UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

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

Date of Report: May 17, 2021
(Date of earliest event reported)

Arcadia Biosciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-37383**	**81-0571538**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

202 Cousteau Place, Suite 105
Davis, CA 95618
(Address of principal executive offices, including zip code)

(530) 756-7077
(Registrant's telephone number, including area code)

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

☐ Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common	RKDA	NASDAQ CAPITAL MARKET

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

Emerging growth company ☐

If an emerging growth company, indicate by 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. ☐

Introductory Note

On May 21, 2021, Arcadia Biosciences, Inc. (the "Company") filed a Current Report on Form 8-K (the "Initial Form 8-K") reporting that on May 17, 2021, the Company completed its acquisition of certain assets ("Asset Acquisition") of Eko Holdings, LLC, a California limited liability company ("Eko"), Lief Holdings, LLC, a California limited liability company ("Lief"), and Live Zola, LLC, a California limited liability company ("LiveZola").

In accordance with and as permitted by Section 9.01(a)(3) of Form 8-K, the Company is filing this amendment to the Initial Form 8-K to provide the required financial statements and pro forma financial information that were not filed with the Initial Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(a) *Financial Statements of Business Acquired*

The audited consolidated financial statements of Rever Holdings, LLC ("Rever Holdings") for the year ended December 31, 2020 and the related notes for such financial statements, and the unaudited condensed consolidated financial statements for Rever Holdings for the three months ended March 31, 2021 and the related notes for such financial statements, are attached as Exhibit 99.1 and 99.2, respectively, hereto and incorporated herein by reference. Rever Holdings is the sole member and holding company for Lief and Eko.

The audited financial statements for the Coconut Water Line of LiveZola for the year ended December 31, 2020 and the related notes for such financial statements, and the unaudited financial statements for the Coconut Water Line of LiveZola for the three months ended March 31, 2021 and the related notes for such financial statements, are attached as Exhibit 99.3 and 99.4, respectively, hereto and incorporated herein by reference. The Company acquired the Coconut Water line of business of LiveZola in the Asset Acquisition.

(b) *Pro Forma Financial Information*

Unaudited pro forma condensed combined financial statements, which include a pro forma condensed combined balance sheet as of March 31, 2021 and pro forma condensed combined statements of operations for the year ended December 31, 2020 and the three months ended March 31, 2021 and the notes related thereto, are attached as Exhibit 99.5 hereto and incorporated herein by reference.

(d) *Exhibits*

Exhibit Number	Description
23.1	Consent of Armanino LLP.
23.2	Consent of CohnReznick LLP.
99.1	Audited consolidated financial statements of Rever Holdings, LLC for the year ended December 31, 2020.
99.2	Unaudited condensed consolidated financial statements of Rever Holdings, LLC for the three months ended March 31, 2021.
99.3	Audited financial statements for the Coconut Water Line of LiveZola, LLC for the year ended December 31, 2020.
99.4	Unaudited financial statements for the Coconut Water Line of LiveZola, LLC for the three months ended March 31, 2021.
99.5	Pro Forma Financial Information listed in Item 9.01(b).

SIGNATURE

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

ARCADIA BIOSCIENCES, INC.

Date: August 2, 2021

By: /s/ PAMELA HALEY
Name: Pamela Haley
Title: Chief Financial Officer

Exhibit 23.1

Consent of Independent Certified Public Accountants

We consent to the incorporation by reference in Registration Statements Nos. 333-229047, 333-232858, and 333-235446 on Form S-1, Registration Statements Nos. 333-224061, 333-224893, 333-239641 and 333-252659 on Form S-3, and Registration Statement Nos. 333-204215, 333-210023, 333-216545, 333-223805, 333-232072, 333-237438 and 333-256599 on Form S-8 of Arcadia Biosciences, Inc. of our report dated July 28, 2021 with respect to the consolidated financial statements of Rever Holdings, LLC. for the year ended December 31, 2020, incorporated by reference in this Current Report on Form 8-K/A of Arcadia Biosciences, Inc.

/s/ Armanino, LLP
Bellevue, Washington

August 2, 2021

Exhibit 23.2

INDEPENDENT AUDITOR'S CONSENT

We consent to the incorporation by reference in Registration Statements on Form S-1 (File Nos. 333-229047, 333-232858, and 333-235446), Form S-3 (File Nos. 333-224061, 333-224893, 333-239641 and 333-252659) and Form S-8 (File Nos. 333-204215, 333-210023, 333-216545, 333-223805, 333-232072, 333-237438 and 333-256599) of Arcadia Biosciences, Inc. of our report dated July 9, 2021 with respect to the financial statements of the Coconut Water Line of Live Zola, LLC, for the year ended December 31, 2020, which is incorporated by reference in this Current Report on Form 8-K/A of Arcadia Biosciences, Inc. on August 2, 2021.

/s/ CohnReznick LLP
Los Angeles, California

August 2, 2021

EXHIBIT 99.1

REVER HOLDINGS, LLC.

Consolidated Financial Statements
For The Year Ended And As Of
December 31, 2020

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Member of Rever
Holdings, LLC.
San Jose, California

We have audited the accompanying consolidated financial statements of Rever Holdings, LLC. (the "Company"), which comprise the consolidated balance sheet as of December 31, 2020, and the related consolidated statement of operations, changes in member's deficit, and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Rever Holdings, LLC. as of December 31, 2020, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

/s/ Armanino LLP
Bellevue, Washington

July 28, 2021

MOORE

An independent firm
associated with Moore
Global Network Limited

REVER HOLDINGS, LLC.
CONSOLIDATED BALANCE SHEET

		December 31, 2020
ASSETS		
Current assets		
Cash and cash equivalents	$	306,948
Accounts receivable, net		451,648
Inventories		1,489,522
Prepaids and other current assets		18,398
Total current assets		2,266,516
Right-of-use asset		495,428
Property, plant and equipment, net		203,896
Intangible assets, net		60,665
Other assets		110,331
Total assets	$	3,136,836
LIABILITIES AND MEMBER'S DEFICIT		
Current liabilities		
Accounts payable	$	889,101
Accounts payable - related party		4,341,428
Accrued and other current liabilities		69,503
Current portion of lease liabilities		122,006
Notes payable		248,396
Current Liabilities		5,670,434
Lease liabilities		495,522
Total liabilities		6,165,956
Commitments and Contingencies - Note 10		
Member's deficit		
Member's capital		661,000
Accumulated deficit		(3,690,120)
Total member's deficit		(3,029,120)
Total liabilities and member's deficit	$	3,136,836

See the accompanying notes to these consolidated financial statements.

REVER HOLDINGS, LLC.
CONSOLIDATED STATEMENT OF OPERATIONS

	Year ended December 31, 2020
Revenue	$ 4,277,478
Cost of goods sold	3,285,720
Gross profit	991,758
Operating expenses:	
Sales and marketing	1,053,931
General and administration	1,472,667
Total operating expenses	2,526,598
Loss from operations	(1,534,840)
Other income (expenses):	
Other income	50,040
Other expense	(466,198)
Total other expenses	(416,158)
Net loss	$ (1,950,998)

See the accompanying notes to these consolidated financial statements.

REVER HOLDINGS, LLC.
CONSOLIDATED STATEMENT OF CHANGES IN MEMBER'S DEFICIT

	Member's Capital	Accumulated Deficit	Total Member's Deficit
Balance at December 31, 2019	$ 661,000	$ (1,739,122)	$ (1,078,122)
Net loss	—	(1,950,998)	(1,950,998)
Balance at December 31, 2020	$ 661,000	$ (3,690,120)	$ (3,029,120)

See the accompanying notes to these consolidated financial statements.

REVER HOLDINGS, LLC.
CONSOLIDATED STATEMENT OF CASH FLOWS

	Year Ended December 31, 2020
Cash flows from operating activities:	
Net loss	$ (1,950,998)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation expense	54,150
Amortization of intangible assets	15,168
Other income PPP loan forgiveness	(50,040)
Change in operating assets and liabilities:	
Accounts receivable	129,744
Inventories	(803,055)
Prepaids and other current assets	(3,190)
Other assets	(12,457)
Accounts payable	539,199
Accounts payable - related party	1,853,702
Accrued and other current liabilities	60,261
Lease liabilities	56,251
Net cash used in operating activities	(111,265)
Cash flow from investing activities	
Purchases of property, plant and equipment	(87,527)
Net cash used in investing activities	(87,527)
Cash flow from financing activities	
Proceeds from issuance of note payable	298,436
Net cash provided by financing activities	298,436
Net increase in cash and cash equivalents	99,644
Cash and cash equivalents, beginning of the year	207,304
Cash and cash equivalents, end of the year	$ 306,948
Supplemental cash flow information	
Cash paid for interest	$ 826

See the accompanying notes to these consolidated financial statements.

Note 1: Description of Business Nature of Operations

On December 20, 2018 Rever Holdings, LLC. ("the Company", "Rever") was created by Left Coast Ventures, Inc. ("LCV") the sole member, as a holding company for recently registered Eko Holdings, LLC. ("Eko") and Lief Holdings, LLC. ("Lief"). Eko and Lief were created to manufacture brand development, and distribution CBD infused products including third party CBD infused products. Wholly owned, licensed, and/or distributed brands within the Rever's portfolio include: SoulSpring™ CBD, and Provault™ CBD.

