

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

FORM 10-K

(Mark One)

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

For the fiscal year ended **June 30, 2023**.

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number **0-12697**

**Dynatronics Corporation**

(Exact name of registrant as specified in its charter)

**Utah**

(State or other jurisdiction of  
incorporation or organization)

**87-0398434**

(I.R.S. Employer  
Identification No.)

**1200 Trapp Road, Eagan, Minnesota 55121**  
(Address of principal executive offices, Zip Code)

**(801) 568-7000**  
(Registrant's telephone number, including area code)

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

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, no par value per share	DYNT	The NASDAQ Capital Market

Securities registered pursuant to Section 12(g) of the Exchange Act:  
**None**

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 and post 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 type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
(Do not check if a smaller reporting company)		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.

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

The aggregate market value of the common stock of the registrant held by non-affiliates computed by reference to the price at which the common stock was last sold on December 31, 2022 (the last day of the registrant's most recently completed second fiscal quarter), was approximately \$5.7 million.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

As of September 21, 2023, there were 4,260,039 shares of the issuer's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement to be delivered to shareholders in connection with the Annual Meeting of Shareholders to be held on December 7, 2023 are incorporated by reference into Part III



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### **Cautionary Note Regarding Forward-Looking Statements**

This Annual Report on Form 10-K, including documents incorporated herein by reference, contains “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements include, but are not limited to: any projections of net sales, earnings, or outlook for fiscal year 2024, and other financial items; any statements of the strategies, plans and objectives of management for future operations; any statements concerning proposed new products or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. Forward-looking statements can be identified by their use of such words as “may,” “will,” “estimate,” “intend,” “continue,” “believe,” “expect,” or “anticipate” and similar references to future periods.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, those that are discussed in “Business” (Part I, Item 1 of this Form 10-K), “Risk Factors” (Part I, Item 1A of this Form 10-K), and throughout “Management’s Discussion and Analysis of Financial Condition and Results of Operations” (Part II, Item 7 of this Form 10-K). Readers are cautioned that actual results could differ materially from the anticipated results or other expectations that are expressed in forward-looking statements within this report. The forward-looking statements included in this report speak only as of the date hereof, and we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

## PART I

### Item 1. Business

#### Company Background

Dynatronics Corporation is a leading medical device company committed to providing high-quality restorative products designed to accelerate achieving optimal health. The Company designs, manufactures, and sells a broad range of products for clinical use in physical therapy, rehabilitation, orthopedics, pain management, and athletic training. Through its distribution channels, Dynatronics markets and sells to orthopedists, physical therapists, chiropractors, athletic trainers, sports medicine practitioners, clinics, and hospitals. The Company's products are marketed under a portfolio of high-quality, well-known industry brands including Bird & Cronin, Solaris, Hausmann, PROTEAM, and Mammoth, among others.

Unless the context otherwise requires, all references in this report to "registrant," "we," "us," "our," "Dynatronics," or the "Company" refer to Dynatronics Corporation, a Utah corporation, and our wholly owned subsidiaries. In this report, unless otherwise expressly indicated, references to "dollars" and "\$" are to United States dollars.

#### Business Strategy

Dynatronics is a leading manufacturer of restorative products known for trusted high-quality brands, on-time delivery, and superior customer care. We are executing a strategy to grow our organization organically and through a value-driven acquisition program in order to realize our vision to become the recognized standard in restorative solutions. We intend to provide value to clinicians, investors, and all stakeholders by executing on our core strategy of sustained revenue growth, strong financial performance, and focused business development.

#### Corporate Information

Dynatronics Corporation is a Utah corporation founded in 1983 as Dynatronics Laser Corporation to acquire our predecessor company, Dynatronics Research Company, which was also a Utah corporation, formed in 1979. Our principal executive offices are located at 1200 Trapp Road, Eagan, Minnesota, 55121, and our telephone number is (801) 568-7000. Our website address is [www.dynatronics.com](http://www.dynatronics.com). Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other reports and documents we file with the Securities and Exchange Commission (or "SEC") are available via a link to the SEC's website [www.sec.gov](http://www.sec.gov) on our website under the "Investors" tab, which directs you to our page at <https://investors@dynatronics.com>. Available on this website as a portal, investors can find or navigate to pertinent information about us, including copies of the reports described above, as well as other information such as the following:

- Announcements of investor conferences, press releases, and events at which our executives talk about our products and business operations;
- Information about our business strategies, financial results and metrics for investors;
- Press releases on quarterly earnings, product and service announcements, legal developments and other Company news;
- Information and documents related to corporate governance, including our articles of incorporation, bylaws, governance guidelines, Board committee charters, code of conduct and ethics and other governance policies; and
- Other information we may post from time to time.

You may also subscribe to receive Company alerts and information as it becomes available from the Company. The information found on our website and our Investors portal is not part of this or any other report we file with, or furnish to, the SEC. We encourage investors, the media, and others interested in Dynatronics to review the information we post on our website and the social media channels listed on our Investor Relations website.

We operate on a fiscal year ending June 30. For example, reference to fiscal year 2023 refers to the fiscal year ended June 30, 2023. All references to financial statements in this report refer to the consolidated financial statements of our parent company, Dynatronics Corporation, and our wholly-owned subsidiaries, Bird & Cronin, LLC, Hausmann Enterprises, LLC, and Dynatronics Distribution Company, LLC.

#### Our Products

We sell products that we manufacture or which are manufactured by our Dynatronics affiliated entities or contract manufacturers.

We offer a broad range of restorative products for clinical use in physical therapy, rehabilitation, orthopedics, pain management, and athletic training. Our offerings include orthopedic soft bracing and supports, patient care products, treatment tables, rehabilitation equipment, therapeutic modalities, and related supplies.

Our products are used primarily by orthopedists, physical therapists, chiropractors, athletic trainers, sports medicine practitioners, clinics, and hospitals.

##### Orthopedic Soft Bracing Products

Our orthopedic soft bracing products are designed to accelerate health for patients both pre- and post-surgical intervention, and during fracture recovery, joint stabilization, and ligament injury.

Our Bird & Cronin products include, among others, cervical collars, shoulder immobilizers, arm slings, wrist and elbow supports, abdominal and lumbosacral supports, maternity supports, knee immobilizers and supports, ankle walkers and supports, plantar fasciitis splints, and cold therapy. We continually seek to update our line of soft bracing products.

##### Physical Therapy and Rehabilitation Products

Our physical therapy and rehabilitation products are designed to accelerate health in a wide range of clinical settings, including physical therapy, rehabilitation, pain management, and athletic training.

Our Solaris, Hausmann, PROTEAM, and Mammoth brands include products for physical therapy, rehabilitation, and athletic training. These products include treatment tables, rehabilitation equipment, therapeutic modalities, and related supplies.

*Therapeutic Modalities:* We manufacture and distribute a premium line of therapeutic modality devices that include electrotherapy, ultrasound, phototherapy, traction, hot and cold therapy, and electrodes. These modalities can be effective in treating pain, increasing local blood circulation, promoting relaxation of muscle spasms, preventing retardation of disuse atrophy, and accelerating muscle re-education. Our branded line of modalities are well known to clinicians across all of our end-markets.

*Treatment Tables, Exercise and Rehabilitation Equipment:* We manufacture a premium line of power and manually operated treatment tables, mat platforms, work tables, parallel bars, training stairs, weight racks, and other related equipment. These products are essential to treating patients in a variety of clinical settings.

*Supplies:* We manufacture and distribute various clinical supplies that include exercise bands and tubing, lotions and gels, orthopedic bracing, paper products, and other related supplies.

### **Sales Mix among Key Products**

No single product accounted for more than 10% of total revenues in fiscal years 2023 or 2022. Sales of product we manufacture or are manufactured by our contract manufacturers represented approximately 98% and 99% of total product sales, excluding freight and other revenue, in fiscal years 2023 and 2022, respectively.

### **Patents and Trademarks**

Patents. We own a United States patent on our thermoelectric technology that will remain in effect until February 2033. We also hold a United States patent on our combination traction/phototherapy technology that will remain in effect until December 2026, and a United States patent on our phototherapy technology that will remain in effect until August 2025.

Trademarks and Copyrights. We own trademarks used in our business, particularly marks relating to our corporate and product names. United States trademark registrations that are significant to our business include Dynatron®, Dynatron Solaris®, Dynaheat®, BodyIce®, Povermatic®, Bird & Cronin®, Physician's Choice®, Hausmann®, PROTEAM™, and Mammoth™.

Federal registration of a trademark enables the registered owner of the mark to bar the unauthorized use of the registered mark in connection with a similar product in the same channels of trade by any third party anywhere in the United States, regardless of whether the registered owner has ever used the trademark in the area where the unauthorized use occurs. We may register additional trademarks in countries where our products are or may be sold in the future. Protection of registered trademarks in some jurisdictions may not be as extensive as the protection provided by registration under U.S. law. Trademark protection continues in some countries so long as the trademark is used, and in other countries, so long as the trademark is registered. Trademark registration is for fixed terms and can be renewed indefinitely. Our print materials are also protected under copyright laws, both in the United States and internationally.

We also claim ownership and protection of certain product names, unregistered trademarks, and service marks under common law. Common law trademark rights do not provide the same level of protection that is afforded by the registration of a trademark. In addition, common law trademark rights are limited to the geographic area in which the trademark is actually used. We believe these trademarks, whether registered or claimed under common law, constitute valuable assets, adding to recognition of the Company and the effective marketing of our products.

Trade Secrets. We own certain intellectual property, including trade secrets that we seek to protect, in part, through confidentiality agreements with key employees and other parties involved in manufacturing, research, and development. Even where these agreements exist, there can be no assurance that these agreements will not be breached, that we would have adequate remedies for any breach, or that our trade secrets will not otherwise become known to or independently developed by competitors.

We intend to protect our legal rights in our intellectual property by all appropriate legal action. Consequently, we may become involved from time to time in litigation to determine the enforceability, scope, and validity of any of the foregoing proprietary rights. Any litigation related to our intellectual property could result in substantial cost and divert the efforts of management and technical personnel.

### **Warranty Service**

We provide a warranty on all manufactured products for time periods generally ranging in length from 90 days to fifteen years from the date of sale. We service warranty claims on these products at our Utah, New Jersey, and Minnesota sites depending on the product and service required. Our warranty policies are comparable to warranties generally available in the industry. Warranty claims are not material.

### **Customers and Markets**

We sell products to licensed practitioners such as orthopedists, physical therapists, chiropractors, and athletic trainers. Our customers also include professional sports teams and universities, sports medicine specialists, post-acute care facilities, hospitals, clinics, retail distributors and equipment manufacturer (OEM) partners. We utilize a network of over 300 independent dealers throughout the United States. Most dealers purchase and take title to the products, which they then sell to end users. In addition, we utilize a network of independent sales representatives combined with a small number of targeted direct sales representatives.

We have entered into agreements with independent clinics and hospitals, regional and national chains of physical therapy clinics and hospitals, integrated delivery networks, group purchasing organizations ("GPOs"), and government agencies. We sell products directly to these clinics, hospitals, and groups pursuant to preferred pricing arrangements. In fiscal year 2023, two major customers were responsible for 11.6% and 10.4% of our total net sales. No single customer or group of related accounts was responsible for 10% or more of net sales in fiscal year 2022.

### **Competition**

We do not compete with a single competitor across all of our product lines. Our industry comprises numerous competitors of varying sizes, including personal care companies, branded consumer healthcare companies and private label manufacturers. Information necessary to determine or reasonably estimate our market share or that of any competitor in any of these markets of our highly fragmented industry is not readily available to us.

We compete against various manufacturers and distributors, some of which are larger and more established, and have greater resources available to them, than Dynatronics. Our competitors in soft bracing products are primarily regional manufacturers, as well as several large corporations. Our competitors in treatment tables, exercise and rehabilitation equipment, and related supplies are from several domestic and international manufacturers and distributors.

In the clinical market for therapeutic modality devices, we compete with both domestic and foreign companies. Several of our products are protected by patents or where patents have expired, the proprietary technology on which those patents were based. We believe that the integration of advanced technology in the design of our products has distinguished Dynatronics-branded products in this competitive market. For example, we were the first company to integrate infrared phototherapy as part of a combination therapy device. We believe these factors give us a competitive edge. Our primary domestic competitors in the therapeutic device manufacturing market include four large manufacturers.

Trusted high-quality brands, on-time product delivery, and superior customer care are of key importance for us to remain competitive in this market and to maintain established relationships within our distribution channels.

## **Manufacturing and Quality Assurance**

We produce products at our facilities in Northvale, New Jersey, Eagan, Minnesota, and Cottonwood Heights, Utah. Our products utilize custom components both fashioned internally from sourced raw materials, as well as components purchased from third-party suppliers. All parts and components purchased from third-party suppliers meet established specifications. Trained staff performs all sub-assembly, final assembly and quality assurance testing by following established procedures. Our design and development process ensures that our products meet specified design requirements. We strive to manage the suppliers of components and materials to ensure their quality and availability for our manufacturing teams.

Ascentron manufactures and assembles the Company's electrotherapy products to specifications provided by the Company, and the Company purchases the finished products from Ascentron. The development and manufacture of a portion of our products manufactured to our specifications by Ascentron is subject to rigorous and extensive regulation by the U.S. Food and Drug Administration, or FDA, and international regulatory agencies, as applicable. In compliance with the FDA's Current Good Manufacturing Practices, or cGMP, and standards established by the International Organization for Standardization, or ISO, we have developed a comprehensive quality system that processes customer feedback and analyzes product performance trends. Conducting prompt reviews of timely information allows us to respond to customer needs to enhance quality performance of the devices we produce.

Our Utah facility holds certification to ISO 13485:2016. Applicable quality systems enhance our ability to provide products and services that meet the expectations of our customers.

## **Regulatory Matters**

The manufacture, packaging, labeling, advertising, promotion, distribution and sale of our products are subject to regulation by numerous national and local governmental agencies in the United States and other countries. In the United States, the FDA regulates some of our products pursuant to the Medical Device Amendment of the Food, Drug, and Cosmetic Act, or FD&C Act, and regulations promulgated under the FD&C Act. Advertising and other forms of promotion (including claims) and methods of marketing of the products are subject to regulation by the FDA and by the Federal Trade Commission, or FTC, under the Federal Trade Commission Act, as applicable.

As a medical device manufacturer, we are required to register with the FDA and once registered we are subject to inspection for compliance with the FDA's Quality Systems Regulations, as applicable. These regulations require us to manufacture our products and maintain related documents in a prescribed manner with respect to manufacturing, testing, and control activities. Further, we are required to comply with various FDA requirements for reportable events involving our devices. The FD&C Act and its medical device reporting regulations require us to provide information to the FDA if allegations are made that one of our products has caused or contributed to a death or serious injury, or if a malfunction of a product would likely cause or contribute to death or serious injury. The FDA also prohibits an approved device from being marketed for unapproved uses. All of our therapeutic treatment devices, as currently designed, are cleared for marketing under section 510(k) of the Medical Device Amendment to the FD&C Act, or are considered 510(k) exempt. If a device is subject to section 510(k) clearance requirements, the FDA must receive pre-market notification from the manufacturer of its intent to market the device. The FDA must find that the device is substantially equivalent to a legally marketed predicate device before the agency will clear the new device for marketing.

We intend to continuously improve our products after they have been introduced into the market. Certain modifications to our marketed devices may require a pre-market notification and clearance before the changed device may be marketed, if the change or modification could significantly affect safety and/or effectiveness. As appropriate, we may therefore submit future 510(k) notifications to the FDA. No assurance can be given that clearance or approval of such new applications will be granted by the FDA on a timely basis, or at all. Furthermore, we may be required to submit extensive pre-clinical and clinical data depending on the nature of the product changes. All of our devices, unless specifically exempted by regulation, are subject to the FD&C Act's general controls, which include, among other things, registration and listing, adherence to the Quality System Regulation requirements for manufacturing, medical device reporting and the potential for voluntary and mandatory recalls described above.

In March 2010, the Patient Protection and Affordable Care Act, known as the Affordable Care Act, and the Health Care and Education Reconciliation Act of 2010 were signed into law. The passage of the Affordable Care Act imposed new reporting and disclosure requirements for device manufacturers with regard to payments or other transfers of value made to certain healthcare providers. Specifically, any transfer of value exceeding \$10 in a single transfer or cumulative transfers over a one-year period exceeding \$100 to any statutorily defined practitioner (primarily physicians, podiatrists, and chiropractors) must be reported to the federal government by March 31st of each year for the prior calendar year. The data is assembled and posted to a publicly accessible website by September 30th following the March 31st reporting date. If we fail to provide these reports, or if the reports we provide are not accurate, we could be subject to significant penalties. Several states have adopted similar reporting requirements. We believe we are in compliance with the Affordable Care Act and we have systems in place designed to achieve continued compliance.

In March 2017, the FDA published guidance relating to Class II devices that would no longer be required to submit a pre-market notification (510(k)). This list was finalized in the Federal Register on July 11, 2017. Among the Class II devices exempted by this determination are some phototherapy devices such as those manufactured by us. That guidance indicates that such devices are considered safe and effective without adding the burden of a pre-market approval by the FDA. While this change diminishes the regulatory burden for such products, it also lowers the barriers to entry for competitive products. We view this change as generally positive for us and our ability to leverage existing technology competencies in this segment.

Failure to comply with applicable FDA regulatory requirements may result in, among other things, injunctions, product withdrawals, recalls, product seizures, fines, and criminal prosecutions. Any such action by the FDA could materially adversely affect our ability to successfully market our products. Our Utah, Minnesota, and New Jersey facilities are subject to periodic inspection by the FDA for compliance with the FDA's cGMP and other requirements, including appropriate reporting regulations and various requirements for labeling and promotion.

Advertising of our products is subject to regulation by the FTC under the FTC Act, as applicable. Section 5 of the FTC Act prohibits unfair methods of competition and unfair or deceptive acts or practices in or affecting commerce. Section 12 of the FTC Act provides that the dissemination or the causing to be disseminated of any false advertisement

pertaining to, among other things, drugs, cosmetics, devices or foods, is an unfair or deceptive act or practice. Pursuant to this FTC requirement, we are required to have adequate substantiation for all advertising claims made about our products. The type of substantiation required depends upon the product claims made.

If the FTC has reason to believe the law is being violated (e.g., a manufacturer or distributor does not possess adequate substantiation for product claims), it can initiate an enforcement action. The FTC has a variety of administrative and judicial processes and remedies available to it for enforcement, including compulsory process authority, cease and desist orders, and injunctions. FTC enforcement could result in orders requiring, among other things, limits on advertising, consumer redress, and divestiture of assets, rescission of contracts, or such other relief as may be deemed necessary. Violation of such orders could result in substantial financial or other penalties. Any such action against us by the FTC could materially and adversely affect our ability to successfully market our products.

From time to time, legislation is introduced in the Congress of the United States or in state legislatures that could significantly change the statutory provisions governing the approval, manufacturing, and marketing of medical devices and products like those we manufacture. In addition, FDA regulations and guidance are often revised or reinterpreted by the agency in ways that may significantly affect our business and our products. It is impossible to predict whether legislative changes will be enacted, or FDA regulations, guidance, or interpretations will be changed, and what the impact of such changes, if any, may be on our business and our results of operations. We cannot predict the nature of any future laws, regulations, interpretations, or applications, nor can we determine what effect additional governmental regulations or administrative orders, when and if promulgated, domestically or internationally, would have on our business in the future. They could include, however, the recall or discontinuance of certain products, additional record keeping, expanded documentation of the properties of certain products, expanded or different labeling, and additional scientific substantiation. The necessity of complying with any or all such requirements could have a material adverse effect on our business, results of operations or financial condition.

The Food and Drug Administration Amendments Act of 2007 and the Food and Drug Administration Safety and Innovation Act of 2012 amended the FDC Act to require the FDA to promulgate regulations to implement a unique device identification (“UDI”) system. The UDI rule phased in the implementation of the UDI regulations, generally beginning with the highest-risk devices (i.e., Class III medical devices) and ending with the lowest-risk devices. Most compliance dates were reached as of September 24, 2018, with a final set of requirements for low-risk devices being reached on September 24, 2022 (extended to December 8, 2022). The UDI regulations require “labelers” to include unique device identifiers (“UDIs”), with a content and format prescribed by the FDA and issued under a system operated by an FDA-accredited issuing agency, on the labels and packages of medical devices, and to directly mark certain devices with UDIs. The UDI regulations also require labelers to submit certain information concerning UDI-labeled devices to the FDA, much of which information is publicly available on an FDA database, the Global Unique Device Identification Database. The UDI regulations and subsequent FDA guidance regarding the UDI requirements provide for certain exceptions, alternatives and time extensions. For example, the UDI regulations include a general exception for Class I devices exempt from the Quality System Regulation (other than record-keeping and complaint files). Regulated labelers include entities such as device manufacturers, repackagers, reproducers and relabelers that cause a device’s label to be applied or modified, with the intent that the device will be commercially distributed without any subsequent replacement or modification of the label.

In addition to compliance with FDA rules and regulations, we are also required to comply with international regulatory laws or other regulatory schemes used by other countries in which we choose to do business. Foreign governmental regulations have become increasingly stringent and more common, and we may become subject to more rigorous regulation by foreign governmental authorities in the future. Penalties for non-compliance with foreign governmental regulation could be severe, including revocation or suspension of a company’s business license and criminal sanctions. Any domestic or foreign governmental law or regulation imposed in the future may have a material adverse effect on us. We believe all of our present products are in compliance in all material respects with all applicable performance standards in countries where the products are sold.

