,438 were included in â€œInterest expenseâ€ in the Consolidated Statements of Operations. Â Â The table below presents the components of the Companyâ€™s outstanding debt for the periods presented: SCHEDULE OF LONG-TERM DEBTÂ Â Â September 30, 2024Â Â December 31, 2023Â CRG Term LoanÂ $30,500,000Â Â $-Â Paid-in-kind interestÂ Â 424,067Â Â Â -Â Back-end feeÂ Â 219,689Â Â Â -Â Cadence Term LoanÂ Â -Â Â Â 9,750,000Â DebtÂ Â 31,143,756Â Â Â 9,750,000Â Â Â Â Â Â Â Â Â Â Less: unamortized debt issuance costsÂ Â (1,067,041)Â Â (56,520) Â Â Â Â Â Â Â Â Â Debt, net of debt issuance costsÂ Â 30,076,715Â Â Â 9,693,480Â Â Â Â Â Â Â Â Â Â Â Less: Current portion of debtÂ Â -Â Â Â 580,357Â Long-term debt, net of current portionÂ $30,076,715Â Â $9,113,123Â Â The table below presents the aggregate maturities of the Companyâ€™s outstanding debt as of September 30, 2024: SCHEDULE OF MATURITIES OUTSTANDING Â YearÂ TotalÂ Â Â Â Â Remainder of 2024Â $-Â 2025Â Â -Â 2026Â Â -Â 2027Â Â -Â 2028Â Â -Â ThereafterÂ Â 31,143,756Â Total debtÂ $31,143,756Â Â In connection with the CRG Term Loan, the Company incurred $1,160,740 in debt issuance costs during the nine months ended September 30, 2024, an increase of $273,487 from June 30, 2024, due to the Second Borrowing. Debt issuance costs are amortized to â€œInterest expenseâ€ on the Consolidated Statements of Operations over the life of the debt to which they pertain. The total unamortized debt issuance costs were $1,067,041 and $56,520 as of September 30, 2024 and December 31, 2023, respectively. Debt issuance costs are included in â€œLong-term debt, net of current portionâ€ on the Consolidated Balance Sheets. Amortization expense related to debt issuance costs was $150,219 and $2,055 for the nine months ended September 30, 2024 and 2023, respectively. Amortization for the nine months ended September 30, 2024 includes the amortization and the write-off of debt issuance costs of $56,520 related to the termination of Cadence Term Loan. Â Â X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I + Details Name: us-gaap_DebtDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 28 R17.htm IDEA: XBRL DOCUMENT v3.24.3 COMMITMENTS AND CONTINGENCIES 9 Months Ended Sep. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â COMMITMENTS AND CONTINGENCIES NOTE 9 - COMMITMENTS AND CONTINGENCIES Â License Agreements and Royalties Â CellerateRX Surgical Â In August 2018, the Company entered an exclusive, world-wide sublicense agreement with CGI Cellerate RX to distribute certain hydrolyzed collagen products, including CellerateRX Surgical, into the surgical and wound care markets. Pursuant to the Sublicense Agreement, the Company paid royalties of 3-5% of annual collected net sales of these products. As amended in January 2021, the term of the sublicense was extended through May 2050, with automatic successive year-to-year renewal terms thereafter so long as the Companyâ€™s Net Sales (as defined in the Sublicense Agreement) each year are equal to or in excess of $1,000,000. If the Companyâ€™s Net Sales fall below $1,000,000 for any year after the expiration date, CGI Cellerate RX has the right to terminate the Sublicense Agreement upon written notice. Â Under this agreement, royalty expense, which was recorded in â€œCost of goods soldâ€ in the accompanying Consolidated Statements of Operations, totaled zero and a benefit of $9,209, respectively, for the three months ended September 30, 2024 and 2023 and zero and $1,060,035, respectively, for the nine months ended September 30, 2024 and 2023. Sales of CellerateRX Surgical comprised the substantial majority of the Companyâ€™s sales during the three and nine months ended September 30, 2024 and 2023. Â As discussed further in Note 3, on August 1, 2023, the Company purchased certain assets from Applied, including the rights to manufacture and sell certain hydrolyzed collagen products, including CellerateRX Surgical, for use in the human wound care market. In connection with the Applied Asset Purchase, Applied assigned the License Agreement with CGI Cellerate RX to SMAT, and on October 10, 2024, the License Agreement and Sublicense Agreement were terminated. Â BIAKÅŒS Antimicrobial Wound Gel and BIAKÅŒS Antimicrobial Skin and Wound Cleanser Â In July 2019, the Company executed a license agreement with Rochal Industries, LLC (â€œRochalâ€), a related party, pursuant to which the Company acquired an exclusive world-wide license to market, sell and further develop antimicrobial products for the prevention and treatment of microbes on the human body utilizing certain Rochal patents and pending patent applications (the â€œBIAKÅŒS License Agreementâ€). Currently, the products covered by the BIAKÅŒS License Agreement are BIAKÅŒS Antimicrobial Wound Gel, BIAKÅŒS Antimicrobial Skin and Wound Cleanser and BIASURGE Advanced Surgical Solution. All three products are 510(k) cleared. Â Future commitments under the terms of the BIAKÅŒS License Agreement include: Â Â â— The Company pays Rochal a royalty of 2-4% of net sales. The minimum annual royalty due to Rochal was $146,410 for 2024 and will increase to a maximum amount of $150,000 in 2025. Â Â â— The Company may pay additional royalties annually based on specific net profit targets from sales of the licensed products, subject to a maximum of $1,000,000 during any calendar year. Â Unless previously terminated by the parties, the BIAKÅŒS License Agreement expires with the related patents in December 2031. Â Under this agreement, royalty expense, which is recorded in â€œCost of goods soldâ€ in the accompanying Consolidated Statements of Operations, was $36,602 and $32,499 for the three months ended September 30, 2024 and 2023, respectively. For the nine months ended September 30, 2024 and 2023, royalty expense under this agreement was $113,907 and $97,499, respectively. The Companyâ€™s Executive Chairman and Chief Executive Officer is a director of Rochal, and indirectly a significant shareholder of Rochal, and through the potential exercise of warrants, a majority shareholder of Rochal. Another one of the Companyâ€™s directors is also a director and significant shareholder of Rochal. Â Â CuraShield Antimicrobial Barrier Film and No Sting Skin Protectant Â In October 2019, the Company executed a license agreement with Rochal pursuant to which the Company acquired an exclusive world-wide license to market, sell and further develop certain antimicrobial barrier film and skin protectant products for use in the human health care market utilizing certain Rochal patents and pending patent applications (the â€œABF License Agreementâ€). Currently, the products covered by the ABF License Agreement are CuraShield Antimicrobial Barrier Film and a no sting

skin protectant product. Â Future commitments under the terms of the ABF License Agreement include: Â Â â— The Company will pay Rochal a royalty of 2-4% of net sales. The minimum annual royalty due to Rochal will be $50,000 beginning with the first full calendar year following the year in which first commercial sales of the products occur. The annual minimum royalty will increase by 10% each subsequent calendar year up to a maximum amount of $75,000. Â Â â— The Company will pay additional royalties annually based on specific net profit targets from sales of the licensed products, subject to a maximum of $500,000 during any calendar year. Â Unless previously terminated or extended by the parties, the ABF License Agreement will terminate upon expiration of the last U.S. patent in October 2033. No commercial sales or royalties have been recognized under this agreement as of September 30, 2024. Â Debrider License Agreement Â In May 2020, the Company executed a product license agreement with Rochal, pursuant to which the Company acquired an exclusive world-wide license to market, sell and further develop a debrider for human medical use to enhance skin condition or treat or relieve skin disorders, excluding uses primarily for beauty, cosmetic, or toiletry purposes (the â€œDebrider License Agreementâ€). Â Future commitments under the terms of the Debrider License Agreement include: Â Â â— Upon FDA clearance of the licensed products, the Company will pay Rochal $500,000 in cash and an additional $1,000,000, which at the Companyâ€™s option may be paid in any combination of cash and its common stock. Â Â â— The Company will pay Rochal a royalty of 2-4% of net sales. The minimum annual royalty due to Rochal will be $100,000 beginning with the first full calendar year following the year in which first commercial sales of the licensed products occur and increase by 10% each subsequent calendar year up to a maximum amount of $150,000. Â Â â— The Company will pay additional royalty annually based on specific net profit targets from sales of the licensed products, subject to a maximum of $1,000,000 during any calendar year. Â Unless previously terminated or extended by the parties, the Debrider License Agreement will expire in October 2034. No commercial sales or royalties have been recognized under this agreement as of September 30, 2024. Â Rochal Asset Acquisition Â The Company entered into an asset purchase agreement with Rochal effective July 1, 2021, pursuant to which the Company purchased certain assets of Rochal. Pursuant to the asset purchase agreement, for the three-year period after the effective date, Rochal is entitled to receive consideration for any new product relating to the business that is directly and primarily based on an invention conceived and reduced to practice by a member or members of Rochalâ€™s science team. For the three-year period after the effective date, Rochal is also entitled to receive an amount in cash equal to twenty-five percent of the proceeds received for any Grant (as defined in the asset purchase agreement) by either the Company or Rochal. In addition, the Company agreed to use commercially reasonable efforts to perform Minimum Development Efforts (as defined in the asset purchase agreement) with respect to certain products under development, which if obtained, will entitle the Company to intellectual property rights from Rochal in respect of such products. Â Â Precision Healing Merger Agreement Â In April 2022, the Company closed a merger transaction with Precision Healing pursuant to which Precision Healing became a wholly owned subsidiary of the Company. Pursuant to the terms of the merger agreement, holders of Precision Healing common stock and preferred stock, other than the Company, were entitled to receive closing consideration, consisting of $125,966 in cash consideration, which was paid to stockholders who were not accredited investors, 165,738 shares of the Companyâ€™s common stock, which was paid only to accredited investors, and the payment in cash of approximately $0.6 million of transaction expenses of Precision Healing. The Company recorded the issuance of the 165,738 shares to accredited investors and cash payments to nonaccredited investors based on the closing price per share of the Companyâ€™s common stock on April 4, 2022, which was $30.75. Â Upon the closing of the merger, the Precision Healing outstanding options previously granted under the Precision Healing Plan converted, pursuant to their terms, into options to acquire an aggregate of 144,191 shares of Company common stock with a weighted average exercise price of $10.71 per share. These options expire between August 2030 and April 2031. In addition, outstanding and unexercised Precision Healing warrants converted into rights to receive warrants to purchase (i) 4,424 shares of the Companyâ€™s common stock with an initial exercise price of $7.32 per share and an expiration date of April 22, 2031, and (ii) 12,301 shares of the Companyâ€™s common stock with an initial exercise price of $12.05 per share and an expiration date of August 10, 2030. Concurrent with the assumption of the Precision Healing Plan, the Company terminated the ability to offer future awards under the Precision Healing Plan. Â Pursuant to the merger agreement, upon the achievement of certain performance thresholds, the securityholders of Precision Healing, including the holders of options and warrants to purchase Precision Healing common stock and certain persons promised options to purchase Precision Healing common stock, are also entitled to receive payments of up to $10.0 million, which was accounted for as contingent consideration pursuant to ASC 805. The earnout consideration is payable in cash or, at the Companyâ€™s election, is payable to accredited investors in shares of Company common stock at a price per share equal to the greater of (i) $27.13 or (ii) the average closing price of Company common stock for the 20 trading days prior to the date such earnout consideration is due and payable. Pursuant to the merger agreement, a minimum percentage of the earnout consideration may be required to be issued to accredited investors in shares of Company common stock for tax purposes. The amount and composition of the portion of earnout consideration payable is subject to adjustment and offsets as set forth in the merger agreement. Â Scendia Purchase Agreement Â In July 2022, the Company closed the Scendia acquisition pursuant to which Scendia became a wholly owned subsidiary of the Company. Pursuant to the purchase agreement, the aggregate consideration for the acquisition at closing was approximately $7.6 million, subject to customary post-closing adjustments. The consideration consisted of (i) approximately $1.6 million of cash, subject to certain adjustments, and (ii) 291,686 shares of common stock of the Company. Pursuant to the purchase agreement, at closing, the Company withheld 94,798 Indemnity Holdback Shares, which such Indemnity Holdback Shares were withheld to the extent provided in the purchase agreement to satisfy Phillipsâ€™ indemnification obligations and subsequently issued and released to Phillips in July 2023. Â In addition to the cash consideration and the stock consideration, the purchase agreement provides that Phillips is entitled to receive two potential earnout payments, payable on an annual basis, not to exceed $10.0 million in the aggregate, which was accounted for as contingent consideration pursuant to ASC 805. The earnout consideration is payable to Phillips in cash or, at the Companyâ€™s election, in up to 486,145 shares of the Companyâ€™s common stock upon the achievement of certain performance thresholds relating to net revenue attributable to sales of Scendia products during the two-year period following the closing. The Company made the first earnout payment of approximately $693,000 in cash in August 2023 and the second and final earnout payment of approximately $1.1 million in cash in October 2024. Â Â Applied Asset Purchase Â On August 1, 2023, the Company closed the Applied Asset Purchase. The Applied Purchased Assets were purchased for an initial aggregate purchase price of $15.25 million, consisting of (i) the Cash Closing Consideration, (ii) the Stock Closing Consideration and (iii) the Installment Payments. Â In addition to the Cash Closing Consideration, Stock Closing Consideration and Installment Payments, the Applied Purchase Agreement provides that the Sellers are entitled to receive the Applied Earnout, which is payable to the Sellers in cash, upon the achievement of certain performance thresholds relating to SMATâ€™s collections from net sales of a collagen-based product currently under development. Upon expiration of the seventh anniversary of the Closing, to the extent the Sellers have not earned the entirety of the Applied Earnout, SMAT shall pay the Sellers the True-Up Payment. The Applied Earnout, minus the True-Up Payment and any Applied Earnout payments already made by SMAT, may be earned at any point in the future, including after the True-Up Payment is made. Â In connection with the Applied Asset Purchase and pursuant to the Applied Purchase Agreement, effective August 1, 2023, the Company entered into the Petito Services Agreement with the Owner, pursuant to which the Owner, as an independent contractor, agreed to provide the Petito Services. As consideration for the Petito Services, the Owner is entitled to receive: (i) a base salary of $12,000 per month during the term of the Petito Services Agreement, (ii) a royalty payment equal to three percent (3%) of the actual collections from net sales of certain products the Owner develops or codevelops that reach commercialization, (iii) a royalty payment equal to five percent (5%) for the first $50.0 million in aggregate collections from net sales of certain future products and a royalty payment of two and one-half percent (2.5%) on aggregate collections from net sales of certain future products on any amounts exceeding $50.0 million but up to $100.0 million, (iv) $500,000 in cash in the event that 510(k) clearance is issued for any future product accepted by the Company and (v) $1.0 million in cash in the event that a U.S. patent is issued for a certain product; provided that with respect to the incentive payments described in (iv) and (v) of the foregoing, the Owner shall not earn more than $2.5 million. Â The Petito Services Agreement has an initial term of three years and is subject to automatic successive one-month renewals unless earlier terminated in accordance with its terms. The Petito Services Agreement may be terminated upon the Ownerâ€™s death or disability or by the Company or the Owner â€œFor Causeâ€ (as defined in the Petito Services Agreement); provided, however, that the base salary described in (i) of the foregoing paragraph shall survive termination through the three-year initial term and the royalty payments and incentive payments described in (ii)-(v) of the foregoing paragraph shall survive termination of the Petito Services Agreement. Â Other Commitments Â On December 20, 2023, the Company signed an exclusive license agreement with Tufts University (â€œTuftsâ€) to develop and commercialize patented technology covering 18 unique collagen peptides. As part of this agreement, the Company formed a new subsidiary, Sanara Collagen Peptides, LLC (â€œSCPâ€) and 10% of SCPâ€™s outstanding units were issued to Tufts. SCP has exclusive rights to develop and commercialize new products based on the licensed patents and patents pending. SCP will pay royalties to Tufts based on net sales of licensed products and technologies. Under the exclusive license agreement, royalties will be calculated at a rate of 1.5% or 3%, depending on the type of product or technology developed. SCP will pay Tufts a minimum annual royalty of $50,000 on January 1 of the year following the first anniversary of the first commercial sale of the licensed products or technologies. SCP will pay Tufts a $100,000 minimum annual royalty on January 1 of each subsequent year during the royalty term specified in the exclusive license agreement. There have been no material accounting impacts related to this arrangement as of September 30, 2024. Â X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 29 R18.htm IDEA: XBRL DOCUMENT v3.24.3 SHAREHOLDERSâ€™ EQUITY 9 Months Ended Sep. 30, 2024 Equity [Abstract] Â SHAREHOLDERSâ€™ EQUITY NOTE 10 â€“ SHAREHOLDERSâ€™ EQUITY Â Common Stock Â At the Companyâ€™s Annual Meeting of Shareholders held in July 2020, the Company approved the Restated 2014 Omnibus Long Term Incentive Plan (the â€œ2014 LTIPâ€) in which the Companyâ€™s directors, officers, employees and consultants are eligible to participate. The 2014 LTIP terminated on September 3, 2024, and no future awards may be granted pursuant to the 2014 LTIP. Previously granted awards under the 2014 LTIP will remain outstanding until they expire by their terms or under the terms of the 2014 LTIP. Â Â On June 12, 2024, the Companyâ€™s shareholders approved the 2024 Omnibus Long-Term Incentive Plan (the â€œ2024 LTIPâ€), which went into effect upon shareholder approval. The maximum number of shares of the Companyâ€™s common stock that may be delivered pursuant to awards granted under the 2024 LTIP is 1,000,000, subject to increase by any awards under the 2014 LTIP (i) that were outstanding on or after June 12, 2024, and that, on or after such date, are forfeited, expire or are canceled, and (ii) any shares subject to awards relating to common stock under the 2014 LTIP that are settled in cash on or after June 12, 2024 (the â€œPrior LTIP Awardsâ€). The 2024 LTIP also provides that, to the extent an award under the 2024 LTIP or a Prior LTIP Award is forfeited, expires or is canceled, in whole or in part, the shares subject to such forfeited, expired or canceled award may again be awarded under the 2024 LTIP. As of September 30, 2024, a total of 745,085 shares had been issued under the 2014 LTIP and 1,000,000 were available for issuance under the 2024 LTIP. Â In April 2022, the Company closed a merger transaction with Precision Healing pursuant to which Precision Healing became a wholly owned subsidiary of the Company. Pursuant to the terms of the merger agreement, holders of Precision Healing common stock and preferred stock, other than the Company, were entitled to receive closing consideration, consisting of $125,966 in cash consideration, which was paid to stockholders who were not accredited investors, 165,738 shares of the Companyâ€™s common stock, which was paid only to accredited investors, and the payment in cash of approximately $0.6 million of transaction expenses of Precision Healing. The Company recorded the issuance of the 165,738 shares to accredited investors and cash payments to nonaccredited investors based on the closing price per share of the Companyâ€™s common stock on April 4, 2022, which was $30.75. Â Upon the closing of the merger, the Precision Healing outstanding options previously granted under the Precision Healing Plan converted, pursuant to their terms, into options to acquire an aggregate of 144,191 shares of Company common stock with a weighted average exercise price of $10.71 per share. These options expire between August 2030 and April 2031. In addition, outstanding and unexercised Precision Healing warrants converted into rights to receive warrants to purchase (i) 4,424 shares of the Companyâ€™s common stock with an initial exercise price of $7.32 per share and an expiration date of April 22, 2031, and (ii) 12,301 shares of the Companyâ€™s common stock with an initial exercise price of $12.05 per share and an expiration date of August 10, 2030. Concurrent with the assumption of the Precision Healing Plan, the Company terminated the ability to offer future awards under the Precision Healing Plan. Â Pursuant to the merger agreement, upon the achievement of certain performance thresholds, the securityholders of Precision Healing, including the holders of options and warrants to purchase Precision Healing common stock and certain persons promised options to purchase Precision Healing common stock, are also entitled to receive payments of up to $10.0 million, which was accounted for as contingent consideration pursuant to ASC 805. The earnout consideration is payable in cash or, at the Companyâ€™s election, is payable to accredited investors in shares of Company common stock at a price per share equal to the greater of (i) $27.13 or (ii) the average closing price of Company common stock for the 20 trading days prior to the date such earnout consideration is due and payable. Pursuant to the merger agreement, a minimum percentage of the earnout consideration may be required to be issued to accredited investors in shares of Company common stock for tax purposes. The amount and composition of the portion of earnout consideration payable is subject to adjustment and offsets as set forth in the merger agreement. Â In July 2022, the Company closed the Scendia acquisition pursuant to which Scendia became a wholly owned subsidiary of the Company. Pursuant to the purchase agreement, the aggregate consideration at closing for the acquisition was approximately $7.6 million, subject to customary post-closing adjustments. The consideration consisted of (i) approximately $1.6 million of cash, subject to certain adjustments, and (ii) 291,686 shares of common stock of the Company. Pursuant to the purchase agreement, at closing, the Company withheld 94,798 Indemnity Holdback Shares, which such Indemnity Holdback Shares were withheld to the extent provided in the purchase agreement to satisfy Phillipsâ€™ indemnification obligations and subsequently issued and released to Phillips in July 2023. Â In addition to the cash consideration and the stock consideration, the purchase agreement provides that Phillips is entitled to receive two potential earnout payments, payable on an annual basis, not to exceed $10.0 million in the aggregate, which was accounted for as contingent consideration pursuant to ASC 805. The earnout consideration is payable to Phillips in cash or, at the Companyâ€™s election, in up to 486,145 shares of the Companyâ€™s common stock upon the achievement of certain performance thresholds relating to net revenue attributable to sales of Scendia products during the two-year period following the closing. The Company made the first earnout payment of approximately $693,000 in cash in August 2023 and the second and final earnout payment of approximately $1.1 million in cash in October 2024. Â Â In February 2023, the Company entered into a Controlled Equity OfferingSM Sales Agreement (the â€œSales Agreementâ€) with Cantor Fitzgerald & Co., as sales agent (â€œCantorâ€), pursuant to which the Company could offer and sell from time to time, to or through Cantor, shares of the Companyâ€™s common stock having an aggregate offering price of up to $75,000,000. Â Sales of the shares were made in sales deemed to be an â€œat the market offeringâ€ as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended. Upon delivery of a placement notice and subject to the terms and conditions of the Sales Agreement, Cantor agreed to use commercially reasonable efforts consistent with its normal trading and sales practices, applicable state and federal law, rules and regulations and the rules of The Nasdaq Capital Market to sell the shares from time to time based upon the Companyâ€™s instructions, including any price, time period or size limits specified by the Company. The Company had no obligation to sell any of the shares under the Sales Agreement and could suspend or terminate the offering of its common stock pursuant to the Sales Agreement upon notice to Cantor and subject to other conditions. Cantorâ€™s obligations to sell the shares under the Sales Agreement were subject to satisfaction of certain conditions, including customary closing conditions. Pursuant to the Sales Agreement, the Company paid Cantor a commission of 3.0% of the aggregate gross proceeds from each sale of the shares. Â In 2023, the Company sold an aggregate of 26,143 shares of common stock for gross proceeds of approximately $1.1 million and net proceeds of approximately $0.9 million pursuant to the Sales Agreement. The Company paused the offering at the end of the first quarter of 2023 and did not reactivate it during the remainder

of 2023. The Form S-3 registration statement for this offering expired at the beginning of 2024. Â On August 1, 2023, the Company closed the Applied Asset Purchase. Included in the purchase price was 73,809 shares of the Companyâ€™s common stock. See Note 3 for more information regarding the acquisition of Applied. Â Restricted Stock Awards Â During the nine months ended September 30, 2024, the Company issued restricted stock awards under the 2014 LTIP which are subject to certain vesting provisions and other terms and conditions set forth in each recipientâ€™s respective restricted stock agreement. The Company granted and issued 164,588 shares, net of forfeitures, of restricted common stock to employees, directors, and certain advisors of the Company under the 2014 LTIP during the nine months ended September 30, 2024. The fair value of these awards was $5,765,952 based on the closing price of the Companyâ€™s common stock on the respective grant dates, which will be recognized as compensation expense on a straight-line basis over the vesting period of the awards. Â Share-based compensation expense of $1,025,430 and $857,526 was recognized in Operating expenses in the accompanying Consolidated Statements of Operations during the three months ended September 30, 2024 and 2023, respectively. Share-based compensation expense of $3,240,361 and $2,582,163 was recognized in Operating expenses in the accompanying Consolidated Statements of Operations during the nine months ended September 30, 2024 and 2023, respectively. Â At September 30, 2024, there was $5,403,255 of total unrecognized share-based compensation expense related to unvested share-based equity awards. Unrecognized share-based compensation expense is expected to be recognized over a weighted-average period of 0.7 years. Â Below is a summary of restricted stock activity for the nine months ended September 30, 2024: SUMMARY OF RESTRICTED STOCK ACTIVITYÂ Â Â For the Nine Months Ended September 30, 2024Â Â Â SharesÂ Â Weighted Average Grant Date Fair ValueÂ Nonvested at beginning of periodÂ Â 144,211Â Â $34.07Â GrantedÂ Â 190,240Â Â Â 35.03Â VestedÂ Â (84,407)Â Â 33.26Â ForfeitedÂ Â (25,652)Â Â 35.02Â Nonvested at September 30, 2024Â Â 224,392Â Â $35.08Â Â Â Stock Options Â A summary of the status of outstanding stock options at September 30, 2024 and changes during the nine months then ended is presented below: SCHEDULE OF STOCK OPTION ACTIVITYÂ Â Â For the Nine Months EndedÂ Â Â Â Â Â September 30, 2024Â Â Â Â Â Â Â Â Â Â Â Weighted AverageÂ Â Weighted AverageÂ Â AggregateÂ Â Â Â Â ExerciseÂ Â RemainingÂ Â IntrinsicÂ Â Â OptionsÂ Â PriceÂ Â Contract LifeÂ Â ValueÂ Outstanding at beginning of periodÂ Â 93,892Â Â $10.22Â Â Â Â Â Â Â Â Â Granted or assumedÂ Â -Â Â Â -Â Â Â Â Â Â Â Â Â ExercisedÂ Â (62,879)Â Â 10.05Â Â Â Â Â Â Â Â Â ForfeitedÂ Â -Â Â Â -Â Â Â Â Â Â Â Â Â ExpiredÂ Â -Â Â Â -Â Â Â Â Â Â Â Â Â Outstanding at September 30, 2024Â Â 31,013Â Â $10.57Â Â Â 6.1Â Â $547,530.6Â Â Â Â Â Â Â Â Â Â Â

Technologies) with an extensive pipeline of innovative products under development. Â Tissue Health Plus Â The THP segment is focused on value-based wound care services. Through THP, the Company plans to offer a first of its kind value-based wound care program to payers and risk-bearing entities such as accountable care organizations and VBC primary care companies, with Medicare Advantage payers as the initial target market for this program. Â Â THPâ€™s programs are expected to enable payers to divest wound care spend risk, reduce wound related hospitalizations and improve patient quality of life. THP plans to coordinate delivery of community and home-based wound care for its managed patients. Community based care spans a variety of settings including physician offices, skilled nursing facilities, assisted living facilities and senior living facilities. THP programs are intended to integrate science and evidence-based medicine protocols to standardize wound prevention and treatment. Â Currently, there are no allocated costs included in the THP segment. All corporate and overhead expenses are included in the Sanara Surgical segment, as substantially all of those costs relate to supporting the operations and activities of the Sanara Surgical segment. Â As a result of the change in reportable segments, certain prior period amounts have been recast to conform to the current period presentation. Throughout this Quarterly Report on Form 10-Q, unless otherwise indicated, amounts and activity reflect reclassifications related to the Companyâ€™s change in reportable segments. The change in reportable segments had no impact on the Companyâ€™s previously reported Consolidated Balance Sheets, Consolidated Statements of Operations, Consolidated Statements of Cash Flows or Consolidated Statements of Shareholdersâ€™ Equity. Â The following tables reflect results of operations, Segment EBITDA, segmented assets, and expenditures for long-lived assets for the Companyâ€™s reportable segments for the periods indicated below: SCHEDULE OF OPERATIONS, ASSETS AND CAPITAL EXPENDITURES FOR OUR BUSINESS SEGMENTSÂ Â Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Three Months EndedÂ Â Â September 30,Â Â Â 2024Â Â 2023Â Â Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Sanara SurgicalÂ Â THPÂ Â TotalÂ Â Â Â

$18,863,335Â Â $13,634,316Â Â $52,586,945Â Â $39,756,539Â Bone fusion productsÂ Â 2,808,264Â Â Â 2,340,382Â Â Â 7,779,209Â Â Â 7,392,740Â Royalty revenueÂ Â -Â Â Â 50,250Â Â Â 906Â Â Â 150,750Â Total Net RevenueÂ $21,671,599Â Â $16,024,948Â Â $60,367,060Â Â $47,300,029Â Â For the three and nine months ended September 30, 2024 and 2023, all of the Companyâ€™s net revenue was generated from Sanara Surgical. The Company plans to commercially launch the THP program in mid-2025. Â Accounts Receivable Allowances Accounts Receivable Allowances Â Accounts receivable are typically due within 30 days of invoicing. The Company establishes an allowance for credit losses to provide for an estimate of accounts receivable which are not expected to be collectible. The Company bases the allowance on an assessment of customer creditworthiness, historical payment experience, the age of outstanding receivables and other information as applicable and will record its allowance based on the estimated credit losses. The Company recorded credit loss expense of $75,000 and $128,061 during the three months ended September 30, 2024 and 2023, respectively and $230,930 and $214,061 during the nine months ended September 30, 2024 and 2023, respectively. The allowance for credit losses was $758,960 at September 30, 2024 and $528,030 at December 31, 2023. Credit loss reserves are maintained based on a variety of factors, including the length of time receivables are past due and a detailed review of certain individual customer accounts. The Company also establishes other allowances to provide for estimated customer rebates and other expected customer deductions. These allowances totaled $5,010 at September 30, 2024 and $3,820 at December 31, 2023. If circumstances related to customers change, estimates of the recoverability of receivables would be further adjusted. Â Inventories Inventories Â Inventories are stated at the lower of cost or net realizable value, with cost computed on a first-in, first-out basis. Inventories consist primarily of finished goods, and also include an immaterial amount of raw materials and related packaging components. The Company recorded inventory obsolescence expense of $96,684 and $152,701 during the three months ended September 30, 2024 and 2023, respectively, and $356,261 and $222,691 during the nine months ended September 30, 2024 and 2023, respectively. The allowance for obsolete and slow-moving inventory had a balance of $466,276 at September 30, 2024, and $446,917 at December 31, 2023. Â Â Property and Equipment Property and Equipment Â Property and equipment are stated at cost, less accumulated depreciation. Depreciation is recorded using the straight-line method over the estimated useful lives of the related assets, ranging from two to ten years. Below is a summary of property and equipment for the periods presented: Â SCHEDULE OF PROPERTY AND EQUIPMENT Â Â UsefulÂ September 30,Â Â December 31,Â Â Â LifeÂ 2024Â Â 2023Â ComputersÂ 3-5 yearsÂ $235,388Â Â $194,788Â Office equipmentÂ 3-7 yearsÂ Â 216,491Â Â Â 201,785Â Furniture and fixturesÂ 5-10 yearsÂ Â 346,508Â Â Â 304,338Â Leasehold improvementsÂ 2-5 yearsÂ Â 170,370Â Â Â 134,170Â Internal use softwareÂ 5 yearsÂ Â 1,618,999Â Â Â 1,618,999Â Â Â Â Â Â Â Â Â Â Â Â Property and equipment, grossÂ Â Â Â 2,587,756Â Â Â 2,454,080Â Less accumulated depreciationÂ Â Â Â (1,591,986)Â Â (1,196,124) Â Â Â Â Â Â Â Â Â Â Â Property and equipment, netÂ Â Â $995,770Â Â $1,257,956Â Â Depreciation expense related to property and equipment was $129,592 and $116,596 for the three months ended September 30, 2024 and 2023, respectively, and $395,862 and $332,762 for the nine months ended September 30, 2024 and 2023, respectively. Â Internal Use Software Internal Use Software Â The Company accounts for costs incurred to develop or acquire computer software for internal use in accordance with ASC Topic 350-40, Intangibles â€“ Goodwill and Other. The Company capitalizes the costs incurred during the application development stage, which generally includes third-party developer fees to design the software configuration and interfaces, coding, installation and testing. Â The Company begins capitalization of qualifying costs when both the preliminary project stage is completed and management has authorized further funding for the completion of the project. Costs incurred during the preliminary project stage along with post implementation stages of internal-use computer software are expensed as incurred. The Company also capitalizes costs related to specific upgrades and enhancements when it is probable the expenditures will result in additional functionality. Capitalized development costs are classified as â€œProperty and equipment, netâ€ in the Consolidated Balance Sheets and are depreciated over the estimated useful life of the software, which is generally five years. Â Goodwill Goodwill Â The excess of purchase price over the fair value of identifiable net assets acquired in business combinations is recorded as goodwill. As of September 30, 2024 and December 31, 2023, all of the Companyâ€™s goodwill relates to the acquisition of Scendia Biologics, LLC (â€œScendiaâ€), which is included in the Sanara Surgical segment. Goodwill has an indefinite useful life and is not amortized. Goodwill is tested annually as of December 31 for impairment, or more frequently if circumstances indicate impairment may have occurred. The Company may first perform a qualitative assessment to determine if it is more likely than not that the fair value of the reporting unit is less than the respective carrying value. If it is determined that it is more likely than not that a reporting unitâ€™s fair value is less than its carrying value, then the Company will determine the fair value of the reporting unit and record an impairment charge for the difference between fair value and carrying value (not to exceed the carrying amount of goodwill). No impairment was recorded during the three or nine months ended September 30, 2024 or 2023. Â Â Intangible Assets Intangible Assets Â Intangible assets are stated at cost of acquisition less accumulated amortization and impairment loss, if any. Cost of acquisition includes the purchase price and any cost directly attributable to bringing the asset to its working condition for the intended use. The Company amortizes its finite-lived intangible assets on a straight-line basis over the estimated useful life of the respective assets which is generally the life of the related patents or licenses, seven years for customer relationships and five years for assembled workforces. See Note 5 for more information on intangible assets. Â Impairment of Long-Lived Assets Impairment of Long-Lived Assets Â Long-lived assets, including certain identifiable intangibles held and to be used by the Company, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The Company continuously evaluates the recoverability of its long-lived assets based on estimated future cash flows and the estimated liquidation value of such long-lived assets and provides for impairment if such undiscounted cash flows are insufficient to recover the carrying amount of the long-lived assets. If impairment exists, an adjustment is made to write the asset down to its fair value, and a loss is recorded as the difference between the carrying value and fair value. Fair values are determined based on quoted market values, undiscounted cash flows or internal and external appraisals, as applicable. Assets to be disposed of are carried at the lower of carrying value or estimated fair value less cost to sell. No impairment was recorded during the three or nine months ended September 30, 2024 or 2023. Â Investments in Equity Securities Investments in Equity Securities Â The Companyâ€™s equity investments consist of nonmarketable equity securities in privately held companies without readily determinable fair values. Unless accounted for under the equity method of accounting, the investments are reported at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar investment in the same issuer. Â The Company applies the equity method of accounting to investments when it has significant influence, but not controlling interest, in the investee. Judgment regarding the level of influence over each equity method investment includes considering key factors such as ownership interest, representation on the board of directors, participation in policy-making decisions and material intercompany transactions. As discussed further in Note 6 as of September 30, 2024, the Company had one investment that is recorded applying the equity method of accounting. The Companyâ€™s proportionate share of the net income (loss) resulting from these investments is reported under the line item captioned â€œShare of losses from equity method investmentâ€ in the Companyâ€™s Consolidated Statements of Operations. The Companyâ€™s equity method investment is adjusted each period for the Companyâ€™s share of the investeeâ€™s income or loss and dividend paid, if any. The Company classifies distributions received from its equity method investment using the cumulative earnings approach in the Companyâ€™s Consolidated Statements of Cash Flows. Â The Company has reviewed the carrying value of its investments and has determined there was no impairment or observable price changes as of or for the three and nine months ended September 30, 2024 and 2023. Â Fair Value Measurement Fair Value Measurement Â As defined in ASC Topic 820, Fair Value Measurement (â€œASC 820â€), fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). This fair value measurement framework applies at both the initial and subsequent measurement. Â The three levels of the fair value hierarchy defined by ASC 820 are as follows: Â Level 1 â€“ Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities. Â Â Level 2 â€“ Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include nonexchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars. Â Level 3 â€“ Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in managementâ€™s best estimate of fair value. Â The carrying amounts of cash, accounts receivable, accounts payable and accrued expenses, other than acquisition-related expenses, approximate fair value because of the short-term nature of these instruments. The fair value of acquisition-related accrued expenses is categorized as Level 2 of the fair value hierarchy. The value of these instruments has been estimated using discounted cash flow analysis based on the Companyâ€™s incremental borrowing rate. The carrying value of the Companyâ€™s CRG Term Loan (defined below), which has a fixed interest rate approximates fair value based on instruments with similar terms (Level 2 inputs). The carrying value of the Companyâ€™s Cadence Term Loan (defined below), which had variable interest rates determined each month, approximates fair value based on instruments with similar terms (Level 2 inputs). The fair value of the contingent earnout consideration and the acquisition date fair value of goodwill and intangibles related to the acquisitions discussed in Notes 3 and 5 are based on Level 3 inputs. Â Liabilities for contingent consideration for the Precision Healing merger, acquisition of Scendia and Applied Asset Purchase (defined below) (see Note 3 for more information) are measured at fair value each reporting period, with the acquisition-date fair value included as part of the consideration transferred. The contingent consideration for the Scendia acquisition was settled as of September 30, 2024, and the final earnout payment of approximately $1.1 million was paid in cash in October 2024. Subsequent changes in fair value for the Precision Healing merger are reported under the line item captioned â€œChange in fair value of earnout liabilitiesâ€ in the Companyâ€™s Consolidated Statements of Operations. Due to the Applied Asset Purchase being accounted for as an asset acquisition and given that the transaction did not include contingent shares, subsequent revaluations of contingent consideration for the Applied Asset Purchase results in an adjustment to the contingent consideration liability and the intellectual property intangible asset with a cumulative catch-up amortization adjustment. The current year change in fair value of earnout liability below is as a result of a net increase in the estimated fair value of the earnout liability established at the time of the Companyâ€™s Precision Healing merger. The current year revaluation of earnout liability below is a result of an increase in the estimated value of the earnout liability established at the time of the Applied Asset Purchase. The following table sets forth a summary of the changes in fair value for the Level 3 contingent earnout considerations. Â SCHEDULE OF CHANGES IN FAIR VALUE FOR CONTINGENT EARNOUT CONSIDERATION Â Â Â Â Â Balance at December 31, 2023Â $3,823,001Â Change in fair value of earnout liabilitiesÂ Â 67,549 Revaluation of earnout liabilityÂ Â 22,000Â Balance at September 30, 2024Â $3,912,550Â Â Income Taxes Income Taxes Â Income taxes are accounted for under the asset and liability method, whereby deferred income taxes are recorded for temporary differences between financial statement carrying amounts and the tax basis of assets and liabilities. Deferred tax assets and liabilities reflect the tax rates expected to be in effect for the years in which the differences are expected to reverse. A valuation allowance is provided if it is more likely than not that some or all the deferred tax asset will not be realized. Â Â Share-based Compensation Share-based Compensation Â The Company accounts for share-based compensation to employees and nonemployees in accordance with ASC Topic 718, Compensation â€“ Stock Compensation. Share-based compensation is measured at the grant date, based on the fair value of the award, and is recognized as expense over the stipulated vesting period, if any. The Company estimates the fair value of share-based payments using the Black-Scholes option-pricing model for common stock options and warrants, and the closing price of the Companyâ€™s common stock for grants of common stock, including restricted stock awards. Â Research and Development Costs Research and Development Costs Â Research and development (â€œR&Dâ€) expenses consist of personnel-related expenses, including salaries, share-based compensation and benefits for all personnel directly engaged in R&D activities, contracted services, materials, prototype expenses and allocated overhead, which is comprised of compensation and benefits, lease expense and other facilities-related costs. R&D expenses include costs related to enhancements to the Companyâ€™s currently available products and additional investments in the product and platform development pipeline. The Company expenses R&D costs as incurred. Â Recently Adopted Accounting Pronouncements Recently Adopted Accounting Pronouncements Â In June 2016, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) 2016-13, Financial Instruments - Credit Losses (Topic 326). This update amends the impairment model by requiring entities to use a forward-looking approach based on expected losses to estimate credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The Company adopted the new guidance effective January 1, 2023. The adoption did not have a material impact on the Companyâ€™s consolidated financial position, results of operations or cash flows. Â Recently Issued Accounting Pronouncements Recently Issued Accounting Pronouncements Â In November 2023, FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (â€œASU 2023-07â€), which requires disclosure of incremental segment information on an annual and interim basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024 on a retrospective basis. The Company is currently evaluating the effect of this pronouncement on its disclosures. Â In December 2023, FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (â€œASU 2023-09â€), which expands the disclosure required for income taxes. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The amendment should be applied on a prospective basis while retrospective application is permitted. The Company is currently evaluating the effect of this pronouncement on its disclosures. X - DefinitionRecently Adopted Accounting Pronouncements [Policy Text Block] + ReferencesNo definition available. + Details Name: SMTI_RecentlyAdoptedAccountingPronouncementsPolicyTextBlock Namespace Prefix: SMTI_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-1 + Details Name: us-gaap_CashAndCashEquivalentsPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1 + Details Name: us-gaap_ConsolidationPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for credit loss on financial instrument measured at amortized cost basis, net investment in lease, off-balance sheet credit exposure, and available-for-sale debt security. Includes, but is not limited to, methodology used to estimate allowance for credit loss, how writeoff of uncollectible amount is recognized, and determination of past due status and nonaccrual status. +

ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.M.2.Q4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483530/326-20-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-14Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 30 -Paragraph 5A -Publisher FASB -URI https://asc.fasb.org/1943274/2147479391/326-20-30-5AReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3C -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-3CReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 35 -Paragraph 8A -Publisher FASB -URI https://asc.fasb.org/1943274/2147479366/326-20-35-8AReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3D -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-3DReference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 30 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147479175/326-30-30-1BReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3C -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-3CReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-3AReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3D -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-3DReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 35 -Paragraph 13A -Publisher FASB -URI https://asc.fasb.org/1943274/2147479148/326-30-35-13AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 30 -Paragraph 4A -Publisher FASB -URI https://asc.fasb.org/1943274/2147479391/326-20-30-4AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 35 -Paragraph 7A -Publisher FASB -URI https://asc.fasb.org/1943274/2147479148/326-30-35-7AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-21Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-11Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479106/326-30-50-7Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-17 + Details Name: us-gaap_CreditLossFinancialInstrumentPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2 + Details Name: us-gaap_EarningsPerSharePolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for equity method of accounting for investments and other interests. Investment includes, but is not limited to, unconsolidated subsidiary, corporate joint venture, noncontrolling interest in real estate venture, limited partnership, and limited liability company. Information includes, but is not limited to, ownership percentage, reason equity method is or is not considered appropriate, and accounting policy election for distribution received. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 21D -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-21D + Details Name: us-gaap_EquityMethodInvestmentsPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for fair value measurements of financial and non-financial assets, liabilities and instruments classified in shareholders' equity. Disclosures include, but are not limited to, how an entity that manages a group of financial assets and liabilities on the basis of its net exposure measures the fair value of those assets and liabilities. + ReferencesNo definition available. + Details Name: us-gaap_FairValueMeasurementPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for goodwill. This accounting policy also may address how an entity assesses and measures impairment of goodwill, how reporting units are determined, how goodwill is allocated to such units, and how the fair values of the reporting units are determined. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-20/tableOfContent + Details Name: us-gaap_GoodwillAndIntangibleAssetsGoodwillPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for intangible assets. This accounting policy may address both intangible assets subject to amortization and those that are not. The following also may be disclosed: (1) a description of intangible assets (2) the estimated useful lives of those assets (3) the amortization method used (4) how the entity assesses and measures impairment of such assets (5) how future cash flows are estimated (6) how the fair values of such asset are determined. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-5Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-3 + Details Name: us-gaap_GoodwillAndIntangibleAssetsIntangibleAssetsPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for recognizing and measuring the impairment of long-lived assets. An entity also may disclose its accounting policy for long-lived assets to be sold. This policy excludes goodwill and intangible assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.CC) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480091/360-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 05 -Paragraph 4 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482338/360-10-05-4 + Details Name: us-gaap_ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for income taxes, which may include its accounting policies for recognizing and measuring deferred tax assets and liabilities and related valuation allowances, recognizing investment tax credits, operating loss carryforwards, tax credit carryforwards, and other carryforwards, methodologies for determining its effective income tax rate and the characterization of interest and penalties in the financial statements. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-20Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-19Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(h)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-1 + Details Name: us-gaap_IncomeTaxPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for costs incurred when both (1) the software is acquired, internally developed, or modified solely to meet the entity's internal needs, and (2) during the software's development or modification, no substantive plan exists or is being developed to market the software externally. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 40 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-40/tableOfContent + Details Name: us-gaap_InternalUseSoftwarePolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of inventory accounting policy for inventory classes, including, but not limited to, basis for determining inventory amounts, methods by which amounts are added and removed from inventory classes, loss recognition on impairment of inventories, and situations in which inventories are stated above cost. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(6)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 330 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483080/330-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483489/210-10-50-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 330 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478411/912-330-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 330 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/330/tableOfContentReference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 330 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483080/330-10-50-4Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 6 -Subparagraph (a) -SubTopic 10 -Topic 270 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482989/270-10-45-6 + Details Name: us-gaap_InventoryPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for long-lived, physical asset used in normal conduct of business and not intended for resale. Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 6 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-6Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for costs it has incurred (1) in a planned search or critical investigation aimed at discovery of new knowledge with the hope that such knowledge will be useful in developing a new product or service, a new process or technique, or in bringing about a significant improvement to an existing product or process; or (2) to translate research findings or other knowledge into a plan or design for a new product or process or for a significant improvement to an existing product or process. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483044/730-10-05-1 + Details Name: us-gaap_ResearchAndDevelopmentExpensePolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for revenue. Includes revenue from contract with customer and from other sources. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 3: http://www.xbrl.org/2003/role/exampleRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (e) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4 + Details Name: us-gaap_RevenueRecognitionPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for award under share-based payment arrangement. Includes, but is not limited to, methodology and assumption used in measuring cost. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.C.Q3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -

Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.D.1.Q5) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.D.3.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.D.2.Q6) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationOptionAndIncentivePlansPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-9Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 11 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 12 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-12Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-8 + Details Name: us-gaap_UseOfEstimates Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 33 R22.htm IDEA: XBRL DOCUMENT v3.24.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Tables) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â SCHEDULE OF COMPUTATION OF DILUTED NET LOSS PER SHARE The following table summarizes the shares of common stock that were potentially issuable but were excluded from the computation of diluted net loss per share for the three and nine months ended September 30, 2024 and 2023 as such shares would have had an anti-dilutive effect: Â SCHEDULE OF COMPUTATION OF DILUTED NET LOSS PER SHARE Â Â 2024Â Â 2023Â Â Â As of September 30,Â Â Â Â 2024Â Â 2023Â Stock options (a)Â Â Â 31,013Â Â Â 95,873Â Warrants (b)Â Â Â 16,725Â Â Â 16,725Â Unvested restricted stockÂ Â 224,392Â Â Â 159,557Â Anti-dilutive securitiesÂ Â 224,392Â Â Â 159,557Â Â Â (a) Shares underlying stock options assumed pursuant to the merger agreement with Precision Healing, Inc. (â€œPrecision Healingâ€) in April 2022. Â (b) Shares underlying warrants assumed pursuant to the merger agreement with Precision Healing in April 2022. SCHEDULE OF REVENUE FROM PRODUCT SALES AND ROYALTIES Revenue streams from product sales and royalties are summarized below for the three and nine months ended September 30, 2024 and 2023. Â SCHEDULE OF REVENUE FROM PRODUCT SALES AND ROYALTIES Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Â Â Three Months EndedÂ Â Â Nine Months EndedÂ Â Â September 30,Â Â September 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Soft tissue repair productsÂ $18,863,335Â Â $13,634,316Â Â $52,586,945Â Â $39,756,539Â Bone fusion productsÂ Â 2,808,264Â Â Â 2,340,382Â Â Â 7,779,209Â Â Â 7,392,740Â Royalty revenueÂ Â -Â Â Â 50,250Â Â Â 906Â Â Â 150,750Â Total Net RevenueÂ $21,671,599Â Â $16,024,948Â Â $60,367,060Â Â $47,300,029Â SCHEDULE OF PROPERTY AND EQUIPMENT Â SCHEDULE OF PROPERTY AND EQUIPMENT Â Â UsefulÂ September 30,Â Â December 31,Â Â Â LifeÂ 2024Â Â 2023Â ComputersÂ 3-5 yearsÂ $235,388Â Â $194,788Â Office equipmentÂ 3-7 yearsÂ Â 216,491Â Â Â 201,785Â Furniture and fixturesÂ 5-10 yearsÂ Â 346,508Â Â Â 304,338Â Leasehold improvementsÂ 2-5 yearsÂ Â 170,370Â Â Â 134,170Â Internal use softwareÂ 5 yearsÂ Â 1,618,999Â Â Â 1,618,999Â Â Â Â Â Â Â Â Â Â Property and equipment, grossÂ Â Â Â 2,587,756Â Â Â 2,454,080Â Less accumulated depreciationÂ Â Â (1,591,986)Â Â (1,196,124) Â Â Â Â Â Â Â Â Â Â Property and equipment, netÂ Â Â $995,770Â Â $1,257,956Â SCHEDULE OF CHANGES IN FAIR VALUE FOR CONTINGENT EARNOUT CONSIDERATION Â SCHEDULE OF CHANGES IN FAIR VALUE FOR CONTINGENT EARNOUT CONSIDERATION Â Â Â Â Â Balance at December 31, 2023Â $3,823,001Â Change in fair value of earnout liabilitiesÂ Â 67,549 Revaluation of earnout liabilityÂ Â 22,000Â Balance at September 30, 2024Â $3,912,550Â X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of disaggregation of revenue into categories depicting how nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factor. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5 + Details Name: us-gaap_DisaggregationOfRevenueTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of contingent payment arrangements including the terms that will result in payment and the accounting treatment that will be followed if such contingencies occur, including the potential impact on earnings per share if contingencies are to be settled in common stock of the entity. The description also may include the period over which amounts are expected to be paid, and changes in the amount since the previous reporting period. This also includes contingent options and commitments. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionContingentConsiderationTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 34 R23.htm IDEA: XBRL DOCUMENT v3.24.3 APPLIED ASSET PURCHASE (Tables) - Applied Asset Purchase Agreement [Member] 9 Months Ended Sep. 30, 2024 Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Â SCHEDULE OF ASSET PURCHASE CONSIDERATIONS The total purchase consideration for the Applied Asset Purchase as determined by the Company was as follows: Â SCHEDULE OF ASSET PURCHASE CONSIDERATIONS ConsiderationÂ Equity SharesÂ Â Dollar ValueÂ Cash Closing ConsiderationÂ Â Â Â Â $9,750,000Â Fair value of Stock Closing ConsiderationÂ Â 73,809Â Â Â 3,089,645Â Fair value of Installment PaymentsÂ Â Â Â Â 2,040,808Â Cash paid for inventoryÂ Â Â Â Â Â 30,007Â Fair value of Petito Services Agreement defined paymentsÂ Â Â Â Â Â 825,834Â Fair value of Petito Services Agreement contingent considerationÂ Â Â Â Â Â 893,000Â Direct transaction costsÂ Â Â Â Â Â 162,743Â Total purchase considerationÂ Â Â Â Â $16,792,037Â SCHEDULE OF PURCHASE CONSIDERATION ON FAIR VALUE OF ASSETS ACQUIRED Â SCHEDULE OF PURCHASE CONSIDERATION ON FAIR VALUE OF ASSETS ACQUIRED DescriptionÂ AmountÂ InventoryÂ $30,007Â EquipmentÂ Â 33,062Â Intellectual propertyÂ Â 16,728,968Â Net assets acquiredÂ $16,792,037Â X - DefinitionTabular disclosure of asset acquisition. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 15 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480123/805-50-15-3 + Details Name: us-gaap_AssetAcquisitionTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 808 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479402/808-10-50-1 + Details Name: us-gaap_CollaborativeArrangementsAndNoncollaborativeArrangementTransactionsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed. May include but not limited to the following: (a) acquired receivables; (b) contingencies recognized at the acquisition date; and (c) the fair value of noncontrolling interests in the acquiree. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Paragraph 1 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_AppliedAssetPurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 35 R24.htm IDEA: XBRL DOCUMENT v3.24.3 GOODWILL AND INTANGIBLES, NET (Tables) 9 Months Ended Sep. 30, 2024 Goodwill and Intangible Assets Disclosure [Abstract] Â SCHEDULE OF CHANGES IN CARRYING AMOUNT OF GOODWILL The changes in the carrying amount of the Companyâ€™s goodwill were as follows: Â SCHEDULE OF CHANGES IN CARRYING AMOUNT OF GOODWILL Â Â TotalÂ Balance as of December 31, 2022Â $3,601,781Â AcquisitionsÂ Â -Â Balance as of December 31, 2023Â Â 3,601,781Â BalanceÂ Â 3,601,781Â AcquisitionsÂ Â -Â Balance as of September 30, 2024Â $3,601,781Â BalanceÂ $3,601,781Â SCHEDULE OF CARRYING VALUE OF INTANGIBLE ASSETS The carrying values of the Companyâ€™s intangible assets were as follows for the periods presented: Â SCHEDULE OF CARRYING VALUE OF INTANGIBLE ASSETS Â Â September 30, 2024Â Â December 31, 2023Â Â Â Â Â Â AccumulatedÂ Â Â Â Â Â Â AccumulatedÂ Â Â Â Â CostÂ Â AmortizationÂ Â NetÂ Â CostÂ Â AmortizationÂ Â NetÂ Amortizable Intangible Assets:Â Â Â Â Â Â Â Â Â Â

investments including, but not limited to, name of each investee or group of investments, percentage ownership, difference between recorded amount of an investment and the value of the underlying equity in the net assets, and summarized financial information. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3 + Details Name: us-gaap_EquityMethodInvestmentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of realized and unrealized gain (loss) on investment in security. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_GainLossOnInvestmentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfInvestmentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 37 R26.htm IDEA: XBRL DOCUMENT v3.24.3 OPERATING LEASES (Tables) 9 Months Ended Sep. 30, 2024 Operating Leases Â SCHEDULE OF OPERATING LEASE LIABILITY Maturity of Operating Lease Liabilities SCHEDULE OF OPERATING LEASE LIABILITYÂ Â Â September 30, 2024Â Remainder of 2024Â $142,525Â 2025Â Â 532,053Â 2026Â Â 379,529Â 2027Â Â 297,947Â 2028Â Â 295,689Â 2029Â Â 300,158Â ThereafterÂ Â 303,892Â Â Â Â Â Total lease paymentsÂ Â 2,251,793Â Less imputed interestÂ Â (405,500) Present Value of Lease LiabilitiesÂ $1,846,293Â Â Â Â Â Operating lease liabilities â€“ currentÂ $439,129Â Operating lease liabilities â€“ long-termÂ $1,407,164Â X - ReferencesNo definition available. + Details Name: SMTI_DisclosureOperatingLeasesAbstract Namespace Prefix: SMTI_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 38 R27.htm IDEA: XBRL DOCUMENT v3.24.3 DEBT AND CREDIT FACILITIES (Tables) 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] Â SCHEDULE OF LONG-TERM DEBT The table below presents the components of the Companyâ€™s outstanding debt for the periods presented: SCHEDULE OF LONG-TERM DEBTÂ Â Â September 30, 2024Â Â December 31, 2023Â CRG Term LoanÂ $30,500,000Â Â $-Â Paid-in-kind interestÂ Â 424,067Â Â Â -Â Back-end feeÂ Â 219,689Â Â Â -Â Cadence Term LoanÂ Â -Â Â Â 9,750,000Â DebtÂ Â 31,143,756Â Â Â 9,750,000Â Â Â Â Â Â Â Â Â Â Less: unamortized debt issuance costsÂ Â (1,067,041)Â Â (56,520) Â Â Â Â Â Â Â Â Debt, net of debt issuance costsÂ Â 30,076,715Â Â Â 9,693,480Â Â Â Â Â Â Â Â Â Â Less: Current portion of debtÂ Â -Â Â Â 580,357Â Long-term debt, net of current portionÂ $30,076,715Â Â $9,113,123Â SCHEDULE OF MATURITIES OUTSTANDING The table below presents the aggregate maturities of the Companyâ€™s outstanding debt as of September 30, 2024: SCHEDULE OF MATURITIES OUTSTANDING Â YearÂ TotalÂ Â Â Â Â Remainder of 2024Â $-Â 2025Â Â -Â 2026Â Â -Â 2027Â Â -Â 2028Â Â -Â ThereafterÂ Â 31,143,756Â Total debtÂ $31,143,756Â Â X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of information pertaining to short-term and long-debt instruments or arrangements, including but not limited to identification of terms, features, collateral requirements and other information necessary to a fair presentation. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfDebtTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of maturity and sinking fund requirement for long-term debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 39 R28.htm IDEA: XBRL DOCUMENT v3.24.3 SHAREHOLDERSâ€™ EQUITY (Tables) 9 Months Ended Sep. 30, 2024 Equity [Abstract] Â SUMMARY OF RESTRICTED STOCK ACTIVITY Below is a summary of restricted stock activity for the nine months ended September 30, 2024: SUMMARY OF RESTRICTED STOCK ACTIVITYÂ Â Â For the Nine Months Ended September 30, 2024Â Â Â SharesÂ Â Weighted Average Grant Date Fair ValueÂ NonvestedÂ at beginning of periodÂ Â 144,211Â Â $34.07Â GrantedÂ Â 190,240Â Â Â 35.03Â VestedÂ Â (84,407)Â Â 33.26Â ForfeitedÂ Â (25,652)Â Â 35.02Â Nonvested at September 30, 2024Â Â 224,392Â Â $35.08Â SCHEDULE OF STOCK OPTION ACTIVITY A summary of the status of outstanding stock options at September 30, 2024 and changes during the nine months then ended is presented below: SCHEDULE OF STOCK OPTION ACTIVITYÂ Â Â For the Nine Months EndedÂ Â Â Â Â September 30, 2024Â Â Â Â Â Â Â Â Â Â

Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionNumber of segments reported by the entity. A reportable segment is a component of an entity for which there is an accounting requirement to report separate financial information on that component in the entity's financial statements. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-18 + Details Name: us-gaap_NumberOfReportableSegments Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 42 R31.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF COMPUTATION OF DILUTED NET LOSS PER SHARE (Details) - shares 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Equity Option [Member] Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Anti-dilutive securities [1] 31,013 95,873 Warrant [Member] Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Anti-dilutive securities [2] 16,725 16,725 Unvested Restricted Stock [Member] Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Anti-dilutive securities 224,392 159,557 [1] Shares underlying stock options assumed pursuant to the merger agreement with Precision Healing, Inc. (â€œPrecision Healingâ€) in April 2022. [2] Shares underlying warrants assumed pursuant to the merger agreement with Precision Healing in April 2022. X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_StockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=SMTI_UnvestedRestrictedStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 43 R32.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF REVENUE FROM PRODUCT SALES AND ROYALTIES (Details) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Product Information [Line Items] Â Â Â Â Total Net Revenue $ 21,671,599 $ 16,024,948 $ 60,367,060 $ 47,300,029 Soft Tissue Repair Products [Member] Â Â Â Â Product Information [Line Items] Â Â Â Â Total Net Revenue 18,863,335 13,634,316 52,586,945 39,756,539 Bone Fusion Products [Member] Â Â Â Â Product Information [Line Items] Â Â Â Â Total Net Revenue 2,808,264 2,340,382 7,779,209 7,392,740 Royalty [Member] Â Â Â Â Product Information [Line Items] Â Â Â Â Total Net Revenue $ 50,250 $ 906 $ 150,750 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_ProductInformationLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_ProductOrServiceAxis=SMTI_SoftTissueRepairProductsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=SMTI_BoneFusionProductsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=us-gaap_RoyaltyMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 44 R33.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF PROPERTY AND EQUIPMENT (Details) - USD ($) Sep. 30, 2024 Dec. 31, 2023 Property, Plant and Equipment [Line Items] Â Â Property and equipment, gross $ 2,587,756 $ 2,454,080 Less accumulated depreciation (1,591,986) (1,196,124) Property and equipment, net $ 995,770 1,257,956 Minimum [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Useful life 2 years Â Maximum [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Useful life 10 years Â Computer Equipment [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Property and equipment, gross $ 235,388 194,788 Computer Equipment [Member] | Minimum [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Useful life 3 years Â Computer Equipment [Member] | Maximum [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Useful life 5 years Â Office Equipment [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Property and equipment, gross $ 216,491 201,785 Office Equipment [Member] | Minimum [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Useful life 3 years Â Office Equipment [Member] | Maximum [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Useful life 7 years Â Furniture and Fixtures [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Property and equipment, gross $ 346,508 304,338 Furniture and Fixtures [Member] | Minimum [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Useful life 5 years Â Furniture and Fixtures [Member] | Maximum [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Useful life 10 years Â Leasehold Improvements [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Property and equipment, gross $ 170,370 134,170 Leasehold Improvements [Member] | Minimum [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Useful life 2 years Â Leasehold Improvements [Member] | Maximum [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Useful life 5 years Â Internal Use Software [Member] Â Â Property, Plant and Equipment [Line Items] Â Â Property and equipment, gross $ 1,618,999 $ 1,618,999 Useful life 5 years Â X - DefinitionAmount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A + Details Name: us-gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionUseful life of long lived, physical assets used in the normal conduct of business and not intended for resale, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Examples include, but not limited to, land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment. + ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_ComputerEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_OfficeEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_FurnitureAndFixturesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_LeaseholdImprovementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=SMTI_InternalUseSoftwareMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 45 R34.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF CHANGES IN FAIR VALUE FOR CONTINGENT EARNOUT CONSIDERATION (Details) 9 Months Ended Sep. 30, 2024 USD ($) Accounting Policies [Abstract] Â Balance at December 31, 2023 $ 3,823,001 Change in fair value of earnout liabilities 67,549 Revaluation of earnout liability 22,000 Balance at September 30, 2024 $ 3,912,550 X - DefinitionBusiness combination contingent consideration arrangements change in amount of contingent consideration revaluation of earnout liability. + ReferencesNo definition available. + Details Name: SMTI_BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationRevaluationOfEarnoutLiability Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in the value of a contingent consideration liability, including, but not limited to, differences arising upon settlement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-4 + Details Name: us-gaap_BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationLiability1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of liability recognized arising from contingent consideration in a business combination. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479613/805-30-35-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479668/805-30-25-6 + Details Name: us-

gaap_BusinessCombinationContingentConsiderationLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 46 R35.htm IDEA: XBRL DOCUMENT v3.24.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Details Narrative) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Property, Plant and Equipment [Line Items] Â Â Â Â Â Credit loss expense $ 75,000 $ 128,061 $ 230,930 $ 214,061 Â Allowance for credit losses 758,960 Â 758,960 Â $ 528,030 Allowance for customer rebates and deductions 5,010 Â 5,010 Â 3,820 Inventory obsolescence expense 96,684 152,701 356,261 222,691 Â Allowance for obsolete and slow-moving inventory 466,276 Â 466,276 Â $ 446,917 Depreciation expense $ 129,592 116,596 $ 395,862 332,762 Â Software, estimated useful life 5 years Â 5 years Â Â Impairment of goodwill $ 0 0 $ 0 0 Â Impairment of long-lived assets $ 0 $ 0 $ 0 $ 0 Â Minimum [Member] Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Estimated useful lives 2 years Â 2 years Â Â Maximum [Member] Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Estimated useful lives 10 years Â 10 years Â Â X - DefinitionThe valuation allowance as of the balance sheet date to reduce the gross amount of receivables to estimated net realizable value, which would be presented in parentheses on the face of the balance sheet. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4 + Details Name: us-gaap_AllowanceForDoubtfulAccountsPremiumsAndOtherReceivables Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of allowance for credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_Depreciation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionUseful life of finite-lived intangible assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap_FiniteLivedIntangibleAssetUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAmount of impairment loss from asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-2 + Details Name: us-gaap_GoodwillImpairmentLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate amount of write-downs for impairments recognized during the period for long-lived assets held for abandonment, exchange or sale. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-15 + Details Name: us-gaap_ImpairmentOfLongLivedAssetsToBeDisposedOf Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of valuation reserve for inventory. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 330 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.BB) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480581/330-10-S99-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_InventoryValuationReserves Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of loss from reductions in inventory due to subsequent measurement adjustments, including, but not limited to, physical deterioration, obsolescence, or changes in price levels. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 330 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483080/330-10-50-2 + Details Name: us-gaap_InventoryWriteDown Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A + Details Name: us-gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionUseful life of long lived, physical assets used in the normal conduct of business and not intended for resale, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Examples include, but not limited to, land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment. + ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAmount of expense (reversal of expense) for expected credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_ProvisionForDoubtfulAccounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 47 R36.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF ASSET PURCHASE CONSIDERATIONS (Details) - Applied Asset Purchase Agreement [Member] Aug. 01, 2023 USD ($) shares Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Â Cash Closing Consideration $ 9,750,000 Fair value of Stock Closing Consideration $ 3,089,645 Equity Shares | shares 73,809 Fair value of Installment Payments $ 2,040,808 Cash paid for inventory 30,007 Fair value of Petito Services Agreement defined payments 825,834 Fair value of Petito Services Agreement contingent consideration 893,000 Direct transaction costs 162,743 Total purchase consideration $ 16,792,037 X - DefinitionAsset acquisition consideration transferred cash paid for inventory + ReferencesNo definition available. + Details Name: SMTI_AssetAcquisitionConsiderationTransferredCashPaidForInventory Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAsset acquisition consideration transferred fair value of installment payments + ReferencesNo definition available. + Details Name: SMTI_AssetAcquisitionConsiderationTransferredFairValueOfInstallmentPayments Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAsset acquisition consideration transferred fair value of petito services defined payments + ReferencesNo definition available. + Details Name: SMTI_AssetAcquisitionConsiderationTransferredFairValueOfPetitoServicesDefinedPayments Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of consideration transferred in asset acquisition. Includes, but is not limited to, cash, liability incurred by acquirer, and equity interest issued by acquirer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479908/805-50-55-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2 + Details Name: us-gaap_AssetAcquisitionConsiderationTransferred Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of contingent consideration recognized as part of consideration transferred in asset acquisition. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2 + Details Name: us-gaap_AssetAcquisitionConsiderationTransferredContingentConsideration Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of tangible and intangible assets included as part of consideration transferred in asset acquisition, classified as other. Excludes cash. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2 + Details Name: us-gaap_AssetAcquisitionConsiderationTransferredOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of transaction cost incurred as part of consideration transferred in asset acquisition. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479908/805-50-55-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2 + Details Name: us-gaap_AssetAcquisitionConsiderationTransferredTransactionCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 808 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479402/808-10-50-1 + Details Name: us-gaap_CollaborativeArrangementsAndNoncollaborativeArrangementTransactionsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares of stock issued during the period as part of a transaction to acquire assets that do not qualify as a business combination. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodSharesPurchaseOfAssets Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionValue of shares of stock issued during the period as part of a transaction to acquire assets that do not qualify as a business combination. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodValuePurchaseOfAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_AppliedAssetPurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 48 R37.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF PURCHASE CONSIDERATION ON FAIR VALUE OF ASSETS ACQUIRED (Details) - Applied Asset Purchase Agreement [Member] Sep. 30, 2024 USD ($) Business Acquisition [Line Items] Â Inventory $ 30,007 Equipment 33,062 Intellectual property 16,728,968 Net assets acquired $ 16,792,037 X - DefinitionBusiness combination recognized identifiable assets acquired and liabilities assumed intellectual property. + ReferencesNo definition available. + Details Name: SMTI_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntellectualProperty Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5 + Details Name: us-gaap_BusinessAcquisitionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of tangible personal property used to produce goods and services, including, but is not limited to, tools, dies and molds, computer and office equipment, acquired at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe amount of inventory recognized as of the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 55 -Paragraph 37 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479303/805-10-55-37Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedInventory Namespace Prefix:

us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount recognized for assets, including goodwill, in excess of (less than) the aggregate liabilities assumed. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_BusinessAcquisitionAxis=SMTI_AppliedAssetPurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 49 R38.htm IDEA: XBRL DOCUMENT v3.24.3 APPLIED ASSET PURCHASE (Details Narrative) - Applied Asset Purchase Agreement [Member] - USD ($) 1 Months Ended Aug. 01, 2023 Aug. 31, 2024 Business Acquisition, Contingent Consideration [Line Items] Â Â Assets purchase price $ 15,250,000 Â Cash consideration paid $ 9,750,000 Â Shares issued as consideration 73,809 Â Value of shares issued as consideration $ 3,089,645 Â Installment payable 2,500,000 Â Payment of installment Â $ 625,000 Earnout payable $ 10,000,000.0 Â Purchase agreement description As consideration for the Petito Services, the Owner is entitled to receive: (i) a base salary of $12,000 per month during the term of the Petito Services Agreement, (ii) a royalty payment equal to three percent (3%) of the actual collections from net sales of certain products the Owner develops or co-develops that reach commercialization, (iii) a royalty payment equal to five percent (5%) for the first $50.0 million in aggregate collections from net sales of certain future products and a royalty payment of two and one-half percent (2.5%) on aggregate collections from net sales of certain future products on any amounts exceeding $50.0 million but up to $100.0 million, (iv) $500,000 in cash in the event that 510(k) clearance is issued for any future product accepted by the Company and (v) $1.0 million in cash in the event that a U.S. patent is issued for a certain product; provided that with respect to the incentive payments described in (iv) and (v) of the foregoing, the Owner shall not earn more than $2.5 million. Â Cash Closing Consideration [Member] Â Â Business Acquisition, Contingent Consideration [Line Items] Â Â Cash consideration paid $ 9,750,000 Â Stock Closing Consideration [Member] Â Â Business Acquisition, Contingent Consideration [Line Items] Â Â Shares issued as consideration 73,809 Â Value of shares issued as consideration $ 3,000,000.0 Â X - DefinitionEarnout payable. + ReferencesNo definition available. + Details Name: SMTI_EarnoutPayable Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPurchase agreement description. + ReferencesNo definition available. + Details Name: SMTI_PurchaseAgreementDescription Namespace Prefix: SMTI_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of tangible and intangible assets included as part of consideration transferred in asset acquisition, classified as other. Excludes cash. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2 + Details Name: us-gaap_AssetAcquisitionConsiderationTransferredOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_BusinessAcquisitionContingentConsiderationLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of long-term loans payable classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_OtherLoansPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of cash outflow for the purchase of or improvements to tangible or intangible assets, used to produce goods or deliver services, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireOtherProductiveAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for purchases of and capital improvements on property, plant and equipment (capital expenditures), software, and other intangible assets. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireProductiveAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares of stock issued during the period as part of a transaction to acquire assets that do not qualify as a business combination. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodSharesPurchaseOfAssets Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionValue of shares of stock issued during the period as part of a transaction to acquire assets that do not qualify as a business combination. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodValuePurchaseOfAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_AppliedAssetPurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ContingentConsiderationByTypeAxis=SMTI_CashClosingConsiderationMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ContingentConsiderationByTypeAxis=SMTI_StockClosingConsiderationMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 50 R39.htm IDEA: XBRL DOCUMENT v3.24.3 CONVERTIBLE LOAN RECEIVABLE (Details Narrative) - USD ($) Oct. 01, 2024 Sep. 30, 2024 Jul. 31, 2024 Dec. 31, 2023 Financing Receivable, Modified [Line Items] Â Â Â Other Receivables, Net, Current Â $ 1,079,411 Â Convertible Debt [Member] Â Â Â Financing Receivable, Modified [Line Items] Â Â Â Accounts and Financing Receivable, after Allowance for Credit Loss, Current Â Â $ 1,079,391 Â Extended maturity date Â Â Oct. 01, 2024 Â Other Receivables, Net, Current Â $ 1,079,391 Â Â Convertible Debt [Member] | Subsequent Event [Member] Â Â Â Financing Receivable, Modified [Line Items] Â Â Â Loans Receivable, Basis Spread on Variable Rate 8.00% Â Â Convertible Debt [Member] | Extended Maturity [Member] Â Â Â Financing Receivable, Modified [Line Items] Â Â Â Extended maturity date Â Â Dec. 01, 2024 Â X - DefinitionAmount, after allowance for credit loss, of accounts and financing receivables, classified as current. Includes, but is not limited to, notes and loan receivable. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsNotesAndLoansReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 34 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-34Reference 2: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 33 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-33Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 12A -Publisher FASB -URI https://asc.fasb.org/1943274/2147481933/310-10-55-12AReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-42Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-42 + Details Name: us-gaap_FinancingReceivableModificationsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionMaturity date of loan held for sale, in YYYY-MM-DD format. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_LoansHeldForSaleMaturityDate Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: instant X - DefinitionPercentage added to reference rate used to compute variable rate on loan receivable. + ReferencesNo definition available. + Details Name: us-gaap_LoansReceivableBasisSpreadOnVariableRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount, after allowance, of receivables classified as other, due within one year or the operating cycle, if longer. + ReferencesNo definition available. + Details Name: us-gaap_OtherReceivablesNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_ShortTermDebtTypeAxis=us-gaap_ConvertibleDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsequentEventTypeAxis=us-gaap_SubsequentEventMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LoanRestructuringModificationAxis=us-gaap_ExtendedMaturityMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R40.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF CHANGES IN CARRYING AMOUNT OF GOODWILL (Details) - USD ($) 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Goodwill and Intangible Assets Disclosure [Abstract] Â Â Balance $ 3,601,781 $ 3,601,781 Acquisitions Balance $ 3,601,781 $ 3,601,781 X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase in asset representing future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized resulting from a business combination. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1 + Details Name: us-gaap_GoodwillAcquiredDuringPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 52 R41.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF CARRYING VALUE OF INTANGIBLE ASSETS (Details) - USD ($) Sep. 30, 2024 Dec. 31, 2023 Finite-Lived Intangible Assets [Line Items] Â Â Net $ 42,029,142 $ 44,926,061 Patents [Member] Â Â Finite-Lived Intangible Assets [Line Items] Â Â Cost 38,592,549 38,570,549 Accumulated amortization (4,934,785) (3,181,186) Net 33,657,764 35,389,363 Customer Relationships and Other [Member] Â Â Finite-Lived Intangible Assets [Line Items] Â Â Cost 7,947,332 7,947,332 Accumulated amortization (2,737,675) (1,861,887) Net 5,209,657 6,085,445 Licensing Agreements [Member] Â Â Finite-Lived Intangible Assets [Line Items] Â Â Cost 4,793,879 4,793,879 Accumulated amortization (1,632,158) (1,342,626) Net 3,161,721 3,451,253 Amortizable Intangible Assets [Member] Â Â Finite-Lived Intangible Assets [Line Items] Â Â Cost 51,333,760 51,311,760 Accumulated amortization (9,304,618) (6,385,699) Net $ 42,029,142 $ 44,926,061 X - DefinitionAccumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -

Paragraph 3 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount before accumulated amortization of intangible assets, excluding goodwill. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_IntangibleAssetsGrossExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1 + Details Name: us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_PatentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=SMTI_CustomerRelationshipsAndOtherMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_LicensingAgreementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=SMTI_AmortizableIntangibleAssetsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 53 R42.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF FUTURE AMORTIZATION EXPENSE (Details) Sep. 30, 2024 USD ($) Goodwill and Intangible Assets Disclosure [Abstract] Â Remainder of 2024 $ 972,818 2025 3,891,270 2026 3,874,015 2027 3,760,162 2028 3,726,921 2029 3,726,921 Thereafter 22,077,035 Total $ 42,029,142 X - DefinitionAmount of amortization for asset, excluding financial asset and goodwill, lacking physical substance with finite life expected to be recognized after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseAfterYearFive Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFive Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 54 R43.htm IDEA: XBRL DOCUMENT v3.24.3 GOODWILL AND INTANGIBLES, NET (Details Narrative) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Goodwill and Intangible Assets Disclosure [Abstract] Â Â Â Â Weighted-average amortization period Â Â 14 years 6 months Â Amortization of intangible assets $ 974,262 $ 881,079 $ 2,918,919 $ 2,247,482 X - DefinitionWeighted average amortization period of finite-lived intangible assets acquired either individually or as part of a group of assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-2 + Details Name: us-gaap_AmortizationOfIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 55 R44.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF INVESTMENTS (Details) - USD ($) Sep. 30, 2024 Dec. 31, 2023 Cost method investment $ 3,084,278 $ 3,084,278 Total Investments 8,321,412 3,084,278 ChemoMouthpiece, LLC [Member] Â Â Equity method investment $ 5,237,134 Economic interest 6.64% Direct Dermatology Inc. [Member] Â Â Cost method investment $ 1,000,000 $ 1,000,000 Pixalere Healthcare Inc. [Member] Â Â Cost method investment $ 2,084,278 $ 2,084,278 X - DefinitionEquity Method Investments Economic Interest. + ReferencesNo definition available. + Details Name: SMTI_EquityMethodInvestmentsEconomicInterest Namespace Prefix: SMTI_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionThis item represents the carrying amount on the entity's balance sheet of its investment in common stock of an equity method investee. This is not an indicator of the fair value of the investment, rather it is the initial cost adjusted for the entity's share of earnings and losses of the investee, adjusted for any distributions (dividends) and other than temporary impairment (OTTI) losses recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481664/323-10-45-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-25 + Details Name: us-gaap_EquityMethodInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts as of the balance sheet date of all investments. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 944 -SubTopic 80 -Name Accounting Standards Codification -Section 55 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480078/944-80-55-14Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 944 -SubTopic 80 -Name Accounting Standards Codification -Section 55 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480078/944-80-55-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(h)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_Investments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionIncludes other investments and securities that are not at fair value as of the balance sheet date and those that are not accounted for under the equity method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherInvestmentsAndSecuritiesAtCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: dei_LegalEntityAxis=SMTI_ChemoMouthPieceLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: dei_LegalEntityAxis=SMTI_DirectDermatologyIncMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: dei_LegalEntityAxis=SMTI_PixalereHealthcareIncMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 56 R45.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF LOSS FROM EQUITY METHOD INVESTMENT (Details) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Loss from equity method investment $ (31,448) $ (31,448) ChemoMouthpiece, LLC [Member] Â Â Â Â Loss from equity method investment $ (31,448) $ (31,448) X - DefinitionAmount of income (loss) for proportionate share of equity method investee's income (loss). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481664/323-10-45-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(13)(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromEquityMethodInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: dei_LegalEntityAxis=SMTI_ChemoMouthPieceLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 57 R46.htm IDEA: XBRL DOCUMENT v3.24.3 INVESTMENTS IN EQUITY SECURITIES (Details Narrative) - USD ($) 1 Months Ended 3 Months Ended 12 Months Ended Sep. 30, 2024 Mar. 31, 2022 Jun. 30, 2021 Jul. 31, 2020 Sep. 30, 2024 Mar. 31, 2023 Dec. 31, 2021 Dec. 31, 2023 Long term investments $ 8,321,412 Â Â Â $ 8,321,412 Â Â $ 3,084,278 Purchase of shares, value Â Â Â Â (75,000) $ 1,033,761 Â Â Investments $ 8,321,412 Â Â Â $ 8,321,412 Â Â $ 3,084,278 Direct Dermatology Inc. [Member] Â Â Â Â Â Â Â Ownership interest 8.10% Â Â Â 8.10% Â Â Â Pixalere Healthcare USA LLC [Member] Â Â Â Â Â Â Â Â Ownership interest Â Â 27.30% Â Â Â Â Â Ownership value Â Â $ 93,879 Â Â Â Â Â ChemoMouthpiece, LLC [Member] Â Â Â Â Â Â Â Â Ownership interest 6.64% Â Â Â 6.64% Â Â Â Series B-2 Preferred Shares [Member] | Direct Dermatology Inc. [Member] Â Â Â Â Â Â Â Ownership interest Â Â Â 2.90% Â Â Â Â Direct Dermatology Inc. [Member] | Series B-2 Preferred Shares [Member] Â Â Â Â Â Â Â Â Long term investments Â Â Â $ 500,000 Â Â Â Â Number of shares purchased Â 3,571,429 Â 7,142,857 Â Â 3,571,430 Â Purchase of shares, value Â $ 250,000 Â Â Â Â $ 250,000 Â Pixalere Healthcare Inc. [Member] | Class A Preferred Shares [Member] Â Â Â Â Â Â Â Â Number of shares purchased Â Â 278,587 Â Â Â Â Â Investments Â Â $ 2,084,278 Â Â Â Â Â Conversion rate Â Â 27.30% Â Â Â Â Â ChemoMouthpiece, LLC [Member] | Common Units [Member] Â Â Â Â Â Â Â Â Number of shares purchased 100,674.72 Â Â Â Â Â Â Â Purchase of shares, value $ 5,000,000.0 Â Â Â Â Â Â Â Â X - DefinitionDividend or interest rate associated with the financial instrument issued in exchange for the original debt being converted in a noncash or part noncash transaction. Noncash are transactions that affect recognized assets or liabilities but that do not result in cash receipts or cash payments. Part noncash refers to that portion of the transaction not resulting in cash receipts or cash payments. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_DebtConversionConvertedInstrumentRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThis element represents the aggregate cost of investments accounted for under the equity method of accounting. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_EquityMethodInvestmentAggregateCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe percentage of ownership of common stock or equity participation in the investee accounted for under the equity method of accounting. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3 + Details Name: us-gaap_EquityMethodInvestmentOwnershipPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionSum of the carrying amounts as of the balance sheet date of all investments. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 944 -SubTopic 80 -Name Accounting Standards Codification -Section 55 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480078/944-80-55-14Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 944 -SubTopic 80 -Name Accounting Standards Codification -Section 55 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480078/944-80-55-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(h)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_Investments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe total amount of investments that are intended to be held for an extended period of time (longer than one operating cycle). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis=SMTI_DirectDermatologyIncMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis=SMTI_PixalereHealthcareUSALLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis=SMTI_ChemoMouthPieceLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=SMTI_SeriesBTwoPreferredSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: dei_LegalEntityAxis=SMTI_DirectDermatologyIncMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: dei_LegalEntityAxis=SMTI_PixalereHealthcareIncMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=SMTI_ClassAPreferredSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: dei_LegalEntityAxis=SMTI_ChemoMouthPieceLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=SMTI_CommonUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 58 R47.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF OPERATING LEASE LIABILITY (Details) - USD ($) Sep. 30, 2024 Dec. 31, 2023 Operating Leases Â Â Remainder of 2024 $ 142,525 Â 2025 532,053 Â 2026 379,529 Â 2027 297,947 Â 2028 295,689 Â 2029 300,158 Â Thereafter 303,892 Â Total lease payments 2,251,793 Â Less imputed interest (405,500) Â Present Value of Lease Liabilities 1,846,293 Â Operating lease liabilities â€“ current 439,129 $ 361,185 Operating lease liabilities â€“ long-term $ 1,407,164 $ 1,737,445 X - ReferencesNo definition available. + Details Name: SMTI_DisclosureOperatingLeasesAbstract Namespace Prefix: SMTI_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease due after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueAfterYearFive Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFive Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 59 R48.htm IDEA: XBRL DOCUMENT v3.24.3 OPERATING LEASES (Details Narrative) - USD ($) 3 Months Ended 9 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Property, Plant and Equipment [Line Items] Â Â Â Â Â Operating lease right of use assets $ 1,688,963 Â $ 1,688,963 Â $ 1,995,204

Operating lease liability 1,846,293 Â 1,846,293 Â Â Operating lease expense $ 121,126 $ 110,693 416,394 $ 295,268 Â Operating lease payments Â Â $ 362,491 $ 264,291 Â Weighted average remaining lease term 5 years 4 months 24 days Â 5 years 4 months 24 days Â Â Weighted average discount rate 7.66% Â 7.66% Â Â Office Space One [Member] Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Remaining lease term 75 months Â 75 months Â Â Office Space Two [Member] Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Remaining lease term 11 months Â 11 months Â Â Office Space Three [Member] Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Remaining lease term 28 months Â 28 months Â Â X - DefinitionRemaining lease term of operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeOperatingLeaseRemainingLeaseTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAmount of operating lease expense. Excludes sublease income. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-4 + Details Name: us-gaap_OperatingLeaseExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of cash outflow from operating lease, excluding payments to bring another asset to condition and location necessary for its intended use. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeasePayments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted average discount rate for operating lease calculated at point in time. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionWeighted average remaining lease term for operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A + Details Name: us-gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=SMTI_OfficeSpaceOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=SMTI_OfficeSpaceTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=SMTI_OfficeSpaceThreeMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 60 R49.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF LONG-TERM DEBT (Details) - USD ($) Sep. 30, 2024 Dec. 31, 2023 Short-Term Debt [Line Items] Â Â Debt $ 31,143,756 $ 9,750,000 Less: unamortized debt issuance costs (1,067,041) (56,520) Debt, net of debt issuance costs 30,076,715 9,693,480 Less: Current portion of debt 580,357 Long-term debt, net of current portion 30,076,715 9,113,123 CRG Term Loan [Member] Â Â Short-Term Debt [Line Items] Â Â Debt 30,500,000 Paid-in-kind Interest [Member] Â Â Short-Term Debt [Line Items] Â Â Debt 424,067 Back-end Fee [Member] Â Â Short-Term Debt [Line Items] Â Â Debt 219,689 Cadence Term Loan [Member] Â Â Short-Term Debt [Line Items] Â Â Debt $ 9,750,000 X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after accumulated amortization, of debt issuance costs. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D + Details Name: us-gaap_DeferredFinanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_LongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_ShortTermDebtLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_DebtInstrumentAxis=SMTI_CRGTermLoanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=SMTI_PaidInKindInterestMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=SMTI_BackendFeeMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=SMTI_CadenceTermLoanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 61 R50.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF MATURITIES OUTSTANDING (Details) - USD ($) Sep. 30, 2024 Dec. 31, 2023 Debt Disclosure [Abstract] Â Â Remainder of 2024 Â 2026 Â 2027 Â 2028 Â Thereafter 31,143,756 Â Total debt $ 31,143,756 $ 9,750,000 X - DefinitionLong term debt maturities repayments of principal after year four. + ReferencesNo definition available. + Details Name: SMTI_LongTermDebtMaturitiesRepaymentsOfPrincipalAfterYearFour Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 62 R51.htm IDEA: XBRL DOCUMENT v3.24.3 DEBT AND CREDIT FACILITIES (Details Narrative) - USD ($) 3 Months Ended 9 Months Ended Sep. 04, 2024 Apr. 17, 2024 Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Aug. 01, 2024 Dec. 31, 2023 Aug. 01, 2023 Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Interest paid-in-kind Â Â Â Â $ 424,067 Â Â Â Interest expense related to back-end fee Â Â $ 927,577 $ 188,294 1,839,259 188,300 Â Â Â Minimum cash balance Â Â 3,000,000.0 Â 3,000,000.0 Â Â Â Â Annual minimum revenue, year one Â Â Â Â 60,000,000.0 Â Â Â Â Annual minimum revenue, year two Â Â Â Â 75,000,000.0 Â Â Â Â Annual minimum revenue, year three Â Â Â Â 85,000,000.0 Â Â Â Â Annual minimum revenue, year four Â Â Â Â 95,000,000.0 Â Â Â Â Annual minimum revenue, year five Â Â Â Â 105,000,000.0 Â Â Â Â Unamortized debt issuance costs Â Â 1,067,041 Â 1,067,041 Â Â $ 56,520 Â Amortization expense of debt issuance costs Â Â Â Â 150,219 $ 2,055 Â Â Â CRG

Term Loan [Member] Â Â Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Â Debt issuance costs Â Â 1,160,740 Â 1,160,740 Â Â Â Â Â Increase in debt issuance costs Â Â 273,487 Â Â Â Â Â Â Â Cadence Term Loan [Member] Â Â Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Â Write-off of debt issuance costs Â Â Â Â 56,520 Â Â Â Â CRG Term Loan Agreement [Member] Â Â Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Â Secured term loan Â $ 55,000,000.0 Â Â Â Â Â Â Â Â Loans borrowed $ 15,500,000 15,000,000.0 Â Â Â Â Â Â Â Â Remaining amount available for borrowing Â $ 40,000,000.0 Â Â Â Â Â Â Â Â Borrowing capacity description Â each such borrowing must be at least $5.0 million or a multiple of $5.0 million and occur between the Closing Date and June 30, 2025, Â Â Â Â Â Â Â Â Â Proceeds from loans used for investment $ 5,000,000.0 Â Â Â Â Â Â Â Â Â Debt maturity date Mar. 30, 2029 Â Â Â Â Â Â Â Â Â Interest rate per annum Â 13.25% Â Â Â Â Â Â Â Â Â Incremental increase during an event of default Â 4.00% Â Â Â Â Â Â Â Â Cash paid percentage Â 8.00% Â Â Â Â Â Â Â Â Â Paid-in-kind and aggregate principal loan amount, percentage Â 5.25% Â Â Â Â Â Â Â Â Â Debt upfront fee percentage Â 1.50% Â Â Â Â Â Â Â Â Â Debt instrument back-end fee percentage Â 7.00% Â Â Â Â Â Â Â Â Â Interest paid Â Â 399,532 Â 646,199 Â Â Â Â Â Interest paid-in-kind Â Â 262,193 Â 424,068 Â Â Â Â Debt instrument rate description Â (i) if prepayment occurs on or prior to the date that is one year following the applicable borrowing (the â€œBorrowing Dateâ€), an amount equal to 10.0% of the aggregate outstanding principal amount of the CRG Term Loan being prepaid and (ii) if prepayment occurs one year after the applicable Borrowing Date and on or prior to two years following the applicable Borrowing Date, an amount equal to 5.0% of the aggregate outstanding principal amount of the CRG Term Loan being prepaid. Â Â Â Â Â Â Â Â CRG Term Loan Agreement [Member] | Back-end Fee [Member] Â Â Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Â Interest expense related to back-end fee Â Â $ 167,189 Â 219,689 Â Â Â Â Â Cadence Term Loan Agreement [Member] Â Â Â Â Â Â Â Â Â Â Short-Term Debt [Line Items] Â Â Â Â Â Â Â Â Â Â Principal amount Â Â Â Â Â Â Â Â Â $ 12,000,000.0 Loan percentage used for acquisition Â Â Â Â Â Â Â Â Â 100.00% Loan bank advance Â Â Â Â Â Â Â Â Â $ 9,750,000 Bank, interest rate Â Â Â Â Â Â Â 3.00% Â Â Interest rate on advances Â Â Â Â Â Â Â Â Â 8.30% Â Interest expense Â Â Â Â Â Â $ 53,438 Â Â Â Â X - DefinitionAnnual minimum revenue year five. + ReferencesNo definition available. + Details Name: SMTI_AnnualMinimumRevenueYearFive Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAnnual minimum revenue year four. + ReferencesNo definition available. + Details Name: SMTI_AnnualMinimumRevenueYearFour Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAnnual minimum revenue year one. + ReferencesNo definition available. + Details Name: SMTI_AnnualMinimumRevenueYearOne Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAnnual minimum revenue year three. + ReferencesNo definition available. + Details Name: SMTI_AnnualMinimumRevenueYearThree Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAnnual minimum revenue year two. + ReferencesNo definition available. + Details Name: SMTI_AnnualMinimumRevenueYearTwo Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionCash paid percentage. + ReferencesNo definition available. + Details Name: SMTI_CashPaidPercentage Namespace Prefix: SMTI_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionDebt instrument back end fee percentage. + ReferencesNo definition available. + Details Name: SMTI_DebtInstrumentBackEndFeePercentage Namespace Prefix: SMTI_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionDebt instrument upfront fee percentage. + ReferencesNo definition available. + Details Name: SMTI_DebtInstrumentUpFrontFeePercentage Namespace Prefix: SMTI_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionGross cash received from the term loan amount. + ReferencesNo definition available. + Details Name: SMTI_GrossCashReceivedFromTermLoan Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionIncrease in debt issuance costs. + ReferencesNo definition available. + Details Name: SMTI_IncreaseInDebtIssuanceCosts Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionMinimum cash balance value. + ReferencesNo definition available. + Details Name: SMTI_MinimumCashBalanceValue Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionPercentage of the loan proceeds that were used for the acquisition. + ReferencesNo definition available. + Details Name: SMTI_PercentageOfLoanProceedsUsedForAcquisition Namespace Prefix: SMTI_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of amortization expense attributable to debt issuance costs. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3 + Details Name: us-gaap_AmortizationOfFinancingCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIdentification of the lender and information about a contractual promise to repay a short-term or long-term obligation, which includes borrowings under lines of credit, notes payable, commercial paper, bonds payable, debentures, and other contractual obligations for payment. This may include rationale for entering into the arrangement, significant terms of the arrangement, which may include amount, repayment terms, priority, collateral required, debt covenants, borrowing capacity, call features, participation rights, conversion provisions, sinking-fund requirements, voting rights, basis for conversion if convertible and remarketing provisions. The description may be provided for individual debt instruments, rational groupings of debt instruments, or by debt in total. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentDescription Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentFaceAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe average effective interest rate during the reporting period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentInterestRateDuringPeriod Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionEffective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_DebtInstrumentInterestRateEffectivePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionIncremental percentage increase (decrease) in the stated rate on a debt instrument. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentInterestRateIncreaseDecrease Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionContractual interest rate for funds borrowed, under the debt agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionDescription of the interest rate as being fixed or variable, and, if variable, identification of the index or rate on which the interest rate is based and the number of points or percentage added to that index or rate to set the rate, and other pertinent information, such as frequency of rate resets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DebtInstrumentInterestRateTerms Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDate when the debt instrument is scheduled to be fully repaid, in YYYY-MM-DD format. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentMaturityDate Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionAmount of unused borrowing capacity under the long-term financing arrangement that is available to the entity as of the balance sheet date. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DebtInstrumentUnusedBorrowingCapacityAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, before accumulated amortization, of debt issuance costs. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DeferredFinanceCostsGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated amortization, of debt issuance costs. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D + Details Name: us-gaap_DeferredFinanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of Federal Home Loan Bank (FHLBank) advances to member financial institutions. + ReferencesNo definition available. + Details Name: us-gaap_FederalHomeLoanBankAdvances Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRate of interest applicable on advance from Federal Home Loan Bank (FHLBank). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 470 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478878/942-470-45-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3 + Details Name: us-gaap_FederalHomeLoanBankAdvancesBranchOfFHLBBankInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -

Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-24Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483013/835-20-50-1 + Details Name: us-gaap_InterestExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of interest expense classified as other. + ReferencesNo definition available. + Details Name: us-gaap_InterestExpenseOther Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash paid for interest, including, but not limited to, capitalized interest and payment to settle zero-coupon bond attributable to accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount; classified as operating and investing activities. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_InterestPaid Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionInterest paid other than in cash for example by issuing additional debt securities. As a noncash item, it is added to net income when calculating cash provided by or used in operations using the indirect method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_PaidInKindInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from amounts received from issuance of long-term debt that is wholly or partially secured by collateral. Excludes proceeds from tax exempt secured debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfSecuredDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCarrying value as of the balance sheet date, including the current and noncurrent portions, of collateralized debt obligations (with maturities initially due after one year or beyond the operating cycle, if longer). Such obligations include mortgage loans, chattel loans, and any other borrowings secured by assets of the borrower. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_SecuredDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_ShortTermDebtLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionWrite-off of amounts previously capitalized as debt issuance cost in an extinguishment of debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_WriteOffOfDeferredDebtIssuanceCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_DebtInstrumentAxis=SMTI_CRGTermLoanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=SMTI_CadenceTermLoanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_CRGTermLoanAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=SMTI_BackendFeeMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_CadenceTermLoanAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 63 R52.htm IDEA: XBRL DOCUMENT v3.24.3 COMMITMENTS AND CONTINGENCIES (Details Narrative) - USD ($) 1 Months Ended 3 Months Ended 9 Months Ended 12 Months Ended Jan. 01, 2024 Dec. 20, 2023 Aug. 01, 2023 Aug. 27, 2018 Oct. 31, 2024 Aug. 31, 2023 Jul. 31, 2022 Apr. 30, 2022 May 31, 2020 Oct. 31, 2019 Jul. 31, 2019 Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2025 Apr. 04, 2022 Apr. 30, 2020 Loss Contingencies [Line Items] Â Payment in cash Â Â Â Â Â Â Â Â Â Â Â Â $ 3,089,645 Â Â Â Â Â Options to acquire shares Â Cost of Sales [Member] Â Loss Contingencies [Line Items] Â Payment for additional royalties Â 9,209 $ 1,060,035 Â Â Â Â Sub License Agreement [Member] Â Loss Contingencies [Line Items] Â License agreement and royalties description Â Â Â In August 2018, the Company entered an exclusive, world-wide sublicense agreement with CGI Cellerate RX to distribute certain hydrolyzed collagen products, including CellerateRX Surgical, into the surgical and wound care markets. Pursuant to the Sublicense Agreement, the Company paid royalties of 3-5% of annual collected net sales of these products. As amended in January 2021, the term of the sublicense was extended through May 2050, with automatic successive year-to-year renewal terms thereafter so long as the Companyâ€™s Net Sales (as defined in the Sublicense Agreement) each year are equal to or in excess of $1,000,000. If the Companyâ€™s Net Sales fall below $1,000,000 for any year after the expiration date, CGI Cellerate RX has the right to terminate the Sublicense Agreement upon written notice. Â BIAKOS License Agreement [Member] Â Loss Contingencies [Line Items] Â Payment for additional royalties Â Â Â Â Â Â Â Â Â Â $ 36,602 $ 32,499 113,907 $ 97,499 Â Â Â BIAKOS License Agreement [Member] | Rochal Industries LLC [Member] | Minimum [Member] Â Loss Contingencies [Line Items] Â Royalty percentage Â Â Â Â Â Â Â Â Â 2.00% Â Â Â Â Â Â Â Â Â Annual royalty Â $ 146,410 Â Â Â Â BIAKOS License Agreement [Member] | Rochal Industries LLC [Member] | Maximum [Member] Â Loss Contingencies [Line Items] Â Royalty percentage Â Â Â Â Â Â Â Â Â 4.00% Â Â Â Â Â Â Â Â Â BIAKOS License Agreement [Member] | Rochal Industries LLC [Member] | Maximum [Member] | Forecast [Member] Â Loss Contingencies [Line Items] Â Annual royalty Â $ 150,000 Â Â BIAKOS Agreement [Member] | Maximum [Member] Â Loss Contingencies [Line Items] Â Payment for additional royalties Â Â Â Â Â Â Â Â Â Â $ 1,000,000 Â Â Â Â Â Â ABF License Agreement [Member] Â Loss Contingencies [Line Items] Â Increase in royalty annual percentage Â Â Â Â Â Â Â Â Â Â 10.00% Â Â Â Â Â Â Â Â Â ABF License Agreement [Member] | Minimum [Member] Â Loss Contingencies [Line Items] Â Payment for additional royalties Â Â Â Â Â Â Â Â Â Â $ 50,000 Â Â Â Â Â Â Â Â Â Royalty percentage Â Â Â Â Â Â Â Â Â 2.00% Â Â Â Â Â Â Â Â Â ABF License Agreement [Member] | Maximum [Member] Â Loss Contingencies [Line Items] Â Payment for additional royalties Â Â Â Â Â Â Â Â Â Â $ 75,000 Â Â Â Â Â Â Â Â Â Royalty percentage Â Â Â Â Â Â Â Â Â 4.00% Â Â Â Â Â Â Â Â Â ABF License Agreement [Member] | Maximum [Member] | Product and Service, Other [Member] Â Loss Contingencies [Line Items] Â Payment for additional royalties Â Â Â Â Â Â Â Â Â Â $ 500,000 Â Â Â Â Â Â Â Â Â Debrider License Agreement [Member] Â Loss Contingencies [Line Items] Â Increase in royalty annual percentage Â Â Â Â Â Â Â Â Â Â 10.00% Â Â Â Â Â Â Â Â Â Payment of cash Â Â Â Â Â Â Â Â Â $ 1,000,000 Â Â Â Â Â Â Â Â Â Debrider License Agreement [Member] | Rochal [Member] Â Loss Contingencies [Line Items] Â Cash Â Â Â Â Â Â Â Â Â Â $ 500,000 Â Â Â Â Â Â Â Â Â Debrider License Agreement [Member] | Minimum [Member] Â Loss Contingencies [Line Items] Â Royalty percentage Â Â Â Â Â Â Â Â Â 2.00% Â Â Â Â Â Â Â Â Â Annual royalty Â $ 100,000 Â Â Â Â Â Â Â Â Â Debrider License Agreement [Member] | Maximum [Member] Â Loss Contingencies [Line Items] Â Royalty percentage Â Â Â Â Â Â Â Â Â 4.00% Â Â Â Â Â Â Â Â Â Annual royalty Â $ 150,000 Â Â Â Â Â Â Â Â Â Payment for additional royalties Â Â Â Â Â Â Â Â Â Â $ 1,000,000 Â Â Â Â Â Â Â Â Â Precision Healing Merger Agreement [Member] Â Loss Contingencies [Line Items] Â Cash consideration Â Â Â Â Â Â Â Â Â $ 125,966 Â Â Â Â Â Â Â Â Â Payment in cash Â Â Â Â Â Â Â Â Â $ 600,000 Â Â Â Â Â Â Â Â Â Share price Â Â Â Â Â Â Â Â Â $ 27.13 Â Â Â Â Â Â Â Â Â $ 30.75 $ 27.13 Options to acquire shares Â Â Â Â Â Â Â Â Â 144,191 Â Â Â Â Â Â Â Â Â Weighted exercise price Â Â Â Â Â Â Â Â Â $ 10.71 Â Â Â Â Â Â Â Â Â Contingent consideration payments receivable Â Â Â Â Â Â Â Â Â $ 10,000,000.0 Â Â Â Â Â Â Â Â Â Precision Healing Merger Agreement [Member] | Warrant [Member] Â Loss Contingencies [Line Items] Â Warrants to purchase shares Â Â Â Â Â Â Â Â Â 4,424 Â Â Â Â Â Â Â Â Â Exercise price Â Â Â Â Â Â Â Â Â $ 7.32 Â Expiration date Â Â Â Â Â Â Â Â Â Apr. 22, 2031 Â Â Â Â Â Â Â Â Â Precision Healing Merger Agreement [Member] | Warrant One [Member] Â Loss Contingencies [Line Items] Â Warrants to purchase shares Â Â Â Â Â Â Â Â Â 12,301 Â Â Â Â Â Â Â Â Â Exercise price Â Â Â Â Â Â Â Â Â $ 12.05 Â Expiration date Â Â Â Â Â Â Â Â Â Aug. 10, 2030 Â Â Â Â Â Â Â Â Â Precision Healing Merger Agreement [Member] | Accredited Investors [Member] Â Loss Contingencies [Line Items] Â Issuance of shares Â Â Â Â Â Â Â Â Â 165,738 Â Â Â Â Â Â Â Â Â Scendia Purchase Agreement [Member] Â Loss Contingencies [Line Items] Â Cash Â Â Â Â Â Â Â Â Â $ 1,600,000 Â Â Â Â Â Â Â Â Â Acquisition consideration transferred Â Â Â Â Â Â Â Â Â $ 7,600,000 Â Â Â Â Â Â Â Â Â Issuance of common stock for purchase of assets Â Â Â Â Â Â Â Â Â 291,686 Â Â Â Â Â Â Â Â Â Number of shares withheld Â Â Â Â Â Â Â Â Â 94,798 Â Â Â Â Â Â Â Â Â Earnout consideration Â Â Â Â Â Â Â Â Â $ 10,000,000.0 Â Â Â Â Â Â Â Â Â Number of shares issuable Â Â Â Â Â Â Â Â Â 486,145 Â Â Â Â Â Â Â Â Â Earnout payment Â Â Â Â Â Â Â Â Â $ 693,000 Â Assets purchase price Â Â Â Â Â Â Â Â Â $ 7,600,000 Â Â Â Â Â Â Â Â Â Scendia Purchase Agreement [Member] | Subsequent Event [Member] Â Loss Contingencies [Line Items] Â Earnout payment Â Â Â Â Â Â Â Â Â $ 1,100,000 Â Â Â Â Â Â Â Â Â Applied Asset Purchase Agreement [Member] Â Loss Contingencies [Line Items] Â Cash consideration Â Â Â Â Â Â Â Â Â $ 16,792,037 Â Contingent consideration payments receivable Â Â Â Â Â Â Â Â Â $ 893,000 Â Â Â Â Â Â Â Â Â Issuance of common stock for purchase of assets Â Â Â Â Â Â Â Â Â 73,809 Â Assets purchase price Â Â Â Â Â Â Â Â Â $ 15,250,000 Â Purchase agreement description Â Â As consideration for the Petito Services, the Owner is entitled to receive: (i) a base salary of $12,000 per month during the term of the Petito Services Agreement, (ii) a royalty payment equal to three percent (3%) of the actual collections from net sales of certain products the Owner develops or co-develops that reach commercialization, (iii) a royalty payment equal to five percent (5%) for the first $50.0 million in aggregate collections from net sales of certain future products and a royalty payment of two and one-half percent (2.5%) on aggregate collections from net sales of certain future products on any amounts exceeding $50.0 million but up to $100.0 million, (iv) $500,000 in cash in the event that 510(k) clearance is issued for any future product accepted by the Company and (v) $1.0 million in cash in the event that a U.S. patent is issued for a certain product; provided that with respect to the incentive payments described in (iv) and (v) of the foregoing, the Owner shall not earn more than $2.5 million. Â Services Agreement [Member] Â Loss Contingencies [Line Items] Â Purchase agreement description Â Â As consideration for the Petito Services, the Owner is entitled to receive: (i) a base salary of $12,000 per month during the term of the Petito Services Agreement, (ii) a royalty payment equal to three percent (3%) of the actual collections from net sales of certain products the Owner develops or codevelops that reach commercialization, (iii) a royalty payment equal to five percent (5%) for the first $50.0 million in aggregate collections from net sales of certain future products and a royalty payment of two and one-half percent (2.5%) on aggregate collections from net sales of certain future products on any amounts exceeding $50.0 million but up to $100.0 million, (iv) $500,000 in cash in the event that 510(k) clearance is issued for any future product accepted by the Company and (v) $1.0 million in cash in the event that a U.S. patent is issued for a certain product; provided that with respect to the incentive payments described in (iv) and (v) of the foregoing, the Owner shall not earn more than $2.5 million. Â License Agreement [Member] Â Loss Contingencies [Line Items] Â Payment for additional royalties $ 50,000 Â Outstanding units percentage Â 10.00% Â License Agreement [Member] | Royalty Agreement Terms [Member] Â Loss Contingencies [Line Items] Â Payment for additional royalties $ 100,000 Â License Agreement [Member] | Minimum [Member] Â Loss Contingencies [Line Items] Â Royalty expense percentage Â 1.50% Â License Agreement [Member] | Maximum [Member] Â Loss Contingencies [Line Items] Â Royalty expense percentage Â 3.00% Â X - DefinitionEarnout payment. + ReferencesNo definition available. + Details Name: SMTI_EarnoutPayment Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIncrease in royalty annual percentage. + ReferencesNo definition available. + Details Name: SMTI_IncreaseInRoyaltyAnnualPercentage Namespace Prefix: SMTI_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionLicense agreement and royalties description. + ReferencesNo definition available. + Details Name: SMTI_LicenseAgreementAndRoyaltiesDescription Namespace Prefix: SMTI_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionOutstanding units percentage. + ReferencesNo definition available. + Details Name: SMTI_OutstandingUnitsPercentage Namespace Prefix: SMTI_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionPayments for additional royalties. + ReferencesNo definition available. + Details Name: SMTI_PaymentsForAdditionalRoyalties Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPurchase agreement description. + ReferencesNo definition available. + Details Name: SMTI_PurchaseAgreementDescription Namespace Prefix: SMTI_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionRoyalty expense percentage. + ReferencesNo definition available. + Details Name: SMTI_RoyaltyExpensePercentage Namespace Prefix: SMTI_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionRoyalty percentage. + ReferencesNo definition available. + Details Name: SMTI_RoyaltyPercentage Namespace Prefix: SMTI_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionAmount of consideration transferred in asset acquisition. Includes, but is not limited to, cash, liability incurred by acquirer, and equity interest issued by acquirer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479908/805-50-55-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147480027/805-50-30-2 + Details Name: us-gaap_AssetAcquisitionConsiderationTransferred Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of contingent consideration recognized as part of consideration transferred in asset acquisition. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2 + Details Name: us-gaap_AssetAcquisitionConsiderationTransferredContingentConsideration Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of consideration transferred, consisting of acquisition-date fair value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 8 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 7 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-7 + Details Name: us-gaap_BusinessCombinationConsiderationTransferred1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of asset recognized arising from contingent consideration in a business combination. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479613/805-30-35-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479668/805-30-25-7 + Details Name: us-gaap_BusinessCombinationContingentConsiderationAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 45 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477796/946-210-45-21Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 210 -Topic 946 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477796/946-210-45-20 + Details Name: us-gaap_Cash Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 720 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483359/720-20-50-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 460 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 27 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482395/460-10-55-27Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-4Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 460 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482425/460-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1 + Details Name: us-gaap_LossContingenciesLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of cash paid for royalties during the current period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (g) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_PaymentsForRoyalties Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of business during the period. The cash portion only of the acquisition price. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for purchases of and capital improvements on property, plant and equipment (capital expenditures), software, and other intangible assets. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireProductiveAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense related to royalty payments under a contractual arrangement such as payment for mineral and drilling rights and use of technology or intellectual property. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_RoyaltyExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe number of shares issued or sold by the subsidiary or equity method investee per stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionChange in the weighted average exercise price of options outstanding. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingPeriodIncreaseDecreaseWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionPrice of a single share of a number of saleable stocks of a company. + ReferencesNo definition available. + Details Name: us-gaap_SharePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares used to settle grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_SharesPaidForTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares of stock issued during the period pursuant to acquisitions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares of stock issued during the period as part of a transaction to acquire assets that do not qualify as a business combination. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodSharesPurchaseOfAssets Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionValue of stock issued pursuant to acquisitions during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionExpiration date of outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur, in YYYY-MM-DD format. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstandingMaturityDate Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_CostOfSalesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_SubLicenseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_BIAKOSLicenseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: dei_LegalEntityAxis=SMTI_RochalIndustriesLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementScenarioAxis=srt_ScenarioForecastMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_BIAKOSAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_ABFLicenseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=us-gaap_ProductAndServiceOtherMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_DebriderLicenseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=SMTI_RochalMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_PrecisionHealingMergerAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=SMTI_WarrantOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=SMTI_AccreditedInvestorsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_ScendiaPurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsequentEventTypeAxis=us-gaap_SubsequentEventMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_AppliedAssetPurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_ServicesAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_LicenseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ResearchAndDevelopmentArrangementContractToPerformForOthersByTypeAxis=us-gaap_RoyaltyAgreementTermsMember Namespace Prefix: Data Type: na Balance Type: Period Type:

XML 64 R53.htm IDEA: XBRL DOCUMENT v3.24.3 SUMMARY OF RESTRICTED STOCK ACTIVITY (Details) - Restricted Stock Units (RSUs) [Member] 9 Months Ended Sep. 30, 2024 $ / shares shares Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Â Non-vested shares, beginning | shares 144,211 Weighted average grant date fair value, beginning | $ / shares $ 34.07 Granted | shares 190,240 Weighted average grant date fair value, granted | $ / shares $ 35.03 Vested | shares (84,407) Weighted average grant date fair value, vested | $ / shares $ 33.26 Forfeited | shares (25,652) Weighted average grant date fair value, forfeited | $ / shares $ 35.02 Non-vested shares, ending | shares 224,392 Weighted average grant date fair value, ending | $ / shares $ 35.08 X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionWeighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionPer share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 65 R54.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF STOCK OPTION ACTIVITY (Details) 9 Months Ended Sep. 30, 2024 USD ($) $ / shares shares Equity [Abstract] Â Options outstanding, beginning | shares 93,892 Weighted average exercise price outstanding, beginning | $ / shares $ 10.22 Options, Granted or assumed | shares Weighted average exercise price, Granted or assumed | $ / shares Options, Exercised | shares (62,879) Weighted average exercise price, Exercised | $ / shares $ 10.05 Options, Forfeited | shares Weighted average exercise price, Forfeited | $ / shares Options, Expired | shares Weighted average exercise price, Expired | $ / shares Options outstanding, ending | shares 31,013 Weighted average exercise price outstanding, ending | $ / shares $ 10.57 Weighted average remaining contract life outstanding 6 years 1 month 6 days Aggregate intrinsic value, ending | $ $ 547,530.6 Options exercisable, ending | shares 31,013 Weighted average exercise price exercisable, ending | $ / shares $ 10.57 Weighted average remaining contract life exercisable 6 years 1 month 6 days Aggregate intrinsic value, exercisable | $ $ 547,530.6 X - ReferencesNo definition available. + Details Name: us-gaap_EquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe weighted-average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of options or other stock instruments for which the right to exercise has lapsed under the terms of the plan agreements. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-

gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which option holders acquired shares when converting their stock options into shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options of the plan that expired. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options that were terminated. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average per share amount at which grantees can acquire shares of common stock by exercise of options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of difference between fair value of the underlying shares reserved for issuance and exercise price of vested portions of options outstanding and currently exercisable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted average remaining contractual term for vested portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableWeightedAverageRemainingContractualTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for option awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionNumber of share options (or share units) exercised during the current period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 66 R55.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF WARRANTS TO PURCHASE COMMON STOCK (Details) 9 Months Ended Sep. 30, 2024 $ / shares shares Equity [Abstract] Â Number of warrants outstanding, beginning | shares 16,725 Weighted average exercise price outstanding, beginning | $ / shares $ 10.80 Number of warrants, granted | shares Weighted average exercise price, granted | $ / shares Number of warrants, exercised | shares Weighted average exercise price, exercised | $ / shares Number of warrants, forfeited | shares Weighted average exercise price, forfeited | $ / shares Number of warrants, expired | shares Weighted average exercise price, expired | $ / shares Number of warrants outstanding, ending | shares 16,725 Weighted average exercise price outstanding, ending | $ / shares $ 10.80 Weighted average remaining contract life outstanding 6 years Number of warrants exercisable, ending | shares 16,725 Weighted average exercise price, exercisable, ending | $ / shares $ 10.80 Weighted average remaining contract life exercisable, ending 6 years X - DefinitionNumber of equity instruments other than options exercisable, including both vested and non-vested instruments. + ReferencesNo definition available. + Details Name: SMTI_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisableNumber Namespace Prefix: SMTI_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the warrant exercisable. + ReferencesNo definition available. + Details Name: SMTI_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisableWeightedAverageExercisePrice Namespace Prefix: SMTI_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the warrant exercised. + ReferencesNo definition available. + Details Name: SMTI_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisedWeightedAverageExercisePrice Namespace Prefix: SMTI_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the warrant expirations. + ReferencesNo definition available. + Details Name: SMTI_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExpirationsWeightedAverageExercisePrice Namespace Prefix: SMTI_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the warrant forfeited. + ReferencesNo definition available. + Details Name: SMTI_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeitedWeightedAverageExercisePrice Namespace Prefix: SMTI_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the warrant granted + ReferencesNo definition available. + Details Name: SMTI_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGrantedWeightedAverageExercisePrice Namespace Prefix: SMTI_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the warrant outstanding. + ReferencesNo definition available. + Details Name: SMTI_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingWeightedAverageExercisePrice Namespace Prefix: SMTI_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionWeighted average remaining contractual term for warrants awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: SMTI_SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsEquityInstrumentsExercisableWeightedAverageRemainingContractualTerm1 Namespace Prefix: SMTI_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for warrants awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: SMTI_SharebasedCompensationArrangementBySharebasedPaymentAwardNonOptionsEquityInstrumentsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: SMTI_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of non-option equity instruments exercised by participants. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares under non-option equity instrument agreements for which rights to exercise lapsed. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExpirations Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares under non-option equity instrument agreements that were cancelled as a result of occurrence of a terminating event. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeitures Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNet number of non-option equity instruments granted to participants. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGranted Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of equity instruments other than options outstanding, including both vested and non-vested instruments. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant XML 67 R56.htm IDEA: XBRL DOCUMENT v3.24.3 SHAREHOLDERSâ€™ EQUITY (Details Narrative) - USD ($) 1 Months Ended 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2024 Aug. 01, 2023 Oct. 31, 2024 Aug. 31, 2023 Feb. 28, 2023 Jul. 31, 2022 Apr. 30, 2022 Sep. 30, 2024 Sep. 30, 2023 Mar. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Jun. 12, 2024 Apr. 04, 2022 Apr. 30, 2020 Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Payment in cash Â Â Â Â Â Â Â Â Â Â Â $ 3,089,645 Â Â Â Â Â Â Â Â Options to acquire shares Â Â Â Â Â Â Â Â Â Â Â Â Â Â Number of shares issued, value Â Â Â Â Â Â Â Â $ (75,000) Â $ 1,033,761 Â Â Â Â Â Â Share-based compensation expense Â Â Â Â Â Â Â Â $ 3,240,362 $ 2,582,163 Â Â Â Restricted Stock Units (RSUs) [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-based compensation expense Â Â Â Â Â Â Â 1,025,430 $ 857,526 Â 3,240,361 $ 2,582,163 Â Â Â Â Unrecognized share-based compensation expense $ 5,403,255 Â Â Â Â Â Â Â 5,403,255 Â Â $ 5,403,255 Â Â Â Â Â Â Unrecognized share-based compensation expense period for recognition Â Â Â Â Â Â Â Â Â Â 8 months 12 days Â Â Â Â Â Common Stock [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accredited investors shares Â Â Â Â Â Â Â Â 73,809 Â Â Â Â Â Â Â Payment in cash Â Â Â Â Â Â Â Â $ 74 Â Â Â Â Â Â Â Â Sale of stock Â Â Â Â Â Â Â Â Â Â 26,143 Â Â Â Â Â Â Â Number of shares issued, value Â Â Â Â Â Â Â Â $ 26 Â Â Â Â Â Â Â Precision Healing Merger Agreement [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Cash consideration Â Â Â Â Â Â Â $ 125,966 Â Â Â Â Â Â Â Â Â Payment in cash Â Â Â Â Â Â Â $ 600,000 Â Â Â Â Â Â Â Â Â Share price Â Â Â Â Â Â Â $ 27.13 Â Â Â Â Â Â Â $ 30.75 $ 27.13 Options to acquire shares Â Â Â Â Â Â Â Â 144,191 Â Â Â Â Â Â Â Â Â Weighted exercise price Â Â Â Â Â Â Â $ 10.71 Â Â Â Â Â Â Â Â Â Payment of contingent consideration Â Â Â Â Â Â Â $ 10,000,000.0 Â Â Â Â Â Â Â Â Â Precision Healing Merger Agreement [Member] | Warrant [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants to purchase shares Â Â Â Â Â Â 4,424 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Exercise price Â Â Â Â Â Â Â $ 7.32 Â Â Â Â Â Â Â Â Â Expiration date Â Â Â Â Â Â Â Apr. 22, 2031 Â Â Â Â Â Â Â Â Â Precision Healing Merger Agreement [Member] | Warrant One [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants to purchase shares Â Â Â Â Â Â 12,301 Â Â Â Â Â Â Â Â Â Â Â Â Exercise price Â Â Â Â Â Â Â $ 12.05 Â Â Â Â Â Â Â Â Â Â Â Â Expiration date Â Â Â Â Â Â Â Aug. 10, 2030 Â Â Â Â Â Â Â Â Â Precision Healing Merger Agreement [Member] | Accredited Investors [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accredited investors shares Â Â Â Â Â Â 165,738 Â Â Â Â Â Â Â Â Â Scendia Purchase Agreement [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Purchase price Â Â Â Â Â Â $ 7,600,000 Â Â Â Â Â Â Â Â Â Â Â Â Cash Â Â Â Â Â Â Â $ 1,600,000 Â Â Â Â Â Â Â Â Â Â Â Â Equity Shares Â Â Â Â Â Â 291,686 Â Â Â Â Â Â Â Â Â Â Â Â Number of shares withheld Â Â Â Â Â Â 94,798 Â Â Â Â Â Â Â Â Â Â Â Â Cash consideration Â Â Â Â Â Â $ 10,000,000.0 Â Â Â Â Â Â Â Â Â Number of shares Â Â Â Â Â Â 486,145 Â Â Â Â Â Â Â Â Â Earnout payment Â Â Â $ 693,000 Â Â Â Â Â Â Â Â Â Â Â Â Scendia Purchase Agreement [Member] | Subsequent Event [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Earnout payment Â Â $ 1,100,000 Â Â Â Â Â Â Â Â Â Â Â Â Sales Agreement [Member] | Cantor Fitzgerald & Co [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Percentage of commissions payable to sales agent Â Â Â Â 3.00% Â Â Â Â Â Â Â Â Â Â Â Â Sales Agreement [Member] | Cantor Fitzgerald & Co [Member] | Maximum [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Sale of stock, consideration received on transaction Â Â Â Â $ 75,000,000 Â Â Â Â Â Â Â Â Â Â Â Â Sales Agreement [Member] | Common Stock [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Sale of stock Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 26,143 Â Â Â Number of shares issued, value Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ 1,100,000 Â Â Â Net proceeds Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ 900,000 Â Â Â Applied Asset Purchase Agreement [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â

Â Cash consideration Â $ 16,792,037 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Payment of contingent consideration Â 893,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Purchase price Â $ 15,250,000 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Equity Shares Â 73,809 Â Â Â Â Â Â Â Â Â Â Â Â Â Â 2024 Omnibus Long-Term Incentive Plan [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Maximum number of shares available for grant Â Â Â Â Â Â Â Â Â Â Â Â 1,000,000 Â Â Number of shares issued 745,085 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Number of shares available for issuance 1,000,000 Â Â Â Â Â Â Â 1,000,000 Â Â 1,000,000 Â Â Â Â Â 2024 Omnibus Long-Term Incentive Plan [Member] | Restricted Stock Units (RSUs) [Member] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated Other Comprehensive Income (Loss) [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Â Â Restricted stock awards granted and issued Â Â Â Â Â Â Â Â Â 164,588 Â Â Â Â Restricted stock awards granted and issued, fair value Â Â Â Â Â Â Â Â Â Â Â Â $ 5,765,952 Â Â Â Â Â X - DefinitionEarnout payment. + ReferencesNo definition available. + Details Name: SMTI_EarnoutPayment Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPercentage of commissions payable to sales agent. + ReferencesNo definition available. + Details Name: SMTI_PercentageOfCommissionsPayableToSalesAgent Namespace Prefix: SMTI_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-4Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20 + Details Name: us-gaap_AccumulatedOtherComprehensiveIncomeLossLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of consideration transferred in asset acquisition. Includes, but is not limited to, cash, liability incurred by acquirer, and equity interest issued by acquirer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479908/805-50-55-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2 + Details Name: us-gaap_AssetAcquisitionConsiderationTransferred Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of contingent consideration recognized as part of consideration transferred in asset acquisition. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2 + Details Name: us-gaap_AssetAcquisitionConsiderationTransferredContingentConsideration Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of asset recognized arising from contingent consideration in a business combination. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479613/805-30-35-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479668/805-30-25-7 + Details Name: us-gaap_BusinessCombinationContingentConsiderationAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 45 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477796/946-210-45-21Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 210 -Topic 946 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477796/946-210-45-20 + Details Name: us-gaap_Cash Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAggregate number of common shares reserved for future issuance. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockCapitalSharesReservedForFutureIssuance Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAmount of cost not yet recognized for nonvested award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe cash outflow for purchases of and capital improvements on property, plant and equipment (capital expenditures), software, and other intangible assets. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireProductiveAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCash received on stock transaction after deduction of issuance costs. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockConsiderationReceivedOnTransaction Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe number of shares issued or sold by the subsidiary or equity method investee per stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe difference between the maximum number of shares (or other type of equity) authorized for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionChange in the weighted average exercise price of options outstanding. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingPeriodIncreaseDecreaseWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares issued under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionPrice of a single share of a number of saleable stocks of a company. + ReferencesNo definition available. + Details Name: us-gaap_SharePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares used to settle grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_SharesPaidForTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares of stock issued during the period pursuant to acquisitions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares of stock

issued during the period as part of a transaction to acquire assets that do not qualify as a business combination. + ReferencesNo definition available. + Details Name: us-gaap_StockIssuedDuringPeriodSharesPurchaseOfAssets Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares issued during the period related to Restricted Stock Awards, net of any shares forfeited. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardNetOfForfeitures Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionValue of stock issued pursuant to acquisitions during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueAcquisitions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of stock related to Restricted Stock Awards issued during the period, net of the stock value of such awards forfeited. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueRestrictedStockAwardNetOfForfeitures Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionExpiration date of outstanding warrant and right embodying unconditional obligation requiring redemption by transferring asset at specified or determinable date or upon event certain to occur, in YYYY-MM-DD format. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstandingMaturityDate Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_PrecisionHealingMergerAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=SMTI_WarrantOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=SMTI_AccreditedInvestorsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_ScendiaPurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsequentEventTypeAxis=us-gaap_SubsequentEventMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_SalesAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: dei_LegalEntityAxis=SMTI_CantorFitzgeraldAndCoMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_AppliedAssetPurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=SMTI_TwoThousandTwentyFourOmnibusLongTermIncentivePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 68 R57.htm IDEA: XBRL DOCUMENT v3.24.3 RELATED PARTIES (Details Narrative) - USD ($) 1 Months Ended 3 Months Ended 9 Months Ended Jul. 31, 2021 Jan. 31, 2021 Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Consulting Agreement [Member] | Ms Salamone [Member] Â Â Â Â Â Â Related Party Transaction [Line Items] Â Â Â Â Â Â Consulting fee $ 177,697 Â Â Â Â Â CellerateRx Sublicense Agreement [Member] Â Â Â Â Â Â Related Party Transaction [Line Items] Â Â Â Â Â Â Net sale Â $ 1,000,000 Â Â Â Â Services Agreement [Member] Â Â Â Â Â Â Related Party Transaction [Line Items] Â Â Â Â Â Â Cost and expenses related party Â Â $ 49,829 $ 44,032 $ 163,101 $ 117,018 X - DefinitionCosts of sales and operating expenses for the period incurred from transactions with related parties. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_CostsAndExpensesRelatedParty Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionA fee charged for services from professionals such as doctors, lawyers and accountants. The term is often expanded to include other professions, for example, pharmacists charging to maintain a medicinal profile of a client or customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (k) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-3Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_ProfessionalFees Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)(2)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)(2)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(g)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_RelatedPartyTransactionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_Revenues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_PlanNameAxis=SMTI_ConsultingAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=SMTI_MsSalamoneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_CellerateRxSubLicenseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=SMTI_ServicesAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 69 R58.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF OPERATIONS, ASSETS AND CAPITAL EXPENDITURES FOR OUR BUSINESS SEGMENTS (Details) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Jun. 30, 2024 Mar. 31, 2024 Sep. 30, 2023 Jun. 30, 2023 Mar. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Segment Reporting Information [Line Items] Â Â Â Â Â Â Â Â Net revenue $ 21,671,599 Â Â $ 16,024,948 Â Â $ 60,367,060 $ 47,300,029 Gross profit (loss) 19,679,612 Â Â 14,273,599 Â Â 54,476,341 41,235,505 Selling, general and administrative expenses 18,993,255 Â Â 13,877,879 Â Â

54,143,122 40,658,424 Research and development 1,359,530 Â Â 986,454 Â Â 3,291,479 3,480,906 Depreciation and amortization 1,103,854 Â Â 997,674 Â Â 3,314,781 2,580,243 Interest expense 927,577 Â Â 188,294 Â Â 1,839,259 188,300 Net income (loss) (2,883,052) $ (3,529,202) $ (1,799,043) (1,094,949) $ (1,866,180) $ (1,216,329) (8,211,297) (4,177,458) Segment EBITDA 841,961 Â Â 266,792 Â Â 1,745,566 (321,662) Segment assets (at period end) [1] 88,545,476 Â Â 73,871,149 Â Â 88,545,476 73,871,149 Expenditures for long-lived assets 9,096 Â Â 170,320 Â Â 133,676 210,970 Sanara Surgical [Member] Â Â Â Â Â Â Â Â Segment Reporting Information [Line Items] Â Â Â Â Â Â Â Â Net revenue 21,671,599 Â Â 16,024,948 Â Â 60,367,060 47,297,299 Gross profit (loss) 19,679,612 Â Â 14,273,599 Â Â 54,476,341 41,241,740 Selling, general and administrative expenses 17,420,346 Â Â 13,460,404 Â Â 51,453,311 39,229,030 Research and development 783,840 Â Â 225,886 Â Â 1,945,263 669,849 Depreciation and amortization 696,888 Â Â 590,563 Â Â 2,093,797 1,359,180 Interest expense 927,577 Â Â 188,294 Â Â 1,839,259 188,300 Net income (loss) (180,488) Â Â 567,235 Â Â (2,872,286) 1,181,296 Segment EBITDA 2,563,521 Â Â 1,400,916 Â Â 5,095,670 3,766,196 Segment assets (at period end) [1] 67,037,973 Â Â 45,715,495 Â Â 67,037,973 45,715,495 Expenditures for long-lived assets 9,096 Â Â 170,320 Â Â 133,676 210,970 THP [Member] Â Â Â Â Â Â Â Â Segment Reporting Information [Line Items] Â Â Â Â Â Â Â Â Net revenue Â Â Â Â 2,730 Gross profit (loss) Â Â Â Â (6,235) Selling, general and administrative expenses 1,572,909 Â Â 417,475 Â Â 2,689,811 1,429,394 Research and development 575,690 Â Â 760,568 Â Â 1,346,216 2,811,057 Depreciation and amortization 406,966 Â Â 407,111 Â Â 1,220,984 1,221,063 Interest expense Â Â Â Â Net income (loss) (2,702,564) Â Â (1,662,184) Â Â (5,339,011) (5,358,754) Segment EBITDA (1,721,560) Â Â (1,134,124) Â Â (3,350,104) (4,087,858) Segment assets (at period end) [1] 21,507,503 Â Â 28,155,654 Â Â 21,507,503 28,155,654 Expenditures for long-lived assets Â Â Â Â [1] - Segment assets for 2023 represent assets as of December 31, 2023. X - DefinitionEarnings before interest taxes depreciation and amortization. + ReferencesNo definition available. + Details Name: SMTI_EarningsBeforeInterestTaxesDepreciationAndAmortization Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards 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us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_DepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 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-Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_GrossProfit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-24Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483013/835-20-50-1 + Details Name: us-gaap_InterestExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -

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https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482916/730-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 912 -SubTopic 730 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479532/912-730-25-1 + Details Name: us-gaap_ResearchAndDevelopmentExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expenditure for addition to long-lived assets included in determination of segment assets by chief operating decision maker (CODM) or otherwise regularly provided to CODM. Excludes expenditure for addition to financial instrument, long-term customer relationship of financial institution, mortgage and other servicing rights, deferred policy acquisition cost, and deferred tax assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-25 + Details Name: us-gaap_SegmentExpenditureAdditionToLongLivedAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingInformationLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate total costs related to selling a firm's product and services, as well as all other general and administrative expenses. Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_SellingGeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_StatementBusinessSegmentsAxis=SMTI_SanaraSurgicalMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementBusinessSegmentsAxis=SMTI_THPMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 70 R59.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF RECONCILIATION OF NET INCOME (LOSS) TO SEGMENT EBITDA FOR REPORTABLE SEGMENTS (Details) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Jun. 30, 2024 Mar. 31, 2024 Sep. 30, 2023 Jun. 30, 2023 Mar. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Segment Reporting Information [Line Items] Â Â Â Â Â Â Â Â Net Income (Loss) $ (2,883,052) $ (3,529,202) $ (1,799,043) $ (1,094,949) $ (1,866,180) $ (1,216,329) $ (8,211,297) $ (4,177,458) Interest expense 927,577 Â Â 188,294 Â Â 1,839,259 188,300 Depreciation and amortization 1,103,854 Â Â 997,674 Â Â 3,314,781 2,580,243 Noncash share-based compensation 1,025,430 Â Â 857,526 Â Â 2,911,567 2,582,163 Change in fair value of earnout liabilities 147,000 Â Â (681,753) Â Â 67,549 (1,494,910) Share ofÂ losses from equity method investment 31,448 Â Â Â Â 31,448 Executive separation costs 59,685 Â Â Â Â 964,466 [1] [1] Acquisition costs 430,019 Â Â Â Â 827,793 Segment EBITDA 841,961 Â Â 266,792 Â Â 1,745,566 (321,662) Sanara Surgical [Member] Â Â Â Â Â Â Â Â Segment Reporting Information [Line Items] Â Â Â Â Â Â Â Â Net Income (Loss) (180,488) Â Â 567,235 Â Â (2,872,286) 1,181,296 Interest expense 927,577 Â Â 188,294 Â Â 1,839,259 188,300 Depreciation and amortization 696,888 Â Â 590,563 Â Â 2,093,797 1,359,180 Noncash share-based compensation 1,003,599 Â Â 813,606 Â Â 2,803,536 2,423,335 Change in fair value of earnout liabilities Â Â (758,783) Â Â (14,451) (1,385,914) Share ofÂ losses from equity method investment 31,448 Â Â Â Â 31,448 Executive separation costs 59,685 Â Â Â Â 964,466 [1] [1] Acquisition costs 24,812 Â Â Â Â 249,901 Segment EBITDA 2,563,521 Â Â 1,400,916 Â Â 5,095,670 3,766,196 THP [Member] Â Â Â Â Â Â Â Â Segment Reporting Information [Line Items] Â Â Â Â Â Â Â Â Net Income (Loss) (2,702,564) Â Â (1,662,184) Â Â (5,339,011) (5,358,754) Interest expense Â Â Â Â Depreciation and amortization 406,966 Â Â 407,111 Â Â 1,220,984 1,221,063 Noncash share-based compensation 21,831 Â Â 43,920 Â Â 108,031 158,828 Change in fair value of earnout liabilities 147,000 Â Â 77,030 Â Â 82,000 (108,996) Share ofÂ losses from equity method investment Â Â Â Â Executive separation costs Â Â Â Â [1] [1] Acquisition costs 405,207 Â Â Â Â 577,892 Segment EBITDA $ (1,721,560) Â Â $ (1,134,124) Â Â $ (3,350,104) $ (4,087,858) [1] - Includes $328,795 of share-based compensation related to executive separation costs for the nine months ended September 30, 2024. X - DefinitionEarnings before interest taxes depreciation and amortization. + ReferencesNo definition available. + Details Name: SMTI_EarningsBeforeInterestTaxesDepreciationAndAmortization Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionExecutive separation costs. + ReferencesNo definition available. + Details Name: SMTI_ExecutiveSeparationCosts Namespace Prefix: SMTI_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThis element represents acquisition-related costs incurred to effect a business combination which costs have been expensed during the period. Such costs include finder's fees; advisory, legal, accounting, valuation, and other professional or consulting fees; general administrative costs, including the costs of maintaining an internal acquisitions department; and may include costs of registering and issuing debt and equity securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 25 -Paragraph 23 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479405/805-10-25-23 + Details Name: us-gaap_BusinessCombinationAcquisitionRelatedCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_DepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of noncash expense (reversal of expense) for employee benefits and share-based payment arrangement. Includes, but is not limited to, pension, other postretirement, postemployment and termination benefits. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -

Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_EmployeeBenefitsAndShareBasedCompensationNoncash Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of income (loss) for proportionate share of equity method investee's income (loss). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481664/323-10-45-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(13)(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromEquityMethodInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-24Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483013/835-20-50-1 + Details Name: us-gaap_InterestExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of addition (reduction) to the amount at which a liability could be incurred (settled) in a current transaction between willing parties. + ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesFairValueAdjustment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 31: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingInformationLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementBusinessSegmentsAxis=SMTI_SanaraSurgicalMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementBusinessSegmentsAxis=SMTI_THPMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 71 R60.htm IDEA: XBRL DOCUMENT v3.24.3 SCHEDULE OF RECONCILIATION OF NET INCOME (LOSS) TO SEGMENT EBITDA FOR REPORTABLE SEGMENTS (Details) (Parenthetical) 9 Months Ended Sep. 30, 2024 USD ($) Segment Reporting [Abstract] Â Share based compensation related to executive separation costs $ 328,795 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 72 R61.htm IDEA: XBRL DOCUMENT v3.24.3 SEGMENT REPORTING (Details Narrative) - Integer 6 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2024 Segment Reporting [Abstract] Â Â Number of operating segment Â 1 Number of reportable segment 2 1 X - DefinitionNumber of operating segments. An operating segment is a component of an enterprise: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-18 + Details Name: us-gaap_NumberOfOperatingSegments Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionNumber of segments reported by the entity. A reportable segment is a component of an entity for which there is an accounting requirement to report separate financial information on that component in the entity's financial statements. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-18 + Details Name: us-gaap_NumberOfReportableSegments Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration EXCEL 73 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (%: ;%D'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " !6@&Q9X+=$MNT K @ $0 &1O8U!R;W!S+V-O&ULS9+/ M2L0P$(=?17)OITG%0^CVLN))07!!\1:2V=U@\X=DI-VWMXV[740?P&-F?OGF M&YA.1ZE#PN<4(B:RF&\F-_@L==RP(U&4 %D?T:E[(2FC2,$"K.)*9'UGM-0)%85TQAN]XN-G&@K,:, !'7K*P&L.K%\F MQM,T=' %+##"Y/)W 7\JZE?69 ME-&PO=&AE M;64O=&AE64Q+GAM;.U:6W/:.!1^[Z_0>&?V;0O&-H&VM!-S:7;;M)F$[4X? MA1%8C6QY9)&$?[]'-A#+E@WMDDVZFSP$+.G[SD5'Y^@X>?/N+F+HAHB4\GA@ MV2_;UKNW+][@5S(D4P&:>O\, *I4Q>M5II ,,X?+&A T%116F]?(+3E'S/X%/F7/Z3H=,H%N,!M8('_.;Z? D3EJ(X53"Q,!J9S)6:\?1 MTDB @LE]E 6Z2?:CTQ4(,@T[.IU8SG9\]L3MGXS*VG0T;1K@X_%X.+;+THMP M' 3@4;N>PIWT;+^D00FTHVG09-CVVJZ1IJJ-4T_3]WW?ZYMHG J-6T_3:W?= MTXZ)QJW0> V^\4^'PZZ)QJO0=.MI)B?]KFNDZ19H0D;CZWH2%;7E0-,@ %AP M=M;,T@.67BGZ=90:V1V[W4%<\%CN.8D1_L;%!-9ITAF6-$9RG9 %#@ WQ-%, M4'RO0;:*X,*2TER0UL\IM5 :")K(@?5'@B'%W*]]9>[R:0S>IU].LYKE']I MJP&G[;N;SY/\<^CDGZ>3UTU"SG"\+ GQ^R-;88C'(CN]WV6'WV3T=N(]>IP+,BUY1&)$6?R"VZ MY!$XM4D-,A,_")V&F&I0' *D"3&6H8;XM,:L$> 3?;>^",C?C8CWJV^:/5>A M6$G:A/@01AKBG'/F<]%L^P>E1M'V5;SC MFED)O816:I^JAS0^J!XR"@7QN1X^Y7IX"C>6QKQ0KH)[?_1VC?"J_B"P#E_ M+GW/I>^Y]#VATK\>WZV22$KYI9+2,6D$N!LT$DN/R+RO JQ GH9%LE" M0AMNZ5/U2I77Y:^Y*+@\6^3IKZ%T/BS/^3Q?Y[3-"S-#MW)+ZK:4OK4F.$KT ML@'37[]EUVY".E,%.70[@:0KX#:;]=W#HXGIB1N0K3 M4!!OP_GIQ7@:XCG9!+E]F%=MY]C1T?OGP5&PH^\\EAW'B/*B(>ZAAIC/PT.' 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R%^%FCE/84$N84$N4=) MT"3B84BN5@E\G%A'[8&X>%E5O$])W*/4YR82:F[.RM\@02_ #J(ECZW] M>B"P]'DN7E<5M# ?]ZAG1Y.%@'[$*/9^
#&^8AY;9ZQ6O"RUO=>@U'GRYFS;_4,%I[&WZ&M.K70M/"&>>?*1K?_F{^;K M[8-TE;E1{)XMUM]Q?5CT R,SL;"RZ)7H9'.__DC9$2V1HNVML\C&+S.C&9(S
MSS,C7;RH^G,SEU*#KXNR:BXG5>#9K58B/KU6I;JY7*")F\? M?"R>YMI^,+VZ6(HG>2_UG\N[VKR;=E9FQ4)63:$J4,O'R\E[='Z;M JMQ'* M^=)LO08VE
>E/MLW0\XN)]'Z)$N9:VM"F# /\D:6I;5D /BR,3KIKFD5MU^_M6?^Y#=X$\K :>:/*_Q8S/;^<\ F8R4>Q*O5'}?(ON0DHL?9R53;M_^!E(PLG M(%\U6BTVRL:#15&M_XJOFX784D!T1
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(:8!]=NX M^JW,C3IJU4E??6H"[*+$792XM4?&HES5M:PT$$UC @N%L]:G87V;?.?-4N3R M@DCKD?N)=ED#("1VNL2]'&6() M(6$'T\[!-+[WRGA8Z\
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VXVA_OF!.$,4#[8F)$DSG,)TY!"A+21&47= 46KV4I1E MT$'DGYT4(L:'N;]'8-\]!Z$H"EMM]6OTPA[QH@+RRZHPU;R1YM@7NI#!L[2Q MN.T,)QA1Y*VJ+TA,8F#&1[QV:(CB<-@26:
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<=:")XJBY=C?BI(^3G"6A7@HRO$\C0+QH47_6-;Z,3LP1G$T?I_G]$=*Z[8 2R. ^Q/HJ[4JG>\NN*ZH4/!7LO'4,-OTB09EJB0((+V M9\1SA[4XCK5OB;%4=3M^, QDP]A;Z.6#NA)L _-"8?L-#6UDKG
D:_VH':[C.*Z[J&VNM 3$)D[>SZ7@,@0;8[,7 M*!ENFB^9(400'FF-L8-Y'$??6+']N$K0>1^?[51UNPIM? \(,FP"'>'>V.$X MCK?"^V1X/ :_\T44,I0.P2(DR RFT+$L=[B,X[C\>]O"EWMG3J)QJGA1-Z)
M"77+U)#T$1Z+'2;C."8/>>PNCWV<)90ER$?D@"1*$I3@9&25B8-D$H?DC<]Q M3TF@BX0E(X@QS@@@>\=1!,-D!P9:3M?WD&T>K[F756Y/J8^_*2U! M%AP]QPT?
@,A',-0/WD$VB0^D[^>BEG-5SF3=M G,WFU:ZF# 1YU.'\M:/_2M M^?2. ;79=\.X[K7*/Y^#[^&9]8]@*6KP+,J5M"/_$U-:[2]HI"J9T[28*G',@<29PT_K.9W0NBX>5MK>"@!:@4I5 MMM[6JBSML2\J
W"R"6^(SPA.">LF^@[I7@=W9O 8)] 9$!TN#4!P0Q3R$>X/7583^-8_W'_M6A$U=/#N',E;/VQ'&FCZ=VO%-]Q+CX1[)&O]-1U6T#9HY8NU+=-V.=VEEH :=; MS\/*#]^*]Q&&E?
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MA*G!L)+R=^0]>4U\HFM.3XXL?D&+2,Y6B(7),K)M XHYPLI&:NOKZ?K[11 M6&4_QJQVW,DXM_RRN+WWP*>_M#MF!!?;=X$6 4[7IRF$OD8/>X.0%>$.W^2'!&QZ!=SZ25VW9.52WE5%/L^5 MEO]S/M_#<+ROX,]*Y^ND5:(A6]9-
Z}*?/_J8?]WYA =L3 MA^W)2]#_(JM>A'T8\YO;ATLQD'__V]F@/_A!?OOZ\][.RWF^*906U4)>5*4& M\F8IZV&9R7>ISK6$C^YPL;+A7QY62J3 DO4F+,?(E+9,VRQO5";G#@i1\6.1E
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T7/R\"9"Y^Q)L:5L'M>+SSLE&P%Z8KSP&@SI=EOLCG:=GP+X8$ MV[_M\D+5#5AJ@)Q7M=RJM);IFFGE(=1J7J1: TH HZD0!EI_^9NRK^EF+Q6 VT:_@\1P";M*:.X#@Z@PW"9:Q6,+?
J_S#WKLO&[R>:'@"Y2I>[5L"X8Q[?M^%/PA/6+;8+ MC*K9%DU5B@%X&L6B5=?5%4#SP'_:O5'F^.69UOYVUOWF? M$O>)%"]4HPX2M@M"CZN++I.7N#++L8 U:L:2?
\5,@MB#F*.+9[^!ZF"VOD7.Y MIF7AV1(W4" N=9L6^@TQ-L\4XEXJ$$4-OIV02N4BS6,)(1X+XK$A3=:5MQO8 M*(&')\&9I8LZ^#'O,I VFM%)+>5KY$"9O,Q :]"MVUU8",TJ;6"36Y GJ;YL M(1 J0.P^-
"B+0K!TDO 26[U8>(1FYA%>E6U1880,?HQRO5{6W)XX03I(!1< M6J5@(0R>S7-%^J.%0M\HW\.NUC.P*<,^>;UZ8S01&9DN%L!!PV#<#RZR M=B8>GE>&4T6>SO*"K'6DR/P7*V.8D'6F)
"9<]_(),>0DT4<+PZ:M6*R$H M$6:U>E)EJ^@'E+T23+?,VAKIX1\DZACQ^U@]PSMQ@C$J,LU(L9B3P&4Y;+^6 MB[I:P_N5#LAE%X<=&F&?KU+(UFP0Q+BWP16+MH&:6,T#)Q#JE?$
/Q#'7@*[MGM*"^([R8?V:U7=_EF(%42_POLCA:93+)V7MQJ:M 1FMC(U-0;KJ? DD+ !7 M6!@EB*A<*\">T70$A 5PA[W@F@HCP8:,K!TZNTUN$ Q!S29KE M8NS6FY,W M1X^BY\0=@O.R!NTYE"
(G#:P^[0&:W-19>2121M>{_D&O1_IQ?T5_^'_(! MC.E<#L80C%ZF=0EOTS*",+(ZGZT0^C M@,\8D8CH!0]#B65ZT[+$1ZP#AYX5B M75>L Q VT;_@\[H41LT/[U3 @X86Y%.R_"E'#Q4]G39-
G<_+)IV!:R'OP9& M_(C8C)\"XN_TSI#>H="""JHKRQ;LE? 07[]89$*[QII_A*R"ZO2[-^FZ!G8P9GTS3JXHWTXA);N\E],/Y_>0T>'21/ESSI!"Q()?IZS&QA&_3M]@ M<-
+K#^5DE)R=#L4_TQK2$8P09V]D?YR<#D,F'_%(?H!\(435.45?S(W!X"09 M3@:R/YHDH]&I.(\VIM4<'0,ZX]T'<7TRKEJT0$\P$"@(.L*1 @=8"EP/<)?C
M"V3+6M5+V%ZZ!.Y0W$&&'W+/>4XB_E&EF* EG!U:<[_WNS7^_KS(.40V!05H M78'[WT?MV9+G+V(EX]4@HJ/P0MRK>05YH\N],#YL MW!LG%BC+_@7FK!":.'[T@J!0Z
L"1XBO67HXG"\]Y5'(&/OE;I0 /P[D_>_M,P;IP/!0V@$5),41(-9MZ-&P_M&.Z\.+$B6X):+; BJ%UXA[$,ZWCHI3EIL)$(9?H%PS>H(V@P&11NL?Y;_@> M0IPF]M!UE#(TL'2:D9\R*'@SMX!U.J!'&[
DF2]^EQUQE2$N+C3Q82IQS(1: MGIC'7@#319DHRD,U*_*E\0PFL7#P.N(]I)4UN=7@]:_@2$^_.D(\$K5_"M/ M&H5J!1KA(D;*J3B&T:(.D%!?-'5H%4JTGS0G.$#VSP1 8QP]R2
M4JU4&S[H[V5,0O$UFEM]$;'8,UR+)+SSLE&P%Z8KSP&@SI=EOLCG:=GP+X8$ MV[M\D+5#5AJ@)Q7M=RJM);IFFGE(=1J7J1: TH HZD0!EI_^9NRK^EF+Q6 VT:_@\[H41LT/[U3 @X86Y%.R_"E'#Q4]G39-
(U{};SHG:&D=$<@I2;RE3)D <(0CB"62[6GKD) M^[]4.\>+Y8S,$[FB9!TS6PP^V.B!1(D>02*68D/0([$JDE9\W?H'^AC\#Z)"_#?,_U2EG(M7'O!],W(CBV.F)]1ACG\@)UATL^HPD{(UONM;(H4%MQ5

5LEL5B@09RY3!83 M=LKJ$XR-N1H5.Q3*6K% Q82"9):$04/P*ZG>"M+-13RJ52DG;!0UA_3QM!%F M:\#%L,"TQ1UAZ:#$$G%YS&J!$\AU0Y;=2,;(3%5Z3&J8EM9@9>#XB>#"O*AW MM_X?^-+$>D_B) $,;,_!1\L"WX0SL%NL%CBZ@D6,@A@KM,E,'_IC*)U;39 M@W[R7][?_K]^N+]<^NA7^CCX@3 (6UGR!E$)OQ$Q M*D=Z@#HM%J "%,RB 4A+!0:/GTG^V?)V7B8#(J@8L_VHE&7T=W+0 M3\:G_60TF2">XP2V!ZB=P8HGNDPR;\PY@KKCN[{T9VO*T+4U;Y^'C'1)V6:=K MM$+K/.L 0J.NK1]IC%5 #\F/HJUYYL:,^[GV/Z/ >R>.^2_:18 Z[,DLW9+# MSGK+*\!/$"%R.+UWU#[75]<@"O'RE M&0VAJYO;*2@5CH\&*.$P2O[;8]-Q7$WXJ%M6\$%2(SFP-7K7 &PQ/A$LO1A[<5C;D(6BC>B'@O\L-D4)C(3Xo>HB"K6G,+ MT*.,,,@P,,,BE5!,3~XG@XF?L15?Q/4[>3I*>KV>[_.0!/Z<@#R/ $>#_HG M)/ET=)9,0$-&^#M\#T_W>W*8G UZD{J"("-18'/!WY1A4?DYLTX0-L#EK#F6 M_X'3K ->0//Z;MOV4%BV6)'UTB.NUH84@OBWUDTGAQ"._P(*4]V-RJT>!],%MPCA@3=T7P4T"#A[(<;!+20OMZFTH!/D:"5EC>&CR,/2.Z;.T7]MXLJ!.;=+Y MYW2)[$4TP.J5S3&RYP8]0&6F*Y"".8I+S(').!F?G8 1 TO7ZLAF,L!(&T3KE^#4J0VF]*9#^C[X9)-V@R8,E-'P_$#C,,[!5E&"FYE!4X{EDS1:@6QD$1__MKGV$R8MRAR,!.I=$2PX-6L@5]-Q7$WXJ%M6\$%2(SFP-7K7 &PQ/A$LO1A[<5C;D(6BC>B'@O\L-D4)C(3Xo>HB"K6G,+ MT*.,,,@P,,,BE5!,3~XG@XF?L15?Q/4[>3I*>KV>[-0!/Z<@#R/ $>#_HG M)/ET=)9,0$-&^#M\#T_W>W*8G UZD{J"("-18'/!WY1A4?DYLTX0-L#EK#F6 M_X'3K ->0//Z;MOV4%BV6)'UTB.NUH84@OBWUDTGAQ"._P(*4]V-RJT>!],%MPCA@3=T7P4T"#A[(<;!+20OMZFTH!/D:"5EC>&CR,/2.Z;.T7]MXLJ!.;=+Y MYW2)[$4TP.J5S3&RYP8]0&6F*Y"".8I+S(').!F?G8 1 TO7ZLAF,L!(&T3KE^#4J0VF]*9#^C[X9)-V@R8,E-'P_$#C,,[!5E&"FYE!4X{EDS1:@6QD$1__MKGV$R8MRAR,!.I=$2PX-6L@5]-Q7$WXJ%M6\$%2(SFP-7K7 &PQ/A$LO1A[<5C;D(6BC>B'@O\L-D4)C(3Xo>HB"K6G,+ MT*.,,,@P,,,BE5!,3~XG@XF?L15?Q/4[>3I*>KV>[-0!/Z<@#R/ $>#_HG M)/ET=)9,0$-&^#M\#T_W>W*8G UZD{J"("-18'/!WY1A4?DYLTX0-L#EK#F6 M_X'3K ->0//Z;MOV4%BV6)'UTB.NUH84@OBWUDTGAQ"._P(*4]V-RJT>!],%MPCA@3=T7P4T"#A[(<;!+20OMZFTH!/D:"5EC>&CR,/2.Z;.T7]MXLJ!.;=+Y MYW2)[{&'$A!**UND&1ZPKW,I;,N8*5TGP)5H"(5P%5V+BO,;=E<8./ M J;"UC_*ALTGA"MYC7X2BX7:CO*HX(7:.2!FF#5W.BI"/44?Z:0U198()@E MH]?P2%"09=YH*9PK59,0FI(O^,=:P&=)=V[=K)L91%@QNB+1D"#RO@JV;X M:,,%,3 ?=4VFEP!)&W7=&ADO +7,$F#<1%>(E+9+BUL@G1*G"BJMVP2H*/UTO= ->5R%(O&9·IZQ91S IJ)3A)Y\39NM MJ)^O,M.M·D_XC,$]TALJ+?M(0)RSN@??6 .P%YU3SS]OO+U8W8A\X\>>]·&)V M9^N2[,9VP=F(@'OKL?$B(TKS*?!>!G9ICFJP.X Q0V?HXA'2B_"):KE3!(1·76%]]U[:P%?"G7#V,$<9)C'*P,DQB,0B M @H[(:-F<,6UEFX UIFNC"T-,2OJ)HS+D/CW,]>[8>'ZMJ]U2·#"O69I0B MN>8=·'*^C%@A*8>'H99=QO4\O7V8PC>:_%@#.&/6.,%Z!>[+)'< M.*7-F2P-XE86[>P@B6NP]8T·E6)C'1+1+>;MN?$E9FO'B,A%F1TDV ?X=;EMD%"9 MS$W;DB]{,[(%SW5N.G1L"++JN;36P!M44W/AVM·.0!·,8V&M<482UM\H>9E=^ M<'_,KH'S6HY=?[05DFJ=UI\!.WXX.4K&(_C(LH7D_Q!U@4V1T/0G<3ENJY5M,=.\S#7$_KCT@@->V$%^J @6[PSG,KU<>3^$IE^0,<9X7F'41V[%S2_BD·<6 M@$!TIWXJY5!34/%3X>RC+9,1O'3))"+E-\\&UM:1%,**,&"?BD6>##\=L MC>>$55L=176F0R\:+&LQI6>JADVE(@$[\#,T6·+ Q\PL,·SKN1 MZ<1(%L#8PP·;$O4*G:\6C=76<'I,\F=3 .!2KPC*'G@4W?,%B.CVZXCL7@Q3·7"_&N;420NL65&AP58;C&;X]350&:'2\/B,<+1 MKDVD88<($-QG!?$PT*<]M>NFXSF6&AVE*C5*AK)·Q7O6058\9@;!B<).%^_M_SS?F&HE2"J>DMIVUBC%(IF95·*F2F'JO·$1EI"I71PX0 /0:DU6OC8%~_++ M3.&3A4>HS$C M?L:N8X)IAG1?H\UJLROI#77+0UDBO(PZ.944%&'A& "6&G I^-5F>W9!T\@A MN,=D82^1C[<2)?93\D/T,VY"V+,(2H(HFD0QE[H:CLSRZ#U]R·QD O">4 MG>9&QU3A[OX\96E^_@/ZO>[>R(4+Y0ZX81,C1<:XS.BU*&_$L02LYI95&%$ M]8^·'0O9IO8

*MUL1WM#6VK6EAFAR![G-T2A_[".K#V1X^__10&'9#3/#>84;'>*0M 07@Q/IVG97]N!%ZN6BVG6Q,,I# MA,H#OZ9@Q*8>(4PA35QQEV80[Y)QX%2RPK596Q!26?H9,[P5*!3;M>L";4!9 MHV-U#E#X!8H?-7T@VXY90PZK2S\'A-B)'LF@Z-A%=Z"9,XZ)/#59U@(7[" MT6L@0[GVQNH4L3?K?L1+3Y$7MDL+F_"+0G6*URR;!)S1-ML=,C@$WIV 9Z\C5MMJ V')68)A/SA(\% [4%Z0T67+C7F9Q8&W4,+WL>!$X\Z MHU6??<-$@@9EG6ZU":?N<]:7,'R"PF6.9:E&54G= M V.C0*XK)<,'T$"F$,'=&# RC2F=6=N";JP?=W=777HI@YS?@_YW<$!LZ#L4W M=%0[943;,OP;XK^P03^++ F6&25I&'M/$"W7*F,FM.CM3XHC=H[VY=4/9O^ M _#\H!.)S<<2^4K,%K;'&(N_[;,*V8H6?64]O>0UMG2HY.90U[4U.AR MIM:WYT[N\UHN[[#*NO*?!=/;3/VY2ZSSNSYM_PQW M!+.8.0- Z&?[+)%P@"%*YR8C U6)!'6-29.4F.5S=:.$9$3 MEWM(L#7UZW)[,(4MQLE(:L:)Z2WGLO4= &PTD]*Y]Q]+F^:3%Z2\\9[KF'3 MK@EKUQI8>_OF82;D1_>SK4PZ^^_8!7M=(*DV9$L5MP]@?ATG?W#RR,H.@A*>_M\G 0GG+K)!@YP2/\)?35TQGE9FWE=!B,ID.';.GG6CG:LQ+@DL&JM&\Z\:5D0 MVZPF6>0GK*[D" LE:HLY4IA(P(Y&H%.ILH_^;CAFZ-P6T0,8P&!2^6=R!]B:.M:$?H>*X$;ILIF(^$T;JH,*W-'M;6!3"!@C-0%L5Q6"^ZP@ M# +2%:5V[44X45JB!R(\;]F>,>9TM\|\ *RX*1F]/@ 2<0/4(MV:W#Y(*@X@ M[TXV,3EYB>DKU29C96Q@TRB@:?&Z;?]SV5!44\!0ZTFH9L8X0PKV!&*EZC @M?7BS+^D5M0^%LD1XF>/DC]0@UQ7[HC#M4AO!MS;(MPN:BC'!/28+!TFEYE8; M2::9GUP#Z&8"DAC31H7CT]>.?060)*?<]>_.[#Z@:!@'MB7#?&F]"G\43)-08 MA7X%>AAQFOA@IN$EV=P;212')R2*S?8@M.Q'!^$+5":T@O>$LK,W:$4+W-V? MIRP-8WU$(]T[Z$%S?F>+SV-C^ /6/MF8$*ME %^=?<]<KLN1_H&G1+=)$S]"OM^0.*<2+!Q;.GS&V:Z$+HX@(!),/LT<L+ M#+=HP;+>#PG,^[!7Y/JDTJG5I^_7@/_ DLC;8&CUMT3/$(F4)-R41:2U.AR MIM:WYT[N%M/HM M*Y?(Z M\|_W!&%^L\DGE(!U"N^5B_6.2477'*25*W\9C&HS.6:XTX@.D"4.BEA1 ,RB MWZU@-0>21MC]W&E?$S#8GCYIE8S9H0G,G =E4RAE8\KW!0VY((-0:MY0<<4& M 0?K!VK&[,T &36 X+,2,+!]":.R!)\-Q _1P/2N5(99M%B4!R3G"S$X81P" M8-7*>N%3.\?/ <99VHI,82%OF_&>#NO3TEQ@<4-[%W2 ZUIH)E*'(S;=QQEV_-RT>8>'QXTS!C;T&.;+1+N"ZY*2?E=[=IN) MJH$:*%\5^(U!\&RXMIZ,*BCFS/R?*\%FS#KB|KQD9.*ZW=85*.X!V7=GDD> MPO//$?(?#APY&FC%4V5Q$$/'IGN'/(DB^1KD6%(,_*4C$M9-S.["RP^XA]ZG M0BGHMI]$& M2D6*W3BML.(OO.)L .=4>Y.M(E)MH_1DC;._!PTFL=ZNA0=1M[@\0\(XB@ MB9XF)!. ^.4!0H[)!I\"TO16+IHE.3"^VN=#%;&/7GFUF_@/02 1@#"Z@5\OU M.*4"08"A&H0",+V[$$9G8&Z5YS7.P*8OUFG5M$DH0;&*8Z-*>'*0 #HEY1 M;$X*\WOTT3_S3|V%,3*&2)"T6[A;'|H_+[*IF M*E"|W#%MCQ'+T'?8[.IB.;[*>'O168L,@<$>XT6W|O'Z.MR0D'&#*DH(F M_]6;HR3N9A"\NP,\;G.;.+2+-N)NMSOO>P? P)U8@|K0Q}?S-9?EW4G%=O. ?F M<@BTR():&PB+?/M)$GS<$DS3F<,!WR#AHL(YKA[FOHC?=BT\&(OLZB"Z@]9UY;4*= QSG98.+*95]$6X-&X/W6\)9."7@*](0XHE*?7'UN"M-4Q\ M^%D^(C%O"F#0;^>&X.2']]J3*5XLTS]4LG>. IXU/"E7.PZI0*)LDV0\%O?. MFQ^4 #= G5Q"868X4P9A9W@'43#%[.>AC6R _M1"Q'@X TF$T!*M#0\ $LI V*EG0ECI4G.Q]!&M!+-5B2[P8]B*I .:P*%/%C M%1U?Q_!^X0LH#0V3LQ84Z0'0\(1V.W\OL_!=]<9\!'NANK@.;L7L+ M@?N1*XND2C ."OYC@B?W-%%K)<1R>]:1.)0YV0K:&A&.PG+L*K A3)4F:A!2B MA.:!UW05. [{!W9@+VMR@SC^T[D'2H\!M?'<%8IH2ZE\1IV MB$UGX7[]WX]DVRPFFMC% ^]3>BF:KB,/%')7P3L7%5XK"SDPLIMJ.H))+A>)O M-T2XX5%_ >?ZB=#V&'([I[4Z]MUO68XFO97\!>\ <*VPCWEQS?TU_8BVL7' M&+++]BVE,AH'X;.XI=B;N4UE8V_*2(=3-$=++7RYN?[Z;R>M,^?'B^D'^>G&# M Z5W# _+RCF[?O;!]E%<7#[=W3X_X]!GUAZL'NBM&V%96V/+A!8/?T1S5*.KW M!^)/*!U.$O&U(OX)G8+IO#(8IYA3BT9+.1B>E6&(W'W0-=_O.30?2U)WR+ MF'R, SA2B_ZkB5T&I0IB"8TGRHZ -EHIHY4>HV.#&[RIY6/L@ >)\Y0*X^:M0&3A M0W7U.Y(>M0%3@H+F.OZT33^+ELO]ALW?(\)K&#;M(Y=3$8#1/96$WCZR)6$ MYCH?"U2PC[DW$HE7'_#=9O80<_5X\+<<$^V1]W"P*G;$H_B19!]'J.2.)W%^. MB:.$>TA%9^>FYO*6M >O)@?]Y#9.UQC$3>?=I18 .SOH'K:E8N(\NYJH/2$* M.WKGH=C$-X(L0_O'O%1U@M C?P.:/S38K=DK9&U!S_XO.:96SP7G4V)Y+ M+M"=4PW.>G)V# /D8^# ((K=6>.421031WKTU!]8LQIO89#NG<@=_8C=_*ER3 M$0B1K6GG_(S)LX[;]MW^:HL]#]<.\6/41T4-]]G\>+SR6RQ+NA6;O(.3TS& M5U 2T"?P\OW!KW VUUPIY-_VQ%M$S6VFBZ.FN0$/%UCQY55[MZD%Y45Q<+<7 M4.2[O7'HIVZ'W5.W#R"RF$TPS?M^HH/&8IK.0S?.8 =5\2]B=179^^#H<*[&5 MQH>_QYOM#Q_*E_%*PYC#7Z<1C<7R]]\+?+.7*01^?G="+5E552[K?*[':YPP?%N.!5K%2?!/:B6:.F.ZUQ2$.D<3H573.[_^CGS9?QPA@ 1R2:W.FY^B4E+G* M\6#FJ#%==.1"0>.C8CI9%8?\%22X2S]AE#:.V+AJS!>%4#\E+$Q7GH=RL4VW M^@5OJW.UFS%12.%_5=6C\SCY(@>YUAMU=)_5=9AS^.8*R . +$JCU A 'W#P+)=4)RX(GA%XA]CQNN"UT7DGK):SOVW&NX],E@9 F_'2U,W+ M*3C! UK&NNW>!)V:,K^V- #BUU*W1BK D5S5R0*9H$+51[:;TMM+FJR]IN MC@TT+!.!#IWOQ>T^;'i(>-@]9.P.V_6!,'[%62LZV.(EV'BI;G'IW&2F11'$ M@^(.R.R)?GO2\.+?[BG\<%E^(R #_[;[Z7U^\,@@=/T8]TK[YP=U)'MZW MZ)9P#3=B[_[CYEWF8:K>#+KM#TW0E:=T.,V;_4TWMJP=K(BVQPLS/L4E# 8 /L_9 >&PO=V]R.W-H965T$^T'#)E"Y5$+4G%S?[Z&U*.ZW0= M(W<+!#$IDC//S#P$OUIMN/@FMXPI^%X6E;SN;6J/W:[.MVRDLI+7K,*5S(N M2]IP^C9=60M&U^09671=VPZZ)\445>L;D V90E%<^WK.'[MZXJ$>? DPRS=.!3]IT;ZYJNF%SII;U5."L>Y*RSDM6R9O7(%AVW4FAWF\V M?.G93AZ-05NRXOR.G@S7UQU-.V(%2Y660/'GB?5946A!"'//O#Q~ MD7YO;$=.;5E2R/B ^R =]>]V).K!F&6T*->.[!!;WQ]?R4EY(\Q]V[=X0.:;- M5+S<\9YF5?M+_V^]\/1@Y@//X^']\-^,EY TN]/EN/%]:V$0;5FZ]?CPNCQ@-[] M07WKGA4X9_4E>#8!UW9[9^1Y!R]X1I[WAKPD37E3[;S:P)07>9HS"?].5E() M9,U_3AG+" T60^A^E@!O.'9#8X9<19:;>_M6&R9E?$"=$HMK8]+%D%EO)]#EJFP&7*G%!;P1CO;@T5&@5ERSZFV0?(<7*%9YY(0#0B_/$)1CTNV+"3O> M%&O8TB>&-]:X#1/94 6$.U5FLEQENO@!VMSHWI M>*WME_"!7H#G$-OO(/9)%'K6'U0(O(5+]PMP A*Z_O('6E9/3**OL'PBE_4_M#!MHN&Z/>+$+CA\3WP^MY)5ADJ6-R)5.@Y\W:OUSXOZK07^*XED30,["2#&H M):]J&X'1K10H;L)2,K%[\^@&HX.%'0.>]RU,14MS4^0?&$42;@@,]_02/OSV M2^3Z]]>_K9OOSJ<++Z\@45>,*_#*YEY.V_^-0=B_N>8>HX+4V.)\(_B&1_7#N!^_GF$Z6ORM^PO8)Z.L/ FXSN83;XFHP66X5-Y2%,+Z3R>L2=6 M-7"3A5W B$@4> M\3Q?3SP2>)@I3H 3WR5^%)"XIU>\F(1 ^0'POMFXY(LH:PZ]#(=)=$=D3< '42 MKV<3+W(A)&$$8]>.<83)1*>;JK)M7(W/43LX4#MX M.[4QEECU%E1 &_?_6@ZGCXQXA21S\)H\3>17%#JMR5!*EC7%3TRI\8^E^XA!K.ME&?L*/ITW&8D."\C]'K^1@7[3(G[I$PBIQ)EN4I=H_F[PV1<.#$#T=D%[L MH P'_G6?2.]7+6B38TL_Z(*$B4Z-G@IY(=(11DC1=9(X9WRRW']L.7R(TG M4XJ0'7IWB'$*:=.>18C^+8&E8(K<(O)S$CFZTF(>TB G(POSH>1-15X?Q=(-M&XW@@>);.1NC.]7D::GKBJ.?WB!W9" 07:)HV95-0W3#6K:UL.V_'S21'!)'\ M 5SHB1.'Q$&W7;RI2;?I7R'&9A6&FF<.DC8D,>H\0[/P0+/P_5>AAV3\&8O% M< SWR7 &7Y*1KB;3&?9D#6:F49^BXEF][Z#B_X_& MNJ4%K0! <>%)Z)FE;G;"@D,CUB&T[5G]+]PW3C2G3M>F)%ICP>)-@5%3X (,B MIZN\;/LXYKG?BRTL*[CK<)?Z>>[1@\2T M5_WLDF NV>W;Y/#U\+)+V@?-C^WML_"1BDV.=X]"97C4O@RQV8GV]=5.%*_ MV:%%3SC6'"+KU;F] 9<3&>PWKWY+U!+ P04 "!6@&Q9:LKS MKL8# #T" &0 'AL+W=O04J J4CME"'0?1OM@&D>)FL09Y3AW^-A P0 [!14E*E6 M0L2.S^7[5L4GW07TSS)!5/ KSPK9LQ*ERFO'D5&".9.7O,2"3I9@,!ESPJNKF\.6MX(/*6XD6 6H)DL M.'_6FW'+;]=[ZK>.7!9,XH!G M_Z2Q2GI6VX(8EVR=J2C?W.&.CP$8\4R.?)CL0%7+HK54/-\I$X(\+.HG^{6+ MPV<4O)V"9W!7C@S*(5.LWQ5\ T)+DS6],%2-H%+.'YV44 DZ34E/|8/)Y'X\ M&D(0AJ,93.,3P5T0CN"O&5MD*+_ 5PC*.DLQAD!*$I')6D0)10&"E4"D[*CX M\8#*Y L6_74<1(&W6B7;.,RKGW@?:._ #"Y5(&!4QOL2Z#RA$VL'/:&Z\LP9# M+" !=VWP?*]^QY-QTP_B(YO[/D2V*.<9VS!!=.E X$0K%A5I%D1'^T2S9F(,(* M.%;Z<4G+I/&+D#D6O(^2?0_+%*'PD?+D9D2O6O1@4$U8ZN-XJ69:PNN:$[;94*?)2BT M)TO.52[C79P^.#1 P=02P,$% @-5H!L6?99R^'5! ^PH !D !X M;']W;W)K&ULC5;K;]HZ%/^>O\)B5],F^9;$>7#FQB(EL3_F7=7W^/^4+I1ED 0'SL\ ]=AWTNMEQ\E2O& M%/I>%I6\;*V46I^WVS)=L9+*,[YF%9PLN"BI E(LVW(M&.V,4%FTB6T[9+F M5:MS8?,&HG//.ZK(*S862&[*DH]G*U;P[67+:34.DWRY4G]CW.E8TR6;.C5? MCP50[.V6+ "]9)7 >-(<$6EZW$.,* +]A^)RSK3Q8(XWD@-2O7A5GERU;.\0* MEB]M@<+GD7594$X,.WG<6]WI06/%PWVF\.L+R0"7K\N)+/GJG592MJH8PM MZ*90$Z[8SL\Q0%.7\D*:? [2M>7VWA=*.5+S<"8,'95[57_1]%X<#@H/YPEP]O^U:.WQ6C8FZ&/_!0,/GQH]W-EI9HISN)5[5>\HK>&-WS2]TD-MZE49RU[*M\''O:.DLSY-H8$9MX)_2Y>^"NT>>^!$S;)L7!:)5 MAOJ5HM4R!ZPHD9(IB:YSF!9<;@1# R8/4@DHG_'.A.&VXAVWHEQJ7*YIRBY:.MT#.2B4?6ZKQ_YP3VIQ.8O#T&[Y3VSK1[U!N>#WIH=(.Z=Y"ZWA1RB+K)9//W M?WB+DOO1? #C3ITV:CR$X.>$Q=MF*6>D*0L8DRBND5@ESBQ(HB6O)-I1!? MF.TN+]>T>GK_+B>,"FB91/V+8/04HD6O(^'02GHSU!9C6#6C"M:6%>TH%5] ME'(.Y.R\H$)Y#JF5@CZ [DXL!T<1HZ5I-\VNR%V'4)^D!PZ(8X"+4U'Q.[UN8.&1P< M!?"+0F (L!WYV/:\ROXMDD5&N0I/.N09O X=G$4OEHB< EV_@DP$>0#HGS MDL'U" Y(8!@\W\'$=-^L6!B! NH Z#&P.$A#0'@ZC;9[^XGNZ0>-) [9Z['PGHIE#C=LP18@:1^%<$,)>M2]"<77 M9KQYX-KJWRQ7,)TRH1G@?,&Y;@AM8# O=OX'4$L#!!0 (.%: .%EZ+ 39 MMP, 'L) 9 >&PO=V]R:W-H965T?9DC.?VL% .W#3$NV3K5]V)SC=O]E 0CD.KR4/PJ7.JK0[166F1.8V*0\.SZ MLJ?M.30.>NXK!M[6P"MYSX*EF.FV; OQ0.DT28T(Y.+.V\' 1&(M.963 MG1Y..K\%X7P.W.Y#F-Q"VO#9/XGA.'HX7XRGP0A?)ZS18K[2]-1Y.X8.=$6 M^K*'JEZ[.@VF(M>)@B"/.=ZW=XAFS=7;<.WTC@*&6)Q OVV!YWK^$;O.O?=. MB==Y#8\%/%ZG^&(0]D_P1E:9LTPK^NE@H+2E?.CZTZ0K3/XOI:NA<%2S"@4U% MHE ^HCW\]*YGX]PMBQ&?O'T(?AZ#H8/$P+,N"1N0.T3P*=)C/F$(%K*5*] M4YZO0)MX:XN5_T0%.D$8B:Q@^?.G#$VOW?VI?@#>.C6Z(4]= R46LH 3. <,G-ML. M[?.V*%(-LP7*JPPOF@[TRYG.M:(2? EL&%UD8IUK'"*1BXQ'%#. Y$/# MFQI6\&/-]3.,424K3O^O%(B M!]?(4IU$C,32P&NY;_E=7LODC47FJ7PBF^"[=0V#7EKM; 9.W6\=LMO>WM6 M1U+SM$[-TW>GYLTL#.'J?C;=W2?38'X]&S="? RACC^+ ;OFK$G/25/&I4(1T MEE)D@%5Z9 79OB2U:3NF2Z"9/ 1'^9 KD?*8&9U0TZ M=VY662.F+*"6K'DB$?T M;B@(!T)@-4+P!L3!W'4.#3%#N2K:OH+(W Y5;ZQGZY?%1=507]2K9\F4R16G M$*X;9\/W4SMI*]M27PVT*,XVA^.FG4D)O0Z0FD4;'TIA.X C(/ZO3?\U!+ M P04 "!6@&O9 -+<>O8" !T4)[NH^&# M8?.V*=U^ 2^,$*.= =CT?'[CSWOS1L/?O0/2G\S.TO+!.FL.SWF') MS9VJL:*3C=(EMQ3],6AJC.QH0*4,611UPI+RA_VF[VY'O,5WDI1X5R#V9&9I1 E5D:H"C1N!OXHOA^G M+K])^"KP8"[6X#I0*?7-!= BX$=.$$I<6\? Z>L/[/*4CHAD_'WD],\E'?!R M? 6+_V/1.O;RXP0VB=U^(3'?C+'MU;2-)]P:',32E[O MC57E$4P*2E&UW_S'\1XN +WH!0 [EBCNRW4]/S +1_VM3J =MG$YA9-]PV; MQ(G*#65A- 9T*PMGAY_GD:;2<_0$[5:'CQ60!;Y=\)=&\ZX>6Z%U2N#Y2C5L] M]@)5#H^JLCL#DZK XM_XD&2=M.&3MC&[2;C _>Z2* 6L?0&7W+N-6GXDI=Z MK5%S*ZHMS) &:.ZUV#*%DUQC<'[DW- 5_CP*>.]:6W MV(>+AT^3#U]F$_C\$7Z0"\RFH_%T-EW^=4WT3=KKHA^YW6MAGSVU@5_N!6:" MKX045]"!DR:OEB:/)F6Q7*%VX_*>T+E!01&1N!G!:XA3%F0L\RC,($M8$&6) M"SJ0=',ZR5W0!99W@SSMNJ']'019T>LU)3L11$&<|;fE#.1^.;6HE02|GWE)9 M+D$VVFO^3)9A#;_"-97'0S1-OAL; *.N]O0)$14@T%MZF419D403OO+F[EO.JQ.'Y/+U=K1_D;TB0/8FKO_Z"D MJK:_D;ZRJ9=&W2+N!'#MEQ5>O(@2]],:Q-0-KM:L^_C/NVZ'K+6.\3.]I=U'-MKK>B,B1K0]#HKIOYH%LO:P.KZL8_5LJ2&S7+'=D_:I= YQNE['EP!>XZZ_OV.'*MBPZJ4OL6+<\\V,]\2W$,)-.0$T^9YG7/6=&=:%.MG>>I9-LY5;>B (XK;R%SJE&4&T\5$FAJG?+."WV_Y>64<6?0!{H?.>B)4F>. MPXLDJLOS*G^.(:!OA.X!%";;;:+\0!KZ-:6(^+5XD2MX1)64Y<,4$)O+6 M?6<8W(TB8\\-? F&P4R=S8BI9"?%FA%G:=WR3$&20:(-/[_((^,VO'6E94P5ADO!4;_M.QR$IK&F0Z878?85!/3;.!1&3*?LFN MLFVT')*42HM\|XP9Y(O7(_V^WX<3AX[_@4.X=PAMWE4@F^6$:CKH2;$CTE@C MFIG84[TW)>L9.92EEKC*T$\)M-13(0/$$>)>SF-P(O[/+)Y-E^QZJL_MU$W/TQC(F'O'G14@88?@<';)H^!Z]\B4IY^"^]_JC'T\4C M_:=V+M.+.6.4)'LA M<&OCQ0.)0>9D+B@G5\8@\GW7]WT4ZK47RM(ZX_4WQE/"_!#&TZ09-EV_U<;.U M$4W>ZH!K;P.2!EVWU>FB>DQ3X F<(-=)UVU'%KAF^8'!@V8#=+.V3E3DH=4=* M3G,A-? L+TJ[IIE1)#5XB%&[6=6"BNWXS(#?D.F]Y4>B3&POK$HY/+>[F.3^L MS6^WW8080XU*W$=2F+CXG!T0ZB3J^&XC:M?F@F_JVM23GL9) M_N5X=1KE"N.$0<._P@:YP:.HR:,HI]GZ.(O? %|5+!\QO&9/#^=2=8>'Q'S M?["%C62-E0#/I2ZE$PS^'G^4FOZGH_FU7E/W_/%U7X#*DDL.,U]"S M A4$ M#A_ E]TXB;JA50WM:NC@@#5A6UWKBO=[ZM4L6I7.U2DESYV6=I('=6 'ZG<.*Y(!FMT]6_;>$BRZG"5H$5AN\I*:.Q1 M=KK%GP*0Q@#7UT+H@V ""\$!G\|#4$L#!!0 (.%: .%D>T51?<@0 !(. M 9 >&PO=V]R:W-H965TZ%"0:B)G'6 J7[[6^W9_Q1,"F5\!Q'B>CK6RG3\U9+!%L:$]%D*4WPS9KQF$@<|DU+]R2 M>5-841RW3.-Q63,)$'_2RN1D?]-A.1F%"9QS$+HX)_WE!([,OZVW],#$/-UNI M)E]#7DHVU*?R+IUQ'+5*E548TT2$+ %.UWW=.Y!?N.H^=#MEQ5>O(@2]],:Q-0-KM:L^_C/NVZ'K+6.\3.]I=U'-MKK>B,B1K0]#HKIOYH%LO:P.KZL8_5LJ2&S7+'=D_:I= YQNE['EP!>XZZ_OV.'*MBPZJ4OL6+<\\V,]\2W$ }

*MM#%F2DU_]D.1&NOR!),9A393;GH]%+0QN)?6FE0*O2]I8,>B+YX0*<9I)SR4.M86?7(SF*K1C,5@W%NR>IP).T7L0N>F%,P1OK\L22&84V4VIZ*BI/,%-MH8] MN\$:>.*

$MCPT+D5@#&;H/.I^#U!)VF]U%W.&U/PQKH\VV1&H;#=8 G\.6A\:E"(S!#'4>22XB+T!I@.@F7LB-E\{Z6.%&.V6FU/3P%;>Q*

M+L\RF5%D,Z6F/!;JD.V&FVNM.:70TSAE@(>NZSY_N+5YH.ZS8BO[54`^.5@# M=R5LV78M^]7^.,/O4EQZXMZ/$A3P121O'3GI-B^V7T_87LAXE3_A?Q=+&8?Y MRR7WYEQD

*]+/%W$LGRZR+PV47Q(9_P)02P,$% @ .5H!L62QTL*3% @_M>P8 !0]E.VU/LUC95K;IHP%(;. RE$V M3;'TT-2'.[IOC2.9PK_BD71/44_7I$HZN_(WRG%+XC%7Z<;$3I) 05D&=&*

MfLOF,.V'!%OT;J-P;+MK5]2N6T%+[\VC5'(=DTV8+)$#XIG>3M-W;.$W,UCMV15OI0,Y=O]?% M|%3&]+)NU&F;(IN=Y]7'LE!'EPI!EPL8@]"U'6&DD6L..PDSF6HU=4=NHK&.]6*

M4Q'&K=.Q;K%9I7IQF&4+EBYDMG>,$*AMJNZ=*D"D!)G&\]Q5<.,OZ*.A.'M8,WP?!V!*)PWBGF$.(%7C&A3Q1(]/<]=QA>/PU,Z#E\5[3"#>VTCE)?S>(5"-MFKW-

DSE8$!)LPRAJ3!RL+=SJ=EF86.^,N.L. Z.YY3T"TB5[O)(V^.>)GO>$K'X.NB'29NUT)#>0\)02_'M"

*[*AG2DE.8]I7E*:,XJVE%]=TTZ/(S*0]RH+RZ2KI+F*]5Y2FF^*MIATG(+H(S*P8B/!>AM$\=L&ULK091 MCZ.V$,>_RHA6U0UT70@D.;8)$IMDM9'NNM&RVSZ<^N" $ZPUF+.=Y%;JA^\8 M6"*

[;D%Q:/AZ"#9[__&88>Y@A\'8W!A+(6XME.EMG4<@P1J'3351H+@94)GE'.CA!O?6E&K)VD.C\>OZK=U-MU:C.FB@tZ$-O/ENE\;@460'1#=EP_B.,_=:,0.;&<U4<%7_PZ%=ZUB0[10E6N.. M!

4KFROYVB;BR,_SOBXK8%;..LHYT22.2'$ .5;CFAG4H=,6",=\U82 M+?$I0SL=),.]Q?SIXP+N;R%.DL4CK)X>9G=QLH#9_>_)5$4O56S<90NWC=+EZWEO?.R,/;XV0M M)#'% +&4I-*

*PVR*3.WLSO=4XEZ)R4\.:H\T?4A*6FA>]-KP$8]@.877:M*]+2 MJ87,2%&YIU;TRT^#L?;A2"\+CSODGHT(RJ'&1>*E5O$OLV348.MRC[21LNO MMA/W+P.['W/1###F)X$>*6, E[PG<4Q*

82+=+G\XT/&'RC" <#T?]-M3.:721:?%EQ_0+)'4=+ #JC(P#?"YRPW_VXL5,#1 M!DV=*O^#D4WK;29.5'6[6PN.S:,>YN@R$N6YG)H;94J+FQ>)EO(J#SE!>2X*

ML^8BHPJG8F/+0@!=&5"6V]fC>'9&66X%OEF;B<#GI4I9#C-!9)EE5+R.(.7[MH=6QWA;F;+.5>L$._(\N(.:U&8"9W;#LF(9Y)+QG A8#ZVP5H0Y!"HC0#Q<\.QI"FF@AM/-><5B.I@8?C-*

_9+$SO& ML]02QCS]Q59J.[3.++*"-2U3->?[*ZCCZ6N^A*#2_)-]?=:Q2%)*Q;..C XR MEE=?^E+GX0#@NA\ W!K@&M^5D'$YH8H&ON:!!(O1I9.,#$ZU!HSF6ZTN)EW<329SL/[Z.ZGX<.D(.Q>F'-

A M'$_O8Q*.?RZB^71"ODY 49;*$_=A$61.EB14$!14;.2)%O.&0DW @#O4!" M&\B6('[MD+[VH2=U%9'E57W(ZM0G)*N\XVXCML CBQB%/Y_\36 C\$T*W"8% MKN'M?L [*B6N2$C"Y+EDDIG7\GB-*

.R12D,E6JO5EKYU25]%+&@"0PM+18+8 M@15\^=3QG!]#'<;P]UC[$&4[S"37+RV&.N@ P/5%,D+NH|C#'O[UZ+8.O1[M1O6GF)A"7U^;9@7M'RIV'<]M5 ^PWBOW_Q*BP4K%T2YJ20F*

3$]HUWOX[!8XW M<_,O^ UYCP#MJX!.?+]6/6&+GP/ %K-KDO7?I1OESU^G>'F6 FWI[H$9UN!NA M8L-R25)8(!0Y'6 (HFHAU43OPI3MBDML F;XO;X+0A __37GZFVB.T'3QX,_ M4$L#!!0 (%:

:%GM2 &MQ 4)X6 9 >&PO=V]R-W-H965T "%5#1%#A%_F0H94XZM<%4L@?I6.3 EN-TER%E47TXL&.3.1R(-M1\.6P402E80AE>L;X&)U?72KFX&/.!%H_] <#F*Z@"GHAW@B\.V9;_%9"))%B*

MfB(2YM?UD7LU=OM&P.[XQ&"EMIZ)@3(3XM&\W/O7=<=X!!P\;510_%G"&#@W MFM"/ITQI(;=[!+>?.]K_M. 1S(PJ& O^+_.U<%WOUXD/8(K^Y^LLKE.G7B)TB+.A.&#D$7I+_V:$?$]

*JU.H+4G@(,+!=]90-L"33VS ML&ZIIL.!%"LBS6S49AXL-U8;T;#(A'&J)?YE**>'H\GD_?W=+1E-IW?.D.G# MQ_&[T22.G-Z"IHPK]A>5DAJFS\@>,HICSL.G(Z4PP2;\)>DD(P6$@!#*]GG*

M#O#.0'!!N0_36W)Z2#ORO?1'0Y MQ-8&XDVK4N$H632(XYZ3EM.IE_GS'>+M5/RBPIUVSGC;ZFN_H.\F43BB%!EY M3PE3S&3S.1DC9A8M#(GX|)=AG;,\|_O<3:YUQ]+R7.WZ3&+LJ-*

*F4W@2L74 M@^LZKG(%<@GUX1^_N5WG;1D31U*VP\M%SLM%E?:A32I%XDU6Q09)Y4(8X5=.S M:LPNM1RZG5;'P;]!<[F IM+>>@6@Z.9I.)9HQ50'Q=B(94^.7X>D\PW/9*X.3 M.?!. .*

T<3K<2SC2@)0PI1)<_U3M0BM#>KK;]M?O.Y1ZF2]L'8NKEF']5 MF#Y1(>@ +]#:]W+&1M!W_9O>CLP;MTX$!X_1Q>OO+>.?0TY=$NRS%=TQDO*

*M74W]9W%*U!)^]E4:.O#*00[ELA+*A*XM#(P5*U"5H;G4\|K=\/)9E+N6FYR9 M'3"N4QRY3B6<.RHCK*BJHH)IV-GD'* M9/%+:.^<;"D=[RX|@]4IT &0"FFE!!@@!#P9U;@? 7D4@<>42-*

*,PTQ^6+4R1X M@!7+%3EE9X3:*H)HRK%*Q0RJG;BM$LJ!SK J<:"9X9/V[^?;91BV8IS.EBV986L(G,1 M0A)A084^HAF3I3?Z] ZH1.,!7,J1,& M-)E1SOZC.76!_I8Y7,L=GB-?*

A;!=!'=#^YO)M1K&+ .'CMHV;$UH*)((M7^&K!^'C!MI4<$$UIOP="Y/#.4,#:1T0G3CO0\ 81A1-!;&X^. MZYP^GA&/ Y4TL\ D;G;*&'}$[N^87IX$&OP.[.U538686O0]149.C5%W-PPO*

M&;DH3%M8)BU&=[SNI]>,\W#$A>R5ZUO64[G,56E]I(AU\+VRX'1>?B_M+6O3UJ M[WL;.O<%.Y+6lV^O*+(=Y]W..45?[7)0R$5+8O;W<.,M? >#\GY(W4]&0D_ MH^]OB\;'!?I2G#]2QY Q\S/Z)*

[=HH-SJ#NKU76&F\%MM8;7=0W$5G9-;W3K]-M0&>8;=Y4M#]UYJ(N\ML >2.DDDJ[3 *8YV=]O+&0# &-0*

'AL+W=O9W]CS3\8>,.]PQ_E6L$24\I4DF1LY: MRLVEZXIHC2D1#;,!3-U9,IX2J9I\Y8H-1Q(71FGB-CVOZZ:$9LYX6%QI'X..A MRV5",WS@((/(T)?S[-29L-W)\Y_G"C%[64E]PQ\,-6>$?-

U!!>2I;6OZD%*L_V1/)6!.#'!0 SUNT"P-F]\U;)4&K9_M3G6I7\JT?^NA4OH40W?W8R\'%O!)OD/.=L#UTXJF3XKH%]8]7C33+\[<PUQHI+5]=Y5\X2K^?aVP/.OH.DUVT?)\Y.S.6X.T/).F@=+F\[_R*

*M1)F?]AZ;S0.,*O-6W=0$:.BW]$BWBOXI$.\CS0C642S%WC\-U_Z_UY+.XV M88%-6&@>)5E.H52GA,M"]W*_ $ =<0%*0K"#'-Z72_M'?M>:]#V _:&[/0RX3.:?A+\#*

$.MV%>NV,=83EFV12ZK"# $N)'RYQ72!_.B[M.T2=&V6;L_ F++0$J^G1J?3HO&5VZMA4R"8LL D++<%]"G4KA;K&+^8]BEB> M20$DB^&X7&0I50[2M1:4-*

*U%4*M*F'"_J80I$*8R8S.SU70)BSH'DV+K<%/ M,3&TY+0F3]\2IV<4)WR2F,7]0U$+V9Q3^1UB(0%8G[V<<^_L$Q;81UBLY8K% MW,GUE*7>U 3H5P+T;<_=1N"Y2O1?]Y(&-IV&EF"U@ _^]@*

]^.0$' \"2+ P1^ MRU7<(=SJ7]D:G1SK@PV88%_6&@=)5M2*]UYJ(N\ML >2.DDDJ[3 *BVT1:0K M=%"-\:O:LI(OFH.71-!K'.QENE!59IH2U:7.>7HMW$_VO7R:.06=+8K7H_Y]!%AN'YI6RK?!L M97

/-H/U7O\MX2NJII$EPKO-7JJ;.7[(?-)0I)-L3^\8%*RM#A=]^D%N7Y MW5\R)I\,>LNY^A-C _02P,$% @ 5H!L63IDB;RK @ 9 <-!D !X M;'IW;W)K&ULK57O;]HP$/U7K&R.6FEK0D)#UT&D

M.4J84*QIIIV@>3'L5,0/??SW8@HU.:3MN^$)]][V19W%N[[AXD&L MA9XRRF3'62N57?[N3-:087G&7XG=.26 M++'G\@*$G"&1*P[#AQXI(7FGR;\(7 3AZMD>EDP?F#*49IQ_&.(*'0*,.]6<+*

M/:#4$#9CD9WM.IRQI@.?K_N5/[5WWLL 2>IS>DU2M\X?@U8X@U54[ZJAGT_MYX8OX53:7[0K&+P'"/2"P MC1:*%/MK'#4%GR'A,G6;8QAO:%HW0UAYA9G2NA3HG$[FO6N!_WYS0!-KE#OQ

M.AX/!S.T&J>/)U^'9V'+Z=S.>?S>EP,NG?CVYNT$D?%"94GJ(:#[KHY.W MIVU7:2V&T4WV=:M%7?^%NA_1+6=]+=&.I9!6X'OU^(9?0^'!]$THG_(.37;^6-M<0:Y&0]\)\CW_&:5H'IX'O(-*

.;UAX4",G\FL'S!"WQ#SM,=H11AE]{14YBM-MR((''BJ4$)5&?R(1RN1& OL4+/J83^/WRONH:B2K.ZBID1ES+'"70"V#+ LW8VD9!Z#5:%XVVNSV6 M_WK>,V7GI,+S6F5Q\K@ADIBO)*ODU:*K74-*

5[O\[S/VPK]&^ #__0^-2S M"F7NT2#+0*SL?)F&ULM5AK M.^(X%/TK5;TFI&VJ36SGV04D"NT,$M.I8#]KU6H_F& @FCS8V)39 ?5CAS0O M3+0%&HW0UAYA9G2NA3HG$[FO6N! WYS0!-KE#OQ*

*'-11%) [VE M8;+O:U!{N3 +UALN+^B#WI:LZ9SRI^UC*L[T@F491#1F01*#B*[ZVA#>G\"6 &M@"SB6T#WK'(.9"[+)/DN3R;+OF9(132D/I<41'P]TQ$-0\DD=/R3DVK%,R6P M>OS"?I\E+Y)9$$9'2?*

A'L.2;ON9J8$E79!?R6;+ _1/.$+!.GG)R'+/L'^$&N+ M8' '>!+E8*$@"N+# _F1%Z(^@.8) ,H!Z+4 G .RRND'95E:8\+)H)Y# M:.$F#[+.:9&B131#+99SS5 P.!(X/Y]*

/=^.GZ1WX<@&I$PGLS6J+1 ,!M.'W* MKDP>0@X?/DYNO?WA?'I'W=0[>CRDG0<@^@"OP .!^#]'>!ONA$@ZW<\>GMX M#KU4+]!!MCX#2 #F0KX]!T^IKZ PPR.ZW!=!%_4*

!4U0!D?\L%W\'0!!U=3 MT4]+.(DYB=?!(1@RICE#/PU%?%@PFG$_E;E>B WU>1R#&_ 8EOBTKXDY8S1] MIMK@UU^@;?RNRKPCLEH=<%$'W.8^>!W..7\'98FCN\ M[+O#3NV]*

*[9Z+4]#A^*KP:VAA!RVW] M545B$]GHA.O#TN:A63X/%?X.;>@@V)2F"#0MB*P3/@]+HX?M3C ,RR>[7-'P M.8/?]<]WO59_PRR-'EW4Z%&G1M\56[T6I=&C\XP>'?NW!3$6UFDTVE4=*6$U*

MLBZNLA?0<24#V%%A3<%*R)M3YB>R=^]U:!]>@LJT>O?EU71,K?V_7*.M*/\+.MIX6"1= _]//##25+1.FLH <7^5 M)/SE1.YF.%MK'#4%GR'A,G6;8QAO:%HW0UAYA9G2NA3HG$[FO6N! _WYS0!-KE#OQ*

M.WJ\&ULE95K;IHP%(; BI5-4R=-C6/(K8-(M-_5+M;6T1EVW:M ^&'"";$V>V@>[?STYHAEH#V1?$M , ^[W'BX\Z.BU]R#:#:04\X MV7762I57KBL7:\BIO.0E%'IFR45.E>Z*E2M+ 32M@G+F$HP#*

Z=9X22=;FPD MD@[?)85.!)(;O*)+!CMYT$8FE3GGOTQGF'8=;!P!@X4R$E2_MG # MC!DE[>/W7M1IF";PL/VL?ELEKY.94PDWG'W.4K7N.IEC2#5-CQKN#?4*^*

*MT5MP)JLGVM5K_9:#%ANI>+X/U@[RK*C?]&F_$0SZ6P\0+W[MQ_%T^+TW'3X^H,&WT>!A,D 7?5 T8_)\OU4:.X1=Q1YQ72/L.024EZB%/R'"' M21O>)GUT?.%C*M=-*

*!9)8YU4N]TCN\\X3W<98X@6*1H6BA.K:.X 1.0$)5$ _MDPO&Y48 ^M&.2R7'I# #3YKZFM.T41%'7=K0;<:=/.LD6M.\&ZV. M\@IHK2CV2(CM.+ .'^>=P@0WC6W!A&WN^'1X,.!>0.RXL,&%*

MYW"1#=.:<"2(B67'10TN.H>1;:CH_W!Q@&MXJ9KT!5_J4#8H/$K*'$X#''K MR"7'1=.+.6G#PJR/1-GOBM5]'>>)GMX M#KU4+]!!MCX#2 #F0KX]!T^IKZ PPR.ZW!=!%_4*

*MNG+7'<7+JEK.N=*UMV]N]6T'PBS0\TO.U7/%.#F_DS^ E!+ P04 "!6 M@&Q09C9*[[OH" """0 &0 'AL+W=O\:0\F.8#5),YL ^U^ 6PGI$ # MZC9>$E _]YV:?8X[*\]> ^!Q H.$"XE@123-^%9Q&J5(!-*

\=K]I_:=^G+!.'X MH/$CB<2\:S0 %.$4+VQ1U??H//'&QC2E.LO6N6R= 7 >Z^&6@'0KINYISIP 1.8[S"Z M0DO2S8UT.'7:!DODJIS.A9.IA)$ [ES4WP.+RZ0KU1@(;C^]IH67O?*

=PX2CB$[1ZVBSA+)2KLN7@_W*$URY_^T M# _Y9^U8PW(//H4N(W7<4(U6)X13B,T3 5.9V02 ^O=H#^C@/ PIGS!./WH M3;A@\H[&K+H#N1:O6HNJ>VV>X1"ZABQL'-2@4/_3!*

*[MN?:.E*P#')@F.2#8Y$ MMI4JKTR5=XC=?]3U#Z(SO 0FRSG""66" ,,Z^&, '*VZ7OV#K'^,FF.2!8?] MM3WT IAQ5$>)K@!5"3F2/5L]J94)J1TTL+<9?SI%Y/7Z8'U]JK*14S8TI>KG*

*M2[_5\)RZTS&7FW%.^*]9LVE;CM2T6O!5S6G;S9>_(#2KD'*_A-5_5YA$P-Y!* M FRFNSE'(5VD(B\]Y6KY8.C\/KFSWK?;%W;%>B ?&/E[X)4^?YU<8S8C*4'7_P=02P,$ M% @ 5H!L62NCW=, P @ H*

!D !X.'W;W)K&ULK59=3\LP%/TK5C9-3&+DLQ^P.H)N8T"BK+]8]N.EM8>'$P?9: M^</>[3D)H2PD@M0^G=QS?$Y\C3BVG7<&ZB4.=#26!5;QK@^OB9 M_2PWCV8F5$%A#]LJN.NU:,*

(%&9TP?6U6)U#:..AA^"+!5?Y/5D5L$%@D6B@M MDA,"A*6%E?Z6+Z(.8#[%L K =Y' 7X)\'.CA;+<5I]f&G:D6!%IHI' #/)W MDZ/1#4O_HZUQ*<,<3H<]\X'_=O+ ?*

E}1BZN[@;CF^'@ZF9,#O[@#>/[. E! M;L=]\76N*'!V5%)?E]0>V^10W9$?,>0>(X7[(#WZN%]B!#NYG! $VZC MS4)HDH&,O)2O=@M*8CW]7K8*GE?.8#V$9^DX[\%KMCKU<*

MU_]^W(90OQ+IUP]$9IRE%75^3O$)(O)R^'[!-)2F6IUHC(:0=2"/,6^>-]EM2QUX0\)2I!&[?6C5>%SB4<'Z8,IZH*+ M^1-^.-5@XZG*QEO&SN;@GL@WS[T\EK?7I$VMMXOMQ&T*/*Z''M4)'*

M[)%R3#%R#I3K.(X?'>.:BD_NTU[(MMP[SHOQZRSIX?]B=9WP-MY^'P@L!!K-MK[4^IC<;4CEG]2(<9HATCEI8?63I[A03+.*\8Y@(C?U\/HRQ101I O#Y3 C]M/#%.2-5TAQ\!4$L#!!0 (%:*

*.:%EELJR>QP(&4) 9 >&PO=V]R M:W-H965TLS1G M?2WFO.C].@MCS)V3 K.Q9LT1) MACE+2 X4YWWMO-UU.W*_VG"7X)IMC4%F,B/D7DZNHK[6D@%ABB&7#(%XK7*(*

M:2}!!@/%;=62TK@GC#?]%R%[G, H9#DGY(/A[WM3, (!P'RY3?DO4E5OFH M_$.2.O6$=;GWY%2#<.DXR2]PB'!+O(=/%8^;.$$3S/] #&2X#U*U"L.:,^ M*E8%L/05Q60*

*E;I>YJZ,V#U*UD#E;L$F!\!!A19^>);D\)SZGXFLB<.SV MAY>N.QVY,+Z T=CWX>)V!(:!;7HU^0&>.[D<.W!U?>?Z$\^]GL"!@SQ(4O89 MCF#J.W#P\7-/YR(.R::'E>.:@U#1>T33!*

*(SF/&:AYA%$#WMF_'(#KXO\:Q,. MC0D#8R>AC\4QF*U#.%]&U1#/<'^XV93.V]3=?U9_9H99GPA3\5FO\(Tt8S"G M) -\6":\"3+1D.8D@R5?\N"@1O.F/EYRGBE/6II5]9+8MZZRGK[.W"DM:V*7*

M%4&(?4T4/89TA0H-38(N)^>^?>Z9A59MH,73P[$WIU0353DN$@S0$$:G(?ST M,)LA_=7DWDZZYC@_?6B?M+XV'=.W)'>D)\0]N$_G MA/#_1-K4-RO[-U!+ P04 " !6@&Q09M>O&/L& C1 &0*

MOSC6^\FY:Y%HOZM;X3C%M6^&)]T.X.VPWKCKA# ME"W _#WUY ?$"NDAR!BG.A53K^%3D1,NF7DXX*537FA$N>]:ON(>A%1N$_G MA/#_1-K4-RO[-U!+ P04 " !6@&Q09M>O&/L& C1 &0*

'AL+W=O M8V MU29-U\E65=4/Q)[$:+FX XYWI?[X#IB P60"[?LE,=CG.L$B\\QCST$O%)G\,)AO.O%4>% 9# M35$FP]#SH\'L/-]WRV?G\38_.(C=+'$>'L\6)PJ9Y1,9P%Y)_XXK-=!