Note 2: Summary of Significant Accounting Policies

Basis of Presentation
The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") and the accounting policies set out below have been applied. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations have been reflected herein.

Principles of Consolidation
The accompanying consolidated financial statements include the assets, liabilities, revenue and expenses of all wholly-owned and majority-owned subsidiaries over which the Company exercises control and, when applicable, entities in which the Company has a controlling financial interest or is the primary beneficiary. All intercompany balances and transactions have been eliminated.

Use of Estimates
The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates.

Risk and Uncertainties
On March 11, 2020, the World Health Organization declared the novel strain of coronavirus (COVID-19) a global pandemic and recommended containment and mitigation measures worldwide. The COVID-19 outbreak in the United States has caused business disruption through mandated and voluntary closings of businesses and shelter in place orders. In response, the U.S. Government enacted the Coronavirus Aid, Relief, and Economic Security (CARES) Act, which includes significant provisions to provide relief and assistance to affected organizations. While the disruption is currently expected to be temporary, there is considerable uncertainty around the duration of the closings and shelter in place orders and the ultimate impact of the CARES Act and other governmental initiatives. Certain accounting judgments and estimates performed by the Company require consideration of forecasted financial information in the context of the information reasonably available and the unknown future impact of the COVID-19 pandemic could result in a material adverse impact to the consolidated financial statements in future periods.

Cash and Cash Equivalents
Cash and cash equivalents are considered to be all highly liquid investments with original maturities of three months or less.

Note 2: Summary of Significant Accounting Policies (continued)

Accounts Receivable
Accounts receivable represent amounts earned but not yet collected and are carried at their estimated collectible amounts.

The Company follows the allowance method of recognizing uncollectible accounts receivable. The Company assesses all information available, including past due status, credit ratings, current market and customer financial conditions, and the existence of third-party insurance. Bad debt expense for the year ended December 31, 2020 totaled $32,809. As of December 31, 2020, the Company provided an allowance for doubtful accounts of $957.

Inventories
Inventories of the Company's finished goods and raw materials are valued at the lower of cost or net realizable value ("NRV"). Inventories are carried at NRV whenever such becomes lower than cost due to damage, physical deterioration, obsolescence, changes in price levels or other causes. Cost is determined using the weighted average cost basis. Products for resale are valued at cost. The cost of inventory includes direct product costs, direct labor costs, and an allocation of manufacturing overhead costs. The allowance account is reviewed on a regular basis to reflect the accurate valuation in the financial records. Inventory items identified to be obsolete and unusable are written off and charged as expense in the period such losses are identified. The Company has never recorded a write-down of inventory.

Property, Plant and Equipment
Property, plant and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization related to assets used in production is recorded in cost of goods sold. Depreciation and amortization related to non-production assets is recorded through operating expenses. Depreciation and amortization are calculated on a straight-line basis over the estimated useful life of the asset as follows:

Computer equipment	2years
Machinery and equipment	4years
Leasehold improvements	4years

Impairment of Long-lived Assets
Long-lived assets, such as property, plant and equipment and intangibles, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by that asset or asset group to its carrying value. If the carrying value of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, and quoted market values, as considered necessary. The Company recognized no impairment charges on long-lived assets for the year ended December 31, 2020.

Intangible Assets
Intangible assets are acquired at fair value at the acquisition date. Intangible assets are recorded at cost less accumulated amortization and impairment losses, if any. Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in profit or loss as incurred.

Tradenames recognized upon acquisition are amortized on a straight-line basis over the expected useful life of 6 years.

Note 2: Summary of Significant Accounting Policies (continued)

Revenue Recognition
The Company recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services in accordance with ASU 2014-09, *Revenue from Contracts with Customers* ("Topic 606"). The Company enters into contracts that can include various products, which are generally capable of being distinct and accounted for as separate performance obligations. Revenue is recognized net of any taxes collected from customers, which are subsequently remitted to governmental authorities. The revenue recognition policy is consistent for sales generated directly with customers and sales generated indirectly through solution partners and resellers.

Revenues are recognized upon the application of the following steps:

1. Identification of a contract or contracts with a customer;
2. Identification of performance obligation(s) in the contract;
3. Determination of the transaction price;
4. Allocation of the transaction price to the performance obligations in the contract; and
5. Recognition of revenue when, or as, the performance obligation is satisfied.

Contracts with customers are at the point of sale and while often include transfer multiple products to a customer; they do not require future obligations. The Company generally considers each transaction as a separate performance obligation. Products are generally sold without a right of return, except for the extremely rare instance of a significant product defect identified upon delivery, which is not considered a separate performance obligation.

The Company allocates the transaction price for each contract to each performance obligation based on the relative standalone selling price ("SSP") for each performance obligation. The Company uses judgment in determining the SSP for products. The Company typically determines an SSP range for its products which are reassessed on a periodic basis or when facts and circumstances change. For all performance obligations (multiple products), the Company is able to determine SSP based on the observable prices of products sold separately in comparable circumstances to similar customers.

In certain instances, the Company may provide incentives and discounts. The discounts are generally applied to promotional products. The discounts are determinable and fixed at the inception of the contract and accounted for as a reduction of the purchase price. Contracts do not include a significant financing component.

The majority of customer contracts, which may be in the form of purchase orders, or contracts contain performance obligations for delivery of agreed upon products. Typically, when a customer contract contains multiple performance obligations, satisfaction of these obligations occurs simultaneously, at a single point in time (or within the same accounting period). Transfer of control typically occurs at the time of delivery and title and the risks and rewards of ownership have passed to the customer, and the Company has a right to payment. Thus, the Company generally recognizes revenue upon delivery of the product.

All shipping and handling activities are performed before the customers obtain control of products and accounted for as cost of goods sold.

The Company does not have any customer contracts that contain future deliverables that meet the definition of unsatisfied performance obligations in accordance with Topic 606.

Note 2: Summary of Significant Accounting Policies (continued)

Fair Value Measurements

The Company determines the fair value of its financial instruments in accordance with the provisions of FASB ASC 820, *Fair Value Measurement*, which establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 - Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;
- Level 3 - Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable inputs reflect the assumptions that market participants would use in pricing the asset or liability.

The carrying values of the Company's financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued and other current liabilities approximated their fair values due to the short period of time to maturity or repayment.

Advertising Costs

Advertising costs are expensed as incurred and included in sales and marketing expense in the accompanying consolidated statements of operations. Advertising costs totaled $4,479 for the year ended December 31, 2020.

Income Taxes

The Company is a limited liability company that is treated as a partnership for U.S. federal and state income tax purposes. Accordingly, the Company is not subject to federal or state income taxes. The income or loss of the Company is included in the return of its member. Therefore, no provision, liability, or benefit for income taxes has been included in the consolidated financial statements. The Company does not have any unrecognized tax benefits as of December 31, 2020. As of December 31, 2020, the Company did not accrue any interest or penalties related to uncertain tax positions.

Leases

ASC 842, *Leases* ("ASC 842"), requires lessees to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. Under ASC 842, a lessee is required to recognize assets and liabilities for leases with terms of more than 12 months. Lessor accounting remains substantially similar to current U.S. GAAP. ASC 842 also provides a package of transition practical expedients that allow an entity to not reassess (1) whether any expired or existing contracts contain a lease, (2) the lease classification of any expired or existing lease, and (3) initial direct costs for any existing lease.

Effective October 1, 2019, the Company adopted ASC 842 using the modified retrospective method. Under the available practical expedient, the Company accounts for the lease and non-lease components as a single lease component for all classes of underlying assets as both a lessee and lessor. Further, the Company elected a short-term lease exception policy on all classes of underlying assets, permitting the Company to not apply the recognition requirements of ASC 842 to short-term leases (i.e. leases with terms of 12 months or less).

Note 2: Summary of Significant Accounting Policies (continued)

Leases (continued)
Right-Of-Use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the corresponding obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. Variable lease payments are not included in the calculation of the ROU asset and lease liability due to uncertainty of the payment amount and are recorded as lease expense in the period incurred. As most of the leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The Company uses the implicit rate when readily determinable. The lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Note 3: Concentration of Credit Risk

Financial instruments that subject the Company to potential concentrations of credit risk consist principally of cash and trade accounts receivable. The Company maintains its cash primarily in U.S. bank accounts, which at times may exceed federally insured limits. At December 31, 2020, the Company did not have any uninsured cash and cash equivalents.

There were two customers that accounted for more than 10% of the Company's accounts receivables as of December 31, 2020. There were four customers that accounted for more than 10% of the Company's revenue for the year ended December 31, 2020.

Note 4: Related Party Transactions

In the normal course of business, the Company enters into various unsecured and non-interest bearing transactions between related parties. The majority of related party activity relates to operational funding requests and services provided. Balance sheet netting is performed on an individual related party basis when the right of offset exists based on historical precedence.

At December 31, 2020, the Company had amounts due to Left Coast Ventures (parent company), of $4,341,428 for short-term working capital advances which is recorded in "Accounts payable – related party" on the accompanying balance sheet and are considered short-term.