## **Foreign Government Regulation**

Although it is not a current focus, we may expand our activities to market our products in select international markets in the future. The regulatory requirements for our products vary from country to country. Some countries impose product standards, packaging requirements, labeling requirements and import restrictions on some of the products we manufacture and distribute. Each country has its own tariff regulations, duties and tax requirements. Failure to comply with applicable foreign regulatory requirements may subject us to fines, suspension or withdrawal of regulatory approvals, product recalls, seizure of products, operating restrictions and criminal prosecution.

## **Environment**

Environmental regulations and the cost of compliance with them are not material to our business. Numerous federal, state and local laws regulate the sale of products containing certain identified ingredients that may impact human health and the environment. For instance, California has enacted Proposition 65, which requires the disclosure of specified listed ingredient chemicals on the labels of products sold in that state and the use of warning labels when such ingredients may be found. We believe we are compliant with such regulations.

## **Seasonality**

Our business is affected by some seasonality, which could result in fluctuation in our operating results. Sales are typically higher in our first and fourth fiscal quarters (the summer and spring months), while sales in our second and third fiscal quarters are generally lower (the fall and winter months). Therefore, our quarterly operating results are not necessarily indicative of operating results for the entire year, and historical operating results in a quarterly or annual period are not necessarily indicative of future operating results.

## **Employees**

As of June 30, 2023, we employed 156 people, of which 154 were employed on a full-time basis. Certain of our employees (64 individuals) are subject to a collective bargaining agreement scheduled to expire in February 2025. We believe our labor relations with both union and non-union employees are satisfactory.

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

In addition to the risks described elsewhere in this report and in certain of our other filings with the SEC, we have identified the following risks and uncertainties, among others, as risks that could cause our actual results to differ materially from those contemplated by us or by any forward-looking statement contained in this report. You should consider the following risk factors, in addition to the information presented elsewhere in this report, particularly under the heading “Cautionary Note Regarding Forward-Looking Statements,” on page 1 of this report, and statements and disclosures contained in the sections “Part I, Item 1. Business,” “Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” as well as in the filings we make from time to time with the SEC, in evaluating us, our business and an investment in our securities. The fact that some of these risk factors may be the same or similar to those that we have included in other reports that we have filed with the SEC in past periods means only that the risks are present in multiple periods. We believe that many of the risks that are described here are part of doing business in the industry in which we operate and will likely be present in all periods. The fact that certain risks are endemic to the industry does not lessen their significance.



## Risks Related to Our Business and Industry

*We expect to rely on third-party manufacturers and will be dependent on their quality and effectiveness.* Our electrotherapy products require precise, high-quality manufacturing. The failure to achieve and maintain high manufacturing standards, including failure to detect or control unexpected events or unanticipated manufacturing errors, or the frequent occurrence of such errors, could result in patient injury or death, delays or failures in product testing or delivery, cost overruns, product recalls or withdrawals and other problems that could seriously hurt our business. Third party manufacturers can encounter difficulties involving manufacturing processes, facilities, operations, production yields, quality control, compliance, and shortages of qualified personnel.

If for any reason our third-party manufacturer is unable or unwilling to perform, we may not be able to terminate our agreements with them, and we may not be able to locate alternative manufacturers or enter into favorable agreements with them, nor can we be certain that any such third-parties will have the manufacturing capacity to meet future requirements. If these manufacturers, or any alternate manufacturer, experience any significant difficulties in their respective manufacturing processes for our electrotherapy products, or should these manufacturers cease doing business with us, we could experience significant interruptions in the supply of our electrotherapy products or may not be able to create a supply of our electrotherapy products at all. Were we to encounter manufacturing issues, our ability to produce a sufficient supply of our electrotherapy products might be negatively affected. Our inability to coordinate the efforts of our third-party manufacturer, or the lack of capacity available at our third-party manufacturer, could impair our ability to supply our electrotherapy products at required levels.

We cannot guarantee our manufacturing and assembly partners will be able to manufacture our electrotherapy products at commercial scale on a cost-effective basis. If the commercial-scale manufacturing costs of our electrotherapy products are higher than expected, these costs may significantly impact our operating results.

*Disruption of our supply chain could have an adverse impact on our business, financial condition, and results of operations.* Our ability to make, move, and sell our products is critical to our success. Damage or disruption to our supply chain, including third-party manufacturing, assembly or transportation and distribution capabilities, due to weather, including any potential effects of climate change, natural disaster, fire or explosion, terrorism, pandemics (such as the COVID-19 pandemic), strikes, government action, or other reasons beyond our control or the control of our suppliers and business partners, could impair our ability to manufacture or sell our products. Failure to take adequate steps to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, particularly when a product is sourced from a single supplier or location, could adversely affect our business or financial results. In addition, disputes with significant suppliers, including disputes regarding pricing or performance, could adversely affect our ability to supply products to our customers and could materially and adversely affect our product sales, financial condition, and results of operations.

*Inflation and price fluctuations of raw materials, energy and other inputs could adversely affect our business.* As a manufacturer, our sales and profitability are dependent on the availability and cost of raw materials and labor and other inputs, including energy. All of the raw materials we use are purchased from third parties. Prices for these raw materials are subject to substantial fluctuations that are beyond our control due to factors such as changing economic conditions, pandemics, such as COVID-19, currency and commodity price fluctuations, resource availability, transportation costs, weather conditions and natural disasters, geopolitical risks, including war (such as the Russia-Ukraine conflict) and instability, and other factors impacting supply and demand pressures.

While we have largely been able to successfully manage through these supply disruptions and related price volatility, there is no assurance we will be able to successfully navigate through any ongoing and future disruptions. Increases in costs and disruptions in supply can have an adverse effect on our business and financial results. Although we seek to mitigate these risks through various strategies, including by entering into contracts with certain customers which permit certain price adjustments to reflect increased raw material costs or by otherwise seeking to increase our prices to offset increases in raw material costs and seeking alternative sources of supply for key raw materials, there is no guarantee that we will be able to anticipate or mitigate commodity and input price movements or mitigate supply disruptions. In addition, there may be delays in adjusting prices to correspond with underlying raw material costs and corresponding impacts on our working capital and any failure to anticipate or mitigate against such movements could have an adverse effect on our business, financial condition, results of operations, or cash flows, which effect may be material.

*We are currently operating in a period of economic uncertainty, which has been significantly impacted by geopolitical instability due to the ongoing military conflict between Russia and Ukraine.* Our business, financial condition and results of operations could be materially adversely affected by any negative impact on the global economy from the conflict in Ukraine or any other geopolitical tensions. U.S. and global markets are experiencing volatility and disruption following the escalation of geopolitical tensions and the start of the military conflict between Russia and Ukraine. On February 24, 2022, a full-scale military invasion of Ukraine by Russian troops was reported. Although the length and impact of the ongoing military conflict is highly unpredictable, the conflict in Ukraine could lead to market disruptions, including significant volatility in commodity prices, credit and capital markets, as well as supply chain interruptions. We are continuing to monitor the situation in Ukraine and globally and assessing its potential impact on our business.

Additionally, the recent military conflict in Ukraine has led to sanctions and other penalties being levied by the United States, European Union and other countries against Russia. Additional potential sanctions and penalties have also been proposed and/or threatened. Russian military actions and the resulting sanctions could adversely affect the global economy and financial markets and lead to instability and lack of liquidity in capital markets, potentially making it more difficult for us to obtain additional funds.

Although our business has not been materially impacted by the ongoing military conflict between Russian and Ukraine to date, it is impossible to predict the extent to which our operations, or those of our suppliers and manufacturers, will be impacted in the short and long term, or the ways in which the conflict may impact our business. The extent and duration of the military action, sanctions and resulting market disruptions are impossible to predict, but could be substantial. Any such disruptions may also magnify the impact of other risks described in this Annual Report on Form 10-K.

*We face risks related to health epidemics and other widespread outbreaks of contagious disease, which could significantly disrupt our manufacturing and impact our operating results.* Significant outbreaks of contagious diseases, and other adverse public health developments, could have a material impact on our business operations and operating results. We have implemented guidelines and redundancies to promote employee health and wellness in order to meet our obligations as a manufacturer and infrastructure provider. If our employee health and wellness activities are not fully successful, it could have a material effect on our ability to manufacture products in required quantities. We are closely monitoring the developments and continually assessing the potential impact on our business. Any prolonged disruption to our suppliers, our manufacturing, or our customers could negatively impact our sales, operating results, collection of receivables, and valuation of inventory.

*Any current or future outbreak of a health epidemic or other adverse public health developments could disrupt our manufacturing and supply chain, and adversely affect our business and operating results.* Our business could be adversely affected by the effects of health epidemics. For example, our materials suppliers could be disrupted by conditions related to epidemics, possibly resulting in disruption to our supply chain. If our suppliers are unable or fail to fulfill their obligations to us for any reason, we may not be able to manufacture our products and satisfy customer demand or our obligations under sales agreements in a timely manner, and our business could be harmed as a result. In addition, a significant health epidemic could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could affect demand for our products, which could have a material adverse effect on our business, operating results and financial condition.

*We have a history of losses, and we may not sustain profitability in the future.* Although we had net income in fiscal year 2021, we have incurred net losses for 11 of the 12 previous fiscal years. We cannot predict when we will again achieve profitable operations or that we will not require additional financing to fulfill our business objectives. We may

not be able to increase revenue in future periods, and our revenue could decline or grow more slowly than we expect. We may incur significant losses in the future for many reasons, including due to the risks described in this report.

*We may need additional funding and may be unable to raise additional capital when needed, which could adversely affect our results of operations and financial condition.* In the future, we may require additional capital to pursue business opportunities or acquisitions or respond to challenges and unforeseen circumstances. We may also decide to engage in equity or debt financings or enter into credit facilities for other reasons. We may not be able to secure additional debt or equity financing in a timely manner, on favorable terms, or at all. Any debt financing obtained by us in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. Failure to obtain additional financing when needed or on acceptable terms would have a material adverse effect on our business operations.

*Our inability to successfully manage growth through acquisitions, and the integration of acquired businesses, products or technologies may present significant challenges and could harm our operating results.* Our business plan includes the acquisition of other businesses, products, and technologies. In the future we expect to acquire or invest in businesses, products or technologies that we believe could complement our existing product lines, expand our customer base and operations, and enhance our technical capabilities or otherwise offer growth or cost-saving opportunities. As we grow through acquisitions, we face additional challenges of integrating the operations, personnel, culture, information management systems and other characteristics of the acquired entity with our own. Efforts to integrate future acquisitions may be hampered by delays, the loss of certain employees, changes in management, suppliers or customers, proceedings resulting from employment terminations, culture clashes, unbudgeted costs, and other issues, which may occur at levels that are more severe or prolonged than anticipated. If we identify an appropriate acquisition candidate, we may not be successful in negotiating favorable terms of the acquisition, financing the acquisition or effectively integrating the acquired business, product or technology into our existing business and operations. Our due diligence may fail to identify all of the problems, liabilities or other shortcomings or challenges of an acquired business, product or technology, including issues related to intellectual property, product quality or product architecture, regulatory compliance practices, revenue recognition or other accounting practices, or employee or customer issues.

We have incurred, and will likely continue to incur, expenses in connection with negotiating and consummating acquisitions. We may not achieve the synergies or other benefits we expected to achieve. And we may incur write-downs, impairment charges or unforeseen liabilities, all of which could negatively affect our operating results or financial position or could otherwise harm our business. If we finance acquisitions by issuing convertible debt or equity securities, the ownership interest of our existing shareholders may be significantly diluted, which could adversely affect the market price of our stock. Further, contemplating, investigating, negotiating or completing an acquisition and integrating an acquired business, product or technology could divert management and employee time and resources from other matters that are important to our existing business.

*If we fail to establish new sales and distribution relationships or maintain our existing relationships, or if our third party distributors and dealers fail to commit sufficient time and effort or are otherwise ineffective in selling our products, our results of operations and future growth could be adversely impacted.* The sale and distribution of certain of our products depend, in part, on our relationships with a network of third-party distributors and dealers. These third-party distributors and dealers maintain the customer relationships with the hospitals, clinics, orthopedists, physical therapists and other healthcare professionals that purchase, use and recommend the use of our products. Although our internal sales staff trains and manages these third-party distributors and dealers, we do not control or directly monitor the efforts that they make to sell our products. In addition, some of the dealers that we use to sell our products also sell products that directly compete with our core product offerings. These dealers may not dedicate the necessary effort to market and sell our products. If we fail to attract and maintain relationships with third-party distributors and dealers or fail to adequately train and monitor the efforts of the third-party distributors and dealers that market and sell our products, or if our existing third-party distributors and dealers choose not to carry our products, our results of operations and future growth could be adversely affected.

*Healthcare reform in the United States has had and is expected to continue to have a significant effect on our business and on our ability to expand and grow our business.* The Affordable Care Act, as amended by the Health Care and Education Reconciliation Act, significantly expanded health insurance coverage to uninsured Americans and changed the way health care is financed by both governmental and private payers. These provisions may be modified, repealed, or otherwise invalidated, in whole or in part. Future rulemaking could affect rebates, prices or the rate of price increases for health care products and services, or required reporting and disclosure. We cannot predict the timing or impact of any future rulemaking or changes in the law.

*Our products are regulated by numerous government agencies, both inside and outside the United States.* The impact of this factor on us is direct, to the extent we are subject to these laws and regulations, and indirect in that in a number of situations, even though we may not be directly regulated by specific healthcare laws and regulations, our products must be capable of being used by our customers in a manner that complies with those laws and regulations. The manufacture, distribution, marketing, and use of some of our products are subject to extensive regulation and increased scrutiny by the FDA and other regulatory authorities globally. Any new Class II product must undergo lengthy and rigorous testing and other extensive, costly and time-consuming procedures mandated by FDA and foreign regulatory authorities. Changes to current Class II products may be subject to vigorous review, including additional 510(k) and other regulatory submissions, and marketing clearances are not certain. Our facilities must be registered prior to production and remain subject to inspection from time to time thereafter. Failure to comply with the requirements of FDA or other regulatory authorities, including a failed inspection or a failure in our adverse event reporting system, could result in adverse inspection reports, warning letters, product recalls or seizures, monetary sanctions, injunctions to halt the manufacture and distribution of products, civil or criminal sanctions, refusal of a government to grant approvals or licenses, restrictions on operations or withdrawal of existing approvals and licenses. Any of these actions could cause a loss of customer confidence in us and our products, which could adversely affect our sales. The requirements of regulatory authorities, including interpretative guidance, are subject to change and compliance with additional or changing requirements or interpretative guidance may subject us or our products to further review, result in product launch delays or otherwise increase our costs.

*Changing market patterns may affect demand for our products.* Increasingly, medical markets are moving toward evidence-based practices. Such a move could shrink demand for products we offer if it is deemed there is inadequate evidence to support the efficacy of the products. Likewise, to achieve market acceptance in such environments may require expenditure of funds to do clinical research that may or may not prove adequate efficacy to satisfy all customers.

*The cost of healthcare has risen significantly over the past decade and numerous initiatives and reforms initiated by legislators, regulators and third-party payers to curb these costs have resulted in a consolidation trend in the restorative products industry as well as among our customers, including healthcare providers.* These conditions could result in greater pricing pressures and limitations on our ability to sell to important market segments, such as group purchasing organizations, integrated delivery networks and large single accounts. We expect that market demand, government regulation, third-party reimbursement policies and societal pressures will continue to change the worldwide healthcare industry, resulting in further business consolidations and alliances which may exert further downward pressure on the prices of our products and adversely impact our business, financial condition and results of operations.

*The sale, marketing, and pricing of our products, and relationships with healthcare providers are under increased scrutiny by federal, state, and foreign government agencies.* Compliance with anti-kickback statutes, false claims laws, the FDC Act (including as these laws relate to off-label promotion of products), and other healthcare related laws, as well as competition, data and patient privacy, and export and import laws, is under increased focus by the agencies charged with overseeing such activities, including FDA, the Office of Inspector General (OIG), Department of Justice (DOJ) and the FTC. The DOJ and the SEC have increased their focus on the enforcement of the U.S. Foreign Corrupt Practices Act ("FCPA") described below under "Our commercial activities internationally are subject to special risks associated with doing business in environments that present a heightened corruption and trade sanctions risk." The laws and standards governing the promotion, sale, and reimbursement related to our products and laws and regulations governing our relationships with healthcare providers and governments can be complicated, are subject to frequent change and may be violated unknowingly. Violations or

allegations of violations of these laws may result in large civil and criminal penalties, debarment from participating in government programs, diversion of management time, attention and resources and may otherwise have an adverse effect on our business, financial condition and results of operations. In the event of a violation, or the allegation of a violation of these laws, we may incur substantial costs associated with compliance or to alter one or more of our sales and marketing practices and we may be subject to enforcement actions which could adversely affect our business, financial condition and results of operations.

*Our commercial activities internationally are subject to special risks associated with doing business in environments and jurisdictions that present a heightened corruption and trade sanctions risk.* We operate our business and market and sell products internationally, including in countries in Asia, Latin America, and the Middle East, which may be considered business environments that pose a relatively higher risk of corruption than the United States, and therefore present greater political, economic and operational risk to us, including an increased risk of trade sanction violations. In addition, there are numerous risks inherent in conducting our business internationally, including, but not limited to, potential instability in international markets, changes in regulatory requirements applicable to international operations, currency fluctuations in foreign countries, political, economic and social conditions in foreign countries and complex U.S. and foreign laws and treaties, including tax laws, the FCPA, and the Bribery Act of 2010 (“U.K. Anti-Bribery Act”). The FCPA prohibits U.S.-based companies and their intermediaries from making improper payments to government officials for the purpose of obtaining or retaining business. The FCPA also imposes recordkeeping and internal controls requirements on public companies in the U.S. The U.K. Anti-Bribery Act prohibits both domestic and international bribery as well as bribery across both public and private sectors. In recent years, the number of investigations and other enforcement activities under these laws has increased. As we expand our business to include pursuit of opportunities in certain parts of the world that experience government corruption, in certain circumstances compliance with anti-bribery laws may conflict with local customs and practices. Our policies mandate compliance with all applicable anti-bribery laws. Further, we require our partners, subcontractors, agents and others who work for us or on our behalf to comply with these and other anti-bribery laws. If we fail to enforce our policies and procedures properly or maintain adequate record-keeping and internal accounting practices to accurately record our transactions, we may be subject to regulatory sanctions. In the event that we believe or have reason to believe that our employees have or may have violated applicable anti-corruption laws, including the FCPA, trade sanctions or other laws or regulations, we are required to investigate or have outside counsel investigate the relevant facts and circumstances, and if violations are found or suspected, could face civil and criminal penalties, and significant costs for investigations, litigation, settlements and judgments, which in turn could have a material adverse effect on our business.

*If significant tariffs or other restrictions are placed on imports or any related counter-measures are taken by foreign countries, our revenue and results of operations may be materially harmed.* Potential changes in international trade relations between the United States and other countries could have a material adverse effect on our business. There is currently significant uncertainty about the future relationship between the United States and various other countries, with respect to trade policies, treaties, government regulations and tariffs. The U.S. government has adopted a new approach to trade policy including in some cases to renegotiate, or potentially terminate, certain existing bilateral or multi-lateral trade agreements. The U.S. government has also imposed tariffs on certain foreign goods. These measures may materially increase costs for goods imported into the United States. This in turn could require us to materially increase prices to our customers which may reduce demand, or, if we are unable to increase prices to adequately address any tariffs, quotas or duties result in lowering our margin on products sold. Changes in U.S. trade policy have resulted in, and could result in more, U.S. trading partners adopting responsive trade policies, including imposition of increased tariffs, quotas or duties, making it more difficult or costly for us to export our products to those countries. The implementation of a border tax, tariff or higher customs duties on our products manufactured abroad or components that we import into the U.S., or any potential corresponding actions by other countries in which we do business, could negatively impact our financial performance.

*If we fail to obtain regulatory approval in foreign jurisdictions, then we cannot market our products in those jurisdictions.* We sell some of our products in foreign jurisdictions. Many foreign countries in which we market or may market our products have regulatory bodies and restrictions similar to those of the FDA. International sales are subject to foreign government regulation, the requirements of which vary substantially from country to country. The time required to obtain approval by a foreign country may be longer or shorter than that required for FDA clearance and the requirements may differ. As an example, companies are now required to obtain a CE Mark, which shows conformance with the requirements of applicable European Conformity directives, prior to the sale of some medical devices within the European Union. Some of our current products that require CE Markings have them and it is anticipated that additional and future products may require them as well. We may be required to conduct additional testing or to provide additional information, resulting in additional expenses, to obtain necessary approvals. If we fail to obtain approval in such foreign jurisdictions, we would not be able to sell our products in such jurisdictions, thereby reducing the potential revenue from the sale of our products.