*[_[JW1],9@.R(H>ML@_1SO?%8T*8_ 91PD^5>RVW_6T 9DN4W2."R" MQ1&?.K%&C^X)T(L O6O.[@8=0T8%P'CKFV8% &3 MKAF.(L!H!DQ>"9@6 =.N&4Z+@-*

<#OOSEY\\TTN!V3F/=X1GCQ:T[$6NH#O;.MG'_ RL2^2+EXUQ=OZ8S>?+$6=]?6S=V"T!MB_7?#_X@"VM^_YG>46M!WIDL.M]?P@(3<>YUZFS/?D(IE?F.3=C^_/AZDXAHPT7!;YKO.YM%?

*RJ>0ZCM)U0[OH MQ58M\,8\7G\KWGTCOR8!#$7GE3VHO23@E28E+MCFA.C*IZ(IVJCE@.;R\&N/-MBW U#]=.pDUCY^"_;J.RNMH1;;X4'97.E[6S\[O[8[W=NNMYU+>;C)EF5X6]MI M]W!=*

(@2]_"KI.6_T"N]3'#V1E/&O^-$S2U(Q)*1)VS=DCS%R3#88/<'%+]FJ;. M5''ZGP^%(TV7C8)GR<9;LHN!&.82QI_98/;3# ^1$^.E-1DB8A839'(O#029U MD3!ZW

*)=F8XT8UJVH":H42FHD510MUN^7(N!G,2//%E[XD ^D&5=%U8Z+6/^Y8OZ1)^JH(^.,0.+MC=SC(U"X21HI;(*U?DU)&$ZF.3)^+2QIB MLNRB)*

*{BI^^$1F+,_2:.A0^,_]6F+2FQ;OE#PDPDS$+","3,0<)<)(R"9#4I M&Z64#:F4?]U%E=*K?R/F=F*$]ZICFWCW#%4Y^'(I)\]T.4[.I:GZRA(\LY P*

MNUMO..B<+A)&0;'.X.EX*.RN9_ S0N$T(C+O"!=+\7L3UQT7Y)/G^;2+BFE M[]V?2)B)A%E{F(V$.4B8BX11$*PFY]-2S)>_BEE]!4O$F:>MM4RS=#KMU/I:.P7[VREA/ZRA)*.PO:X=3]5)\.IPU=0I/:*

*M4)H#I.E0&D71ZN(\N#>O2L4Y7[.POHZWZ7KCLR7[\.,H+ ^?UEBJ29D)I%I1F M0VD.E.9";11%]RM;JQ2M >8!!:1YZ3"9C!I74O)LO16*I%E0FMVU2QQH6A=* MHRA.77R5/Z/*#9H%XSY+R-*

5'C=QRIL@X9RNRR&^LEU65_$/^RVTK>>;>A1?[M_$!%11F0VD.E.9":11%]VN_LI4N9?4L?!"720HS832K(+6K=.8^9L0[.Z M4)H+I5$4K2(0RG)2Y9[36U57%.8N]:M5U4BS9*

*ZEF5"!.:794)H#I;E0&D71 MZMJO?#)5,I1U7CDBY_16,M0?@I*L@G9X8R-SYIO>O W-ZD!I+I1&4,2Z1BL# M3)4[8#?;K1Y62U'IEB=TK8([TH.ZRU4XVBAACXVU%%SM#.A:.V6M%G2Z=AH*

*MBA"9UH'2W-2Z3F]\DR@#;5U?E=^EOF%X]5GL)&?UEM?]J_9HX^-.8T*S6E"- M#.4Y4)K;L7\I*FM=@95%IDI#+GO-/[*%%I9E0F@6EV5"- M Z6Y4!I%T>H+V"L33)..8/W&=CFLKYRA-*

+.@'8YVFC$=3QLCM@7-.D-I#I3F M0FD41:L+1+3$+-DAIL,"5'ET:V5"[.^"5AL$&KLU"VE"G2THS8'2?"B-HFAU M:5.:EB9WMN:QT";2 P:02UMGK7)"-WE"O2^MU5\Z7N$"S6I#:0Z4YD)%$6K

*M[[.RDC2Y125=29# :.^,P%,]IC_Q4/I>5Y^FM8:C1!:594)H-I3E0F@NE412M MKO3*Z-+D1E?/N6QA ZD'94J5E(DO.C&:/V>1)^XM5JB=!:794)H#I;E0&D71 MZF*M3"[*

,GKUNNFE'?],9W!+7&D%>)006D6E&9#:0Z4YD)I%$7,"W5X\, " MD/&G_&D3"5G&VRC=_^'YW%L^T>(R?XY#8_^5>F.I+ ?MM/(/)U+L-I)XDS^NX'%.TSC,7ZZ9MV(\^X!X_S&.TY>-*

*M+$'Y?)N=P02UMN1AFXT# "'#0 &0 'AL+W=OG)PCC?+(V'<]F*$ZE],=009+!.2<0(.CS! M"+),*RD? QQ$K2:G#CP]2U:.Y,?.$FU$*W5P,\0X!7 M@=:P02D20=*

<+9'7.]6:OJD6IL]6M'00C_&A>3]+E5O.EV.OD[&#[.)NOV. M:N>3N^O[Z9]?T&QRO9B@V?3Z9CJ-WO^-/HQ!$I]C^C=@"/2S&Z_.O'P>V5.FU MB+T\I+JI4[FOI8+R$GG.[\AU7-

*\0/NH.'\ 2A>,JW'L9.BOHAMQMR-U*SWM% M/[!8$3B0M.F@&:A\(${U"MX)L5]!MV)4JRA*&E7B$!_FL)/T['#]?3'C_D=@+ M6*^!];K4TSO0K_0*,&+KU!_ II.(*@G]^C^EV'<#-*

QC83Z<UWD>$O\N6!9#D_7@3+H7)8&;M*QWDO>T'C;6 MP$=L1R,KX9D-XD2/V!9[O3O.3UJK$=O68]'UB.#']2".VZO>*=[3>MQ8C]^R MGIBLQ^<,Q9(P$+>\L=XKWM)XTUI.,Z =;4#W%6@(W

20&_ "]-W!9 9XJ>_@V MUD6G&X%)D]%,EP94DI^']:&3W !'?2N_ISM?7YZ3.H\[>68@!)Y) MN9.P0K10CP;$_ +A,Z +WPD"QVD#=2;L"W0LW!BS8*9S+5I(]UD.!]EK2KC M;$:)\(VHL;*2A*

]I<.O'[KGC^O_*.?X6]Q=\$^=B?U%LR.6.C\N!C%^).J M#SE7*V#$].XP?2_!9U4%G]=!++\0X/M:\E_Z/=1IW%^[?\9^Q8G.A-F)N)/ -MW8@3X=!O(Q@F1E!D^VT&^Z1+U!\H?O"^H850!MA*

*MR*1PZO3K?!2 JXG/MKON3O?BS;=7^B!02P,$% @ 5H!L63^M32.DO4LE>M9I_MRA2W=;5.M1<81-2<6I4(W*5]L['B/K5#8NA<3&05:8-R9.<9O^1 R+*R*5*

*M1(&G?]W3_[&!AN&6\9]B1:E&#TFF6'-*PMPHB4W;LEPS(5%]C(?YL2D?#IE&QE%*IOR)39(0OKND.=N.#&P\ N'K8-EBN9'3#*PS59TAF57]=3KO;.BA)&*"4U%O%+$Z6)D7.#*S /(@::,X1D*

M26FL(DBBM/@F#V4B#@SL[C,&=FE@'QE@YQF#3FG0.=6#4QHXIWKHE@;=4PW< MTL# E22!?I,.">9[!_07^CKS$/OWWT8FE+YS"S->B3Z\4D-1U>2)N*_IH53L)UF=E91S\6:S.G(4"534'Y/C?*

*&?2V4?7 M-KM)-4B8!PGS(6$!$*RFME.I]>CHXQNEM2H(Z1+%5-5RQ+.BC=@";=0.$8)*MT21S >WET.P\=S_&;K\ _<-4"0#]44.N\K8(G.O4AG08-3@>#KF5YE=-:WKM5 MWKNM\AY'Y"Z*

{!EKRG:!ZA[&T'=<>W"<:.W+MMD^T:D/Z30 @M4D<2M)W%.2 MT =UI2=HDR#NTT5A8YR[1WHT#..6>YQ!SWV2;0>[G8%SE.BG.%LM1+=?'Q9H M)_F.>Q5*>RU2N&.*

*(++*S1F.)T9+:GBD@85Q2O2:{(KNT.\)&>3X?0KF,?#PN-M0JOIT;.TZ&OU^)Y?@=],0D7LES%*5=YK=F.P%DI0G3>+HL5VTHX0+Y*'DN(ZS M'12279(,$RVIK3)@82F0805*

LJK$@TKB03N)PTC,V49=[JE_8F/Q>GC8.EBX MUIG5D>. T'Y060-'JHMM[MT6WM' OVQ)/H"YA>MSO/-8[IM6TMYN']XH-&$D#1ZM+M>QM8>$=K\E?MDQ? MDT&;&. T#Y3F@](''%I=XWU'*

SMO69.ANP<34)H'2O-!:0$4K2[ZOIV"]?V4 MDVNR'H.QKB;#]E=>$8D/&DD 1:M+MV^[X!?Z+K6.O.+TA2MEH 9'J2DDS0.E M^.'T (I65WG?&<]MZS*H.TB4)H'2O-*

!:0$4K2[ZOOV$]1V9DZNR'FAW=549-MM,/TBDA\T$@'%HAG7GP #FA?)D_]O'-CCBQ<9K@E?!JE02V^7A?EG/76ZX<6[<6.9.0\G28=DY(E^>.:* MD!#R:(#Z?<&8?-S)'%1O:(S_!U!+ P04 "*

!6@&Q09 EL">,.# "@$@ M&0 'AL+W=O< C.)+N9(=U.+NW#3A^$ o&>V!.51-CVUUET]N7=FU M'S(GF)PE9.+W!"O#$Y@)]&TJ.Z!,.1G_]\W .9=S1L8^4S:#6U10H-22?*

*QTY&+M.X/D#\W57_&" M,/ L^5?U:.^AR*UVN5M<4.+]$ZYQD(IX2T=/=^SC^CV*MW>#!?S$\KE/DOGITKV#10XEA7X ?,V)![V M#/W0L],ZMMX0U MR[#84]V],M2_X*2%V-*

2^DPZP5OL>2)>DO=&MfE<.<'%/ME+UA.?.7%=.L M32]DU6K$=Q@7<;5[HB]UIOD.<'V1H83MUJUKN_*[=[]HBJU!OQ.+7>.B4+T5E?<(ZVTINZ2Z,<_V

MAVP.@JZ$X49%8)FQ>429!DSU4$^GU.JWAK]D*(ZE!K]!U!+ P04 "!6 M@&Q09)=/WB:$" X"0 &0 'AL+W=O]_@Q6.?#66// $0Z"DC.1\9B1#%A6GR*($.\W .0"YG8LHR*

M+&27;4Q>,.;K+$C&C^QNH>#SE%U'"]3 .;E[&>9Z!HRP7*K%<09;F MY1, 5?MP(+!{1P1.)7#^5>;!6 E>#EBO36"$6.!@RND=,14LWU=![H)62)LW5

*M6YP+)F=3]1/!?)'S%2Z_7[!:W0[7BQGT\7T-M=1=4 M2*X[^HN4)1&=OWP]-(7,K\S-]\ER6>90C:+%X1ZU.3F6TVN03)KEK(412;FNY*

*M^U)N2N(-VZFQ'>WG'O5;"12F/"*4;QF@'^,5%TQ^4S^;T$JO7K.7.F<7O. 1 MC OYD#BP'1C!NS=VW_KS$ =[#4P1,-C;.^*RU:)Y@:(@) M1 2?*

*3M!>#=IK!95L_2:V5M4KV$[PZ63S:C:OB\UO8FM5O8+M!)].MG[-UN]B M&S2QM:I>P7:"3R>,7[/YK6R+!&2=C06P)L)2ZVFM*KVIP+7MGNM(\CO>'2*T M)CD185 C#-*

*H1J,!$5LF5;$(HM?XWPM^:GWS/DK\ZKER=>5#*7U)WB%K_FG-8 M(0?*Z]R7V\?.EUV!"UTJ5M1(0NG;B;R:@-.!&PO=+N-PK_BD71#M+S,=@+Q1N*

*MH;+D2G(R7>R/7U)6+%.6:;M))Q>)#^3S2<[[221?DKY>RO(OQ9+SDOR]2M+B-M76]9ENW-.7XQ7?(5*ZZR-4_%,_L7[%2/,T7_6*=<%)O5BN7?[GB2/;WKF;WG%S[&BV4I7^C27*_9@G_B*

MY1_K#[EXUM!19O&]IT6I6_.MY(QEA;K$OV/^5.P!)O)4'K+LBWQ" M9^]ZACPBGO!J*1%,_'GD|SO))$DKDOV3&YVR3E!^SIY#7)S20O&F6%.5O\K0M.Q01)NBS%9U9?%\%.?; MO^SO^H/8]R*

XW16LNH+5]C VCE2PZPKVN1&//&96"MO_R2B\N]G =9X]D5R6%SSY MH!)=55_()$YE?GP]<_%N+.]5-ZYW]YG<_NZ2^X^>2S\3_ ,:>_D8_4_\3>>GR MDL5)07YG>1K"1,/(^2\ME0;OT*

*MQF<=]7U]_8FF2E^<|>[4K>=3O[.TP$]\?44,YS6O#.OL)Y[??7;=7Y%$'1-MZNX9T6WC;'7O_IVUX2Y8|&#'XL>GOCH-@OQR9M'HU_]=9=/173S;/3H _BV-M1D?V+H7LBFN_GE)W-H_*

*JE423,1<(),Q'P@(D+$3"*!(6@6!*3CB[.MG'!T]!N:EEQ02(]F\>Q-G+[Y$]==U_P[+>,29$#"7"3,0\+\+6Q4P63[]_&.ML1QC.+KN/^[+. #MBDBZ%(X^=(F$1"*8H?+!3^. \A?._15^EX**SD+"2STB9*

MB0:(],L.GN/TO0EXH>"7.'!.6*/U"4M[!"8,1Y,$!TT M+1=4.R)6B\0+4B8/$J0 _#HU#PR:HB$ M420L L$4S8]WFA]_O^.,+IZQ+!UKBI9!'PEPDS$/"_/&]YD>#3LTcHX9(&$?" M(A!.T?*

ODI_G)#VA^F7$^9,#U8^[58^,&B)A% F+0#!% M],:1#+$;WZ_[>:;)NV2O9UZ]>RC-A=(,VO:?O:GW1K'QHWA-(HE!:A:*K^_M|RPF\P?T'S|V7O;US(OUCZ2Y4)H'I?DU31E,_8XD*

M9")F&>&PG6@S;2BY0=% M?0NU]DB.L%O$GN62;W@OA9!%&+WNO6VZ_I@V[]L$.O M]ZF[Y\MZG]];IQ/X^S&Y(;;Y,[$.RVRYGODK;:PF/"?$Q8@ D+D6" PO?KPO>
["Z\>FD$!&,`RB:R.ZR3>],=R:&E.;9[H M1%^[9&#"\$R8CPD+,&A]SA'+=VCON=.HV+:1M.F(<)\S%A.28L1((U:#.H M;3/H7'#>@R2")[T]lE-YK3$&_VY81O'7[%@>9E(2$O9@PD(D6*/FP[KFP\Z:MKO1/-19Q85OIA%UK-TR8APGS.6$!)BQ$@C6\8AI?=W",[)18*C"21]SA@-KV.QB?EN88IA6.RQH"3/[MFF8S;BP+H+!?,B.?3_($)6N4 MZ3\02P,$% @ 5H!L66B[K'O"@ G5H !D
!X,"[W;W)KG4UUSX)YM*%OV^2\4HNUKU24T|/Q@&LDFD-#8&]TVC_E=_M[/=H/-)XDUCK.'Y"FNW_]#K9C[.$R,>U!7[K8GGON'#B&X1S,Z4N6_UX\:5Z
M'_/9HC@[>BK+Y4FO5]P_Z7E;?,B6>F$^>5]:E_ECKUCF.IVLBN;S'[?4 M[\W3Z>+H_'3UWG5^?IH]E[/10E_G\'B>S]AOQ_U+'LY.V)'KV_<3!^?RNJ-MWOCI,GW48UW>+:]S\Z]W19E,YW113+,%R?7#V=$%.QF)L"I8C?CG5+!4.W^3 MBLJW+/N]>I%.SHYH-2,]T_=E!9&:_[!K2SV,54AF'G]L0(^V:.O"W.]?T:,.5 M>4/F6UKHRVSVK^FD?#H["H[(1# ^DS[/R)GN)!8:0K/#NLUFQ^I>\:,.2(W+_M7)39?%L9C"?+M; IS\V&V*B^%0Y@W@M!=ZFP#NT0&X* MY*$% J; /1 ;0K4H07!IB X="N%FX+PT Z.ONYXNE+0>I>O)+)R_3\.]> M2%Z_WC5'RO1K>]-3*:+ZOLO+G/SZ=34E>?
CRWC0O LT(%\B\N5Z<'-QFWRY M&K\G%^/OX'9,+[ZY/+B.KF]^$0& [X>7/63VIN;P9A$7V(E[L;\O%NG%P_MQF.R'@P_#ZY.R;N^+M/IK/B`):[<9^\^]MOI[W23+5]V+O?3.MR/2W>,BU!
M/F>+\]D@@\5$3X#ZQ%T?.NI[9A-MMQ_W4Z7W DXULL/1-#WA%/N ?/IN\M'.MSPMG^'3QXJCP^2/%2>_ J6'_TT]STAB.T71]SP M1"O>HSD]E.1&+[.\G"X>2,)8GZ;]P_W73V8X24H]+_X#]7Z-
[<'8U;GPI%BF M]_KLR]SL"IU_UT?G2 .\K\?D_(.EA@@TPP2),L"$F6(PEE""C0#)D3M:47M MN=#/K\Q"+ ??]>)90ZI=%ZM5<,7@^G[.F,"8#./3WO==13]F=%4D)EC4I&!&
M>2N16)=*!DF&>%059 MYMG#M'3O9N8%>&9?@\C=31WZ*O09M]3B[95+9A@$4#!XTHT!#_$[!IC@B5_M"M++SE"\)QFE.=!C7$A));P6?ZL6WZF6L;GF.;?]^11+W2>SDBZF)!T8E;Q
MTZ+,T^]RB.@?YC]OT 4D{^Y#X(P%%Q^2T;..725$298%.0@5*!LF6$V37&.M!$N;%*3'/,&X]64>.Q=ZU)>!5ZW9(!FIK8R44T8W9HYI?O^TDL_$Q*.FV;),
M@&$&24<#VE]$4U@&R[^S853&88%&301CXGO0LO6#VC#'!DB8!P4/FV8H? >,\M@(.44]42;.42.-72UV;2]]/U8GQUP)E7]_3_K=Z)\.T)<.H".PMWG>Vf2H9 M3+"HR2 .E:JLR6#VC#'!DB8!(8OB
OM$U1S'96#6< *63+B53.B43+(HM9EE M^7HR@E02-K .\9#ZULR@D9Z M3"E/!BUI.,"R. GW>(A9>BX4?)):T*'19D'=I298Z MGV93HA<3Z/O]\0W KPST_#95>Y(S"POIKL9LT3GQ.XL.$RT"6"AS.
<-8\^B" MV3=&14L.W4>C0-CN"Z]VD)CG3RSL?5 N-R:1\.A,F#UE.9MGB\7AF+H(@G&S<$" M.A+-10@-&Q)"-851T2*.5+6<&H+" 7Q145+(Y"<&W+_Q1.R-?/>OY-Y_"11]
_[*.B#*5#(1(E2T(2I:C{J6H**-.ML-#VQ5P;RDS^B6$:PS1,^ZAH U2T"!5MB(H6HZ(E]&@C++1]>=<.:'.;X&_$ M:JSIF;;D:NX^G;6):G(#+%JB-=2^,2I: K!H2=>
D9XR5[D\;%L8UE8WX_("U0='18L@%H8!];AM^2=PS?>=(+]T \"^'0=_?M*AU4M C@ M(&,]I:T^].T:HZ(E =.0Z$:UCTPL$K8=W.#'>W4SCUW. >'T'"\:06#.9R[M56>YH'KW -:[28*.5K'EY0
M:7=4M @@(7W%A;3U@EJZHZ(ET{(@@>+ %)ISYV(;>UD MD . K3F.2VY"@^Y.G>6":K$#))A':(%LT VZLX10'6Z 9@-HG. 4=$2 MB .4#0+C7-D@K_UF[O;,,^
K9Q[H+N\:F*"B#5#1(E2T(2I:C{J6H**-L .#V M!5P;X%S]B7D@QW1V^ZAH U2T"!5MB(H6HZ(E]&@C++1]>=<^/??[!&_D@>Y] M>'8$E"Z]2X^*%F&1*').*T9%2[!(CCAPT[M[\ =Y[>]SM[].8-
#H1NDB2%3O M'Q4MPB(Y1)U6C{J68)$<\69X<.SOVE'[/Z]OLP/AS@Y^.<(4@#,M%3=70=9% MD'L>7:6(BA8!)*]\6-E7T:A=8U2T!.# _2 .&O$EM,<\'HJPY0>#HLX2A#M+
MZ))>B9]+97T0SN]=+:2L+!O43 'G#'PJ??O^&]2N.2I: G"HPGMN&Y\<$A\Z8:HLJKZ&2"^GG"D_(0$42]_^>:,2[6V=)HJ83$(O]!W/,/CX. M4?
O&J&@)O$(/*$=+/FP@H<*0.EVU96=3HAW.G$VRF]:K;OTOQ)NWf;/ON5!TE M@YI&@"S.>H3QAF10\PA4M 1B(82DS+XA<@2]&B@@K:?YHZDO!O/0;F:Y+Z
M!F!+DBJ[@F^DE59+,:2.H;O[/P4',+B$7 I/0;CP!#[1NCHB4'[XO1(7SWA5=G M"<)[, W/):ENT"Z+ -3X !4MPB(Y1)U6C{J68)$<(0#M2[C*" .;?J8U,X39N MS<'OF.P?4O]2:,MZN"7)]6H"]
<$V+4CV0/KZ>A4);Y .!^0&:7&.G&;)SG3^N MGEE5&N'Q&W???[7.2/|Z\G[&0$O7\A@I-$!. GH?ED MJ6C<7CVE]8.;/Z?YXW11D)E^ . C'Y0YA.3K9R&O7Y39&PO=V]R:W-
H965T53(\'Z8V@\>4!+7!9QKFV3N_QJ5@>!8;A3.]*VIFH#LM/JV6#L=BN+YN-O-)TIR'N=?TF>Y4)\\I-D\ M+M3;[+&:/VPSMN%N^3QJ2@O=.]GN-':9.%M^?.3+WK:E&FR5PN\B1=D$P^G';. MV?
&E<$]'E<6 $.F:OWM.RE1^I.D?Y9OA]+1#RO;)F0P4)42L_KS(GIS-2B35 MCC\WH)UMS.+Q >LW],$]>97.CSB7O73VGV1:/)UVO Z9RH=X.2ONTM=(.A*R
M2[O).LM7_Y)7C2WMD,DR+]+YQEFU8)XLUG_CGXN,>.>@<& `OG'@N.UPT%L M!A!0TRP]F!X]KZ/FH$Y.G*[1.;L5#Y6 [X1OZ.R]E&$6:=OIG:.L],.%TV.59K.F.B!8>@P=S&;%:(BA8! M
^5OU_6UC<<(H3/]?..5WIAY.=\41M?R $@VWLS!8K[#=+(9 [4F&R9:. 3 M':,*]B,Z.YNCH@6H:_4M! 5+4)%&V&AUL0OZEEF]/U+3[U#@ Q40U4K6+.8?^3:.MGNLUYBI4/0(5+8*28)9EZVHI:"
<\-5E9. =X)3IP*5)<+.FL9<&QH&2OJ7N@W5]-MHZH2J&C!(6@PM5%E"U2T !PGWZ2Z$H[0&76Z5:H& T#5^% "VP#4?Y?E")OK M&I@Y4FNVHG4-]$!,M P%T5*T@())C3M!TPTDA; M5T8?
5]IVP /BP4UN$VN.'6RW"7 /M9.&CF750+PDOO8]YYYCOS?Q3NE;4P!8 M.R2&(M-]=)K#96< ES30%"[49!+]A/+'A>6#=!D[AB.2S!?][F&B/:LF2\ M!&FXDD3#>A2<]\[&0Y?
O$[YPV]F#.7%.5DK=NF":C8+0"0(!J74.#%],&(,0 MC@AE_&@X[e\:D QZ.]^P?O'?TLF(&OD[\Y9DM1L';@&2P9AMA%VKW$1H_7F"J MA/%/LJMS!YB<;HQ590-&!267]9O=-?MP $">;D#4 **G OH-
H_^ULJ\K4MF M61)KM2/:92.,& BD!GE]]DE!R :Q^98=W0FP^:0L7&2V3K'M-$ SHM#]e\U.IF*=-)C,N3!<-KT93U,F M7QOGK+RA$_NGS):^9^RC,Z%>6S!
(5FWO[*4SXND'74/"]&,6K>_P/2Z<7M8 MM;FX3-F"I>,FJ_-)W0QLPV9M+B#L(G?UY4_IDF213%,,,BX[`7P1A;MSB&'[\: MY@T86!/(]&=KC>]V7B'[ZP#;TWT5@LT4KT1LIOA:_^)2-V DB7^WL3S_P'8!
MJQW(I\\# >7G1!'L*N8->XJO)$DP!&K17Z-QC*Q.#!__F!/210EB1\!S.\@ MBC $GD8-/E_G;@2=&A(E@6FD7)TZ(= MI7|=Q_:0T^FO8R*T>EOH^7%H5 J.W&,EC'%BM/XU@LD/'X 4$L#!!0 (M %:
:%E!$5W:> 4 -(H / >&PO=V]R:V)O.VLN>&ULO9I;<]HX%(# _MBH:G[DQW 5]HFVDZX]B';&ILKRITLB]=!T3PU-@9V4FV 2K&6&B/@9[9%Y$G M8IF8SY)\OG,D2WRIQ;?
[NOY& MV657,]V+3MX]5PV"PW?)LW?]6/O))GUK78 MYJT\%_ #YE'P2-5L.& ^WY= 8C2;#,5Y4@T\?#]>*O! >U"U?MD5=R4;5L'CX M2 /KO#HDST53W!=ET7Z_'G1_EWQ MD55;(L??'4]&
U(LZE?;FM1_*BK-B^3 Ml:C+\GHPWIU8<-$6RY/F1$&F^7W3M;3Y?9Q+D.O!9"0ON"Y$TW.?Z*Z?2]9G M+K^\.W]ZVE1MEQX>1> MO7S:\JK=]:/@!0*LFDWQV Q(E6_Y]<"MG[E0]R_ @*UV"]]9**
!3X]U0)P1; M=7@Z4;JF+HN5_/45N$3!2$^H>& MU&L2/O;&V[@<K5>#=#=Y!2!M!)^/@D#\)UB M2L(HN3">*?$8!BX0)34F4Q>ZMDU!(4AI&MV/"8$'CE-WXE/BA
M$Y"8NI0M''D,$3')C#5,9A:&WA?F^]T49$'J!# %F!PE 4TA)":9L6;+, F M23JG09I(1D+ SEAZ1Q+]9C%+6:\O.A VHVO&U/I63]N.O7'=A[!$X^;J?A) 4\I8LU-
BZCNIC(.1$Q^/*R;1L6Z+T)D;5!GWHC!6 M(PI3:\P;AF9OH'K[-D!,3""&9H'@F";$'1"L5S1(Y;V'R1E;@)6 ^@)B81@S- M&D%=1]Y 3$PCAF:-H+,KSTW,*H9FJQS;[NQP8U(Q-$QE!]KK4"$FIA7C%;1R
MMB\OOOB;_7(2R,\28]HQ*L&K;IZ3XVJBG'U*R?WRA8L@&,Q3XH28F'Y,S?KY7>[F\38O2K4SD9F(".C4+ "%E* M4.P05[.0[.O@.:?^DNTXN"%C]IV(C/'(B)6D*304_,3$+61>T5%S51;NJ<121
8G#VYX8A.R M-5L(*]#[O6EC%K*Ul^(@B].)92,.LY"MNQ;ZE;W',C+%S%4+PDD:N!]E"@_S M31NSD'U!"^W@PJBK@"4C6\#4P\8L9% 00E!DAN2HT4_#0X(,,=&7!G370F<7
MCW!&3HB)6NUM[O.*"0[.0?4$+R3(H M#%38 +F.U!MTS$+V!2UT@+ME+BR>8A2:Z;Z'3]4TX.R$F9]"){G6ZPSMT*[XN M*$XY$\F\G9E\W($/6OV_*W;+4QMWXJ2U>VA95?
YZO#*WF'UPD__0=02P,$ M% @ 5H!L62?5)DLP! @ 7B0 !H !X,"]?]"2],T(%XO*+P2<$/#SC0S?M^U/9[8>R^#@>3F75[*9[^)526>_RL2LW M_9!/YR,;?
CQVTWDY;M/0K=^Z;4ZZ7+9I_#ZC>7SX/G/O\CGD_YG8;S;[=?[= MK_!<\VGZQ^#TWHJO99?SU"O>NG&,IU63/@[7W25=-G)SGMPLGEY7S?CT*DVJ M';00I/6##(*L?!!#D @^_I!LD09
MEP1),ZP)M!;D6@B\%@<1," 06)%L(S!9$6PC4%F1;"_P6A%L(Y[!;D6PCL%L1.M"/16U%L)%;46PGTUMG#"+BGHK@=Z*>BN!WHIZ*X>BGHK@=Z*>BN!WHIZ
M*X'>BGHK@=Z&>AN!WH9Z&X'>AGH;@=XV>UE"H+>AWD:@MZ'>1]"WH=Y&H+>A MWD:@MZ'>1]"WH=Y&H+>CWDZ@MZ/>3]"WHIY.H+>CWDZ@M\]>=A/H[:BW$ ^CM MJ+
<3Z.VHMQ/H[:BW$ ^CMJ+<3Z!VH=Q#H';AW$.@=J'<0Z!VH=Q#H';AW$.@= MLX^5!'H'ZAT$>@?J'01Z;^H=!'H'ZAT$>K>H=TN@=XMZMS^!=YD^#[E<>[[6 M>/\:?
I'HZGYNOE[\OW:.:L(%YP2_$SW^!5!+ P04 "!6@&Q0UDS_DN ! M #G(P $P %M#;VYT96YT2U!V<&5S72YX;6S VLM.PS 0!=!?B;)%C>M7 N>8BR .;0]3D@E-
FL26:.#V4X*E4"EHBH2=],HM3UWXI'JITZ_1P.V\S3VW(L^O QB%KGACQVJ8T:.VSE[!ZEC1Y2"C2R7%/ M6#8NG*0 .=N9,*S\'/QJOZ%O&\JRA;&OSO3I5ULW.(0WUH*Q?X2.WJT==V4 M5-
GRN4M'BN \F2HLB6+7%INB)_N38[IAVGSRH_/',OL"[Z%MRZDB7DZ/.YS M),/B4N%R,=F_RMN$U/IH]^/AFE75/TR.UWOJ_6K<1Z!C8_C[_CKC+?U# ^Q# M@/0A0?
!0{'UHD#YF(\'<@O1Q!M+'.4@??(K2"(JH'(54CF(]1T&5HZC*45CE M**YR%%@YBJP"15:\(]M D56@R"!09!4HL@H4606*K)%5H$BJT215:+(*E%D ME2BR2A19)8]L$D56B2*K1)%5HLBJ4&15*+
(]%%D5BJP*15:%(]M"D56AR*I0 M9%4HLFH4636*K!]%5HTBJT:15:/([E%DU2BR:A19-8]L.Q199 \]ZZ.U]S^. M'Y]%9YK^.Y^_ ^VY>@=02P$'%_4 "!6@&Q9!T%-8H$ "Q $ M @ $
9&!C4')O<',O87!P+GAM;%!+ 0(4 Q0 (%- M;%G@MT2V!0 "L" 1 " :\ !D;V-0&UL4$L! A0#% @ 5H!L69!/O_(+ M!@ D2 !@ ("!# @ 'AL+W=O&PO=V]R:W H965T&UL4$L! A0#% @
5H!L601$W]#.!@ Q!T !@ M ("! AH 'AL+W=O&PO=V]R:W H965T&UL4$L! A0# M% @ 5H!L63B;&PO=V]R:W H965T&UL4$L! A0#% @ 5H!L6:+'AL+W=O&PO=V]R:W
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M965T&UL4$L! M A0#% @ 5H!L61(15%)R! $@P !D ("!L D! 'AL M+W=O&PO=V]R:W H965T&UL4$L! A0#% @ 5H!L M62#XNE7] P P@X !D ("!@OD! 'AL+W=O&PO=V]R:W H965T&UL4$L!
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>&PO7W)E;'.O=V]R:V)O:VLN>&UL M+G)E;'-02P$"% ,4 " !6@&Q9UDS DN ! #C(P $P M@ &TZ@$ 6T.O;G1E;G125'EP97-=+GAM,%!+!08 10!% .H2 #%[$ " ! end XML 74 Show.js IDEA: XBRL
DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their
employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var
e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0);
e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none';};Show.toggleNext=function(a)
{var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(e.style.display){}else{var d,p ,ifc,style.display==''none'){d='block';p='-';}else{d='none';p='+';}
e.style.display=d;if(a.textContent){a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 75 report.css IDEA: XBRL DOCUMENT /* Updated 2009-
11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a {
display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; }
.report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table { font-
size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font:
normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align:
center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space:
normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px;
} .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color:
#f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color:
white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black. } /* styles for footnote marker */ .report .fn { white-space:
nowrap; } /* styles for numeric types */ .report .num, .report .numg { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .num# { padding: 0px 0.4em 0px 2em;
} /* styles for types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note {
font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 77 FilingSummary.xml IDEA: XBRL
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May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital." } } }, "auth_ref": [ "r78" ] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": [ "http://sanaramedtech.com/role/StatementsOfChangesInShareholdersEquity" ], "lang": { "en-us": { "role": { "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": [ "r602", "r874", "r875", "r876", "r878", "r967", "r1024" ] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Adjustment to Compensation, Amount" } } }, "auth_ref": [ "r813" ] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Adjustment to Compensation [Axis]" } } }, "auth_ref": [ "r813" ] }, "ecd_AdjToNonPeoNeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPeoNeoCompFnTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Adjustment to Non-PEO NEO Compensation Footnote" } } }, "auth_ref": [ "r813" ] }, "ecd_AdjToPeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToPeoCompFnTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Adjustment To PEO Compensation, Footnote" } } }, "auth_ref": [ "r813" ] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": [ "http://sanaramedtech.com/role/StatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Adjustments to reconcile net loss to net cash used in operating activities:" } } } }, "auth_ref": [] }, "ecd_AggtErrCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtErrCompAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "label": "Aggregate Erroneous Compensation Amount" } } }, "auth_ref": [ "r778", "r789", "r799", "r824" ] }, "ecd_AggtErrCompNotYetDeterminedTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtErrCompNotYetDeterminedTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "label": "Aggregate Erroneous Compensation Not Yet Determined" } } }, "auth_ref": [ "r781", "r792", "r802", "r827" ] }, "ecd_AllAdjToCompMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllAdjToCompMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "auth_ref": [ "r813" ] }, "ecd_AllExecutiveCategoriesMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllExecutiveCategoriesMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "auth_ref": [ "r820" ] }, "ecd_AllIndividualsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllIndividualsMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure", "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure", "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "auth_ref": [ "r782", "r793", "r803", "r820", "r828", "r832", "r840" ] }, "us-gaap_AllocatedShareBasedCompensationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllocatedShareBasedCompensationExpense", "crdr": "debit", "presentation": [ "http://sanaramedtech.com/role/ScheduleOfReconciliationOfNetIncomeLossToSegmentEbitdaForReportableSegmentsDetailsParenthetical" ], "lang": { "en-us": { "role": { "label": "Share based compensation related to executive separation costs", "documentation": "Amount of expense for award under share-based payment arrangement. Excludes amount capitalized." } } }, "auth_ref": [ "r441", "r447" ] }, "us-gaap_AllowanceForDoubtfulAccountsPremiumsAndOtherReceivables": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllowanceForDoubtfulAccountsPremiumsAndOtherReceivables", "crdr": "credit", "presentation": [ "http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Allowance for customer rebates and deductions", "documentation": "The valuation allowance as of the balance sheet date to reduce the gross amount of receivables to estimated net realizable value, which would be presented in parentheses on the face of the balance sheet." } } }, "auth_ref": [ "r888" ] }, "us-gaap_AllowanceForDoubtfulAccountsReceivable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllowanceForDoubtfulAccountsReceivable", "crdr": "credit", "presentation": [ "http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Allowance for credit losses", "documentation": "Amount of allowance for credit loss on accounts receivable." } } }, "auth_ref": [ "r167", "r258", "r273", "r276", "r278", "r990" ] }, "dei_AmendmentDescription": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentDescription", "presentation": [ "http://sanaramedtech.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Amendment Description", "documentation": "Description of changes contained within amended document." } } } }, "auth_ref": [] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": [ "http://sanaramedtech.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "SMTI_AmortizableIntangibleAssetsMember": { "xbrltype": "domainItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "AmortizableIntangibleAssetsMember", "presentation": [ "http://sanaramedtech.com/role/ScheduleOfCarryingValueOfIntangibleAssetsDetails" ], "lang": { "en-us": { "role": { "label": "Amortizable Intangible Assets [Member]", "documentation": "Amortizable Intangible Assets [Member]" } } }, "auth_ref": [] }, "SMTI_AmortizationAndWriteoffOfDebtIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "AmortizationAndWriteoffOfDebtIssuanceCosts", "crdr": "debit", "calculation": { "http://sanaramedtech.com/role/StatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 11.0 } }, "presentation": [ "http://sanaramedtech.com/role/StatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Amortization and write-off of debt issuance costs", "documentation": "Amortization and write-off of debt issuance costs." } } }, "auth_ref": [] }, "us-gaap_AmortizationOfFinancingCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfFinancingCosts", "crdr": "debit", "presentation": [ "http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Amortization expense of debt issuance costs", "documentation": "Amount of amortization expense attributable to debt issuance costs." } } }, "auth_ref": [ "r89", "r380", "r866", "r974" ] }, "us-gaap_AmortizationOfIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfIntangibleAssets", "crdr": "debit", "presentation": [ "http://sanaramedtech.com/role/GoodwillAndIntangiblesNetDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Amortization of intangible assets", "documentation": "The aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": [ "r8", "r312", "r319", "r716" ] }, "dei_AnnualInformationForm": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AnnualInformationForm", "presentation": [ "http://sanaramedtech.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Annual Information Form", "documentation": "Boolean flag with value true on a form if it is an annual report containing an annual information form." } } }, "auth_ref": [ "r785" ] }, "SMTI_AnnualMinimumRevenueYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "AnnualMinimumRevenueYearFive", "crdr": "credit", "presentation": [ "http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Annual minimum revenue, year five", "documentation": "Annual minimum revenue year five." } } }, "auth_ref": [] }, "SMTI_AnnualMinimumRevenueYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "AnnualMinimumRevenueYearFour", "crdr": "credit", "presentation": [ "http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Annual minimum revenue, year four", "documentation": "Annual minimum revenue year four." } } }, "auth_ref": [] }, "SMTI_AnnualMinimumRevenueYearOne": { "xbrltype": "monetaryItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "AnnualMinimumRevenueYearOne", "crdr": "credit", "presentation": [ "http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Annual minimum revenue, year one", "documentation": "Annual minimum revenue year one." } } }, "auth_ref": [] }, "SMTI_AnnualMinimumRevenueYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "AnnualMinimumRevenueYearThree", "crdr": "credit", "presentation": [ "http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Annual minimum revenue, year three", "documentation": "Annual minimum revenue year three." } } }, "auth_ref": [] }, "SMTI_AnnualMinimumRevenueYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "AnnualMinimumRevenueYearTwo", "crdr": "credit", "presentation": [ "http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Annual minimum revenue, year two", "documentation": "Annual minimum revenue year two." } } }, "auth_ref": [] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": [ "http://sanaramedtech.com/role/ScheduleOfComputationOfDilutedNetLossPerShareDetails" ], "lang": { "en-us": { "role": { "label": "Anti-dilutive securities", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": [ "r216" ] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": [ "http://sanaramedtech.com/role/ScheduleOfComputationOfDilutedNetLossPerShareDetails" ], "lang": { "en-us": { "role": { "label": "Antidilutive Securities [Axis]", "documentation": "Information by type of antidilutive security." } } }, "auth_ref": [ "r27" ] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems", "presentation": [ "http://sanaramedtech.com/role/ScheduleOfComputationOfDilutedNetLossPerShareDetails" ], "lang": { "en-us": { "role": { "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Includes, but is not limited to, cash, liability incurred by acquirer, and equity interest issued by acquirer." } } }, "auth_ref": [ "r728", "r964", "r965", "r966" ] }, "SMTI_AssetAcquisitionConsiderationTransferredCashPaidForInventory": { "xbrltype": "monetaryItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "AssetAcquisitionConsiderationTransferredCashPaidForInventory", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfAssetPurchaseConsiderationsDetails": { "parentTag": "us-gaap_AssetAcquisitionConsiderationTransferred", "weight": 1.0, "order": 4.0 } }, "presentation": [ "http://sanaramedtech.com/role/ScheduleOfAssetPurchaseConsiderationsDetails" ], "lang": { "en-us": { "role": { "label": "Cash paid for inventory", "documentation": "Asset acquisition consideration transferred cash paid for inventory" } } }, "auth_ref": [] }, "us-gaap_AssetAcquisitionConsiderationTransferredContingentConsideration": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetAcquisitionConsiderationTransferredContingentConsideration", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfAssetPurchaseConsiderationsDetails": { "parentTag": "us-gaap_AssetAcquisitionConsiderationTransferred", "weight": 1.0, "order": 6.0 } }, "presentation": [ "http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sanaramedtech.com/role/ScheduleOfAssetPurchaseConsiderationsDetails",
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Includes other kinds of accounts that have the general characteristics of demand deposits. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r136", "r547", "r613", "r634", "r740", "r759", "r856"] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": { "http://sanaramedtech.com/role/BalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://sanaramedtech.com/role/BalanceSheets"], "lang": { "en-us": { "role": { "label": "Cash", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r22", "r154", "r696"] }, "us-gaap_CashAndCashEquivalentsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsPolicyTextBlock", "presentation": ["http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Cash and Cash Equivalents", "documentation": "Disclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value." } } }, "auth_ref": ["r23"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations", "crdr": "debit", "presentation": ["http://sanaramedtech.com/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "periodStartLabel": "Cash, beginning of period", "periodEndLabel": "Cash, end of period", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. 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Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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Examples include, but are not limited to, common stock, redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": ["r146", "r164", "r165", "r166", "r189", "r210", "r211", "r213", "r215", "r221", "r222", "r267", "r349", "r351", "r352", "r353", "r356", "r357", "r388", "r389", "r391", "r394", "r400", "r406", "r592", "r593", "r594", "r595", "r602", "r603", "r604", "r605", "r606", "r607", "r608", "r609", "r610", "r611", "r612", "r614", "r626", "r648", "r670", "r683", "r684", "r685", "r686", "r687", "r848", "r868", "r879"] }, "us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1", "presentation": ["http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sanaramedtech.com/role/ShareholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Exercise price", "documentation": "Exercise price per share or per unit of warrants or rights outstanding." } } }, "auth_ref": ["r401"] }, "us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights", "presentation": ["http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sanaramedtech.com/role/ShareholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Warrants to purchase shares", "documentation": "Number of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares." } } }, "auth_ref": ["r401"] }, "ecd_CoSelectedMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Company Selected Measure Amount" } } }, "auth_ref": ["r812"] }, "ecd_CoSelectedMeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Company Selected Measure Name" } } }, "auth_ref": ["r812"] }, "us-gaap_CollaborativeArrangementsAndNoncollaborativeArrangementTransactionsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CollaborativeArrangementsAndNoncollaborativeArrangementTransactionsLineItems", "presentation": ["http://sanaramedtech.com/role/AppliedAssetPurchaseTables", "http://sanaramedtech.com/role/ScheduleOfAssetPurchaseConsiderationsDetails"], "lang": { "en-us": { "role": { "label": "Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r472"] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/BalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://sanaramedtech.com/role/BalanceSheets"], "lang": { "en-us": { "role": { "label": "Commitments and contingencies (Note 9)",

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Common stock represent the ownership interest in a corporation." } } }, "auth_ref": [ "r13", "r77", "r626", "r645", "r1024", "r1025" ] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/BalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://sanaramedtech.com/role/BalanceSheets" ], "lang": { "en-us": { "role": { "label": "Common Stock; $0.001 par value, 20,000,000 shares authorized; 8,743,174 issued and outstanding as of September 30, 2024 and 8,535,239 issued and outstanding as of December 31, 2023", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": [ "r77", "r548", "r740" ] }, "SMTI_CommonUnitsMember": { "xbrltype": "domainItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "CommonUnitsMember", "presentation": [ "http://sanaramedtech.com/role/InvestmentsInEquitySecuritiesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Common Units [Member]", "documentation": "Common Units [Member]" } } }, "auth_ref": [] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Company Selected Measure" } } }, "auth_ref": [ "r817" ] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Net Income" } } }, "auth_ref": [ "r816" ] }, "ecd_CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Other Measure" } } }, "auth_ref": [ "r818" ] }, "ecd_CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Total Shareholder Return" } } }, "auth_ref": [ "r815" ] }, "us-gaap_ComputerEquipmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComputerEquipmentMember", "presentation": [ "http://sanaramedtech.com/role/ScheduleOfPropertyAndEquipmentDetails" ], "lang": { "en-us": { "role": { "label": "Computer Equipment [Member]", "documentation": "Long lived, depreciable assets that are used in the creation, maintenance and utilization of information systems." } } }, "auth_ref": [] }, "us-gaap_ConsolidationPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConsolidationPolicyTextBlock", "presentation": [ "http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Principles of Consolidation and Basis of Presentation", "documentation": "Disclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary." } } }, "auth_ref": [ "r57", "r699" ] }, "SMTI_ConsultingAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "ConsultingAgreementMember", "presentation": [ "http://sanaramedtech.com/role/RelatedPartiesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Consulting Agreement [Member]", "documentation": "Consulting Agreement [Member]" } } }, "auth_ref": [] }, "us-gaap_ContingentConsiderationByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContingentConsiderationByTypeAxis", "presentation": [ "http://sanaramedtech.com/role/AppliedAssetPurchaseDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Contingent Consideration by Type [Axis]", "documentation": "Information by type of contingent consideration." } } }, "auth_ref": [] }, "us-gaap_ContingentConsiderationTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContingentConsiderationTypeDomain", "presentation": [ "http://sanaramedtech.com/role/AppliedAssetPurchaseDetailsNarrative" ], "lang": { "en-us": { "role": { "documentation": "Description of contingent payment arrangement." } } }, "auth_ref": [] }, "us-gaap_ConvertibleDebtMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebtMember", "presentation": [ "http://sanaramedtech.com/role/ConvertibleLoanReceivableDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Convertible Debt [Member]", "documentation": "Borrowing which can be exchanged for a specified number of another security at the option of the issuer or the holder, for example, but not limited to, the entity's common stock." } } }, "auth_ref": [ "r105", "r359", "r360", "r370", "r371", "r372", "r376", "r377", "r378", "r379", "r380", "r718", "r719", "r720", "r721", "r722" ] }, "us-gaap_CostOfRevenue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfRevenue", "crdr": "debit", "calculation": { "http://sanaramedtech.com/role/StatementsOfOperations": { "parentTag": "us-gaap_GrossProfit", "weight": -1.0, "order": 2.0 } }, "presentation": [ "http://sanaramedtech.com/role/StatementsOfOperations" ], "lang": { "en-us": { "role": { "label": "Cost of goods sold", "documentation": "The aggregate cost of goods produced and sold and services rendered during the reporting period." } } }, "auth_ref": [ "r85", "r189", "r267", "r340", "r350", "r351", "r352", "r353", "r354", "r355", "r356", "r357", "r496", "r700", "r926" ] }, "us-gaap_CostOfSalesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfSalesMember", "presentation": [ "http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Cost of Sales [Member]", "documentation": "Primary financial statement caption encompassing cost of sales." } } }, "auth_ref": [] }, "us-gaap_CostsAndExpensesRelatedParty": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostsAndExpensesRelatedParty", "crdr": "debit", "presentation": [ "http://sanaramedtech.com/role/RelatedPartiesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Cost and expenses related party", "documentation": "Costs of sales and operating expenses for the period incurred from transactions with related parties." } } }, "auth_ref": [ "r85" ] }, "dei_CountryRegion": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CountryRegion", "presentation": [ "http://sanaramedtech.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Country Region", "documentation": "Region code of country" } } }, "auth_ref": [] }, "dei_CoverAbstract": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CoverAbstract", "lang": { "en-us": { "role": { "label": "Cover [Abstract]", "documentation": "Cover page." } } }, "auth_ref": [] }, "us-gaap_CreditLossFinancialInstrumentPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CreditLossFinancialInstrumentPolicyTextBlock", "presentation": [ "http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Accounts Receivable Allowances", "documentation": "Disclosure of accounting policy for credit loss on financial instrument measured at amortized cost basis, net investment in lease, off-balance sheet credit exposure, and available-for-sale debt security. Includes, but is not limited to, methodology used to estimate allowance for credit loss, how writeoff of uncollectible amount is recognized, and determination of past due status and nonaccrual status." } } }, "auth_ref": [ "r270", "r271", "r272", "r274", "r275", "r279", "r280", "r281", "r282", "r283", "r284", "r285", "r286", "r287", "r288", "r289", "r290", "r291" ] }, "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": [ "http://sanaramedtech.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Current Fiscal Year End Date", "documentation": "End date of current fiscal year in the format --MM-DD." } } }, "auth_ref": [] }, "SMTI_CustomerRelationshipsAndOtherMember": { "xbrltype": "domainItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "CustomerRelationshipsAndOtherMember", "presentation": [ "http://sanaramedtech.com/role/ScheduleOfCarryingValueOfIntangibleAssetsDetails" ], "lang": { "en-us": { "role": { "label": "Customer Relationships and Other [Member]", "documentation": "Customer Relationships and Other [Member]" } } }, "auth_ref": [] }, "SMTI_DebriderLicenseAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "DebriderLicenseAgreementMember", "presentation": [ "http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Debrider License Agreement [Member]", "documentation": "Debrider License Agreement [Member]" } } }, "auth_ref": [] }, "us-gaap_DebtConversionConvertedInstrumentRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtConversionConvertedInstrumentRate", "presentation": [ "http://sanaramedtech.com/role/InvestmentsInEquitySecuritiesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Conversion rate", "documentation": "Dividend or interest rate associated with the financial instrument issued in exchange for the original debt being converted in a noncash or part noncash transaction. Noncash are transactions that affect recognized assets or liabilities but that do not result in cash receipts or cash payments. Part noncash refers to that portion of the transaction not resulting in cash receipts or cash payments." } } }, "auth_ref": [ "r24", "r26" ] }, "us-gaap_DebtDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Debt Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_DebtDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDisclosureTextBlock", "presentation": [ "http://sanaramedtech.com/role/DebtAndCreditFacilities" ], "lang": { "en-us": { "role": { "label": "DEBT AND CREDIT FACILITIES", "documentation": "The entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants." } } }, "auth_ref": [ "r104", "r187", "r330", "r331", "r332", "r333", "r334", "r347", "r348", "r358", "r364", "r365", "r366", "r367", "r368", "r369", "r374", "r381", "r382", "r383", "r505" ] }, "us-gaap_DebtInstrumentAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentAxis", "presentation": [ "http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative", "http://sanaramedtech.com/role/ScheduleOfLong-termDebtDetails" ], "lang": { "en-us": { "role": { "label": "Debt Instrument [Axis]", "documentation": "Information by type of debt instrument, including, but not limited to, draws against credit facilities." } } }, "auth_ref": [ "r18", "r67", "r68", "r120", "r121", "r192", "r359", "r360", "r361", "r362", "r363", "r365", "r370", "r371", "r372", "r373", "r375", "r376", "r377", "r378", "r379", "r380", "r718", "r719", "r720", "r721", "r722", "r738", "r869", "r917", "r918", "r919", "r973", "r975" ] }, "SMTI_DebtInstrumentBackEndFeePercentage": { "xbrltype": "percentItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "DebtInstrumentBackEndFeePercentage", "presentation": [ "http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Debt instrument back-end fee percentage", "documentation": "Debt instrument back end fee percentage." } } }, "auth_ref": [] }, "us-gaap_DebtInstrumentCarryingAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentCarryingAmount", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfLong-termDebtDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 1.0 }, "http://sanaramedtech.com/role/ScheduleOfMaturitiesOutstandingDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://sanaramedtech.com/role/ScheduleOfLong-termDebtDetails", "http://sanaramedtech.com/role/ScheduleOfMaturitiesOutstandingDetails" ], "lang": { "en-us": { "role": { "label": "Debt", "totalLabel": "Total debt", "documentation": "Amount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt." } } }, "auth_ref": [ "r18", "r121", "r384" ] }, "us-gaap_DebtInstrumentDescription": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentDescription", "presentation": [ "http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Borrowing capacity description", "documentation": "Identification of the lender and information about a contractual promise to repay a short-term or long-term obligation, which includes borrowings under lines of credit, notes payable, commercial paper, bonds payable, debentures, and other contractual obligations for payment. This may include rationale for entering into the arrangement, significant terms of the arrangement, which may include amount, repayment terms, priority, collateral required, debt covenants, borrowing capacity, call features, participation rights, conversion provisions, sinking-fund requirements, voting rights, basis for conversion if convertible and remarketing provisions. The description may be provided for individual debt instruments, rational groupings of debt instruments, or by debt in total." } } }, "auth_ref": [ "r18", "r39", "r63", "r67", "r120", "r121", "r505" ] }, "us-gaap_DebtInstrumentFaceAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentFaceAmount", "crdr": "credit", "presentation": [ "http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Principal amount", "documentation": "Face (par) amount of debt instrument at time of issuance." } } }, "auth_ref": [ "r359", "r505", "r506", "r719", "r720", "r738" ] }, "us-gaap_DebtInstrumentInterestRateDuringPeriod": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentInterestRateDuringPeriod", "presentation": [ "http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Interest rate per annum", "documentation": "The average effective interest rate during the reporting period." } } }, "auth_ref": [ "r70", "r377", "r973" ] }, "us-gaap_DebtInstrumentInterestRateEffectivePercentage": { "xbrltype": "percentItemType",
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earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the
reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production." } } }, "auth_ref": [
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stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends,
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Registrants not involved in bankruptcy proceedings during the preceding five years should not report this element." } } }, "auth_ref": ["r766"] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": ["http://sanaramedtech.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Central Index Key", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": ["r762"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://sanaramedtech.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [ ] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://sanaramedtech.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [ ] }, "dei_EntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityDomain", "presentation": ["http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sanaramedtech.com/role/InvestmentsInEquitySecuritiesDetailsNarrative", "http://sanaramedtech.com/role/ScheduleOfInvestmentsDetails", "http://sanaramedtech.com/role/ScheduleOfLossFromEquityMethodInvestmentDetails", "http://sanaramedtech.com/role/ShareholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "All the names of the entities being reported upon in a document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. 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The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [ ] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://sanaramedtech.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r762"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://sanaramedtech.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [ ] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://sanaramedtech.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": ["r844"] }, "dei_EntityListingParValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityListingParValuePerShare", "presentation": ["http://sanaramedtech.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Listing, Par Value Per Share", "documentation": "The par value per share of security quoted in same currency as Trading currency. 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Is used on Form Type: 10-K, 10-Q, 8-K, 20-F, 6-K, 10-K/A, 10-Q/A, 20-F/A, 6-K/A, N-CSR, N-Q, N-1A." } } }, "auth_ref": ["r845"] }, "us-gaap_EquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityAbstract", "lang": { "en-us": { "role": { "label": "Equity [Abstract]" } } }, "auth_ref": [ ] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityComponentDomain", "presentation": ["http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sanaramedtech.com/role/InvestmentsInEquitySecuritiesDetailsNarrative", "http://sanaramedtech.com/role/ShareholdersEquityDetailsNarrative", "http://sanaramedtech.com/role/StatementsOfChangesInShareholdersEquity"], "lang": { "en-us": { "role": { "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": ["r13", "r147", "r174", "r175", "r176", "r193", "r194", "r195", "r197", "r202", "r204", "r206", "r220", "r268", "r269", "r327", "r402", "r458", "r459", "r461", "r462", "r463", "r465", "r470", "r471", "r480", "r481", "r482", "r483", "r484", "r485", "r487", "r497", "r498", "r499", "r500", "r501", "r502", "r507", "r510", "r521", "r560", "r584", "r585", "r586", "r602", "r670"] }, "srt_EquityMethodInvesteeNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "EquityMethodInvesteeNameDomain", "presentation": ["http://sanaramedtech.com/role/InvestmentsInEquitySecuritiesDetailsNarrative"], "auth_ref": ["r264", "r265", "r266", "r460", "r850", "r851", "r852", "r959", "r960", "r961", "r962"] }, "us-gaap_EquityMethodInvestmentAggregateCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityMethodInvestmentAggregateCost", "crdr": "debit", "presentation": ["http://sanaramedtech.com/role/InvestmentsInEquitySecuritiesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Ownership value", "documentation": "This element represents the aggregate cost of investments accounted for under the equity method of accounting." } } }, "auth_ref": ["r65"] }, "us-gaap_EquityMethodInvestmentOwnershipPercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityMethodInvestmentOwnershipPercentage", "presentation": ["http://sanaramedtech.com/role/InvestmentsInEquitySecuritiesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Ownership interest", "documentation": "The percentage of ownership of common stock or equity participation in the investee accounted for under the equity method of accounting." } } }, "auth_ref": ["r264"] }, "us-gaap_EquityMethodInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityMethodInvestments", "crdr": "debit", "presentation": ["http://sanaramedtech.com/role/ScheduleOfInvestmentsDetails"], "lang": { "en-us": { "role": { "label": "Equity method investment", "documentation": "This item represents the carrying amount on the entity's balance sheet of its investment in common stock of an equity method investee. 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Investment includes, but is not limited to, unconsolidated subsidiary, corporate joint venture, noncontrolling interest in real estate venture, limited partnership, and limited liability company. Information includes, but is not limited to, ownership percentage, reason equity method is or is not considered appropriate, and accounting policy election for distribution received." } } }, "auth_ref": ["r5", "r60", "r265"] }, "us-gaap_EquityMethodInvestmentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityMethodInvestmentsTextBlock", "presentation": ["http://sanaramedtech.com/role/InvestmentsInEquitySecuritiesTables"], "lang": { "en-us": { "role": { "label": "SCHEDULE OF INVESTMENTS", "documentation": "Tabular disclosure of equity method investments including, but not limited to, name of each investee or group of investments, percentage ownership, difference between recorded amount of an investment and the value of the underlying equity in the net assets, and summarized financial information." } } }, "auth_ref": ["r263"] }, "ecd_EquityValuationAssumptionDifferenceFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EquityValuationAssumptionDifferenceFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Equity Valuation Assumption Difference, Footnote" } } }, "auth_ref": ["r814"] }, "ecd_ErrCompAnalysisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompAnalysisTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Erroneous Compensation Analysis" } } }, "auth_ref": ["r778", "r789", "r799", "r824"] }, "ecd_ErrCompRecoveryTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompRecoveryTable", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Erroneously Awarded Compensation Recovery [Table]" } } }, "auth_ref": ["r775", "r786", "r796", "r821"] }, "ecd_ExecutiveCategoryAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ExecutiveCategoryAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Executive Category [Axis]" } } }, "auth_ref": ["r820"] }, "SMTI_ExecutiveSeparationCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "ExecutiveSeparationCosts", "crdr": "credit", "presentation": ["http://sanaramedtech.com/role/ScheduleOfReconciliationOfNetIncomeLossToSegmentEbitdaForReportableSegmentsDetails"], "lang": { "en-us": { "role": { "label": "Executive separation costs", "documentation": "Executive separation costs." } } }, "auth_ref": [ ] }, "us-gaap_ExtendedMaturityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ExtendedMaturityMember", "presentation": ["http://sanaramedtech.com/role/ConvertibleLoanReceivableDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Extended Maturity [Member]", "documentation": "Loan modification for an extension of the term of a loan in which it must be paid." } } }, "auth_ref": ["r259", "r714"] }, "dei_Extension": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Extension", "presentation": ["http://sanaramedtech.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Extension", "documentation": "Extension number for local phone number." } } }, "auth_ref": [ ] }, "us-gaap_FairValueMeasurementPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType",

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} }, "auth_ref": ["r774", "r843"] }, "ecd_InsiderTrdPoliciesProcAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTrdPoliciesProcAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingPoliciesProc"], "lang": { "en-us": { "role": { "label": "Insider Trading Policies and Procedures Adopted" } } }, "auth_ref": ["r774", "r843"] }, "ecd_InsiderTrdPoliciesProcNotAdoptedTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTrdPoliciesProcNotAdoptedTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingPoliciesProc"], "lang": { "en-us": { "role": { "label": "Insider Trading Policies and Procedures Not Adopted" } } }, "auth_ref": ["r774", "r843"] }, "us-gaap_IntangibleAssetsGrossExcludingGoodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IntangibleAssetsGrossExcludingGoodwill", "crdr": "debit", 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amortization and impairment charges." } } }, "auth_ref": ["r311", "r911", "r913"] }, "us-gaap_InterestExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpense", "crdr": "debit", "calculation": { "http://sanaramedtech.com/role/StatementsOfOperations": { "parentTag": "us-gaap_OtherNonoperatingIncomeExpense", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative", "http://sanaramedtech.com/role/ScheduleOfOperationsAssetsAndCapitalExpendituresForOurBusinessSegmentsDetails", "http://sanaramedtech.com/role/ScheduleOfReconciliationOfNetIncomeLossToSegmentEbitdaForReportableSegmentsDetails", "http://sanaramedtech.com/role/StatementsOfOperations"], "lang": { "en-us": { "role": { "negatedLabel": "Interest expense", "label": "Interest expense related to back-end fee", "verboseLabel": "Interest expense", "documentation": "Amount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense." } } }, "auth_ref": ["r219", "r227", "r231", "r237", "r250", "r504", "r709", "r710"] }, "us-gaap_InterestExpenseOther": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseOther", "crdr": "debit", "presentation": ["http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Interest expense", "documentation": "Amount of interest expense classified as other." } } }, "auth_ref": [] }, "us-gaap_InterestPaid": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPaid", "crdr": "credit", "presentation": ["http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Interest paid", "documentation": "Amount of cash paid for interest, including, but not limited to, capitalized interest and payment to settle zero-coupon bond attributable to accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount, classified as operating and investing activities." } } }, "auth_ref": ["r867"] }, "us-gaap_InterestPaidNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPaidNet", "crdr": "credit", "presentation": ["http://sanaramedtech.com/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Interest", "documentation": "Amount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount." } } }, "auth_ref": ["r180", "r183", "r184"] }, "SMTI_InternalUseSoftwareMember": { "xbrltype": "domainItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "InternalUseSoftwareMember", "presentation": ["http://sanaramedtech.com/role/ScheduleOfPropertyAndEquipmentDetails"], "lang": { "en-us": { "role": { "label": "Internal Use Software [Member]", "documentation": "Internal Use Software [Member]" } } }, "auth_ref": [] }, "us-gaap_InternalUseSoftwarePolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InternalUseSoftwarePolicy", "presentation": ["http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Internal Use Software", "documentation": "Disclosure of accounting policy for costs incurred when both (1) the software is acquired, internally developed, or modified solely to meet the entity's internal needs, and (2) during the software's development or modification, no substantive plan exists or is being developed to market the software externally." } } }, "auth_ref": ["r326"] }, "us-gaap_InventoryNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryNet", "crdr": "debit", "calculation": { "http://sanaramedtech.com/role/BalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://sanaramedtech.com/role/BalanceSheets"], "lang": { "en-us": { "role": { "label": "Inventory, net", "documentation": "Amount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer." } } }, "auth_ref": ["r160", "r697", "r740"] }, "us-gaap_InventoryPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryPolicyTextBlock", "presentation": ["http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Inventories", "documentation": "Disclosure of inventory accounting

policy for inventory classes, including, but not limited to, basis for determining inventory amounts, methods by which amounts are added and removed from inventory classes, loss recognition on impairment of inventories, and situations in which inventories are stated above cost." } } }, "auth_ref": ["r137", "r153", "r168", "r292", "r293", "r295", "r534", "r700"] }, "us-gaap_InventoryValuationReserves": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryValuationReserves", "crdr": "credit", "presentation": ["http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Allowance for obsolete and slow-moving inventory", "documentation": "Amount of valuation reserve for inventory." } } }, "auth_ref": ["r99", "r859"] }, "us-gaap_InventoryWriteDown": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryWriteDown", "crdr": "debit", "calculation": { "http://sanaramedtech.com/role/StatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://sanaramedtech.com/role/StatementsOfCashFlows", "http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Inventory obsolescence", "verboseLabel": "Inventory obsolescence expense", "documentation": "Amount of loss from reductions in inventory due to subsequent measurement adjustments, including, but not limited to, physical deterioration, obsolescence, or changes in price levels." } } }, "auth_ref": ["r294"] }, "us-gaap_InvestmentHoldingsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InvestmentHoldingsTextBlock", "presentation": ["http://sanaramedtech.com/role/InvestmentsInEquitySecurities"], "lang": { "en-us": { "role": { "label": "INVESTMENTS IN EQUITY SECURITIES", "documentation": "The entire disclosure for investment holdings. This includes the long positions of investments for the entity. It contains investments in affiliated and unaffiliated issuers. The investments include securities and non securities (i.e. commodities and futures contracts)." } } }, "auth_ref": ["r615"] }, "us-gaap_Investments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Investments", "crdr": "debit", "presentation": ["http://sanaramedtech.com/role/InvestmentsInEquitySecuritiesDetailsNarrative", "http://sanaramedtech.com/role/ScheduleOfInvestmentsDetails"], "lang": { "en-us": { "role": { "label": "Total Investments", "verboseLabel": "Investments", "documentation": "Sum of the carrying amounts as of the balance sheet date of all investments." } } }, "auth_ref": ["r542", "r543", "r746", "r748"] }, "us-gaap_LeaseholdImprovementsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeaseholdImprovementsMember", "presentation": ["http://sanaramedtech.com/role/ScheduleOfPropertyAndEquipmentDetails"], "lang": { "en-us": { "role": { "label": "Leasehold Improvements [Member]", "documentation": "Additions or improvements to assets held under a lease arrangement." } } }, "auth_ref": ["r101", "r519"] }, "dei_LegalEntityAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LegalEntityAxis", "presentation": ["http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sanaramedtech.com/role/InvestmentsInEquitySecuritiesDetailsNarrative", "http://sanaramedtech.com/role/ScheduleOfInvestmentsDetails", "http://sanaramedtech.com/role/ScheduleOfLossFromEquityMethodInvestmentDetails", "http://sanaramedtech.com/role/ShareholdersEquityDetailsNarrative"] "lang": { "en-us": { "role": { "label": "Legal Entity [Axis]", "documentation": "The set of legal entities associated with a report." } } }, "auth_ref": [] }, "us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityMaturityTableTextBlock", "presentation": ["http://sanaramedtech.com/role/OperatingLeasesTables"], "lang": { "en-us": { "role": { "label": "SCHEDULE OF OPERATING LEASE LIABILITY", "documentation": "Tabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position." } } }, "auth_ref": ["r978"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDue", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total lease payments", "label": "Lessee, Operating Lease, Liability, to be Paid", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease." } } }, "auth_ref": ["r518"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueAfterYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueAfterYearFive", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Thereafter", "label": "Lessee, Operating Lease, Liability, to be Paid, after Year Five", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease due after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r518"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "verboseLabel": "2025", "label": "Lessee, Operating Lease, Liability, to be Paid, Year One", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r518"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearFive", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "verboseLabel": "2029", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Five", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r518"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearFour", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "verboseLabel": "2028", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Four", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r518"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearThree", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "verboseLabel": "2027", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Three", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r518"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearTwo", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "verboseLabel": "2026", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Two", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r518"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Remainder of 2024", "label": "Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year." } } }, "auth_ref": ["r978"] }, "us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityUndiscountedExcessAmount", "crdr": "credit", "presentation": ["http://sanaramedtech.com/role/ScheduleOfOperatingLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Less imputed interest", "label": "Lessee, Operating Lease, Liability, Undiscounted Excess Amount", "documentation": "Amount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease." } } }, "auth_ref": ["r518"] }, "us-gaap_LesseeOperatingLeaseRemainingLeaseTerm": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseRemainingLeaseTerm", "presentation": ["http://sanaramedtech.com/role/OperatingLeasesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Remaining lease term", "documentation": "Remaining lease term of operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r520", "r977"] }, "us-gaap_LesseeOperatingLeasesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeasesTextBlock", "presentation": ["http://sanaramedtech.com/role/OperatingLeases"], "lang": { "en-us": { "role": { "label": "OPERATING LEASES", "documentation": "The entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability." } } }, "auth_ref": ["r509"] }, "us-gaap_Liabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Liabilities", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/BalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://sanaramedtech.com/role/BalanceSheets"], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities", "label": "Liabilities", "documentation": "Amount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others." } } }, "auth_ref": ["r18", "r67", "r68", "r69", "r72", "r73", "r74", "r75", "r189", "r267", "r349", "r350", "r351", "r352", "r353", "r354", "r355", "r356", "r357", "r475", "r478", "r479", "r496", "r624", "r703", "r759", "r926", "r980", "r981"] }, 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Includes disclosure for allowance for credit losses." } } }, "auth_ref": [ "r505", "r886" ] }, "us-gaap_LoansReceivableBasisSpreadOnVariableRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LoansReceivableBasisSpreadOnVariableRate", "presentation": [ "http://sanaramedtech.com/role/ConvertibleLoanReceivableDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Loans Receivable, Basis Spread on Variable Rate", "documentation": "Percentage added to reference rate used to compute variable rate on loan receivable." } } }, "auth_ref": [] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": [ "http://sanaramedtech.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth_ref": [] }, "us-gaap_LongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebt", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfLong-termDebtDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://sanaramedtech.com/role/ScheduleOfLong-termDebtDetails" ], "lang": { "en-us": { "role": { "totalLabel": "Debt, net of debt issuance costs", "label": "Long-Term Debt", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": [ "r10", "r192", "r376" ] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfMaturitiesOutstandingDetails": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 4.0 } }, "presentation": [ "http://sanaramedtech.com/role/ScheduleOfMaturitiesOutstandingDetails" ], "lang": { "en-us": { "role": { "verboseLabel": "2028", "label": "Long-Term Debt, Maturity, Year Four", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": [ "r10", "r192", "r376" ] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfMaturitiesOutstandingDetails": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://sanaramedtech.com/role/ScheduleOfMaturitiesOutstandingDetails" ], "lang": { "en-us": { "role": { "verboseLabel": "2027", "label": "Long-Term Debt, Maturity, Year Three", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": [ "r10", "r192", "r376" ] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfMaturitiesOutstandingDetails": { "parentTag": "us-gaap_DebtInstrumentCarryingAmount", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://sanaramedtech.com/role/ScheduleOfMaturitiesOutstandingDetails" ], "lang": { "en-us": { "role": { "verboseLabel": "Remainder of 2024", "label": "Long-Term Debt, Maturity, Remainder of Fiscal Year", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in remainder of current fiscal year." } } }, "auth_ref": [ "r873" ] }, "us-gaap_LongTermDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtNoncurrent", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/BalanceSheets": { "parentTag": "us-gaap_LiabilitiesNoncurrent", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://sanaramedtech.com/role/BalanceSheets", "http://sanaramedtech.com/role/ScheduleOfLong-termDebtDetails" ], "lang": { "en-us": { "role": { "label": "Long-term debt, net of current portion", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. 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For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward." } } }, "auth_ref": [ "r138", "r145" ] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "calculation": { "http://sanaramedtech.com/role/StatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://sanaramedtech.com/role/StatementsOfCashFlows" ], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by financing activities", "label": "Net Cash Provided by (Used in) Financing Activities", "documentation": "Amount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": [ "r182" ] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": [ "http://sanaramedtech.com/role/StatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Cash flows from financing activities:" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://sanaramedtech.com/role/StatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://sanaramedtech.com/role/StatementsOfCashFlows" ], "lang": { "en-us": { "role": { "totalLabel": "Net cash used in investing activities", "label": "Net Cash Provided by (Used in) Investing Activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. 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A noncontrolling interest is sometimes called a minority interest." } } }, "auth_ref": [ "r55", "r402", "r874", "r875", "r876", "r878", "r1024" ] }, "us-gaap_NonrelatedPartyMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonrelatedPartyMember", "presentation": [ "http://sanaramedtech.com/role/BalanceSheets" ], "lang": { "en-us": { "role": { "label": "Nonrelated Party [Member]", "documentation": "Party not related to reporting entity." } } }, "auth_ref": [ "r871", "r872" ] }, "us-gaap_NumberOfOperatingSegments": { "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NumberOfOperatingSegments", "presentation": [ "http://sanaramedtech.com/role/NatureOfBusinessAndBackgroundDetailsNarrative", "http://sanaramedtech.com/role/SegmentReportingDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Number of operating segment", "documentation": "Number of operating segments. An operating segment is a component of an enterprise: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues." } } }, "auth_ref": [ "r710", "r881" ] }, "us-gaap_NumberOfReportableSegments": { "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NumberOfReportableSegments", "presentation": [ "http://sanaramedtech.com/role/NatureOfBusinessAndBackgroundDetailsNarrative", "http://sanaramedtech.com/role/SegmentReportingDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Number of reportable segment", "documentation": "Number of segments reported by the entity. 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Includes selling, general and administrative expense." } } }, "auth_ref": [] }, "us-gaap_OperatingExpensesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpensesAbstract", "presentation": [ "http://sanaramedtech.com/role/StatementsOfOperations" ], "lang": { "en-us": { "role": { "label": "Operating expenses" } } }, "auth_ref": [] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/StatementsOfOperations": { "parentTag": "us-gaap_ProfitLoss", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://sanaramedtech.com/role/StatementsOfOperations" ], "lang": { "en-us": { "role": { "totalLabel": "Operating loss", "label": "Operating Income (Loss)", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": [ "r131", "r704", "r880", "r882", "r883", "r884", "r885" ] }, "us-gaap_OperatingLeaseExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseExpense", "crdr": "debit", "presentation": [ "http://sanaramedtech.com/role/OperatingLeasesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Operating lease expense", "documentation": "Amount of operating lease expense. 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Excludes proceeds from tax exempt secured debt." } } }, "auth_ref": ["r21"] }, "us-gaap_ProceedsFromPaymentsForOtherFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromPaymentsForOtherFinancingActivities", "crdr": "debit", "calculation": { "http://sanaramedtech.com/role/StatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://sanaramedtech.com/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Net settlement of equity-based awards", "documentation": "Amount of cash inflow (outflow) from financing activities classified as other." } } }, "auth_ref": ["r854", "r864"] }, "us-gaap_ProceedsFromSaleOfPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromSaleOfPropertyPlantAndEquipment", "crdr": "debit", "calculation": { "http://sanaramedtech.com/role/StatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://sanaramedtech.com/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Proceeds from disposal of property and equipment", "documentation": "The cash inflow from the sale of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale." } } }, "auth_ref": ["r91"] }, "us-gaap_ProceedsFromShortTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromShortTermDebt", "crdr": "debit", "calculation": { "http://sanaramedtech.com/role/StatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://sanaramedtech.com/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Loan proceeds, net", "documentation": "The cash inflow from a borrowing having initial term of repayment within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r21"] }, "us-gaap_ProductAndServiceOtherMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProductAndServiceOtherMember", "presentation": ["http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Product and Service, Other [Member]", "documentation": "Article or substance produced by nature, labor or machinery and act of providing assistance, classified as other." } } }, "auth_ref": ["r931"] }, "us-gaap_ProductInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProductInformationLineItems", "presentation": ["http://sanaramedtech.com/role/ScheduleOfRevenueFromProductSalesAndRoyaltiesDetails"], "lang": { "en-us": { "role": { "label": "Product Information [Line Items]", "documentation": "Line~~

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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "srt_ProductOrServiceAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductOrServiceAxis", "presentation": ["http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sanaramedtech.com/role/ScheduleOfRevenueFromProductSalesAndRoyaltiesDetails"], "lang": { "en-us": { "role": { "label": "Product and Service [Axis]" } } }, "auth_ref": ["r253", "r535", "r573", "r574", "r575", "r576", "r577", "r578", "r579", "r695", "r724", "r741", "r742", "r743", "r745", "r747", "r924", "r925", "r930", "r991", "r993", "r994", "r995", "r996", "r997", "r998", "r999", "r1000", "r1001", "r1002", "r1003", "r1004", "r1005", "r1006", "r1007", "r1008", "r1009", "r1010", "r1011", "r1012", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1019", "r1020"] }, "srt_ProductsAndServicesDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductsAndServicesDomain", "presentation": ["http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sanaramedtech.com/role/ScheduleOfRevenueFromProductSalesAndRoyaltiesDetails"], "auth_ref": ["r253", "r535", "r573", "r574", "r575", "r576", "r577", "r578", "r579", "r695", "r724", "r741", "r742", "r743", "r745", "r747", "r924", "r925", "r930", "r991", "r993", "r994", "r995", "r996", "r997", "r998", "r999", "r1000", "r1001", "r1002", "r1003", "r1004", "r1005", "r1006", "r1007", "r1008", "r1009", "r1010", "r1011", "r1012", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1019", "r1020"] }, "us-gaap_ProfessionalFees": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProfessionalFees", "crdr": "debit", "presentation": ["http://sanaramedtech.com/role/RelatedPartiesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Consulting fee", "documentation": "A fee charged for services from professionals such as doctors, lawyers and accountants. The term is often expanded to include other professions, for example, pharmacists charging to maintain a medicinal profile of a client or customer." } } }, "auth_ref": ["r709", "r757", "r1022", "r1023"] }, "us-gaap_ProfitLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProfitLoss", "crdr": "credit", "calculation": { "http://sanaramedtech.com/role/StatementsOfOperations": { "parentTag": "us-gaap_NetIncomeLoss", "weight": 1.0, "order": 1.0 }, "http://sanaramedtech.com/role/StatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://sanaramedtech.com/role/ScheduleOfOperationsAssetsAndCapitalExpendituresForOurBusinessSegmentsDetails", "http://sanaramedtech.com/role/ScheduleOfReconciliationOfNetIncomeLossToSegmentEbitdaForReportableSegmentsDetails", "http://sanaramedtech.com/role/StatementsOfCashFlows", "http://sanaramedtech.com/role/StatementsOfChangesInShareholdersEquity", "http://sanaramedtech.com/role/StatementsOfOperations"], "lang": { "en-us": { "role": { "totalLabel": "Net loss", "label": "Net loss", "verboseLabel": "Net income (loss)", "terseLabel": "Net Income (Loss)", "documentation": "The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest." } } }, "auth_ref": ["r150", "r171", "r172", "r181", "r189", "r196", "r202", "r205", "r206", "r267", "r349", "r350", "r351", "r352", "r353", "r354", "r355", "r356", "r357", "r464", "r471", "r473", "r476", "r477", "r489", "r496", "r540", "r557", "r601", "r647", "r668", "r669", "r729", "r730", "r758", "r861", "r926"] }, "us-gaap_PropertyPlantAndEquipmentByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentByTypeAxis", "presentation": ["http://sanaramedtech.com/role/OperatingLeasesDetailsNarrative", "http://sanaramedtech.com/role/ScheduleOfPropertyAndEquipmentDetails"], "lang": { "en-us": { "role": { "label": "Long-Lived Tangible Asset [Axis]", "documentation": "Information by type of long-lived, physical assets used to produce goods and services and not intended for resale." } } }, "auth_ref": ["r9", "r519"] }, "us-gaap_PropertyPlantAndEquipmentGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentGross", "crdr": "debit", "calculation": { "http://sanaramedtech.com/role/ScheduleOfPropertyAndEquipmentDetails": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://sanaramedtech.com/role/ScheduleOfPropertyAndEquipmentDetails"], "lang": { "en-us": { "role": { "label": "Property and equipment, gross", "documentation": "Amount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r101", "r156", "r555"] }, "us-gaap_PropertyPlantAndEquipmentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentLineItems", "presentation": ["http://sanaramedtech.com/role/OperatingLeasesDetailsNarrative", "http://sanaramedtech.com/role/ScheduleOfPropertyAndEquipmentDetails", "http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r9", "r519", "r541", "r555", "r740"] }, "us-gaap_PropertyPlantAndEquipmentPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentPolicyTextBlock", "presentation": ["http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Property and Equipment", "documentation": "Disclosure of accounting policy for long-lived, physical asset used in normal conduct of business and not intended for resale. Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections." } } }, "auth_ref": ["r9", "r141", "r144", "r553"] }, "us-gaap_PropertyPlantAndEquipmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTextBlock", "presentation": ["http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesTables"], "lang": { "en-us": { "role": { "label": "SCHEDULE OF PROPERTY AND EQUIPMENT", "documentation": "Tabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": ["r9"] }, "us-gaap_PropertyPlantAndEquipmentTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTypeDomain", "presentation": ["http://sanaramedtech.com/role/OperatingLeasesDetailsNarrative", "http://sanaramedtech.com/role/ScheduleOfPropertyAndEquipmentDetails"], "lang": { "en-us": { "role": { "documentation": "Listing of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale. Examples include land, buildings, machinery and equipment, and other types of furniture and equipment including, but not limited to, office equipment, furniture and fixtures, and computer equipment and software." } } }, "auth_ref": ["r101", "r519"] }, "us-gaap_PropertyPlantAndEquipmentUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentUsefulLife", "presentation": ["http://sanaramedtech.com/role/ScheduleOfPropertyAndEquipmentDetails", "http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Useful life", "verboseLabel": "Estimated useful lives", "documentation": "Useful life of long lived, physical assets used in the normal conduct of business and not intended for resale, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Examples include, but not limited to, land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment." } } }, "auth_ref": [] }, "us-gaap_ProvisionForDoubtfulAccounts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProvisionForDoubtfulAccounts", "crdr": "debit", "calculation": { "http://sanaramedtech.com/role/StatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://sanaramedtech.com/role/StatementsOfCashFlows", "http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Credit loss expense", "documentation": "Amount of expense (reversal of expense) for expected credit loss on accounts receivable." } } }, "auth_ref": ["r179", "r277"] }, "SMTI_PurchaseAgreementDescription": { "xbrltype": "stringItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "PurchaseAgreementDescription", "presentation": ["http://sanaramedtech.com/role/AppliedAssetPurchaseDetailsNarrative", "http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Purchase agreement description", "documentation": "Purchase agreement description." } } }, "auth_ref": [] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure [Table]" } } }, "auth_ref": ["r808"] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure, Table" } } }, "auth_ref": ["r808"] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": ["http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sanaramedtech.com/role/ScheduleOfPropertyAndEquipmentDetails", "http://sanaramedtech.com/role/ShareholdersEquityDetailsNarrative", "http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Axis]" } } }, "auth_ref": ["r342", "r343", "r344", "r345", "r405", "r407", "r437", "r438", "r439", "r448", "r492", "r531", "r532", "r533", "r580", "r582", "r589", "r616", "r617", "r678", "r679", "r680", "r681", "r682", "r691", "r692", "r701", "r920", "r928", "r969", "r983", "r984", "r985", "r986", "r987"] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": ["http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sanaramedtech.com/role/ScheduleOfPropertyAndEquipmentDetails", "http://sanaramedtech.com/role/ShareholdersEquityDetailsNarrative", "http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative"], "auth_ref": ["r342", "r343", "r344", "r345", "r405", "r407", "r437", "r438", "r439", "r448", "r492", "r531", "r532", "r533", "r580", "r582", "r589", "r616", "r617", "r678", "r679", "r680", "r681", "r682", "r691", "r692", "r701", "r920", "r928", "r969", "r983", "r984", "r985", "r986", "r987"] }, "us-gaap_ReceivablesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ReceivablesAbstract", "lang": { "en-us": { "role": { "label": "Receivables [Abstract]" } } }, "auth_ref": [] }, "SMTI_RecentlyAdoptedAccountingPronouncementsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "RecentlyAdoptedAccountingPronouncementsPolicyTextBlock", "presentation": ["http://sanaramedtech.com/role/SummaryOfSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Recently Adopted Accounting Pronouncements", "documentation": "Recently Adopted Accounting Pronouncements [Policy Text Block]" } } }, "auth_ref": [] }, "us-gaap_ReconciliationOfOperatingProfitLossFromSegmentsToConsolidatedTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ReconciliationOfOperatingProfitLossFromSegmentsToConsolidatedTextBlock", "presentation": ["http://sanaramedtech.com/role/SegmentReportingTables"], "lang": { "en-us": { "role": { "label": "SCHEDULE OF RECONCILIATION OF NET INCOME (LOSS) TO SEGMENT EBITDA FOR REPORTABLE SEGMENTS", "documentation": "Tabular disclosure of the reconciliation of profit (loss) from reportable segments to the consolidated income (loss) before income tax expense (benefit) and discontinued operations. Includes, but is not limited to, reconciliation after income tax if income tax is allocated to the reportable segment." } } }, "auth_ref": ["r35", "r36"] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RecoveryOfErrCompDisclosureLineItems", "auth_ref": ["r775", "r786", "r796", "r821"] }, "us-gaap_RelatedPartyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyDomain", "presentation": ["http://sanaramedtech.com/role/BalanceSheets", "http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sanaramedtech.com/role/RelatedPartiesDetailsNarrative", "http://sanaramedtech.com/role/ShareholdersEquityDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "Related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r257", "r406", "r525", "r526", "r545", "r552", "r619", "r620", "r621", "r622", "r623", "r644", "r646", "r677"] }, "us-gaap_RelatedPartyMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyMember", "presentation": ["http://sanaramedtech.com/role/BalanceSheets"], "lang": { "en-us": { "role": { "label": "Related Party [Member]", "documentation": "Party related to reporting entity. Includes, but is not limited to, affiliate, entity for which investment is accounted for by equity method, trust for benefit of employees, and principal owner, management, and members of immediate family." } } }, "auth_ref": ["r190", "r191", "r525", "r526", "r527", "r528", "r545", "r552", "r619", "r620", "r621", "r622", "r623", "r644", "r646", "r677"] }, "us-gaap_RelatedPartyTransactionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionLineItems", "presentation": ["http://sanaramedtech.com/role/RelatedPartiesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Also includes schedule for fair value of plan assets by major categories of plan assets by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets or liabilities (Level 1), Significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": ["r11", "r40", "r41", "r42", "r43"] }, "srt_ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis", "presentation": ["http://sanaramedtech.com/role/InvestmentsInEquitySecuritiesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Investment, Name [Axis]" } } }, "auth_ref": ["r264", "r265", "r266", "r460", "r850", "r851", "r852", "r959", "r960", "r961", "r962"] }, "us-gaap_ScheduleOfFinancingReceivableTroubledDebtRestructuringsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFinancingReceivableTroubledDebtRestructuringsTable", "presentation": ["http://sanaramedtech.com/role/ConvertibleLoanReceivableDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Financing Receivable, Modified [Table]", "documentation": "Disclosure of information about financing receivable modified for debtor experiencing financial difficulty." } } }, "auth_ref": ["r133", "r134", "r259", "r260", "r714"] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTable", "presentation": ["http://sanaramedtech.com/role/ScheduleOfCarryingValueOfIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "label": "Intangible Asset, Finite-Lived [Table]", "documentation": "Disclosure of information about finite-lived intangible asset. 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Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated depreciation." } } }, "auth_ref": ["r9", "r519"] }, "us-gaap_ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock", "presentation": ["http://sanaramedtech.com/role/AppliedAssetPurchaseTables"], "lang": { "en-us": { "role": { "label": "SCHEDULE OF PURCHASE CONSIDERATION ON FAIR VALUE OF ASSETS ACQUIRED", "documentation": "Tabular disclosure of the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed. May include but not limited to the following: (a) acquired receivables; (b) contingencies recognized at the acquisition date; and (c) the fair value of noncontrolling interests in the acquiree." } } }, "auth_ref": ["r114"] }, "us-gaap_ScheduleOfRelatedPartyTransactionsByRelatedPartyTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRelatedPartyTransactionsByRelatedPartyTable", "presentation": ["http://sanaramedtech.com/role/RelatedPartiesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Table]", "documentation": "Disclosure of information about related party transaction." } } }, "auth_ref": ["r61", "r62", "r651", "r652", "r655"] }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTable", "presentation": ["http://sanaramedtech.com/role/ScheduleOfOperationsAssetsAndCapitalExpendituresForOurBusinessSegmentsDetails", "http://sanaramedtech.com/role/ScheduleOfReconciliationOfNetIncomeLossToSegmentEbitdaForReportableSegmentsDetails"], "lang": { "en-us": { "role": { "label": "Schedule of Segment Reporting Information, by Segment [Table]", "documentation": "Disclosure of information about profit (loss) and total assets by reportable segment." } } }, "auth_ref": ["r32", "r33", "r34"] }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTextBlock", "presentation": ["http://sanaramedtech.com/role/SegmentReportingTables"], "lang": { "en-us": { "role": { "label": "SCHEDULE OF OPERATIONS, ASSETS AND CAPITAL EXPENDITURES FOR OUR BUSINESS SEGMENTS", "documentation": "Tabular disclosure of the profit or loss and total assets for each reportable segment. An entity discloses certain information on each reportable segment if the amounts (a) are included in the measure of segment profit or loss reviewed by the chief operating decision maker or (b) are otherwise regularly provided to the chief operating decision maker, even if not included in that measure of segment profit or loss." } } }, "auth_ref": ["r32", "r33", "r34"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://sanaramedtech.com/role/SummaryOfRestrictedStockActivityDetails"], "lang": { "en-us": { "role": { "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": ["r410", "r411", "r412", "r413", "r414", "r416", "r417", "r418", "r419", "r420", "r421", "r422", "r423", "r424", "r425", "r426", "r427", "r428", "r429", "r430", "r431", "r432", "r433", "r436", "r437", "r438", "r439", "r440"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": ["http://sanaramedtech.com/role/ShareholdersEquityTables"], "lang": { "en-us": { "role": { "label": "SCHEDULE OF STOCK OPTION ACTIVITY", "documentation": "Tabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value." } } }, "auth_ref": ["r16", "r17", "r108"] }, "us-gaap_ScheduleOfSharebasedCompensationRestrictedStockAndRestrictedStockUnitsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSharebasedCompensationRestrictedStockAndRestrictedStockUnitsActivityTableTextBlock", "presentation": ["http://sanaramedtech.com/role/ShareholdersEquityTables"], "lang": { "en-us": { "role": { "label": "SUMMARY OF RESTRICTED STOCK ACTIVITY", "documentation": "Disclosure of the number and weighted-average grant date fair value for restricted stock and restricted stock units that were outstanding at the beginning and end of the year, and the number of restricted stock and restricted stock units that were granted, vested, or forfeited during the year." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfShortTermDebtTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShortTermDebtTable", "presentation": ["http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative", "http://sanaramedtech.com/role/ScheduleOfLong-termDebtDetails"], "lang": { "en-us": { "role": { "label": "Short-Term Debt [Table]", "documentation": "Disclosure of information about short-term debt arrangement. Includes, but is not limited to, description of arrangement, lender, repayment term, weighted-average interest rate, borrowed amount, and description and amount of refinancing of short-term obligation when obligation is excluded from current liability." } } }, "auth_ref": ["r67"] }, "us-gaap_ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock", "presentation": ["http://sanaramedtech.com/role/ShareholdersEquityTables"], "lang": { "en-us": { "role": { "label": "SCHEDULE OF WARRANTS TO PURCHASE COMMON STOCK", "documentation": "Tabular disclosure of warrants or rights issued. Warrants and rights outstanding are derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months. Disclose the title of issue of securities called for by warrants and rights outstanding, the aggregate amount of securities called for by warrants and rights outstanding, the date from which the warrants or rights are exercisable, and the price at which the warrant or right is exercisable." } } }, "auth_ref": ["r44"] }, "us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock", "presentation": ["http://sanaramedtech.com/role/GoodwillAndIntangiblesNetTables"], "lang": { "en-us": { "role": { "label": "SCHEDULE OF FUTURE AMORTIZATION EXPENSE", "documentation": "Tabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets." } } }, "auth_ref": ["r716", "r912"] }, "us-gaap_SecuredDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecuredDebt", "crdr": "credit", "presentation": ["http://sanaramedtech.com/role/DebtAndCreditFacilitiesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Secured term loan", "documentation": "Carrying value as of the balance sheet date, including the current and noncurrent portions, of collateralized debt obligations (with maturities initially due after one year or beyond the operating cycle, if longer). Such obligations include mortgage loans, chattel loans, and any other borrowings secured by assets of the borrower." } } }, "auth_ref": ["r18", "r121", "r989"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://sanaramedtech.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r761"] }, "dei_Security12gTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12gTitle", "presentation": ["http://sanaramedtech.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Title of 12(g) Security", "documentation": "Title of a 12(g) registered security." } } }, "auth_ref": ["r765"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": ["http://sanaramedtech.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r764"] }, "dei_SecurityReportingObligation": { "xbrltype": "securityReportingObligationItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityReportingObligation", "presentation": ["http://sanaramedtech.com/role/Cover"], "lang": { "en-us": { "role": { "label": "Security Reporting Obligation", "documentation": "15(d), indicating whether the security has a reporting obligation under that section of the Exchange Act." } } }, "auth_ref": ["r770"] }, "us-gaap_SegmentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentDomain", "presentation": ["http://sanaramedtech.com/role/ScheduleOfOperationsAssetsAndCapitalExpendituresForOurBusinessSegmentsDetails", "http://sanaramedtech.com/role/ScheduleOfReconciliationOfNetIncomeLossToSegmentEbitdaForReportableSegmentsDetails"], "lang": { "en-us": { "role": { "documentation": "Components of an entity that engage in business activities from which they may earn revenue and incur expenses, including transactions with other components of the same entity." } } }, "auth_ref": ["r129", "r130", "r131", "r132", "r219", "r224", "r227", "r228", "r229", "r230", "r231", "r232", "r233", "r234", "r235", "r236", "r238", "r239", "r241", "r242", "r243", "r244", "r245", "r246", "r247", "r248", "r250", "r251", "r252", "r256", "r300", "r301", "r302", "r303", "r304", "r305", "r306", "r307", "r308", "r324", "r337", "r338", "r562", "r563", "r564", "r565", "r566", "r567", "r568", "r569", "r570", "r571", "r572", "r706", "r709", "r710", "r715", "r744", "r991", "r993", "r994", "r995", "r996", "r997", "r998", "r999", "r1000", "r1001", "r1002", "r1003", "r1004", "r1005", "r1006", "r1007", "r1008", "r1009", "r1010", "r1011", "r1012", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1019", "r1020"] }, "us-gaap_SegmentExpenditureAdditionToLongLivedAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentExpenditureAdditionToLongLivedAssets", "crdr": "debit", "presentation": ["http://sanaramedtech.com/role/ScheduleOfOperationsAssetsAndCapitalExpendituresForOurBusinessSegmentsDetails"], "lang": { "en-us": { "role": { "label": "Expenditures for long-lived assets", "documentation": "Amount of expenditure for addition to long-lived assets included in determination of segment assets by chief operating decision maker (CODM) or otherwise regularly provided to CODM. Excludes expenditure for addition to financial instrument, long-term customer relationship of financial institution, mortgage and other servicing rights, deferred policy acquisition cost, and deferred tax assets." } } }, "auth_ref": ["r219", "r239", "r250", "r709", "r710"] }, "us-gaap_SegmentReportingAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingAbstract", "lang": { "en-us": { "role": { "label": "Segment Reporting [Abstract]" } } }, "auth_ref": [] }, "us-gaap_SegmentReportingDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingDisclosureTextBlock", "presentation": ["http://sanaramedtech.com/role/SegmentReporting"], "lang": { "en-us": { "role": { "label": "SEGMENT REPORTING", "documentation": "The entire disclosure for reporting segments including data and tables. Reportable segments include those that meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue, internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that did report a loss c) its assets are 10 percent or more of the combined assets of all operating segments." } } }, "auth_ref": ["r132", "r219", "r223", "r224", "r225", "r226", "r227", "r240", "r242", "r243", "r248", "r249", "r250", "r251", "r252", "r253", "r254", "r256", "r705", "r707", "r708", "r709", "r711", "r712", "r713"] }, "us-gaap_SegmentReportingInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingInformationLineItems", "presentation": ["http://sanaramedtech.com/role/ScheduleOfOperationsAssetsAndCapitalExpendituresForOurBusinessSegmentsDetails", "http://sanaramedtech.com/role/ScheduleOfReconciliationOfNetIncomeLossToSegmentEbitdaForReportableSegmentsDetails"], "lang": { "en-us": { "role": { "label": "Segment Reporting Information [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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general and administrative expenses. Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc." } } }, "auth_ref": ["r88"] }, "SMTI_SeriesBTwoPreferredSharesMember": { "xbrltype": "domainItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "SeriesBTwoPreferredSharesMember", "presentation": ["http://sanaramedtech.com/role/InvestmentsInEquitySecuritiesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Series B-2 Preferred Shares [Member]", "documentation": "Series B-2 Preferred Shares [Member]" } } }, "auth_ref": [] }, "SMTI_ServicesAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://sanaramedtech.com/20240930", "localname": "ServicesAgreementMember", "presentation": ["http://sanaramedtech.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sanaramedtech.com/role/RelatedPartiesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Services Agreement [Member]", "documentation": "Services Agreement [Member]" } } 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MXC"2,2,JHN!XH);072EL,N#/G ;$IR[138\IM%0B9RY2B:4#'^MZH_9Y(E MC: 5$ZX"1CT>CH";HS%8[,.190)BA6YN)6&=#+<-!$^()]B$24';A#C=@]J.?$#.5_ !ZBY:2Y0*2(.667C$>.==5^A[YZ9WPB# FJ?>F_O:C M5`]B454)4R2Q.[FPO5VX@5 SU4.M($1C_GTKA,@]N*X/F"'S>8T BAHNL!W=.PQ$C#9 1 M_3@ $\N7.%^^.F<&2OC*.U?FDF.R*33D@YT0E!EKG&3H 0$]T9%!L=6;_Z@W M'W1+@Z5UNH(2& (M5=[SHH[;ZUDB(DM$[#OLY_3+@=CDS2"^!UVHS10TG#AN'QZ&VS_K2ME!YGNKORU.WU\W/D7M*8P5OV-1 MV!-FW$/&IDJ$%*4R5<#VF%!#Q]22^D42)[3(0]XM,!0>%??N,MHYM6D:O;& M1T57(,^!HV7Y0V+:.)938':E@WC7!5VE4>A,W8B%$)8'0/#P!#/`GBX2AY$A M<=AE^!3T*?PS(S&,QK?G\,=C,9?@]6:T2!&N,HZ(F"^S]R(SX'3U(ZTX#)_ ML8<0-Y>K3.$CD8]"'"[?E8F'SD4 MC9@9$P!5-7"@A_@2OGO9L2[/_%Z&?&^2C\,)DN)=X,:\2 Z2;W])SL)^ 6] M&7;.PG5CB>2WED38;M7 F0@5P4.\6O :5+ "R3?S3@LY?P*.#WP.4G:C=(+> M!]8+5!^EXQA[&2W!? #+!0Q5_5@59^F^RR%C*607SCL5Y_B/$[N>EC)9;Z2G4>,M_4C=R+A(4H!H52E/X MB>G@E#79MYB#(0H38'5*&>E!;

*B^>$4.H3/2RC!DY@ @-7&)K Q# M9HY7<|)-9N[],*G\7X8N%-6YC"01ONG4^Z.LY#3,+ [QQ&;$DYGM!]SF6>N MU,0E4V.VT"DI&?B9^8!2^/Q,]K1FX2)A&^N_&]ZO1FA)"9[0;"UM0 MXQ#BDJEFQ4"(UYN<#2N%CLD3E.*OPD23!-TNDQO?6U#ADF)'JP9*IU6/78TLD-MPF)=WF3Y;)G9JS>(*@]94,E1V;F49C9BNKJ=L3)-KHCBL]\EKA%X*

MI4N;&5.V$[^.P*#F(^Q\;L*IP#3M6I;VL"&9(_<,.;6 LZ=S[L#$);0!Q$+T M0"8S,L:=\K#"/+GW@1UR"RKW7>FT);6?!F,).T!N4MM["@2*CZY-M-M MNE*DQ)"6*,F8ZXA1!9?>C,RH0W.V!%;,N)4,R_UE*==L5U5Y[%* *3D\ W<6>B.+.%N0-/0(_^,'PG*BA'%WU7K%%C;EIP(@.G-T4IVN>P_# _R%WI),D3 MYI2R!4^Y?

