UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended June 30, 2025

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: 001-36469

HEALTHIER CHOICES MANAGEMENT CORP.

(Exact name of Registrant as specified in its charter)

Delaware	84-1070932
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
3800 North 28th Way Hollywood, Florida	33020
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: 305-600-5004

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.

X Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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).

X Yes ☐ No

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes X No

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, par value $0.0001 per share	HCMC	OTC Pink Marketplace

As of August 13, 2025, there were 481,266,632,384 shares of the registrant's common stock, par value $0.0001 per share, outstanding.

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

HEALTHIER CHOICES MANAGEMENT CORP.
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2025 (Unaudited)	December 31, 2024
ASSETS		
CURRENT ASSETS		
Cash and cash equivalent	$ **1,119,875**	$ 1,193,567
Inventories	**32,246**	40,460
Prepaid expenses and vendor deposits	**59,011**	161,563
Other current assets	**5,500**	-
Restricted cash	**100,000**	553,232
TOTAL CURRENT ASSETS	**1,316,632**	1,948,822
Property, plant, and equipment, net of accumulated depreciation	**11,985**	80,541
Intangible assets, net of accumulated amortization	**177,589**	158,151
Right of use asset – operating lease, net	**2,897**	4,435
Other assets	**28,500**	28,500
TOTAL ASSETS	$ **1,537,603**	$ 2,220,449
LIABILITIES, CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ **1,803,717**	$ 2,022,572
Line of credit	**-**	453,232
Operating lease liability, current	**2,896**	3,105
Due to related party	**2,111,354**	190,268
TOTAL CURRENT LIABILITIES	**3,917,967**	2,669,177
Operating lease liability, net of current	**-**	1,330
TOTAL LIABILITIES	**3,917,967**	2,670,507
COMMITMENTS AND CONTINGENCIES (SEE NOTE 10)		
CONVERTIBLE PREFERRED STOCK		
Series E redeemable convertible preferred stock, $1,000 par value per share, 14,722 shares authorized, 1,111		

shares issued and outstanding as of June 30, 2025 and December 31, 2024, respectively; aggregate liquidation preference of $1.1 million as of June 30, 2025 and December 31, 2024, respectively.		**1,111,100**		1,111,100
STOCKHOLDERS' DEFICIT				
Common Stock, $0.0001 par value per share, 750,000,000,000 shares authorized; 481,266,632,384 and 478,266,632,384 shares issued and outstanding as of June 30, 2025 and December 31, 2024, respectively.		**48,126,663**		48,126,663
Additional paid-in capital		**27,592,941**		25,347,774
Accumulated deficit		**(79,211,068)**		(75,035,595)
TOTAL STOCKHOLDERS' DEFICIT		**(3,491,464)**		(1,561,158)
TOTAL LIABILITIES, CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' DEFICIT	**$**	**1,537,603**	$	2,220,449

See notes to unaudited condensed consolidated financial statements

HEALTHIER CHOICES MANAGEMENT CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended June 30,				Six Months Ended June 30,			
	2025		2024		**2025**		2024	
SALES, NET	**$**	**1,000**	$	174	**$**	**2,780**	$	293
COST OF SALES		**23,834**		42		**25,312**		174
GROSS PROFIT		**(22,834)**		132		**(22,532)**		119
OPERATING EXPENSES		**1,980,776**		1,966,512		**4,150,490**		4,169,406
LOSS FROM OPERATIONS		**(2,003,610)**		(1,966,380)		**(4,173,022)**		(4,169,287)
OTHER INCOME (EXPENSE)								
Loss on investment		**-**		(136)		**-**		(993)
Loss on disposal of asset		**-**		-		**(22,809)**		-
Other income, net		**3,070**		-		**3,070**		-
Interest income, net		**8,743**		55,545		**17,288**		99,625
TOTAL OTHER INCOME (EXPENSE), NET		**11,813**		55,409		**(2,451)**		98,632
NET LOSS FROM CONTINUING OPERATIONS	**$**	**(1,991,797)**	$	(1,910,971)	**$**	**(4,175,473)**	$	(4,070,655)
NET LOSS FROM DISCONTINUED OPERATIONS		**-**		(595,707)		**-**		(1,297,170)
NET LOSS	**$**	**(1,991,797)**	$	(2,506,678)	**$**	**(4,175,473)**	$	(5,367,825)
NET LOSS PER SHARE-BASIC AND DILUTED								
Continuing Operations		**-**		-		**-**		-
Discontinued Operations		**-**		-		**-**		-
TOTAL NET LOSS PER SHARE-BASIC AND DILUTED	**$**	**-**	$	-	**$**	**-**	$	-
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING-BASIC AND DILUTED		**481,266,632,384**		479,134,764,252		**481,266,632,384**		478,700,698,318

See notes to unaudited condensed consolidated financial statements

HEALTHIER CHOICES MANAGEMENT CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE THREE MONTHS ENDED JUNE 30, 2025 AND 2024
(UNAUDITED)

	Series E Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	**Amount**	**Shares**	**Amount**			
Balance – April 1, 2025	**1,111**	**$ 1,111,100**	**481,266,632,384**	**$ 48,126,663**	**$ 26,470,358**	**$ (77,219,271)**	**$ (2,622,250)**
Stock-based compensation expense	-	-	-	-	1,122,583	-	1,122,583
Net loss	-	-	-	-	-	(1,991,797)	(1,991,797)
Balance – June 30, 2025	**1,111**	**$ 1,111,100**	**481,266,632,384**	**$ 48,126,663**	**$ 27,592,941**	**(79,211,068)**	**$ (3,491,464)**

	Series E Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	**Amount**	**Shares**	**Amount**			
Balance – April 1, 2024	**1,111**	**$ 1,111,100**	**478,266,632,384**	**$ 47,826,663**	**$ 22,155,025**	**$ (64,957,968)**	**$ 5,023,720**
Issuance of award stock	-	-	1,000,000,000	100,000	(100,000)	-	-
Stock-based compensation expense	-	-	-	-	1,135,082	-	1,135,082
Net loss	-	-	-	-	-	(2,506,678)	(2,506,678)
Balance – June 30, 2024	**1,111**	**$ 1,111,100**	**479,266,632,384**	**$ 47,926,663**	**$ 23,190,107**	**$ (67,464,646)**	**$ 3,652,124**

HEALTHIER CHOICES MANAGEMENT CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE SIX MONTHS ENDED JUNE 30, 2025 AND 2024
(UNAUDITED)

	Series E Convertible Preferred Stock		Common Stock		Additional Paid-In	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Deficit	Total
Balance – January 1, 2025	1,111	$ 1,111,100	481,266,632,384	$ 48,126,663	$ 25,347,774	$ (75,035,595)	$ (1,561,158)
Stock-based compensation expense	-	-	-	-	2,245,167	-	2,245,167
Net loss	-	-	-	-	-	(4,175,473)	(4,175,473)
Balance – June 30, 2025	1,111	$ 1,111,100	481,266,632,384	$ 48,126,663	$ 27,592,941	$ (79,211,068)	$ (3,491,464)

	Series E Convertible Preferred Stock		Common Stock		Additional Paid-In	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Deficit	Total
Balance – January 1, 2024	1,111	$ 1,111,100	478,266,632,384	$ 47,826,663	$ 21,028,274	$ (62,096,821)	$ 6,758,116
Issuance of award stock	-	-	1,000,000,000	100,000	(100,000)	-	-
Stock-based compensation expense	-	-	-	-	2,261,833	-	2,261,833
Net loss	-	-	-	-	-	(5,367,825)	(5,367,825)
Balance – June 30, 2024	1,111	$ 1,111,100	479,266,632,384	$ 47,926,663	$ 23,190,107	$ (67,464,646)	$ 3,652,124

