

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

FORM 8-K

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

Date of report (Date of earliest event reported): May 30, 2024

**Jones Soda Co.**  
(Exact Name of Registrant as Specified in Its Charter)

**Washington**  
(State or Other Jurisdiction of Incorporation)

**0-28820**  
(Commission File Number)

**52-2336602**  
(IRS Employer Identification No.)

**66 South Hanford Street, Suite 150, Seattle, Washington**  
(Address of Principal Executive Offices)

**98134**  
(Zip Code)

**(206) 624-3357**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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

**None**

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

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, no par value	JSDA	OTCQB

**Item 7.01. Regulation FD Disclosure.**

On May 30, 2024, Jones Soda Co. (the "Company") posted a presentation on its website. The Company expects to use such presentation, in whole or in part, and possibly with modifications, in connection with presentations to investors, analysts and others during the current fiscal year of the Company. The presentation is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K ("Current Report").

The information in the presentation is summary information that may only be accurate as of the date hereof and is intended to be considered in the context of the Company's Securities and Exchange Commission (the "SEC") filings and other public disclosures, including the risk factors disclosed therein. By filing this Current Report on Form 8-K and furnishing the information contained herein, the Company makes no admission as to materiality of any information in this report that is required solely to be disclosed by reason of Regulation FD. The Company undertakes no obligation to publicly update or revise the information contained in this Current Report, although it may do so from time to time as its management determines. Any such updates may be made through the filing of other reports or documents with the SEC, through press releases or other public disclosures.

The information furnished under Item 7.01 of this Current Report, including Exhibit 99.1 hereto, shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Presentation materials relating to Jones Soda Co. dated May 30, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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 hereunto duly authorized.

JONES SODA CO.  
(Registrant)

May 30, 2024

By: /s/ David Knight  
David Knight  
President and Chief Executive Officer



**JONES** INVESTOR PRESENTATION | May, 2024

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# SAFE HARBOR

This document contains forward-looking statements as defined in the Private Securities Reform Act of 1995 and applicable Canadian securities rules and regulations. We base these forward-looking statements on our expectations and projections about future events, which we derive from the information currently available to us. Such forward-looking statements relate to expected events or our expected future performance, including: our future performance and growth prospects and our business prospects and opportunities. You can identify forward-looking statements by those that are not historical in nature, particularly those that use terminology such as “may,” “should,” “expects,” “anticipates,” “contemplates,” “estimates,” “believes,” “plans,” “projected,” “predicts,” “potential,” or “hopes” or the negative of these or similar terms. Factors that may cause actual results to differ materially from current expectations include, among other things, those listed under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2023 that we have filed with the U.S. Securities and Exchange Commission (the “SEC”) and the Quarterly Reports we file with the SEC. Forward-looking statements made are only predictions. The forward-looking statements made in this presentation and other statements made from time to time by us or our representatives, may not occur, and actual events and results may differ materially and are subject to risks, uncertainties and assumptions about us. We are not obligated to publicly update or revise any forward-looking statement, whether as a result of uncertainties and assumptions. The forward-looking statements in this presentation and other statements made from time to time by us or our representatives might not occur. Past performance is not indicative of future results. There is no guarantee that any specific outcome will be achieved.

## OUR NEW JOURNEY

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- Jones was founded in 1996 and has a strong brand awareness and heritage.
- Since a high of 2009 the company lost its way due to poor management and lack of innovation.
- Turn around began in 2021 with new leadership to stem the bleeding, improve margins and start the journey to break even.
- In June 2023, a new beverage CEO was recruited to harness the power of the brand, ramp innovation and start the journey to a full beverage company.
- Q1 2024, delivered highest first quarter revenue and gross profit in 15 years.
- The journey has just begun!



## **VISION THE BEVOLUTION**

We expect by the close of 2027, Jones will have evolved from a soda company with a rebellious edge to a Beverage Company with an Independent spirit using Innovation to drive portfolio and channel expansion to become a beloved household staple with best taste guaranteed.

