UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.

FORM 10-Q

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

For the quarterly period ended October 31, 2023

OR

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

For the transition period from __________ to __________

Commission File Number 000-55654

NUTRIBAND INC.
(Exact name of registrant as specified in its charter)

NEVADA	81-1118176
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
121 South Orange Ave., Suite 1500, Orlando, FL	32801
(Address of Principal Executive Offices)	(Zip Code)

(407) 377-6695
(Registrant's Telephone Number, Including Area Code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	NTRB	The Nasdaq Stock Market LLC
Warrants	NTRBW	The Nasdaq Stock Market LLC

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. Yes ☒ No ☐

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

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

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

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

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

The number of shares outstanding of the issuer's common stock, par value $0.001 per share, was 7,833,150 shares as of December 12, 2023.

NUTRIBAND INC.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Certain information and footnote disclosures required under accounting principles generally accepted in the United States of America have been condensed or omitted from the following financial statements pursuant to the rules and regulations of the Securities and Exchange Commission.

The results of operations for the three and nine months ended October 31, 2023, and 2022 are not necessarily indicative of the results for the entire fiscal year or for any other period.

NUTRIBAND INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	October 31, 2023 (Unaudited)	January 31, 2023
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 1,265,323	$ 1,985,440
Accounts receivable	169,669	113,045
Inventory	174,641	229,335
Prepaid expenses	390,104	365,925
Total Current Assets	1,999,737	2,693,745
PROPERTY & EQUIPMENT-net	766,839	897,735
OTHER ASSETS:		
Goodwill	5,021,713	5,021,713
Operating lease right of use asset	39,219	62,754
Intangible assets-net	695,568	780,430
TOTAL ASSETS	$ 8,523,076	$ 9,456,377
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	$ 387,862	$ 534,679
Deferred revenue	169,495	162,903
Operating lease liability-current portion	33,505	31,291
Notes payable-current portion	126,912	19,740
Total Current Liabilities	717,774	748,613
LONG-TERM LIABILITIES:		
Note payable-net of current portion	85,101	100,497
Note payable-related party	2,000,000	-
Operating lease liability-net of current portion	8,863	34,277
Total Liabilities	2,811,738	883,387
Commitments and Contingencies	-	-
STOCKHOLDERS' EQUITY:		
Preferred stock, $.001 par value, 10,000,000 shares authorized, -0- outstanding	-	-
Common stock, $.001 par value, 291,666,666 shares authorized; 7,843,150 shares issued at October 31, 2023 and January 31, 2023, 7,833,150 shares outstanding as of October 31, 2023 and January 31, 2023, respectively	7,833	7,833
Additional paid-in-capital	31,835,503	31,092,807
Accumulated other comprehensive loss	(304)	(304)
Treasury stock, 10,000 and 10,000 shares at cost, respectively	(32,641)	(32,641)
Accumulated deficit	(26,099,053)	(22,494,705)
Total Stockholders' Equity	5,711,338	8,572,990
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 8,523,076	$ 9,456,377

See notes to unaudited consolidated financial statements

NUTRIBAND INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Three Months Ended October 31, 2023	For the Three Months Ended October 31, 2022	For the Nine Months Ended October 31, 2023	For the Nine Months Ended October 31, 2022
Revenue	$ 427,841	$ 618,003	$ 1,560,701	$ 1,552,074
Costs and expenses:				
Cost of revenues	268,920	349,272	879,824	931,061
Research and development	551,503	290,718	1,397,055	686,401
Selling, general and administrative	1,330,929	1,049,532	2,849,399	2,726,256
Total Costs and Expenses	2,151,352	1,689,522	5,126,278	4,343,718
Loss from operations	(1,723,511)	(1,071,519)	(3,565,577)	(2,791,644)
Other income (expense):				
Interest income	3,765	-	13,830	-
Interest expense	(40,200)	(3,966)	(52,601)	(12,505)
Total other expenses	(36,435)	(3,966)	(38,771)	(12,505)
Loss before provision for income taxes	(1,759,946)	(1,075,485)	(3,604,348)	(2,804,149)
Provision for income taxes	-	-	-	-
Net loss	$ (1,759,946)	$ (1,075,485)	$ (3,604,348)	$ (2,804,149)
Net loss per share of common stock-basic and diluted	$ (0.22)	$ (0.14)	$ (0.46)	$ (0.32)
Weighted average shares of common stock outstanding - basic and diluted	7,833,150	7,803,264	7,833,150	8,659,522

See notes to unaudited consolidated financial statements

NUTRIBAND INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

Nine Months Ended October 31, 2023

	Total	Common Stock Number of shares	Common Stock Amount	Additional Paid In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Treasury Stock
Balance, February 1, 2023	$ 8,572,990	7,833,150	$ 7,833	$31,092,807	$ (304)	$(22,494,705)	$ (32,641)
Warrants issued for services	242,840			242,840			
Options issued for services	499,856	-	-	499,856	-	-	-
Net loss for the nine months ended October 31, 2023	(3,604,348)	-	-	-	-	(3,604,348)	-
Balance, October 31, 2023	$ 5,711,338	7,833,150	$ 7,833	$31,835,503	$ (304)	$(26,099,053)	$ (32,641)

Nine Months Ended October 31, 2022

	Total	Common Stock Number of shares	Common Stock Amount	Additional Paid In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Treasury Stock
Balance, February 1, 2022	$11,859,285	9,154,846	$ 9,155	$29,966,132	$ (304)	$(18,011,231)	$ (104,467)
Exercise of warrants	296,875	55,417	56	296,819	-	-	-
Common stock returned in settlement	-	(1,400,000)	(1,400)	1,400	-	-	-
Treasury stock issued for services	93,100	28,583	28	(28)	-	-	93,100
Treasury stock repurchased	(118,766)	(35,583)	(36)	36	-	-	(118,766)

	Total	Number of shares	Amount	Additional Paid In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Treasury Stock
Options issued for services	405,221			405,221			
Net loss for the nine months ended October 31, 2022	(2,804,149)	-	-	-	-	(2,804,149)	-
Balance, October 31, 2022	$ 9,731,566	7,803,263	$ 7,803	$30,669,580	$ (304)	$(20,815,380)	$ (130,133)

Three Months Ended October 31, 2023

	Total	Common Stock Number of shares	Common Stock Amount	Additional Paid In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Treasury Stock
Balance, August 1, 2023	$ 6,890,708	7,833,150	$ 7,833	$31,254,927	$ (304)	$(24,339,107)	$ (32,641)
Warrants issued for services	155,750			155,750			
Options issued for services	424,826	-	-	424,826	-	-	-
Net loss for the three months ended October 31, 2023	(1,759,946)	-	-	-	-	(1,759,946)	-
Balance, October 31, 2023	$ 5,711,338	7,833,150	$ 7,833	$31,835,503	$ (304)	$(26,099,053)	$ (32,641)

Three Months Ended October 31, 2022

	Total	Common Stock Number of shares	Common Stock Amount	Additional Paid In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Treasury Stock
Balance, August 1, 2022	$10,401,830	7,803,263	$ 7,803	$30,264,359	$ (304)	$(19,739,895)	$ (130,133)
Options issued for services	405,221	-	-	405,221	-	-	-
Net loss for the three months ended October 31, 2022	(1,075,485)	-	-	-	-	(1,075,485)	-
Balance, October 31, 2022	$ 9,731,566	7,803,263	$ 7,803	$30,669,580	$ (304)	$(20,815,380)	$ (130,133)

See notes to unaudited consolidated financial statements

NUTRIBAND INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Nine Months Ended October 31, 2023	For the Nine Months Ended October 31, 2022
Cash flows from operating activities:		
Net loss	$ (3,604,348)	$ (2,804,149)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	218,382	255,925
Operating lease expense	23,535	42,578
Reserve for doubtful accounts	11,837	-
Treasury stock issued for services	-	93,100
Stock-based compensation-warrants	242,840	-
Stock-based compensation-options	499,856	405,221
Changes in operating assets and liabilities:		
Accounts receivable	(68,461)	(9,075)
Prepaid expenses	(24,179)	(55,633)
Inventories	54,694	(52,675)
Deferred revenue	6,592	95,723
Operating lease liability	(23,200)	(40,510)
Accounts payable and accrued expenses	(146,817)	(103,698)
Net Cash Used In Operating Activities	(2,809,269)	(2,173,193)
Cash flows from investing activities:		
Purchase of equipment	(2,624)	(69,281)
Net Cash Used in Investing Activities	(2,624)	(69,281)
Cash flows from financing activities:		
Proceeds from note payable-related party	2,000,000	-
Proceeds from secured borrowing liability	106,528	-
Proceeds from exercise of warrants	-	296,875
Payment on note payable	(14,752)	(11,185)
Purchase of treasury stock	-	(118,766)
Net Cash Provided by Financing Activities	2,091,776	166,924

Net change in cash	(720,117)	(2,075,550)
Cash and cash equivalents - Beginning of period	1,985,440	4,891,868
Cash and cash equivalents - End of period	$ 1,265,323	$ 2,816,318
Supplementary information:		
Cash paid for:		
Interest	$ 7,352	$ 12,505
Income taxes	$ -	$ -
Supplemental disclosure of non-cash investing and financing activities:		
Adoption of ASC 842 Operating lease asset and liability	$ -	$ 94,134
Promissory note on equipment purchase	$ -	$ 32,843
Common stock returned in settlement	$ -	$ 1,400

See notes to unaudited consolidated financial statements

NUTRIBAND INC. AND SUBSIDIARIES
Notes to Unaudited Consolidated Financial Statements
as of and for the Nine Months Ended October 31, 2023 and 2022

1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Organization

Nutriband Inc. (the "Company") is a Nevada corporation, incorporated on January 4, 2016. In January 2016, the Company acquired Nutriband Ltd, an Irish company which was formed by the Company's chief executive officer in 2012 to enter the health and wellness market by marketing transdermal patches. References to the Company relate to the Company and its subsidiaries unless the context indicates otherwise.

On August 1, 2018, the Company acquired 4P Therapeutics LLC ("4P Therapeutics") for $ 2,250,000, consisting of 250,000 shares of common stock, valued at $1,850,000, and $400,000, and a royalty of 6% on all revenue generated by the Company from the abuse deterrent intellectual property that had been developed by 4P Therapeutics payable to the former owner of 4P Therapeutics. The former owner of 4P Therapeutics has been a director of the Company since April 2018, when the Company entered into an agreement to acquire 4P Therapeutics. The former owner resigned as a director in January 2022.

4P Therapeutics is engaged in the development of a series of transdermal pharmaceutical products, that are in the preclinical stage of development. Prior to the acquisition of 4P Therapeutics, the Company's business was the development and marketing of a range of transdermal consumer patches. Most of these products are considered drugs in the United States and cannot be marketed in the United States without approval by the Food and Drug Administration (the "FDA"). The Company entered a feasibility agreement as an initial step to seek FDA approval of its consumer transdermal products and its consumer products which are not being marketed in the United States.

With the acquisition of 4P Therapeutics, 4P Therapeutics' drug development business became the Company's principal business. The Company's approach is to use generic drugs that are off patent and incorporate them into the Company's transdermal drug delivery system. Although these medications have received FDA approval in oral or injectable form, the Company needs to conduct a transdermal product development program which will include the preclinical and clinical trials that are necessary to receive FDA approval before we can market any of our pharmaceutical products.