See notes to unaudited condensed consolidated financial statements

HEALTHIER CHOICES MANAGEMENT CORP.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six Months Ended June 30, 2025	Six Months Ended June 30, 2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss from continuing operations	$ **(4,175,473)**	$ (4,070,655)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	**26,309**	32,737
Loss on asset disposal	**22,809**	-
Loss on investment	-	993
Amortization of right-of-use asset	**1,538**	55,599
Stock-based compensation expense	**2,245,166**	2,261,833
Changes in operating assets and liabilities:		
Inventories	**8,215**	71
Prepaid expenses and vendor deposits	**102,552**	460,847
Other current assets	**(5,500)**	8,714
Due to related party	**2,399**	2,062,238
Other assets	-	48,393
Accounts payable and accrued expenses	**(218,855)**	(275,243)
Lease liability	**(1,539)**	(55,599)
Cash used in operating activities, discontinued operations	-	(3,001,342)
NET CASH USED IN OPERATING ACTIVITIES	**(1,992,379)**	(2,471,414)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	-	(47,186)
Cash used in investing activities, discontinued operations	-	(116,978)
NET CASH USED IN INVESTING ACTIVITIES	-	(164,164)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments for deferred offering costs	-	(446,088)
Payment on line of credit	**(453,232)**	-
Investment to HCWC	-	(1,306,080)
Due to related party	**1,918,687**	-
Cash provided by financing activities, discontinued operations	-	2,659,986
NET CASH PROVIDED BY FINANCING ACTIVITIES	**1,465,455**	907,818
NET DECREASE IN CASH, CASH EQUIVALENT AND RESTRICTED CASH	**(526,924)**	(1,727,760)
CASH, CASH EQUIVALENT AND RESTRICTED CASH— BEGINNING OF PERIOD	**1,746,799**	5,634,318
CASH, CASH EQUIVALENT AND RESTRICTED CASH — END OF PERIOD	$ **1,219,875**	$ 3,906,558
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid for interest	$ **582**	$ 238,595
Cash paid for income tax	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES		

Non-cash deferred offering cost	$ -	$ 673,695
Issuance of common stock	$ -	$ 100,000

See notes to unaudited condensed consolidated financial statements.

HEALTHIER CHOICES MANAGEMENT CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1. ORGANIZATION

Organization

Healthier Choices Management Corp. (the "Company" or "HCMC") is a holding company focused on monetizing its intellectual property through its wholly owned subsidiary, HCMC Intellectual Property Holdings, LLC. The Company seeks to further monetize its patent suite through development and production of its patented products, including the Q-Cup™ technology and Imitine, licensing and royalty agreements, and enforcement actions against infringers of its intellectual property.

The Company administers and intends to augment its intellectual property portfolio via its wholly owned subsidiary, HCMC Intellectual Property Holdings, LLC.

The Company continues to promote its patented Q-Cup™ technology directly to consumers in the vaping market. This cutting-edge design includes a small quartz cup that users can fill with cannabis or CBD concentrate. Once placed in a Q-Cup™ Tank or Globe, the cup is heated externally without direct contact with the concentrate. This innovative approach provides greater efficiency and a convenient solution for consumers who vape concentrates for both medicinal and recreational use.

Spin-Off

HCMC announced on August 22, 2022 that its Board of Directors approved the separation of the Grocery business, including wellness business, into an independent, publicly traded company (the "Spin-Off" or "Separation"). Prior to the Spin-Off, the Grocery segment was operated under the holding company Healthy Choice Wellness Corp. ("HCWC"). HCWC was a subsidiary of HCMC, and operated the Ada's Natural Market, Paradise Health & Nutrition, Mother Earth's Storehouse, Greens Natural Foods, Ellwood Thompson's, and GreenAcres Market retail brands, as well as licensed wellness centers and Healthy U Wholesale.

On September 13, 2024 (the "Spin-Off Date"), after the New York Stock Exchange American ("NYSEAM") market closing, the Spin-Off of the HCWC business was completed. On September 14, 2024, HCWC became an independent, publicly traded company, and on September 16, 2024, the stock commenced trading on the NYSEAM under the stock symbol "HCWC."

HCWC distributed all the outstanding shares of Common Stock held by it on a pro rata basis to holders of HCMC's common stock (the "Distribution"). For each 208,632 shares of HCMC common stock held as of 5:00 p.m., Eastern Daylight Time (EDT), on September 9, 2024, the record date for the Spin-Off (the "Record Date"), a HCMC stockholder was entitled to receive one share of Class A common stock and three shares of Class B common stock. The Distribution was made in book-entry form by a distribution agent as soon as practicable after the date of the Distribution.

As a result of the Spin-Off, the operating results for the HCWC business through the date of the Spin-Off are reported in Net Loss from Discontinued Operations in the Condensed Consolidated Statements of Operations for all periods presented. In addition, the related assets and liabilities are reported as Assets and Liabilities of Discontinued Operations on the Condensed Consolidated Balance Sheets for year ended December 31, 2024. Unless otherwise noted, all amounts and disclosures included in the Notes to Condensed Consolidated Financial Statements reflect only the Company's continuing operations. For additional information, see Note 2 Discontinued Operations of the condensed consolidated financial statements.

Segment Reporting

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the operating decision makers, or decision-making group, in making decisions on how to allocate resources and assess performance. The Company operates as a single reportable segment, as the chief operating decision maker ("CODM", the Company's Chief Executive Officer, Jeffrey Holman) reviews financial performance and makes decisions on a consolidated basis.

NOTE 2. DISCONTINUED OPERATIONS

On September 13, 2024, the Company completed the previously announced separation and distribution of its Grocery segment into an independent publicly traded company, HCWC. The separation was structured as a tax-free spin-off, which occurred by way of a pro rata distribution to HCMC stockholders. Each of the HCMC stockholders received one share of HCWC Class A common stock and three shares of Class B common stock for every 208,632 shares of HCMC common stock held of record as of the close of business on September 13, 2024. HCWC is now an independent public company listed under the symbol "HCWC" on the NYSEAM. The Company retained no ownership interest in HCWC following the Separation.

In connection with the Separation, the Company entered into several agreements with HCWC that govern the relationship of the parties following the Spin-Off. These agreements include:

- a Separation Agreement that will set forth HCWC's and the Company's agreements regarding the principal actions that both parties will take in connection with the Spin-Off and aspects of our relationship following the Spin-Off;
- a Transition Services Agreement pursuant to which HCWC and the Company will provide each other specified services on a transitional basis to help ensure an orderly transition following the Spin-Off.
- a Tax Matters Agreement that will govern the respective rights, responsibilities and obligations of HCWC and the Company after the Spin-Off with respect to all tax matters and will include restrictions to preserve the tax-free status of the Spin-Off; and
- an Employee Matters Agreement that will address employment, compensation and benefits matters, including the allocation and treatment of assets and liabilities arising out of employee compensation and benefits programs in which our employees participated prior to the Spin-Off.

Under the terms of the transition services agreement, HCMC will provide to HCWC, on a transitional basis, certain services or functions, including information technology, accounting, human resources, and payroll functions. Generally, these services will be provided for a period of up to one year following the Spin-Off. Consideration and costs for the transition services will be determined using several billing methodologies as described in the agreements, including customary billing and pass-through billing. Costs for transition services provided to HCWC are recorded within the Consolidated Statements of Operations based on the nature of the services.

Financial Information of Discontinued Operations

Net Loss from Discontinued Operations in the Condensed Consolidated Statements of Operations reflects the financial results of the HCWC and includes allocation of general corporate overhead expense of the Company.

The following table summarizes the significant line items included in Net Loss from Discontinued Operations, in the Consolidated Statements of Operations for the three and six months ended June 30, 2024:

	Three Months Ended June 30, 2024	Six Months Ended June 30, 2024
SALES, NET	$ 15,594,575	$ 31,488,933
COST OF SALES	9,698,119	19,538,100
GROSS PROFIT	5,896,456	11,950,833
TOTAL OPERATING EXPENSES, NET	6,378,014	13,034,137
LOSS FROM OPERATIONS	(481,558)	(1,083,304)
OTHER INCOME (EXPENSE)	(114,149)	(213,866)
NET LOSS FROM DISCONTINUED OPERATIONS	$ (595,707)	$ (1,297,170)

The information presented as discontinued operations on the Condensed Consolidated Balance Sheets includes certain assets and liabilities that were transferred to HCWC pursuant to the Separation agreements.

