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

## FORM 10-K

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

**FOR THE FISCAL YEAR ENDED JUNE 30, 2022**

or

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

Commission File Number: 000-29913

### The Marygold Companies, Inc.

(Exact name of registrant as specified in its charter)

Nevada  
(state of incorporation)

90-1133909  
(IRS Employer Identification No.)

120 Calle Iglesia  
Unit B  
San Clemente, CA 92672  
(Address of principal executive offices) (Zip  
Code)  
Tel: 866.800.2978 (Registrant's telephone  
number, including area code)

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.001 per share.	MGLD	NYSE American LLC

Securities registered under Section 12(g) of the Exchange Act:  
Common Stock, \$0.001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

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

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

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Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.  Yes  No

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was \$7,688,869 based upon the per share price of \$1.26, as reported by our trading exchange platform, OTC Markets, for the common stock as of December 31, 2021, the last business day of the registrant's most recently completed second fiscal quarter, multiplied by the approximate number of shares of common stock held by persons other than executive officers, directors and five percent stockholders of the registrant without conceding that any such person is an "affiliate" of the registrant for purposes of the federal securities laws.

The registrant's common stock began trading on the NYSE American exchange on March 10, 2022. The registrant had 39,383,459 shares of Common Stock, \$0.001 par value, and 49,360 shares of Series B Convertible, Voting, Preferred Stock outstanding on September 27, 2022. Series B Preferred stock is convertible, under certain conditions, to 20 shares of Common Stock for each share of Series B Preferred stock. Each share of Series B Preferred stock votes as 20 shares of Common Stock.

**DOCUMENTS INCORPORATED BY REFERENCE**

None

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

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “would,” “shall,” “might,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential,” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans, or intentions. Forward-looking statements contained in this Annual Report on Form 10-K include, but are not limited to, statements about:

- the outcome of the class action litigation;
- recent resolutions with the Securities and Exchange Commission (the “SEC”) and the Commodity Futures Trading Commission (the “CFTC”) against United States Oil Fund, L.P., United States Commodity Funds, LLC, a subsidiary of our subsidiary, USCF Investments, Inc. (“USCF Investments”) (f/k/a Wainwright Holdings), and other related parties, as disclosed under “Item 3. Legal Proceedings”;
- our future financial performance, including our revenue, cost of revenue, gross profit, gross margin, operating expenses, ability to generate positive cash flow, and ability to achieve and maintain profitability; and the impact of the COVID-19 pandemic thereon;
- the sufficiency of our cash and cash equivalents to meet our working capital, capital expenditure, and liquidity needs; and the impact of the COVID-19 pandemic thereon;
- our operating subsidiaries' ability to attract and retain customers to use our products, to optimize the pricing for our products, to expand our sales to our customers, and to convince our existing customers to renew subscriptions;
- the evolution of technologies affecting our operating subsidiaries' products and markets;
- our operating subsidiaries' ability to innovate and provide a superior user experience and our intentions and strategy with respect thereto;
- our operating subsidiaries' ability to successfully penetrate enterprise markets; and the impact of the COVID-19 pandemic thereon;
- our operating subsidiaries' ability to successfully expand in our existing markets and into new markets, including international markets; and the impact of the COVID-19 pandemic thereon;
- the attraction and retention of key personnel;
- our ability to effectively manage our growth and future expenses;
- worldwide economic conditions, including the economic disruption imposed by the COVID-19 pandemic, and their impact on spending; and
- our operating subsidiaries' ability to comply with modified or new laws and regulations applying to our business, including privacy and data security regulations.

We caution you that the foregoing list does not contain all of the forward-looking statements made in this Annual Report on Form 10-K.

You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Annual Report on Form 10-K primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, operating results, and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors described in the section titled “Risk Factors”. Moreover, we and our subsidiaries operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Annual Report on Form 10-K. We cannot assure you that the results, events, and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this Annual Report on Form 10-K relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Annual Report on Form 10-K to reflect events or circumstances after the date of this Annual Report on Form 10-K or to reflect new information or the occurrence of unanticipated events, except as required by law. We and our subsidiaries may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, or investments we may make.

## PART I

### ITEM 1. BUSINESS.

#### General

The Marygold Companies, Inc., (the "Company" or "The Marygold Companies"), a Nevada corporation, operates through its wholly owned subsidiaries who are engaged in varied business activities. The operations of the Company's wholly owned subsidiaries are more particularly described herein but are summarized as follows:

- USCF Investments, Inc. ("USCF Investments") (f/k/a Wainwright Holdings, Inc.), a U.S. based company, is the sole member of two investment services limited liability company subsidiaries, United States Commodity Funds LLC ("USCF"), and USCF Advisers LLC ("USCF Advisers"), each of which manages, operates or is an investment advisor to exchange traded funds organized as limited partnerships or investment trusts that issue shares which trade on the NYSE Arca stock exchange.
- Gourmet Foods, Ltd., a New Zealand based company, manufactures and distributes New Zealand meat pies on a commercial scale and its wholly owned New Zealand subsidiary company, Printstock Products Limited ("Printstock"), prints specialty wrappers for the food industry in New Zealand and Australia (collectively "Gourmet Foods").
- Brigadier Security Systems (2000) Ltd. ("Brigadier"), a Canadian based company, sells and installs commercial and residential alarm monitoring systems under the names Brigadier Security Systems and Elite Security in the province of Saskatchewan.
- Kahnalytics, Inc. dba/Original Sprout ("Original Sprout"), a U.S. based company, is engaged in the wholesale distribution of hair and skin care products under the brand name Original Sprout on a global scale.
- Marygold & Co., a newly formed U.S. based company, together with its wholly owned limited liability company, Marygold & Co. Advisory Services, LLC, (collectively "Marygold") was established by The Marygold Companies to explore opportunities in the financial technology ("Fintech") space, is still in the development stage as of June 30, 2022, and is estimated to launch commercial services within the current calendar year. Through June 30, 2022, expenditures have been limited to developing the business model and the associated application development. The expenses of Marygold have been included with those of the Company for the purposes of segmented reporting.
- Marygold & Co. (UK) Limited, a newly formed U.K. limited company, together with its newly acquired UK subsidiary, Tiger Financial and Asset Management, Ltd. (collectively "Marygold UK") is an asset manager and registered investment advisor in the UK. Operations began on June 20, 2022.

The Company manages its operating businesses on a decentralized basis. There are no centralized or integrated operational functions such as marketing, sales, legal or other professional services and there is little involvement by the Company's management in the day-to-day business affairs of its operating subsidiary businesses apart from oversight. The Company's corporate management is responsible for capital allocation decisions, investment activities and selection and retention of the Chief Executive to head each of the operating subsidiaries. The Company's executive management is also responsible for corporate governance practices, monitoring regulatory affairs, including those of its operating businesses and involvement in governance-related issues of its subsidiaries as needed. Across the Company and its subsidiaries the Company employs 101 people.

#### Subsidiary Business Overview

##### *USCF Investments*

On December 9, 2016, we acquired all of the issued and outstanding stock in USCF Investments. USCF Investments wholly owns both USCF and USCF Advisers, which collectively operate 12 exchange traded products ("ETPs") and exchange traded funds ("ETFs"), each of which has its shares listed on the NYSE Arca, Inc. ("NYSE Arca"). The ETPs and ETFs managed by USCF and USCF Advisers have a total of approximately \$4.9 billion in assets under management as of June 30, 2022. USCF Investments receives revenues as a result of its ownership of USCF and USCF Advisers, which provides investment management and advisory services in exchange for management fees charged against the ETPs and ETFs. The ETPs and ETFs managed by USCF and USCF Advisers invest in a broad base index or single commodity, particularly in oil, natural gas, gasoline and metals.

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USCF currently serves as the General Partner or the Sponsor to the following commodity pools, each of which is currently conducting a public offering of its shares pursuant to the Securities Act of 1933, as amended:

**USCF as General Partner for the following funds**

United States Oil Fund, LP ("USO")	Organized as a Delaware limited partnership in May 2005
United States Natural Gas Fund, LP ("UNG")	Organized as a Delaware limited partnership in November 2006
United States Gasoline Fund, LP ("UGA")	Organized as a Delaware limited partnership in April 2007
United States 12 Month Oil Fund, LP ("USL")	Organized as a Delaware limited partnership in June 2007
United States 12 Month Natural Gas Fund, LP ("UNL")	Organized as a Delaware limited partnership in June 2007
United States Brent Oil Fund, LP ("BNO")	Organized as a Delaware limited partnership in September 2009

**USCF as fund Sponsor - each a series within the United States Commodity Index Funds Trust ("USCIF Trust")**

United States Commodity Index Fund ("USCI")	Series of the USCIF Trust created in April 2010
United States Copper Index Fund ("CPER")	Series of the USCIF Trust created in November 2010

USCF Advisers, a registered investment adviser, serves as the investment adviser to the funds listed below within the USCF ETF Trust (the "ETF Trust") and has overall responsibility for the general management and administration for the ETF Trust. Pursuant to the current Investment Advisory Agreements, USCF Advisers provides an investment program for each of series within the ETF Trust and manages the investment of the assets.

**USCF Advisers as adviser for each series within the USCF ETF Trust:**

USCF SummerHaven Dynamic Commodity Strategy NoFund launched May 2018 K-1 Fund ("SDCI")	
USCF Midstream Energy Income Fund ("UMI")	Fund launched March 2021
USCF Gold Strategy Plus Income Fund ("GLDX")	Fund launched November 2021
USCF Dividend Income Fund ("UDI")	Fund launched June 2022

All commodity pools managed by USCF and each series of the ETF Trust managed by USCF Advisers are collectively referred to as the "Funds" hereafter.

For the year ended June 30, 2022 approximately 73% of USCF Investments' revenue were attributed to its three largest funds which were United States Oil Fund, LP, United States Natural Gas Fund, LP and United States Commodity Index Fund as compared to the year ended June 30, 2021 with approximately 84% of the revenue attributed to United States Oil Fund, LP, United States Natural Gas Fund, LP and United States Brent Oil Fund, LP.

*Competition*

USCF Investments faces competition from other commodity fund managers, which include larger, better financed companies that offer products similar to USCF Investments. Many of these competitors have substantially greater financial, technical, and human resources than USCF Investments does, as well as greater experience in the discovery and development of products and the commercialization of those products. Our competitors' products may be more effective, or more effectively marketed and sold, than any products we may commercialize. USCF Investments will continue to develop and consider new fund opportunities identified through its research efforts and review of market needs. However, the cost of launching and seeding new funds is dependent upon existing and new capital resources. The ability to successfully launch new funds competing with much larger financial institutions with greater financial and human capital will be challenging.

*Regulation*

USCF Investments' operating subsidiaries, USCF and USCF Advisers, are subject to federal, state and local laws and regulations generally applicable to the investment services industry. USCF is a commodity pool operator ("CPO") subject to regulation by the Commodity Futures Trading Commission (the "CFTC") and the National Futures Association (the "NFA") under the Commodities Exchange Act of 1936, as amended (the "CEA"). USCF Advisers is an investment adviser registered under the Investment Advisers Act of 1940, as amended, and is also registered as a CPO under the CEA. Public offerings conducted by ETPs sponsored by USCF are required to be registered with the Securities and Exchange Commission (the "SEC") in accordance with the Securities Act of 1933, as amended and each ETP has SEC reporting obligations under the Securities Exchange Act of 1934, as amended. The series of the ETF Trust managed by USCF Advisers are registered investment companies under the Investment Company Act of 1940, as amended.

*Employees*

USCF Investments' operating subsidiaries employ approximately 14 persons, a majority of whom are located in Walnut Creek, California. The operating subsidiaries are responsible for the retention of sub-advisers to manage the investments of each managed Funds' assets in conformity with their respective investment policies if the operating subsidiary does not provide those services directly. USCF Investments' operating subsidiaries may also retain third-parties to provide custody, distribution, fund administration, transfer agency, and all other non-distribution related

services necessary for each fund to operate. USCF Investments, through its operating subsidiaries, bears all of its own costs associated with providing these advisory services and the expenses of the members of the board of directors of each fund who are affiliated with USCF Investments.

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*Intellectual Property*

USCF Investments subsidiary USCF owns registered trademarks for USCF and USCF Advisers. The Funds for which USCF is a general partner or sponsor have registered trademarks owned by USCF. Additionally, USCF was granted two patents Nos. 7,739,186 and 8,019,675, for systems and methods for an exchange traded fund (ETF) that tracks the price of one or more commodities.

**Gourmet Foods**

Gourmet Foods, Ltd. ("Gourmet Foods"), was organized in its current form in 2005 (previously known as Pats Pantry Ltd) and acquired by The Marygold Companies in August 2015. Pats Pantry was founded in 1966 to produce and sell wholesale bakery products, meat pies and patisserie cakes and slices, in New Zealand. Gourmet Foods, located in Tauranga, New Zealand, sells substantially all of its goods to supermarkets and service station chains with stores located throughout New Zealand. Gourmet Foods also has a large number of smaller independent lunch bars, cafes and corner dairies among the customer list, however they comprise a relatively insignificant dollar volume in comparison to the primary accounts of large distributors and retailers.

On July 1, 2020, Gourmet Foods acquired the New Zealand company, Printstock Products Limited ("Printstock"). Located in nearby Napier, New Zealand, Printstock prints wrappers for food products, including those used by Gourmet Foods. Printstock is a wholly-owned subsidiary of Gourmet Foods and its operating results are consolidated with those of Gourmet Foods from July 1, 2020 onwards.

*Products and Customers*

The Marygold Companies, through Gourmet Foods, and following the acquisition of Printstock Products Limited on July 1, 2020, has two major customer groups comprising gross revenues: 1) baking, and 2) printing. While these major groups are comprised of different customers and supply chains, we consider the consolidation of Gourmet Foods with Printstock to be within the food industry as Printstock only supplies the food industry manufacturers, some of which are competitors to Gourmet Foods, and the inclusion of Printstock to the Gourmet Foods operations does not extend its presence beyond the food industry. Therefore, for the purpose of segment reporting (Note 16), both revenue streams are considered part of the same "food industry" segment.

*Baking:* Within the baking sector there are three major customer groups; 1) grocery, 2) gasoline convenience stores, and 3) independent retailers. The grocery industry is dominated by several large chain operations, which are customers of Gourmet Foods, and there are no long term guarantees that these major customers will continue to purchase products from Gourmet Foods, however, many of the existing relationships have been in place for sufficient time to give management reasonable confidence in their continuing business. For the year ended June 30, 2022, Gourmet Foods' largest customer in the grocery and food industry, who operates through a number of independently branded stores, accounted for approximately 22% of baking sales revenues as compared to 18% for the year ended June 30, 2021. This customer accounted for 25% of the baking accounts receivable at June 30, 2022 as compared to 19% as of June 30, 2021. The second largest customer in the grocery and food industry did not account for significant sales during the years ended June 30, 2022 and 2021. However, this customer did account for 26% and 27% of baking accounts receivable as of June 30, 2022 and 2021, respectively.

In the gasoline convenience store market customer group, Gourmet Foods supplies two major channels. The largest is a marketing consortium of gasoline dealers operating under the same brand who, for the years ended June 30, 2022 and 2021 accounted for approximately 50% and 49%, respectively, of baking gross sales revenues. No single member of the consortium is responsible for a significant portion of Gourmet Foods' baking accounts receivable, however as a group they collectively accounted for 21% and 22% of baking accounts receivable as of June 30, 2022 and 2021, respectively. A second consortium of gasoline convenience stores accounted for 23% of baking accounts receivable as of June 30, 2022 and June 30, 2021. No single member of this consortium was a significant contributor to Gourmet Foods' sales revenues, but as a group they contributed 8% and 9% of the baking sales revenues for the years ended June 30, 2022 and 2021, respectively.

The third major customer group is independent retailers and cafes, which accounted for the balance of baking gross sales revenue, however no single customer in this group was a significant contributor of baking sales revenues or baking accounts receivable as of and for the years ended June 30, 2022 and 2021.

*Printing:* The printing sector of Gourmet Foods' gross revenues is comprised of many customers, some large and some small, with one customer accounting for 37% of the printing sector revenues and 39% of the printing sector accounts receivable as of and for the year ended June 30, 2022 as compared to 33% of printing sector revenues and 40% of printing sector accounts receivable as of and for the year ended June 30, 2021. No other customers comprised a significant contribution to printing sector sales revenues or accounts receivable as of and for the years ended June 30, 2022 and 2021.

*Consolidated:* With respect to Gourmet Foods' consolidated risk, the largest three customers accounted for 32%, 14% and 13% as compared to 32%, 12% and 12% of Gourmet Foods' consolidated gross revenues for the years ended June 30, 2022 and 2021, respectively. These same customers accounted for 7%, 8% and 26%, respectively, of the



consolidated accounts receivable of Gourmet Foods as of June 30, 2022 as compared to 8%, 7%, 26%, respectively, as of June 30, 2021.

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### *Sources and Availability of Materials*

Gourmet Foods, including Printstock, is not dependent upon any one major supplier as many alternative sources are available in the local marketplace should the need arise. However, the effects of the ongoing COVID-19 pandemic on global supply chains has reduced available supplies of raw ingredients and increased their price. All sources of raw ingredients are experiencing shortages, and those shortages, along with price increases, have negatively impacted Gourmet Foods profit margins and, in some instances, their ability to meet market demand in a timely manner. As the industry continues to recover from the lock downs and other measures taken to reduce the spread of the COVID-19 virus, management expects the availability of materials and competitive pricing to return to normal levels.

### *Competition*

Gourmet Foods faces competition from other commercial-scale manufacturers of meat pies located in New Zealand and Australia. Competitors' products may be more effective, or more effectively marketed and sold, than any products Gourmet Foods may commercialize. Larger competitors in New Zealand also enjoy a wider and more entrenched market share making it particularly difficult for us to penetrate certain market segments and, even if penetrated, might make it difficult to maintain. In an effort to expand its market presence and limit competitive interference, Gourmet Foods from time to time attempts to acquire other commercial-scale manufacturers of meat pies or confections. Gourmet Foods has also collapsed a portion of its supply chain by acquiring Printstock, who prints the food wrappers utilized by Gourmet Foods. Printstock, in turn, also faces competition from other New Zealand-based printing companies who offer similar services to the food production industry.

### *Seasonality*

The location of Gourmet Foods in the southern hemisphere provides it with a warm Christmas holiday season and some increased business as customers tend to be traveling and purchase more ready-to-eat foods. Although this increase in sales is observable, it is not deemed significant and the opposing seasons to the northern hemisphere work to offset any corresponding downturn in revenues for Brigadier, our Canadian subsidiary, during winter months. Overall, The Marygold Companies' consolidated business does not experience any material seasonality due to Gourmet Foods.

### *Regulation*

In New Zealand our subsidiary, Gourmet Foods, is required to have certain permits from health regulatory agencies and export permits for certain products it chooses to export. Gourmet Foods is also subject to local regulations as are usual and customary for those in the food processing, manufacturing and distribution business. Gourmet Foods believes it has all necessary licenses and permits and is compliant in all material respects with New Zealand laws and local regulations.

### *Employees*

Gourmet Foods, including Printstock, employs approximately 49 persons in New Zealand.

### *Intellectual Property*

Gourmet Foods, Ponsonby Pies and Pat's Pantry are all registered trademarks of Gourmet Foods, Ltd.

### ***Brigadier***

On June 2, 2016, we acquired all of the issued and outstanding stock in Brigadier, a Canadian corporation headquartered in Saskatoon, Saskatchewan. Brigadier sells and installs alarm monitoring and security systems to commercial and residential customers under the brand names "Brigadier Security Systems" and "Elite Security" throughout the province of Saskatchewan with offices in Saskatoon and Regina.

### *Services, Products and Customers*

Brigadier, founded in 1985, is a leading electronic security company in the province of Saskatchewan. Brigadier has two offices located in the urban areas of Saskatchewan, Brigadier Security Systems in Saskatoon, and operating as Elite Security in Regina. The company's management team has a combined industry experience of over 136 years. Brigadier provides comprehensive security solutions including access control, camera systems, fire alarm monitoring panels, and intrusion alarms to home and business owners as well as government offices, schools, and public buildings. Their experience as the provider of choice on many large notable sites shows a commitment to design, service and support. Brigadier specializes, and is certified, in several major manufacturers' products: Honeywell Security, Panasonic, Avigilon and JCI/DSC/Kantech security products. Brigadier and its staff are recognized for dedication to customer service with annual awards from SecurTek including being recipients of the Customer Retention, Service Excellence, and overall best dealer with the President's Award. Brigadier has demonstrated a commitment to delivering outstanding quality to customers by the notable facilities, businesses, and homes they secure.

Brigadier is an authorized SecurTek dealer. SecurTek is owned by SaskTel which is Saskatchewan's leading Information and Communications Technology (ICT) provider with over 1.4 million customer connections across Canada. Under the terms of its authorized dealer contract with the monitoring company, Brigadier earns monthly payments during the term of the monitoring contract in exchange for performance of customer service activities on behalf of the monitoring company.

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The Marygold Companies, through Brigadier, is partially dependent upon its contractual relationship with the alarm monitoring company that provides monitoring services to Brigadier's customers. In the event this contract is terminated, Brigadier would be compelled to find an alternate source of alarm monitoring, or establish such a facility itself. Management believes that the contractual relationship is sustainable, and has been for many years, with alternate solutions available should the need arise. Sales to the largest customer, which includes contracts and recurring monthly support fees, totaled 52% and 49% of the total Brigadier revenues for the years ended June 30, 2022 and June 30, 2021, respectively. The same customer accounted for approximately 31% of Brigadier's accounts receivable as of the balance sheet date of June 30, 2022 and 2021. No other customers were significant for the year ended June 30, 2022, however another customer accounted for 12% of total Brigadier revenues and 39% of accounts receivable as of and for the year ended June 30, 2021.

*Sources and Availability of Materials*

Brigadier purchases alarm panels, digital and analog cameras, mounting hardware and accessory items needed to complete security installations from a variety of sources. The manufacture of electronic items such as those sought by Brigadier has expanded to a global scale thus providing Brigadier with a broad choice of suppliers. Brigadier bases its vendor selection on several criteria including: price, availability, shipping costs, quality, suitability for purpose and the technical support of the manufacturer. Brigadier is not reliant on any one supplier.

*Competition*

Although it holds a leading market position in the province of Saskatchewan, Brigadier faces competition from larger, better financed companies that offer similar products and services throughout Canada and globally. In addition, it is possible that Brigadier may face increasing competition as disruptive technologies enter the market. However, with respect to the market share it currently enjoys, Brigadier expects to maintain its current market position in Saskatchewan and believes that opportunities exist to capitalize on the deployment of new technologies within this market. Brigadier's management will continue efforts to capture additional customers through organic growth and a focus on quality.

*Seasonality*

Brigadier, due to its location in the province of Saskatchewan, Canada, is far enough north that winter weather has a negative effect on its ability to complete some installations, particularly those involving new construction. For this reason, the period from November through March typically produces less revenue than comparison periods during other seasons of the year. Although this decrease in sales is observable, the downturn in sales revenues for the winter months at Brigadier are offset in large part by the increase in revenues for our subsidiary Gourmet Foods in the Southern Hemisphere. Overall, The Marygold Companies, on a consolidated basis, does not experience any material seasonality due to Brigadier.

*Employees*

Brigadier employs approximately 18 persons in Canada.

**Original Sprout**

Kahnalytics was formed in 2015 as a wholly-owned subsidiary of the Company and acquired the assets of Original Sprout LLC in December 2017. Original Sprout LLC was founded in 2003. Kahnalytics began doing business as Original Sprout in December 2017. Original Sprout formulates and packages various hair and skin care products that are 100% vegan, tested safe and non-toxic, and marketed globally through distribution networks to salons, resorts, grocery stores, health food stores, e-tail sites and on Original Sprout's website. Original Sprout operates from warehouse and sales offices located in San Clemente, CA, USA.

*Products and Customers*

As a result of the ongoing COVID-19 pandemic, Original Sprout has made adjustments to its primary distribution and marketing channels. Prior to the pandemic Original Sprout relied heavily upon its wholesale distribution network to place products at retail locations and generally to make products available to consumers, whereas during the environment of social distancing and closures of retail businesses, consumers avoided traditional sales outlets. In response to this trend, many of Original Sprout's distributors became retailers by selling direct to consumers on e-tail platforms. Original Sprout, in defense of its brand and price points, was compelled to commence a transition from its wholesale distribution model to one wherein Original Sprout sells direct to retail outlets, or even direct to consumers, through online platforms such as Costco.com and others. The positive effects of this transition are expected to be realized within the next 6 to 12 months, as will be evidenced by increasing profit margins to offset a decrease in sales to distributors.

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Original Sprout sells its products through 3 channels to market: 1) direct sales to end users via online shopping carts, 2) sales through international wholesale distributors who, in turn, sell to other retailers or wholesalers, and 3) to retail stores selling to end users either from the shelf or online.

Original Sprout has thousands of customers and, from time to time, certain of them become significant during specific reporting periods, but may not be significant during other periods. Due to the increase in online sales channels and the discontinuation of most domestic distribution agreements, Original Sprout had 1 significant international distributor for the year ended June 30, 2022 which accounted for 11% of Original Sprout's total revenues as compared to 4% of total revenues for the year ended June 30, 2021. A different domestic customer, who was insignificant for the year ended June 30, 2022, accounted for 12% of sales for the year ended June 30, 2021. Six different customers, none of whom contributed significant sales levels, accounted for 19%, 16%, 15%, 13%, 12%, and 11% of total accounts receivable as of June 30, 2022 as compared to 15%, 30%, 6%, 7%, 17%, and 11%, respectively, as of June 30, 2021.

### *Sources and Availability of Materials*

Original Sprout is dependent upon its relationship with a product formulating and packaging company who, at the direction of Original Sprout, produces its products in accordance with proprietary formulas, packages them in appropriate containers, and delivers the finished goods to Original Sprout for distribution to its customers. All of Original Sprout's products are currently produced by this packaging company. If this relationship were to terminate, Original Sprout believes that there are other similar packaging companies available to Original Sprout at competitive pricing. Because of the nature of the Original Sprout product ingredients, some of the ingredients may, at times, be difficult to source in a timely fashion or at the expected price point. To safeguard against this possibility Original Sprout endeavors to maintain at least a 90-day supply of all products in stock. Estimating and maintaining a reserve stock account is not a guarantee that a shortage of ingredient supplies will not affect production such that Original Sprout will not exhaust its reserves or be unable to fulfill customer orders.

### *Competition*

Original Sprout manufactures and distributes only 100% vegan, safe and non-toxic, hair and skin care products which it believes differentiate it significantly from competitors that do not employ such standards. The use of organic and natural extracts is a growing trend in the U.S. and abroad, and other established brands are beginning to make products that directly compete with Original Sprout. As more entrants to the high-end, vegan, hair care segment come into existence it is inevitable that some will be better financed and have more brand recognition and resources than those of Original Sprout. Original Sprout is focused on promoting its own brand name as a recognized pioneer in 100% vegan, safe, effective, hair care products through the recruitment of additional distributors, contracts with additional nationwide retail stores, a continued emphasis on online sales either directly or through retail stores and an increased social media presence. Original Sprout believes that these steps will allow for the continued growth of annual revenues and market share protection, though there can be no guarantees that such efforts will be sufficient to offset the effects of competition in the future.

### *Seasonality*

There is no significant seasonality for sales of products for Original Sprout, though sales will fluctuate around traditional holidays, and certain products, such as sunscreen, will be lower in winter months than in summer months. Overall, The Marygold Companies, on a consolidated basis, does not experience any material seasonality due to Original Sprout.

### *Regulation*

In the U.S. our subsidiary, Original Sprout, is not required to have permits or inspections by regulatory agencies for the products it formulates and distributes in the U.S.; however, it has chosen to gain recognition from certain testing laboratories and other quasi-regulatory agencies for compliance with accepted standards for hair and skin care ingredients and lack of toxic chemicals in their formulas and processes. For export, Original Sprout is often compelled to submit its products to foreign government agencies or certified laboratories for ingredient testing prior to being accepted for import as a "safe" product. We believe that Original Sprout products comply with all applicable regulations, both domestic and foreign, in areas where they are sold or distributed.

### *Intellectual Property*

The formulations and ingredient percentages of the many products of Original Sprout are considered its intellectual property, though many cannot be patented, they are maintained as confidential. The names "Original Sprout", "D'Organiques Original Sprout" are registered trademarks of Original Sprout.

### *Employees*

Original Sprout employees approximately 6 persons on a full-time basis, not including temporary workers or "temp-to-hire" status workers, in California.



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### **Marygold**

While still in the development phase, Marygold continues to devote considerable resources to the development of a proprietary Fintech software application that is envisioned to provide a superior mobile banking experience to its customers. Marygold employs 6 full time staff members and also subcontracts for a variety of services, both in the U.S. and internationally. These operating expenses are combined with those of The Marygold Companies in our Consolidated Financial Statements and segmented reports. Marygold estimates that it will launch its mobile app during the fiscal year ending June 30, 2023 and, at that time, its operations will be segregated from those of the parent, The Marygold Companies.