Note 5: Inventories

Inventories consist of raw materials and finished goods. Finished goods consist of distillates & crude oil extracted from cannabis plant material as well as cannabis flower held for resale, and raw materials consist of the harvested cannabis plant material.

At December 31, 2020, inventories consisted of the following:

Raw materials	$ 94,225
Finished goods	1,395,297
Total inventory	$ 1,489,522

Note 6: Property, Plant and Equipment

At December 31, 2020, property, plant and equipment consisted of the following:

Computer Equipment	$	10,358
Machinery and Equipment		207,060
Leasehold Improvements		69,300
Total		286,718
Less: accumulated depreciation		(82,822)
	$	203,896

For the year ended December 31, 2020, depreciation expense was $54,150.

Note 7: Intangible Assets

At December 31, 2020, intangible assets consisted of the following:

Tradenames	$	91,000
Less: Accumulated amortization		(30,335)
	$	60,665

Amortization expense for the year ended December 31, 2020 was $15,168. Estimated amortization expense for each of the ensuing years through December 31, 2024 is $15,168 per year (except for 2024 which will be $15,161).

Note 8: Leases

Operating Leases
The Company leases its business facilities from third parties under operating agreements. The leases expire under various terms through 2024.

As of December 31, 2020, the Company's right-of-use assets were $495,428, the Company's current maturities of operating lease liabilities were $122,006, and the Company's noncurrent lease liabilities were $495,522.

The table below presents lease related terms and discount rates as of December 31, 2020.

Weighted average remaining lease term	
Operating leases	41
Weighted average discount rate	
Operating leases	25.0%

Note 8: Leases (continued)

The reconciliation of the maturities of the operating leases to the lease liabilities recorded in the Consolidated Balance Sheet as of December 31, 2020 are as follows:

	2021		256,740
	2022		264,438
	2023		272,370
	2024		115,692
Total lease payments			909,240
Less: Interest			(291,712)
		$	617,528
Less operating lease liablitiy, current portion			(122,006)
Operating lease liablity, long term		$	495,522

For the year ended December 31, 2021, total lease expenses was $305,509.

Note 9: Notes Payable

On May 3, 2020, the Company was granted a Paycheck Protection Program loan ("PPP Loan") from Wells Fargo Bank, National Association in the aggregate amount of $248,396, pursuant to the PPP Loan. The PPP Loan proceeds were received on May 11, 2020.

Additional loan amount of $50,040 was received during the second quarter of 2020. On December 28, 2020, this amount was forgiven by the Small Business Administration ("SBA") and the Company recorded $50,040 of other income related to the forgiveness of the PPP Loan.

The Paycheck Protection Program, ("PPP"), established under Division A, Title I of the Coronavirus Aid, Relief and Economic Security Act ("CARES Act") enacted on March 27, 2020, provides for loans to qualifying businesses for amounts up to 2.5 times of the average monthly payroll expenses of the qualifying business. The loans and accrued interest are forgivable after eight weeks as long as the borrower uses the loan proceeds for eligible purposes, including payroll, benefits, rent and utilities ("Qualified Expenses"), and maintains its payroll levels. The amount of loan forgiveness will be reduced if the borrower terminates employees or reduces salaries during the eight-week period. The unforgiven portion of the PPP Loan is payable over two years at an interest rate of 1%, with a deferral of payments for the first six months.

The Company used the proceeds for purposes consistent with the PPP and believes that its use of the loan proceeds met the conditions for forgiveness of the PPP Loan. The Company accounted for the PPP Loan as a loan in accordance with ASC 470, *Debt*.

Note 10: Commitments and Contingencies

Litigation
In the normal course of business, the Company may be involved in legal proceedings, claims and assessments arising in the ordinary course of business. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Legal fees for such matters are expensed as incurred and the Company accrues for adverse outcomes as they become probable and estimable. There is one pending litigation against the Company.

Note 11: Subsequent Events

The Company has evaluated subsequent events through July 28, 2021, the date the consolidated financial statements were available to be issued.

On November 24, 2020 LCV entered into a definitive transaction agreement with TPCO Holding Corp ("TPCO"), formerly Subversive Capital Acquisition Corp., whereby TPCO will acquire all of the outstanding shares of LCV. The acquisition of LCV closed on January 15, 2021.

Concurrently with the closing of the transaction above, the Company entered into a definitive transaction agreement with LCV whereby LCV acquired all of the issued and outstanding units from the existing members of the Company. The acquisition of the Company closed on January 15, 2021.

On May 14, 2021, the PPP Loan from May 3, 2020, in the amount of $248,396 was forgiven by the SBA and the Company recorded full amount as other income related to the forgiveness of the PPP Loan.

On May 17, 2021, the Company entered into an Asset Purchase Agreement ("Transaction") to sell the operating assets and corresponding liabilities of the company combined with the coconut water business line of products, including certain assets and liability of the business line to a third party ("Buyer"). Consideration for the Transaction amounted to $4,000,000 in cash and 827,400 shares of the Buyer's common stock.

REVER HOLDINGS, LLC

Condensed Consolidated Financial Statements
As Of March 31, 2021 And For The
Three Months Ended March 31, 2021

REVER HOLDINGS, LLC

INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

REVER HOLDINGS, LLC.
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEET

		March 31, 2021
ASSETS		
Current assets		
Cash and cash equivalents	$	533,342
Accounts receivable, net		446,139
Inventories		1,143,471
Prepaids and other current assets		114,911
Total current assets		2,237,863
Right-of-use asset		718,013
Property, plant and equipment, net		213,887
Intangible assets, net		60,033
Other assets		110,318
Total assets	$	3,340,114
LIABILITIES AND MEMBERS DEFICIT		
Current liabilities		
Accounts payable	$	782,499
Accounts payable - related party		5,558,349
Accrued and other current liabilities		456,539
Current portion of lease liabilities		192,608
Notes payable		248,396
Current Liabilities		7,238,391
Lease liabilities		525,405
Total liabilities		7,763,796
Commitments and Contingencies - Note 10		
Member's deficit		
Member's capital		661,000
Accumulated deficit		(5,084,683)
Total members' deficit		(4,423,683)
Total liabilities and members' deficit	$	3,340,113

See the accompanying notes to these unaudited condensed consolidated financial statements.

REVER HOLDINGS, LLC.
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(unaudited)

	Three months ended March 31, 2021
Revenue	$ 518,532
Cost of goods sold	1,318,257
Gross profit	(799,725)
Operating expenses:	
Sales and marketing	303,586
General and administration	434,466
Total operating expenses	738,052
Loss from operations	(1,537,777)
Other income (expenses):	
Other income	—
Other expense	(1,359)
Total other expenses	(1,359)
Net loss	(1,539,136)

See the accompanying notes to these unaudited condensed consolidated financial statements.

REVER HOLDINGS, LLC.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(unaudited)

	Three Months Ended March 31, 2021
Cash flows from operating activities:	
Net loss	(1,539,136)
Adjustments to reconcile net loss to net cash provided operating activities:	
Depreciation expense	18,021
Amortization of intangible assets	632
Change in operating assets and liabilities:	
Accounts receivable	5,509
Inventories	346,051
Prepaids and other current assets	(96,513)
Other assets	13
Accounts payable	(106,601)
Accounts payable - related party	1,216,921
Accrued and other current liabilities	387,036
Lease liabilities	22,473
Net cash provided by operating activities	254,406
Cash flow from investing activities	
Purchases of property, plant and equipment	(28,012)
Net cash used in investing activities	(28,012)
Net increase in cash and cash equivalents	226,394
Cash and cash equivalents, beginning of the year	306,948
Cash and cash equivalents, end of the year	$ 533,342

See the accompanying notes to these unaudited condensed consolidated financial statements.

Note 1: Description of Business Nature of Operations

On December 20, 2018 Rever Holdings, LLC. ("the Company", "Rever") was created by Left Coast Ventures, Inc. ("LCV") the sole member, as a holding company for recently registered Eko Holdings, LLC. ("Eko") and Lief Holdings, LLC. ("Lief"). Eko and Lief were created to manufacture brand development, and distribution CBD infused products including third party CBD infused products. Wholly owned, licensed, and/or distributed brands within the Rever's portfolio include: SoulSpring™ CBD, and Provault™ CBD.

Note 2: Summary of Significant Accounting Policies

Basis of Presentation

The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") and the accounting policies set out below have been applied. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations have been reflected herein.

Principles of Consolidation

The accompanying condensed consolidated financial statements include the assets, liabilities, revenue and expenses of all wholly-owned and majority-owned subsidiaries over which the Company exercises control and, when applicable, entities in which the Company has a controlling financial interest or is the primary beneficiary. All intercompany balances and transactions have been eliminated.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates.

Revenue Recognition

The Company recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services in accordance with ASU 2014-09, *Revenue from Contracts with Customers* ("Topic 606"). The Company enters into contracts that can include various products, which are generally capable of being distinct and accounted for as separate performance obligations. Revenue is recognized net of any taxes collected from customers, which are subsequently remitted to governmental authorities. The revenue recognition policy is consistent for sales generated directly with customers and sales generated indirectly through solution partners and resellers.

