

GreenGro Technologies, Inc.

A Nevada corporation

Amended Annual Report

March 31, 2017

Item 1 The exact name of the Issuer and its predecessors (if any)

“GreenGro Technologies, Inc.”
Formerly “Authoriszor, Inc.” since 1999

Item 2 The Issuers principal place of office:

Company Headquarters
1676 West Lincoln Ave.
Anaheim, CA 92801

Phone: (714) 441-1408
Fax: (714) 441-1409
State of Incorporation: Delaware, July, 1996
Converted to Nevada Corporation: June 24, 2013

Item 3 Security Information

Common Stock
Symbol: GRNH
CUSIP: 39526G 107

The number of shares or total amount of the securities outstanding for each class of securities authorized:

Period end date: March 31, 2017

Common Stock

- i) as of March 31, 2017
- ii) 500,000,000 authorized
- iii) 384,694,174 issued and outstanding
- iv) approximately 221,240,723 freely tradable shares
- v) 3 beneficial shareholders
- vi) 536 shareholders of record

Preferred Stock

- i) as of March 31, 2017
- ii) 10,000,000 authorized
- iii) 10,000,000 issued and outstanding

Period end date: December 31, 2016

Common Stock

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- ii) 500,000,000 authorized
- iii) 370,069,174 issued and outstanding
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- i) as of December 31, 2016
- ii) 10,000,000 authorized
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Transfer Agent:

Fidelity Transfer Services, Inc.
5073 Central Ave. #907
Bonita, California 91908
Office: (619) 501-4512
Fax: (619) 272-4251

Registered under the Exchange Act and regulated by the SEC.

Item 4 Issuance History

In the three months ended March 31, 2017, the Company issued 14,625,000 shares of common stock of which 3,000,000 shares were for \$90,000 cash, 9,625,000 shares were for consulting services valued at \$550,438 and 2,000,000 shares for the redemption of outstanding warrants. The Company issued 2,000,000 shares upon redemption of warrants that were issued and outstanding pursuant to a Purchase Agreement with St. George Investments LLC dated February 17, 2017. The Company valued the stock issued for consulting services based on the closing stock price at the date of the consulting agreement.

In the year ended December 31, 2016, the Company issued 102,578,451 shares of common stock of which 39,625,000 shares were for the consulting services, 40,000,000 shares were for \$975,000 cash and 22,953,451 shares were for the conversion of \$130,000 of principle convertible debt and \$29,025 of accrued interest. The shares for consulting services were valued at the Company's closing stock price on the date of the executed consulting agreement which resulted in the Company recording consulting expenses of \$2,563,475.

Item 5

Financial Statements

**GREENGRO TECHNOLOGIES, INC.
Consolidated Financial Statements
March 31, 2017 and December 31, 2016
(Unaudited)**

GREENGRO TECHNOLOGIES, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2017	December 31, 2016
ASSETS:		
Current Assets:		
Cash	\$ 1,625,983	\$ 445,322
Accounts Receivable	166,437	161,639
Prepays	47,335	-
Inventory	350,042	260,765
Deposits	22,200	57,200
Investment	226,698	-
Note Receivable	26,265	4,750
Note Receivable to Related Party	166,059	402,224
Interest Receivable	99	-
Interest Receivable to Related Party	30,252	26,334
Total Current Assets	2,661,370	1,358,234
Fixed Assets:		
Property, Plant, & Equipment, net	571,676	579,836
Leasehold Improvements, net	9,953	10,103
Total Fixed Assets, net	581,629	589,939
Other Assets:		
Construction in Progress	139,125	139,125
Goodwill	623,253	623,253
Total Other Assets	762,378	762,378
Total Assets	<u>\$ 4,005,377</u>	<u>\$ 2,710,551</u>
LIABILITIES:		
Current Liabilities		
Accounts Payable and Accrued Expenses	\$ 19,850	\$ 44,994
Loan Payable	27,333	28,738
Customer Deposits	731,046	37,384
Accrued Interest	12,888	-
Deferred Revenues	-	-
Convertible Note Payable	1,120,000	-
Related Party Payables	98,527	98,527

Total Current Liabilities	<u>2,009,644</u>	<u>209,643</u>
STOCKHOLDERS' EQUITY:		
Preferred Stock \$.001 par value 10,000,000 authorized, 10,000,000 shares outstanding, respectively	10,000	10,000
Common Stock \$.001 par value; 500,000,000 shares authorized, 384,694,174 and 370,069,174 shares outstanding, respectively	384,695	370,069
Additional Paid In Capital	18,524,170	17,839,507
Stock Offering Cost	(94,200)	(85,200)
Stock Subscription Receivable	-	(36)
Accumulated Deficit	<u>(16,746,482)</u>	<u>(15,550,982)</u>
Total Stockholders' Equity	2,078,183	2,573,358
Non-Controlling Interest	<u>(82,450)</u>	<u>(82,450)</u>
Stockholders' Deficit Allocated to Greengro Technologies, Inc.	<u>1,995,733</u>	<u>2,500,908</u>
Total Liabilities and Equity	<u>\$ 4,005,377</u>	<u>\$ 2,710,551</u>