### **Marygold UK**

Marygold UK was formed under the laws of England and Wales as a wholly owned subsidiary of The Marygold Companies for the specific purpose of acquiring existing operating companies in the financial services sector of the U.K. On June 20, 2022, Marygold UK entered into a Variation Agreement providing for a revised schedule of payments which shall be paid by Marygold UK to the Seller, as described therein (the "Variation Agreement") and simultaneously therewith, Marygold UK completed the acquisition of Tiger Financial and Asset Management Limited ("Tiger"). Prior to June 20, 2022, Marygold UK had no operations, and any incidental expenses were consolidated with those of the parent. For the period June 20, 2022 through June 30, 2022, operating income and expenses were de minimis and are combined with those of the parent in our Consolidated Financial Statements and segmented reports where indicated. The business of Marygold UK will be that of Tiger, an asset manager and investment advisor to residents of the U.K. As of June 30, 2022, Tiger has approximately £42 million in assets under management. Tiger earns revenues as a percentage of the assets under management. At this level of assets under management, Tiger is nominally cash flow breakeven. Although assets under management have been stable and consistent over the prior 5-year period, management expects to be able to increase the level through a concentrated sales effort, however there is no assurance that such effort will be successful or that assets under management will not decline from their present level. Marygold UK is also planning to introduce the Marygold fintech app to its customers and, more broadly, to the population of the U.K. as the mobile app finalizes its commercial launch in the U.S. and banking relationships are established in the U.K. There is no scheduled timeline for this launch, nor can assurances be made that the product will be widely or well received by the target customer base. Marygold UK employs 3 persons full time in the U.K.

### **Available Information**

We maintain a website at [www.themarygoldcompanies.com](http://www.themarygoldcompanies.com). We make available free of charge on or through our website our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as soon as reasonably practicable after we electronically file or furnish such materials to the SEC. The information on our website is not incorporated by reference in this annual report on Form 10-K. In addition, the U.S. Securities and Exchange Commission ("SEC") maintains an Internet site at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC, from which investors can electronically access The Marygold Companies' SEC filings.

### **Controlled Company Status**

Pursuant to a voting agreement, (the "Voting Agreement"), Nicholas Gerber and Scott Schoenberger, through their respective trusts, will represent 22,948,008, or 56.84% of the Voting Stock with respect to matters that may have a material impact on Company strategy and shareholder rights. Because more than 50% of the combined voting power of all of our outstanding common stock is beneficially owned by Messrs. Gerber and Schoenberger, we are a "controlled company" as defined in section 801(a) of the NYSE American Company Guide. As such, we are exempt from certain NYSE American rules requiring our Board of Directors to have a majority of independent members, a compensation committee composed entirely of independent directors and a nominating and governance committee composed entirely of independent directors.

### **ITEM 1A. RISK FACTORS**

The Marygold Companies and its subsidiaries (referred to herein as "we," "us," "our" or similar expressions) are subject to certain risks and uncertainties in its business operations which are described below. The risks and uncertainties described below are not the only risks we face. Additional risks and uncertainties that are presently unknown or are currently deemed immaterial may also impair our business operations. The following risk factors should be read in connection with the other information included in this annual report on Form 10-K, including Management's Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and the related notes.

***The Company's business and operation could be negatively affected by any material litigation involving the Company or its subsidiaries.***

USCF, an indirect wholly owned subsidiary of the Company, is currently subject to class action litigation. See "Item 3. Legal Proceedings" of this Annual Report on Form 10-K.

Estimating an amount or range of possible losses resulting from litigation proceedings is inherently difficult and requires an extensive degree of judgment, particularly where the matters involve indeterminate claims for monetary damages, are in the early stages of the proceedings, and are subject to appeal. In addition, because most legal proceedings are resolved over extended periods of time, potential losses are subject to change due to, among other things, new developments, changes in legal strategy, the outcome of intermediate procedural and substantive rulings and other parties' settlement posture and their evaluation of the strength or weakness of their case against us. For these reasons, we are currently unable to predict the ultimate timing or outcome of, or reasonably estimate the possible losses or a range of possible losses resulting from, the matters described in "Item 3. Legal Proceedings" of this Annual Report on Form 10-K. In light of the inherent uncertainties involved in such matters, an adverse outcome in this litigation could materially adversely affect the Company's financial condition, results of operations or cash flows in any particular reporting period.

Litigation could result in substantial costs and divert management's attention and resources from a company's business. Additionally, litigation could give rise to perceived uncertainties as to a company's future, adversely affect its relationships with vendors and make it more difficult to attract and retain qualified personnel. Also, a company subject to litigation may be required to incur significant legal fees and other expenses related to any litigation.

### ***COVID-19 Risk***

An outbreak of infectious respiratory illness caused by a novel coronavirus known as COVID-19 was first detected in China in December 2019 and has now been detected globally. In March 2020, the World Health Organization declared the COVID-19 outbreak a pandemic. COVID-19 has resulted in numerous deaths, travel restrictions, closed international borders, enhanced health screenings at ports of entry and elsewhere, disruption of and delays in healthcare service preparation and delivery, prolonged quarantines and the imposition of both local and more widespread "work from home" measures, cancellations, supply chain disruptions, and lower consumer demand, as well as general concern and uncertainty. The ongoing spread of COVID-19 has had, and is expected to continue to have, a material adverse impact on local economies in the affected jurisdictions and also on the global economy, as cross border commercial activity and market sentiment are increasingly impacted by the outbreak and government and other measures seeking to contain its spread. The impact of COVID-19, and other infectious illness outbreaks that may arise in the future, could adversely affect individual issuers and capital markets in ways that cannot necessarily be foreseen. In addition, actions taken by government and quasi-governmental authorities and regulators throughout the world in response to the COVID-19 outbreak, including significant fiscal and monetary policy changes, may affect the value, volatility, pricing and liquidity of some investments or other assets, including those held by or invested in by the Company. Public health crises caused by the COVID-19 outbreak may exacerbate other preexisting political, social and economic risks in certain countries or globally. The duration of the COVID-19 outbreak and its ultimate impact on the Company and, on the global economy, cannot be determined with certainty. The COVID-19 pandemic and its effects may last for an extended period of time and could result in significant and continued declines in global financial markets, higher default rates, and a substantial economic downturn or recession. The foregoing could disrupt the operations of the Company's service providers, adversely affect the Company's stock price, and negatively impact the Company's performance and your investment in the Company. The extent to which COVID-19 will affect the Company and its' service providers will depend on future developments, which are highly uncertain and cannot be predicted, including new information that may emerge concerning the severity of COVID-19 and the actions taken to contain COVID-19. Given the significant economic and financial market disruptions associated with the COVID-19 pandemic, the Company's results of operations could be adversely impacted.



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Additional risks and uncertainties that are presently unknown or are currently deemed immaterial may also impair our business operations. These risk factors should be read in connection with the other information included in this annual report on Form 10-K, including Management's Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and the related notes.

**Risks Related to our Business and Structure**

***The Marygold Companies is a holding company and its only material assets are its cash in hand, equity interests in its operating subsidiaries and its other investments. As a result, The Marygold Companies' principal source of cash flow is distributions from its subsidiaries and its subsidiaries may be limited by law and by contract in making distributions to The Marygold Companies.***

As a holding company, The Marygold Companies' assets are its cash and cash equivalents, the equity interests in its subsidiaries and other investments.

The principal source of cash flow is distributions from our subsidiaries. Thus, our ability to finance future acquisitions or develop new projects is dependent on the ability of our subsidiaries to generate sufficient net income and cash flows to make upstream cash distributions to us. Our subsidiaries are separate legal entities, and although they may be wholly-owned or controlled by us, they have no obligation to make any funds available to us, whether in the form of loans, dividends, distributions or otherwise. The ability of our subsidiaries to distribute cash to us are and will remain subject to, among other things, restrictions that are contained in each subsidiaries' financing agreements, availability of sufficient funds and applicable state laws and regulatory restrictions.

Claims of creditors of our subsidiaries generally will have priority as to the assets of such subsidiaries over our claims and claims of our creditors and stockholders. To the extent our cash flow is dependent on our subsidiaries ability to make distributions to us could materially limit our ability to grow, pursue business opportunities or make acquisitions that could be beneficial to our businesses.

***Our business is subject to extensive government regulation and oversight. Our failure to comply with extensive, complex, overlapping, and frequently changing rules, regulations, and legal interpretations could materially harm our business.***

Our business is subject to complex and changing laws, rules, regulations, policies, and legal interpretations in the markets in which we operate, including, but not limited to, those governing and enforcing: banking, credit, deposit taking, cross-border and domestic money transmission, prepaid access, foreign currency exchange, privacy and data protection, data governance, cybersecurity, banking secrecy, digital payments and cryptocurrency, payment services (including payment processing and settlement services), fraud detection, consumer protection, antitrust and competition, economic and trade sanctions, anti-money laundering, and counter-terrorist financing. As we, through our subsidiaries, introduce new products and services and expand into new markets, including through acquisitions, we may become subject to additional regulations, restrictions, and licensing requirements.

Any failure or perceived failure to comply with existing or new laws, regulations, or orders of any government authority (including changes to or expansion of their interpretation) may subject us to significant fines, penalties, criminal and civil lawsuits, forfeiture of significant assets, and enforcement actions in one or more jurisdictions; result in additional compliance and licensure requirements; cause us to lose existing licenses or prevent or delay us from obtaining additional licenses that may be required for our business; increase regulatory scrutiny of our business; divert management's time and attention from our business; restrict our operations; lead to increased friction for customers; force us to make changes to our business practices, products or operations; require us to engage in remediation activities; or delay planned transactions, product launches or improvements. Any of the foregoing could, individually or in the aggregate, harm our reputation, damage our brands and business, and adversely affect our results of operations and financial condition.

We have implemented policies and procedures designed to help ensure compliance with applicable laws and regulations, but there can be no assurance that our employees, contractors, and agents will not violate such laws and regulations.

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***We are dependent on certain key personnel, the loss of which may adversely affect our financial condition or results of operations.***

Major capital allocation decisions and investment decisions are made by Chief Executive Officer and Chairman of the Board of Directors, Nicholas Gerber, with consultation from key personnel, from our management team and the executive management teams from our subsidiaries. The executive management teams that lead the Company and our subsidiaries are also highly experienced and possess extensive skills in their industry. If Mr. Gerber were to become unavailable, there could be a material adverse impact on our operations. However, the Company's Board of Directors have the power and authority to fill a vacancy left by Mr. Gerber. The ability to retain key personnel is important to our success and future growth. Competition for these professionals can be intense, and we may not be able to retain and motivate our existing officers and senior employees and continue to compensate such individuals competitively. The unexpected loss of the services of one or more of these individuals could have a detrimental effect on our operations and negatively impact our financial condition or results of operations of our businesses and could hinder the ability of our business and our subsidiaries to effectively compete in the various industries in which we operate.

***We need qualified personnel to manage and operate our subsidiaries.***

Our decentralized business model requires that we retain qualified and competent managers to continue day-to-day operations of our subsidiaries and continue business operations in a changing political, business or regulatory environment. Our subsidiaries require qualified and competent personnel to execute their business plans and continue servicing their clients, suppliers and other stakeholders. Our inability to attract and retain qualified personnel to operate our business subsidiaries could negatively impact our operating results and our overall financial condition that is important to our success and future growth.

***Risks related to commodity prices could materially and adversely affect USCF's business.***

In 2020, in the context of the COVID-19 pandemic and disputes among oil-producing countries regarding potential limits on the production of crude oil, significant market volatility occurred and is continuing in the crude oil markets as well as the oil futures markets. As a result of this, significant market volatility in the oil futures markets, the market price of the front month futures contract fell below zero for a period of time.

Crude oil prices also vary depending on a number of factors affecting supply. For example, increased supply from the development of new oil supply sources and technologies to enhance recovery from existing sources tends to reduce crude oil prices to the extent such supply increases are not offset by commensurate growth in demand. Similarly, increases in industry refining or petrochemical manufacturing capacity may impact the supply of crude oil. World oil supply levels can also be affected by factors that reduce available supplies, such as adherence by member countries to the Organization of the Petroleum Exporting Countries ("OPEC") production quotas and the occurrence of wars, hostile actions, natural disasters, disruptions in competitors' operations, or unexpected unavailability of distribution channels that may disrupt supplies. Technological change can also alter the relative costs for companies in the petroleum industry to find, produce, and refine oil and to manufacture petrochemicals, which in turn may affect the supply of and demand for oil.

The demand for crude oil also correlates closely with general economic growth rates. The occurrence of recessions or other periods of low or negative economic growth will typically have a direct adverse impact on crude oil prices. Other factors that affect general economic conditions in the world or in a major region, such as changes in population growth rates, periods of civil unrest, pandemics (e.g. COVID-19), government austerity programs, or currency exchange rate fluctuations, can also impact the demand for crude oil. Sovereign debt downgrades, defaults, inability to access debt markets due to credit or legal constraints, liquidity crises, the breakup or restructuring of fiscal, monetary, or political systems such as the European Union, and other events or conditions (e.g. pandemics such as COVID-19) that impair the functioning of financial markets and institutions also may adversely impact the demand for crude oil.

***Abnormally wide bid/ask spreads and market disruptions that halt or disrupt trading or create extreme volatility could undermine investor confidence in the ETP investment structure and limit investor acceptance of ETPs.***

ETPs trade on exchanges in market transactions that generally approximate the value of the referenced assets or underlying portfolio of securities held by the particular ETP. Trading involves risks including the potential lack of an active market for fund shares, abnormally wide bid/ask spreads (the difference between the prices at which shares of an ETP can be bought and sold) that can exist for a variety of reasons and losses from trading. These risks can be exacerbated during periods when there is low demand for an ETP, when the markets in the underlying investments are closed, when markets conditions are extremely volatile or when trading is disrupted. This could result in limited growth or a reduction in the overall ETP market and result in our revenues not growing as rapidly as it has in the recent past or even in a reduction of revenues.

***We derive a substantial portion of our revenues from our USCF Investments subsidiary, as a result, our operating results are particularly exposed to investor sentiment toward investing in the ETPs and ETFs***

***sponsored by USCF and advised by USCF Advisers.***

For the years ended June 30, 2022 and 2021, approximately 63% of our revenues were derived from USCF Investments operations, which consists of the management of ETPs and ETFs by USCF and USCF Advisers. As a result, our operating results are particularly exposed to the performance of these funds and our ability to maintain the assets under management of these funds, as well as investor sentiment toward investing in the funds' strategies. If the assets under management in these funds were to decline, either because of declining market values or net outflows from these funds, our revenues would be adversely affected.

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***We rely on third party suppliers, and our business may be affected by interruption of supplies or increases in product costs.***

Gourmet Foods obtains most food related products and services from third party suppliers. Gourmet Foods typically does not have long-term contracts with suppliers. Although Gourmet Foods' purchasing volume can provide leverage when dealing with suppliers, suppliers may not provide the foodservice products and supplies Gourmet Foods needs in the quantities and at the time and prices requested. Gourmet Foods does not control the actual production of most of the products it sells. This means Gourmet Foods is also subject to delays caused by interruption in production and increases in product costs based on conditions outside its control. These conditions include work slowdowns, work interruptions, strikes or other job actions by employees of suppliers; severe weather; crop conditions; product recalls; transportation interruptions; unavailability of fuel or increases in fuel costs; competitive demands; and natural disasters, terrorist attacks or other catastrophic events (including, but not limited to, the outbreak of food-borne illnesses in the United States). Gourmet Foods' inability to obtain adequate supplies of foodservice and related products because of any of these or other factors could mean that Gourmet Foods could not fulfill its obligations to its customers and, as a result, customers may turn to other distributors.

***Product recalls or other product liability claims could materially and adversely affect us.***

Selling products for human consumption involves inherent legal and other risks, including product contamination, spoilage, product tampering, allergens, or other adulteration. We could in the future be required to recall products due to suspected or confirmed product contamination, adulteration, product mislabeling or misbranding, tampering, undeclared allergens, or other deficiencies. Product recalls or market withdrawals could result in significant losses due to their costs, the destruction of product inventory, and lost sales due to the unavailability of the product for a period of time.

Adverse attention about these types of concerns, whether or not valid, may damage our reputation, discourage consumers from buying our products, or cause production and delivery disruptions that could negatively impact our net sales and financial condition.

We may also suffer losses if our products or operations violate applicable laws or regulations, or if our products cause injury, illness, or death. In addition, our marketing could face claims of false or deceptive advertising or other criticism. A significant product liability or other legal judgment or a related regulatory enforcement action against us, or a significant product recall, may materially and adversely affect our reputation and profitability. Moreover, even if a product liability or fraud claim is unsuccessful, has no merit, or is not pursued to conclusion, the negative publicity surrounding assertions against our products or processes could materially and adversely affect our product sales, financial condition, and operating results.

***Our stock price may change significantly, and you may not be able to sell your shares of our common stock at or above the price you paid or at all, and you could lose all or part of your investment as a result.***

The stock market may routinely experience periods of large or extreme volatility. In some instances, this volatility is unrelated or disproportionate to the operating performance of particular companies.

- The trading price of our common stock may be adversely affected due to a number of factors, many of which we cannot control. These factors may include, among other things, results of operations that vary from the expectations of securities analysts and investors; changes in expectations as to our or our industry's future financial performance, including financial estimates and investment recommendations by securities analysts and investors, and the publication of research reports regarding the same;
- changes in general economic or market conditions or trends in our industry or markets;
- future issuances or sales or purchases of our common stock or other securities;
- the public's response to press releases or other public announcements by us or third parties, including our filings with the SEC; and
- changes in senior management or other key personnel.

***In the past, we have expanded our business internationally. This expansion subjects us to increased operational, regulatory, financial and other risks.***

We face increased operational, regulatory, financial, compliance, reputational and foreign exchange rate risks as a result of our international expansion. The failure of our compliance and internal control systems to properly mitigate such additional risks, or of our operating infrastructure to support such expansion, could result in operational failures and regulatory fines or sanctions. If our international products and operations experience any negative consequences or are perceived negatively in non-U.S. markets, it may also harm our reputation in other markets, including the U.S. market.

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Our risk management policies and procedures, and those of our third-party vendors upon which we rely, may not be fully effective in identifying or mitigating risk exposure, including employee misconduct. If our policies and procedures do not adequately protect us from exposure to these risks, we may incur losses that would adversely affect our financial condition, reputation and market share.

We have developed risk management policies and procedures and we continue to refine them as we conduct our business. Many of our procedures involve oversight of third-party vendors that provide us with critical services. Our policies and procedures to identify, monitor and manage risks may not be fully effective in mitigating our risk exposure.

These risks are difficult to detect in advance and deter, and could harm our business, results of operations or financial condition. If our policies and procedures do not adequately protect us from exposure and our exposure is not adequately covered by insurance or other risk-shifting tools, we may incur losses that would adversely affect our financial condition and could cause a reduction in our revenues as investors in our products shift their investments to the products of our competitors.

***We rely on trademarks, trade secrets, and other forms of intellectual property protections, which may not be adequate to protect us from misappropriation or infringement of our intellectual property.***

We rely on a combination of trademark, trade secret and other intellectual property laws in the U.S. and foreign jurisdictions in which we operate our businesses. We have applied for registration of a limited number of trademarks in the U.S. and in certain other countries, some of which have been registered or issued. We cannot guarantee that our applications will be approved by the applicable governmental authorities, or that third parties will not seek to oppose or otherwise challenge our registrations or applications. We also rely on unregistered proprietary rights, including common law trademark protection. Third parties may use trademarks identical or confusingly similar to ours, or independently develop trade secrets or know-how similar or equivalent to ours. If our proprietary information is divulged to third parties, including our competitors, or our intellectual property rights are otherwise misappropriated or infringed, our business could be harmed or adversely affected.

#### ***Risks Related to Our Controlled Company Election and Status***

***We are a "controlled company" within the meaning of the NYSE American rules and rely on exemptions from various corporate governance requirements that provide protection to stockholders of other companies.***

We are a "controlled company" as defined in section 801(a) of the NYSE American Company Guide because more than 50% of the combined voting power of all of our outstanding common stock is beneficially owned or controlled by Messrs. Gerber and Schoenberger. Under the NYSE American rules, a company of which more than 50% of the voting power is held by another person or group of persons acting together is a controlled company and may elect not to comply with certain NYSE American corporate governance requirements, including the requirements that:

- A majority of the Company's Board of Directors consist of independent directors;
- the Company has a nominating committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities; and
- the Company has a compensation committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities.

These independence standards are intended to ensure that directors who meet those standards are free of any conflicting interest that could influence their actions as directors.

The Company may elect in the future to use certain of these controlled company exemptions and the Company may continue to use all or some of these exemptions in the future for so long as the Company is a controlled company. Although we may rely on NYSE American's controlled company exemptions in the future, we currently have an independent board, nomination and governance committee and compensation committee. If the makeup of one or more of our board, nomination and governance committee or compensation committee changes such that we no longer comply with the independence standard of the NYSE American guidelines, then our stockholders may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the NYSE American rules.

***The Company's CEO, through the Gerber Trust, controls a significant percentage of our common stock, and may exert significant control over matters subject to stockholder approval as well as heightened voting power at the board level, preventing other stockholders and new investors from influencing significant corporate decisions.***

Mr. Nicholas D. Gerber, the President and Chief Executive Officer of the Company and Chairman of the Board of the Company, is the beneficial owner of approximately 18,250,015 shares of our common stock, par value \$0.001 per share (the "Common Stock"), representing approximately 45.21% of our total issued and outstanding Common Stock (giving effect to the conversion of all Series B Preferred Stock). Mr. Gerber's Common Stock is held by the Nicholas and Melinda Gerber Living Trust (the "Gerber Trust"). Nicholas Gerber and Melinda Gerber serve as trustees of the

Gerber Trust; As such, the Gerber Trust and Mr. Gerber share power to vote or to direct the vote of the shares and share power to dispose or to direct the disposition of Common Stock beneficially owned or controlled by Mr. Gerber.

Mr. Scott Schoenberger is a member of the Board of the Company. Mr. Schoenberger's shares of Common Stock are held by the Schoenberger Family Trust (the "Schoenberger Trust"). Mr. Schoenberger serves as the sole trustee of the Schoenberger Trust; As such, the Schoenberger Trust and Mr. Schoenberger share power to vote or to direct the vote of the shares and share power to dispose or to direct the disposition of these shares. Shares of our Common Stock held by Schoenberger Trust total 4,697,993 shares, representing 11.64% of the outstanding shares of Common Stock (giving effect to the conversion of all Series B Preferred Stock).

Additionally, pursuant to a voting agreement, (the "Voting Agreement"), the Gerber Trust and Schoenberger Trust will continue to vote all shares of Voting Stock owned by them to elect each of Messrs. Gerber and Schoenberger to the Board along with other designees mutually agreed upon. By virtue of the Voting Agreement, Messrs. Gerber and Schoenberger will represent 22,948,008, or 56.84% of the Voting Stock with respect to matters that may have a material impact on Company strategy and shareholder rights.

In addition, pursuant to the Company's Bylaws, Directors have voting power equivalent to their percentage of total Share ownership, multiplied by the number of directors then on the board of directors, rounded to the nearest whole number, with no Director holding less than one vote. As a result of Mr. Gerber's ownership of Company Shares, Mr. Gerber has a relatively higher number of votes relative to other directors, in proportion to Mr. Gerber's ownership interest in the Company.

### ***Cyber Security Risks***

The efficient operation of our businesses is dependent on computer hardware and software systems. Unauthorized computer infiltration, denial-of-service attacks, phishing efforts, unauthorized access, malicious software codes, computer viruses or other such harmful computer campaigns may negatively impact our business causing significant disruptions to our business operations. We expect that we may be subject to a cyber-attack in some form or fashion in the future as such attacks become more sophisticated and frequent to all industries and all businesses of every size. There can be no assurance that our cyber-security measures and technology will adequately protect us from these and other risks, including external risks such as natural disasters and power outages and internal risks such as insecure coding and human error.

Although we have undertaken steps to prevent and mitigate cyber risks, there is no guarantee that our efforts will prevent cyber-attacks perpetrated against our information systems which could result in loss of assets and critical information, theft of intellectual property or inappropriate disclosure of confidential information and could expose us to remediation costs and reputational damage which could adversely affect our business in ways that cannot be predicted at this time. Any of these risks could materially affect our results of operations and consolidated financial results.

### ***Future acquisitions or business opportunities could involve unknown risks that could harm our business and adversely affect our financial condition and results of operations.***

We are a holding company that owns interests in a number of different businesses. We have in the past, and intend in the future, to acquire businesses that involve unknown risks, some of which will be particular to the industry in which the investment or acquisition targets operate, including risks in industries with which we are not familiar or experienced. There can be no assurance our due diligence investigations will identify every matter that could have a material adverse effect on us or the entities that we may acquire. We may be unable to adequately address the financial, legal and operational risks raised by such investments or acquisitions, especially if we are unfamiliar with the relevant industry, which can lead to significant losses on material investments. The realization of any unknown risks could expose us to unanticipated costs and liabilities and prevent or limit us from realizing the projected benefits of the investments or acquisitions, which could adversely affect our financial condition and liquidity. In addition, our financial condition, results of operations and the ability to service our debt may be adversely impacted depending on the specific risks applicable to any business we invest in or acquire and our ability to address those risks.

### ***We could consume resources in researching acquisitions, business opportunities or financings and capital market transactions that are not consummated, which could materially adversely affect subsequent attempts to locate and acquire or invest in another business.***

We are a holding company in the business of owning diverse and profitable businesses. Our business model also encompasses researching and investigating new acquisitions and business opportunities to support the growth of our Company. With each new contemplated acquisition or business opportunity, there are resources that must be allocated towards acquisition or engaging in a new business opportunity such as, the negotiation, drafting and execution of relevant agreements, disclosure documents and other instruments with respect to such transaction and may require substantial management time and attention and substantial costs for financial advisors, accountants, attorneys and other advisors. If a decision is made not to consummate a specific acquisition, business opportunity or financing and capital market transaction, the costs incurred up to that point for the proposed transaction likely would not be recoverable. Furthermore, even if an agreement is reached relating to a specific acquisition, investment target or financing, we may fail to consummate the investment or acquisition for any number of reasons, including those beyond our control. Any such event could consume significant management time and result in a loss to us of the related costs incurred, which could adversely affect our financial position and our ability to consummate other acquisitions and investments.



***We may fail to effectively integrate the businesses we acquire.***

Historically, a portion of our growth has come through acquisitions. If we are unable to integrate acquired businesses successfully or realize anticipated synergies in a timely manner, our business and results of operations may be adversely affected. Integrating acquired businesses may be more difficult in a region or market where we have limited expertise. A significant expansion of our business and operations, in terms of geography or magnitude, could strain our administrative and/or operational resources. Significant acquisitions may also require incurring debt. This could increase our interest expense and make it difficult for us to obtain financing for other significant acquisitions or capital investments in the future.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None

**ITEM 2. PROPERTIES**

On July 2, 2019, Brigadier finalized the purchase of its office facility and land located in Saskatoon for CAN \$750,000 (Approximately US\$572,858), funded by a bank loan of CAN\$525,000 (approximately US\$401,000) and CAN\$225,000 (approximately US\$171,858) in cash. The bank loan matures in 2024 and bears interest at the annual rate of 4.14%. The Company does not own any other plants or real property.

**Facilities**

Administrative offices are co-located in the facility leased by our subsidiary, Original Sprout, whose mailing address is 120 Calle Iglesia, San Clemente, California 92672. Our wholly-owned subsidiary, Brigadier, owns its land and buildings in Saskatoon and rents facilities in Regina, Canada. Our wholly-owned subsidiary, Gourmet Foods, rents facilities in Tauranga and in Napier, New Zealand. Our wholly-owned subsidiary, USCF Investments, leases office space in Walnut Creek, California. Our wholly-owned subsidiary Marygold UK rents office space in Croydon, England. We believe that the facilities described herein are adequate for our current and immediately foreseeable operating needs.

**ITEM 3. LEGAL PROCEEDINGS**

From time to time, the Company and its subsidiaries may be involved in legal proceedings arising primarily from the ordinary course of their respective businesses. Except as described below there are no pending legal proceedings against the Company. USCF is an indirect wholly owned subsidiary of the Company. USCF, as the general partner of USO and the general partner and sponsor of the related public funds may, from time to time, be involved in litigation arising out of its operations in the ordinary course of business. Except as described herein, USO and USCF are not currently party to any material legal proceedings.

*Optimum Strategies Action*

On April 6, 2022, USO and USCF were named as defendants in an action filed by Optimum Strategies Fund I, LP, a purported investor in call option contracts on USO (the "Optimum Strategies Action"). The action is pending in the U.S. District Court for the District of Connecticut at Civil Action No. 3:22-cv-00511.

The Optimum Strategies Action asserts claims under the Securities Exchange Act of 1934, as amended (the "1934 Act"), Rule 10b-5 thereunder, and the Connecticut Uniform Securities Act. It purports to challenge statements in registration statements that became effective in February 2020, March 2020, and on April 20, 2020, as well as public statements between February 2020 and May 2020, in connection with certain extraordinary market conditions and the attendant risks that caused the demand for oil to fall precipitously, including the COVID-19 global pandemic and the Saudi Arabia-Russia oil price war. The complaint seeks damages, interest, costs, attorney's fees, and equitable relief.

USCF and USO intend to vigorously contest such claims and have moved for their dismissal.



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*Settlement of SEC and CFTC Investigations*

On November 8, 2021, one of The Marygold Companies, Inc.'s (the "Company") indirect subsidiaries, the United States Commodity Funds LLC ("USCF"), together with United States Oil Fund, LP ("USO"), for which USCF is the general partner, announced a resolution with each of the U.S. Securities and Exchange Commission (the "SEC") and the U.S. Commodity Futures Trading Commission (the "CFTC") relating to matters set forth in certain Wells Notices issued by the staffs of each of the SEC and CFTC, as detailed below.

On August 17, 2020, USCF, USO, and John Love received a "Wells Notice" from the staff of the SEC (the "SEC Wells Notice"). The SEC Wells Notice stated that the SEC staff made a preliminary determination to recommend that the SEC file an enforcement action against USCF, USO, and Mr. Love alleging violations of Sections 17(a)(1) and 17(a)(3) of the Securities Act of 1933, as amended (the "1933 Act"), and Section 10(b) of the 1934 Act, and Rule 10b-5 thereunder.