On August 25, 2020, the Company formed Pocono Pharmaceuticals Inc. ("Pocono Pharmaceuticals"), a wholly owned subsidiary of the Company. On August 31, 2020, the Company acquired certain assets and liabilities associated with the Transdermal, Topical, Cosmetic, and Nutraceutical business of Pocono Coated Products LLC ("PCP"). The net assets were contributed to Pocono Pharmaceuticals. Included in the transaction, Pocono Pharmaceuticals also acquired 100% of the membership interests of Active Intelligence LLC ("Active Intelligence").

Pocono Pharmaceuticals is a coated products manufacturing entity organized to take advantage of unique process capabilities and experience. Pocono helps their customers with product design and development along with manufacturing to bring new products to market with minimal capital investment. Pocono Pharmaceutical's competitive edge is a low-cost manufacturing base: a result of its unique processes and state-of-the-art material technology. Active Intelligence manufactures activated kinesiology tape. The tape has transdermal and topical properties. This tape is used the same as traditional kinesiology tape.

In December 2019, COVID-19 emerged and has subsequently spread world-wide. The World Health Organization has declared COVID-19 a pandemic resulting in federal, state and local governments and private entities proscribing various restrictions, including travel restrictions, restrictions on public gatherings, stay at home orders and advisories and quarantining people who may have been exposed to the virus. The effect of these orders, government imposed quarantines and measures the Company and suppliers and customers it works with might have to take, such as work-at-home policies, may negatively impact productivity, disrupt our business and could delay our clinical programs and timelines, the magnitude of which will depend, in part, on the length and severity of the restrictions and disruptions in our operations, operating results and financial condition. Further, quarantines, shelter-in-place and similar government orders, or the perception that such orders, shutdowns, or other restrictions on the conduct of business could occur, related to COVID-19 or other infectious diseases could impact personnel at third-party manufacturing facilities in the United States and other countries, or the availability or cost of materials, which could disrupt our supply chain.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Unaudited Financial Statements

The consolidated balance sheet as of October 31, 2023, and the consolidated statements of operations and comprehensive loss, stockholders' equity, and cash flows for the periods presented have been prepared by the Company and are unaudited. In the opinion of management, all adjustments (consisting solely of normal recurring adjustments) necessary to present fairly the financial position, results of operations, changes in stockholders' equity and cash flows for all periods presented have been made. The results for the nine months ended October 31, 2023, are not necessarily indicative of the results to be expected for the full year. The consolidated financial statements should be read in conjunction with the consolidated financial statements and footnotes thereto included in Nutriband's Annual Report on Form 10-K for the year ended January 31, 2023.

Certain information and footnote disclosures required under generally accepted accounting principles in the United States of America ("U.S. GAAP") have been condensed or omitted from these consolidated financial statements pursuant to the rules and regulations, including interim reporting requirements of the U.S. Securities and Exchange Commission ("SEC"). The preparation of consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts and the disclosures of contingent amounts in our consolidated financial statements and accompanying footnotes. Actual results could differ from estimates.

The Company's significant accounting policies in Note 2 in the Company's Annual Report on Form 10-K for the year ended January 31, 2023. There were no significant changes to these accounting policies during the nine months ended October 31, 2023.

Forward Stock Split

On July 26, 2022, our Board of Directors approved the amendment to our Articles of Incorporation to effect a 7 for 6 forward stock split (the "Stock Split") of our outstanding common stock. The Company filed the amendment set forth in a Certificate of Change with the Secretary of State of Nevada on August 4, 2022. The 7:6 forward stock split was effective for trading purposes on the Nasdaq Capital Market on August 12, 2022. Each shareholder of record as of the August 15, 2022 record date received one (1) additional share for each six (6) shares held as of the record date. No fractional shares of common stock were issued in connection with the Stock Split. Instead, all shares were rounded up to the next whole share. In connection with the Stock Split, which did not require shareholder approval under the Nevada corporation law, the number of shares of common stock of the Company was increased in the same ratio as the shares of outstanding common stock were increased in the Stock Split, from 250,000,000 authorized shares to 291,666,666 authorized shares.

All share and per share information in these financial statements retroactively reflect the forward stock split.

Going Concern Assessment

Management assesses liquidity and going concern uncertainty in the Company's condensed financial statements to determine whether there is sufficient cash on hand and working capital, including available borrowings on loans, to operate for a period of at least one year from the date the consolidated financial statements are issued or available to be issued, which is referred to as the "look-forward period", as defined in GAAP. As part of this assessment, based on conditions that are known and reasonably knowable to management, management will consider various scenarios, forecasts, projections, estimates and will make certain key assumptions, including timing and nature of projected cash expenditures or programs, its ability to delay or curtail expenditures or programs and its ability to raise additional capital, if necessary, among other factors. Based on this assessment, as necessary or applicable, management makes certain assumptions around implementing curtailments or delays in the nature and timing of programs and expenditures to the extent it deems probable those implementations can be achieved and management has the proper authority to execute them within the look-forward period.

As of October 31, 2023, the Company had cash and cash equivalents of $ 1,265,323 and working capital of $ 1,281,963. For the nine months ended October 31, 2023, the Company incurred a loss from operations of $3,565,577 and used cash flow from operations of $ 2,809,269. The Company has generated operating losses since its inception and has relied on sales of securities and issuance of third-party and related-party debt to support cash flow from operations. In October 2021, the Company consummated a public offering and received net proceeds of $5,836,230. The Company also received to date $ 3,239,845 proceeds from the exercise of warrants. The Company has used these proceeds to fund operations and will continue to use the funds as needed. In March 2023, the Company entered into a three-year $2,000,000 Credit Line Note facility with a related party, amended on July 13, 2023 to $5,000,000, which will permit the Company to draw down on the credit line to fund the Company's research and development of its Aversa product. As of October 31, 2023, the Company was advanced $2,000,000.

Management has prepared estimates of operations for the next twelve months and believes that sufficient funds will be generated from operations to fund its operations for one year from the date of the filing of these condensed consolidated financial statements, which indicates improved operations and the Company's ability to continue operations as a going concern. The impact of COVID-19 on the Company's business has been considered in these assumptions; however, it is too early to know the full impact of COVID-19 or its timing on a return to normal operations.

Management believes the substantial doubt about the ability of the Company to continue as a going concern is alleviated by the above assessment.

Principles of Consolidation

The consolidated financial statements of the Company include the Company and its wholly owned subsidiaries. All material intercompany balances and transactions have been eliminated. The operations of 4P Therapeutics are included in the Company's financial statements from the date of acquisition of August 1, 2018, and the operations of Pocono and Active Intelligence are included in the Company's financial statements from the date of acquisition of September 1, 2020 under Pocono Pharmaceuticals Inc. The wholly owned subsidiaries are as follows:

Nutriband Ltd.
4P Therapeutics LLC
Pocono Pharmaceuticals Inc.

Use of Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, the Company evaluates its estimates including, but not limited to, those related to such items as income tax exposures, accruals, depreciable/useful lives, allowance for doubtful accounts and valuation allowances. The Company bases its estimates on historical experience and on other various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, cash on deposit and money market accounts. The Company considers short-term highly liquid investments with an original maturity date of three months or less that are not part of an investment pool to be cash equivalents. As of October 31, 2023, the Company's balances of approximately $0.5 million exceeded federally insured limits.

Revenue Recognition

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"), which amends the accounting standards for revenue recognition. ASU 2014-09 is based on principles that govern the recognition of revenue at an amount an entity expects to be entitled when products are transferred to a customer. The Company recognizes revenue based on the five criteria for revenue recognition established under Topic 606: 1) identify the contract, 2) identify separate performance obligations, 3) determine the transaction price, 4) allocate the transaction price among the performance obligations, and 5) recognize revenue as the performance obligations are satisfied.

Revenue Types

The following is a description of the Company's revenue types, which include professional services and sale of goods:

- Service revenues include the contract of research and development related services with the Company's clients in the life sciences field on an as-needed basis. Deliverables primarily consist of detailed findings and conclusion reports provided to the client for each given research project engaged.

- Product revenues are derived from the sale of the Company's consumer transdermal and coated products. Upon the reception of a purchase order, we have the order filled and shipped.

Contracts with Customers

A contract with a customer exists when (i) we enter into an enforceable contract with a customer that defines each party's rights regarding the goods or services to be transferred and identifies the payment terms related to these goods or services, (ii) the contract has commercial substance and, (iii) we determine that collection of substantially all consideration for services that are transferred is probable based on the customer's intent and ability to pay the promised consideration.

Contract Liabilities

Deferred revenue is a liability related to a revenue producing activity for which revenue has not been recognized. The Company records deferred revenue when it receives consideration from a contract before achieving certain criteria that must be met for revenue to be recognized in conformity with GAAP.

Performance Obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account in the new revenue standard. The contract transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. For the Company's different revenue service types, the performance obligation is satisfied at different times. The Company's performance obligations include providing products and professional services in the area of research. The Company recognizes product revenue performance obligations in most cases when the product has shipped to the customer. When we perform professional service work, we recognize revenue when we have the right to invoice the customer for the work completed, which typically occurs over time on a monthly basis for the work performed during that month.

All revenue recognized in the income statement is considered to be revenue from contracts with customers.

Disaggregation of Revenues

The Company disaggregates its revenue from contracts with customers by type and by geographical location. See the tables:

	Nine Months Ended October 31,		Three Months Ended October 31,	
	2023	2022	2023	2022
Revenue by type				
Sale of goods	$ 1,395,667	$ 1,325,127	$ 427,841	$ 528,233
Services	165,034	226,947	-	89,770
Total	$ 1,560,701	$ 1,552,074	$ 427,841	$ 618,003

	Nine Months Ended October 31,		Three Months Ended October 31,	
	2023	2022	2023	2022
Revenue by geographic location:				
United States	$ 1,560,701	$ 1,552,074	$ 427,841	$ 618,003
Foreign	-	-	-	-

	$ 1,560,701	$ 1,552,074	$ 427,841	$ 618,003

Accounts receivable

Trade accounts receivables are recorded at the net invoice value and are not interest bearing. The Company maintains allowances for doubtful accounts for estimated losses from the inability of its customers to make required payments. The Company determines its allowances by estimating credit losses on current accounts by evaluating actual historical losses. For the nine months ended October 31, 2023 and 2022, the Company recorded bad debt expense of $11,836 and $-0-, respectively, for doubtful accounts related to accounts receivable. During the nine months ended October 31, 2023, the Company entered into an accounts receivable sale agreement for one of its subsidiaries. The Company received $106,528 in funds against an account receivable that is currently a claim in bankruptcy. The net accounts receivable remain on the books of the Company and a corresponding amount has been included as a secured borrowing liability under Notes payable. If the bankruptcy claim is not paid in full by the debtor, the Company is obligated to pay any difference to the factor. The secured borrowing liability bears interest at 10%. The bankruptcy claim has not yet been settled by the bankruptcy court.

