

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): **November 4, 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.)

4786 1st Avenue South, Suite 103, 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**

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective as of November 4, 2024, Joe Culp, the Director of Finance and Interim Chief Financial Officer of Jones Soda Co. (the “Company”) resigned from the Company and was replaced by Ronald Dissinger, a director on the Board of Directors of the Company (the “Board”), who will serve as Interim Chief Financial Officer of the Company effective as of November 4, 2024. The Company is currently conducting a search to identify a successor Chief Financial Officer with the assistance of an executive search firm.

Ronald Dissinger, age 65, has been a director on the Board since May 25, 2023. Prior to joining the Board, from January 2010 until his retirement in 2017, Mr. Dissinger was the Senior Vice President and Chief Financial Officer of the Kellogg Company. Previously, Mr. Dissinger had served in a number of financial roles with the Kellogg Company, including Assistant Controller, Vice President and Chief Financial Officer Europe, and Vice President and Chief Financial Officer North America. Mr. Dissinger obtained a bachelor of science from Albright College in 1980 and is also a Certified Management Accountant.

There are no family relationships between Mr. Dissinger and any of our directors or executive officers. Except as set forth herein, there is no arrangement or understanding between Mr. Dissinger and any other persons pursuant to which Mr. Dissinger was appointed an interim executive officer of the Company. There are no related party transactions involving Mr. Dissinger that are reportable under Item 404(a) of Regulation S-K.

Item 8.01 Other Events.

On November 6, 2024, the Company issued a press release announcing the resignation of Joe Culp as Director of Finance and Interim Chief Financial Officer of the Company and the appointment of Ronald Dissinger as Interim Chief Financial Officer of the Company. A copy of the press release is attached hereto as Exhibit 99.1 and the information contained therein is incorporated by reference into this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated November 6, 2024
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.

Date: November 7, 2024

JONES SODA CO.

/s/ Paul Norman

Paul Norman

Interim President and Chief Executive Officer



FOR IMMEDIATE RELEASE:

JONES SODA CO. ANNOUNCES DEPARTURE OF JOE CULP

Ronald Dissinger Appointed as Interim Chief Financial Officer

Board Search for a Permanent Chief Financial Officer is Underway

SEATTLE, Washington, November 6, 2024 – Jones Soda Co. (“**Jones Soda**” or the “**Company**”) (CSE: JSDA, OTCQB: JSDA) announces that, effective November 4, 2024, Joe Culp, the Company’s Director of Finance and Interim Chief Financial Officer, has resigned from the Company to pursue other endeavors. Ronald Dissinger, a director on the Company’s Board of Directors (the “**Board**”), will serve as Interim Chief Financial Officer until a permanent Chief Financial Officer is identified. Mr. Dissinger has extensive financial leadership experience with the Kellogg Company, where he served as Senior Vice President and Chief Financial Officer from 2010 until his retirement in 2017.

“On behalf of the Board, I would like to thank Joe for all of his hard work and contributions to the Company over the past five years and we wish him all the best in his future endeavors,” said Paul Norman, Chairman of the Board and Interim Chief Executive Officer. “The Board is confident that Ron has the right balance of skills and expertise to guide the Company financially during this transition period as we work to identify a permanent Chief Financial Officer.” continued Mr. Norman.

About Jones Soda

Jones Soda Co.® (CSE: JSDA, OTCQB: JSDA) is a leading developer of sodas and cannabis-infused beverages known for their premium taste, unique flavors and unconventional brand personality. Launched in 1996 as the original craft soda brand, the Company today markets a diverse portfolio of sodas, mixers and wellness beverages under the Jones® Soda brand as well as a line of award-winning cannabis beverages and edibles leveraging Jones’ trademark flavors under the Mary Jones brand. For more information, visit www.jonessoda.com, www.myjones.com, or <https://gomaryjones.com>

Contacts

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Investor Relations

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The CSE does not accept responsibility for the adequacy or accuracy of this release.

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Cautionary Statements Regarding Forward-Looking Information

This news release may contain forward-looking information within the meaning of applicable securities legislation in both Canada and the United States, which reflect management's current expectations regarding future events. Such information includes, without limitation, information regarding identification of a permanent Chief Financial Officer. Although the Company believes that such information is reasonable, it can give no assurance that such expectations will prove to be correct.

Forward-looking information is typically identified by words such as: "believe", "expect", "anticipate", "intend", "estimate", "postulate" and similar expressions, or are those, which, by their nature, refer to future events. The Company cautions investors that any forward-looking information provided by the Company is not a guarantee of future results or performance and that such forward-looking information is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this news release including, without limitation, that general business and economic conditions will not change in a material adverse manner; and assumptions regarding political and regulatory stability and stability in financial and capital markets.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others: the ability to identify a permanent Chief Financial Officer and other risks and factors that the Company is unaware of at this time.

The forward-looking statements contained in this news release are made as of the date of this news release. The Company disclaims any intention or obligation to update or revise any forward- looking statements, whether as a result of new information, future events or otherwise, except as required by law.