Subsequently, on August 19, 2020, USCF, USO, and Mr. Love received a Wells Notice from the staff of the CFTC (the "CFTC Wells Notice"). The CFTC Wells Notice stated that the CFTC staff made a preliminary determination to recommend that the CFTC file an enforcement action against USCF, USO, and Mr. Love alleging violations of Sections 4o(1)(A) and (B) and 6(c)(1) of the CEA, 7 U.S.C. §§ 6o(1)(A), (B), 9(1) (2018), and CFTC Regulations 4.26, 4.41, and 180.1(a), 17 C.F.R. §§ 4.26, 4.41, 180.1(a) (2019).

On November 8, 2021, acting pursuant to an offer of settlement submitted by USCF and USO, the SEC issued an order instituting cease-and-desist proceedings, making findings, and imposing a cease-and-desist order pursuant to Section 8A of the 1933 Act, directing USCF and USO to cease and desist from committing or causing any violations of Section 17(a)(3) of the 1933 Act, 15 U.S.C. § 77q(a)(3) (the "SEC Order"). In the SEC Order, the SEC made findings that, from April 24, 2020 to May 21, 2020, USCF and USO violated Section 17(a)(3) of 1933 Act, which provides that it is "unlawful for any person in the offer or sale of any securities . . . to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser." USCF and USO consented to entry of the SEC Order without admitting or denying the findings contained therein, except as to jurisdiction.

Separately, on November 8, 2021, acting pursuant to an offer of settlement submitted by USCF, the CFTC issued an order instituting cease-and-desist proceedings, making findings, and imposing a cease-and-desist order pursuant to Section 6(c) and (d) of the CEA, directing USCF to cease and desist from committing or causing any violations of Section 4o(1)(B) of the CEA, 7 U.S.C. § 6o(1)(B), and CFTC Regulation 4.41(a)(2), 17 C.F.R. § 4.41(a)(2) (the "CFTC Order"). In the CFTC Order, the CFTC made findings that, from on or about April 22, 2020 to June 12, 2020, USCF violated Section 4o(1)(B) of the CEA and CFTC Regulation 4.41(a)(2), which make it unlawful for any commodity pool operator ("CPO") to engage in "any transaction, practice, or course of business which operates as a fraud or deceit upon any client or participant or prospective client or participant" and prohibit a CPO from advertising in a manner which "operates as a fraud or deceit upon any client or participant or prospective client or participant," respectively. USCF consented to entry of the CFTC Order without admitting or denying the findings contained therein, except as to jurisdiction.

Pursuant to the SEC Order and the CFTC Order, in addition to the command to cease and desist from committing or causing any violations of Section 17(a)(3) of the 1933 Act, Section 4o(1)(B) of the CEA, and CFTC Regulation 4.14(a)(2), civil monetary penalties totaling two million five hundred thousand dollars (\$2,500,000) in the aggregate were paid to the SEC and CFTC, of which one million two hundred fifty thousand dollars (\$1,250,000) was paid by USCF to each of the SEC and the CFTC, respectively, pursuant to the offsets permitted under the orders. The SEC Order can be accessed at [www.sec.gov](http://www.sec.gov) and the CFTC Order can be accessed at [www.cftc.gov](http://www.cftc.gov).

*In re: United States Oil Fund, LP Securities Litigation*

On June 19, 2020, USCF, USO, John P. Love, and Stuart P. Crumbaugh were named as defendants in a putative class action filed by purported shareholder Robert Lucas (the "Lucas Class Action"). The Court thereafter consolidated the Lucas Class Action with two related putative class actions filed on July 31, 2020 and August 13, 2020, and appointed a lead plaintiff. The consolidated class action is pending in the U.S. District Court for the Southern District of New York under the caption *In re: United States Oil Fund, LP Securities Litigation*, Civil Action No. 1:20-cv-04740.

On November 30, 2020, the lead plaintiff filed an amended complaint (the "Amended Lucas Class Complaint"). The Amended Lucas Class Complaint asserts claims under the 1933 Act, the 1934 Act, and Rule 10b-5. The Amended Lucas Class Complaint challenges statements in registration statements that became effective on February 25, 2020 and March 23, 2020 as well as subsequent public statements through April 2020 concerning certain extraordinary market conditions and the attendant risks that caused the demand for oil to fall precipitously, including the COVID-19 global pandemic and the Saudi Arabia-Russia oil price war. The Amended Lucas Class Complaint purports to have been brought by an investor in USO on behalf of a class of similarly-situated shareholders who purchased USO securities between February 25, 2020 and April 28, 2020 and pursuant to the challenged registration statements. The Amended Lucas Class Complaint seeks to certify a class and to award the class compensatory damages at an amount to be determined at trial as well as costs and attorney's fees. The Amended Lucas Class Complaint named as defendants USCF, USO, John P. Love, Stuart P. Crumbaugh, Nicholas D. Gerber, Andrew F Ngim, Robert L. Nguyen, Peter M. Robinson, Gordon L. Ellis, and Malcolm R. Fobes III, as well as the marketing agent, ALPS Distributors, Inc., and the Authorized Participants: ABN Amro, BNP Paribas Securities Corporation, Citadel Securities LLC, Citigroup

Global Markets, Inc., Credit Suisse Securities USA LLC, Deutsche Bank Securities Inc., Goldman Sachs & Company, J.P. Morgan Securities Inc., Merrill Lynch Professional Clearing Corporation, Morgan Stanley & Company Inc., Nomura Securities International Inc., RBC Capital Markets LLC, SG Americas Securities LLC, UBS Securities LLC, and Virtu Financial BD LLC.

The lead plaintiff has filed a notice of voluntary dismissal of its claims against BNP Paribas Securities Corporation, Citadel Securities LLC, Citigroup Global Markets Inc., Credit Suisse Securities USA LLC, Deutsche Bank Securities Inc., Morgan Stanley & Company, Inc., Nomura Securities International, Inc., RBC Capital Markets, LLC, SG Americas Securities LLC, and UBS Securities LLC.

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USCF, USO, and the individual defendants in *In re: United States Oil Fund, LP Securities Litigation* intend to vigorously contest such claims and have moved for their dismissal.

*Mehan Action*

On August 10, 2020, purported shareholder Darshan Mehan filed a derivative action on behalf of nominal defendant USO, against defendants USCF, John P. Love, Stuart P. Crumbaugh, Nicholas D. Gerber, Andrew F Ngim, Robert L. Nguyen, Peter M. Robinson, Gordon L. Ellis, and Malcolm R. Fobes, III (the “Mehan Action”). The action is pending in the Superior Court of the State of California for the County of Alameda as Case No. RG20070732.

The Mehan Action alleges that the defendants breached their fiduciary duties to USO and failed to act in good faith in connection with a March 19, 2020 registration statement and offering and disclosures regarding certain extraordinary market conditions that caused demand for oil to fall precipitously, including the COVID-19 global pandemic and the Saudi Arabia-Russia oil price war. The complaint seeks, on behalf of USO, compensatory damages, restitution, equitable relief, attorney’s fees, and costs. All proceedings in the Mehan Action are stayed pending disposition of the motion(s) to dismiss in *In re: United States Oil Fund, LP Securities Litigation*.

USCF, USO, and the other defendants intend to vigorously contest such claims.

*In re United States Oil Fund, LP Derivative Litigation*

On August 27, 2020, purported shareholders Michael Cantrell and AML Pharm. Inc. DBA Golden International filed two separate derivative actions on behalf of nominal defendant USO, against defendants USCF, John P. Love, Stuart P. Crumbaugh, Andrew F Ngim, Gordon L. Ellis, Malcolm R. Fobes, III, Nicholas D. Gerber, Robert L. Nguyen, and Peter M. Robinson in the U.S. District Court for the Southern District of New York at Civil Action No. 1:20-cv-06974 (the “Cantrell Action”) and Civil Action No. 1:20-cv-06981 (the “AML Action”), respectively.

The complaints in the Cantrell and AML Actions are nearly identical. They each allege violations of Sections 10(b), 20(a) and 21D of the 1934 Act, Rule 10b-5 thereunder, and common law claims of breach of fiduciary duties, unjust enrichment, abuse of control, gross mismanagement, and waste of corporate assets. These allegations stem from USO’s disclosures and defendants’ alleged actions in light of the extraordinary market conditions in 2020 that caused demand for oil to fall precipitously, including the COVID-19 global pandemic and the Saudi Arabia-Russia oil price war. The complaints seek, on behalf of USO, compensatory damages, restitution, equitable relief, attorney’s fees, and costs. The plaintiffs in the Cantrell and AML Actions have marked their actions as related to the Lucas Class Action.

The Court entered and consolidated the Cantrell and AML Actions under the caption *In re United States Oil Fund, LP Derivative Litigation*, Civil Action No. 1:20-cv-06974 and appointed co-lead counsel. All proceedings in *In re United States Oil Fund, LP Derivative Litigation* are stayed pending disposition of the motion(s) to dismiss in *In re: United States Oil Fund, LP Securities Litigation*.

USCF, USO, and the other defendants intend to vigorously contest the claims in *In re United States Oil Fund, LP Derivative Litigation*.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Our Common Stock presently trades on the New York Stock Exchange ("NYSE")-American. The high and low bid prices, as reported by NYSE American, are as follows for fiscal years ended June 30, 2022 and 2021. The quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

	High		Low	
	Calendar 2020			
3rd Quarter	\$	1.00	\$	0.70
4th Quarter	\$	1.55	\$	0.71
	Calendar 2021			
1st Quarter	\$	3.20	\$	1.27
2nd Quarter	\$	3.20	\$	1.90
3rd Quarter	\$	4.78	\$	1.75
4th Quarter	\$	3.96	\$	2.60
	Calendar 2022			
1st Quarter	\$	7.11	\$	1.77
2nd Quarter	\$	2.30	\$	0.97

#### Holders

On September 27, 2022, there were approximately 358 registered holders of record of our common stock.

#### Dividends

We have declared no dividends for the current year, nor do we expect to in the foreseeable future. Our ability to pay dividends is subject to limitations imposed by Nevada law. Under Nevada law, dividends may be paid to the extent that a corporation's assets exceed its liabilities and it is able to pay its debts as they become due in the usual course of business. Under Nevada law, a company - such as our company - can pay dividends only

- from retained earnings, and
- no distribution can be made, if after giving it effect,
- the corporation would not be able to pay its debts as they become due in the usual course of business; or
- except as otherwise specifically allowed by the articles of incorporation, the corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the corporation were to be dissolved at the time of distribution, to satisfy the preferential rights upon dissolution of stockholders whose preferential rights are superior to those receiving the distribution.

Our strategy on dividends is to declare and pay dividends only from retained earnings and only when our Board of Directors deems it prudent and in the best interests of the company to declare and pay dividends.

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## **Recent Sales of Unregistered Securities; Shares Issued for Services; Outstanding Stock Options**

On January 15, 2021, the Company issued 73,440 shares of unregistered common stock in the conversion of 3,672 shares of our Series B Voting Convertible Preferred Stock. The conversion of the preferred stock was non-dilutive as total voting shares remained unchanged. The Company neither sold or issued any other unregistered shares of any class of stock within the last two years up to and including June 30, 2022. On August 25, 2021, the Company adopted the 2021 Omnibus Equity Incentive Plan (the "Plan") and had not issued any awards under the Plan as of June 30, 2022 (see Note 17, *Subsequent Events*).

## **ITEM 6. SELECTED FINANCIAL DATA**

As a "smaller reporting company", we are not required to provide the information required by this Item.

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion and analysis should be read in conjunction with the financial statements and the accompanying notes thereto and is qualified in its entirety by the foregoing and by more detailed financial information appearing elsewhere in this Annual Report on Form 10-K. See "Consolidated Financial Statements." In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Some of the numbers included herein have been rounded for the convenience of presentation. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed in the "Special Note Regarding Forward Looking Statements" found on page 4 of this Annual Report on Form 10-K.

Our audited financial statements are stated in United States Dollars and are prepared in accordance with United States Generally Accepted Accounting Principles.

### *Introduction*

The Marygold Companies, Inc. ("The Marygold Companies" or the "Company") conducts business through its wholly-owned operating subsidiaries operating in the U.S., New Zealand and Canada. The operations of the Company's wholly-owned subsidiaries are more particularly described herein but are summarized as follows:

- USCF Investments, Inc. ("USCF Investments"), a U.S. based company, is the sole member of two investment services limited liability company subsidiaries that manages, operates or is an investment advisor to exchange traded funds organized as limited partnerships or investment trusts that issue shares that trade on the NYSE Arca stock exchange.
- Gourmet Foods, Ltd., a New Zealand based company, manufactures and distributes New Zealand meat pies on a commercial scale and its wholly-owned New Zealand subsidiary company, Printstock Products Limited, prints specialty wrappers for the food industry in New Zealand and Australia. (collectively "Gourmet Foods")
- Brigadier Security Systems (2000) Ltd. ("Brigadier"), a Canadian based company, sells and installs commercial and residential alarm monitoring systems.
- Kahnalytics, Inc. dba/Original Sprout ("Original Sprout"), a U.S. based company, is engaged in the wholesale distribution of hair and skin care products under the brand name Original Sprout on a global scale.
- Marygold & Co., a newly formed U.S. based company, together with its wholly-owned limited liability company, Marygold & Co. Advisory Services, LLC, ( collectively "Marygold") was established by The Marygold Companies to explore opportunities in the financial technology ("Fintech") space, still in the development stage as of June 30, 2022, and estimated to launch commercial services in the coming fiscal year. Through June 30, 2021, expenditures have been limited to developing the business model and the associated application development.
- Marygold & Co. (UK) Limited, a newly formed U.K. limited company, together with its newly acquired UK subsidiary, Tiger Financial and Asset Management, Ltd. (collectively "Marygold UK") is an asset manager and registered investment advisor in the UK. Operations began on June 20, 2022.

Because the Company conducts its businesses through its wholly-owned operating subsidiaries, the risks related to our wholly-owned subsidiaries are also risks that impact the Company's financial condition and results of operations. See, "Note 2. Summary of Significant Accounting Policies / Major Customers and Suppliers - Concentration of Credit Risk" in the consolidated financial statements for more information. The emergence of a novel coronavirus on a global scale, known as COVID-19, and related geopolitical events could lead to increased market volatility, disruption to U.S. and world economies and markets and may have significant adverse effects on the Company and its wholly-owned subsidiaries. The financial risk to future operations is largely unknown, (refer to Part I, Item 1A, for further details.)

### **Critical Accounting Policies**

We have chosen accounting policies that we believe are appropriate to report accurately and fairly our operating results and financial position, and we apply those accounting policies in a consistent manner. Our significant policies are summarized in Note 2 to the Consolidated Financial Statements.

The preparation of financial statements in conformity with U.S. generally accepted accounting principals ("US GAAP" or "GAAP") requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and related disclosures of contingent assets and liabilities. We base our estimates on historical experience and other factors we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may vary from those estimates.

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We believe the following accounting policies are the most critical in the preparation of our financial statements because they involve the most difficult, subjective or complex judgments about the effect of matters that are inherently uncertain.

*Business Combinations - Purchase Price Allocation*

We are a diversified holding company whose activities involve the acquisition of operating companies through stock purchase or asset purchase transactions. We account for business combinations using the acquisition method of accounting. All the assets acquired, liabilities assumed and amounts attributable to intangible assets, including goodwill, are recorded at their respective fair values at the date of acquisition. The determination of fair values of identifiable assets and liabilities involves estimates and the use of valuation techniques when market value is not readily available. We use various techniques to determine fair value in such instances, including the income approach and use of independent valuation firms. Significant estimates used in determining fair value include, but are not limited to, the amount and timing of future cash flows, growth rates, discount rates and useful lives. The excess of the purchase consideration over fair values of identifiable assets and liabilities is recorded as goodwill. See Note 8 for further detail on goodwill. Management's estimate of fair value is based on assumptions believed to be reasonable, and are supported by independent valuations where possible, but nevertheless remain subjective and subject to future adjustment if actual results differ from the estimates.

*Foreign Subsidiaries*

We currently have three wholly-owned subsidiaries that are domiciled in foreign countries. In the future we may acquire additional foreign subsidiaries. The financial statements of our foreign subsidiaries are kept in accordance with their respective local jurisdictions and require adjustment in order to conform to U.S. GAAP. Additionally, local currencies of these subsidiaries require conversion to our US dollar in accordance with ASC 830, *Foreign Currency Matters*. Due to changing currency translation rates, the value of our assets and liabilities held in foreign jurisdictions are inherently volatile in nature and may vary significantly despite our use of averages and estimates.

*Revenue Recognition*

Our operating subsidiaries derive revenues from a number of sources including sales of hardware, services, food items, printing, financial services, and consumer products. The company recognizes the revenue when the product or service is delivered, or the ownership of the product is deemed to have been transferred to the buyer. We carefully monitor the outgoings of product shipments and service completions to ensure revenues are properly recorded. In the case of continued support services, such as warranty or extended contracts, the company makes an assessment at each reporting period as to the significance of the cost of such support or warranty. This estimate is based on historical experience and careful monitoring of costs throughout the reporting period to determine if any reserve should be recorded for estimated expenses. We believe we have made careful and reasonable estimates, however adjustments may be required in the future if actual results vary from our estimates.

**Plan of Operation for the Next Twelve Months**

Our plan of operation for the next twelve months is to apply necessary resources, which may include experienced personnel, cash, or synergistic acquisitions made with cash, equity or debt, into growing each of our business units to their potential. Original Sprout has found it necessary to alter its approach through domestic distribution channels. Due to the effects of the COVID-19 pandemic on consumer shopping habits, many domestic distributors have found it advantageous to sell direct to consumers online, thus becoming retailers in lieu of distributors. The result has been an erosion of profit margins and a fragmented sales channel which have slowed the product roll out plans of Original Sprout. They are in the final stages of correcting this situation and, in spite of incurring losses as a result, expect to realize significant growth in sales volume and profits in the coming fiscal year. Additionally, we are expecting moderate growth in Brigadier through focused management initiatives and partnering with local telecoms and contractors. Similarly, we expect Gourmet Foods to be operating more efficiently as low margin products are eliminated, new channels to market are established, and the printing and sale of food wrappers by their subsidiary, Printstock, continue to improve. USCF Investments will continue to develop innovative and new fund products to grow its portfolio. In addition to our long-term mission that is an acquisition strategy based upon identifying and acquiring profitable, mature, companies of a diverse nature and with in-place management that produces increased revenue streams, the Company is also focused upon building expertise and developing Fintech opportunities in the financial services sector through its development stage subsidiary Marygold and Co. To augment that effort, the Company established a subsidiary in England, Marygold UK, who acquired a registered UK investment advisor, Tiger Financial and Asset Management ("Tiger"). We hope to leverage the client list, industry experience, and banking relationships of Tiger to project our Marygold & Co fintech offerings in the UK during the coming fiscal year. In a more general sense, the Company is characterizing its business in two categories: 1) financial services and 2) other consumer-based operating units. The purpose is to isolate the cyclical, and sometimes volatile, nature of the financial services business from our other industry segments. As revenues from financial services fluctuate over time due to varying performance of the commodities markets, our other operations are expected to be stable and sustainable by comparison. By these initiatives we seek to:

- continue to gain market share for our wholly-owned subsidiaries' areas of operation,

- increase our revenues and realize net operating profits,
- lower our operating costs by unburdening certain selling expenses to third party distributors,
- have sufficient cash reserves to pay down accrued expenses.
- attract parties who have an interest in selling their privately held companies to us,
- achieve efficiencies in accounting and reporting through adoption of standards used by all subsidiaries on a consistent basis,
- strategically pursue additional company acquisitions, and
- launch of services by Marygold & Co., Marygold UK, and Marygold & Co. Advisory Services LLC, and the creation of new corporate entities as focused subsidiary holdings.



## **Results of Operations**

### **For the Year Ended June 30, 2022 Compared to the Year Ended June 30, 2021**

#### *Revenue and Operating Income*

Consolidated revenue for the year ended June 30, 2022 was \$37.8 million representing a \$2.1 million decrease from the prior year revenue of \$39.9 million. The decrease in consolidated revenues is primarily attributed to the decrease in annual revenues of USCF Investments. USCF Investments' average Assets Under Management ("AUM") for the year ended June 30, 2022 was lower than that of 2021, which resulted in a revenue decrease of approximately \$1.3 million. The other subsidiaries combined for a total decrease in revenues of approximately \$740 thousand, in part due to a loss in currency translation between the New Zealand dollar the U.S. dollar. The Marygold Companies produced an operating income for the year ended June 30, 2022 of \$2.4 million as compared to \$7.4 million for the year ended June 30, 2021. This represents a decrease in operating income of \$5.0 million for the year ended June 30, 2022 when compared to the year ended June 30, 2021 or approximately 125%. Apart from the \$2.1 million decline in revenues, the difference in operating income is attributed to the expenses incurred by our subsidiary, Marygold & Co., in development of its mobile fintech app, which amounted to approximately \$3.1 million, and a legal settlement of \$2.5 million incurred by our USCF Investments subsidiary.

#### *Other Income (Expenses)*

Other (expense) income for the years ended June 30, 2022 and 2021 were (\$22) thousand and \$216 thousand, respectively, resulting in income before income tax of \$2.4 million and \$7.6 million, respectively.

#### *Income Tax*

Provision for income tax for the years ended June 30, 2022 and 2021 are \$1.2 million and \$1.8 million, respectively, primarily attributable to our United States operations through our USCF Investments subsidiary. Income tax expense recorded at The Marygold Companies level totaled \$1.1 million for the year ended June 30, 2022, while a tax expense of \$1.5 million was recorded for the year ended June 30, 2021. The remaining income tax expense was recorded at the subsidiary level during the years ended June 30, 2022 and 2021.

#### *Net Income*

Overall, the net income between the year ended June 30, 2022 as compared to the year ended June 30, 2021 decreased by approximately \$4.8 million, or approximately 83%, to approximately \$1.1 million. The decrease in net income for the year ended June 30, 2022 was primarily attributable to lower fund management revenue from USCF Investments due to a lower amount of AUM coupled with approximately \$3 million expensed in Marygold for the mobile fintech app development costs and legal settlement cost of \$2.5 million.

#### *Comprehensive Income*

After giving consideration to currency translation loss of approximately \$0.4 million our comprehensive income for the year ended June 30, 2022 was \$0.8 million as compared to the year ended June 30, 2021 where there was a currency translation gain of \$0.3 million which resulted in comprehensive income of \$6.2 million. Comprehensive gain and loss are comprised of fluctuations in foreign currency exchange rates and effects in the valuation of our holdings in the U.K., New Zealand and Canada.

## Investment Fund Management - USCF Investments

USCF Investments was founded as a holding company in March 2004 as a Delaware corporation with one subsidiary, Ameristock Corporation, which was an investment adviser to Ameristock Mutual Fund, Inc., a large cap value equity fund registered under the Investment Company Act of 1940, as amended (the "1940 Act"). In January 2010, Ameristock Corporation was spun off as a standalone company. In May 2005, USCF was formed as a single member limited liability company in the state of Delaware. In June 2013, USCF Advisers was formed as a Delaware limited liability company and in July 2014, was registered as an investment adviser under the Investment Advisers Act of 1940, as amended. In November 2013, the USCF Advisers board of managers formed USCF ETF Trust ("ETF Trust") as an open-end management investment company registered under the 1940 Act. The Trust is authorized to have multiple segregated series or portfolios. USCF Investments owns all of the issued and outstanding limited liability company membership interests of its subsidiaries, USCF and USCF Advisers, each a Delaware limited liability company and are affiliated companies. USCF serves as the general partner ("General Partner") for various limited partnerships ("LP") and sponsor ("Sponsor") as noted below. USCF and USCF Advisers are subject to federal, state and local laws and regulations generally applicable to the investment services industry. USCF is a commodity pool operator ("CPO") subject to regulation by the Commodity Futures Trading Commission (the "CFTC") and the National Futures Association (the "NFA") under the Commodities Exchange Act ("CEA"). USCF Advisers is an investment adviser registered under the Investment Advisers Act of 1940, as amended and has registered as a CPO under the CEA. Exchange traded products ("ETPs") issued or sponsored by USCF are required to be registered with the Securities and Exchange Commission (the "SEC") in accordance with the Securities Act of 1933. USCF Investments operates through USCF and USCF Advisers, which collectively operate twelve exchange-traded products ("ETPs") and exchange traded funds ("ETFs"), regulated by the 1940 Act and 1933 Act, and listed on the NYSE Arca, Inc. ("NYSE Arca") with a total of approximately \$4.9 billion assets under management as of June 30, 2022. USCF Investments and subsidiaries USCF and USCF Advisers are collectively referred to as "USCF Investments" hereafter.

USCF currently serves as the General Partner or the Sponsor to the following commodity pools, each of which is currently conducting a public offering of its shares pursuant to the Securities Act of 1933, as amended:

### USCF as General Partner for the following funds

United States Oil Fund, LP ("USO")	Organized as a Delaware limited partnership in May 2005
United States Natural Gas Fund, LP ("UNG")	Organized as a Delaware limited partnership in November 2006
United States Gasoline Fund, LP ("UGA")	Organized as a Delaware limited partnership in April 2007
United States 12 Month Oil Fund, LP ("USL")	Organized as a Delaware limited partnership in June 2007
United States 12 Month Natural Gas Fund, LP ("UNL")	Organized as a Delaware limited partnership in June 2007
United States Brent Oil Fund, LP ("BNO")	Organized as a Delaware limited partnership in September 2009

### USCF as fund Sponsor - each a series within the United States Commodity Index Funds Trust ("USCIF Trust")

United States Commodity Index Fund ("USCI")	Series of the USCIF Trust created in April 2010
United States Copper Index Fund ("CPER")	Series of the USCIF Trust created in November 2010

USCF Advisers, a registered investment adviser, serves as the investment adviser to the funds listed below within the USCF ETF Trust (the "ETF Trust") and has overall responsibility for the general management and administration for the ETF Trust. Pursuant to the current Investment Advisory Agreements, USCF Advisers provides an investment program for each of series within the ETF Trust and manages the investment of the assets.

### USCF Advisers as adviser for each series within the USCF ETF Trust:

USCF SummerHaven Dynamic Commodity Strategy NoFund launched May 2018 K-1 Fund ("SDCI")	
USCF Midstream Energy Income Fund ("UMI")	Fund launched March 2021
USCF Gold Strategy Plus Income Fund ("GLDX")	Fund launched November 2021
USCF Dividend Income Fund ("UDI")	Fund launched June 2022

All commodity pools managed by USCF and each series of the ETF Trust managed by USCF Advisers are collectively referred to as the "Funds" hereafter.

USCF Investments' revenue and expenses are primarily driven by the amount of AUM. USCF Investments earns monthly management and advisory fees based on agreements with each Fund as determined by the contractual basis point management fee structure in each agreement multiplied by the average AUM over the given period. Many of the company's expenses are dependent upon the amount of AUM. These variable expenses include Fund administration, custody, accounting, transfer agency, marketing and distribution, and sub-adviser fees and are primarily determined by multiplying contractual fee rates by AUM. Total Operating Expenses are grouped into the following financial statement line items: General and Administrative, Marketing, Operations and Salaries and Compensation.

For the Year Ended June 30, 2022, Compared to the Year Ended June 30, 2021

### *Revenue*

Average AUM for the year ended June 30, 2022 was at \$4.4 billion, as compared to approximately \$4.9 billion from the year ended June 30, 2021 primarily due to a decrease in AUM at USO, BNO and USL. As a result, the revenues from management and advisory fees decreased by approximately \$1.4 million, or 5%, to \$23.8 million for the year ended June 30, 2022 as compared to the year ended June 30, 2021 where revenues from management and advisory fees totaled \$25.2 million.

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*Expenses*

USCF Investments' total operating expenses for the year ended June 30, 2022 increased by \$1.5 million, after recording the \$2.5 million Wells Notice payment, to \$16.7 million, or approximately 10%, from \$15.2 million for the year ended June 30, 2021. Variable expenses, as described above, increased by \$0.8 million over the respective twelve-month period due to higher AUM for UMI and USCI during the fiscal year which resulted in higher sub-advisory fees, partially offset by lower marketing and distribution expenses and other variable costs from other funds with lower average AUM during the fiscal year. General and Administrative expenses decreased \$1.3 million to \$2.1 million for the year ended June 30, 2022 from \$3.4 million for the year ended June 30, 2021 due to a \$0.8 million decrease in expense waivers as a result of eliminating expense waivers for BNO, UGA and CPER in May 2021 along with a \$0.5 million decrease in legal and professional expenses. Total marketing expenses decreased \$0.1 million to \$2.5 million for the year ended June 30, 2022 as compared to the prior year period due to a decrease in marketing distribution costs as a result of lower overall AUM, partially offset by increases in advertising and marketing conferences. Other Operating expenses increased by \$0.9 million primarily due to higher sub-adviser fees as result of higher AUM for UMI and USCI, partially offset by lower fund administration expense due to lower average AUM from other funds. Employee Salaries and Compensation expenses were approximately \$4.9 million and \$5.4 million, a decrease of \$0.5 million, for the years ended June 30, 2022 and June 30, 2021, respectively, primarily due to moving three employees to The Marygold Companies parent to better align functions and the related expense across the entities.

*Income*

Income before income taxes for the year ended June 30, 2022 decreased \$2.9 million to \$7.1 million from \$10.0 million for the year ended June 30, 2021 due to a \$1.4 million decrease in revenue as a result of lower AUM, a \$1.5 million increase in operating expenses, and after recording the \$2.5 million legal settlement expense.