Inventories

Inventories are valued at the lower of cost and reasonable value determined using the first-in, first-out (FIFO) method. Net realized value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. The cost of finished goods and work in process is comprised of material costs, direct labor costs and other direct costs and related production overheads (based on normal operating capacity). As of October 31, 2023, total inventory was $174,641, consisting of work-in-process of $30,089 and raw materials of $144,552. As of January 31, 2023, total inventory was $229,335, consisting of work-in-process of $11,021 and raw materials of $218,334.

Property, Plant and Equipment

Property and equipment represent an important component of the Company's assets. The Company depreciates its plant and equipment on a straight-line basis over the estimated useful life of the assets. Property, plant and equipment is stated at historical cost. Expenditures for minor repairs, maintenance and replacement parts which do not increase the useful lives of the assets are charged to expense as incurred. All major additions and improvements are capitalized. Depreciation is computed using the straight-line method.

The lives over which the fixed assets are depreciated range from 3 to 20 years as follows:

Lab Equipment	5-10 years
Furniture and fixtures	3 years
Machinery and equipment	10-20 years

Intangible Assets

Intangible assets include trademarks, intellectual property and customer base acquired through business combinations. The Company accounts for Other Intangible Assets under the guidance of ASC 350, "Intangibles-Goodwill and Other." The Company capitalizes certain costs related to patent technology. A substantial component of the purchase price related to the Company's acquisitions have also been assigned to intellectual property and other intangibles. Under the guidance, other intangible assets with definite lives are amortized over their estimated useful lives. Intangible assets with indefinite lives are tested annually for impairment. Trademarks, intellectual property and customer base are being amortized over their estimated useful lives of ten years.

Goodwill

Goodwill represents the difference between the total purchase price and the fair value of assets (tangible and intangible) and liabilities at the date of acquisition. Goodwill is reviewed for impairment annually on January 31, and more frequently as circumstances warrant, and written down only in the period in which the recorded value of such assets exceeds their fair value. The Company does not amortize goodwill in accordance with ASC 350. In connection with the Company's acquisition of 4P Therapeutics LLC in 2018, the Company recorded Goodwill of $1,719,235. On August 31, 2020, in connection with the Company's acquisition of Pocono Coated Products LLC and Active Intelligence LLC, the Company recorded Goodwill of $5,810,640. During the years ended January 31, 2023 and 2022, the Company recorded an impairment charge of $327,326 and $2,180,836, respectively, reducing the Active Intelligence LLC Goodwill to $ 3,302,478. As of October 31, 2023 and January 31, 2023, Goodwill amounted to $5,021,713 and $5,021,713, respectively.

Long-lived Assets

Management reviews long-lived assets for potential impairment whenever significant events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment exists when the carrying amount of the long-lived asset is not recoverable and exceeds its fair value. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the estimated undiscounted cash flows expected to result from the use and eventual disposition of the asset. If an impairment exists, the resulting write-down would be the difference between the fair market value of the long-lived asset and the related book value.

Earnings per Share

Basic earnings per share of common stock is computed by dividing net earnings by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed by dividing net earnings by the weighted average number of shares of common stock and potential shares of common stock outstanding during the period. Potential shares of common stock consist of shares issuable upon the exercise of outstanding options and common stock purchase warrants. As of October 31, 2023, and 2022, there were 2,157,873 and 1,645,506 common stock equivalents outstanding, that were not included in the calculation of dilutive earnings per share as their effect would be anti-dilutive.

Stock-Based Compensation

ASC 718, "Compensation - Stock Compensation," prescribes accounting and reporting standards for all share-based payment transactions in which employee services, and, since February 1, 2019, non-employees, are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period). As of February 1, 2019, pursuant to ASC 2018-07, ASC 718 was applied to stock-based compensation for both employees and non-employees.

Business Combinations

The Company recognizes the assets acquired, the liabilities assumed, and any non-controlling interest in the acquired entity at the acquisition date, measured at their fair values as of that date, with limited exceptions specified in the accounting literature. In accordance with this guidance, acquisition-related costs, including restructuring costs, must be recognized separately from the acquisition and will generally be expensed as incurred. That replaces the cost-allocation process detailed in previous accounting literature, which required the cost of an acquisition to be allocated to the individual assets acquired and liabilities assumed based on their estimated fair value.

Leases

In February 2016, the FASB issued ASU 2016-02, “Leases” (Topic 842), to provide a new comprehensive model for lease accounting under this guidance, lessees and lessors should apply a “right-of-use” model in accounting for all leases (including subleases) and eliminate the concept of operating leases and off-balance-sheet leases. Recognition, measurement and presentation of expenses will depend on classification as a finance or operating lease. Similar modifications have been made to lessor accounting in-line with revenue recognition guidance.

The Company applies guidance for right-of-use accounting for all leases and records the operating lease liabilities on its balance sheet. The Company completed the necessary changes to its accounting policies, processes, disclosure and internal control over financial reporting.

Research and Development Expenses

Research and development costs are expensed as incurred.

Income Taxes

Taxes are calculated in accordance with taxation principles currently effective in the United States and Ireland.

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

The Company records net deferred tax assets to the extent they believe these assets will more-likely-than-not be realized. In making such determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent financial operations. In the event the Company was to determine that it would be able to realize its deferred income tax assets in the future in excess of its net recorded amount, the Company would make an adjustment to the valuation allowance which would reduce the provision for income taxes.

Fair Value Measurements

FASB ASC 820, “Fair Value Measurements and Disclosure” (“ASC 820”), defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between participants on the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value.

The Company utilizes the accounting guidance for fair value measurements and disclosures for all financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis during the reporting period. The fair value is an exit price, representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants based upon the best use of the asset or liability at the measurement date. The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability. ASC 820 establishes a three-tier value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers are defined as follows:

Level 1 - Observable inputs such as quoted market prices in active markets.

Level 2 - Inputs other than quoted prices in active markets that are either directly or indirectly observable.

Level 3 - Unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The carrying value of the Company’s financial instruments, including accounts receivable, prepaid expenses, accounts payable and accrued expenses, and deferred revenue approximate their fair value due to the short maturities of these financial instruments.

Recent Accounting Standards

The Company has reviewed all other FASB-issued ASU accounting pronouncements and interpretations thereof that have effective dates during the period reported and in future periods. The Company has carefully considered the new pronouncements that alter previous GAAP and does not believe that any new or modified principles will have a material impact on the Company’s reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of the Company’s financial management and certain standards are under consideration.

3. PROPERTY AND EQUIPMENT

	October 31,	January 31,

		2023		2023
Lab equipment	$	144,585	$	144,585
Machinery and equipment		1,243,252		1,240,628
Furniture and fixtures		19,643		19,643
		1,407,480		1,404,856
Less: Accumulated depreciation		(640,641)		(507,121)
Net Property and Equipment	$	766,839	$	897,735

Depreciation expenses amounted to $133,520 and $137,730 for the nine months ended October 31, 2023 and 2022, respectively. During the nine months ended October 31, 2023 and 2022, depreciation expenses of $101,315 and $104,767, respectively, have been allocated to cost of goods sold.

4. NOTES PAYABLE

Notes Payable

Active Intelligence entered into an agreement with the Carolina Small Business Development Fund for a line of credit of $ 160,000 due October 16, 2028, with interest of 5% per year. The amount assumed was $ 139,184. The loan requires monthly payments of principal and interest of $1,697. During the nine months ended October 31, 2023, the Company made $ 11,460 of principal payments. As of October 31, 2023, the amount due was $89,160, of which $15,928 is current.

On April 3, 2022, the Company entered into a retail installment agreement for the purchase of an automobile. The contract price was $32,274, of which $22,795 was financed. The agreement is for five years bearing interest at 2.95% per annum with payments of $410 per month. The loan is secured by automobile. As of October 31, 2023, the amount due was $16,235 of which $4,456 is current.

Notes payable-related party

On July 17, 2023, the Company entered into an amended Credit Line Note agreement, for an increased $ 5,000,000 credit line facility Note, with TII Jet Services LDA, a shareholder of the Company (replacing the $2,000,000 facility with the same lender that the Company entered into on March 17, 2023). Outstanding advances under the Note bears interest at 7% per annum. The promissory note is due and payable in full on March 19, 2026. Interest is payable annually on December 31 of each year during the term of the note. During the nine months ended October 31, 2023, the Company was advanced $2,000,000 on the Note. The Company recorded interest expense of $ 42,012 for the nine months ended October 31, 2023.

Secured borrowing liability

The Company entered into an accounts receivable sale agreement for one of its subsidiaries in connection with a bankruptcy claim. The Company received $106,528 and recorded the transaction as a secured loan payable against the account receivable. If the claim is not paid in full by the debtor, the Company will pay any difference to the factor. The loan bears interest at 10%. For the nine months ended October 31, 2023, the Company recorded interest expense of $2,835. The bankruptcy claim has not yet been settled by the bankruptcy court.

Interest expenses for the nine months ended October 31, 2023 and 2022, were $ 52,601 and $12,505, respectively.

5. INTANGIBLE ASSETS

As of October 31, 2023 and January 31 2023, intangible assets consisted of intellectual property and trademarks, customer base, and license agreement, net of amortization, as follows:

		October 31, 2023		January 31, 2023
Customer base	$	314,100	$	314,100
Intellectual property and trademarks		817,400		817,400
Total		1,131,500		1,131,500
Less: Accumulated amortization		(435,932)		(351,070)
Net Intangible Assets	$	695,568	$	780,430

Amortization expenses for the nine months ended October 31, 2023, and 2022 amounted to $ 84,862 and $118,195, respectively.

Year Ended January 31,		
2024	$	28,247
2025		113,109
2026		113,109
2027		113,109
2028		113,109
2029 and thereafter		214,885
	$	695,568

6. RELATED PARTY TRANSACTIONS

a) On February 1, 2023, options to purchase 30,000 shares of the Company's common stock were issued to an executive of the Company at a price of $3.975 per share. The options vest immediately and expire in three years. The fair value of the options issued for services amounted to $75,030 and was expensed during the nine months ended October 31, 2023.

b) In September and October 2023, options to purchase 374,500 shares of common stock to executives and directors of the Company at a price of $1.93, $2.12 and $2.65 per share. The options vest immediately and expire in three years. The fair value of the options issued amounted to $424,826 and was expensed during the nine months ended October 31, 2023.

c) On October 31, 2023, warrants to purchase 87,500 shares of the Company's common stock were issued to the Chief Financial Officer at a price of $1.93 per share. The warrant expires in three years. The fair value of the warrants issued amounted to $ 93,450 and was expensed during the nine months ended October 31, 2023.

d) On July 17, 2023, the Company entered into an amended Credit Line Note facility with TII Jet Services LDA, a shareholder of the Company, for a credit facility of $5 million (replacing the $2,000,000 facility with the same lender that the Company entered into on March 17, 2023). See Note 4 for further information. TII Jet Services LDA is owned 100% by a shareholder of the Company.

e) In May 2022, the Company issued stock awards to the Company's CEO and the independent members of the Board of Directors. The CEO received 11,667 shares and the four directors received 1,167 shares each. The Company recorded a compensation expense of $ 53,200 in connection with the issuance of the shares.

f) On August 2, 2022, 137,084 options to purchase shares of the Company's common stock were issued to executives of the Company at prices of $4.09 and $4.50 per share. The options vest immediately and expire in three years. The fair value of the options issued for services amounted to $329,691 and was expensed during the nine months ended October 31, 2022.

g) On September 30, 2022, 35,000 options to purchase shares of the Company's common stock were issued to the independent directors of the Company at a price of $3.59 per share. The options vest immediately and expire in three years. The fair value of the options issued for services amounted to $75,530 and was expensed during the nine months ended October 21, 2022.