*We store, process, and use data, some of which contain personal information and are subject to complex and evolving laws and regulations regarding privacy, data protection and other matters, which are subject to change.* Some of the data we store, process, and use, contains personal information, subjecting us to a variety of laws and regulations in the United States and other countries with respect to privacy, rights of publicity, data protection, content, protection of minors, and consumer protection. These laws can be particularly restrictive. Both in the United States and abroad, these laws and regulations are evolving and remain subject to change. Several proposals are pending before federal, state and foreign legislative and regulatory bodies that could significantly affect our business. A number of states have enacted laws or are considering the enactment of laws governing the release of credit card or other personal information received from consumers:

- California has enacted legislation, the California Consumer Privacy Act (“CCPA”) that, among other things, requires covered companies to provide new disclosures to California consumers, and afford such consumers new abilities to opt-out of certain sales of personal information. The CCPA went into effect on January 1, 2020.
- The EU General Data Protection Regulation (“GDPR”), effective May 2018, establishes new requirements applicable to the processing of personal data (i.e., data which identifies an individual or from which an individual is identifiable), affords new data protection rights to individuals, and imposes penalties for serious data breaches. Individuals also have a right to compensation under GDPR for financial or non-financial losses. GDPR has imposed additional responsibility and liability in relation to our processing of personal data in the EU. GDPR has also required us to change our various policies and procedures in the EU and, if we are not compliant, could materially adversely affect our business, results of operations and financial condition.
- Canada’s Personal Information and Protection of Electronic Documents Act provides Canadian residents with privacy protections in regard to transactions with businesses and organizations in the private sector and sets out ground rules for how private sector organizations may collect, use, and disclose personal information in the course of commercial activities.
- In November 2016, the Standing Committee of China’s National People’s Congress passed its Cybersecurity Law (“CSL”), which took effect in June 2017. The CSL is the first Chinese law that systematically lays out regulatory requirements on cybersecurity and data protection, subjecting many previously under-regulated or unregulated activities in cyberspace to government scrutiny.

The costs of compliance with, and other burdens imposed by, the GDPR, CSL and related laws may limit the use and adoption of our products and services and could have an adverse impact on our business, operating results and financial condition. Foreign governments also may attempt to apply such laws extraterritorially or through treaties or other arrangements with U.S. governmental entities. In addition, the application and interpretation of these laws and regulations are often uncertain and could result in investigations, claims, changes to our business practices, increased cost of operations and declines in sales, any of which could materially adversely affect our business, results of operations and financial condition. We cannot assure you that the privacy policies and other statements regarding our practices will be found sufficient to protect us from liability or adverse publicity relating to the privacy and security of personal information. Whether and how existing local and international privacy and consumer protection laws in various jurisdictions apply to the internet and other online technologies is still uncertain and may take years to resolve. Privacy laws and regulations, if drafted or interpreted broadly, could be deemed to apply to the technology we use and could restrict our information collection methods or decrease the amount and utility of the information that we would be permitted to collect. A

determination by a court or government agency of a failure, or perceived failure, by us, the third parties with whom we work or our products and services to protect employee, applicant, vendor, website visitor or customer personal data (including as a result of a breach by or of a third-party provider) or to comply with any privacy-related laws, government regulations or directives or industry self-regulatory principles or our posted privacy policies could result in damage to our reputation, legal proceedings or actions against us by governmental entities or otherwise, which could have an adverse effect on our business. In addition, concerns about our practices with regard to the collection, use, disclosure, or security of personally identifiable information or other privacy-related matters, even if unfounded and even if we are in compliance with applicable laws, could damage our reputation and harm our business. We have and post on our website our own privacy policy and cookie statement concerning the collection, use and disclosure of user personal data.

*Failures in, material damage to, or interruptions in our information technology systems, software or websites, including as a result of cyber-attacks, and difficulties in updating our existing software or developing or implementing new software, could have a material adverse effect on our business or results of operations.* We depend increasingly on our information technology systems in the conduct of our business. For example, we own, license or otherwise contract for sophisticated technology and systems to do business online with customers, including for order entry and fulfillment, processing and payment, product shipping and product returns. We also maintain internal and external communications, product inventory, supply, production and enterprise management, and personnel information on information systems. Our information systems are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, security breaches and natural and man-made disasters. In particular, from time to time we and third parties who provide services for us experience cyber-attacks, attempted breaches of our or their information technology systems and networks or similar events, which could result in a loss of sensitive business or customer information, systems interruption or the disruption of our operations. The techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently and may be difficult to detect for long periods of time, and accordingly we may be unable to anticipate and prevent all data security incidents. Like many businesses, our systems come under frequent attack from third parties. We are required to expend capital and other resources to protect against such cyber-attacks and potential security breaches or to alleviate problems caused by such potential breaches or attacks. Despite the constant monitoring of our technology systems and hiring of specialized third parties to identify and address any vulnerabilities through implementation of multi-tiered network security measures, it is possible that computer programmers and hackers, or even internal users, may be able to penetrate, create systems disruptions or cause shutdowns of our network security or that of third-party companies with which we have contracted. As a result, we could experience significant disruptions of our operations and incur significant expenses addressing problems created by these breaches. Such unauthorized access could disrupt our business and could result in a loss of revenue or assets and any compromise of customer information could subject us to customer or government litigation and harm our reputation, which could adversely affect our business and growth. Although we maintain cyber liability insurance that provides liability and insurance coverages, subject to limitations and conditions of the policies, our insurance may not be sufficient to protect against all losses or costs related to any future breaches of our systems.

*Market access could be a limiting factor in our growth.* The emergence of GPO's that control a significant amount of product flow to hospitals and other acute care customers may limit our ability to grow in the acute care space. GPO's issue contracts to manufacturers approximately every three years through a bidding process. We have been relatively unsuccessful in landing any significant GPO contracts. The process for being placed on contract with a GPO is rigorous and non-transparent.

*A significant percentage of our workforce is subject to a collective bargaining agreement.* Approximately 39% of our workforce is subject to a collective bargaining agreement, which is subject to negotiation and renewal every three years. The current agreement is scheduled to expire in February 2025. Our inability to negotiate the renewal of this collective bargaining agreement, or any prolonged work stoppages, could have a material adverse effect on our business, results of operations, financial condition and cash flows. We cannot ensure that we will be successful in negotiating new collective bargaining agreements, that such negotiations will not result in significant increases in the cost of labor, or that a breakdown in such negotiations will not result in the disruption of our operations. In addition, employees who are not currently represented by labor unions may seek representation in the future. Although we have generally enjoyed good relations with both our union and non-union employees, if we are subject to labor actions, we may experience an adverse impact on our operating results.

*We rely on a combination of patents, trade secrets, and nondisclosure and non-competition agreements to protect our proprietary intellectual property, and we will continue to do so.* While we intend to defend against any threats to our intellectual property, these patents, trade secrets, or other agreements may not adequately protect our intellectual property. Third parties could obtain patents that may require us to negotiate licenses to conduct our business, and the required licenses may not be available on reasonable terms or at all. We also rely on nondisclosure and non-competition agreements with certain employees, consultants, and other parties to protect, in part, trade secrets and other proprietary rights. We cannot be certain that these agreements will not be breached, that we will have adequate remedies for any breach, that others will not independently develop substantially equivalent proprietary information, or that third parties will not otherwise gain access to our trade secrets or proprietary knowledge.

*Certain of the products we sell are subject to market and technological obsolescence.* We currently offer approximately 4,500 products or variations of products. If our customers discontinue purchasing a given product, we might have to record expense related to the diminution in value of inventories we have in stock, and depending on the magnitude, that expense could adversely impact our operating results. From time to time, our customers discontinue purchasing our products and may do so at any time. We may be unable to effectively develop and market products against the products of our competitors in a highly competitive industry. Our present or future products could be rendered obsolete or uneconomical by technological advances by our competitors. Competitive factors include price, customer service, technology, innovation, quality, reputation and reliability. Our competition may respond more quickly to new or emerging technologies, undertake more extensive marketing campaigns, have greater financial, marketing and other resources than us or be more successful in attracting potential customers, employees and strategic partners. Given these factors, we cannot guarantee that we will be able to continue our level of success in the industry.

*We are dependent on a limited number of third-party suppliers for components and raw materials and the loss of any of these suppliers, or their inability to provide us with an adequate supply of materials that meet our quality and other requirements, could harm our business.* We rely on third-party suppliers to provide components for our products, manufacture products that we do not manufacture ourselves and perform services that we do not provide ourselves, including package-delivery services. Because these suppliers are independent third parties with their own financial objectives, actions taken by them could have a materially adverse effect on our results of operations. The risks of relying on suppliers include our inability to enter into contracts with such suppliers on reasonable terms, breach, or termination by suppliers of their contractual obligations, inconsistent or inadequate quality control, relocation of supplier facilities, and disruption to suppliers' business, including work stoppages, suppliers' failure to comply with complex and changing regulations, and third-party financial failure. Any problems with our suppliers and associated disruptions to our supply chain could materially negatively impact our ability to supply the market, substantially decrease sales, lead to higher costs, or damage our reputation with our customers, and any longer-term disruptions could potentially result in the permanent loss of our customers, which could reduce our recurring revenues and long-term profitability. Disruption to our supply chain could occur as a result of any number of events, including, but not limited to, increases in wages that drive up prices; the imposition of regulations, trade protection measures, tariffs, duties, import/export restrictions, quotas or embargoes on key components; labor stoppages; transportation failures affecting the supply and shipment of materials and finished goods; the unavailability of raw materials; severe weather conditions; natural disasters; civil unrest, geopolitical developments, war or terrorism; computer viruses, physical or electronic breaches, or other information system disruptions or security breaches; and disruptions in utility and other services.

*We may be adversely affected by product liability claims, unfavorable court decisions or legal settlements.* Our business exposes us to potential product liability risks that are inherent in the design, manufacture and marketing of medical devices. We maintain product liability insurance coverage which we deem to be adequate based on historical experience; however, there can be no assurance that coverage will be available for such risks in the future or that, if available, it would prove sufficient to cover potential claims or that the present amount of insurance can be maintained in force at an acceptable cost. In addition, we may incur significant legal expenses regardless of whether we are found to be liable. Furthermore, the assertion of such claims, regardless of their merit or eventual outcome, also may have a material adverse effect on our business reputation and results of operations.

*Intellectual property litigation and infringement claims could cause us to incur significant expenses or prevent us from selling certain of our products.* The medical device industry is characterized by extensive intellectual property litigation and, from time to time, we are the subject of claims by third parties of potential infringement or misappropriation. Regardless of outcome, such claims are expensive to defend and divert the time and effort of management and operating personnel from other business issues. A successful claim or claims of patent or other intellectual property infringement against us could result in our payment of significant monetary damages and/or royalty payments or negatively impact our ability to sell current or future products in the affected category.

*Covenants in our loan documents may restrict our business and operations and if we cannot satisfy our covenants, our financial condition and results of operations could be adversely affected.* On August 1, 2023, we entered into a Loan and Security Agreement (the “Loan Agreement”) with Gibraltar Business Capital, LLC (“Lender”), to provide asset-based financing to be used for operating capital. Amounts available under the Loan Agreement are subject to a borrowing base calculation of up to a maximum availability of \$7,500,000. The Loan Agreement contains certain affirmative, operating and financial covenants. These covenants could adversely affect our ability to operate our business, our liquidity or our results of operations. Our inability to comply with any of these covenants could result in a default, which could result in an increase to the applicable interest rate on all amounts borrowed, together with accrued interest and other fees, and could cause all amounts borrowed to become due and payable and could limit our ability to make future draws. If our indebtedness under the Loan Agreement were to be accelerated, we may not have sufficient cash available to repay the amounts due, and we may be forced to seek an amendment to the applicable loan terms or obtain alternative financing, which may not be available to us on acceptable terms, if at all. In addition, if we are unable to repay outstanding borrowings when due or upon an event of default, Lender would also have the right to proceed against the collateral granted to secure the indebtedness under the Loan Agreement. If Lender were to proceed against the collateral, any assets seized would no longer be available for use in our business, which would have a significant adverse effect on our business, financial condition and results of operations.

*We operate in a highly competitive market segment, face competition from large, well-established medical device companies with significant resources, and may not be able to compete effectively.* The market in which we operate is highly competitive, subject to rapid technological change and affected by new products and market activities of industry participants. Our competitors include large and well-capitalized companies such as Enovis and Ossur. Several of our competitors enjoy competitive advantages over us, including:

- more established relationships with customers, distribution networks and healthcare payers;
- broader product offerings and intellectual property portfolios;
- better name recognition, and more recognizable product trademarks;
- greater resources for product research and development, clinical data, patent litigation, and launching, marketing, distributing and selling our products; and
- greater experience in obtaining and maintaining FDA and other regulatory clearances or approvals for products and product enhancements.

Our current competitors or new industry participants may at any time develop alternative treatments, products or procedures that compete directly or indirectly with our products, including ones that may be superior to our products. Additionally, our competitors have and may in the future consolidate or acquire one or more of our customers or our customers may and have acquire(d) one of our competitors. For these reasons, we may not be able to compete successfully against our existing or future competitors. The impacts from the actions of our competitors could lead us to further modify our strategy, lower our prices or increase our sales commissions, and could have a significant adverse effect on our business, financial condition and results of operations.

*We are dependent on our senior management team, sales and marketing team, engineering team and other qualified personnel, and the loss of any of them could harm our business.* Our continued success depends in part upon the continued availability and contributions of our senior management, sales and marketing team, engineering team and other qualified personnel. We compete for personnel with other companies and organizations, many of which have greater name recognition and resources than we do. Changes to our senior management team, sales and marketing team and engineering team and/or our inability to attract or retain other qualified personnel could have a significant adverse effect on our business, financial condition and results of operations.

## **Risks Related to Our Common Stock**

*A decline in the price of our common stock could affect our ability to raise working capital and adversely impact our operations.* Our operating results, including components of operating results such as gross margin and cost of product sales, may fluctuate from time to time, and such fluctuations could adversely affect our stock price. Our operating results have fluctuated in the past and can be expected to fluctuate from time to time in the future. The market price for our common stock may also be affected by our ability to meet or exceed expectations of analysts or investors. Any failure to meet these expectations, even if minor, could materially adversely affect the market price of our common stock. A prolonged decline in the price of our common stock for any reason could result in a reduction in our ability to raise capital.

*Our stock price has been volatile and we expect that it will continue to be volatile.* For example, during the year ended June 30, 2023, the selling price of our common stock ranged from a high of \$4.30 to a low of \$0.73 (retroactively restated on a pro forma basis for the 1-for-5 reverse stock split of our common stock that we consummated in February 2023). The volatility of our stock price can be due to many factors, including:

- quarterly variations in our operating results;
- changes in the market’s expectations about our operating results;
- failure of our operating results to meet the expectation of securities analysts or investors in a particular period;
- changes in financial estimates and recommendations by securities analysts concerning us or the healthcare industry in general;
- strategic decisions by us or our competitors, such as acquisitions, divestments, spin-offs, joint ventures, strategic investments or changes in business strategy;
- operating and stock price performance of other companies that investors deem comparable to us;
- news reports relating to trends in our markets;
- changes in laws and regulations affecting our business;
- material announcements by us or our competitors;
- material announcements by the manufacturers and suppliers we use;

- sales of substantial amounts of our common stock by our directors, executive officers or significant shareholders or the perception that such sales could occur; and
- general economic and political conditions such as trade wars and tariffs, recession, and acts of war or terrorism.

*Investors in our securities may experience substantial dilution upon the conversion of preferred stock to common, exercise of stock options and warrants, future issuances of stock, grants of restricted stock and the issuance of stock in connection with acquisitions of other companies.* Our articles of incorporation authorize the issuance of up to 100,000,000 shares of common stock and 50,000,000 shares of preferred stock. Our Board of Directors has the authority to issue additional shares of common and preferred stock up to the authorized capital stated in the articles of incorporation. The Board may choose to issue some or all of such shares of common or preferred stock to acquire one or more businesses or to provide additional financing in the future. As of June 30, 2023, we had outstanding a total of 1,992,000 shares of Series A 8% Convertible Preferred Stock (the "Series A Preferred"), and 1,359,000 shares of Series B Convertible Preferred Stock (the "Series B Preferred"), as well as warrants for the purchase of approximately 280,001 shares of common stock. The Series A Preferred and Series B Preferred shares are convertible into a total of 670,200 shares of common stock. The conversion of these outstanding shares of preferred stock and the exercise of the warrants would result in substantial dilution to our common shareholders. In addition, from time to time, we have issued and we expect we will continue to issue stock options or restricted stock grants or similar awards to employees, officers, and directors pursuant to our equity incentive award plans. Investors in our equity securities may expect to experience dilution as these awards vest and are exercised by their holders and as the restrictions lapse on the restricted stock grants. We also may issue stock or stock purchase warrants for the purpose of raising capital to fund our growth initiatives, in connection with acquisitions of other companies, or in connection with the settlement of obligations or indebtedness, which would result in further dilution of existing shareholders. The issuance of any such shares of common or preferred stock may result in a reduction of the book value or market price of the outstanding shares of our common stock. If we do issue any such additional shares of common stock or securities convertible into or exercisable for the purchase of common stock, such issuance also will cause a reduction in the proportionate ownership and voting power of all other shareholders and may result in a change in control of the Company.

*The stock markets (including the NASDAQ Capital Market, on which we list our common stock) have experienced significant price and volume fluctuations.* As a result, the market price of our common stock could be similarly volatile, and investors in our common stock may experience a decrease in the value of their shares, including decreases unrelated to our financial condition, operating performance or prospects. The market price of our common stock could be subject to wide fluctuations in response to a number of factors, including strategic decisions by us or our competitors, such as acquisitions, divestments, spin-offs, joint ventures, strategic investments or changes in business strategy.

*We are able to issue shares of preferred stock with greater rights and preferences than our common stock.* Our Board of Directors is authorized to issue one or more series of preferred stock from time to time without any action on the part of our shareholders. The Board also has the power, without shareholder approval, to set the terms of any such series of preferred stock that may be issued, including voting rights, dividend rights and preferences over our common stock with respect to dividends and other terms. If we issue additional preferred stock in the future that has a preference over our common stock with respect to the payment of dividends or other terms, or if we issue additional preferred stock with voting rights that dilute the voting power of our common stock, the rights of holders of our common stock or the market price of our common stock would be adversely affected.

*The holders of the Series A and Series B Preferred are entitled to receive dividends on the Series A and Series B Preferred they hold and depending on whether these dividends are paid in cash or stock, the payment of such dividends will either decrease cash that is available to us to invest in our business or dilute the holdings of other shareholders.* Our agreements with the holders of the Series A and Series B Preferred provide that they will receive quarterly dividends at 8%, subject to adjustment as provided in the applicable declarations of the rights and preferences of these series of preferred stock. We may under certain circumstances elect to pay these dividends in stock. Payment of the dividends in cash decreases cash available to us for use in our business and the use of shares of common stock to pay these dividends results in dilution of our existing shareholders.

*The concentration or potential concentration of equity ownership by Prettybrook Partners, LLC and its affiliates may limit your ability to influence corporate matters.* As of June 30, 2023, Prettybrook Partners, LLC and its managing directors and affiliates (collectively "Prettybrook"), owned approximately 558,000 shares of common stock, 228,000 shares of Series A Preferred, and 45,000 shares of Series B Preferred. These securities represent approximately 17% of the voting power of our issued and outstanding equity securities. Under the terms of the Series A Preferred, by agreement with us and the remaining holders of the Series A Preferred, Prettybrook has the right to appoint up to three members of our seven-member Board of Directors (the Preferred Directors) and has appointed a non-voting observer to the Board. Moreover, the exercise of warrants issued to Prettybrook in the Series A Preferred financing and the Series B Preferred financing transactions in which Prettybrook was an investor could further enable Prettybrook to exert significant control over operations and influence over all corporate activities, including the election or removal of directors and the outcome of tender offers, mergers, proxy contests or other purchases of common stock that could give our shareholders the opportunity to realize a premium over the then-prevailing market price for their shares of common stock. This concentrated control will limit your ability to influence corporate matters and, as a result, we may take actions that our shareholders do not view as beneficial. In addition, such concentrated control could discourage others from initiating changes of control. In such cases, the perception of our prospects in the market and the market price of our common stock may be adversely affected.

*Sales of a large number of our securities, or the perception that such sales might occur, could depress the market price of our common stock.* A substantial number of shares of our equity securities are eligible for immediate resale in the public market. Any sales of substantial amounts of our securities in the public market, or the perception that such sales might occur, could depress the market price of our common stock.

*Our ability to issue preferred stock could delay or prevent takeover attempts.* As of June 30, 2023, we had 3,351,000 shares of convertible preferred stock outstanding and our Board of Directors has the authority to cause us to issue, without any further vote or action by the shareholders, up to approximately 46,649,000 additional shares of preferred stock, no par value per share, in one or more series, and to designate the number of shares constituting any series, and to fix the rights, preferences, privileges and restrictions thereof, including dividend rights, voting rights, rights and terms of redemption, redemption price or prices and liquidation preferences of such series of preferred stock. In the event of issuance, the preferred stock could be used as a method of discouraging, delaying, deferring or preventing a change in control without further action by the shareholders, even where shareholders might be offered a premium for their shares. Although we have no present intention to issue any shares of our preferred stock, we may do so in the future under appropriate circumstances.

*The NASDAQ Capital Market may delist our common stock from its exchange which could limit your ability to make transactions in our securities and subject us to additional trading restrictions.* On June 26, 2023, we received written notice ("Letter") from NASDAQ informing us that the closing bid price of our common stock for the last 30 consecutive business days prior to the date of the Letter failed to comply with the \$1.00 per share minimum bid price required for continued listing on The NASDAQ Capital Market under Nasdaq Listing Rule 5550(a)(2). Nasdaq indicated we will be provided with a compliance period of 180 calendar days. The date by which we must gain compliance with the minimum bid price requirement is December 26, 2023 (the "Compliance Date") pursuant to NASDAQ Listing Rule 5810(c)(3)(A). If at any time before the Compliance Date, the closing bid price of the Common Stock is at least \$1.00 per share for a minimum of ten consecutive business days, NASDAQ will provide written notification that we have achieved compliance with the minimum bid requirement. If we do not regain compliance by the Compliance Date, we may be eligible for an additional grace period, provided we meet the applicable market value of publicly held shares requirement for continued listing, and all other applicable NASDAQ standards for initial listing on the NASDAQ Capital Market, with the exception of bid price.