	June 30, 2024
Cash and cash equivalents	$ 964,246
Accounts receivable, net	157,335
Inventories	3,930,646
Prepaid expenses and vendor deposits	186,556
Other current assets	97,142
Assets held for sale	543,854
Current Assets of Discontinued Operations	5,879,779
Property and equipment, net of accumulated depreciation	1,984,939
Goodwill	-
Intangible assets, net of accumulated amortization	3,718,385
Right of use asset - operating lease	9,974,601
Due from related party	5,815,241
Other assets	474,476
Other Assets of Discontinued Operations	$ 27,847,421
Accounts payable and accrued expenses	$ 4,350,444
Contract Liabilities	123,375
Current portion of loan payable	2,495,340
Lease liability, current	2,665,438
Current Liabilities of Discontinued Operations	9,634,597
Due from related party	-
Loan payable, net of current portion	2,036,367
Lease liability, net of current	7,179,425
Other Long-term Liabilities of Discontinued Operations	$ 18,850,389

There were no assets or liabilities classified as discontinued operations as of June 30, 2025 and December 31, 2024.

The following table summarizes the significant operating cash and noncash items, capital expenditures and financing activities of discontinued operations for the six months ended June 30, 2024:

	Six Months Ended June 30, 2024
CASH FLOWS FROM OPERATING ACTIVITIES	
Net loss	$ (1,297,170)
Depreciation and amortization	724,958
Amortization of debt discount	71,293
Amortization of right-of-use asset	1,437,961
Write-down of obsolete and slow-moving inventory	1,484,648
Accounts receivable	(29,164)
Inventories	(1,253,076)
Prepaid expenses and vendor deposits	(11,586)
Other current assets	(40,300)
Due to related party	(2,062,238)
Other assets	(7,420)
Accounts payable and accrued expenses	(569,967)
Contract liabilities	(84,138)
Lease liability	(1,365,143)

NET CASH USED IN OPERATING ACTIVITIES OF DISCONTINUED OPERATIONS		(3,001,342)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment		(116,978)
NET CASH USED IN INVESTING ACTIVITIES OF DISCONTINUED OPERATIONS		(116,978)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from security purchase agreement		1,700,000
Principal payments on loan payable		(346,094)
Investment from parent company		1,306,080
NET CASH PROVIDED BY FINANCING ACTIVITIES OF DISCONTINUED OPERATIONS		2,659,986
NET DECREASE IN CASH FROM DISCONTINUED OPERATIONS	$	(458,334)

NOTE 3. GOING CONCERN AND MANAGEMENT'S PLANS

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which contemplate continuation of the Company as a going concern and realization of assets and satisfaction of liabilities in the normal course of business and do not include any adjustments that might result from the outcome of any uncertainties related to our going concern assessment. The carrying amounts of assets and liabilities presented in the financial statements do not necessarily purport to represent realizable or settlement values.

The Company currently and historically has reported net losses and cash outflows from operations. As of June 30, 2025, the Company had cash and cash equivalent of approximately $1.1 million and negative working capital of $2.6 million. The Company's liquidity needs through June 30, 2025 have been satisfied through financing agreement with private lenders.

Management has made plans to reduce certain costs and raise needed capital, however there can be no assurance the Company can successfully implement these plans. The success of these plans is dependent upon various factors, foremost being the ability to reduce outside consulting expenses and the ability to secure additional capital from outside investors. There can be no assurance that such plans will be successful.

The Company believes its cash on hand and its ability to draw on its $5 million line of credit will enable the Company to meet its obligations and capital requirements for at least the twelve months from the date these financial statements are issued. Accordingly, no adjustment has been made to the financial statements to account for this uncertainty.

NOTE 4. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Regulation S-X and do not include all the information and disclosures required by GAAP. The Company has made estimates and judgments affecting the amounts reported in the Company's unaudited condensed consolidated financial statements and the accompanying notes. The actual results experienced by the Company may differ materially from the Company's estimates. The condensed consolidated financial information is unaudited but reflects all normal adjustments that are, in the opinion of management, necessary to provide a fair statement of results for the interim periods presented.

On September 13, 2024, the Company completed the previously announced separation and distribution of its grocery segment and wellness centers into an independent publicly traded company, and the historical results of the grocery segment and wellness centers have been reflected as discontinued operations in the Company's condensed consolidated financial statements for all periods prior to the separation and distribution. Assets and liabilities associated with the grocery segment are classified as assets and liabilities of discontinued operations in the Company's Condensed Consolidated Balance Sheets. Additional disclosures regarding the separation and distribution are provided in Note 2. Unless otherwise indicated, the information in the notes to the Condensed Consolidated Financial Statements refers only to HCMC's continuing operations.

These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2024, filed with the Securities and Exchange Commission (the "SEC") on April 14, 2025. The condensed consolidated balance sheet as of December 31, 2024 was derived from the Company's audited 2024 financial statements contained in the above referenced Form 10-K, adjusted for the discontinued operations. Results of the three and six months ended June 30, 2025, are not necessarily indicative of the results to be expected for the full year ending December 31, 2025.

Significant Accounting Policies

There have been no material changes in the Company's significant accounting policies to those previously disclosed in the 2024 Annual Report.

Reclassification

Certain amounts in the condensed consolidated financial statements and related notes have been reclassified to conform to the current year presentation. During the three months ended March 31, 2025, the Company reclassified internal-use software costs totaling $45,000 from Property, Plant, and Equipment to Intangible Assets to comply with ASC 350-40, Internal-Use Software. This reclassification reflects the Company's determination that costs incurred during the application development stage of internal-use software meet the criteria for capitalization as intangible assets. The Company amortizes internal-use software on a straight-line basis over its estimated useful life of ten years. As of March 31, 2025, the net carrying amount of the reclassified software is $40,125. This reclassification does not impact on the Company's previously reported net loss, earnings per share, or consolidated financial position.

NOTE 5. CONCENTRATIONS

Cash, Cash Equivalent and Restricted Cash

The Company considers all highly liquid instruments with an original maturity of three months or less, when purchased, to be cash and cash equivalent. The majority of the Company's cash and cash equivalent are concentrated in one large financial institution, which is in excess of Federal Deposit Insurance Corporation (FDIC) coverage.

A summary of the financial institution that had cash, cash equivalent and restricted cash in excess of FDIC limits of $250,000 on June 30, 2025 and December 31, 2024 is presented below:

	June 30, 2025	December 31, 2024
Total cash and cash equivalent in excess of FDIC limits of $250,000	**$ 864,242**	$ 943,567

The Company continually monitors its positions with, and the credit quality of, the financial institutions with which it invests, as deposits are held in excess of federally insured limits. The Company has not experienced any losses in such accounts.

The following table provides a reconciliation of cash, cash equivalent and restricted cash to amounts shown in unaudited condensed consolidated statements of cash flow:

	June 30, 2025	December 31, 2024
Cash and cash equivalent	**$ 1,119,875**	$ 1,193,567
Restricted cash	**100,000**	553,232
Total cash and restricted cash	**$ 1,219,875**	$ 1,746,799

Restricted Cash

The Company's restricted cash as of June 30, 2025 consisted of cash balances which were restricted as to withdrawal or usage under the August 18, 2022 securities purchase agreement for the purpose of funding any amounts due under the Series E Certificate of Designation upon the redemption of the Series E Preferred Stock. The December 31, 2024 balance also included cash held in the collateral account to cover the cash draw from the line of credit.

NOTE 6. PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	June 30, 2025	December 31, 2024
Furniture and fixtures	**33,895**	90,919
Computer hardware & equipment	**50,522**	50,522
Other	**8,056**	53,056
Property and equipment, gross	**92,473**	194,497
Less: accumulated depreciation and amortization	**(80,488)**	(113,956)
Total property, plant, and equipment	**$ 11,985**	$ 80,541

During the three months ended March 31, 2025, the Company reclassified $45,000 of internal-use software costs from the Other category within Property and Equipment to Intangible Assets to comply with ASC 350-40, Internal-Use Software. This reclassification reflects the Company's determination that costs incurred during the application development stage of internal-use software meet the criteria for capitalization as intangible assets. The reclassification reduced the Other balance by $45,000, and accumulated depreciation by $4,875. The net carrying amount of the reclassified software as of March 31, 2025 is $40,125, which is now included in Intangible Assets (Note 7).