**JONES  
BEVERAGE  
COMPANY**



INVESTOR PRESENTATION | May, 2024 **JONES**

# KEY JONES STRATEGIES



- 01 **Harness the Power of the JONES Brand.**
- 02 **Own "Best Taste"** in our categories and products
- 03 **Recruit the "Next JONES Generation".**
- 04 **Take Back the Streets**  
Convenience Availability/Action Sports.
- 05 **Fast Follow in Innovative Beverages**
- 06 **Know our Customers and Consumer**  
through Data & Insights
- 07 **Growth to Hyper Growth**  
Increase Marketing Investment
- 08 **Focus on Growth Drivers**  
FS, HD9, Jones+, DSD, Increase ACV%.
- 09 **Improve Profitability**  
Pricing, Margin, Mix, Find a Better Way.
- 10 **Evolve Culture & Performance through EOS**  
Focus, Urgency, Accountability, Teamwork.







## AGILE FAST FOLLOWER STRATEGY

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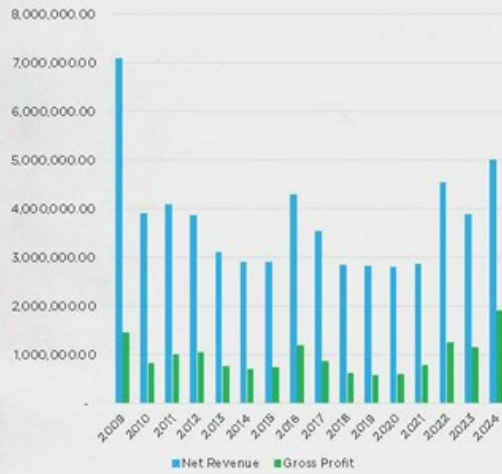
- Jones is breaking out of the 12oz glass craft soda business.
- We are building a diversified portfolio of Jones branded beverages that drive brand switching into “new-to-Jones” categories.
- We offer best tasting beverages that consumers want in formats that meet their beverage moments.
- The Jones team moves quickly and decisively with solutions that offer meaningful positive differences.
- Our mission is to be the 4th largest beverage company after Coke, Pepsi and Dr Pepper.

# Q1 PERFORMANCE

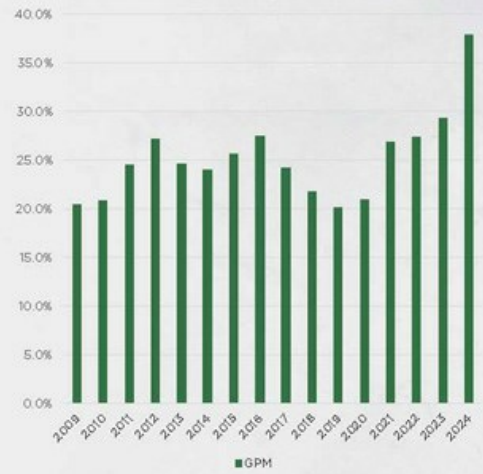
15 YR HIGH

**JONES**  
INVESTOR  
PRESENTATION  
May, 2024

### Q1 Net Revenue and Gross Profit Since 2009



### Q1 Gross Profit Margin Since 2009



JONES

# JSDA

## STOCK PERFORMANCE

- The change in vision and recent performance improvements in revenue and margin, have been rewarded by the capital market.
- Q2 expectations are high, and we believe profitability is on the near horizon.
- We believe 2024 will be profitable as the company improves margins and expands its portfolio.



# MARKET OPPORTUNITY

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- The Beverage industry in the US is valued at \$448 billion with soft drinks representing \$298 billion.\*
- Coke, Pepsi and Keurig Dr Pepper dominate the category, with innovation and growth being delivered by start up brands that are readily acquired by the Big 3.
- We believe Health and Wellness, Better For You and Functional Beverages are the key drivers of growth and being demanded by both consumers and retailers.