7. STOCKHOLDERS' EQUITY

Preferred Stock

On January 15, 2016, the board of directors of the Company approved a certificate of amendment to the articles of incorporation and changed the authorized capital stock of the Company to include and authorize 10,000,000 shares of Preferred Stock, par value $ 0.001 per share.

On May 24, 2019, the board of directors created a series of preferred stock consisting of 2,500,000 shares designated as the Series A Convertible Preferred Stock ("Series A Preferred Stock"). On June 20, 2019, the Series A preferred Stock was terminated, and the 2,500,000 shares were restored to the status of authorized but unissued shares of Preferred Stock, without designation as to series, until such stock is once more designated as part of a particular series by the board of directors.

Common Stock

On June 25, 2019, the Company effected a one-for-four reverse stock split, pursuant to which each share of common stock became converted into 0.25 shares of common stock, and the Company decreased its authorized common stock from 100,000,000 to 25,000,000 shares.

On January 27, 2020, the Company amended its Articles of Incorporation to increase its authorized common shares from 25,000,000 authorized shares to 250,000,000 authorized shares.

On July 26, 2022, the Board of Directors of the Company approved a 7-for-6 forward stock split, effective for trading purposes as of August 12, 2022, pursuant to which each shareholder as of the August 15, 2022 record date received one (1) additional share for each six (6) shares held as of the record date. Pursuant to the operation of the amendment providing for the forward stock split filed with the Secretary of State of Nevada on August 4, 2022, the authorized common stock of the Company was increased from 250,000,000 shares to 291,666,666 shares in connection with the forward split.

Activity during the Nine Months Ended October 31, 2023

(a) As of October 31, 2023, the Company holds 10,000 of its shares comprising $ 32,641 of treasury stock. There was no activity during the nine months ended October 31, 2023.

Activity during the Nine Months Ended October 31, 2022

(a) In March and May 2022, the Company purchased 35,583 shares of its common stock for $ 118,766 and recorded the purchase as Treasury Stock. In May 2022, the Company issued 28,583 shares of stock awards to management, directors and employees from the treasury shares and recorded compensation expense of $93,100. As of July 31, 2022, the Company held 39,811 of its shares comprising $ 130,133 of treasury stock.

(b) On July 29, 2022, the Company received proceeds of $ 296,875 from the exercise of warrants and issued 55,417 shares of common stock.

(c) In July 2022, the Company cancelled 1,400,000 shares received in connection with the settlement of a lawsuit. See Note 9 for further information.

8. OPTIONS and WARRANTS

Warrants

The following table summarizes the changes in warrants outstanding and the related price of the shares of the Company's common stock issued to non-employees of the Company during the nine months ended October 31, 2023. On March 7, 2023, the Company issued 30,000 warrants to purchase the Company's common shares to Barandic Holdings Ltd. for services provided. The warrants are exercisable at a price of $4.00 per share and expire five years from the date of issuance. On October 27, 2023, the Company issued 145,833 warrants to purchase the Company's common shares to management (87,500 warrants were issued to the Chief Financial Officer) and non-employees of the Company. The warrants are exercisable at a price of $1.93 per share and expire in three years from the date of issuance. These warrants replace previously issued warrants that have now been cancelled. The Company used the Black-Scholes valuation model to record the fair value. The valuation model used a dividend rate of 0%; expected term of 1.5 years; volatility rate of 152.10-174.45%; and a risk-free rate of 3%. For the nine months ended October 31, 2023, the Company recorded non-cash compensation of $242,840. See Note 6 for further information.

	Shares	Exercise Price	Remaining Life	Intrinsic Value
Outstanding, January 31, 2022	1,435,622	$ 6.91	3.93 years	$ -
Granted	25,000	7.50	5.00 years	-
Expired/Cancelled	(97,534)	5.36	-	-
Exercised	(55,417)	5.36	-	-
Outstanding, January 31, 2023	1,307,671	6.43	3.34 years	-
Granted	175,833	2.28	3.22 years	-
Expired/Cancelled	(200,466)	6.33	-	-
Exercised	-	-	-	-
Outstanding - October 31, 2023	1,283,038	$ 5.88	2.99 years	$ 46,667
Exercisable - October 31, 2023	1,283,038	$ 5.88	2.99 years	$ 46,667

The following table summarizes additional information relating to the warrants outstanding as of October 31, 2023:

Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life(Years)	Weighted Average Exercise Price for Shares Outstanding	Number Exercisable	Weighted Average Exercise Price for Shares Exercisable	Intrinsic Value
$ 4.00	30,000	4.35	$ 4.00	30,000	$ 4.00	$ -
$ 6.43	1,082,205	2.99	$ 6.43	1,082,205	$ 6.43	$ -
$ 1.93	145,833	2.99	$ 1.93	145,833	$ 1.93	$ 46,667
$ 7.50	25,000	4.02	$ 7.50	25,000	$ 7.50	$ -

Options

The following table summarizes the changes in options outstanding and the related price of the shares of the Company's common stock issued to employees of the Company. See Note 7 for the issuance of related party options.

On November 1, 2021, the Board of Directors adopted the 2021 Employee Stock Option Plan (the "Plan"). The Company has reserved 408,333 shares to issue and sell upon the exercise of stock options. In accordance with the Plan, on February 1, 2022, the Company reserved an additional 233,333 shares and on February 1, 2023, the Company reserved an additional 233,333 shares. The options vest immediately and expire in three years. Under the Plan, options may be granted which are intended to qualify as Incentive Stock Options ("ISO's") under Section 422 of the Internal Revenue Code of 1986 (the "Code") or which are not ("non-ISO's") intended to qualify as Incentive Stock Options thereunder. The Plan also provides for restricted stock awards representing shares of common stock that are issued subject to such restrictions on transfer and other incidents of ownership and such forfeiture conditions as the Board of Directors, or the committee administering the Plan composed of directors who qualify as "independent" under Nasdaq rules, may determine. On November 3, 2021, the Company filed a Registration Statement on Form S-8, to register under the Securities Act of 1933, as amended the 408,333 shares of common stock reserved for issuance under the Plan. As of October 31, 2023, 166 shares remain in the Plan.

During the nine months ended October 31, 2023, 404,500 options to purchase shares of the Company's common stock were issued to executive officers and employees at prices of $1.93-$3.975 per share. The options vest immediately and expire three years from the date of issuance. The fair value of the options issued for services amounted to $499,856 and was recorded during the nine months ended October 31, 2023. The Company used the Black-Scholes valuation model to record the fair value. The valuation model used a dividend rate of 0%; expected term of 1.5 years; volatility rates of 121.52-143.54%; and a risk-free rate of 3.00-4.5%.

During the year ended January 31, 2023, 279,584 options to purchase shares of the Company's common stock were issued to executive officers and directors of the Company at prices of $3.59 to $4.50 per share. The options vest immediately and expire three years from the date of issuance. The fair value of the options issued for services amounted to $732,130 and was recorded during the year ended January 31, 2023. The Company used the Black-Scholes valuation model to record the fair value. The valuation model used a dividend rate of 0%; expected term of 1.5 years; volatility rate of 152.10-174.45%; and a risk-free rate of 3%.

	Shares	Exercise Price	Remaining Life	Intrinsic Value
Outstanding, January 31, 2022	190,751	$ 4.26	2.97 years	
Granted	279,584	3.93	3.00 years	-
Expired/Cancelled	-	-	-	
Exercised	-	-	-	

Outstanding, January 31, 2023	470,335	4.13	2.53 years	
Granted	404,500	2.18	2.93 years	-
Expired/Cancelled	-	-	-	
Exercised	-	-	-	
Outstanding - October 31, 2023	874,835	$ 3.23	2.31 years	$ 86,840
Exercisable - October 31, 2023	874,835	$ 3.23	2.31 years	$ 86,840

The following table summarizes additional information relating to the options outstanding as of October 31, 2023:

Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life(Years)	Weighted Average Exercise Price for Shares Outstanding	Number Exercisable	Weighted Average Exercise Price for Shares Exercisable	Intrinsic Value
$ 1.93	214,500	2.99	$ 1.93	214,500	$ 1.93	$ 68,640
$ 2.12	140,000	2.99	$ 2.12	140,000	$ 2.12	$ 18,200
$ 2.65	20,000	2.88	$ 2.65	20,000	$ 2.65	$ -
$ 3.59	35,000	3.92	$ 3.59	35,000	$ 3.59	$ -
$ 3.75	57,500	2.11	$ 3.75	57,500	$ 3.75	$ -
$ 3.98	30,000	2.26	$ 3.98	30,000	$ 3.98	$ -
$ 4.09	78,750	1.75	$ 4.09	78,750	$ 4.09	$ -
$ 4.12	50,000	2.11	$ 4.12	50,000	$ 4.12	$ -
$ 4.16	144,083	1.22	$ 4.16	144,083	$ 4.16	$ -
$ 4.50	58,334	1.75	$ 4.50	58,334	$ 4.50	$ -
$ 4.58	46,668	1.22	$ 4.58	46,668	$ 4.58	$ -
	874,835	2.31	$ 3.23	874,835	$ 3.23	$ 86,840

9. SEGMENT REPORTING

We organize and manage our business by the following two segments which meet the definition of reportable segments under ASC280-10, Segment Reporting: Sales of Goods and Services. These segments are based on the customer type of products or services provided and are the same as our business units. Separate financial information is available and regularly reviewed by our chief decision maker, who is our chief executive officer, in making resource allocation decisions for our segments. Our chief decision maker evaluates segment performance to the GAAP measure of gross profit.

	Nine Months Ended October 31,		Three Months Ended October 31,	
	2023	2022	2023	2022
Net sales				
Pocono Pharmaceuticals	$ 1,395,667	$ 1,325,127	$ 427,841	$ 528,233
4P Therapeutics	165,034	226,947	-	89,770
	1,560,701	1,552,074	427,841	618,003
Gross profit				
Pocono Pharmaceuticals	561,083	619,108	161,022	254,996
4P Therapeutics	119,794	1,905	(1,301)	13,735
	680,877	621,013	159,721	268,731
Operating expenses				
Selling, general and administrative-Pocono Pharmaceuticals	424,139	417,829	151,856	140,338
Selling, general and administrative-4P Therapeutics	92,075	65,618	29,238	19,965
Selling, general and administrative-Corporate	2,356,646	2,242,809	1,175,296	889,229
Research and development-4P Therapeutics	1,397,055	686,401	551,053	290,718
	4,269,915	3,412,657	1,907,443	1,340,250
Depreciation and Amortization				
Pocono Pharmaceuticals	$ 165,632	$ 162,271	$ 53,807	$ 49,459
Corporate	10,495	44,164	3,501	33,122
4P Therapeutics	42,255	49,490	9,963	17,198
	$ 218,382	$ 255,925	$ 67,271	$ 99,779

The following table presents information about net sales and property and equipment, net of accumulated depreciation, in the United States and elsewhere.