The Company incurred approximately $2,000 and $7,000 of depreciation expense for the three months ended June 30, 2025 and 2024, and $4,000 and $12,000 of depreciation expense for the six months ended June 30, 2025 and 2024, respectively.

NOTE 7. INTANGIBLE ASSETS

The Company's intangible assets consist of patents and capitalized legal fees related to the patents. Intangible assets, net are as follows:

June 30, 2025	**Useful Lives (Years)**	**Gross Carrying Amount**	**Accumulated Amortization**	**Net Carrying Amount**
Patent	**10 years**	**$ 397,165**	**$ (258,576)**	**$ 138,589**
Internal-use software	**10 years**	**45,000**	**(6,000)**	**39,000**
Intangible assets, net		**$ 442,165**	**(264,576)**	**177,589**

December 31, 2024	Useful Lives (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Patent	10 years	397,165	(239,014)	158,151
Intangible assets, net		$ 397,165	$ (239,014)	$ 158,151

During the three months ended March 31, 2025, the Company reclassified $45,000 of internal-use software costs from Property and Equipment (Note 6) to Intangible Assets to comply with ASC 350-40, Internal-Use Software. Please refer to Note 6 Property and Equipment.

Intangible assets are amortized on a straight-line basis over their estimated useful lives. Amortization expense was approximately $11,000 and $10,000 for the three months ended June 30, 2025 and 2024, and $22,000 and $20,000 for the six months ended June 30, 2025 and 2024, respectively. Future annual estimated amortization expense is as follows:

Years ending December 31,	
2025 (remaining six months)	$ 21,812
2026	42,680
2027	37,064
2028	27,833
2029	16,975
Thereafter	31,225
Total	**$ 177,589**

NOTE 8. DEBT

Revolving Line of Credit

On November 3, 2021, the Company entered into an agreement for a revolving line of credit of $2.0 million and a blocked/restricted deposit account ("blocked account") with Professional Bank in Coral Gables, Florida. The agreement included a variable interest rate that is based on a rate of 4.7% over what is earned on the collateral account. Based on the agreement with the bank, each draw request from the credit line will be 100% cash secured with money held from the blocked account. The line of credit expired in December 2024, and the Company paid off the credit line balance in full on January 3, 2025. The outstanding balances for the line of credit were $0.00 and $453,232 as of June 30, 2025 and December 31, 2024, respectively.

NOTE 9. STOCKHOLDERS' EQUITY

Series E Convertible Preferred Stock

On August 18, 2022, the Company entered into a Securities Purchase Agreement ("Series E Preferred Stock") pursuant to which the Company sold and issued 14,722 shares of its Series E Redeemable Convertible Preferred Stock to institutional investors for $1,000 per share or an aggregate subscription of $13.25 million. The number of shares issued to each participant is based on subscription amount multiplied by conversion rate of 1.1111. The Company also incurred offering costs of approximately $410,000, which covers legal and consulting fee.

The HCMC Series E Preferred Stock shall have voting rights on as converted basis at the Company's next stockholders' meeting. However, as long as any shares of HCMC Series E Preferred Stock are outstanding, the Company shall not, without the affirmative vote of the holders of a majority of the then outstanding shares of the HCMC Series E Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the HCMC Series E Preferred Stock or alter or amend the Certificate of Designation, (b) increase the number of authorized shares of HCMC Series E Preferred Stock, or (c) enter into any agreement with respect to any of the foregoing. Each share of Series E Preferred Stock shall be convertible, at any time and from time to time at the option of the Holder thereof, into that number of shares of Common Stock (subject to the beneficial ownership limitations). The initial conversion price for the HCMC Series E Preferred Stock shall equal $0.0001.

Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary that is not a Fundamental Transaction (as defined in the Certificate of Designation), the holders of HCMC Series E Preferred Stock shall be entitled to receive out of the assets, whether capital or surplus, of the Company an amount equal to $1,000 per share of Series E Preferred Stock.

Unless earlier converted or extended as set forth below, a holder may require the redemption of all or a portion of the stated value of the HCMC Series E Preferred Stock either (1) six months after closing or (2) the time at which the balance is due and payable upon an event of default.

On March 1, 2023, the Company entered into a First Amendment to HCMC Series E Preferred Stock with each purchaser ("Purchaser") identified as those who participated in the HCMC Series E Preferred Stock, dated as of August 18, 2022. The parties amended the HCMC Preferred Stock related to the conversion payment whereby upon conversion of the Series E Preferred Stock prior to the record date for the Spin-Off, the Company will pay the Purchaser ten percent (10%) of the stated value of the Series E Preferred Stock converted. The record date is May 1, 2023.

On May 15, 2023, the Company and the Purchaser entered into the Second Amendment to the Securities Purchase Agreement, pursuant to which the Company agreed to extend the time period for the Conversion Payment eligibility to December 1, 2023. The Company filed an amendment to the Certificate of Designation to make the redemption price of the Preferred Stock (the "Redemption Price") equal the Stated Value regardless of the date on which it is redeemed. Prior to this amendment, the Redemption Price was discounted by 1% for each month after the seven-month anniversary of the Issue Date that the Purchaser elected not to redeem.

On October 30, 2023, the Company entered into a Third Amendment to the Securities Purchase Agreement with its Series E Redeemable Convertible Preferred Stock purchasers. The parties agreed to: (1) set the initial conversion price for the Series A Preferred Stock to be the 5-day volume weighted average price measured using the 5 trading days preceding the purchase of the Series A Preferred Stock, (2) on the 40th calendar day (the "Reset Date") after the sale of the Series A Preferred Stock, reset the conversion price in the event the closing price of the Class A common stock on such date is less than the initial conversion, (3) have the reset conversion price equal a 10% discount to the 5-day volume weighted average price measured using the 5 trading days preceding the Reset Date; provided, however, in no instance will the conversion price be reset below 30% of the initial conversion price, and (4) amend the date on which the obligation to acquire the Series A Preferred Stock ceases to March 1, 2024.

On February 20, 2024, the Company entered into a Fourth Amendment to the Securities Purchase Agreement with its Series E Redeemable Convertible Preferred Stock purchasers, pursuant to which the Company and such parties agreed to amend the date on which the obligation to acquire the Series A Preferred Stock ceases to June 1, 2024.

On April 8, 2024, the Company entered into a Fifth Amendment to the Securities Purchase Agreement with its Series E Redeemable Convertible Preferred Stock purchasers, pursuant to which the Company and such parties agreed to amend the Completion Date to August 1, 2024.

On July 26, 2024, the Company entered into a Sixth Amendment to the Securities Purchase Agreement with its Series E Redeemable Convertible Preferred Stock purchasers, pursuant to which the Company and such parties agreed to amend the Completion Date to November 1, 2024.

On November 27, 2024, the Company entered into a Seventh Amendment to the Securities Purchase Agreement with its Series E Redeemable Convertible Preferred Stock purchasers, pursuant to which the Company and such parties agreed to amend the Completion Date to May 31, 2025.

On April 11, 2025, the Company entered into an Eighth Amendment to the Securities Purchase Agreement with its Series E Redeemable Convertible Preferred Stock purchasers, pursuant to which the Company and such parties agreed to amend the Completion Date to October 31, 2025.

Through June 30, 2025, 1,585 shares of Series E preferred stock have been cumulatively converted into 15,850,000,000 shares of common stock as a result of the Series E preferred stock conversion, and 12,026 shares of Series E preferred stock have been cumulatively redeemed, and approximately $12,004,000 has been paid for redemption. As of June 30, 2025, 1,111 shares of Series E preferred stock remained outstanding.

Pursuant to the Securities Purchase Agreement, purchasers of the Series E Convertible Preferred Stock will also be required to purchase Series A Convertible Preferred Stock of HCWC resulting from the Spin-Off of HCMC's grocery and wellness businesses in the same subscription amounts that the Purchasers paid for the HCMC Series E Preferred Stock.