**Food Products - Gourmet Foods, Ltd.**

Gourmet Foods was organized in its current form in 2005 (previously known as Pats Pantry Ltd). Pats Pantry was founded in 1966 to produce and sell wholesale bakery products, meat pies and patisserie cakes and slices, in New Zealand. Gourmet Foods, located in Tauranga, New Zealand, sells substantially all of its goods to supermarkets and service station chains with stores located throughout New Zealand. Gourmet Foods also has a large number of smaller independent lunch bars, cafes and corner dairies among the customer list, however they comprise a relatively insignificant dollar volume in comparison to the primary accounts of large distributors and retailers. On July 1, 2020, Gourmet Foods acquired the New Zealand company, Printstock Products Limited ("Printstock"). Located in nearby Napier, New Zealand, Printstock prints wrappers for food products, including those used by Gourmet Foods. Printstock is a wholly-owned subsidiary of Gourmet Foods and its operating results are consolidated with those of Gourmet Foods from July 1, 2020 onwards.

Gourmet Foods operates exclusively in New Zealand and thus the New Zealand dollar is its functional currency. In order to consolidate The Marygold Companies' reporting currency, the US dollar, with that of Gourmet Foods, The Marygold Companies records foreign currency translation adjustments and transaction gains and losses in accordance with Accounting Standards Codification ("ASC") 830, *Foreign Currency Matters*. The translation of New Zealand currency into U.S. dollars is performed for balance sheet accounts using the exchange rates in effect at the balance sheet date and for revenue and expense accounts using a weighted average exchange rate during the period. Gains and losses resulting from foreign currency translations are included in foreign currency translation (loss) gain on the Condensed Consolidated Statements of Comprehensive Income as well as accumulated other comprehensive (loss) income found on the Condensed Consolidated Balance Sheets.

For the Year Ended June 30, 2022, Compared to the Year Ended June 30, 2021

*Revenue*

Net revenues for the year ended June 30, 2022 were \$7.9 million with cost of goods sold of \$5.9 million resulting in a gross profit of \$2.0 million, or approximately 25% gross margin, as compared to the year ended June 30, 2021 where net revenues were \$8.3 million and cost of goods sold were \$5.7 million producing a gross profit of \$2.6 million, or approximately 31% gross margin. The decrease in revenues is attributed to the decline of the New Zealand dollar against the U.S. dollar coupled with the effects of the ongoing COVID-19 pandemic on consumer shopping habits, shipping costs and ingredient availability.

*Expenses*

General, administrative and selling expenses, including wages and marketing, for the year ended June 30, 2022 and 2021 were \$1.6 million and \$1.7 million, respectively, producing operating income of \$0.4 million and \$0.8 million, respectively, or approximately 4% net operating profit for the year ended June 30, 2022 and 10% for the year ended June 30, 2021. The depreciation expense and other income (expense) totaled approximately (\$29) thousand for the year ended June 30, 2022 as compared to (\$157) thousand for the year ended June 30, 2021.

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*Income*

Income for the year ended June 30, 2022, after income tax of \$0.1 million, resulted in net income of approximately \$0.3 million as compared to a net income of \$0.5 million for the year ended June 30, 2021.

**Security Systems - Brigadier Security Systems (2000) Ltd.**

Brigadier Security Systems, founded in 1985, is a leading electronic security company in the province of Saskatchewan. Brigadier Security Systems has offices located in the urban areas of Saskatchewan, Brigadier Security in Saskatoon, and operating as Elite Security in Regina. The company has a combined industry experience of over 135 years. Brigadier provides comprehensive security solutions including access control, camera systems, fire alarm monitoring panels, and intrusion alarms to home and business owners as well as government offices, schools, and public buildings. Their experience as the provider of choice on many large notable sites shows a commitment to design, service and support. Brigadier specializes, and is certified, in several major manufacturers' products: Honeywell Security, Panasonic, Avigilon and JCI/DSC/Kantech security products. The company and staff are recognized for dedication to customer service with annual awards from SecurTek including being recipients of the Customer Retention, Service Excellence, and overall best dealer with the President's Award. The company demonstrates a commitment to delivering outstanding quality to customers by the notable facilities, businesses, and homes they secure.

Brigadier Security Systems is an authorized SecurTek dealer. SecurTek is owned by SaskTel which is Saskatchewan's leading Information and Communications Technology (ICT) provider with over 1.4 million customer connections across Canada. Under the terms of its authorized dealer contract with the monitoring company, Brigadier earns monthly payments during the term of the monitoring contract in exchange for performance of customer service activities on behalf of the monitoring company.

Brigadier operates exclusively in Canada and thus the Canadian dollar is its functional currency. In order to consolidate The Marygold Companies' reporting currency, the U.S. dollar, with that of Brigadier, The Marygold Companies records foreign currency translation adjustments and transaction gains and losses in accordance with ASC 830, *Foreign Currency Matters*. The translation of Canadian currency into U.S. dollars is performed for balance sheet accounts using the exchange rates in effect at the balance sheet date and for revenue and expense accounts using a weighted average exchange rate during the period.

For the Year Ended June 30, 2022, Compared to the Year Ended June 30, 2021

*Revenue*

Net revenues for the year ended June 30, 2022 were \$2.5 million with cost of goods sold of approximately \$1.2 million, resulting in a gross profit of approximately \$1.3 million with a gross margin of approximately 54% as compared to the year ended June 30, 2021 where net revenues were approximately \$2.7 million with cost of goods sold of \$1.3 million and a gross profit of \$1.4 million, or approximately 53% gross margin.

*Expenses*

General, administrative and selling expenses for the year ended June 30, 2022 were \$1.1 million producing an operating profit of \$0.2 million or approximately 10% operating profit margin as compared to the year ended June 30, 2021 where general, administrative and selling expenses were \$1.2 million producing an operating profit of \$0.2 million, or approximately 11% operating profit margin.

*Income*

Other income (expense) comprised of rental income, commission income, gain on sale of assets, and income tax totaling approximately \$12 thousand for the year ended June 30, 2022 resulted in income after income taxes of approximately \$0.3 million as compared to income after income taxes of approximately \$0.3 million for the year ended June 30, 2021 with expenses totaling approximately (\$6) thousand.

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## **Beauty Products - Original Sprout**

Kahnalytics was founded in 2015 and adopted the dba/Original Sprout in December 2017. Original Sprout formulates and packages various hair and skin care products that are 100% vegan, tested safe and non-toxic, and marketed globally through distribution networks to salons, resorts, grocery stores, health food stores, e-tail sites and on the company's website. The company operates from warehouse and sales offices located in San Clemente, CA, USA. As a result of the ongoing COVID-19 pandemic, Original Sprout has made adjustments to its primary channels to market. Prior to the pandemic Original Sprout relied heavily upon its wholesale distribution network to place products at retail locations and generally to make products available to consumers, whereas in the current environment of social distancing and closures of retail businesses the company found a significant drop in sales volumes as consumers avoided traditional sales outlets. In response to this trend, Original Sprout has established new sales channels with online retailers and also encouraged those national retail chains who stock the product to also make it available at online shopping carts. The positive effects of this transition are now being realized while at the same time the negative effects of the pandemic on the wholesale distribution business continues to increase for the U.S. market. The result is that sales overall have been relatively stable during the pandemic, though derived from different sources. Contributing to lower profit margins and higher expenses during the current fiscal year are the one-time costs of relocating to a larger facility during December and January, the disposal of obsolete product, the transition to new packaging and new product development.

### For the Year Ended June 30, 2022, Compared to the Year Ended June 30, 2021

#### *Revenue*

Net revenues for the year ended June 30, 2022 were \$3.5 million with cost of goods sold of approximately \$2.1 million resulting in a gross profit of approximately \$1.4 million and a gross margin of approximately 41% compared to the year ended June 30, 2021 were net revenues totaled \$3.8 million with cost of goods sold of approximately \$2.3 million resulting in a gross profit of approximately \$1.5 million and a gross margin of approximately 40%.

#### *Expenses*

General, administrative and selling expenses for the years ended June 30, 2022 and 2021 were approximately \$1.6 million and \$1.5 million, respectively, resulting in operating (losses) of approximately (\$193) thousand and (\$210) thousand, respectively.

#### *Income*

After consideration given to income tax provision and other income of \$5 thousand and \$27 thousand, respectively, the net (loss) for the years ended June 30, 2022 and 2021 was approximately (\$188) thousand and (\$192) thousand, respectively.

## **Liquidity and Capital Resources**

The Marygold Companies is a holding company that conducts its operations through its subsidiaries. At the holding-company level, its liquidity needs relate to operational expense, the funding of additional business acquisitions and new investment opportunities. Our operating subsidiaries' principal liquidity requirements arise from cash used in operating activities, debt service, and capital expenditures, including purchases of equipment and services, operating costs and expenses, and income taxes. Cash is managed at the holding company or the subsidiary level. There are no limitations or constraints on the movement of funds between the entities.

As of June 30, 2022, we had \$12.9 million of cash and cash equivalents on a consolidated basis as compared to \$16.1 million as of June 30, 2021. The decrease in cash was primarily due to the continuing investment in the development of the mobile fintech app by Marygold and the \$2.5 million legal settlement expense.

During the past five fiscal years combined, The Marygold Companies has invested an aggregate of approximately \$6.6 million in cash towards purchasing and assimilating Printstock within Gourmet Foods, and adding the Original Sprout assets into the The Marygold Companies group of companies as well as forming a new U.K. limited company, Marygold UK, and funding it with enough capital to pay approximately \$1.8 million in cash towards the \$2.9 million purchase price of its subsidiary, Tiger. We have also invested approximately \$6.1 million in the development of Fintech applications through our development stage subsidiary, Marygold. Despite these cash investments and expenses, our working capital position remains strong at \$20 million. While The Marygold Companies intends to maintain and improve its revenue stream from wholly owned subsidiaries, The Marygold Companies continues to pursue acquisitions of other profitable companies which meet its target profile. Provided The Marygold Companies' subsidiaries continue to operate as they are presently, and are projected to operate, The Marygold Companies has sufficient capital to pay its general and administrative expenses for the coming fiscal year and to adequately pursue its long-term business objectives. However, given the significant economic and financial market disruptions associated with the COVID-19 pandemic, the Company's results of operations could be adversely impacted.

#### *Lease Liability*

In relation to the adoption of ASC 842, the Company recognized \$1,150,916 of operating lease liabilities on July 1, 2019. The total amount due under these obligations was \$1,404,880 and \$1,120,631 as of June 30, 2022 and June 30, 2021, respectively. The obligations will reduce over the passage of time through periodic lease payments. See Note 14 for further analysis of this obligation.

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*Borrowings*

As of June 30, 2022, we had \$0.4 million of third-party indebtedness on a consolidated basis as compared to \$1.0 million of third-party and related-party indebtedness as of June 30, 2021. Approximately US\$365,429 is owed by Brigadier and secured with the land and building in Saskatoon purchased in July 2019. The initial principal balance was CD\$525,000 (approximately US\$401,000 translated as of the loan date July 1, 2019) with an annual interest rate of 4.14% maturing June 30, 2024. The short-term portion of principal for this loan due within 12 months as of June 30, 2021 is CD\$19,509 (approximately US\$15,135) and the long term principal amount due is CD\$451,506 (approximately US\$350,293). Interest on the loan is expensed or accrued as it becomes due. Interest expense on the loan for the year ended June 30, 2022 and 2021 was US\$15,742 and US\$16,078, respectively.

In addition to the loan due by Brigadier, our subsidiary, Gourmet Foods, on December 21, 2021 entered into a finance lease agreement related to a solar energy system. The present value of the leased asset is included on the Consolidated Balance Sheets with property, plant and equipment as US\$138,030. The solar assets are amortized over a life span of 10 years with monthly payments, including GST, totaling \$12,488 for the year ended June 30, 2022.

The Marygold Companies, without inclusion of its subsidiary companies, as of June 30, 2022, has no debt whereas on June 30, 2021 the Company had \$0.6 million of related-party indebtedness.

*Investments*

USCF Investments, from time to time, provides initial investments in the creation of ETP funds that USCF Investments manages. USCF Investments classifies these investments as current assets as these investments are generally sold within one year from the balance sheet date. As of June 30, 2022 and June 30, 2021, USCF Investments held an initial investment position of \$1.3 million and \$0, respectively, in one of its 40 Act funds, GLDX. This investment along with other investments, as applicable, are described further in Note 7 to our Financial Statements.

*Dividends*

Our strategy on dividends is to declare and pay dividends only from retained earnings and only when our Board of Directors deems it prudent and in the best interests of the Company to declare and pay dividends. We paid no dividends during the years ended June 30, 2022 and 2021.

**Off-Balance Sheet Arrangements**

At June 30, 2022, and as of September 27, 2022, we have not entered into any transaction, agreement or other contractual arrangement with an entity unconsolidated with us under which we have:

- An obligation under a guarantee contract,
- A retained or contingent interest in assets transferred to the unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets,
- An obligation, including a contingent obligation, arising out of a variable interest in an unconsolidated entity that is held by, and material to, us where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging, or research and development services with us.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As a "smaller reporting company", we are not required to provide the information required by this Item.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Our financial statements appear as follows:

<a href="#">Report of Independent Registered Public Accounting Firm</a> , BPM San Francisco, CA. (Firm ID No. 207)	<a href="#">F-1</a>
<a href="#">Consolidated Balance Sheets, as of June 30, 2022 and 2021</a>	<a href="#">F-2</a>
<a href="#">Consolidated Statements of Income for the years ended June 30, 2022 and 2021</a>	<a href="#">F-3</a>
<a href="#">Consolidated Statements of Comprehensive Income for the years ended June 30, 2022 and 2021</a>	<a href="#">F-4</a>
<a href="#">Consolidated Statements of Stockholders' Equity for the years ended June 30, 2022 and 2021</a>	<a href="#">F-5</a>
<a href="#">Consolidated Statements of Cash Flows, for the years ended June 30, 2022 and 2021</a>	<a href="#">F-6</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">F-7</a>



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and  
Stockholders of The Marygold Companies, Inc. and Subsidiaries

### Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of The Marygold Companies, Inc. and subsidiaries (the "Company") as of June 30, 2022 and 2021, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the two-year period ended June 30, 2022, and the related notes (collectively referred to as "the consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2022 and 2021, and the results of its operations and its cash flows for each of the years in the two-year period ended June 30, 2022, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee of the Board of Directors and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which it relates.

#### *Description of the Matter*

As described in Note 15, *Commitments and Contingencies*, of the consolidated financial statements, the Company is party to various legal proceedings and regulatory inquiries. The Company discloses the legal proceedings and that no accrual has been recorded with respect to them as of June 30, 2022. The Company further discloses that it is currently unable to predict the timing or outcome of, or reasonably estimate the possible losses or range of possible losses resulting from these matters, and that it is reasonably possible that this estimate will change in the near term. The Company discloses that an adverse outcome regarding these matters could materially adversely affect the Company's financial condition, results of operations and cash flows. Auditing the Company's accounting for, and disclosure of, loss contingencies related to the various legal proceedings was especially challenging due to the significant judgement required to evaluate management's assessment of the likelihood of a loss, and of the potential amount or range of such loss.

#### *How We Addressed the Matter in Our Audit*

To test the Company's assessment of the probability of inurrence of a loss, whether the loss was reasonably estimable, and the conclusion and disclosures regarding any range of possible losses, including when the Company believes such a range cannot be reasonably estimated at this time, we read the minutes or a summary of the meetings of the Board of Directors, requested and received internal and external legal counsel confirmations letters,

discussed with legal counsel the nature of the various matters and obtained representations from management. We also evaluated the appropriateness of the related disclosures included in Note 15, *Commitments and Contingencies*, to the consolidated financial statements.

/s/ BPM LLP

We have served as the Company's auditor since 2017.

San Francisco, California  
September 28, 2022

**THE MARYGOLD COMPANIES, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS**

**June 30, 2022**    **June 30, 2021**

<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 12,915,620	\$ 16,072,955
Accounts receivable, net	959,350	1,070,541
Accounts receivable - related parties	2,230,874	2,038,054
Inventories	2,200,742	1,951,792
Prepaid income tax and tax receivable	1,166,318	747,343
Investments, at fair value	5,065,931	1,828,926
Other current assets	699,547	399,524
<b>Total current assets</b>	<b>25,238,382</b>	<b>24,109,135</b>
Restricted cash	1,013,279	13,989
Property, plant and equipment, net	1,391,894	1,573,445
Operating lease right-of-use asset	1,357,686	1,058,199
Goodwill	2,307,202	1,043,473
Intangible assets, net	2,708,896	2,341,803
Deferred tax assets, net - United States	753,078	827,476
Other assets, long - term	540,160	540,160
<b>Total assets</b>	<b>\$ 35,310,577</b>	<b>\$ 31,507,680</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 2,805,790	\$ 3,862,874
Expense waivers - related parties	70,199	69,684
Operating lease liabilities, current portion	660,957	513,071
Purchase consideration payable	1,237,207	-
Notes payable - related parties	-	603,500
Loans-property and equipment, current portion	33,496	15,094
<b>Total current liabilities</b>	<b>4,807,649</b>	<b>5,064,223</b>
<b>LONG-TERM LIABILITIES</b>		
Loans-property and equipment, net of current portion	459,178	379,804
Operating lease liabilities, net of current portion	743,923	607,560
Deferred tax liabilities, net - foreign	260,553	169,429
<b>Total long-term liabilities</b>	<b>1,463,654</b>	<b>1,156,793</b>
<b>Total liabilities</b>	<b>6,271,303</b>	<b>6,221,016</b>
<b>STOCKHOLDERS' EQUITY</b>		
Convertible preferred stock, \$0.001 par value; 50,000,000 shares authorized Series B: 49,360 shares issued and outstanding at June 30, 2022 and at June 30, 2021	49	49
Common stock, \$0.001 par value; 900,000,000 shares authorized; 39,383,459 shares issued and outstanding at June 30, 2022 and 37,485,959 at June 30, 2021	39,384	37,486
Additional paid-in capital	12,313,205	9,330,843
Accumulated other comprehensive (loss) income	(234,790)	142,581
Retained earnings	16,921,426	15,775,705
<b>Total stockholders' equity</b>	<b>29,039,274</b>	<b>25,286,664</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 35,310,577</b>	<b>\$ 31,507,680</b>

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

**THE MARYGOLD COMPANIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**

	<u>Year Ended</u> <u>June 30, 2022</u>	<u>Year Ended</u> <u>June 30, 2021</u>
Net revenue		
Fund management - related party	\$ 23,835,348	\$ 25,169,182
Food products	7,930,888	8,263,267
Security systems	2,533,098	2,715,487
Beauty products and other	3,529,789	3,756,512
Net revenue	<u>37,829,123</u>	<u>39,904,448</u>
Cost of revenue	<u>9,194,783</u>	<u>9,290,616</u>
Gross profit	28,634,340	30,613,832
Operating expense		
Salaries and compensation	8,812,081	8,843,618
General and administrative expense	6,794,645	7,140,870
Fund operations	4,600,535	3,658,593
Marketing and advertising	2,985,659	2,952,295
Legal settlement	2,500,000	-
Depreciation and amortization	561,019	599,979
Total operating expenses	<u>26,253,939</u>	<u>23,195,355</u>
Income from operations	2,380,401	7,418,477
Other income (expense):		
Interest and dividend income	35,357	28,823
Interest expense	(31,512)	(40,375)
Other (expense) income, net	(26,125)	227,976
Total other (expense) income, net	<u>(22,280)</u>	<u>216,424</u>
Income before income taxes	2,358,121	7,634,901
Provision of income taxes	(1,212,400)	(1,785,458)
Net income	<u>\$ 1,145,721</u>	<u>\$ 5,849,443</u>
Weighted average shares		
Basic and diluted	<u>39,034,611</u>	<u>38,473,159</u>
Net income per share		
Basic and diluted	<u>\$ 0.03</u>	<u>\$ 0.15</u>

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

**THE MARYGOLD COMPANIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	<b>Year Ended June 30, 2022</b>	<b>Year Ended June 30, 2021</b>
Net income	\$ 1,145,721	\$ 5,849,443
Other comprehensive income:		
Foreign currency translation (loss) gain	(377,371)	287,325
Comprehensive income	<u>\$ 768,350</u>	<u>\$ 6,136,768</u>

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

**THE MARYGOLD COMPANIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

	Convertible Preferred Stock (Series B)		Common Stock			Additional Paid - in Capital	Accumulated Other Comprehensive (Loss) Income	Retained Earnings	Total Stockholders' Equity
	Number of Shares	Amount	Number of Shares	Par Value					
Balance at July 1, 2020	53,032	\$ 53	37,412,519	\$37,413	\$ 9,330,912	\$ (144,744)	\$ 9,926,262	\$ 19,149,896	
Gain on currency translation	-	-	-	-	-	287,325	-	287,325	
Conversion of preferred stock to common stock	(3,672)	(4)	73,440	73	(69)	-	-	-	
Net income	-	-	-	-	-	-	5,849,443	5,849,443	
Balance at June 30, 2021	49,360	49	37,485,959	37,486	9,330,843	142,581	15,775,705	25,286,664	
Loss on currency translation	-	-	-	-	-	(377,371)	-	(377,371)	
Issuance of common stock in public offering, net of issuance costs \$549,090	-	-	1,897,500	1,898	2,982,362	-	-	2,984,260	
Net income	-	-	-	-	-	-	1,145,721	1,145,721	
Balance at June 30, 2022	49,360	\$ 49	39,383,459	\$39,384	\$12,313,205	\$ (234,790)	\$16,921,426	\$ 29,039,274	

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

**THE MARYGOLD COMPANIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>For the years ended</b>	
	<b>2022</b>	<b>2021</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 1,145,721	\$ 5,849,443
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	561,019	599,979
Deferred taxes	51,689	(19,092)
Bad debt expense	4,350	9,753
Inventory provision	10,509	65,021
Unrealized gain on investments	(28,474)	(582)
(Gain) loss on disposal of equipment	(17,455)	18,813
Operating lease right of use asset - non-cash lease cost	764,311	614,506
(Increase) decrease in operating assets:		
Accounts receivable, net	44,356	(306,596)
Accounts receivable - related party	(192,820)	572,863
Prepaid income taxes and tax receivable	(431,005)	114,083
Inventories	(379,905)	(787,081)
Other current assets	(287,750)	223,590
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses	(1,048,279)	978,726
Operating lease liabilities	(777,082)	(361,823)
Expense waivers - related party	515	(352,207)
Net cash (used in) provided by operating activities	<u>(580,300)</u>	<u>7,219,396</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Cash paid for acquisition of business, net	(508,851)	(1,115,545)
Purchase of property, plant and equipment	(44,041)	(77,721)
Proceeds from sale of property, plant and equipment	31,612	-
Proceeds from sale of investments	508,122	-
Purchase of investments	(3,712,250)	(7,827)
Net cash used in investing activities	<u>(3,725,408)</u>	<u>(1,201,093)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Cash received from sale of common stock, net	2,984,260	-
Repayment of related party loans	(603,500)	-
Repayment of property and equipment loans	(41,884)	(28,434)
Net cash provided by (used in) financing activities	<u>2,338,876</u>	<u>(28,434)</u>
Effect of exchange rate change on cash, cash equivalents and restricted cash	<u>(191,213)</u>	<u>271,033</u>
<b>NET (DECREASE) INCREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH</b>	<b>(2,158,045)</b>	<b>6,260,902</b>
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING BALANCE</b>	<b>16,086,944</b>	<b>9,826,042</b>
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH, ENDING BALANCE</b>	<b><u>\$ 13,928,899</u></b>	<b><u>\$ 16,086,944</u></b>
Cash and cash equivalents	\$ 12,915,620	\$ 16,072,955
Restricted cash	<u>1,013,279</u>	<u>13,989</u>
Total cash, cash equivalents and restricted cash shown in statement of cash flows	<u>\$ 13,928,899</u>	<u>\$ 16,086,944</u>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
Cash paid during the period for:		
Interest paid	<u>\$ 16,401</u>	<u>\$ 16,095</u>
Income taxes paid, net	<u>\$ 1,704,970</u>	<u>\$ 1,688,781</u>
<b>NON CASH INVESTING AND FINANCING ACTIVITIES</b>		
Reclassification of business acquisition deposit	<u>\$ -</u>	<u>\$ 122,111</u>

Purchase consideration payable	\$ 1,237,207	\$ -
Fair value of warrants of common stock issued to underwriters	\$ 132,000	\$ -
Acquisition of equipment through finance lease liability	\$ 150,625	\$ -
Establishment of operating right-of-use assets through operating lease obligations	\$ 1,057,965	\$ 730,741

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



## **NOTE 1. ORGANIZATION AND DESCRIPTION OF BUSINESS**

The Marygold Companies, Inc., (the “Company” or “The Marygold Companies”), a Nevada corporation, operates through its wholly owned subsidiaries who are engaged in varied business activities. The operations of the Company’s wholly-owned subsidiaries are more particularly described herein but are summarized as follows:

- USCF Investments, Inc. (“USCF Investments”) (f/k/a Wainwright Holdings, Inc.), a U.S. based company, is the sole member of two investment services limited liability company subsidiaries, United States Commodity Funds LLC (“USCF”), and USCF Advisers LLC (“USCF Advisers”), each of which manages, operates or is an investment advisor to exchange traded funds organized as limited partnerships or investment trusts that issue shares which trade on the NYSE Arca stock exchange.
- Gourmet Foods, Ltd., a New Zealand based company, manufactures and distributes New Zealand meat pies on a commercial scale and its wholly owned New Zealand subsidiary company, Printstock Products Limited (“Printstock”), prints specialty wrappers for the food industry in New Zealand and Australia (collectively “Gourmet Foods”).
- Brigadier Security Systems (2000) Ltd. (“Brigadier”), a Canadian based company, sells and installs commercial and residential alarm monitoring systems under the names Brigadier Security Systems and Elite Security in the province of Saskatchewan.
- Kahnalytics, Inc. dba/Original Sprout (“Original Sprout”), a U.S. based company, is engaged in the wholesale distribution of hair and skin care products under the brand name Original Sprout on a global scale.
- Marygold & Co., a newly formed U.S. based company, together with its wholly owned limited liability company, Marygold & Co. Advisory Services, LLC, (collectively “Marygold”) was established by The Marygold Companies to explore opportunities in the financial technology (“Fintech”) space, is still in the development stage as of June 30, 2022, and is estimated to launch commercial services within the current calendar year. Through June 30, 2022, expenditures have been limited to developing the business model and the associated application development. The expenses of Marygold have been included with those of the Company for purposes of segmented reporting.
- Marygold & Co. (UK) Limited, a newly formed U.K. limited company, together with its newly acquired UK subsidiary, Tiger Financial and Asset Management, Ltd. (collectively “Marygold UK”) is an asset manager and registered investment advisor in the UK. Operations began on June 20, 2022.

The Marygold Companies manages its operating businesses on a decentralized basis. There are no centralized or integrated operational functions such as marketing, sales, legal or other professional services and there is little involvement by The Marygold Companies’ management in the day-to-day business affairs of its operating subsidiary businesses apart from oversight. The Marygold Companies’ corporate management is responsible for capital allocation decisions, investment activities and selection and retention of the Chief Executive to head each of the operating subsidiaries. The Marygold Companies’ corporate management is also responsible for corporate governance practices, monitoring regulatory affairs, including those of its operating businesses and involvement in governance-related issues of its subsidiaries as needed.

## **NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of Presentation and Accounting Principles**

The Company has prepared the accompanying financial statements on a consolidated basis. In the opinion of management, the accompanying consolidated balance sheets and related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows include all adjustments, consisting only of normal recurring items, necessary for their fair presentation, prepared on an accrual basis, in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

### **Principles of Consolidation**

The accompanying consolidated financial statements, which are referred herein as the “Financial Statements”, include the accounts of The Marygold Companies and its wholly-owned subsidiaries, USCF Investments, Gourmet Foods, Brigadier, Original Sprout, Marygold and Marygold UK are presented on a consolidated basis.

All inter-company transactions and accounts have been eliminated in consolidation.

### **Use of Estimates**

The preparation of the 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 Financial Statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### Cash and Cash Equivalents

Cash and cash equivalents includes all cash and highly liquid debt instruments with original maturities of three months or less on the date of purchase. The Company maintains its cash and cash equivalents in financial institutions in the United States, United Kingdom, Canada, and New Zealand. Accounts in the United States are insured by the Federal Deposit Insurance Corporation up to \$250,000 per depositor, accounts in Canada are insured by the Canada Deposit Insurance Corporation up to CD\$100,000 per depositor and accounts in the United Kingdom are insured by the Financial Services Compensation Scheme up to £85,000. Accounts in New Zealand are uninsured. The Company has, at times, held deposits in excess of insured amounts, but the Company does not expect any losses in such accounts.

### Accounts Receivable, net and Accounts Receivable - Related Parties

Accounts receivable, net, consist of receivables from the Brigadier, Gourmet Foods, and Original Sprout businesses. Management regularly reviews the composition of accounts receivable and analyzes customer credit worthiness, customer concentrations, current economic trends and changes in customer payment patterns to determine whether or not an account should be deemed uncollectible. Reserves, if any, are recorded on a specific identification basis. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. As of June 30, 2022 and June 30, 2021, the Company had \$4,350 and \$15,499, respectively, reserved for doubtful accounts.

Accounts receivable - related parties, consist of fund asset management fees receivable from the USCF Investments business. Management fees receivable generally consist of one month of management fees which are collected in the month after they are earned. As of June 30, 2022 and June 30, 2021, there is no allowance for doubtful accounts as all amounts are deemed collectible.