	Nine Months Ended October 31,		Three Months Ended October	
	2023	2022	2023	2022
Net sales				
United States	$ 1,560,701	$ 1,552,074	$ 427,841	$ 618,003
Outside the United States	-	-	-	-
	$ 1,560,701	$ 1,552,074	$ 427,841	$ 618,003

	October 31, 2023	January 31, 2023
Property and equipment, net of accumulated depreciation		
United States	$ 766,839	$ 897,735
Outside the United States	-	-
	$ 766,839	$ 897,735
Assets		
Corporate	$ 794,514	$ 1,745,731
Pocono Pharmaceuticals	5,405,390	5,400,814
4P Therapeutics	2,323,172	2,309,832
	$ 8,523,076	$ 9,456,377

10. COMMITMENTS AND CONTIGENCIES

Employment Agreements

The Company entered into a three-year employment agreement with Gareth Sheridan, our CEO, and Serguei Melnik, our President, effective February 1, 2022. The agreement also provides that the executives will continue as directors. The agreement provides for an initial term, commencing on the effective date of the agreement and ending on January 31, 2025, and continuing on a year-to-year basis thereafter unless terminated by either party on not less than 30 days' notice given prior to the expiration of the initial term or any one-year extension. For their services to the Company during the term of the agreement, Mr. Sheridan and Mr. Melnik will receive an annual salary of $250,000 per annum, commencing on the effective date of the agreement. Mr. Sheridan and Mr. Melnik will also receive a performance bonus of 3.5% of net income before income taxes. As of July 31, 2022, the Company and Mr. Sheridan and Mr. Melnik mutually agreed to reduce their annual salary to $150,000.

The Company entered into a three-year employment agreement with Gerald Goodman, our CFO, effective February 1, 2022. The agreement provides for an initial term, commencing on the effective date of the agreement and ending on January 31, 2025, and continuing on a year-to-year basis thereafter unless terminated by either party on not less than 30 days' notice given prior to the expiration of the initial term or any one-year extension. For his services to the Company during the term of the agreement, Mr. Goodman will receive an annual salary of $210,000 per annum, commencing on the effective date of the agreement. As of July 31, 2022, the Company and Mr. Goodman mutually agreed to reduce his annual salary to $110,000.

Kindeva Drug Delivery Agreement

On January 4, 2022, the Company signed a feasibility agreement with Kindeva Drug Delivery, L.P. ("Kindeva") to develop Nutriband's lead product, AVERSAL Fentanyl, based on its proprietary AVERSAL abuse deterrent transdermal technology and Kindeva's FDA-approved transdermal fentanyl patch (fentanyl transdermal system). The feasibility agreement provides for adapting Kindeva's commercial transdermal manufacturing process to incorporate AVERSAI technology in the fentanyl transdermal system.

The agreement will remain in force until the earlier of: (1) the completion of the work and deliverables under the Workplan; or (2) two (2) years after the Effective Date, after which time the agreement will expire.

The estimated cost to complete the feasibility Workplan is approximately $ 2.1 million and the time to complete will be between eight to fifteen months. Nutriband made an advance deposit of $250,000 in January 2022, to be applied against the final invoice. The Workplan commenced in February 2022, and the parties believe the Workplan will be completed in the time estimated in the agreement. As of October 31, 2023, the Company has incurred expenses of $1,849,371 and the deposit of $ 250,000 is included in prepaid expenses.

Lease Agreement

On February 1, 2022, Pocono Pharmaceuticals entered into a lease agreement with Geometric Group, LLC for 12,000 square feet of warehouse space currently occupied by Active Intelligence. The monthly rental is $3,000 and the lease expires on January 31, 2025. The lease can be extended for an additional three years at the same monthly rental. The Company recorded a Right of Use asset in the amount of $ 94,134 in connection with the valuation.

MDM Worldwide Agreement

In September 2022, the Company entered into a public relations agreement with MDM Worldwide. In connection with the agreement, the Company agreed to issue 20,000 options to MDM Worldwide. In October 2023, the contract was mutually terminated, and no options were issued. For the nine months ended October 31, 2023, the Company paid MDM Worldwide $210,000.

Money Channel Agreement

On March 13, 2023, the Company entered into a media advertising agreement with Money Channel Inc. The Company will pay a monthly fee and after ninety days can cancel the agreement. The Company, after 90 days, will also issue options to purchase 50,000 shares of common stock to Money Channel Inc. at an exercise price of $4.00 per share. In June 2023, the parties agreed to terminate the agreement by mutual consent. No options were issued. For the nine months ended October 31, 2023, the Company paid the Money Channel $100,000.

Sorrento Therapeutics, Inc. Agreement

On July 25, 2023, 4P Therapeutics assigned its claim under the bankruptcy proceedings from Sorrento Therapeutics Inc. and received proceeds of $106,528. The amount due under the claim was $ 118,675 and 4P Therapeutics recorded a bad debt expense of $ 11,836 during the nine months ended October 31, 2023. Under the agreement with the buyer of the claim, 4P Therapeutics will make proportional restitution and/or repayment of the purchase amount to the extent the claim is disallowed, reduced or not paid at the same time or distribution rate as other general unsecured claims against the Debtor are paid. The Company has recorded the amount of the proceeds as a secured loan payable to the factor as of October 31, 2023.

Upstream Termination

On May 24, 2023, the Company sent notice of the termination of the Securities Facility Services Agreement, dated January 3, 2023, by and between MERJ DEP Ltd. And the Company ("Agreement"), witch provided for the dual listing of the Company's common stock on the MERJ Upstream exchange ("Upstream"), which is operated as a fully registered and licensed integrated securities exchange, clearing system and depository for digital and non-digital securities under the Seychelles security laws. The termination is effective May 31, 2023.

Legal Proceedings

With respect to legal proceedings that arise in the ordinary course of business, when the Company becomes aware of a claim or potential claim, it assesses the likelihood of any loss or exposure. In accordance with authoritative guidance, the Company records loss contingencies in its financial statements only for matters in which losses are probable and can be reasonably estimated.

On September 21, 2023, we were served with a complaint (the "Complaint") filed in the Supreme Court of the State of New York, County of New York, Commercial Division (the "Court") under Index Number 654633/2023, by Joseph Gunnar, LLC, an investment broker-dealer located in New York City ("Gunnar"), and Lucosky Brookman LLP, the attorneys for Gunnar during the relevant period (collectively the "Plaintiffs"), suing the Company, Gareth Sheridan (our CEO and a director), Serguei Melnik, (our President and a director),Vitalie Botgros (a stockholder of the Company), TII Jet Services LDA (an aircraft leasing firm, "Jet Services") and Wolf Blitz, Inc. (a consulting company, "Wolf Blitz"), collectively the "Defendants".

The Complaint alleges, in multiple counts, damages resulting from the Company's termination in or about July 2023 of an April 6, 2023 engagement letter between Gunnar and the Company, (the "Engagement Letter"), that contemplated a public offering of our common stock to be underwritten and sold by Gunnar as the sole underwriter. Subsequently, the Company, due to market conditions and prior to executing an underwriting agreement or similar commitment as to the terms of the offering with Gunnar, declined to proceed with the offering and accordingly terminated the Engagement Agreement in July 2023.

The Complaint alleges claims for damages against: (1) the Company, Gareth Sheridan and Serguei Melnik (the "Company Defendants") for breach of contract due to the Company's failure to proceed with the offering; (2) the Company Defendants for fraudulently inducing Gunnar to enter into the Engagement Letter; (3) the Company Defendants for fraudulent statements made in connection with the contemplated offering; (4) the Company Defendants for fraudulent concealment of pursuit of alternative financing during the engagement period under the Engagement Letter; (5) Jet Services, Vitalie Botgros and Wolf Blitz for tortious interference resulting from discussions concerning alternative financing during the engagement period; (6) Jet Services, Vitalie Botgros, and Wolf Blitz for tortious interference with a prospective business opportunity; (7) the Company Defendants for negligent misrepresentation; and (8) against the Defendants other than Jet Services for promissory estoppel as to promises purportedly made to complete the offering.

Further, Gunnar seeks an award of actual and compensatory damages in an amount exceeding $ 500,000, as well as exemplary and punitive damages, while Lucosky Brookman LLP seeks attorneys' fees, costs and expenses pursuant to indemnification obligations under the Engagement Letter.

Additionally, the Company believes the Engagement Letter is unenforceable and, even if enforceable, was properly terminated by the Company under the terms of the Engagement Letter and the market conditions under which the Engagement Letter was terminated.

On or about November 2, 2023, legal counsel for the Company filed an Answer, Affirmative Defenses and Counterclaims with the Court in response to the Complaint. The Company vigorously denied the claims asserted against it and asserted the following counterclaims with their Answer: Intentional interference with prospective economic advantage, consumer fraud, breach of fiduciary duty, breach of contract (damages in the amount of $1,000,000 were requested on each of the preceding counterclaims) and a declaratory judgment affirming that Gunnar's actions constituted gross negligence or willful misconduct, and the Company's termination of the Engagement Letter on such grounds was proper pursuant to its terms.

Plaintiffs have denied the allegations surrounding the Company's counterclaims and asserted their own affirmative defenses against the counterclaims and argue that they have the right to be reimbursed for attorneys' fees, costs and expenses incurred in responding to the counterclaims.

The outcome of the legal proceedings is uncertain at this point because of the many questions of fact and law that may arise and based on information available to the Company at present, it cannot reasonably estimate a range of loss for this action. The Company has asserted counterclaims exceeding the claims of the Plaintiffs.

Management, in consultation with legal counsel, has determined that it is "reasonably possible" that some of the claims may ultimately result in a loss to the Company. However, at this time, Management believes that any amount of any possible loss (damages), if any, will not have a material effect on the Company's consolidated statement of financial position or statement of operations. As of October 31, 2023, the Company has not accrued any amount for possible loss.

11. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through the filing of this Quarterly Report on Form 10-Q and determined there have been no events that have occurred that would require adjustment to our disclosures in the consolidated financial statements.

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

FORWARD LOOKING STATEMENTS

This report contains forward-looking statements regarding our business, financial condition, results of operations and prospects. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and similar expressions or variations of such words are intended to identify forward-looking statements but are not deemed to represent an all-inclusive means of identifying forward-looking statements as denoted in this report. Additionally, statements concerning future matters are forward-looking statements.

Although forward-looking statements in this report reflect the good faith judgment of our management, such statements can only be based on facts and factors currently known by us. Consequently, forward-looking statements are inherently subject to risks and uncertainties and actual results and outcomes may differ materially from the results and outcomes discussed in or anticipated by the forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those specifically addressed under the headings “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our annual report on Form 10-K for the year ended January 31, 2023, in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Form 10-Q and information contained in other reports that we file with the SEC. You are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this report.

We undertake no obligation to revise or update any forward-looking statements to reflect any event or circumstance that may arise after the date of this report, except as required by law. Readers are urged to carefully review and consider the various disclosures made throughout the entirety of this quarterly report, which are designed to advise interested parties of the risks and factors that may affect our business, financial condition, results of operations and prospects.