In the future, if we do not regain compliance with the Minimum Bid Price Requirement by the end of the 180 Day Compliance Period or additional grace period, our common stock will be subject to delisting. At such time, we may appeal NASDAQ's delisting determination. Delisting could have a material adverse effect on our business, liquidity

and on the trading of our common stock. If our common stock were delisted, our common stock could be quoted on the OTCQB market or on the “pink sheets” maintained by the OTC Markets Group. However, such alternatives are generally considered to be less efficient markets. Further, delisting from NASDAQ could also have other negative effects, including potential loss of confidence by partners, lenders, suppliers and employees, and could also trigger various defaults under our lending agreements and other outstanding agreements. Delisting could make it more difficult for the Company to attract qualified Board candidates and potential strategic and collaborative partners. Finally, delisting could make it harder for us to raise capital and sell securities as we would no longer be eligible to use Form S-3 short form registration statements for such purposes.

*If our common stock is delisted, our common stock would likely then trade only in the over-the-counter market.* If our common stock were to trade on the over-the-counter market, selling our common stock could be more difficult because smaller quantities of shares would likely be bought and sold, transactions could be delayed, and we could face significant material adverse consequences, including: a limited availability of market quotations for our securities; reduced liquidity with respect to our securities; a determination that our shares are a “penny stock,” which will require brokers trading in our securities to adhere to more stringent rules, possibly resulting in a reduced level of trading activity in the secondary trading market for our securities; a reduced amount of news and analyst coverage for our Company; and a decreased ability to issue additional securities or obtain additional financing in the future. These factors could result in lower prices and larger spreads in the bid and ask prices for our common stock and would substantially impair our ability to raise additional funds and could result in a loss of institutional investor interest and fewer development opportunities for us.

*In addition to the foregoing, if our common stock is delisted from NASDAQ and it trades on the over-the-counter market, the application of the “penny stock” rules could adversely affect the market price of our common stock and increase the transaction costs to sell those shares.* The SEC has adopted regulations which generally define a “penny stock” as an equity security that has a market price of less than \$5.00 per share, subject to specific exemptions. If our common stock is delisted from NASDAQ and it trades on the over-the-counter market at a price of less than \$5.00 per share, our common stock would be considered a penny stock. The SEC’s penny stock rules require a broker-dealer, before a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer must also provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and the salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer’s account. In addition, the penny stock rules generally require that before a transaction in a penny stock occurs, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser’s agreement to the transaction. If applicable in the future, these rules may restrict the ability of brokers-dealers to sell our common stock and may affect the ability of investors to sell their shares, until our common stock no longer is considered a penny stock.

*A reverse stock split may negatively impact the market for our common stock.* In order to regain compliance with the Minimum Bid Price Requirement, we may seek to effect a reverse stock split. Although we expect that a reverse stock split will result in an increase in the market price of our common stock, we cannot assure you that a reverse stock split, if effected, will increase the market price of our common stock in proportion to the reduction in the number of shares of our common stock outstanding, or result in a permanent increase in the market price. The effect that a reverse stock split may have upon the market price of our common stock cannot be predicted with any certainty, and the history of similar reverse stock splits for companies in similar circumstances to ours is varied. The market price of our common stock is dependent on many factors, including our business and financial performance, general market conditions, prospects for future growth and other factors detailed from time to time in the reports we file with the SEC. Accordingly, the total market capitalization of our common stock after a reverse stock split may be lower than the total market capitalization before a reverse stock split and, in the future, the market price of our common stock following a reverse stock split may not exceed or remain higher than the market price prior to a reverse stock split. For example, on February 1, 2023, we effected a 1-for-5 reverse stock split, and our total market capitalization is currently lower than our total market capitalization before the reverse stock split.

*The market price of our common stock may not rise after a reverse stock split.* Although the Board believes that the decrease in the number of shares of common stock outstanding as a consequence of a reverse stock split and the anticipated increase in the market price of common stock could encourage interest in our common stock and possibly promote greater liquidity for shareholders, such liquidity could also be adversely affected by the reduced number of shares outstanding after a reverse stock split. It is possible that the per share price of our common stock after a reverse stock split will not rise in proportion to the reduction in the number of shares of our common stock outstanding resulting from a reverse stock split, and the market price per post-reverse stock split share may not exceed or remain in excess of the \$1.00 minimum bid price for a sustained period of time, and a reverse stock split may not result in a per share price that would attract brokers and investors who do not trade in lower priced stocks. Even if we effect a reverse stock split, the market price of our common stock may decrease due to factors unrelated to a reverse stock split. In any case, the market price of our common stock may also be based on other factors which may be unrelated to the number of shares outstanding, including our future performance. If a reverse stock split is consummated and the trading price of the common stock declines, the percentage decline as an absolute number and as a percentage of our overall market capitalization may be greater than would occur in the absence of a reverse stock split. Even if the market price per post-reverse stock split share of our common stock remains in excess of \$1.00 per share, we may be delisted due to a failure to meet other continued listing requirements, including NASDAQ requirements related to the minimum shareholders’ equity, the minimum number of shares that must be in the public float, the minimum market value of the public float and the minimum number of round lot holders.

*A reverse stock split may decrease the liquidity of our common stock.* The liquidity of our common stock may be harmed by a reverse stock split given the reduced number of shares of common stock that would be outstanding after a reverse stock split, particularly if the stock price does not increase as a result of a reverse stock split. In addition, investors might consider the increased proportion of unissued authorized shares of common stock to issued shares to have an anti-takeover effect under certain circumstances, because the proportion allows for dilutive issuances which could prevent certain shareholders from changing the composition of the Board or render tender offers for a combination with another entity more difficult to successfully complete. The Board does not intend for a reverse stock split to have any anti-takeover effects.

*The number of authorized but unissued shares will not change, while the number of issued shares decreases, effectively increasing the number of shares of common stock available for future issuance and potential dilution to existing shareholders.* Our Articles of Incorporation presently authorize 100,000,000 shares of Common Stock and 50,000,000 shares of blank check preferred stock, no par value per share. A reverse stock split would not change the number of authorized shares of the common stock, although a reverse stock split would decrease the number of issued and outstanding shares of common stock. Therefore, because the number of issued and outstanding shares of common stock would decrease, the number of shares of common stock remaining available for issuance by us in the future would increase.

## **Item 1B. Unresolved Staff Comments**

Not applicable.

## **Item 2. Properties**

We lease an 85,000 square-foot manufacturing, warehouse, and office facility in Eagan, Minnesota, which houses our corporate headquarters and principal executive offices. Lease payments are \$50,000 per month. The original term of the lease was for three years, commencing in October 2017. The lease provided for two, two-year optional extensions. We have extended the term of the lease through October 2024. The landlord includes stockholders and previous owners of the Bird & Cronin assets and operations acquired in 2017. The lease was negotiated at arms’ length as part of the Bird & Cronin acquisition. We believe that the terms of the agreement are commercially reasonable for the market in which the facility is located.

We lease a 60,000 square-foot manufacturing and office facility in Northvale, New Jersey to house our Hausmann Enterprises, LLC operations. The initial two-year term of this lease commenced in April 2017, with monthly lease payments of \$30,000 for the first year and 2% increases in each subsequent year. The lease provides for two options to extend the term of the lease for two years per extension term, subject to annual 2% per year increases in base rent, and a third extension option at the end of the second option term for an additional five years at fair market value. We have exercised options to extend the term of the lease through March 2028, with monthly lease payments of \$60,000 for the first year, 2% increases each subsequent year, and monthly solar payments that total approximately \$9,000 per year starting July 2023. The landlord is a stockholder and the previous owner of the assets and operations acquired in 2017. The lease was negotiated at arms' length as part of the Hausmann acquisition. We believe that the terms of the agreement are commercially reasonable for the market in which the facility is located.

We lease a 36,000 square-foot manufacturing, warehouse, and office facility in Cottonwood Heights, Utah. We sold the building in August 2014, and now lease it back from the purchaser. The monthly lease payment is approximately \$32,000 and the lease terminates in 2029. We account for the lease-back agreement as a finance lease which results in depreciation and implied interest expense each period, offset by an amortized gain on the sale of the property. Overall the net monthly occupancy cost of this lease is \$36,000.

We believe the facilities described above are adequate for our current needs and that they will accommodate our presently expected growth and operating needs. As our business continues to grow, additional facilities or the expansion of existing facilities may be required.

We also own computer equipment, and equipment used in the manufacture and assembly of our products. The nature of this equipment is not specialized and replacements may be readily obtained from any of a number of suppliers.

### **Item 3. Legal Proceedings**

There are no pending legal proceedings of a material nature to which we are a party or to which any of our property is the subject.

### **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

#### Market Information

Our common stock is included on the NASDAQ Capital Market (symbol: DYNT). The following table shows the range of high and low sales prices for our common stock as quoted on the NASDAQ system for the quarterly periods indicated (retroactively restated on a pro forma basis for the 1-for-5 reverse stock split of our common stock that we consummated in February 2023):

Fiscal Year Ended June 30,	2023		2022	
	High	Low	High	Low
1st Quarter (July-September)	\$ 4.30	\$ 2.48	\$ 8.95	\$ 5.39
2nd Quarter (October-December)	\$ 3.00	\$ 1.50	\$ 8.10	\$ 4.66
3rd Quarter (January-March)	\$ 2.73	\$ 1.40	\$ 5.35	\$ 3.33
4th Quarter (April-June)	\$ 1.62	\$ 0.73	\$ 3.81	\$ 2.13

#### Outstanding Common Shares and Number of Shareholders

As of September 21, 2023, we had approximately 4,260,039 shares of common stock issued and outstanding and approximately 400 shareholders of record, not including shareholders whose shares are held in "nominee" or "street" name by a bank, broker or other holder of record.

#### Dividends

We have never paid cash dividends on our common stock. Our anticipated capital requirements are such that we intend to follow a policy of retaining earnings, if any, in order to finance the development of the business.

As of September 21, 2023, we had outstanding 1,992,000 shares of Series A Preferred and 1,359,000 shares of Series B Preferred. These series of preferred stock have rights and preferences that rank senior to or in certain circumstances, on par with, our common stock. The declarations of the rights and preferences of these series of preferred stock contain covenants that prohibit us from declaring and distributing dividends on our common stock without first making all distributions that are due to any senior securities. Dividends payable on the Series A and the Series B Preferred accrue at the rate of 8% per year and are payable quarterly. We may, at our option under certain circumstances, make distributions of these dividends in cash or in shares of common stock. When possible, we pay dividends on the Series A and Series B Preferred in shares of common stock. The formula for paying these dividends in common stock can change the effective yield on the dividend to more or less than 8% depending on the market price of the common stock at the time of issuance.

#### Sales of Equity Securities

We did not sell any shares of common stock during the year ended June 30, 2023 and 2022.

#### Purchases of Equity Securities

We did not purchase any shares of common stock during the year ended June 30, 2023 or in the prior 11 fiscal years.

### Item 6. [Reserved]

### Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

*The following discussion contains assumptions, estimates and other forward-looking statements that involve a number of risks and uncertainties, including those discussed under the heading "Cautionary Note Regarding Forward-Looking Statements," on page 1 of this Form 10-K, "Risk Factors" (Part I, Item 1A of this Form 10-K) and elsewhere in this Form 10-K. These risks could cause our actual results to differ materially from those anticipated in these forward-looking statements.*

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the Consolidated Financial Statements and related Notes thereto, which are included in Part II, Item 8 of this report. In the following Management's Discussion and Analysis of Financial Condition and Results of Operations, we have rounded many numbers to the nearest one thousand dollars. These numbers should be read as approximate.*

#### Overview

We design, manufacture, and sell a broad range of restorative products for clinical use in physical therapy, rehabilitation, orthopedics, pain management, and athletic training. Through our distribution channels, we market and sell to orthopedists, physical therapists, chiropractors, athletic trainers, sports medicine practitioners, clinics, and hospitals.

#### Results of Operations

##### Fiscal Year 2023 Compared to Fiscal Year 2022

#### Net Sales

Net sales in fiscal year 2023 decreased \$3,729,000, or 8.4%, to \$40,609,000, compared to net sales of \$44,338,000 in fiscal year 2022. The year-over-year decrease is primarily attributable to the acquisition of a competitor by a rehabilitation product category customer, reduction in overall volume for OEM customers and a general reduction in demand for the orthopedic soft bracing product category.

### *Gross Profit*

Gross profit for the year ended June 30, 2023 decreased \$523,000, or 4.9%, to \$10,150,000, or 25.0% of net sales. By comparison, gross profit for the year ended June 30, 2022 was \$10,673,000, or 24.1% of net sales. The increase in gross profit as a percentage of net sales was driven by net price realization and overall product mix. The year-over-year decrease in gross profit was primarily attributable to a reduction in sales related to third-party distributed products that have been discontinued offset by a reduction in freight-in expense, stabilized raw material costs, and changes in product mix.

### *Selling, General, and Administrative Expenses*

Selling, general, and administrative (“SG&A”) expenses decreased \$428,000, or 2.8%, to \$15,002,000 for the year ended June 30, 2023, compared to \$15,430,000 for the year ended June 30, 2022. The decrease in SG&A was driven primarily by a reduction in salaries and benefits.

### *Interest Expense, net*

Interest expense, net decreased approximately \$30,000, or 20.3%, to \$118,000 for the year ended June 30, 2023, compared to \$148,000 for the year ended June 30, 2022. The decrease in interest expense is primarily due to the maturity of long-term debt and lower imputed interest related to finance leases. The largest component of interest expense is imputed interest related to the sale/leaseback of our Utah facility, which totaled \$116,000 and \$130,000, respectively, for the years ended June 30, 2023 and 2022.

### *Other Income (Expense), net*

Other income (expense), net decreased approximately \$914,000 to (\$3,000) for the year ended June 30, 2023, compared to other income, net of \$911,000 for the year ended June 30, 2022. The decrease in other income, net is primarily due to a \$943,000 employee retention credit for funds received or receivable from the U.S. federal government under the CARES Act in the prior year.

### *Loss Before Income Taxes*

Pre-tax loss for the year ended June 30, 2023 was \$4,973,000 compared to a loss of \$3,993,000 for the year ended June 30, 2022. The change was primarily attributable to a decrease of \$523,000 in gross profit, decrease of \$885,000 in net other income (expense), and decrease of \$428,000 in SG&A.

### *Net Loss*

Net loss for the year ended June 30, 2023 was \$4,973,000 compared to a net loss of \$3,993,000 for the year ended June 30, 2022. The reasons for the change in net loss are the same as those given under the headings *Loss Before Income Taxes* in this Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”).

### *Net Loss Attributable to Common Stockholders*

Net loss attributable to common stockholders was \$5,664,000 (\$1.46 per share) for the year ended June 30, 2023, compared to a net loss of \$4,726,000 (\$1.32 per share) for the year ended June 30, 2022. The change for the year is due primarily to a \$980,000 increase in net loss, partially offset by a \$42,000 decrease in deemed dividends on convertible preferred stock and accretion of discounts.

## **Liquidity and Capital Resources**

We have historically financed operations through cash from operating activities, available cash reserves, and proceeds from the sale of our equity securities. As of June 30, 2023, we had \$399,000 in cash and cash equivalents, compared to \$550,000 as of June 30, 2022.

Working capital was \$4,478,000 as of June 30, 2023, compared to working capital of \$9,291,000 as of June 30, 2022. The current ratio was 1.6 to 1 as of June 30, 2023 and 1.9 to 1 as of June 30, 2022. Current assets were 41.3% of total assets as of June 30, 2023, and 54.3% of total assets as of June 30, 2022.

We believe that our cash generated from operations, current capital resources, and equity proceeds provide sufficient liquidity to fund operations for the next 12 months. However, the continuing effects of the COVID-19 pandemic on the global supply chain, higher personnel costs, and changes to product mix, could have an adverse effect on our liquidity and cash and we continue to evaluate and take action, as necessary, to preserve adequate liquidity and ensure that our business can continue to operate during these uncertain times. Additionally, we operate in a rapidly evolving and unpredictable business environment that may change the timing or amount of expected future cash receipts and expenditures. Accordingly, there can be no assurance that we may not be required to raise additional funds through the sale of equity or debt securities or from credit facilities. Additional capital, if needed, may not be available on satisfactory terms, or at all.

We are parties to an equity distribution agreement (as amended, the “Equity Distribution Agreement”) originally with Canaccord Genuity LLC and Roth Capital Partners LLC (the “Agents”), pursuant to which we may offer and sell up to \$3,875,150 of our common stock in one or more “at the market offerings” through the Agents under our Registration Statement on Form S-3 (File No. 333-256280), which was declared effective by the SEC on July 1, 2022 (the “2021 Registration Statement”), subject to applicable limitations on the aggregate market value of securities that may be sold during any 12 calendar month period imposed by Form S-3 on registrants having an aggregate market value of securities of less than \$75 million. Under the terms of the Equity Distribution Agreement, we have agreed to pay the Agent(s) participating in an applicable offering a fixed commission rate equal to 3.0% of the gross sale price per share of common stock sold in such offering. On April 7, 2023, we filed a prospectus supplement to the base prospectus included in the 2021 Registration Statement for the sale of up to \$2,671,513 of our common stock pursuant to the terms of the Equity Distribution Agreement (the “ATM”). As of the date hereof, we have not commenced any sales under the ATM.

## **Line of Credit**

On August 1, 2023, the Company entered into a Loan and Security Agreement (the “Loan Agreement”) with Gibraltar Business Capital, LLC (“Lender”), to provide asset-based financing to the Company to be used for operating capital. Amounts available under the Loan Agreement (the “Revolving Loans”) will be subject to a borrowing base calculation of up to a maximum availability of \$7,500,000 (the “Revolving Loan Commitment”) and will bear interest at SOFR plus 5.00%. The Company paid a closing fee of 1.00% of the Revolving Loan Commitment and the line is subject to a monthly unused line fee in an annualized amount equal to 0.50% on the difference between the Revolving Loan Commitment and the average outstanding principal balance of the Revolving Loans for such month. The maturity date is three years from the date of the promissory note evidencing the Revolving Loans, subject to extension in accordance with the terms of the Loan Agreement.

The Loan Agreement provides for revolving credit borrowings by the Company in an amount up to the lesser of the Revolving Loan Commitment and a borrowing base amount equal to the sum of stated percentages of eligible accounts receivable and inventory, less reserves, computed on a weekly basis.

The obligations of the Company under the Loan Agreement are secured by a first-priority security interest in substantially all of the assets of the Company (including, without limitation, accounts receivable, equipment, inventory and other goods, intellectual property, contract rights and other general intangibles, cash, deposit accounts, equity interests in subsidiaries and joint ventures, investment property, documents and instruments, and proceeds of the foregoing).

The Loan Agreement contains affirmative and negative covenants, including covenants that restrict the ability of the Company and its subsidiaries to, among other things, incur or guarantee indebtedness, incur liens, dispose of assets, engage in mergers and consolidations, make acquisitions or other investments, make changes in the nature of its business, and engage in transactions with affiliates. The Loan Agreement also contains financial covenants applicable to the Company and its subsidiaries, including a maximum monthly consolidated leverage ratio of 1.0 to 1.0 if excess availability is less than \$1,000,000 of the borrowing base.

In June 2023, the Company incurred \$94,000 of debt issuance costs, which were recorded within other non-current assets on the June 30, 2023 consolidated balance sheet.

### **Reverse Stock Split**

On November 17, 2022, the Company's shareholders approved Articles of Amendment to the Company's Amended and Restated Articles of Incorporation (the "Articles of Amendment") to effect a reverse stock split at a ratio in the range of 1-for-2 to 1-for-5, with such ratio to be determined in the discretion of the Company's board of directors and with such reverse stock split to be effected at such time and date, if at all, as determined by the Company's board of directors in its sole discretion. Thereafter, the Company's Board of Directors set the split ratio in the reverse stock split at 1-for-5 and approved and authorized the filing of the Articles of Amendment to effect the reverse stock split with the Utah Department of Commerce, Division of Corporations and Commercial Code. The Articles of Amendment and reverse stock split became effective at 5:00 p.m. Eastern Standard Time on February 1, 2023. At the effective time, every five issued and outstanding shares of common stock were converted into one share of common stock, with any fractional shares resulting from the reverse stock split rounded up to the nearest whole share. The reverse stock split did not affect the Company's authorized shares of common stock or preferred stock, which remained at 100,000,000 and 50,000,000 shares, respectively. The par value of each share of common stock remained unchanged. Proportionate adjustments were made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all stock options, restricted stock and warrants outstanding at February 1, 2023, which resulted in a proportional decrease in the number of shares of the Company's common stock reserved for issuance upon exercise or vesting of such stock options, restricted stock and warrants, and, in the case of stock options and warrants, a proportional increase in the exercise price of all such stock options and warrants. Additionally, the reverse stock split had no impact on the number of shares of the Company's preferred stock issued and outstanding. However, the conversion price of the outstanding preferred stock increased and the number of shares of common stock issuable upon conversion of such preferred stock decreased in proportion to the 1-for-5 split ratio.

Unless noted, all common shares and per share amounts contained in the consolidated financial statements and management's discussion and analysis have been retroactively adjusted to reflect a one-for-five reverse stock split.

### *Cash and Cash Equivalents and Restricted Cash*

Our cash and cash equivalents and restricted cash position decreased \$148,000 to \$553,000 as of June 30, 2023, compared to \$701,000 as of June 30, 2022. Primary uses of cash in the year ended June 30, 2023, included \$187,000 in purchases of property and equipment, \$327,000 of principal payments on finance lease liability, and \$5,000 principal payments on long-term debt. Primary sources of cash included \$371,000 of net cash provided by operating activities.