### Major Customers and Suppliers - Concentration of Credit Risk

The Marygold Companies, as a holding company, operates through its wholly-owned subsidiaries and has no concentration of risk either from customers or suppliers as a stand-alone entity. Marygold, as a newly formed development stage entity, had no revenues and no significant transactions for the years ended June 30, 2022 and 2021. Any transactions that did occur were combined with those of The Marygold Companies. Marygold UK began operations through its newly acquired subsidiary, Tiger, on June 20, 2022 and had no significant transactions for the year ended June 30, 2022.

For our subsidiary, USCF Investments, the concentration of risk and the relative reliance on major customers are found within the various funds it manages and the associated 12 month revenues and accounts receivable - related parties as of June 30, 2022 and June 30, 2021 as depicted below.

Fund	Year ended June 30, 2022		Year ended June 30, 2021	
	Revenue		Revenue	
USO	\$12,634,794	53%	\$16,361,870	65%
BNO	2,074,177	9%	2,665,589	11%
UNG	2,380,912	10%	2,054,047	8%
USCI	2,266,692	10%	1,176,094	5%
All Others	4,478,773	18%	2,911,582	11%
<b>Total</b>	<b>\$23,835,348</b>	<b>100%</b>	<b>\$25,169,182</b>	<b>100%</b>

Fund	June 30, 2022		June 30, 2021	
	Accounts Receivable		Accounts Receivable	
USO	\$ 1,101,495	49%	\$ 1,156,691	57%
BNO	192,208	9%	196,713	10%
USCI	270,796	12%	141,346	7%
UNG	249,638	11%	130,543	6%
All Others	416,737	19%	412,761	20%
<b>Total</b>	<b>\$ 2,230,874</b>	<b>100%</b>	<b>\$ 2,038,054</b>	<b>100%</b>

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The Marygold Companies, through Gourmet Foods, and following the acquisition of Printstock Products Limited on July 1, 2020, has two major customer groups comprising gross revenues: 1) baking, and 2) printing. While these major groups are comprised of different customers and supply chains, we consider the consolidation of Gourmet Foods with Printstock to be within the food industry as Printstock only supplies the food industry manufacturers, some of which are competitors to Gourmet Foods, and the inclusion of Printstock to the Gourmet Foods operations does not extend its presence beyond the food industry. Therefore, for the purpose of segment reporting (Note 15), both revenue streams are considered part of the same "food industry" segment.

*Baking:* Within the baking sector there are three major customer groups; 1) grocery, 2) gasoline convenience stores, and 3) independent retailers. The grocery industry is dominated by several large chain operations, which are customers of Gourmet Foods, and there are no long term guarantees that these major customers will continue to purchase products from Gourmet Foods, however, many of the existing relationships have been in place for sufficient time to give management reasonable confidence in their continuing business. For the year ended June 30, 2022, Gourmet Foods' largest customer in the grocery and food industry, who operates through a number of independently branded stores, accounted for approximately 22% of baking sales revenues as compared to 18% for the year ended June 30, 2021. This customer accounted for 25% of the baking accounts receivable at June 30, 2022 as compared to 19% as of June 30, 2021. The second largest customer in the grocery and food industry did not account for significant sales during the years ended June 30, 2022 and 2021. However, this customer did account for 26% and 27% of baking accounts receivable as of June 30, 2022 and 2021, respectively.

In the gasoline convenience store market customer group, Gourmet Foods supplies two major channels. The largest is a marketing consortium of gasoline dealers operating under the same brand who, for the years ended June 30, 2022 and 2021 accounted for approximately 50% and 49%, respectively, of baking gross sales revenues. No single member of the consortium is responsible for a significant portion of Gourmet Foods' baking accounts receivable, however as a group they collectively accounted for 21% and 22% of baking accounts receivable as of June 30, 2022 and 2021, respectively. A second consortium of gasoline convenience stores accounted for 23% of baking accounts receivable as of June 30, 2022 and June 30, 2021. No single member of this consortium was a significant contributor to Gourmet Foods' sales revenues, but as a group they contributed 8% and 9% of the baking sales revenues for the years ended June 30, 2022 and 2021, respectively.

The third major customer group is independent retailers and cafes, which accounted for the balance of baking gross sales revenue, however no single customer in this group was a significant contributor of baking sales revenues or baking accounts receivable as of and for the years ended June 30, 2022 and 2021.

*Printing:* The printing sector of Gourmet Foods' gross revenues is comprised of many customers, some large and some small, with one customer accounting for 37% of the printing sector revenues and 39% of the printing sector accounts receivable as of and for the year ended June 30, 2022 as compared to 33% of printing sector revenues and 40% of printing sector accounts receivable as of and for the year ended June 30, 2021. No other customers comprised a significant contribution to printing sector sales revenues or accounts receivable as of and for the years ended June 30, 2022 and 2021.

*Consolidated:* With respect to Gourmet Foods' consolidated risk, the largest three customers accounted for 32%, 14% and 13% as compared to 32%, 12% and 12% of Gourmet Foods' consolidated gross revenues for the years ended June 30, 2022 and 2021, respectively. These same customers accounted for 7%, 8% and 26%, respectively, of the consolidated accounts receivable of Gourmet Foods as of June 30, 2022 as compared to 8%, 7%, 26%, respectively, as of June 30, 2021.

Gourmet Foods, including Printstock, is not dependent upon any one major supplier as many alternative sources are available in the local marketplace should the need arise. However, the unavailability of, or increase in price in, any of the ingredients on which Gourmet Foods relies to produce its products could harm its operating results for such period.

The Marygold Companies, through Brigadier, is partially dependent upon its contractual relationship with the alarm monitoring company that provides monitoring services to Brigadier's customers. In the event this contract is terminated, Brigadier would be compelled to find an alternate source of alarm monitoring, or establish such a facility itself. Management believes that the contractual relationship is sustainable, and has been for many years, with alternate solutions available should the need arise. Sales to the largest customer, which includes contracts and recurring monthly support fees, totaled 52% and 49% of the total Brigadier revenues for the years ended June 30, 2022 and June 30, 2021, respectively. The same customer accounted for approximately 31% of Brigadier's accounts receivable as of the balance sheet date of June 30, 2022 and 2021. No other customers were significant for the year ended June 30, 2022, however another customer accounted for 12% of total Brigadier revenues and 39% of accounts receivable as of and for the year ended June 30, 2021.

Brigadier purchases alarm panels, digital and analog cameras, mounting hardware and accessory items needed to complete security installations from a variety of sources. The manufacture of electronic items such as those sought by Brigadier has expanded to a global scale thus providing Brigadier with a broad choice of suppliers. Brigadier bases its vendor selection on several criteria including: price, availability, shipping costs, quality, suitability for purpose and the technical support of the manufacturer. Brigadier is not reliant on any one supplier.

The Marygold Companies, through Original Sprout, sells its products through 3 channels to market: 1) direct sales to end users via online shopping carts, 2) sales through international wholesale distributors who, in turn, sell to other retailers or wholesalers, and 3) to retail stores selling to end users either from the shelf or online.

Original Sprout has thousands of customers and, from time to time, certain of them become significant during specific reporting periods, but may not be significant during other periods. Due to the increase in online sales channels and the discontinuation of most domestic distribution agreements, Original Sprout had 1 significant international distributor for the year ended June 30, 2022 which accounted for 11% of Original Sprout's total revenues as compared to 4% of total revenues for the year ended June 30, 2021. A different domestic customer, who was insignificant for the year ended June 30, 2022, accounted for 12% of sales for the year ended June 30, 2021. Six different customers, none of whom contributed significant sales levels, accounted for 19%, 16%, 15%, 13%, 12%, and 11% of total accounts receivable as of June 30, 2022 as compared to 15%, 30%, 6%, 7%, 17%, and 11%, respectively, as of June 30, 2021.

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The Marygold Companies, through Original Sprout, is dependent upon its relationship with a product packaging company who, at the direction of Original Sprout, produces the products in accordance with proprietary formulas, packages them in appropriate containers, and delivers the finished goods to Original Sprout for distribution to its customers. All of Original Sprout's products are currently produced by this packaging company, although if this relationship were to fail there are other similar packaging companies available to Original Sprout at competitive pricing. Because of the nature of the Original Sprout product ingredients, some of the ingredients may, at times, be difficult to source in timely fashion or at the expected price point. To safeguard against this possibility Original Sprout endeavors to maintain at least a 90-day supply of all products in stock. Estimating and maintaining a reserve stock account is not a guarantee that a shortage of ingredient supplies will not affect production such that Original Sprout will not exhaust its reserves or be unable to fulfill customer orders.

### **Inventories**

Inventories, consisting primarily of; (i) food products, printing supplies, and packaging in New Zealand, (ii) hair and skin care finished products and components in the U.S., (iii) security system hardware in Canada, and (iv) printed debit cards and wearables at Marygold are valued at the lower of cost or net realizable value. Inventories in Canada and New Zealand are maintained on the first-in, first-out method, while inventory in the U.S is maintained using the average cost method. Inventories include product cost, inbound freight and warehousing costs where applicable. Management compares the cost of inventories with the net realizable value and an allowance is made for writing down the inventories to their net realizable value, if lower. An assessment is made at the end of each fiscal quarter to determine what slow-moving inventory items, if any, should be deemed obsolete and written down to their estimated net realizable value. For the years ended June 30, 2022 and June 30, 2021, the expense for slow moving or obsolete inventory was \$10,509 and \$65,021, respectively.

### **Property, Plant and Equipment**

Property, plant and equipment are stated at cost, net of accumulated depreciation. Expenditures for maintenance and repairs are charged to earnings as incurred; additions, renewals and leasehold improvements are capitalized. Office furniture and equipment include office fixtures, computers, printers and other office equipment plus software and applicable packaging designs. Leasehold improvements, which are included in plant and equipment, are depreciated over the shorter of the useful life of the improvement and the length of the lease. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations. Depreciation is computed using the straight line method over the estimated useful life of the asset (see Note 5 to the Consolidated Financial Statements).

Category	Estimated Useful Life (in years)
Building	39
Plant and equipment:	5 to 10
Furniture and office equipment:	3 to 5
Vehicles	3 to 5

### **Intangible Assets**

Intangible assets consist of brand names, domain names, recipes, non-compete agreements and customer lists along with the internally developed software in process for the business applications of Marygold to be launched during the coming fiscal year, and the U.K. regulatory certification acquired by Marygold UK in the Tiger purchase transaction. Intangible assets with finite lives are amortized over the estimated useful life and are evaluated for impairment at least on an annual basis and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. When it is determined that an indefinite intangible asset is impaired, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. There was no impairment recorded for the years ended June 30, 2022 and 2021.

### **Goodwill**

Goodwill represents the excess of the aggregate purchase price over the fair value of the net assets acquired in a business combination transaction. Goodwill is tested for impairment on an annual basis during the fourth quarter of the Company's fiscal year, or more frequently if events or changes in circumstances indicate that the carrying amount of goodwill may be impaired. The Company first performs a qualitative test to determine if goodwill is impaired at a reporting unit. In performing this test, the Company evaluates macroeconomic factors, industry and market considerations, cost factors such as the increase in the cost of materials or labor or other costs, overall financial performance, changes in key personnel or customers or strategy, and other entity-specific events or trends that could indicate impairment, among other items. If the results of this test indicate that it is more likely than not that the fair value of the reporting is below its carrying value, a quantitative test is then performed to determine the amount of the impairment. When impaired, the carrying value of goodwill is written down to fair value. There was no impairment recorded for the years ended June 30, 2022 and 2021.

**Impairment of Long-Lived Assets**

The Company tests long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable through the estimated undiscounted cash flows expected to result from the use and eventual disposition of the assets. Whenever any such impairment exists, an impairment loss will be recognized for the amount by which the carrying value exceeds the fair value. There was no impairment recorded for the years ended June 30, 2022 and 2021.

## **Investments and Fair Value of Financial Instruments**

Equity securities included in short-term investments are classified as available-for-sale securities and debt securities are classified as trading securities. The Company measures the investments at fair value at period end with any changes in fair value reflected as unrealized gains or (losses) which is included as part of other (expense) income. The Company values its investments in accordance with Accounting Standards Codification ("ASC") 820 – Fair Value Measurements and Disclosures ("ASC 820"). ASC 820 defines fair value, establishes a framework for measuring fair value in U.S. GAAP, and expands disclosures about fair value measurement. The changes to past practice resulting from the application of ASC 820 relate to the definition of fair value, the methods used to measure fair value, and the expanded disclosures about fair value measurement. ASC 820 establishes a fair value hierarchy that distinguishes between: (1) market participant assumptions developed based on market data obtained from sources independent of the Company (observable inputs) and (2) The Company's own assumptions about market participant assumptions developed based on the best information available under the circumstances (unobservable inputs). The three levels defined by the ASC 820 hierarchy are as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 assets include the following: quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market-corroborated inputs).

Level 3 - Unobservable pricing input at the measurement date for the asset or liability. Unobservable inputs shall be used to measure fair value to the extent that observable inputs are not available.

In some instances, the inputs used to measure fair value might fall within different levels of the fair value hierarchy. The level in the fair value hierarchy within which the fair value measurement in its entirety falls shall be determined based on the lowest input level that is significant to the fair value measurement in its entirety.

## **Revenue Recognition**

Revenue consists of fees earned through management of investment funds in the United States and in the United Kingdom, sales of gourmet meat pies and printing of food wrappers in New Zealand, sales of security alarm system installation and maintenance services in Canada, and sales of hair and skin care products internationally. Revenue is accounted for net of sales taxes, sales returns, and trade discounts. The performance obligation is satisfied when the product has been shipped and title, risk of loss and rewards of ownership have been transferred. For most of the Company's product sales or services, the revenue recognition criteria described below are met at the time the product is shipped, the subscription period commences, or the management services are provided. For our Brigadier subsidiary in Canada, the Company operates under contract with an alarm monitoring company that pays a percentage of its recurring monitoring fee to Brigadier in exchange for continued customer service and support functions with respect to each customer maintained under contract by the monitoring company. The Company has no costs of contracts which require capitalization.

The Company generates revenue, in part, through contractual monthly recurring fees received for providing ongoing customer support services to monitoring company clientele. The five-step process governing contract revenue reporting includes:

1. Identifying the contract(s) with customers
2. Identifying the performance obligations in the contract
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations in the contract
5. Recognizing revenue when or as the performance obligation is satisfied

Transactions involve security systems that are sold outright to the customer where the Company's performance obligations include customer support services and the sale and installation of the security systems. For such arrangements, the Company allocates a portion of the transaction price to each performance obligation based on a relative stand-alone selling price. Revenue associated with the sale and installation of security systems is recognized once installation is complete, and is reflected as security system revenue in the Consolidated Statements of Income. Revenue associated with customer support services is recognized as those services are provided, and is included as a component of security system revenue in the Consolidated Statements of Income, which for the years ended June 30, 2022 and 2021, were approximately \$399,322 and \$723,456, or approximately 16% and 27%, respectively, of the total security system revenues. These revenues for the year ended June 30, 2022 account for approximately 1% of total consolidated revenues as compared to 2% for the year ended June 30, 2021. None of the other subsidiaries of the Company generate revenues from long-term contracts.

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Because the Company has no contract with the end user, and the monthly payments for customer support services are made to the Company by the monitoring company who has a contract with the end user, and end user customers are subject to cancellation through no control of the Company; therefore, no deferred revenues or contingent liability reserves have been established with respect to these contracts. The services are deemed delivered as the obligation is acknowledged on a monthly basis.

### **Income Taxes**

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. A valuation allowance is provided for deferred tax assets if it is more likely than not that these items will either expire before the Company is able to realize their benefits or if future deductibility is uncertain.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the balance sheets along with any associated interest and penalties that would be payable to the taxing authorities upon examination. Applicable interest and penalties associated with unrecognized tax benefits are classified as additional income taxes in the statements of income.

### **Advertising Costs**

The Company expenses the cost of advertising as incurred. Marketing and advertising costs for the years ended June 30, 2022 and 2021 were approximately \$3.0 million and \$3.0 million, respectively.

### **Other Comprehensive Income (Loss)**

#### *Foreign Currency Translation*

We record foreign currency translation adjustments and transaction gains and losses in accordance with ASC 830, *Foreign Currency Matters*. The accounts of Gourmet Foods use the New Zealand dollar as the functional currency. The accounts of Brigadier Security System use the Canadian dollar as the functional currency, and the accounts of Marygold UK use the Great Britain pound as the functional currency. Assets and liabilities are translated at the exchange rate on the balance sheet date, and operating results are translated at the weighted average exchange rate throughout the period. Foreign currency transaction gains and (losses) can also occur if a transaction is settled in a currency other than the entity's functional currency. Accumulated currency translation gains and (losses) are classified as an item of accumulated other comprehensive income (loss) in the stockholders' equity section of the consolidated balance sheet.

### **Segment Reporting**

The Company defines operating segments as components about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performances. The Company allocates its resources and assesses the performance of its sales activities based on the geographic locations of its subsidiaries (Refer to Note 16 of the Consolidated Financial Statements).

### **Business Combinations**

We allocate the fair value of purchase consideration to the tangible assets acquired, liabilities assumed and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Such valuations require management to make significant estimates and assumptions, especially with respect to intangible assets. Significant estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from acquired users, acquired trade names from a market participant perspective, useful lives and discount rates. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. During the measurement period, which is one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed. For the years ended June 30, 2022 and 2021 a determination was made that no adjustments were necessary.





## Recent Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Board Update ("ASU") 2016-13, Financial Instruments - Credit Losses (Topic 326): *Measurement of Credit Losses on Financial Instruments*, and also issued subsequent amendments to the initial guidance: ASU 2018-19, ASU 2019-04, ASU 2019-05, ASU 2019-10, and ASU 2019-11, which replace the existing incurred loss impairment model with an expected credit loss model and require a financial asset measured at amortized cost to be presented at the net amount expected to be collected. The new guidance will be effective for annual reporting periods beginning after December 15, 2022 (as amended by ASU 2019-10), including interim periods within that annual period. The Company anticipates the adoption of the standard will lead to changes in disclosures as well as insignificant changes related to the period of recognition of losses on its receivables.

In August 2020, the FASB issued ASU No. 2020-06, *Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging - Contracts in Entity's Own Equity (Subtopic 815-40)*. The amendment is meant to simplify the accounting for convertible instruments by removing certain separation models in subtopic 470-20 for convertible instruments. The amendment also changed the method used to calculate diluted earnings per share ("EPS") for convertible instruments and for instruments that may be settled in cash. The amendment is effective for years beginning after December 15, 2023, including interim periods for those fiscal years. Early adoption is permitted for periods beginning after December 15, 2020, including interim periods within those fiscal years. The Company anticipates the adoption of the standard will not have a material impact on its condensed consolidated financial statements and related disclosures given its current and anticipated operations.

In November 2021, the FASB issued ASU 2021-10, *Government Assistance (Topic 832): Disclosures by Business Entities about Government Assistance*, which aims to provide increased transparency by requiring business entities to disclose information about certain types of government assistance they receive in the notes to the annual financial statements. The guidance will become effective for annual reporting periods beginning after December 15, 2021, including interim periods within those fiscal years. The Company anticipates the adoption of the standard will not have a material impact on its condensed consolidated financial statements and related disclosures given its current and anticipated operations.

### NOTE 3. BASIC AND DILUTED NET INCOME PER SHARE

Basic net income per share is based upon the weighted average number of common shares outstanding. This calculation includes the weighted average number of Series B Convertible Preferred shares outstanding also, as they are deemed to be substantially similar to the common shares and shareholders are entitled to the same liquidation and dividend rights. Diluted net income per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. The Company does not have any options or warrants or other dilutive financial instruments. As such, basic and diluted earnings per share are the same.

Basic and diluted net income per share reflects the effects of shares actually potentially issuable upon conversion of convertible preferred stock.

The components of basic and diluted earnings per share were as follows:

	<b>For the year ended June 30, 2022</b>		
	<b>Net Income</b>	<b>Shares</b>	<b>Per Share</b>
Basic and diluted income per share:			
Net income available to common shareholders	\$ 1,116,745	38,047,411	\$ 0.03
Net income available to preferred shareholders	28,976	987,200	\$ 0.03
Basic and diluted income per share	<u>\$ 1,145,721</u>	<u>39,034,611</u>	\$ 0.03
	<b>For the year ended June 30, 2021</b>		
	<b>Net Income</b>	<b>Shares</b>	<b>Per Share</b>
Basic and diluted income per share:			
Net income available to common shareholders	\$ 5,693,262	37,445,919	\$ 0.15
Net income available to preferred shareholders	156,181	1,027,240	\$ 0.15
Basic and diluted income per share	<u>\$ 5,849,443</u>	<u>38,473,159</u>	\$ 0.15

**NOTE 4. INVENTORIES**

Inventories for Marygold, Gourmet Foods, Brigadier and Original Sprout consisted of the following totals:

	<b>June 30, 2022</b>	<b>June 30, 2021</b>
Raw materials	\$ 1,273,581	\$ 942,911
Supplies and packing materials	195,207	193,322
Finished goods	731,954	815,559
Total inventories	<u>\$ 2,200,742</u>	<u>\$ 1,951,792</u>

**NOTE 5. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment consisted of the following as of June 30, 2022 and 2021:

	<b>June 30, 2022</b>	<b>June 30, 2021</b>
Plant and equipment	\$ 1,905,921	\$ 2,147,617
Furniture and office equipment	254,616	246,697
Land and buildings	590,662	613,891
Vehicles	363,295	412,681
Solar energy system	138,030	-
Total property and equipment, gross	3,252,524	3,420,886
Accumulated depreciation	<u>(1,860,630)</u>	<u>(1,847,441)</u>
Total property and equipment, net	<u>\$ 1,391,894</u>	<u>\$ 1,573,445</u>

For the years ended June 30, 2022 and 2021, depreciation expense for property, plant and equipment totaled \$243,295 and \$265,531, respectively.

**NOTE 6. INTANGIBLE ASSETS**

Intangible assets consisted of the following as of June 30, 2022 and June 30, 2021:

	<b>June 30, 2022</b>	<b>June 30, 2021</b>
Customer relationships	\$ 1,363,935	\$ 777,375
Brand name	1,297,789	1,199,965
Domain name	36,913	36,913
Recipes	1,221,601	1,221,601
Internally developed software	217,990	217,990
Non-compete agreement	274,982	274,982
Total	4,413,210	3,728,826
Less : accumulated amortization	<u>(1,704,314)</u>	<u>(1,387,023)</u>
Net intangibles	<u>\$ 2,708,896</u>	<u>\$ 2,341,803</u>

**CUSTOMER RELATIONSHIP**

On August 11, 2015, the Company acquired Gourmet Foods. The fair value on the acquired customer relationships was estimated to be \$66,153 and is amortized over the remaining useful life of 10 years. On June 2, 2016, the Company acquired Brigadier Security Systems. The fair value on the acquired customer relationships was estimated to be \$434,099 and is amortized over the remaining useful life of 10 years. On December 18, 2017 the Company's wholly-owned subsidiary, Kahnalytics, Inc., acquired the assets of Original Sprout LLC. The fair value of the acquired customer relationships was determined to be \$200,000 and is amortized over the remaining useful life of 7 years. On July 1, 2020, our wholly-owned subsidiary, Gourmet Foods, acquired Printstock Products Limited. The fair value of the acquired customer relationships was estimated to be \$77,123 and is amortized over a useful life of 9 years. On June 20, 2022 our wholly-owned subsidiary, Marygold UK, acquired Tiger Financial and Asset Management Limited. The fair value of the acquired customer relationships was estimated to be \$587,328 and is amortized over a useful life of 7 years.

	<b>June 30, 2022</b>	<b>June 30, 2021</b>
Customer relationships	\$ 1,363,935	\$ 777,375
Less: accumulated amortization	<u>(458,550)</u>	<u>(369,471)</u>
Total customer relationships, net	<u>\$ 905,385</u>	<u>\$ 407,904</u>

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BRAND NAME

On August 11, 2015, the Company acquired Gourmet Foods. The fair value on the acquired brand name was estimated to be \$61,429 and is amortized over the remaining useful life of 10 years. On June 2, 2016, the Company acquired Brigadier Security Systems. The fair value on the acquired brand name was estimated to be \$340,694 and is amortized over the remaining useful life of 10 years. On December 18, 2017 the Company's wholly-owned subsidiary, Kahnalytics, Inc., acquired the assets of Original Sprout LLC. The fair value of the acquired brand name was determined to be \$740,000 and is considered to have an indefinite life. Unlike the brand names Gourmet Foods and Brigadier Security Systems, Original Sprout is an actual product name and recognized associated brand that is identifiable to consumers of the product and is the basis of the value proposition. That brand name will continue to be associated with the product offering unless and until such time in the future as the Company may elect to discontinue the use of the brand and move towards establishment of an alternative product offering. On July 1, 2020, our wholly-owned subsidiary, Gourmet Foods, acquired Printstock Products Limited. The fair value of the brand name was determined to be \$57,842 and, like that of Original Sprout, would continue to stay in use for an indefinite period of time. Therefore, the Company will test for impairment of the brand names "Original Sprout" and "Printstock" at each reporting interval with no amortization recognized. On June 20, 2022 our wholly-owned subsidiary, Marygold UK, acquired Tiger Financial and Asset Management Limited. The fair value of the acquired trade name, \$24,456, together with its regulatory business certification, \$73,368, totaled \$97,824 and, like those of Printstock and Original Sprout, would continue to stay in use for an indefinite period of time. Therefore, the Company will test for impairment at each reporting interval with no amortization recognized.

	<b>June 30, 2022</b>	<b>June 30, 2021</b>
Brand name	\$ 1,297,789	\$ 1,199,965
Less: accumulated amortization	(249,831)	(209,620)
Total brand name, net	<u>\$ 1,047,958</u>	<u>\$ 990,345</u>

DOMAIN NAME

On August 11, 2015, the Company acquired Gourmet Foods, Ltd. The fair value on the acquired domain name was estimated to be \$21,601 and is amortized over the remaining useful life of 5 years. On June 2, 2016, the Company acquired Brigadier Security Systems. The fair value on the acquired domain name was estimated to be \$15,312 and is amortized over the remaining useful life of 5 years.

	<b>June 30, 2022</b>	<b>June 30, 2021</b>
Domain name	\$ 36,913	\$ 36,913
Less: accumulated amortization	(36,913)	(36,913)
Total brand name, net	<u>\$ -</u>	<u>\$ -</u>

RECIPES AND FORMULAS

On August 11, 2015, the Company acquired Gourmet Foods. The fair value on the recipes was estimated to be \$1,601 and is amortized over the remaining useful life of 5 years. On December 18, 2017 the Company's wholly-owned subsidiary, Kahnalytics, Inc., acquired the assets of Original Sprout LLC. The fair value of the acquired recipes and formulas was determined to be \$1,200,000 and is amortized over the remaining useful life of 8 years.

	<b>June 30, 2022</b>	<b>June 30, 2021</b>
Recipes and formulas	\$ 1,221,601	\$ 1,221,601
Less: accumulated amortization	(701,736)	(551,737)
Total recipes and formulas, net	<u>\$ 519,865</u>	<u>\$ 669,864</u>

NON-COMPETE AGREEMENT

On June 2, 2016, the Company acquired Brigadier Security Systems. The fair value on the acquired non-compete agreement was estimated to be \$84,982 and is amortized over the remaining useful life of 5 years. On December 18, 2017 the Company's wholly-owned subsidiary, Kahnalytics, Inc., acquired the assets of Original Sprout LLC. The fair value of the acquired non-compete agreement was determined to be \$190,000 and is amortized over the remaining useful life of 5 years.

	<b>June 30, 2022</b>	<b>June 30, 2021</b>
Non-compete agreement	\$ 274,982	\$ 274,982
Less: accumulated amortization	(257,284)	(219,282)
Total non-compete agreement, net	<u>\$ 17,698</u>	<u>\$ 55,700</u>

INTERNALLY DEVELOPED SOFTWARE

During the first quarter of 2020, Marygold began incurring expenses in connection with the internal development of software applications that are planned for eventual integration to its consumer Fintech offering. Certain of these

expenses, totaling \$217,990 as of June 30, 2022 and June 30, 2021, have been capitalized as intangible assets. Once development has been completed and the product is commercially viable, these capitalized costs will be amortized over their useful lives. As of June 30, 2022, no amortization expense has been recorded for these intangible assets.

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AMORTIZATION EXPENSE

The total amortization expense for intangible assets for the years ended June 30, 2022 and June 30, 2021 was \$317,675 and \$334,448, respectively.

Estimated amortization expenses of intangible assets for the next five years ending June 30, are as follows:

Years Ending June 30,	Expense
2023	\$ 378,543
2024	361,226
2025	345,962
2026	234,194
2027	92,417
Thereafter	1,296,554
Total	<u>\$ 2,708,896</u>

**NOTE 7. OTHER ASSETS**

**Other Current Assets**

Other current assets totaling \$699,547 as of June 30, 2022 and \$399,524 as of June 30, 2021 are comprised of various components as listed below.

	As of June 30, 2022	As of June 30, 2021
Prepaid expenses	\$ 630,285	\$ 373,381
Other current assets	69,262	26,143
Total	<u>\$ 699,547</u>	<u>\$ 399,524</u>

**Investments**

USCF Investments, from time to time, provides initial seed capital in connection with the creation of ETPs or ETFs that are managed by USCF or USCF Advisers. USCF Investments classifies these investments as current assets as these investments are generally sold within one year of the balance sheet date. Investments in which no controlling financial interest or significant influence exists are recorded at fair value with the change included in earnings on the Consolidated Statements of Income. Investments in which no controlling financial interest exists, but significant influence exists are recorded per the equity method of investment accounting unless the fair value option is elected under Accounting Standards Codification ("ASC") 825, Fair Value Option. As of June 30, 2022 and 2021, the Company owned \$1.3 million and \$0, respectively, of the USCF Gold Strategy Plus Income Fund ("GLDX"), a related party managed by USCF Advisers, which is included in other equities in the below table. The Company elected the fair value option related to this investment as the shares were purchased and will be sold on the market and this accounting treatment is deemed to be most informative. The Company recognized unrealized gains of \$33 thousand and \$0 during the years ended June 30, 2022 and 2021, respectively. In addition to the holdings in GLDX, the Company also invests in marketable securities. As of June 30, 2022 and 2021, the aggregate of such investments were approximately \$5.1 million and \$1.8 million, respectively.