Revenues are recognized upon the application of the following steps:

1. Identification of a contract or contracts with a customer;
2. Identification of performance obligation(s) in the contract;
3. Determination of the transaction price;
4. Allocation of the transaction price to the performance obligations in the contract; and
5. Recognition of revenue when, or as, the performance obligation is satisfied.

Contracts with customers are at the point of sale and while often include transfer multiple products to a customer; they do not require future obligations. The Company generally considers each transaction as a separate performance obligation. Products are generally sold without a right of return, except for the extremely rare instance of a significant product defect identified upon delivery, which is not considered a separate performance obligation.

The Company allocates the transaction price for each contract to each performance obligation based on the relative standalone selling price ("SSP") for each performance obligation. The Company uses judgment in determining the

SSP for products. The Company typically determines an SSP range for its products which are reassessed on a periodic basis or when facts and circumstances change. For all performance obligations (multiple products), the Company is able to determine SSP based on the observable prices of products sold separately in comparable circumstances to similar customers.

In certain instances, the Company may provide incentives and discounts. The discounts are generally applied to promotional products. The discounts are determinable and fixed at the inception of the contract and accounted for as a reduction of the purchase price. Contracts do not include a significant financing component.

The majority of customer contracts, which may be in the form of purchase orders, or contracts contain performance obligations for delivery of agreed upon products. Typically, when a customer contract contains multiple performance obligations, satisfaction of these obligations occurs simultaneously, at a single point in time (or within the same accounting period). Transfer of control typically occurs at the time of delivery and title and the risks and rewards of ownership have passed to the customer, and the Company has a right to payment. Thus, the Company generally recognizes revenue upon delivery of the product.

All shipping and handling activities are performed before the customers obtain control of products and accounted for as cost of goods sold.

The Company does not have any customer contracts that contain future deliverables that meet the definition of unsatisfied performance obligations in accordance with Topic 606.

Leases

ASC 842, *Leases* ("ASC 842"), requires lessees to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. Under ASC 842, a lessee is required to recognize assets and liabilities for leases with terms of more than 12 months. Lessor accounting remains substantially similar to current U.S. GAAP. ASC 842 also provides a package of transition practical expedients that allow an entity to not reassess (1) whether any expired or existing contracts contain a lease, (2) the lease classification of any expired or existing lease, and (3) initial direct costs for any existing lease.

Effective October 1, 2019, the Company adopted ASC 842 using the modified retrospective method. Under the available practical expedient, the Company accounts for the lease and non-lease components as a single lease component for all classes of underlying assets as both a lessee and lessor. Further, the Company elected a short-term lease exception policy on all classes of underlying assets, permitting the Company to not apply the recognition requirements of ASC 842 to short-term leases (i.e. leases with terms of 12 months or less).

Right-Of-Use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the corresponding obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. Variable lease payments are not included in the calculation of the ROU asset and lease liability due to uncertainty of the payment amount and are recorded as lease expense in the period incurred. As most of the leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The Company uses the implicit rate when readily determinable. The lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Note 3: Concentration of Credit Risk

Financial instruments that subject the Company to potential concentrations of credit risk consist principally of cash and trade accounts receivable. The Company maintains its cash primarily in U.S. bank accounts, which at times may exceed federally insured limits. At March 31, 2021, the Company did have approximately $29,500 uninsured cash and cash equivalents.

There were four customers that accounted for more than 10% of the Company's accounts receivables as of March 31, 2021. There were three customers that accounted for more than 10% of the Company's revenue for the year ended March 31, 2021.

Note 4: Related Party Transactions

In the normal course of business, the Company enters into various unsecured and non-interest bearing transactions between related parties. The majority of related party activity relates to operational funding requests and services provided. Balance sheet netting is performed on an individual related party basis when the right of offset exists based on historical precedence.

At March 31, 2021, the Company had amounts due to Left Coast Ventures (parent company), of $5,558,349 for short-term working capital advances which is recorded in "Accounts payable – related party" on the accompanying balance sheet and are considered short-term.

Note 5: Inventories

Inventories consist of raw materials and finished goods. Finished goods consist of distillates & crude oil extracted from cannabis plant material as well as cannabis flower held for resale, and raw materials consist of the harvested cannabis plant material.

At March 31, 2021, inventories consisted of the following:

	March 31, 2021
Finished goods	$ 1,143,471
Total inventory	$ 1,143,471

Note 6: Property, Plant and Equipment

At March 31, 2021, property, plant and equipment, net consisted of the following:

Computer Equipment	$ 10,358
Machinery and Equipment	235,072
Leasehold Improvements	69,300
Total	314,730
Less: accumulated depreciation	(100,843)
	$ 213,887

For the three months ended March 31, 2021 depreciation expense was $18,021.

Note 7: Intangible Assets

At March 31, 2021, intangible assets, net consisted of the following:

Tradenames	$ 91,000
Less: Accumulated amortization	(30,967)
	$ 60,033

Amortization expense for the three months ended March 31, 2021 was $632. Estimated amortization expense for the remaining nine months ending December 31, 2021 is $5,688 and each of the ensuing years through December 31, 2029 is $7,584 per year (except for 2029 which will be $1,264).

Note 8: Leases

Operating Leases

The Company leases its business facilities from third parties under operating agreements. The leases expire under various terms through 2029.

As of March 31, 2021, the Company's right-of-use assets were $718,013, the Company's current maturities of operating lease liabilities were $192,608, and the Company's noncurrent lease liabilities were $525,405.

The table below presents lease related terms and discount rates as of March 31, 2021.

Weighted average lease term	
Operating leases	41
Weighted average discount rate	
Operating leases	11.36%

The reconciliation of the maturities of the operating leases to the lease liabilities recorded in the condensed consolidated balance sheet as of March 31, 2021 are as follows:

For the three months ended March 31, 2021, total lease expenses was $62,236.

Note 9: Commitments and Contingencies

Litigation

In the normal course of business, the Company may be involved in legal proceedings, claims and assessments arising in the ordinary course of business. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Legal fees for such matters are expensed as incurred and the Company accrues for adverse outcomes as they become probable and estimable. Currently, there is no pending litigation against the Company.

Contractual Agreements with Cultivators

The Company enters into several agreements with cultivators whereby the Company splits the proceeds from the sale of the finished goods (i.e., distillates/oil) produced from the cultivators' supplied raw materials which represents the cost of the raw materials used to produce the finished goods. The Company is unable to determine a reasonable estimate to record the cost of these raw materials as inventory due to certain variables. These variables include the quantity of distillates and oil extracted from cultivators' supplied raw materials, the quality of distillates and oil, and market price fluctuations, among others. The Company records the cost of these materials as cost of goods sold in the same accounting period that revenue is recorded and considers these agreements to be similar to a royalty arrangement.

Note 10: Subsequent Events

The Company has evaluated subsequent events through July 28, 2021, the date the condensed consolidated financial statements were available to be issued.

On May 14, 2021, the PPP Loan from May 3, 2020, in the amount of $248,396 was forgiven by the SBA and the Company recorded full amount as other income related to the forgiveness of the PPP Loan.

On May 17, 2021, the Company entered into an Asset Purchase Agreement ("Transaction") to sell the operating assets and corresponding liabilities of the company combined with the coconut water business line of products, including certain assets and liability of the business line to a third party ("Buyer"). Consideration for the Transaction amounted to $4,000,000 in cash and 827,400 shares of the Buyer's common stock.

Exhibit 99.3

COCONUT WATER LINE OF LIVE ZOLA, LLC

AUDITED FINANCIAL STATEMENTS

DECEMBER 31, 2020

COCONUT WATER LINE OF LIVE ZOLA, LLC

AUDITED FINANCIAL STATEMENTS

DECEMBER 31, 2020

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CohnReznick
ADVISORY • ASSURANCE • TAX

Independent Auditor's Report

To the Board of Directors
TPCO Holding Corp.