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

GREENGRO TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended March 31,	
	2017	2016
Revenues	\$ 175,408.00	\$ 197,449
Cost of Revenues	<u>114,704.00</u>	<u>137,261</u>
Gross Margin	<u>60,704</u>	<u>60,188</u>
Operating Expenses:		
Amortization & Depreciation	8,310	16,830
Consulting	682,829	5,325
Officer Compensation	222,000	-
Salaries and Wages	20,896	16,104
General and Administrative	98,406	103,432
Professional Fees	<u>32,867</u>	<u>2,000</u>
Total Operating Expenses	<u>1,065,308</u>	<u>143,691</u>
Loss from Operations	<u>(1,004,604)</u>	<u>(83,503)</u>
Other Income (Expenses):		
Gain/(loss) on derivative adjustment	-	(89,704)
Loss on conversion of debt	(83,278)	-
Original Issue Discount	(100,000)	-
Interest expense	(12,888)	(2,375)
Interest income	<u>4,017</u>	<u>2,760</u>
Total Other Income (Expenses)	<u>(192,149)</u>	<u>(89,319)</u>
Net Income Before Taxes	<u>(1,196,753)</u>	<u>(172,822)</u>
Provision for Income Taxes	<u>-</u>	<u>-</u>
Net Loss	<u>\$ (1,196,753)</u>	<u>\$ (172,822)</u>
Net Loss Allocated to Non-Controlling Interest	<u>-</u>	<u>2,732</u>

Net Loss, Adjusted	<u>\$ (1,196,753)</u>	<u>\$ (170,090)</u>
Other Comprehensive Income:		
Gains on FMV change in Investments	<u>\$ 1,253</u>	<u>\$ -</u>
Other Comprehensive Income/(Loss)	<u>\$ (1,195,500)</u>	<u>\$ (170,090)</u>
Net loss per share- Basic and Diluted	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average numbers of shares outstanding- Basic and Diluted	<u>372,453,896</u>	<u>269,881,705</u>

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

GREENGRO TECHNOLOGIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended March 31,	
	2017	2016
Cash flows from operating activities:		
Net loss	\$ (1,195,500)	\$ (172,822)
Non-cash items:		
Stock for consulting services	550,438	-
Legal cost included in convertible note	20,000	-
Loss on conversion of debt	83,278	-
FMV change of investments	(1,253)	-
Original issue discount	100,000	-
Derivative adjustment	-	89,704
Depreciation	8,160	16,680
Amortization	150	150
Changes in operating assets and liabilities		
Accounts Receivable	(4,798)	(103,282)
Prepays	(47,335)	-
Inventory	(89,277)	26,395
Deposits	35,000	-
Note receivable	(21,515)	-
Note receivable to related party	(13,670)	-
Interest receivable	(99)	-
Interest receivable to related party	(3,918)	(2,760)
Accounts payable	(25,145)	(4,469)
Loan payable	(1,405)	-
Customer Deposits	693,662	-
Accrued interest	12,888	2,375
Deferred revenues	-	330,195
Related party payable	-	7,437
Net cash provided/(used) by operating activities	99,661	189,603
Cash flows from investing activities:		
Purchase of equipment	-	(25,000)
Net cash provided by investing activities	-	(25,000)
Cash flows from financing activities:		
Proceeds from sale of common stock, net of offering costs	81,000	-

Proceeds from issuance of convertible note	1,000,000	-
Net cash provided by financing activities	<u>1,081,000</u>	<u>-</u>
Net Change in Cash	\$ 1,180,661	\$ 164,603
Cash, beginning of period	<u>\$ 445,322</u>	<u>\$ 39,559</u>
Cash, end of period	<u><u>\$ 1,625,983</u></u>	<u><u>\$ 204,162</u></u>

SUPPLEMENTARY DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -

NON CASH INVESTING & FINANCING ACTIVITIES:

Stock issued for debt reduction	\$ -	\$ 55,000
Note receivable to related party reduction for		
Investment asset	\$ 249,835	\$ -

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

GREENGRO TECHNOLOGIES, INC.
Notes to Consolidated Financial Statements
March 31, 2017 and December 31, 2016
(Unaudited)

NOTE 1- DESCRIPTION OF BUSINESS AND HISTORY

Greengro Technologies Inc. (formerly Authorizor, Inc.) (the “Company” or “GreenGro”) was incorporated in 1996 under the laws of the State of Delaware. On September 1, 2009, the Company changed its name to GreenGro Technologies, Inc. The Company owns BP Gardens, Inc. which was incorporated under the laws of the state of Nevada on September 9, 2013 for the purpose of building advanced greenhouses.