All of the Company's short-term investments are classified as Level 1 assets as of June 30, 2022 and June 30, 2021. Investments measured at estimated fair value consist of the following as of June 30, 2022 and June 30, 2021:

	As of June 30, 2022			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Money market funds	\$ 1,051,017	\$ -	\$ -	\$ 1,051,017
Other short-term investments	271,346	-	(1,919)	269,427
Short-term treasury bills	2,470,020	-	(4,156)	2,465,864
Other equities	1,246,926	32,697	-	1,279,623
Total short-term investments	<u>\$ 5,039,309</u>	<u>\$ 32,697</u>	<u>\$ (6,075)</u>	<u>\$ 5,065,931</u>

	As of June 30, 2021			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Money market funds	\$ 1,044,748	\$ 5,378	\$ -	\$ 1,050,126
Other short-term investments	772,981	4,568	-	777,549

Other equities	1,421	-	(170)	1,251
Total short-term investments	<u>\$ 1,819,150</u>	<u>\$ 9,946</u>	<u>\$ (170)</u>	<u>\$ 1,828,926</u>

During the years ended June 30, 2022 and 2021, there were no transfers between Level 1 and Level 2.

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### Restricted Cash

At June 30, 2022 and 2021, Gourmet Foods had on deposit approximately NZ\$20,000 (approximately US\$12,486 and US\$13,989, respectively after currency translation) securing a lease bond for one of its properties. The cash securing the bond is restricted from access or withdrawal so long as the bond remains in place.

At June 30, 2022, Marygold UK had on deposit £823,768 (approximately US\$1,000,793) securing deferred purchase price payments due the seller of Tiger. The cash deposit is restricted by covenant from access or withdrawal prior to payment of the remaining deferred purchase price. The Company had no similar deposits at June 30, 2021.

### Long - Term Assets

Other long-term assets totaling \$540,160 at June 30, 2022 and \$540,160 at June 30, 2021, were attributed to USCF Investments and Original Sprout and consisted of

- (i) \$500,000 as of June 30, 2022 and June 30, 2021 representing 10% equity investment in a registered investment adviser accounted for on a cost basis, minus impairment, which we believe approximates fair value, given the lack of observable price changes in orderly transactions. There was no impairment recorded for the years ended June 30, 2022 and June 30, 2021;
- (ii) and \$40,160 as of June 30, 2022 and \$40,160 at June 30, 2021 representing deposits and prepayments of rent.

### NOTE 8. GOODWILL

Goodwill represents the excess of the aggregate purchase price over the fair value of the net assets acquired in business combinations. The amounts recorded in goodwill for June 30, 2022 and 2021 were \$2,307,202 and \$1,043,473, respectively.

Goodwill is comprised of the following amounts:

	<u>As of June 30, 2022</u>	<u>As of June 30, 2021</u>
Goodwill - Original Sprout	\$ 416,817	\$ 416,817
Goodwill - Gourmet Foods (1)	275,311	275,311
Goodwill - Brigadier	351,345	351,345
Goodwill - Marygold & Co. (UK) (1)	1,263,729	-
Total	<u>\$ 2,307,202</u>	<u>\$ 1,043,473</u>

(1) Refer to Note 13, *Business Combinations*, regarding increase in goodwill during the years ended June 30, 2022 and 2021.

The Company tests for goodwill impairment at each reporting unit. There was no goodwill impairment for the years ended June 30, 2022 and June 30, 2021.

### NOTE 9. ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consisted of the following:

	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Accounts payable	\$ 2,001,978	\$ 1,672,647
Accrued interest	-	129,596
Taxes payable	196,473	238,020
Accrued payroll, vacation and bonus payable	331,644	1,049,359
Accrued operating expenses	275,695	773,252
Total	<u>\$ 2,805,790</u>	<u>\$ 3,862,874</u>



## **NOTE 10. RELATED PARTY TRANSACTIONS**

### **Notes Payable - Related Parties**

Notes payable totaling \$600,000 in principal plus \$144,000 in accrued interest were repaid to two shareholders as of June 30, 2022, and the Company currently has no notes payable outstanding to related parties. Interest expense for all related party notes for the years ended June 30, 2022 and 2021 was \$19,798 and \$24,281, respectively. Total accrued interest due related parties was \$0 and \$129,596 as of June 30, 2022 and 2021, respectively.

### **USCF Investments - Related Party Transactions**

The Funds managed by USCF and USCF Advisers are deemed by management to be related parties. The Company's USCF Investments revenues, totaling \$23.8 million and \$25.2 million for the years ended June 30, 2022 and 2021, respectively, were earned from these related parties. Accounts receivable, totaling \$2.2 million and \$2.0 million as of June 30, 2022 and June 30, 2021, respectively, were owed from the Funds that are related parties. Fund expense waivers, totaling \$0.1 million and \$0.9 million and fund expense limitation amounts, totaling \$0.1 million and \$0.1 million, for the years ended June 30, 2022 and 2021, respectively, were incurred on behalf of these related parties. Waivers payable, totaling \$0.1 million and \$0.1 million as of June 30, 2022 and June 30, 2021, respectively, were owed to these related parties. Fund expense waivers and fund expense limitation obligations are defined under Note 15 to the Consolidated Financial Statements. USCF Investments, from time to time, provides initial investments in the creation of ETP and ETF funds that USCF manages. Such investments included GLDX, a related party fund managed by USCF Advisers, and as of June 30, 2022 and June 30, 2021, the investment total was \$1.3 million and \$0, respectively. The Company owns approximately 40% and 0% of the outstanding shares of this investment as of June 30, 2022 and June 30, 2021, respectively.

## **NOTE 11. LOANS - PROPERTY AND EQUIPMENT**

As of June 30, 2022, Brigadier had an outstanding principal balance of CD\$471,015 (approx. US\$365,429 translated as of June 30, 2022) due to Bank of Montreal related to the purchase of its Saskatoon office land and building. The Consolidated Balance Sheets as of June 30, 2022 and June 30, 2021 reflect the amount of the principal balance which is due within twelve months as a current liability of US\$15,135 and a long-term liability of US\$350,293. Interest on the mortgage loan for the year ended June 30, 2022 and 2021 was US\$15,742 and US\$16,078, respectively.

## **NOTE 12. STOCKHOLDERS' EQUITY**

### **Common Stock Issued in Underwritten Offering**

On March 9, 2022, the Company entered into an underwriting agreement (the "Underwriting Agreement") between the Company and Maxim Group LLC (the "Underwriter"), relating to the Company's upsized underwritten public offering (the "Offering") of 1,650,000 shares (the "Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock"). The Offering was made pursuant to the Company's registration statement on Form S-1 (File No. 333-261522), previously filed with Securities Exchange Commission (SEC) and subsequently declared effective by the SEC on March 9, 2022.

Pursuant to the Underwriting Agreement, the public offering price was \$2.00 per Share (the "Offering Price"), and the Underwriter purchased the Shares at a 7.0% discount to the public Offering Price. The Company granted the Underwriter the option to purchase, within 45 days from the date of the Underwriting Agreement, an additional 247,500 shares of Common Stock at the same price per share as the Shares (the "Over-Allotment Option"), which the Underwriter exercised in full on March 11, 2022. Maxim Group LLC acted as sole book-running manager for the Offering.

The Underwriting Agreement includes customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriter, including liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. In addition, pursuant to the terms of the Underwriting Agreement and related "lock-up" agreements, the Company, each director and executive officer of the Company and certain significant stockholders of the Company have agreed not to sell, transfer or otherwise dispose of securities of the Company, without the prior written consent of the Underwriter, for a 180-day period, subject to certain limitations therein.

In exchange for the Underwriter's services, the Company agreed to (i) sell the Common Stock to the Underwriter at a purchase price of \$1.86 per share of Common Stock, reflecting the underwriting discount of 7%, and (ii) issue the Underwriter (or its designees) the Warrants to purchase shares of Common Stock equal to 5.0% of the aggregate number of shares of Common Stock sold in the Offering, along with associated registration rights (the "Underwriter's Warrants").

On March 14, 2022, the Offering closed resulting in the Company selling a total of 1,897,500 shares of common stock, including 247,500 shares sold pursuant to the full exercise of the underwriter's over-allotment option. Gross proceeds

from the offering were approximately \$3,795,000 before underwriting discounts and other estimated offering expenses which totaled \$265,650 and \$545,090, respectively. There has been no material change in the planned use of proceeds as described in our final prospectus filed with the SEC on March 9, 2022 pursuant to Rule 424(b)(4).

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### Underwriter's Warrants

On March 14, 2022, pursuant to the Underwriting Agreement, the Company issued the Underwriter's Warrants to purchase up to an aggregate of 82,500 shares of Common Stock as compensation for their services related to this issuance. The Underwriter's Warrants may be exercised beginning on September 14, 2022, until March 14, 2027. The initial exercise price of each Warrant is \$2.40 per share, which represents 120% of the Offering Price. The total fair value of the warrants granted to the Underwriter was \$132,000. The Company estimated the fair value of the warrants using the Black-Scholes option pricing model using the following assumptions: Risk-free interest rate of 2.10%, expected life of 5 years, dividend yield of 0% and volatility of 117%. As the warrant issuance was for services rendered related to an equity issuance, no expense was recognized during the year ended June 30, 2022 related to the issuance.

### Convertible Preferred Stock

The Company has 50,000,000 shares authorized to issue as Preferred Stock. The Preferred Stock is designated into two series, 5,000,000 designated as Series A, and 45,000,000 designated as Series B. As of June 30, 2022 there are no issued or outstanding shares of Series A stock.

Each issued Series B Convertible Preferred Stock is convertible into 20 shares of common stock and carries a vote of 20 shares of common stock in all matters brought before the shareholders for a vote. On January 15, 2021, the Company converted 3,672 shares of Series B Convertible Preferred Stock to 73,440 shares of common stock per the request of the shareholder and pursuant to the stock designation. After conversion, there remain 49,360 shares of Series B Convertible Preferred Stock outstanding as of June 30, 2022.

### Stock-based Awards - Employees and Vendor Compensation

For the year ending June 30, 2022 the Company's 2021 Omnibus Equity Incentive Plan did not issue any awards and had no awards outstanding. Subsequent to year end the Company issued awards. Refer to Note 17 for details.

There were no shares issued for services during the year ended June 30, 2022 and June 30, 2021.

### NOTE 13. BUSINESS COMBINATIONS

On March 11, 2020 our wholly owned subsidiary Gourmet Foods, Ltd. entered into a Stock Purchase Agreement to acquire all the issued and outstanding shares of Printstock, a New Zealand private company located in Napier, New Zealand. Printstock is a printer of wrappers distributed to food manufacturers primarily within New Zealand and limited export to Australia. The company will be operated as a subsidiary of Gourmet Foods and is expected to incrementally reduce the cost of goods sold through reduction in the cost of wrappers purchased by Gourmet Foods by elimination of inter-company profit while increasing overall revenues and profits to Gourmet Foods on a consolidated basis through inclusion of Printstock operations. The purchase price was agreed to be NZ\$1.9 million subject to adjustment within 90 days of the closing date. The transaction closed on July 1, 2020 with a payment of NZ\$1.5M and an estimated final payment due of NZ\$420,552 on September 30, 2020. Included in the below purchase price allocation are estimated deferred income tax liabilities of US\$68,061 pertaining to the increase in the value of fixed assets above their book value and the acquired intangible assets. The amounts have been translated to US currency as of the acquisition date, July 1, 2020.

Item	Amount
Cash in bank	\$ 118,774
Accounts receivable	384,222
Prepayments/deposits	1,372
Inventories	509,796
Operating lease right-of-use asset	201,699
Property and equipment	401,681
Intangible assets	134,965
Goodwill	127,683
Deferred tax liability	(68,061)
Assumed lease liabilities	(201,699)
Accounts payable and accrued expenses	(376,112)
Total Purchase Price	\$ 1,234,320

On August 17, 2021, our wholly-owned subsidiary Marygold UK entered into a Stock Purchase Agreement ("SPA") to acquire all the issued and outstanding shares of Tiger Financial and Asset Management Limited ("Tiger"), a company incorporated and registered in England and Wales and located in Northampton, England. Tiger is an asset manager and investment advisor operating pursuant to certification by the Financial Conduct Authority of the United Kingdom with approximately £42 million in assets under management as of June 20, 2022. The transaction closed on June 20, 2022 with an agreed purchase price of £2,382,372 (translated to US\$2,913,164), subject to adjustment as provided for in the SPA. As of June 30, 2022 approximately £1,018,935 remained payable, £18,935 of which is payable within 20 business days of closing, followed by subsequent equal payments of £500,000 due on December 31, 2022 and

December 31, 2023, subject to downward adjustment per the terms of the SPA for an amount up to £500,000 should existing clientele close their accounts prior to December 31, 2023. There is no provision for any upward adjustments. As a result, management was able to complete its preliminary purchase price allocation as follows, under the assumption no downward adjustment will take place on December 31, 2023. Included in the allocation are estimated income tax liabilities of approximately US\$86,277 pertaining to the operations prior to acquisition, and \$113,833 of deferred income tax liabilities associated with the value of the acquired intangible assets. The amounts have been translated to US currency as of the acquisition date. Tiger will be operated as a subsidiary of Marygold UK and is expected to be initially cash flow neutral. In addition to growing the business through increasing assets under management, Marygold UK intends to project the fintech mobile app services to be offered by Marygold in the U.S. into the U.K. through the established contacts and certifications held by Tiger.

<b>Item</b>	<b>Amount</b>
Cash in bank	\$ 1,159,020
Prepayments/deposits	17,962
Property and equipment	2,922
Intangible assets	684,768
Goodwill	1,263,729
Tax liability	(86,277)
Deferred tax liability	(113,833)
Accounts payable and accrued expenses	(15,127)
Total Purchase Price	<u>\$ 2,913,164</u>

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*Supplemental Pro Forma Information (Unaudited)*

The following unaudited supplemental pro forma information for the year ended June 30, 2022, assumes the acquisition of Tiger had occurred as of July 1, 2021, giving effect on a pro forma basis to purchase accounting adjustments such as depreciation of property and equipment, amortization of intangible assets, and acquisition related costs. The pro forma data is for informational purposes only and may not necessarily reflect the actual results of operations had Tiger been operated as part of the Company since July 1, 2021. Furthermore, the pro forma results do not intend to predict the future results of operations of the Company.

	<b>Year Ended June 30, 2022</b>	<b>Year Ended June 30, 2022</b>
	<b>Actual</b>	<b>Pro Forma</b>
Net revenues	\$ 37,829,123	\$ 38,475,091
Net income	\$ 1,145,721	\$ 1,464,172
Basic and diluted earnings per share	\$ 0.03	\$ 0.04

**NOTE 14. INCOME TAXES**

The following table summarizes income before income taxes:

	<b>Years Ended June 30,</b>	
	<b>2022</b>	<b>2021</b>
U.S.	\$ 2,067,224	\$ 6,983,223
Foreign	290,897	651,678
Income before income taxes	<u>\$ 2,358,121</u>	<u>\$ 7,634,901</u>

**Income Tax Provision**

Provision for income tax as listed on the Consolidated Statements of Income for the years ended June 30, 2022 and 2021 are \$1,212,400 and \$1,785,458, respectively.

Provision for taxes consisted of the following:

	<b>Years Ended June 30,</b>	
	<b>2022</b>	<b>2021</b>
U.S. operations	\$ 1,062,895	\$ 1,488,351
Foreign operations	149,505	297,107
Total	<u>\$ 1,212,400</u>	<u>\$ 1,785,458</u>

Provisions for income tax consisted of the following as of the years ended:

<b>For the year ended:</b>	<b>June 30, 2022</b>	<b>June 30, 2021</b>
Current:		
Federal	\$ 741,200	\$ 1,426,303
States	242,393	122,052
Foreign	177,118	256,195
Total current	<u>1,160,711</u>	<u>1,804,550</u>
Deferred:		
Federal	69,422	(56,397)
States	9,880	(3,607)
Foreign	(27,613)	40,912
Total deferred	<u>51,689</u>	<u>(19,092)</u>
Total	<u>\$ 1,212,400</u>	<u>\$ 1,785,458</u>

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Tax effects of temporary differences that give rise to significant portions of the Company's deferred tax assets for the years ended June 30, 2022 and 2021 are presented below:

<b>For the year ended:</b>	<b><u>June 30, 2022</u></b>	<b><u>June 30, 2021</u></b>
<b>Deferred tax assets:</b>		
Property and equipment and intangible assets - U.S.	\$ 445,629	\$ 469,403
Net operating loss	4,904	14,220
Accruals, reserves and other - U.S.	297,521	336,823
Leasing assets	137,756	245,819
Leasing liabilities	(132,732)	(238,789)
Gross deferred tax assets	<u>753,078</u>	<u>827,476</u>
Less valuation allowance	-	-
Total deferred tax assets	<u>\$ 753,078</u>	<u>\$ 827,476</u>
<b>Deferred tax liabilities:</b>		
Intangible assets - foreign	\$ (237,844)	\$ (150,878)
Accruals, reserves and other - foreign	(22,709)	(18,551)
Total deferred tax liabilities	<u>\$ (260,553)</u>	<u>\$ (169,429)</u>
Total net deferred tax assets	<u>\$ 492,525</u>	<u>\$ 658,047</u>

The Company's accounting for deferred taxes involves the evaluation of a number of factors concerning the realizability of the Company's net deferred tax assets. The Company primarily considered such factors as the Company's history of operating losses; the nature of the Company's deferred tax assets and the timing, likelihood and amount, if any, of future taxable income during the periods in which those temporary differences and carryforwards become deductible. At present, the Company does believe that it is more likely than not that the deferred tax assets will be realized. The valuation allowance was unchanged during the year ended June 30, 2022.

On March 27, 2020 the U.S. enacted the Coronavirus Aid, Relief, and Economic Security Act (the CARES Act). The Company has evaluated the provisions of the CARES Act and determined that it did not result in a significant impact on the Company's tax provision.

Income tax expense (benefit) for the years ended June 30, 2022 and June 30, 2021 differed from the amounts computed by applying the statutory federal income tax rate of 21.00% to pretax income (loss) as a result of the following:

<b>For the year ended:</b>	<b><u>June 30, 2022</u></b>	<b><u>June 30, 2021</u></b>
Federal tax expense (benefit) at statutory rate	\$ 495,287	\$ 1,603,764
State income taxes	201,369	92,813
Permanent differences	371,987	17,737
Foreign tax credit	(58,413)	(88,648)
Change in valuation allowance	-	-
Foreign rate differential	202,170	159,792
Total tax expense	<u>\$ 1,212,400</u>	<u>\$ 1,785,458</u>

<b>For the year ended:</b>	<b><u>June 30, 2022</u></b>	<b><u>June 30, 2021</u></b>
Federal tax expense (benefit) at statutory rate	21.00%	21.00%
State income taxes	8.54%	1.22%
Permanent differences *	20.60%	0.23%
Foreign rate differential	8.57%	2.09%
Foreign tax credit	(2.48)%	(1.16)%
Change in valuation allowance	0%	0%
Total tax expense	<u>56.23%</u>	<u>23.38%</u>

\* Substantially all of the permanent differences in during the year ended June 30, 2022 related to the \$2,500,000 legal settlement being permanently nondeductible for income taxes.

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Tax positions are evaluated in a two-step process. The Company first determines whether it is more likely than not that a tax position will be sustained upon examination. If a tax position meets the more-likely-than-not recognition threshold it is then measured to determine the amount of benefit to recognize in the financial statements. The tax position is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The aggregate changes in the balance of gross unrecognized tax benefits, which includes interest and penalties, for the years ended June 30, 2022 and 2021 are as follows:

<b>Balance at June 30, 2021</b>	<b>\$ 302,335</b>
Additions based on tax positions taken during a prior period	12,597
Reductions based on tax positions taken during a prior period	-
Additions based on tax positions taken during the current period	-
Reductions based on tax positions taken during the current period	-
Reductions related to settlement of tax matters	-
Reductions related to a lapse of applicable statute of limitations	-
<b>Balance at June 30, 2022</b>	<b><u>\$ 314,932</u></b>

The Company files income tax returns in the United States, and various state and foreign jurisdictions. The federal, state and foreign income tax returns are subject to tax examinations for the tax years 2018 through 2021 as of year ended June 30, 2022. To the extent the Company has tax attribute carry forwards, the tax years in which the attribute was generated may still be adjusted upon examination by the U.S. Internal Revenue Service, state or foreign tax authorities to the extent utilized in a future period. There were no ongoing examinations by taxing authorities as of June 30, 2022.

The Company had \$0.3 million of unrecognized tax benefits as of June 30, 2022 and 2021 that if recognized would affect the effective tax rate. The Company does not anticipate a significant change to its unrecognized tax benefits in the year ended June 30, 2023.

The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. As of June 30, 2022, and 2021, the Company accrued and recognized as a liability \$62,987 and \$50,389, respectively, of interest and penalties related to uncertain tax positions.

## **NOTE 15. COMMITMENTS AND CONTINGENCIES**

### **Lease Commitments**

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use assets, accrued expenses, and long-term operating lease liabilities in the Consolidated Balance Sheets. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease right-of-use assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. In determining the present value of lease payments, the Company uses its incremental borrowing rate based on the information available at the lease commencement date. The operating lease right-of-use assets also include any lease payments made at or before the commencement date and are reduced by any lease incentives received. The Company's lease terms may include options to extend or not terminate the lease when it is reasonably certain that it will exercise any such options. For the majority of its leases, the Company concluded that it is not reasonably certain that any renewal options would be exercised, and, therefore, the amounts are not recognized as part of operating lease right-of-use assets nor operating lease liabilities. Leases with an initial term of 12 months or less are not recorded on the balance sheet and expensed as incurred and included within rent expense under general and administrative expense. Lease expense is recognized on a straight-line basis over the expected lease term.

The Company's most significant operating leases are real estate leases of office, warehouse and production facilities. The remaining operating leases are primarily comprised of leases of printers and other equipment which are deemed insignificant. For all operating leases, the Company has elected the practical expedient permitted under Topic 842 to combine lease and non-lease components. As a result, non-lease components, such as common area or equipment maintenance charges, are accounted for as a single lease element.

The Company has one finance lease wherein ownership of the underlying asset will be transferred to the Company at the end of the lease term. The underlying asset of the finance lease is a solar energy system at our Gourmet Foods subsidiary in New Zealand that is included with property, plant and equipment on the Consolidated Balance Sheets.

Fixed lease expense payments are recognized on a straight-line basis over the lease term. Variable lease payments vary because of changes in facts or circumstances occurring after the commencement date, other than the passage of time. Certain of the Company's operating lease agreements include variable payments that are passed through by the landlord, such as insurance, taxes, and common area maintenance. Variable payments are deemed immaterial, expensed as incurred, and included within rent expense under general and administrative expense.

The Company leases various facilities and offices throughout the world including the following subsidiary locations:

Gourmet Foods has operating leases for its office, factory and warehouse facilities located in Tauranga, New Zealand, and facilities leased by its subsidiary, Printstock, in Napier, New Zealand, as well as for certain equipment including printers and copiers. These leases are generally for three-year terms, with some options to renew for an additional term. The leases mature between October 2022 and October 2026, and require monthly rental payments of approximately \$21,507 (GST not included) translated to U.S. currency as of June 30, 2022. Additionally, Gourmet Foods has one finance lease for its solar energy system that ends in December 2031 at the monthly rate (GST not included) of approximately US\$1,637 translated as of June 30, 2022. Brigadier leases office and storage facilities in Regina, Saskatchewan. The minimum lease obligations for the Regina facility require monthly payments of approximately US\$2,558 translated to U.S. currency as of June 30, 2022. Original Sprout currently leases office and warehouse space in San Clemente, CA with 3-year facility lease expiring on November 30, 2023. Minimum monthly lease payments of approximately \$22,750 commenced December 1, 2021 with annual increases. USCF Investments leases office space in Walnut Creek, California under an operating lease which expires in December 2024. Minimum monthly lease payments are approximately \$13,063 with increases annually.



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For years ended June 30, 2022 and 2021, the combined lease payments of the Company and its subsidiaries totaled \$824,196 and \$763,304, respectively, and recorded under general and administrative expense in the Consolidated Statements of Income. As of June 30, 2022 the Consolidated Balance Sheets included operating lease right-of-use assets totaling \$1,357,686, recorded net of \$47,195 in deferred rent, and \$1,404,880 in total operating lease liabilities.

Future minimum consolidated lease payments for The Marygold Companies and its subsidiaries are as follows:

<b>Year Ended June 30,</b>	<b>Operating Leases</b>	<b>Finance Lease</b>
2023	\$ 714,701	\$ 19,644
2024	457,865	19,644
2025	165,331	19,644
2026	152,324	19,644
2027	63,468	19,644
Thereafter	-	86,759
Total minimum lease payments	1,553,689	184,979
Less: Present value discount	(148,809)	(54,170)
Total operating lease liabilities	\$ 1,404,880	\$ 130,809

The weighted average remaining lease term for the Company's operating leases was 3.01 years as of June 30, 2022 and a weighted-average discount rate of 5.6% was used to determine the total operating lease liabilities.

Additionally, Gourmet Foods entered into a General Security Agreement in favor of the Gerald O'Leary Family Trust and registered on the Personal Property Securities Register for a priority sum of NZ\$110,000 (approximately US\$68,675) to secure the lease of its primary facility. In addition, a NZ\$20,000 (approximately US\$12,486) bond has been posted through ANZ Bank and secured with a cash deposit of equal amount to secure a separate facilities lease. The General Security Agreement and the cash deposit will remain until such time as the respective leases are satisfactorily terminated in accordance with their terms. Interest from the cash deposit securing the lease accumulates to the benefit of Gourmet Foods and is listed as a component of interest income/expense on the accompanying Consolidated Statements of Income.

#### **Other Agreements and Commitments**

USCF manages four Funds (BNO, CPER, UGA, UNL) which had expense waiver provisions during the prior fiscal year, whereby USCF reimbursed funds when fund expenditure levels exceed certain threshold amounts. Effective May 1, 2021 USCF discontinued expense waiver reimbursements for BNO, CPER and UGA with only UNL continuing. As of June 30, 2022 and 2021 the expense waiver payable was \$0.1 million and \$0.1 million, respectively. USCF has no obligation to continue such payments for UNL into subsequent periods.

As Marygold builds out its application it enters into agreements with various service providers. As of June 30, 2022, Marygold has future payment commitments with its primary service vendors totaling \$0.8 million including approximately \$0.5 million due in fiscal 2023 and \$0.3 million due in fiscal 2024.

#### **Litigation**

From time to time, the Company and its subsidiaries may be involved in legal proceedings arising primarily from the ordinary course of their respective businesses. Except as described below there are no pending legal proceedings against the Company. USCF is an indirect wholly owned subsidiary of the Company. USCF, as the general partner of the United States Oil Fund, LP ("USO") and the general partner and sponsor of the related public funds may, from time to time, be involved in litigation arising out of its operations in the ordinary course of business. Except as described herein, USO and USCF are not currently party to any material legal proceedings.

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*Optimum Strategies Action*

On April 6, 2022, USO and USCF were named as defendants in an action filed by Optimum Strategies Fund I, LP, a purported investor in call option contracts on USO (the “Optimum Strategies Action”). The action is pending in the U.S. District Court for the District of Connecticut at Civil Action No. 3:22-cv-00511.

The Optimum Strategies Action asserts claims under the Securities Exchange Act of 1934, as amended (the “1934 Act”), Rule 10b-5 thereunder, and the Connecticut Uniform Securities Act. It purports to challenge statements in registration statements that became effective in February 2020, March 2020, and on April 20, 2020, as well as public statements between February 2020 and May 2020, in connection with certain extraordinary market conditions and the attendant risks that caused the demand for oil to fall precipitously, including the COVID-19 global pandemic and the Saudi Arabia-Russia oil price war. The complaint seeks damages, interest, costs, attorney’s fees, and equitable relief.

USCF and USO intend to vigorously contest such claims and have moved for their dismissal.

*Settlement of SEC and CFTC Investigations*

On November 8, 2021, one of The Marygold Companies, Inc.’s (the “Company”) indirect subsidiaries, the United States Commodity Funds LLC (“USCF”), together with United States Oil Fund, LP (“USO”), for which USCF is the general partner, announced a resolution with each of the U.S. Securities and Exchange Commission (the “SEC”) and the U.S. Commodity Futures Trading Commission (the “CFTC”) relating to matters set forth in certain Wells Notices issued by the staffs of each of the SEC and CFTC, as detailed below.

On August 17, 2020, USCF, USO, and John Love received a “Wells Notice” from the staff of the SEC (the “SEC Wells Notice”). The SEC Wells Notice stated that the SEC staff made a preliminary determination to recommend that the SEC file an enforcement action against USCF, USO, and Mr. Love alleging violations of Sections 17(a)(1) and 17(a)(3) of the Securities Act of 1933, as amended (the “1933 Act”), and Section 10(b) of the 1934 Act, and Rule 10b-5 thereunder.