### *Accounts Receivable*

Trade accounts receivable, net of allowance for doubtful accounts, decreased approximately \$1,694,000, or 31.3%, to \$3,722,000 as of June 30, 2023, from \$5,416,000 as of June 30, 2022. The decrease was driven primarily by a reduction in overall revenue and differences in the timing of collections around the end date of each respective quarter. Trade accounts receivable represents amounts due from our customers including dealers and distributors that purchase our products for redistribution, medical practitioners, clinics, hospitals, colleges, universities, and sports teams. We believe that our estimate of the allowance for doubtful accounts is adequate based on our historical experience and relationships with our customers. Accounts receivable are generally collected within approximately 40 days of invoicing.

### *Inventories*

Inventories, net of reserves, decreased \$4,668,000, or 38.7%, to \$7,403,000 as of June 30, 2023, compared to \$12,071,000 as of June 30, 2022. The decrease was primarily due to steps taken to adjust inventory management in response to the impact of COVID-19 on the global supply chain and right-sizing incoming material purchases to match demand. We believe that our estimate of the allowance for inventory obsolescence is adequate based on our analysis of inventory, sales trends, and historical experience.

### *Accounts Payable*

Accounts payable decreased approximately \$1,639,000 or 26.6%, to \$4,530,000 as of June 30, 2023, from \$6,169,000 as of June 30, 2022. The decrease was driven primarily by a decrease in inventory purchases and timing of payments.

### *Debt*

Long-term debt was \$0 as of June 30, 2023, compared to \$5,000 as of June 30, 2022.

### *Finance Lease Liability*

Finance lease liability as of June 30, 2023 and 2022 totaled approximately \$2,018,000 and \$2,260,000, respectively. Our finance lease obligations consist primarily of our Utah building lease. In conjunction with the sale and leaseback of our Utah building in August 2014, we entered into a 15-year lease, classified as a finance lease, originally valued at \$3,800,000. The building lease asset is amortized on a straight-line basis over 15 years at approximately \$252,000 per year. Total accumulated amortization related to the leased building is approximately \$2,246,000 and \$1,994,000 at June 30, 2023 and 2022, respectively. The sale generated a profit of \$2,300,000, which is being recognized straight-line over the life of the lease at approximately \$150,000 per year as an offset to amortization expense. The balance of the deferred gain is \$928,000 and \$1,078,000 as of June 30, 2023 and 2022, respectively. Lease payments, currently approximately \$32,000, are payable monthly and increase annually by approximately 2% per year over the life of the lease. Imputed interest for the years ended June 30, 2023 and 2022 was approximately \$116,000 and \$130,000, respectively. In addition to the Utah building, we lease certain equipment pursuant to arrangements which have been determined to be finance leases. As of June 30, 2023, future minimum gross lease payments required under the finance leases were as follows:

2024	\$	404,650
2025		412,342
2026		420,188
2027		428,200
2028		428,080
Thereafter		495,832
Total	\$	<u>2,589,292</u>

#### *Operating Lease Liability*

Operating lease liability as of June 30, 2023 and June 30, 2022 totaled approximately \$3,630,000 and \$1,574,000, respectively. Our operating lease liability consists primarily of building leases for office, manufacturing, and warehouse space. The increase was primarily due to the Company's decision to exercise its third option and extend its operating lease for an additional five years in New Jersey.

#### *Inflation*

Cost inflation including increases in ocean container rates, raw material prices, labor rates, and domestic transportation costs have impacted profitability. Continued imbalances between supply and demand for these resources may continue to exert upward pressure on costs. Our ability to recover these costs increased through price increases may continue to lag the cost increases, resulting in downward pressure on margins.

#### **Stock Repurchase Plan**

In 2011, our Board of Directors adopted a stock repurchase plan authorizing repurchases of shares in the open market, through block trades or otherwise. Decisions to repurchase shares under this plan are based upon market conditions, the level of our cash balances, general business opportunities, and other factors. The Board may periodically approve amounts for share repurchases under the plan. As of June 30, 2023, approximately \$449,000 remained available under this authorization for purchases under the plan. No purchases have been made under this plan since 2011.

#### **Critical Accounting Policies**

This MD&A is based upon our Consolidated Financial Statements (see Part II, Item 8 below), which have been prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP"). The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses as well as the disclosure of contingent assets and liabilities. We regularly review our estimates and assumptions. The SEC has requested that all registrants address their most critical accounting policies. The SEC has indicated that a "critical accounting policy" is one which is both important to the representation of the registrant's financial condition and results and requires management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. We base our estimates on past experience and on various other assumptions our management believes to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results will differ, and may differ materially from these estimates under different assumptions or conditions. Additionally, changes in accounting estimates could occur in the future from period to period. Our management has discussed the development and selection of our most critical financial estimates with the audit committee of our Board of Directors. The following paragraphs identify our most critical accounting policies:

#### *Inventories*

The nature of our business requires that we maintain sufficient inventory on hand at all times to meet the requirements of our customers. We record finished goods inventory at the lower of standard cost, which approximates actual cost (first-in, first-out) or market. Raw materials are recorded at the lower of cost (first-in, first-out) or market. Inventory valuation reserves are maintained for the estimated impairment of the inventory. Impairment may be a result of slow-moving or excess inventory, product obsolescence or changes in the valuation of the inventory. In determining the adequacy of reserves, we analyze the following, among other things:

- Current inventory quantities on hand;
- Product acceptance in the marketplace;
- Customer demand;
- Historical sales;
- Forecast sales;
- Product obsolescence;
- Strategic marketing and production plans;
- Technological innovations; and
- Character of the inventory as a distributed item, finished manufactured item or raw material.

Any modifications to estimates of inventory valuation reserves are reflected in cost of goods sold within the statements of operations during the period in which such modifications are determined necessary by management. As of June 30, 2023 and 2022, our inventory valuation reserve balance, was approximately \$496,000 and \$379,000, respectively, and our inventory balance was \$7,403,000 and \$12,071,000, net of reserves, respectively.

#### *Revenue Recognition*

Our sales force and distributors sell Manufactured and Distributed Products to end users, including orthopedists, physical therapists, chiropractors, athletic trainers, sports medicine practitioners, clinics, and hospitals. Revenue is recognized when performance obligations under the terms of a contract with a customer are satisfied which occurs upon the transfer of control of a product. This occurs either upon shipment or delivery of goods, depending on whether the contract is FOB origin or FOB destination. Revenue is measured as the amount of consideration expected to be received in exchange for transferring products to a customer. Contracts sometimes allow for forms of variable consideration including rebates and incentives. In these cases, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring products to customers utilizing the most likely amount method. Rebates and incentives are estimated based on contractual terms or historical experience and a liability is maintained for rebates and incentives that have been earned but are unpaid. Revenue is reduced by estimates of potential future contractual discounts including prompt payment discounts. Provisions for contractual discounts are recorded as a reduction to revenue in the period sales are recognized. Estimates are made of the contractual discounts that will eventually be incurred. Contractual discounts are estimated based on negotiated contracts and historical experience. Shipping and handling activities are accounted for as fulfillment activities. As such, shipping and handling are not considered promised services to our customers. Costs for shipping and handling of products to customers are recorded as cost of sales.

#### *Allowance for Doubtful Accounts*

We must make estimates of the collectability of accounts receivable. In doing so, we analyze historical bad debt trends, customer credit worthiness, current economic trends and changes in customer payment patterns when evaluating the adequacy of the allowance for doubtful accounts. Our accounts receivable balance was \$3,722,000 and \$5,416,000, net of allowance for doubtful accounts of \$131,000 and \$248,000 as of June 30, 2023 and 2022, respectively.

#### *Deferred Income Taxes*

A valuation allowance is required when there is significant uncertainty as to the realizability of deferred tax assets. The realization of deferred tax assets is dependent upon our ability to generate sufficient taxable income within the carryforward periods provided for in the tax law for each tax jurisdiction. We have considered the following possible sources of taxable income when assessing the realization of our deferred tax assets:

- future reversals of existing taxable temporary differences;
- future taxable income or loss, exclusive of reversing temporary differences and carryforwards;
- tax-planning strategies; and
- taxable income in prior carryback years.

We considered both positive and negative evidence in determining the continued need for a valuation allowance, including the following:

#### *Positive evidence:*

- Current forecasts indicate that we will generate pre-tax income and taxable income in the future. However, there can be no assurance that our strategic plans will result in profitability.
- A majority of our tax attributes have indefinite carryover periods.

#### *Negative evidence:*

- We have eleven years of losses out of the last twelve fiscal years as of June 30, 2023.

We place more weight on objectively verifiable evidence than on other types of evidence and management currently believes that available negative evidence outweighs the available positive evidence. We have therefore determined that we do not meet the “more likely than not” threshold that deferred tax assets will be realized. Accordingly, a valuation allowance is required. Any reversal of the valuation allowance in future periods will favorably impact our results of operations in the period of reversal. As of June 30, 2023 and June 30, 2022, we recorded a full valuation allowance against our net deferred income tax assets. As of June 30, 2023, the Company had federal and state operating loss carryforwards of \$19.2 million and \$8.7 million, respectively. The federal net operating loss carryforwards have carryforward periods that are indefinite or begin to expire in 2037. The state net operating loss carryforwards have carryforward periods that are indefinite or have various expirations.

#### **Recent Accounting Pronouncements**

See Note 1 to the Consolidated Financial Statements included in Item 8 of the Form 10-K for a description of recent accounting pronouncements.

#### **Off-Balance Sheet Financing**

We have no off-balance sheet debt or similar obligations. We have no transactions or obligations with related parties that are not disclosed, consolidated into or reflected in our reported results of operations or financial position. We do not guarantee any third-party debt.

#### **Business Plan and Outlook**

This past year our focus has been on driving profitability in our business through continued business optimization initiatives and new product launches, while continuing to build our restorative products platform for long-term success.

We are confident that the steps we have taken will position the Company for success moving forward. In fiscal 2024, we are focused on executing our strategies as follows:

- Drive sales through enhancing our partnerships with key strategic accounts, demand generation, and continuing to deliver a superior customer experience;
- Increase our operating profitability through disciplined product portfolio management; and
- Pursue merger and acquisition opportunities in our core markets through pipeline management, disciplined valuation, and superior execution.

We are actively pursuing an acquisition strategy to consolidate other manufacturers in our core markets (i.e. physical therapy, rehabilitation, orthopedics, pain management, and athletic training).

**Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

Not Applicable.

**Item 8. Financial Statements and Supplementary Data**

Audited consolidated financial statements and related documents required by this item are included in this report on the pages indicated in the following table:

	<u>Page</u>
Report of Independent Registered Public Accounting Firm for the years ended June 30, 2023 and 2022 (PCAOB ID 270)	22
Consolidated Balance Sheets as of June 30, 2023 and 2022	23
Consolidated Statements of Operations for the years ended June 2023 and 2022	24
Consolidated Statements of Stockholders' Equity for the years ended June 30, 2023 and 2022	25
Consolidated Statements of Cash Flows for the years ended June 30, 2023 and 2022	26
Notes to Consolidated Financial Statements	27

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders  
Dynatronics Corporation

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of Dynatronics Corporation and subsidiaries (collectively, the Company) as of June 30, 2023 and 2022, the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the two-year period ended June 30, 2023, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the consolidated financial position of the Company as of June 30, 2023 and 2022, and the results of their operations and their cash flows for each of the years in the two-year period ended June 30, 2023, in conformity with U.S. generally accepted accounting principles.

### *Basis for Opinion*

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's 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 audits to obtain reasonable assurance about whether the 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 risk of material misstatement of the 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 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 financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

### **Estimation of the Fair Value of Goodwill and Intangible Assets**

As more fully described in Notes 1 and 4 to the consolidated financial statements, given the Company's historical operating loss, the Company evaluated its goodwill and intangible assets for impairment as of the Company's fiscal year-end.

Auditing the Company's annual impairment assessments was complex and highly judgmental due to the significant estimation required in determining the fair value of the reporting units for goodwill and the fair value of the intangible assets. In particular, the fair value estimates were sensitive to significant assumptions, such as changes in the revenue growth rate, customer retention rate, expected cash outflows, gross margins, and other factors, which are affected by expectations about future market or economic conditions.

Our testing of the Company's measurements of fair value included, among other procedures, evaluating the significant assumptions and operating data used to estimate fair value.

We have served as the Company's auditors since October 24, 2016.

/s/ Tanner LLC

Salt Lake City, Utah  
September 28, 2023



**DYNATRONICS CORPORATION**  
**Consolidated Balance Sheets**  
**As of June 30, 2023 and 2022**

	<u>2023</u>	<u>2022</u>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 398,797	\$ 550,110
Restricted cash	154,073	151,207
Trade accounts receivable, less allowance for doubtful accounts of \$131,403 and \$248,224 as of June 30, 2023 and June 30, 2022, respectively	3,721,677	5,416,044
Other receivables	39,678	446,493
Inventories, net	7,403,194	12,071,292
Prepaid expenses	701,456	590,820
<b>Total current assets</b>	<b>12,418,875</b>	<b>19,225,966</b>
Property and equipment, net	2,448,282	2,911,420
Operating lease assets	3,631,780	1,565,530
Intangible assets, net	3,618,275	4,240,725
Goodwill	7,116,614	7,116,614
Other assets	829,049	373,740
<b>Total assets</b>	<b>\$ 30,062,875</b>	<b>\$ 35,433,995</b>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 4,529,703	\$ 6,168,961
Accrued payroll and benefits expense	877,781	1,359,624
Accrued expense	891,467	862,438
Warranty reserve	115,637	197,156
Current portion of long-term debt	—	5,362
Current portion of finance lease liability	286,522	321,085
Current portion of deferred gain	150,448	150,448
Current portion of operating lease liability	1,075,690	846,304
Other liabilities	13,744	23,967
<b>Total current liabilities</b>	<b>7,940,992</b>	<b>9,935,345</b>
Finance lease liability, net of current portion	1,731,868	1,938,531
Deferred gain, net of current portion	777,314	927,762
Operating lease liability, net of current portion	2,554,450	727,310
Other liabilities	201,725	206,489
<b>Total liabilities</b>	<b>13,206,349</b>	<b>13,735,437</b>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, no par value: Authorized 50,000,000 shares; 3,351,000 shares issued and outstanding as of June 30, 2023 and June 30, 2022, respectively	7,980,788	7,980,788
Common stock, no par value: Authorized 100,000,000 shares; 4,044,984 shares and 3,639,663 shares issued and outstanding as of June 30, 2023 and June 30, 2022, respectively	34,355,315	33,533,003
Accumulated deficit	(25,479,577)	(19,815,233)
<b>Total stockholders' equity</b>	<b>16,856,526</b>	<b>21,698,558</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 30,062,875</b>	<b>\$ 35,433,995</b>

See accompanying notes to consolidated financial statements.

**DYNATRONICS CORPORATION**  
**Consolidated Statements of Operations**  
**For the Years Ended June 30, 2023 and 2022**

	<u>2023</u>	<u>2022</u>
Net sales	\$ 40,609,372	\$ 44,338,490
Cost of sales	30,459,270	33,665,076
Gross profit	10,150,102	10,673,414
Selling, general, and administrative expenses	15,001,765	15,429,537
Operating loss	(4,851,663)	(4,756,123)
Other income (expense):		
Interest expense, net	(118,307)	(147,987)
Other income (expense), net	(3,398)	910,995
Net other income (expense)	(121,705)	763,008
Loss before income taxes	(4,973,368)	(3,993,115)
Income tax benefit	-	-
Net loss	(4,973,368)	(3,993,115)
Preferred stock dividend, in common stock, issued or to be issued	(690,976)	(733,384)
Net loss attributable to common stockholders	<u>\$ (5,664,344)</u>	<u>\$ (4,726,499)</u>
Net loss per common share:		
Basic and diluted	\$ (1.46)	\$ (1.32)
Weighted average shares outstanding:		
Basic and diluted	3,870,670	3,570,655

See accompanying notes to consolidated financial statements.

**DYNATRONICS CORPORATION**  
**Consolidated Statements of Stockholders' Equity**  
**For the Years Ended June 30, 2023 and 2022**

	Common stock		Preferred stock		Accumulated deficit	Total stockholders' equity
	Shares	Amount	Shares	Amount		
<b>Balance at June 30, 2021</b>	3,472,931	\$ 32,621,471	3,351,000	\$ 7,980,788	\$ (15,088,734)	\$ 25,513,525
Stock-based compensation	23,323	178,148	-	-	-	178,148
Preferred stock dividend, in common stock, issued or to be issued	143,409	733,384	-	-	(733,384)	-
Net loss	-	-	-	-	(3,993,115)	(3,993,115)
<b>Balance at June 30, 2022</b>	3,639,663	33,533,003	3,351,000	7,980,788	(19,815,233)	21,698,558
Adjustment for fractional shares	7,224	-	-	-	-	-
Stock-based compensation	33,732	131,336	-	-	-	131,336
Preferred stock dividend, in common stock, issued or to be issued	364,365	690,976	-	-	(690,976)	-
Net loss	-	-	-	-	(4,973,368)	(4,973,368)
<b>Balance at June 30, 2023</b>	<u>4,044,984</u>	<u>\$ 34,355,315</u>	<u>3,351,000</u>	<u>\$ 7,980,788</u>	<u>\$ (25,479,577)</u>	<u>\$ 16,856,526</u>

See accompanying notes to consolidated financial statements.

**DYNATRONICS CORPORATION**  
**Consolidated Statements of Cash Flows**  
**For the Years Ended June 30, 2023 and 2022**

	<u>2023</u>	<u>2022</u>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (4,973,368)	\$ (3,993,115)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization of property and equipment	726,386	733,646
Amortization of intangible assets	622,450	688,150
Amortization of other assets	—	13,184
Loss on sale of property and equipment	—	24,163
Stock-based compensation	131,336	178,148
Change in allowance for doubtful accounts receivable	(116,821)	(150,663)
Change in allowance for inventory obsolescence	116,725	(247,771)
Amortization of deferred gain on sale/leaseback	(150,448)	(150,448)
Change in operating assets and liabilities:		
Trade accounts receivable	1,811,188	377,635
Inventories	4,551,373	(5,325,594)
Prepaid expenses and other receivables	296,179	1,445,798
Other assets	(455,308)	16,992
Accounts payable, accrued expenses, and other current liabilities	(2,188,578)	1,505,450
<b>Net cash provided by (used in) operating activities</b>	<u>371,114</u>	<u>(4,884,425)</u>
<b>Cash flows from investing activities:</b>		
Purchase of property and equipment	(186,854)	(317,811)
<b>Net cash used in investing activities</b>	<u>(186,854)</u>	<u>(317,811)</u>
<b>Cash flows from financing activities:</b>		
Principal payments on long-term debt	(5,362)	(13,448)
Principal payments on finance lease liability	(327,345)	(336,643)
<b>Net cash used in financing activities</b>	<u>(332,707)</u>	<u>(350,091)</u>
<b>Net change in cash and cash equivalents and restricted cash</b>	<u>(148,447)</u>	<u>(5,552,327)</u>
Cash and cash equivalents and restricted cash at beginning of the period	<u>701,317</u>	<u>6,253,644</u>
Cash and cash equivalents and restricted cash at end of the period	<u>\$ 552,870</u>	<u>\$ 701,317</u>
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for interest	\$ 244,421	\$ 148,004
<b>Supplemental disclosure of non-cash investing and financing activities</b>		
Preferred stock dividend, in common stock, issued or to be issued	\$ 690,976	\$ 733,384
Inventory reclassified to loaner equipment	—	28,168
Operating lease right-of-use assets obtained in exchange for lease obligations	2,973,474	—
Finance lease right-of-use assets obtained in exchange for lease obligations	86,119	—

See accompanying notes to consolidated financial statements.

**DYNATRONICS CORPORATION**  
**Notes to Consolidated Financial Statements**  
**June 30, 2023 and 2022**

**Note 1. Basis of Presentation and Summary of Significant Accounting Policies**

***Description of Business***

Dynatronics Corporation (“Company,” “Dynatronics”) is a leading medical device company committed to providing high-quality products designed to accelerate optimal health. The Company designs, manufactures, and sells a broad range of products for clinical use in physical therapy, rehabilitation, orthopedics, pain management, and athletic training. Through its distribution channels, Dynatronics markets and sells to orthopedists, physical therapists, chiropractors, athletic trainers, sports medicine practitioners, clinics, and hospitals.

***Principles of Consolidation***

The consolidated financial statements include the accounts and operations of Dynatronics Corporation and its wholly owned subsidiaries, Hausmann Enterprises, LLC, Bird & Cronin, LLC and Dynatronics Distribution Company, LLC. The consolidated financial statements are prepared in conformity with U.S. generally accepted accounting principles (U.S. GAAP). All significant intercompany account balances and transactions have been eliminated in consolidation.

***Cash and Cash Equivalents and Restricted Cash***

Cash and cash equivalents include all highly liquid investments with maturities of three months or less at the date of purchase. Also included within cash and cash equivalents are deposits in-transit from banks for payments related to third-party credit card and debit card transactions. Cash and cash equivalents totaled approximately \$399,000 and \$550,000 as of June 30, 2023 and 2022, respectively. Restricted cash totaled approximately \$154,000 and \$151,000 as of June 30, 2023 and 2022, respectively, and primarily consisted of a certificate of deposit.