We have audited the accompanying financial statements of the Coconut Water Line of Live Zola, LLC, which comprise the balance sheet as of December 31, 2020, and the related statements of operations, parent equity and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures inthe financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Coconut Water Line of Live Zola, LLC as of December 31, 2020, and the resultsof its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

/s/ CohnReznick LLP
Los Angeles, California
July 9, 2021

COCONUT WATER LINE OF LIVE ZOLA, LLC

BALANCE SHEET

DECEMBER 31, 2020

ASSETS		
Current assets:		
Accounts receivable, net	$	351,272
Inventories		37,141
Prepaid expenses		59,402
Total current assets		447,815
Property and equipment, net		29,231
	$	477,046
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$	262,124
Other payables		22,050
Accrued expenses		5,574
Total current liabilities		289,748
Net parent investment		187,298
	$	477,046

See accompanying notes and independent auditors' report

COCONUT WATER LINE OF LIVE ZOLA, LLC

STATEMENT OF OPERATIONS AND PARENT EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2020

Sales, net of discounts	$	2,374,723
Cost of revenues		1,580,159
Gross profit		794,564
Selling, general and administrative expenses		926,185
Loss from operations		(131,621)
Loss on foreign currency conversion		(18,345)
Net loss		(149,966)
Net parent investment, beginning of year		268,763
Increase in parent investment		68,501
Net parent investment, end of year	$	187,298

See accompanying notes and independent auditors' report

COCONUT WATER LINE OF LIVE ZOLA, LLC

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2020

Cash flows from operating activities:		
Net loss	$	(149,966)
Adjustments to reconcile net loss to		
net cash used for operating activities:		
Allowance for doubtful acounts receivable		(63,478)
Depreciation		1,784
Changes in operating assets and liabilities:		
Accounts receivable		(112,797)
Inventories		150,544
Prepaid expenses		6,320
Accounts payable		133,475
Other payables		14,698
Accrued expenses		(18,066)
Net cash used operating activities		(37,486)
Cash flows from investing activities:		
Purchase of equipment		(31,015)
Cash flows from financing activities:		
Proceeds from parent		68,501
Net change in cash		—
Cash, beginning of period		—
Cash, end of period	$	—

See accompanying notes and independent auditors' report

NOTE A – DESCRIPTION OF THE BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES

Description of the Business: Live Zola, LLC was incorporated in the State of Delaware on March13, 2019 ("the Company"). The Company manufactures, packages, and sells beverages with natural ingredients to distributors and retailers principally throughout the United States through differing segments of operations. The segment lines include coconut water, acai puree, soul grind,and Caliva products. The Company is a wholly owned subsidiary of a larger collective of businesses.

Basis of Presentation: The coconut water operating line ("the Line") has historically operated as a product line of the Company and not as a standalone company. Financial statements representing the historical operations of the Line's manufacturing and distribution business havebeen derived from the Company's historical accounting records and are presented on a carve- out basis. All revenues and costs as well as assets and liabilities directly associated with the Line's activity of the Company are included in the financial statements. The financial statements also include allocations of certain selling, general and administrative and cost of sales from the Company based on a percentage of net revenues. However, amounts recognized by the Line arenot necessarily representative of the amounts that would have been reflected in the financial statements had the Line operated independently of the Company.

As part of the Company, the Line is dependent upon the Company for all of its working capital and financing requirements as the Company uses a centralized approach to cash management and financing of its operations. Financial transactions relating to the Line are accounted for through the net parent investment. Accordingly, none of the Company's assets and liabilities at the corporate level have been assigned to the Line in the financial statements. Net parent investment represents the Company's interest in the recorded net assets of the Line. All significant transactions between the Line and the Company are reflected in the net parent investment on theaccompanying balance sheet.

The historical costs and expenses reflected in the financial statements include an allocation for certain corporate and shared service functions historically provided by the Company, including, but not limited to, executive oversight, accounting, treasury, tax, legal, human resources, occupancy, procurement, information technology, and other shared services. These expenses have been allocated to the Line on the basis of direct usage when identifiable, with the remainderallocated on a pro rata basis of sales, headcount, tangible assets or other measures consideredto be a reasonable reflection of the historical utilization levels of these services.

The Company analyzes transactional information in identify which payables related to the carve- out line. The Company examines vendor invoices to identify payables that related to the carve- out entity, based on the product description included in the carve-out line.

NOTE A – DESCRIPTION OF THE BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES(CONTINUED)

Use of Estimates: The preparation of financial statements in conformity with Generally AcceptedAccounting Principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilitiesat the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Accounts Receivable and Allowance for Doubtful Accounts: Accounts receivable are stated at amount management expects to collect from outstanding balances. The allowance for doubtful accounts is based on historical experience and management’s evaluation of outstanding receivables at the end of the year. For the year ended December 31, 2020, the Line has made reservations of $63,478 on accounts receivable.

The Company analyzes transactional information to identify which receivable balances related to the carve-out line. The Company examines the customer’s name, number, contract number, and/or product number in its customer invoices to identify the receivable that directly relate to thecarve-out line (based on the customer and related products attributable to the carve-out line). Further analysis may be necessary if customers buy several types of products and only some of them are directly attributable to the carve-out line. The net accounts receivables balance for the beginning of the year ended December 31, 2020 was $174,997.

Inventories: Inventories consist of coconut water stated at the lower of cost (weighted average) or net realizable value. As of December 31, 2020, all inventory is made up of finished good readyfor sale with a value of $37,141.

Property and Equipment: Property and equipment are stated at cost. Depreciation is computed using straight line and accelerated methods over useful lives of five years. Major repairs or replacements are capitalized. Maintenance repairs and minor replacements are charged to operations as incurred. Depreciation expense for the year ended December 31, 2020 was $1,784.

The Company and the Line share certain property and equipment used by the Company as a whole. The Company has legal title of the property and equipment. The property and equipmentincluded on the financial statements are exclusively used in the Line’s operations.

Impairment of Long-lived Assets: The Line accounts for impairment of assets in accordance withASC 360-10-35, *Subsequent Measurement: Impairment or Disposal of Long-Lived Assets.* Under ASC 360-10-35, the Line reviews long-lived assets for impairment when circumstances indicate the carrying amount of an asset may not be recoverable based on the undiscounted future cash flows of the asset. If the carrying amount of the asset is determined not to be recoverable, a write-down to fair value is recorded. During the years ended December 31, 2020, there was no impairment expense recorded.

NOTE A – DESCRIPTION OF THE BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES(CONTINUED)

Revenue Recognition from Contracts with Customers: The Line earns revenue from the sale of coconut water to retail and wholesale customers, the provision of merchandising and distribution services. The Line recognizes revenue to depict the transfer of promised goods or services to thecustomer in an amount that reflects the consideration to which the Line expects to be entitled in exchange for those goods.

In order to recognize revenue, the Company applies the following five (5) steps:

1. Identify the contract with the customer.
2. Identify the performance obligation in the contract.
3. Determine the transaction price.
4. Allocate the transaction price to the performance obligations in the contract.
5. Recognize revenue when or as the performance obligations are satisfied.

Revenue from the sale of coconut water to retail and wholesale customers is recognized at a pointin time when control over the goods has transferred to the customer. This corresponds with whenthe Line satisfies its performance obligation. Revenue is recorded net of any point of sale discounts provided to the customer. The Line's revenues are principally derived from arrangements with fixed consideration. Variable consideration, if any, is not material.

The majority of the Line's revenue is cash at point of sale. Payment is due upon transferring the goods or providing services to the customer or within a specified time period permitted under theLine's credit policy. In those cases where the Line provides goods or services on credit, the Lineconsiders whether or not collection is probable in determining if a contract exists under ASC 606.Costs associated with goods is expensed in the year performance obligations are satisfied.

Shipping: Shipping costs related to sales are included in selling, general and administrative expenses and were $200,074 for the year ended December 31, 2020.

Advertising: The Company expenses advertising and promotion costs to operations as they are incurred. Advertising costs are included in selling, general and administrative expenses and were
$52,725 for the year ended December 31, 2020.

Sales Tax: The Line excludes from revenue all state and local sales taxes collected from customers. Sales tax collected on taxable sales are recorded as current liabilities until remitted tothe respective taxing authorities. Sales tax payable is included in other payables on the balance sheet. For the year ended December 31, 2020, sales tax payable was $4,250.

Foreign Currency Conversion: The Company contracts foreign production companies to convertraw goods into coconut water in Thailand. The supplier is paid in Thai Baht and payment is converted on the day of the sale, resulting in a gain or loss due to the conversion.

NOTE A – DESCRIPTION OF THE BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES(CONTINUED)

Income Taxes: The Company is a limited liability company treated as a partnership for federal income tax purposes and does not pay income taxes on its taxable income. Its taxable income and loss will be included in the taxable income of its Members. The Members separately account for their pro-rata share of the Company's items of income, deductions, losses and credits. Therefore, no provision, besides the required state LLC income taxes, for the period ended December 31, 2020 was recorded in the accompanying financial statements for liabilities for federal, state or local income taxes since such liabilities are the responsibility of the individual members.

ASC Topic 740, *Income Taxes*, requires the recognition of the financial statement effects of a tax position when it is more likely than not, based on the technical merits, that the position will be sustained upon examination. The Company does not have any such tax positions as of December31, 2020.

The Company files income tax returns in the U.S. federal jurisdiction and state of California. TheCompany's federal income tax returns for tax years 2019 and forward remain subject to examination by the Internal Revenue Service. The Company's California income tax return for theyears 2019 and forward remain subject to examinations by the California Franchise Tax Board.

Concentration of Credit Risk: The Company had revenues of approximately $848,000 with two customers representing 33% of total revenues. As of December 31, 2020, the Company had outstanding receivables with these customers of $81,184.

The Company had expenses of approximately $1,157,000 with two vendors representing 46% oftotal expenses. As of December 31, 2020, the Company had outstanding payables with these customers of $62,571.

Recent Accounting Pronouncements Implemented: On May 28, 2014, the Financial Accounting Standards Board ("FASB") issued ASU 2014-09, *Revenue from Contracts with Customers*. The standard's core principle is that an entity will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This standard also includes expanded disclosure requirements that result in an entity providing users of financial statements with comprehensive information about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the entity's contracts with customers. On January 1, 2020, the Companyadopted ASU 2014-19, using modified retrospective basis approach, there was no impact to the financial statements as a result of this adoption.