Stock Options and Restricted Stock

During the three and six months ended June 30, 2025 and 2024, no stock options of the Company were exercised into common stock.

The Company recognized stock-based compensation of approximately $1,123,000 and $1,135,000 during the three months ended June 30, 2025 and 2024, and approximately $2,245,000 and $2,262,000 during the six months ended June 30, 2025 and 2024, respectively in connection with amortization of restricted stock and stock options. Stock based compensation is included as part of total operating expenses in the accompanying unaudited condensed consolidated statements of operations.

Earnings Per Share

Basic earnings per share is computed using the weighted average number of common shares outstanding during the periods presented. Diluted earnings per share is computed using the weighted average number of common shares outstanding adjusted to include the potentially dilutive effect of stock awards. For the three months ended June 30, 2025 and 2024, diluted EPS is the same as basic EPS because all potentially dilutive securities are anti-dilutive due to the net loss. Under GAAP, diluted EPS must be disclosed even when equal to basic EPS. All potentially dilutive securities were excluded from the diluted EPS calculation because their inclusion would have been anti-dilutive (i.e., reduce the loss per share), which is not permitted under GAAP.

The following table summarizes the Company's securities, in common share equivalents, which have been excluded from the calculation of dilutive loss per share as their effect would be anti-dilutive:

	As of June 30,	
	2025	2024
Preferred stock	**11,111,000,000**	11,111,000,000
Stock options	**67,587,222,200**	67,587,222,200
Restricted stock	**12,459,375,000**	67,796,875,000
Total	**91,157,597,200**	146,495,097,200

The following table sets forth the computation of basic and diluted earnings per share attributable to the Company's stockholders.

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2025	**2024**	**2025**	**2024**
NET LOSS	$ (1,991,797)	$ (1,910,971)	$ (4,175,473)	$ (4,070,655)
BASIC AND DILUTED WEIGHTED AVERAGE COMMON SHARES	481,266,632,384	479,134,764,252	481,266,632,384	478,700,698,318
BASIC AND DILUTED NET LOSS PER SHARE	$ -	$ -	$ -	$ -

NOTE 10. COMMITMENTS AND CONTINGENCIES

Legal Proceedings

There were two lawsuits in connection with alleged claimed battery defects for an electronic cigarette device. One has been dismissed by the court wherein the plaintiff settled with the Company's insurance carrier with no economic impact to the Company. In the second lawsuit, as of December 31, 2023, the Company had reached an arrangement with the plaintiff to resolve the matter, limiting potential exposure to $1.5 million which was reflected in accounts payable and accrued expenses, representing management's estimate of the probable settlement amount based on the current status of discussions. This arrangement was formalized by a signed agreement on July 1, 2024 and the Company has accrued $1.5 million at June 30, 2024. As of June 30, 2025, the Company already paid $1.5 million.

On November 30, 2020, the Company filed a patent infringement lawsuit against Philip Morris USA, Inc., and Philip Morris Products S.A. in the U.S. District Court for the Northern District of Georgia. The lawsuit alleges infringement on HCMC-owned patent(s) by the Philip Morris product known and marketed as "IQOS®". Philip Morris claims that it was approaching 14 million users of its IQOS® product and had reportedly invested over $3 billion in their smokeless tobacco products. On December 3, 2021, the District Court for the Northern District of Georgia effectively dismissed HCMC's patent infringement action against Philip Morris USA, Inc., and Philip Morris Products S.A. On December 14, 2021, the Company filed an appeal of the District Court for the Northern District of Georgia's dismissal of the Company's patent infringement action against Philip Morris USA, Inc., and Philip Morris Products S.A.

On December 31, 2021, the District Court for the Northern District of Georgia effectively dismissed HCMC's patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. In connection with such dismissal, the defendants sought to recover attorney's fees from the Plaintiff. On February 22, 2022, the District Court for the Northern District of Georgia granted the defendant's an award of approximately $575,000 in attorneys' fees to be paid by the Company. The Company fully provisioned this amount as of December 31, 2021. HCMC appealed this ruling on June 22, 2022.

On April 12, 2023, the U.S. Court of Appeals for the Federal Circuit ruled in favor of HCMC on two separate appeals it had filed in its patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. pending in the district court for the Northern District of Georgia.

In the first appeal, HCMC appealed the ruling of the District Court dismissing HCMC's patent infringement action and denying HCMC's motion to amend its pleading. In the second appeal, HCMC appealed the District Court's award of attorneys' fees to Philip Morris. In its decisions, the Federal Circuit ruled for HCMC by reversing both of those decisions and remanded the case back to the District Court for further proceedings. As a result of the ruling, the Company reversed the $575,000, which was previously fully provisioned, during the three months ended March 31, 2023.

On September 26, 2023, HCMC filed a patent infringement lawsuit against R.J. Reynolds Vapor Company ("RJR") in the U.S. District Court for the Middle District of North Carolina in connection with HCMC's assertions that RJR's Vuse electronic cigarette infringes one of HCMC's patents.

On November 17, 2023, RJR filed a motion to dismiss the action. HCMC opposed on December 22, 2023. To date the court has not ruled on the motion.

On September 18, 2024, RJR filed an inter partes review of the patent-in-suit at the United States Patent and Trademark Office ("USPTO"). A decision on institution will be made by the USPTO sometime after January 2025.

On November 22, 2024, HCMC received a ruling from the U.S. Court of Appeals for the Federal Circuit (the "Federal Circuit") denying an appeal of HCMC of a decision of the United States Patent and Trademark Office Patent Trial and Appeal Board (the "Board") relating to the inter partes review of an HCMC patent. The Board had ruled that the previously granted HCMC patent that served as the basis of HCMC's patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. was not patentable and denied of HCMC's request to amend the claims if invalidity of the patent was affirmed.

On December 31, 2024, HCMC voluntarily dismissed the action in the Northern District of Georgia without prejudice and the case was terminated.

From time to time the Company is involved in legal proceedings arising in the ordinary course of our business. We believe that there is no other litigation pending that is likely to have, individually or in the aggregate, a material adverse effect on our financial condition or results of operations as of June 30, 2025. With respect to legal costs, we record such costs as incurred.

NOTE 11. RELATED PARTY TRANSACTIONS

Prior to the Spin-Off, HCWC was a subsidiary of HCMC. After Spin-Off, HCWC operated as a separate, stand-alone company, accordingly has had various relationships with HCMC whereby HCMC provided services to HCWC as noted below. Related party transactions include allocation of general corporate expenses and cash advances between HCMC and HCWC.

Allocation of General Corporate Expenses

The Company provided human resources, accounting, payroll processing, legal and other managerial services to HCWC prior to the Spin-Off. The accompanying condensed consolidated financial statements for three and six months ended June 30, 2024 include allocations of these expenses. Following the Spin-Off, HCWC and HCMC entered into a Transition Services Agreement ("TSA"), under which both companies agreed to provide certain transitional services to one another to ensure smooth separation. These services are provided on a transitional basis and will continue for a period of up to one year following the Spin-Off.

Management adopted a proportional cost allocation method to allocate the shared expenses to HCWC. The allocation method calculates the appropriate share of overhead costs to HCWC based on management's estimate that the sum of management time and resources spent managing HCWC is approximately equal to the amount of time and resources spent managing HCMC and its subsidiaries. As a result, 50% of HCMC overhead on a weighted average basis was allocated to HCWC based on the fact that management spent an equal amount of time managing both companies. The Company believes the allocation methodology used is reasonable and has been consistently applied, and results in an appropriate allocation of costs incurred. However, these allocations may not be indicative of the cost had HCWC been a stand-alone entity or of future services. For the six months ended June 30, 2025, HCWC established its independent payroll system but continues to share certain staff with HCMC. HCMC and HCWC continue providing human resources, accounting, payroll processing, and other managerial services to each other based on the TSA. Management continued using 50% proportional cost allocation method to split the shared cost. HCWC directly funds its 50% share and records its 50% share as Operating Expenses in its financial statements.