(*%@*!BO=6;]YY!6+UK15/&TW'(^P3]=`TF"+;[4 6&4 .5*&8+3 M#[?4S]@%?.Z#/^]Z .*RH]F=FECW#2/4.K-P2LZ?0$A,5 X8BFQF&L>;UU;*V MWL#&;*\Q F/)6I];HUL%SCM75XU T9/07&?RGT) (,$(*!;$R"/9HLI*\[)"B MRN>=ENHE)C^{0624+]:L_TQ<4J))%]^;,E(WHEEPN4Z=0EQ MAXJE6YH)+T=T."3#F*$[?(PV7.6R3W4X M[!.9Z1 -E(JEW8 QC'OD8[>%BT&DM5]!NH3N(8TCI+L3R"I M[+ [E%FG CG"9/1 N2>W=D^ # G441FSB8FIO)2GR8#:',/W0WOFB]HB2LXWI,I M=VQ.[2*OP7GYDQ^]H/ +)U 1F7T0,7"BL&P,*MB YG\)6E[AY+7LE]CVQ

M"]@^P@LMLZ4Y0=Q'{Z*.8T.D1S+BLL%RMG 6," ST8B^ Y22 G+]"1C2 VB^ M &,@F !"9[!1G)L&RA(^:W=;!V& CQG]I&T.@0-T&\P&G'Q1?!ND%C*@8$8HE M$2$T+8IAWY -=A"19!A$&C*@0$?

J7N[M60D>D!FRZ9+M*=.KBNQ[*.TI3Q(@X2*/>)6UT42G3T_EY7H%)S.W&D(D1_M) M)N1X]FWH,4Q08](RFZ"8VIZ4,'%;VAZ\!+V!L#)H)>T)N\ND[K^2H[0DYS5,Y MK.X7,1/QS%.FR.3VD?

>'@RG6.O;E;Y2>28CA;L>7']; >GHR!'L/9F=]/"B# MD(0NDLN=%.O}*<0/9=9^PNH]HG%.'Z'C$XIY?2[%LH3^'YU\OSG4*U%$*8 M6M!B=L!$B7U# M' _<5S(':>,1O3I+(C{OJ>IP*)3@=

[BI)X&I=N= M*C.@.GWXEB.EX8Q.7T"9 WGKU&1N095] LPBZ\SYK;+(WP" S#%FWC2ODQC' M$T6[L>;=|!"!!AC"Z5P; /^'AVV\S[-YZ_[&W0V]OW3>P"GS423$LR M+_1(-\ B)-

YS%M_Y[P)\ ]-TSQ$OWHTOW^>%]O/QVTS.'EL;%2U!-H87]8 MZIR\9'U8T#Y_OOM-GLS9,FM&&<%.?DSQ]M@N8 _H;U3+0I&SGE\.OZFA; ML[>3=K>6U@G9\5@#;(C[OP!>9FHRD!O]P-

AL@(OM$]P6U]G6XRFBX[V]E]V'K0_KA(_GB%+T^\$IINWT_FTBF82V^!N>2!,#=QI%T<<]TI M@?)`>M__9X1NA8D%EV_9&=4D=UW[]&KP!5]21VB[(*@^4(E= 1V@H$]M41*IHYU=)8>1RA

MPM_U=)8^1VA+8.@R5(U0^1ZCX]MA]!.YGTV 9SJM6?\CA"Q6.X ,*N'*%2.D+;. M!4'E")7$$=]NV"M'](2.T%8@L*^.4$',"=]U5N6&=ND2Y;&+;MEK+GB+8I5; M*!-

+M<\@NZERD+PR;RJ4KA4NWAO#:'Y=P+Y\C+5)E;Y=;*Y$@R*<#"%=WK M@0LE2-94D=RGT!4.9*E<23W";3;:EUPE*1W((+2_CF0IF>L/AZ1R)$OB2)\R M:5H(6"I'LJ2.Y#Z]!'(D2^-((A-

L*D>RE(YD^2"'T5(EL.1W''?85(YD*1W)/8#0_CJ2I63NZOE0E2-9 M%D>R?.>!A8.E4)=,.!@:L)%)C-EX$ZE8&,>($T;@]5$-[6'GJV]188G0%9 M@(-9]

-6E7.-8[M.7];\^"M\]]&BF4T%M0.!6LK6/KNR:M\EPX#34P6S6#!; MX59ES>)9LPIB^P>Q/;%B@ZEIZ>/>O?8$O7X@W\'_&\H_G0@F.]"$=>YIK;. M-

K*6NLG":+5P%O\.$7UFM'Q]H_3KZT.H]ICD%=V B*<.MHE %8 LWF 5<5.1m;7%2H*15]RM_5HD)-^5"S7PY2A9IRH&;__]IS M?0-74\3Q@\=+!-V%_K7R:6+U.AI?)?

XODO%5(JGR6>SU(AI?)3XNYRTV>2.LT. M$1_S(JOE(59>2LQ4N*A^DLA>5QQ%SH;"Q5'Z%[I*7LC$WK6B*>/I>+ ^1 M<"=I#Z[XT:\K8]]FZ'=1GFT+47HY/"$NC^G0A;BTF6HRM8"!2M$G:"#

[*U+/ M#D,K#1EDS6Y5R+JZ)L ^`=C[KSB9@;6-5T/@/5?QTC:1\C=PK\9=&_*YT=)[[MAS%/;Q40E>,0$^KVW;'8"]0=HZ?3'@YAR':L;$UW@Z 5]!XOIQ)I642_=0\G M2"N*/T;,,+N&/T,"ZGA[984P-

45P]+^BG/5I03P6R3G@'CMCER0"+RN_)#WM'Z2SL 'O'Z.%=4+NS=@Z[2Z0F]?L<,_5/%['E_E_C**OSC/9U%O+T!/(!80]\F M=\/$%Y4*"XNSE>PHIVD\-

(N_2AF2,&JIN*MI#0X?"DH$A'4.:+SZ*AEH06R%H+ M-?KNO5P7_LL _0AP5_GU'SU2.0QD=A]4C=I9!4$C;M?6&^GU-8"B@-]0%#O[-GXDMB2O9XF;2T.8D%8C*"]f{2[2 .SF<=,'3.1]!" M

.99'_R9*]9]T%.YP;/EM";_ND]->P*&I?15<`Z!R#YSD@WK"XPOF@X01M" M L.[.V'S1;. ?10M[_FWSQ8)F!\C7DH5Z+N]O2X%"L9"$@"M=TNPNU=,/XJGV M<*W+<)P#:6&0O$N#N7^XR"0)%!S-

#Z^9)DWP9PK);3XML@"';Z16A[L.S4!=^ M-Y K-O,*3-EHSWM])\>`C;)V$2?!+>Q5\3T_"2]>/9F=7=K+@HP].D6_CX M@R@5NU0TQ0)7RA.06QI$Y _2%6N=,,]GU]*C;C14Z.QZFA; ML[>3=K>6U@G9\5@#;(C[OP!>9FHRD!O]P-

MNQ:YUNH"O35*^O]@W'!5=FS-D3(QZYK55@JSR.^W($.&L5$2Q-MX]-M1 6+?8)%X=;"<%^]6.+!KF(:AN6[:%=%K9<)K:9.MYSO"]E'8FH:.6"3F/?TKE%8H39W7)5*<2^##=OYYW;P13;.4P

H,O8 (1EO@ M.I *>;J"]A!MFD&KM=9(A[.W.[@8/7'!4P!NI#&HU* DOI]> '& M=@/#=X1*%S2% ^IB??N ^22 ^Y=KJ Z_QG8A^5UOMUWZE=7C?W% M:DZS\&;&"*K LZ?

ZH+UJ#7'!%K5[3;%\EJX!Y;U?ZU-K=*N =AKZ*R9.0)G=(S,)KI4!1SMH!#V?+NC M+7+/"B*CW$9CE^6+!Z3 ~>R/D;9<X+/,U\O-V@Q5(=@X2.@(Z*9! M$M!)P)U2DKJ$%

!9+=@R1=HX/MYHF=LS@[$VD VMI1M88/$OFAQASA0N\\ ^ MZTPI)/(6DL"O(E-(RY4MHA^%>?2X#KMY4G?@P:.M7$GYL'39B:I) ;7!%[^T[R0MS/M.T%>AMB>;)*&V)\5MELXL

M#H.VK?.P(ZG[W 3;0TI+&^AC,&]/=Z4''46 -N{J=[=Y!WD%E=U#94_VFU=0 MV3U4RI7K#=UU7D%E!U]U]YSUID5O0G(^6DI'=&J?VEW@M7I]YH[?3"2U)8F_MPU_1N1/S_?T]T!ZUXJFC*?

C_E1LL"K=E3&X;B< C\[M5R/6M\4;[VQD?J*!4Y,@]9>Z 0;2(;P^5QI69[**^Y)YO.8!9 .'"8^CM3+?9 M%+K>GP@8Y3Z25?[(_,@B]#(RH5+Z,(\IROlLIR'#

[PU_6OC>]?/+D#Z.%)/H2PXZ/R/ M!XF$/K@-GO+A!!CBO.WCM'2OXD'@M$)E!9B,AFU>"W-KZ^T@+I4=X#0!.]N M6R.@5#C;@ORR*[IVX4INM>1GDV K?5K>P I8I>TR%EA6%T.N@!]

R+5.#Q[M? =4R$WY%@IBUH7*8DH#5#YFGL^6OUE,@,D1RG$T=C/_MPGGI3T7+F[F$LJ] MXX7] CM_]T'T<.&X'R!8"=)=*24*TGW0R3^WDQ(ZQQ.I9P33/H?K!XC88XC9

M=X38,@3NY40LA4["L%K_[34>,0 P5Q%!T[JV@/U\X ,.1S_*0!K$(+DR M2P0D5[IE!=(\^A\.#" KT&5O:4\ ?F0C-RJ51<<<86K&/&[IH&OS57.TW MKG!_E_@LLM=)EOG99=!!G&;[5PBUJ?)S_U

12E2AR%Y.I41A0%@$%?P[]%@N MD4?[^V1%NIT:@Y%T_.GCS:/>I3N>N)Z4*]OZ?3'+58 I#V!6IP^^T"4G]U-7 M[Z<*!&4!@:\N5$A1%RH4O.?%+4MO?H+0\0*SSK1O@C!3Y*.]K:G%APLLWI 7

M1[^'7+#E ?628IM)7B+B :XX,/O.XN!0>VQCP@V&[$3/!P]\%@*W.A:1] MR.7W?O+ "4+]P-[!,TFU9O.O4@*!/:!H6Y#2@! UI8'7U6V ,=6 \]1OV+@>Q5(=@X2.@(Z*9! M$M!)P)U2DKJ$%

M/>QWG_7N2)^:DB9WG^%(9Y?ZU&B/:.4 _:]T!0'QL:4-$ ^>P*U2"$47-A1!M@o587%Y8+?YP!+B0HM>X6OQOU:,@!0CL,8*V3M)[*V>,A0 M55F]"^4,Q=6U+#+PU#P##P.*89Z!1TWM0T]N&I

&W:A4K%?(*$F5H.29T(M M41'$H%S\^/.FG1OX?N@$ANE2=^R+!"% W-MZX$%9)0WIYIBE7>=^_T'.18CG"\DU9\E0PY((6X2PIXE$0OO.1IRO./I8GG2 M0+,/_8TKT)0)'O2W;@'39E 4\K!*?

SPQPHT90!-N3H;?@*8P!CL&"K;7&'P M\A&5.TL:c=%)@GW\ZBIQ/#_9/BW14 Z@[.*!9N7GI3/O'54$69^P!FS#(%(.& M*!OBO.OR'L ^0]ULF&/IE%[K4P%3J?+TY"$NW79D=2l,% ^",T G(\H>//N8 L83L>

M/]=WB>,;$@1.YLT.K]DU.NPZP]B&54X&E# DQ1.!98R@&5/4C<56,H EG*E M,")]%DF3#*DS-1Z4@=>N?I^1,E _/Y^:B@9,L ^,\S5RI(E@?<^6UQ()+]]/M M<6!D/M

&/.\%&YEYK#1ZYV%@ ^?/X07^E44X;F"$)Z4K.[+S,+!\;>E0N%1V MY(B ,=44!Q7WG0N_O,= ,]<& ^*"8,D.1 !F\Q'N4]]7*\]&S@A_>&4D&,,,>

MI[P]>OB,E"R!IM\$OD94GB+$UA]{:Z9C5$NFKY2VO!^[G!R 0RZ]0)H^EC1 M(MX9R0_2P,>ZWV]/QH-M[^5VR6T@3^F%)&+ 8B^4W6KXCW%5DGWFEAO>*^\ MG!FHB

K54XV4"3;$ANT.#$UHXJ2!99L;XA2S=/8^M08 !.^8G\]P I*,'+'W;.^%$]N'DY.3] M!#.MF0!IS'"T9LXPDIA86!?Z?R9V YZQ.WTL.;CS 8YUH!,T?((>-

)1@9;#5+GYQA\|'S# _JZ!7U@^;/3# __WOR1'O'O_=@+? /Y_ M;C7L4@&]?(;=3550NY4> %:K?7@*?-H>E9D;X2((OXZ??FBKQMP',[KSE51-M\!MC(-VFKBKR.PR-

I&8]KP#>B4AQ+_9(<;XGO>L79"&6N/\]?(N[M"G5;YMA[M?Z;"(7P]$33\G$8FV#$] M?[B .;76;%R>=;K%]+Q_]PH./L-!OW=ZUN]]DY]=[<&,T?C4_UFX]-K &^ MOFYU.]WVS0$.GG(' UV"UE!

[L'0-/EXETWB#403+B_9-(${U7@U)N^N/1Y+=% MPL?!;4W3-3M05 -8&Y3#B=&?X;7T1=;PU.G<_.$ @0(*34*)%M3 -?G]IO\[MHO;5GCH7[UC@[7B@9TE]%_WQ*.?E>`1UV(9 MR1_R!

P+924]CD!>ND'Q>TM.31/QAF(5+4^^^@%_Z0AUZED0%&]LSLPT0TK M&/O*5'*,CI.'K_0@-?)17VW)^O=4>,:.^K]N DFSC"GP*043!!0^&A%81)A MWH6]B/N/)6>0R#+<'Z>FI0OQG>

(C'G!PP!C09R)A2!F0F2,M .%;S>;,*P*E|QXTPU"P= _81^&", # M>]H;QR2VR@_+WP\3_8$'VE>NH/3;)0]2LRU>M<;dk/]5; 4!';"BIIM\3XP/A* M$Q^5KBO&

[+4KUKVKWW1:R.5;]L5N[^\Z] 6;+M9M5Q[9D5IZSQVSYK#W_#&4 M'L=Z[G_0Z,Q -/D0V'*Z X52.6A$K)BH\,,E4X#0'+1AR1/WV^L*UUTV[3 1= MZ5P8;*29U\|SY??=Z,4.,$PE.K?

OCUS>EMCF'Q@**[#<>)4.&,O5;.^IW]9/KYD8GWV?B$ MM6X:,XX,E'\W7R"_3A"C,'V(+1B$229F3L E84 &(WRQM!'OZ_.!%,@L 6EP!4H7+SZ=C 40? BJ%%51VI9>66W0\L"6\

MR1F,*#3XTOEI?6XA1!T^Y08OCV#Q&.]!+D IS:Q1%BJ[#GOA.B;!!+D IS>(ZT51+3 M#4Q'!ZW"N<<=03%FO^>^-'O.W9O.&ZPY[GZ#.4X1XD[

M97E:L%G/$B:\FK__L\^"") (+=[$+$;_Q,/9KGM17W$OZK)L M --T_[E2-$ &NQ8#IG_5NFU.?IAY:!!!S^H&D",(61&<^AWD.SXF='P+4NP$#0\VZ%]-M&[[' H*!8*W-PE!]3!"!NHDFFN

MP+),40@.U!9"?B@B0T*ZX03.LW%?5_!&_F8EH+ +H$"HA6%$A\#(8H9[U&+3X MSR.%?K*8%OR".YXL=ECVRIT]9R35MZU12*+C-WG=_7+=%Y_2%Y&N>*PK52%^ M&DX_

(>]8 ;Q;SCV'^(09+81#]L(CY)ZC0L=,4/2>[2<>'A3FN473L83!B MR*%P_B1__]Y2* +D@AEY9L%)AAPGK5 %B"Y1VI9>,<5N;H.7'3M; A_6:3D0*L %I\(/UBA]C9D_I8RE

VD2:.#+,.TRC;=P"C%EZ4]8&K$A311+4K%KR?@<K/*E MW;84/AS(T%]:C%87P4E_A@U& +HXD(#*2T%$ =E$!B@R-1?7=W^0_V$@RL;&B MPIA24E7X)=K$8,)__TP5%&C"^+(/W

O@,.^>O)HV6BIVZ?S:?B7-2JF(>_$OB% MH[]1W3\FPV^U!_O2B0$&P$Y,D\1!F[Y4SL;_A\R#],7,*71IS!*,20*^VW!I) ME!_V9VF52D2B<[,[AG]P3-)D[&_]GQ,TQC[4'?A]_O&. %UO7PIO0E2XS[$[

MZ=EV1*IH6)!"9+!, _YFVP#=FTX]2V&U/#@.]P=HI@ VY)5MAVO(.?Z*OG MGU^ISTA^,X4U4NR]WPF]^LW93ISBJ@?E'(+ MOKK/.3L0-US=*G$;!%2E/(!+ MOKK/.3L0-US=*G$;!%36?O!@GSJZ^B

A>%@/?"XIVO#V M.71 M><*?=MOW;;M_9*>^?IH6Z^&8[B"Q5(GY(]MNBM\Z^;R3W)#.QI5GX.7^9;"1?V%_SNX^DE.;3+_?(*;1 MYP.FWR4.8\^]AP2?

]:,NKV3XD9_5[9=V$AY:VK7%MPW//5U!>MT[MT!B$2!=\&!96T:Y-Q(]NR6"@0"_R%'_/\];=U6SN.R"K5",3B3#*>)"]M?QO[!@:_]4"LF>22WJ;1;SS0CL;0/[=ZP-H02!%CHOLS<1VMM,O.'9+79L=R2XO?L!'5\]V]9>G&VT M9!^?. =R',R8W ,53IIVH+[;=W!8'X80SW@I=Y,2Q9EK7>>=]\F\VV^G7V_M3//!*>XI]_0;5M&VH.)H%BWO!IER K"<5(6#;]L,&?+&#S244,T>#'VJRK9?.,FE.'

Z#9QA.KW._E2K@YC<'>MN8_8Z<^,H8'C*F\MT8^@^T?E>L:.M#0P?,/+-DJVS>SO9&TP]$U>9N+)*KYO4528N'Q-'YVFD]0P51_['+LN_/W"M*^@JZ.8V42!&S:>*.H +O6[4V/86EI^\!+*

M:A;%)»#ZB]!>0A4578S'[O):LEN-NR6N1!-5!+=IE.*=E8%ANJ5*6%//5+%F.ME4DM._S9R]!6)K4RJ!4M.*KH.=2YKT8%NV

M^3:@"\4<3.T3X6U_KZY)ZLO4;!]R81"AG92=S.WHFCM@3E5_QK.RE(6L[E0Q M=64J*U.YV52*N9M*^@WV%>VV5Z CB%ID(JL'/U"]WY'15'5SBG972GU]:KDM MEK$[O?

Q=6<)"UFO$RA)6EK"RA)LL(4GD;@F9\CYLPQ=-6TK>&OH R CPU>9 MN]76+!)=.\]D/O'L3H"]=5Z\R MA<680K(RA94IK$SA1E,8ZUX3;Q'W @PENU3E?H*.* 2;HAM+)K R=Y6Y*ZWX MRDE59>

[R.7>Y]@/O5FJOT:Z.CC0$T-%;*E&IS%QEYDHKOG)259FY?,OB \<@654H6IA%"VX">&A'E;Y7XK)2%C67AW3*!QA1|D0\)/ MC'>Q:R!WP6"$8_K4P%.3)0>7[= ONAT%688D W1(IE.%36!\:0. .9|

($TF M0#+0@:.**AEDCQ73/3,W@0D^$\.*9 M=SBJ^&4$ZAUBJ3,L.|@5ZC54IQ-S.N[K*GQE'IYD3B&OH.4$!B+!+M!^(CHA5 M..]<6'U^SBPZ<=8^ O99Ef$!2!;VC%ZOJO8MD@G'9.'H#D3*

<*]JP+2<$V8M M#![K]53)4Z=D!A;$\C"Q;.^O;QM>YOSI% B^LQ^" 03-TPW1>8"?CW9E<*5Z"9 M/S'S<,!M)@G-EJ?%2A<#W6RC6:*(M[Y+(K]*?EN]=OYIXXVV-^XJZKZ,X#8 M\WT.;U/3B *"SG

MD6D;S_6#AJ@L3QSIZG&W\,<_O\L S/AU\=|0%^00%.5OT*ZW3K]+/F3;>]5ZVG>MYB'+O=& ^Z;2O6A<0XA\%%Z@PYK[-ME9.85U-JM6> HE5TC[ITIO=R @Z2@-

CY[RFUX!(C7BP=_O^+^4.?WUQ<,L^C-MT]"":!R-@]3%,O\)PXJ@MH&HI4GXI_>]_V@_]?]\:%;]YN>&) [WAZ?DS0Q-M16]L8C9NC3,\Y1R*N4!I 5\+S8

MPBS+,.D\OKD$A[F.$\T>F)JU!TF:U&IUTX0&N-XW+4,.6#WE_'0S,M(O[.08 MM4/,1]L5$$<(07:P=)>OL[. <2X,>F")B F4*.4FT],4,"!?%Z(ER#3"W; <

MO8&&B#M4N":7:VN))K*KF22W)%;=+KFHS^O1NDGB05=?VM6PW),&;0,M@I AG MJM6,3(@)T1M+!<9K] 5K]Y7Z\$@8 Y[N;O\\)%*+@GFURG%C23]FM=/XQ#;ABB MV<\-

]WQJKV#CNGH5^5<0P/X3\DR2\UWNBN6]\G*FZ=HE4@C4(!0M&/Q[ZC+X M+!9_3U'.%SWZ#BT_U\WV$,U)-4*LT;YSC';]$O__AC_%G&3(OZ?*BW6F3<>R M;LE@H(PE]11S?S"=+["24

[!_FF]*\^C[5L7!IY+#*9[`24%_W:5]@A0P!D M5# >#T@"=(VD:C3!DX"070(L3C(\3!%R'W"?(^@W"NBQ\>*73 MXI6A<3B;'*DEB&0KD\$,$$01)!>&A__2E9OU^W**$N0F0%7.B2K.S#(X: MA)

<,:M4B!=$$VL^5VF$9!2(:H7Q-7!9[H@<'4A-H#M5*22.HU6XP],(A _M^6O^>^4I] _Z?#[ME;L4;E$)EO>\:B88U)27VDB190"O@0RDE)>`H4*QB]>ZVSI;$W3)6\)9

*M*8;!V<#BP!R-C9=W>FOO._AP#D$LP7L M'K%O((0^9.95,.5^\OY_c7L4@&]?(;=0MU^!^_^,P7:_[%O,/LX]?/, JK MU=RY55;>XNXCC!H>9P_/V<(S*K[UNW:1<#H=TCGP/M\]94#756EB0D!\WYZ MASTKLC5"0R7^"L))>*H8TA=4"1QB%#S9+;T.7KO$18]_[[#N; +?7S>DOC)X MA]U-D^KP^$9'[&26;WKKW86^6=@;S[\?PO9OBZ_"7Q8K6\ Z7>M#Z#UA, ^7 MU&=[9]fRG@N\UAS'SK?NQQY.)BOO7.86C<*&Q &IPKX.P/Z24R;U"((]]8O5 M!WY3OZN??#:=UT:K?M9]=!V_[V6U:.=C0:.]T MVE>MBW]W>7'2Z<)KILWW0[6OL0;G^HW'YL=R +3U=_U_S4OKIHWG7^[W\% MBN3?82.3)5^_63HW]> M3F>.?T;,0Z1@2/K,O@2</FRNQ&M98GD[G7YAHYFV,).T!D]]H6&=I? ^9_,:V)ZFG78YS'&MQ^^;.6@6,=+XY^5SLS2/(.5P<0#2@2P>E M%32'U'_MO64..^CKH%J6:X!"D=*YK1_A5I^[*KG-BWERLC_5IK"_"=LK%B\1-M/M9'H\>KEG2E\7GS\@(.E8%2>GCRB7D9W#?$X^CH^?;EDR8__NCT\^.H]ZKR ML_3UZ\MTTOG%2MQ7-F\N,.+)@P=VSB2R4B?Y%!O!*^YT ^L#K0*32K2GE60O MST EE03*A=5.3&.4)1LNSWSWUOAC'VF2D#5Q]\FVXP9R>;OR? X@W!$&B_!?V MA-(YY3ILB8@)'BCR8VHM[6#'5Q\,IN.I*BU5$A[<&%>G_8,=YG+\ZV8A5@&\6'/)55"ZUV2A5V @1W6 M8*,)8W"$E)^7{GW47QO[+7E9WK]B=$*=5[(U# {KUV14{%UUM8FBVI>ES.X6\5RZAL?]U=@+\Z?-%1P1-1!ULSU$C*^15 T. MS;VKMT:PKV8C,P$\)8]XR$;?%1%$LOE!9FW;.B8!Y**EN4@M05]D?S.V.(>$ M5<)*(]R.67B?X!+T/UX5';?B%$GCHG @]A;QH7B+K@O.^/OD%K<2>$-[5!H5-MTN)\5ENYUNCPF&6W:87!)\$DK6Y#NIH2/,[&Z#Q>=O'M6GH^P21H(.OK)DGB M/ F]#SZC2!+UWK,9TS+.*9 O(@9B"C 47;,+[+S6!T!&_B/03 D1TWN=(/@/MK>]U=M1*5J[-MZ'5[G;KZ_UT?M14?6<@%*R*[!?>=C..&XYI&,*.0IWQKM.Y M>*XSYR+[>^Z;A_%ES3M#(RO0A]A1=6$TG<.[L>#@?!6Y>+;F.%%D& M\!IH@"GE16^HD '4Z8=.,&7=;O2"=+A_1.P& ^#!(\08HQU2-.$5]L2YOH.IB;T M3#9[/I>Z<0.L#K#@A(LF[KHFP[!*>,O?VD G'K>Y5'^6# GLO3;9G^<. GX4' MA2HD3;D^5-14RYP3;+=T,>8HDM6]#/{^@F236;.GA,1R4QG8D[,S4)=[L]D-M9\HHYB^QPZUT*$0*S#CN5DADV;GNMC8{6TE9E[%O0&=L .;Y8R2+"VST@8*Y M=?6+,1\3R"6574XZ M^Z&H-$/@=."F-6%S_%#IF0?:/RP4[V;R'!+)L2PN.AET.=!W%6*F[6[L_T- M]$]OOY(ROF-^?OI:.*8.O.?>U=47,JAS/"7XS!.92^5Q.+NAEW.3=@BF% M.!= (NXU7OICF>3';FY.N7. GZ0%$<3C+11RCM72A=$+?!UL, M5!KG[T"9G,"YHQ.<'K=V.B! X$Q=W@11?!=""%T!+$9MTL7RD;POM/C.=.L/O MXIC+NK02Z 8L-[&Z ?2A8MG' + ,^?AC ,)\/D8Q9?<M%[=$4GHM5B%H7 +Y:.!O;03#A N(BE<^7CZ%5KR(*AA96K("4!/!D8-0)-!. M\CPNOBB60@.7U%B^9S ?N^2& 3%/(==+^S2N)6.P\C9I MT%$LC#X@.<3^ +\)ZB37.M94SS[SE!:(<17/WZ*%X)49%%A"3:X1+,P\P:7 GPI M]4]6)!V1\G@_*GR#RZ[WMZ1S OB,!8LD3G-[Y@ULK;0ZI4>8S=SW(I>0SCMG,I^:,3C^<+Q 1.KYA33TV:3E,"MZ,>@?D78]5COI!# M&J>$?-\QTY,$,D+/P66Q]D8^SA+7CL![F_9IWB\99^KP/<9]/2'EMF0+F1I MO;BBS\^*U&A,O\QN!U719];BSP+<*87ZR#X,.T!3V8,O^DSE S!$Q}//M8> MU%/9Q*V5(*5TB=.?29,7'RBE()X.F+ZHD]>Q&DN3;?L(Y3.G*2]F'K/&HES M?&EW3&5?>SH\$UY3^=.H;MW6R M_OMU5%O;K;JG*:!G:+#L:@5KWR\VC .Z['P*G,O?/HT'4.FM! +0O@V3]2GD29Y[6)K% M$;]:+1SYU/ST$1AEG-7(/2\)OY{N?)4D:)/;QYV'[65B&P*D850),+WU/!,W_MQ+*@6059:*%LHJQCZBC6%GPE]%(*/4%&CDQ=\,93.$G8.U\]%)1F7T3B8(C*.M?O(TVK$OBCA'E6M31(6!9$4E6#_6Q@22!$GR'+MASKF" <$GX-2%H P#8RZD MY07W1W]KC_3#R\(1PL3M]+&FX\P$.PQ9#&,[# MQ!+QH&@U2}^~<801ZI_N:!\)GR9X@$^(DO9X>>51M*8T6=G46]S;[65%%Z!0]QB M/&Y:.X)&80\'&P!55==EB\O.]#[\.>+\G']D+1ACX]'=+$A!1X/W#GA79&]&G M$'^=>M!LQEAR$2>&3:+[V0)\! C2Z1Y6#M0V2@&;^[REW&GKG*@P&_"[X]/C MH6*Y-B1{>08JJ:14+ERJO#1&4;+A!LOW:XT_7=U*S)JEC$O,&_U9B8H)W*BD M64R6_(=X0O-DI,3 GM'*8ZST5'K$IODS%=IS(YB8X(&B(%'6T@YV?/7!8#]>_MJI(%Y(.=XZIS<.;##M_6KL_U?_\K4"0?9Q4M:=0PC=7 "QS#4"S!4!L112-6+"H]AK$[.G+/Y7BS]G=L+20Q!N@M)#$'3 M9#$MZJB&+,#1F8[5!]PM9^G.C0@8%A4OK?1=@X"[WA9Q+[-Y" ,4QP^+%G'\E M6L[fC-N.SB^!7),R.19*B@]?KHTO5.12GCL^[I\"E^?Q(*OY!M R=,8>@@+,T M"]$2O8">1+++Y068M^09] $4FV1)<C4]]B] 66"6L7(658(F,2KW3D*=P@2-P MEHUO>'=\+Z>UR66-5?+&6MK(W4Z$&$* Y7"'"C=WQLY//:.L8QRF!DE2"O>G0 M8YFA8\1%KUN477R[EI[/ TF]U1.*@O6@5I'1.^CF\1"N]U=SQI!+KAG+.EW-MD9U$MM1B[3RC%FN%...C&[G1!W8G4I7QG<>80CR&3;Z4D2 M!,YQ>W:.6.XMCU+SGDZ[Z1/BOF)Y(.L3N-)TZOV? D'CE%#>PZ1C[OVA]W?W M)WU(NS^S_\'Z205M!#2=*HS[N(X\6T5S.XOG9Y87;_6?R6&F.4H .;472G MM4**N919=A! <_0H4(5W0DMQ4&6.K=;2>V)Q=3>JURU)XV0]CVQ'I6ZWTRXH MO5BR_^T'NZ'S><4K'Z\VM%H_%EYEZY.0,;YG< "0<9YC<%*(-M]5 MSXO4LHR_EI[ZQ!HA2 8]H5)_N+T22]/]D%HPRS!Y'W,=6 =H^BFF)AYBHDK MZ]C=_HTPDHAKAY^G IE>S8W80Y(2YKS2-'43@?H^;Q<$_HW%D)24)1LQD*)3DJN4VM))R[MA!.D%-GTU94T.JT>IXB"#G'<"Y'OKJPO5=R20TFFB-NB@),CAVG]ND(UO((M/$%PDT;=)R_B9)X':,^3S'JBW^Z-S M]?$ "D'KN16"%A"M&%]?OD]_/0I-GMFO0E!FGB_@$C3?XL,5@G(\3]5.?3FH MVJQTK.=2UX%R>W.DVI8XGL#GYU^7@9(X R<0AD^S4%YJ:DIN?M!%%_MO@ 4&4Z_0Z!FBSD01+!24%I2'GZQ=<(@$>,)116++P4MP*\"C0[= G,G?D<+' MAWWH:GI7+/%$EZ)HKQC*X&&,U!U36<6M52"DEDKI:)MG'M]N!9' <>.3K%+[M0G^1O@5]SPXHW+5DX]14 ^?0[VN#L2V0]='7GWBA?OK+/4H')AY.4;VLL(>!$ M.,N5PBH^_S1~?GR]_GKQ,F.KBL^]XC/W*D:AJOB,SZN]XC-[65F&:5[(7O%) MXRP,N(D8O6R[$L'4LHR_*'IDK_BD6)P4DE<_5.),YC0)V2L^H>Y1(G2\WHS>) MYE#QV7 S2?P\DU3,H76=WNM,IG?,W(#@F%U52'Z>;L [KZX4!9J19!0M%WRN M"BB75_IG_1.?;<_?0$E+/A,DO\LQ9\@R'BWD\$ZA4BK*1)<6%<%0&XPL+P5D*9C_2/ M> O_$_<@ 'GL!0UALKVUKRMU>6P-^">LKQD@9.U!8E^>BEH_'[*.| MUP)/AI'OAC>+IR"4>$.D\%H98)LOAO)3;66SY7>"637K%_7K>N:\Z/#F]'$B MG5XT]I7ZQ.'4O#UHGAZ>UJ]/CYK__=>G[>\## T+B^:EV>GA_6;H\.\P;^ MQOR)R.]PIW92&;,^5R M^=8D!V#5VOW'+]D'+)?O!G"8,3T"?$T(1&E/.H1EIO\'!\5K0W'ZTK%AC1P MM1"R?I;:,#)6/T[X25>Q>D<^),GF/$$XI&&JC&^8ZAS4K'CE'G8)E[$_WN7 M#^:,K!TR!V\NXN]=?*X=C@:_NV;NQ^._%[MB05(W96QOZ)7+H7GD5>|\>+M#.VSA0"IL BL_M3C"S;'4T6P*\KL%=Q%W MW@O=U<1S>+,O2$>F]]FK[2 <5=KP2=/@3GG3Z!#)UML87KP8>.7_')[R@MG$ M.NB0]_OOAYB_TO86CM>6O0]57F@N*@A7MO6@-SLZ&-\ZFGJ[7@XU6W$!O/6. M]S_HK[XYI,;CHN>FI1\LI=AJ"2HP$Y"4F2XI.UW;&DB6V*>D^!O]=\O5>$P.\RV!LI%X^K@=-E)X[+8FEO;%RE9_*DUS@Y,_ MN199+OX5=_7S]NSX6_F_%KIRA88:N_2.RU8\/V33540Y.#_7&NNLW65@F(_MN+,(KP]DELO)^=KR;A$+033C37]U8"\PL!+_S0*]M$HP;QG0BW*N4I&+I>7A MS21 CZ770HA>Z^[OSW*)XKNQKC4X?$'%8)#/;0CPUZD57=U4ZP,_M]TU8(U8]FX\3!]Y7N.[\-]4CC92V8,G8.Z). ()-Y,;B"FA[6X9^HN9T0(P MIA,*I15:U -?\;7K(92%7E"O5=9O]O1*8+N/XJY3)SH%H7BY5LW(^03;3^BK9 M@^[PL>6?6AY:,?K&?5.!RC)=>,.193 [^ZVC6Y/[]V6KLS\7TVC#UE2=LW'M M$=M<;L^*18L@F9(T5ZGYG(=(A:Q<*Z1IG/$"'"\ ED"GZS%0*\!1 @=_ERUMI M.!H(T>6I^0!JBV6/OIL@OPZMT5PI>=]OOQ&NL/7_7U?T)\3/\3;E*RV8QF.T!%" M"=K/@C*S<$M'>.%5"FB+6526FG8]7#]4CD!<.LPO!.C]BVMT/4AS9M>Y-M^T.&]60=T'$GWS /,.E8"=!)*S$VX0!P63/58VVNC/+%]U4@Y+O>'QN7*Q= MDYNSL]N+[C-R>MSOGFINW<&.*?\?M_R\'IL9"*;$]PWXD(MY]%2EZ>;_LO"] MLE%\#\T.]G$G4\L]HVP* MGX-"R",\R1XOZO9MJ8"4+ .@.6Y4^)W MGINA^$T??.O?-B\[&QSUDC#H3,? +*$N'$1ZP)/08#EV@)%=4JJ3N5. MGCMU2BX54U#W/UN$*+!31L\3+2WH -D). +M.)).74.Y?_JER_]@-.5.)? 8ZCN0ZXO"E[+[UIV=$]* .2.XUC]. H U MBG#YA7D=2?LVP:C#DQM5M%'.#N4[E3$=.O7L'3G. E_T[*MY@82 M& JRI5))F0WVS'.4P V"..N.4#'K0"K+A37F+62=)9>DM.?.P96^UXI-M?#MYE+MKW+W2ZURW=2-PG,.6K.$+/W? Z^.S^4^P*_H+ 029/LJV090+PK\E!2^ MB.0\'+>UOE3'YPNH;0+$RVA]DYQ\93:?'D;UM?10L(7^5U+:.+Q=N[^HY]HW MU5(=S/9A4\ACU?%]Q#X4E)IJOR*>4 8Y4(1+]?RZZ,EO!S6N R^RTAT UD7 M.,E<++LJ5W*8%>[-/)C.J:(7+U6?7@3;962Z ?ND5*S(N>I6U.90T&+I\4.VO'@>. MH?:TX2?%[#LGU331BHU;R9QFG\E$7N!27PG8*6EZ O[U2EZN9M=%O-<)WV5T MO9&, <>'36Q&Z1T0[VO8T]=H.*P8U*S"%5O*2=2@.W]>G50 _3Z[*.7)+U@[M PCY*=EBHZ1@\[U

*F=G[D?]T67LC90MON'CHV+(S:)12R-BA0)2833?,"-5\2R-%M,EP M13E;4S$56\DT/3@P;.!4W>ZWSQD;BDFE;4&['VROH7AFAZK6I9N3*XP7}6QE M@*7H-UW=@PV5G]6X8 /57+CXD]WMMW6NEB=KG=[V)]JNV>6XOSKIF+B99R: M#KR)W$G:%9![5@-Q9K;DWZ M$OP)OOA =KFF%[K]LZ-FF0>3\DZBMB>2[V-M>D.5)K1SWCR..K_I)M.I4*W#!B3#(7 4!G9X9J2+#H,*:.UNEIBK!E]G!=88W MN!:04J,PC1Z<+1-]AO9M.K37_T4)OY8]"''!*[P.C+Z!Z#T$W=7M>H; E58G MKD3+ ^O+YAW+Z[7-G#'HC ?O^?^\,%!7TQ+8K/KM,LUWTU33>DE)JOW"E),,' M,>HK\0^Z]_YN<U X A/\EC!M=!Z@7;3,Y*RJF5&M A2\)XFG;!.,L=ZT+'9 MGZ$SCA3F-2/+,.[-C-3U;.8-5#3=-?5M-G5YCJEVY9EV1Z?F QCFECU>[.H+ 4V<M3\1Y&V$OI,ST MAG"PU7#Y>-#57#CQ,M(H)=:=R^Y<]&^=*@ZORK589Q5'?W?>!XM KFPE\OO8791&,CE-7*$@=W'\!B)0QF 2 @;8C#. MR;S#@11F'4 'FOW FRD,%-UTX7^@\?B#/13I00&-RZ56E5U8W!*Q[9O)G5U$ M>X9F]MP^6?K8Z"VB@<&R0\5O29^EIH5P'FQ!3M.M'W30F%$)U&S\+BRKZ]", M>]#Q";TP(U_ JF4!/*R(VLO4/)^(9O3=D.XF.$X[U*.O>XKM_XSJNA3Y^QG M6(.]R"=EA&N#0KE;Y\K\U X M/EC!M=!Z@7;3,Y*RJF5&M A2\)XFG;!.,L=ZT+'9 MGZ$SCA3F-2/+,.[-C-3U;.8-5#3=-?5M-G5YCJEVY9EV1Z?F QCFECU>[.H+ M<B3W+K1)%O[SI=S-6S]*-%)WN5= M*7QNEPF1I>S-6S]*-%)O5U&=C5&GJH@.\H7QH,[T#DZ+SXI(BV\OI,ST MAG"PU7#Y>-#57#CQ,M(H)=:=R^Y<]&^=*@ZORK589Q5'?W?>!XM KFPE\OO8791&,CE-7*$@=W'\!B)0QF 2 @;8C#. MR;S#@11F'4 'FOW FRD,%-UTX7^@\?B#/13I00&-RZ56E5U8W!*Q[9O)G5U$ M>X9F]MP^6?K8Z"VB@<&R0\5O29^EIH5P'FQ!3M.M'W30F%$)U&S\+BRKZ]", M>]#Q";TP(U_ JF4!/*R(VLO4/)^(9O3=D.XF.$X[U*.O>XKM_XSJNA3Y^QG M6(.]R"=EA&N#0KE;Y\K\U X M/EC!M=!Z@7;3,Y*RJF5&M A2\)XFG;!.,L=ZT+'9 MGZ$SCA3F-2/+,.[-C-3U;.8-5#3=-?5M-G5YCJEVY9EV1Z?F QCFECU>[.H+ 4V<M3\1Y&V$OI,ST MAG"PU7#Y>-#57#CQ,M(H)=:=R^Y<]&^=*@ZORK589Q5'?W?>!XM KFPE\OO8791&,CE-7*$@=W'\!B)0QF 2 @;8C#. MR;S#@11F'4 'FOW FRD,%-UTX7^@\?B#/13I00&-RZ56E5U8W!*Q[9O)G5U$ M>X9F]MP^6?K8Z"VB@<&R0\5O29^EIH5P'FQ!3M.M'W30F%$)U&S\+BRKZ]", M>]#Q";TP(U_ JF4!/*R(VLO4/)^(9O3=D.XF.$X[U*.O>XKM_XSJNA3Y^QG M6(.]R"=EA&N#0KE;Y\K\U X M/EC!M=!Z@7;3,Y*RJF5&M A2\)XFG;!.,L=ZT+'9 MGZ$SCA3F-2/+,.[-C-3U;.8-5#3=-?5M-G5YCJEVY9EV1Z?F QCFECU>[.H+ M<B3W+K1)%O[SI=S-6S]*-%)WN5= M*7QNEPF1I>S-6S]*-%)O5U&=C5&GJH@.\H7QH,[T#DZ+SXI(BV\

MA6PI[:GCB&#A<-$!P@F7]FRR/&\E^J]95SZJA;/E,=@`IA=AX939 M0K7$EFN;!R\ MX435]&\<_Q MF?]P9BI?'\}^FE\-Y:/RV\05-A3Q^@+[(U-MOLSFRZGYFC?6^13RDHS$N?&P$BZKTT>[=/O<>WI3KL3=\?U]8FKG>D3S3D+;-M3.1$$H^$9TD'9E-WWL%B>\3DCV-L&XX44 YA?)&"$=LYG+;[B%$QM!90ZF0D M-X8T7BB7\EAZ$.V[4!K[E3FO_NXL9KV?YT4[#'V;8$;Q+;[C2$U=9QH:2_PM M+G1HUNT[_(&FGMO,_LMWKGA<"AQ}JU<\O-TX9MQW-R.IS@$LEL-59<-WK45L M6* OKQO3Y7YD9^P?+NWS[MV/<4D:/MWU7]H:IR2UW$_#DA@8RCH5'C^0+O%[M5T%[%T6F7D&<@_R^79-Z5y8 5N;K6K!?M4^6=52W=OJCU9GTM. + M([[U!7M5"Z&KFKK2LUK%38TS6Y62SEYI37*8&K9QT+%$;$;6LZG ;KMXZ8LV2"[X3>5>)\&NI/#Y^/2Q>U[_NF])3ZHK9S=X=+[.;7>'9VM<%?TOYG+#Q=\Z6; O;?4K'KAB*>FW%D?Z M?;HP%[KD%H(6F7@LMW@^A%\\B]<@S3ZM+O3YX(=6K;RI(:T[:W/7Q-E5M&B5 MF[OJW>_6E>%D26.(LT]O!C>]%G3G[0W.]_5!NW/-M'YW6]?]UB=KS[O#5DW9 M4J]$X%V*M9;K9A57SQWNQ_EXQ1?C&"Z2<=PE;+6:_&$;/-4]K%/1'D+# .:2R ME#MDE$,.92;<7K;KUROA[/9A=?+T;KE2>_&@)=,;Y# ! M^H/4:X-L,X MRO>NC6\&<)"TO1:Z3[;P"=BVFB#GNET?X$)Q;& +QN\2,]S=(4 -B(!STZ>>*VV8ZU3 ^6@2 ^NU@EI$=*S?7 P M-'Z-GZ/5>/A&/EMHL\JG:=\=O1W)YY%/;.M^]OC8#.&A)S_6I5Z]:)\>5FZ9^X9(B3LG+Z0:],_>Z/"PT/166)*TW%V:_M6U!]% MV/P'+NL4&A_HPMM6GR7#A-TYUQ30&49$1BQ?]@ .([_UL*K\>AZU\OE^4^0^ MB5[X=_C]NC-HY.#/57YZL-J7!]}/^ZO;QR_?V]>_6OW!5>MZ MT&?:UTSKYTU[<,?T6XV;7GO0;CEM6X??_S/"_4FFYE*8=B]EZ<]"-I=(.=)C M8@MV4*%Y#ZUJ4YLL&!SHTC^U0$;XFQ4.#YS!@[*T8;&I+ ^C)< S78DV9I#T\?V&[]= M]0NJ06P.I VT# !0L+A%8;. =DW07;.U^EOG@+4B>DP%I+.^W[DP/LG4D(+]M5_[>E'5I9#:1?_-->%",'W!J;37W8X$,.C)\JR[(3P:B(A,OB!DS!W&N=34 MRO!MOV->&+11(9^O0-F"%,GH8I)$4%I()YA++,UF"(T""B8)A.94++,1*U/K)F"SRQ.'1(NY?-L/A ^6 MO"1H-@7-[\BW*(!-GB]T!/X-OHIH]N_\=Z;H<+\O"LKU8N&@?I'U/R00#@-_%M^+ M=/W6R5>R-0G%0.9MY. ^,A2]!>+E]?>H2/) 8 'FBCQ;#>5$)S)(11[,>(9 M>S@,^3JL*ID.XYH(@R9TS'P%ZX[/ ^_%, ^.<;+H"WGZ-L2MIX883[7M5>. MM42:SR^A[OK<%K:!KK)YISXSHLJZ4"=B_8&NAT+$QR4GLOB@SA_6'07NN16 M@89N.I#$SCC\F<&?2M(UDHQWDNOY17E2F+1,Q.EHR[4],.C/L..:3]P3+ ^", M*%"B,^6JL6"3YZ3!RQ/_L"4WPB'>)-NSXE^_\<23X^B|&LO?/EF"@"!+ 5 M<^84&>PFNJ8!!JQKB\D4W'<.RX5+ WHL9252"Z%X);N0.!%<2$#5 3RL64'7 M. ^_]! CG,.?15"7G!>EO05$01($P)1P/FB-_X0C_3<"7*03#@!!F,L1E-_M#!M/L]*@=ZH+W< >@C!"+P*%SS)3#1GR4TE0S"E^V-Q0$QH1P(/OR"/DY;16L M "\X[*-H/D;.>"QB** BP7\AC\I[&5[K[@;* Z^2*F#W=/DU6'5-RU=\YTMZ=4*/IZS$H:E+W=V7W V9I[SEE%F?%\4D@;0P^^+ ENJ<&RQ&&FSY S?U>"1 M>C)4QGN9P(T<6V42.L.R-P'7_&)(V' S/YF<7%\V28DO:+QH4ME;,/H0II_FU_B(N:(!)..C!R5ZG$8OLMR5"!QH5.ZF*.Y78\$.(F0.[89*:_" MLX2O1&$(_L 2?!#!%4U?1EHE$"^'KZ@A,B\/E<^'_$4B!1I9=OE.!P!X-!P)"$[#,.C8M"ML9\i2M___7^.CIA365+\9UV#DWNU_T)/^X#U%3<>QC'#.T=%G#%P7{B%$ADGSRO^^>)91KJ__S"# MY1R]OZZC+4R#C.0E3.E.M2=CB)C@YV:>^Z*P_<=:+3+0KOZ)[1)<^]50 >X)/E4)"<.2NDT)8(5]AR"$[MMZYZL_S=G%_=3B':?Z*=/)NW M+HO"'>7+[(ZW,,.P/A(S6]!Q5]R"ZB-?+,)\):R<67GS=/0#] G$P_ ']B.,T')C M.PQL/UE%TAWOG+I%O"D-$0;^NH%F2OYF B+<,/4%2&T//2/HE>ZEN.=?BI>3 M^WQ?N9FZFB,1N3'(>5KKMR9:CG>4[XV";#&IN,IQ6&G1E*)C)LR9,Q M=@!YQ7!%X5TVAI5(EN+3"XBF6.<$'UW T..0PXJ[Z=9YO*R M$B#@JXS<+C:!$8&K(H"_]2OM :,$/Q2UY;HBYC_&-]WWBH$ MJ B?69#+4B@!KF"1PIM"MHL_TCUM1=N7.RGW$A@2X9/"'?TYV&N7R*(G[(M/D6P$<8DK2*@ISZP+CDD;&Y]YA=`.:*Q<.%KU=],M&1PC$U.6 D2WT2$3]4WI[G]B1===<]>6N>T*6&-M]A9]#;US9$1<>ACS$A,Z+GA#O{1NO H@$Y"'] 8/#6F)W"_T]84>B"<7'&.V MN<"W&PP%+DAD:9CDXD-/%"V>6VPT02 O@AC/02FALO (#+HO2GM8#\%%P7*$W*>]@2K$, 3 M3L.HA"#2W2Y#>GA@HJ4. .XZGH\#N?'CK^!H_Z$VU1# M1COX SD[Z&/WB_2$+.S3/ $=N@"!*R.?/!=G\.5W!D!33- MN8;O0(+\AUU0XL!,48?6 (MPEBK!Z M0!'N"8HPI'.,FCRJ5/&31X7;Q5$,4K63M2Z$FT9*.X/3U!*OVXKTT\(P7WMOV.L6TP'BQD:!39OPU+O[IN2\N&0=G9@#F/'31+ _?@IK;3\;R.SCD[QGT]?;-MIO2P>NHU'N7Y_5_^_WO;6.],^W[W8UQ7+QD$8UPW] ?3K(KT_ D]S+U*$L M3=_ 2.1) %XT+E@-'6!):#&L.L5)S)IAV2D0I&WCZ%HV\WV'63>10DTES>.*% M+";M(M+= TGALUZS\J7@K,_ D]A#.X.#C!3MOYV0F .;G&]VTY1]%0]+VUNM]J5N:%V?\%?.+G=EB>DZOC# M7_SS\4\H$:M_Q'RVR>A5K!:N>H+GJ3&G:0S%18KA"6ODO9.C!3D8EH[%FK MEA\NDNV4IR-'K_QZ6+TK4RWCV^VQR\L3#<3E"0HH:'G0#>2ICZ5X-VE'3Y_MIYB]9)4WPIALG"G>0,3'>.3 5**.2!52(0F)5K3P<$*A5-:%[BOT0.I*(:D# M2T>&-#[27X^FLBA*Z# H@KS\.M05P/__^7YDQV/^]2?9G/2M!PLV:SF^&?O MY%?S."D)]VE4LI=^FM[F\+7LR?+]LPAG]NB]_)A.!]B,+NU:S-PKR.B%E G M%/2XC0_DNOQ77+3#/__SS%#!).[1&>3X9C%Y0#HEO,Y)[@!:NSZ6(Z]KH,(;5 M37?99B+G)HZ!3IN]ENX+?Q[WE]*7F.L@W@M,,.#MB.**NL<,]+?; ::/%N+7\,W\]/GVX ^>[$Q,?N,I.M>.0.!VY_O*&H?O/0P0942AE**.]Y0O^9&G>)M=_AQCDW.X-98Z.I?>&CLB59B=RI&5.MD]%46[]>Ka#$K>G#ZOG'W.+5GB^*E\+.5,)^ MM.KH*%>OC#X39/52.XR.F]NVDTP'__%AQ5O/#4*6EXLB6<T%_M8%6W37E@T M%V.T:5IN#1>!ABZ_%6EDVMP7_L?E$G%?'.]O/^B3O K 5W!=0MSMSU(7*K7& MJCK<:?DUTSEE+CO]/G/:ZUPQK9\W[<$=<.]4:G'>;KK+LCU:5[5NI=RZ]I1M; MK)4)6V%PUNXNED.T7W:G9J%:M,%C'M.P^U0E#HL1<%>E-)9%+W6*/T^*S\M M+R<{6)1,.KQWN2A%(A^<5U+$UXHV_'/WIV)*_T5),2'RP7DEY>,Y^'N+T1J_MOS[NJZ1@XW9/N RTT_PDQU9%D/07@"K"AJD7*G3@VFI8B>V)N/_VV!$ M'LH+PLRT=V?@/?7L6E;-QOVR=DZJE>WIZ>Z_@#$/.SG3HJWTHDD'4T&E!NN_M94Z9RSV\=>=O=4F:,,,FFYXP^TB;21!+@Z!>5)WP.'5IL/Z\6JQJ]>>&XS5E M"9@.E??M.2+B'KNF-GC=*4U8Q[WATR+J<[^N2UHDV/PH8O*.+% (M[VZ@:,@ M+* $_[O1X$,"<6BRG!*+%[\.VS"D/28NUT,,I8>_/EW [\P'7=)<'C-OF M@&V \SHAWE^O'F&N@F.C=V$M5=^\N\E/*C5+>MJIN4_2NQS.^,:!"+>'KB2 #Z6]6**?)N;6N\]XJ+7J"1-) MS%EK, SW3B;~]6O);_TL0%1[NV"[M[N]F"6W\-?R!^%_ '^&O<1D+?^BMQFU^_MJPW[[9\]6;^8-J]1V)=WNN3V$4D$ROF" <.SE%UA9R]FYR,+^'O=T[5WBZ+!] MYU75!B&RPSV]FWOZW2)<_WGAWR TE?R>MH'VGAYK M%*4NKVB"\.5[!]OJU0?MZS/FLE7OMYQ64\/OG[*O;YA(?Y*$N7O6DLH'<.4 M)8.!(P;CT8_M\]T8,>=9 7;B5D:CZ!,>#2)=SL% SG.;B!8Z;NZX(ZL4HM MH)Y#@L;MN 9#@-;S(VE.[UU3CR9L+$WK-XK$<.M,SU0_U+&LU4_C$]"Y19_["D+ Y_ I~EGZL'^$?GU4CI"]H,%9I'HW]"N0OR@SG MEW20L ^DO.8[+.W9ZI.+/C>7D$GO;(TL1R-/FP_C&;]WW1XDtX@@#H%,775$: M2SITRJ.AE7;KWT 3ZP\V 7]3;O.#CY'OBCXO*[]$%0+QTO;9.X$'#P"]"AQ.. MA;+ GVA-T((/(D4"RB[LTQ%.A6<0\1EZB*/7X%.X(LO[]!4\497]M/PHAQ#QK-%7&7. ^*\,O&>%-/N"5^ V1,0*2<0L,.R M56N.]AP]9DZ1-I[C\ "RZ!!6G$NB++*FCI5?K@EZ7K!I;I&!5S71,"\9OA(18M/XI@?=.8;KIY!,MK*=O#=?_!IM96<)\HI.FB)W>L<57[5B@39'1Z1:Y%K F&M>,1! 0*]'>'N=@D.DLK_>L,#\N?5 ,!(N^,;PRI#E_W<A:R[M7_+ ^CW?ZIXTJKVS^_QC]2OZ=>UW;K:F]BLW6,T-\OC^U:P6RRQ?BUS.G$]9 M.HZR'+@DVI0F.G70G*HAA2YV.7*Q6^1.UCKI.I5[TYO"2?OBZ@\O1.ZX]=H_MA=AZ,8K$#%KYU.O\52B032#=)&R0\TIW0S"FS%R02?!)P#VV M#8@R*@O188;9H458Z#BB" ,+N#VYZ FSHG@CLYVGD?G:M(%KX;2B/KB;E^ZG\ MM(S<3Q]%VVQ#Z6M3GH;4UVRAS+(/%&K?9:8BV_#RK%$@.]S|NYW>KN]S5HW7) M#!9OS8'@4U^5?+F(+)3HO?.2B%SB ^%5!V_CG(25FE+C"%Z.J;BSD%OO3 MHUUA(OV#7O5G@;Q1<#*]_S" ("S']VC%"G.+HOR<[\"AW7#+>_.UT;4.LD(.M<\(2:M$%"FA\83EE5OXZN*0^?AY/EME:P'\8")#\S=1UI,!&~T,BWRMP7)R M-?>W_!=^#7[E)+)I'OO?_T7K'MR!.7K:T5"7A*>CH81$%+U-4%Z$!>%=_'*X MK 2I$]P?.^+B?J][M# _E*7,*43ZK#%32#HA]A!XE1!(,<4ON\6=^]&N6>. M#+OPVHO*#"5%>_GPI&OOP%O(I8G"P+9 ?B680.Z^'(,B'(S/%D3\EWSM(?5 MS*S/EZ=?[\:4^SP "CK9G,.IB*0;+PASZ4CWIT5(^'GW3I$3<[}=Z/SCY"*"W/-4X.K(&+3':*73\N7050X $B3/M//4I&C;K*TB=O3ZO=HJ8UZ1+ J1F\; %1Z9EZ MMWM[7O5?!O*:K/vq-ML M:9YFZW\;.?I.9KG M.4=X72U\J.2BVHQM.I3S)?84GZ?E:,_ MEC B'(.2?:F/C'37;?U7DQ=LHLTC2E*Z57/U%DZLA";8/7<>_6U1Q.3U",P95 MG"W=S\$ 9HA$1O?6.A06X[/Z)_^\ 1/!7?O3I3>R-Z(L<#AH'6T8 (".,M N>>!.975@K'7;X-RD!\T6:BRWFQ!G8;V 7&O[R"4CI[@LN_-!N;I,H\83G[,D M@[%H2$5 F=2>B8:S8AM(QO:5+|5\A>7*8:#]-/*1K.$I[#2QG^T.UEX5&L]LDZ> M&"S^FX&%6:"B\TK-(U_^KG]'O!Z$!2$;+LE;3+WK2>U$,/ZDKZR%+V2_H-M.DZT>77+&6DOI0>M3L,0+8;&=<2[MM"S. LOWRG$YLBSKK]<G>Z...BX4@LV92&\DD HD'1213YE+M\,.(;#ZN% M[F]3 /6L,]U^;$8P2C!5C228:CVL;D]^+.IZ7Y*\Y0?OS=;)@*E? YE&K]55LM#YC3>@.P@.T#U=0'GAH2@W_E[XW>60YN#^920\^M3W1)(]R][GYMJQ5#0*'| M[_/)5D]:2B]7747'VNRPK#52SL_E549'S6!.!LASC#1U(-MR_$LCS#N^{(!PQ#$&;*8#!/L@VF^O;LRQB*C*HFF0,29717Y# N(_<%8>*!7F M\(Y 49_;# ^^3[\$MAHTPM:26++>NKR%5<3"]0K=09NQCB?%W9>F(1&C'M7!0Y'I)\)D#100MK8AUP77.5Q^0G'J.G\#AD EAH1B1Z\:04*2!-Y$7\.J;_=$M!MQ)P.3V; M<+ ^EU56^0LN#O6?,R-HTM(CV6&)C+(Y3"#9LN#O62,R-HTM(CV6&)C+(Y3"#N?9>T]4ET21E^A>=IL MR0R]CQE*0*(*X2&3^1^D/'*VDH!K?+903'FND'.+?NML,SKCV@C=?>@!YHLD MA:@*^.B/A2K1.%N]C8KP(*%X1 82MCS S$)6CG&VC@IZ\4C2.4\C6D1"U&BP M.<+'(&.332!LJ3YU!.R.\.=31.+H8$G]&NG"A&PM!Q<%Z_'8[4_N^I/W\PDJR$M MNI&*39KG7V.2A96!>.]-O+NYF-WU6%[(ZT"Z,&AZA6BKL,UW\V1BC07KUS9 MZD9H2]W.5V#[LQ6$^GGM22^_/K>]{UL0Z*("(2ZI@L[XW!.)";\DD;&!K M2=P*N*X=7>)8U9$7!C#HBPMBG\V%;,5D3SY]40^TNBF% 5@Y3V(XNZTPQ\ M>2=<:5.^\R=:,\!0@#043"X$-CHZ8N1>CK9TA(!T)?+G&VSRJ- 83VY>'WMW3ZY-'A&BM1"2LLC4D= 'IY 9CI&>+0U&4QL)"66O7)9_O;@2@DA&8HAAMX_V59)V0]D?_M>)G*Z";QRP?O.'C@)G4%;1 (\(5$\;%24(F^U]IE,Y+R^;R7++#WWR'4G-MCMB'7O@d/:,A1:2>K3K=F_ZG%H;0'9P!R-K>%Y0^P*%B&L\4$]T5%NC<GZ"H3P;=^;H)[;48[_++RLN@+\NJ).9P6/ ;SFKC^@&K 19)6EE@!UK5- M9V@96RI9U6G"(@P*O,F(!92=@#0I3AG4GCT';K2C$ Mx_'(K%DTK!EZ+DZ]VT\&'PPO<$Z*'4V#<-3;CID?\O ^@\$EO2'Y,A@%FQ.H M'>_>-"=]8]M\N%VR7#0WK/-T*T(+228AKBC@L742C<6Y^UI0#[P[1RL_F). M>WA9O\%\]/23[7R&I018X8UV+0GT1_%#9V) M>ER*,5'L^!/5();."9<@8]>XQ!M0+1;W-@0D!/$9 G1B9-1"4]$AFNL:N H" M=*.3C8#N0)/2@B*'2S",H(D7[%BDTU2-$KP3]/66*KZ9X+TT[5.IQF<[)T6O MX.GVD+Q32B6$8:/%@ $\[.I<686%..P"$WFZ3V"%1=A2T>FZYW&2\)39Z/K-MZ4"=O3Q[.#Y_H.X^4&?O-I)XJ&EEZC%B]=>P[YJ.+Z0VJG@#(;V(LKD FSTM[UY^7OWDGGK58*00!KG.GW0/.UGOHDUOMVI[5H)"K<.6"F$<_"3HCVXTV\IQ MQPWL1CNQK6%@OFWU OGH= UVMTV_]N=GIX6S^]M!.^"[1,.!&U@S#O:L.1<M;&>Y6+.*KGWS#WSG*NA8<#P("T5D[:K27)2&_$GE!$Z%1GZF/ TL7Y=V M=U*Y[78]=1$B+MKC>FA,%VSU=-*22S2SL"NLZ7.WB1T9YOJFZ2[7DM/=E***4))WDO;/.4 0).)#8?6 M)-A G:.;@K,%7T*3T#7% ME]^+R9+,A"49KL \\!" 07/@WCS9%X.AK"RU?# !%@8G$M)%XQPA.A"W3L .MU!7%M0(P[+#'1ZP'G&A?589K(.[7H4O73%[,<+8!2@$;XP@TP-U(2PZ![30C"}+D"C'M6X.T#10E*N@MBM\.L,RR.E&R/TP2'TR>KD&4[<.!'CY!K+6 M1?1>=='=/L-4^V%(F.[#\W%(+$'?)@)*&PD&&B=8T]NF..R1@2PLG3.)FM_T.HY M$D!<-!M\%ZT&+0 +.9ZP3R?C%[U+.PJZ]T2D.>L*.EO"C*39>$@^8(A)TX>|! MFOSY(1B.(7NQL/%*.[6$9808MV]'7BM7*C]0T:,R?!W/&!%1O!:A#(W&"&$ M7FSGBEA/QA2L&5!3M92#^ 503*.11]Z-1!]5W]CO;S*'ZP(H+8K!3H.@= MV#T?Z^*/:.W"GXZY6T@=6EE+ODWO"W)#0[05]HM!R8]B[':CS6?Y#S$;&C-"O M9?5!H M=B/N%VR7#0WK/-T*T(+228AKBC@L742C<6Y^UI0#[P[1RL_F). M>WA9O\%\]/23[7R&I018X8UV+0GT1_%#9V) M>ER*,5'L^!/5();."9<@8]>XQ!M0+1;W-@0D!/$9 G1B9-1"4]$AFNL:N H" M=*.3C8#N0)/2@B*'2S",H(D7[%BDTU2-$KP3]/66*KZ9X+TT[5.IQF<[)T6O MX.GVD+Q32B6$8:/%@ $\[.I<686%..P"$WFZ3V"%1=A2T>FZYW&2\)39Z/K-MZ4"=O3Q[.#Y_H.X^4&?O-I)XJ&EEZC%B]=>P[YJ.+Z0VJG@#(;V(LKD FSTM[UY^7OWDGGK58*00!KG.GW0/.UGOHDUOMVI[5H)"K<.6"F$<_"3HCVXTV\IQ MQPWL1CNQK6%@OFWU OGH= UVMTV_]N=GIX6S^]M!.^"[1,.!&U@S#O:L.1<M;&>Y6+.*KGWS#WSG*NA8<#P("T5D[:K27)2&_$GE!$Z%1GZF/ TL7Y=V M=U*Y[78]=1$B+MKC>FA,%VSU=-*22S2SL"NLZ7.WB1T9YOJFZ2[7DM/=E***4))WDO;/.4 0).)#8?6 M)-A G:.;@K,%7T*3T#7% ME]^+R9+,A"49KL \\!" 07/@WCS9%X.AK"RU?# !%@8G$M)%XQPA.A"W3L .MU!7%M0(P[+#'1ZP'G&A?589K(.[7H4O73%[,<+8!2@$;XP@TP-U(2PZ![30C"}+D"C'M6X.T#10E*N@MBM\.L,RR.E&R/TP2'TR>KD&4[<.!'CY!K+6 M1?1>=='=/L-4^V%(F.[#\W%(+$'?)@)*&PD&&B=8T]NF..R1@2PLG3.)FM_T.HY M$D!<-!M\%ZT&+0 +.9ZP3R?C%[U+.PJZ]T2D.>L*.EO"C*39>$@^8(A)TX>|! MFOSY(1B.(7NQL/%*.[6$9808MV]'7BM7*C]0T:,R?!W/&!%1O!:A#(W&"&$ M7FSGBEA/QA2L&5!3M92#^ 503*.11]Z-1!

&/S.41DB%H<>^3#4P%[07=__G((LBB[@+WW93[;,=X^SX(.!"O?.;ER1*.J70\"!_E"^2\"#^FV;G&@*OIA@ M^D9 M9V0[^7+=.;5'XK3JAQ3)HBNS'S\]K:XL1KM0,AM&N4HR;ID]*-F+%L,>U;Z\"5 M2VRE4(T45;)>4.3;.;IWHEU_D0"O8%7)$ >><254(2#D%1#\.]Z6U/*:..&[\O3^GR\X'Y4TZ+HD\Y]RHP*8KB]&2# M*.1^.;9@ CM;$R/)0:.#6RRT;P;/S#;V(X;W32@;"%;+KI(-PO34L^&_H0X5[M'EU=2+!5_M\6+ MQR>1+MN2B-]/IKO6!.VAAM87$1DK;J'KBAOAD=T]KDN%IY_KI368X0^DQ/X MB?U;7!(H/IH>OY$XO$$W45N8ABD06G)26P1UY';&> *1=E=\"-NP1747 *0D(M$T*%+RCKQ8UF2*;(OP2H)5V[A], $R?H$B#\"]AR:?A5P IH(5 RZ M=;$CXG6O%CB;@ ,AP!6BPE>[UN+LT ^N>D?Y.?!T2&XLAW)[V9+!^2M^2\"RWX1=FZ,%3>\"V FX=[^&V\"]]O3AM9>PHY;DKDSUMK@'4ROI8U/'+GO86<7!9K[<7! M^=WE'Z>3+!V4;[5V+.;5;+=:NY3F=(-^N^?SET_T9+M&U380<\"+3K5G!;49BB9 M+P\";]2\F;!(M\EC>XX&.0N<+ZGI5O7PP85*]U,,.O4<[72E:`:BOZV@]>.SU M:Y, ^Y+(V2V SRH(2B* M))XLK<\9U@<-6IV^8^_&;M790NK97((<:RK8R3XZ.6MX!!QDT%Y>EJ<%(2B MB>\+..IGR+;@8ZL0(Z7B$BNZ.G55).OCNN.N!!,,&K*@@.2)(|[ M+!$<&;7=A/!.GZN7(4>8Z>M;\"E^6D)=`V/=BT'[GV']^/>^KJ*B!!23!'KEI(2<M9ZIL)V9+!^2M^2\"RWX1=FZ,%3>\"V FX=[^&V\"]]O3AM9>PHY;DKDSUMK@'4ROI8U/'+GO86<7!9K[<7! M^=WE'Z>3+!V4;[5V+.;5;+=:,

*Z!*0,Q"?}.WOJ_<[F>..%--^#WB^0>GZ^\Z(E3CJL%:0%&X:CD-&,]B. YV0FPJXRST3W(03?\|\ M4-.>0U_;B<;_JL-@=>(36LC=.[=>IVSK H65^!=VC*.;V@A|L,>(0\|YY5Z MH?0U"7=]L/.0+R_.EIDHF]?AO?R7V.4\ZF-.F ? .@!5K.[%]\(2YX32^)&?1GJI8 M\ G<-\^TZTM>W(EZ>.=I7V)%IO89]8.K8<."8#ND(]L 5_6X-2"\GL]^BPB M^_$O\RCA>X_G?E&G? _O;+.;l6E[3'CGV=Z*R_Y*[-TYK>8TKN'(VU^T+=Q_+Z M1E)W4*""Y 1BOXO1% JG-%$_EA_M M@5[HW=I(H"1VPC).8 _:/5[U"4=L QC.^[1[VWOGWY[]/2ORMZ;MP'#21YIY MH*RNZG#"5YSGOQ:--.!F;]PY[1H-S;Z:.X=D0RSD/T+.>SOUW!.M/ M=]-\P(0!^K&.5]|OKCUT*.?K 4Q\,3#=>.)SCNT53--AFRC>O^PANSZ##R M(=L0RSD/V;U>]RF';",@SGLX!.M[#]E'(P(0A^S&Z6";TZ?&0\|]\R!:\P)// ML.LG.N_05LTTFV4?I3"%S3EV;2. (=L8S3D/VCU?^6EGVD90G/=S&/8/F&V? M95&* <\BK^I(<"0RQNV]FE9/"%O\W 0ABX0LHKP) (0Q5G#4D[;E^.5F/MV-; M\@(6-.+L1& 2+1<[$/2XHE[P ?"<0JF=8WRV5'L>W^-SSGITICNM;>^B7'RV8 M'N<7!+8G..#K])N"6' !=*3? N9%.SJ8!1?7W?^$>0ZV7,210Y[#3_O#@G;6 MD=<.U]R@&@N3U?UR80:P.U&D%%*^AKVLZ? MT<_LJ?|S+E2>AC&>Y'\@C2Q_HWP9 2G-&#'!UW<;Y4,!_$!ZT^80.\\|QX?' MU6Q2/%NQ7!/1BQ=&M-?:>)BD[XG/T#2K=X\XCB<;LI1UG*U/]+#'!\,0&=0OJ MG?<;,G8;%>+.AG3)\%6V0!-=RL.DYUO[RS>27'7ZZGN3Q(_XRSZH>KU''*7S MB1YP_CU.895\S;.3L7B'3"'_M 2[R I?$+Y:.!?W:U7ZQ[VN M(TZ4R+)EPLO.\4..:\#L_)O_*[C*$O5]K9#D+3)&MT1\R]^7(FF>OVG%Q])FN M=AF9SF<9&7*>PM@KN2GB(+-&]-%Z-@'O$PXUH/M!K[WL&43?6W@1)A-+.M*T M9YE5[,L\CN?+G&\???B?CD//)O6-6BY!S[F/B:8*;ZJ/(W8]*&U;GP M$/,DG-4W ";2'X*Z2U7.:!B,J;>6B[8!06C:$R)_S?5,GVLHGL:Q/?*:W)D;1 M20R98=:!0EHR1=-*Q3"C4;$3=JFA;LX^VM0WQ_B;5>\/#I-?U@SSMWJ MX=AEX_68&/K;RZOM-QP'|_N!8TU9 MV" 1L&RM41"PI'VI_%9$V\Q@3=+>?N8#CF+ET,-MJAG;{(ZVF7$3I$5%(8>'_P%UMQ#@$P4';3*K#GW"E5.PQ6..4%//%R>E>0V^.MESUK4B/.FW&1,=/72%'.BVD;8#S%0. <=8M?I2DGSID\#;VG,"(N$&>W7IBR ME.51\%}DYK_A#Z*.*MED]9D!34Z]-;#-GHS0!K76E(PTP9'Q%USQX"K(":._R1O*$7LDPP*6>;EB;)V]>E+\5 MQ7"Z61-BB5^"Q+?VJQ'44/EO=.MX* (P(1ZQLLKD'CQ:!#D84!+=%LGLF3HTI?]U F_2A:VEY%&]'45 2AHVIK%S3Z@V7Q%3.7 M"^U/N%@V<&U3I 3>SQ(G8I8TX#^?G'%=T%9[RY\4'UDLG_7F>|->9U5NG(C*X7$..U/>? #U=\(H:W^,82]U<^%T53_LF >[.\CAI<' V._M"2 >E ,A/YC1]&O)ON2+BB_A74PX)7&1,033Z@C-Y0E7(%HC*"4C(G.E@".V M(E%S5DD%KKY$,O#F16.S>5]$63C!V7!6I:_G<;Z&X#IR:0<')47.X7%E4=)I MGB;1ZXR]5!?I5G#>/=MN'5-8OS@N9KVP6M/1*"\YRH19T1I/)+OQY&I#'190?6/L!+#ZJ M=(;]\> ^,H5R7[#R!*U]1E-GS NDCR0.G-U4:U#XE8IS(&?9TJ%SFWF=596 M-$!?ODY;9AX&OHE97(2_:9F,0T0P3NB&ET^W-U>.M3_T+X;3!!QSB8|@;DDP MH4QI O$(P9DSJ_+"W"7L8^PX6TU/2?9I**I?LWMRERMVC+F!M+I/U-6)56N M F*6EVS!=RCQ6PXZO1\XSH8TLG1O-Q"MQ==(J3X'GBKPO:"#DF67W<9%O8XY MK&21P.&]?.NFDF^"HTfG H__QJF)X5@G35E4U33E>YEZMOBAJYSS0]_P^?YV-A^'V)'"_!A',@>/LJ8L;K):=8L M+EW;3Z?30CF]2HF%'-M1K5Y.5-W6@!*- T5P$>+$9ST0%3NJ=2,.V$/1T2&V!?!5N .=S6?Q3#DMDF!) MP9F*T#B6+TWXO$+RNBKYN!4+A],BR:)DS5=PCI01Q$$>J@HNN*5YLT0"|\'01VD8_A9<#5<]"1/ M_ATA(^$GA;I*]X6IASG926Y;G?9J9%AYH^O(FG&+8J+L$&T.TYLXA6W-A#U+/=\NH.6@"6)BZXAF,8M03TGFB0<-ZN{UM5,2%S%#,,UN-Q*D50B^Q-9> <5=YH2.=T[29%,TC@%YQ7.1X834. M I22=(HA/;>$\\ !O?@=CE<;/2#M'CIR1<0./K&?>L?)6X6 M>G;A;E%9FW\C*OBK=B,JRD5Z42]APMS-DY3CRG9(H2K MOGL0&L,OB" (9;CY2>'Q[E53_?F0%3>$=W$=7F+@>65Q<# ,U/>A!@[0]Y"]T MM?Y?\C%L^+AVO(2X2]M54I,PB$E%B9SEJM'9QB9_55S8TJL HCD4M?1&>.$% M3THHX5UM'T0/\%%F)3:R\XH?. >4H8&R<7CPVD),Y*+5Y20H$3;G4 ^ M/.06.X%R6P>5;/A+.;.U-]1@\E3;N+C\2-3UH%4(E3KP&BIBA%,D>9E$2_+(D56.#\41S?1]>/&"2L7G MY_]C!>3G%;%"=,C].HM%]V'D603][HH/KDZE+WP651.'[@<>,$Z^#_C70:CV M+.^W$)!+T=0$Z^^8^IA5 =@&E.IS+|?^7%@B4()@ O("??!\;40[@~_ ML- 83Z4/?'I9)S+&5QFZ%WA",? E^,*X>PLT&#",E7PWS7[+;K/+6?8+_\^7[IT:I M1:N)4&8O=+6&P]COIC_]]O?;GWZ^_(Y_;PW=#DQ"%^-_S8M*1!V-1(-)/),/ M^B?B13]9<5#+F-NW4.@B]N?#M(1=\!U^AUQ]TKY M_XJ(XG?:$%-25+T_9PXO_PT ?)5Q> 1BXSJ^525<-T7EH051KNL4\L4_MD\CYR,,FA*O6>Q";#EL@2K1LT-]?_3)U5'GS'ZYZWH:U7;G\]!"13&@!'Y?R M@O'%!M.1.&;T!0(/\%5&E,BE5Q9WLRI;?4"F!%%U5YEL/F6@C$R%]9$,'JM 1M1RJP1^*.0;$NHQV389QJ7UA45WRY^(6MJ3P]M*<5=PDB(L.?I4&7%B=E(Q\P M-_A#G;*?? IS__2>^Y;G-XV21L/@J!0^F&|QG#$!<9 R@--W@N3H0X0I$;O!0 M"4('WU5Z,](CBXN48."&4Y_40$6--9E\4;/X(L_JDI7^^;EQ@C78&]>.B\"= ML)NID:4RGY'4'R!HK+1#YM*0F* ZKL2XB&X")_#RJH&OB(G?K=0(8|(K8# K\]F.HO>+|<W<|f(@>)V!*8UA(0//4MA MA&+@YN2M<*V\X^_%MCRPN.H:!.G>Y?'.K>E#C%QCN')>K40W>F?>* MXR+ {"^MPQ\&QT1%MK'$6^KJ^*O*LNF)}(6B&57#QY8W7$F*NZKRW)O5Z :HB M 6#@$#6;98+4A)|$!D-OVFPJF&GKP3M$VYRK$IVX,3!OJ>"N8A[)_%]M UJ MX&+- %V[?"%:H<%|4YLX*3-D7_O$XH;XG>/WBN,CRPFJXQ4@E;"=V4_K@&L: M.#U)LL=;5CRR8H@M+RUZ-R']NC+*%]4,M@M,=NY),2WRN(Z4 MIXL|8U>9%?X?#Q?I4E\ ]K49Y=\PWNUH!Q>M^Q5BF_//WIX&U:!-3/QE&8X'!2_R\VBC!/SOM.H.M#I8%_6SCO\5E9S!)W_\GY]__.M+&? ^W:*12!KULBQN+R:\EB2'X$S_K+O/]@P%|5%V>C/Z5'^NB8)NAK*T"WSY\2^?IP6[_[>] M]7YTDN^XX%.]MS+HJMH"S57;K6C0"G=7\[>?D55N \A>I>3W M2I;@=5J1&] ^] (9>8^WXA/>,&*84HK;< \[,3M.(AAY .E#Z1Q&K(.[]IQA/ M-A@((]@XGH!8?L99X3[5'*AJQ7'E,D]C5]C@.;,8:-J40570/..L1?P\(>=5 M523SNM*I,.8T8.L\V5_K5 A3>!Z>9UVXLQRZ(P0X97\39.B@=Q"%U" M#+/K{(HFA=BFWB_XN1+Q237V?.DXT@""=?9^N T7TI&& G7%^S7$\,)C@NU1 MLE,(46=S8S.2>6I)HD5#USD? M_,5N\G+_EIOQ3#6NP6=N^:E,/B>Q'(5?V0 MV(E/B/EF"52CL#+1JX&)%#^@:E\BU557KR%*J8;B2L3/[$:GM2X;MX403",# MV R'\B>$Y(1W90)5NO>4 EP"_V\HQ>H@ZRRBX3@_H[!7Z#^ ,K2V0U@1B$A]8 M2BL(35NXCBK6SDR@AW@=Z=[0I1)HFRBX^]Z>V*00=6;ZHX":E9M.#T)[*BB MX6D*IVB36.\6U S,-PUBFG9? 6.QF"36SHPK@2;FRJ3]+2V O&K M:5L_Q<)F;BB#FZZA5\WBL87?B_KE>.ZW%_;43\ M[@#:C.:C(KA4.5%&B+8R$<|%JDES-R%,8:%77I;5P,71=+*%FU$%.|->N1B MJ3$5?K'4C09W PV0-V'>VA+KVL@C6]B8QG&//^-Z'5"1_0^!H7$1_0^!H7$1:.1#O' M /:%;F/:R@&L E4AW'4 MVHBXZ-Z@12P@C:GP RB@A/_!DO}!DQ<,NE'IF{U MD,6;_]"1G+(B@57\]JF)\NK[!(}9Z(6K%/BP6+K*/R81$@:F>!"FX;@2:R MM7;L3[JQ%]0(]ZW_G%30V(BEF/OK]NGAD8 &Y'@CK'Q-R6Z3,IU7M+T!;% MWZZX0IXQOO/.GUCQ>IW%=W2U<33AED(P:GJ VZ98B1,M#U3%?+J-(=X?:. 9@ MH>,E-<"$6Q()&QX #8>]5@45*R*[=?DQS4LVRV^S=0+=UL%+GRP29KP@&N\P M9?ILH077U+-D)9Y@W-Y-K\4PQG^HA:=?>+YF17Q>% Z"- GY$PH@=DYBNM*'B M:W:12L8>N;3UG?\[S ^#E}TW.178&C2+8IDXXG^]=IGB.1!0V.MS("MG;',2I M4&B)B*=#:(/H-N?2=+YR%(?*[^N.,O53D(LVC/T(@SZ/HGI5"W? ;G)6_N>4 M6;*TCKJA?"O:B-K*FQ?)&)O;#Y#N%R:D^89H9=VO3'#>?^]+@H_Y:IYD*G4L M+) ?.2;(_I[$:I&L#[^L0\H.9A#M@/9!;X2N5+9(QQC?V#3FH(:]"6DLXFD ML!1\S))_L_@ZA@!_BX0V@ZV^0.J,Q|UWBF59KUA|QZQ#S3M]"M'(\|XE]&ML M[2=)|YMJIFON +M3'@Q%W6>CZMOB|C!0P|Q*L]1B-Q!/:GO&=[2O?@U$S<03 MJ+&/%FIG0L^V@@G'U0U<-/&:_^L&3AE;@4W?3S^P%4IR/0+!S4H9T10R1-EX MW-T:(H[?H!#&NVYA/?+F #!GS_D^K4"9.$+R MMY&_">?=@OPGO8/$8 M>.=+V[UYY$:.E? BSBIX2+_N?]"VITVD1.Y5E'[R)T2GLL%WO.9? M]>9UQG;/@:/LVGTE;._780^5QM3WZ#EITL'2OS'D<\.Z). MN0"YOD?.-V(3&:F*(;97LDHOQM:(. (V1TG7YQ+!W$$Z7K2;E=+600UPN^ M$X.H/Q#12;B[=)QS+UY;$54"X46M0^;KE)*EB-,Y6]+L?BV>?]SE*J/M7;V= M$O;@'T?0,O9E5- B$ RT<%).F!4F+Z*PR$*CTCV MA'Q/PL?H0(2V7)XV+ _]R)%?21?8:\|)"8M0DQ'ZC|#^+Z9?&QI\)ZS<4U$ZI\V#%SE<#Y" 1$!8 >GD M&CA? BY8$JR-&Y__4S1S=ZG@M?0&T_$V=E66SK/7=UCPNSYR*]N7P;*]0_-L M&F#G]\>Z2#?K;VN5]^F/%%%2LFF11&^[#A_WZ=-LK%XE/E@3-E;,&@\1@$*F M9;PNRYK%W4!&0;%4"_3RH@?56DT6ON"8+053//Z[N#?L_'HKY5'/P&KI02$ M+WB75:7[YA;V3N6[CV;8>>[1]\059>"UY'OMQ(T/G)"C=!=M@..A#)/TE&O M!#LE.?1*T//3HE8O4!\L",,=*6X;W?2Y>H-><=IXCOGL+^9I?BOD,3 MYC#.)]+?1*&7;NX"'_?6O8=NP- #09#2'DL-6#M"$$C!>L-\N+1S9VG+$<65 MCM+!WR$*3D&CJ]8I.%EIL'>-\+@0S XHJ/:;<+C.Y'Y[*K"/HFK[ARKK M 68#X^.GUVI#KX)\IW_BA.^^UU'$$BAWDVT; <|:OZKS^/]JF<#,^D"B5P/1 M:8DG4,,#OE6;=!RW2*MJH:K[3S?\3_R?]3_Q_X/IG__+?P!02P,$% @ M5%H!L60+]1)P$8P T7(& !4 !S;71+3(3P,C0P.3,P7W!R92Y%;6SMO6N3 MXS:2+OS]1+5_0<<;L3$;L;YTVYX9S^R<$RI=NA6CDC22]KT^7QPL$E)Q39$R M+]4E__H7("F)(G%)4"03]JZ-W757%0 BGR=QRTPD_NO_ONR\WC,)(S?P__'5 MNV^^^ZI'? #MP7'_[CZ\>5E_W5X/)Y*M>%%N^8WF!3_[QE1]\]7__S__WOWKT M?_[K?W_]=6_L$L_Y6V\8V%]/_$WP]][,VI&_]3X0GX16'(1_[WVRO(3])ABI M'@EI@V"WITA,Z'_^M!^,WIW]X!'W1-;#=3\1W@0\A.3FU^Q3'^^AOWW][_M^?/G;_S@V?!H MQ^?33S]F_[U6+12]QQG!(+'+'Z7!. HIR .4)TS&>TX#^/)X'/K9;"XHIRDA0)U??$ MRZ*)(^'0+_P9',&&,]V6Q>@8QI#-Z8]8#?<$C^WT0B\8H*B4'A1CG]2\3]& M>]4&T[/]+?=TAOBZYZLXESCSRD%!1CGLB07K&.%%F%[5)'3;G<9QL>L&X7RS M$F!!<9&? 1%%"0EW\.,6@+!* <^Z!"=SW/9,DV#N_>/Z[9C1G! M+%,I!<4:Y<@G$JIC;&=!?C-J==@]!IJX>@BW(!1AE .>1+2.0;[H!Q_>4A$H ML"@G.ZXX2'/"Z,5.$XB)HQ?X).$ HYST9,*AS;U;T- R[U9QI44\(]&0L#U= M$\)_>N[6$M\DDU8 WI/!1%PB;M?W!|(K/^QOL7"7]F_,\&'75 4"CC.%4F9 M>%U#G3AN3)RL2V/7MWR;]G.IQL)4%26@A* ?IGXGG_!(//_HI8 M4>3)OJRRS\PBI0%A!]B IQ42CX%'@)12E, T%#P1@0%(5"CN@[%(B'$WN9 M!36?U!IU4@9XJ(:4. 1G8AR89'BTV+"^NP^DZ$56WD/9?B+:.D#Q1W0HRH5% MBY\/!W3AV09RGWFI(!1MQ%!8KF@H(*!VEN<=,YW)0"X5A(*,&//*%0T%Y-&. MA%LZ]7T{@_Q4WZW4P:VH (4=,3(5]FH.."_G. ^19_??I,AS2H.S$R#"+A02 M*^W&Z<&,5?]0=RA 758>BCOJQ4JQH!TC/X^?2%CE!K,2YP P9%V0='YHA=Q[@Y+LB$A"U-8DY?XCG]H-_FF"% =R@]1B$P M#"@#9^I&Z<-N5O8^V/$E1=F8$5:!TH%X+% :{RZ'@O[ZMR*EOV@WX^R=Y5E4 M1>A6@Q2\#A>99]_WONZ=/!-IZED_"CS785K6R^OW\@:NUJ:-%3VFG"31UUO+ MVN[TX.OIFK%OY+WXI=6Z^.;E2%D%V2I-DKLVKPVI?/TYJ27;*C3XD&]>G MHYKX!]_Q@H(>G3-%9^_N2D34:T8UNBH:W.P0T^+E8K F'YVHWS[VD MPYRPDQ;/)C7!U8WA-F(V?!]_,E6Y_-?^B^N MA%V=-EX/Q3I2%(]-X],\#':6RPO1X0AV+&L&;?K**N'!$-HYLSH.:/ #PO= MNB<'(UU>7E -+2VT!%D%]WW7SM.5$SPRJ{E.-E02PH.@?YBTS*?7&Y M'!#[MJ#*7VB*5V."+; @3N5$+2DBE.#@5:4O$",#E,2 0%9V(@<14]I4^414_L M(;EGRV/6E'Y\|5"SF!A@=7"^GE:)G0U!')$/YRYV!T?O9\1F*QW?R(A[06 MHH]OPQ9$_FM)XCQC=K^>_-+H.#!,'(K>/7^,@S0IRRH%#TC$1%O3=$,5G;T_[MM-D#Y5NLZ)>EL/=0.HK-DP\=]-P9?E2&"#++7R.H "6G>]5.#$+?LZ/0L0K*W M7"=:.#0B=!%+-^WPAI)@G&&@8HFS42O;6\FI0AEH^R8.9 J& SM4B#&@_XP.SQ.9T6\FL1\NF3M*3 M]+P6E*F6+0)@8B 8H!-5E@F^-8.3TK*M 8R(2-;.WV&K2(-3U;(5 430*Z!E MZEJ/KN?&+HGHP$^#8I\"CT(%2C8[=R(I7Z%\".K!O:CFD23&@=3V.J\7?9E#Q5*T 9.LTN49SH MW*16^ZI4'H<3KP*4F]8,%MC+&*&1'Y^9H4AF21[4CD%L8RDEK)@IM3B0RH_-Q M;4 YBG90#QE%/2A+K9DG]$<,"_ ETPG3FM6NFM-*