***Inventories***

Finished goods inventories are stated at the lower of standard cost, which approximates actual cost using the first-in, first-out method, or net realizable value. Raw materials are stated at the lower of cost (first-in, first-out method) or net realizable value. The Company periodically reviews the value of items in inventory and records write-downs or write-offs based on its assessment of slow moving or obsolete inventory. The Company maintains a reserve for obsolete inventory and generally makes inventory value adjustments against the reserve.

***Trade Accounts Receivable***

Trade accounts receivable are recorded at the invoiced amount and do not bear interest, although finance charges may be applied to past due accounts. The Company maintains an allowance for doubtful accounts that is the Company’s estimate of credit risk in the Company’s existing accounts receivable. The Company determines the allowance based on a combination of statistical analysis, historical collection patterns, customers’ current credit worthiness, the age of account balances, and general economic conditions. All account balances are reviewed on an individual basis. Account balances are charged against the allowance when the potential for recovery is considered remote. Recoveries of accounts previously written off are recognized when payment is received.

***Property and Equipment***

Property and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Buildings and improvements are depreciated over estimated useful lives that range from 5 to 31 years. Leasehold improvements are amortized over the remaining term of the respective building lease. Machinery, office equipment, computer equipment and software and vehicles are depreciated over estimated useful lives that range from 3 to 7 years.

***Goodwill***

Goodwill resulted from the Hausmann and Bird & Cronin acquisitions. Goodwill in a business combination represents the purchase price in excess of identifiable tangible and intangible assets. Goodwill and intangible assets that have an indefinite useful life are not amortized. Instead they are reviewed periodically for impairment.

The Company evaluates goodwill on an annual basis in the fourth quarter or more frequently if management believes indicators of impairment exist. Such indicators could include, but are not limited to (1) a significant adverse change in legal factors or in business climate, (2) unanticipated competition, or (3) an adverse action or assessment by a regulator. The Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill. If management concludes that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, management conducts a quantitative goodwill impairment test. The impairment test involves comparing the fair value of the applicable reporting unit with its carrying value. The Company estimates the fair values of its reporting units using a combination of the income, or discounted cash flows, approach and the market approach, which utilizes comparable companies’ data. If the carrying amount of a reporting unit exceeds the reporting unit’s fair value, an impairment loss is recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit. The Company’s evaluation of goodwill completed during the year resulted in no impairment losses.

***Long-Lived Assets***

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized for the difference between the carrying amount of the asset and the fair value of the asset. Assets to be disposed are separately presented in the balance sheet at the lower of net book value or fair value less estimated disposition costs, and are no longer depreciated.

***Intangible Assets***

Costs associated with the acquisition of trademarks, certain trade names, license rights and non-compete agreements are capitalized and amortized using the straight-line method over periods ranging from 3 months to 20 years. Trade names determined to have an indefinite life are not amortized, but are required to be tested for impairment and written down, if necessary. The Company assesses indefinite lived intangible assets for impairment each fiscal year or more frequently if events and circumstances indicate impairment may have occurred.

## **Leases**

Management determines if a contract is or contains a lease at inception or modification of a contract. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. Control over the use of the identified asset means the lessee has both (a) the right to obtain substantially all of the economic benefits from the use of the asset and (b) the right to direct the use of the asset. Such assets are classified as right-of-use (“ROU”) assets with a corresponding lease liability.

Finance and operating lease ROU assets and liabilities are recorded at commencement at the present value of future minimum lease payments over the expected lease term. As the implicit discount rate for the present value calculation is not determinable in most of the Company’s leases, management uses the Company’s incremental borrowing rate based on the information available at commencement of the lease. The expected lease terms include options to extend the lease when it is reasonably certain the Company will exercise such options. Lease expense for minimum lease payments is recognized on a straight-line basis over the expected lease term. Leases with an expected term of 12 months or less are not accounted for on the balance sheet and the related lease expense is recognized on a straight-line basis over the expected lease term.

The Company has operating and finance leases for various administrative, manufacturing, and distribution facilities and equipment. Most of the Company’s leases include one or more options to renew and extend the lease term two years to five years. The exercise of lease renewal options is typically at the Company’s sole discretion, however, as a material economic incentive to exercise the option exists, the majority of renewals to extend the lease terms are included in the ROU assets and lease liabilities as they are reasonably certain of exercise. The Company’s lease agreements do not contain any material non-lease components, residual value guarantees, or material restrictive covenants.

## **Revenue Recognition**

The Company recognizes revenue when performance obligations under the terms of a contract with a customer are satisfied which occurs upon the transfer of control of a product. This occurs either upon shipment or delivery of goods, depending on whether the contract is FOB origin or FOB destination. Revenue is measured as the amount of consideration expected to be received in exchange for transferring products to a customer. Contracts sometimes allow for forms of variable consideration including rebates and incentives. In these cases, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring products to customers utilizing the most likely amount method. Rebates and incentives are estimated based on contractual terms or historical experience and a liability is maintained for rebates and incentives that have been earned but are unpaid. Revenue is reduced by estimates of potential future contractual discounts including prompt payment discounts. Provisions for contractual discounts are recorded as a reduction to revenue in the period sales are recognized. Estimates are made of the contractual discounts that will eventually be incurred. Contractual discounts are estimated based on negotiated contracts and historical experience. Shipping and handling activities are accounted for as fulfillment activities. As such, shipping and handling are not considered promised services to our customers. Costs for shipping and handling of products to customers are recorded as cost of sales.

## **Product Warranty Costs**

The Company provides a warranty on all products it manufactures for time periods ranging in length from 90 days to fifteen years from the date of sale. Costs estimated to be incurred in connection with the Company’s product warranty programs are charged to expense as products are sold based on historical warranty rates. The Company maintains a reserve for estimated product warranty costs to be incurred related to products previously sold.

## **Net Loss per Common Share**

Net loss per common share is computed based on the weighted-average number of common shares outstanding and, when appropriate, dilutive potential common shares outstanding during the year. Convertible preferred stock, stock options and warrants are considered to be potential common shares. The computation of diluted net income (loss) per common share does not assume exercise or conversion of securities that would have an anti-dilutive effect.

Basic net loss per common share is the amount of net loss for the year available to each weighted-average share of common stock outstanding during the year. Diluted net loss per common share is the amount of net loss for the year available to each weighted-average share of common stock outstanding during the year and to each potential common share outstanding during the year, unless inclusion of potential common shares would have an anti-dilutive effect.

Weighted average outstanding options, warrants and convertible preferred stock for common shares not included in the computation of diluted net loss per common share because they were anti-dilutive, totaled 978,201 and 1,562,900 for the years ended June 30, 2023 and 2022, respectively.

## **Income Taxes**

The Company recognizes an asset or liability for the deferred income tax consequences of all temporary differences between the tax bases of assets and liabilities and their reported amounts in the consolidated financial statements that will result in taxable or deductible amounts in future years when the reported amounts of the assets and liabilities are recovered or settled. Accounting standards require the consideration of a valuation allowance for deferred tax assets if it is “more likely than not” that some component or all of the benefits of deferred tax assets will not be realized. Accruals for uncertain tax positions are provided for in accordance with applicable accounting standards. The Company may recognize the tax benefits from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Judgment is required in assessing the future tax consequences of events that have been recognized in the financial statements or tax returns. Variations in the actual outcome of these future tax consequences could materially impact the Company’s financial position, results of operations and cash flows.

## **Stock-Based Compensation**

Stock-based compensation cost is measured at the grant date based on the fair value of the award determined by using the Black-Scholes option-pricing model and is recognized as expense over the applicable vesting period of the stock award (zero to five years) using the straight-line method.

## **Reverse Stock Split**

On November 17, 2022, the Company’s shareholders approved Articles of Amendment to the Company’s Amended and Restated Articles of Incorporation (the “Articles of Amendment”) to effect a reverse stock split at a ratio in the range of 1-for-2 to 1-for-5, with such ratio to be determined in the discretion of the Company’s board of directors and with such reverse stock split to be effected at such time and date, if at all, as determined by the Company’s board of directors in its sole discretion. Thereafter, the Company’s Board of Directors set the split ratio in the reverse stock split at 1-for-5 and approved and authorized the filing of the Articles of Amendment to effect the reverse stock split with the Utah Department of Commerce, Division of Corporations and Commercial Code. The Articles of Amendment and reverse stock split became effective at 5:00 p.m. Eastern Standard Time on February 1, 2023. At the effective time, every five issued and outstanding shares of common stock were converted into one share of common stock, with any fractional shares resulting from the reverse stock split rounded up to the nearest whole share. The reverse stock split did not affect the Company’s authorized shares of common stock or preferred stock, which remained at 100,000,000 and 50,000,000 shares, respectively. The par value of each share of common stock remained unchanged. Proportionate adjustments were made to the

per share exercise price and/or the number of shares issuable upon the exercise or vesting of all stock options, restricted stock and warrants outstanding at February 1, 2023, which resulted in a proportional decrease in the number of shares of the Company's common stock reserved for issuance upon exercise or vesting of such stock options, restricted stock and warrants, and, in the case of stock options and warrants, a proportional increase in the exercise price of all such stock options and warrants. Additionally, the reverse stock split had no impact on the number of shares of the Company's preferred stock issued and outstanding. However, the conversion price of the outstanding preferred stock increased and the number of shares of common stock issuable upon conversion of such preferred stock decreased in proportion to the 1-for-5 split ratio. Unless noted, all common shares and per share amounts contained in the consolidated financial statements have been retroactively adjusted to reflect a one-for-five reverse stock split.

### **Employee Retention Credit**

The Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") provided an employee retention credit which was a refundable tax credit against certain employment taxes. The Consolidated Appropriations Act extended and expanded the availability of the employee retention credit through June 30, 2021. Subsequently, the American Rescue Plan Act of 2021 extended the availability of the employee retention credit through December 31, 2021. This new legislation amended the employee retention credit to be equal to 70% of qualified wages paid to employees after December 31, 2020, and before January 1, 2022. During calendar year 2021, a maximum of \$10,000 in qualified wages for each employee per qualifying calendar quarter may be counted in determining the 70% credit. Therefore, the maximum tax credit that can be claimed by an eligible employer is \$7,000 per employee per qualifying calendar quarter of 2021. The Company qualifies for the employee retention credit for quarters that experience a significant decline in gross receipts, defined as quarterly gross receipts that are less than 80 percent of its gross receipts for the same calendar quarter in 2019. The Infrastructure Investment and Jobs Act retroactively ended the employee retention credit as of September 30, 2021. The Company qualified for the credit beginning on January 1, 2021 and received credits for qualified wages through September 30, 2021. During the year ended June 30, 2022, the Company recorded an employee retention credit totaling \$1,143,000, of which, \$97,000, \$103,000, and \$943,000 was recorded within cost of sales, selling, general, and administrative, and other income, respectively, on the Company's consolidated statements of operations.

### **Other Receivables**

Other receivables consist of amounts due from the U.S. federal government for the employee retention credit and amounts due from our contract manufacturer for raw materials components provided for use in the production of our products. Payments are due from our contract manufacturer based on the usage of raw material components. As of June 30, 2022, other receivables included \$446,000 due from our contract manufacturer. Due to new information received, we identified \$430,000 due from our contract manufacturer that would not be received within the year, and, therefore, reclassified this amount within other assets on the June 30, 2023 consolidated balance sheet.

### **Concentration of Risk**

In the normal course of business, the Company provides unsecured credit to its customers. Most of the Company's customers are involved in the medical industry. The Company performs ongoing credit evaluations of its customers and maintains allowances for probable losses which, when realized, have been within the range of management's expectations. The Company maintains its cash in bank deposit accounts which at times may exceed federally insured limits.

As of June 30, 2023 and 2022, the Company had approximately \$246,000 and \$455,000, respectively, in cash and cash equivalents in excess of federally insured limits. The Company has not experienced any losses in such accounts. Certain of the Company's employees are covered by a collective bargaining agreement. As of June 30, 2023, approximately 39% of the Company's employees were covered by a collective bargaining agreement scheduled to expire in 2025.

For the year ended June 30, 2023, the Company had two customers that represented 12.1% and 11.3% of net accounts receivable.

### **Operating Segments**

The Company operates in one line of business: the development, manufacturing, marketing, and distribution of a broad line of medical products for the orthopedic, physical therapy and similar markets. As such, the Company has only one reportable operating segment.

### **Use of Estimates**

Management of the Company has made a number of estimates and assumptions relating to the reporting of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities in accordance with U.S. GAAP. Significant items subject to such estimates and assumptions include the impairment and useful lives of long-lived assets; valuation allowances for doubtful accounts receivables, deferred income taxes, and obsolete inventories; accrued product warranty costs; and fair values of assets acquired and liabilities assumed in an acquisition. Actual results could differ from those estimates.

### **Recent Accounting Pronouncement**

In August 2020, the FASB issued ASU 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): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity, which is intended to simplify the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity's own equity. The guidance allows for either full retrospective adoption or modified retrospective adoption. The guidance is effective for the Company in the first quarter of fiscal year 2025 and early adoption is permitted. The Company is evaluating the impact adoption of this guidance will have on its consolidated financial statements.

The Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **Note 2. Inventories**

Inventories consist of the following as of June 30:

	<b>2023</b>	<b>2022</b>
Raw materials	\$ 4,693,634	\$ 6,536,951
Work in process	66,359	313,549
Finished goods	3,139,131	5,599,997
Inventory reserve	(495,930)	(379,205)
	<u>\$ 7,403,194</u>	<u>\$ 12,071,292</u>

Included in cost of goods sold for the years ended June 30, 2023 and 2022, are inventory write-offs of approximately \$254,000 and \$155,000, respectively. The write-offs reflect inventories related to discontinued product lines, excess repair parts, product rejected for quality standards, and other non-performing inventories.

### Note 3. Property and Equipment

Property and equipment consist of the following as of June 30:

	<b>2023</b>	<b>2022</b>
Buildings	\$ 3,958,046	\$ 3,917,972
Machinery and equipment	2,007,286	1,970,607
Office equipment	417,746	288,041
Computer equipment	826,126	759,611
	7,209,204	6,936,231
Less accumulated depreciation and amortization	(4,760,922)	(4,024,811)
	<u>\$ 2,448,282</u>	<u>\$ 2,911,420</u>

Depreciation expense for the years ended June 30, 2023 and 2022 was \$421,514 and \$393,756, respectively.

Included in the above caption, "Buildings" as of June 30, 2023 and 2022 is a building lease that is accounted for as a finance lease asset (see Notes 6 and 7) with a gross value of \$3,800,000.

### Note 4. Intangible Assets

Identifiable intangible assets, other than goodwill, consisted of the following as of and for the years ended June 30, 2023 and 2022:

	<b>Trade name - indefinite life</b>	<b>Non- compete covenant</b>	<b>Customer relationships</b>	<b>Total</b>
<b>Gross carrying amount</b>				
June 30, 2021	\$ 1,084,000	\$438,000	\$ 6,183,000	\$ 7,705,000
Additions	-	-	-	-
Disposals	-	-	-	-
June 30, 2022	\$ 1,084,000	\$438,000	\$ 6,183,000	\$ 7,705,000

#### Accumulated Amortization

June 30, 2021	\$ -	\$364,000	\$ 2,412,125	\$2,776,125
Additions	-	69,850	618,300	688,150
Disposals	-	-	-	-
June 30, 2022	-	433,850	3,030,425	3,464,275
<b>Net book value at June 30, 2022</b>	<u>\$ 1,084,000</u>	<u>\$ 4,150</u>	<u>\$ 3,152,575</u>	<u>\$4,240,725</u>

	<b>Trade name - indefinite life</b>	<b>Non- compete covenant</b>	<b>Customer relationships</b>	<b>Total</b>
<b>Gross carrying amount</b>				
June 30, 2022	\$ 1,084,000	\$438,000	\$ 6,183,000	\$ 7,705,000
Additions	-	-	-	-
Disposals	-	-	-	-
June 30, 2023	<u>\$ 1,084,000</u>	<u>\$438,000</u>	<u>\$ 6,183,000</u>	<u>\$ 7,705,000</u>

#### Accumulated Amortization

June 30, 2022	\$ -	\$433,850	\$ 3,030,425	\$3,464,275
Additions	-	4,150	618,300	622,450
Disposals	-	-	-	-
June 30, 2023	-	438,000	3,648,725	4,086,725
<b>Net book value at June 30, 2023</b>	<u>\$ 1,084,000</u>	<u>\$ -</u>	<u>\$ 2,534,275</u>	<u>\$3,618,275</u>



Amortization expense associated with the intangible assets was \$622,450 and \$688,150 for the fiscal years ended June 30, 2023 and 2022, respectively. Estimated future amortization expense for the identifiable intangible assets is expected to be as follows for the years ending June 30:

2024	\$ 618,300
2025	618,300
2026	618,300
2027	571,550
2028	107,825
Total	<u>\$2,534,275</u>

#### Note 5. Long-Term Debt

As of June 30, 2023 and 2022, long-term debt was \$0 and \$5,362, respectively. Long-term debt was paid off during the fiscal year ended June 30, 2023 and reached maturity in February 2023.

#### Note 6. Leases

Leases recorded on the balance sheets consist of the following:

		June 30, 2023	June 30, 2022
<b>Lease Assets</b>	<b>Classification on the Balance Sheet</b>		
Operating lease assets	Operating lease assets, net	\$ 3,631,780	\$ 1,565,530
Finance lease assets	Property and equipment, net	1,633,450	1,860,016
<b>Lease Liabilities</b>			
Current			
Operating	Current portion of operating lease liability	\$ 1,075,690	\$ 846,304
Finance	Current portion of finance lease liability	286,522	321,085
Noncurrent			
Operating	Operating lease liability, net of current portion	\$ 2,554,450	\$ 727,310
Finance	Finance lease liability, net of current portion	1,731,868	1,938,531

Other information related to lease term and discount rate is as follows:

	June 30, 2023	June 30, 2022
<b>Weighted Average Remaining Lease Term</b>		
Operating leases	4.0 years	2.0 years
Finance leases	6.1 years	7.0 years
<b>Weighted Average Discount Rate</b>		
Operating leases	8.5%	4.6%
Finance leases	5.6%	5.6%

The components of lease expense are as follows:

		Year Ended June 30, 2023	Year Ended June 30, 2022
<b>Operating lease cost</b>	<b>Classification on the Statement of Operations</b>		
Operating lease cost	Cost of sales	\$ 418,306	\$ 282,060
Operating lease cost	Selling, general, and administrative expenses	660,052	718,406
Short term lease cost	Selling, general, and administrative expenses	-	4,655
<b>Finance lease cost</b>			
Amortization of finance lease assets	Cost of sales	141,287	142,680
Amortization of finance lease assets	Selling, general, and administrative expenses	169,444	189,204
Interest on finance lease liabilities	Interest expense, net	119,639	133,510
Total lease cost		<u>\$ 1,508,728</u>	<u>\$ 1,470,515</u>

Future minimum lease payments as of June 30, 2023, are summarized as follows:

	Operating Leases	Finance Leases
<b>Year ending June 30</b>		
2024	\$ 1,323,600	\$ 404,650
2025	938,072	412,342
2026	752,833	420,188
2027	767,890	428,200
2028	584,513	428,080
Thereafter	-	495,832
Total future minimum lease payments	4,366,908	2,589,292
Less imputed interest	736,768	570,902
Total present value of lease liabilities	<u>\$ 3,630,140</u>	<u>\$ 2,018,390</u>

The Company has exercised the option to extend the term of the New Jersey facility operating lease by five years through March 31, 2028 and the Minnesota facility operating lease by two years through October 2024. The annual minimum lease payments for the New Jersey and Minnesota facilities are approximately \$478,000 and \$600,000, respectively.

The Company leases office, manufacturing and warehouse facilities in Northvale, New Jersey, and Eagan, Minnesota from employees, shareholders, and entities controlled by shareholders, who were previously principals of businesses acquired by the Company. The combined expenses associated with these related-party transactions totaled \$1,078,685 and \$995,811 for the years ended June 30, 2023 and 2022, respectively.

#### Note 7. Deferred Gain

On August 8, 2014, the Company sold the property that houses its operations in Utah and leased back the premises for a term of 15 years. The sale price was \$3,800,000.

The sale of the building resulted in a \$2,269,255 gain, which is recorded in the consolidated balance sheets as deferred gain that is being recognized as an offset to amortization in selling, general and administrative expenses over the 15 year life of the lease on a straight-line basis. The balance of the deferred gain was as follows as of June 30:

	2023	2022
Balance of deferred gain	\$ 927,762	\$ 1,078,210
Less current portion	(150,448)	(150,448)
Deferred gain, net of current portion	<u>\$ 777,314</u>	<u>\$ 927,762</u>

#### Note 8. Income Taxes

As of June 30, 2023 and June 30, 2022 there was no U.S. federal, state, or local income tax benefit.