Investment in Subsidiary

For the three and six months ended June 30, 2024, the net operating expenses of $0.6 million and $1.3 million incurred by HCMC on behalf of HCWC were included in the Investment in Subsidiary. Upon Spin-Off, the Company wrote off the net investment in subsidiary balance to retained earnings.

Due to Related Party

Prior to the Spin-Off, there was no intercompany agreement between the Company and HCWC. Management has determined those intercompany receivables and payables will be settled within twelve months after the balance sheet date. As a result, the Company's intercompany balances are reflected as "due to" or "due from" accounts in the consolidated balance sheets. At the time of Spin-off, the Company had a net receivable balance from HCWC in the amount of $1.2 million, and HCWC paid the balance in full to settle on the Spin-Off date of September 13, 2024. The Company had a net Due to Related Party balance of $2.1 million and $0.2 million as of June 30, 2025 and December 31, 2024, respectively. The increase in the Due to Related Party balance was a result of continued funding from HCWC to HCMC to support HCMC's operations during the transition period, as compliant with the agreements with HCWC. HCWC's cash advances to HCMC are transitional, short-term, and repayable within 12 months.

Agreements with HCWC

The Company entered into several agreements with HCWC that, among other things, affect the separation and govern the relationship of the parties following the Spin-Off. These agreements include:

- a Separation Agreement that will set forth HCMC's and HCWC's agreements regarding the principal actions that both parties will take in connection with the Spin-Off and aspects of our relationship following the Spin-Off;
- a Transition Services Agreement pursuant to which HCMC and HCWC will provide each other specified services on a transitional basis to help ensure an orderly transition following the Spin-Off.
- a Tax Matters Agreement ("TMA") that will govern the respective rights, responsibilities and obligations of HCMC and HCWC after the Spin-Off with respect to all tax matters and will include restrictions to preserve the tax-free status of the Spin-Off; and
- an Employee Matters Agreement ("EMA") that will address employment, compensation and benefits matters, including the allocation and treatment of assets and liabilities arising out of employee compensation and benefits programs in which our employees participated prior to the Spin-Off.

Under the terms of the transition services agreement, the HCMC will provide to HCWC, on a transitional basis, certain services or functions, including information technology, accounting, human resources, and payroll functions. Generally, these services will be provided for a period of up to one year following the Spin-Off. Consideration and costs for the transition services will be determined using several billing methodologies as described in the agreements, including customary billing and pass-through billing. Costs for transition services provided by the former parent are recorded within the Consolidated Statements of Operations based on the nature of the services.

NOTE 12. SUBSEQUENT EVENTS

In accordance with FASB ASC 855-10, the Company evaluated subsequent events and transactions that occurred after the balance sheet date up to the date that the condensed consolidated financial statements were available to be issued. Based upon this review, the Company has determined that there are no material subsequent events requiring recognition or disclosure.

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

The following discussion and analysis should be read in conjunction with our unaudited interim condensed consolidated financial statements and related notes appearing elsewhere in this report on Form 10-Q. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties, and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements. The terms "we," "us," "our," and the "Company" refer to Healthier Choices Management Corp. and its wholly-owned subsidiaries, HCMC Intellectual Property Holdings, LLC and The Vape Store, Inc. ("Vape Store"). All intercompany accounts and transactions have been eliminated in consolidation.

HCWC Spin-Off

On September 13, 2024, HCMC completed the Spin-off of our Grocery business into an independent publicly traded company HCWC. As a result, the operating results for the HCWC through the date of the Spin-off are reported in Net Loss from Discontinued Operations in the Consolidated Statements of Operations for all periods presented. In addition, the related assets and liabilities are reported as Assets and Liabilities of Discontinued Operations on the Consolidated Balance Sheets.

Unless otherwise noted, all amounts, percentages and discussion reflect only the results of operations and financial condition from our continuing operations.

Company Overview

Healthier Choices Management Corp. is a holding company focused on monetizing its intellectual property through its wholly owned subsidiary, HCMC Intellectual Property

Holdings, LLC. The Company seeks to further monetize its patent suite through development and production of its patented products, including the Q-Cup™ technology and Imitine, licensing and royalty agreements, and enforcement actions against infringers of its intellectual property.

Through its wholly owned subsidiary HCMC Intellectual Property Holdings, LLC, the Company manages and intends to expand on its intellectual property portfolio.

Additionally, the Company markets its patented the Q-Cup™ technology under the vape segment; this patented technology is based on a small, quartz cup called the Q-Cup™, which a customer partially fills with either cannabis or CBD concentrate (approximately 50mg) purchased from a third party. The Q-Cup™ is then inserted into the Q-Cup™ Tank or Globe, that heats the cup from the outside without coming in direct contact with the solid concentrate. This Q-Cup™ technology provides significantly more efficiency and an "on the go" solution for consumers who prefer to vape concentrates either medicinally or recreationally.

Liquidity

The unaudited condensed consolidated financial statements included elsewhere in this Form 10-Q have been prepared in conformity with GAAP, which contemplate continuation of the Company as a going concern and realization of assets and satisfaction of liabilities in the normal course of business and do not include any adjustments that might result from the outcome of any uncertainties related to our going concern assessment. The carrying amounts of assets and liabilities presented in the financial statements do not necessarily purport to represent realizable or settlement values. The unaudited consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties.

The Company currently and historically has reported net losses and cash outflows from operations. As of June 30, 2025, the Company had cash and cash equivalent of approximately $1.1 million and negative working capital of $2.6 million. The Company's liquidity needs through June 30, 2025 have been satisfied through financing agreement with private lenders.

Management has made plans to reduce certain costs and raise the capital needed, however there can be no assurance the Company can successfully implement these plans. The success of these plans is dependent upon various factors, foremost being the ability to reduce outside consulting expenses and the ability to secure additional capital from outside investors. There can be no assurance that such plans will be successful.

The Company believes its cash on hand and its ability to draw on its $5 million line of credit will enable the Company to meet its obligations and capital requirements for at least twelve months from the date these financial statements are issued. Accordingly, no adjustment has been made to the financial statements to account for this uncertainty.

Factors Affecting Our Performance

We believe the following factors affect our performance:

Pending Patent: We have developed, trademarked and are preparing to commercialize additional products. We include product development expenses as part of our operating expenses. In October 2018, we announced the granting of three US patents related to our Q-Cup™ technology. In addition, we have a suite of patent applications pending in the United States. There is no assurance that we will be awarded patents for any of these pending patent applications. There is no assurance that we can monetize the patents.

Manufacturing: We have no manufacturing capabilities and do not intend to develop any manufacturing capabilities. Third party manufacturers make our products to meet our design specifications. We depend on third party manufacturers for our vaporizer e-liquid and accessories. Any interruption in supply and or consistency of our products may harm our relationships and reputation with customers, and have a material adverse effect on our business, results of operations and financial condition. In order to minimize the risk of supply interruption, we currently utilize several third-party manufacturers to manufacture our products to our specifications.

Results of Operations

The following table sets forth our unaudited condensed consolidated Statements of Operations for the three months ended June 30, 2025 and 2024 that is used in the following discussions of our results of operations:

	Three Months Ended June 30,		2025 to 2024
	2025	2024	Change $
SALES, NET	**$ 1,000**	$ 174	$ 826
COST OF SALES	**23,834**	42	23,792
GROSS PROFIT	**(22,834)**	132	(22,966)
OPERATING EXPENSES	**1,980,776**	1,966,512	14,264
LOSS FROM OPERATIONS	**(2,003,610)**	(1,966,380)	(37,230)
OTHER INCOME (EXPENSE)			
Loss on investment	**-**	(136)	136
Other income, net	**3,070**	-	3,070
Interest income, net	**8,743**	55,545	(46,802)
TOTAL OTHER INCOME (EXPENSE), NET	**11,813**	55,409	(43,596)
NET LOSS	**$ (1,991,797)**	$ (1,910,971)	$ (80,826)

Net sales and cost of sales were de minimis for the three months ended June 30, 2025 and 2024. The Company closed all its brick-and-mortar retail vape stores, as management had shifted its retail sales focus to the wholesale and online channel. The sales and cost of sales for the three months ended June 30, 2025 and 2024 continued to be significantly impacted by the inability to bring new products to market via distribution.