Subsequently, on August 19, 2020, USCF, USO, and Mr. Love received a Wells Notice from the staff of the CFTC (the “CFTC Wells Notice”). The CFTC Wells Notice stated that the CFTC staff made a preliminary determination to recommend that the CFTC file an enforcement action against USCF, USO, and Mr. Love alleging violations of Sections 4o(1)(A) and (B) and 6(c)(1) of the CEA, 7 U.S.C. §§ 6o(1)(A), (B), 9(1) (2018), and CFTC Regulations 4.26, 4.41, and 180.1(a), 17 C.F.R. §§ 4.26, 4.41, 180.1(a) (2019).

On November 8, 2021, acting pursuant to an offer of settlement submitted by USCF and USO, the SEC issued an order instituting cease-and-desist proceedings, making findings, and imposing a cease-and-desist order pursuant to Section 8A of the 1933 Act, directing USCF and USO to cease and desist from committing or causing any violations of Section 17(a)(3) of the 1933 Act, 15 U.S.C. § 77q(a)(3) (the “SEC Order”). In the SEC Order, the SEC made findings that, from April 24, 2020 to May 21, 2020, USCF and USO violated Section 17(a)(3) of 1933 Act, which provides that it is “unlawful for any person in the offer or sale of any securities . . . to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.” USCF and USO consented to entry of the SEC Order without admitting or denying the findings contained therein, except as to jurisdiction.

Separately, on November 8, 2021, acting pursuant to an offer of settlement submitted by USCF, the CFTC issued an order instituting cease-and-desist proceedings, making findings, and imposing a cease-and-desist order pursuant to Section 6(c) and (d) of the CEA, directing USCF to cease and desist from committing or causing any violations of Section 4o(1)(B) of the CEA, 7 U.S.C. § 6o(1)(B), and CFTC Regulation 4.41(a)(2), 17 C.F.R. § 4.41(a)(2) (the “CFTC Order”). In the CFTC Order, the CFTC made findings that, from on or about April 22, 2020 to June 12, 2020, USCF violated Section 4o(1)(B) of the CEA and CFTC Regulation 4.41(a)(2), which make it unlawful for any commodity pool operator (“CPO”) to engage in “any transaction, practice, or course of business which operates as a fraud or deceit upon any client or participant or prospective client or participant” and prohibit a CPO from advertising in a manner which “operates as a fraud or deceit upon any client or participant or prospective client or participant,” respectively. USCF consented to entry of the CFTC Order without admitting or denying the findings contained therein, except as to jurisdiction.

Pursuant to the SEC Order and the CFTC Order, in addition to the command to cease and desist from committing or causing any violations of Section 17(a)(3) of the 1933 Act, Section 4o(1)(B) of the CEA, and CFTC Regulation 4.14(a)(2), civil monetary penalties totaling two million five hundred thousand dollars (\$2,500,000) in the aggregate were paid to the SEC and CFTC, of which one million two hundred fifty thousand dollars (\$1,250,000) was paid by USCF to each of the SEC and the CFTC, respectively, pursuant to the offsets permitted under the orders. The SEC Order can be accessed at [www.sec.gov](http://www.sec.gov) and the CFTC Order can be accessed at [www.cftc.gov](http://www.cftc.gov).

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*In re: United States Oil Fund, LP Securities Litigation*

On June 19, 2020, USCF, USO, John P. Love, and Stuart P. Crumbaugh were named as defendants in a putative class action filed by purported shareholder Robert Lucas (the “Lucas Class Action”). The Court thereafter consolidated the Lucas Class Action with two related putative class actions filed on July 31, 2020 and August 13, 2020, and appointed a lead plaintiff. The consolidated class action is pending in the U.S. District Court for the Southern District of New York under the caption *In re: United States Oil Fund, LP Securities Litigation*, Civil Action No. 1:20-cv-04740.

On November 30, 2020, the lead plaintiff filed an amended complaint (the “Amended Lucas Class Complaint”). The Amended Lucas Class Complaint asserts claims under the 1933 Act, the 1934 Act, and Rule 10b-5. The Amended Lucas Class Complaint challenges statements in registration statements that became effective on February 25, 2020 and March 23, 2020 as well as subsequent public statements through April 2020 concerning certain extraordinary market conditions and the attendant risks that caused the demand for oil to fall precipitously, including the COVID-19 global pandemic and the Saudi Arabia-Russia oil price war. The Amended Lucas Class Complaint purports to have been brought by an investor in USO on behalf of a class of similarly-situated shareholders who purchased USO securities between February 25, 2020 and April 28, 2020 and pursuant to the challenged registration statements. The Amended Lucas Class Complaint seeks to certify a class and to award the class compensatory damages at an amount to be determined at trial as well as costs and attorney’s fees. The Amended Lucas Class Complaint named as defendants USCF, USO, John P. Love, Stuart P. Crumbaugh, Nicholas D. Gerber, Andrew F Ngim, Robert L. Nguyen, Peter M. Robinson, Gordon L. Ellis, and Malcolm R. Fobes III, as well as the marketing agent, ALPS Distributors, Inc., and the Authorized Participants: ABN Amro, BNP Paribas Securities Corporation, Citadel Securities LLC, Citigroup Global Markets, Inc., Credit Suisse Securities USA LLC, Deutsche Bank Securities Inc., Goldman Sachs & Company, J.P. Morgan Securities Inc., Merrill Lynch Professional Clearing Corporation, Morgan Stanley & Company Inc., Nomura Securities International Inc., RBC Capital Markets LLC, SG Americas Securities LLC, UBS Securities LLC, and Virtu Financial BD LLC.

The lead plaintiff has filed a notice of voluntary dismissal of its claims against BNP Paribas Securities Corporation, Citadel Securities LLC, Citigroup Global Markets Inc., Credit Suisse Securities USA LLC, Deutsche Bank Securities Inc., Morgan Stanley & Company, Inc., Nomura Securities International, Inc., RBC Capital Markets, LLC, SG Americas Securities LLC, and UBS Securities LLC.

USCF, USO, and the individual defendants in *In re: United States Oil Fund, LP Securities Litigation* intend to vigorously contest such claims and has moved for their dismissal.

*Mehan Action*

On August 10, 2020, purported shareholder Darshan Mehan filed a derivative action on behalf of nominal defendant USO, against defendants USCF, John P. Love, Stuart P. Crumbaugh, Nicholas D. Gerber, Andrew F Ngim, Robert L. Nguyen, Peter M. Robinson, Gordon L. Ellis, and Malcolm R. Fobes, III (the “Mehan Action”). The action is pending in the Superior Court of the State of California for the County of Alameda as Case No. RG20070732.

The Mehan Action alleges that the defendants breached their fiduciary duties to USO and failed to act in good faith in connection with a March 19, 2020 registration statement and offering and disclosures regarding certain extraordinary market conditions that caused demand for oil to fall precipitously, including the COVID-19 global pandemic and the Saudi Arabia-Russia oil price war. The complaint seeks, on behalf of USO, compensatory damages, restitution, equitable relief, attorney’s fees, and costs. All proceedings in the Mehan Action are stayed pending disposition of the motion(s) to dismiss in *In re: United States Oil Fund, LP Securities Litigation*.

USCF, USO, and the other defendants intend to vigorously contest such claims.

*In re United States Oil Fund, LP Derivative Litigation*

On August 27, 2020, purported shareholders Michael Cantrell and AML Pharm. Inc. DBA Golden International filed two separate derivative actions on behalf of nominal defendant USO, against defendants USCF, John P. Love, Stuart P. Crumbaugh, Andrew F Ngim, Gordon L. Ellis, Malcolm R. Fobes, III, Nicholas D. Gerber, Robert L. Nguyen, and Peter M. Robinson in the U.S. District Court for the Southern District of New York at Civil Action No. 1:20-cv-06974 (the “Cantrell Action”) and Civil Action No. 1:20-cv-06981 (the “AML Action”), respectively.

The complaints in the Cantrell and AML Actions are nearly identical. They each allege violations of Sections 10(b), 20(a) and 21D of the 1934 Act, Rule 10b-5 thereunder, and common law claims of breach of fiduciary duties, unjust enrichment, abuse of control, gross mismanagement, and waste of corporate assets. These allegations stem from USO’s disclosures and defendants’ alleged actions in light of the extraordinary market conditions in 2020 that caused demand for oil to fall precipitously, including the COVID-19 global pandemic and the Saudi Arabia-Russia oil price war. The complaints seek, on behalf of USO, compensatory damages, restitution, equitable relief, attorney’s fees, and costs. The plaintiffs in the Cantrell and AML Actions have marked their actions as related to the Lucas Class Action.

The Court entered and consolidated the Cantrell and AML Actions under the caption *In re United States Oil Fund, LP Derivative Litigation*, Civil Action No. 1:20-cv-06974 and appointed co-lead counsel. All proceedings in *In re United*

*States Oil Fund, LP Derivative Litigation* are stayed pending disposition of the motion(s) to dismiss in *In re: United States Oil Fund, LP Securities Litigation*.

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USCF, USO, and the other defendants intend to vigorously contest the claims in *In re United States Oil Fund, LP Derivative Litigation*. No accrual has been recorded with respect to the above legal matters as of June 30, 2022 and 2021. We are currently unable to predict the timing or outcome of, or reasonably estimate the possible losses or range of, possible losses resulting from these matters. It is reasonably possible that this estimate will change in the near term. An adverse outcome regarding these matters could materially adversely affect the Company's financial condition, results of operations and cash flows.

### Other Contingencies

On December 2, 2021, Marygold became aware of certain activity indicative of potential fraud on its Fintech platform, which was still in beta testing stage of development, and associated with the opening of end-customer accounts. As of the date of this Annual Report on Form 10-K filing, Marygold estimates that approximately 80 end-customer accounts were opened fraudulently that resulted in approximately \$103,000 being misappropriated. Upon learning of this activity, Marygold removed its app from all App Stores including, Apple and Android, to prevent any fraudulent activity through opening of new accounts created on its platform. Marygold further believes that no personal identifiable information was compromised. Marygold continues to monitor the security measures of its Fintech platform while continuing development. The accrual of approximately \$250,000 was recorded through other income (expense) during the quarter ended December 31, 2021, and was reduced by approximately \$147,000 during the year ended June 30, 2022 as the total amount of the estimated loss decreased.

### Retirement Plan

The Marygold Companies, through its wholly owned subsidiary USCF, has a 401(k) Profit Sharing Plan ("401K Plan") covering U.S. employees, including Original Sprout and Marygold, who are over 21 years of age and who have completed a minimum of 1,000 hours of service and have worked for the respective Marygold Companies subsidiary for at least three months. Participants may make contributions pursuant to a salary reduction agreement. In addition, the 401K Plan makes a safe harbor matching contribution. Quarterly profit-sharing contributions paid totaled approximately \$169 thousand and \$159 thousand for each of the years ended June 30, 2022 and 2021, respectively.

### NOTE 16. SEGMENT REPORTING

With the acquisition of USCF Investments, Gourmet Foods, Brigadier, and the launch of the Original Sprout business unit of Kahnalytics, the Company has identified four segments for its products and services; U.S.A. investment fund management, U.S.A. beauty products, New Zealand food industry and Canada security alarm systems. Our recently incorporated subsidiary, Marygold, has not begun operations, so its accounts have been consolidated with those of the parent, The Marygold Companies, and is not yet identified as a separate segment. Similarly, our recently acquired indirect subsidiary, Tiger, has had only 9 days of operations during the year ended June 30, 2022 and operating results were nil. The Company's reportable segments are business units located in different global regions. The Company's operations in the U.S.A. include the manufacture and wholesale distribution of hair and skin care products by Original Sprout and the income derived from management of various investment funds by our subsidiary USCF Investments. In New Zealand operations include the production, packaging and distribution on a commercial scale of gourmet meat pies and related bakery confections, and the printing of specialized food wrappers through our wholly owned subsidiary Gourmet Foods, Ltd. and their subsidiary, Printstock. In Canada, the Company provides security alarm system installation and maintenance services to residential and commercial customers sold through its wholly owned subsidiary, Brigadier. Our recently formed subsidiary in the U.K., Marygold UK, will earn management fees through its wholly-owned subsidiary, Tiger, as an investment advisor and asset manager. Separate management of each segment is required because each business unit is subject to different operational issues and strategies due to their particular regional location. The Company accounts for intra-company sales and expenses as if the sales or expenses were to third parties and eliminates them in the consolidation. Amounts are adjusted for currency translation as of the balance sheet date and presented in US dollars.

The following table presents a summary of identifiable assets as of June 30, 2022 and June 30, 2021:

	<b>As of June 30, 2022</b>	<b>As of June 30, 2021</b>
Identifiable assets:		
Corporate headquarters - including Marygold and Marygold UK	\$ 7,243,332	\$ 3,513,008
	18,006,771	17,467,044
U.S.A. : investment fund management		
U.S.A. : beauty products	3,484,315	4,024,803
New Zealand: food industry	3,983,381	3,831,539
Canada: security systems	2,592,778	2,671,286
Consolidated	<u>\$ 35,310,577</u>	<u>\$ 31,507,680</u>

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The following table presents a summary of operating information for the years ended June 30, 2022 and June 30, 2021:

	<b>Year Ended June 30, 2022</b>	<b>Year Ended June 30, 2021</b>
<b>Revenues:</b>		
U.S.A. : investment fund management - related party	\$ 23,835,348	\$ 25,169,182
U.S.A. : beauty products	3,529,789	3,756,512
New Zealand : food industry	7,930,888	8,263,267
Canada : security systems	2,533,098	2,715,487
Consolidated	<u>\$ 37,829,123</u>	<u>\$ 39,904,448</u>
<b>Net income (loss):</b>		
U.S.A. : investment fund management - related party	\$ 7,053,050	\$ 9,983,156
U.S.A. : beauty products	(187,968)	(191,857)
New Zealand : food industry	323,621	469,028
Canada : security systems	246,086	284,151
Corporate headquarters - including Marygold and Marygold UK	(6,289,068)	(4,695,035)
Consolidated	<u>\$ 1,145,721</u>	<u>\$ 5,849,443</u>

The following table presents a summary of capital expenditures for the year ended June 30,:

	<b>2022</b>	<b>2021</b>
<b>Capital expenditures:</b>		
U.S.A. : beauty products	\$ 1,717	\$ 41,974
New Zealand: food industry (1)	3,153	436,775
U.S.A. : corporate headquarters - including Marygold	2,685	653
Consolidated	<u>\$ 7,555</u>	<u>\$ 479,402</u>

(1) Includes \$401,681 related to the acquisition of Printstock. See Note 13, *Business Combinations*

The following table represents property, plant and equipment in use at each of the Company's locations as of June 30,:

	<b>2022</b>	<b>2021</b>
<b>Asset location:</b>		
U.S.A.: investment fund management	\$ -	\$ -
U.S.A. : beauty products	60,678	58,961
New Zealand: food industry	2,235,896	2,345,569
Canada: security systems	916,054	998,612
U.S.A. : corporate headquarters - including Marygold	20,429	17,744
U.K: investment fund management	19,467	-
Total all locations	<u>3,252,524</u>	<u>3,420,886</u>
Less accumulated depreciation	<u>(1,860,630)</u>	<u>(1,847,441)</u>
Net property, plant and equipment	<u>\$ 1,391,894</u>	<u>\$ 1,573,445</u>

#### **NOTE 17. SUBSEQUENT EVENTS**

The Company evaluated subsequent events for recognition and disclosure through the date the consolidated financial statements were issued or filed. Nothing has occurred outside normal operations since that required recognition or disclosure in these financial statements other than the items noted below.

On July 25, 2022 the Company granted an aggregate of 277,037 restricted stock awards ("RSA") to two employees from its 2021 Omnibus Equity Incentive Plan. The fair value at the date of grant was \$374,000 or \$1.35 per share with the awards vesting over periods between 2023 and 2027.

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## **CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL**

### **ITEM 9. DISCLOSURE**

There were no disagreements or disputes with our independent accountants.

#### **ITEM 9A. CONTROLS AND PROCEDURES**

##### ***Evaluation of Disclosure Controls and Procedures***

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as required by Exchange Act Rule 13a-15, as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2022 (the end of the period covered by this annual report) and provided reasonable assurances that the information the Company is required to disclose in the reports it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time period required by the Commission's rules and forms. Further, the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, concluded that its disclosure controls and procedures are also effective to ensure that information required to be disclosed in the reports that it files or submits under the Exchange Act is accumulated and communicated to its management, including its chief executive officer and chief financial officer, to allow timely decisions regarding required disclosure.

##### ***Internal Control Over Financial Reporting***

Management's report on internal control over financial reporting. Our management recognizes its responsibility for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Currently, the primary responsibility of the registrant is providing oversight control over its subsidiary operations which, in turn, are managed by their respective boards of directors who are appointed by the registrant for each of the subsidiaries. All debit and credit transactions with the company's bank accounts, including those of the subsidiary companies, are reviewed by the officers as well as all communications with the company's creditors. The directors of the subsidiary companies, which include representatives of the Company, meet frequently - as often as weekly - to discuss and review the financial status of the company and all developments. All filings of reports with the Commission are reviewed before filing by all directors.

Our internal control over financial reporting is a process designed by, or under the supervision of, our chief executive officer and chief financial officer, or persons performing similar functions, and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Our internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP and that receipts and expenditures of the Company are being made only in accordance with authorization of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Management assessed the effectiveness of the Company's internal control over financial reporting at the end of its most recent fiscal year, June 30, 2022. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in the 2013 *Internal Control-Integrated Framework*. Based on its evaluation, management has concluded that the Company's internal control over financial reporting was effective as of June 30, 2022.

Pursuant to Regulation S-K Item 308(b), this Annual Report on Form 10-K does not include an attestation report of our Company's registered public accounting firm regarding internal control over financial reporting.

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

There have been no changes in our internal control over financial reporting during the fiscal year ended June 30, 2022 which were identified in connection with our management's evaluation required by paragraph (d) of rules 13a-15 and 15d-15 under the Act, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### **ITEM 9B. OTHER INFORMATION**

On September 24, 2022, Kelly J. Anderson, age 54, who served as a director of the Company since 2019, submitted her resignation from the Company's Board of Directors and audit committee, effective immediately. Ms. Anderson's resignation was not due to any disagreement with the Company, and the Company is grateful to Ms. Anderson for her many years of service on its Board and wishes her the best in her future endeavors.



**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE**

Set forth below are the names, and terms of office of each of our directors, executive officers and significant employees at June 30, 2022, and a description of the business experience of each.

<b>Person</b>	<b>Age</b>	<b>Offices</b>	<b>Office Held Since</b>	<b>Term of Office</b>
Scott Schoenberger	56	Director	2015	2022
Nicholas D. Gerber	60	Chief Executive Officer / Chairman and Director	2015	2022
David W. Neibert	66	Chief Operations Officer / Secretary and Director	2002	2022
Matt Gonzalez	57	Director	2013	2022
Stuart P. Crumbaugh	59	Chief Financial Officer	2017	2022
Carolyn M. Yu	64	Chief Legal and Continuity Officer	2022	2022
Kathryn D. Rooney	50	Director	2017	2022
Derek Mullins	48	Director	2017	2022
Kelly J. Anderson*	54	Director	2019	2022
Joya Delgado Harris	49	Director	2017	2022
Erin Grogan	48	Director	2017	2022

\* On September 24, 2022, Kelly J. Anderson resigned from the Company's Board of Directors and audit committee effectively immediately.

**Nicholas D. Gerber:** Mr. Gerber has served as Chief Executive Officer, President, and Chairman of the Board of Directors of The Marygold Companies, the parent of USCF Investments and its subsidiaries since January 2015. Mr. Gerber also has served as the President and a Director of USCF Investments, a position he has held since March of 2004. He is also the CEO and a member of the Board of Directors of Marygold & Co., a subsidiary of The Marygold Companies since November 2019. Mr. Gerber serves as CEO of a newly formed The Marygold Companies subsidiary, Marygold & Co. (UK) Limited in London, England since August 2021. Since May 2015, Mr. Gerber has served as Vice President of United States Commodity Funds, LLC ("USCF"), a subsidiary of USCF Investments and a Management Director since June 2005. Mr. Gerber served as President and Chief Executive Officer of USCF from June 2005 through May 15, 2015, and Chairman of the Board of Directors of USCF from June 2005 through October 2019. Mr. Gerber co-founded USCF in 2005 and prior to that, he co-founded Ameristock Corporation in March 1995, a California-based investment adviser registered under the Investment Advisers Act of 1940 from March 1995 until January 2013. From August 1995 to January 2013, Mr. Gerber served as Portfolio Manager of Ameristock Mutual Fund, Inc. On January 11, 2013, the Ameristock Mutual Fund, Inc. merged with and into the Drexel Hamilton Centre American Equity Fund, a series of Drexel Hamilton Mutual Funds. Drexel Hamilton Mutual Funds is not affiliated with Ameristock Corporation, the Ameristock Mutual Fund, Inc. or USCF. Mr. Gerber also has served USCF Advisers, LLC ("USCF Advisers") on the Board of Managers from June 2013 to present, as the President from June 2013 through June 18, 2015, and as Vice President from June 18, 2015, to present. USCF Advisers is a subsidiary of USCF Investments and an affiliate of USCF, is an investment adviser registered under the Investment Advisers Act of 1940, and, since February 2017, is registered as a commodity pool operator, NFA member and swap firm. He also has served as Chairman of the Boards of Trustees of USCF ETF Trust since 2014 and USCF Mutual Funds Trust since October 2016, respectively, (USCF ETF Trust and together with USCF Mutual Funds Trust are referred to as the "Trusts") and each of the Trusts are investment companies registered under the Investment Company Act of 1940, as amended. In addition, Mr. Gerber served as the President and Chief Executive Officer of USCF ETF Trust from June 2014 until December 2015. Mr. Gerber has been a principal of USCF listed with the CFTC and NFA since November 2005, an NFA associate member and associated person of USCF since December 2005. Additionally, effective as of January 2017, he is a principal of USCF Advisers and, effective as of February 2017, he is an associated person, of USCF Advisers. Mr. Gerber earned a Master of Business Administration degree in finance from the University of San Francisco, a Bachelor of Arts degree from Skidmore College and holds an NFA Series 3 registration.

**Scott Schoenberger:** Mr. Schoenberger has served on the Board of The Marygold Companies since January 2015. Mr. Schoenberger is the owner and Chief Executive Officer of KAS Engineering, a second-generation plastic injection molding firm based in multiple southern CA locations. He also is the owner and Chief Executive Officer of Nica Products, another manufacturing company based in Orange County, CA. Mr. Schoenberger has over 30 years of business experience in manufacturing and technology. He has been involved with several startups as a consultant and/or angel level investor in such industries as medical, technology, consumer products, electronics, automotive, and securities industries. A California native, he has a Bachelor of Science degree in Environmental Studies from the University of California, Santa Barbara.

**David W. Neibert:** Mr. Neibert has been a Director of The Marygold Companies since June 2002. Mr. Neibert previously served as Chief Executive Officer of The Marygold Companies from April 2007 through January 2015, then Chief Financial Officer from February 2015 through October 2017, and from November 2017 to present, Mr. Neibert has served as the Chief Operations Officer. Concurrently with his service and tenure at The Marygold Companies, Mr.

Neibert has continuously served as President of Kahnalytics, Inc. since May 2015, nka Original Sprout; Director and Chief Financial Officer of Gourmet Foods Ltd. since August 2015 and its subsidiary, Printstock Products Ltd., since June 2020; Director for Brigadier Security Systems since June 2016, and Director of Marygold and Co since November 2019. As The Marygold Companies' Chief Operations Officer, Mr. Neibert is responsible for long range planning, growth and ensuring profitable operations of The Marygold Companies' subsidiaries including, but not limited to, the selection and retention of their respective management teams, accounting practices and processes in accordance with U.S. GAAP. Mr. Neibert is also responsible for the primary due diligence efforts, contract negotiations, and on-boarding of new subsidiary acquisitions for The Marygold Companies. Prior to joining The Marygold Companies, Mr. Neibert served as President of Roamer One and as a Director and Executive Vice President of Business Development of their publicly traded parent company Intek Global Corporation, a global distributor of radio products. Mr. Neibert attended the University of California Los Angeles from 1973-1978 with a focus on business management and developmental psychology.

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**Matt Gonzalez:** Mr. Gonzalez has served as a Director of The Marygold Companies since 2013. He is an accomplished attorney with experience handling both civil and criminal matters in both state and federal courts. Since early 2011 he has served as the Chief Attorney of the San Francisco Public Defender's Office where he oversees an office of over 100 trial lawyers. He previously served as an elected member of the San Francisco Board of Supervisors from 2001-2005, and served as the president of the body from 2003-2005. Mr. Gonzalez is a partner at Gonzalez & Kim, a California partnership with multiple business holdings in the transportation sector. He is a co-owner of Flywheel Taxi (formerly DeSoto Taxi) in San Francisco. He joined The Marygold Companies as an investor in 2010 before becoming its Director in 2013. Mr. Gonzalez earned his Bachelor of Arts degree from Columbia University and his Juris Doctor from Stanford Law School.

**Erin Grogan:** Ms. Grogan has served as Director of The Marygold Companies since 2017. Ms. Grogan serves as the Chief Financial Officer of the Association for California School Administrators. Previously, Ms. Grogan served as head of Finance and Operations at YouCaring, a fundraising platform for personal and charitable causes, until it was acquired by GoFundMe. Prior to joining YouCaring, Ms. Grogan was the Director of Finance and Planning as well as an adjunct faculty member at the University of San Francisco, School of Management, from 2012 until 2016. Ms. Grogan has over 20 years of experience in management and finance, including positions at ON24, Inc., Mooreland Partners, Cadbury Schweppes, Asbury Automotive Group, Banc of America Securities, PricewaterhouseCoopers, and American International Group. Ms. Grogan earned her Bachelor of Arts degree from Columbia University and a Master of Business Administration in finance from the New York University Leonard N. Stern School of Business.

**Derek Mullins:** Mr. Mullins has served as Director of The Marygold Companies since 2017 and currently serves as Co-Founder and Managing Partner of PINE Advisor Solutions. Previously he was the Director of Operations at ArrowMark Colorado Holdings LLC and the Chief Financial Officer and Treasurer of Meridian Fund, Inc. and Destra Investment Trust. Mr. Mullins also served as Director of Operations at Black Creek Capital and Dividend Capital from 2004 to 2009 and as Manager of Fund Administration at ALPS Fund Services from 1996 to 2004. Mr. Mullins brings over 20 years of operations, accounting, finance and compliance experience to the Board. Mr. Mullins earned his Bachelor of Science degree in finance and a Master of Science degree in finance from the University of Colorado, Boulder and the University of Colorado, Denver, respectively.

**Kathryn D. Rooney:** Ms. Rooney has served as Director of The Marygold Companies and as the Company's Chief Communications Officer since January 2017. Ms. Rooney also serves as the Chief Marketing Officer of USCF and brings over 20 years of experience in marketing and investor relations. Ms. Rooney is responsible for marketing, brand management for The Marygold Companies and USCF and overall product distribution for USCF. Prior to joining USCF and The Marygold Companies, Ms. Rooney was Director of Business Development for the Ameristock Mutual Fund. She also served as National Sales Director for ALPS Mutual Fund Services and as a Trust Officer for Fifth Third Bank. Ms. Rooney received her Bachelor of Arts degree in Economics and Psychology with a minor in Art History from Wellesley College. Ms. Rooney is a registered representative of ALPS Distributors, Inc.

**Joya Delgado Harris:** Ms. Harris has served as Director of The Marygold Companies since 2017. She currently serves as the Executive Director, Gold Standard with the CEO Roundtable on Cancer, driving the mission of their Gold Standard program, inclusive of the Health Equity and Going4Gold initiative. Ms. Harris was previously the Director of Research Integration for the American Cancer Society. In that role she provided oversight and management of the integration of products and outcomes stemming from the Office of Cancer Research and Implementation into enterprise-wide mission objectives. Before joining the American Cancer Society, Ms. Harris worked for Y-Me National Breast Cancer Organization from 2008-2011. She has extensive experience in nonprofit management, previously serving as the Executive Director for the Association of Village PRIDE and as the Director of Product Development for the Metropolitan Atlanta Chapter of the American Red Cross. Her background and demonstrated accomplishments in key leadership functions include program development, implementation, and evaluation; curriculum design, grant writing, resource development, community outreach, and developing business partnerships. Ms. Harris also serves as a Consumer Peer Reviewer for the Congressionally Directed Medical Research Programs (CDMRP), administered by the Department of Defense, sitting alongside scientists to review and evaluate innovative breast cancer research grant proposals. Additionally, she is an advocate reviewer for the Cancer Prevention and Research Institute of Texas (CPRIT). Ms. Harris earned a Bachelor of Arts degree from Wellesley College and received a Master of Public Health degree with a concentration in public health policy and management from the Rollins School of Public Health of Emory University.