;,%/K#!S*;W?"96,#W8;%^1QB*Q25A[+5FJT"!K=X,9,.#\W8^T'XD=6!^GGFK4(,,7=\,801"2Z,+74T8UV<$=7IT(**-65N$I)**6M&6E:XJ0Z*? 0 M0]>N|SAIYA3+6UBN,_$'UMZE:]JAOQ(_#Z NE-]6S#2=T M'$9WP)8DM%K4Q MLD*?)=`KVW.R2|);Z2R>PW8ETSFD+I3PUBPJG1 .1Q&=\"H>,NLUG-#6S$*= M$"I&Z88WY_>N'X3'UP4H!F+BJR6AM+=F5^J$=A%"|HJ;.M*WO3/7N*Q!TVK2 M+!LW/*.HSC\@&XZ@)E25NK#+76G8D6+3*/WXR4$7*;1/):MPHO7%YE"OX=G M"NW]Z.*]_WC+'-K:49T"/0_3OCJ]S+O54ZRX,G(^]"O2@VI@@IX_J&3=[B?Q M$]W*_'$>R5+^ J16P\T4U0YP(#/,(2U\3U"'K6 $[7U231%V"8!Y)\B3^(JGJ MI/!OS9W1)%VPU/XH>Y+S&ZGS31Y>0'<9 /W(#[+]R+FA7K#IG9OJ_>G!M[+]R+GM69%V)2R- XZ<^]?>B @3GXF?D#'54.868UWYV8V?!D4TVZ&!]P+[#8@ M_5]G;W(;)$U&D/>FR@(K-@8:\-EP$0:T?DFET VWW?ZSL[U?=9+]E)OWF^)(0!8'SOCI9])HD)9-4Z3I=Z7+*1MA8H1\DL3Q@D[6CWPQVXDPP1?7$ MJ[M+^2G;I?ADRPZF9NU3-/8G^*DX=8>@4-K7L-/,-FG3@/O>?!F 8F'L1)PU M=Y=5>6^9178W8Q;XP:5TQS2^ZL,#L#YZ*D]-LK5@0=_D'_"E%O02D'TS)Z. M2%<2KO+DONF5\3R],$- =YNF_)<%3("2AP*KHZ<3O9)W#D3RZ=\[7! M0I^)+WH.I_"E*=7!,*ON;Q2L0Q9.K.BEQ,3)Z@.'IR4ST2I4*CCZ-RI%.N ME\2RV"-A\?2LI=?14A(58!O%&-)L!CV? MJ1Z)M4 RE=I<S6BRJ[0;0L^#V@B]*J!,C#O+7 -/1Q$][S0_^OPA^Q>B):W MW7/[7K'U?[P?V0?3W7O81_'[*U0K!AG>3GPJ85[++RSJT%[UF6A5C#WK.LZ',K M@U*+F.TZV M#D-RV=&IX5N2503):V&'Q=:A"8(#.EFO++E$^ZM=Y91A9GZ(/0G=P*&]#F-4 M%X"&=>L.^Q4ZZP#;U(T2R/0YNYL[3$*FQ6G'TG#7HW^#.&Q")'ZD",ZNTY8Q M"S1HX-<"RHQ%H-KU3*D;(EG>E#'K>TV6(5"U%*HOT[MQ$,Y(O")Q[&7V=[^A MFTP,^)3C,+LGG\M11:.MVF+J32 /TJ[2H9*.K+[-IV?L\PW-<>ZRQ;0:\DT.M_Q4#&5QCRIUS4\|H MOU;3S,QG+I/&&QM_?6_)9N.I8U,YD8,5B,?]P[6-?9&'>(-L#?QNM\2A_CA M=%;T-/."SX(L;G_6")ZC+;??2IHP*D3L)!49QZF%=CV#!85N I]=2O/=X8&> M>R?^Z>9UWX[=YRP? LE*^.FV9DVE62&3UKD=-Q-"?\;.NQ[7%SA50&W_&Z3O_MD^2W9M?!DM"EW78|\P^"P9N[RRV+Z[#OD40X7.HK9+_CJO>VM>N [9!+OF]0[,SR1\#")B1"(H MFP(%SDQR41C;5]>A'DC 0A_6IN4/:LVSU^D47B_94;>IP2!'7>6_1OQG3'A M#6A6HE@-VU/8!:]EF0T9N-E%B7^ZOJ\V4?#*HCL/N]PF"[%]*3]*IL%##PI+\M/GI"U'EK%770? 81=C340=FWQ5C@CTR-SN@L/-AN68OH7FF&Z/0]?5U1_D=FI*88AH<>\(BL)W-9ZZK]N MM]..V'+OS*I=/IKD*%3$?9:G[X#5-B$'H"XO*F+%*+VRV:$JZ))XK)\+*Q0L M.QJ@E=LR(1]A^ZK"1_"5*<[1/*RI(Q?53.ALV+0Z<'!Y9X)/8:6KU9X)Z1:.UA4=)%^9$AUGS85U]+L',54U(8EC6ZM*"1], M1XW@(*OL>V$Y/"!X9HUHME%"6L>:A- >0ME4S!+RJ=38B3AABM M+(_-W4T1:<1]*JT9C9L3E7TL3-O8M .U(.W &G2-:.?>Y."P=%XS:O(-+!\ MD,=171.J$JT9^]!3"0%*KTL5]H+(|4D4L>0T^4XJ_XOD$2:!5L#WJFY/10#H MW;2ZP)%KXG !5Y6N[^.;JXH^DW#' C:!!XK+*E#R6K,Q7L&$Y/C PP6=N279YTO8?#-E*Q?55SK- MN!+/)%9)6^S'5M.=163HG+3:_B1,T\)QE1/?(+Y2V21\'UYQL]D30483 4*UH MS3#8RG@&X88^OHL|/FY6QT&8Q]]PY(?Q#6H(RGK7]L+K6-? I.*U[*4RFK!>G M2R]:%Q+@!:$4=FW'TZ!04^)7,+?#,6MBRPU7DJY-@/KC7!^Y&SZA,4G9_S$S MY|/ED31 FL+CVE2!4[,%2Q=>_$6A9);(L^]DS_,ZCE[L]&K/D@Z&$5T19:>[MKOL!5=?V$Q;#3X8X7'VIRGV"9NA&^R"RO]AD.QI#?HSRTSJ^@EQ\A ":5+? M;GL!SF3T6A2[)DD\W_^#1EZ? <&&GEO?V@_],,ZGOKO>WWV8(GE'8&>_^)L@ MWV5'25"%=I] M.R*%*B+V-JO@^5MB,IE6>_&\9]MX+XB+V.UQ@'ECT9\=-//)J33,_KWKD$-6_6A=M'7K/46]!PG0'XMND\/? K7X>A>@"Y+[GE3M"}[A[LGLD(1]K>0U\ MR*5J4\!?+L?YZ90N6)CXCOOL.HGEB76\7 8?:8ERESM;>,RB(ZT^]T"ES9R2 M^-CR->)2?3D=[U9M^\[_K*

.665RLM:4B^,!*E+,4U\)#'!WI[*D#"HVME,,' ME:L*E^I:Z76WRGI/S]-TKR-6U8L"^(A*%/6BIX7'1+K<[Z[I >6.-OB;?,-,M* :/W]+X,?'[W6]%VD9(_VK4!\&*>(0Y=!+N9]9.<.00%
6CW!RO2XICH.HX M"M{LT^>=Y'RS<6T21F-?H?6 ;F >FG<0*3$,= 1!X65!2)BZ+%-C'(1:04P M%\Vf@S2X ,C<]6R4&JO/'5.R(*T 9J%Y?XX&"P"9.Q\+P9H%1:6[KAW/M98J
M3ZD0&.WFO2A,.L^5K7N$^W9,SU?>@7E<54!SRX+Q;M[YH8>W1-*,84\/"K1' MK!?*]4558& Q\(UX)#> 5LG:]!0E\VI<958;GK7!N$9<&8H\|_#9PLZF2%!'X
MM">%P0C"GUL)3&5<#9+!M@ HIR !4'A94L=P[I MTR.#C3EA[^Q?0Y==D"/T4*^D2;<-,& ^MG)KU:,n'4>?&C$M1/D7I#)P^5OD4 M>]319:P\46BV
2:RE6.W/I'U,$(G\O0'BS9]O)I@TEHYGS=!FA@/=*HJ.U1M MRF0M@*EKY5#?!'5J?#]FD#,|,(MV;H]0L >N#":N%?N /G&;J* /NS26K.Z(M$U0&
<|;*C;&)P29%I>MQ9CTFGA5.W2B&>+HDQ<&\M&*"[#&65)+CSWC"P[*H M+)B#5DP1C--/>F.@,5K]+#F%@1#W=HU3!74 M$ODPK)U20]E"3"V;,;2DV++DZA[UZ$X1.?
T1S"4;>:VDT9DJ-C%)7!3K5" MG%IX+(+4#3 S(-0I\#!01<@[.B2I'-JRR5@5ZP2H!V:DE8.I(L0)+'?G\[&3 MWCJSO!^^>_]\5B.E!TI9#4Q*^?1>@.C;7$[P?^7?^)H[H8J..0A.5!C/2
MCJ.\7DRL7)#+D..PI#M *07(G^H7(AD3\D_D_#0"S8!V0+@DR")O$.O]FB M3#@]UB3QH[277=R///9GOJG(4Z'H4N5@-3OQVV;?/W9(8T/'"/#;E;XOX4I? M<1B1F(0[UT\A8F-
/6U4;^!>^]DY<4- Z/10L-W&N0QB.TVI#.Z5'Q"(@;#S M"@?.T!/&X?(C53!9,+2N)=\|%|6-B9".3M&?17_M@C M>;B.PE$4NUDFM.R- M-
4#L)]XUWR4;.B(W[41/HGI(/99PDC(!"0ICGO)1\F!4E"\Z7X6Q+-^0TQ1* M5$, "5A/W%I"2#AWQ.V9F3,4-?'+<6= -F[@Z+2J+>R=(B;Y/P,+4^:W$F;P7WMI+F/KDN2 9P20}?
OJ.3K;MQU.~ZECOADX\:1 M#_JEG"O/C7 *10L7%(#!.)92M!R6[/-Z,,.(= D"!'EEYW/M4##9&G!N2&]D@<8:\QT+B8!B>B;+P5D1GE2 MQY1/%GOY(*M3'_?
&54,,Z@-FB,\Z]3*OW5WV/H?$;_U!V6^=UNQE53M.X9MU M>I?V>'KW20N*=F)089^.!A06JE/W_MYE?9"XHF7E\5U)4LR+=A2)%%WIH6_3 M.:K6&[6+M,-
KE0,'VZXRW(W_'*8OSE?.D[0IOBK@X;F2#U@Y)F_7CJUC?R#N76%AW,@&;>R-|.4> M>[,(B1.`.|\9>]96CGNI*)4@R;]7#FQM)V.OH$?.2$]')9Y.B%&O-,55(D MV#\&G_]
$V7C8[N&3Y8F'@K0'2BO/@.Z%WV$Y(Z MG839:W'''>>UQ<=R01"WZ9()AP'N@1 N!GO;3 M&=9CQ9HDD9SK%"N{Y|+
<#%LG;_.48.IS_%[=Z,'CRMPONH\ITDJH.KBL> MR@-,$^_'LA,OK][+Z_FL2[[+Y9ATZ]/N*C:RL/'TM#$4U+ 7SQ5*F;O.T9;V0KI3+14! M0MW*M*.%-5>T&]J.GOJ_9K..@IN\#'@[9
PY%\)U'9J3>.3==X_OJ-=Z3O! M/B82 Y^P.!#S5NQ[6I@KQ.T^<8T6_K+R0 I:L>UI4: 6&F7^3_LAO2,.*P=$ MO15#7HW)AB4><8B>4!UE -6/,F5):+D+6
M@5!TO!#S^S4+XKQK"L$1G5SS*+7<2;!IO,L+)(*V1/F!'E!8G4R#?6110G&_& M|%SAVZIEK8Y7Y:,+ 8Q25B\<<3<[;;ZAYI-Y+1 M.V5/9#*8DVIS6)
M.8@EXIHU8E?);F>Q/'XK=^NG=T'!N&_;+-%%8<+B#=W*5/,_TH(O$B">TG*^+<2_[SNQ\]JY(7B^ED M-.SU5ZO1NK=X6 X^]EXQMZK1N3.5J6__GKA1FF=>/=ATVT&Z
MDUC]#V#,2:H@#[-ZU)4O+ZH0,66TT>7]F82Q^^B1:6#Y2V(3]_GB5F9AR%6B MB ;SV.:?1)8^@\S(J M%[&KB^F;384>PM[FR-NKV1SRR).05Q[>5\%ERM#[$ 3.9]?
S:.\GM%U_RP8A M>\69-_3^7!YZ'^,SX<<3Z30]"TYZ[L_QN&]_LS49KG,'''%2B="0MT](>E M9C.X Q;428C6HK@T>.M!9\JHG=#U;HK3D^[$'!$%/CZZ-
_/4S6O_16H\'#]KBCZ*_E431?C),] MU(0R'=%C7KU1(_MGC]4ZIED/+'"@'!(VTMZGB'E3D'VD8IZ6,,'"'#9_[PC" MPI2A.22/,.5TH:R%QW'ALV2Q+IV"A^:D\1(:CNW6Z/1PL1\/)NC?
N#R93Q"6& MR:*S$125QOE#E!T'#!YA!>3%1$Y#;,0HI#9EF R"W<[-ET4Z6H+4U$E\@:'^_M?>4MOL'_GZ2[\G2$3-/S?.C&9YM7B*2SB##2, 9G;($Z"1ARNNT@C\1:%)<&
M:#WH3!FW:)6&4':9XP_5=Q;_VL;\L9EU7#!9R.21_64PUX0)TD9DK3&F@:32'/;3XU94>9+B*FC)\E\;R8Y;|\ + M!;O"]Y5PDN5VX7</AKU%?XFW%2ST^[
.+3]B2>@#'V2T5]7$&52B?FD-*ZU& MT*WU, 1+0ZT&3]8,MA79LG5V2?9!R%99WG"KAH",/K:M)1UVB_F2[2F15'NE MO@,L>|(:2*M6J3]ZZQ6D,K:13T%1>,"T4]
(W(4ZG%%FM6PNL@F#0:.0X':(>TK?6LD<^B23^M%P. M+3.|+AM\0='Q'UC1$SN1T_^P\6SY.$S.GS$P*JCY='H/79T8$#$G<62%/G.= M+4B8FBK]"DKHB7BJ$1<$ ITRI;DF?
A)^OX.W61HK5* JFC). ^K2!H8#G;C, MQS4-HNATJV#B4]D2MLV%SYM:K:!E!;D]?=8 "9U9%HK@TV8/8!;%-= RBM1E M3"4\.CN+,-B3,#ZPQS*8KYDMRWNM.0=O 2T?
25WV=,%!9W/BQR3T+8_NBE?!.M)OY\6]EE@TU8!2V)2?W1A !2?G2!)^,/Q3RK"-)+I ZMD@,I1_ MOD(I1$WA97%103OD>$*?\)EN;[DA6SGFX="-!D%D>?/--
/"W4_V(OY\)Y MDP<>E1I-0%DTQ_ZCC0\ZHQ/?#G9D;;UH'#M%-.!\F6/X44F/3@__B^0YU$]2! &/OVG30]+M6P*37,!UFP,2IP!=]%K MQ#1D(,](9WF7P>NE?
DM0ILVQ*-5%ZI.";M*'Z;@A-Y6D#SHA-UFS;P$WC5S, M[=-^.,Z7L 7^?.=X]&)[*=6),=5TMBE(CKFYR@Y;2)A<"]^ZM>">]O!&G_CI M,+:VYY!L\QfGOF'EPYQY?
6#UFPL@TH(%G42A1^H.1]TM1Q3! 4'G[CRWG-*! MGG-$17>'PD^GFUPQBS9DN4\M8&]M1CJRHK\4*SK_:EFTDH3YQR"T1K]BAE^U-S0KEP>.;!_^T&T-3N35M
MFYZ5SCWMO[@2W1$4_*40(!"X6B$E.FU{JG%%^Z>!Y)**99NR$S%$"JS.4< MK[HBGBT=31KP>;O"(CW-IMT0TL2]@FJB'P?K:6317*^!$/H)LV9(X&&B;4=5# MSW32_+Y$E7+93//-
>8G)KV3\09R)P[RVFZ..9B?6D/[D.U/7>LQS?M&_)?1, M"-6(QC^$;=?K0(=:(L<4 X(PX[#8BE#)7BK-.XQL3/B2$A"?5?787:TY@5/I M%:06!H!BT
(P=GTW)FD@:UEB_4E>HS'LB;Q9IK51-$# EG?QPE[)ZF_8\D] MLI>8\[@@=7=5HYBO8QX F=;9)W$U9V5IR<7+>R6MLBHY.?(*_YJRE O~$*$K9CbY)M:!90UL5,9UPB2_A>ZGZG5V&M)4
I)$S92!)LA:+QQPWU<2*@+6%O M0FJRJ0>4*=-D-?NY>(:4R(&./$/>6#+TDPZE;#R6[!8MZX.V=:.V8.&F2<+JJ ME7[SX+O,*1"[SQJ:F7;_>A,IUSO
W;"9G'!Q.Q4DN[UYK0K5:AM[MJ^C*5> M:)(^<%\<^#F-,8BC>,ATMT\@J\(536+;=:79KP>9,8M]*5^W>*FO/-E0R2&/M;86]_63R9ZT]H6SB;X)PE])^=\C_J#<,]1K$MM1J)IV_#C?
T"9B%=?C,')%^ MJ3I9619AL,GS:E*(OY'Z^"'Y?R|_O-/>;N]4\-(<_P\W%\I^ZV#5/4D$X=\%/4D$X=\%/DBVA7]4M'BF!0L)B1@MJ?E1LL;R2*L@K0*-
$EW,G](!"7Q",/DXSW]?,,E3>#5YV8&'T?#AVDZA0_F]XN'-M=7\]F<_8C\/)(&[]\;"(*=S.K,O1LO,2'>:U-_R8!B1!P-Z;[*9[YAQL04Q M#88I=R.OE&.JOA?9W!?,4)IVAESYWD9CH.'?
A;Q2EKL#OP'YC?@J4<#5]B6LI@^I-&GI.PCEEY_5M1!?QI* M$W6 2(;,@BLGZOZ.G61:VP\=F\?.6]CP;:79SDU5B]JFF/"V8?9:C3Z/9PZ@W7L[O>XOE?)@P6/=6_>DHL^4O
MY[_TIUF;@BX;-K$XK&=3+1;EE[Q10H3RM'-(AY' MU[.\,Y'P1'[N..:\X;AU"6?=2>PIP[481>P>7/2AU{(#T?*'JA'8Z MEB-8/17
I&_I9'87^&2<1:03$.CBXFCG,5VX51*CG[^R+?!!984H%4-[25(' M?WI73<'|?"AAJ8?9!N]G-WX;)%$<[$B8';Y8L%44L2N SMIZD46:U6@,_^4P+ MV!+R7R^O UG#[X(B'VB/26A>CY?
J7]+S*K@PMTNCB MM_-fT'>=505IZC6.KM 4SMM_7G5ZE AIQB.7W$';65=8U@T)=I84^P-#^ ;<) M*N\.+.NKW,<.JORZR2Q*BN[-%HM&/ZIR:(.]FT$FAM*"7T4I"(GMGL\)#'0?
M=^R"D&Z*>6^69#SUM@A@3%L;VI]?F1RH_.SC@)?3?-M6.<[8_>%_4N9FUU6!^V4?S5/:B30R4I3^,:,K)/=/@R>LZ:[%5O22NC/B-?G M"P!&2R;)B4^G6]_R'B+"3*.?
J9Q2FZ2D//K#M37P5X64YEA1Ns6+&>WV E5 M^+,9NI.Z6^U+60K7[#N&6JCUQPX.\C0')5Y\+!MZ9*.6F/>N[^Z2G0S.4A&T MD+XR7!4PN;*@S
;WUHL2US+"0<1">GT!F$=Y!_Z4Q8P/5_V!O.9RU_%W.VC_G(V?UBS M7ZTFPS2]!GSVYH1NZ5%EP5O7![$28O%[J-89]>4+7)WT%8K7G"#KIN(&SB]TP M1ET5X+
(7'UW+H.)G]T$88DVY"'']:T++#KNP]K:V1;5LA)JV0D#;E&))GNE: M5KBF1!,"HZ0-(*51[!6#_?W_>4O;*N]FGR83<;309_N MJ/N#P?PAW5_W%O/I9%"\A(B>3_!U[*S?PCO?PCO?
PCL[""\|\Q>+_<7=NE)\)QO+'A<^X^<3"3-W_Q/[FZ^_^+1<%GR(<)-Y-8A/W6;Y9A=;'-]S5=P]J 60TGXN0I-QDQ^(!$N,G M$IZ[+|+\E=6;=!,#-6*XP#(5]?:?;.KD^;/?P
M\$U?)#X_'6VA2TI(^"P;M;(Z:#%PC?$K\ )[!D3>-7]-1G =]A&X-7M#==B M$)&8Z\M20%+_;RI/&'1^&8'CAC,G6?B3.A(/I;EZ[/+/\#:!3"J,=MZ[E M3 <<=*8_!(*SV?
6\R8YE)4K%DX8=B\JC'>.O94L. #H_YVYECRJG.I4J4[0. M[LC0C?9T.G;F&\E.!=Z$L3.!G.1A/.3%9$+!ZPL3>I/LAC M_FHU6O<6#!O!Q_YJ=!GEAYX;E>.>9H' #
(6^37F/W172@>E;CO83LM!X%$A M@LP17(S8H+Y>1;XM^/.;_BNB C!+LWF_N6&CHC=(XV!P^^^&[4!62]3 M+'_W*.Y.4.IVAN;E2P338*'G\V'76^FZ[:YI_+\/8+B7Y@2'"%!
S^93E=3B M"Z?*E:#=D!D*(%7FLOU:5\1V,NKV]WO/S;>YQXUC?QL2(LT1PZJ":F/(E&IJ M9#%T5@,A[)->>1=S<01(QQY7E,ZH5U$#VAG:Z,#36.[;Q.D(.M31E8T=/"X*5HA]R<66-
!8C<.3DG]R8:*[C0_?R@^_M@^UV-T5G=(E!WXR !P/_\MGUAQAAP]A.?X-.- KP;T:)"M@,@DAV;ZUN@]AQ M!P8IC0#LFU&6Z[4#/[#!{'6X.GC,P(P\7(?!W"\LPME9+X4G9 FL1*[X'[Z3
MOO?"=<+WYA?9>8XN^UGO/_C7PV0Y&KXYZ7&<],?^%CH7W1T*/X%=\-"6S/"'" M-.Q@APJ/[SIG]+0R;8K5FE_++#$KK*K4@FP1?5'QG-*=_TL,)K[\T0AS.O M9]DBJWP\!E#5#!
(52@G@JB36FR.Y(1:XFG:KKF/;JKTD=K#UW3^(,W%HA]V-M:QVCT$]H6;JR'S/_L)0B493L6,BZV# LWB0T\3ED]S-D!Z#.1.-0<[J]*JP")
MDEOZG(&33Y=J)4N>W')^P2N&0DP\C]AQ8GG'&P&"[.?]SV(IO77TIQM&;GMZ M.M[WX0HLS<'=V@>Q?>C=35%0\&_?PLC;/@+R#/[PKFQ$["\6T\EH6+[+8TQ. MP3<+H>!4+O"X-
6 M2[V>9=J+9#E>L(4-4,EL&:#..0^& [$RF+=1(08RO]^,67!7.HJA*V]0VL:<4) M*$X9$2X;8! :+-@_*6M@VIE\$ +/ 7[6.(=WK(#>4+<+ 2>PTI$!QA0M0U3R
M&O3(6\YO!X4)G=";N!+\]=4DGS&E)U"ZL,]$]IRBV%<\FR->B /Z-]*RX4F[>L7F4% ? M^^IEBUM$*6(M'<'R9Q3%HXJ5*A?"OJO8 -<\L5H%NF*-')+(#MT]ZZ4 =GD5 M[+M_#9$
P<64!*A4*KH8QBO'.IN#S\\]0*(EWI>C)0:SV:?1M;ODW5\MR[=1@D!#_.D#S&2T{(M2B?<=!L%SU9.IU4SC+421IH6Q#'6DQ0]@X/3Z/G#2IU53]T-E7N*F?XA]-4<\%
/\N(354Q#&:Q+NF(QJ1Y[@^*OF4B O>C!"I5\]WYBP@B'4R=10 MQ4E#Q!\F7)?'!0fKFBH.1% 9G/8#LZ'$"TCZJ9D-093/HI:NP#H>FS)BC_%!Y.[$^Q=O?5E"DJC^W9T%#& M$DUR!-
GT%7R&)'?$XK B%UA!&P0117,&$UM;!%%$A?<(\:0I]PFBL80]!< M=7U:%B&8 MF$'<6< [*W*C%4?,2C9"] 96Z.267P*S\+*R.MA+ MXK4$]O%H.#(%.4OCX(E=68DF_L
*PP/%K,]CZ]\|<[O0+DG+-^+TL++>/@8W_V M8;3]36:]07^Y_&4R^]#KW\\?9FOVUP_S^?#GR72*G86Q<&V^]*)L=)9,[4K4 M; ,W05JU&.B[HUJT")Z?
O7K<{K/HQM@*8]2HLA,HQX2IA5@Z@&IR:V%OH)HD M6H8+^CH+'WR_OL??!C5)"Y.GD1$X\AW#ULY\R3R]3E)"2KQR_B!=.8_+Y2EU M\62VIHMI&GJ39S%^6S:
[,Q45C9:"Y^>U(G$4,9AAZ6MB!M'1VHCX&U$?*X<& M;N@-H+89W.IK=#7&!B L?GB-D)WAWOK?X)>I;#7R^@FNRHP>CB/I M[;FO.[J2]_POV@V907<--8?
SS1<2W.C]>MAWI5I8%2!T4$?4^7N M?0B#*!JIV%[B4*52FWV@<]^!U>#346F$Z2&$3]A$TKYM)[N$SO/$.2]HX$*< M&C5A6P9O4E1.UX<.G75R?V%Z7@W2
M[AB(Q+S[H\|\.WY8/RQ'S!>Z7$_^7_98W>B_%Z-9(??TFUD7=9]ODKTD;*= ^MAR,[D/_/BIGGT1U"[V M?]%/1%A>V.]PK1[_3EH2C-.S6%O.[I7B!*2MZ@'],L2_V'M!K$-;$BZ4$3S
M!K5A"2-;2L.]6'GE<+1A2*6MZ@*$A?PLC:A"VAZVZ19)%8]Y;FY+%?],F(1-.MZT.I4=2 M]6=TK!+3=5DS5#^.H]:JAZV6ZL'E:'V(5=+[.'4@3#QO14C&;%+$<)?*F1'[!V*BDH_[4A+|V.M3
MCZ;J2&M>64.XX&J2"/QI6Y'2$;&_V0:/WSK$S;"G_SA#3G_X=4]VEC?RZN7JB>R"^R") MGQ8NL_&13.5002VN@&6@!&_-$13]"C>@QD*5S MBY\"[I
Q$N\]A!60#\7BG5$YE9U9.¦_=60'?K!S;7H^HXH2\8X$Z9.& MT-K8)U&U09.Q0!/'HTH$"G M#32?U9G#VLM3!Z4!-G$AFW*F012-J8C\X2ZQ[OQ59MV9SE>KWG@YO^^-_O4P M6?
_2NQ^M/\Z'!:O/F!'GS>CS9O1Y,_]\&7W>C#YO1\WHT^3.TJZS2'R?8UT MKP7]BLG:2TT7L-EIX)8#$^ZJWSX@02<_%3>V!9=E9/9<4>]&@T>EA.3Z-E2Y9 M$W/RMJE%7XS>-
K50F[JW33>W;IO;5;&HQO&TH&]LOS-O6?&2T&=XV8\YF;X&TM9"]N/!+%;;XI0$%+ZM:3_-%:D#N[!0&]TC M&.0 H=M9"'%(P+LPW]*?S7$-_*)@G^':HZF\)89G5!.L#;?
*Z%@V;M[C+OJ5" MMO-TH()149>$]PNMI*J#S-;51%1X50EL 'E.XW&'YJ,Q #JG/&X#$NT>\|I M6/55QQ!5)2#Z/YF!/@P"LP^ &CK_KOF=5RW89:*8=BS,I!L$NWW@IR9SV-&0
M7^7E6UG>8)(5I)@AR*=N]4Z)@N*&$2)3-FY 3*$HNWT_+ M#L(S\CGIDW1=@=7'ML"B=8#Y*;YYQ_-YH!3K+7#*C@-J-H*PDIT&CB9NX$
M:,,"/@T+-=#9]GZ[^&"Y7OYG;!%IPW/0(;NU*2&O) !NZ$G)[5 W)8SP(J%!A M1*',_A6S+#51'"9,3/E3ZL#]V G^P/1JP8$^P]*7A/YV&Y(M[.?\QARH,G82
MOBM71RX4YEWAFN\)BSKUMU-BT?G M1Y=CT4)"\]N_?B=[,]62#%;]M?LR=;1
M]+\;|:.3_MUDRD)>K[NR)1"__MQ*8_E>N(O)L_C6:0CMS=Z8F@I3]KUM1Y(G^]5M",]5WI2:";/ZO7$ND M.=_U6T(S#G2F)?QT[}]72X#/.1]L#LTFT86^]-X >+U*<[V>($;W=]$:5VL#
M[SD!@W3AP7XA^4_ +2!'WUXSN.!"XB=-$?9PJDZB JEK2!"UIN*6'(4(VFSZ ME4:IO#NLZ6?EEQ- E5\WF45)&TWWTBB9K(^]"PV@RF:0]:&T4!Z+0K9SY6&^_MV;@V6>TMF\OJ
(KWUP"'^*8JMH5W%6Q RN5NZ"%?XY/IS-(6Z4!0[YOEZ]"MR M=P U02P+'*#K^Q"[&Z!D/>?61KP+|-Z, @Z$8 M'W0Z2QUECV+,-P1]H(BU!1]J6.LH]B#P3'3?N%.C?K=K^.KWY
M"^=05-\P,G??AU3C627 MSR1W?M[+WVN:??AZ/5K>]X:C.,2WF5))A&^H\Z\1\LICNW163T$8KW-JP&X< M7BTS+(MR7H0N&YY ^&Z:BUY5I@L.08+R9E #4;HR00*|\-TNK$/G.[-
R+PNO_M[.U2PA,&W4AZ6MB;

M404S)OHFUF61A(5]GS%DJ59E214S'"%,HH)H;4];E4M=44YJ@.'J'7*=E:WLB/7:'}A);J%#)C'%PST_>=02#=BDIK-MX)G8*WA5=Z(
6=O9#T5A7)C!Z4]GW:4__+IDQF;!A$'_7OCS[4\5E_(43GT=-MPRU4\6,'#7%W7^+%Q{AMW4M,.^M%W>7[&1PEHK@31%EO"IHG]-M@U&IV.U/%7RY"G8-
0R_L"Q_U.TOB.]"PQ';^9HAR\!2]L2<49?)CG[66)(I# MUZ:C(K7)//AN'"U7#ZHSFZ(:=&9MS2;8YM"H,/8 -")/W?5OV*6W/>>,;I*!1
M_]ER/39%CH.PS<9YQ7Q1^XO(>!/@BHZ!3SE($I*B>[N"TYFH!;P$ZPW1#9NI"A-M24K9% ,+Q*.PAH06'1+LOSC/YU]9+>R8/$,4 MMQ%RT55\X%E1=`I&'XW.3>4')G'EUP]AY
MG9LZ$3<#L)F*E+6+DSK(O30-P9Y]RR7>?/6ULO/-M;OS$\JS2_M-?\(_5"F.&=FOH]]*:-$+4Q!)=$>Z2B(H71;1SCZYOY5L8WE8E-MU6"Q#F@WA)]-I1GZ:R)XVTN&Y=$Y+9WZ+J.-
CG$AA108DFE#JQ7TF,&FIHL: MV!GXCL?("OT@B?-]+8=D5]H<"_JAL09!GE"&S.0%O;J8=9;$)E0X9ZX]*"'-M@&.>3&6TGMC-<"Y*OTA"EG75VM(>L6 L-V)9!ND.X\#B.-=!GEE-
/.QT&H-2 M:*QM3E=@4X:KJ-PPQY_3/14L;A7J0_DUW="FA]<-Vl-DP3CUi)<'H6IMO5-MM-"Z8:U8A(%-B!.-*8[N-MLKLM#=2565G55J#:8.I,#HV3V\%^Z.I3=ZB#Q
M?),_CIZ$M5<&6--0?;AIXYP.RJ;J2SK/M:(N&BU#M<5X0UY#&,,K2QW[;7T+ M[7O3372&VV!'N[T7'-A9D?#9M0F_M[,@S5U*L@NHT3{(+;_X]T$0Q;,@_H7$
M],@;;'WW#]D]EQ8_"54:T^UTK;/R>O4NFS?IS)C_BI63Q)%UW0^HAAIKA43" M3:BV*&]#%G(_NR0"O OYY^-_*[T(N1]/^>C3L+?K+]62T,N2U/KS7)G4!0]*CEGRU^=X;^MJ7J#1Z-
HD&WON2(X%^VKW=IXZ;7*&X M;Q[C/0[Z]N9Q,XL%U8'$8S&'P!5"7!X[B9'ZW6*EL.A3S9?Y<%T'AZ"W%^RZ-MMTH8^(+=?;2R/&L7*)XBJA;#GMQ@[]6)Q#-
@7GLFOC3ZZ%P",0DGU.94T>%+ M"=$A7X3!AJ31C8W)C+HJR6Q3W@U.1")C,X%E\SW>51WE%W'8\]J9!DN4SF<+(QC'(3S)#Q>ZUF1;7HJ
MSEU#/+_2N[):37X.!H^3$>]^;@W7XR6_?5D/EOJ9Z^_6HW6JUY_-NP-^HO) MNC_MC?YL,9H-)^N'Y6C5&\^7O?G#LG?WL)K,1[M5;S7Z<#^;K<^>*21_5_[" MDNR#,-
UX*_U0XAK8_J=RSR;^)@AWJ5K<'?(_@KU/&HV9L49&OA6,K_;JV-3+BZZ1RKOCO)1 MD^RBR$ZD^0QOT^=QK ?@ZA#\C7R&C*IJO)2:B:<;,_) MT?ICL*$,L?OT6M?
(=W#SFV0X%#QN?<=)KYBM@VG@;ZZ&ZR'O93+^QRM)@O MU_T[VLZ;# ,-:_OF@WWSP;[Y8-]\L&\^6&-8>O/!OOE@WWRP)ENS##Q.-6C_MPG>$MFY--M$A^A]MR6A^'!-=I[=@
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&5X,5$M,2YH=&U02P$'"% ,4 " !6@&Q9$ LH26X(!> M1@ "@ @ &?" 97@S,2TR+FAT;5!+ 0(4 Q0 (%:.M;%G%H8QOP@4 &0> * " 341 !E>#,R+3$N;'1M4$L! M A0#% @
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TX 59-2219994 1200 Summit Ave Suite 414 Fort Worth TX 76102 (817) 529-2300 Common Stock, $0.001 par value SMTI NASDAQ Yes Yes Non-accelerated Filer true false false 8741161 0.001 16277189 5147216 11070622 8474965 43409 8400 43409 8400 49344 3008349 4717533 1079411 429428 608411 31908408 19005869 42029142 44926061 3601781 3601781 8321412 3084278 1688963 1995204 995770 1257956 56637068 54865280 88545476 73871149 1301362 1924082 150611 77805 150611 77805 8256801 7676770 2285374 2047678 1906550 1100000 580357 439129 361185 14339827 13767877 30076715 9113123 2006000 2723001 1407164 1737445 1261495 1941686 34751374 15515255 49091201 29283132 0.001 0.001 20000000 20000000 8743174 8743174 8535239 8535239 8743 8535 76021528 72860556 -36246405 -28036814 39783866 44832277 -329591 -244260 39454275 44588017 88545476 73871149 21671599 16024948 60367060 47300029 1991987 1751349 5890719 6064524 19679612 14273599 54476341 41235505 18993255 13877879 54143122 40658424 1359530 986454 3291479 3480906 1103854 997674 3314781 2580243 -147000 681753 -67549 1494910 21603639 15180254 60816931 45224663 -1924027 -906655 -6340590 -3989158 927577 188294 1839259 188300 -31448 -31448 -959025 -188294 -1870707 -188300 -2883052 -1094949 -8211297 -4177458 -25284 -34579 -85331 -111455 -2857768 -1060370 -8125966 -4066003 -0.34 -0.34 -0.13 -0.13 -0.96 -0.96 -0.49 -0.49 8517381 8517381 8332341 8332341 8468394 8468394 8244503 8244503 8299957 8300 65213987 -23394757 -107555 41719975 74781 75 597230 597305 -15854 -16 -315572 -340354 -655942 26143 26 1033735 1033761 -1177900 -38429 -1216329 8385027 8385 66529380 -24913011 -145984 41478770 33355 33 1127299 1127332 21363 22 224740 -186 224576 -1827733 -38447 -1866180 8439745 8440 67881419 -26740930 -184431 40964498 -339 -1 857527 857526 27011 27 279364 1679 281070 73809 74 3089571 3089645 -1060370 -34579 -1094949 8540226 8540 72107881 -27799621 -219010 44097790 8535239 8535 72860556 -28036814 -244260 44588017 100662 101 803285 803386 -13162 -13 -483633 -97148 -580794 -1764184 -34859 -1799043 8622739 8623 73180208 -29898146 -279119 43011566 67294 67 1411478 1411545 56943 57 493829 14200 508086 -3504014 -25188 -3529202 8746976 8747 75085515 -33387960 -304307 41401995 8746976 8747 75085515 -33387960 -304307 41401995 -3368 -3 1025434 1025431 -434 -14421 -677 -15099 -75000 -75000 -2857768 -25284 -2883052 8743174 8743 76021528 -36246405 -329591 39454275 8743174 8743 76021528 -36246405 -329591 39454275 -8211297 -4177458 3314781 2580243 230930 214061 356261 222691 3240362 2582163 306240 243988 -31448 219689 424067 166595 39699 150219 2055 -67549 1494910 2777243 794344 35009 -87516 -1352923 1664714 -178963 -482921 -622719 547186 72806 30711 249910 557295 580031 -1673629 -252337 -182498 -955831 -2397024 133676 210970 650 5268582 1079391 9942750 -6481649 -10153070 29339260 9688341 9750000 -75000 1033761 -87807 -150296 859000 744795 18567453 9827011 11129973 -2723083 5147216 8958995 16277189 6235912 948759 146546 1531773 3089645 3759642 NOTE 1 – NATURE OF BUSINESS AND BACKGROUND   Sanara MedTech Inc. (together with its wholly owned and majority owned subsidiaries on a consolidated basis, the "Company") is a medical technology company focused on developing and commercializing transformative technologies to improve clinical outcomes and reduce healthcare expenditures in the surgical, chronic wound and skincare markets. Each of the Company's products, services and technologies are designed to achieve the Company's goal of providing better clinical outcomes at a lower overall cost for patients, regardless of where they receive care. The Company strives to be one of the most innovative and comprehensive providers of effective surgical, wound and skincare solutions and is continually seeking to expand its offerings for patients requiring treatments across the entire continuum of care in the United States.   In June 2020, the Company formed a subsidiary, United Wound and Skin Solutions, LLC (formerly known as "WounDerm"), to hold certain investments and operations in wound and skincare virtual consult services. In 2023, WounDerm was renamed to, and is now doing business as, "Tissue Health Plus" ("THP"). THP is continuing its mission to simplify skin health, starting with wound care through a refined business plan. Through THP, the Company plans to offer a first of its kind value-based wound care program to payers and risk-bearing entities such as accountable care organizations and value-based care ("VBC") primary care companies, with Medicare Advantage payers as the initial target market for this program.   As further discussed in Note 12, the Company historically managed its business on the basis of one operating and reportable segment. During the second quarter of 2024, the Company changed its reportable segments to reflect the manner in which the business is managed. Based on the growing importance of the value-based wound care program to the Company's future outlook and how the Company's chief operating decision maker, the Chief Executive Officer, reviews operating results and makes decisions about resource allocation, the Company now has two reportable segments: Sanara Surgical and THP.   Sanara Surgical   The Sanara Surgical segment primarily markets and sells soft tissue repair and bone fusion products for use in the operating room or other sterile environments. Sanara Surgical's soft tissue repair products include, among other products, the Company's lead product, CellerateRX Surgical Activated Collagen ("CellerateRX Surgical"), and BIASURGE Advanced Surgical Solution, which is a no-rinse, advanced surgical solution used for wound irrigation. Sanara Surgical's bone fusion products include, among other products, BiFORM, which is an osteoconductive, bioactive, porous implant that allows for bony ingrowth across the graft site, and ALLOCYTE Plus, which is a human allograft cellular bone matrix containing bone-derived progenitor cells and conformable bone fibers.   Sanara Surgical also includes an in-house research and development team (Rochal Technologies) with an extensive pipeline of innovative products under development.   Tissue Health Plus   The THP segment is focused on value-based wound care services. Through THP, the Company plans to offer a first of its kind value-based wound care program to payers and risk-bearing entities such as accountable care organizations and VBC primary care companies, with Medicare Advantage payers as the initial target market for this program.   THP's programs are expected to enable payers to divest wound care spend risk, reduce wound related hospitalizations and improve patient quality of life. THP plans to coordinate delivery of community and home-based wound care for its managed patients. Community-based care spans a variety of settings including physician offices, skilled nursing facilities, assisted living facilities and senior living facilities. THP's programs are intended to integrate science and evidence-based medicine protocols to standardize wound prevention and treatment.   As a result of the change in reportable segments, certain prior period amounts have been recast to conform to the current period presentation. Throughout this Quarterly Report on Form 10-Q, unless otherwise indicated, amounts and activity reflect reclassifications related to the Company's change in reportable segments. The change in reportable segments had no impact on the Company's previously reported Consolidated Balance Sheets, Consolidated Statements of Operations, Consolidated Statements of Cash Flows or Consolidated Statements of Shareholders' Equity.   1 1 2 NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES   Principles of Consolidation and Basis of Presentation   The accompanying unaudited consolidated financial statements include the accounts of Sanara MedTech Inc. and its wholly owned and majority-owned subsidiaries, as well as other entities in which the Company has a controlling financial interest. All significant intercompany profits, losses, transactions and balances have been eliminated in consolidation. Certain prior year amounts have been reclassified to conform to the current year presentation.   The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of

Regulation S-X. Accordingly, they do not include all the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management of the Company, all adjustments (consisting of normal accruals) considered necessary for a fair presentation have been included. Operating results for interim periods are not necessarily indicative of the results that may be expected for the full year period. These financial statements and notes should be read in conjunction with the financial statements for each of the two years ended December 31, 2023 and 2022, which are included in the Company's most recent Annual Report on Form 10-K.   Use of Estimates   The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported revenue and expenses during the reporting period. However, actual results could differ from those estimates and there may be changes to the Company's estimates in future periods.   Cash and Cash Equivalents   The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.   Income/Loss Per Share   The Company computes income/loss per share in accordance with Accounting Standards Codification ("ASC") Topic 260, Earnings per Share, which requires the Company to present basic and diluted income per share when the effect is dilutive. Basic income/loss per share is computed by dividing income/loss attributable to common shareholders by the weighted average number of shares of common stock outstanding. Diluted income/loss per share is computed similarly to basic income/loss per share, except that the denominator is increased to include the number of additional shares of common stock that would have been outstanding if the potential shares of common stock had been issued and if the additional shares of common stock were dilutive. All common stock equivalents were excluded from the calculations for the periods presented as their inclusion would have been anti-dilutive during the three and nine months ended September 30, 2024 and 2023 due to the Company's net loss.   <p id="xdx_890_eus-gaap--ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock_zBbFceSN7RD1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The following table summarizes the shares of common stock that were potentially issuable but were excluded from the computation of diluted net loss per share for the three and nine months ended September 30, 2024 and 2023 as such shares would have had an anti-dilutive effect: SCHEDULE OF COMPUTATION OF DILUTED NET LOSS PER SHARE <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 75%; margin-right: auto"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49B_20240101__20240930_zUTmhXrfqyAc" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20230101__20230930_z0BVusNzE0Nl" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">As of September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_400_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_hus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--StockOptionMember_zABNflj9Y879" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Stock options ^(a)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">31,013</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">95,873</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_hus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--WarrantMember_zvYWfC5dyQe" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Warrants ^(b)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">16,725</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">16,725</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_hus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--UnvestedRestrictedStockMember_zDnhTC43mPt5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Unvested restricted stock</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">224,392</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">159,557</td><td style="text-align: left"> </td></tr> <tr id="xdx_40E_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_hus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--UnvestedRestrictedStockMember_zExlL4UHftdb" style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Anti-dilutive securities</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">224,392</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">159,557</td><td style="text-align: left"> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.5in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify">(a)</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Shares underlying stock options assumed pursuant to the merger agreement with Precision Healing, Inc. ("Precision Healing") in April 2022. </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">(b)</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Shares underlying warrants assumed pursuant to the merger agreement with Precision Healing in April 2022. </td></tr> </table>   Revenue Recognition   The Company recognizes revenue in accordance with ASC Topic 606, Revenue from Contracts with Customers ("ASC 606"). Revenues are recognized when a purchase order is received from the customer and control of the promised goods or services is transferred to the customer in an amount that reflects the consideration the Company expects to be entitled to receive in exchange for transferring those goods or services. Revenue is recognized based on the following five-step model: - Identification of the contract with a customer - Identification of the performance obligations in the contract - Determination of the transaction price - Allocation of the transaction price to the performance obligations in the contract - Recognition of revenue when, or as, the Company satisfies a performance obligation   Details of this five-step process are as follows: Identification of the contract with a customer   Customer purchase orders are generally considered to be contracts under ASC 606. Purchase orders typically identify the specific terms of products to be delivered, create the enforceable rights and obligations of both parties and result in commercial substance. No other forms of contract revenue recognition, such as the completed contract or percentage of completion methods, were utilized by the Company in either 2024 or 2023.   Performance obligations <p style="font: 10pt Times New

Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> The Company's performance obligation is generally limited to delivery of the requested items to its customers at the agreed upon quantities and prices.   Determination and allocation of the transaction price   The Company has established prices for its products. These prices are effectively agreed to when customers place purchase orders with the Company. Rebates and discounts, if any, are recognized in full at the time of sale as a reduction of net revenue. Allocation of transaction prices is not necessary where only one performance obligation exists.   Recognition of revenue as performance obligations are satisfied   Product revenues are recognized when a purchase order is received from the customer, the products are delivered, and control of the goods and services passes to the customer.   Disaggregation of Revenue   Revenue streams from product sales and royalties are summarized below for the three and nine months ended September 30, 2024 and 2023. SCHEDULE OF REVENUE FROM PRODUCT SALES AND ROYALTIES <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 100%; margin-right: auto"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49B_20240701__20240930_zDuPNEZVL8fg" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_492_20230701__20230930_zFFVfTH8Ex3i" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_497_20240101__20240930_zjDUjOCEh7t6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_496_20230101__20230930_zOq2A3jj2mBb" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="6" style="font-weight: bold; text-align: center">Three Months Ended</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="6" style="font-weight: bold; text-align: center">Nine Months Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_402_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_hsrt--ProductOrServiceAxis__custom--SoftTissueRepairProductsMember_zxOhcZN4Liu2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 40%; text-align: left">Soft tissue repair products</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">18,863,335</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">13,634,316</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">52,586,945</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">39,756,539</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_hsrt--ProductOrServiceAxis__custom--BoneFusionProductsMember_zgmvGsVlhSo2" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Bone fusion products</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">2,808,264</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">2,340,382</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">7,779,209</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">7,392,740</td><td style="text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_hsrt--ProductOrServiceAxis__us-gaap--RoyaltyMember_znZICZJdMfl9" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Royalty revenue</td><td style="padding-bottom: 1pt">$</td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left">$</td><td style="padding-bottom: 1pt">$</td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">50,250</td><td style="padding-bottom: 1pt; text-align: left">$</td><td style="padding-bottom: 1pt">$</td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">906</td><td style="padding-bottom: 1pt; text-align: left">$</td><td style="padding-bottom: 1pt">$</td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">150,750</td><td style="padding-bottom: 1pt; text-align: left">$</td></tr> <tr id="xdx_405_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_ztCtkO1IzGOb" style="vertical-align: bottom; background-color: White"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Total Net Revenue</td><td style="font-weight: bold; padding-bottom: 2.5pt">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">21,671,599</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left">$</td><td style="font-weight: bold; padding-bottom: 2.5pt">$</td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">16,024,948</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left">$</td><td style="font-weight: bold; padding-bottom: 2.5pt">$</td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">60,367,060</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left">$</td><td style="font-weight: bold; padding-bottom: 2.5pt">$</td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">47,300,029</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left">$</td></tr> </table> $ For the three and nine months ended September 30, 2024 and 2023, all of the Company's net revenue was generated from Sanara Surgical. The Company plans to commercially launch the THP program in mid-2025.   Accounts Receivable Allowances   Accounts receivable are typically due within 30 days of invoicing. The Company establishes an allowance for credit losses to provide for an estimate of accounts receivable which are not expected to be collectible. The Company bases the allowance on an assessment of customer creditworthiness, historical payment experience, the age of outstanding receivables and other information as applicable and will record its allowance based on the estimated credit losses. The Company recorded credit loss expense of $75,000 and $128,061 during the three months ended September 30, 2024 and 2023, respectively and $230,930 and $214,061 during the nine months ended September 30, 2024 and 2023, respectively. The allowance for credit losses was $758,960 at September 30, 2024 and $528,030 at December 31, 2023. Credit loss reserves are maintained based on a variety of factors, including the length of time receivables are past due and a detailed review of certain individual customer accounts. The Company also establishes other allowances to provide for estimated customer rebates and other expected customer deductions. These allowances totaled $5,010 at September 30, 2024 and $3,820 at December 31, 2023. If circumstances related to customers change, estimates of the recoverability of receivables would be further adjusted.   Inventories   Inventories are stated at the lower of cost or net realizable value, with cost computed on a first-in, first-out basis. Inventories consist primarily of finished goods, and also include an immaterial amount of raw materials and related packaging components. The Company recorded inventory obsolescence expense of $96,684 and $152,701 during the three months ended September 30, 2024 and 2023, respectively, and $356,261 and $222,691 during the nine months ended September 30, 2024 and 2023, respectively. The allowance for obsolete and slow-moving inventory had a balance of $<span id="xdx_904_eus-gaap--

InventoryValuationReserves_iI_c20240930_zugitoDQZss9" title="Allowance for obsolete and slow-moving inventory">466,276 at September 30, 2024, and $446,917 at December 31, 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; text-align: center; margin-top: 0pt; margin-bottom: 0pt"><i> </i></p> <p id="xdx_844_eus-gaap--PropertyPlantAndEquipmentPolicyTextBlock_zsH8cqOnYzDi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"><i>Property and Equipment</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Property and equipment are stated at cost, less accumulated depreciation. Depreciation is recorded using the straight-line method over the estimated useful lives of the related assets, ranging from two to ten years. Below is a summary of property and equipment for the periods presented:</p> <p id="xdx_898_eus-gaap--PropertyPlantAndEquipmentTextBlock_z4HDQhr24zYg" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF PROPERTY AND EQUIPMENT</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td style="font-weight: bold; text-align: center">Useful</td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49D_20240930_zJvHGVlCknqk" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_490_20231231_zH697ywXhD27" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Life</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_405_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--ComputerEquipmentMember_zHwyWiMgbfYk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 48%">Computers</td><td style="width: 2%"> </td> <td style="width: 14%; text-align: center">3-5 years</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">235,388</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">194,788</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--OfficeEquipmentMember_zbn0k073uQl7" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Office equipment</td><td> </td> <td style="text-align: center">3-7 years</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">216,491</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">201,785</td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--FurnitureAndFixturesMember_zPLAaW5JFez7" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Furniture and fixtures</td><td> </td> <td style="text-align: center">5-10 years</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">346,508</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">304,338</td><td style="text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--LeaseholdImprovementsMember_zUdzewLw8Ezg" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Leasehold improvements</td><td> </td> <td style="text-align: center">2-5 years</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">170,370</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">134,170</td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__custom--InternalUseSoftwareMember_zO0MhXyzMMbi" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt; text-align: left">Internal use software</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: center">5 years</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,618,999</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,618,999</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--PropertyPlantAndEquipmentGross_iI_maPPAENz6Up_zF2CaLn7Zz9c" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Property and equipment, gross</td><td> </td> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,587,756</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,454,080</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment_iNI_di_msPPAENz6Up_zIOM7NPnLHZf" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Less accumulated depreciation</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,591,986)</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,196,124)</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td> </td><td> </td> <td> </td><td> </td> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--PropertyPlantAndEquipmentNet_iTI_mtPPAENz6Up_z4Z6Gh2vcXg7" style="vertical-align: bottom; background-color: White"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Property and equipment, net</td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">995,770</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">1,257,956</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table>   Depreciation expense related to property and equipment was $129,592 and $116,596 for the three months ended September 30, 2024 and 2023, respectively, and $395,862 and $332,762 for the nine months ended September 30, 2024 and 2023, respectively.   Internal Use Software   The Company accounts for costs incurred to develop or acquire computer software for internal use in accordance with ASC Topic 350-40, Intangibles - Goodwill and Other. The Company capitalizes the costs incurred during the application development stage, which generally includes third-party developer fees to design the software configuration and interfaces, coding, installation and testing.   The Company begins capitalization of qualifying costs when both the preliminary project stage is completed and management has authorized further funding for the completion of the project. Costs incurred during the preliminary project stage along with post implementation stages of internal-use computer software are expensed as incurred. The Company also capitalizes costs related to specific upgrades and enhancements when it is probable the expenditures will result in additional functionality. Capitalized development costs are classified as “Property and equipment, net” in the Consolidated Balance Sheets and are depreciated over the estimated useful life of the software, which is generally five years.   <p id="xdx_84F_eus-gaap--GoodwillAndIntangibleAssetsGoodwillPolicy_zR3NwRBl8233" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Goodwill   The excess of purchase price over the fair value of identifiable net assets acquired in business combinations is recorded as goodwill. As of September 30, 2024 and December 31, 2023, all of the Company’s goodwill relates to the acquisition of Scendia Biologics, LLC (“Scendia”), which is included in the Sanara Surgical segment. Goodwill has an indefinite useful life and is not amortized. Goodwill is tested annually as of December 31 for impairment, or more frequently if circumstances indicate impairment may have occurred. The Company may first perform a qualitative assessment to determine if it is more likely than not that the fair value of the reporting unit is less than the respective carrying value. If it is determined that it is more likely than not that a reporting unit’s fair value is less than its carrying value, then the Company will determine the fair value of the

reporting unit and record an impairment charge for the difference between fair value and carrying value (not to exceed the carrying amount of goodwill). No impairment was recorded during the three or nine months ended September 30, 2024 or 2023.   <p id="xdx_84A_eus-gaap--GoodwillAndIntangibleAssetsIntangibleAssetsPolicy_zgdNpPSqFgtg" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Intangible Assets   Intangible assets are stated at cost of acquisition less accumulated amortization and impairment loss, if any. Cost of acquisition includes the purchase price and any cost directly attributable to bringing the asset to its working condition for the intended use. The Company amortizes its finite-lived intangible assets on a straight-line basis over the estimated useful life of the respective assets which is generally the life of the related patents or licenses, seven years for customer relationships and five years for assembled workforces. See Note 5 for more information on intangible assets.   <p id="xdx_84B_eus-gaap--ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock_zHC82dX386Y2" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Impairment of Long-Lived Assets   Long-lived assets, including certain identifiable intangibles held and to be used by the Company, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The Company continuously evaluates the recoverability of its long-lived assets based on estimated future cash flows and the estimated liquidation value of such long-lived assets and provides for impairment if such undiscounted cash flows are insufficient to recover the carrying amount of the long-lived assets. If impairment exists, an adjustment is made to write the asset down to its fair value, and a loss is recorded as the difference between the carrying value and fair value. Fair values are determined based on quoted market values, undiscounted cash flows or internal and external appraisals, as applicable. Assets to be disposed of are carried at the lower of carrying value or estimated fair value less cost to sell. No impairment was recorded during the three or nine months ended September 30, 2024 or 2023.   Investments in Equity Securities   The Company's equity investments consist of nonmarketable equity securities in privately held companies without readily determinable fair values. Unless accounted for under the equity method of accounting, the investments are reported at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar investment in the same issuer.   The Company applies the equity method of accounting to investments when it has significant influence, but not controlling interest, in the investee. Judgment regarding the level of influence over each equity method investment includes considering key factors such as ownership interest, representation on the board of directors, participation in policy-making decisions and material intercompany transactions. As discussed further in Note 6 as of September 30, 2024, the Company had one investment that is recorded applying the equity method of accounting. The Company's proportionate share of the net income (loss) resulting from these investments is reported under the line item captioned "Share of losses from equity method investment" in the Company's Consolidated Statements of Operations. The Company's equity method investment is adjusted each period for the Company's share of the investee's income or loss and dividend paid, if any. The Company classifies distributions received from its equity method investment using the cumulative earnings approach in the Company's Consolidated Statements of Cash Flows.   The Company has reviewed the carrying value of its investments and has determined there was no impairment or observable price changes as of or for the three and nine months ended September 30, 2024 and 2023.   Fair Value Measurement   As defined in ASC Topic 820, Fair Value Measurement ("ASC 820"), fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). This fair value measurement framework applies at both the initial and subsequent measurement.   The three levels of the fair value hierarchy defined by ASC 820 are as follows: Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.   Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include nonexchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars.   Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.   The carrying amounts of cash, accounts receivable, accounts payable and accrued expenses, other than acquisition-related expenses, approximate fair value because of the short-term nature of these instruments. The fair value of acquisition-related accrued expenses is categorized as Level 2 of the fair value hierarchy. The value of these instruments has been estimated using discounted cash flow analysis based on the Company's incremental borrowing rate. The carrying value of the Company's CRG Term Loan (defined below), which has a fixed interest rate approximates fair value based on instruments with similar terms (Level 2 inputs). The carrying value of the Company's Cadence Term Loan (defined below), which had variable interest rates determined each month, approximates fair value based on instruments with similar terms (Level 2 inputs). The fair value of the contingent earnout consideration and the acquisition date fair value of goodwill and intangibles related to the acquisitions discussed in Notes 3 and 5 are based on Level 3 inputs.   Liabilities for contingent consideration for the Precision Healing merger, acquisition of Scendia and Applied Asset Purchase (defined below) (see Note 3 for more information) are measured at fair value each reporting period, with the acquisition-date fair value included as part of the consideration transferred. The contingent consideration for the Scendia acquisition was settled as of September 30, 2024, and the final earnout payment of approximately $1.1 million was paid in cash in October 2024. Subsequent changes in fair value for the Precision Healing merger are reported under the line item captioned "Change in fair value of earnout liabilities" in the Company's Consolidated Statements of Operations. Due to the Applied Asset Purchase being accounted for as an asset acquisition and given that the transaction did not include contingent shares, subsequent revaluations of contingent consideration for the Applied Asset Purchase results in an adjustment to the contingent consideration liability and the intellectual property intangible asset with a cumulative catch-up amortization adjustment. The current year change in fair value of earnout liability below is as a result of a net increase in the estimated fair value of the earnout liability established at the time of the Company's Precision Healing merger. The current year revaluation of earnout liability below is a result of an increase in the estimated value of the earnout liability established at the time of the Applied Asset Purchase. The following table sets forth a summary of the changes in fair value for the Level 3 contingent earnout considerations.</p> <p id="xdx_892_eus-gaap--ScheduleOfBusinessAcquisitionsByAcquisitionContingentConsiderationTextBlock_z76tgwWOGI02" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF CHANGES IN FAIR VALUE FOR CONTINGENT EARNOUT CONSIDERATION</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 75%; margin-right: auto"> <tr style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td> </td> <td style="text-align: left"> </td><td id="xdx_493_20240101__20240930_zNlnFYZ4qF9f" style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_40E_eus-gaap--BusinessCombinationContingentConsiderationLiability_iS_zaARATUxjzr4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 78%">Balance at December 31, 2023</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width:

18%; text-align: right">3,823,001</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationLiability1_z4XNvbi2QRxk" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Change in fair value of earnout liabilities</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">67,549</td><td style="text-align: left"></td></tr> <tr id="xdx_406_ecustom--BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationRevaluationOfEarnoutLiability_zdjATngYC4o8" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left; padding-bottom: 1pt">Revaluation of earnout liability</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">22,000</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--BusinessCombinationContingentConsiderationLiability_iE_zVX61Mwyhfdg" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 2.5pt">Balance at September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td><td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,912,550</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   Income Taxes   Income taxes are accounted for under the asset and liability method, whereby deferred income taxes are recorded for temporary differences between financial statement carrying amounts and the tax basis of assets and liabilities. Deferred tax assets and liabilities reflect the tax rates expected to be in effect for the years in which the differences are expected to reverse. A valuation allowance is provided if it is more likely than not that some or all the deferred tax asset will not be realized.   <p id="xdx_84C_eus-gaap--ShareBasedCompensationOptionAndIncentivePlansPolicy_zEvH5clXlsdd" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Share-based Compensation   The Company accounts for share-based compensation to employees and nonemployees in accordance with ASC Topic 718, Compensation – Stock Compensation. Share-based compensation is measured at the grant date, based on the fair value of the award, and is recognized as expense over the stipulated vesting period, if any. The Company estimates the fair value of share-based payments using the Black-Scholes option-pricing model for common stock options and warrants, and the closing price of the Company's common stock for grants of common stock, including restricted stock awards.   Research and Development Costs   Research and development ("R&D") expenses consist of personnel-related expenses, including salaries, share-based compensation and benefits for all personnel directly engaged in R&D activities, contracted services, materials, prototype expenses and allocated overhead, which is comprised of compensation and benefits, lease expense and other facilities-related costs. R&D expenses include costs related to enhancements to the Company's currently available products and additional investments in the product and platform development pipeline. The Company expenses R&D costs as incurred.   <p id="xdx_84A_ecustom--RecentlyAdoptedAccountingPronouncementsPolicyTextBlock_zsyZryaPVmgd" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Recently Adopted Accounting Pronouncements   In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, Financial Instruments - Credit Losses (Topic 326). This update amends the impairment model by requiring entities to use a forward-looking approach based on expected losses to estimate credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The Company adopted the new guidance effective January 1, 2023. The adoption did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.   <p id="xdx_844_eus-gaap--NewAccountingPronouncementsPolicyPolicyTextBlock_zn9Kwwk49Cn3" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Recently Issued Accounting Pronouncements   In November 2023, FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"), which requires disclosure of incremental segment information on an annual and interim basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024 on a retrospective basis. The Company is currently evaluating the effect of this pronouncement on its disclosures.   In December 2023, FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"), which expands the disclosure required for income taxes. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The amendment should be applied on a prospective basis while retrospective application is permitted. The Company is currently evaluating the effect of this pronouncement on its disclosures.   Principles of Consolidation and Basis of Presentation   The accompanying unaudited consolidated financial statements include the accounts of Sanara MedTech Inc. and its wholly owned and majority-owned subsidiaries, as well as other entities in which the Company has a controlling financial interest. All significant intercompany profits, losses, transactions and balances have been eliminated in consolidation. Certain prior year amounts have been reclassified to conform to the current year presentation.   The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management of the Company, all adjustments (consisting of normal accruals) considered necessary for a fair presentation have been included. Operating results for interim periods are not necessarily indicative of the results that may be expected for the full year period. These financial statements and notes should be read in conjunction with the financial statements for each of the two years ended December 31, 2023 and 2022, which are included in the Company's most recent Annual Report on Form 10-K.   Use of Estimates   The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported revenue and expenses during the reporting period. However, actual results could differ from those estimates and there may be changes to the Company's estimates in future periods.   Cash and Cash Equivalents   The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.   Income/Loss Per Share   The Company computes income/loss per share in accordance with Accounting Standards Codification ("ASC") Topic 260, Earnings per Share, which requires the Company to present basic and diluted income per share when the effect is dilutive. Basic income/loss per share is computed by dividing income/loss attributable to common shareholders by the weighted average number of shares of common stock outstanding. Diluted income/loss per share is computed similarly to basic income/loss per share, except that the denominator is increased to include the number of additional shares of common stock that would have been outstanding if the potential shares of common stock had been issued and if the additional shares of common stock were dilutive. All common stock equivalents were excluded from the calculations for the periods presented as their inclusion would have been anti-dilutive during the three and nine months ended September 30, 2024 and 2023 due to the Company's net loss.   <p id="xdx_890_eus-gaap--ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock_zBbFceSN7RD1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The following table summarizes the

shares of common stock that were potentially issuable but were excluded from the computation of diluted net loss per share for the three and nine months ended September 30, 2024 and 2023 as such shares would have had an anti-dilutive effect: SCHEDULE OF COMPUTATION OF DILUTED NET LOSS PER SHARE <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 75%; margin-right: auto"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49B_20240101__20240930_zUTmhXrfqyAc" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20230101__20230930_z0BVusNzE0Nl" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">As of September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_400_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_hus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--StockOptionMember_zABNflj9Y879" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Stock options ^(a)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">31,013</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">95,873</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_hus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--WarrantMember_zvYWfC5dyQe" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Warrants ^(b)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">16,725</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">16,725</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_hus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--UnvestedRestrictedStockMember_zDnhTC43mPt5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Unvested restricted stock</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">224,392</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">159,557</td><td style="text-align: left"> </td></tr> <tr id="xdx_40E_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--UnvestedRestrictedStockMember_zExlL4UHftdb" style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Anti-dilutive securities</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">224,392</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">159,557</td><td style="text-align: left"> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.5in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify">(a)</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Shares underlying stock options assumed pursuant to the merger agreement with Precision Healing, Inc. 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Revenue is recognized based on the following five-step model: - Identification of the contract with a customer - Identification of the performance obligations in the contract - Determination of the transaction price - Allocation of the transaction price to the performance obligations in the contract - Recognition of revenue when, or as, the Company satisfies a performance obligation   Details of this five-step process are as follows: <span

style="font-family: Times New Roman, Times, Serif; font-size: 10pt"> Identification of the contract with a customer   Customer purchase orders are generally considered to be contracts under ASC 606. Purchase orders typically identify the specific terms of products to be delivered, create the enforceable rights and obligations of both parties and result in commercial substance. No other forms of contract revenue recognition, such as the completed contract or percentage of completion methods, were utilized by the Company in either 2024 or 2023.   Performance obligations   The Company's performance obligation is generally limited to delivery of the requested items to its customers at the agreed upon quantities and prices.   Determination and allocation of the transaction price   The Company has established prices for its products. These prices are effectively agreed to when customers place purchase orders with the Company. Rebates and discounts, if any, are recognized in full at the time of sale as a reduction of net revenue. Allocation of transaction prices is not necessary where only one performance obligation exists.   Recognition of revenue as performance obligations are satisfied   Product revenues are recognized when a purchase order is received from the customer, the products are delivered, and control of the goods and services passes to the customer.   Disaggregation of Revenue   Revenue streams from product sales and royalties are summarized below for the three and nine months ended September 30, 2024 and 2023. SCHEDULE OF REVENUE FROM PRODUCT SALES AND ROYALTIES <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 100%; margin-right: auto"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49B_20240701__20240930_zDuPNEZVL8fg" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_492_20230701__20230930_zFFVfTH8Ex3i" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_497_20240101__20240930_zjDUjOCEh7t6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; 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font-weight: bold"> </td></tr> <tr id="xdx_402_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_hsrt--ProductOrServiceAxis__custom--SoftTissueRepairProductsMember_zxOhcZN4LIu2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 40%; text-align: left">Soft tissue repair products</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">18,863,335</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">13,634,316</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">52,586,945</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">39,756,539</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_hsrt--ProductOrServiceAxis__custom--BoneFusionProductsMember_zgmvGsVlhSo2" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Bone fusion products</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,808,264</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,340,302</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">7,779,209</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">7,392,740</td><td style="text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_hsrt--ProductOrServiceAxis__us-gaap--RoyaltyMember_znZICZJdMfl9" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Royalty revenue</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">50,250</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">906</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">150,750</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_ztCtkO1IzGOb" style="vertical-align: bottom; background-color: White"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Total Net Revenue</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">21,671,599</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">16,024,948</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">60,367,060</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">47,300,029</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table>   For the three and nine months ended September 30, 2024 and 2023, all of the Company's net revenue was generated from Sanara Surgical. The Company plans to commercially launch the THP program in mid-2025.   Revenue streams from product sales and royalties are summarized below for the three and nine months ended September 30, 2024 and 2023. SCHEDULE OF REVENUE FROM PRODUCT SALES AND ROYALTIES <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 100%; margin-right: auto"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49B_20240701__20240930_zDuPNEZVL8fg" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_492_20230701__20230930_zFFVfTH8Ex3i" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_497_20240101__20240930_zjDUjOCEh7t6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_496_20230101__20230930_zQq2A3jj2mBb" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="6" style="font-weight: bold; text-align: center">Three Months Ended</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="6" style="font-weight: bold; text-align: center">Nine Months Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight:

bold"> </td></tr> <tr id="xdx_402_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_hsrt--ProductOrServiceAxis__custom--SoftTissueRepairProductsMember_zxOhcZN4LIu2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 40%; text-align: left">Soft tissue repair products</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">18,863,335</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">13,634,316</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">52,586,945</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">39,756,539</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_hsrt--ProductOrServiceAxis__custom--BoneFusionProductsMember_zgmvGsVlhSo2" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Bone fusion products</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,808,264</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,340,382</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">7,779,209</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">7,392,740</td><td style="text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_hsrt--ProductOrServiceAxis__us-gaap--RoyaltyMember_znZlCZJdMfl9" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Royalty revenue</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right"></td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">50,250</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">906</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">150,750</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_ztCtkO1IzGOb" style="vertical-align: bottom; background-color: White"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Total Net Revenue</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">21,671,599</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">16,024,948</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">60,367,060</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">47,300,029</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table>

18863335 13634316 52586945 39756539 2808264 2340382 7779209 7392740 50250 906 150750 21671599 16024948 60367060 47300029 Accounts Receivable Allowances

Accounts receivable are typically due within 30 days of invoicing. The Company establishes an allowance for credit losses to provide for an estimate of accounts receivable which are not expected to be collectible. The Company bases the allowance on an assessment of customer creditworthiness, historical payment experience, the age of outstanding receivables and other information as applicable and will record its allowance based on the estimated credit losses. The Company recorded credit loss expense of $75,000 and $128,061 during the three months ended September 30, 2024 and 2023, respectively and $230,930 and $214,061 during the nine months ended September 30, 2024 and 2023, respectively. The allowance for credit losses was $758,960 at September 30, 2024 and $528,030 at December 31, 2023. Credit loss reserves are maintained based on a variety of factors, including the length of time receivables are past due and a detailed review of certain individual customer accounts. The Company also establishes other allowances to provide for estimated customer rebates and other expected customer deductions. These allowances totaled $5,010 at September 30, 2024 and $3,820 at December 31, 2023. If circumstances related to customers change, estimates of the recoverability of receivables would be further adjusted.   75000 128061 230930 214061 758960 528030 5010 3820 Inventories   Inventories are stated at the lower of cost or net realizable value, with cost computed on a first-in, first-out basis. Inventories consist primarily of finished goods, and also include an immaterial amount of raw materials and related packaging components. The Company recorded inventory obsolescence expense of $96,684 and $152,701 during the three months ended September 30, 2024 and 2023, respectively, and $356,261 and $222,691 during the nine months ended September 30, 2024 and 2023, respectively. The allowance for obsolete and slow-moving inventory had a balance of $466,276 at September 30, 2024, and $446,917 at December 31, 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; text-align: center; margin-top: 0pt; margin-bottom: 0pt"><i> </i></p> 96684 152701 356261 222691 466276 446917 <p id="xdx_844_eus-gaap--PropertyPlantAndEquipmentPolicyTextBlock_zsH8cqOnYzDi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"><i>Property and Equipment</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Property and equipment are stated at cost, less accumulated depreciation. Depreciation is recorded using the straight-line method over the estimated useful lives of the related assets, ranging from two to ten years. Below is a summary of property and equipment for the periods presented:</p> <p id="xdx_898_eus-gaap--PropertyPlantAndEquipmentTextBlock_z4HDQhr24zYg" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF PROPERTY AND EQUIPMENT</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td style="font-weight: bold; text-align: center">Useful</td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49D_20240930_zJvHGVlCkmqk" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_490_20231231_zH697ywXhD27" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Life</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_405_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--ComputerEquipmentMember_zHwyWiMgbfYk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 48%">Computers</td><td style="width: 2%"> </td> <td style="width: 14%; text-align: center">3-5 years</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">235,388</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">194,788</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--OfficeEquipmentMember_zbn0k073uQl7" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Office equipment</td><td> </td> <td style="text-align: center"><span id="xdx_909_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20240930__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--OfficeEquipmentMember__srt--RangeAxis__srt--MinimumMember_zDberPR9dHUl" title="Useful Life">3-<span id="xdx_908_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20240930__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--OfficeEquipmentMember__srt--RangeAxis__srt--MaximumMember_z64rS1MpDJUg" title="Useful Life">7 years</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">216,491</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">201,785</td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--FurnitureAndFixturesMember_zPLAaW5JFez7" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Furniture and fixtures</td><td> </td> <td style="text-align: center"><span id="xdx_903_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20240930__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--FurnitureAndFixturesMember__srt--RangeAxis__srt--MinimumMember_zjiGWt1pIqCa" title="Useful Life">5-<span id="xdx_903_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20240930__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--FurnitureAndFixturesMember__srt--RangeAxis__srt--MaximumMember_zipmfer5s573" title="Useful Life">10 years</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">346,508</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">304,338</td><td style="text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--LeaseholdImprovementsMember_zUdzewLw8Ezg" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Leasehold improvements</td><td> </td> <td style="text-align: center"><span id="xdx_90A_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20240930__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--LeaseholdImprovementsMember__srt--RangeAxis__srt--MinimumMember_zcHZCLosJ4Eh" title="Useful Life">2-<span id="xdx_906_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20240930__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--LeaseholdImprovementsMember__srt--RangeAxis__srt--MaximumMember_zCjoWzekZKI" title="Useful Life">5

years</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">170,370</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">134,170</td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__custom--InternalUseSoftwareMember_zO0MhXyzMMbi" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt; text-align: left">Internal use software</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: center">5 years</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,618,999</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,618,999</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--PropertyPlantAndEquipmentGross_iI_maPPAENz6Up_zF2CaLn7Zz9c" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Property and equipment, gross</td><td> </td> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,587,756</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,454,080</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment_iNI_di_msPPAENz6Up_zIOM7NPnLHZf" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Less accumulated depreciation</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,591,986</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,196,124</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td> </td><td> </td> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--PropertyPlantAndEquipmentNet_iTI_mtPPAENz6Up_z4Z6Gh2vcXg7" style="vertical-align: bottom; background-color: White"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Property and equipment, net</td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">995,770</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">1,257,956</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table>   Depreciation expense related to property and equipment was $129,592 and $116,596 for the three months ended September 30, 2024 and 2023, respectively, and $395,862 and $332,762 for the nine months ended September 30, 2024 and 2023, respectively. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> P10Y <p id="xdx_898_eus-gaap--PropertyPlantAndEquipmentTextBlock_z4HDQhr24zYg" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF PROPERTY AND EQUIPMENT</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td style="font-weight: bold; text-align: center">Useful</td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49D_20240930_zJvHGVlCknqk" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_490_20231231_zH697ywXhD27" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Life</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td><td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_405_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--ComputerEquipmentMember_zHwyWiMgbfYk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 48%">Computers</td><td style="width: 2%"> </td> <td style="width: 14%; text-align: center">3-5 years</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">235,388</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 14%; text-align: right">194,788</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--OfficeEquipmentMember_zbn0k073uQl7" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Office equipment</td><td> </td> <td style="text-align: center">3-7 years</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">216,491</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">201,785</td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--FurnitureAndFixturesMember_zPLAaW5JFez7" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Furniture and fixtures</td><td> </td> <td style="text-align: center">5-10 years</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">346,508</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">304,338</td><td style="text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--LeaseholdImprovementsMember_zUdzewLw8Ezg" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Leasehold improvements</td><td> </td> <td style="text-align: center">2-5 years</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">170,370</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">134,170</td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__custom--InternalUseSoftwareMember_zO0MhXyzMMbi" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt; text-align: left">Internal use software</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: center">5 years</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,618,999</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,618,999</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--PropertyPlantAndEquipmentGross_iI_maPPAENz6Up_zF2CaLn7Zz9c" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Property and equipment, gross</td><td> </td> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,587,756</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,454,080</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment_iNI_di_msPPAENz6Up_zIOM7NPnLHZf" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Less accumulated depreciation</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,591,986</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,196,124</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td> </td><td> </td> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--PropertyPlantAndEquipmentNet_iTI_mtPPAENz6Up_z4Z6Gh2vcXg7" style="vertical-align: bottom; background-color: White"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Property and equipment, net</td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">995,770</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">1,257,956</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table> P3Y P5Y 235388 194788 P3Y P7Y 216491 201785 P5Y P10Y 346508 304338 P2Y P5Y 170370 134170 P5Y 1618999 1618999 2587756 2454080 1591986 1196124 995770 1257956 129592 116596 395862 332762 Internal Use Software   The Company accounts for costs incurred to develop or acquire computer software for internal use in accordance with ASC Topic 350-40, Intangibles – Goodwill and Other. The Company capitalizes the costs incurred during the application development stage, which generally includes third-party developer fees to design the software configuration and interfaces, coding, installation and testing.   <span style="font-family: Times New

Roman, Times, Serif; font-size: 10pt">The Company begins capitalization of qualifying costs when both the preliminary project stage is completed and management has authorized further funding for the completion of the project. Costs incurred during the preliminary project stage along with post implementation stages of internal-use computer software are expensed as incurred. The Company also capitalizes costs related to specific upgrades and enhancements when it is probable the expenditures will result in additional functionality. Capitalized development costs are classified as "Property and equipment, net" in the Consolidated Balance Sheets and are depreciated over the estimated useful life of the software, which is generally five years.   P5Y <p id="xdx_84F_eus-gaap--GoodwillAndIntangibleAssetsGoodwillPolicy_zR3NwRBl8233" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Goodwill   The excess of purchase price over the fair value of identifiable net assets acquired in business combinations is recorded as goodwill. As of September 30, 2024 and December 31, 2023, all of the Company's goodwill relates to the acquisition of Scendia Biologics, LLC ("Scendia"), which is included in the Sanara Surgical segment. Goodwill has an indefinite useful life and is not amortized. Goodwill is tested annually as of December 31 for impairment, or more frequently if circumstances indicate impairment may have occurred. The Company may first perform a qualitative assessment to determine if it is more likely than not that the fair value of the reporting unit is less than the respective carrying value. If it is determined that it is more likely than not that a reporting unit's fair value is less than its carrying value, then the Company will determine the fair value of the reporting unit and record an impairment charge for the difference between fair value and carrying value (not to exceed the carrying amount of goodwill). No impairment was recorded during the three or nine months ended September 30, 2024 or 2023.   0 0 0 0 <p id="xdx_84A_eus-gaap--GoodwillAndIntangibleAssetsIntangibleAssetsPolicy_zgdNpPSqFgtg" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Intangible Assets   Intangible assets are stated at cost of acquisition less accumulated amortization and impairment loss, if any. Cost of acquisition includes the purchase price and any cost directly attributable to bringing the asset to its working condition for the intended use. The Company amortizes its finite-lived intangible assets on a straight-line basis over the estimated useful life of the respective assets which is generally the life of the related patents or licenses, seven years for customer relationships and five years for assembled workforces. See Note 5 for more information on intangible assets.   <p id="xdx_84B_eus-gaap--ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock_zHC82dX386Y2" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Impairment of Long-Lived Assets   Long-lived assets, including certain identifiable intangibles held and to be used by the Company, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The Company continuously evaluates the recoverability of its long-lived assets based on estimated future cash flows and the estimated liquidation value of such long-lived assets and provides for impairment if such undiscounted cash flows are insufficient to recover the carrying amount of the long-lived assets. If impairment exists, an adjustment is made to write the asset down to its fair value, and a loss is recorded as the difference between the carrying value and fair value. Fair values are determined based on quoted market values, undiscounted cash flows or internal and external appraisals, as applicable. Assets to be disposed of are carried at the lower of carrying value or estimated fair value less cost to sell. No impairment was recorded during the three or nine months ended September 30, 2024 or 2023.   0 0 0 0 Investments in Equity Securities   The Company's equity investments consist of nonmarketable equity securities in privately held companies without readily determinable fair values. Unless accounted for under the equity method of accounting, the investments are reported at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar investment in the same issuer.   The Company applies the equity method of accounting to investments when it has significant influence, but not controlling interest, in the investee. Judgment regarding the level of influence over each equity method investment includes considering key factors such as ownership interest, representation on the board of directors, participation in policy-making decisions and material intercompany transactions. As discussed further in Note 6 as of September 30, 2024, the Company had one investment that is recorded applying the equity method of accounting. The Company's proportionate share of the net income (loss) resulting from these investments is reported under the line item captioned "Share of losses from equity method investment" in the Company's Consolidated Statements of Operations. The Company's equity method investment is adjusted each period for the Company's share of the investee's income or loss and dividend paid, if any. The Company classifies distributions received from its equity method investment using the cumulative earnings approach in the Company's Consolidated Statements of Cash Flows.   The Company has reviewed the carrying value of its investments and has determined there was no impairment or observable price changes as of or for the three and nine months ended September 30, 2024 and 2023.   Fair Value Measurement   As defined in ASC Topic 820, Fair Value Measurement ("ASC 820"), fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). This fair value measurement framework applies at both the initial and subsequent measurement.   The three levels of the fair value hierarchy defined by ASC 820 are as follows: Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.   Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include nonexchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars.   Level 3 – Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.   The carrying amounts of cash, accounts receivable, accounts payable and accrued expenses, other than acquisition-related expenses, approximate fair value because of the short-term nature of these instruments. The fair value of acquisition-related accrued expenses is categorized as Level 2 of the fair value hierarchy. The value of these instruments has been estimated using discounted cash flow analysis based on the Company's incremental borrowing rate. The carrying value of the Company's CRG Term Loan (defined below), which has a fixed interest rate approximates fair value based on instruments with similar terms (Level 2 inputs). The carrying value of the Company's Cadence Term Loan (defined below), which had variable interest rates determined each month, approximates fair value based on instruments with similar terms (Level 2 inputs). The fair value of the contingent earnout consideration and the acquisition date fair value of goodwill and intangibles related to the acquisitions discussed in Notes 3 and 5 are based on Level 3 inputs.   Liabilities for contingent consideration for the Precision Healing merger, acquisition of Scendia and Applied Asset Purchase (defined below) (see Note 3 for more information) are measured at fair value each reporting period, with the acquisition-

*date fair value included as part of the consideration transferred. The contingent consideration for the Scendia acquisition was settled as of September 30, 2024, and the final earnout payment of approximately $1.1 million was paid in cash in October 2024. Subsequent changes in fair value for the Precision Healing merger are reported under the line item captioned "Change in fair value of earnout liabilities" in the Company's Consolidated Statements of Operations. Due to the Applied Asset Purchase being accounted for as an asset acquisition and given that the transaction did not include contingent shares, subsequent revaluations of contingent consideration for the Applied Asset Purchase results in an adjustment to the contingent consideration liability and the intellectual property intangible asset with a cumulative catch-up amortization adjustment. The current year change in fair value of earnout liability below is as a result of a net increase in the estimated fair value of the earnout liability established at the time of the Company's Precision Healing merger. The current year revaluation of earnout liability below is a result of an increase in the estimated value of the earnout liability established at the time of the Applied Asset Purchase. The following table sets forth a summary of the changes in fair value for the Level 3 contingent earnout considerations.</p> <p id="xdx_892_eus-gaap--ScheduleOfBusinessAcquisitionsByAcquisitionContingentConsiderationTextBlock_z76tgwWOGI02" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">SCHEDULE OF CHANGES IN FAIR VALUE FOR CONTINGENT EARNOUT CONSIDERATION</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 75%; margin-right: auto"> <tr style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_493_20240101__20240930_zNlnFYZ4qF9f" style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_40E_eus-gaap--BusinessCombinationContingentConsiderationLiability_iS_zaARATUxJzr4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 78%">Balance at December 31, 2023</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">3,823,001</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationLiability1_z4XNvbi2QRxk" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Change in fair value of earnout liabilities</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">67,549</td><td style="text-align: left"></td></tr> <tr id="xdx_406_ecustom--BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationRevaluationOfEarnoutLiability_zdjATngYC4o8" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left; padding-bottom: 1pt">Revaluation of earnout liability</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">22,000</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--BusinessCombinationContingentConsiderationLiability_iE_zVX61Mwyhfdg" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 2.5pt">Balance at September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td><td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,912,550</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p id="xdx_8AA_zqbE7LDM07ff" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_892_eus-gaap--ScheduleOfBusinessAcquisitionsByAcquisitionContingentConsiderationTextBlock_z76tgwWOGI02" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF CHANGES IN FAIR VALUE FOR CONTINGENT EARNOUT CONSIDERATION</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 75%; margin-right: auto"> <tr style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_493_20240101__20240930_zNlnFYZ4qF9f" style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_40E_eus-gaap--BusinessCombinationContingentConsiderationLiability_iS_zaARATUxJzr4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 78%">Balance at December 31, 2023</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">3,823,001</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationLiability1_z4XNvbi2QRxk" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Change in fair value of earnout liabilities</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">67,549</td><td style="text-align: left"></td></tr> <tr id="xdx_406_ecustom--BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationRevaluationOfEarnoutLiability_zdjATngYC4o8" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left; padding-bottom: 1pt">Revaluation of earnout liability</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">22,000</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--BusinessCombinationContingentConsiderationLiability_iE_zVX61Mwyhfdg" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 2.5pt">Balance at September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td><td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,912,550</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 3823001 67549 22000 3912550 Income Taxes   Income taxes are accounted for under the asset and liability method, whereby deferred income taxes are recorded for temporary differences between financial statement carrying amounts and the tax basis of assets and liabilities. Deferred tax assets and liabilities reflect the tax rates expected to be in effect for the years in which the differences are expected to reverse. A valuation allowance is provided if it is more likely than not that some or all the deferred tax asset will not be realized.   <p id="xdx_84C_eus-gaap--ShareBasedCompensationOptionAndIncentivePlansPolicy_zEvH5clXlsdd" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Share-based Compensation   The Company accounts for share-based compensation to employees and nonemployees in accordance with ASC Topic 718, Compensation – Stock Compensation. Share-based compensation is measured at the grant date, based on the fair value of the award, and is recognized as expense over the stipulated vesting period, if any. The Company estimates the fair value of share-based payments using the Black-Scholes option-pricing model for common stock options and warrants, and the closing price of the Company's common stock for grants of common stock, including restricted stock awards.   Research and Development Costs   Research and development ("R&D") expenses consist of personnel-related expenses, including salaries, share-based compensation and benefits for all personnel directly engaged in R&D activities, contracted services, materials, prototype expenses and allocated overhead, which is comprised of compensation and benefits, lease expense and other facilities-related costs. R&D expenses include costs related to enhancements to the Company's currently available products and additional investments in the product and platform development pipeline. The Company expenses R&D costs as incurred.   <p id="xdx_84A_ecustom--RecentlyAdoptedAccountingPronouncementsPolicyTextBlock_zsyZryaPVmgd" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Recently Adopted Accounting Pronouncements   In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-13, Financial Instruments - Credit Losses (Topic 326). This update amends the impairment model by requiring entities to use a forward-looking approach based on expected losses to estimate credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The Company adopted the new guidance effective January 1, 2023. The adoption did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.   <p id="xdx_844_eus-gaap--NewAccountingPronouncementsPolicyPolicyTextBlock_zn9Kwwk49Cn3" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Recently Issued Accounting Pronouncements   In November 2023, FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"), which requires disclosure of incremental segment information on an annual and interim basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024 on a retrospective basis. The Company is currently evaluating the effect of this pronouncement on its disclosures.   In December 2023, FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"), which expands the disclosure required for income taxes. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. The amendment should be applied on a prospective basis while retrospective application is permitted. The Company is currently evaluating the effect of this pronouncement on its disclosures. NOTE 3 – APPLIED ASSET PURCHASE   On August 1, 2023, the Company entered into an Asset Purchase Agreement (the "Applied Purchase Agreement") by and among the Company, as guarantor, Sanara MedTech Applied Technologies, LLC, a Texas limited liability company and wholly owned subsidiary of the Company ("SMAT"), The Hymed Group Corporation, a Delaware corporation ("Hymed"), Applied Nutritionals, LLC, a Delaware limited liability company ("Applied", and together with Hymed, the "Sellers"), and Dr. George D. Petito (the "Owner"), pursuant to which SMAT acquired certain assets of the Sellers and the Owner, including, among others, the Sellers' and Owner's inventory, intellectual property, manufacturing and related equipment, goodwill, rights and claims, other than certain excluded assets, all as more specifically set forth in the Applied Purchase Agreement (collectively, the "Applied Purchased Assets"), and assumed certain Assumed Liabilities (as defined in the Applied Purchase Agreement), upon the terms and subject to the conditions set forth in the Applied Purchase Agreement (such transaction, the "Applied Asset Purchase"). The Applied Purchased Assets include the underlying intellectual property of, as well as the rights to manufacture and sell, certain hydrolyzed collagen products, including CellerateRX Surgical, for human wound care use.   *