Total operating expenses of $2.0 million for the three months ended June 30, 2025 remained consistent with the same period in 2024.

Total other income (expense), net of $12,000 for the three months ended June 30, 2025 consists of interest income of $9,000 and other miscellaneous income of $3,000. Total other income (expense), net of $55,000 for the three months ended June 30, 2024 was mainly attributable to interest income.

The following table sets forth our unaudited condensed consolidated Statements of Operations for the six months ended June 30, 2025 and 2024 that is used in the following discussions of our results of operations:

	Six Months Ended June 30,		2025 to 2024
	2025	2024	Change $
SALES, NET	**$ 2,780**	$ 293	$ 2,487
COST OF SALES	**25,312**	174	25,138
GROSS PROFIT	**(22,532)**	119	(22,651)
OPERATING EXPENSES	**4,150,490**	4,169,406	(18,916)
LOSS FROM OPERATIONS	**(4,173,022)**	(4,169,287)	(3,735)
OTHER INCOME (EXPENSE)			
Loss on investment	**-**	(993)	993
Loss on disposal of asset	**(22,809)**	-	(22,809)
Other income, net	**3,070**	-	3,070
Interest income, net	**17,288**	99,625	(82,337)
TOTAL OTHER INCOME (EXPENSE), NET	**(2,451)**	98,632	(101,083)
NET LOSS	**$ (4,175,473)**	$ (4,070,655)	$ (104,818)

Net sales and cost of sales were de minimis for the six months ended June 30, 2025 and 2024. The Company closed all its brick-and-mortar retail vape stores, as management had shifted its retail sales focus to the wholesale and online channel. The sales and cost of sales for the six months ended June 30, 2025 and 2024 continued to be significantly impacted by the inability to bring new products to market via distribution.

Total operating expenses of $4.2 million for the six months ended June 30, 2025 remained consistent with the same period in 2024.

Total other income (expense), net of $2,000 for the six months ended June 30, 2025 consists of $22,000 loss on asset disposal offset by net interest income of $17,000 and other miscellaneous income of $3,000. Total other income (expense), net of $99,000 for the six months ended June 30, 2024 primarily consists of interest income of $100,000, and loss on investment of $1,000.

Liquidity and Capital Resources

The following table and the discussion present the Company's cash activities on continuing basis for six months ended June 30, 2025 and 2024:

	Six Months Ended June 30,	
	2025	2024
Net cash (used in) provided by:		
Operating activities	**$ (1,992,379)**	$ 529,928
Investing activities	**-**	(47,186)
Financing activities	**1,465,455**	(1,752,168)
Net decrease in cash from continuing operations	**$ (526,924)**	$ (1,269,426)
Net decrease in cash from discontinued operations	**-**	(458,334)
Total net decrease in cash	**$ (526,924)**	$ (1,727,760)

Our net cash used in operating activities of approximately $2.0 million for the six months ended June 30, 2025 resulted from a net loss of $4.2 million, offset by a non-cash adjustment of $2.3 million and a net cash change of $0.1 million from changes in operating assets and liabilities. Our net cash provided by operating activities of approximately $0.5 million for the six months ended June 30, 2024 resulted from a net loss of $4.1 million, offset by a non-cash adjustment of $2.4 million and a net cash change of $2.2 million from changes in operating assets and liabilities.

There was no cash used in investing activities for the six months ended June 30, 2025. The net cash used in investing activities of $47,000 for the six months ended June 30, 2024 resulted from purchases of property and equipment.

The net cash provided by financing activities of $1.5 million for the six months ended June 30, 2025 is primarily due to $1.9 million net transfers from HCWC and $0.4 million cash payment of the credit line. Net cash used in financing activities of approximately $1.8 million for the six months ended June 30, 2024 is due to $1.3 million investments in HCWC and $0.4 million payments for deferred offering cost related with Spin-Off.

At June 30, 2025 and December 31, 2024, we did not have any material financial guarantees or other contractual commitments with vendors that are reasonably likely to have an adverse effect on liquidity.

Our cash balances are kept liquid to support our growing acquisition and infrastructure needs for operational expansion. Most of our cash and cash equivalent are concentrated in one financial institution and is generally in excess of the FDIC insurance limit. The Company has not experienced any losses on its cash. The following table presents the Company's cash position as of June 30, 2025 and December 31, 2024.

	June 30, 2025	December 31, 2024
Cash and cash equivalent	**$ 1,119,875**	$ 1,193,567
Total assets	**$ 1,537,603**	$ 2,220,449
Cash and cash equivalent as a percentage of total assets	**72.8%**	53.8%

The Company reported a net loss from continuing operation of $4.2 million for the six months ended June 30, 2025. The Company also had negative working capital of $2.6 million. The Company expects to continue incurring losses for the foreseeable future.

The Company anticipates its current cash and its ability to draw from the $5 million credit line with private lender will be sufficient to meet projected operating expenses for the foreseeable future through at least twelve months from the issuance of the consolidated financial statements.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Critical Accounting Estimates

Our management's discussion and analysis of financial condition and results of operations is based on our unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP. The preparation of these condensed consolidated financial statements requires us to exercise considerable judgment with respect to establishing sound accounting policies and in making estimates and assumptions that affect the reported amounts of our assets and liabilities, our recognition of revenues and expenses, and disclosure of commitments and contingencies at the date of the condensed consolidated financial statements.

We base our estimates on our historical experience, knowledge of our business and industry, current and expected economic conditions, the attributes of our products, the regulatory environment, and in certain cases, the results of outside appraisals. These estimates include useful lives and impairment of long-lived assets, deferred taxes and related valuation allowances, allocation of corporate general expenses, and the valuation of the assets and liabilities acquired in business combinations. We periodically re-evaluate our estimates and assumptions with respect to these judgments and modify our approach when circumstances indicate that modifications are necessary. These estimates and assumptions form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

While we believe that the factors we evaluate provide us with a meaningful basis for establishing and applying sound accounting policies, we cannot guarantee that the results will always be accurate. Since the determination of these estimates requires the exercise of judgment, actual results could differ from such estimates.

There have been no material changes to the Company's critical accounting policies and estimates except allocation of corporate general expense as compared to the critical accounting policies and estimates described in the 2024 Annual Report, which we believe are the most critical to our business and the understanding of our results of operations and affect the more significant judgments and estimates that we use in the preparation of our condensed consolidated financial statements. Allocation of corporate general expenses to HCWC in year 2024 was a result of recently completed spin-Off of HCWC, which led to a reevaluation of how corporate general expenses were allocated. The Company adopted a proportional cost allocation method to allocate parent expense to the carve-out entity. There was no expense allocation for the three and nine months ended June 30, 2025.

Seasonality

We do not consider our business to be seasonal.

Cautionary Note Regarding Forward-Looking Statements

This report includes forward-looking statements including statements regarding retail expansion, the future demand for our products, the transition to vaporizer and other products, competition, the adequacy of our cash resources and our authorized Common Stock, and our continued ability to raise capital.

The words "believe," "may," "estimate," "continue," "anticipate," "intend," "should," "plan," "could," "target," "potential," "is likely," "will," "expect" and similar expressions, as they relate to us, are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs.

The results anticipated by any or all of these forward-looking statements might not occur. Important factors that could cause actual results to differ from those in the forward-looking statements include our future common stock price, customer acceptance of our products, and proposed federal and state regulation. We undertake no obligation to publicly update or revise any forward-looking statements, whether as the result of new information, future events or otherwise.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable to smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES

We are required to report under Section 404(a) of Sarbanes-Oxley regarding the effectiveness of our internal control over financial reporting.

Evaluation of Disclosure Controls and Procedures

Our management, including our Principal Executive Officer and Principal Financial Officer, carried out an evaluation on internal controls as of June 30, 2025 in regard to the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, or the Exchange Act. As a result of the evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were ineffective as of the end of the period covered by this report.