NOTE A – DESCRIPTION OF THE BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES(CONTINUED)

Recent Accounting Pronouncements not yet Implemented: In February 2016, the FASB issued ASU 2016-02, Leases, to improve financial reporting and disclosures about leasing transactions. This ASU will require companies that lease assets (referred to as "lessees") to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases, where lease terms exceed 12 months. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee will depend primarily on its classificationas a finance or operating lease; both types of leases will be recognized on the balance sheet. TheASU will also require disclosures to help financial statement users better understand the amount,timing, and uncertainty of cash flows arising from leases. Early application is permitted for all organizations. Several additional ASUs have been issued which clarify and amend certain aspects of ASU 2016-02. All ASUs that amend ASU 2016-02 are effective upon adoption of ASU2016-02.

Subsequent Events: ASC 855-10, *Subsequent Events*, requires additional disclosure for events or transactions that occur after the balance sheet date.

As a result of the continued spread of the COVID- 19 coronavirus, the Company may have economic uncertainties arise which are likely to negatively impact 2021 revenues. Other financialimpact is unknown at this time (see Note C).

In May 2021, the Company entered into an asset purchase agreement (see Note D), in which alloperations of the Line were transferred to a new owner.

The Company had no other subsequent events and has evaluated the impact of subsequent events through the date the financial statements were available to be issued.

NOTE B – PROPERTY AND EQUIPMENT

Property and equipment as of December 31, 2020 consist of the following:

Other equipment	$ 31,015
	31,015
Accumulated depreciation	(1,784)
	$ 29,231

NOTE C – COVID-19 PANDEMIC

In response to global COVID-19 pandemic, federal, state, and local governments have implemented significant restrictions on travel, social conduct, and business operations, including mass quarantine and social distancing mandates and orders. The pandemic and these containment measures could have and could continue to have negative impact on the Company. With the unknown duration and intensity of the ongoing pandemic, it is not possible to accuratelyestimate the impact to business in future quarters.

NOTE D – ASSET PURCHASE AGREEMENT

On May 17, 2021, the Company entered into an Asset Purchase Agreement ("Transaction"), to sell the coconut water business line of products, including certain assets and liability of the Line in combination with Rever Holdings LLC, to a third party ("Buyer") in May 2021. Consideration forthe Transaction amounted to $4,000,000 in cash and 827,400 shares of the Buyer's common stock.

Exhibit 99.4

COCONUT WATER LINE OF LIVE ZOLA, LLC

UNAUDITED FINANCIAL STATEMENTS

MARCH 31, 2021

COCONUT WATER LINE OF LIVE ZOLA, LLC

UNAUDITED FINANCIAL STATEMENTS

MARCH 31, 2021

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COCONUT WATER LINE OF LIVE ZOLA, LLC

BALANCE SHEET

MARCH 31, 2021

ASSETS		
Current assets:		
Accounts receivable, net	$	286,843
Inventories		210,184
Prepaid expenses		142,808
Total current assets		639,835
Property and equipment, net		25,009
	$	664,844
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$	103,669
Other payables		29,217
Accrued expenses		21,765
Total current liabilities		154,651
Net parent investment		510,193
	$	664,844

COCONUT WATER LINE OF LIVE ZOLA, LLC

STATEMENTS OF OPERATIONS & PARENT EQUITY

FOR THE PERIOD ENDED MARCH 31, 2021

Sales, net of discounts	$	537,821
Cost of revenues		540,576
Gross loss		(2,755)
Selling, general and administrative expenses		395,882
Loss from operations		(398,637)
Loss on foreign currency conversion		(14,563)
Net loss		(413,200)
Net parent investment, beginning of year		187,298
Increase in parent investment		736,095
Net parent investment, end of year	$	510,193

COCONUT WATER LINE OF LIVE ZOLA, LLC

STATEMENT OF CASH FLOWS

FOR THE PERIOD ENDED MARCH 31, 2021

Cash flows from operating activities:		
Net loss	$	(413,200)
Adjustments to reconcile net loss to net cash used for operating activities:		
Allowance for doubtful acounts receivable		(63,478)
Depreciation		4,222
Changes in operating assets and liabilities:		
Accounts receivable		127,907
Inventories		(173,043)
Prepaid expenses		(83,406)
Accounts payable		(158,455)
Other payables		7,167
Accrued expenses		16,191
Net cash used operating activities		(736,095)
Cash flows from investing activities:		
Purchase of equipment		—
Cash flows from financing activities:		
Increase in parent investment		736,095
Net change in cash		—
Cash, beginning of period		—
Cash, end of period	$	—

NOTE A – DESCRIPTION OF THE BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES

Description of the Business: Live Zola, LLC was incorporated in the State of Delaware on March 13, 2019 (“the Company”). The Company manufactures, packages, and sells beverages with natural ingredients to distributors and retailers principally throughout the United States through differing segments of operations. The segment lines include coconut water, acai puree, soul grind, and Caliva products. The Company is a wholly owned subsidiary of a larger collective of businesses.

Basis of Presentation: The coconut water operating line (“the Line”) has historically operated as a product line of the Company and not as a standalone company. Financial statements representing the historical operations of the Line’s manufacturing and distribution business have been derived from the Company’s historical accounting records and are presented on a carve-out basis. All revenues and costs as well as assets and liabilities directly associated with the Line’s activity of the Company are included in the financial statements. The financial statements also include allocations of certain selling, general and administrative and cost of sales from the Company based on a percentage of net revenues. However, amounts recognized by the Line are not necessarily representative of the amounts that would have been reflected in the financial statements had the Line operated independently of the Company.

As part of the Company, the Line is dependent upon the Company for all of its working capital and financing requirements as the Company uses a centralized approach to cash management and financing of its operations. Financial transactions relating to the Line are accounted for through the net parent investment. Accordingly, none of the Company’s assets and liabilities at the corporate level have been assigned to the Line in the financial statements. Net parent investment represents the Company’s interest in the recorded net assets of the Line. All significant transactions between the Line and the Company are reflected in the net parent investment on the accompanying balance sheet.

The historical costs and expenses reflected in the financial statements include an allocation for certain corporate and shared service functions historically provided by the Company, including, but not limited to, executive oversight, accounting, treasury, tax, legal, human resources, occupancy, procurement, information technology, and other shared services. These expenses have been allocated to the Line on the basis of direct usage when identifiable, with the remainder allocated on a pro rata basis of sales, headcount, tangible assets or other measures considered to be a reasonable reflection of the historical utilization levels of these services.

The Company analyzes transactional information in identify which payables related to the carve-out line. The Company examines vendor invoices to identify payables that related to the carve-out entity, based on the product description included in the carve-out line.

NOTE A – DESCRIPTION OF THE BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates: The preparation of financial statements in conformity with Generally Accepted Accounting Principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Accounts Receivable and Allowance for Doubtful Accounts: Accounts receivable are stated at amount management expects to collect from outstanding balances. The allowance for doubtful accounts is based on historical experience and management's evaluation of outstanding receivables at the end of the year. For the period ended March 31, 2021, the Line has made reservations of $63,478 on accounts receivable.

The Company analyzes transactional information to identify which receivable balances related to the carve-out line. The Company examines the customer's name, number, contract number, and/or product number in its customer invoices to identify the receivable that directly relate to the carve-out line (based on the customer and related products attributable to the carve-out line). Further analysis may be necessary if customers buy several types of products and only some of them are directly attributable to the carve-out line.

Inventories: Inventories consist of coconut water stated at the lower of cost (weighted average) or net realizable value. As of March 31, 2021, all inventory is made up of finished good ready for sale with a value of $210,184.

Property and Equipment: Property and equipment are stated at cost. Depreciation is computed using straight line and accelerated methods over useful lives of five years. Major repairs or replacements are capitalized. Maintenance repairs and minor replacements are charged to operations as incurred. Depreciation expense for the period ended March 31, 2021 was $4,222.

The Company and the Line share certain property and equipment used by the Company as a whole. The Company has legal title of the property and equipment. The property and equipment included on the financial statements are exclusively used in the Line's operations.

Impairment of Long-lived Assets: The Line accounts for impairment of assets in accordance with ASC 360-10-35, *Subsequent Measurement: Impairment or Disposal of Long-Lived Assets.* Under ASC 360-10-35, the Line reviews long-lived assets for impairment when circumstances indicate the carrying amount of an asset may not be recoverable based on the undiscounted future cash flows of the asset. If the carrying amount of the asset is determined not to be recoverable, a write-down to fair value is recorded. During the period ended March 31, 2021, there was no impairment expense recorded.

NOTE A – DESCRIPTION OF THE BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition from Contracts with Customers: The Line earns revenue from the sale of coconut water to retail and wholesale customers, the provision of merchandising and distribution services. The Line recognizes revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the Line expects to be entitled in exchange for those goods.

In order to recognize revenue, the Company applies the following five (5) steps:

1. Identify the contract with the customer.
2. Identify the performance obligation in the contract.
3. Determine the transaction price.
4. Allocate the transaction price to the performance obligations in the contract.
5. Recognize revenue when or as the performance obligations are satisfied.