The components of the Company's income tax benefit are as follows for the years ended June 30:

	2023	2022
Expected tax benefit	\$ 1,044,407	\$ 838,554
State taxes, net of federal tax benefit	156,392	125,854
Valuation allowance	(1,173,848)	(939,878)
Incentive stock options	(22,330)	(23,551)
Other, net	(4,621)	(978)
	<u>\$ -</u>	<u>\$ -</u>

The Company's deferred income tax assets and (liabilities) related to the tax effects of temporary differences are as follows as of June 30:

	2023	2022
<b>Net deferred income tax assets (liabilities):</b>		
Inventory capitalization for income tax purposes	\$ 43,155	\$ 72,773
Inventory reserve	120,153	91,016
Accrued employee benefit reserve	43,088	60,773
Warranty reserve	28,016	47,321
Accrued bonus and deferred payroll tax	-	136,384
Interest expense limitation	233,416	203,342
Allowance for doubtful accounts and other	85,351	114,130
Property and equipment, principally due to differences in depreciation	27,883	(34,830)
Research and development credit carryover	574,022	467,701
Deferred gain on sale lease-back	224,777	258,790
Operating loss carry forwards	4,719,831	3,585,760
Valuation allowance	(6,104,053)	(5,003,159)
Capitalized research and development	4,361	-
Total deferred income tax assets (liabilities)	<u>\$ -</u>	<u>\$ -</u>

Quarterly, the Company assesses the likelihood by jurisdiction that its net deferred income tax assets will be recovered. Based on the weight of all available evidence, both positive and negative, the Company records a valuation allowance against deferred income tax assets when it is more-likely-than-not that a future tax benefit will not be realized. When there is a change in judgment concerning the recovery of deferred income tax assets in future periods, a valuation allowance is recorded into earnings during the quarter in which the change in judgment occurred. As of June 30, 2023 and 2022, the Company has established a full valuation allowance.

As of June 30, 2023, the Company had federal and state operating loss carryforwards of \$19.2 million and \$8.7 million, respectively. The federal net operating loss carryforwards have carryforward periods that are indefinite or begin to expire in 2037. The state net operating loss carryforwards have carryforward periods that are indefinite or have various expirations. The Company has no uncertain tax positions as of June 30, 2023.

#### Note 9. Major Customers

During the fiscal year ended June 30, 2023, more than 10% of the Company's total net sales were generated from the following customers:

	<b>2023</b>
Customer A	\$ 4,698,525
Customer B	4,226,709

During the fiscal year ended June 30, 2022, no sales to any single customer exceeded 10% of total net sales.

#### Note 10. Common Stock and Common Stock Equivalents

The Company is a party to an equity distribution agreement (as amended, the "Equity Distribution Agreement") originally with Canaccord Genuity LLC and Roth Capital Partners LLC (the "Agents"), pursuant to which the Company may offer and sell up to \$3,875,150 of its common stock in one or more "at the market offerings" through the Agents under our Registration Statement on Form S-3 (File No. 333-256280), which was declared effective by the SEC on July 1, 2021 (the "2021 Registration Statement"), subject to applicable limitations on the aggregate market value of securities that may be sold during any 12 calendar month period imposed by Form S-3 on registrants having an aggregate market value of securities of less than \$75 million. Under the terms of the Equity Distribution Agreement, the Company has agreed to pay the Agent(s) participating in an applicable offering a fixed commission rate equal to 3.0% of the gross sale price per share of common stock sold in such offering. On April 7, 2023, the Company filed a prospectus supplement to the base prospectus included in the 2021 Registration Statement for the sale of up to \$2,671,513 of its common stock pursuant to the terms of the Equity Distribution Agreement (the "ATM"). As of the date hereof, the Company has not commenced any sales under the ATM.

The Company maintains an equity incentive plan for the benefit of employees. On December 3, 2018, the shareholders approved the 2018 equity incentive plan ("2018 Equity Plan"), setting aside 120,000 shares of common stock. On December 10, 2020, the shareholders approved a new 2020 equity incentive plan ("2020 Equity Plan"), setting aside 200,000 shares of common stock. Shares remaining available under the 2018 Equity Plan are eligible for use under the 2020 Equity Plan. Incentive and nonqualified stock options, restricted common stock, stock appreciation rights, and other share-based awards may be granted under the plans including performance-based awards. As of June 30, 2023, 198,084 shares of common stock (including shares previously available under the 2018 Equity Plan) remained authorized and reserved for issuance, but were not granted under the terms of the 2020 Equity Plan.

For the year ended June 30, 2023, the Company granted 10,000 shares of restricted common stock to directors in connection with compensation arrangements and 26,048 shares to employees. For the year ended June 30, 2022, the Company granted 12,000 shares of restricted common stock to directors in connection with compensation arrangements and 12,001 shares to employees.

The Company had not granted any options for the purchase of shares of common stock under its equity incentive plans during fiscal years 2023 and 2022, respectively.

No options were granted during fiscal year 2023 and 2022. The following table summarizes the Company's stock option activity during the reported fiscal years:

	2023			2022		
	Number of shares	Weighted average exercise price	Weighted average remaining contractual term	Number of shares	Weighted average exercise price	
Options outstanding at beginning of the year	28,000	\$ 7.80	4.75 years	28,000	\$ 7.80	
Options granted	-	n/a		-	n/a	
Options canceled or expired	-	n/a		-	n/a	
Options outstanding at end of the year	28,000	\$ 7.80	3.75 years	28,000	\$ 7.80	
Options exercisable at end of the year	22,250	\$ 8.26		15,500	\$ 9.00	
Range of exercise prices at end of the year		\$ 4.65 - 13.50			\$ 4.65 - 13.50	

The Company recognized \$131,336 and \$178,148 in stock-based compensation for the years ended June 30, 2023 and 2022, respectively, which is included in selling, general, and administrative expenses in the consolidated statements of operations. The stock-based compensation includes amounts for both restricted stock and stock options.

As of June 30, 2023, there was \$41,808 of unrecognized stock-based compensation cost that is expected to be expensed over the next two years.

No options were exercised during fiscal years 2023 and 2022. The aggregate intrinsic value of the outstanding options as of both June 30, 2023 and 2022 was \$0.

## Note 11. Convertible Preferred Stock and Common Stock Warrants

As of June 30, 2023, the Company had issued and outstanding a total of 1,992,000 shares of Series A 8% Convertible Preferred Stock (“Series A Preferred”) and 1,359,000 shares of Series B Convertible Preferred Stock (“Series B Preferred”). The Series A Preferred and Series B Preferred are convertible into a total of 670,200 shares of common stock. Dividends payable on these preferred shares accrue at the rate of 8% per year and are payable quarterly in stock or cash at the option of the Company. The Company generally pays the dividends on the preferred stock by issuing shares of our common stock. The formula for paying these dividends using common stock in lieu of cash can change the effective yield on the dividend to more or less than 8% depending on the market price of the common stock at the time of issuance. Certain redemption rights are attached to the Series A Preferred and Series B Preferred, but none of the redemption rights for cash are deemed outside the control of the Company. The redemption rights deemed outside the control of the Company require common stock payments or an increase in the dividend rate. The Series A Preferred and Series B Preferred includes a liquidation preference under which investors would receive cash equal to the stated value of their stock plus unpaid dividends. A forced conversion can be initiated based on a formula related to share price and trading volumes.

As of June 30, 2023, the Company had issued and outstanding a total of 273,935 warrants to purchase one share of Common Stock, exercisable at \$13.75 per share for cash only. The warrants are exercisable for 72 months from the date of issuance and carry a put feature in the event of a change in control. The put right is not subject to derivative accounting as all equity holders are treated the same in the event of a change in control. During the year ended June 30, 2023 a total of 584,701 warrants expired.

In connection with each of the issuances of the Series A Preferred, the Series B Preferred and the Series C Preferred, the Company recorded a deemed dividend related to a beneficial conversion feature, which reflects the difference between the underlying common share value of the Series A Preferred, the Series B Preferred, and the Series C Preferred shares as if converted, based on the closing price of the Company’s common stock on the date of the applicable transaction, less an amount of the purchase price assigned to the Series A Preferred, the Series B Preferred or the Series C Preferred, as applicable, in an allocation of purchase price between the preferred shares and common stock purchase warrants that were issued with the Series A Preferred, the Series B Preferred and the Series C Preferred.

The Company chose to pay preferred stock dividends by issuing common shares valued at \$690,976 in fiscal year 2023 and \$733,384 in fiscal year 2022. At June 30, 2023, there was \$172,399 in accrued dividends payable for the quarter ended June 30, 2023, which were paid by issuing 229,773 shares of common stock in July 2023.

In case of liquidation, dissolution or winding up of the Company, preferred stock has preferential treatment beginning with the Series A Preferred, then the Series B Preferred. After preferential amounts, if any, to which the holders of preferred stock may be entitled, the holders of all outstanding shares of common stock shall be entitled to share ratably in the remaining assets of the Company. Liquidation preference is as follows:

	Shares Designated	Shares Outstanding	Liquidation Value/ Preference
Series A Preferred	2,000,000	1,992,000	\$ 4,980,000
Series B Preferred	1,800,000	1,359,000	3,397,500

## Note 12. Employee Benefit Plan

The Company has deferred savings plans which qualify under Internal Revenue Code Section 401(k). The plans covers all employees of Dynatronics Corporation who are age 21 or older. For fiscal year 2023 and 2022, the Company made matching contributions of 50% of the first 6% of each employee’s contribution up to a maximum of \$3,000, with a four-year vesting schedule. Contributions to the plan for fiscal years 2023 and 2022 were \$241,139 and \$188,334, respectively. Matching contributions for future years are at the discretion of the Board of Directors.

## Note 13. Liquidity and Capital Resources

As of June 30, 2023, the Company had \$398,797 in cash and cash equivalents, compared to \$550,110 as of June 30, 2022. The Company believes that its existing revenue stream, cash flows from consolidated operations, and current capital resources provide sufficient liquidity to fund operations through at least September 30, 2024.

The Company is a party to an equity distribution agreement (as amended, the “Equity Distribution Agreement”) with Canaccord Genuity LLC and Roth Capital Partners LLC (the “Agents”), pursuant to which the Company may offer and sell up to \$3,875,150 of common stock in one or more “at the market offerings” through the Agents under our Registration Statement on Form S-3 (File No. 333-256280), which was declared effective by the SEC on July 1, 2021 (the “2021 Registration Statement”), subject to applicable limitations on the aggregate market value of securities that may be sold during any 12 calendar month period imposed by Form S-3 on registrants having an aggregate market value of securities of less than \$75 million. Under the terms of the Equity Distribution Agreement, the Company agreed to pay the Agents a fixed commission rate equal to 3.0% of the gross sale price per share of common stock sold. On April 7, 2023, the Company filed a prospectus supplement to the base prospectus included in the 2021 Registration Statement for the sale of up to \$2,671,513 of common stock pursuant to the terms of the Equity Distribution Agreement (the “ATM”). As of the date hereof, the Company had not commenced any sales under the ATM.

To fully execute on its business strategy of acquiring other entities, the Company will need to raise additional capital. Absent additional financing, the Company may have to curtail its current acquisition strategy.

As discussed in Note 15, on August 1, 2023, the Company entered into a Loan and Security Agreement which is expected to provide additional operating capital to the Company.

## Note 14. Revenue

As of June 30, 2023 and June 30, 2022, the rebate liability was \$191,459 and \$217,158, respectively. The rebate liability is included in accrued expenses in the accompanying consolidated balance sheets. As of June 30, 2023 and June 30, 2022, the allowance for sales discounts was \$13,589 and \$17,632, respectively. The allowance for sales discounts is included in trade accounts receivable, less allowance for doubtful accounts in the accompanying consolidated balance sheets.

The following table disaggregates revenue by major product category:

	<u>Year Ended June 30,</u>	
	<u>2023</u>	<u>2022</u>
Physical Therapy and Rehabilitation Products	\$ 22,056,592	\$ 23,196,669
Orthopedic Soft Bracing Products	18,450,062	21,033,599
Other	102,718	108,222
	<u>\$ 40,609,372</u>	<u>\$ 44,338,490</u>

**Note 15. Subsequent Events**

*Line of Credit*

On August 1, 2023, the Company entered into a Loan and Security Agreement (the "Loan Agreement") with Gibraltar Business Capital, LLC ("Lender"), to provide asset-based financing to the Company to be used for operating capital. Amounts available under the Loan Agreement (the "Revolving Loans") will be subject to a borrowing base calculation of up to a maximum availability of \$7,500,000 (the "Revolving Loan Commitment") and will bear interest at SOFR plus 5.00%. The Company paid a closing fee of 1.00% of the Revolving Loan Commitment and the line is subject to a monthly unused line fee in an annualized amount equal to 0.50% on the difference between the Revolving Loan Commitment and the average outstanding principal balance of the Revolving Loans for such month. The maturity date is three years from the date of the promissory note evidencing the Revolving Loans, subject to extension in accordance with the terms of the Loan Agreement.

The Loan Agreement provides for revolving credit borrowings by the Company in an amount up to the lesser of the Revolving Loan Commitment and a borrowing base amount equal to the sum of stated percentages of eligible accounts receivable and inventory, less reserves, computed on a weekly basis.

The obligations of the Company under the Loan Agreement are secured by a first-priority security interest in substantially all of the assets of the Company (including, without limitation, accounts receivable, equipment, inventory and other goods, intellectual property, contract rights and other general intangibles, cash, deposit accounts, equity interests in subsidiaries and joint ventures, investment property, documents and instruments, and proceeds of the foregoing).

The Loan Agreement contains affirmative and negative covenants, including covenants that restrict the ability of the Company and its subsidiaries to, among other things, incur or guarantee indebtedness, incur liens, dispose of assets, engage in mergers and consolidations, make acquisitions or other investments, make changes in the nature of its business, and engage in transactions with affiliates. The Loan Agreement also contains financial covenants applicable to the Company and its subsidiaries, including a maximum monthly consolidated leverage ratio of 1.0 to 1.0 if excess availability is less than \$1,000,000 of the borrowing base.

In June 2023, the Company incurred \$94,000 of debt issuance costs, which were recorded within other non-current assets on the June 30, 2023 consolidated balance sheet.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures****Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information that is required to be disclosed in our reports filed under the Securities Exchange Act of 1934, or Exchange Act, is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial and accounting officer), as appropriate, to allow timely decisions regarding any required disclosure. In designing and evaluating these disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Exchange Act, as of June 30, 2023. Based on this evaluation, our principal executive officer and principal financial officer concluded that as of June 30, 2023, our disclosure controls and procedures were effective, at a reasonable assurance level, to ensure that information we are required to disclose in the reports we file or submit under the Exchange Act is (a) recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and is (b) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

**Management's Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Under the supervision and with the participation of our management, including our principal executive officer and our principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of June 30, 2023. In making this assessment, management used the criteria that have been set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control – Integrated Framework (2013)*. Based on our evaluation under the COSO criteria, our management concluded that our internal control over financial reporting as of June 30, 2023 is effective.

This Annual Report on Form 10-K does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting since we are a smaller reporting company under the rules of the SEC. Management's report was not subject to attestation by our registered public accounting firm pursuant to an exemption for non-accelerated filers set forth in Section 989G of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

**Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the year ended June 30, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

None.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

## PART III

### **Item 10. Directors, Executive Officers, and Corporate Governance**

The information for this Item is incorporated by reference to the definitive proxy statement to be filed no later than 120 days after the close of our last fiscal year, pursuant to Regulation 14A under the Exchange Act.

### **Item 11. Executive Compensation**

The information for this Item is incorporated by reference to the definitive proxy statement to be filed no later than 120 days after the close of our last fiscal year, pursuant to Regulation 14A under the Exchange Act.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information for this Item is incorporated by reference to the definitive proxy statement to be filed no later than 120 days after the close of our last fiscal year, pursuant to Regulation 14A under the Exchange Act.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information for this Item is incorporated by reference to the definitive proxy statement to be filed no later than 120 days after the close of our last fiscal year, pursuant to Regulation 14A under the Exchange Act.

### **Item 14. Principal Accounting Fees and Services**

The information for this Item is incorporated by reference to the definitive proxy statement to be filed no later than 120 days after the close of our last fiscal year, pursuant to Regulation 14A under the Exchange Act.

## PART IV

### Item 15. Exhibits, Financial Statement Schedules

#### (a) Financial Statements and Schedules

The financial statements are set forth under Item 8 of this Annual Report on Form 10-K, as indexed below. Financial statement schedules have been omitted since they either are not required, not applicable, or the information is otherwise included.

#### Index to Financial Statements

	<u>Page</u>
Report of Independent Registered Public Accounting Firm for the years ended June 30, 2023 and 2022	22
Consolidated Balance Sheets as of June 30, 2023 and 2022	23
Consolidated Statements of Operations for the years ended June 30, 2023 and 2022	24
Consolidated Statements of Stockholders' Equity for the years ended June 30, 2023 and 2022	25
Consolidated Statements of Cash Flows for the years ended June 30, 2023 and 2022	26
Notes to Consolidated Financial Statements	27

#### (b) Exhibit Listing.

An index of exhibits incorporated by reference or filed with this Annual Report on Form 10-K is provided below.



<b>Exhibit Number</b>	<b>Description of Exhibit</b>	<b>Filing Reference</b>
3.1	Amended and Restated Articles of Incorporation of Dynatronics Corporation	Exhibit 3.1 to Registration Statement on Form S-3 filed January 27, 2017
3.2	Certificate Designating the Preferences, Rights, and Limitations of the Series A 8% Convertible Preferred Stock of the Registrant (Corrected)	Exhibit 3.1 to Current Report on Form 8-K, (File No. 000-12697) filed July 1, 2015
3.3	Certificate Designations, Preferences and Rights of the Series B Convertible Preferred Stock of Dynatronics Corporation	Exhibit 3.1 to Current Report on Form 8-K filed April 4, 2017
3.4	Articles of Amendment to Amended and Restated Articles of Incorporation of Dynatronics Corporation	Exhibit 3.1 to Current Report on Form 8-K filed February 1, 2023
3.5	Amended and Restated Bylaws of Dynatronics Corporation	Exhibit 3.2 to Current Report on Form 8-K filed July 22, 2015
4.1	Specimen Common Stock Certificate	Exhibit 4.1 to Current Report on Form 8-K filed February 1, 2023
4.2	Specimen Series A 8% Convertible Preferred Stock Certificate	Exhibit 4.2 on Registration Statement on Form S-3 (file no. 333-205934) filed July 29, 2015
4.3	Specimen Series B Convertible Preferred Stock Certificate	Exhibit 4.2 on Registration Statement on Form S-3 (file no. 333-217322) filed April 14, 2017
4.4	Form of Common Stock Purchase Warrant (A Warrant) 2015 A Warrant	Exhibit 4.1 to Current Report on Form 8-K (file no. 000-12697) filed July 1, 2015
4.5	Form of Common Stock Purchase Warrant (B Warrant) 2015 B Warrant	Exhibit 4.2 to Current Report on Form 8-K (file no. 000-12697) filed July 1, 2015
4.6	Form of Common Stock Purchase Warrant 2017	Exhibit 4.2 to Current Report on Form 8-K (file no. 000-12697) filed March 22, 2017
4.7	Form of Common Stock Purchase Warrant (September 2017)	Exhibit 4.1 to Current Report on Form 8-K (file no. 000-12697) filed September 27, 2017
4.8	Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities and Exchange Act of 1934	Filed herewith
10.1	Dynatronics Corporation 2015 Equity Incentive Award Plan and Forms of Statutory and Non-Statutory Stock Option Awards	Exhibit 4.1 to Registration Statement on Form S-8, effective September 3, 2015
10.2	Dynatronics Corporation 2018 Equity Incentive Plan	Appendix A to Definitive Proxy Statement on Schedule 14A filed October 10, 2018
10.3	Employment Agreement with John A. Krier, dated July 7, 2020	Exhibit 10.15 on Form 10-K filed September 24, 2020
10.4	Master Supply Agreement between Dynatronics Corporation and Ascentron, Inc., effective March 1, 2020	Exhibit 10.3 on Form 10-Q filed May 14, 2020
10.5	Equity Distribution Agreement, dated as of March 12, 2020, by and among Dynatronics Corporation, Canaccord Genuity LLC and Roth Capital Partners, LLC	Exhibit 1.1 to Current Report on Form 8-K filed March 13, 2020
10.6	Amendment 1 to Equity Distribution Agreement, dated as of September 27, 2021, by and among Dynatronics Corporation, Canaccord Genuity LLC and Roth Capital Partners, LLC	Filed herewith
10.7	Master Service Agreement with Milestone Medical Outsourcing, LLC, effective July 8, 2020	Exhibit 10.16 to Form 10-K filed September 24, 2020
10.8	Dynatronics Corporation 2020 Equity Incentive Plan	Appendix A to Definitive Proxy Statement on Schedule 14A filed October 27, 2020
10.9	Milestone Medical Master Service Agreement 90-day Termination	Exhibit 10.1 on Form 10-Q filed November 12, 2021
10.10	Employment Offer Letter with Brian D. Baker, effective January 17, 2022	Exhibit 10.1 to Current Report on Form 8-K filed January 19, 2022
10.11	Lease Agreement, dated as of October 2, 2017, by and between Dynatronics Corporation and Trapp Road Limited Liability Company	Exhibit 10.2 to Current Report on Form 8-K filed October 6, 2017
10.12	Lease Agreement, dated as of March 1, 2017, between Hausmann Industries, Inc. and Hausmann Enterprises, LLC	Exhibit 10.1 to Form 10-Q filed May 11, 2023
10.13	Amendment to Lease Agreement dated as of January 2018 between Hausmann Industries, Inc. and Hausmann Enterprises, LLC	Exhibit 10.1 to Form 10-Q filed May 11, 2023
10.14	Second Amendment to Lease Agreement dated effective as of April 1, 2023 between Hausmann Industries, Inc. and Hausmann Enterprises, LLC	Exhibit 10.1 to Current Report on Form 8-K filed April 6, 2023
10.15	Third Amendment to Lease Agreement dated as of September 18, 2023, but made effective as of July 1, 2023 between Hausmann Industries, Inc. and Hausmann Enterprises, LLC	Filed herewith
10.16	Loan and Security Agreement, dated as of August 1, 2023, by and among Dynatronics Corporation, Hausmann Enterprises LLC, Bird & Cronin LLC, Dynatronics Distribution Company, LLC and Gibraltar Business Capital, LLC	Exhibit 10.1 to Current Report on Form 8-K filed August 4, 2023
21	Subsidiaries of the registrant	Filed herewith
23.1	Consent of Tanner LLC	Filed herewith
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith

<b>Exhibit Number</b>	<b>Description of Exhibit</b>	<b>Filing Reference</b>
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
101.INS**	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded with the Inline XBRL document	
101.SCH**	Inline XBRL Taxonomy Extension Schema Document	
101.CAL**	Inline XBRL Taxonomy Extension Calculation Linkbase Document	
101.LAB**	Inline XBRL Taxonomy Extension Label 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)	

\*\* Pursuant to Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

**Item 16. Form 10-K Summary**

None.