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, the Company evaluated the effectiveness of the design and operation of its internal control over financial reporting based on the framework established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's internal control over financial reporting was ineffective as of June 30, 2025 and noted the material weaknesses as follows:

- Failure to have properly documented and designed disclosure controls and procedures and testing of the operating effectiveness of our internal control over financial reporting.

- Segregation of duties due to lack of personnel.

- The Company had ineffective design, implementation and, operation of controls over logical access, program change management, and vendor management controls. The Company controls on IT should have included the following:

  - Appropriate restrictions that would adequately prevent users from gaining inappropriate access to the financially relevant systems.

  - IT program and data changes affecting the Company's financial IT applications and underlying accounting records, should be identified, tested, authorized and implemented appropriately to validate that data produced by its relevant IT system(s) were complete and accurate.

- Obtaining and reviewing key third party service provider SOC reports.

Our management concluded that considering internal control deficiencies that, in the aggregate, rise to the level of material weaknesses, we did not maintain effective internal control over financial reporting as of June 30, 2025 based on the criteria set forth in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

Planned Remediation

Management continues to work to improve its controls related to our material weaknesses listed above. In order to achieve the timely implementation of the above, management has commenced the following actions and will continue to assess additional opportunities for remediation on an ongoing basis:

- Continuing to increase headcount across the Company, with a particular focus on hiring individuals with strong internal control backgrounds and inventory expertise.
- Establishing policies and procedures in the IT area to mitigate data breach, unauthorized access and address segregation of duties, as well as review key third party service provider SOC reports.

We are currently working to improve and simplify our internal processes and implement enhanced controls, as discussed above, to address the material weaknesses in our internal control over financial reporting and to remedy the ineffectiveness of our disclosure controls and procedures. These material weaknesses will not be considered to be remediated until the applicable remediated controls are operating for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively.

Changes in Internal Controls over Financing Reporting

Except as detailed above, during the quarter ended June 30, 2025, there were no significant changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

There were two lawsuits in connection with alleged claimed battery defects for an electronic cigarette device. One had been dismissed by the court wherein the plaintiff settled with the Company's insurance carrier with no economic impact to the Company. In the second lawsuit, as of December 31, 2023, the Company had reached an arrangement with the plaintiff to resolve the matter, limiting potential exposure of the Company to $1.5 million which was reflected in accounts payable and accrued expenses, representing management's estimate of the probable settlement amount based on the current status of discussions. This arrangement was formalized by a signed agreement on July 1, 2024 and the Company accrued $1.5 million at June 30, 2024. As of June 30, 2025, the Company already paid $1,500,000 in full.

On November 30, 2020, the Company filed a patent infringement lawsuit against Philip Morris USA, Inc. and Philip Morris Products S.A. in the U.S. District Court for the Northern District of Georgia. The lawsuit alleges infringement on HCMC-owned patent(s) by the Philip Morris product known and marketed as "IQOS®". Philip Morris claims that it is currently approaching 14 million users of its IQOS® product and has reportedly invested over $3 billion in their smokeless tobacco products. On December 3, 2021, the District Court for the Northern District of Georgia effectively dismissed HCMC's patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. On December 14, 2021, the Company filed a notice of appeal of the District Court for the Northern District of Georgia's dismissal of the Company's patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. The appeal brief was filed on February 28, 2022.

In connection with such dismissal, the defendants sought to recover attorney's fees from the Plaintiff. On February 22, 2022, the District Court for the Northern District of Georgia granted the defendant's an award of approximately $575,000 in attorneys' fees to be paid by the Company. HCMC appealed this ruling on June 22, 2022.

On April 12, 2023, the U.S. Court of Appeals for the Federal Circuit ruled in favor of HCMC on two separate appeals it had filed in its patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. pending in the district court for the Northern District of Georgia.

In the first appeal, HCMC appealed the ruling of the District Court dismissing HCMC's patent infringement action and denying HCMC's motion to amend its pleading. In the second appeal, HCMC appealed the District Court's award of attorneys' fees to Philip Morris. In its decisions, the Federal Circuit ruled for HCMC by reversing both of those decisions and remanded the case back to the District Court for further proceedings.

On September 26, 2023, HCMC filed a patent infringement lawsuit against R.J. Reynolds Vapor Company ("RJR") in the U.S. District Court for the Middle District of North Carolina in connection with HCMC's assertions that RJR's Vuse electronic cigarette infringes one of HCMC's patents.

On November 17, 2023, RJR filed a motion to dismiss the action. HCMC opposed on December 22, 2023. To date the court has not ruled on the motion.

On September 18, 2024, RJR filed an inter partes review of the patent-in-suit at the United States Patent and Trademark Office ("USPTO"). A decision on institution will be made by the USPTO sometime after January 2025.

On November 22, 2024, HCMC received a ruling from the U.S. Court of Appeals for the Federal Circuit (the "Federal Circuit") denying an appeal of HCMC of a decision of the United States Patent and Trademark Office Patent Trial and Appeal Board (the "Board") relating to the inter partes review of an HCMC patent. The Board had ruled that the previously granted HCMC patent that served as the basis of HCMC's patent infringement action against Philip Morris USA, Inc. and Philip Morris Products S.A. was not patentable and denied of HCMC's request to amend the claims if invalidity of the patent was affirmed.

On December 31, 2024, HCMC voluntarily dismissed the action in the Northern District of Georgia without prejudice and the case was terminated.

From time to time the Company is involved in legal proceedings arising in the ordinary course of our business. We believe that there is no other litigation pending that is likely to have, individually or in the aggregate, a material adverse effect on our financial condition or results of operations as of June 30, 2025. With respect to legal costs, we record such costs as incurred.

ITEM 1A. RISK FACTORS.

Not Applicable.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Not Applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not Applicable.

ITEM 5. OTHER INFORMATION.

Not Applicable.

ITEM 6. EXHIBITS.

See the exhibits listed in the accompanying "Index to Exhibits."

INDEX TO EXHIBITS

Exhibit No.	Exhibit Description	Incorporated by Reference Form	Date	Number	Filed or Furnished Herewith
31.1	Certification of Principal Executive Officer (302)				Filed
31.2	Certification of Principal Financial Officer (302)				Filed
32.1	Certification of Principal Executive Officer (906)				Furnished *
32.2	Certification of Principal Financial Officer (906)				Furnished *
101.INS	Inline XBRL Instance Document				Filed
101.SCH	Inline XBRL Taxonomy Extension Schema Document				Filed
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document				Filed
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document				Filed
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document				Filed
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document				Filed
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)				Filed

* This exhibit is being furnished rather than filed and shall not be deemed incorporated by reference into any filing, in accordance with Item 601 of Regulation S-K.

SIGNATURES

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

HEALTHIER CHOICES MANAGEMENT CORP.

Date: August 13, 2025

By: */s/ Jeffrey Holman*
Jeffrey Holman
Chief Executive Officer

Date: August 13, 2025

By: */s/ John Ollet*
John Ollet
Chief Financial Officer

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Jeffrey Holman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Healthier Choices Management Corp.;

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

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

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

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

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

5. The registrant's other certifying officer(s) 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: August 13, 2025

/s/ Jeffrey Holman
Jeffrey Holman
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, John Ollet, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Healthier Choices Management Corp.;

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

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

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

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

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

5. The registrant's other certifying officer(s) 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: August 13, 2025

/s/ John Ollet
John Ollet
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

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

In connection with the quarterly report of Healthier Choices Management Corp. (the "Company") on Form 10-Q for the period ending June 30, 2025, as filed with the Securities and Exchange Commission on the date hereof, I, Jeffrey Holman, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

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

Date: August 13, 2025

/s/ Jeffrey Holman
Jeffrey Holman
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

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

In connection with the quarterly report of Healthier Choices Management Corp. (the "Company") on Form 10-Q for the period ending June 30, 2025, as filed with the Securities and Exchange Commission on the date hereof, I, John Ollet, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

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

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

Date: August 13, 2025

/s/ John Ollet
John Ollet
Chief Financial Officer
(Principal Financial Officer)