Revenue from the sale of coconut water to retail and wholesale customers is recognized at a point in time when control over the goods has transferred to the customer. This corresponds with when the Line satisfies its performance obligation. Revenue is recorded net of any point of sale discounts provided to the customer. The Line's revenues are principally derived from arrangements with fixed consideration. Variable consideration, if any, is not material.

The majority of the Line's revenue is cash at point of sale. Payment is due upon transferring the goods or providing services to the customer or within a specified time period permitted under the Line's credit policy. In those cases where the Line provides goods or services on credit, the Line considers whether or not collection is probable in determining if a contract exists under ASC 606. Costs associated with goods is expensed in the year performance obligations are satisfied.

Shipping: Shipping costs related to sales are included in selling, general and administrative expenses and were $55,455 for the period ended March 31, 2021.

Advertising: The Company expenses advertising and promotion costs to operations as they are incurred. Advertising expense was $20,887 for the period ended March 31, 2021.

Sales Tax: The Line excludes from revenue all state and local sales taxes collected from customers. Sales tax collected on taxable sales are recorded as current liabilities until remitted to the respective taxing authorities. Sales tax payable is included in other payables on the balance sheet. For the period ended March 31, 2021, sales tax payable was $4,483.

Foreign Currency Conversion: The Company contracts foreign production companies to convert raw goods into coconut water in Thailand. The supplier is paid in Thai Baht and payment is converted on the day of the sale, resulting in a gain or loss due to the conversion.

NOTE A – DESCRIPTION OF THE BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes: The Company is a limited liability company treated as a partnership for federal income tax purposes and does not pay income taxes on its taxable income. Its taxable income and loss will be included in the taxable income of its Members. The Members separately account for their pro-rata share of the Company's items of income, deductions, losses and credits. Therefore, no provision, besides the required state LLC income taxes, for the period ended March 31, 2021 was recorded in the accompanying financial statements for liabilities for federal, state or local income taxes since such liabilities are the responsibility of the individual members.

ASC Topic 740, *Income Taxes*, requires the recognition of the financial statement effects of a tax position when it is more likely than not, based on the technical merits, that the position will be sustained upon examination. The Company does not have any such tax positions as of March 31, 2021.

The Company files income tax returns in the U.S. federal jurisdiction and state of California. The Company's federal income tax returns for tax years 2019 and forward remain subject to examination by the Internal Revenue Service. The Company's California income tax return for the years 2019 and forward remain subject to examinations by the California Franchise Tax Board.

Concentration of Credit Risk: The Company had revenues of approximately $383,000 with three customers representing 60% of total revenues. As of March 31, 2021, the Company had outstanding receivables with these customers of $147,360.

The Company had expenses of approximately $377,000 with two vendors representing 54% of total expenses. As of March 31, 2021, the Company had outstanding payables with these customers of $59,182.

Recent Accounting Pronouncements not yet Implemented: In February 2016, the FASB issued ASU 2016-02, Leases, to improve financial reporting and disclosures about leasing transactions. This ASU will require companies that lease assets (referred to as “lessees”) to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases, where lease terms exceed 12 months. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee will depend primarily on its classification as a finance or operating lease; both types of leases will be recognized on the balance sheet. The ASU will also require disclosures to help financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. Early application is permitted for all organizations. Several additional ASUs have been issued which clarify and amend certain aspects of ASU 2016-02. All ASUs that amend ASU 2016-02 are effective upon adoption of ASU 2016-02.

NOTE A – DESCRIPTION OF THE BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Subsequent Events: ASC 855-10, *Subsequent Events*, requires additional disclosure for events or transactions that occur after the balance sheet date.

As a result of the continued spread of the COVID- 19 coronavirus, the Company may have economic uncertainties arise which are likely to negatively impact 2021 revenues. Other financial impact is unknown at this time (see Note C).

In May 2021, the Company entered into an asset purchase agreement (see Note D), in which all operations of the Line were transferred to a new owner.

The Company had no other significant subsequent events as of August 2, 2021. The Company has not evaluated subsequent events after this date in the statements presented.

NOTE B – PROPERTY AND EQUIPMENT

Property and equipment as of consist of the following:

Other equipment	$	31,015
		31,015
Accumulated depreciation		(6,006)
	$	25,009

NOTE C – COVID-19 PANDEMIC

In response to global COVID-19 pandemic, federal, state, and local governments have implemented significant restrictions on travel, social conduct, and business operations, including mass quarantine and social distancing mandates and orders. The pandemic and these containment measures could have and could continue to have negative impact on the Company. With the unknown duration and intensity of the ongoing pandemic, it is not possible to accurately estimate the impact to business in future quarters.

NOTE D – ASSET PURCHASE AGREEMENT

On May 17, 2021, the Company entered into an Asset Purchase Agreement (“Transaction”), to sell the coconut water business line of products, including certain assets and liability of the Line in combination with Rever Holdings LLC, to a third party (“Buyer”) in May 2021. Consideration for the Transaction amounted to $4,000,000 in cash and 827,400 shares of the Buyer’s common stock.

Arcadia Biosciences, Inc. and EKO Holdings, LLC, Lief Holdings, LLC and Live Zola, LLC
Unaudited Pro Forma Condensed Consolidated Combined Financial Statements

The following unaudited pro forma condensed consolidated combined balance sheet as of March 31, 2021 and the unaudited pro forma condensed consolidated combined statements of operations for the year ended December 31, 2020 and the three months ended March 31, 2021 are based on the historical consolidated financial statements of Arcadia Biosciences, Inc. ("Arcadia," "we," "us," "our" and the "Company") and EKO Holdings, LLC, Lief Holdings, LLC and Live Zola, LLC. ("EKO, Lief, Live Zola") as adjusted to give effect to the May 17, 2021 acquisition of EKO, Lief, Live Zola by Arcadia (the "Acquisition"). The Acquisition has been accounted for using the acquisition method of accounting and assuming a purchase price of $6,051,952 funded by cash and issuance of the Company's common shares.

The unaudited pro forma condensed consolidated combined statements of operations for the three months ended March 31, 2021, and the year ended December 31, 2020 give effect to the Acquisition as if it occurred on January 1, 2020. The unaudited pro forma condensed consolidated combined balance sheet as of March 31, 2021 gives effect to the Acquisition as if it had occurred on March 31, 2021.

Under the acquisition method of accounting, the total purchase price presented in the accompanying unaudited pro forma condensed consolidated combined financial statements was allocated to the assets acquired based on their fair values assuming the transaction occurred on March 31, 2021. The excess of the purchase price over the total of estimated fair values assigned to tangible and identifiable intangible assets acquired is recognized as goodwill.

The unaudited pro forma condensed consolidated combined financial statements do not necessarily reflect what the combined company's financial condition or results of operations would have been had the Acquisition occurred on the dates indicated. They also may not be useful in predicting the future financial condition and results of operations of the combined company. The actual financial position and results of operations may differ significantly from the pro forma amounts reflected herein due to a variety of factors.

The unaudited pro forma condensed consolidated combined financial statements, including the notes thereto, should be read in conjunction with Arcadia's historical consolidated financial statements for the year ended December 31, 2020 included in our Annual Report on Form 10-K for the year ended December 31, 2020 and our unaudited consolidated financial statements as of and for the three months ended March 31, 2021.

Arcadia Biosciences, Inc. and EKO Holdings, LLC, Lief Holdings, LLC and Live Zola, LLC
Unaudited Pro Forma Combined Balance Sheet
As of March 31, 2021

(In thousands, except per share data)	Arcadia Biosciences, Inc.	EKO, Lief, Liva Zola	Adjustments	Notes	Pro Forma
Assets					
Current assets:					
Cash and cash equivalents	$ 32,848	$ -	$ (4,850)	(a)	$ 27,998
Short-term investments	19,088	-	-		19,088
Accounts receivable	1,113	-	-		1,113
Inventories, net - current	2,663	840	-		3,503
Prepaid expenses and other current assets	901	145	-		1,046
Total current assets	56,613	984	(4,850)		52,747
Restricted cash	-	-	-		-
Property and equipment, net	3,480	308	-		3,788
Right of use assets	5,636	-	-		5,636
Inventories, net - noncurrent	4,290	-	-		4,290
Goodwill	408	-	1,240	(c)	1,648
Intangible assets, net	350	-	3,520	(b)	3,870
Other noncurrent assets	23	-	-		23
Total assets	$ 70,800	$ 1,292	$ 160		$ 72,002
Liabilities and stockholder's equity					
Current liabilities:					
Accounts payable and accrued expenses	$ 3,418	$ -	$ -		$ 3,418
Amounts due to related parties	26	-	-		26
Debt - current	1,141	-	-		1,141
Unearned revenue - current	63	-	-		63
Operating lease liability - current	705	-	-		705
Other current liabilities	264	-	-		264
Total current liabilities	5,617	-	-		5,617
Debt - noncurrent	96	-	-		96
Operating lease liability - noncurrent	5,228	-	-		5,228
Common stock warrant liabilities	12,016	-	-		12,016
Other noncurrent liabilities	2,140	-	-		2,140
Total liabilities	25,097	-	-		25,097
Commitments and contingencies					
Stockholders' equity:					
Common stock, $0.001par value-150,000,000 shares authorized as of March 31, 2021 and December 31, 2020; 21,336,249 and 13,450,861 shares issued and outstanding as of March 31, 2021 and December 31, 2020, respectively.	62	-	8	(a)	70
Additional paid-in capital	254,208	-	2,044	(a)	256,252
Accumulated income (deficit)	(209,767)	1,292	(2,142)	(d)	(210,617)
Total Arcadia Biosciences stockholders' equity	44,503	-	160		45,705
Non-controlling interest	1,200	-	-		1,200
Total stockholders' equity	45,703	1,292	160		47,155
Total liabilities and stockholders' equity	$ 70,800	$ 1,292	$ 160		$ 72,002