It should be noted that current public health threats could adversely affect our ongoing or planned business operations. In particular, the novel coronavirus (COVID-19) has resulted in quarantines, restrictions on travel and other business and economic disruptions. We cannot presently predict the scope and severity of any potential business shutdowns or disruptions, but if we or any of the third parties with whom we engage, including the partners and other third parties with whom we conduct business, were to experience shutdowns or other business disruptions, our ability to conduct our business in the manner and on the timelines presently planned could be materially and adversely impacted. The measures being taken by service providers and government agencies to suppress the spread of COVID-19 infection may delay time to production of our planned abuse deterrent fentanyl transdermal system product and therefor delay the time of filing with FDA for approval.

Overview

AVERSA™ transdermal abuse deterrent technology.

Our primary business is the development of a portfolio of transdermal pharmaceutical products. Our lead product is our abuse deterrent fentanyl transdermal system which will require approval from the Food and Drug Administration (“FDA”) and substantial additional capital for research and development. Our abuse deterrent transdermal product under development has the potential to provide clinicians and patients with an extended-release transdermal fentanyl product for use in managing chronic pain requiring around the clock opioid therapy combined with properties designed to deter the abuse and misuse of fentanyl patches. In addition, we believe that our abuse deterrent technology can be broadly applied to various transdermal products and our strategy is to follow the development of our abuse deterrent fentanyl transdermal system with the development of abuse deterrent transdermal products for pharmaceuticals that have risks or a history of abuse. We received on January 28, 2022, an Issue Notification from the United States Patent and Trademark Office (USPTO) for our United States patent entitled, “Abuse and Misuse Deterrent Transdermal System,” that protects our Aversa™ technology platform.

Through October 31, 2018, our business was the development of a line of consumer and health products that are delivered through a transdermal or topical patch. Following our acquisition of 4P Therapeutics on August 1, 2018, our focus expanded to include prescription pharmaceuticals, and we are seeking to develop and seek FDA approval on a number of transdermal pharmaceutical products under development by 4P Therapeutics.

Most of our planned consumer products require FDA approval for sale in the United States, and we have not sought to obtain, and we do not plan to seek to obtain, FDA approval to market these products in the United States at this time. Following our acquisition of selected assets from Pocono Coated Products, LLC (“Pocono”), we are primarily focused on providing contract manufacturing services and consulting services to 3rd party brands with no intention at this time to launch our own consumer products.

4P Therapeutics has not generated any revenue from any of its products under development. Rather, prior to our acquisition, 4P Therapeutics generated revenue to provide cash for its operations through contract research and development and related services for a small number of clients in the life sciences field on an as-needed basis. We are, for the near term, continuing this activity, although we do not anticipate that it will generate significant revenues and, since our acquisition, it has generated minor gross margins. We have no long-term contractual obligations, and either party can terminate at any time.

With the change in our focus, our capital requirements have increased substantially. The process of developing pharmaceutical products and submitting them for FDA approval is both time consuming and expensive, with no assurance of obtaining approval from the FDA to market our product in the United States. We will require approximately $13 million for research and development of our abuse deterrent fentanyl transdermal system, including clinical manufacturing and clinical trials that need to be completed to obtain FDA approval. However, the total cost could be substantially in excess of that amount.

On August 31, 2020, the Company closed the purchase of all of the assets of Pocono Coated Products (“PCP”) associated with its Transdermal, Topical, Cosmetic and Nutraceutical business (the “Assets”). pursuant to a Purchase Agreement (“Agreement”), entered into on August 31, 2020. The purchase price for the Assets was (i) $6,000,000 paid in shares of the Company’s common stock at a value of the average price of the previous 90 days at the date of Closing (the “Shares”); and (ii) a promissory note of the Company in the principal amount of $1,500,000, which note was repaid in full in October 2021. Subsequent to the repayment of the note, on October 25, 2021, the Shares were released from escrow.

On October 5, 2021, the Company, having been approved for the listing of its common stock on The Nasdaq Capital Market effective October 1, 2021, consummated a public offering (the “IPO”) of units (the “Units”), of common stock and warrants that were offered in the IPO on The Nasdaq Capital Market, which included 1,231,200 (each a “Unit”), each Unit consisting of one share of common stock, par value $0.001 per share, and one warrant (each a “Warrant”) at a price of $5.36 per Unit. Each Warrant is immediately exercisable, entitles the holder to purchase one share of common stock at an exercise price of $6.43 and will expire five (5) years from the date of issuance. The underwriters’ over-allotment option was exercised for 184,800 warrants to purchase shares of common stock bringing to total net proceeds to the Company from the IPO to $5,836,230. The shares of common stock and Warrants were separately transferred immediately upon issuance. As of October 31, 2023, 457,795 Warrants issued in the IPO have been exercised, with net proceeds to the Company of $2,942,970.

On November 1, 2021, The Board of Directors adopted the 2021 Employee Stock Option Plan (the “Plan”). The Company has reserved 408,333 shares to issue and sell upon the exercise of stock options issued under the Plan. On November 3, 2021, the Company filed a Registration Statement on Form S-8, to register under the Securities Act of 1933, as amended, the 408,333 shares of common stock reserved for issuance under the Plan, and on October 12, 2022, a Post-Effective Amendment to the Form S-8 was filed with the SEC. In accordance with the Plan, on February 1, 2022, the Company reserved an additional 233,333 shares and on February 1, 2023, the Company reserved an additional 233,333 shares. On January 21, 2022, the Board approved options to purchase 190,751 shares of the Company’s common stock under the Plan issued to executive officers and directors of the Company at an exercise price of $4.16 ($4.58 per share for two of the officers as required by IRS rules). On August 1, 2022, the Board approved option grants previously approved by the Compensation Committee for an aggregate of 137,084 shares of common stock at exercise prices $4.09 or $4.50 per share depending on IRS rules as applicable to the recipient, on September 30, 2022, approved option issuances under the Plan for an aggregate of 35,000 shares of common stock at an exercise price of $3.59 per share for services provided by the independent directors, as previously approved by the Compensation Committee. On December 8, 2022, the Board approved option grants to executive officers previously approved by the Compensation Committee for an aggregate of 107,500 shares at exercise prices of $3.75 ($4.12 for two of the officers as required by IRS rules). During the nine months ended October 31, 2023, the Board approved option grants to purchase 404,500 shares of common stock at exercise prices of $1.93-$3.975 per share previously approved by the Compensation Committee to executive officers and employees for services. As of October 31, 2023, 166 shares remain in the Plan. See Note 8 for further information.

The Company received a favorable verdict on July 13, 2022 from the Circuit Court, Orange County, Florida, providing for rescission of the Company's 2017 acquisition of Advanced Health Brands and recovery by the Company of the 1,400,000 shares (adjusted for a 1-for-4 reverse stock split effective June 23, 2019 and the 7-for-six forward stock split effective August 15, 2022) of common stock issued in the acquisition, effectively allowing the Company on July 25, 2022 to cancel 1.4M shares of common stock held by the defendants.

On July 26, 2022, our Board of Directors approved the amendment to our Articles of Incorporation to effect a 7 for 6 forward stock split (the "Stock Split") of our outstanding common stock. We filed the amendment set forth in a Certificate of Change with the Secretary of State of Nevada on August 4, 2022. The 7:6 forward split was effective for trading purposes on the Nasdaq Capital Market on August 12, 2022. Each shareholder of record as of the August 15, 2022 record date received one (1) additional share of common stock for each six (6) shares held as of the record date. No fractional shares of common stock were issued in connection with the Stock Split. Instead, all shares were rounded up to the next whole share. In connection with the Stock Split, which did not require shareholder approval under the Nevada corporation law, the number of authorized shares of common stock of the Company was increased in the same ratio as the shares of outstanding common stock were increased in the Stock Split, from 250,000,000 authorized shares to 291,666,666 authorized shares.

On October 31, 2022, the Company filed the Proxy Statement with the SEC for its Annual Meeting of Stockholders, for the election of directors held on December 9, 2022, in Orlando, Florida. This Proxy Statement is available on our website at *HTTPS://Nutriband.com/proxy*.

The Company on July 13, 2023 entered into an amended three-year $5,000,000 credit line facility (replacing the $2,000,000 facility that we had entered into on March 19, 2023), drawdowns under which bear interest at the rate of 7% per annum. The credit line provides the Company with available financing through the FDA approval process and into commercial scale manufacturing, for the Company's patented lead product, AVERSA™ Fentanyl, an abuse-deterrent fentanyl transdermal system.

Results of Operations

Three Months Ended October 31, 2023 and 2022

For the three months ended October 31, 2023, we generated revenue of $427,841 and our costs of revenue were $268,920. For the three months ended October 31, 2022, we generated revenue of $618,003 and our costs of revenue were $349,272. Our revenue for October 31, 2023, was derived from sales of $427,841 from our Transdermal Patches segment and $-0- from contract services from our 4P Therapeutics segment. The revenue from the Transdermal Patches segment remained relatively constant from the prior year. An increase in demand continued in the fourth quarter. The Company's contract with Sorrento Therapeutics was completed and 4P Therapeutics devoted most of its time to the development of its Aversa product, our cost of revenue for our contract research and development services represents our labor cost plus a modest amount of material costs which we passed on to the client. Our cost of sales decreased during the period for our contract services in comparison to the prior year as our main contract has been completed and the balance of the contract is being recognized with limited additional costs.

For the three months ended October 31, 2023, our selling, general and administrative expenses were $1,330,929 primarily legal, accounting and administrative salaries and non-cash compensation from the issuance of employee stock options compared to $1,049,532 for the three months ended October 31, 2022.The increase from 2022 is primarily attributable to increases in non-cash equity-based expenses.

During the three months ended October 31, 2023, the Company incurred research and development expenses of its Aversa Fentanyl product of $551,503, primarily of salaries and increases in development costs from Kindeva as compared to $290,718 for the three months ended October 31, 2022.

We incurred interest expense of $40,200 for the three months ended October 31, 2023, as compared to $3,966 for the three months ended October 31, 2022. The increase is primarily due to interest in the Company's related party loans.

As a result of the foregoing, we sustained a net loss of $1,759,946 or $(0.22) per share (basic and diluted) for the three months ended October 31, 2023, compared with a loss of $1,075,485, or $(0.14) per share (basic and diluted) for the three months ended October 31, 2022.

Nine Months Ended October 31, 2023 and 2022

For the nine months ended October 31, 2023, we generated revenue of $1,560,701 and our costs of revenue were $879,824. For the nine months ended October 31, 2022, we generated revenue of $1,552,074 and our costs of revenue were $931,061. Our revenue for October 31, 2023, was derived from sales of $1,395,701 from our Transdermal Patches segment and $165,034 from contract services from our 4P Therapeutics segment. The revenue from the Transdermal Patches segment increased from the prior year. An increase in demand continued in the subsequent quarter. Our cost of revenue for our contract research and development services represents our labor cost plus a modest amount of material costs which we passed on to the client. Our cost of sales decreased during the period for our contract services in comparison to the prior year as our main contract has been completed and the balance of the contract is being recognized with limited additional costs.