## SIGNATURES

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

### DYNATRONICS CORPORATION

Date: September 28, 2023

By: /s/ John A. Krier

John A. Krier  
Chief Executive Officer, and Chief Financial Officer  
(Principal Executive Officer, Principal Financial Officer,  
and Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: September 28, 2023

By: /s/ John A. Krier

John A. Krier  
Chief Executive Officer, and Chief Financial Officer  
(Principal Executive Officer, Principal Financial Officer,  
and Principal Accounting Officer)

/s/ Erin S. Enright

Erin S. Enright  
Director, Chairman

/s/ David B. Holtz

David B. Holtz  
Director

/s/ Scott A. Klosterman

Scott A. Klosterman  
Director

/s/ Brian M. Larkin

Brian M. Larkin  
Director

/s/ R. Scott Ward, Ph.D.

R. Scott Ward, Ph.D.  
Director

**DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED  
PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

The following description sets forth certain material terms and provisions of the securities of Dynatronics Corporation (the "Company") that are registered under Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act"). This description also summarizes relevant provisions of the Utah Revised Business Corporation Act (the "Act") applicable to such securities. The following description is a summary and does not purport to be complete. It is subject to, and qualified in its entirety by reference to, the applicable provisions of the Act and our Amended and Restated Articles of Incorporation, as amended (the "Articles of Incorporation") and our Amended and Restated Bylaws, as amended (the "Bylaws"), each of which is incorporated by reference as an exhibit to the Annual Report on Form 10-K to which this Exhibit 4.8 is filed as an exhibit. We encourage you to read the Articles of Incorporation and Bylaws and the applicable provisions of the Act for additional information.

The Company's authorized capital stock consists of 100,000,000 shares of common stock, no par value per share, and 50,000,000 shares of preferred stock, no par value per share.

### **Listing**

Our common stock is listed on the Nasdaq Capital Market under the symbol "DYNT."

### **Voting Rights**

The holders of our common stock are generally entitled to one vote for each share held on all matters submitted to a vote of the shareholders and do not have any cumulative voting rights. Unless otherwise required by Utah law, once a quorum is present, matters presented to shareholders, except for the election of directors, will be approved by a majority of the votes cast. The election of directors is determined by a plurality of the votes cast. Shareholders are not entitled to cumulative voting. Cumulative voting is a system for electing directors whereby a shareholder is entitled to multiply the number of securities held by the number of directors to be elected and cast the total number of votes for a single candidate or a select few candidates.

### **Dividends**

Holders of our common stock are entitled to receive dividends if, as and when declared by our board of directors (the "Board") out of funds legally available for that purpose, subject to preferences that may apply to any preferred stock that we issue.

### **Liquidation Rights**

In the event of our dissolution or liquidation, after satisfaction of all our debts and liabilities and distributions to the holders of any preferred stock that we issued, or may issue in the future, of amounts to which they are preferentially entitled, the holders of common stock will be entitled to share ratably in the distribution of assets to the shareholders.

### **Absence of Other Rights**

There are no cumulative, subscription or preemptive rights to subscribe for any additional securities, which we may issue, and there are no redemption provisions, conversion provisions or sinking fund provisions applicable to the common stock. The rights of holders of common stock are subject to the rights, privileges, preferences and priorities of any class or series of preferred stock. In addition, we are restricted from making distributions, paying dividends and redeeming the common stock and making similar payments with respect to junior securities at any time that we are not in compliance with our obligations under the applicable designations of the rights, preferences and limitations of any outstanding series of preferred stock.

Our Articles of Incorporation and Bylaws do not restrict the ability of a holder of our common stock to transfer his or her shares of our common stock.

### **Anti-takeover Effects of our Articles of Incorporation and Bylaws**

#### *Undesignated Preferred Stock*

Our Articles of Incorporation provide that our Board may issue preferred stock with such designation, rights and preferences as may be determined from time to time by our Board. Our preferred stock could be issued quickly and utilized, under certain circumstances, as a method of discouraging, delaying or preventing a change in control of the Company or making removal of management more difficult.

#### *Shareholder Meetings*

Our Bylaws provide that a special meeting of shareholders may be called only by our president or board of directors, or by the holders of not less than one-tenth (1/10) of all outstanding votes of the Company entitled to be cast at the meeting.

### *Shareholders Not Entitled to Cumulative Voting*

Our Articles of Incorporation do not permit shareholders to cumulate their votes in the election of directors. Accordingly, the holders of a majority of the outstanding shares of our common stock entitled to vote in any election of directors can elect all of the directors standing for election, if they choose, other than any directors that holders of our preferred stock may be entitled to elect.

### *Utah Control Shares Acquisitions Act*

The Utah Control Shares Acquisitions Act (the "Control Shares Act") provides that any person or entity that acquires "control shares" of an "issuing public corporation" in a "control share acquisition" is denied voting rights with respect to the acquired shares, unless a majority of the disinterested shareholders of the issuing public corporation elects to restore such voting rights. The Control Shares Act provides that a person or entity acquires "control shares" whenever it acquires shares that, but for the operation for the Control Shares Act, would bring its voting power following such acquisition within any of the following three ranges of all voting power of the issuing public corporation: (i) 1/5 or more but less than 1/3; (ii) 1/3 or more but less than a majority; or (iii) a majority or more. An "issuing public corporation" is any Utah corporation that (a) has 100 or more shareholders, (b) has its principal place of business, principal office or substantial assets within the State of Utah and (c) has more than 10% of its shareholders resident in the State of Utah, more than 10% of its shares owned by Utah residents, or 10,000 shareholders resident in the State of Utah. A "control share acquisition" is generally defined as the direct or indirect acquisition (including through a series of acquisitions) of either ownership or voting power associated with issued and outstanding control shares.

Under the Control Shares Act, a person or entity that acquires control shares pursuant to a control share acquisition acquires voting rights with respect to those shares only to the extent granted by resolution approved by each voting group entitled to vote separately on the proposal by a majority of all the votes entitled to be cast by that group, excluding all interested shares. The acquiring person may file an "acquiring person statement" with the issuing public corporation setting forth the number of shares of the issuing public corporation owned (directly or indirectly) by the acquiring person and each other member of the group and certain other specified information. Upon delivering the statement together with an undertaking to pay the issuing public corporation's expenses of a special shareholders' meeting, the issuing public corporation is required to call a special shareholders' meeting for the purpose of considering the voting rights to be accorded the shares acquired or to be acquired in the control shares acquisition. If no request for a special meeting is made, the voting rights to be accorded the control shares are to be presented at the issuing public corporation's next special or annual meeting of shareholders. If either (i) the acquiring person does not file an acquiring person statement with the issuing public corporation or (ii) the shareholders do not vote to restore voting rights to the control shares, the issuing public corporation may, if its articles of incorporation or bylaws so provide, redeem the control shares from the acquiring person at fair market value. Our Restated Articles and Bylaws do not currently provide for such a redemption right. Unless otherwise provided in the articles of incorporation or bylaws of an issuing public corporation, all shareholders are entitled to dissenters' rights if the control shares are accorded full voting rights and the acquiring person has obtained majority or more control shares. Our Restated Articles and Bylaws do not currently deny such dissenters' rights.

The directors or shareholders of a corporation may elect to exempt the stock of the corporation from the provisions of the Control Shares Act through adoption of a provision to that effect in the corporation's articles of incorporation or bylaws. To be effective, such an exemption must be adopted prior to the control shares acquisition. We have not yet taken any such action.

The provisions of the Control Shares Act may discourage individuals or entities interested in acquiring a significant interest in or control of us.

**AMENDMENT NO. 1 TO EQUITY DISTRIBUTION AGREEMENT**

September 27, 2021

CANACCORD GENUITY LLC  
99 High Street  
Boston, Massachusetts 02110

ROTH CAPITAL PARTNERS, LLC  
888 San Clemente Drive Newport Beach,  
California 92660

Ladies and Gentlemen:

Dynatronics Corporation, a Utah corporation (the "Company"), and Canaccord Genuity LLC and Roth Capital Partners, LLC (the "Agents") are parties to that certain Equity Distribution Agreement, dated March 12, 2020, (the "Original Agreement"). All capitalized terms not defined herein shall have the meanings ascribed to them in the Original Agreement. The parties, intending to be legally bound, hereby amend the Original Agreement as follows:

1. Reference to the "Registration Statement" in the Original Agreement shall refer to the registration statement on Form S-3 (File No. 333-256280), originally filed with the Commission on May 19, 2021 (as the same may be amended from time to time, the "New Registration Statement"), when the New Registration Statement is declared effective by the Commission.
2. References to the date of the Original Agreement in the form of Placement Notice included as Schedule 1 to the Original Agreement and the Form of Representation Certificate Pursuant to Section 3(q) appended to the Original Agreement are hereby revised to read, "March 12, 2020, as amended by Amendment No. 1 to the Equity Distribution Agreement, dated September 27, 2021."
3. In Schedule 2 of the Original Agreement, the Notice Parties for the Company shall be: John Krier, CEO  
  
(john.krier@dynatronics.com), and  
Skyler Black, Corporate Controller (skyler.black@dynatronics.com)
4. Except as specifically set forth herein, all other provisions of the Original Agreement shall remain in full force and effect.
5. This Amendment No. 1 to the Original Agreement (this "Amendment") shall become effective as of the date hereof.
6. Entire Agreement; Amendment; Severability. This Amendment together with the Original Agreement (including all schedules and exhibits attached hereto and thereto and Placement Notices issued pursuant hereto and thereto) constitutes the entire agreement and supersedes all other prior and contemporaneous agreements and undertakings, both written and oral, among the parties hereto with regard to the subject matter hereof. All references in the Original Agreement to the "Agreement" shall mean the Original Agreement as amended by this Amendment; *provided, however*, that all references to "date of this Agreement" in the Original Agreement shall continue to refer to the date of the Original Agreement.
7. Governing Law Provisions. This Amendment shall be governed by and construed in accordance with the internal laws of the State of New York applicable to agreements made and to be performed in such state. Any legal suit, action or proceeding arising out of or based upon this Amendment or the transactions contemplated hereby ("Related Proceedings") may be instituted in the Specified Courts, and each party irrevocably submits to the exclusive jurisdiction (except for proceedings instituted in regard to the enforcement of a Related Judgment, as to which such jurisdiction is non-exclusive) of such courts in any such suit, action or proceeding. Service of any process, summons, notice or document by mail to such party's address set forth above shall be effective service of process for any suit, action or other proceeding brought in any such court. The parties irrevocably and unconditionally waive any objection to the laying of venue of any suit, action or other proceeding in the Specified Courts and irrevocably and unconditionally waive and agree not to plead or claim in any such court that any such suit, action or other proceeding brought in any such court has been brought in an inconvenient forum.
8. Counterparts. This Amendment may be executed in two or more counterparts, each one of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument, and may be delivered by facsimile transmission or by electronic delivery of a portable document format (PDF) file or via DocuSign electronic signature.

[Signature Page Follows]

If the foregoing is in accordance with your understanding of our agreement, kindly sign and return to the Company the enclosed copies hereof, whereupon this instrument, along with all counterparts hereof, shall become a binding amendment to the Original Agreement.

Very truly yours,

**DYNATRONICS CORPORATION**

By: John A Krier  
John A Krier (Sep 24, 2021 18:30 CDT)  
Name: John A Krier  
Title: President and CEO

The foregoing amendment is hereby confirmed and accepted by the Agents as of the date first above written.

**CANACCORD GENUITY LLC**

By: Jeffrey G. Barlow  
Jeffrey G. Barlow (Sep 24, 2021 18:57 EDT)  
Name: Jeffrey G. Barlow  
Title: President

Acting on behalf of itself and as  
Representative of the Agents

# Amendment 1 to Equity Distribution Agreement

Final Audit Report

2021-09-24

Created:	2021-09-24
By:	Emily Spear (emily.spear@dynatronics.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAARokiu0tDNkGNKaFDDfD5tWRJCapMx31

## "Amendment 1 to Equity Distribution Agreement" History

-  Document created by Emily Spear (emily.spear@dynatronics.com)  
2021-09-24 - 10:06:42 PM GMT - IP address: 173.17.146.261
-  Document emailed to John A Krier (john.krier@dynatronics.com) for signature  
2021-09-24 - 10:08:03 PM GMT
-  Document emailed to Jeffrey G. Barlow (jbarlow@cgf.com) for signature  
2021-09-24 - 10:08:03 PM GMT
-  Email viewed by John A Krier (john.krier@dynatronics.com)  
2021-09-24 - 10:11:14 PM GMT - IP address: 104.28.16.14
-  Email viewed by Jeffrey G. Barlow (jbarlow@cgf.com)  
2021-09-24 - 10:43:07 PM GMT - IP address: 76.69.142.237
-  Document e-signed by Jeffrey G. Barlow (jbarlow@cgf.com)  
Signature Date: 2021-09-24 - 10:57:18 PM GMT - Time Source: server - IP address: 192.48.239.1
-  Document e-signed by John A Krier (john.krier@dynatronics.com)  
Signature Date: 2021-09-24 - 11:30:40 PM GMT - Time Source: server - IP address: 67.203.70.74
-  Agreement completed.  
2021-09-24 - 11:30:40 PM GMT



### **THIRD AMENDMENT TO LEASE AGREEMENT**

**THIS THIRD AMENDMENT TO LEASE AGREEMENT** (the “Amendment”) dated effective as of the 1<sup>st</sup> day of July, 2023 (the “Effective Date”), is entered into by and between Hausmann Industries, Inc., a New Jersey corporation (“Landlord”), and Hausmann Enterprises, LLC, a Utah limited liability company (“Tenant”).

#### **Recitals**

A. Landlord and Tenant entered into a Lease Agreement dated as of March 21, 2017 for certain real property and improvements located at 130 Union Street in Northvale, New Jersey (the “Premises”), which Lease Agreement was subsequently amended by an Amendment to Lease Agreement dated as of January 2018 and a Second Amendment to Lease Agreement dated as of April 1, 2023 (collectively, the “Lease”). The Primary Term of the Lease was two (2) years from the Lease Commencement Date.

B. Landlord recently completed and paid for certain repairs to and replacements of the roofing, drain and decking of the Premises for a total cost of \$286,951.92 (the “Roofing Project Costs”).

C. Tenant is responsible to reimburse Landlord for the Roofing Project Costs.

D. To facilitate Tenant’s reimbursement to Landlord of the Roofing Project Costs over time, Landlord and Tenant have agreed to amortize the Roofing Project Costs into Tenant’s monthly Base Rent payments over the balance of the Lease term, subject to the terms and conditions set forth herein.

**NOW, THEREFORE** in consideration of the covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows.

#### **1. Amendments to Lease.**

a. Base Rent Adjustment (July 2023). With respect to Tenant’s monthly Base Rent payment for July 2023, Tenant shall pay to Landlord an amount equal to its standard Base Rent payment, plus \$10,769.31, resulting in an aggregate Base Rent payment for such month of \$70,769.31.

b. Base Rent Adjustment (August 2023 through the end of the Lease Term). With respect to Tenant’s monthly Base Rent payments beginning August 1, 2023 and continuing each month thereafter through the end of the Lease term, Tenant shall pay to Landlord an amount equal to the Base Rent currently contemplated by the Lease for each such month, plus \$769.31.

#### **2. Miscellaneous Provisions.**

a. All capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Lease.

b. Except as amended hereby, the Lease shall remain unchanged and in full force and affect.

c. This Amendment is binding upon and shall inure to the benefit of the parties, their successors, assigns, personal representatives, beneficiaries, executors, administrators, and heirs, as the case may be.

d. This Amendment may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original for all purposes, and all such counterparts shall together constitute but one and same instrument. A signed copy of this Amendment delivered by facsimile or email shall be deemed to have the same legal effect as delivery of an original signed copy of this Amendment.

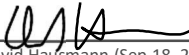
e. If any term or provision of this Amendment is invalid, illegal, or incapable of being enforced by virtue of any federal or state law, or public policy, all other terms and provisions of this Amendment shall nevertheless remain in full force and effect so long as the legal substance of the transaction contemplated hereby is not affected in any manner materially adverse to any of the parties to this Amendment. Upon such determination that any such term or provision is invalid, illegal, or incapable of being enforced, the parties hereto shall negotiate in good faith to modify this Amendment so as to effect the original intent of the parties as closely as possible in an acceptable manner in order that the transactions contemplated hereby are consummated as originally contemplated to the greatest extent possible.

[Signature page follows]

**IN WITNESS WHEREOF**, the parties hereto have executed this Amendment as of the Effective Date.

**LANDLORD:**

Hausmann Industries,  
Inc., a New Jersey  
corporation

By:  \_\_\_\_\_  
By: David Hausmann (Sep 18, 2023 18:54 EDT)

Name: David Hausmann

Title: Landlord

**TENANT:**

Hausmann Enterprises, LLC,  
a Utah limited liability  
company

John A Krier  
By: John A Krier (Sep 18, 2023 17:56 CDT)

Name: John Krier

Title: CEO, CFO










# Hausmann Enterprises LLC - Third Amendment to Lease Agreement (Hausmann Industries Inc. - New Jersey Property)

Final Audit Report

2023-09-18

Created:	2023-09-18
By:	Megan Cedar (megan.cedar@dynatronics.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAjm0Hm_fQd28-lu8mApTmBgG3gocOsD6

## "Hausmann Enterprises LLC - Third Amendment to Lease Agreement (Hausmann Industries Inc. - New Jersey Property)" History

-  Document created by Megan Cedar (megan.cedar@dynatronics.com)  
2023-09-18 - 10:06:03 PM GMT
-  Document emailed to David Hausmann (71dhaus@gmail.com) for signature  
2023-09-18 - 10:06:48 PM GMT
-  Email viewed by David Hausmann (71dhaus@gmail.com)  
2023-09-18 - 10:08:06 PM GMT
-  Document e-signed by David Hausmann (71dhaus@gmail.com)  
Signature Date: 2023-09-18 - 10:54:42 PM GMT - Time Source: server
-  Document emailed to John Krier (john.krier@dynatronics.com) for signature  
2023-09-18 - 10:54:44 PM GMT
-  Email viewed by John Krier (john.krier@dynatronics.com)  
2023-09-18 - 10:56:17 PM GMT
-  Signer John Krier (john.krier@dynatronics.com) entered name at signing as John A Krier  
2023-09-18 - 10:56:55 PM GMT
-  Document e-signed by John A Krier (john.krier@dynatronics.com)  
Signature Date: 2023-09-18 - 10:56:57 PM GMT - Time Source: server
-  Agreement completed.  
2023-09-18 - 10:56:57 PM GMT

**Dynatronics Corporation  
Subsidiaries**

Dynatronics Corporation has four wholly-owned subsidiaries:

- (1) Dynatronics Distribution Co. LLC, a Utah limited liability company formed to facilitate the acquisition of six distribution businesses in 2007;
- (2) Hausmann Enterprises, LLC, a Utah limited liability company, formed to facilitate the acquisition and subsequent operation of a manufacturing and distribution business in 2016;
- (3) Dynatronics Medical Products, LLC, a Utah limited liability company, formed to facilitate the acquisition of a manufacturing and distribution business in 2017; and
- (4) Bird & Cronin, LLC, a Utah limited liability company, formed to facilitate the acquisition and subsequent operation of a manufacturing and distribution business in 2017.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-258883, 333-233952 and 333-206760) and on Form S-3 (Nos. 333-220959, as amended, 333-224930, as amended, 333-205934, as amended, 333-215800, as amended, 333-217322, and 333-256280, as amended) of Dynatronics Corporation of our report dated September 28, 2023, relating to our audit of the June 30, 2023 consolidated financial statements, which appears in this Annual Report on Form 10-K of Dynatronics Corporation.

/s/ Tanner LLC

Salt Lake City, Utah  
September 28, 2023

CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, John A. Krier, certify that:

1. I have reviewed this Annual Report on Form 10-K of Dynatronics Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 28, 2023

By: /s/ John A. Krier

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John A. Krier  
Chief Executive Officer and Chief Financial Officer  
(Principal Executive Officer)

CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, John A. Krier, certify that:

1. I have reviewed this Annual Report on Form 10-K of Dynatronics Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 28, 2023

By: /s/ John A. Krier

\_\_\_\_\_  
John A. Krier  
Chief Executive Officer and Chief Financial Officer  
(Principal Financial and Accounting Officer.)



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

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, John A. Krier, the Chief Executive Officer and Chief Financial Officer hereby certify, that, to my knowledge:

(1) The Annual Report on Form 10-K for the period ended June 30, 2023 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date: September 28, 2023

By: /s/ John A. Krier

\_\_\_\_\_  
John A. Krier  
Chief Executive Officer and Chief Financial Officer  
(Principal Executive Officer, Principal Financial  
Officer, and Principal Accounting Officer)

[A signed original of this written statement required by Section 906 has been provided to Dynatronics Corporation and will be retained by Dynatronics Corporation and furnished to the Securities and Exchange Commission or its staff upon request.]

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