Arcadia Biosciences, Inc. and EKO Holdings, LLC, Lief Holdings, LLC and Live Zola, LLC
Unaudited Pro Forma Condensed Combined Statements of Operations
For the Twelve Months Ended December 31, 2020

(In thousands, except per share data)	Arcadia Biosciences, Inc.	EKO, Lief, Liva Zola	Adjustments	Notes	Pro Forma
Revenues					
Product	$ 1,044	$ 6,652	$ -		7,696
Licenses	6,801	-	-		6,801
Royalty	83	-	-		83
Contract research and government grants	106	-	-		106
Total revenues	8,034	6,652	-		14,686
Operating expenses (income):					
Cost of product revenues	5,199	4,866	-		10,065
Research and development	7,960	-	-		7,960
Gain on sale of Verdeca	(8,814)	-	-		(8,814)
Change in fair value of contingent consideration	-	-	-		-
Selling, general and administrative	16,467	3,453	35	(e)	19,955
Total operating expenses	20,812	8,319	35		29,165
Loss from operations	(12,778)	(1,666)	35		(14,479)
Interest expense	(47)	-	-		(47)
Other income, net	740	(435)	-		305
Change in fair value of common stock warrant liabilities	6,570	-	-		6,570
Loss on extinguishment of warrant liability	(635)	-	-		(635)
Net loss before income taxes	(6,150)	(2,101)	35		(8,286)
Income tax benefit (provision)	124	-	-		124
Net loss	(6,026)	(2,101)	35		(8,162)
Net loss attributable to non-controlling interest	(1,371)	-	-		(1,371)
Net loss attributable to common stockholders	$ (4,655)	$ (2,101)	$ 35		$ (6,791)
Net loss per share attributable to common stockholders:					
Basic and diluted	$ (0.47)	$ -	$ -		$ (0.63)
Weighted-average number of shares used in per share calculations:					
Basic and diluted	9,959,018	-	827,400	(f)	10,786,418
Other comprehensive (loss) income, net of tax					
Unrealized (losses) gains on investment securities	(1)	-	-		(1)
Other comprehensive (loss) income	(1)	-	-		(1)
Comprehensive loss attributable to common stockholders	$ (4,656)	$ (2,101)	$ -		$ (6,757)

Arcadia Biosciences, lnc. and EKO Holdings, LLC, Lief Holdings, LLC and Live Zola, LLC
Unaudited Pro Forma Condensed Combined Statements of Operations
For the Three Months Ended March 31, 2021

(In thousands except per share data)	Arcadia Biosciences, Inc.	EKO, Lief, Liva Zola	Adjustments	Notes	Pro Forma
Revenues					
Product	$ 803	$ 1,485	$ -		$ 2,288
Licenses	-	-	-		-
Royalty	25	-	-		25
Contract research and government grants	-	-	-		-
Total revenues	828	1,485	-		2,313
Operating expenses (income):					
Cost of product revenues	856	1,986	-		2,842
Research and development	1,159	-	-		1,159
Gain on sale of Verdeca	(140)	-	-		(140)
Change in fair value of contingent consideration	210	-	-		210
Selling, general and administrative	4,069	949	9	(e)	5,027
Total operating expenses	6,154	2,935	9		9,098
Loss from operations	(5,326)	(1,451)	9		(6,785)
Interest expense	(9)	-	-		(9)
Other income; net	7,463	(17)	-		7,446
Issuance and offering costs	(769)	-	-		(769)
Change in fair value of common stock warrant liabilities	322	-	-		322
Net income before income taxes	1,681	(1,467)	9		205
Income tax benefit (provision)	-	-	-		-
Net income	1,681	(1,467)	9		205
Net loss attributable to non-controlling interest	(377)	-	-		(377)
Net income attributable to common stockholders	$ 2,058	$ (1,467)	$ 9		$ 582
Net loss per share attributable to common stockholders:					
Basic	$ 0.11	$ -	$ -		$ 0.03
Diluted	$ 0.11	$ -	$ -		$ 0.03
Weighted-average number of shares used in per share calculations:					
Basic	18,970,250	-	827,400	(f)	19,797,650
Diluted	19,042,962	-	827,400	(f)	19,870,362
Other comprehensive (loss) income; net of tax					
Unrealized (losses) gains on investment securities	-	-	-		-
Other comprehensive (loss) income	-	-	-		-
Comprehensive loss attributable to common stockholders	$ 2,058	$ (1,467)	$ -		$ 591

Note 1 – Basis of Presentation

On May 17, 2021, Arcadia Biosciences, Inc. ("Arcadia" or the "Buyer"), through a wholly owned subsidiary Arcadia Wellness, LLC entered into an Asset Purchase Agreement (the "Agreement") to purchase selected assets of EKO Holdings, LLC, Lief Holdings, LLC and Live Zola, LLC (collectively, the "Seller"). The base purchase price was a combination of $4 million cash and 827,400 unregistered shares.

The unaudited pro forma condensed consolidated combined balance sheet as of March 31, 2021 and the unaudited pro forma condensed consolidated combined statements of operations for the three months ended March 31, 2021 and the year ended December 31, 2020 are based on the historical financial statements of Arcadia after giving effect to our acquisition of EKO, Lief, Live Zola (the "Acquisition") using the acquisition method of accounting. In conjunction with the Acquisition, we may incur future restructuring expenses and transaction costs that are not included in the pro forma condensed consolidated combined financial statements.

The unaudited pro forma condensed consolidated combined balance sheet as of March 31, 2021 is presented as if the Acquisition occurred on March 31, 2021. The unaudited pro forma condensed consolidated combined statements of operations for the three months ended March 31, 2021 and the year ended December 31, 2020 are presented as if the Acquisition had taken place on January 1, 2020.

The unaudited pro forma condensed consolidated combined financial information is based on estimates and assumptions which have been made solely for purposes of developing such pro forma information.

Note 2 – Preliminary purchase price allocation

On May 17, 2021, Arcadia acquired EKO, Lief, Live Zola for total consideration of approximately $6,051,952, consisting of $4 million cash and 827,400 unregistered shares. The following table represents the allocation of the purchase consideration for the assets acquired based on their fair values:

Inventory	$	839,534
Prepaid and other current assets		62,359
Fixed Assets		307,526
Deposits		82,320
Customer List		360,000
Trademarks and tradenames		2,900,000
Developed technology		260,000
Goodwill		1,240,213
Total assets acquired/purchase price	$	6,051,952

Note 3 – Pro forma adjustments

The pro forma adjustments are based on our preliminary estimates and assumptions that are subject to change. The following adjustments have been reflected in the unaudited condensed consolidated combined financial information:

Adjustments to the unaudited pro forma condensed consolidated combined balance sheet

(a) Reflects purchase consideration of $4,000,000 and issuance of 827,400 common shares.

(b) Reflects fair value adjustment of $3,520,000 for intangible assets. The customer relationship and intangible asset has been valued using an income approach, the trademarks and tradenames have been valued using the relief from royalty method and the developed technology has been valued based on a cost approach. The fair values and estimated useful lives of the identifiable intangible assets acquired are as follows:

Intangible Assets	**Estimated Useful Life**		
Customer List	15 years	$	360,000
Trademarks and tradenames	Indefinite		2,900,000
Developed technology	10 years		260,000
		$	3,520,000

(c) Reflects $1,240,213 of goodwill which represents the excess of the purchase price over the fair value of the assets acquired as shown in Note 2.

(d) Reflects the elimination of EKO, Lief, and Live Zola's stockholders' equity accounts as well as $850,000 in transaction expenses consisting primarily of investment banking, legal and other professional fees. These acquisition related costs are expensed as incurred and reduce retained earnings.

Adjustments to the unaudited pro forma condensed consolidated combined statements of operations

(e) Reflects the net effect of (i) a reduction of $15,168 for the year ended December 31, 2020 and $3,792 for the three months ended March 31, 2021 to reflect amortization expense related to EKO, Lief, Liva Zola pre-acquisition recognized intangibles; and (ii), the estimated additional amortization expense related to the valuation of acquired intangible assets discussed in Note 2 of $50,000 for the year ended December 31, 2020 and $12,500 for the three months ended March 31, 2021.

(f) Addition to basic and diluted weighted average number of shares outstanding to reflect the 827,400 common shares issued as part of the Acquisition consideration.