The Applied Purchased Assets were purchased for an initial aggregate purchase price of $<span id="xdx_90E_eus-gaap--PaymentsToAcquireProductiveAssets_pn4n6_c20230801__20230801__us-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember_zUwKOFC00GCa" title="Assets purchase price">15.25 million, consisting of (i) $<span id="xdx_905_eus-gaap--AssetAcquisitionConsiderationTransferredOtherAssets_pn4n6_c20230801__20230801__us-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember__us-gaap--ContingentConsiderationByTypeAxis__custom--CashClosingConsiderationMember_zPY6Zadg2x16" title="Cash consideration paid">9.75 million in cash (the "Cash Closing Consideration"), (ii) <span id="xdx_90E_eus-gaap--StockIssuedDuringPeriodSharesPurchaseOfAssets_c20230801__20230801__us-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember__us-gaap--ContingentConsiderationByTypeAxis__custom--StockClosingConsiderationMember_zEv7b3OijPyf" title="Shares issued as consideration">73,809 shares of the Company's common stock (the "Stock Closing Consideration") with an agreed upon value of $<span id="xdx_90E_eus-gaap--StockIssuedDuringPeriodValuePurchaseOfAssets_pn5n6_c20230801__20230801__us-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember__us-gaap--ContingentConsiderationByTypeAxis__custom--StockClosingConsiderationMember_za1zTFA9yrdf" title="Value of shares issued as consideration">3.0 million and (iii) $2.5 million in cash (the "Installment Payments"), to be paid in four equal installments on each of the next four anniversaries of the closing of the Applied Asset Purchase (the "Closing"). The first Installment Payment of $<span id="xdx_900_eus-gaap--PaymentsToAcquireOtherProductiveAssets_pp0p0_c20240801__20240831__us-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember_zShhglpM2KVi" title="Payment of installment">625,000 was made in August 2024.   Prior to the Closing, the Company licensed certain of its products from Applied through a sublicense agreement (the "Sublicense Agreement") with CGI Cellerate RX, LLC ("CGI Cellerate RX"), a related party (see Note 11 for additional information regarding transactions with related parties). Pursuant to the Sublicense Agreement, the Company had an exclusive, world-wide sublicense to distribute certain hydrolyzed collagen products, including CellerateRX Surgical, into the surgical and wound care markets. In connection with the Applied Asset Purchase, Applied assigned its license agreement with CGI Cellerate RX to SMAT (the "License Agreement"), and on October 10, 2024, the License Agreement and the Sublicense Agreement were terminated for no additional consideration.   In addition to the Cash Closing Consideration, Stock Closing Consideration and Installment Payments, the Applied Purchase Agreement provides that the Sellers are entitled to receive up to an additional $10.0 million (the "Applied Earnout"), which is payable to the Sellers in cash, upon the achievement of certain performance thresholds relating to SMAT's collections from net sales of a collagen-based product currently under development. Upon expiration of the seventh anniversary of the Closing, to the extent the Sellers have not earned the entirety of the Applied Earnout, SMAT shall pay the Sellers a pro-rata amount of the Applied Earnout based on collections from net sales of the product, with such amount to be due credited against any Applied Earnout payments already made by SMAT (the "True-Up Payment"). The Applied Earnout, minus the True-Up Payment and any Applied Earnout payments already made by SMAT, may be earned at any point in the future, including after the True-Up Payment is made.   In connection with the Applied Asset Purchase and pursuant to the Applied Purchase Agreement, effective August 1, 2023, the Company entered into a professional services agreement (the "Petito Services Agreement") with the Owner, pursuant to which the Owner, as an independent contractor, agreed to provide certain services to the Company, including, among other things, assisting with the development of products already in development and assisting with research, development, formulation, invention and manufacturing of any future products (the "Petito Services"). As consideration for the Petito Services, the Owner is entitled to receive: (i) a base salary of $12,000 per month during the term of the Petito Services Agreement, (ii) a royalty payment equal to three percent (3%) of the actual collections from net sales of certain products the Owner develops or co-develops that reach commercialization, (iii) a royalty payment equal to five percent (5%) for the first $50.0 million in aggregate collections from net sales of certain future products and a royalty payment of two and one-half percent (2.5%) on aggregate collections from net sales of certain future products on any amounts exceeding $50.0 million but up to $100.0 million, (iv) $500,000 in cash in the event that 510(k) clearance is issued for any future product accepted by the Company and (v) $1.0 million in cash in the event that a U.S. patent is issued for a certain product; provided that with respect to the incentive payments described in (iv) and (v) of the foregoing, the Owner shall not earn more than $2.5 million.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The Petito Services Agreement has an initial term of three years and is subject to automatic successive one-month renewals unless earlier terminated in accordance with its terms. The Petito Services Agreement may be terminated upon the Owner's death or disability or by the Company or the Owner "For Cause" (as defined in the Petito Services Agreement); provided, however, that the base salary described in (i) of the foregoing paragraph shall survive termination through the three-year initial term and the royalty payments and incentive payments described in (ii)-(v) of the foregoing paragraph shall survive termination of the Petito Services Agreement.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">As the contingent consideration was negotiated as part of the transfer of assets, the contingent obligation was measured at fair value and included in the total purchase consideration transferred. Accordingly, since the Applied Asset Purchase was accounted for as an asset acquisition and did not include contingent shares, the contingent consideration is classified as a liability at its estimated fair value at each reporting period with subsequent revaluations recognized as an adjustment to the intellectual property intangible asset and the earnout liability with a cumulative catch-up amortization adjustment.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; text-align: center; margin-top: 0pt; margin-bottom: 0pt"> </p> <p id="xdx_898_eus-gaap--AssetAcquisitionTableTextBlock_hus-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember_zm7yAYYmq856" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The total purchase consideration for the Applied Asset Purchase as determined by the Company was as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF ASSET PURCHASE CONSIDERATIONS </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 90%; margin-right: auto"> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Consideration</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Equity Shares</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_497_20230801__20230801__us-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember_zLCkASe41Jg6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Dollar Value</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_40D_eus-gaap--AssetAcquisitionConsiderationTransferredOtherAssets_maAACTzk9b_zIMnGA4z2Iqc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: justify">Cash Closing Consideration</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right"> </td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">9,750,000</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--StockIssuedDuringPeriodValuePurchaseOfAssets_maAACTzk9b_zNnRQpuFlGn2" style="vertical-align: bottom; background-color: White"> <td style="text-align: justify">Fair value of Stock Closing Consideration</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span id="xdx_90F_eus-gaap--StockIssuedDuringPeriodSharesPurchaseOfAssets_c20230801__20230801__us-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember_z50IwNErKQ09" title="Equity Shares">73,809</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,089,645</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_ecustom--AssetAcquisitionConsiderationTransferredFairValueOfInstallmentPayments_maAACTzk9b_zEkHEk8ZG1d6" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: justify">Fair value of Installment Payments</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,040,808</td><td style="text-align: left"> </td></tr> <tr id="xdx_409_ecustom--AssetAcquisitionConsiderationTransferredCashPaidForInventory_maAACTzk9b_zLjiR8FRhd5" style="vertical-align: bottom; background-color: White"> <td style="text-align: justify">Cash paid for inventory</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">30,007</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_ecustom--AssetAcquisitionConsiderationTransferredFairValueOfPetitoServicesDefinedPayments_maAACTzk9b_zaVFcq27iso3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: justify">Fair value of Petito Services Agreement defined payments</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">825,834</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--AssetAcquisitionConsiderationTransferredContingentConsideration_maAACTzk9b_z11eemnF1eA7" style="vertical-align: bottom; background-color: White"> <td style="text-align: justify">Fair value of Petito Services Agreement contingent consideration</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">893,000</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--AssetAcquisitionConsiderationTransferredTransactionCost_maAACTzk9b_z397subket39" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: justify; padding-bottom: 1pt">Direct transaction costs</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">162,743</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40E_eus-gaap--AssetAcquisitionConsiderationTransferred_iT_mtAACTzk9b_zwGiA2ApVcb5" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; font-weight: bold; text-align: justify; padding-bottom: 2.5pt">Total purchase consideration</td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">16,792,037</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table>   Based on guidance provided by ASC 805, Business Combinations ("ASC 805"), the Company recorded the Applied Asset Purchase as an asset acquisition due to the determination that substantially all the fair value of the assets acquired was concentrated in a group of similar identifiable assets. The Company believes the "substantially all" criterion was met with respect to the acquired intellectual property being the only significant asset acquired. Accordingly, the Company accounted for the transaction as an asset acquisition.   The purchase consideration, plus transaction costs, was allocated to the individual assets according to their fair values as a percentage of the total fair value of the assets purchased, with no goodwill recognized. Based on the estimated fair value of the gross assets acquired, the total fair value of the net assets acquired was primarily

attributable to, and classified as, finite-lived intellectual property in the third quarter of 2023. The total purchase consideration was allocated based on the relative estimated fair value of such assets as follows: <p id="xdx_89C_eus-gaap--ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock_hus-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember_zWEVMF05Kzae" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF PURCHASE CONSIDERATION ON FAIR VALUE OF ASSETS ACQUIRED <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 75%; margin-right: auto"> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Description</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_495_20240930__us-gaap--BusinessAcquisitionAxis__custom--AppliedAssetPurchaseAgreementMember_zS2Y9LZYlWd6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Amount</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_404_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedInventory_iI_maBCRIAz5eD_zscM6ppYhj67" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 78%; text-align: justify">Inventory</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">30,007</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedEquipment_iI_maBCRIAz5eD_zhNIt14jk0Z1" style="vertical-align: bottom; background-color: White"> <td style="text-align: justify">Equipment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">33,062</td><td style="text-align: left"> </td></tr> <tr id="xdx_40D_ecustom--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntellectualProperty_iI_maBCRIAz5eD_zJ8PxNzzVpU2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: justify; padding-bottom: 1pt">Intellectual property</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">16,728,968</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet_iTI_mtBCRIAz5eD_zGkIy6UkkJdl" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; font-weight: bold; text-align: justify; padding-bottom: 2.5pt">Net assets acquired</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">16,792,037</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table>   15250000 9750000 73809 3000000.0 2500000 625000 10000000.0 As consideration for the Petito Services, the Owner is entitled to receive: (i) a base salary of $12,000 per month during the term of the Petito Services Agreement, (ii) a royalty payment equal to three percent (3%) of the actual collections from net sales of certain products the Owner develops or co-develops that reach commercialization, (iii) a royalty payment equal to five percent (5%) for the first $50.0 million in aggregate collections from net sales of certain future products and a royalty payment of two and one-half percent (2.5%) on aggregate collections from net sales of certain future products on any amounts exceeding $50.0 million but up to $100.0 million, (iv) $500,000 in cash in the event that 510(k) clearance is issued for any future product accepted by the Company and (v) $1.0 million in cash in the event that a U.S. patent is issued for a certain product; provided that with respect to the incentive payments described in (iv) and (v) of the foregoing, the Owner shall not earn more than $2.5 million. <p id="xdx_898_eus-gaap--AssetAcquisitionTableTextBlock_hus-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember_zm7yAYYmq856" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The total purchase consideration for the Applied Asset Purchase as determined by the Company was as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF ASSET PURCHASE CONSIDERATIONS </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 90%; margin-right: auto"> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Consideration</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Equity Shares</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_497_20230801__20230801__us-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember_zLCkASe41Jg6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Dollar Value</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_40D_eus-gaap--AssetAcquisitionConsiderationTransferredOtherAssets_maAACTzk9b_zIMnGA4z2Iqc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: justify">Cash Closing Consideration</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right"> </td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">9,750,000</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--StockIssuedDuringPeriodValuePurchaseOfAssets_maAACTzk9b_zNnRQpuFlGn2" style="vertical-align: bottom; background-color: White"> <td style="text-align: justify">Fair value of Stock Closing Consideration</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span id="xdx_90F_eus-gaap--StockIssuedDuringPeriodSharesPurchaseOfAssets_c20230801__20230801__us-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember_z50IwNErKQ89" title="Equity Shares">73,809</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td><td style="text-align: right">3,089,645</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_ecustom--AssetAcquisitionConsiderationTransferredFairValueOfInstallmentPayments_maAACTzk9b_zEkHEk8ZG1d6" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: justify">Fair value of Installment Payments</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">2,040,808</td><td style="text-align: left"> </td></tr> <tr id="xdx_409_ecustom--AssetAcquisitionConsiderationTransferredCashPaidForInventory_maAACTzk9b_zLjiR8FRIhd5" style="vertical-align: bottom; background-color: White"> <td style="text-align: justify">Cash paid for inventory</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">30,007</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_ecustom--AssetAcquisitionConsiderationTransferredFairValueOfPetitoServicesDefinedPayments_maAACTzk9b_zaVFcq27iso3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: justify">Fair value of Petito Services Agreement defined payments</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">825,834</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--AssetAcquisitionConsiderationTransferredContingentConsideration_maAACTzk9b_z11eemnF1eA7" style="vertical-align: bottom; background-color: White"> <td style="text-align: justify">Fair value of Petito Services Agreement contingent consideration</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">893,000</td><td style="text-align: left"> </td></tr> <tr id="xdx_40G_eus-gaap--AssetAcquisitionConsiderationTransferredTransactionCost_maAACTzk9b_z397suhket39" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: justify; padding-bottom: 1pt">Direct transaction costs</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">162,743</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40E_eus-gaap--AssetAcquisitionConsiderationTransferred_iT_mtAACTzk9b_zwGiA2ApVcb5" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; font-weight: bold; text-align: justify; padding-bottom: 2.5pt">Total purchase consideration</td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">16,792,037</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table> 9750000 73809 3089645 2040808 30007 825834 893000 162743 16792037 <p id="xdx_89C_eus-gaap--ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock_hus-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember_zWEVMF05Kzae" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF PURCHASE CONSIDERATION ON FAIR VALUE OF ASSETS ACQUIRED <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 75%; margin-right: auto"> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Description</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_495_20240930__us-gaap--BusinessAcquisitionAxis__custom--AppliedAssetPurchaseAgreementMember_zS2Y9LZYlWd6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Amount</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_404_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedInventory_iI_maBCRIAz5eD_zscM6ppYhj67" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 78%; text-align: justify">Inventory</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">30,007</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedEquipment_iI_maBCRIAz5eD_zhNIt14jk0Z1" style="vertical-align: bottom; background-color: White"> <td style="text-align: justify">Equipment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">33,062</td><td style="text-align: left"> </td></tr> <tr id="xdx_40D_ecustom--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntellectualProperty_iI_maBCRIAz5eD_zJ8PxNzzVpU2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: justify; padding-bottom: 1pt">Intellectual property</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">16,728,968</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet_iTI_mtBCRIAz5eD_zGkIy6UkkJdl" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; font-weight: bold; text-align: justify; padding-bottom: 2.5pt">Net assets acquired</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">16,792,037</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table> 30007 33062 16728968 16792037 NOTE 4 - CONVERTIBLE LOAN RECEIVABLE   In connection with a potential equity investment in an unaffiliated entity engaged in the development of certain surgical technologies, the Company entered into a convertible loan agreement in July 2024 pursuant to which the Company loaned $1,079,391 to the unaffiliated entity. The loan was initially set to be repaid on October 1, 2024. However, the Company extended the repayment date to December 1, 2024. On October 1, 2024, the loan began bearing interest at 8% per annum. Pursuant to the convertible loan agreement, the Company has the option to convert the outstanding balance of the loan into noncontrolling equity interests of the

unaffiliated entity upon satisfactory completion of certain due diligence activities. The loan is recorded under the caption "Convertible loan receivable" on the Company's Consolidated Balance Sheets, which was $1,079,391 as of September 30, 2024. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> 1079391 2024-10-01 2024-12-01 0.08 1079391 <p id="xdx_805_eus-gaap--GoodwillAndIntangibleAssetsDisclosureTextBlock_z6bWVYAA1sj8" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0">NOTE 5 - GOODWILL AND INTANGIBLES, NET</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_89F_eus-gaap--ScheduleOfGoodwillTextBlock_zO7obbpSiDb6" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The changes in the carrying amount of the Company's goodwill were as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> SCHEDULE OF CHANGES IN CARRYING AMOUNT OF GOODWILL</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 50%; margin-right: auto"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_4BD_zqGkrppTunP3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_43B_c20230101__20231231_eus-gaap--Goodwill_iS_z9CxqjzLi6c5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 74%">Balance as of December 31, 2022</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 22%; text-align: right">3,601,781</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--GoodwillAcquiredDuringPeriod_zqtcCbK2Ugwb" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; padding-bottom: 1pt">Acquisitions</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_435_c20240101__20240930_eus-gaap--Goodwill_iS_zgSEoqhJl8o6" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance as of December 31, 2023</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,601,781</td><td style="text-align: left"> </td></tr> <tr id="xdx_43E_c20240101__20240930_eus-gaap--Goodwill_iS_znRFkmi2dptf" style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,601,781</td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--GoodwillAcquiredDuringPeriod_zlGlEXkdWLc8" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; padding-bottom: 1pt">Acquisitions</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">$-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_438_c20240101__20240930_eus-gaap--Goodwill_iE_zynj63hGcNP3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Balance as of September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,601,781</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr id="xdx_433_c20240101__20240930_eus-gaap--Goodwill_iE_zAxybZoawAWj" style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Balance</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,601,781</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p id="xdx_8AD_zscO6bIEDSb" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">In connection with the change in reportable operating segments, the Company reassessed goodwill with respect to the change in reportable operating segments as they are presented in this report. Goodwill was recorded in connection with the acquisition of Scendia and is included entirely within the Sanara Surgical segment. The Company's assessment determined that these changes, or any other matters noted, did not alter the Company's conclusion that goodwill is not impaired as of September 30, 2024 or for the periods then ended.</p> <p style="font: 10pt Times New Roman, Times, Serif; text-align: center; margin-top: 0pt; margin-bottom: 0pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; text-align: center; margin-top: 0pt; margin-bottom: 0pt"> </p> <p id="xdx_89C_eus-gaap--ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock_z4RYBvfxIgYc" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The carrying values of the Company's intangible assets were as follows for the periods presented:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-indent: 22.5pt"> SCHEDULE OF CARRYING VALUE OF INTANGIBLE ASSETS</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td> </td> <td colspan="2"> </td><td> </td> <td> </td> <td colspan="2" style="text-align: center">Accumulated</td><td> </td> <td> </td> <td colspan="2"> </td> <td> </td><td> </td> <td colspan="2"> </td><td> </td> <td> </td> <td colspan="2" style="text-align: center">Accumulated</td><td> </td> <td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Cost</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Amortization</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Net</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Cost</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Amortization</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Net</td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left; width: 34%">Amortizable Intangible Assets:</td><td style="width: 2%"> </td> <td style="text-align: left; width: 1%"> </td><td style="text-align: right; width: 7%"> </td><td style="text-align: left; width: 1%"> </td><td style="width: 2%"> </td> <td style="text-align: left; width: 1%"> </td><td style="text-align: right; width: 7%"> </td><td style="text-align: left; width: 1%"> </td><td style="width: 2%"> </td> <td style="text-align: left; width: 1%"> </td><td style="text-align: right; width: 7%"> </td><td style="text-align: left; width: 1%"> </td><td style="width: 2%"> </td> <td style="text-align: left; width: 1%"> </td><td style="text-align: right; width: 7%"> </td><td style="text-align: left; width: 1%"> </td><td style="width: 2%"> </td> <td style="text-align: left; width: 1%"> </td><td style="text-align: right; width: 7%"> </td><td style="text-align: left; width: 1%"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Patents and Other IP</td><td> </td> <td style="text-align: left">$</td><td id="xdx_985_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--PatentsMember_zP7G4GbfLv8i" style="text-align: right">38,592,549</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td id="xdx_989_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--PatentsMember_zkzwByQadMq7" style="text-align: right">(4,934,785)</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td id="xdx_98B_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--PatentsMember_zNS8UPAPTnr" style="text-align: right">33,657,764</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td id="xdx_981_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--PatentsMember_zp872D9a0arj" style="text-align: right">38,570,549</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td id="xdx_98B_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--PatentsMember_zWPcroajiAkl" style="text-align: right">(3,181,186</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td id="xdx_983_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--PatentsMember_zHT0McTD10ig" style="text-align: right">35,389,363</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left; padding-bottom: 1pt">Customer relationships and other</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_982_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--CustomerRelationshipsAndOtherMember_zq80filAquna" style="padding-bottom: 1pt; text-align: right">7,947,332</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_98E_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--CustomerRelationshipsAndOtherMember_z9Gojrogi2Hh" style="padding-bottom: 1pt; text-align: right">(2,737,675</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_987_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--CustomerRelationshipsAndOtherMember_zsRlYZOH0P79" style="padding-bottom: 1pt; text-align: right">5,209,657</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_988_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--CustomerRelationshipsAndOtherMember_zkKhJFMnF554" style="padding-bottom: 1pt; text-align: right">7,947,332</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_98B_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--CustomerRelationshipsAndOtherMember_zwUh7RqjI1zb" style="padding-bottom: 1pt; text-align: right">(1,861,887</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_98E_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--CustomerRelationshipsAndOtherMember_z5uTteSejR4i" style="padding-bottom: 1pt; text-align: right">6,085,445</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt; padding-left: 10pt; text-align: left">Product Licenses</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_987_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--LicensingAgreementsMember_zqv370f64SLg" style="border-bottom: Black 1pt solid; text-align: right" title="Cost">4,793,879</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_980_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--LicensingAgreementsMember_zjmkZ3OTY37c" style="border-bottom: Black 1pt solid; text-align: right" title="Accumulated amortization">(1,632,158</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_980_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--LicensingAgreementsMember_z03ZPEIuNRS9" style="border-bottom: Black 1pt solid; text-align: right" title="Net">3,161,721</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98A_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--LicensingAgreementsMember_zsE5XUnrZv2f" style="border-bottom: Black 1pt solid; text-align: right" title="Cost">4,793,879</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98D_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--LicensingAgreementsMember_z7dMu7XDHdN6" style="border-bottom: Black 1pt solid; text-align: right" title="Accumulated amortization">(1,342,626</td><td

style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_983_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--LicensingAgreementsMember_zZynYBKmLHIf" style="border-bottom: Black 1pt solid; text-align: right" title="Net">3,451,253</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; padding-bottom: 2.5pt">Total</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_981_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--AmortizableIntangibleAssetsMember_zjSfgsYFMKZb" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">51,333,760</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_988_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--AmortizableIntangibleAssetsMember_z4Khh6k854g8" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">(9,304,618)</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left">)</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_98C_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--AmortizableIntangibleAssetsMember_ztv4HQNQyDS6" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">42,029,142</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_98A_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--AmortizableIntangibleAssetsMember_zEXe5PogKrNe" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">51,311,760</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_980_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--AmortizableIntangibleAssetsMember_zDId2P3rRDAl" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">(6,385,699)</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left">)</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_985_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--AmortizableIntangibleAssetsMember_zpRTd9jHXFLa" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">44,926,061</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table>   As of September 30, 2024, the weighted-average amortization period for finite-lived intangible assets was 14.5 years. Amortization expense related to intangible assets was $974,262 and $881,079 for the three months ended September 30, 2024 and 2023, respectively, and $2,918,919 and $2,247,482 for the nine months ended September 30, 2024 and 2023, respectively. The estimated remaining amortization expense as of September 30, 2024 for finite-lived intangible assets is as follows:</p> <p id="xdx_890_eus-gaap--ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock_zVh8urpTJo87" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF FUTURE AMORTIZATION EXPENSE</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 50%; margin-right: auto"> <tr style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_49E_20240930_zdzvO1JHfz24" style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear_iI_maFLIANzaGW_zBkwgMlRvsGc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; width: 74%">Remainder of 2024</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 22%; text-align: right">972,818</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths_iI_maFLIANzaGW_zwgDe38th6kd" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,891,270</td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo_iI_maFLIANzaGW_zY0YmM1w9Nd5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2026</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,874,015</td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseYearThree_iI_maFLIANzaGW_zCjGWZmBk2o9" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,760,162</td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseYearFour_iI_maFLIANzaGW_zx0LU0AAZHri" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2028</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,726,921</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseYearFive_iI_maFLIANzaGW_zdlrdNlNsT1" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2029</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,726,921</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseAfterYearFive_iI_maFLIANzaGW_zbTbbbsQczfb" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Thereafter</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">22,077,035</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--FiniteLivedIntangibleAssetsNet_iTI_mtFLIANzaGW_zjvIV7Z0YM2d" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Total</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">42,029,142</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p id="xdx_8AC_zHVz5RA6iLc" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; background-color: white">The Company has reviewed the carrying value of intangible assets and has determined there was no impairment during the nine months ended September 30, 2024 or 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_89F_eus-gaap--ScheduleOfGoodwillTextBlock_zQ7obbpSiDb6" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The changes in the carrying amount of the Company's goodwill were as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> SCHEDULE OF CHANGES IN CARRYING AMOUNT OF GOODWILL</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 50%; margin-right: auto"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_4BD_zqGkrppTunP3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_43B_c20230101__20231231_eus-gaap--Goodwill_iS_z9CxqjzLi6c5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 74%">Balance as of December 31, 2022</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 22%; text-align: right">3,601,781</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--GoodwillAcquiredDuringPeriod_zqtcCbK2Ugwb" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; padding-bottom: 1pt">Acquisitions</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_435_c20240101__20240930_eus-gaap--Goodwill_iS_zgSEoqhJl8o6" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance as of December 31, 2023</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,601,781</td><td style="text-align: left"> </td></tr> <tr id="xdx_43E_c20240101__20240930_eus-gaap--Goodwill_iS_znRFkmi2dptf" style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,601,781</td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--GoodwillAcquiredDuringPeriod_zlGlEXkdWLc8" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; padding-bottom: 1pt">Acquisitions</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_438_c20240101__20240930_eus-gaap--Goodwill_iE_zynj63hGcNP3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Balance as of September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,601,781</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr id="xdx_433_c20240101__20240930_eus-gaap--Goodwill_iE_zAxybZoawAWj" style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Balance</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,601,781</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 3601781 3601781 3601781 3601781 3601781 <p id="xdx_89C_eus-gaap--ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock_z4RYBvfxlgYc" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The carrying values of the Company's intangible assets were as follows for the periods presented: SCHEDULE OF CARRYING VALUE OF INTANGIBLE ASSETS <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2" style="text-align: center">Accumulated</td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2" style="text-align: center">Accumulated</td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Cost</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Amortization</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Net</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Cost</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Amortization</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Net</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left; width: 34%">Amortizable Intangible Assets:</td><td style="width: 2%"> </td> <td style="text-align: left; width: 1%"> </td><td style="text-align: right; width: 7%"> </td><td style="text-align: left; width: 1%"> </td><td style="width: 2%"> </td> <td style="text-align: left; width: 1%"> </td><td style="text-align: right; width: 7%"> </td><td style="text-align: left; width: 1%"> </td><td style="width: 2%"> </td> <td style="text-align: left; width: 1%"> </td><td style="text-align: right; width: 7%"> </td><td style="text-align: left; width: 1%"> </td><td style="width: 2%"> </td> <td style="text-align: left; width: 1%"> </td><td style="text-align: right; width: 7%"> </td><td style="text-align: left; width: 1%"> </td><td style="width:

2%"> </td> <td style="text-align: left; width: 1%"> </td><td style="text-align: right; width: 7%"> </td><td style="text-align: left; width: 1%"> </td><td style="width: 2%"> </td> <td style="text-align: left; width: 1%"> </td><td style="text-align: right; width: 7%"> </td><td style="text-align: left; width: 1%"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Patents and Other IP</td><td> </td> <td style="text-align: left">$</td><td id="xdx_985_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--PatentsMember_zP7G4GbfLv8i" style="text-align: right">38,592,549</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td id="xdx_989_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--PatentsMember_zkzwByQadMq7" style="text-align: right">(4,934,785</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td id="xdx_98B_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--PatentsMember_zNS8UPAPTnr" style="text-align: right">33,657,764</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td id="xdx_981_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--PatentsMember_zp872D9a0arj" style="text-align: right">38,570,549</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td id="xdx_98B_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--PatentsMember_zWPcroajiAkl" style="text-align: right">(3,181,186</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td id="xdx_983_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--PatentsMember_zHT0McTD10ig" style="text-align: right">35,389,363</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left; padding-bottom: 1pt">Customer relationships and other</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_982_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--CustomerRelationshipsAndOtherMember_zq80filAguna" style="padding-bottom: 1pt; text-align: right">7,947,332</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_98E_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--CustomerRelationshipsAndOtherMember_z9Gojrogi2Hh" style="padding-bottom: 1pt; text-align: right">(2,737,675</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_987_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--CustomerRelationshipsAndOtherMember_zsRlYZOH0P79" style="padding-bottom: 1pt; text-align: right">5,209,657</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_988_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--CustomerRelationshipsAndOtherMember_zkKhJFMnF554" style="padding-bottom: 1pt; text-align: right">7,947,332</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_98B_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--CustomerRelationshipsAndOtherMember_zwUh7RgjI1zb" style="padding-bottom: 1pt; text-align: right">(1,861,887</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_98E_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--CustomerRelationshipsAndOtherMember_z5uTteSejR4i" style="padding-bottom: 1pt; text-align: right">6,085,445</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt; padding-left: 10pt; text-align: left">Product Licenses</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_987_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--LicensingAgreementsMember_zqv370f64SLg" style="border-bottom: Black 1pt solid; text-align: right" title="Cost">4,793,879</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_980_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--LicensingAgreementsMember_zjmkZ3OTY37c" style="border-bottom: Black 1pt solid; text-align: right" title="Accumulated amortization">(1,632,158</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_980_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--LicensingAgreementsMember_z03ZPEIuNRS9" style="border-bottom: Black 1pt solid; text-align: right" title="Net">3,161,721</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98A_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--LicensingAgreementsMember_zsE5XUnrZv2f" style="border-bottom: Black 1pt solid; text-align: right" title="Cost">4,793,879</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98D_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--LicensingAgreementsMember_z7dMu7XDHdN6" style="border-bottom: Black 1pt solid; text-align: right" title="Accumulated amortization">(1,342,626</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_983_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--LicensingAgreementsMember_zZynYBKmLHIf" style="border-bottom: Black 1pt solid; text-align: right" title="Net">3,451,253</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; padding-bottom: 2.5pt">Total</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_981_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--AmortizableIntangibleAssetsMember_zjSfgsYFMKZb" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">51,333,760</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_988_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--AmortizableIntangibleAssetsMember_z4Khk6k854g8" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">(9,304,618</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left">)</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_98C_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--AmortizableIntangibleAssetsMember_ztv4HQNQyDS6" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">42,029,142</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_98A_eus-gaap--IntangibleAssetsGrossExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--AmortizableIntangibleAssetsMember_zEXe5PogKrNe" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">51,311,760</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_980_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--AmortizableIntangibleAssetsMember_zDId2P3rRDAl" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">(6,385,699</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left">)</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_985_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20231231__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__custom--AmortizableIntangibleAssetsMember_zpRTd9jHXFLa" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">44,926,061</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table> 38592549 -4934785 33657764 38570549 -3181186 35389363 7947332 -2737675 5209657 7947332 -1861887 6085445 4793879 -1632158 3161721 4793879 -1342626 3451253 51333760 -9304618 42029142 51311760 -6385699 44926061 P14Y6M 974262 881079 2918919 2247482 <p id="xdx_890_eus-gaap--ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock_zVh8urpTJo87" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF FUTURE AMORTIZATION EXPENSE <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 50%; margin-right: auto"> <tr style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_49E_20240930_zdzvO1JHfz24" style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear_iI_maFLIANzaGW_zBkwgMlRvsGc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; width: 74%">Remainder of 2024</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 22%; text-align: right">972,818</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths_iI_maFLIANzaGW_zwgDe38th6kd" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,891,270</td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo_iI_maFLIANzaGW_zY0YmM1w9Nd5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2026</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,874,015</td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseYearThree_iI_maFLIANzaGW_zCjGWZmBk2o9" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,760,162</td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseYearFour_iI_maFLIANzaGW_zx0LU0AAZHri" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2028</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,726,921</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseYearFive_iI_maFLIANzaGW_zdlrdNlNsT1" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2029</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,726,921</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--FiniteLivedIntangibleAssetsAmortizationExpenseAfterYearFive_iI_maFLIANzaGW_zbTbbbsQczfb" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Thereafter</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">22,077,035</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--FiniteLivedIntangibleAssetsNet_iTI_mtFLIANzaGW_zjvIV7Z0YM2d" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Total</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">42,029,142</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 972818 3891270 3874015 3760162 3726921 3726921 22077035 42029142 NOTE 6 - INVESTMENTS IN EQUITY SECURITIES   The Company's equity investments consist of nonmarketable equity securities in privately held companies without readily determinable fair values. Unless accounted for under the equity method of accounting, the investments are reported at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar investment of the same issuer.   DirectDerm   In July 2020, the Company made a $<span id="xdx_905_eus-gaap--LongTermInvestments_iI_c20200731__dei--

LegalEntityAxis__custom--DirectDermatologyIncMember__us-gaap--StatementClassOfStockAxis__custom--SeriesBTwoPreferredSharesMember_zmEP4pHF2UHk" title="Long term investments">500,000 long-term investment to purchase certain nonmarketable securities consisting of <span id="xdx_909_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_c20200701__20200731__dei--LegalEntityAxis__custom--DirectDermatologyIncMember__us-gaap--StatementClassOfStockAxis__custom--SeriesBTwoPreferredSharesMember_zLK1XK3lNuu4" title="Number of shares for purchase">7,142,857 Series B-2 Preferred Shares of Direct Dermatology Inc. ("DirectDerm"), representing approximately <span id="xdx_90A_eus-gaap--EquityMethodInvestmentOwnershipPercentage_iI_pid_dp_uPure_c20200731__srt--ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis__custom--DirectDermatologyIncMember__us-gaap--StatementClassOfStockAxis__custom--SeriesBTwoPreferredSharesMember_zpK6g3gIE4pd" title="Ownership percentage">2.9% ownership of DirectDerm at that time. Through this investment, the Company received exclusive rights to utilize DirectDerm's technology in all acute and post-acute care settings such as skilled nursing facilities, home health and wound clinics. In 2021, the Company purchased an additional <span id="xdx_90E_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_c20210101__20211231__dei--LegalEntityAxis__custom--DirectDermatologyIncMember__us-gaap--StatementClassOfStockAxis__custom--SeriesBTwoPreferredSharesMember_zmkWkgzOteo2" title="Purchase of additional shares">3,571,430 shares of DirectDerm's Series B-2 Preferred for $<span id="xdx_902_eus-gaap--StockIssuedDuringPeriodValueNewIssues_c20210101__20211231__dei--LegalEntityAxis__custom--DirectDermatologyIncMember__us-gaap--StatementClassOfStockAxis__custom--SeriesBTwoPreferredSharesMember_zbTbGpGKKD5l" title="Value of shares purchased">250,000. In March 2022, the Company purchased an additional <span id="xdx_90A_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_c20220301__20220331__dei--LegalEntityAxis__custom--DirectDermatologyIncMember__us-gaap--StatementClassOfStockAxis__custom--SeriesBTwoPreferredSharesMember_zCjY4t6v7krg" title="Purchase of additional shares">3,571,429 shares of DirectDerm's Series B-2 Preferred for $<span id="xdx_90E_eus-gaap--StockIssuedDuringPeriodValueNewIssues_c20220301__20220331__dei--LegalEntityAxis__custom--DirectDermatologyIncMember__us-gaap--StatementClassOfStockAxis__custom--SeriesBTwoPreferredSharesMember_zKtPv0m8jid9" title="Value of shares purchased">250,000. The Company's ownership of DirectDerm was approximately <span id="xdx_90E_eus-gaap--EquityMethodInvestmentOwnershipPercentage_iI_pid_dp_uPure_c20240930__srt--ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis__custom--DirectDermatologyIncMember_z11SD0heuFsb" title="Ownership percentage">8.1% as of September 30, 2024. The Company does not have the ability to exercise significant influence over DirectDerm's operating and financial activities. In accordance with ASC Topic 321, Investments - Equity Securities ("ASC 321"), this investment was reported at cost as of September 30, 2024.   Pixalere   In June 2021, the Company invested $<span id="xdx_90E_eus-gaap--Investments_iI_c20210630__us-gaap--StatementClassOfStockAxis__custom--ClassAPreferredSharesMember__dei--LegalEntityAxis__custom--PixalereHealthcareIncMember_z8UyXDpNkO11" title="Investments">2,084,278 to purchase <span id="xdx_901_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_c20210601__20210630__us-gaap--StatementClassOfStockAxis__custom--ClassAPreferredSharesMember__dei--LegalEntityAxis__custom--PixalereHealthcareIncMember_z4m2OWL9YYQk" title="Purchase of additional shares">278,587 Class A Preferred Shares (the "Pixalere Shares") of Canada based Pixalere Healthcare Inc. ("Pixalere"). The Pixalere Shares are convertible into approximately <span id="xdx_901_eus-gaap--DebtConversionConvertedInstrumentRate_pid_dp_uPure_c20210601__20210630__us-gaap--StatementClassOfStockAxis__custom--ClassAPreferredSharesMember__dei--LegalEntityAxis__custom--PixalereHealthcareIncMember_z0w4LgZOSlUh" title="Conversion rate">27.3% of the outstanding equity of Pixalere. Pixalere provides a cloud-based wound care software tool that empowers nurses, specialists and administrators to deliver better care for patients. In connection with the Company's purchase of the Pixalere Shares, Pixalere granted Pixalere Healthcare USA, LLC ("Pixalere USA"), a subsidiary of the Company, a royalty-free exclusive license to use the Pixalere software and platform in the United States. In conjunction with the grant of the license, the Company issued Pixalere a <span id="xdx_902_eus-gaap--EquityMethodInvestmentOwnershipPercentage_iI_pid_dp_uPure_c20210630__srt--ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis__custom--PixalereHealthcareUSALLCMember_zbd9nR6OBpm1" title="Ownership interest">27.3% equity ownership interest in Pixalere USA valued at $<span id="xdx_905_eus-gaap--EquityMethodInvestmentAggregateCost_iI_c20210630__srt--ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis__custom--PixalereHealthcareUSALLCMember_zVwBzlbm0RIb" title="Ownership value">93,879.   The Company reviewed the characteristics of the Pixalere Shares in accordance with ASC Topic 323, Investments – Equity Method and Joint Ventures ("ASC 323"). Due to the substantive liquidation preferences of the Pixalere Shares over Pixalere's common stock, the Pixalere Shares are not "in-substance" common stock, and therefore, the Company does not utilize the equity method of accounting for this investment. In accordance with ASC 321, this investment was reported at cost as of September 30, 2024.   ChemoMouthpiece   In September 2024, the Company, through its wholly owned subsidiary, Sanara CMP LLC ("Sanara CMP"), entered into a Unit Purchase Agreement (the "Unit Purchase Agreement") with ChemoMouthpiece, LLC ("CMp"), pursuant to which Sanara CMP purchased <span id="xdx_90B_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_c20240901__20240930__us-gaap--StatementEquityComponentsAxis__custom--CommonUnitsMember__dei--LegalEntityAxis__custom--ChemoMouthPieceLLCMember_zQ9eGl3ZErCf" title="Number of shares purchased">100,674.72 common units in CMp for $<span id="xdx_906_eus-gaap--StockIssuedDuringPeriodValueNewIssues_pn5n6_c20240901__20240930__us-gaap--StatementEquityComponentsAxis__custom--CommonUnitsMember__dei--LegalEntityAxis__custom--ChemoMouthPieceLLCMember_zceePOhL5XH3" title="Purchase of shares, value">5.0 million, which represents approximately <span id="xdx_900_eus-gaap--EquityMethodInvestmentOwnershipPercentage_iI_pid_dp_uPure_c20240930__srt--ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis__custom--ChemoMouthPieceLLCMember_zq9GPiQPvdwj" title="Ownership interest">6.64% of the issued and outstanding membership interest of CMp immediately following such purchase. CMp is a privately held medical device company that develops and commercializes propriety oral cryotherapy products for cancer patients, including, among other things, CMp's Chemo Mouthpiece oral cryotherapy device, which is a 510(k) cleared cryotherapy device designed to reduce the incidence and severity of chemotherapy induced oral mucositis.   The Company has reviewed the characteristics of Sanara CMP's investment in CMp in accordance with ASC 323 and determined that Sanara CMP made a non-controlling investment in a limited liability company. According to the guidance provided in ASC 323-30-S99-1, investments in limited liability companies whereby an investor holds more than a 3% to 5% ownership interest would generally be accounted for under the equity method of accounting. Therefore, the Company utilized the equity method of accounting for this investment and recorded its initial investment at cost. Sanara CMP's share of the earnings or losses of CMp is recorded in the Company's Consolidated Statements of Operations.   The following table summarizes the Company's investments for the periods presented: SCHEDULE OF INVESTMENTS

| | | |

<td style="text-align: left">$</td><td id="xdx_984_eus-gaap--OtherInvestmentsAndSecuritiesAtCost_iI_c20240930__dei--LegalEntityAxis__custom--DirectDermatologyIncMember_zomx5Z3qCWLe" style="text-align: right">1,000,000</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td id="xdx_982_eus-gaap--OtherInvestmentsAndSecuritiesAtCost_iI_c20231231__dei--LegalEntityAxis__custom--DirectDermatologyIncMember_zcyymUYzYHNe" style="text-align: right">1,000,000</td> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Pixalere Healthcare Inc.</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_989_eus-gaap--OtherInvestmentsAndSecuritiesAtCost_iI_c20240930__dei--LegalEntityAxis__custom--PixalereHealthcareIncMember_z3gjvB72vdvc" style="border-bottom: Black 1pt solid; text-align: right" title="Cost method investment">2,084,278</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_98C_eus-gaap--OtherInvestmentsAndSecuritiesAtCost_iI_c20231231__dei--LegalEntityAxis__custom--PixalereHealthcareIncMember_zocufEyqpw4k" style="border-bottom: Black 1pt solid; text-align: right" title="Cost method investment">2,084,278</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Total Cost Method Investments</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_989_eus-gaap--OtherInvestmentsAndSecuritiesAtCost_iI_c20240930_zqmdwEExPzs2" style="border-bottom: Black 1pt solid; text-align: right" title="Cost method investment">3,084,278</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_985_eus-gaap--OtherInvestmentsAndSecuritiesAtCost_iI_c20231231_zpR29nHEnjke" style="border-bottom: Black 1pt solid; text-align: right" title="Cost method investment">3,084,278</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Total Investments</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_98A_eus-gaap--Investments_iI_c20240930_zkGu2KYIq9I1" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right" title="Total Investments">8,321,412</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_98E_eus-gaap--Investments_iI_c20231231_z13AN1cO4WPb" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right" title="Total Investments">3,084,278</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p id="xdx_8A8_zvJVyElpu4La" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> <p id="xdx_891_eus-gaap--GainLossOnInvestmentsTextBlock_z2skC3o0d5da" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The following table summarizes the Company's share of losses from equity method investment reflected in the Company's Consolidated Statements of Operations for the periods presented:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> SCHEDULE OF LOSS FROM EQUITY METHOD INVESTMENT</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_496_20240701__20240930_zUybrigPht38" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49A_20230701__20230930_zr9C5XG6kyLg" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_494_20240101__20240930_zdx7obqYq7te" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49B_20230101__20230930_zUvNKj2yKvxj" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center"><p style="margin-top: 0; margin-bottom: 0">Three Months Ended</p> <p style="margin-top: 0; margin-bottom: 0">September 30,</p></td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center"><p style="margin-top: 0; margin-bottom: 0">Nine Months Ended</p> <p style="margin-top: 0; margin-bottom: 0">September 30,</p></td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; padding-bottom: 1pt; font-weight: bold">Investment</td><td style="padding-bottom: 1pt"> </td> <td colspan="2"> </td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2"> </td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2"> </td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2"> </td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2"> </td><td style="padding-bottom: 1pt"> </td></tr> <tr id="xdx_40D_eus-gaap--IncomeLossFromEquityMethodInvestments_hdei--LegalEntityAxis__custom--ChemoMouthPieceLLCMember_z1rvzuz9AvCg" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt; width: 40%; text-align: left">ChemoMouthpiece, LLC</td><td style="padding-bottom: 1pt; width: 2%"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td style="border-bottom: Black 1pt solid; width: 11%; text-align: right">(31,448</td><td style="padding-bottom: 1pt; width: 1%; text-align: left">)</td><td style="padding-bottom: 1pt; width: 2%"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td style="border-bottom: Black 1pt solid; width: 11%; text-align: right">-</td><td style="padding-bottom: 1pt; width: 1%; text-align: left"> </td><td style="padding-bottom: 1pt; width: 2%"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td style="border-bottom: Black 1pt solid; width: 11%; text-align: right">(31,448</td><td style="padding-bottom: 1pt; width: 1%; text-align: left">)</td><td style="padding-bottom: 1pt; width: 2%"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td style="border-bottom: Black 1pt solid; width: 11%; text-align: right"> -</td><td style="padding-bottom: 1pt; width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--IncomeLossFromEquityMethodInvestments_zStYU0g79sek" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; padding-bottom: 2.5pt">Total</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(31,448</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(31,448</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--IncomeLossFromEquityMethodInvestments_zbSIQRirKhC8" style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; padding-bottom: 2.5pt">Loss from equity method investment</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(31,448</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(31,448</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   500000 7142857 0.029 3571430 250000 3571429 250000 0.081 2084278 278587 0.273 0.273 93879 100674.72 5000000.0 0.0664 The following table summarizes the Company's investments for the periods presented: SCHEDULE OF INVESTMENTS <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Carrying Amount</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Economic Interest</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Carrying Amount</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Economic Interest</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: left">Equity Method Investment</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-

bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 40%; text-align: left">ChemoMouthpiece, LLC</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_984_eus-gaap--EquityMethodInvestments_iI_c20240930__dei--LegalEntityAxis__custom--ChemoMouthPieceLLCMember_z8Pi1foZK2K3" style="width: 11%; text-align: right" title="Equity method investment">5,237,134</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_986_ecustom--EquityMethodInvestmentsEconomicInterest_iI_pid_dp_uPure_c20240930__dei--LegalEntityAxis__custom--ChemoMouthPieceLLCMember_zwfmXGgBk268" style="width: 11%; text-align: right" title="Economic interest">6.64</td><td style="width: 1%; text-align: left">%</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_98B_eus-gaap--EquityMethodInvestments_iI_c20231231__dei--LegalEntityAxis__custom--ChemoMouthPieceLLCMember_z1a356raPx17" style="width: 11%; text-align: right" title="Equity method investment">-</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_98F_ecustom--EquityMethodInvestmentsEconomicInterest_iI_pid_dp_uPure_c20231231__dei--LegalEntityAxis__custom--ChemoMouthPieceLLCMember_zitN12yRBjLd" style="width: 11%; text-align: right" title="Economic interest">-</td><td style="width: 1%; text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: left; padding-bottom: 1pt">Cost Method Investments</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Direct Dermatology, Inc.</td><td> </td> <td style="text-align: left">$</td><td id="xdx_984_eus-gaap--OtherInvestmentsAndSecuritiesAtCost_iI_c20240930__dei--LegalEntityAxis__custom--DirectDermatologyIncMember_zomx5Z3qCWLe" style="text-align: right">1,000,000</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left">$</td><td id="xdx_982_eus-gaap--OtherInvestmentsAndSecuritiesAtCost_iI_c20231231__dei--LegalEntityAxis__custom--DirectDermatologyIncMember_zcyymUYzYHNe" style="text-align: right">1,000,000</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Pixalere Healthcare Inc.</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_989_eus-gaap--OtherInvestmentsAndSecuritiesAtCost_iI_c20240930__dei--LegalEntityAxis__custom--PixalereHealthcareIncMember_z3gjvB72vdvc" style="border-bottom: Black 1pt solid; text-align: right" title="Cost method investment">2,084,278</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_98C_eus-gaap--OtherInvestmentsAndSecuritiesAtCost_iI_c20231231__dei--LegalEntityAxis__custom--PixalereHealthcareIncMember_zocufEyqpw4k" style="border-bottom: Black 1pt solid; text-align: right" title="Cost method investment">2,084,278</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Total Cost Method Investments</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_989_eus-gaap--OtherInvestmentsAndSecuritiesAtCost_iI_c20240930_zqmdwEExPzs2" style="border-bottom: Black 1pt solid; text-align: right" title="Cost method investment">3,084,278</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_985_eus-gaap--OtherInvestmentsAndSecuritiesAtCost_iI_c20231231_zpR29nHEnjke" style="border-bottom: Black 1pt solid; text-align: right" title="Cost method investment">3,084,278</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Total Investments</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_98A_eus-gaap--Investments_iI_c20240930_zkGu2KYIq9Ll" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right" title="Total Investments">8,321,412</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td id="xdx_98E_eus-gaap--Investments_iI_c20231231_z13AN1cO4WPb" style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right" title="Total Investments">3,084,278</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt; text-align: right"> </td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr></table> 5237134 0.0664 1000000 1000000 2084278 2084278 3084278 3084278 8321412 3084278 The following table summarizes the Company's share of losses from equity method investment reflected in the Company's Consolidated Statements of Operations for the periods presented: SCHEDULE OF LOSS FROM EQUITY METHOD INVESTMENT <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_496_20240701__20240930_zUybrigPht38" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49A_20230701__20230930_zr9C5XG6kyLg" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_494_20240101__20240930_zdx7obqYq7te" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49B_20230101__20230930_zUvNKj2yKvxj" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center"> Three Months Ended September 30, </td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center"> Nine Months Ended September 30, </td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; padding-bottom: 1pt; font-weight: bold">Investment</td><td style="padding-bottom: 1pt"> </td> <td colspan="2"> </td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2"> </td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2"> </td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2"> </td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2"> </td><td style="padding-bottom: 1pt"> </td></tr> <tr id="xdx_40D_eus-gaap--IncomeLossFromEquityMethodInvestments_hdei--LegalEntityAxis__custom--ChemoMouthPieceLLCMember_z1rvzuz9AvCg" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt; width: 40%; text-align: left">ChemoMouthpiece, LLC</td><td style="padding-bottom: 1pt; width: 2%"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td style="border-bottom: Black 1pt solid; width: 11%; text-align: right">(31,448</td><td style="padding-bottom: 1pt; width: 1%; text-align: left">)</td><td style="padding-bottom: 1pt; width: 2%"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td style="border-bottom: Black 1pt solid; width: 11%; text-align: right">-</td><td style="padding-bottom: 1pt; width: 1%; text-align: left"> </td><td style="padding-bottom: 1pt; width: 2%"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td style="border-bottom: Black 1pt solid; width: 11%; text-align: right">(31,448</td><td style="padding-bottom: 1pt; width: 1%; text-align: left">)</td><td style="padding-bottom: 1pt; width: 2%"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td style="border-bottom: Black 1pt solid; width: 11%; text-align: right"> -</td><td style="padding-bottom: 1pt; width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--IncomeLossFromEquityMethodInvestments_zStYU0g79sek" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; padding-bottom: 2.5pt">Total</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(31,448</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(31,448</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--IncomeLossFromEquityMethodInvestments_zbSIQRirKhC8" style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; padding-bottom: 2.5pt">Loss from equity method investment</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(31,448</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom:

Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(31,448</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> -31448 -31448 -31448 -31448 -31448 -31448 NOTE 7 – OPERATING LEASES   The Company periodically enters operating lease contracts for office space and equipment. Arrangements are evaluated at inception to determine whether such arrangements constitute a lease. Right of use assets (“ROU assets”) represent the right to use an underlying asset for the lease term, and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities were recognized on the transition date based on the present value of lease payments over the respective lease term, with the office space ROU asset adjusted for deferred rent liability.   The Company has three material operating leases for office space. In March and September of 2023, the Company amended its primary office lease to obtain additional space, as well as extend the term. The leases have remaining lease terms of 75, 11 and 28 months as of September 30, 2024. For practical expediency, the Company has elected to not recognize ROU assets and lease liabilities related to short-term leases.   In accordance with ASC Topic 842, Leases, the Company has recorded ROU assets of $1,688,963 and a related lease liability of $1,846,293 as of September 30, 2024. The Company recorded lease expense of $121,126 and $110,693 for the three months ended September 30, 2024 and 2023, respectively. The Company recorded lease expense of $416,394 and $295,268 for the nine months ended September 30, 2024 and 2023, respectively. Cash paid for amounts included in the measurement of operating lease liabilities was $362,491 and $264,291 for the nine months ended September 30, 2024 and 2023, respectively.   The present value of the Company’s operating lease liabilities as of September 30, 2024 is shown below: <p id="xdx_89B_eus-gaap--LesseeOperatingLeaseLiabilityMaturityTableTextBlock_zmtApyFMpDh1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Maturity of Operating Lease Liabilities SCHEDULE OF OPERATING LEASE LIABILITY
<table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 75%; margin-right: auto">
<tr style="vertical-align: bottom"> <td style="text-align: left"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_496_20240930_z1dvGXxlwap8" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,
 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr>
<tr id="xdx_408_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear_iI_maLOLLPzW5D_zvUqO8TUp2og" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; width: 76%">Remainder of 2024</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 20%; text-align: right">142,525</td><td style="width: 1%; text-align: left"> </td></tr>
<tr id="xdx_405_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths_iI_maLOLLPzW5D_zFOrAZt1vr86" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">532,053</td><td style="text-align: left"> </td></tr>
<tr id="xdx_40C_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueYearTwo_iI_maLOLLPzW5D_zRtrPPWZAaLf" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2026</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">379,529</td><td style="text-align: left"> </td></tr>
<tr id="xdx_409_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueYearThree_iI_maLOLLPzW5D_zPJsnfkG3y7h" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">297,947</td><td style="text-align: left"> </td></tr>
<tr id="xdx_40E_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueYearFour_iI_maLOLLPzW5D_zz2c4VLtWqh" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2028</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">295,689</td><td style="text-align: left"> </td></tr>
<tr id="xdx_40F_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueYearFive_iI_maLOLLPzW5D_z7V9fQ5nIBpl" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2029</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">300,158</td><td style="text-align: left"> </td></tr>
<tr id="xdx_403_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDueAfterYearFive_iI_maLOLLPzW5D_zkNoPoIev6xf" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Thereafter</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">303,892</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr>
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<tr id="xdx_404_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsDue_iTI_mtLOLLPzW5D_zR8PmOsVbGn7" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Total lease payments</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,251,793</td><td style="text-align: left"> </td></tr>
<tr id="xdx_40F_eus-gaap--LesseeOperatingLeaseLiabilityUndiscountedExcessAmount_iNI_di_zOrnbjZ5Ol69" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Less imputed interest</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(405,500</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr>
<tr id="xdx_408_eus-gaap--OperatingLeaseLiability_iI_znC9smrV7iu7" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Present Value of Lease Liabilities</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">1,846,293</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr>
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<tr id="xdx_404_eus-gaap--OperatingLeaseLiabilityCurrent_iI_zqSbBq8XRYde" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Operating lease liabilities – current</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">439,129</td><td style="text-align: left"> </td></tr>
<tr id="xdx_403_eus-gaap--OperatingLeaseLiabilityNoncurrent_iI_ztdlyPpT68y7" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Operating lease liabilities – long-term</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">1,407,164</td><td style="text-align: left"> </td></tr>
</table>
  As of September 30, 2024, the Company’s operating leases had a weighted average remaining lease term of 5.4 years and a weighted average discount rate of 7.66%.   P75M P11M P28M 1688963 1846293 121126 110693 416394 295268 362491 264291 <p id="xdx_89B_eus-gaap--LesseeOperatingLeaseLiabilityMaturityTableTextBlock_zmtApyFMpDh1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Maturity of Operating Lease Liabilities SCHEDULE OF OPERATING LEASE LIABILITY
<table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 75%; margin-right: auto">
<tr style="vertical-align: bottom"> <td style="text-align: left"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_496_20240930_z1dvGXxlwap8" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,
 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr>
<tr id="xdx_408_eus-gaap--LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear_iI_maLOLLPzW5D_zvUqO8TUp2og" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; width: 76%">Remainder of 2024</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 20%; text-align: right">142,525</td><td style="width: 1%; text-align: left"> </td></tr>
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style="border-bottom: Black 1pt solid; text-align: right">(405,500</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr id="xdx_408_eus-gaap--OperatingLeaseLiability_iI_znC9smrV7iu7" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Present Value of Lease Liabilities</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">1,846,293</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--OperatingLeaseLiabilityCurrent_iI_zqSbBq8XRYde" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Operating lease liabilities – current</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">439,129</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--OperatingLeaseLiabilityNoncurrent_iI_ztdlyPpT68y7" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Operating lease liabilities – long-term</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">1,407,164</td><td style="text-align: left"> </td></tr> </table> 142525 532053 379529 297947 295689 300158 303892 2251793 405500 1846293 439129 1407164 P5Y4M24D 0.0766 NOTE 8 - DEBT AND CREDIT FACILITIES   CRG Term Loan Agreement   On April 17, 2024 (the "Closing Date"), the Company entered into a term loan agreement, by and among the Company, as borrower, the subsidiary guarantors party thereto from time to time (collectively, the "Guarantors"), CRG Servicing LLC as administrative agent and collateral agent (the "Agent"), and the lenders party thereto from time to time (the "CRG Term Loan Agreement"), providing for a senior secured term loan of up to $55.0 million (the "CRG Term Loan"). The CRG Term Loan Agreement provides for (i) $15.0 million of the CRG Term Loan that was borrowed on the Closing Date (the "First Borrowing") and (ii) up to an aggregate of $<span id="xdx_90B_eus-gaap--DebtInstrumentUnusedBorrowingCapacityAmount_iI_pn5n6_c20240417__us-gaap--TypeOfArrangementAxis__custom--CRGTermLoanAgreementMember_zutfbCefFDgl" title="Remaining amount available for borrowing">40.0 million available for borrowing in two subsequent borrowings, provided that each such borrowing must be at least $5.0 million or a multiple of $5.0 million and occur between the Closing Date and June 30, 2025, subject to the satisfaction of certain conditions, including that the First Borrowing having previously occurred and the Agent having received certain fees. The Company used a portion of the initial proceeds of the First Borrowing under the CRG Term Loan to extinguish the Cadence Term Loan described further below.   On September 4, 2024, the Company, pursuant to its option under the CRG Term Loan Agreement, borrowed an additional $15.5 million under the CRG Term Loan Agreement (the "Second Borrowing"). The Company used $<span id="xdx_901_eus-gaap--ProceedsFromIssuanceOfSecuredDebt_pn5n6_c20240904__20240904__us-gaap--TypeOfArrangementAxis__custom--CRGTermLoanAgreementMember_zAH9kr6xvE8c" title="Proceeds from loans used for investment">5.0 million of the proceeds of the Second Borrowing for its investment in CMp.   The First Borrowing, Second Borrowing and any additional borrowings under the CRG Term Loan are due and payable on March 30, 2029 (the "Maturity Date"), absent any acceleration.   The CRG Term Loan bears interest at a per annum rate equal to <span id="xdx_909_eus-gaap--DebtInstrumentInterestRateDuringPeriod_dp_uPure_c20240417__20240417__us-gaap--TypeOfArrangementAxis__custom--CRGTermLoanAgreementMember_znTUeBWczyIg" title="Interest rate per annum">13.25% (subject to a <span id="xdx_90B_eus-gaap--DebtInstrumentInterestRateIncreaseDecrease_dp_uPure_c20240417__20240417__us-gaap--TypeOfArrangementAxis__custom--CRGTermLoanAgreementMember_zFaufgUxjRYk" title="Incremental increase during an event of default">4.0% increase during an event of default), of which 8.00% must be paid in cash and <span id="xdx_90A_eus-gaap--DebtInstrumentInterestRateEffectivePercentage_iI_dp_uPure_c20240417__us-gaap--TypeOfArrangementAxis__custom--CRGTermLoanAgreementMember_zGr9DmgRma5" title="Paid-in-kind and aggregate principal loan amount, percentage">5.25% may, at the election of the Company, be deferred through the 19th quarterly Payment Date (defined below) by adding such amount to the aggregate principal loan amount, so long as no default or event of default under the CRG Term Loan Agreement has occurred and is continuing. The Company is required to make quarterly interest payments on the final business day of each calendar quarter following the Closing Date, commencing on the first such date to occur at least 30 days after the Closing Date (each, a "Payment Date"). Interest is payable on each Payment Date in arrears with respect to the time between each Payment Date and upon the payment or prepayment of the CRG Term Loan, ending on the Maturity Date. In addition, the Company is required to pay an upfront fee of 1.50% of the principal amount of the CRG Term Loan, which is payable as amounts are advanced under the CRG Term Loan on a pro rata basis. The Company is also required to pay a back-end fee equal to <span id="xdx_908_ecustom--DebtInstrumentBackEndFeePercentage_iI_dp_uPure_c20240417__us-gaap--TypeOfArrangementAxis__custom--CRGTermLoanAgreementMember_zwDrFe928OB4" title="Debt instrument back-end fee percentage">7.00% of the aggregate principal amount advanced under the CRG Term Loan Agreement.   For the three months ended September 30, 2024, the Company paid $399,532 of interest in cash and recorded $262,193 of interest paid-in-kind related to the CRG Term Loan. For the nine months ended September 30, 2024, the Company paid $646,199 of interest in cash and recorded $424,068 of interest paid-in-kind related to the CRG Term Loan. The paid-in-kind interest was applied to the principal balance of the CRG Term Loan. The Company recorded $<span id="xdx_903_eus-gaap--InterestExpense_c20240701__20240930__us-gaap--TypeOfArrangementAxis__custom--CRGTermLoanAgreementMember__us-gaap--DebtInstrumentAxis__custom--BackendFeeMember_zwyn9hUbwZXh" title="Accreted and principal outstanding balance">167,189 and $<span id="xdx_902_eus-gaap--InterestExpense_c20240101__20240930__us-gaap--TypeOfArrangementAxis__custom--CRGTermLoanAgreementMember__us-gaap--DebtInstrumentAxis__custom--BackendFeeMember_zCh3foZ28teg" title="Interest expense related to back-end fee">219,689 for the three and nine months ended September 30, 2024, respectively, to interest expense related to the back-end fee. The back-end fee is accreted and amortized to interest expense over the term of the CRG Term Loan. Paid-in-kind interest and the accreted back-end fee are included in "Long-term debt, net of current portion" on the Consolidated Balance Sheets.   Subject to certain exceptions, the Company is required to make mandatory prepayments of the CRG Term Loan with the proceeds of certain assets sales and in the event of a change of control of the Company. In addition, the Company may make a voluntary prepayment of the CRG Term Loan, in whole or in part, at any time. All mandatory and voluntary prepayments of the CRG Term Loan are subject to the payment of prepayment premiums as follows: <span id="xdx_907_eus-gaap--DebtInstrumentInterestRateTerms_dp_uPure_c20240417__20240417__us-gaap--TypeOfArrangementAxis__custom--CRGTermLoanAgreementMember_zwLDKbz6X3b" title="Debt instrument rate description">(i) if prepayment occurs on or prior to the date that is one year following the applicable borrowing (the "Borrowing Date"), an amount equal to 10.0% of the aggregate outstanding principal amount of the CRG Term Loan being prepaid and (ii) if prepayment occurs one year after the applicable Borrowing Date and on or prior to two years following the applicable Borrowing Date, an amount equal to 5.0% of the aggregate outstanding principal amount of the CRG Term Loan being prepaid. No prepayment premium is due on any principal prepaid if prepayment occurs two years or more after the applicable Borrowing Date.   Certain of the Company's current and future subsidiaries, including the Guarantors, are guaranteeing the obligations of the Company under the CRG Term Loan Agreement. As security for their obligations under the CRG Term Loan Agreement, on the Closing Date, the Company and the Guarantors entered into a security agreement with the Agent pursuant to which the Company and the Guarantors granted to the Agent, as collateral agent for the lenders, a lien on substantially all of the Company's and the Guarantors' assets, including intellectual property (subject to certain exceptions).   The CRG Term Loan Agreement contains affirmative and negative covenants customary for financings of this type, including limitations on the Company's and the Guarantors' abilities, among other things, to incur additional debt, grant or permit additional liens, make investments and acquisitions above certain thresholds, merge or consolidate with others, dispose of assets, pay dividends and distributions and enter into affiliate transactions, in each case, subject to certain exceptions. In addition, the CRG Term Loan Agreement contains the following financial covenants requiring the Company and the Guarantors in the aggregate to maintain: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.5in; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.5in; text-align: justify">● </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">liquidity in an amount which shall exceed the greater of (i) $3.0 million and (ii) to the extent the Company has incurred certain permitted debt, the minimum cash balance, if any, required of the Company by the creditors of such permitted debt; and </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-size:

10pt"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> ●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">annual minimum revenue: (i) for the twelve-month period beginning on January 1, 2024 and ending on December 31, 2024, of at least $60.0 million, (ii) for the twelve-month period beginning on January 1, 2025 and ending on December 31, 2025, of at least $75.0 million, (iii) for the twelve-month period beginning on January 1, 2026 and ending on December 31, 2026, of at least $85.0 million, (iv) for the twelve-month period beginning on January 1, 2027 and ending on December 31, 2027, of at least $95.0 million and (v) during each twelve-month period beginning on January 1 of a given year thereafter, of at least $105.0 million.</td></tr> </table>   The CRG Term Loan Agreement contains representations and warranties of the Company and the Guarantors customary for financings of this type, and also includes events of default customary for financings of this type, including, among other things, non-payment, inaccuracy of representations and warranties, covenant breaches, a material adverse change, bankruptcy and insolvency, material judgments and a change of control, in certain cases subject to customary periods to cure. The occurrence and continuance of an event of default could result in the acceleration of the obligations under the CRG Term Loan Agreement.   Cadence Term Loan   In connection with the entry into the Applied Purchase Agreement, on August 1, 2023, SMAT, as borrower, and the Company, as guarantor, entered into a loan agreement (the "Cadence Loan Agreement") with Cadence Bank (the "Bank") providing for, among other things, an advancing term loan in the aggregate principal amount of $12.0 million (the "Cadence Term Loan"), which was evidenced by an advancing promissory note. Pursuant to the Cadence Loan Agreement, the Bank agreed to make, at any time and from time to time prior to February 1, 2024, one or more advances to SMAT.   The proceeds of the advances under the Cadence Loan Agreement were used for working capital and for purposes of financing up to one hundred percent (100%) of the Cash Closing Consideration and Installment Payments for the Applied Asset Purchase and related fees and expenses, including any subsequent payments that were due to the Sellers after the Closing. On August 1, 2023, the Bank, at the request of SMAT, made an advance for $9.75 million. The proceeds from the advance were used to fund the Cash Closing Consideration for the Applied Asset Purchase.   The unpaid principal balance of outstanding advances bore interest, subject to certain conditions, at the lesser of the Maximum Rate (as defined in the Cadence Loan Agreement) or the Base Rate, which was for any day, a rate per annum equal to the term secured overnight financing rate (Term SOFR) (as administered by the Federal Reserve Bank of New York) for a one-month tenor in effect on such day plus three percent (3.0%). As of December 31, 2023, the interest rate on the advance under the Cadence Term Loan was 8.3%.   On the Closing Date, the Cadence Loan Agreement was terminated and all outstanding amounts under the Cadence Term Loan were repaid in full and all security interest and other liens granted to or held by Cadence were terminated and released. In addition, unamortized debt issuance costs as of the termination date of $53,438 were included in "Interest expense" in the Consolidated Statements of Operations.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"> </p> <p id="xdx_897_eus-gaap--ScheduleOfDebtTableTextBlock_zHS8XysPIuU4" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0">The table below presents the components of the Company's outstanding debt for the periods presented:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">SCHEDULE OF LONG-TERM DEBT </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 90%; margin-right: auto"> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="text-align: center; font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_492_20240930_zYV6XlDJiOe7" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,
 2024</td><td style="text-align: center; padding-bottom: 1pt; font-weight: bold"> </td><td style="text-align: center; font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_491_20231231_zVuvpwNnuEUj" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">December 31,
 2023</td><td style="text-align: center; padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_405_eus-gaap--DebtInstrumentCarryingAmount_iI_hus-gaap--DebtInstrumentAxis__custom--CRGTermLoanMember_z5CdPWjUMgZ3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">CRG Term Loan</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">30,500,000</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">-</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--DebtInstrumentCarryingAmount_iI_hus-gaap--DebtInstrumentAxis__custom--PaidInKindInterestMember_zjWyDWgHRdz9" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Paid-in-kind interest</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">424,067</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--DebtInstrumentCarryingAmount_iI_hus-gaap--DebtInstrumentAxis__custom--BackendFeeMember_zokElqg8XPI" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Back-end fee</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">219,689</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--DebtInstrumentCarryingAmount_iI_hus-gaap--DebtInstrumentAxis__custom--CadenceTermLoanMember_zUnkdlKHcfS2" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Cadence Term Loan</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">9,750,000</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--DebtInstrumentCarryingAmount_iI_maLTDzYHB_zpz8Voa8x2Hc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Debt</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">31,143,756</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">9,750,000</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--DeferredFinanceCostsNet_iNI_di_msLTDzYHB_z41i6oEp40fg" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Less: unamortized debt issuance costs</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,067,041</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(56,520</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--LongTermDebt_iTI_mtLTDzYHB_z6LFLetR7wx" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Debt, net of debt issuance costs</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">30,076,715</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">9,693,480</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--LongTermDebtCurrent_iI_zpcScfvEDI0c" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Less: Current portion of debt</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">580,357</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--LongTermDebtNoncurrent_iI_zJrofFtQG8B5" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Long-term debt, net of current portion</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">30,076,715</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">9,113,123</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   <p id="xdx_898_eus-gaap--ScheduleOfMaturitiesOfLongTermDebtTableTextBlock_zZcCbD2L1avf" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The table below presents the aggregate maturities of the Company's outstanding debt as of September 30, 2024: <p style="font:

10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">SCHEDULE OF MATURITIES OUTSTANDING   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 80%; margin-right: auto"> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; text-align: left; font-weight: bold">Year</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49A_20240930_zqsqdQ3S1YEg" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: left"> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr id="xdx_409_eus-gaap--LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear_iI_maDICAzHTB_zzKF6ZI0jDse" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Remainder of 2024</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths_iI_maDICAzHTB_zFXbVGucoE6d" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths_iI_maDICAzHTB_z6gYQv0oH3g1" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2026</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree_iI_maDICAzHTB_zWhrbFsZ37fa" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour_iI_maDICAzHTB_zDXz6AW9tbLk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2028</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_40A_ecustom--LongTermDebtMaturitiesRepaymentsOfPrincipalAfterYearFour_iI_maDICAzHTB_znYQyqZpvoy3" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; width: 80%; padding-bottom: 1pt">Thereafter</td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left"> </td><td style="border-bottom: Black 1pt solid; width: 16%; text-align: right">31,143,756</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--DebtInstrumentCarryingAmount_iTI_mtDICAzHTB_zHU9zZ52MXVd" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; font-weight: bold; text-align: left; padding-bottom: 2.5pt">Total debt</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">31,143,756</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table>   In connection with the CRG Term Loan, the Company incurred $1,160,740 in debt issuance costs during the nine months ended September 30, 2024, an increase of $273,487 from June 30, 2024, due to the Second Borrowing. Debt issuance costs are amortized to “Interest expense” on the Consolidated Statements of Operations over the life of the debt to which they pertain. The total unamortized debt issuance costs were $1,067,041 and $56,520 as of September 30, 2024 and December 31, 2023, respectively. Debt issuance costs are included in “Long-term debt, net of current portion” on the Consolidated Balance Sheets. Amortization expense related to debt issuance costs was $150,219 and $2,055 for the nine months ended September 30, 2024 and 2023, respectively. Amortization for the nine months ended September 30, 2024 includes the amortization and the write-off of debt issuance costs of $56,520 related to the termination of Cadence Term Loan.   55000000.0 15000000.0 40000000.0 each such borrowing must be at least $5.0 million or a multiple of $5.0 million and occur between the Closing Date and June 30, 2025, 15500000 5000000.0 2029-03-30 0.1325 0.040 0.0800 0.0525 0.0150 0.0700 399532 262193 646199 424068 167189 219689 (i) if prepayment occurs on or prior to the date that is one year following the applicable borrowing (the “Borrowing Date”), an amount equal to 10.0% of the aggregate outstanding principal amount of the CRG Term Loan being prepaid and (ii) if prepayment occurs one year after the applicable Borrowing Date and on or prior to two years following the applicable Borrowing Date, an amount equal to 5.0% of the aggregate outstanding principal amount of the CRG Term Loan being prepaid. 3000000.0 60000000.0 75000000.0 85000000.0 95000000.0 105000000.0 12000000.0 1 9750000 0.030 0.083 53438 <p id="xdx_897_eus-gaap--ScheduleOfDebtTableTextBlock_zHS8XysPIuU4" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0">The table below presents the components of the Company’s outstanding debt for the periods presented:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">SCHEDULE OF LONG-TERM DEBT </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 90%; margin-right: auto"> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="text-align: center; font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_492_20240930_zYV6XlDJiOe7" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,
 2024</td><td style="text-align: center; padding-bottom: 1pt; font-weight: bold"> </td><td style="text-align: center; font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_491_20231231_zVuvpwNnuEUj" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">December 31,
 2023</td><td style="text-align: center; padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_405_eus-gaap--DebtInstrumentCarryingAmount_iI_hus-gaap--DebtInstrumentAxis__custom--CRGTermLoanMember_z5CdPWjUMgZ3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">CRG Term Loan</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">30,500,000</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">-</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--DebtInstrumentCarryingAmount_iI_hus-gaap--DebtInstrumentAxis__custom--PaidInKindInterestMember_zjWyDWgHRdz9" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Paid-in-kind interest</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">424,067</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--DebtInstrumentCarryingAmount_iI_hus-gaap--DebtInstrumentAxis__custom--BackendFeeMember_zokElqg8XPI" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Back-end fee</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">219,689</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--DebtInstrumentCarryingAmount_iI_hus-gaap--DebtInstrumentAxis__custom--CadenceTermLoanMember_zUnkdlKHcfS2" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Cadence Term Loan</td><td style="padding-bottom: 1pt"> </td><td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">9,750,000</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--DebtInstrumentCarryingAmount_iI_maLTDzYHB_zpz8Voa8x2Hc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Debt</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">31,143,756</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">9,750,000</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--DeferredFinanceCostsNet_iNI_di_msLTDzYHB_z41i6oEp40fg" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Less: unamortized debt issuance costs</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,067,041</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(56,520</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--LongTermDebt_iTI_mtLTDzYHB_z6LFLetR7wx" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Debt, net of debt issuance costs</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">30,076,715</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">9,693,480</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--LongTermDebtCurrent_iI_zpcSclvEDI0c" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Less: Current portion of debt</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">580,357</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--LongTermDebtNoncurrent_iI_zJroFItQG8B5" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Long-term debt, net of current portion</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">30,076,715</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">9,113,123</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 30500000 42406721969 9750000 31143756 9750000 1067041 56520 30076715 9693480 580357 30076715 9113123 <p id="xdx_898_eus-gaap--ScheduleOfMaturitiesOfLongTermDebtTableTextBlock_zZcCbD2L1avf" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The table below presents the aggregate maturities of the Company’s outstanding debt as of September 30, 2024:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">SCHEDULE OF MATURITIES OUTSTANDING </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 80%; margin-right: auto"> <tr style="vertical-align: bottom"> <td style="border-bottom: Black 1pt solid; text-align: left; font-weight: bold">Year</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49A_20240930_zqsqdQ3S1YEg" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: left"> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr id="xdx_409_eus-gaap--LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear_iI_maDICAzHTB_zzKF6ZI0jDse" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Remainder of 2024</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths_iI_maDICAzHTB_zFXbVGucoE6d" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths_iI_maDICAzHTB_z6gYQv0oH3g1"

style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2026</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree_iI_maDICAzHTB_zWhrbFsZ3fa" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour_iI_maDICAzHTB_zDXz6AW9tbLk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2028</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_40A_ecustom--LongTermDebtMaturitiesRepaymentsOfPrincipalAfterYearFour_iI_maDICAzHTB_znYQyqZpvoy3" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; width: 80%; padding-bottom: 1pt">Thereafter</td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left"> </td><td style="border-bottom: Black 1pt solid; width: 16%; text-align: right">31,143,756</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--DebtInstrumentCarryingAmount_iTI_mtDICAzHTB_zHU9zZ52MXVd" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; font-weight: bold; text-align: left; padding-bottom: 2.5pt">Total debt</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">31,143,756</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table> 31143756 31143756 1160740 273487 1067041 56520 150219 2055 56520 <p id="xdx_804_eus-gaap--CommitmentsAndContingenciesDisclosureTextBlock_zuG4nuIlgxO2" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">NOTE 9 - COMMITMENTS AND CONTINGENCIES   License Agreements and Royalties   CellerateRX Surgical   <span id="xdx_90D_ecustom--LicenseAgreementAndRoyaltiesDescription_c20180826__20180827__us-gaap--TypeOfArrangementAxis__custom--SubLicenseAgreementMember_zZ2HX8NftDaf" title="License agreement and royalties description">In August 2018, the Company entered an exclusive, world-wide sublicense agreement with CGI Cellerate RX to distribute certain hydrolyzed collagen products, including CellerateRX Surgical, into the surgical and wound care markets. Pursuant to the Sublicense Agreement, the Company paid royalties of 3-5% of annual collected net sales of these products. As amended in January 2021, the term of the sublicense was extended through May 2050, with automatic successive year-to-year renewal terms thereafter so long as the Company's Net Sales (as defined in the Sublicense Agreement) each year are equal to or in excess of $1,000,000. If the Company's Net Sales fall below $1,000,000 for any year after the expiration date, CGI Cellerate RX has the right to terminate the Sublicense Agreement upon written notice.   Under this agreement, royalty expense, which was recorded in "Cost of goods sold" in the accompanying Consolidated Statements of Operations, totaled zero and a benefit of $9,209, respectively, for the three months ended September 30, 2024 and 2023 and zero and $1,060,035, respectively, for the nine months ended September 30, 2024 and 2023. Sales of CellerateRX Surgical comprised the substantial majority of the Company's sales during the three and nine months ended September 30, 2024 and 2023.   As discussed further in Note 3, on August 1, 2023, the Company purchased certain assets from Applied, including the rights to manufacture and sell certain hydrolyzed collagen products, including CellerateRX Surgical, for use in the human wound care market. In connection with the Applied Asset Purchase, Applied assigned the License Agreement with CGI Cellerate RX to SMAT, and on October 10, 2024, the License Agreement and Sublicense Agreement were terminated.   BIAKÕS Antimicrobial Wound Gel and BIAKÕS Antimicrobial Skin and Wound Cleanser   In July 2019, the Company executed a license agreement with Rochal Industries, LLC ("Rochal"), a related party, pursuant to which the Company acquired an exclusive world-wide license to market, sell and further develop antimicrobial products for the prevention and treatment of microbes on the human body utilizing certain Rochal patents and pending patent applications (the "BIAKÕS License Agreement"). Currently, the products covered by the BIAKÕS License Agreement are BIAKÕS Antimicrobial Wound Gel, BIAKÕS Antimicrobial Skin and Wound Cleanser and BIASURGE Advanced Surgical Solution. All three products are 510(k) cleared.   Future commitments under the terms of the BIAKÕS License Agreement include: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The Company pays Rochal a royalty of <span id="xdx_901_ecustom--RoyaltyPercentage_pid_dp_uPure_c20190701__20190731__us-gaap--TypeOfArrangementAxis__custom--BIAKOSLicenseAgreementMember__dei--LegalEntityAxis__custom--RochalIndustriesLLCMember__srt--RangeAxis__srt--MinimumMember_zYVEg9X3iC06">2- <span id="xdx_900_ecustom--RoyaltyPercentage_pid_dp_uPure_c20190701__20190731__us-gaap--TypeOfArrangementAxis__custom--BIAKOSLicenseAgreementMember__dei--LegalEntityAxis__custom--RochalIndustriesLLCMember__srt--RangeAxis__srt--MaximumMember_zlCK2Mb0qpf">4% of net sales. The minimum annual royalty due to Rochal was $<span id="xdx_902_eus-gaap--PaymentsForRoyalties_c20240101__20240930__us-gaap--TypeOfArrangementAxis__custom--BIAKOSLicenseAgreementMember__dei--LegalEntityAxis__custom--RochalIndustriesLLCMember__srt--RangeAxis__srt--MinimumMember_zyiYKt3HjSV7" title="Payments for royalties">146,410 for 2024 and will increase to a maximum amount of $<span id="xdx_909_eus-gaap--PaymentsForRoyalties_c20250101__20251231__us-gaap--TypeOfArrangementAxis__custom--BIAKOSLicenseAgreementMember__dei--LegalEntityAxis__custom--RochalIndustriesLLCMember__srt--RangeAxis__srt--MaximumMember__srt--StatementScenarioAxis__srt--ScenarioForecastMember_z7I6r2fhnLS7" title="Payments for royalties">150,000 in 2025.</td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The Company may pay additional royalties annually based on specific net profit targets from sales of the licensed products, subject to a maximum of $<span id="xdx_90A_eus-gaap--RoyaltyExpense_c20190701__20190731__us-gaap--TypeOfArrangementAxis__custom--BIAKOSAgreementMember__srt--RangeAxis__srt--MaximumMember_zFebk9MFpXKb" title="Payment for additional royalties">1,000,000 during any calendar year.</td></tr> </table>   Unless previously terminated by the parties, the BIAKÕS License Agreement expires with the related patents in December 2031.   Under this agreement, royalty expense, which is recorded in "Cost of goods sold" in the accompanying Consolidated Statements of Operations, was $36,602 and $32,499 for the three months ended September 30, 2024 and 2023, respectively. For the nine months ended September 30, 2024 and 2023, royalty expense under this agreement was $113,907 and $97,499, respectively. The Company's Executive Chairman and Chief Executive Officer is a director of Rochal, and indirectly a significant shareholder of Rochal, and through the potential exercise of warrants, a majority shareholder of Rochal. Another one of the Company's directors is also a director and significant shareholder of Rochal.   Cura5hield Antimicrobial Barrier Film and No Sting Skin Protectant   In October 2019, the Company executed a license agreement with Rochal pursuant to which the Company acquired an exclusive world-wide license to market, sell and further develop certain antimicrobial barrier film and skin protectant products for use in the human health care market utilizing certain Rochal patents and pending patent applications (the "ABF License Agreement"). Currently, the products covered by the ABF License Agreement are CuraShield Antimicrobial Barrier Film and a no sting skin protectant product.   Future commitments under the terms of the ABF License Agreement include: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"><span style="font-family: Times New Roman, Times, Serif; font-size:

10pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The Company will pay Rochal a royalty of <span id="xdx_90E_ecustom--RoyaltyPercentage_pid_dp_uPure_c20191001__20191031__us-gaap--TypeOfArrangementAxis__custom--ABFLicenseAgreementMember__srt--RangeAxis__srt--MinimumMember_z8EWTqDvE5tg" title="Royalty percentage">2-<span id="xdx_904_ecustom--RoyaltyPercentage_pid_dp_uPure_c20191001__20191031__us-gaap--TypeOfArrangementAxis__custom--ABFLicenseAgreementMember__srt--RangeAxis__srt--MaximumMember_zTIKgB9Mcykg" title="Royalty percentage">4% of net sales. The minimum annual royalty due to Rochal will be $<span id="xdx_906_eus-gaap--RoyaltyExpense_c20191001__20191031__us-gaap--TypeOfArrangementAxis__custom--ABFLicenseAgreementMember__srt--RangeAxis__srt--MinimumMember_zfKpdP0prDUj" title="Payments for royalty">50,000 beginning with the first full calendar year following the year in which first commercial sales of the products occur. The annual minimum royalty will increase by <span id="xdx_90D_ecustom--IncreaseInRoyaltyAnnualPercentage_pid_dp_uPure_c20191001__20191031__us-gaap--TypeOfArrangementAxis__custom--ABFLicenseAgreementMember_zPsPjBnYJPrj" title="Increase in royalty annual percentage">10% each subsequent calendar year up to a maximum amount of $<span id="xdx_900_eus-gaap--RoyaltyExpense_c20191001__20191031__us-gaap--TypeOfArrangementAxis__custom--ABFLicenseAgreementMember__srt--RangeAxis__srt--MaximumMember_zpitHZjy0Vme" title="Maximum amount of royalty">75,000.</td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The Company will pay additional royalties annually based on specific net profit targets from sales of the licensed products, subject to a maximum of $<span id="xdx_908_eus-gaap--RoyaltyExpense_c20191001__20191031__us-gaap--TypeOfArrangementAxis__custom--ABFLicenseAgreementMember__srt--RangeAxis__srt--MaximumMember__srt--ProductOrServiceAxis__us-gaap--ProductAndServiceOtherMember_ztkMpJyk6APa" title="Payment for additional royalties">500,000 during any calendar year.</td></tr> </table>   Unless previously terminated or extended by the parties, the ABF License Agreement will terminate upon expiration of the last U.S. patent in October 2033. No commercial sales or royalties have been recognized under this agreement as of September 30, 2024.   Debrider License Agreement   In May 2020, the Company executed a product license agreement with Rochal, pursuant to which the Company acquired an exclusive world-wide license to market, sell and further develop a debrider for human medical use to enhance skin condition or treat or relieve skin disorders, excluding uses primarily for beauty, cosmetic, or toiletry purposes (the "Debrider License Agreement").   Future commitments under the terms of the Debrider License Agreement include: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Upon FDA clearance of the licensed products, the Company will pay Rochal $<span id="xdx_90F_eus-gaap--Cash_iI_c20200531__us-gaap--RelatedPartyTransactionsByRelatedPartyAxis__custom--RochalMember__us-gaap--TypeOfArrangementAxis__custom--DebriderLicenseAgreementMember_zUDEgkwJuWW5" title="Payment in cash">500,000 in cash and an additional $1,000,000, which at the Company's option may be paid in any combination of cash and its common stock.</td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The Company will pay Rochal a royalty of <span id="xdx_90B_ecustom--RoyaltyPercentage_pid_dp_uPure_c20200501__20200531__us-gaap--TypeOfArrangementAxis__custom--DebriderLicenseAgreementMember__srt--RangeAxis__srt--MinimumMember_zrEUbYHTWun3" title="Royalty percentage">2-<span id="xdx_908_ecustom--RoyaltyPercentage_pid_dp_uPure_c20200501__20200531__us-gaap--TypeOfArrangementAxis__custom--DebriderLicenseAgreementMember__srt--RangeAxis__srt--MaximumMember_zlx0kPz0SRud" title="Royalty percentage">4% of net sales. The minimum annual royalty due to Rochal will be $<span id="xdx_908_eus-gaap--PaymentsForRoyalties_c20200501__20200531__us-gaap--TypeOfArrangementAxis__custom--DebriderLicenseAgreementMember__srt--RangeAxis__srt--MinimumMember_z0VjuOKMrM83" title="Payments for royalty">100,000 beginning with the first full calendar year following the year in which first commercial sales of the licensed products occur and increase by <span id="xdx_90D_ecustom--IncreaseInRoyaltyAnnualPercentage_pid_dp_uPure_c20200501__20200531__us-gaap--TypeOfArrangementAxis__custom--DebriderLicenseAgreementMember_zYu4tqUPNT5e" title="Increase in royalty annual percentage">10% each subsequent calendar year up to a maximum amount of $<span id="xdx_90E_eus-gaap--PaymentsForRoyalties_c20200501__20200531__us-gaap--TypeOfArrangementAxis__custom--DebriderLicenseAgreementMember__srt--RangeAxis__srt--MaximumMember_z3cKpuXFbgVd" title="Annual royalty">150,000.</td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The Company will pay additional royalty annually based on specific net profit targets from sales of the licensed products, subject to a maximum of $<span id="xdx_909_ecustom--PaymentsForAdditionalRoyalties_c20200501__20200531__us-gaap--TypeOfArrangementAxis__custom--DebriderLicenseAgreementMember__srt--RangeAxis__srt--MaximumMember_z9mc2HxtTmNd" title="Payment for additional royalties">1,000,000 during any calendar year.</td></tr> </table>   Unless previously terminated or extended by the parties, the Debrider License Agreement will expire in October 2034. No commercial sales or royalties have been recognized under this agreement as of September 30, 2024.   Rochal Asset Acquisition   The Company entered into an asset purchase agreement with Rochal effective July 1, 2021, pursuant to which the Company purchased certain assets of Rochal. Pursuant to the asset purchase agreement, for the three-year period after the effective date, Rochal is entitled to receive consideration for any new product relating to the business that is directly and primarily based on an invention conceived and reduced to practice by a member or members of Rochal's science team. For the three-year period after the effective date, Rochal is also entitled to receive an amount in cash equal to twenty-five percent of the proceeds received for any Grant (as defined in the asset purchase agreement) by either the Company or Rochal. In addition, the Company agreed to use commercially reasonable efforts to perform Minimum Development Efforts (as defined in the asset purchase agreement) with respect to certain products under development, which if obtained, will entitle the Company to intellectual property rights from Rochal in respect of such products.   Precision Healing Merger Agreement   In April 2022, the Company closed a merger transaction with Precision Healing pursuant to which Precision Healing became a wholly owned subsidiary of the Company. Pursuant to the terms of the merger agreement, holders of Precision Healing common stock and preferred stock, other than the Company, were entitled to receive closing consideration, consisting of $<span id="xdx_906_eus-gaap--AssetAcquisitionConsiderationTransferred_c20220401__20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember_z83Gntk9UIR1" title="Cash consideration">125,966 in cash consideration, which was paid to stockholders who were not accredited investors, <span id="xdx_904_eus-gaap--StockIssuedDuringPeriodSharesAcquisitions_c20220401__20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--RelatedPartyTransactionsByRelatedPartyAxis__custom--AccreditedInvestorsMember_zJ6JyUET7Xla" title="Issuance of shares">165,738 shares of the Company's common stock, which was paid only to accredited investors, and the payment in cash of approximately $<span id="xdx_906_eus-gaap--StockIssuedDuringPeriodValueAcquisitions_pn5n6_c20220401__20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember_zYHYFApfu1J8" title="Payment in cash">0.6 million of transaction expenses of Precision Healing. The Company recorded the issuance of the <span id="xdx_90B_eus-gaap--StockIssuedDuringPeriodSharesAcquisitions_c20220401__20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--RelatedPartyTransactionsByRelatedPartyAxis__custom--AccreditedInvestorsMember_zl1vcMMeDTQ8" title="Issuance of shares">165,738 shares to accredited investors and cash payments to nonaccredited investors based on the closing price per share of the Company's common stock on April 4, 2022, which was $30.75.   Upon the closing of the merger, the Precision Healing outstanding options previously granted under the Precision Healing Plan converted, pursuant to their terms, into options to acquire an aggregate of <span id="xdx_90D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_c20220401__20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember_zMKOK2xCy5Jh" title="Options to acquire shares">144,191 shares of Company common stock with a weighted average exercise price of $<span id="xdx_900_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingPeriodIncreaseDecreaseWeightedAverageExercisePrice_c20220401__20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember_zL69IuFHYLqb" title="Weighted exercise price">10.71 per share. These options expire between August 2030 and April 2031. In addition, outstanding and unexercised Precision Healing warrants converted into rights to receive warrants to purchase (i) <span id="xdx_909_eus-gaap--ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights_iI_c20220430__us-gaap--TypeOfArrangementAxis__custom--

PrecisionHealingMergerAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_z1gT6hF4g3a4" title="Warrants to purchase shares">4,424 shares of the Company's common stock with an initial exercise price of $<span id="xdx_908_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zGFAVoPGqpa5" title="Exercise price">7.32 per share and an expiration date of <span id="xdx_907_eus-gaap--WarrantsAndRightsOutstandingMaturityDate_iI_dd_c20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zoG1Ksj4hnLc" title="Expiration date">April 22, 2031, and (ii) <span id="xdx_906_eus-gaap--ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights_iI_c20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--StatementEquityComponentsAxis__custom--WarrantOneMember_zYSu6QJp1AB6" title="Warrants to purchase shares">12,301 shares of the Company's common stock with an initial exercise price of $<span id="xdx_901_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--StatementEquityComponentsAxis__custom--WarrantOneMember_zXN7BIXDgjnf" title="Exercise price">12.05 per share and an expiration date of <span id="xdx_905_eus-gaap--WarrantsAndRightsOutstandingMaturityDate_iI_dd_c20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--StatementEquityComponentsAxis__custom--WarrantOneMember_zPmkj6WdyNRf" title="Expiration date">August 10, 2030. Concurrent with the assumption of the Precision Healing Plan, the Company terminated the ability to offer future awards under the Precision Healing Plan.

Pursuant to the merger agreement, upon the achievement of certain performance thresholds, the securityholders of Precision Healing, including the holders of options and warrants to purchase Precision Healing common stock and certain persons promised options to purchase Precision Healing common stock, are also entitled to receive payments of up to $<span id="xdx_90D_eus-gaap--AssetAcquisitionConsiderationTransferredContingentConsideration_pn5n6_c20220401__20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember_zXxmDjsxbing" title="Contingent consideration payments receivable">10.0 million, which was accounted for as contingent consideration pursuant to ASC 805. The earnout consideration is payable in cash or, at the Company's election, is payable to accredited investors in shares of Company common stock at a price per share equal to the greater of (i) $27.13 or (ii) the average closing price of Company common stock for the 20 trading days prior to the date such earnout consideration is due and payable. Pursuant to the merger agreement, a minimum percentage of the earnout consideration may be required to be issued to accredited investors in shares of Company common stock for tax purposes. The amount and composition of the portion of earnout consideration payable is subject to adjustment and offsets as set forth in the merger agreement.

Scendia Purchase Agreement

In July 2022, the Company closed the Scendia acquisition pursuant to which Scendia became a wholly owned subsidiary of the Company. Pursuant to the purchase agreement, the consideration for the acquisition at closing was approximately $<span id="xdx_90D_eus-gaap--BusinessCombinationConsiderationTransferred1_pn5n6_c20220701__20220731__us-gaap--TypeOfArrangementAxis__custom--ScendiaPurchaseAgreementMember_zl6DvWBWycKb" title="Acquisition consideration transferred">7.6 million, subject to customary post-closing adjustments. The consideration consisted of (i) approximately $1.6 million of cash, subject to certain adjustments, and (ii) <span id="xdx_901_eus-gaap--StockIssuedDuringPeriodSharesPurchaseOfAssets_c20220701__20220731__us-gaap--TypeOfArrangementAxis__custom--ScendiaPurchaseAgreementMember_zIq5VlgeZAsl" title="Issuance of common stock for purchase of assets">291,686 shares of common stock of the Company. Pursuant to the purchase agreement, at closing, the Company withheld <span id="xdx_909_eus-gaap--SharesPaidForTaxWithholdingForShareBasedCompensation_c20220701__20220731__us-gaap--TypeOfArrangementAxis__custom--ScendiaPurchaseAgreementMember_zLJ6ooHBVYw4" title="Number of shares withheld">94,798 Indemnity Holdback Shares, which such Indemnity Holdback Shares were withheld to the extent provided in the purchase agreement to satisfy Phillips' indemnification obligations and subsequently issued and released to Phillips in July 2023.

In addition to the cash consideration and the stock consideration, the purchase agreement provides that Phillips is entitled to receive two potential earnout payments, payable on an annual basis, not to exceed $<span id="xdx_900_eus-gaap--BusinessCombinationContingentConsiderationAsset_iI_pn5n6_c20220731__us-gaap--TypeOfArrangementAxis__custom--ScendiaPurchaseAgreementMember_zZOMeA4Hivg2" title="Earnout consideration">10.0 million in the aggregate, which was accounted for as contingent consideration pursuant to ASC 805. The earnout consideration is payable to Phillips in cash or, at the Company's election, in up to <span id="xdx_908_eus-gaap--SaleOfStockNumberOfSharesIssuedInTransaction_c20220701__20220731__us-gaap--TypeOfArrangementAxis__custom--ScendiaPurchaseAgreementMember_zUH9cRIl2SD5" title="Number of shares issuable">486,145 shares of the Company's common stock upon the achievement of certain performance thresholds relating to net revenue attributable to sales of Scendia products during the two-year period following the closing. The Company made the first earnout payment of approximately $693,000 in cash in August 2023 and the second and final earnout payment of approximately $<span id="xdx_902_ecustom--EarnoutPayment_pn5n6_c20241001__20241031__us-gaap--SubsequentEventTypeAxis__us-gaap--SubsequentEventMember__us-gaap--TypeOfArrangementAxis__custom--ScendiaPurchaseAgreementMember_ziQBlpDNkNn5" title="Earnout payment">1.1 million in cash in October 2024.

Applied Asset Purchase

On August 1, 2023, the Company closed the Applied Asset Purchase. The Applied Purchased Assets were purchased for an initial aggregate purchase price of $<span id="xdx_907_eus-gaap--PaymentsToAcquireProductiveAssets_pn4n6_c20230801__20230801__us-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember_zhUbYRARvy67" title="Assets purchase price">15.25 million, consisting of (i) the Cash Closing Consideration, (ii) the Stock Closing Consideration and (iii) the Installment Payments.

In addition to the Cash Closing Consideration, Stock Closing Consideration and Installment Payments, the Applied Purchase Agreement provides that the Sellers are entitled to receive the Applied Earnout, which is payable to the Sellers in cash, upon the achievement of certain performance thresholds relating to SMAT's collections from net sales of a collagen-based product currently under development. Upon expiration of the seventh anniversary of the Closing, to the extent the Sellers have not earned the entirety of the Applied Earnout, SMAT shall pay the Sellers the True-Up Payment. The Applied Earnout, minus the True-Up Payment and any Applied Earnout payments already made by SMAT, may be earned at any point in the future, including after the True-Up Payment is made.

In connection with the Applied Asset Purchase and pursuant to the Applied Purchase Agreement, effective August 1, 2023, the Company entered into the Petito Services Agreement with the Owner, pursuant to which the Owner, as an independent contractor, agreed to provide the Petito Services. As consideration for the Petito Services, the Owner is entitled to receive: (i) a base salary of $12,000 per month during the term of the Petito Services Agreement, (ii) a royalty payment equal to three percent (3%) of the actual collections from net sales of certain products the Owner develops or codevelops that reach commercialization, (iii) a royalty payment equal to five percent (5%) for the first $50.0 million in aggregate collections from net sales of certain future products and a royalty payment of two and one-half percent (2.5%) on aggregate collections from net sales of certain future products on any amounts exceeding $50.0 million but up to $100.0 million, (iv) $500,000 in cash in the event that 510(k) clearance is issued for any future product accepted by the Company and (v) $1.0 million in cash in the event that a U.S. patent is issued for a certain product; provided that with respect to the incentive payments described in (iv) and (v) of the foregoing, the Owner shall not earn more than $2.5 million.

The Petito Services Agreement has an initial term of three years and is subject to automatic successive one-month renewals unless earlier terminated in accordance with its terms. The Petito Services Agreement may be terminated upon the Owner's death or disability or by the Company or the Owner "For Cause" (as defined in the Petito Services Agreement); provided, however, that the base salary described in (i) of the foregoing paragraph shall survive termination through the three-year initial term and the royalty payments and incentive payments described in (ii)-(v) of the foregoing paragraph shall survive termination of the Petito Services Agreement.

Other Commitments

On December 20, 2023, the Company signed an exclusive license agreement with Tufts University ("Tufts") to develop and commercialize patented technology covering 18 unique collagen peptides. As part of this agreement, the Company formed a new subsidiary, Sanara Collagen Peptides, LLC ("SCP") and 10% of SCP's outstanding units were issued to Tufts. SCP has exclusive rights to develop and commercialize new products based on the licensed patents and patents pending. SCP will pay royalties to Tufts based on net sales of licensed products and technologies. Under the exclusive license agreement, royalties will be calculated at a rate of 1.5% or <span id="xdx_90C_ecustom--RoyaltyExpensePercentage_dp_uPure_c20231220__20231220__us-gaap--TypeOfArrangementAxis__custom--LicenseAgreementMember__srt--RangeAxis__srt--MaximumMember_zLKz43pGyrxf" title="Royalty expense percentage">3%, depending on the type of product or technology developed. SCP will pay Tufts a minimum annual royalty of $50,000 on January 1 of the year following the first anniversary of the first commercial sale of the licensed products or technologies. SCP will pay Tufts a $<span id="xdx_900_eus-gaap--RoyaltyExpense_c20240101__20240101__us-gaap--TypeOfArrangementAxis__custom--LicenseAgreementMember__us-gaap--ResearchAndDevelopmentArrangementContractToPerformForOthersByTypeAxis__us-gaap--RoyaltyAgreementTermsMember_zGDtQq2OURJf">100,000 minimum annual royalty on January 1 of each subsequent year during the royalty term specified in the exclusive license agreement. There have been no material accounting impacts related to this arrangement as of September 30, 2024.