For the nine months ended October 31, 2023, our selling, general and administrative expenses were $2,849,399 primarily legal, accounting and administrative salaries including non-cash compensation from the issuance of warrants and employee stock options compared to $2,726,256 for the nine months ended October 31, 2022.The increase from 2022 is primarily attributable to an increase in investor relations expenses offset by a decrease in salaries and wages to executives of the Company.

During the nine months ended October 31, 2023, the Company incurred research and development expenses of its Aversa Fentanyl product of $1,397,055, primarily of salaries and increases in development costs from Kindeva as compared to $686,401 for the nine months ended October 31, 2022.

We incurred interest expense of $52,601 for the nine months ended October 31, 2023, as compared to $12,505 for the nine months ended October 31, 2022. The increase is primarily due to interest in the Company's related party loans.

As a result of the foregoing, we sustained a net loss of $3,604,348 or $(0.46) per share (basic and diluted) for the nine months ended October 31, 2023, compared with a loss of $2,804,149, or $(0.32) per share (basic and diluted) for the nine months ended October 31, 2022.

Liquidity and Capital Resources

As of October 31, 2023, we had $1,265,323 in cash and cash equivalents and working capital of $1,281,963, as compared with cash and cash equivalents of $1,985,440 and working capital of $1,945,132 as of January 31, 2023. During the nine months ended October 31, 2023, the Company on March 19, 2023, entered a three-year Credit Line Note facility for $2 million, to fund its research and development of its Aversa Fentanyl product, and an amendment thereto on July 13, 2023, increasing the amount available under the credit line to $5 million. As of October 31, 2023, the Company had drawn down a total of $2,000,000 under the credit line.

For the nine months ended October 31, 2023, we used cash of $2,809,269 in our operations. The principal adjustments to our net loss of $3,604,348 were depreciation and amortization of $218,382, and the issuance of employee stock options and warrants for services in the amount of $742,696.

For the nine months ended October 31, 2023, we used cash in investing activities of $2,624 primarily for the purchase of equipment.

For the nine months ended October 31, 2023, we provided cash in financing activities of $2,091,776 primarily from the proceeds of $2,000,000 from its line of credit and $106,528 from a factoring arrangement, offset from the payment on notes of $14,752.

Off Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Critical Accounting Policies

Going Concern Assessment

Management assesses liquidity and going concern uncertainty in the Company's condensed financial statements to determine whether there is sufficient cash on hand and working capital, including available borrowings on loans, to operate for a period of at least one year from the date the consolidated financial statements are issued or available to be issued, which is referred to as the "look-forward period", as defined in GAAP. As part of this assessment, based on conditions that are known and reasonably knowable to management, management will consider various scenarios, forecasts, projections, estimates and will make certain key assumptions, including timing and nature of projected cash expenditures or programs, its ability to delay or curtail expenditures or programs and its ability to raise additional capital, if necessary, among other factors. Based on this assessment, as necessary or applicable, management makes certain assumptions around implementing curtailments or delays in the nature and timing of programs and expenditures to the extent it deems probable those implementations can be achieved and management has the proper authority to execute them within the look-forward period.

As of October 31, 2023, the Company had cash and cash equivalents of $1,265,323 and working capital of $1,281,963. For the nine months ended October 31, 2023, the Company incurred a loss from operations of $3,565,577 and used cash flow from operations of $2,809,269. The Company has generated operating losses since its inception and has relied on sales of securities and issuance of third-party and related-party debt to support cash flow from operations. In October 2021, the Company consummated a public offering and received net proceeds of $5,836,230. The Company also received to date $3,239,845 proceeds from the exercise of warrants. The Company has used these proceeds to fund operations and will continue to use the funds as needed. In March 2023, the Company entered into a three-year $2,000,000 Credit Line Note facility, amended on July 13, 2023, to increase the credit line to $5,000,000, which will permit the Company to draw down on the credit line to fund the Company's research and development of its Aversa product.

Management has prepared estimates of operations for the next twelve months and believes that sufficient funds will be generated from operations to fund its operations for one year from the date of the filing of these condensed consolidated financial statements, which indicates improved operations and the Company's ability to continue operations as a going concern. The impact of COVID-19 on the Company's business has been considered in these assumptions; however, it is too early to know the full impact of COVID-19 or its timing on a return to normal operations.

Management believes the substantial doubt about the ability of the Company to continue as a going concern is alleviated by the above assessment. however, it is too early to know the full impact of COVID-19 or its timing on a return to normal operations.

Use of Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, the Company evaluates its estimates including, but not limited to, those related to such items as income tax exposures, accruals, depreciable/useful lives, allowance for doubtful accounts and valuation allowances. The Company bases its estimates on historical experience and on other various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates.

Revenue Recognition

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"), which amends the accounting standards for revenue recognition. ASU 2014-09 is based on principles that govern the recognition of revenue at an amount an entity expects to be entitled when products are transferred to a customer. The Company recognizes revenue based on the five criteria for revenue recognition established under Topic 606: 1) identify the contract, 2) identify separate performance obligations, 3) determine the transaction price, 4) allocate the transaction price among the performance obligations, and 5) recognize revenue as the performance obligations are satisfied.

Accounts Receivable

Trade accounts receivables are recorded at the net invoice value and are not interest bearing. The Company maintains allowances for doubtful accounts for estimated losses from the inability of its customers to make required payments. The Company determines its allowances by both specific identification of customer accounts where appropriate and the application of historical loss to non-applicable accounts. For the nine months ended October 31, 2023 and 2022, the Company recorded bad debt expense of $11,836 and $-0-, respectively, for doubtful accounts related to account receivable. During the nine months ended October 31, 2023, the Company entered into an accounts receivable sale agreement for one of its subsidiaries. The Company received $106,528 in funds against an accounts receivable that is currently a claim in bankruptcy. The net accounts receivable remain on the books of the Company and a corresponding amount has been included as a secured borrowing liability under Notes payable. If the bankruptcy claim is not paid in full by the debtor, the Company is obligated to pay any difference to the factor. The bankruptcy claim has not yet been settled by the bankruptcy court.

Inventories

Inventories are valued at the lower of cost and reasonable value determined using the first-in, first-out (FIFO) method. Net realized value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. The cost of finished goods and work in process is comprised of material costs, direct labor costs and other direct costs and related production overheads (based on normal operating capacity). As of October 31, 2023, total inventory was $174,641, consisting of work-in-process of $30,089 and raw materials of $144,552. As of January 31, 2023, total inventory was $229,335, consisting of work-in-process of $11,021 and raw materials of $218,334.

Intangible Assets

Intangible assets include trademarks, intellectual property and customer base acquired through business combinations. The Company accounts for Other Intangible Assets under the guidance of ASC 350, “Intangibles-Goodwill and Other.” The Company capitalizes certain costs related to patent technology. A substantial component of the purchase price related to the Company’s acquisitions have also been assigned to intellectual property and other intangibles. Under the guidance, other intangible assets with definite lives are amortized over their estimated useful lives. Intangible assets with indefinite lives are tested annually for impairment. Trademarks, intellectual property and customer base are being amortized over their estimated useful lives of ten years.

Goodwill

Goodwill represents the difference between the total purchase price and the fair value of assets (tangible and intangible) and liabilities at the date of acquisition. Goodwill is reviewed for impairment annually on January 31, and more frequently as circumstances warrant, and written down only in the period in which the recorded value of such assets exceeds their fair value. The Company does not amortize goodwill in accordance with ASC 350. In connection with the Company’s acquisition of 4P Therapeutics LLC in 2018, the Company recorded Goodwill of $1,719,235. On August 31, 2020, in connection with the Company’s acquisition of Pocono Coated Products LLC and Active Intelligence LLC, the Company recorded Goodwill of $5,810,640. During the years ended January 31, 2023 and 2022, the Company recorded an impairment charge of $327,326 and $2,180,836, respectively, reducing the Active Intelligence LLC Goodwill to $3,302,478. As of October 31, 2023 and January 31 2023, Goodwill amounted to $5,021,713 and $5,021,713, respectively.

Long-lived Assets

Management reviews long-lived assets for potential impairment whenever significant events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment exists when the carrying amount of the long-lived asset is not recoverable and exceeds its fair value. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the estimated undiscounted cash flows expected to result from the use and eventual disposition of the asset. If an impairment exists, the resulting write-down would be the difference between the fair market value of the long-lived asset and the related book value.

Earnings per Share

Basic earnings per share of common stock is computed by dividing net earnings by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed by dividing net earnings by the weighted average number of shares of common stock and potential shares of common stock outstanding during the period. Potential shares of common stock consist of shares issuable upon the exercise of outstanding options and common stock purchase warrants. As of October 31, 2023, and 2022, there were 2,157,873 and 1,645,506 common stock equivalents outstanding, that were not included in the calculation of dilutive earnings per share as their effect would be anti-dilutive.

Stock-Based Compensation

ASC 718, “Compensation - Stock Compensation,” prescribes accounting and reporting standards for all share-based payment transactions in which employee services, and, since February 1, 2019, non-employees, are acquired. Transactions include incurring liabilities, or issuing or offering to issue shares, options and other equity instruments such as employee stock ownership plans and stock appreciation rights. Share-based payments to employees, including grants of employee stock options, are recognized as compensation expense in the financial statements based on their fair values. That expense is recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period). As of February 1, 2019, pursuant to ASC 2018-07, ASC 718 was applied to stock-based compensation for both employees and non-employees.

Research and Development Expenses

Research and development costs are expensed as incurred.

Income Taxes

Taxes are calculated in accordance with taxation principles currently effective in the United States and Ireland.

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

The Company records net deferred tax assets to the extent they believe these assets will more likely than not be realized. In making such determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent financial operations. In the event the Company was to determine that it would be able to realize its deferred income tax assets in the future in excess of its net recorded amount, the Company would make an adjustment to the valuation allowance which would reduce the provision for income taxes.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure controls and procedures.

As of the end of period covered by this report, we carried out an evaluation, with the participation of our chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures pursuant to Securities Exchange Act Rule 13a-15. Based upon that evaluation, we concluded that our disclosure controls and procedures are not effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms.

Management has determined that our internal controls contain material weaknesses due to the absence of segregation of duties, as well as lack of qualified accounting personnel, and excessive reliance on third-party consultants for accounting, financial reporting and related activities. During the past fiscal year, we have added qualified accounting personnel, so the Company does not have to rely on third-party consultants. The Company has established additional monitoring controls over the financial statements. We have also improved our internal controls to provide for a detailed accounting review of all revenue items and accounts receivable and accounts payable transactions in connection with the entry and categorization of each transaction in the preparation of the Company's financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Changes in internal controls over financial reporting.

No changes were made to our internal controls in the quarterly period covered by this report that have materially affected, or are reasonably likely materially to affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

With respect to legal proceedings that arise in the ordinary course of business, when the Company becomes aware of a claim or potential claim, it assesses the likelihood of any loss or exposure. In accordance with authoritative guidance, the Company records loss contingencies in its financial statements only for matters in which losses are probable and can be reasonably estimated.