\* Source: "15+ US Beverage Industry Statistics (2023) | Refreshing trends facts and stats" Zippia.com



## THE NEW JONES TEAM

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**David Knight, CEO**

CPG and Beverage veteran with 28 Years at PepsiCo.

**Jerry Goldner, cgo**

Kellogg's, Nestle, OI/Saxco, Scout, Stryve

**Victor Petrone, cco**

PFG, Sysco, Polermo Foods, Prince Hospitality, National Beverage

**Eric Bittner, coo**

Fever Tree, Keurig Dr Pepper, PepsiCo

**Peter Vogt, cmo**

Tik Tok, Visa, Splunk, eBay

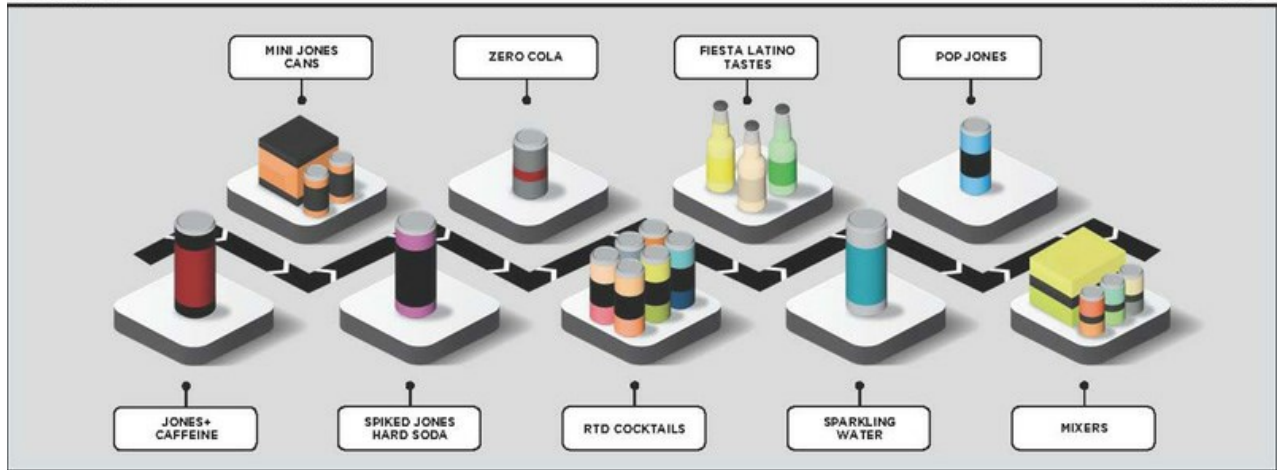
**Andy Scheurer, cio**

Kellogg's, LaunchForce



**1-1-2024**

**12-31-2025**



# CAN'T WAIT TO TRY

Proven to drive consideration and trial, Jones is leveraging our legacy brand to infuse this growing category with a fresh attitude and indulgent taste.

**The Jones Brand has strong concept appeal in the Beverage Category, especially amongst grocery shoppers.**

THINKING ABOUT THIS NEW BEVERAGE, WHICH STATEMENT FITS YOU BEST?  
(% who would try this drink)



**Jones Mixers and RTD Cocktails will get trial!**

Source: Alpha / Diver - Why people buy? Vetting the potential for Jones Sparkling water to win at shelf purchase.







GINGER BEER



HARD SELTZERS



FLAVORED SODA WATER



CSD



FUNCTIONAL MUSHROOMS

# JONES<sup>TM</sup> PLAYGROUND



RTD COCKTAILS



MIXERS



CRAFT SODA



MOCKTAILS



GUT HEALTH



# EXECUTIVE SUMMARY

We believe **JONES** is entering hypergrowth under the new management team driving innovation and channel development.

New strategy is performing with highest Q1 revenue and margin in 15 years.

We are seeking strategic capital investment partners to secure this exciting growth.



**THANKS**  
from  
**JONES**

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# JONES

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