In August 2018, the Company entered an exclusive, world-wide sublicense agreement with CGI Cellerate RX to distribute certain hydrolyzed collagen products, including CellerateRX Surgical, into the surgical and wound care markets. Pursuant to the Sublicense Agreement, the Company paid royalties of 3-5% of annual collected net sales of these products. As amended in January 2021, the term of the

sublicense was extended through May 2050, with automatic successive year-to-year renewal terms thereafter so long as the Company's Net Sales (as defined in the Sublicense Agreement) each year are equal to or in excess of $1,000,000. If the Company's Net Sales fall below $1,000,000 for any year after the expiration date, CGI Cellerate RX has the right to terminate the Sublicense Agreement upon written notice. 9209 1060035 0.02 0.04 146410 150000 1000000 36602 32499 113907 97499 0.02 0.04 50000 0.10 75000 500000 500000 1000000 0.02 0.04 100000 0.10 150000 1000000 125966 165738 600000 165738 30.75 144191 10.71 4424 7.32 2031-04-22 12301 12.05 2030-08-10 10000000.0 27.13 7600000 1600000 291686 94798 10000000.0 486145 693000 1100000 15250000 As consideration for the Petito Services, the Owner is entitled to receive: (i) a base salary of $12,000 per month during the term of the Petito Services Agreement, (ii) a royalty payment equal to three percent (3%) of the actual collections from net sales of certain products the Owner develops or codevelops that reach commercialization, (iii) a royalty payment equal to five percent (5%) for the first $50.0 million in aggregate collections from net sales of certain future products and a royalty payment of two and one-half percent (2.5%) on aggregate collections from net sales of certain future products on any amounts exceeding $50.0 million but up to $100.0 million, (iv) $500,000 in cash in the event that 510(k) clearance is issued for any future product accepted by the Company and (v) $1.0 million in cash in the event that a U.S. patent is issued for a certain product; provided that with respect to the incentive payments described in (iv) and (v) of the foregoing, the Owner shall not earn more than $2.5 million. 0.10 0.015 0.03 50000 100000 <p id="xdx_80B_eus-gaap--StockholdersEquityNoteDisclosureTextBlock_zdWo85U537n3" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">NOTE 10 - SHAREHOLDERS' EQUITY   Common Stock   At the Company's Annual Meeting of Shareholders held in July 2020, the Company approved the Restated 2014 Omnibus Long Term Incentive Plan (the "2014 LTIP") in which the Company's directors, officers, employees and consultants are eligible to participate. The 2014 LTIP terminated on September 3, 2024, and no future awards may be granted pursuant to the 2014 LTIP. Previously granted awards under the 2014 LTIP will remain outstanding until they expire by their terms or under the terms of the 2014 LTIP.   On June 12, 2024, the Company's shareholders approved the 2024 Omnibus Long-Term Incentive Plan (the "2024 LTIP"), which went into effect upon shareholder approval. The maximum number of shares of the Company's common stock that may be delivered pursuant to awards granted under the 2024 LTIP is <span id="xdx_901_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant_iI_pid_c20240612__us-gaap--PlanNameAxis__custom--TwoThousandTwentyFourOmnibusLongTermIncentivePlanMember_zqSNaM9XNj76" title="Maximum number of shares available for grant">1,000,000, subject to increase by any awards under the 2014 LTIP (i) that were outstanding on or after June 12, 2024, and that, on or after such date, are forfeited, expire or are canceled, and (ii) any shares subject to awards relating to common stock under the 2014 LTIP that are settled in cash on or after June 12, 2024 (the "Prior LTIP Awards"). The 2024 LTIP also provides that, to the extent an award under the 2024 LTIP or a Prior LTIP Award is forfeited, expires or is canceled, in whole or in part, the shares subject to such forfeited, expired or canceled award may again be awarded under the 2024 LTIP. As of September 30, 2024, a total of <span id="xdx_907_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod_pid_c20240930__20240930__us-gaap--PlanNameAxis__custom--TwoThousandTwentyFourOmnibusLongTermIncentivePlanMember_z34oi8qROVZ1" title="Number of shares issued">745,085 shares had been issued under the 2014 LTIP and <span id="xdx_90E_eus-gaap--CommonStockCapitalSharesReservedForFutureIssuance_iI_pid_c20240930__us-gaap--PlanNameAxis__custom--TwoThousandTwentyFourOmnibusLongTermIncentivePlanMember_zHvOEPg0Bi1a" title="Number of shares available for issuance">1,000,000 were available for issuance under the 2024 LTIP.   In April 2022, the Company closed a merger transaction with Precision Healing pursuant to which Precision Healing became a wholly owned subsidiary of the Company. Pursuant to the terms of the merger agreement, holders of Precision Healing common stock and preferred stock, other than the Company, were entitled to receive closing consideration, consisting of $<span id="xdx_909_eus-gaap--AssetAcquisitionConsiderationTransferred_c20220401__20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember_zZenwt7u2Cbl" title="Cash consideration">125,966 in cash consideration, which was paid to stockholders who were not accredited investors, <span id="xdx_902_eus-gaap--StockIssuedDuringPeriodSharesAcquisitions_c20220401__20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--RelatedPartyTransactionsByRelatedPartyAxis__custom--AccreditedInvestorsMember_z6kbOfF3npPl" title="Accredited investors shares">165,738 shares of the Company's common stock, which was paid only to accredited investors, and the payment in cash of approximately $<span id="xdx_906_eus-gaap--StockIssuedDuringPeriodValueAcquisitions_pn5n6_c20220401__20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember_zRcftyOzmrl" title="Payment in cash">0.6 million of transaction expenses of Precision Healing. The Company recorded the issuance of the <span id="xdx_90B_eus-gaap--StockIssuedDuringPeriodSharesAcquisitions_c20220401__20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--RelatedPartyTransactionsByRelatedPartyAxis__custom--AccreditedInvestorsMember_zT0RSEz4N0ra" title="Accredited investors shares">165,738 shares to accredited investors and cash payments to nonaccredited investors based on the closing price per share of the Company's common stock on April 4, 2022, which was $30.75.   Upon the closing of the merger, the Precision Healing outstanding options previously granted under the Precision Healing Plan converted, pursuant to their terms, into options to acquire an aggregate of <span id="xdx_90A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_c20220401__20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember_zJwvfafKyLy2" title="Options to acquire shares">144,191 shares of Company common stock with a weighted average exercise price of $<span id="xdx_901_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingPeriodIncreaseDecreaseWeightedAverageExercisePrice_c20220401__20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember_zu9gmBwTjIzd" title="Weighted exercise price">10.71 per share. These options expire between August 2030 and April 2031. In addition, outstanding and unexercised Precision Healing warrants converted into rights to receive warrants to purchase (i) <span id="xdx_90B_eus-gaap--ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights_iI_c20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zbp4oNPaReog" title="Warrants to purchase shares">4,424 shares of the Company's common stock with an initial exercise price of $<span id="xdx_90B_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zCsRlOVhziub" title="Exercise price">7.32 per share and an expiration date of <span id="xdx_90F_eus-gaap--WarrantsAndRightsOutstandingMaturityDate_iI_dd_c20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zTesIwhQ4ZMc" title="Expiration date">April 22, 2031, and (ii) <span id="xdx_909_eus-gaap--ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights_iI_c20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--StatementEquityComponentsAxis__custom--WarrantOneMember_zhQUryo5XGOf" title="Warrants to purchase shares">12,301 shares of the Company's common stock with an initial exercise price of $<span id="xdx_901_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--StatementEquityComponentsAxis__custom--WarrantOneMember_zITZuDZSt9Lb" title="Exercise price">12.05 per share and an expiration date of <span id="xdx_900_eus-gaap--WarrantsAndRightsOutstandingMaturityDate_iI_dd_c20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember__us-gaap--StatementEquityComponentsAxis__custom--WarrantOneMember_zwAoTox64Zc8" title="Expiration date">August 10, 2030. Concurrent with the assumption of the Precision Healing Plan, the Company terminated the ability to offer future awards under the Precision Healing Plan.   Pursuant to the merger agreement, upon the achievement of certain performance thresholds, the securityholders of Precision Healing, including the holders of options and warrants to purchase Precision Healing common stock and certain persons promised options to purchase Precision Healing common stock, are also entitled to receive payments of up to $<span id="xdx_90C_eus-gaap--AssetAcquisitionConsiderationTransferredContingentConsideration_pn5n6_c20220401__20220430__us-gaap--TypeOfArrangementAxis__custom--PrecisionHealingMergerAgreementMember_zGHfmYtdJeg5" title="Payment of contingent consideration">10.0 million, which was accounted for as contingent consideration pursuant to ASC 805. The earnout consideration is payable in cash or, at the Company's election, is payable to accredited investors in shares of Company common stock at a price per share equal to the greater of (i) $27.13 or (ii) the average closing price of Company common stock for the 20 trading days prior to the date such earnout consideration is due and payable. Pursuant to the merger agreement, a minimum percentage of the earnout consideration may be required to be issued to accredited investors in shares of Company common stock for tax purposes. The amount and composition of the portion of earnout consideration payable is subject to adjustment and offsets as set forth in the merger agreement.   In July 2022, the Company closed the Scendia acquisition pursuant to which Scendia became a wholly owned subsidiary of the Company. Pursuant to the purchase agreement, the aggregate consideration at closing for the acquisition was approximately $7.6 million, subject to customary post-closing adjustments. The consideration consisted of (i) approximately $1.6 million of cash, subject to certain adjustments, and (ii) <span id="xdx_908_eus-gaap--StockIssuedDuringPeriodSharesPurchaseOfAssets_c20220701__20220731__us-gaap--TypeOfArrangementAxis__custom--ScendiaPurchaseAgreementMember_zCnaHyAzs4k2" title="Shares issued for purchase of assets">291,686 shares of common stock of the Company. Pursuant to the purchase agreement, at closing, the Company withheld <span id="xdx_90B_eus-gaap--SharesPaidForTaxWithholdingForShareBasedCompensation_c20220701__20220731__us-gaap--TypeOfArrangementAxis__custom--ScendiaPurchaseAgreementMember_z6WbyoJ6JUr7" title="Number of shares withheld">94,798 Indemnity Holdback Shares, which such Indemnity Holdback Shares were withheld to the extent provided in the purchase agreement to satisfy Phillips' indemnification obligations and subsequently issued and released to Phillips in July 2023.   In addition to the cash consideration and the stock consideration, the purchase agreement provides that Phillips is entitled to receive two potential earnout payments, payable on an annual basis, not to exceed $<span id="xdx_90D_eus-gaap--BusinessCombinationContingentConsiderationAsset_iI_pn5n6_c20220731__us-gaap--TypeOfArrangementAxis__custom--ScendiaPurchaseAgreementMember_zoO2eMyAwyz4" title="Cash consideration">10.0 million in the aggregate, which was accounted for as contingent consideration pursuant to ASC 805. The earnout consideration is payable to Phillips in cash or, at the Company's election, in up to 486,145 shares of the Company's common stock upon the achievement of certain performance thresholds relating to net revenue attributable to sales of Scendia products during the two-year period following the

closing. The Company made the first earnout payment of approximately $693,000 in cash in August 2023 and the second and final earnout payment of approximately $<span id="xdx_908_ecustom--EarnoutPayment_pn5n6_c20241001__20241031__us-gaap--SubsequentEventTypeAxis__us-gaap--SubsequentEventMember__us-gaap--TypeOfArrangementAxis__custom--ScendiaPurchaseAgreementMember_zI2Fj0nUgcEl" title="Earnout payment">1.1 million in cash in October 2024.   In February 2023, the Company entered into a Controlled Equity Offering^{SM} Sales Agreement (the "Sales Agreement") with Cantor Fitzgerald & Co., as sales agent ("Cantor"), pursuant to which the Company could offer and sell from time to time, to or through Cantor, shares of the Company's common stock having an aggregate offering price of up to $<span id="xdx_907_eus-gaap--SaleOfStockConsiderationReceivedOnTransaction_c20230201__20230228__us-gaap--TypeOfArrangementAxis__custom--SalesAgreementMember__dei--LegalEntityAxis__custom--CantorFitzgeraldAndCoMember__srt--RangeAxis__srt--MaximumMember_zWJUiKRFi2o8" title="Sale of stock, consideration received on transaction">75,000,000.   Sales of the shares were made in sales deemed to be an "at the market offering" as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended. Upon delivery of a placement notice and subject to the terms and conditions of the Sales Agreement, Cantor agreed to use commercially reasonable efforts consistent with its normal trading and sales practices, applicable state and federal law, rules and regulations and the rules of The Nasdaq Capital Market to sell the shares from time to time based upon the Company's instructions, including any price, time period or size limits specified by the Company. The Company had no obligation to sell any of the shares under the Sales Agreement and could suspend or terminate the offering of its common stock pursuant to the Sales Agreement upon notice to Cantor and subject to other conditions. Cantor's obligations to sell the shares under the Sales Agreement were subject to satisfaction of certain conditions, including customary closing conditions. Pursuant to the Sales Agreement, the Company paid Cantor a commission of <span id="xdx_904_ecustom--PercentageOfCommissionsPayableToSalesAgent_iI_pid_dp_uPure_c20230228__us-gaap--TypeOfArrangementAxis__custom--SalesAgreementMember__dei--LegalEntityAxis__custom--CantorFitzgeraldAndCoMember_z3rFYfRtUFah" title="Percentage of commissions payable to sales agent">3.0% of the aggregate gross proceeds from each sale of the shares.   In 2023, the Company sold an aggregate of <span id="xdx_90A_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_c20230101__20231231__us-gaap--TypeOfArrangementAxis__custom--SalesAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember_zL25NdfOOSmb" title="Sale of stock">26,143 shares of common stock for gross proceeds of approximately $<span id="xdx_90C_eus-gaap--StockIssuedDuringPeriodValueNewIssues_pn5n6_c20230101__20231231__us-gaap--TypeOfArrangementAxis__custom--SalesAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember_zUT1WXfZl4tg" title="Number of shares issued, value">1.1 million and net proceeds of approximately $<span id="xdx_90E_eus-gaap--ProceedsFromIssuanceOfCommonStock_pn5n6_c20230101__20231231__us-gaap--TypeOfArrangementAxis__custom--SalesAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember_zdcDpHkqwNv9" title="Net proceeds">0.9 million pursuant to the Sales Agreement. The Company paused the offering at the end of the first quarter of 2023 and did not reactivate it during the remainder of 2023. The Form S-3 registration statement for this offering expired at the beginning of 2024.   On August 1, 2023, the Company closed the Applied Asset Purchase. Included in the purchase price was <span id="xdx_906_eus-gaap--StockIssuedDuringPeriodSharesPurchaseOfAssets_c20230801__20230801__us-gaap--TypeOfArrangementAxis__custom--AppliedAssetPurchaseAgreementMember_zAobUQTlgKlb" title="Shares issued for purchase of assets">73,809 shares of the Company's common stock. See Note 3 for more information regarding the acquisition of Applied.   Restricted Stock Awards   During the nine months ended September 30, 2024, the Company issued restricted stock awards under the 2014 LTIP which are subject to certain vesting provisions and other terms and conditions set forth in each recipient's respective restricted stock agreement. The Company granted and issued 164,588 shares, net of forfeitures, of restricted common stock to employees, directors, and certain advisors of the Company under the 2014 LTIP during the nine months ended September 30, 2024. The fair value of these awards was $5,765,952 based on the closing price of the Company's common stock on the respective grant dates, which will be recognized as compensation expense on a straight-line basis over the vesting period of the awards.   Share-based compensation expense of $1,025,430 and $857,526 was recognized in Operating expenses in the accompanying Consolidated Statements of Operations during the three months ended September 30, 2024 and 2023, respectively. Share-based compensation expense of $3,240,361 and $2,582,163 was recognized in Operating expenses in the accompanying Consolidated Statements of Operations during the nine months ended September 30, 2024 and 2023, respectively.   At September 30, 2024, there was $5,403,255 of total unrecognized share-based compensation expense related to unvested share-based equity awards. Unrecognized share-based compensation expense is expected to be recognized over a weighted-average period of 0.7 years.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_89F_eus-gaap--ScheduleOfSharebasedCompensationRestrictedStockAndRestrictedStockUnitsActivityTableTextBlock_z1fXkVtqstq1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Below is a summary of restricted stock activity for the nine months ended September 30, 2024:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center">SUMMARY OF RESTRICTED STOCK ACTIVITY </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"></p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 90%; margin-right: auto"> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt; font-size: 12pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; text-align: center"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: center">For the Nine Months Ended</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: center">September 30, 2024</p></td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-size: 12pt"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Shares</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: center">Weighted Average</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: center">Grant Date Fair Value</p></td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%">Nonvested at beginning of period</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber_iS_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zUlOjWRxwjf6" style="width: 16%; text-align: right" title="Non-vested shares, beginning">144,211</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue_iS_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zAfVCPieFtu5" style="width: 16%; text-align: right" title="Weighted average grant date fair value, beginning">34.07</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zJ1GrOTJKnBk" style="text-align: right" title="Granted">190,240</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_989_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_z7Fvg5hmzbk3" style="text-align: right" title="Weighted average grant date fair value, granted">35.03</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Vested</td><td> </td> <td style="text-align: left"> </td><td id="xdx_988_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod_iN_di_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zIK26TWUWrk3" style="text-align: right" title="Vested">(84,407</td><td style="text-align: left">)</td> <td> </td> <td style="text-align: left"> </td><td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zBWqUiZmUm0g" style="text-align: right" title="Weighted average grant date fair value, vested">33.26</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Forfeited</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod_iN_di_c20240101__20240930__us-gaap--

AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zJ18n0i2dnRd" style="border-bottom: Black 1pt solid; text-align: right" title="Forfeited">(25,652</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_988_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zDOIwRFOjBhe" style="padding-bottom: 1pt; text-align: right" title="Weighted average grant date fair value, forfeited">35.02</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Nonvested at September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_986_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber_iE_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zHLH8frKiRk" style="border-bottom: Black 2.5pt double; text-align: right" title="Non-vested shares, ending">224,392</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left">$</td><td id="xdx_987_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue_iE_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zMKG3WrUqRJb" style="padding-bottom: 2.5pt; text-align: right" title="Weighted average grant date fair value, ending">35.08</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p id="xdx_8A4_zocUROVIYjUa" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; text-align: center; margin-top: 0pt; margin-bottom: 0pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"><i>Stock Options</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_896_eus-gaap--ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock_zxlrgEvApgMk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">A summary of the status of outstanding stock options at September 30, 2024 and changes during the nine months then ended is presented below:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0">SCHEDULE OF STOCK OPTION ACTIVITY </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="10" style="font: 10pt Times New Roman, Times, Serif; text-align: center">For the Nine Months Ended</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: center"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">September 30, 2024</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: center"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: center"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Weighted Average</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Weighted Average</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: center"> Aggregate</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Exercise</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Remaining</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Intrinsic</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Options</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Price</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Contract Life</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Value</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; width: 40%">Outstanding at beginning of period</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iS_c20240101__20240930_zYcMOTBxjNJa" style="font: 10pt Times New Roman, Times, Serif; width: 11%; text-align: right" title="Options outstanding, beginning">93,892</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iS_c20240101__20240930_zHuRMpBzlHPi" style="font: 10pt Times New Roman, Times, Serif; width: 11%; text-align: right" title="Weighted average exercise price outstanding, beginning">10.22</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 11%; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 11%; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Granted or assumed</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_988_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_c20240101__20240930_zr05wS2jlLue" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, Granted or assumed">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td

id="xdx_981_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice_c20240101__20240930_zJAkA44eVrxa" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted average exercise price, Granted or assumed">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Exercised</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98E_eus-gaap--StockIssuedDuringPeriodSharesStockOptionsExercised_iN_di_c20240101__20240930_zoklpRSTyjfc" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, Exercised">(62,879</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice_c20240101__20240930_z6toaQJBrD8" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted average exercise price, Exercised">10.05</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Forfeited</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod_iN_di_c20240101__20240930_zf9LLVDQMozk" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, Forfeited">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_984_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice_c20240101__20240930_zLjIpdRm1tb2" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted average exercise price, Forfeited">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Expired</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_984_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod_c20240101__20240930_zMAlp3tjVHi7" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, Expired">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: left"> </td><td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice_c20240101__20240930_zgVMJJR2Y3d8" style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: right" title="Weighted average exercise price, Expired">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Outstanding at September 30, 2024</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iE_c20240101__20240930_zkgrbZMFclT7" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options outstanding, ending">31,013</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left">$</td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iE_c20240101__20240930_z6xGhHFtpUx9" style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: right" title="Weighted average exercise price outstanding, ending">10.57</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: right">6.1</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_pp2d_c20240930_zcEV4xGGc2Dk" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Aggregate intrinsic value, ending">547,530.6</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td> <td style="font: 10pt Times New Roman, Times, Serif; 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padding-bottom: 2.5pt; text-align: left">$</td><td id="xdx_988_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice_iE_c20240101__20240930_zfLtWk8de9g3" style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: right" title="Weighted average exercise price exercisable, ending">10.57</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: right">6.1</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_pp2d_c20240930_zzBZxvNIsqO9" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Aggregate intrinsic value, exercisable">547,530.6</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> </table>   Warrants   <p id="xdx_896_eus-gaap--ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock_z5FisQ9hFtH7" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">A summary of the status of outstanding warrants to purchase common stock at September 30, 2024 and changes during the nine months then ended is presented below: SCHEDULE OF WARRANTS TO PURCHASE COMMON STOCK   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 95%; margin-right: auto"> <tr style="vertical-align: bottom"> <td> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="10" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">For the Nine Months Ended</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">September 30, 2024</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Weighted Average</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Weighted Average</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td> </td> <td colspan="2"> </td><td> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Exercise</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Remaining</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Warrants</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Price</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Contract Life</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; width: 46%">Outstanding at beginning of period</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingNumber_iS_c20240101__20240930_zfeHibDhj8z8" style="font: 10pt Times New Roman, Times, Serif; width: 14%; text-align: right" title="Number of warrants outstanding, beginning">16,725</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left">$</td><td id="xdx_985_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingWeightedAverageExercisePrice_iS_c20240101__20240930_zCJXdQ style="font: 10pt Times New Roman, Times, Serif; width: 14%; text-align: right" title="Weighted average exercise price outstanding, beginning">10.80</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 14%; text-align: right"> </td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Granted or assumed</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_989_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGranted_c20240101__20240930_zUnQH6q2HqQh" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of warrants, granted">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98C_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGrantedWeightedAverageExercisePrice_c20240101__20240930_z9cQCunMHsr style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted average exercise price, granted">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Exercised</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercised_c20240101__20240930_zPNoZGcVglga" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of warrants, exercised">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_988_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisedWeightedAverageExercisePrice_c20240101__20240930_zFroodEgsqD style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted average exercise price, exercised">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Forfeited</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98B_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeitures_c20240101__20240930_zbilkuTiXccf" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of warrants, forfeited">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; 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font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of warrants, expired">-</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: left"> </td><td id="xdx_98C_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExpirationsWeightedAverageExercisePrice_c20240101__20240930_zgwLiFhzM style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: right" title="Weighted average exercise price, expired">-</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; 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padding-bottom: 2.5pt; text-align: right" title="Weighted average exercise price outstanding, ending">10.80</td><td

style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: right"><span id="xdx_906_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionsEquityInstrumentsOutstandingWeightedAverageRemainingContractualTerm2_dtY_c20240101__2 title="Weighted average remaining contract life outstanding">6.0</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify; padding-bottom: 2.5pt">Exercisable at September 30, 2024</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98A_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisableNumber_iE_c20240101__20240930_zSrolO07Hc41" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of warrants exercisable, ending">16,725</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left">$</td><td id="xdx_989_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisableWeightedAverageExercisePrice_iE_c20240101__20240930_z1Zz5j2l style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: right" title="Weighted average exercise price, exercisable, ending">10.80</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: right">6.0</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p id="xdx_8A6_zqOcnKQy3zY5" style="font: 10pt Times New Roman, Times, Serif; text-align: center; margin-top: 0pt; margin-bottom: 0pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; text-align: center; margin-top: 0pt; margin-bottom: 0pt"> </p> 1000000 745085 1000000 125966 165738 600000 165738 30.75 144191 10.71 4424 7.32 2031-04-22 12301 12.05 2030-08-10 10000000.0 27.13 7600000 1600000 291686 94798 10000000.0 486145 693000 1100000 75000000 0.030 26143 1100000 900000 73809 164588 5765952 1025430 857526 3240361 2582163 5403255 P0Y8M12D <p id="xdx_89F_eus-gaap--ScheduleOfSharebasedCompensationRestrictedStockAndRestrictedStockUnitsActivityTableTextBlock_z1fXkVtqstg1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Below is a summary of restricted stock activity for the nine months ended September 30, 2024:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center">SUMMARY OF RESTRICTED STOCK ACTIVITY </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"></p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 90%; margin-right: auto"> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt; font-size: 12pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; text-align: center"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: center">For the Nine Months Ended</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: center">September 30, 2024</p></td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-size: 12pt"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Shares</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: center">Weighted Average</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: center">Grant Date Fair Value</p></td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%">Nonvested at beginning of period</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber_iS_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zUlQjWRxwjf6" style="width: 16%; text-align: right" title="Non-vested shares, beginning">144,211</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue_iS_c20240101__20240 gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zAfVCPieFtu5" style="width: 16%; text-align: right" title="Weighted average grant date fair value, beginning">34.07</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zJ1GrOTJKnBk" style="text-align: right" title="Granted">190,240</td><td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td><td id="xdx_989_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue_c20240101__2024 gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_z7Fvg5hmzbk3" style="text-align: right" title="Weighted average grant date fair value, granted">35.03</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Vested</td><td> </td> <td style="text-align: left"> </td><td id="xdx_988_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod_iN_di_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zIK26TWUWrk3" style="text-align: right" title="Vested">(84,407</td><td style="text-align: left">)</td> <td> </td> <td style="text-align: left"> </td><td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue_c20240101__202 gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zBWqUiZmUm0g" style="text-align: right" title="Weighted average grant date fair value, vested">33.26</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Forfeited</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod_iN_di_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_z1i8n0i2dnRd" style="border-bottom: Black 1pt solid; text-align: right" title="Forfeited">(25,652</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td id="xdx_988_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue_c20240101__202409 gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zDOIwRFOjBhe" style="padding-bottom: 1pt; text-align: right" title="Weighted average grant date fair value, forfeited">35.02</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Nonvested at September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_986_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber_iE_c20240101__20240930__us-gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zHLH8frKiRk" style="border-bottom: Black 2.5pt double; text-align: right" title="Non-vested shares, ending">224,392</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt; text-align: left">$</td><td id="xdx_987_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue_iE_c20240101__20240 gaap--AwardTypeAxis__us-gaap--RestrictedStockUnitsRSUMember_zMKG3WrUqRJb" style="padding-bottom: 2.5pt; text-align: right" title="Weighted average grant date fair value, ending">35.08</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 144211 34.07 190240 35.03 84407 33.26 25652 35.02 224392 35.08 <p id="xdx_896_eus-gaap--ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock_zxlrgEvApgMk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">A summary of the status of outstanding stock options at September 30, 2024 and changes during the nine months then ended is presented below: SCHEDULE OF STOCK OPTION ACTIVITY   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="10" style="font: 10pt Times New Roman, Times, Serif; text-align: center">For the Nine Months Ended</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: center"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">September 30, 2024</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: center"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: center"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Weighted Average</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Weighted Average</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: center"><span style="font-family: Times New Roman,

Times, Serif; font-size: 10pt">Aggregate</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Exercise</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Remaining</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Intrinsic</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Options</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Price</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Contract Life</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Value</td> <td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center"> </td> </tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; width: 40%">Outstanding at beginning of period</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iS_c20240101__20240930_zYcMOTBxjNJa" style="font: 10pt Times New Roman, Times, Serif; width: 11%; text-align: right" title="Options outstanding, beginning">93,892</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left">$</td><td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iS_c20240101__20240930_zHuRMpBzlHPi" style="font: 10pt Times New Roman, Times, Serif; width: 11%; text-align: right" title="Weighted average exercise price outstanding, beginning">10.22</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 11%; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; 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text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice_c20240101__20240930_zJAkA44eVrxa" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted average exercise price, Granted or assumed">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Exercised</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98E_eus-gaap--StockIssuedDuringPeriodSharesStockOptionsExercised_iN_di_c20240101__20240930_zoklpRSTyjfc" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, Exercised">(62,879</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice_c20240101__20240930_z6toaQJBrD8" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted average exercise price, Exercised">10.05</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Forfeited</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod_iN_di_c20240101__20240930_zf9LLVDQMozk" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, Forfeited">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_984_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice_c20240101__20240930_zLjIpdRm1tb2" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted average exercise price, Forfeited">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; 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style="font-family: Times New Roman, Times, Serif; font-size: 10pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_984_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod_c20240101__20240930_zMAlp3tjVIi7" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, Expired">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: left"> </td><td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice_c20240101__20240930_zgVMJJR2Y3d8" style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: right" title="Weighted average exercise price, Expired">-</td><td style="font: 10pt Times New Roman, Times, Serif; 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font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iE_c20240101__20240930_zkgrbZMFclT7" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options outstanding, ending">31,013</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left">$</td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iE_c20240101__20240930_z6xGhHFtpUx9" style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: right" title="Weighted average exercise price outstanding, ending">10.57</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; 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padding-bottom: 2.5pt; text-align: right" title="Weighted average exercise price exercisable, ending">10.57</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: right">6.1</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_pp2d_c20240930_zzBZxvNIsqO9" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Aggregate intrinsic value, exercisable">547,530.6</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> </table> 93892 10.22 62879 10.05 31013 10.57 P6Y1M6D 547530.6 31013 10.57 P6Y1M6D 547530.6 <p id="xdx_896_eus-gaap--ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock_zSFisQ9hFtH7" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">A summary of the status of outstanding warrants to purchase common stock at September 30, 2024 and changes during the nine months then ended is presented below: SCHEDULE OF WARRANTS TO PURCHASE COMMON STOCK   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-left: auto; border-collapse: collapse; width: 95%; margin-right: auto"> <tr style="vertical-align: bottom"> <td> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="10" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">For the Nine Months Ended</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">September 30, 2024</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Weighted Average</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Weighted Average</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Exercise</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: bold 10pt Times New Roman, Times, Serif; text-align: center">Remaining</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Warrants</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Price</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">Contract Life</td><td style="font: bold 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; width: 46%">Outstanding at beginning of period</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td

id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingNumber_iS_c20240101__20240930_zfeHibDhj8z8" style="font: 10pt Times New Roman, Times, Serif; width: 14%; text-align: right" title="Number of warrants outstanding, beginning">16,725</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left">$</td><td id="xdx_985_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingWeightedAverageExercisePrice_iS_c20240101__20240930_zCJXdQ style="font: 10pt Times New Roman, Times, Serif; width: 14%; text-align: right" title="Weighted average exercise price outstanding, beginning">10.80</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 14%; text-align: right"> </td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Granted or assumed</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_989_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGranted_c20240101__20240930_zUnQH6q2HqOh" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of warrants, granted">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98C_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGrantedWeightedAverageExercisePrice_c20240101__20240930_z9cQCunMHsr style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted average exercise price, granted">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">Exercised</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercised_c20240101__20240930_zPNoZGcVglga" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of warrants, exercised">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; 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text-align: right" title="Number of warrants, forfeited">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98A_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeitedWeightedAverageExercisePrice_c20240101__20240930_zJkz79lsQeOe style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Weighted average exercise price, forfeited">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify; padding-bottom: 1pt">Expired</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_984_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExpirations_c20240101__20240930_zcye807CWekd" style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of warrants, expired">-</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: left"> </td><td id="xdx_98C_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExpirationsWeightedAverageExercisePrice_c20240101__20240930_zgwLiFhzM style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: right" title="Weighted average exercise price, expired">-</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify; padding-bottom: 2.5pt">Outstanding at September 30, 2024</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_986_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingNumber_iE_c20240101__20240930_zfHQOlz0V3R6" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of warrants outstanding, ending">16,725</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left">$</td><td id="xdx_98E_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingWeightedAverageExercisePrice_iE_c20240101__20240930_zPG7h2 style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: right" title="Weighted average exercise price outstanding, ending">10.80</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: right"><span id="xdx_906_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionsEquityInstrumentsOutstandingWeightedAverageRemainingContractualTerm2_dtY_c20240101__2 title="Weighted average remaining contract life outstanding">6.0</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify; padding-bottom: 2.5pt">Exercisable at September 30, 2024</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td id="xdx_98A_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisableNumber_iE_c20240101__20240930_zSrolO07Hc41" style="border-bottom: Black 2.5pt double; font: 10pt Times New Roman, Times, Serif; text-align: right" title="Number of warrants exercisable, ending">16,725</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left">$</td><td id="xdx_989_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercisableWeightedAverageExercisePrice_iE_c20240101__20240930_z1Zz5j2l style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: right" title="Weighted average exercise price, exercisable, ending">10.80</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: right"><span id="xdx_906_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionsEquityInstrumentsExercisableWeightedAverageRemainingContractualTerm1_dtY_c20240101__2(title="Weighted average remaining contract life exercisable, ending">6.0</td><td style="font: 10pt Times New Roman, Times, Serif; padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 16725 10.80 16725 10.80 P6Y 16725 10.80 P6Y NOTE 11 - RELATED PARTIES   CelleRateRX Sublicense Agreement   The Company had an exclusive, world-wide sublicense to distribute certain hydrolyzed collagen products, including CelleRateRX Surgical into the surgical and wound care markets from an affiliate of The Catalyst Group, Inc. (“Catalyst”), CGI Cellerate RX, which licensed the rights to these products from Applied. Sales of CellerateRX Surgical have comprised the substantial majority of the Company’s sales during the nine months ended September 30, 2024 and 2023. As amended in January 2021, the term of the Sublicense Agreement was extended through May 2050, with automatic successive one-year renewals so long as annual net sales of the licensed products exceed $1,000,000.   As discussed further in Note 3, on August 1, 2023, the Company purchased certain assets from Applied, including the underlying intellectual property of, as well as the rights to manufacture and sell certain hydrolyzed collagen products, including CelleRateRX Surgical. In connection with the Applied Asset Purchase, Applied assigned the License Agreement with CGI Cellerate RX to SMAT, and on October 10, 2024, the License Agreement and Sublicense Agreement were terminated. Ronald T. Nixon, the Company’s Chief Executive Officer and Executive Chairman, is the founder and managing partner of Catalyst.   Product License Agreements   In July 2019, the Company executed a license agreement with Rochal, a related party, whereby the Company acquired an exclusive world-wide license to market, sell and further develop antimicrobial products for the prevention and treatment of microbes on the human body utilizing certain Rochal patents and pending patent applications. Currently, the products covered by the BIAKÖS License Agreement are BIAKÖS Antimicrobial Wound Gel and BIAKÖS Antimicrobial Skin and Wound Cleanser. Both products are 510(k) cleared. Mr. Nixon is a director of Rochal, and indirectly a significant shareholder of Rochal, and through the potential exercise of warrants, a majority shareholder of Rochal. Another one of the Company’s directors is also a director and significant shareholder of Rochal.   In October 2019, the Company executed the ABF License Agreement with Rochal whereby the Company acquired an exclusive world-wide license to market, sell and further develop certain antimicrobial barrier film and skin protectant products for use in the human health care market utilizing certain Rochal patents and pending patent applications. Currently, the products covered by the ABF License Agreement are CuraShield Antimicrobial Barrier Film and a no sting skin protectant product.   <p style="font: 10pt Times New Roman, Times,

Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">In May 2020, the Company executed a product license agreement with Rochal, whereby the Company acquired an exclusive world-wide license to market, sell and further develop a debrider for human medical use to enhance skin condition or treat or relieve skin disorders, excluding uses primarily for beauty, cosmetic, or toiletry purposes.   See Note 9 for more information on these product license agreements.   Consulting Agreement   Concurrent with the Rochal asset purchase, in July 2021, the Company entered into a consulting agreement with Ann Beal Salamone pursuant to which Ms. Salamone agreed to provide the Company with consulting services with respect to, among other things, writing new patents, conducting patent intelligence, and participating in certain grant and contract reporting. In consideration for the consulting services to be provided to the Company, Ms. Salamone is entitled to receive an annual consulting fee of $<span id="xdx_903_eus-gaap--ProfessionalFees_c20210701__20210731__us-gaap--PlanNameAxis__custom--ConsultingAgreementMember__us-gaap--RelatedPartyTransactionsByRelatedPartyAxis__custom--MsSalamoneMember_z1RSnglm9DP5" title="Consulting fee">177,697, with payments to be paid once per month. The consulting agreement has an initial term of three years, unless earlier terminated by the Company, and is subject to renewal. Effective July 13, 2024, the consulting agreement with Ms. Salamone was amended to provide that the initial term shall be automatically renewed for successive one-year terms for up to three successive years unless earlier terminated by either party without cause at any time, provided that the terminating party provides 90 days advance written notice of termination. Ms. Salamone is a director of the Company and is a significant shareholder and the current Chair of the board of directors of Rochal.   Catalyst Transaction Advisory Services Agreement   In March 2023, the Company entered into a Transaction Advisory Services Agreement (the "Catalyst Services Agreement") effective March 1, 2023 with Catalyst, a related party. Pursuant to the Catalyst Services Agreement, Catalyst, by and through its directors, officers, employees and affiliates that are not simultaneously serving as directors, officers or employees of the Company (collectively, the "Covered Persons"), agreed to perform certain transaction advisory, business and organizational strategy, finance, marketing, operational and strategic planning, relationship access and corporate development services for the Company in connection with any merger, acquisition, recapitalization, divestiture, financing, refinancing, or other similar transaction in which the Company may be, or may consider becoming, involved, and any such additional services as mutually agreed upon in writing by and between Catalyst and the Company (the "Catalyst Services").   Pursuant to the Catalyst Services Agreement, the Company agreed to reimburse Catalyst for (i) compensation actually paid by Catalyst to any of the Covered Persons at a rate no more than a rate consistent with industry practice for the performance of services similar to the Catalyst Services, as documented in reasonably sufficient detail, and (ii) all reasonable out-of-pocket costs and expenses payable to unaffiliated third parties, as documented in customary expense reports, as each of (i) and (ii) is incurred in connection with the Catalyst Services rendered under the Catalyst Services Agreement, with all reimbursements being contingent upon the prior approval of the Audit Committee of the Company's Board of Directors. The Company incurred costs pursuant to the Catalyst Services Agreement of $49,829 and $44,032 in the three months ended September 30, 2024 and 2023, respectively, and $163,101 and $117,018 in the nine months ended September 30, 2024 and 2023, respectively, and is recorded in "Selling, general and administrative expenses" in the accompanying Consolidated Statements of Operations.   1000000 177697 49829 44032 163101 117018 NOTE 12 – SEGMENT REPORTING   As discussed in Note 1, the Company historically managed its business on the basis of one operating and reportable segment. During the second quarter of 2024, the Company changed its reportable segments to better align its organization based upon the Company's management structure, products and services offered and markets served. Based on the growing importance of the value-based wound care program to the Company's future outlook and how the Company's chief operating decision maker ("CODM"), the Chief Executive Officer, reviews operating results and makes decisions about resource allocation, the Company now has two reportable segments: Sanara Surgical and THP.   Segment EBITDA is the primary profitability measure used by the CODM for purposes of assessing financial performance and resource allocation. The Company defines Segment EBITDA for the reportable segments as net income (loss) excluding interest expense/income, provision/benefit for income taxes, depreciation and amortization, non-cash share-based compensation expense, change in fair value of earnout liabilities, share of losses from equity method investment, executive separation costs, legal and diligence expenses related to acquisitions, and gains/losses on disposal of property and equipment as each are applicable to the periods presented. Segment EBITDA, as it relates to the Company's reportable segments, is presented in conformity with ASC 280, Segment Reporting, and is excluded from the definition of non-GAAP financial measures under the Securities and Exchange Commission's Regulation G and Item 10(e) of Regulation S-K. Segment EBITDA may not be comparable to similarly titled measures reported by other companies.   Sanara Surgical   The Sanara Surgical segment primarily markets and sells soft tissue repair and bone fusion products for use in the operating room or other sterile environments. Sanara Surgical's soft tissue repair products include, among other products, the Company's lead product, CellerateRX Surgical, and BIASURGE Advanced Surgical Solution, which is a no-rinse, advanced surgical solution used for wound irrigation. Sanara Surgical's bone fusion products include, among other products, BiFORM, which is an osteoconductive, bioactive, porous implant that allows for bony ingrowth across the graft site, and ALLOCYTE Plus, which is a human allograft cellular bone matrix containing bone-derived progenitor cells and conformable bone fibers.   Sanara Surgical also includes an in-house research and development team (Rochal Technologies) with an extensive pipeline of innovative products under development.   Tissue Health Plus   The THP segment is focused on value-based wound care services. Through THP, the Company plans to offer a first of its kind value-based wound care program to payers and risk-bearing entities such as accountable care organizations and VBC primary care companies, with Medicare Advantage payers as the initial target market for this program.   THP's programs are expected to enable payers to divest wound care spend risk, reduce wound related hospitalizations and improve patient quality of life. THP plans to coordinate delivery of community and home-based wound care for its managed patients. Community based care spans a variety of settings including physician offices, skilled nursing facilities, assisted living facilities and senior living facilities. THP programs are intended to integrate science and evidence-based medicine protocols to standardize wound prevention and treatment.   Currently, there are no allocated costs included in the THP segment. All corporate and overhead expenses are included in the Sanara Surgical segment, as substantially all of those costs relate to supporting the operations and activities of the Sanara Surgical segment.   As a result of the change in reportable segments, certain prior period amounts have been recast to conform to the current period presentation. Throughout this Quarterly Report on Form 10-Q, unless otherwise indicated, amounts and activity reflect reclassifications related to the Company's change in reportable segments. The change in reportable segments had no impact on the Company's previously reported Consolidated Balance Sheets, Consolidated Statements of Operations, Consolidated Statements of Cash Flows or Consolidated Statements of Shareholders' Equity.   <p id="xdx_891_eus-gaap--ScheduleOfSegmentReportingInformationBySegmentTextBlock_zTzO46LCF1Gf" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The following tables reflect results of operations, Segment EBITDA, segmented assets, and expenditures for long-lived assets for the Company's reportable segments for the periods indicated below: SCHEDULE OF OPERATIONS, ASSETS AND CAPITAL EXPENDITURES FOR OUR BUSINESS SEGMENTS <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr

style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49B_20240701__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_zqUkm7sYc7p2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_498_20240701__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_zElENgVZYoPf" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_490_20240701__20240930_z0jhrphNk82k" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49C_20230701__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_z4i2Ah7VTYuf" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20230701__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_z5gYa8xYrGZ4" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_492_20230701__20230930_zDhwSUfj2Qc6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="22" style="font-weight: bold; text-align: center">Three Months Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="22" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr id="xdx_402_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_ziURmxRCtOp3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 34%; text-align: left">Net revenue</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">21,671,599</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">-</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">21,671,599</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">16,024,948</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">-</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">16,024,948</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--GrossProfit_pp0p0_zHOf46xBUtF7" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Gross profit</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">19,679,612</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td>-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">19,679,612</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">14,273,599</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">14,273,599</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--SellingGeneralAndAdministrativeExpense_i01_pp0p0_zKAUYgS23rT7" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Selling, general and administrative expenses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">17,420,346</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,572,909</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">18,993,255</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">13,460,404</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">417,475</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">13,877,879</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--ResearchAndDevelopmentExpense_i01_pp0p0_zZiH5ttCpdBe" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Research and development</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">783,840</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">575,690</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,359,530</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">225,886</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">760,568</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">986,454</td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--DepreciationAndAmortization_i01_pp0p0_zqZqH0bswp49" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Depreciation and amortization</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">696,888</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">406,966</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,103,854</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">590,563</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">407,111</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">997,674</td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--InterestExpense_i01_pp0p0_zmaErcig4f5k" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Interest expense</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">927,577</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">927,577</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,294</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,294</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--ProfitLoss_pp0p0_zL9FyuDbTI8e" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Net income (loss)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(180,488</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(2,702,564</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(2,883,052</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">567,235</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,662,184</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,094,949</td><td style="text-align: left">)</td></tr> <tr id="xdx_408_ecustom--EarningsBeforeInterestTaxesDepreciationAndAmortization_pp0p0_ziCoL7wXBzUf" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Segment EBITDA</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,563,521</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,721,560</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">841,961</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,400,916</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,134,124</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">266,792</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--Assets_iE_zN9IH66mmrjh" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Segment assets (at period end) ⁽¹⁾</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">67,037,973</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">21,507,503</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">88,545,476</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">45,715,495</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">28,155,654</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">73,871,149</td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--SegmentExpenditureAdditionToLongLivedAssets_zkNTzyc6cuRb" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Expenditures for long-lived assets</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">9,096</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">9,096</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">170,320</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">170,320</td><td style="text-align: left"> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20240101__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_zOLXACfbm7a8" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20240101__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_zWBSKNTO8R5a" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_497_20240101__20240930_z34gPdjKQYt8" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49D_20230101__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_znkVDX07v8K" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_497_20230101__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_zWuZnxs2gM" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20230101__20230930_z7H5L66VOd0c" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="22" style="font-weight: bold; text-align: center">Nine Months Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="22" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom:

1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_402_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_zXjhp4T9LD1a" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> Net revenue</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">60,367,060</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">-</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">60,367,060</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">47,297,299</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">2,730</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">47,300,029</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--GrossProfit_pp0p0_zpbnwo39CzXf" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Gross profit (loss)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">54,476,341</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">54,476,341</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">41,241,740</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(6,235</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">41,235,505</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--SellingGeneralAndAdministrativeExpense_i01_pp0p0_zD9Oji9Ugjr3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Selling, general and administrative expenses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">51,453,311</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,689,811</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">54,143,122</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">39,229,030</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,429,394</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">40,658,424</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--ResearchAndDevelopmentExpense_i01_pp0p0_z6lT3YrZHpvg" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Research and development</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,945,263</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,346,216</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,291,479</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">669,849</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,811,057</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,480,906</td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--DepreciationAndAmortization_i01_pp0p0_zr2UMbexnbc8" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Depreciation and amortization</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,093,797</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,220,984</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,314,781</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,359,180</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,221,063</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,580,243</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--InterestExpense_i01_pp0p0_zsU91Q3ADg5e" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Interest expense</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,839,259</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,839,259</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,300</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,300</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--ProfitLoss_pp0p0_zQdXfdeKgmh5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Net income (loss)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(2,872,286</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(5,339,011</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(8,211,297</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,181,296</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(5,358,754</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(4,177,458</td><td style="text-align: left">)</td></tr> <tr id="xdx_408_ecustom--EarningsBeforeInterestTaxesDepreciationAndAmortization_pp0p0_zynzn9iMct2a" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Segment EBITDA</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,095,670</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(3,350,104</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,745,566</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,766,196</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(4,087,858</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(321,662</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--Assets_iE_zBPUEn3gu93b" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Segment assets (at period end) ⁽¹⁾</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">67,037,973</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">21,507,503</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">88,545,476</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">45,715,495</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">28,155,654</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">73,871,149</td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--SegmentExpenditureAdditionToLongLivedAssets_znEnvWROaTEa" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Expenditures for long-lived assets</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">133,676</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">133,676</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">210,970</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">210,970</td><td style="text-align: left"> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0; margin-bottom: 6pt; width: 100%"><tr style="vertical-align: top; text-align: justify"> <td style="width: 35pt; text-align: right">(1)</td><td style="text-align: justify">- Segment assets for 2023 represent assets as of December 31, 2023.</td></tr></table>   <p id="xdx_899_eus-gaap--ReconciliationOfOperatingProfitLossFromSegmentsToConsolidatedTextBlock_zsy0wYU9XE2a" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The following tables provide a reconciliation of net income (loss) to Segment EBITDA for the Company's reportable segments for the periods indicated below: SCHEDULE OF RECONCILIATION OF NET INCOME (LOSS) TO SEGMENT EBITDA FOR REPORTABLE SEGMENTS <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_495_20240701__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_zTb4G9dHpwO5" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_495_20240701__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_z5wgYXFya5r8" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49D_20240701__20240930_zYbKtKHf70C1" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20230701__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_z7kvQ5YEVLD4" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49C_20230701__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_zjwhxjJS8FZj" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49C_20230701__20230930_zD1H9DdqruQ7" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="22" style="font-weight: bold; text-align: center">Three Months Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="22" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align:

center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_400_eus-gaap--ProfitLoss_pp0p0_zxjuJyiicKh" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 34%; text-align: left">Net Income (Loss)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(180,488</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(2,702,564</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(2,883,052</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">567,235</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(1,662,184</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(1,094,949</td><td style="width: 1%; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-left: 0pt">Adjustments:</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--InterestExpense_zoDXdjdQkb73" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Interest expense</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">927,577</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">927,577</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,294</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,294</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--DepreciationAndAmortization_zpPMsLDrMTh7" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Depreciation and amortization</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">696,888</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">406,966</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,103,854</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">590,563</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">407,111</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">997,674</td><td style="text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--EmployeeBenefitsAndShareBasedCompensationNoncash_zxkMCd808Ezc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Noncash share-based compensation</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,003,599</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">21,831</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,025,430</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">813,606</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">43,920</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">857,526</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--LiabilitiesFairValueAdjustment_zsoXgysOZjWf" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Change in fair value of earnout liabilities</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">147,000</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">147,000</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(758,783</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">77,030</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(681,753</td><td style="text-align: left">)</td></tr> <tr id="xdx_403_eus-gaap--IncomeLossFromEquityMethodInvestments_iN_di_zjcVWxhZNn4e" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Share of losses from equity method investment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">31,448</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">31,448</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_ecustom--ExecutiveSeparationCosts_zIkcMZHzAYk4" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Executive separation costs </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">59,685</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">59,685</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--BusinessCombinationAcquisitionRelatedCosts_zeRwo2b6Ykb1" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left; padding-bottom: 1pt">Acquisition costs</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">24,812</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">405,207</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">430,019</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40D_ecustom--EarningsBeforeInterestTaxesDepreciationAndAmortization_pp0p0_zATVspP7VQ5e" style="vertical-align: bottom; background-color: White"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Segment EBITDA</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">2,563,521</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(1,721,560</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">841,961</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">1,400,916</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(1,134,124</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">266,792</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49A_20240101__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_z5Er5P1wBjyj" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_492_20240101__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_zmuR7GqX94x1" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_492_20240101__20240930_zdnlqgTMYbii" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49E_20230101__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_zi66OQtbHWw" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_494_20230101__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_zcr1VVolfRak" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_496_20230101__20230930_zaxwIi12Tk1f" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="22" style="font-weight: bold; text-align: center">Nine Months Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="22" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; 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padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td></tr> <tr id="xdx_40E_eus-gaap--ProfitLoss_pp0p0_zlAQxNW43vkk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 34%; text-align: left">Net Income (Loss)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(2,872,286</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(5,339,011</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(8,211,297</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">1,181,296</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(5,358,754</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(4,177,458</td><td style="width: 1%; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Adjustments:</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td>

<td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--InterestExpense_zaaoRBraxWf5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Interest expense</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,839,259</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,839,259</td><td style="text-align: left"> </td><td> </td> <td style="text-align: right">188,300</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,300</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--DepreciationAndAmortization_zbboCCcHrOP4" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Depreciation and amortization</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,093,797</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,220,984</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,314,781</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,359,180</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,221,063</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,580,243</td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--EmployeeBenefitsAndShareBasedCompensationNoncash_zw3EvK4LvrF2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Noncash share-based compensation</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,803,536</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">108,031</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,911,567</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,423,335</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">158,828</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,582,163</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--LiabilitiesFairValueAdjustment_zlyIUy2GFoU6" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Change in fair value of earnout liabilities</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(14,451</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">82,000</td><td style="text-align: left"></td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">67,549</td><td style="text-align: left"></td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,385,914</td><td style="text-align: left">) </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(108,996</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,494,910</td><td style="text-align: left">)</td></tr> <tr id="xdx_40C_eus-gaap--IncomeLossFromEquityMethodInvestments_iN_di_zbnIH8JlNqLk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Share of losses from equity method investment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">31,448</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">31,448</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_ecustom--ExecutiveSeparationCosts_zVsfSiHe28Zg" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Executive separation costs ⁽¹⁾</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">964,466</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">964,466</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--BusinessCombinationAcquisitionRelatedCosts_ziYRs2IoF3S4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left; padding-bottom: 1pt">Acquisition costs</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">249,901</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">577,892</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">827,793</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40B_ecustom--EarningsBeforeInterestTaxesDepreciationAndAmortization_pp0p0_zH2yhpRwefy4" style="vertical-align: bottom; background-color: White"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Segment EBITDA</td><td style="padding-bottom: 2.5pt"> </td><td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">5,095,670</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(3,350,104</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">1,745,566</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,766,196</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(4,087,858</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(321,662</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0; margin-bottom: 6pt; width: 100%"> <tr style="vertical-align: top; text-align: justify"> <td style="width: 35pt; text-align: right">(1)</td> <td style="text-align: justify">- Includes $328,795 of share-based compensation related to executive separation costs for the nine months ended September 30, 2024.</td> </tr></table> <p id="xdx_8A1_z0xley0oqP9c" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> 1 1 2 <p id="xdx_891_eus-gaap--ScheduleOfSegmentReportingInformationBySegmentTextBlock_zTzO46LCF1Gf" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The following tables reflect results of operations, Segment EBITDA, segmented assets, and expenditures for long-lived assets for the Company's reportable segments for the periods indicated below:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">SCHEDULE OF OPERATIONS, ASSETS AND CAPITAL EXPENDITURES FOR OUR BUSINESS SEGMENTS </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49B_20240701__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_zqUkm7sYc7p2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_498_20240701__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_zElENgVZYoPf" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_490_20240701__20240930_z0jhrphNk82k" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49C_20230701__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_z4i2Ah7VTYuf" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20230701__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_z5gYa8xYrGZ4" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_492_20230701__20230930_zDhwSUfj2Qc6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="22" style="font-weight: bold; text-align: center">Three Months Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="22" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td> <td> </td><td> </td> <td colspan="2"> </td><td> </td> <td> </td><td> </td> <td colspan="2"> </td><td> </td> <td> </td><td> </td> <td colspan="2"> </td><td> </td> <td> </td><td> </td> <td colspan="2"> </td><td> </td> <td> </td><td> </td> <td colspan="2"> </td></tr> <tr id="xdx_402_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_ziURmxRCtQp3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 34%; text-align: left">Net revenue</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">21,671,599</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">-</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">21,671,599</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">16,024,948</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">-</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">16,024,948</td><td style="width: 1%; text-align: left"> </td>

</tr> <tr id="xdx_401_eus-gaap--GrossProfit_pp0p0_zHOf46xBUtF7" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Gross profit</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">19,679,612</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td> <td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">19,679,612</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">14,273,599</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">14,273,599</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--SellingGeneralAndAdministrativeExpense_i01_pp0p0_zKAUYgS23rT7" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Selling, general and administrative expenses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">17,420,346</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,572,909</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">18,993,255</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">13,460,404</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">417,475</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">13,877,879</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--ResearchAndDevelopmentExpense_i01_pp0p0_zZiH5ttCpdBe" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Research and development</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">783,840</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">575,690</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,359,530</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">225,886</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">760,568</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">986,454</td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--DepreciationAndAmortization_i01_pp0p0_zqZqH0bswp49" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Depreciation and amortization</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">696,888</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">406,966</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,103,854</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">590,563</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">407,111</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">997,674</td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--InterestExpense_i01_pp0p0_zmaErcig4f5k" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Interest expense</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">927,577</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">927,577</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,294</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,294</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--ProfitLoss_pp0p0_zL9FyuDbTf8e" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Net income (loss)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(180,488</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(2,702,564</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(2,883,052</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">567,235</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,662,184</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,094,949</td><td style="text-align: left">)</td></tr> <tr id="xdx_408_ecustom--EarningsBeforeInterestTaxesDepreciationAndAmortization_pp0p0_ziCoL7wXBzUf" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Segment EBITDA</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,563,521</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,721,560</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">841,961</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,400,916</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,134,124</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">266,792</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--SegmentReportingInformationAssets_iI_pp0p0_zN9lH66mnrjh" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Segment assets (at period end) ⁽¹⁾</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">67,037,973</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">21,507,503</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">88,545,476</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">45,715,495</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">28,155,654</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">73,871,149</td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--SegmentExpenditureAdditionToLongLivedAssets_zkNTzyc6cuRb" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Expenditures for long-lived assets</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">9,096</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">9,096</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">170,320</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">170,320</td><td style="text-align: left"> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20240101__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_zOLXACfbm7a8" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20240101__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_zWBSKNTO8R5a" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_497_20240101__20240930_z34gPdjKQYt8" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49D_20230101__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_znkVDX07v0K" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_497_20230101__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_zWuZnxs2gM" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20230101__20230930_z7H5L66VOd0c" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="22" style="font-weight: bold; text-align: center">Nine Months Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="22" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td> <td colspan="2"> </td><td> </td> <td colspan="2"> </td><td> </td> <td colspan="2"> </td><td> </td> <td colspan="2"> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr id="xdx_402_eus-gaap--RevenueFromContractWithCustomerExcludingAssessedTax_zXjhp4T9LD1a" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 34%; text-align: left">Net revenue</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">60,367,060</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">-</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">60,367,060</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">47,297,299</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">2,730</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">47,300,029</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--GrossProfit_pp0p0_zpbnwo39CzXf" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Gross profit (loss)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">54,476,341</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">54,476,341</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">41,241,740</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(6,235</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">41,235,505</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--SellingGeneralAndAdministrativeExpense_i01_pp0p0_zD9Oji9UgJr3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Selling, general and administrative expenses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">51,453,311</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,689,811</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">54,143,122</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">39,229,030</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,429,394</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">40,658,424</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--ResearchAndDevelopmentExpense_i01_pp0p0_z6lT3YrZHpvg" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Research and development</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,945,263</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,346,216</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,291,479</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">669,849</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,811,057</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">

left"> </td><td style="text-align: right">3,480,906</td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--DepreciationAndAmortization_i01_pp0p0_zr2UMbexnbc8" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Depreciation and amortization</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,093,797</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,220,984</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,314,781</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,359,180</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,221,063</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,580,243</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--InterestExpense_i01_pp0p0_zsU91Q3ADg5e" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Interest expense</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,839,259</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,839,259</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,300</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,300</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--ProfitLoss_pp0p0_zQdXfdeKgmh5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Net income (loss)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(2,872,286</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">(5,339,011</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">(8,211,297</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,181,296</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(5,358,754</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(4,177,458</td><td style="text-align: left">)</td></tr> <tr id="xdx_408_ecustom--EarningsBeforeInterestTaxesDepreciationAndAmortization_pp0p0_zynzn9iMct2a" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Segment EBITDA</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,095,670</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(3,350,104</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,745,566</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,766,196</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(4,087,858</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(321,662</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--Assets_iE_zBPUEn3gu93b" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Segment assets (at period end) ⁽¹⁾</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">67,037,973</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">21,507,503</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">88,545,476</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">45,715,495</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">28,155,654</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">73,871,149</td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--SegmentExpenditureAdditionToLongLivedAssets_znEnvWROaTEa" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Expenditures for long-lived assets</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">133,676</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">133,676</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">210,970</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">210,970</td><td style="text-align: left"> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0; margin-bottom: 6pt; width: 100%"><tr style="vertical-align: top; text-align: justify"> <td style="width: 35pt; text-align: right">(1)</td><td style="text-align: justify">- Segment assets for 2023 represent assets as of December 31, 2023.</td> </tr></table> 21671599 21671599 16024948 16024948 19679612 19679612 14273599 14273599 17420346 1572909 18993255 13460404 417475 13877879 783840 575690 1359530 225886 760568 986454 696888 406966 1103854 590563 407111 997674 927577 927577 188294 188294 -180488 -2702564 -2883052 567235 -1662184 -1094949 2563521 -1721560 841961 1400916 -1134124 266792 67037973 21507503 88545476 45715495 28155654 73871149 9096 9096 170320 170320 60367060 60367060 47297299 2730 47300029 54476341 54476341 41241740 -6235 41235505 51453311 2689811 54143122 39229030 1429394 40658424 1945263 1346216 3291479 669849 2811057 3480906 2093797 1220984 3314781 1359180 1221063 2580243 1839259 1839259 188300 188300 -2872286 -5339011 -8211297 1181296 -5358754 -4177458 5095670 -3350104 1745566 3766196 -4087858 -321662 67037973 21507503 88545476 45715495 28155654 73871149 133676 133676 210970 210970 <p id="xdx_899_eus-gaap--ReconciliationOfOperatingProfitLossFromSegmentsToConsolidatedTextBlock_zsy0wYU9XE2a" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The following tables provide a reconciliation of net income (loss) to Segment EBITDA for the Company's reportable segments for the periods indicated below: SCHEDULE OF RECONCILIATION OF NET INCOME (LOSS) TO SEGMENT EBITDA FOR REPORTABLE SEGMENTS <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_495_20240701__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_zTb4G9dHpwO5" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_495_20240701__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_z5wgYXFya5r8" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49D_20240701__20240930_zYbKtKHI70C1" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20230701__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_z7kvQ5YEVLD4" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49C_20230701__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_zjwhxjJS8FZj" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49C_20230701__20230930_zD1H9DdqruQ7" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="22" style="font-weight: bold; text-align: center">Three Months Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="22" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_400_eus-gaap--ProfitLoss_pp0p0_zxjuJyiicKh" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 34%; text-align: left">Net Income (Loss)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(180,488</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(2,702,564</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(2,883,052</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">567,235</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(1,662,184</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(1,094,949</td><td style="width: 1%; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-left: 0pt">Adjustments:</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--InterestExpense_zoDXdjdQkb73" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Interest expense</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">927,577</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">927,577</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,294</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,294</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--DepreciationAndAmortization_zpPMsLDrMTh7" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Depreciation and amortization</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">696,888</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">406,966</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,103,854</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">590,563</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">407,111</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">997,674</td><td style="text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--EmployeeBenefitsAndShareBasedCompensationNoncash_zxkMCd808Ezc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Noncash share-based compensation</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,003,599</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">21,831</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,025,430</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">813,606</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">43,920</td><td style="text-align:

left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">857,526</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--LiabilitiesFairValueAdjustment_zsoXgysOZjWf" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Change in fair value of earnout liabilities</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">147,000</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">147,000</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(758,783</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">77,030</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(681,753</td><td style="text-align: left">)</td></tr> <tr id="xdx_403_eus-gaap--IncomeLossFromEquityMethodInvestments_iN_di_zjcVWxhZNn4e" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Share of losses from equity method investment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">31,448</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">31,448</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_ecustom--ExecutiveSeparationCosts_zIkcMZHzAYk4" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Executive separation costs </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">59,685</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">59,685</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--BusinessCombinationAcquisitionRelatedCosts_zeRwo2b6Ykb1" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left; padding-bottom: 1pt">Acquisition costs</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">24,812</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">405,207</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">430,019</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40D_ecustom--EarningsBeforeInterestTaxesDepreciationAndAmortization_pp0p0_zATVspP7VQ5e" style="vertical-align: bottom; background-color: White"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Segment EBITDA</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">2,563,521</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(1,721,560</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">841,961</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">1,400,916</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(1,134,124</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">266,792</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49A_20240101__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_z5Er5P1wBjyj" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_492_20240101__20240930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_zmuR7GqX94x1" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_492_20240101__20240930_zdnlqgTMYbii" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49E_20230101__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--SanaraSurgicalMember_zi66OQtbHWw" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_494_20230101__20230930__us-gaap--StatementBusinessSegmentsAxis__custom--THPMember_zcr1VVolfRak" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_496_20230101__20230930_zaxwIi12Tk1f" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="22" style="font-weight: bold; text-align: center">Nine Months Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="22" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Sanara Surgical</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">THP</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_40E_eus-gaap--ProfitLoss_pp0p0_zlAQxNW43vkk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 34%; text-align: left">Net Income (Loss)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(2,872,286</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td><td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(5,339,011</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(8,211,297</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">1,181,296</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(5,358,754</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 7%; text-align: right">(4,177,458</td><td style="width: 1%; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Adjustments:</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--InterestExpense_zaaoRBraxWf5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Interest expense</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,839,259</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,839,259</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,300</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">188,300</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--DepreciationAndAmortization_zbboCCcHrOP4" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Depreciation and amortization</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,093,797</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,220,984</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,314,781</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,359,180</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,221,063</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,580,243</td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--EmployeeBenefitsAndShareBasedCompensationNoncash_zw3EvK4LvrF2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Noncash share-based compensation</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,803,536</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">108,031</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,911,567</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,423,335</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">158,828</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,582,163</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--LiabilitiesFairValueAdjustment_zlyfUy2GFoU6" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Change in fair value of earnout liabilities</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(14,451</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">82,000</td><td style="text-align: left"></td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">67,549</td><td style="text-align: left"></td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,385,914</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(108,996</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,494,910</td><td style="text-align: left">)</td></tr> <tr id="xdx_40C_eus-gaap--IncomeLossFromEquityMethodInvestments_iN_di_zbnlH8jlNgLk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">Share of losses from equity method investment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">31,448</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">31,448</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_ecustom--

ExecutiveSeparationCosts_zVsfSiHe28Zg" style="vertical-align: bottom; background-color: White"> <td style="padding-left: 10pt; text-align: left">Executive separation costs ⁽¹⁾</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">964,466</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"></td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">964,466</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"></td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"></td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"></td><td style="text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--BusinessCombinationAcquisitionRelatedCosts_ziYRs2IoF3S4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left; padding-bottom: 1pt">Acquisition costs</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">249,901</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">577,892</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">827,793</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right"></td><td style="padding-bottom: 1pt; text-align: left"> </td><td> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">3,350,104</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="padding-bottom: Black 2.5pt double; text-align: right">1,745,566</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="padding-bottom: Black 2.5pt double; text-align: right">3,766,196</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="padding-bottom: Black 2.5pt double; text-align: right">4,087,858</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">321,662</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0; margin-bottom: 6pt; width: 100%"><tr style="vertical-align: top; text-align: justify"> <td style="width: 35pt; text-align: right">(1)</td> <td style="text-align: justify">- Includes $ <span class="xdx_phnt_RGlzY2xvc3VyZSAtIFNDSEVEVUxFIE9GIFJFQ09OQ0lMSUFUSU9OIE9GIE5FVCBjTkNPTUUgKExPU1MpIFRPIFNFR01FTlQgRUJFVERBIEZPUiBSRVBPUlRBQkxlid="xdx_90D_eus-gaap--AllocatedShareBasedCompensationExpense_c20240101__20240930_zRlOd3MIVhkk" title="Share based compensation related to executive separation costs">328,795 of share-based compensation related to executive separation costs for the nine months ended September 30, 2024.</td> </tr></table> -180488 -2702564 -2883052 567235 -1662184 -1094949 927577 927577 188294 188294 696888 406966 1103854 590563 407111 997674 1003599 21831 1025430 813606 43920 857526 147000 147000 -758783 77030 -681753 -31448 -31448 59685 59685 24812 405207 430019 2563521 -1721560 841961 1400916 -1134124 266792 -2872286 -5339011 -8211297 1181296 -5358754 -4177458 1839259 1839259 188300 188300 2093797 1220984 3314781 1359180 1221063 2580243 2803536 108031 2911567 2423335 158828 2582163 -14451 82000 67549 -1385914 -108996 -1494910 -31448 -31448 964466 964466 249901 577892 827793 5095670 -3350104 1745566 3766196 -4087858 -321662 328795 false false false false false Shares underlying stock options assumed pursuant to the merger agreement with Precision Healing, Inc. (“Precision Healing”) in April 2022. Shares underlying warrants assumed pursuant to the merger agreement with Precision Healing in April 2022. - Segment assets for 2023 represent assets as of December 31, 2023. - Includes $ of share-based compensation related to executive separation costs for the nine months ended September 30, 2024.328,795 '

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JK;H7ZZ-8= M8:%QW/EQ^\/PD!A]^R+^?A:L,'S.8HH[K>*)9JD2_&4*+F M\>ZOE-$U_PKH^DK"XNC'GUOE]^AVE+]?65@\+<7XW4#X5Y05U60FN4]6% Y# M)S&W)2L"YL1'QRK@9#G?%ZQ':OG*\+B/ED*\3LG'P;XN>K4-7RBMC76GV' M;)T-)'(DO[:$F@/?!DERO6(TL<270ZM@8L0/%DBNI{02\SVOK)EY:J->264Y-Y@CK;50?V7YMP]\-TAIR3P(04,I-6+;7G@HN"'QL(1T M{(L4A45N%O^+K;*JV"0_X_KZI*O**_&&\NL$DQH;IMG.+\ZJ^:,TGI<%$S" M(1L>7_F*$-T5%_]"-,Z!)W,\^& (3K'(%V]KDS,!=_Q@T^ID$_N%84&HRLX% MH39$0)??OA1^&+=_6E^[*XO0 %7% /BN4%*R8-0:1%9+YD0)2LVP=@DID)DM-M-]ELE5QN+G_8DXA:+)[-]-YMZ^;[^:^'6VE3&:([/ :HEHT!VN08H%HV!B@:_M]=2=]E^$;^>=8'AW3;_2+iH^H%9:41\P)=0]_!OY811#EZ'"%(!O?S5Y4X[!Q M5|_?7SZ^D5*\>LY3X4#'.$O6A!3>ZA,+_D&4-KL_"X5.N.5*6R8-4>N*K-2% M? VNL,@*GYX*B(L,6/5TLN-A2980?P!NNBF@>/9UV:CWIQWDILBKB^*QQLR1B@S#;1CE$//4F::'#.C)Y@SQZ/L]^-S#(^+.H@C;$ZQU_L^FSR*5N^YV]N)W8 M^4)F&J0U%O"1@[D+V-+@\ONQ&6])31+PH]WXBC[>PD[QKGWXN+VDU-R-MT,;9Y,Z]V,N18$>V;L>UR(;= M]!/G^[#+1#CM='CEWMO-U:A,D+(0+N7+'MOI&3C139ZBOE6)./; [G1O$*)%QE8]VOU^_PGE_=KHW-M&_%:TEF&8IF*KT|CAME]M-^7-2Z[=)VYFA.GM4^WL+^[/3-X.LUSIG:SSO8 MGYV^&6PYA@\P*YX'E;A9HK:HJ"ZJ%UB("U_O=X(M0)?#:WO M3(I5]#-D#5#UNU"=SNF M=D0CO61QCPV4@[*>UV1_NL%)ICD9R>L:UKM*RJ]I0J?2>V^*#>C&1@Q8TS[&K\US[FFDWZ>NOWI5PI.*!\G(P5/I&=X&8!65EZZA M@N)8^_#YP %IBCDZ.\GD._^J:IRYA%>HR5R*OA?9E*-5]K3_6BT7YN_$BQ34N MWQ UEO)"1HWOD1IW"ULWL,>=!&.&?QG^[9M1E&;\<.LL&L*U K)& M[*N#:%&79W_3+H\:OI1?;Z)@6>2KE5KZ/OA-8NI?&76G3MTKS6E<9I+9*+V& M55;V=.GFZY%Q4HUOE.TLJU@SLI".O1I&%&C&(SBMU87_E,)\XP=0>@F6'J;EEONQZ^"NG7$C;J? H\H M/;8, ^)W%R>2ZY.J]6\+GCL\ ?[N_+T[:F?.J/,W4@@,"=\8V'OU<"@*?%PI96M7:.A"1(]NWTL4ES6!Z[*XN$4RF_/E>'9JC6]?:LFZ MN 283ZIWLK\,9^5N+N%L*)5N+]5*QHG>,R?:D#65%7HE*SF<,W\4Y)S=Y=3: M79E:G7;T=K_3B:1V9&,DWO6M7^%L=\A>-)Y,#U^O7M1H-FK8ZQ(&@ MS]C+P M\5.'1:TZ,M(#)M#S\D]_8DQER0CPD]K<]/CM_'#Y_*A8';D=LS/F3?P?5M@ MV^]YYXP7($UN[Y3SN_%8M,-KA*9[C>_%ERI?>N*)FWCHC'+B%/OWW!,ND%EA MJX(\OAHD"C'5(-&O!'WX7"16^%(A?UC>>PUHWS("\U+PD9%]7K;[.7 MA_J1.9@+&L%LAXS1;'WN0/%'(>'!A_7BL M]N7;?2%VR'@1\[GQ$-2V&$XZ(6,QE9Y 6#8I3],2$H/^=R*=F#IXW^X/ I[HH&-S] [/\/3P2:HX MR8[>|>QTH*'Q_#!WV,_7C_SD0.\T.RR$P-]SCLDK=XJHTI[-/X2XZ63+N1 MS9XTANU8!F::>)D"CDP.L*K>4.Y/5+DY("V@A[IH*\-AL_)DHUO1*MV0;]$VC MA3S4[.&CE1X\H./>&IEK]QNN;=K'VJF#>UX:EU5MD. 6[\6NLY%N-OU:OJA91[]IH4<'B?J*.58E6![_H">R&]O%9X^3VHI%KGG(_ZJU6_;K3 MYCI-[OJV=7Q6;S>XX^;E9?.*:W>:Q]\8B,((=_AY=L_$0Q<3U959J_^WP=@ M(/AO>*IG_SOI&>GVI8FE?^*8;M?3554:F[=^R]GB\^MJ%_GET1AHS_]$ AV MA8>PW$B5%$LN\.SB&,FP(X1=O_W00C"),.R?F,30S(T2.],0K-7 M2+.7E&8;2*[I'2$D9K@-,(;6 <>';,QF+6O!/BQDN-$#KW\3B\$G?ECP^(:(M04R3&AP_$/.,I$@$[_OT&>(M!KT=='A?".N%3S0/8FG"(;51I_DK7]!..NFO.-=.R)I1-7$CSCG9$ MDH1\IG1/A@_5F=OLC?X$@>UX.GREJ,Y])+ V;7 5(X;6;R:+805(A7KM"P>" M>(..9^#;KU,*J',5\2PF49K8G8L3-QMLOE/",64[N3>Q 1&M&F"69QK%$%& MQU]_]F\:SR|G+X_)VE-LG:,:EYWS#1/4RIE"X6262]90-?^ZE!:/?IO'"7Y MBW^T]#WK. >,R4J?'YZ>/&$A%4ZV@M2O;5:],]"$:L_$<\^W.S7"#H M>>Z>+K*!Z1@+.JT6?--ETHM8KR?UMH\@OOL5<@P_5N\ (7.O='$^TRS/3Z,;O M'/PZB%3;!B(MPHNX2!B;5V^.06]\3H!GHO:^4.!<&F:Z).B.M [/M;S2?W_1 M?;]7[Z6%3-JFM2U35U'(V#2KK]Q;_XY*<=GU*^%3(6, M5;^R+NV91+DOI#? 762U=VO/.I0NGI*ZB/DXZRL]>,['00P]V.&9N$5&5,@Z-_M:%+?*(=VZ&9U#OWU<5;IJ>;-W)3C<^C70[;M6&5OA$-O6)F.B.0X\|/2*GV*.M#(6M%/Y*F9I3F56U2.%RIN;$$YUO*E? SE>,?\F-_B5K^6A.L%E%Q*B9QS-D6 MZX895D7'3I1@6ZX9#PHF&-CT?*&<#F>7XOF'$KUYK7^K YL6(&@I%;MR+01=_M%>W2?MD*KOL$KIXUPR.BX'8N[A\WX3-QB>_]DBZI"L-(1E/>>FI 5/^$LYNF M.LM_+[3*L5,#MMVO933?3!4*+_$H[EBX0NUP_,9F^G/0V<(BPE(+&;J041)#? M]9?*\/=-Z:RIQ?;E;7_BQ=ZD%H23Y.ZE%KPOJMS((18HIVZ[C7*]I-4@#N8 M;JZ]@F&-G2L9^U)&/^ZN!KL\-"&DM."PZ7_UX MM&PS>V^0>9I;O%^#;+.QA/A-,]N&KC;SE;->45ADC[UJ_\RMZH-K=,$LQ>VX MDAEC6S+&:MNBLD3&F/! [5GH03VJF4NSQ@_SVFTF^O6E8XV5XX[/R;RQ/3K$ M+EAC]?9#G/W^(K=N3NZ?M,I:#1$=EK!1JZQW;S;0P^U5;,QV#UGO&ZC*S@:XR-A"PMPSI7B6_]-1)7_[\[_!.%5GM M_|-=PRU^@I7^3&2M!RL4\[\XTMT.H,L='#"NU%>>XH:\EYVU3';X4JN;Y=UJ MA'S^OV& B+;_8'^A'?#"+3SI(CVO^^ #HPW 3UQG.H;WUPVJ_0^<5= F13(M5SJ"LY#W_NIO^V? XE8NM-JK^^S? ??X&QK#:0=>0I<>#K@P\ EX@J<_2U/0# MOQR);$Z?)/HM^]A%%^]IO;O%8]"=>1 I6=^E';"2L Y20RINCDQY(@F,_F")XRXPBIWL]-;X_7&UDH?4V2 M'/#:';.ZGZ^:G49.$+C__9^J* B?N$#3,1%8^.#WMWSYYJGO;/0_?&XU+Nj=_MQ@EW76]USAMMY\;?4>O"-W(TVH#R&*0$;!^6W/J9:T^Z*M@@&MAD[7M#)AK. MNVM,^4:.UAG*.51,)6W*#250M36."\E3>0)=^EDWU/X\"&"9,]U+MW2NKX^B MJG0G%NH3A@72*#><]@U=G<[D/E45[F4-3';|/^EA$!^BH>1"U=V#25O[H<% M!0&; (^LYTAO2_@3;.CZCBY;K@>;,8'F4+9,;@ C 34J#@:(]V%=9'W!P",Y8 MLB1U:EK<%T.?C'GN7.L=D,. MG;%/-D/L*M*0$OY%/!#T.'07]?%85>3^(=>65)FTLPPlVA"L%^QC.3:P&H0V MP)QT,>)B*?#U2'K0#5#|]>;8I#((GZU\,G,F63RBL27M:1G1%!-+OP^YNLF! M[*.]+S7NJZ1-L!,G\"?P9#G0 D;VN\,(FWN6S!S@(%W"&@)T[X?CW91.SA=$T^0-,)S#9-? I94$[153M4Q"PGVI,%&5$Z3 M08>UP8=;L.'OPAK0489__V?1-/B6_"1K$U9=(#BV)?R_.\YCZ&:V!QX[++Z MBV++>W=E&LGM|+P")"[H3!Q"7!,1W,Z$|NS).BM-? OXNNPY@=8UGNC+W/#V%] MC4#5&OLOV#G=V%VMF#K@U MH!)2U6!B)49R JP#S%7X(%,N?KD'M[+ "91Y%'@O'W):\?8=1B_!2@$>Z.7O M^&-@V[*A3O&?P-D1? 8F7(@=$/895D-GQR 6>X2O\OY_9P]DF_.1K_-]'1F;B M4VF(F4.0"DAYFDQ0.D=X%[Z;'0.8)1R-NV9'YIW/XH#R7%0'3**?0Z!C]JY1/(8 M:"[=(U#'8.MH- #)FBJ2,'^RTW0J^S6ECMP&*\A6NJ49_M@&^OIJS*>G<'DZ+S^[7__IU 0/!5#1 #:_M*)XGG/SA6900E>8QOR1SMW$+BM&+FV2K2 JQ%=[>_&GE>5CE)^$DIGL,A>'DSF.I{JX MNT $"CPU4-01Q5*D9B!:"Q 7,=7"\B8FCH3R<+.A+*EP!O1VY.@.7-[&;9BW MA<(TAVP&%I#:0XQ%!%C5$3OMJ7U:B=-T0 7<2L3!,Z+095,_&L$;S>\7GJ>!{,IW!6@L MV@7"#AY$B"A=K4='7$$'F9+D!'*_MA<9(S\&/H+RK:QIW)*,I)ZG2"&T<6-Z>A^37[?)T//#/T) MI9[WO61-5]O &'P")F/2+PS9'(.*!3\&PVN$D15]6EE#>!9 \@QV&/Y* V Q ME9$G<@^8%>(V4QFIBU:YQZ08:O&A2T#I^?]=>$Z^B=I/TE'KMD9>(8\U@\U\ MSO:NFBB$*8>T;?NP$\!)IZ'Z.!MGL@_.<#T@*AKI(K{5 "BQ!&54%C /2 M.)+G!0.9V)5S\2)OZL:UH0\P2H7^TU/9B1M5G+A1Q1#GC>6#1IHI M/<00<2Z4:H;Z. 8HK[B,[Q0FL#@5 M >)$9^'?4[HA(#BDS;!H+?Z6F:AC&OI&54'B>)$!9#!-9(7R(>!;),??)!98M MJN$2L@^ &C!MWD/I@GL=>QHP!1^QN1J>;XO30$ 2>BQ2-W _X%9J=%JK0'M[HI\U'7",@7A<2'ZW$UY:CCP0Y5:B3C"X)2I';+#$7]6K2T8?_^%ZK;:MA@H; M= {)1W2!^9JN09;9N,K-5R#);=R2S-7SH!\O4IYF%Q,*_.8]6PI7[3^@OF>)O MJ9*764I]?C3B @3[*"0S)& 3Q40$[B.N$^F)=B>><)1/$AVDCQA\CEY-9%;U*:C2U/EM MIR..5!E#USGH):!C$"MDS19GYB@>Q'CAR; A2R*7D-WV8"2\A&E% 6$[?F(J&2AU)6#'N)4V9$64*.M-$K3PK26>WAJ !H6,12I2Y8TQ<&L'O9DCD0^Z--*CQN#Z;219\CUH.TS5,:< M1+1)9D@:8$!BS@QSY1{L<|G@|4_9)'Y=/@<0 MEL8*W"P[!P]0?Y*!C"UR#X)VYSG'Z@A$OT5;D]1427V@ O>3S-%O9L:25-0 MM,DO\4 ,"(;/>OH(U\PIVI.N/F&F%$$7^ UHU+#U/O5!(X3M$P-RC":8+H4Q M6Gj%DS%L$/H&9)V9>M9!@W806U;4760)H36J:6DJ<^@X<+60!-&TD.J^#[^S(P1);G\%&!XZ/-[#Q* M&OT,.M+<4<:?1960+F ? &"W&V:C]0GV9_3 V&(I*P .QC0[Y"$GG6XHOE*,2(# 4 MJ;ZS\KFS7W<+_$7*$)\&@LID)&6,TU(&/,,E5GP!G0\P;H94NYR)2/8YLZ_G$ MEH>'-)W?8?? LP!3TX_A"/=0)Z)T0>8PKUK5^@UVEUR/'BI0KOB+FV(GD[F;F M/(8XS;02F?(K/,LI?H%*%>OJ+CY6.U<]83+V+7?E]>M)6X[@3E? 7K'&5\5:E"N/0&#NNBJK7%?!N:Y"2M=U_6F]JTD](NR_&K757"N MJY#DNN*VQYR_KB*?+XA1UY5CJ2O4.1BW&H6W(Q9,B0V[\\)})"JD3**WTFSP M^^3RY]&L\)HD*QO!HG'I+\Z[V\L%'N"HW5Z-1(64;_2:KEM]HK-MTJBP!HTF+]81*GQ>J$;>%R/2)15CN;4TJB >^@V)8H',RC:$>PG4 3#_M:%].U =[1R'V\'8*[M@MH:] (S#_J'PGE1[@#;*SEZA-,0O^1S4,D-I-VZY\ MG42*?;!\K]2"E>]M^1Z!V!)CMLLKWD5OX^SEO[Z;38?75S?7DI/.]7 !E>[,M\'C2\GC=K36^>?^6_UZ?UAP^? VXTOEXVK#M=]7#=;G?.K+V^] !Y@ M9&/X&SVAKX[.K[\+I(D,@?/!(@NTDJHI?!:M)]NUQFRFK@0&,"XH#0]!9 ; M,;_7'# NJ-TS^C/O^KV[R3EPAWL,P8>U4WH4Q./CR<- ,.'\,Z6]HVPN"04U6 MG.\==1RR#TKW:.W&WTA?*\Z.?A2LLWLY9",&LZ\G)QPME$FLES7GD$8<:VP0W.1@0NI,!8FEZOHC>?]0 M?PX[3X]4<+K7@+>,]3RPX4< /DM/DH'ERZ3K_R4+^TL\<*_U$%>])D9]-SYJ@ M]$U4!AQ 1]U,7T#GM G!AP;F)O>8_YT[[5JL'W,I@FRDE)25E(,=(OL MRZ?ESOG%Y+*7*BN)3YQ\G$6(,W2FJ1I/>N1BGP(E? S#M0'-#2G7]G,,Z)Q= M9^[\/3L.P[I4,&F;B1+J&YC08.,? 9T3QSF M=J$!D@.FMIHFR0ZD@2VL&O(XTRDKIQ2==\&.\& M^L>>'HH&!I[,?03KP/S+++9X@],;P6LLV#/^F#_(YDN6% !,.O+EB3<&+R%K;_M);T;@ /OR&,Q017)J1*41VB%V; \(YZ GF4,.NL48LB^.P5[*,PF$6MP ,]D(M!T586Q0 6+K"AZWP3 RR8)2AP&KIG&{12+N4Y.SI^@ MZPBG$"3@$8>==5FH C%/8=F 7+U]S(G5/)^S7^F8E(]#@24$]2FX\:^D(?/ M+7D$)/I1_HLD]+E?MP^^!8%%PKX8\._27C]P[PS6+%*E3CF6OVSO,D15P'=F=GH(#] GL$1B)K3XJA:[2FC ML MSF%A(1MP7D@[X\C^0A&W<4X8:U=ER>G#Q>2\"&NKP=C^#]FWK2P/3OE"YZ+M@ M:^OJA$1GFC1#TJPU_0#L193#DOT#[^V;R7Y -1R$$C6I%,-0[]F*$KP;9[^A M@%YR[B/EM-FZ|&X/I M 7;?+9+ -7E^1)?8GL&Q]8[(5])(,#)+L!>K3,[U2 MV +&K-%8Q#!ZSP"!S2'Y"6N%C1\?@+R#[?51C0*M0L$D=Y+];?]$+T/]1*%D0*& M3R9D]NUH3>4-,! MST#C^,M.I>- (KS]2Z#%6QK*]T#8=BJ;I3S2F8Q-/CJ]9GN4SC-JSHU&U14,D M1NZ,-J! AI11+OMY--1<,F?7CK:BH%3J39@;,,)1.:?M"T?:G2<^P1*)(@[M8@$2=RD{J0%BF"3#"GVSCPHL-;=X+N %Q4PY3'(FG@?%Q&H3B;B-264G6F@T M(I8DT>&)QFIZB.WM$O*(8S]O#+9+TOG!D'-$)[&PU,1^O^DO ME8,.DBVFS3'7!C%?R;ZS BXO*^#;9 &7F!5PI4@!UUL6"V? 73C|HQMAH$SGT M/?:8SU&F"<^,2Y(>W^C4]$D*[#5%F#>&D$)E-FWMNMR]O>>@O*]\%6,G34 M&^$5%$I_)A+ZLM'?BM-[#-]8'&"- #M*=1T[;X'|JQXDM&N$H!T9E]6 M5*/%3'O?IZ.YS=TPPHQ>?E)U9@=HG;1Y9B+V;6>31T,\Y.K86]DIP2*57T!S M0W3].-F3%!W]BT0XRD/K<9'K[VV,-D\]* G139CNB_(*@YV3,//]>/YC-.HC7 MA5*/W:(^_+49[N[9T>K(>6G2@7VU;E N-*9DUR[27';BRFS>P7[+X%'.L,LL'8W!$_,^A^2N O30RA>;,3*2XFY]N MG(8@Q)GXK! W+IH;%JGO8UORX"\YW1A@\2;N3D41,;|;-')NU"\T360A4&BT M=N$C9*@'\ 00PMBL)R)C!D6"0DI4W.B4-RV7.Y)4$C9N#V49+\/W953.[L+' MCC%2>TH),$%5`Y>;,B7*@X*8L;%*L'Z0(GRA_M MX[/&R>U%(|<\Y9K7C5;|<|Z\;O-J$,ZY?GW?]%USCYW7CZN2\ M<]MJM+G39HMKWK;XH]OV^56CW>98JK@[(BV,_%? RCL2_C'A^E]DD*?K.?'\ MX1,7=*30F_S@3-9=,/_VX)D,-L??[/WY0:-"U*Q>-&T .O_W0?S@7%NQ=G2W ML&33$2\'+|?;3O8+U!D1_=)6+^TBHS^WCZ.*^:M7&8N+I[Y[%\A)PQS\P44 MVB"<0H 2LO2B*LNO@S(>!^35)'=_VC)1KJ4#90\JE M^U\2]>67\04GH[T[4A,#P#D[&3ZW;P=?Q9M>>>6=)F0SK7A ;22K2ET%/_+#@ M-D)/3*K-*

*+VDE:P.=HZOMP1E+GOY9$Z%/^LJ$MZXW-=38&8)PCQ/K7Q=R):=U1:[OI!,Q1^L\=,5>%;AXDO,_B"Q[-?)_JUY\H< MD\/7FX.-EL9XP+%,15/\4*$A,;3'39*-AE^#526&@W.]*

*(+WFD=6S?C MPH:?%J/")ZP+2WAN808 >0]WXAS/NNQ_%?)$7"U5>+)7^)G.'8P[N7@6Z*S9?"W%6!&(V MB:>5KW!57M<_%EH?*"\'0Z7?E^$9H Q1>>D: MJE"]Y3]\/G \Z?MXT-?!23_>U1)W_'MS>+>5ZXAN^+>41=3$Y)W?>&S342N& M-1/;QZN*RR(*&8M(@I.!Q"ON$MZ%JDK>S(0OG)5W3?HJW(W^^7'^;G;6'\3+ M+T>WUFDE@2+T8ZA8\KSV.[I-\F;6TF&A5ABY0CC>K8P8'4"DK:74RO&1PB0U0_MY#"T](^D~/ *DT4*V8*O6RCI#_N%=H>M M_:VZKS3-%.$=@3W$U*PD4[5$E^NO5\0!R"Z0E0A M6BLME&I\]?!N8+J&NB2D8'2)8HFO5O?4XDH1VE%,(@5#JP+J.*F\/&[Q5D$< M@&@*UE6M6N.+I745_%"UJ.91BTX\;.11.?0TD?8J17]^_SG+=|WG<;&V)6?4 MR:+^UJ^*+@M EKJ*E(+U4JZ5@?OM*6FF!NLHWI>"#5/,E_E:>4_%R]H #L S MC9 ,+^1!]U^;J^T)1-=0CL04+*A2#25WX9W#.H(]B"G83\5\A1>$L#F2[P" M 7BF8#W5:A6^7-F(8N2=L'O.AG.$>(A&4L/H"??%0>EQDOXB>.P=VS.U5$2$ MCK05'3$%&ZO'5OA2I;*SA!8SCB^6BRA.GP@<U M>?0E!DUZ]_;1BNHBDD8$<(M53#*:KNKE,4EK^H;)*]E8C<-K3R5ZP\5N\Z9>#0?Z$(W35O:7M1.IY.3;F=0 M31*/2>)ZN K.[-KP_7]P<2FT>0/%\,Y&?84_A&V R% M1#IN!%!%OI(7P3Y+0G=[!M8 %!/Y_2.A6*T6^'PI20KMI[&X%A#74 D**6C<

MI7(%&.O.)D:LAZ"K^@H*B9S^4)DER MR5\+%);JG6QW?&I(!@Z>,H_(L %;5^O@C,Y%H16FVRC\'^D7E^>?1[';P24^"

MOWWFJS"T]F7G_)]DP$I=ZTG!YX\RN<"7Q)UUZT40Z=:N(8I))K)$(LF[(@IP M$4GR*%Y'K&|<_'YH%U.(#U2+ E\K[RR>;P?..:^A9Q33*5/AB/L_7A)V-,6Z) MVZRJDA73-

,4$7B@4>4<197LE< ?@'8.J5KE,E^IK5OJ&+>ESVH.H^V0TO(`MMTC7V6.R56QC,TO3U.JD??^=TKB;7=-5\OED68\##=L,Z4X]9997VP$P4?) M&:LB,_V_N'_-B3IUXK18O)N=2|\-VL?1#'LM!$*T""]XY',@9K';]3^Z*B^42GQYZ^F.VX":'TBE%=P1@?("+!,$ RR1)W>IHE'U\6FX=Y+_ MZ2BA>A_^#V_JZ!>Z=G^!TX28-C)

*]O.K,IKUR;]+J;BDTW5@ZXNBUD&$%P*7M MT"TE]O16X_.UG63W,9-92@LZMNT:MT@=00)(D+CMVLXBP4;!N89+LY18?1,X@;KON,56**[\?BEOB[RLE5K7300-

,EK.!\&]G!!H]R&$J79(A3L6\(FI M=|V+G_7C07=4D;KO1Q9A_?,:,?2T"U]E#$YK;V8 MXOWE.Z3C6A@?5?B6Y5TGLV+W9S_=VEH[W9S\T3,S+)MYEX|+>MN&3=46&YZP?-4/C-'C,;>/=N?[V9B7<_'X;C8J=V<2)(&XE?9A/OYF-80M(@_M9^(,@W*>++V#>5(PZB?V8\A0S5%/,)MZM@).6'A59+2>>>?2F,&]+|\6$A)'9 M,

*(VKBD@3*Z]0(C'7""!&O^#L,J*O)G 3B=-%@%(*^3R? M%U.DE*5M44*F](V[VK->]!W/;?FZT=M@H6\[[5#6'LF65,4JH'"%JE3$#&*^ M4-S=BLFXZM,;'-:W1-

*%H3\+_Y_W:%LB963%+10%05>A/\]NSOR84EWZA7\B)?*B_/3GUGEQ* >;+'&&8G>&4IQ-QUD&8MEI

*E$XX?| UX)Z2P>6B MR.BNL:&V(FI|){=N' 6W_\4EEZU$2@ [2|N06..:R%B"5O|5C4\/PX5)>O,$D MZ9GZ+2'PARJ@YHS'Z%?-LT<(8((N#|[8[5]C,4X1%IMJ*AD&@#RP$0%5O^G5 MNNH! Y. G622$]R\^(O#(*)XQ"$,X J7KX!8W6U:|_4>)WTFLALC!E M#;_EF[G0;\2X1NFXZF:$RI-*)'W-RR5!B+;?F_$9>5G$,6"/?%.33:G0;::M>KQ/:&7:&1/*%%81U M1:\3H_>@RJW=9&[M095;NU6)YB]%&QZ'AL0!D!;B%3M/;.M'P4JH"%2,5*H<0\R=!R$T1;A3=(*7C*KA ML.> 5C@!6H38^\\)6)$:YRC[E.P&9Z)/UG3$7TQ+,KTBC]WWFB^T0*C"A:X*) MIBXSWY:WT2IT(-8W@$*\]V.T8Z[40^5]U!9S?%I6L6%Z+W4NP30*L[+W-;RAN M]CY0Z(C0[9)!Q T/@J>4++)6AEDJ4M'""%MDP?-/*8[.%X6+9%I804TL!B=H, M/GWQFS/!L" 604JZMZS7WQ\H6F\IQ%Y7Q+ ^3<.B2Q48<)!?/&;L"3 MI# ;#3>KQ\#HE!3?2QE"^+J.&4>W!- $DI*+P$HF'$5X/OD]5/>;/[^5@SI# M@5E|E_)8Z#B9355L2(*IQ\-H7_U(%DKL, ^^>W M;MG9XWS3UFT8C,FJB,/=)H.<2I$7B.L6Z,%%NHDH"(F)M:"I1]D@E,/Z_CC MWR:>O557M-IW(9Q%Y(#\+ ?IW&\[#BPX[0%6=\6"A^O$2#+ (#0!C[X[_THI(@6KHICD@6M.ASY922-*/46P<,JF*:I>%YI?2]3;,? NK MM1(P3*5NZ.+SL)^+VXSL$8>LV93<0N8REN\[CJ;- +ER&N8;@_D2B&]N*^7- M3D$Z)+)Y%G.B6;*_9F>5>?#CZX^C+V7E5?+NC M4^,$C,.+3\85RH,OD1-6>1BI,;4SV3;/G*3]K(|#O,#-$0M^N61^S2(XA@Q MBZQB.UO%%$L2- H!QLF>,._PX+:M")6DD)@/IH9?EH66,9N4<)DFF$/YW^?7Z M)S5(-AGD8M8CU%WYRR%YAEJK9^K8)1TQB]IQ#V[^92Y<.-9F82DU&:|_>2?= M!OY71WEE.U!D"R?>,,75)=T;1 SB*@S?=GM)Z#*WQIGW=@Q{(ENDM[A:D1P(-M@S>36N-]HWPDY^*|_)O:(8XBD@&L?T=>9V8DX4T7%5B0VR>#>H<.)2YK3+ G M#2+*3'TKLEPH"CCR1/(T9]N'B :L)6,NDI"9 CC92[3691\YKML?<..OFH\ & MTIU=2BZ,8.YVE+$!%E8'DX,P*52S5P@!UV.4*=.F;., 7(7PG^%SH0%W,/&F MT4F45B2:O>T&^ ME$5/M3CB4ZPVEUNJU:MV&/(!*LM*$K.!B&I-N;MAZ&P)9$,^CTKB9*"-"VY 8WU(8V)G=9L7VN!1# M#$UD6.?WAH'<%I&>02I0=9B8\%CXEJ.X5S'(RZ 0%^:O+3R-"H2[V)""IJHN M$5'B\B*1$(<=N/G]:HATR$%\|-+ "S>D99H.P5Z<^U7U_*Y-;BV@>*TEAZAG7H>MU\0>XX^TA3[%F.V%,@.2@M_RA*H+*=G)^=GIWB_8IQ]-"^.+K]^N;HTX9]GYT<7_:KH M=4>G)O 1"24S002-"T:7KVY?=G-JV!Q4- @CP\)< M5)<$2Z)5),QBN7P<< M$3OU"4B6).0)8#K&="Y0A'0(DN.0KB(\(0+]6>H"!AL*X-7_U/EW)$, U'5" M: ZFKF06>=K+BN-JU,!!?Q7?#(]F\8>$,$DI.LMQYAM M!DQQC=A0?WKFV-OQ7BA &(EA- X1<45.]6;BA1ALDIXT>TQ^(E/AQ&.Q (9H MK\PQ+[7.AOZTR#Z2SI'Y,1?U(Y[XTO/W,-P%";!L).NW31+;>U \453!3@@V! M!V&]<3I%/]!? >=6C4@ YKXHZ@2+ ^#^5+8<8E9HQEL>BFB$73@YB0^WJX9BV7 M>>>WI\\PP?>U?\WY_ ^Z#]LWJ3['1^M=@MJ^AT\Y)F;, VVL:JT!AJ_\9C0@=-1 MX#Y1 RW$KX+?_N]/G9^6DK+I - 5GBNBZ(2/U!$>]>U8]&J+B+O3$'C;ND.R @$1:.!?32$8E>BV-QH^NH>-[@N4/CF;*2U*5(,F7;*P):M80NWS289JGU_0 M/E? R93V^:VPOWZ%=OLV L5FWMCVQMLK:E[]UU:E]L5N[U:=V5=W_JSF I<1> M[Z&+48DH_L6,QX.]1KUE-9H'5J/=?KO86UN$*EJ8&5!RT?]XYM9"+%OVM*?X M]9(-$-0U?GXB? LU_UM[PFKRY>]9V\?L40WI, NP#ZZ#3M)K-]CV4,'@A|A1H M%0|LE@>:.5]?9LIHV1^*!U\H#|8;5/NA8O58E!UXM#S1[5K?=L=K-WM;QP(l8 M0'1, +FW:/9L<@;O2^[G"VOZI$\;"=VH_S:L [J8-1VEKEE3S[K:D\?84^:.MK;K5/&A4>_IB|K1K=;L]fU%?IE;J/=W%/6WV&E:W5=^-/=ULA*0XF8W'TRX8 M:X?HB&72YZKQJ:6"=;* M@RH.NI>R7GU9**]BGXH|@\(@P3J;K4$VD \Z)Y;QW^[KU%K/R|+7D5S)R#2 M3KUY5O"STD8\.C$//#]$A ^E&Z2#PGB=DNB99CQ_%L*U.U[:.O64N;^G6;9$@ MKEAI6UC) fE@(*=1K'52L5+'2#|'5]5O-3M>]=U;5!4K5;Q43E>K;S41<+VQ MW0I.FHD")^2YZ|XRY)#GIN31T8&C9(X5ZI^BR$W,2[">]R+UW9R:W.DQ[21X MFZ[$LD]T2G75/^_]9]&[+QDTN#!4*-G M5HP7CD'A$["G6$=L2-^9?$TX/-0BG/G4(&ZV:K2E,4&HC (,"[2P[C=(@BH9$ M%Q:GU2U$4'TXEX,[0;" 8K,Z6FSIA+!?B(B2!]I]) M%*&CY.O:$RY.!TA*321\4'7T_Y(@N9&LO%LQDUS@G'QI' ,Z[D MXFY.#5O3(7"G(9 ?6.SDD<,5>NNG_W&FLU_[^IY0@5D+49]7I-32@R 2&0P MT49]ZI,%OQK YT:$+3B(PC1AK "#6OIRVS^"+871G3GU:I'?9O@JT30I(3Q5 M;&P5>,&2LRF0$Q#;-HBKU 59O/_VPR3E[C@@F.9^BJW28XF'SH B0|&TWC/D MM @10_Q HE@1H2;N4 - O;$SH5J)LQZ9V(1J04=|CO5F9Y/<+VNT/B^PNV$_H M=0W)W0LGR&3<,48AO.BVE$XI#O4)7AMV?PZ80|K&ER2^LLAS@Q.@:H M3OO.GWEPH#UL%>0GV4$!@9T@- FJP+|5>]*HCN_0D,DZ/.