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**Stuart P. Crumbaugh:** Stuart Crumbaugh has served as the Chief Financial Officer of The Marygold Companies, Inc. ("The Marygold Companies"), the parent of USCF Investments, Inc. ("USCF Investments") since December 2017. Mr. Crumbaugh has also served as a director of USCF Investments, the parent and sole member of United States Commodity Funds, LLC ("USCF") since December 2016. He is also the Treasurer and a member of the Board of Directors of Marygold & Co., Inc. a subsidiary of The Marygold Companies since November 2019. In addition, Mr. Crumbaugh is the Chief Financial Officer, Secretary and Treasurer of USCF, a subsidiary of USCF Investments since May 2015 and has been a principal of USCF listed with the CFTC and NFA since July 1, 2015, and as of January 2017, he is a principal of USCF Advisers. USCF Advisers, LLC ("USCF Advisers") an affiliate of USCF, is an investment adviser registered under the Investment Advisers Act of 1940, and, as of February 2017, is registered as a commodity pool operator, NFA member and swap firm. Since June 2015, Mr. Crumbaugh has been the Treasurer and Secretary of USCF Advisers. He has served as a Management Trustee, Chief Financial Officer and Treasurer of (1) USCF ETF Trust since May 2015 and (2) USCF Mutual Funds Trust since October 2016. Mr. Crumbaugh joined USCF as the Assistant Chief Financial Officer on April 6, 2015. Prior to joining USCF, Mr. Crumbaugh was the Vice President Finance and Chief Financial Officer of Sikka Software Corporation, a software service healthcare company providing optimization software and data solutions from April 2014 to April 6, 2015. Mr. Crumbaugh served as a consultant providing technical accounting, IPO readiness and M&A consulting services to various early stage companies with the Connor Group, a technical accounting consulting firm, for the periods of January 2014 through March 2014; October 2012 through November 2012; and January 2011 through February 2011. From December 2012 through December 2013, Mr. Crumbaugh was Vice President, Corporate Controller and Treasurer of Auction.com, LLC, a residential and commercial real estate online auction company. From March 2011 through September 2012, Mr. Crumbaugh was Chief Financial Officer of IP Infusion Inc., a technology company providing network routing and switching software enabling software-defined networking solutions for major mobile carriers and network infrastructure providers. Mr. Crumbaugh earned a Bachelor of Arts degree in Accounting and Business Administration from Michigan State University in 1987 and is a Certified Public Accountant - Michigan (Inactive).

**Carolyn M. Yu:** Carolyn Yu has served as the Chief Legal Officer ("CLO") and Chief Continuity Officer ("CCO") of The Marygold Companies, Inc., the parent of USCF Investments, Inc. ("USCF Investments") since April 2022. Ms. Yu previously served as Chief Compliance Officer of USCF Investments, a commodity pool operator, a subsidiary of The Marygold Companies, and the parent and sole member of United States Commodity Funds, LLC ("USCF"), from August, 2011 through March 31, 2022. Ms. Yu brings over twenty years of legal experience to her current role as Chief Legal Officer, where she heads The Marygold Companies' corporate legal department and is responsible for the legal affairs of the entire corporation, including providing legal counsel to the Board of Directors, other Executive Officers, and senior management. Ms. Yu earned a Bachelor of Science degree in Business Administration from San Francisco State University in 1986 and a Juris Doctor degree from Golden Gate University School of Law in 1993.

### **Executive Employment and Other Agreements**

#### Stuart Crumbaugh - CFO

On April 18, 2022, the Company and Mr. Crumbaugh entered into an Employment Agreement providing for Mr. Crumbaugh's continued employment as the Company's Chief Financial Officer, effective as of April 1, 2022. Pursuant to the Employment Agreement, Mr. Crumbaugh shall receive a base salary of \$425,000 per annum and shall be entitled to receive bonuses, including awards and grants, pursuant to the Company's 2021 Equity Incentive Plan which is administered by the Compensation Committee. Further, Mr. Crumbaugh is entitled to other benefits as more fully detailed in his Employment Agreement. In the event that Mr. Crumbaugh's employment with the Company is involuntarily terminated for any reason other than gross misconduct, the Company will pay Mr. Crumbaugh severance compensation equivalent to 6 months' salary payable over the course of the 6 months following the termination date. No severance compensation will be paid to Mr. Crumbaugh if he resigns or is involuntarily terminated for gross misconduct.

#### David Neibert - COO

On April 18, 2022, the Company and Mr. Neibert entered into an Employment Agreement providing for Mr. Neibert's continued employment as the Company's Chief Operating Officer, effective as of April 1, 2022. Pursuant to the Employment Agreement, Mr. Neibert shall receive a base salary of \$425,000 per annum and shall be entitled to receive bonuses, including awards and grants, pursuant to the Company's 2021 Equity Incentive Plan which is administered by the Compensation Committee. Further, Mr. Neibert is entitled to other benefits as more fully detailed in his Employment Agreement. In the event that Mr. Neibert's employment with the Company is involuntarily terminated for any reason other than gross misconduct, the Company will pay Mr. Neibert severance compensation equivalent to 6 months' salary payable over the course of the 6 months following the termination date. No severance compensation will be paid to Mr. Neibert if he resigns or is involuntarily terminated for gross misconduct.

#### Carolyn Yu - CLO and CCO

On April 18, 2022, the Company and Ms. Yu entered into an employment agreement providing for Ms. Yu's employment as the Company's Chief Legal Officer and Chief Continuity Officer, effective as of April 1, 2022. Ms. Yu has previously held the position of Chief Compliance Officer for the Company's wholly owned subsidiary, Wainwright Holdings, Inc. and its wholly owned subsidiary, United States Commodity Funds LLC ("USCF"). Pursuant to the

Employment Agreement, Ms. Yu shall receive a base salary of \$425,000 per annum and shall be entitled to receive bonuses, including awards and grants, pursuant to the Company's 2021 Equity Incentive Plan which is administered by the Compensation Committee. Further, Ms. Yu is entitled to other benefits as more fully detailed in her Employment Agreement. In the event that Ms. Yu's employment with the Company is involuntarily terminated for any reason other than gross misconduct, the Company will pay Ms. Yu severance compensation equivalent to 6 months' salary payable over the course of the 6 months following the termination date. No severance compensation will be paid to Ms. Yu if she resigns or is involuntarily terminated for gross misconduct.

#### John Love - One Time Transaction Bonus Agreement

The Company and Mr. Love entered into a One Time Transaction Bonus Agreement providing for certain bonus payments to be made to Mr. Love under certain circumstances. Pursuant to the Bonus Agreement, Mr. Love shall be entitled to a bonus payment equal to five percent (5%) of the net proceeds received by the Company, USCF, or USCF Advisers, LLC upon an "Eligible Event", as defined in the Bonus Agreement. In no event shall the value of such payment, whether in cash or stock, to Mr. Love exceed five million dollars (\$5,000,000) and further any such payment shall be paid in the same form as payable to the equity holders of the Company, USCF or USCF Advisers and may consist of cash, securities or a combination thereof.

#### **Controlled Company Status**

We are a "controlled company" as defined in section 801(a) of the NYSE American Company Guide, and as such, we are exempt from certain NYSE American rules requiring our Board of Directors to have a majority of independent members, a compensation committee composed entirely of independent directors and a nominating committee composed entirely of independent directors.

The Company may elect in the future to use certain of the controlled company exemptions and the Company may continue to use all or some of these exemptions in the future for so long as the Company is a controlled company. Although we may rely on NYSE American's controlled company exemptions in the future, we currently have an independent board, nomination and governance committee and compensation committee.

Conflicts of Interest. Our officers and directors who are not employees of our operating subsidiaries will not devote more than a portion of their time to our affairs. There will be occasions when the time requirements of The Marygold Companies' business conflict with the demands of their other business and investment activities. Such conflicts may require that we attempt to employ additional personnel. There is no assurance that the services of such persons will be available or that they can be obtained upon terms favorable to the company.

Our officers and directors may be directors or principal shareholders of other companies and, therefore, could face conflicts of interest with respect to potential acquisitions. In addition, our officers and directors may in the future participate in business ventures, which could be deemed to compete directly with The Marygold Companies. Additional conflicts of interest and non-arm's length transactions may also arise in the future in the event our officers or directors are involved in the management of any firm with which we transact business. In addition, if The Marygold Companies and other companies with which our officers and directors are affiliated both desire to take advantage of a potential business opportunity, then our board of directors has agreed that said opportunity should be available to each such company in the order in which such companies registered or became current in the filing of annual reports under the '34 Act.

Our officers and directors may actively negotiate or otherwise consent to the purchase of a portion of their common stock as a condition to, or in connection with, a proposed merger or acquisition transaction. It is anticipated that a substantial premium over the initial cost of such shares may be paid by the purchaser in conjunction with any sale of shares by our officers and directors which is made as a condition to, or in connection with, a proposed merger or acquisition transaction. The fact that a substantial premium may be paid to our officers and directors to acquire their shares creates a potential conflict of interest for them in satisfying their fiduciary duties to us and our other shareholders. Even though such a sale could result in a substantial profit to them, they would be legally required to make the decision based upon the best interests of The Marygold Companies and The Marygold Companies' other shareholders, rather than their own personal pecuniary benefit.

No executive officer, director, person nominated to become a director, promoter or control person of The Marygold Companies has been involved in legal proceedings during the last five years such as

- Bankruptcy
- Criminal proceedings (excluding traffic violations and other minor offenses), or
- Proceedings permanently or temporarily enjoining, barring, suspending or otherwise limiting his/her involvement in any type of business, securities or banking activities.
- Nor has any such person been found by a court of competent jurisdiction in a civil action, or the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law.

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None of the directors holds any directorships in any company with a class of securities registered under the Exchange Act or subject to the reporting requirements of section 15(d) of such Act or any company registered as an investment company under the Investment Company Act of 1940 other than the following: Nicholas Gerber, our CEO and member of our Board of Directors, is a director of United States Commodity Funds LLC which is the commodity pool operator and general partner or sponsor of 11 commodity based exchange traded products that are registered under Section 12 of the Exchange Act, and is also a director of USCF ETF Trust, a registered investment company under the Investment Company Act of 1940, which currently has one exchange traded fund and is advised by USCF Advisers LLC, a registered investment adviser.

Involvement in certain legal proceedings. During the past five years, none of the directors has been involved in any of the following events other than the items discussed in Item 3, Legal Proceedings:

- A petition under the Federal bankruptcy law or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;
- Such person was convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);  
Such person was the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated,
- of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:
  - Engaging in any type of business practice; or
  - Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;
- Such person was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (f)(3)(i) of this section, or to be associated with persons engaged in any such activity; or
- Such person was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated.  
Such person was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading
- Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Future Trading Commission has not been subsequently reversed, suspended or vacated.

**Code of Ethics.**

We have adopted a Code of Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy of the Code of Ethics was filed as an exhibit to our Form 10-K Annual Report for the year ended June 30, 2018 and is incorporated by reference herein. See, "*ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, Exhibit Number 14.1.*" We undertake to provide to any person without charge, upon request, a copy of such code of ethics. Such a request may be made by writing to the Company at its address at 120 Calle Iglesia, Unit B, San Clemente, CA 92672.

**Corporate Governance.**

Security holder recommendations of candidates for the board of directors. Any shareholder may recommend candidates for the board of directors by writing to the president of our company the name or names of candidates, their home and business addresses and telephone numbers, their ages, and their business experience during at least the last five years. The recommendation must be received by the company by March 9 of any year or, alternatively, at least 60 days before any announced shareholder annual meeting.

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**Audit Committee**

The audit committee assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of the Company along with the Company's compliance with legal and regulatory requirements. The Board also provides oversight of the Company's independent registered public accounting firm's qualifications and independence.

Members of the audit committee through November 2022 are, Derek Mullins, Chair and Erin Grogan. Kelly Anderson, CPA (inactive) was a member of the audit committee up until her resignation from the Company on September 24, 2022.

**Compensation Committee**

The compensation committee was established to assist the Board in ensuring that a proper system of long and short-term compensation is in place to provide performance-oriented incentives to Company management and key personnel and that compensation plans and awards are appropriate and competitive which reflect the objectives and performance of the Company.

Current members of the compensation committee are Matt Gonzalez, Chair and Joya Harris.

**Nominating and Corporate Governance Committee**

The purpose of the nominating and corporate governance committee is to identify qualified individuals to become Board members, consistent with criteria approved by the Board. The nominating committee is also involved with developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and overseeing the evaluation of the Board and management's effectiveness while ensuring the independence of its non-management members.

Current members of the nominating and corporate governance committee are Joya Harris, Chair and Erin Grogan.

**ITEM 11. EXECUTIVE COMPENSATION**

**SUMMARY COMPENSATION TABLE**

The following table sets forth the compensation paid to our executive officers for the fiscal years ended June 30, 2022 and 2021. Unless otherwise specified, the term of each executive officer is that as set forth under that section entitled, "Directors, Executive Officers, Promoters and Control Persons -- Term of Office".

Name and Principal Position	Year Ended June 30,	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings	All Other Compensation (\$)	Total (\$)
David W. Neibert Chief Operations Officer(1)	2021	256,000	50,000	Nil	Nil	Nil	Nil	Nil	306,000
	2022	285,345	25,000	Nil	Nil	Nil	Nil	Nil	310,345
Nicholas D. Gerber(2) Chief Executive Officer	2021	400,000	Nil	Nil	Nil	Nil	Nil	Nil	400,000
	2022	400,000	Nil	Nil	Nil	Nil	Nil	Nil	400,000
John P. Love (3) Chief Executive Officer - USCF	2021	450,000	112,500	Nil	Nil	Nil	Nil	Nil	562,500
	2022	450,000	112,500	Nil	Nil	Nil	Nil	Nil	562,500
Stuart P. Crumbaugh (4) Chief Financial Officer	2021	294,580	91,885	Nil	Nil	Nil	Nil	Nil	386,465
	2022	335,212	118,173	Nil	Nil	Nil	Nil	Nil	453,385
Carolyn Yu (5) Chief Legal Officer	-	-	-	Nil	Nil	Nil	Nil	Nil	-
	2022	351,950	81,900	Nil	Nil	Nil	Nil	Nil	433,850

(1) Mr. Neibert's salary was increased to \$425,000 per year in April 2022.

(2) USCF pays Mr. Gerber a salary of \$400,000.

(3) USCF pays Mr. Love a salary of \$450,000 per year and the bonus amount.

(4) Mr. Crumbaugh salary was increased to \$425,000 in April 2022.

(5) Ms. Yu became the CLO and her salary was increased to \$425,000 in April 2022.

#### OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

There were no unexercised stock options, stock that has not vested, or equity incentive plan awards for any named officer outstanding at the end of the last fiscal year.

#### **Compensation of Directors**

The following compensation was paid to our directors for their services as directors for the fiscal year ended June 30, 2022. Only our independent directors receive compensation. Independent directors receive an annual retainer, paid quarterly, plus fees earned through committee participation, paid annually, plus reimbursement for approved Board meeting travel and related out-of-pocket expenses.



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## DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
David W. Neibert	-	-	-	-	-	-	-
Nicholas D. Gerber	-	-	-	-	-	-	-
Scott Schoenberger	-	-	-	-	-	-	-
Matt Gonzalez	11,000	-	-	-	-	-	11,000
Erin Grogan	11,000	-	-	-	-	-	11,000
Kathryn D. Rooney	-	-	-	-	-	-	-
Derek Mullins	11,500	-	-	-	-	-	11,500
Kelly J. Anderson *	10,500	-	-	-	-	-	10,500
Joya Delgado Harris	11,500	-	-	-	-	-	11,500

\* On September 24, 2022, Kelly J. Anderson, age 54, resigned from the Company's Board of Directors and audit committee effective immediately.

### **Stock Options.**

During the last two fiscal years, our officers and directors have received no Stock Options and no stock options are outstanding.

### **Equity Compensation Plans.**

We have no equity compensation plans.

## **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table sets forth information as of September 27, 2022, with respect to the beneficial ownership (as defined in Rule 13d-3 of the Exchange Act) of the Company's common stock by (1) each director of the Company, (2) the named Executive Officers of the Company, (3) each person or group of persons known by the Company to be the beneficial owner of greater than 5% of the Company's outstanding common stock, and (4) all directors and officers of the Company as a group:

Name and Address of Beneficial Owner	Amount Owned	Percent of Class (5)
Gonzalez & Kim 120 Calle Iglesia, San Clemente CA 92672	233,400(1)	0.58%
Nicholas D. Gerber 120 Calle Iglesia, San Clemente CA 92672	18,250,015(2)	45.21%
David W. Neibert 120 Calle Iglesia, San Clemente CA 92672	44,448(3)	0.11%
Scott Schoenberger 120 Calle Iglesia, San Clemente CA 92672	4,697,993(4)	11.64%
Kathryn D. Rooney 120 Calle Iglesia, San Clemente CA 92672	2,000(5)	*
Derek Mullins 120 Calle Iglesia, San Clemente CA 92672	-	0.00%
Erin Grogan 120 Calle Iglesia, San Clemente CA 92672	-	0.00%
Kelly J. Anderson 120 Calle Iglesia, San Clemente CA 92672 **	-	0.00%
Joya Harris 120 Calle Iglesia, San Clemente CA 92672	-	0.00%
Stuart P. Crumbaugh 120 Calle Iglesia, San Clemente CA 92672	-	0.00%
Carolyn Yu 120 Calle Iglesia, San Clemente CA 92672	7,000(6)	*
Officers and Directors as a Group	23,234,856(7)	57.55%
Sheila Gerber	3,183,929	7.89%
Gerber Family Trust	5,623,543	13.93%

\* Less than 1%

\*\* Kelly J. Anderson resigned from the Board on September 24, 2022.

(1) Mr. Gonzalez is a member of the Board of the Company. Mr. Gonzalez and Mr. Hansu Kim are 50% partners and share voting and dispositive power in Gonzalez & Kim, a California general partnership, which holds 11,670 shares of Series B Preferred Stock (which after giving effect to their conversion would total 233,400 shares of Common Stock) constituting 0.58% of the outstanding shares of Common Stock which percentage is based on 40,370,659 outstanding shares of Common Stock (giving effect to the conversion of all Series B Preferred Stock).

(2) Mr. Gerber is the President and Chief Executive Officer of the Company and Chairman of the Board. Mr. Gerber's shares are held by the Nicholas and Melinda Gerber Living Trust (the "Gerber Trust") and Mr. and Mrs. Gerber serve as trustees of the Gerber Trust, which owns a total 18,250,015 shares, representing 45.21% of the outstanding shares of Common Stock (giving effect to the conversion of all Series B Preferred Stock). As such, the Gerber Trust and Mr. Gerber share power to vote or to direct the vote of the shares and share power to dispose or to direct the disposition of these shares.

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- (3) Mr. Neibert is the Chief Operations Officer of the Company and a member of the Board. Mr. Neibert owns an aggregate 44,448 shares. Mr. Neibert's total beneficial ownership constitutes 0.11% of the outstanding shares of Common Stock which percentage is based on 40,370,659 outstanding shares of Common Stock (giving effect to the conversion of all Series B Preferred Stock).
- (4) Mr. Schoenberger is a member of the Board of the Company. Mr. Schoenberger's shares are held by the Schoenberger Family Trust (the "Schoenberger Trust") and Mr. Schoenberger serves as sole trustee of the Schoenberger Trust, which holds 36,058 shares of Series B Preferred Stock and 3,976,833 shares of Common Stock, and total 4,697,993 shares, representing 11.64% of the outstanding shares of Common Stock which percentage is based on 40,370,659 outstanding shares of Common Stock (giving effect to the conversion of all Series B Preferred Stock). As such, the Schoenberger Trust and Mr. Schoenberger share power to vote or to direct the vote of the shares and share power to dispose or to direct the disposition of these shares.
- (5) Ms. Rooney is a member of the Board of the Company. Ms. Rooney directly owns an aggregate 2,000 shares which is less than 1% of the outstanding shares of Common Stock which percentage is based on 40,370,659 outstanding shares of Common Stock (giving effect to the conversion of all Series B Preferred Stock).

Ms. Yu is the Chief Legal Officer of the Company. Ms. Yu's shares are held by her indirectly through her husband. As such, Ms. Yu and her husband share power to vote or to direct the vote of the shares and share power to dispose or

- (6) to direct the disposition of these shares, which represent less than 1% of the outstanding shares of Common Stock which percentage is based on 40,370,659 outstanding shares (giving effect to the conversion of all Series B Preferred Stock).

The percentage of class is calculated pursuant to Rule 13d-3(d) of the Exchange Act which percentages are calculated on the basis of the amount of outstanding securities, plus securities deemed outstanding pursuant to Rule 13d-3(d)(1). The percentage of common stock outstanding is as of September 27, 2022, and based upon (7) 39,383,459 shares of common outstanding and 49,360 shares of Series B Preferred Stock, giving effect to the conversion of all Series B Preferred Stock at a ratio of 20:1, for a total issued and outstanding amount of 40,370,659 shares.

Upon acquiring their shares of Voting Stock, Messrs. Gerber and Schoenberger have voted all shares of Voting Stock concurringly on matters submitted to the Company's stockholders. Pursuant to a voting agreement, (the "Voting Agreement"), the Gerber Trust and Schoenberger Trust will continue to vote all shares of Voting Stock owned by them to elect each of Messrs. Gerber and Schoenberger to the Board along with other designees mutually agreed upon. By virtue of the Voting Agreement, Messrs. Gerber and Schoenberger will represent 22,948,008, or 56.84% of the Voting Stock when voting on director nominees.

## **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

### **Director Independence**

For purposes of determining director independence, we have applied the definitions set out in Section 803 of the NYSE American Company Guide. The NYSE American definition of "Independent Director" means a person other than an Executive Officer or employee of the Company or any other individual having a relationship which, in the opinion of the Company's Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Because the Company relies of the "controlled company" exemption, the Company is not subject to certain NYSE American corporate governance requirements and provisions.

The Board has three standing committees; compensation committee, nominating committee, and audit committee.

### **Related Party Transactions**

During our last fiscal year, we did not enter into any transactions with related persons, promoters or certain control persons as covered by Item 404 of Regulation S-K. However, in connection with that certain Securities Purchase Agreement with Nicholas Gerber and Scott Schoenberger, certain now current executive officers and directors may have formed a "group" under Section 13(d)(3) of the Act which may result in related party transactions in the future. These affiliations are disclosed herein.

On January 26, 2015, we entered into a securities purchase agreement (the "Securities Purchase Agreement") with two accredited investors, Nicholas Gerber and Scott Schoenberger, (the "Purchasers") pursuant to which we agreed to sell and the Purchasers agreed to purchase approximately 13,333,333 shares of common stock and approximately 108,172 shares of Series B preferred stock of the Company (adjusted for the effect of the 1:10 reverse stock split in December 2015 and the 1:30 reverse stock split in December 2017) in exchange for \$3,000,000 USD. Pursuant to the terms of the Securities Purchase Agreement, Purchasers acquired a controlling interest in the Company pursuant to the issuance of the above shares which constituted approximately 70.0% of the voting control of the Company. Following the closing of the Securities Purchase Agreement, Mr. Gerber and Schoenberger became officers and directors of the Company.

On April 8, 2016 and May 25, 2016, the Company entered into convertible promissory note agreements (the "Promissory Notes") with the Gerber Irrevocable Family Trust, an affiliate of our shareholder and CEO, that resulted in the funding of \$350,000 and with the Schoenberger Family Trust, an affiliate of our shareholder and director, that resulted in the funding of \$250,000, respectively. The Promissory Notes bear interest at four percent (4%) per annum and increases to nineteen percent (19%) in the event of default by the Company. The Company and the noteholder negotiated the interest rate at arm's length relying upon the available market rate for long-term deposits at financial institutions as well as the current rate of return realized by the noteholder for cash deposits currently held. Larger deposits traditionally fall into a "Jumbo" rate category with marginally higher returns. Interest ranged from annual percentage rates of 0.01% at the lowest to 1.75% at the highest. Recognizing the unsecured nature of the promissory note, and the historical record of continued operating losses by the Company, a rate of 4% annual interest was agreed upon in light of the heightened default risk over traditional investment instruments. There was no beneficial conversion feature identified as of the date of issuance of the Promissory Notes. Both notes were repaid in full on their respective maturity dates, together with accrued interest totaling \$84,000 and \$60,000 to the Gerber Irrevocable Family Trust and the Schoenberger Family Trust, respectively.

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In connection with the acquisition of USCF Investments on December 9, 2016 the Promissory Notes were subsequently amended to remove the conversion feature. Additionally, as a result of the transaction completed on December 9, 2016, current shareholders of USCF Investments became shareholders of the Company. Prior to the transaction, Mr. Gerber, along with certain family members and certain other USCF Investments shareholders, owned the majority of the common stock in the Company as well as USCF Investments. Following the closing of this transaction, he and those shareholders continue to own the majority of the Company voting shares. Mr. Gerber and Mr. Schoenberger (and the through the control of their respective trusts which hold stock in the Company) entered into a Voting Agreement reflective of a similar Voting Agreement in place for USCF Investments wherein they have agreed to vote in concert with regard to all matters that come before the shareholders or the board of directors for a vote. This Voting Agreement establishes them as a control group.

Any future transactions by and among the parties mentioned above may qualify as related party transactions and will be disclosed accordingly.

We have adopted a policy that any transactions with directors, officers or entities of which they are also officers or directors or in which they have a financial interest, will only be on terms consistent with industry standards and approved by a majority of the disinterested directors of the Board of Directors and based upon a determination that these transactions are on terms no less favorable to us than those which could be obtained by unaffiliated third parties. This policy could be terminated in the future. In addition, interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which approves such a transaction.

#### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

**Audit Fees.** Our principal independent accountant billed us, for each of the last two fiscal years, the following aggregate fees for its professional services rendered for the audit of our annual financial statements and review of financial statements included in our Form 10-Q reports or other services normally provided in connection with statutory and regulatory filings or engagements for those two fiscal years:

Fiscal Year ended June 30, 2022	\$	309,802
Fiscal Year ended June 30, 2021	\$	369,580

**Audit-Related Fees.** Our principal independent accountant, and those secondary accountants performing audit reviews of our subsidiaries on our behalf, billed us, for each of the last two fiscal years, the following aggregate fees for assurance and related services reasonably related to the performance of the audit or review of our financial statements and not reported above under "Audit Fees":

Fiscal Year ended June 30, 2022	nil
Fiscal Year ended June 30, 2021	nil

**Tax Fees.** Our principal independent accountant billed us, for each of the last two fiscal years, the following aggregate fees for professional services rendered for tax compliance, tax advice and tax planning:

Fiscal Year ended June 30, 2022	\$	171,753
Fiscal Year ended June 30, 2021	\$	125,683

**All Other Fees.** Our principal independent accountant billed us, for each of the last two fiscal years, the following aggregate fees for products and services provided by it, other than the services reported in the above three categories:

Fiscal Year ended June 30, 2022	\$	213,918
Fiscal Year ended June 30, 2021		nil

**Pre-Approval of Audit and Non-Audit Services.** The Audit Committee, and in our case the board of directors, require that it pre-approve all audit, review and attest services and non-audit services before such services are engaged.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

The following exhibits are filed as part of this Form 10-K:

#### Exhibits

The following exhibits are filed or incorporated by reference as part of this Form 10-K:

- 3.1 [Amended Articles of Incorporation of Concierge Technologies, Inc. \(incorporated by reference to Exhibit A to the Definitive Proxy Materials on Schedule 14C filed on February 28, 2017\)](#)
- 3.2 [Certificate of Designation \(Series of Preferred Stock\) \(incorporated by reference to Exhibit 3.9 to the Company's Annual Report on Form 10-K filed on October 8, 2010\).](#)
- 3.3 [Amendment to Certificate of Designation filed with the Secretary of State of the State of Nevada on January 31, 2013 \(incorporated by reference to Exhibit 3.3 of the Company's Quarterly Report on Form 10-Q filed on November 15, 2021\).](#)
- 3.4 [Amendment to Certificate of Designation filed with the Secretary of State of the State of Nevada on January 5, 2015 \(incorporated by reference to Exhibit 3.4 of the Company's Quarterly Report on Form 10-Q filed on November 15, 2021\).](#)
- 3.5 [Amended Bylaws of Concierge Technologies, Inc. effective on March 20, 2017 \(incorporated by reference to Exhibit B of the Definitive Proxy Materials on Schedule 14C filed on February 28, 2017\)](#)
- 3.6 [Certificate of Amendment, dated March 7, 2022 \(incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 7, 2022\).](#)
- 10.1 [Concierge Technologies, Inc. 2021 Omnibus Equity Incentive Plan \(incorporated by reference to Appendix C of the Information Statement filed pursuant to Section 14C on September 13, 2021\)](#)
- 10.2\* [Employment Agreement between the Company and Stuart Crumbaugh \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on April 19, 2022\)](#)
- 10.3\* [Employment Agreement between the Company and David Neibert \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on April 19, 2022\)](#)
- 10.4\* [Employment Agreement between the Company and Carolyn Yu \(incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the SEC on April 19, 2022\)](#)
- 10.5\* [One-Time Transaction Bonus Agreement by and between the Company, Wainwright Holdings, Inc., and John Love \(incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the SEC on April 19, 2022\)](#)
- 10.6 [Variation Agreement entered into on June 20, 2022 between Marygold UK and Keith Halford to complete the closing of the Share Purchase Agreement entered into on August 13, 2021.](#)
- 31.1 [Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2 [Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32.1 [Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 32.2 [Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

\* Indicates management contract or any compensatory plan, contract or arrangement.

101.INS Inline XBRL Instance Document#

101.SCH Inline XBRL Taxonomy Extension Schema Document#

101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document#

101.LAB Inline XBRL Taxonomy Extension Labels Linkbase Document#

101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document#

101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document#

104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

### ITEM 16. FORM 10-K SUMMARY

Not applicable.

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE MARYGOLD COMPANIES, INC.

Date: September 28, 2022

/s/ Nicholas D. Gerber

Nicholas D. Gerber, CEO

In accordance with the Exchange Act, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: September 28, 2022

/s/ David W. Neibert

David W. Neibert, C.O.O., Secretary and Director

Date: September 28, 2022

/s/ Scott Schoenberger

Scott Schoenberger, Director

Date: September 28, 2022

/s/ Matt Gonzalez

Matt Gonzalez, Director

Date: September 28, 2022

/s/ Derek Mullins

Derek Mullins, Director

Date: September 28, 2022

/s/ Kathryn D. Rooney

Kathryn D. Rooney, Director

Date: September 28, 2022

/s/ Erin Grogan

Erin Grogan, Director

Date: September 28, 2022

/s/ Joya Delgado Harris

Joya Delgado Harris, Director