On September 21, 2023, we were served with a complaint (the "Complaint") filed in the Supreme Court of the State of New York, County of New York, Commercial Division (the "Court") under Index Number 654633/2023, by Joseph Gunnar, LLC, an investment broker-dealer located in New York City ("Gunnar"), and Lucosky Brookman LLP, the attorneys for Gunnar during the relevant period (collectively the "Plaintiffs"), suing the Company, Gareth Sheridan (our CEO and a director), Serguei Melnik, (our President and a director),Vitalie Botgros (a stockholder of the Company), TII Jet Services LDA (an aircraft leasing firm, "Jet Services") and Wolf Blitz, Inc. (a consulting company, "Wolf Blitz"), collectively the "Defendants".

The Complaint alleges, in multiple counts, damages resulting from the Company's termination in or about July 2023 of an April 6, 2023 engagement letter between Gunnar and the Company, (the "Engagement Letter"), that contemplated a public offering of our common stock to be underwritten and sold by Gunnar as the sole underwriter. Subsequently, the Company, due to market conditions and prior to executing an underwriting agreement or similar commitment as to the terms of the offering with Gunnar, declined to proceed with the offering and accordingly terminated the Engagement Agreement in July 2023.

The Complaint alleges claims for damages against: (1) the Company, Gareth Sheridan and Serguei Melnik (the "Company Defendants") for breach of contract due to the Company's failure to proceed with the offering; (2) the Company Defendants for fraudulently inducing Gunnar to enter into the Engagement Letter; (3) the Company Defendants for fraudulent statements made in connection with the contemplated offering; (4) the Company Defendants for fraudulent concealment of pursuit of alternative financing during the engagement period under the Engagement Letter; (5) Jet Services, Vitalie Botgros and Wolf Blitz for tortious interference resulting from discussions concerning alternative financing during the engagement period; (6) Jet Services, Vitalie Botgros, and Wolf Blitz for tortious interference with a prospective business opportunity; (7) the Company Defendants for negligent misrepresentation; and (8) against the Defendants other than Jet Services for promissory estoppel as to promises purportedly made to complete the offering.

Further, Gunnar seeks an award of actual and compensatory damages in an amount exceeding $500,000, as well as exemplary and punitive damages, while Lucosky Brookman LLP seeks attorneys' fees, costs and expenses pursuant to indemnification obligations under the Engagement Letter.

Additionally, the Company believes the Engagement Letter is unenforceable and, even if enforceable, was properly terminated by the Company under the terms of the Engagement Letter and the market conditions under which the Engagement Letter was terminated.

On or about November 2, 2023, legal counsel for the Company filed an Answer, Affirmative Defenses and Counterclaims with the Court in response to the Complaint. The Company vigorously denied the claims asserted against it and asserted the following counterclaims with their Answer: Intentional interference with prospective economic advantage, consumer fraud, breach of fiduciary duty, breach of contract (damages in the amount of $1,000,000 were requested on each of the preceding counterclaims) and a declaratory judgment affirming that Gunnar's actions constituted gross negligence or willful misconduct, and the Company's termination of the Engagement Letter on such grounds was proper pursuant to its terms.

Plaintiffs have denied the allegations surrounding the Company's counterclaims and asserted their own affirmative defenses against the counterclaims, and argue that they have the right to be reimbursed for attorneys' fees, costs and expenses incurred in responding to the counterclaims.

ITEM 1A. RISK FACTORS

You should carefully consider the key risks described below together with all of the other information included in this report and our Annual Report on Form 10-K, filed with the Securities and Exchange Commission on April 26, 2023, before making an investment decision with regard to our securities. The risks set forth below and in our Form 10-K are not the only risks facing us. Additional risks and uncertainties may exist that could also adversely affect our *business, prospects or operations. If any of the following risks actually occurs, our business, financial condition or results of operations could be harmed. In that case, the trading price of our common stock could decline, and you may lose all or a significant part of your investment.*

Because we are an early-stage company with minimal revenue and a history of losses and we expect to continue to incur losses for the foreseeable future, we cannot assure you that we can or will be able to operate profitably.

We did not generate any revenue prior to the quarter ended October 31, 2018 and, since then, we have reported only modest revenue from our pharmaceutical transdermal patch business. We are subject to the risks common to start-up, pre-revenue enterprises, including, among other factors, undercapitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. Drug development companies typically incur substantial losses during the product development and FDA testing phase of the business and do not generate revenues until after the drug has received FDA approval, which cannot be assured, and until the company has started to sell the product. We can give no assurance that we can or will ever be successful in achieving profitability and the likelihood of our success must be considered in light of our early stage of operations. We cannot assure you that we will be able to operate profitably or generate positive cash flow. If we cannot achieve profitability, we may be forced to cease operations and you may suffer a total loss of your investment.

Because we do not have a product we can market in the United States, we cannot predict when or whether we will operate profitably.

We have not completed the development of our lead product, which is our abuse deterrent fentanyl transdermal system, and we do not have any product that we can market in the United States. Because of the numerous risks and uncertainties associated with product development, we cannot assure you that we will be able to develop and market any products or achieve or attain profitability. If we are able to obtain financing for our operations, we expect that we will incur substantial expenses as we continue with our product development and clinical trials. Further, if we are required by applicable regulatory authorities, including the FDA as well as the comparable regulatory agencies in other countries in which we may seek to market product, to perform studies in addition to those we currently anticipate, our expenses will increase beyond expectations and the timing of any potential product approval may be delayed. As a result, we expect to continue to incur substantial losses and negative cash flow for the foreseeable future.

We face litigation risks in a legal proceeding that could have an adverse effect on our company.

On September 21, 2023, we were sued by Joseph Gunnar, LLC, an investment broker-dealer located in New York City (“Gunnar”), in the Supreme Court of the State of New York, County of New York, Commercial Division, claiming damages resulting from the Company’s termination in July 2023 of an engagement letter for our use of Gunnar as an underwriter of a public offering of our common stock. The complaint filed by Gunnar includes claims for damages based on, inter alia, breach of contract, misrepresentations, inducement and fraud in connection with the termination of the proposed offering by us. Our Chief Executive Officer and our President are both named as individual defendants in this case (see the more detailed description of this case in Item 1. Legal Proceedings above in this report). The Company has filed a counterclaim against Gunnar for breach of contract and further claims for misrepresentations, inducement and fraud related to our termination of the engagement letter; and Gunnar has filed an Answer to our Counterclaims. Litigation may be time-consuming, expensive and disruptive to normal business operations, and the outcome of this litigation is difficult to predict. The defense of this lawsuit may result in significant expense and a diversion of management’s time and attention from the operation of our business, which could impede our ability to achieve our business objectives, and an unfavorable outcome may have an adverse effect on our business, financial condition and results of operations. Additionally, any amount that we may be required to pay to satisfy a judgment or settlement of this litigation may not be covered by insurance. Under our By-Laws and the indemnification agreements that we have entered into with our officers and directors, we are required to indemnify and advance expenses to them in connection with their participation in proceedings arising out of their service to us. The outcome of litigation is inherently uncertain. If one or more legal matters in this litigation were resolved against the Company in a reporting period for amounts above management’s expectations, the Company’s financial condition and operating results for that reporting period could be materially adversely affected.

Our stock price has been and is likely to continue to be volatile and you may not be able to resell shares of our common stock at or above the price you paid, if at all.

The trading price of our common stock has experienced fluctuations due to the factors discussed in these risk factors section and elsewhere in this report. In addition, the stock market in general has, and the NASDAQ Global Market and technology companies in particular have, experienced extreme price and volume fluctuations. These trading prices and valuations may not be sustainable. These broad market and industry factors may decrease the market price of our common stock, regardless of our actual operating performance. In addition, in the past, following periods of volatility in the overall market and the market price of a company’s securities, securities class action litigation has often been instituted against companies (primarily those that are larger than us) that experienced such volatility. This type of litigation, if instituted against us, regardless of its outcome, could result in substantial costs and a diversion of our management’s attention and resources.

Our business is impacted by the following additional key risks:

- Our business could be adversely affected by the effects of health pandemics or epidemics, including the recent outbreak of COVID-19, which was declared by the World Health Organization as a global pandemic, and is resulting in travel and other restrictions to reduce the spread of the disease, including state and local orders across the country, which, among other things, direct individuals to shelter at their places of residence, direct businesses and governmental agencies to cease non-essential operations at physical locations, prohibit certain non-essential gatherings, and order cessation of non-essential travel. The effects of these orders, government-imposed quarantines and measures we would take, such as work-from-home policies, may negatively impact productivity, disrupt our business and could delay our clinical programs and timelines, the magnitude of which will depend, in part, on the length and severity of the restrictions and other limitations on our ability to conduct our business in the ordinary course. These and similar, and perhaps more severe, disruptions in our operations could negatively impact our business, operating results and financial condition. Further, quarantines, shelter-in-place and similar government orders, or the perception that such orders, shutdowns or other restrictions on the conduct of business operations could occur, related to COVID-19 or other infectious diseases could impact personnel at third-party manufacturing facilities in the United States and other countries, or the availability or cost of materials, which could disrupt our supply chain.

- The FDA regulatory process may take longer and be more expensive than we anticipate without any assurance that we will obtain FDA approval.

- If we are not able to obtain FDA approval for our lead product, we may not have the resources to develop any other product, and we may not be able to continue in business.

- We may not be able to launch any products for which we receive FDA marketing approval.

- We may not be able to establish a distribution network for the marketing and sale of any products for which we receive FDA approval.

- We may not be able to establish manufacturing facilities in compliance with FDA good manufacturing practices or to enter into manufacturing agreements for the manufacture of our products in an FDA approved manufacturing facility.

- It may be necessary to us to enter into a joint venture or other strategic relationship in order to develop, perform clinical testing for, manufacture or market any of our proposed products. We may not be able to enter into such a relationship, and any relationship may not be successful, and the other party may have business interests and priorities that are different from ours.

- We may be unable to accurately estimate anticipated expenses, capital requirements and needs for additional financing;

ITEM 6. EXHIBITS.

Exhibit Number	Description of Exhibits
31.1	Section 302 Certificate of Chief Executive Officer.
31.2	Section 302 Certification of Chief Financial Officer
32.1	Section 906 Certificate of Chief Executive Officer and Principal Financial Officer.
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

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

NUTRIBAND INC.

December 13, 2023

By: /s/ Gareth Sheridan
Gareth Sheridan,
Chief Executive Officer
(Principal Executive Officer)

December 13, 2023

By: /s/ Gerald Goodman
Gerald Goodman,
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002

I, Gareth Sheridan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Nutriband Inc.;

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

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

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

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

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

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

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

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

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

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

DATE: December 13, 2023

/s/ Gareth Sheridan
Gareth Sheridan,
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002

I, Gerald Goodman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Nutriband Inc.;

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

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

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

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

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

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

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

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

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

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

DATE: December 13, 2023

/s/ Gerald Goodman
Gerald Goodman,
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

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

In connection with the quarterly report of Nutriband Inc. (the "Company") on Form 10-Q for the quarter ended October 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gareth Sheridan, chief executive officer, and I, Gerald Goodman, chief financial officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002:

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

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

December 13, 2023	/s/ Gareth Sheridan
	Gareth Sheridan, Chief Executive Officer (Principal Executive Officer)
December 13, 2023	/s/ Gerald Goodman
	Gerald Goodman, Chief Financial Officer (Principal Financial Officer)