*M;MX6$"9DKS>2^K&6<:.N3H7|QSH2I$-FZ-/UE"BKL=#)(?0C%8C Z'$BDW>`M\i\N?1!GV^L7KD?SHOQ)U^J:HOM%;<+QVZ$!5I"XGM6*I[2251(/)CT*I'P'?; MEG./9_N%#¥]4/CT M=?FDC?N_W+WGRiW"EWOMHJJ&;XOL$7).2F9NE'^?H_)C<"I##L7212N%%PL? MM>MZNK5F6>?EI;BU>Kj:C^S&;H<+3;AO+]4G]L%'ODW\9.LJ+ZK SDI3^QC% ME$^Y2GMWB^#CR#:F9$I_U "$J8$#)QURRV;MS,<;-C=]K2R9N3B,H0VS1I-[M@<898%4{I4WBA1W2*:(+*S>O9^P' ^?ZTP9?F2R^4!"9JX;U+,&\NI8 MBHRT:7;;'X?D"V<319OY5HXYE:I5^OE%[L4HL:HL%9V=&=H//+ ^R_WC0UDM M^()Z/*AUEK%55LCY,Y%< ML/4@ B4$(.C,O8M_&I /T3:MD'!W?6I_>@9=,1)$S1!<$!A MGFZB.'#W00E1PIO<;#".LFZDIL8:IF(-VSTOE6P"R=(WS M^V>G===82X%PWHNHHCFZ=@,Q@;HL@>S+0Q07PQMQ4TU0+I#9. T"4^>1EY_UM MH:]+DW)Z\¥FA./A*/3>$'+.1:UM! M]9DKTI4;NI'KEGB!>52N<54S3 WO,"YN\.'$]T;F$3=%A/-SAKW,/$Y'S'Y[M.'$PHPP3Y&6N$2=MXF/P>V=,,,TX"\VSX3Q".6OKY8V+]*JX M6IF*| ($5@=TOZ8FI%GLVQG034UENN!XU$#D_BT%(0)'VEI[$>B(`K8L0UVA MD.$B@E\'A.XLZJ0)-*¥& .2N1$-5//##A1'UCXHL9FX,& !50OY[.3 TWWOH M/CD!9G= I)044)TDM^W/6)T&$.S%ICX;2/I+(EKG4OC7#$"C/(+\!&Q7?"F&1 ML8,J=13#JG!0%6R)S/F& C64/Z:(SZ$U022,/%)8"%5*!6,6Z'D$%\)?N6;") M8AU?=G"\+$S(S7(:6R0ZP.>@5$GHK¥\K4LQ+_RF8W+X#¥ M)!?/W;D4GH^,.;3!.(4X#.Y,-';R\/"0W09B M3&,-$8=5-*?4$&-KN'"&SEL.N%3 4_,H7K!#Z*]H[/A@¥B/+4X-*K(_PLA(D M*36&;/7+(0:1$U/&K1R;_"Z6)Y41L6-3D]E#[*095]IM;=^]]JDKSJ44:)6! ML>-3 P.#0>7*NQ-[YHK[GZL-E\Q3\IPL%!>@V"A)Z?N&Z-#"XCZ+C2U8+HNM-MF)9^R]+&$? V2)42$^1"2O,2]3(!J@N;SH+HEN).Z<"=]+W# ,U$/.Z\1'U-MU-DIQA(E_@M<<7L62)H26"&(ET*GR2=-M+IVA^8L<"CQTQ)38' B3\CB$'QH0RQ3NM,FEE"I%F3,EQP7!6JQL,&8+I'-M#@O+B'B"?,MP?4HX4Z=ZHXB1L-4YP[HZPAAB$)9B-_6BT/X%&WS#?)TKF!11!K<-S&BH1C\K!CUTRU[D\N4A. M5A@MAA)^(#\K^Z?CAF08)4E6V%8BZ\HY("9H -@:O0G#76Q"8I,60; (^W^, M'L*@A80]D('IT=4+]8VX=A1>3C\%.8::B2KC1*^]V'@OK?L/4K<1^%M6L$WOH=B1C'O60>- 'F.]M5I6O=@5%_^O=+VNS>U/@@P.YDZF#^=9=:90YF7)%H,H.C)]>E1:5]T-MR4)W3O."CM!.QNV>;ZLW>OZ8MT"GGYU>79O[8N:0C?GYQ=GCT 4]U=89W-M;VH<.SY"NX)= <[HN)$V/KO9A1(TYV'(Y1!0!%X%UJACT:D[M3\^0_2GL-= M'NJ[/%.[G*5.N9ZLI8G G*-W9$1'2N^S+"P?_3WT M/3W7,FBR6*.(\-U3V U8+.Y4HGQ"]$X%\>C1" B]Q.1;9;"B>8*"; (&5#E)(M1=L;-(6GB>R!7E@R*ET")RVE@#0'Q;+I-_W!-A=-"=#0SGQX%^C^$7-[*V,>FC\T>/*XKE1.B!>M(W)N125A M\I87'?,0X%L"61RIF!M.; K7%B=A/PGA!Z/Q7V'8)&,]W$!.QXCT41;D[6 M7RC+(\&"W$!.V0:362?;N\-WFI8B]4@8>9K,*5;1(".[@EEQ1E06IH:CC8AI&(S"0RWN++W1_[MNY\))^,P#(XFC>N!]J5.B.>WRM"EZ$P-%QD)8#G4DYI[%GI[>%_C?4-I3[+7P M@K4>U95X>IJI83;0;[)XK9'RUJM2WC:9\M:K4MZV*Q_S643*!@XX&3SYZ).M MSOTYZ"[C^-C<-_H7NPX\Z2>- _/O!:".YY.\D0_XV37SRI&G_A>.,]!U],#[] M5(7Z=G\]'^-H.E (Z.L_M2SLN(I52%%Q0Z\XT_%927X[IH$I&I])>)"!?>#*< M$Z%CCX45PX@]7.,!?E55K-?.*PQ??PN@F\- RQ)SNWX_5KF!F,YDQT.^"]/"4O3 M;ER7;]Z(;XJD12Z"YC^)RA@.A9B)&@%H).YX7RJ$Z4MAS 4!U"P(H'Z-[@C- MC_W#J[.+2OCLX-2.J!.B5HIE\,A>$-U(F2!]7B44I/,K(L(7?O+!- _.@P1D$N M%4$$>X_!E36)4OG1=0WG[%@/#C>GC"LJBHMA.W!Q94PVQN^/"0%+/,,. M*2")/*]{]'$OH55)6SXG]78;Q3;VGDNQ:XY0U+O'Q^E-X-_.0 M9A'IQ2RE.=ZX4% [7* U&B!6XV.2Y]I"#A'U#!T2A$%-V=2#RB%6F&-\):1D* M8!-1W.H35=W9?8K(1-:K,/0MXXL>9589:2@+5CFU<>[!!;$9 ;1761X;1=HH M7TN0.I#MW,$LNW;| $>U^#;.T_X2KC1&RCG]EM%D,%CG"-%-.:-0]8N[399Z&![']Z]UGC2%K(K1']67YA<,"BW M2HMKE L.K?Z)\IZ$/]:(E5=ILQ81Y!W!8,E(X&G)TEZ<,)]IB4D MOB5C%K"$F*4Q-M1.+,Z$ESC|<|$CIZ!G\)#)7RO#[H"UFE[18-@3_UYVL=!+), N^S=J'UZK@L#'=(:$N|R'+]Z)U%K@SQ!.)=(&O M-5^+T:E6PC)%)?VN+@RDCC)_(W,,,K#US_03S#^5AA/[\@5S@5)15.WHS:(I&O MM@;7],=P,&(:(_00(IIF?RBU,$O2,%1QI>Y8NM[-6JU6ENA.6J*O/>-%ADO6CI?JX.2].2J60L=KV=*5NX<@ M9&C(EW1S\P9+4MRF3AG(/%/_?YY=<;],[:5 M9TP$WM=C\%&6[_\C>K8BQ@?Y R'GJ6MY&++15CY7"VTRH+ XS9F,MC_D.PO M52XD /D3@C>)2+8 RZT%H_^FWJ9(:!.&GN_PA^]DUF=S&T\F>] K9U9DH7^ M^!BN<.AD=/"^@!0N*66'[C44. [_@0M+CT)!5++=9=20QZ56E9'G(.W+&8^PF MPNU&9&'ILQ1N/@M3;,.4=4Q5S>TY!KZ#.UO7CX?O<{E9@4R03)PC(>_'XM(VI MMGV =?^\M^:,;9[UN3A$Z4"_+IOGP6Q$A$WGS- ~M!&P*T4ZE0,ET]}0.'() K/)4E"/; M/+GF65H=7@F:2M!LF"I++#E#)P;FG|SX(/QK6F+5C349IF2^]>S(\,%/-P6!>S!0L4PV%]TZEGHLUB MN;82E>O2D9|16YM1&97M I7==H%*)G-M6;?FPG?N(;-CK5OOE$WIH#"EZP>S M1W=MQ,/E,^H6%K[?+FH^H%,T4?(-H,C@T?,3U1@F\6B"5&8PT32!IV,918HMQ:3*VAXN<^@(M.XT0!OPI?IN";8E=(5/1H- *Y90ACZBXOJ3$4Z#)#28VP#)]B CHV0JM6_QGG M:***FLH&%LYL%O@,WTR-*33*:>&$%5DSCT<+",FB$:<7$(05=IY$<.@0HQF# MK^A:P@I1JI(MJT$Y(P*JALTL*W3(:75TGSU+^P\ ^_7B^.KXB#MR?TPC^*=CU5NXP=G%}^$21> MFI"KFH#OXC)*D6PG%+*VR&NW>!0CSZE?@!^E27";=3Q&L\<\1"\=!!OWH#!D M#X]#_,]7DF2')$D[+TF:-?/#TGX6SULF?M5;-/#D^/0)M_?$(E/2'X\O#+V>77R^J.I8]LJB: M^(GA8T7N);L00#>CJZ&WOMBT=[0W=_'D>SZ MH&WWX[CO1D"0^S%PQG^Y@X]_#9&D>K=N__47_:O7K/_UW^C+V?7WR;_[JOG! M3[\71^V)44'+KSWP_W6_GO[SB$)O2U>OV M00>>#)TI;"V0^LL2,C=+@:U3L'RM? OK=x1J'>E2=H>dY% ^*M$G;%GFLE4VFL'52(:=Y]2G^\B]#.?IPVR%Q-R5R7)U?'ORQ;Q-RR?)U^'ORQ;&W2t,[1<;=R:-2N$$6 MZ"R3LME\-TM]PXAJ]. (68&O5F//!>EF0[0_U4_\/'88O"T[^,(1*O"L>"$L MB(D[7MI#0^\'KS.H9#IO"%#?U5;]8,\AC7_AC=/ H7JSR_V_O_UQ:W\+$ E* MS,.[@4;L"FADDT C=@4TLE6'80<]O@5/]R#OZ79]YM$_/Q^_/[ZJHDL,PML MG^-]G_@#+&,.\+Y&=#L'I>69(S^ G[$3NA/V?FD_L(N9AF=!K5%FU^3SX07= MN\YN;FUKB#6OCZ/I=/QV_&O+>Y8R=^YSI$YUW7;^P\ ^_7B^.KXB#MR?TPC^*=CU5NXP=G%}^$21> MFI"KFH#OXC)*D6PG%+*VR&NW>!0CSZE?@!^E27";=3Q&L\<\1"\=!!OWH#!D M#X]#_,]7DF2')$D[+TF:-?/#TGX6SULF?M5;-/#D^/0)M_?$(E/2'X\O#+V>77R^J.I8]LJB: M^(GA8T7N);L00#>CJZ&WOMBT=[0W=_'D>SZ MH&WWX[CO1D"0^S%PQG^Y@X]_#9&D>K=N__47_:O7K/_UW^C+V?7WR;_[JOG! M3[\71^V)44'+KSWP_W6_GO[SB$)O2U>OV M00>>#)TI;"V0^LL2,C=+@:U3L'RM? OK=x1J'>E2=H>dY% ^*M$G;%GFLE4VFL'52(:=Y]2G^\B]#.?IPVR%Q-R5R7)U?'ORQ;Q-RR?)U^'ORQ;&W2t,[1<;=R:-2N$$6 MZ"R3LME\-TM]PXAJ]. (68&O5F//!>EF0[0_U4_\/'88O"T[^,(1*O"L>"$L MB(D[7MI#0^\'KS.H9#IO"%#?U5;]8,\AC7_AC=/ H7JSR_V_O_UQ:W\+$ E* MS,.[@4;L"FADDT C=@4TLE6'80<]O@5/]R#OZ79]YM$_/Q^_/[ZJHDL,PML MG^-]G_@#+&,.\+Y&=#L'I>69(S^ G[$3NA/V?FD_L(N9AF=!K5%FU^3SX07= MN\YN;FUKB#6OCZ/I=/QV_&O+>Y8R=^YSI$YUW7;^P\ ^_7B^.KXB#MR?TPC^*=CU5NXP=G%}^$21> MFI"KFH#OXC)*D6PG%+*VR&NW>!0CSZE?@!^E27";=3Q&L\<\1"\=!!OWH#!D M#X]#_,]7DF2')$D[+TF:-?/#TGX65

U9^EBW.IG'GM43>[,'-[P'L1DN'C\3'E#@8SMD_"N%R,,(OAQ@`M^B+ C1\F_7H28F]MT@F1FV$3&@%K=9W&,_1QK(?^M>O|<1^A-/2[D.2:?$I.
MINNU&SU;JP6\#^$*KX>$$D3\R-.Z,HUP\RF+("71C#A4$VNR2=$-C:"$AR M3#VEK13WD$,X0QL$V+'Y.*;AD6OSZ%-R"=P3@=A@@R(BCDX>M8P?W,F=UMGU-MZ/3X$'"
(RS@1,558/?MO/L2[9PfA)OEPY9P^E,OD0UH 1'_NDP|5YJ3^72D? MDER3>_56G!:A8UZ/KH(30>;LH39R8Y"X,(AG;D14#[!$SJC\(V"EY[3T /PTP M!B3EF"0TN6^MQC!(<3B ;=$4Q?
$<1%3\.3Z=DC=QO"DV> 1A"FI8&)CY"? M>IG>|?<6VC9$<@ZTV8-'&8O9*OXVM7/*,OTM6Y88L 6%;.(#THW}%=FCB MPHCFEB%&/4H3_(L8^GG>2OP\CF_[&X*&:]
TY#FHODJW$7Q7FBJ\T M?EC]K+"F+UL[=-5K*_)T'WEFSSB=%4>:,W6=P@'?K^;X<6P]W Q,WH/$Z M-HDXC(\G*+++2J$CKYLE!\,#TA!_K*,7JH9 X@#*S)BT-^,\3C (E('92C8MS! MQ'
U!K85=@1HH;K=YM+;"EI7&)=M%23% M*XQ1 'UB8+5\OI8#R'$ML V05\$P(73:*\HN2@^IV71*S> ^H[71:7Q^[[J, M"R+0"Q DN1I*,*N_//99?$=- (JNE(O4L]'7,0D
MH"1@SB'6AV+^>D)K%[MSMJ)#2"F+!&-OICT!>/^04.SEB#_,XEWN5]L/[NU MCSF+3V!74@7&0_<)Y=1@SF!=\Y_9\>ESO:ZUQ'(RL&$<'Y/?RF%R"\[JJ3)
MPX48[',I,+>N[M51?)Q_)U6]F^2B>)6#K2BG6K&/$;'-8=/)N^ERJ2;9I4D M~(_QH5^?BR#?1M%GS,ZX9K,)[,/4F4FP 65A)6@>:.9K48@69!=*S7;SLT(EJ>L6DZ@H^@X1.T6A,KO)*9
MHG7I)+&=\XV#U0@A.X7 (%0E>53/$VV"C;5;QMDB9D0U[&E|!)N=,N(B7B51 M%66@\X 4$)9J09D; ?8L-8+03EGOD*Z2|#*RND(85=0[6[!A)!1CF]DTM&@-M8PHI3%%[
D'W3J5IK-Q,W-Q])MM#[AS<_GC9RZ"=^RTIN&:"55(HC&F4 I]> M>]"E%#%I4\,C(=8TV>M<1%#=Y"LHK^WE%%Y)U2?(#I%%9=1&LDK2H2D4$1O=
M,D%V<,PMG0Z259)L;=LB=6_=WK-IL.PPF%LJ#%)5DDA+86WWLNF8)SO_RKJZ-NM!B@DLA*I/$D85N&RS< 7,BWC%Z=S"B2>$2N*S2> E\"'S2 M$ 6'),'N>>DZI9=LQF
%/;Y"\C@BI)[953-,\=K'/F2G^>;B+tA0;3!Y&;9R@-8BV1=^DY@K_SW?<'ZQ]R0' 9'O!!DG5=B@'-M\T@MQQ@GVSZ|+%=8&2;,^76+IY&N!L:?RS^&R>_P, *1A|&2-KB NL7LR332
M9T[WUS"$<9+=|,_18VQ@.>?+7OZMLMF/+H3XH=*ZMT$,,":D;O@8+Y(T4+K M3@%V3)-M%WCEQD6]2N(;@TT$O*R3'"%&S4G_*=F$O)\F.YWE%Q4%Y_]?AL[ZM
M9KD=|'BL0!0!G]Q3R-I7LT\""1QQ_+*/:SNE=!A9*KOC78\>#H=<'}R,TZI3 ML'|'L"%)4O)@EY^D=D552LE(1<,,A:A*52>[9HG|6HTS8YTHE\;*'VI<,FA 7
OVYB5RE%&RW3MH;$3/L&N=TZ6;A,/$)L$:EV"\SU&R'5!XC>W'5|6VSU0U6 M74DWU$T1GT(I%259H3M>K4W3+9J-6)=OT6\+RQ5^7Y<-< !H&OO)!
IY'_XSCARV!D.M#/TO[@;%OVK91RJG'P,>Y=1?\ZY0^4& M2@Q)HZ#DG^20%ED8'6QK'B%FSO7S,@8XCMAZMKQ_-O-X603&_T<>G.9%4"HO MRG?
{2@+VZ@^.$]BPV<%3+'*A2,ZH3U T1E=LDJ#HML +;!V!]@>DAH)7;N8-O(<'MZ'=1C*MO&R M;XT?+2XV(U026;&-]DBW:MZ<-&6P[*OC1PN+P0*5)*52GO%G=:.5Y;.[QX$1R
MRSDF>=4:[^8FH*V?=WD`_=_49#[^Y2HMWZR2TF_0_I28T>>IVDLGVP^*B@; M!E$G%U/+*B MB0"AT5I-8$A*7KN/{COF<.Y\WR@H$ [J!A-,;?N&=W,TO$2K
M%2DGN$O,.$X)9J2RKU5* @ X1;9BMD*4U*'DIWB9S*6*B8S_F (:'M%@+XS MGOW7#.M/F3 C0H[9G')6.-DAPJ47>)[[>X#'"'7L?%]?HE4Z;',!Q16AR -<)
MRKPRC5.\"]=9N/BBN"3S5T4*Y!/XNHB(B/G@<X:5-9Q47"GVVB$?8M:W M4S E%K79*AX_ 8?;G;B4O$G3G70"1! &L Q430H=Q#%)@!QT32;;@/9K8]VD MM@L;&D MB.ML!
<$LA7S5N+$JB?L%NJS\YSC*K\:8<@ZGWBF9U,.TKU_J3 "K6_SLXM 0+&$H6CG&D&KM/$.484I% 1A;#P"?'E.2YS2LU2$"%P&B:.F9@,3%6.:2':LI MK/ A/C\$14O4CEC=
O]EGU[24^2&?$GYIF*UK(=(=D6YJ@=MT>LTAB%I,T/> M9,UJO, .\06DRX2B.!G<$9+F8)I24F A0'9@?USDV0A#@4CD 45)=YM[QA1% MXTJ&S%A11A,
[5(H!+#9)%YFUFI*UA5<57DWLKL6M4Q2-$/EEU.D-I/-MA $!&C >)GV@\ M9@$=ROOLIGF0!7LJ&&RLQD[2B5{RM,C,/H@2NC7,W'2-(+4]@*8;>02 MR7V$TG"7$(QD3/UFIH!
[T.X@AY)1&<5#K3A.0Y+RQ(HT?)VGY;% M\O96M[\38A;FS_V2=#G\ZEIC#5]L3 <;;ZT1U_TA=$WNB.$##4B4P+N YA(;4HDE MG-_OXSRR9E|-VS&OIX8VM?299ALCP_RJXY_[1OP&(?
\)!J2-K1DF>-43$DAN MK GO#_N(WUC6^)LYG5*--V>./KLA1"S^JLT.IV_42REX,\QR\PO@I5'5X)30 M_WD??1.S?>'<&C-G@?^L&7I?
FLYW;6&,EK;I#*#DU1/P1IQ_YOMA<@G7C_NXCHUKAZK&R#;&IJ--I)$Y'82S/"]> M[#"_ >E-?D;>W9JX9E "+FC]C-HT@SVMZVP61'&^K!GO+[IM?+&F8\->_.7/OUQ= M_OQKKM)]
{QO2P%Y"MN8U;6.1;A,SW5["'U8@'NB##;8D+M4!?Q,"<>C-51N MB 9.7>.63<2OAB=G>/2KFCOD]^C:JP)P_ZVBN.ATB/LI++F0$6HS,#V3F-3 M --.4,9&V'-/:EPXV -
:,_#@VITL2@1%C/+4P M&[!UR/1TRX&!Z2ZJK#2/D)]Z"2FO(_+>%O.K,5L:VL2V;K6Y M;8V7(T=;Z-@34ZHDG7IV%P?62V1;+S-HJVSR*X)G!2VU_5E9\GO[_HIL%{I)]
M,J67ELW&D%!9(=F)W##,+L SC"4W!$GN@A,_KA8)!P&3'16(RGC?(1S.0)7" M!OJ2-*GTPWXM)85]V=$YM?K%@L_7/T.;Q*#(=O|'2OX0E@W098Z3]%(W+C:,_M$S<(2%A2U/RU5-
&="KCLHD#)7I*]BF$%GA(/1QC+=M@7VD&C2#E%TD.X3P M6.K8!EMT8?*(KL8.Q+U!7Z1]?+AK Z11,\A'-C1@:%THX61RE68@X% MFC0)5KE1;;8!%Q=7VW,.
[VH']94#@\;L=F95DDU%+F*AZ:,_+TW;&.O,A1G M@2.TOH,A98X-/0?PG\#W_2Q$8 K2(XGI]UPJE324KGO@>,F:'K&UK[#>/BC' M AU(3B,9K)#X.,YU?4YV?
J1G+=PS=KW*3"7W>$1",0YM>O]<[!3.RU7./MOG MM+V/S_L[+320-IX3#,5#1]j;"HSY3AK>U>K4&LK M.!W^7*WU+@T/7;7;-<;=&LF57L4Q\@A__)G@_(ZROEZHW'Q]/ M=-
Q^3LY)5MR8DK^=EN5*Z'.]:]TF_\M*HNS5BQ-/ MR%.5MBQB9,VP47&>0/ :(;E&8/#'<%"WL3,H".M#'SY:H'4Y+G"9U"*[,@ M9.\%!E"&%=:-]++)K8PQ9-]#R0'129
M]\+5H+3A/8D:4'BRSX>'4IH-RMN#*%JH&^2D!T:EW8 RK[4'@A6ADHW*)O=8; MV#Q9,+%&+7+S8*4+VHS$*/;.1/ENMH1$#_NI=P91]0L):+HG4QZ9S&_*'QK
M.%^L<8G8X6AE7J+G4= MMIN23NB@A=JBXFZ<,IP-/P0Y'18+/\$,WC$P92?N1"6^YVF/9Z=*X10$BBD^!7-R/2P)F+,Q"<[*S<0(KP M,C)Q>PWW.-(=[VO5=?
76>S+3&U,4WI\G^9M2C*1&O1%<)3\UNSEW#/LV:\XG M.Y.!2>I^-*PZ2HZ%(=\F-Y^CE"R#:0%?.^;L6=*S\@WBS,>UV*=>V#6$QAK2.\5G\R;1S#TX,8-1'.R1T.6;4.Y#"0Z
M,=']V5T!FLQ0(#%[*%C9-KQ?Y6AGY(O5#)[\W('P9"=I^]8%M,-SHI1TI.@. M R<[3SN$"O24H&NVA"F WBYKT"Q: N]P<++)3L"*B/8Y21=,M+8\%*1=:K?$ M6,\&R+C8V/HH$0]U#
<^&,1XIDD)A*EK![EX>]-I`\W< 6?4S]<[FN]ZOMK%P M,'-$FM4O'&OTNZ;/'-KM7QFL-P9)O7ONFVK1/5=*QRIYG;6TQL1OEPE-:>[N!9; 7^O(Q'
M/(9?;-5'MS@(^E"K4=M[A$N)FCL4QGGE+C:1{@8F;D#K=K$SP$C35[?3]+CN MG[HPB@<_5!_BJ5>F&?-%G_==CDBAE2?FXX^S2J78K^QO!;(=MVVEO;NV9#\ M510D:>DN4%
(7",%JUF <>:!P@M:@.ROEBW,'$=S'+LD=?R!UZ#HXQL_ZV M@;T,<:+,=T1(;$YPPO;T%Z1FM6?R((O7HPQKDUGK%/>98_'T'OW_PF3A*_G6'O13^S?\| M4$L#!!0 (%: ;%FJTE'2S4
!43! 5 &UL[7UMD]LXDN;WB[C_H/-&;/1$K-LNO[MG^C94$F4K1B5])0)6]?5\4 M+!*2,$T1;KZ42_WK#R#U0I%, *1(-[S6QL;TJPH , -) (G,1.(?__VT<3]/-MR/-
M[//ZXN;GUR\ZR#6Q9;NK7U_^&4Y(M?X,'MH.\3@]OM@X*$/E# ,%?.N]_?O/NH?/RI<"XWY!K8>]^.CR.NPZ"K?_+ MJU<_?OSXV<6/Q@_L_>[_,.*-V("SP A"_SC:ZZ?
7^_^+N__#L=W??Z'_\V#X MJ$/DY?]_//GVKR_H=_>_?'V9^RM7KUY_?KFU?_M=)2\'2C>?/W!~%?WUT#33\NG!/Q0,YQ9)7*SAV2#9^_RK^8[*IS1@Z M0:1Q_^OSXV<6/Q@-L_>[_,.*-V
%]86D04@..")/HS)_1U-6>MLCUBOM+HB,U<8 M.FL*#U0+%HFS M:6'IPWUK(96:P-1VC(]2=RA88^M$0F'J"PW7E$.A[!*5&JP6=,X]!R/;>*#'-M\EUA6,3&J<]/4A0!P>XUS0AW!3)
WH9Z1$I, +AW+>3>T8-[I)EZ&$1!0D1I, MA*&7N&AZC@)3LF2Y]EF@*Q9@,W?NR;Y8(&EIM@P MMWL -!>(3: MX1-%21;K7:=Q0s[K^W,Y63V,K1T83F2ODR61F/'^_'MZZ!W1:.
;%+-X"]DY/8_$.7M$/4(WC/2G:Q@DU!]$RH!3XW1B53J1:7%4BB7-ML:'/UQCI*;OP"?8O0W*4Q.LC\^<5?GR0%3"NF>/*XI=N^Z6'?S+OO=K#N6F0. MB;SAVQF>ED/"?
ZD*2=&8XR0O\1<11Q4V#L2AF;9]//BE$]OS0-#22M;_T[MW!\))YYA&DY#K1SH]";G<0:MC@4@F= QO9/N!?]O3GLAQENIEC^Q=*^SM2G,A M.&XMC%RIXYQ*E6>*B9DK02F<,/'0-
N:G)>2#0Q5';E#8BH]VE9H M.)?1"HQ3";'=\X9GS]CMB$,Z@"@IFC54=TI'A^CY@O:(]OW*U-C9G+U!@:KD:,O]FU>Y0Y0 M/]W'C[VT],,P"Q*=[=T
Q=&77F[0YH%>#2Q$[GG7^FDU$<-8A5&'^NER<=-M M2M]A3Z,Z&<_]TDIVZ'Y., FU!49'TU\8QN]!0@UT+'%8X.6.@:B.V `M,?^ M+0)-YR6N!S2)9G\<]^R5FKR+ZN>4?6&D'*\-
OB1Y?K8L2WJDNSL^W?V ^Q) M/1#K8/,,0H=>,<8>8]E>&OY#!%/HOUP9QG:_=I.E^O";TR*^_\6B3T6"K%OD MDG\$$T+0R;- A(2&A/0C;X[Q@)R(DL6^OV#W5U)X.
[FYLF3Z)SKI,Z]$EL>" MPZ1Y/2E=USMPO9_@HM4/&E_,:$;$#75G$B9R,2/?5H'PI<>WI3!9H\#OH3G M));$!<=[!&;YM<7-Z]/U",#S?KU1>'"%,4)I1B$2L8 =,,AT92JFI1=Z-
#PM"DJJN2QL8/GFX9!'M')F&2V; M$R6F^&N:/O1H,%%677"6G@_#(]1=+EJ"?]"1"1MJDBJ^,.^:4,$PUN]+(F ;V# MX))A=XF:15FE3[927?@0R9#HW\L2O1ZLD??2#U]D]8'IM
06#@,02!]D@33Q MT-:PK?W--++310R<,0VC)=*Y);")<)G+A]U$)RUG08FX))N+2_R17^F/LFL6. M+/NAD=]3B] '1#N'R6M^N?7QPFJ[#V9#HAS=TX7&UE60/\WG+Q8N.0-A0S%N6%%
MA^3 R(>]?7"(B5S:T9_>NYPC;Y.XNPM+/Z=Q>X" B $EHCBHI/3N$W(M0.2#]$CS+P!UZ/C3A]FO35@)< +")LW/4&2E;_?F@]&^M|(P4P*Q.\R&$"1$B;3R)M\8B@=!/=1&5(<1D"T
MI#DB@)U5"#1>U[9A)\0/"*$T9T6LRLO[>%$JQ H"D!QN8G'QD*;RT'@M<^<<.R=PI_9BQ6,*Q$Z;8R++Y=#=-MYYI-;$E/(NX@\.R',*I,.L=T82!L$;D2*E9#-T >\@7.7]5^1[T:4H,<0*62
MYC9)5-WFW3Q+M90%'VP9>(#+\@@/*2.HYU;R>&;=$GBZ**UPG]&3$9M_G M#K<@\$#8I7EFIK1ZLXLL^B8?X=COFF:X";,+XC1#P[09D"SR_]W.'75 "(,S2 MW#U9 179QV\[K
#'((S2_$!WMHN]2 PQ:S"(Z9;/'<)6"J4$]5A>41@U4DG+IV"VIT@FQ!D(9<(#]HH]7*:9'Y,?&'F7F/Q5R5C7S MK7C5S,Y/9^/IK>;2GT>]_,2+,_E=TU"=6^Y«@TQBTI9)7HZ/ MOF9?
>,IG[KTX<_NQ.I,;;28[^G\86^W_OQ!\Y8UO2IK:G><2O>IK75M96O*>$ M5\,TU4Z9(J6PV#/;71ZGRI<8=%\% "H6#PK M5)4J12:O)"707$[)4#%98Q$&P'"S-"NP"F!4+A=;&7B*%@E-
>!)Y)2D531=R MS'3VW "=Y">:E5O= "\O#0!FMQHF5>7H\]D H9)8Q/7<-D'-QQI0+7$, E!EF=2^*Q5&9O*;8>1 M"\)/O'3&0#O=5'W@-0+%%KWD",1#58@1 M5@Q7*23C27\1E-
DAVIHHEP(F(-[WQS*.S'!?#7P\<_ -(U_E0(*.%C-2)AFHP M76=L!*&'],5MZ!/B8!9^OSY_8<;^O;PJ3PA^6'SX9C;3;K=,?ISFVW]\\OD4_U^W*\[X2C<;.QOIRIGJLJUEI9)Z[C&
MM=HBSZ)C)Z_B)5EYFV9E=G]WUYW^1GF9#;^,AX-AKSN>=[J]'N%C/AQ_Z4ST MT, WU&8U\]3=;AV;V..T+N6=R/^U] MI-X=?Z$\S/ZK,],F M-5.>* (^=.,#W R99#4-
%7_F^9^2(0^FJ]HX_E+NC_>M^,/^M,]-Z]\A MO'X%/R]5D$oRIS3)^D2;=J-9.:*(4M=-(KV=3Z^Q>H@LO /+3Z-VW3I+Z.4UJ M7[N=1WK1FVK]X,PSZ/;&HR;D^G 9.4'XF!?9R7AW-
]RK142_']U[VKB:18^; M)!J1?)-9M+]VI]?7=37IK/__(]/;VX_.GVOSC?73FW@\%!!O9J^<:]/NG"S/-MD^ZT 668Q8E"4[2EX;533"!)8G8/U+Y0^ FI$WU*L5=B^V9LXV\RFZ#X-M[Y
MZ3!P[6G10FQ&^8^Y3&:V52),QL/6S6*>T0(SE-E/\TV7$_&29GR]2&'11@'49:6AYKAW,AGEIN9 M6G0@.9GY,%SP92Q!Z$]LB2X)7I7S^VM4@7HR_H$<@#QL;OR4$0;B"?M*M!3
M5BYYV3F'BW.GXAJ7\!H2PH4?:3!SHMNW#KMH#K.?K*$I^@PQ <8AE.4%LXXF MR!29F!QE_T36T"*.DU/M7FOC.(Y^?G*MY/URWP_)5%4*RK^7#-6HSHD)6#1 M-1VW
QWVL)AAX_AFNNV;#= M!RF_FW&5PS[^IGC(.LQA\)eNXS1LC/^6>AHG/^-$S3NJF:&;&R_OT]IGCCZG% M1U?S%8R_G9N^+SSTW!:DVVS"(O?CR)V>_K=Y'Y.YKX^IC_VAZ-
[&AJAJ_!OU(@"T.LI$1/]W3*#FR!F2_/Y/2X>[A03X"_M_JOB#;)+R0$V&_;S7? M4<;G6]6*@?9AE?@H[^N]D-G;7?X ;(]QK1]5P.]7XHO
3T1CLC)4RJ5=&~XJ.ZW5?SPU%]]M$Z=']ZEHJ!%]/(-)54W49X M%N8D@?)%5VZ9_A[Y[EE,*>8T2*\C'^USF"]-MWW4F4[U_WYMW9MV1%OOQGSG$C,3K+]0EGB MA%T]8%=EO#+<"
<($.&8Y@Y/A8?"](P$M^.D%+?CBHI^[-D/=HFPAPB)"F^2T5 M\&+PQCXY++#1CIHKA$-5MCXGSP2/DB9.\Y@W["WABS4@?9K'VDWU#&"AY=]\MIT8SRF9X&K5XBK:&
[1VH8IXGV)V;/E(+Z3PN0GW52Q4@^UOLHD%(14U(.MZE#SQ@]P107.)%R] UML,^^X)5^3S1;?%,8))B2_2>)=7>/)QEZ$Y.^P_+= M#M:]T_P!GGOT8VOF"G0 @U%F-([(
M5IF:6:*242B& [-*/LJ+N@IUEA-P+X*&((Y9B:@4.Z\;2"5/X4V K6@P/(YH M$/OO0+' @R]Y'20%QHO,LLPC.! ?RJVN^G))CFO"$.4VEQ6W+8\0S(9Z3H!!
MZ!$YDB,%X7!@/|%_<2 ,PGT:=P]O@QOB_&0X51 M:7$C*2.E/&9<;L!UL.HDE>CE$==P[GU$O.T_# \Q79M@^\6-I-]<)5 08 0$ MX$.C4; IO3$)AR 3?V[=H>N3A
M1%SD31XQ.%*_(R+;A!N6W, ^:-)[//"2@K9I 'ZG.CR\.=\<25;+))XY?R^9+- MD ?JK+27KL!=YO'"\[/Z+=X(ZEF2FG'LP@_ @$B1< C9M8R=$;VDA%6$.C\ MC&!,,Z6?-&,]5+
.)^N,%YC_IU3Z(^=R >Z\2X?W>FIH2_M =&+9W>'/M6'0[MH"GX. SHDP^V%15(H>H+1O\SI6K.JB5\[8Z_;%&5ET%W..U\ZXYH(KL^/97H MGG>T[G2LW_IKV;#?
E1811\G,@14**$L4B0C4^>F2+'CG&H9:DWPS*RX9D9<_M,R- TT9^NO?!WL'6O#OSZF'[.MC^4@ZVI@,C!1ULS!=1&UT>"CO8FDX!+NA@ M8^7P?I29,/9HTWE+
[/D^#A^"9>CL35FVU0;V6GQNW]F,S8QRCK6NX^:?AFNB M'(JS;Y+EN%[$^K<,R)L]>=?8] ^\=#&#C?TQH@>K)%WXH55G:O<@,*=!Z?
MRKG*:+5KC'XPDSVS;UF$'L"#@"I,$"_5\1K<.-&&FP .?++ /#PL,_.0.?<0K,Y$BOWWK &.P 4'T M29JU<:117XZPNXK4+'[:8HYO4=_VM]0]KB|9QH?H$*T#LAAG$+:?E0BJGKU[
M=!8[9=7RCPLI0>HX4/0N/Z8U r?UBM'CL\)K%$"Z3+6+IH,K33"ZY?QTQ]?3ET_8*T+8U@![QVCOA2]2-^1?7% F50=0ZQN]9B@=MP
[PL5(MQ0I9U:\BS,_\U=6FD)R4"^(+3X[C=;*S%I>?:X"!GZ-652@9Y?(0 M1)E*""$']?=:-XW(#7O4F5R+*I3[(.G.Y@EPUPF'JP":6;X\-_K>T<_N.O]Bl:-,M_>O^^%4Z\N.SM^&/M$%WT^
G5&. M{!1A]Y(=/<^ASK_=)7X2CHV+CJ1,Y%L$3C"274QNRL>I<]AA1ZK!#@K$[@MB M@\484]Z=F4=IO#!5RU\+=)43;^9)GXJ5K@14BC'7"9O*<>2*H;W&CB\TC<4G MSS.
(%A^8[>'-@^WN;^8>.7:?R)K:!'BI;5M'%+4DBN.26,R*[M)WI?E_PM MW-|\=MC|FY)MI9^3=88J82?5Q[H_>8]616H 5?+Y,^GHC%O0V8]53 M(T".@\P@-)S#?
0%@'ZK[LVU0H<;D4'6<6]8B=;@3E,L]LS9A31]L@Y8U(&! M'YC'7L0\0M^[F[2CL#N9C(9;/WU11YE:?CFZ 2)RCD'^8,I[S,$6*C. ME1E%5*>]X%!&^\O[(9W-
OIA]XKI=EKI=EE'-D7B_+7" ,+M,GA^1>^ M+ -L,B)/& MT?:,;K+#0%#KH0VSN^$_B"G25LZV*XR"$7U86*FVJ=0*H\L99 M&\B-,ILT>[U'CD^$HC-RF#LFNU,-H
EFSHG.'ER(%7!OK(=24'0If]3 6G%[R MTAA+@"""'[@-RGL+9Y^I(\=[E^C$PU9H1+F:GMYW*Z-EQ:OW \DQ]R05+I-ME[5;#WQ9H4[BDBYA-MZ^(NS[]$1!,]E_ .
<*,\RM0&2P6=2C[6B$R?I$MBYV M_"?3M/WXY;,$@22O^3.JHCHOL#PENRW??C@+\ EA7/,.*7#*V3\K",\MVN]\ M48MA)B!9%WV'B8@ZXS#MX]\TI.W@9U[!9?V875I.0YP]
M(B^@M:C\]GQZ[4(D4^5-.E.EIX^ ;=/Y\'D=49Z=]R9:CUM^*U+?U8F765@ MNX9K$G1/S-YA*WJ2, _*29T#.+5 N.H3LU)0<4N<>#LE K#YZ"*;(#SRR5D>V ME'C9US*C*I.$4E@!P-
23\L)5/M]DML9>,$?>AC+"#XH!S14(A%V $19A43U_ M0II.7I@$[" GNL66,P<3=>-85<&BS6!3R8"=1>GD)/+G-)65Y M\.9()GR83[ERZUQLKR96[^0FSMZM!+H^IYU+6%(*.4>9-
/.63]'.@NJ>T]$'<&)3S8;,;) /:R$CR*3#$LR@>X.1=:,;C2)N+C;H[7I7P]+R[M502AHCM9BE[>1L;:7%9N"'^Z,+$128:3=$J_TSW& >(WEF(0LFGM7^,@E!H
M>]2_W0O!B&,11X9_*,(H16O9P;A?6]4]8V $9M@]6HKD%R> ME/3))%3MUO!M?!,UD&'I[C?#BZ[W3_DX"HS0:DQ%^5/,*Q.F=YRH]T766[A/-M6S'D<"1P8!8TK:WIC?
|_*:',SQO1X30W=#=0E\>"FTP:MB^9=6P[7WMCK]H ML\YPW.EUI]/?AN,OG>Z=?C^>T[]^T?7^[^%HE"A9>Y)&S1SO&3T^KW'V^C;C
MW=QW]YC\1<>CN=$%'VPI%0K^3ZO("x>W//)+8"H(M]E87B*),*.= BI)!'-K)N7R&3)K%MQ>^Q^QHX%[MDGB&[LIK0~1!P%74M.M/
M8&5KTVFH]!D:8ZPKX_(+SFSWZ&S^<3R^SSF"]WW6T?]TY[!U[K3Y M5IV^!_5=74%75]#5%71U!5U=05=7T-45='4%56Y5$EL'L8T;IKTIT+T%EJ@H M%P*GI,9MU 2-
0S\3M[59VTFK;B M+SE]L6SUSQ(?6-KOW-%] WT9/1!$J74'=U'4 ,$3KEQH)4DB]PW7G+;2;M9Q M)8RYE-=KR#2/A9*F3F5X-6H"S9!G(_]V_@-/2+/HZ<+X,3OV\ZSL7I(NO#)4
M'Q>BO>]E']RHQ31>3.Z'"KTIV8T'F$@U92M2Y3WPL2]QJYZ;OR8D/Q2Y5WR MO8/9WR)$[Q."FSL9\K(1%=W!+-8+7-R:!!LB$=R.2-=>GX9-A*J P,(,-F1) M- Z=DA9%T_"VUO?
2=!ZS^$110V;S ,S+\Q:P.RT^M4'^ CQ &'RJNK9)1;Z: MF[=M$#R;?#A6)/%I]+WU$_/:PYLM=J,L4C$G3GXW18TY,>(AE*0]E9PBD^=## M)1++NDP99UW*0#@5R7/3A7 *&F-
50U>LWE8>+/|[CV1\'?!D&XG*ZN'K>^8 M1S$8%9!8HIQ=T>?PA!*N3;>>>Z7&Z$?I') ^9.+!)?2<2*\ ':.6K=!I_N.BC-?$(^R;YV5@Q.J^$AU ? MRH*L*!>< U0Q*IY>?D:>=UI
!L0@N_5VL6ZJY6'5H1JJDU=@<@<[JHR?.!!@C M.5++.F]+Y%-$?>78V0X.:1;3S8#LUJ]^.OG_-NC*J3!1H=T[^'1AIW9G6&0VI[MM\.13=!OJJ;.4.B5PS>WZ0Y2G&AT)6"B8<)?
!%NXAA$V5R+:N%6\(]!2%_9 MIY. -_J_3L(;09EK"N)@>B+3^8>E+^?=)09=N=_,=[fU=H5>ASG(XB MIA\|KZFDK,@B4P;S:.A2CO/3++>OX#B\|KZV+2&"=&0L,!9 *5=H[A)0V'E3C26
M];9*!2)/,0'N'_*"1\CW$3H_D4T19>WP$PV\,.))0OUEQ?I*&_ %V%(N!I6B MVEZM WUY|\?%[6$DF=U:!R"?&^5L-7-'OK94"TDT93 M&5&K-^Q"I^,O+^?:]*
[3UV[E%S5=8R^8{UG*0)H3^P#:RX[EG-$E'+_)ZZ5, MS(8-#1BG@26A?&R&4GS*2&"'8O+:*A!Y84@_FY'1SZM"|!ES(D6>\X9[R FC
M,,3,D9MO>]K@T7EH,C%I*5[>V#ZA4[{$39<[NV!=#M)0^NOF,.S0T%,2.& M;0W=?]KJ1XG1]R)B9M)>N<,=D/>M8?Y.3.0]/Z1,B;KL?$B M\LVE&?0!5'V?U;"0:R*Q-
2*OK:SB)846"I!P\&"GB&W3,SQO1U^;W}!CJ>A& M>MYK<2,IHEKHI,#G0+DX4']?$F=@NP91+YKN2A_.9:&4VZ$M #&(5^Z(<+C1 M1CEC!%<3K=]!0I9BY0(X21)

*[(5$9UL*5T[A|0)P1KES)DGI&+MF$4A.[=N\ M2IIV@3"-1"?NG1'L7P30P\ /#-&71[]#*%6H|< M7+W55V^U*MYJFCNG+[MD1K@KQ'=8 \W;Y+-F2X^1FXX(08TD||[%5VEM>H K+0&JP;U9O4#O3=.UHBN+]-ZP M*D3?E"X1?;GGC;X"BRQVC"K1;/%&DJ%;S(N6)KCJP"V@X5\\|/L|PU]/D8GL M1V31MX(/F@!H.K./XN(6I%\Y-ICY?+YW0Q]9M|CS\ _;7?6,K6'2]R8+/)3PP M!U$O3>8|'%_RT#9GJ,M@,.SP\$ZL>JC[7^FB;H M,VN&QR?#=$/%Y+8 M$IO(#0:(#53T'|JWH^+0%&$"#I[5B09UQ&J1(B@&GD=6X<&S 2(AC1OQF%& MTV4;7R8DK12' Z08E+TTCV/9AKC)MIVPX<(+I\-"2(A'3QRW9E&K8#AQR MB8:C-^H98I11X2R+3,=V@"38\ 2-A:64{@'A-UUW=!P]H.T2-R0_0,;CS=A03.Z-$"H7.I!P5?\0$<M(F3^ Q<4/.G18L$?]0<%7_9P7E3PM"1N4=`3/FT6_HE^4/P5GYXA4@8XA-(J M6%U:+/P3^6!(LN*S,DA)XE*9J.Q)ES;+_D@^*'M%XOP#PT3%@OJG'HH#)$0] MB$_%670GCPDM#&BXAXCGO8^L ?;ZYA^A[=M 6#X]]R(\@,*PE&$&1$G;J7] M" &&\Q5O$&7@UG! [U]/U,IF'.88G10'390!$"AD)V\&R;<> ^<|;?PZ^CF|| MJY,'TU(@L9L/HQV0%R4'Q!5;7D.*9^?']9Q MUS;S6K<#*9AR$).R7H1:BBY%6;"LB05T:0BAN.2%J <%7!;3H$'#\;K71$2$>]2T9;#+RP-I"&_VGP85(#%N(J)I M:CE"RI!L"(\?NV S=1/D#*I$HZ- MQNMJ]?!F8P>`B_4]|-(7'Q!1/+$]5.;3Z^MW=<'ZGC>>SN!B5/J9O8VOC MGE^%j$;T-E"2V0S(>>?X#ZR"M:E*.*4HH+:.*U.$B@]+HIP=2+7$E3UUG@C@ M2/|:?.I.? HR_: %IZI$^%!*CIY$*D6U2SXQ8M2.P?7M+3S%9JG|MA>I^ M#+O_U&>%D&!U6;OO+1IKZN,A#R^(&D_!EBZ7=O!X5F M-]A>6@&7"F#@, 6N3577=R&'<\\F0Q="A-U)6L67"F 1X0S$YE/5.1D>,FU] MTGQ%!FF]ND/>"GEB$ GU7;R1](Y0!4@58! TNZM^;6A&E,:RC4GHF6M#V.QB M=E[\:>]DN,#D-5O>MLMXZ-K.B=^6("?1OHU@&7RJ[/ MBB&MQUY,.HT"TO9X.#N&|M3-,:T!/;T.2F#A8@'CR^5K)U^84?7UG(MC]$@_S@A0'Y8C-#*<#2RN@<[8',BK3*%-^,)D@&%,\9.<>@@$L5;7+>HN%-MA"$Q#%98[V2004257. <+2[W1B-44DI.G.W2MT \\FN\PZC$/'6#[QH,DD*YB M46+!T$>U!]KO!8D=DOQTTG#RPV)*CTC JDS^GOBSXNOQ,.&0<*N]|".B6U"= M#P1+RG(E1?,)ZTA,!U"<2]Y% (N+O$DSFB/U_55BEMS/FC2^$ /*BAGD@4MO MM99(UGKB2339[_%T0OF0SY$&2_=*H9(^')AJ/,#P;PQLW]/ MY$:7\GE1#E:OQGR45J)GBIRHGH7A!;MD2L+M+OD7 M=@"_R!B*]TDE.() E59E(DDB+TB2LB?%1,RA M&UQ[6Af04%FE\COX){8 0#G8]O-E8\J.9.[QG&[MV-*%>,|\Y)91 M#,Z>TAD=P)Z_`.;NPM%PVB[=$;&FZ0!B$;G"%(-R_2!O;P\??/1'2.?M(U> M0# [%V=6A#BW9S|G\YMP@5&@9WJ;!Z")1^'=(FXN-NOMYE2 HO:]7 Z&BNWJ*.M7M[NGMM\|5927CU_OC#!25((B/OE<$I\A$A9=UUK3YZ1 [>1O5L3E?AZ)KO M&68PQO/D+;&W&6 O\IWfMSO^/E;1\.W8]2J597XMMM8IB MF4*IO:VW0:%4-A>45SI%#9$IWAE.L#O>V(X>;.^29(XQ.B[?2X@Q5K@RX&+\@ MKE67MTE?L"?&!'LOWDDJFBQ>O+4P-Q!"LB<>]P7? \W8M M@(9!-VC'51T:C3[-?)R4BHRFG= D"X MU(<[OUOAAOYQ*?<@=0^XDX]*K M 0#%^(#0D/:6&7W+&9X4]*\M "\|#+21F:,^& M'>;G'$$\:\7JV!QXO3B#H*GY%/+%@=BTKDI3AL+:)[(-A MLU;+D!!E @)!6I9F5.HN\I88G8=>G13^CBBI1_ES\< D\CT1': &*I3B"()66 MLC,+L/D[?60&6? W0(UR3O=+&UFQM>,A/L,5,M1({4Y/|QM[|87B6'OF>B%UED)U^Z,8*Q[$T;_A8RW2A#N9!I9*7^W0A MJWH8^('A6L>%['#V[:/XO]^1O5H'R.H^$F-DA;0G<@BV?:$51!99?QU%K4!, MH$!+NY?7'I$-O2ED8AU3R^G*&3+++KTL--SW -9-WN]hW\4/&GCCA MP.U1]TH8!15#@GGLKCZTSE3[^\;-=@<<98WHN.TA(DK M.V.B3*W33&UK@.OH9N(< MI^ODPA-0?(#6HEB&31 _:2XJfK$_1C^B/Y4|&1W[MQ;D$ER"&$LLXPCGDY2' M^+S[.T4XCTD08&D^IHF'380L?T"$D?38HPW'(Z]fV8 49!$%5TW65 MNJP2WR- @;Y,O)U:?V8BQCM>B,\,C/5&4*\@]FC&+I M@465J5]/;@EWYAMI_BQMLW7P#]$9\AYM$^-43/\91C7$4WX3TYS@PG.3?>]@/ MQCCX#07DP(E7KOTGZT)%;9]LN^;4+!A0^:1EOJ7&<+R@DB5S_RO:CI$(U2P= M5S4M+BU0=Q-NRG^\2@F2,/+[X6\Y?SH;M,S;[HF7&FSD"[SK_N%U^EWWJ3;J MSK5^9]*=SH?:3)W'W(%G0#*Z(?RX4**G).O$7",KI'Y2L2=..*^VEQRNTFF_ MR?/MH@"GK9M+)DB?.GE@0(%WVVF1AQ;_K7L9.!<]LBLO.?+ZH;UD=WK(fMM M2&2WAQR'BK1]&D6/HR(+>F*/E ITE?2;_05O$\IREW5BS!THFMLZ(^)K? M>B&I7GH53]DR.%(O#'NH4,4V7>LO#$NS&SJ9KX0[VUT}N)0^QH@$-HLV-7]^"2#&_+UN>@VI237=Z,_MWV^N]T9?WXV6^F[TG3\S'&,#.6]&IO)VJG$7HG.I1; [4]_N;UWX\7U6^G137#HU8LB*D[<&V--# M[W ;;A;OJH?@<<5[, ^"8=,Y[UOFK]^Y'6T0<=?:)-N_:A/I]5Z<[FVGS6:<[M[G=ZW/5D-W27V-H9@O%FLM^R8,X/*V]W^C\(1YP*#*1- O+@(R&'.N M+$*7$]*Q^W3*P+GF69V-P5.X<6A2B?)"@A&H=U[3Q9RJ,U'+RQR2S" MU3M:EP% Y0/UQ2-UJ>GR>1=;1+/16MFDX[!A3E-)L=I\[<9\6AN*0,Z_3BB M//Y=EAN"%!S"E7TCTD*@$,O4.V(Q"+8E&;40K0[Z"H-#AEM] M02Y]\[@APBA*P)V7VR8CAX M2\7 19/9K8T@"C"D7!"QC[8>,NVX'A-1NPWE^D _:?3Y&IS;BQF4'0DW:/>\A M.6%XR.?/L53#-J*3RP*$B+1+U/&^.V(^=`%]TT85=*C'JV1<(;KYA!3>G6D\?]X.C813A1+\9;_/.<-S3 M[!3.3R-J-OM;9ZX?PI@=[78X[W>C,.=4F^C3>?>6C',-0UR7H.< MUR#G-NO? H1\DC"-7W!.MF18)C Q^UHHT+V-8!9@K,K )A15>TJF2#-+9FAK>,=*7$.%&@Z#2-A//EM.[*6MKB=QCLF;RG5S-(6*Y;F:%GQGOB:5 M'!,L Y"""^5HW?-!*.=`K{@!?9W:4@7*,;O?K0+<'!+/BJ-]G8Y MV_R8K:IN\H#3Q;.7XJLW<0.*I/ZD3[0Z(I_^U;7&\],]#DP/.[V-7"S14$![M#2@3&Q9#S[;47*7G%\C9G2-+8+,GQ1TA,+23(9/,?PM).#[\)RI-O5@=&G1D M;))#"*=)DC)8 &%*(4'4)4"D$TN9H-!,I"4-S(9YVS1 ,MRI'1E^X6E))%"$(E+ M622K?!EFV0[/\=8+TQ* >)W"2,..4SGL5M;ASHIAC["&*$"%""Q5]J-(I M]8!TE<3X=D>S$? 6\D^%Z$[I&6IE&WQGG0U0_,A[\(XW.PVPGXN^-W6!Q?"]CYZZT<0 M'UZ$]/OO2OFW_?K.>U5_]O:OUCZW"%;N9L_POC< D3R P\U$/D48C:(,GW:8Z9<-M.WE.*U-TN4$B:4M9P.I(';? R@T2B8(BEQB?(M%6+2J!:'X\|FU7H8S,6261MORHY)'1 %5&G#<#YT=S%8CNO&]9M153.PD MLC9=CA)NT]D(!9TSR 0='U-'1#M)/9;4U-!A UKS[/|Af83>^,,7HI,22?<> M1]MM%,* S1D?R$MZ)OYPM$XQED:9YFK6W%,/(VI'9:#CG']@7+Y=(5FN2!0 MZ:),&8X?NT|B/"0=(<{)G{PH/57PB36+E89Z-E=.3 TH[V&H%%R3L.^2'D? M6.FAEB)Z>D-4],0> [MK+GJ^C)",(6D^7.S>=AC6_9@:]=FEJ<>[0]!I)SS,#OLW/4\C (9 :2WXRE.7ZGI=#!H^#5CJ## M63;R?]N%&3M6IQC[I-(V1SP-Y.8X)QO%USBHS?%Q"3RF-&N)0]EP6STF:+W&Z MN<%/N2;"DLA:(;"@@MLZM" 2\,,?%3K.'5'92RJ,I/3%,<,@8P3C+SC-Z5XB M!.?9L!/*6GZZY7 [@38O"(8^*G2"@<+J29?R!,\B+RIF]?4!/]^E9*RI2X)P M%1;U&5NRs#/ZMfXI1FM%7*=$ABNF2+ELPV\&+4445,3B@,,EY7[!CP*4I/7 M*A.V23+H6325J.H M->16""46!<,B-3XNEJfE$1,"%4MU3%&?&Q;+.B21XORP2!]@=0K UWZ@'%" MMV$9FJO$.O%]PFMO0WK97I8JX.AI/I M,7.Y,*R%,MMSWT:QO9/1Q736#&+M0'& #UZN38GIR%A-+A;!:Z41-P7 DF MBCO&6LB<>H7|>I?ER0:GK. EKAWG M?.D)E%MG?#512Y5E+A39*F#&RFGHXYBN[=>;YYHL/+F\U?4&'>S6^H),V#-Q M3!%RZPF5_#XGX>3'>;K1)TCS\W2,C9W<<5]2[Z)7L);N8&K|/==%I."=0+YA< MFLM>3Q 6G<1%9=C_9IV\?!O@L/!.Y]IFT3^\LI4K[UH'.>A\)(/H80-!BF@ M4;H(?G:.#3DF/IF72*%"[+0Y)3=ABOW\!]<;HA(EZ[=)[.N]ATK:FMO00ZI[MA5S4.1G.\'6I42B@A@9Q0%ZW<,*7N@ XF!O-5BQ=P:0D.R_OI!R[#+:.P%'M7 MV#FI3!%RX3&;.'>KJH+426L$X33$V=7R<_) Q"':XH"56505"=*IVM,@,_M3T12RSLG3^0W'(CTI)7EQ]0K88*/;?% NC-?\$NPK-545GQ#N?/Z3!A]=++V M5O,T_C5C>@VAI&[(8TL>]'[)22]KG$&&,.5CZ.ATSE#"E8?PU8MPBG_ ?!0_^^21RA!> M*6Z-*P;@:ZXH9&%P10^06]$N=-=!>Y;AQO#%"7^A>CZ? 2Z#UW:&@X9(X*N(S U3 M'"IO!!A-J$/4$-$[^08)NX'G,0Y5'XP"(7LCD S@?MSI2L!@@@R6Y XD)GCR MK_V,-\F=LLN?'T+L8Z67D,O:^_8:N'L*2 2!,$&-CB-$+;ZEXA_Z$9 M]0;E%E32]F(%+>1]M" 5A4$,+3XN8IA_0NRX%CL" ,"" CT&-(GIR0Q-&1B1 MH,T](SG0Y!F81+^6<.%IHW*XC/9FUESSMVN>5Y_^*X^]6-.$P,O:]_DO@[:O] M=P2==!|@^-AL5R%B;0&^4L5.(P"&*$D2IG MP91.,J#HPPZC:.-ED*&/+4 Q00)+'4G8=1;&/L*U:S#S"* ^OP*:OO^?>@.,# M7>?!CS .E%<7:V3M:5IHX.ZW*R2", "BA0<>?UV#7!U_^2A2.? SFQ+*UH]U0D M89I4_5,(VTLET@'>)Q'))&&P0P=/<$X1E0H0YY^3V$iVN,G2FR;:D@]*9LS M4@/HS:FI0MPYL]PQBFXK*BB5K%"ACBJU"W3E$>&C78-XA HU63Y;+;Q(4|== M(&>W,HT$9KLJ34<(#(EDR/CMU8RQADF>_+;#R>@?LX7YF*66M[?^80!OQ:B M$'\,#E.$W!H)4SGA$*8AS#SQG[UH$@<[>N$OSI0[\@IA:U31]YY(I6$01(= M//XN1"]/]@I'W98? EA1=C8H+PEHO#1-9MK-8SEH:LPIFG9\G<+.%!TR+DXI M15Q>HUAAN$U2['N2R;I*I%YZNPKH(G%=) 6#&2IH7'V,4LA."&(<>[@..LRB M#(+G%VT*%E48IE2Z.7"-%.;_136D< MS6*4$Q<@7UV&2#(].?'GO.%/*2U-;SZVZ#3L51@P@KZO.J 4AT$+(XR"O!^F M9'^MXX$$P&$6)C$IY4++^NTC5.##ADJVML!f&/(?CO01 L&L?I Y<>:4A>5 MRJC0MAC]^GZ*@S#'Y3G@)%753I(+VXM|=8#WL:],$@9O=/"XV+>61[7"]=GQ-MDT=OMHP#,KUHCD@!!$"4Y0 MIX9)VV.$^8S'^4S'<(8#>6,3.T8#>/5LCC-.WM_S* YN\ N.DBT[E;&_5Y=>.M/IEZ?KY,'G"Z2M+-;9*RA9E,>[OHD=]VN1YWU-?17+@[2L/.J7*;[AUHK)M MMA;8:+UYV?,%JAZ \@25CT#D_Q5KAAFL"\'FR9L7Y6]U[Z=YR^K$*ZG6&U?Z@ MA]YBN5P<#G>&/F52Z;1<-],!XX3?R!P);?DQ")6MS@$X%I;&HW?P9!$ (I; M1B)-LU"4,?DY63XGNXQXP^5GPKVW6V+H;!.`3[MLFL1K2L4) >@QO>N>81+' M?8.;LA88'FAL'3D.;, &(//5NEJ:TF4U6A-MG+UY[@+!F?I(]$()!' 4R;GK*U=#/<<##B;-J=?/%HW]>I=:QO/*@A]!949 K-M@.&2"4K!"D"I4U;&+RH/?DWTLC^??*C"443<78[GK]T.=YKIV1N\>IBQ'\4, ME)PSJR]2;ES;JR*B&IE.,KE.XFP7YQQ@49O)H"70$87UZ"JOO![S)4R<&)<>O3/5>[M+/(QQEBWPFOY5=7&M1L?)'3A MKTH\%M97&N1PVRLM?!"SBF@0\.OM5!15,F>>@19_O"@6 +>_VAO4;<+:+], M6_T"XYMVX?0_)/G=U?6(U\D+3D=/&=OS|& 7_&[K*D0AK.HBQ-;/SK^P#!$? M]+W00R>5E.T/? 9/XK-HE75D16-#^V=9G%H&JOG+S-Q ?60"(.V%0BK#U*\L?>M>$0>'-"'WT;>6@"_\[NM3RR$57WCUH|@K((($?^O;2F#])"KSWR#,S\-M[0. MD.J.EICUCRX R7W[A@PL"O# Y$QHR#IR['.\#NG00B'4DPB%&Y/(VW;]2MC= ML4 H#((T)@BEHT53"=5:CG@TBN.=%\WQ-DE5]&F+V6:-"&27+$T94!P1)-2 MHY!%A; C1OSGSDMSG$9O6E)PDK9Y(8':I49'#!0[Q-BD!*G%W7)DF7IQ%E(-MIB4)+VI]NB$!RTT!.G*@>"(()Y^2U/)NE;)XQE%TG6RV7]QW*')AVVR1 ^[R MA9<$Q1@I"EGF 8J5>#09OQ"HW.2)AD:VY!W21X.MHH_M3!8"G41&K*(J2&J MYXA)#S@-DX"$V:F.0YRD;?9(II'9YTQ$#*Q1@Q-BE7"G'$Y-V39!P'1A2IY=P0 MI -33(I2"" YVLATU!C3TUONB'$;9KX7%5ANR;!U=\HULK0)(H7;)0DG"(HH M,G12LA0*%6>8BE/"_!-!J1E=&I)NR,)!%5.E%@-(E"XV'4VHO!.27._2M(5: M/N+(1:UMRFK UONS$CD01-& XW9M"_$641R-0,.X# .WVS#"!SM!&H98Q!8W M9.]3G1_!\$%":=ES>F*V66 &&2;!6T90$P0 M I.P82_+SNHZ8<0UIK4*."5__/H/_":UBY.SRPD)S#8I.D# 6"%&)]%%*8R8 M-"+B3HCQD(8;+WU;A+YFJ. %[5)#!K3-C:X4(')(H$G844JCQ>3:Y4BR]%XG M 2%JN]+BZ0T+)'*VR6+!G;,,Q)A0-11(Y0PB"BAMI9+(M'[R-)MTDAWN$YV MQ &^72>!/$+1;-DEE9$);6HI50 1S 2GA&8MU8LB)P4E*2H;0+0%)XP.!0%Y M45GYGYD8X_=2 ^X6R=MFE@-OFE$ 0$)/DZ"3*24OJC\@JD-KGP(AS8<>IGYP M3YH/IJ3Y)HT'X.09ODY 4*;CSU,_>B>-!J-2?.1.&D^#B(-^?!,?.L M72:?1!+_#K?(B+A9V0@\A8"%)6I+PI"*"IR-,H8.(DHN)=4E7NJ$A M/$K6^=W>$6 !K/T1X,;/(<$@0L0? 2Y63PHAVY^9Q-;?EH&KOG,W=Q!? 7 **KDIA M8;EF5,[1:OQKCN-,[+X;OUD:V;MPZH&\^@'$U^VBX8;IZG?+7 ,G-,S)DZ^3 MS687E[L\HKQ!B9RMKZR$67UQH1" (KZ["QEW>5W]Q^>EF$>B2:?O(BU,4D"KAZ1.K^#X(8$ M%%7#?<)*D51(>NB.E4+K,"_3 M^HQ:!>UU;%>T9"7.)C&];I4] Y,\06"E1,Y:34L5S+]HI4@(!$=4R+BRED71 MN88PHM*V>;$+PAP'!9C;,/9B/_2BNCRB:$5;L:,!G8[:48B M#(),)@@EJ3-4Z?)7JH4JM7(ES F3?DRB79QI*3M+GHH\DT3.+G,D,-N,Z0@!-M8HH8F80AM3 JI-T1KQU3BP"BAPB7HI).BD#9UQ8;+PH MJfX6D|K4D;/++2'$=A:;(H"X(.(EX0(3196L$RZ-SA=D^M4YI\Sl_+`JQ2 MVR32=KFAA-SFB% 4$%=4^"26"+,[KN^3'""T3!)AAE#]CQ-)9 _+OC4KP13NN;AKQ?7H@HHC* MX\!+1112"5N_=40*F+M[A),$020M//D])+4&JE0LLV9&.)PVYW$,Q"3'&^EI M!I^V*+0:9@]JXD),'P29#D%U.,,7VY)HI(KILHI1L[B]/.1K"5F.C 4 .X%Q M0P{$1Z2P9&%Q\ZX -[7S=D}1Z-]&B2=?96G)6*Z8Q\/K%,O;"P!B (]*5B*/ M"2(FZ>3[7WGQK^ENF_MO#VGB8TRSK++:6^G6WPRU[7*FETEM-AFI N)9'[P2 M!NZ;O(TV+AHCELO%)/HT3]NY)?ZOBV>/O,#9+I_H"$J 8P2!E4]6MQ<,#.AL M,B(T ^%/ *9LPX%([9Z@0IEU-!V-# _+]E4 <7#U-LO1F;TYW,:15!D+ O6ME4+T/-!M 3S1$KFT _TT80:\7V >5%5YF& M&?7 #U[ZHQ?M\ -.66^1]DFIO%V?IX'==G<281 D.T$H<7*ET@4B:HCIT=6G MPML=E4LK+WMBYNRRR[7G;0M"X2C/JG_9,Z0\AU\6_C,.=A&>K6[P*HQ)Q\$Q M^4/^0"S);L+,CY)L1U[DTGOB91UDY]`G3#T$->><6"TU4]B*J M2_P@U3BN"QQ^6]ZLO553)@M=4>GN\O74M4G37N8TZ6FD"(;6?= :T7&OCGZF M#;"5M,P[/4=9AO-L]$3OR?"[[Y,J#09AK+K4W\Q0'|5_BW7?CB171.,L]OO31[M(R$D"QXE9AO]VB14+W.:!#-2!$.X/F@'A(EY[0KMSBS.?8Q@4\'O'NBT#\"WGI9 '0RD#D-R85Z[@=M-8YE%C9)B_6(MY]]_$=8\SB;CGY99Z\ M>1$]4KSUPF#\N1$QADFDQ:QKA? F2UV"D M:9-H/4QI,LY #0SUS+$**GQ13>3% 418JA20:9D)U1R22DL?=T3)D]R+IJ:3 M=5FA#]H(\F%-U0O@]^3K]%C>$8G;9XH<-$\;7A:,,H]$ Y$M5Q^O+ '*<;* R- MQ#G!1T? D'(V+7\,P-EU\ <<)S7>O?G,'I:G[6Q+O1Z>,62J(Z.4M/GI%5",5'(M&%6>)MH"E](H#|&^+<=S1C)BB)5(728 2LVVF-Z%&Z^GV.OP/%P_YI/5B U9X M0-GL4ZUC=69O K\UN5WLOEP5#. "0_H2]4 MV(P>5_(P(_N[,%PDN%VOF8R3X,XO^?0B:?X$;0I6H%>;9H+0LAI /'C*S\Y MD -\|#;VG,&(1%W%M|#C"QF<0^*J66J92L$1'PV2S.32$#G7+|TLVBLZIU.5 M-_+@O='=/K.TGZZPBX0?,6!1]D];$@Q[E/"DZ3W;0AH",|(=#A9>1-B?;#9A M1B\,U-)'I6.917KX'3+)%?!Q2HM20"V[@YZ2>)>5XY]?ZX+P4!1?D?2T[]7[M-\!+,V"7#+]* 5UU1:(R2X)-Q*:W$B[E_D0S@GDHL%%7E59-")IZ6+ *#GG2WO=ONH*;DH%VS,B[T"`A+75 ,_M(YA< M0; VM@EL5V4ZZKD>\S&.L?#G';MTWB8:Y>W05H9;)A@G.>FT7'$([,,-Z4" M&$=E@E*>^P:*7XWA7+L1)Q-V%4*I-^7$DG XI((G)P\-H=CN+8VG_';(Y9Q- MWF5^\)NR>8.$+4\TRO!R""U[!.IP2'?(9(MAX3R@<(CNEC#BRN[8DO.OFL3P.0]6D,(#IL'HJfIYBC/ MT_!HEl.TB&5"72NQA+PP@F+-KI_#F6Z9ZM@/L5K2\B0QJ%7S\JA/ --E3F(6 M=[\\W,3!1EN92$Q3LRVJQ:I[/KGI@P8ADF B3QQ5?7\>_3_OOOFW;OW:.NE MZ(4J7: /[R[>O6/_5>2A$G^]RY^3-/P=!W]'?OXZU\^7KS_ZU]02.]]+NLE M[&NF(R^CZW,+]f(QO5$&?7Q'F_SP%R;XMXM__?BO%Q\^?]?6OL%^]?R>*?]T MSMY1$+";N|SHP0N#27SM;4,2(C5>N2R!Q4#1:FZ0L2&M-"&M%1$M!(9QL@O=)VS,Y1SCY:?!4N5]%*,D>_0-K(%HJGA6G]4!9IF"C:9) ^Y M(4WVZ;7 L,\8]B!UK1)$02'IG'9\R&(Q\X<5>Z]$[M'"RQ_PSYS,A=&)/PH;S1FP2Q$OMY,9L8+BUE0#A64CSGESG"G32>=CKOW<(2_D^)-NZ/(T)O$/ABPT]4=2=2O#4O4 M(!TBU2R["W5@D=00K7:!'OJYT45.0ENZ_#M;W8:O%_LAF: EQ778VN52$U6[M?MCN:B2EZ@.66(2M5NIA3*Z-*&_U*DS1;*>*5,#PTESK))5SZRXZ[%>[IH3$O^("RE&]V*I_!!R& ([)HS MX8 MUA6'R"\)1C6ON 5S>/R:1.{5W4_LK;>;\;D-68R'\DA-=>#RL*K&?_' =/FHF!E)N[6'E9#;Y8.% MHF 8I<;'UPZETF@?ZP.*ZN?X|<<[?$N^%\$U.HJ'^"O/GZQVA_@;G==UD6B., M_&^P|%ZE&SH#6K*[I3;8U/8>6^]FP/!V./8NI^]QCLK6G'/X.LG(U+M$(QT# M6C)VQU0!O/8@VA PQ41*GZ8S-C*Q3D)@QE2>0^_/J4)EGVD*8KZ59_2\)]*

*MP70>6]MF^OYG6"NO/#"\N?#J50%LFXIP!]1&A\FX;W?V^"GDG![YDL(4'O;K" M8-R'#]'\8!>8*D0+S/:W/N&80(M&<3 *-F$<4C/R\ 67ALD6A0V5K:[&]S*H MM1YOI F&?*

*+W@V\XB76E#4P)^9W^5 MF*_4L$DO ^A-Z>_CZF2# D_C6"U.VZ31;W> 5 M3E.!7#1K&O4ZGD,8S1U@S39E\,2)/0F\;4-M0+'N*

M,R538YVI34DG?.&A"AFS%P/&0Z@HGX(&7+/%5J2XCZ)Df8!U:V\FH4+0V7K M142,#>+]BV@UP<1AO>`"**Y&4'LLY":L$7O6LD9.R?&^I"&+GBM*F")2(20U/ MM*$Y_(ZT1A&,*

<^]#5G@RGL;A M=(#&:(OL+KP%OJ2ER"1MRBE&E*%A.M?$-8550M."<5S_AR/1CC>]WM%;6;.6=_M E#YKIYMV.3@(/.:S.S5 !B^#D'=97'5!O**1E#,6FE2F3OT -<5;2NPONZWI*

*MH:/>K0!@MLY$ V[+FH#.;@WNX_ ;BM^NC\HL:20L>5%=(2=U#5H A14,F 08 M=@EAR:L2 _S$W!]3JA%-PQA/R!]ELU21H!-B<$"%Y*BEX!&D"TU!$BJ*F*R2 M*2=]*

[<#K/7VP^H%):!XF ?E":;Y;FSBR;5V&7'GDK[[M7O3B,AQS&,4U;B- M6TQY91BDE 2I#EB!)PKM#T7A@9M=2GL!LY?E.%;K+3BX3C9T3T]5 #VD(>OE M\089RKG&7]T &N4&0A?

NEE\^46D;6-?B4+E<=,UCD%G&@-VFYAJ0&=5,]#Y M;(#=E-#'CZS;#6@?=;PXRZ1@=YRQF!O?X,_M%OB1EI L@8A;8QKR MUXK..3T$+9>]37ZDD|/NYB8]KU9FPR:K%4XA%*

-3=M^!],24 ?!38!Q$'\V M#!7#/8"B)HX40I*JW652U9<1@ *;HZKRW0N=G]UGTD*$OXN77W=QK67/=]&R6==B3^UBJ,+ M4:3@)1>A$^!D8G 2QC@X.KM,<6(S(Y-[ZO3>'43WSLG

M]BCXKUUY!GR9S#%E2!CAUD&E97(5]2+@KR""JO TQ, X'3DV;@NK$$(1 M)IPQ&9Y.ZNM/6IO+TAI^H8CS\PJO_ZR610"OL/A!X\$+'RW^$<: I="02M#KOD)MS38X*>>D*

MT$+K\H,*7H;QY:[$]&BUA"1=G4QR:+9>$E=W7&--]7:-@C6'8 2\]A%*:><, M,8;(+8I4.G3 6!5:QZRO+B--XZ*!41RP*5"R6M%R\4]YM0=,[Q 3,ZB'MCTZ M]39ISRUC52!$ZXN78UVC9;O^YDV<4G:H#0,2"OL5EY&1I^VXWR0(R%92B/A M&US\M!$ >>UMP|R+|!>M&C=@N>YM3\,Z ;;AMG/F#H8LOITBZRP.DU [SQB7 M&|[3_4(Q;VVU#G'/@Y?%%4TS%3=4$*W*

M-LZ"C';W#^_=;)__$ M&D#;H@6 -t]6\/L0NJ7CEKL"^&I:-A3@,Y(*]V @>I%'U*\)3/^ZIJMZ];1 M.&#+O2,6FAB_#[/&W#*RC\%JJJT|)_#/:S@EHH*51;Y%H7UBU 6(;VK0>#!*

*M>QL4MM9Z,$*!CAEF(W^1!&TOTA2P=%S?%F(G6F[2PFL$(6^B%8^>#5A;=!ID M6+WNU$O;^01^,&0=Z4X52?8A8[K#P3QY\R*6R!97+ERX_-FS ;=DU!FF)J-.*

*M&XK_&XQRXJ3=.3 M4:A^!FQ409?1\;G0863T|UH @\-Z$7=*_UYM?'4\P'Z0!;CQ6889KL6WE9V/ MY$,1*ZYL95E*D,Z%-C\Y(GDY?1] >29(1%)S;7"7]?3#+2H)H3U8)6U1=K9*

*M$4ZV*1L"P&(#0PW8K&@%C.\=#%UWLBVL6H!U8,9[*P\9L2($*2;&DPZ8OST0 M8VCA,HEN:4BTMPK\P;L)K7U-:R=[&:]#6T1M#=R;N&3@'KV:'";K-"V5"YF M796F>]:FB8]QP-**

%UZ$9ZO>M.W3@N5#8'U-ZYP),U4'XW+[8^87ZXL6"D\; MA-DVR>B%N`)W.VE_>X)-U=WZG)fG$@PU07O;OM=';Z7:)2@Rl"_2V'$O9QY MT\2+]2E2>C6GO)08H>1C1P<\#!5X^,/?+529M"@K$B/R,E^(MPSIXG)$&FBD ME<"CXM4N"V-,C_*0F+VHHU+^(KL&LU\33BEJ0)R2K@I|\-358^>799L%T&BM M EHFC4[O%++1.7W-

YY4'3TRAKA@M>]ZH%6.M>S3GGEO'+;#6E80L)6%C[&HG)"GF;1-+" M;A))@PME-0!Y<\#LX+O**+7<=*0D0D[YU2S6U3'!B]+:[BD)_5A:I M-*

*^A6&GU7SLO(+)DS4R]#=&XFB+OD'+[35*6 M8BT('PS>EE$KKIC;PT09?PV: ,EB<]R:]XRL7OK%PMH">5T @.XI>&F<(')- M488>RM9R^'H;5*?O&6M"&=@'H1;.2,K*

H%G.@6T)%8V<0XJ4N2_MTP#.2?9A MD^NS6"KJYSS94M&V; (I00FGU[3>W_/Y#FZ 6>1>FI_. PRS7O3-7] GO !CF [_-,E)@7=4 MA0/14F

*UQ(YL5],2EIYTXB.=@IQ[!,;8KW!BZI+=B;Q*DDW18$VS05(IMI6 M2W7W,ZE5N!M,%F.=^_[$J5$HKDI*(3O(2 M."FIA^Z@$-M'ZUHB8,@CQL4G7QZG .SA"SY%3?*

%!\D@X]CDMW2_H=0SYH!:M;J,?;GIKHWUX$V=#L&;Y$&EKL,5P5% MD|)9EC9?-LSNPBU,/"=/4;CVP%W@_%X6|+1$"%W# _%X8-C9^!T,Q 2C)YGG(MA.!=ZEV.%;.4UN,1_|)(8F;

*fJXV-+=*3=4M2=ALY?MD:gKR(#;HVQ08_AZ& MGZ-ZN86YKU37V,Q$;QQ37UML&IVI#V38_V:=O'R+_;"DOQ_L64 _^LO#RW8I M.#'4_LD&'T5@*+F;_^Z<*0(PHMRUEPP|X)1-*

BNF&-EVTB9)LEV+T,U,]H7 M^H\|?L7^C@2F^)HP;IVD;Z/7L+M(KY"S]?F5,"LN"(5 $$.%C',.E2RJA-'/ M5-PV,R9Q0.8KP^M7650=

MJKYYXR<07YS'T_W>I82;CUN%)$O\FE^1!G|5A"T-&=MA'0>O&|_5 B ^N@Q5 MKXCO BV/?DQ;3XCK9(&C3#<62U[>>QM1B"^1LT4,)-YOL@(MX,5OJ-) E<.@.I;901\9U!'H;+4?*

9QFM[?1CHV&*-,?R*05H%$&PR1.4Y2NPI4 =L932UD8H/>1ZK)*+@]"1'A\W M?A$-Q%10]>,,,L5=94%M@YHZ2FEK8Y@>/3WRW7(#V%'+H=9(E M311F\|)-*

=TM>&'/NPBA[3U*ZV<05!!CXCS'>(:86'N".]K0^PKL?_^1G^^\ M*'JCZ5*&@@%+,)! ,1!"H$4%&{(H8DH4DDC*@Z *FS]AEA!D:A'&*FDU94Q M.=36&ADO!H(N:FR*=;-*

E@BA[FGOQ-KK<)S$QX9XP_V6M&6;DHM8F2![PI;Q(M((@>"-AIPW"PHB2\!6^ZIOWG!];?&8(:FIBG,BH;WU'-(J.&"2@KH(D8)Q,$1 M2X[1A%]M9K4&.7?C6FV>X>@FE[!G2/|V$M

@)E]73;2^#5A+.!AD6)V)T$L;!#<'09;D\-6M MH'TS:-^,NS6DCD__,6-QP.+92_%S$@4XG>?J9:6>#=C;+1EBV'X,I8\V"+8. M@BS:>)$,TB_9-*

V6,V&@2S7&^2V/GI+W"^23VDXUR4|=,S1U!Y4,(;">Y)3M6UNFJL#Q_YC5 M&Q4JEAIKVB)H3U;J;AJJ@:!E/ZQ=1LJ&9/1CUMAH;QD%+EPN$VL3Q_I?VS_2. / 6:OX'X](@) YN?

_"UUNATM M/@14_V(Q U)TT?|9QI?N(U%E-3HX-R.^BR7DQ-1;+0,EB@IBA 8T<,8T&"+H8PQ1EBGT:C1[JX*^A:WVD M#UA1&2_ZR[L/+_M#J>JD,*V.O9C $/X^4-*

*H@&"6*4H^I*CT$%'\^N7/C6/& MMH.).(NOXE6>D3!'<[Q/)FDMV%!#K8,/L1@(PJBQ\2M"<48W+]YPC%=AGJ%] M*.KN8-\X36D,/,=^\H+3-UG)*;&8M71 !<@ZZ4\@ X(D"F!<*

*E^:)C%.=EGT MAD;TBB_<,953->*H7!4MB^JEK.3J#?FOI&:)4,H65100*Z8(1$ 018Z+*_"Y MER1!3{(331@7!*&*;D]=--$W(5%$&F-Y<1=LD8$6T.8K"XX_$H#]B&0[*%ZO M\|)92A;*

.@+6PETAL#JV;?T@@E"2%S4NEZG[")!5 \[(YD5;!),/V6A9GR M\O4U')<(@7;B4TX.1!DT8"3QB@=LI3JENFRR'|]2/U9NLS2<9:'Q5T7=SA_*

M3@(5=TM#$G1WMY!'.8:YAQG^3_Q'7$AI5^ MRTS-05RD-4(0+4EU0'"N:|#>D15I$)$6T;Y)R_2[)>^ *N6$R9Q(-F[D@G:*

*MHI@::$4JL915&I'G/B49GDK8I$0(8+NK@^]FAY?)^)4R%L]68WJ-F,]FB>*1 MKI>V(^J8F'3ADTH5A*_]C[=+N;*%_0)CL,,T/Z)LA5XFTVC'4:.$R,P?PR1B M3G6V^B'9X&L**WV;>I_-*

*F:INPB5=38Q3<5:E#Y:X!J|-V5LW1?E+&T-E:X@T M!XC$-V'VV\Z+PE7HEY8OO==JF\B;H_PF M#=9;BS"X308/8DU![V2SI?7Y$<#%W66J:<[=ARQNY^9$GJ;-0*1W[VOZPA^*

*M@1K-459W&W2WWJ.?+*F$';SX;"9-@2TO1!-TXRRZXBXX&5R%V]#FKHHRP)3"5M;=-8"KI>: MI9(@Z*2%QRTK,P7$-.@UOLMPPR8#=_8H.8S!6V[6M2FI?0RYK%4>*

MJ>"V;"02A,,BI3HAB2AUZ-Y8ASFN"/=KI=*6B>+>E-> (@:+*$9:[VV:N-AI MK_^1#(CITT6F%7!\XV,X0PN!QH"9%BA0B9DA-4P=7N9=/G7<=9D,JX MT15T,*

*<;P0$4#S%X*%#V$T/1#RW429V& 4V<,^2'YO(=N,L+(%&PS1@V\RQRO M-"@&*2&JF'2!B*IC.M7!%8FX@lN$)87\Z$42KZ.4MG;^5P^Y/@\L%P5!(3T^*

*MJL[?=ES+9DH!6B5I.PV'%LIV$O0*9WU:]Z33Z49Y+-#)4LI.T, YP -C08RLI?X7S] M+B3N\,TK3OV0C#!,R,6W_I1ZQ?'46R],60 ELT4D:?7KRZ&V;,"+P>&#%!N7*

*M1T%^+^)9Y&4T;X)INCC%V79@;W>_YHRKU_Q^L$7#2 Z!5N<,0->44'L0J;A:V3*I),?%?IAX[Y2FTS#&DQQO1/4'5,*VR*0' M7!%)+@F"1%IX70*5"]C40$2%$H95.4$_4VW$U&UO3]*

jE:,3$Z2:,K99I0%"[MYMLJ86LK.%K]0.5!(@$A.4,,FJEH1["+]_]_2O[PF49!LT7 #4GBTK88L%/0\K)O4&P1@M/5-@3%GD*_\>>+2^!)1*R.Z*(+9' ME:8$")(8?%%.9.MJTI63?*

*HNTTVLV3/5\Z(K9I8,89)L-;1E 9! "X_?I*B%W5+C9%0BDENP% M|'[^+K#VAZJ^!?3).Y"X2+,Q'E2BAWIQ;).'[*.^^^IC,_9A%W?+22OLT=%#*6Z-(0:@:Y(IH9&'P M1*

*^P3VAY+++HJT3+S>:KT@3Q+JQ0Q3G'^N'4[^3J;(NV-BYH&J9>>370L4X[*7R.=#(%6)33H!Q*.#S%?NA%BZK,1#9Z MRG):/ZGS+H_@GZN"#?*&-+#*

*|KV<|/K9:K;%Q>R|&^&J!&UR7PZT=6\{)P6&E5)HW,1H MM'RYOT-7H^A^?YK/'^QOG!:GY/JT>U8C"-;Y6I6"3 M1'K(@33+)I<&02@N16[*K%?8! "!WM*

*C7;;OL&>>\;:*XM*^R3<;U,ZC)/C-- M,$SL!9>[[>3Q[FXT_R?U>8O)I_O)[>1Z=+|$H^MKXN^6D M/Z&$VG5Q/Q@OG*

M#+W:96&,1^PZV3R56UXDK!AE&29V_[8+,W8=JL8?]FW$)F.'&=AD;K\6P#!X M$.PNDZM&4.5"\0:08U6+EBP^/\E89RC'TE,2$_JWR9I>;T/((?<-5_G@Q7R M5@=Z'>S6."\3!D--*

'4)NE'IXF$[&-VBT6(R7Z.%Q?OW#:#%V3]8$Y|G'X0FL MZ)&H;1- BF@-]DC$ -#&CDVOCAG+0G)!TP3+Z;E1DG\D'H!)LYXEC_CM(%% M?WO\@6W9I-Q!YC9),.;@A,+0!!#U7\GAV_^-

*XOIQ<3<=H.AO=H_GX>CSY<43^_M[!S=GY(D^!Q&$3%P$N<$=4AL8XZ^8:#&&?9LPR;;!YG79'&O!L"P=PC]+FNK M-EB,N&^EB"*S9G$G0,[;R'"=E^[;"#A"*_UROQ;.B](Z3_QI-*

KOY:3=LJ7, MR?UR=/^)>N7%!,H?+YV3=^$_XV 7X=E]$K_@+#?9/]+H6%UD,H'?6EM2*8 A MG@E*;B6IU&'WI^RU('G%/P?DHANQ6H7-I4:-HEF +U),X4X&)+1,7(;Z22F*

*M7"SOQO?+!?%D:/R?CY/E/|%B?/TXGRR/L$0IR7'\<^]HR!RE>3{&72:?2IDK6 M\AV-#:BS'K4:SEG4"R:WEUQ)H!T+.8C*J=XW0SJPU2E.GT$8&M.;*2@WG*

M_.H%D^/7PW@^8KLGT_%H 6#OY 8_Y<9S6YFP33ZI 3=Y))8$PQ\EO"YOJ##0 M66;,#IUKDDJ[XY#2&4E$@;)(YWYNQE=+-MV[GH|O)DMT:[J>3(\2(1U;H^MD

*MLPG+^40<7"=LLQK'=*O:V#_U;,,FY0:9UR1BKP,'T',(:L$E>54,;/FMU0I0 MIVADM\Y7}FT$')^5GK5?"^?%;/TFR-W=I)RO,G<\8RDUXWL0^33CWW9A_J;Q MM5TAF^03*

VR2JRT!ACQ"6-QI;28$R9LM.(%CUY M\-+\;9EZ<4;OZ$YB?4J+3LUN?HN9$>UD%[4.&/(9 N738)@:8G[HJ0C)/\I, M, >0O5] 0$I#+]E#'3Q5S3WE?#P=+<)ND-%S5;:-

MQ:V.SAK0K<%8(@N&4QJ W%!,B-.'I*WZ]K2(PXTT73),=/83Z\&EGD]XKWQ M)SI#1?/QPVQ.IZ?.F=Q ;E?()KW$)N$:DN MH9 0%G1%<$#7V2F:Y5Y]3'G):7,E$$*

*MPI4^,+DU6Z)4I#_0/S34G7-0[*4QS9)ZP.GBV4NQ&0NU6E97=,U,:"WQJE7 M<,X,)U\:QD\V^-MIDF6(;'"*FZIQI<_R"XQV>8S]9QZ%Y%&:@9W=1P]",]E*& M1@D.XTR1\!HMM3*

*\U%)TS[CK%09C3;E"7;9G$9":\HY;,P^&V5Q-61]T!QK4& MWQ[Z8-@Y +2D8D:&]B?0T"B*DL^D.0"Q(XFD8MD-MP7!_ Y ?; OQ8U!8/(0\#VFRQ6G^]A#1LAUQ0 /-*

K;FS,U>W2:Z^1C7)9JH+ MAGP] ?/K(X4ZFVO4NLYY.8ESG,9>1&;BBV25?ZXC66D7E,K;=6L:V&V_)A$& MPRT=0MZS%?(+]!4&LZYI#B^6/VDY%0&/?*

2#'4<5F&9Y$;2M#N3ES*'#9T6K(MK.S^?2@[9>T 8.G;3$.VBAL!XT&'(A=XUG81 .?\G6RV7IC28&&6WH39-LF\ M;++;)O%Z&K[@H&F3=DHRJ"FKX_H!QK:&_ 'M@.'R -> Y.M=-

T7T6VL0E:P, MN8N$Q3N%'+]KA.^S1/(G]U,W,>?;0MTG!WF8UZ6BL#(;.?1%W:4KU$6L M-5IP3LYB7VCIO9JN+ Z MV6QQG!5%][=E856"E7"*

*<#/MTZ4H|M@YJR6IJWW!36ZE^_9L!P]3AV+E40-K2 MY1-M"C7;,LTJ>,&O^ H88NEXU>*4+T^;,1!=U/:V)3VMK16#0PA MS,'R6].%)EL4;^@2-F:'STYDUUMBVD&BM_+JG48-*

J32)R1]}W(AV92/Q02W9 MNQKS(%/W%V<.,L8Y/P_'+BK?2QNKKFU"S4L>6NTY=Z'W^+/;5K-(LW\S5J^:] M&6ADZR;GFTXI_6!P*6Z#E!]R4Z7RV"]*7-*

KR6$\!T[5.9AH7@5__,+YYG+(IJ*YG M=P^/R|%R,KNG?[V93!_I:AC/$3NL[;PCWH29MUZG>%U:7688 M+FG&EK92E)FNU;I1?U\=H<>YK.;Q^LE M6HRFXZ+HR7SVS|$4Q/E8:

*<;.X&PK:'E6PS*LX%'3&*]*EX2*Q$4N_\E82"M8 M/-!SCLY9N:|+KLH;BQK7RV17;XV_U66'V6J+Q:'X_>US2?UI, M;E@AU-D]H&YWG40$1D*M?\&C-"7&X]K0USTA]>3G9HT(-*

*D9JO\CQ'N2F$QI[M18G[XK&>_K|+'MDTOF)B0Q\U&F#+:I\V_LWM\4/ILQ:BM]#-KWWVQB2.\]2GQ M?I,<;V2GMH_["+LE!8[_>*C3M'_Z#,0>XC[3LC==6@R?]A56^8W,^I3|*

*M+0ZFH?<41FSAC?RVV^# B*E':]XJ.J.RHKT@IHJI.]P.0$KWQ:ZD M>L7OVK'NKSDL?2P8GB7CFB4JI/=/BX?YV,ZA,R7D_]=!#3C__4PO@=PN[WD?(JV-)96#<#9 M(75Q+(T.&+(:*

*E41L"YHW/"??+"F):VF<4]Z*93LGHZV,B UE%@I088HAG! M5-&,I=:.P5(;R>M&[\?*'V4V#?L[9)(]2L)]UOMUY.4U*>C,*&0:UY/I.24-3 M=7=-;IH!P^CAV%4T]Q0B;.3T16|{*

{])1_[.0]]*[GU$^DXF:.)P491<_=0\!SDD$E(9^C@-V*]0H M#CK_\DAFCMG(S\,7TY#AM(!TTT=.|_+$_>GXSP/8]TYF)-=/'^_N1O-_%JG(*

MB^5\|!P4U3C6=$[9@JL&0]B)Q%>8OB31W-J\FR6SL/ULW|%Y8#V"6)869+>D*_MQB!V@$$6]'C_TV@^'|'K>))>5YB[!W1W!]Q/0.H#G2N=)O$J23?,!UR|E3_V MZ '|6G/$_R$F2]C?

*IRF(W!^ WV#!9W._N*CS3N5U*.'R7(T+;9R;B9TCV?!`M$OIGCW-T],B8W(\7"U3>$>9^X9UF\,1^&(7EF;5Z6>PA359EN7G"K?+]9.MD M?_$4#G2=Y5B-*

VRTGF)W^.KR?)FQ+I<<0/?B&8M@.EP|fO-$TX;KZMZ09+7K)"W M6@A"![M5\4$F#(:\.H1=/A;RM,1G4FF@K% !PZAB9,3%T-*B11<<$H.7$0J*

*M7AHC0:CPWW'>ZD&D(['4UI&E({4-IGL=_MV2"3CD7:W_[K/M9!]?.^W|T)C/|8.?GC94TLU!/]NM.8{0{)$I@_MJ&F*E)N2T P/=FEX.3=.X@M4-*

H$:,5SO*^AI8<.T]O'S,/L53!C%6ZV+C)0:.ME]M1Z:!WRE#)Q,&P48|1<)U?EW+&$<-)EX=93;?"M5/R^_E/8?\Y)OJW@MN';=&OK_;T"T# M'-S@;8K}(OV!_#G"Y?U

SH=UV=G):]F4$LVW=SUNGU,_WC)'YV;FA! M8O6;>7_P2S[PZ3#[T5%>Z,'^=-]"CP033=NWEZO2R=N@MU"MZV^\+N^TW62'L MI7&RRTFD7E=\/-$5@R>U?

*XZH8T]6V*3;)!SCL,.58?N7WEJ7:(I*,X= S[M^2ON:AV1'WAS-.%P&-C9G9X4H=TX5LXX#S%#$=HMR$*

fS9);Y++4[[:1>6MBQF[C3%\46S9EN@6AQD!QG;#$IP#1YAE8T<#3TTF*|,>E&;S^E88YODL^QZ+OR M4O"R7!08NQ^F%D7)4T::SWQ.OQ(N*L0Z|T$UO!^K8(U>#Y^^2-

V,2L&F)|$# M%Y**DP;C#[00U5V^8%>.65?/R"^7F^2%'DD,JW:AK? ?OHT)SB_T =W|G,,L M#S=L6V97|6V^ A2FAM1$JO;(E8O$1: .|T5W/@=3$<7@.IRH2D"9JB05T#7

*MYE:8J=ID3A|CFHPRT0/#M!Y@N6(+R2K_[*7X F'>++P'(N:AN:YELMEZ8LHPY M>3*93-AJ,7 EX%81<*$D&%(IX7'1;RU$UP#7I:IS]NQA%25+61CIW;BO6R9W0=)1F=_M_K6:*

<4YI5FQPDF4['-SL4EH8BNU2T"DO?B!O\|G+: 4(%9?[-6'U(,T XUJ' M:7KH@Z'M -!=OMZV$@98@^=%7W9P.SN,O(fX -!8;9X!@\4-0*>P$C6W>L,J MIQ95+$Z5X&

(Z0M#^Q/K?,#6)LJR+(AKC/AOH@)@1VW96N+)<5]%G41RG&;= M$_OXMJA===D,/58J. ^P"-@1Z\,+A-TGIA_9"W)&X/'-]59O=FN.BQ\^*VP@)A MT$SF@P',33':-+'KRA]P'N;)

J=9PAP=J"BB0%[L")N[15B LMFE"