The Company sales eco-friendly greenhouse systems as well as hydroponic supplies through their retail store in Anaheim California.

NOTE 2- SUMMARY OF SIGNIFICANT POLICIES

Basis of Presentation

The Company’s financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Unaudited Interim Financial Information

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in The United States of America and the rules and regulations of the Securities and Exchange Commission for interim financial information. Accordingly, they do not include all the information necessary for a comprehensive presentation of financial position and results of operations.

It is management's opinion, however, that all material adjustments (consisting of normal and recurring adjustments) have been made which are necessary for a fair financial statements presentation. The results for the three months ended March 31, 2017 are not necessarily indicative of the results to be expected for the fiscal year ending December 31, 2017.

Principles of Consolidation

The accompanying consolidated financial statements include all of the accounts of the Company, BP Gardens, Inc. and BP Gardens 2, Inc. as of March 31, 2017 and December 31, 2016.

The Company has an equity interest in the following entities;

- 100% of BP Gardens, Inc.
- 51% of BP Gardens 2, Inc.

The Company has accounted for the non-controlling interest using GAAP accounting standards. All intercompany balances and transactions have been eliminated.

Non-Controlling Interest

Greengro Technologies, Inc. owns 51% of BP Gardens 2, Inc. Under the Equity Method of Accounting, it is required to consolidate 100% of the operations of a majority-owned subsidiary, that portion of subsidiary net equity attributable to the non-controlling ownership, together with an allocated portion of net income or net loss incurred by the subsidiaries, must be reflected on the consolidated financial statements. On the balance sheet, non-controlling has been shown in the Equity Section, separated from the equity of Greengro Technologies, Inc. while on the income statement, the non-controlling shareholder allocation of net loss has been shown in the Consolidated Statements of Operations.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates. Such estimates include management's assessments of the carrying value of certain assets, useful lives of assets, and related depreciation and amortization methods applied.

Cash and Cash Equivalents

For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of six months or less are considered to be cash equivalents. The carrying value of these investments approximates fair value.

Accounts Receivable

Accounts receivable related to the products and services sold are recorded at the time revenue is recognized, and are presented on the balance sheet net of allowance for doubtful accounts. The ultimate collection of the receivable may not be known for several months after services have been provided and billed.

The Company has established an allowance for doubtful accounts based upon factors pertaining to the credit risk of specific customers, analyses of current and historical cash collections, and the aging of receivables. Delinquent accounts are written-off when the likelihood for collection is remote and/or when the Company believes collection efforts have been fully exhausted and the Company does not intend to devote any additional efforts in an attempt to collect the receivable. The Company adjusts their allowance for doubtful accounts balance on a quarterly basis.

Inventory

The Company's inventory consists of finished product valued under the FIFO method, stated and the lower of cost or market value.

Property Plant, & Equipment

Property, plant, and equipment are recorded at cost. Major renewals and improvements are capitalized, while maintenance and repairs are expensed when incurred. Expenditures for major additions and betterments are capitalized in amounts greater or equal to \$500. Depreciation of equipment is computed by the straight-line method (after taking into account their respective estimated residual values) over the assets estimated useful life of three (3), five (5), or seven (7) years. Upon sale or retirement of equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in statements of operations.

Leasehold Improvements

Leasehold improvements are stated at cost less accumulated amortization. The Company records amortization using the straight-line method over the life of the lease, which is one year. Maintenance and repair costs are expensed as they are incurred while renewals and improvements which extend the useful life of an asset are capitalized. At the time of retirement or disposal of property and equipment, the cost and related accumulated amortization are removed from the accounts and any resulting gain or loss is reflected in the results of operations.

Income Taxes

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification (“Section 740-10-25”) with regards to uncertainty in income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its assets and/or liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

Earnings (loss) Per Share

The Company computes basic and diluted earnings per share amounts pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic earnings per share is computed by dividing net income (loss) available to common shareholders, by the weighted average number of shares of common stock outstanding during the period, excluding the effects of any potentially dilutive

securities. Diluted earnings per share is computed by dividing net income (loss) available to common shareholders by the diluted weighted average number of shares of common stock during the period. The diluted weighted average number of common shares outstanding is the basic weighted number of shares adjusted as of the first day of the year for any potentially diluted debt or equity.

Fair Value of Financial Instruments

The Company adopted the provisions of FASB ASC 820 (the “Fair Value Topic”) which defines fair value, establishes a framework for measuring fair value under GAAP, and expands disclosures about fair value measurements.

The Fair Value Topic defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It requires that valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. It also establishes a fair value hierarchy, which prioritizes the valuation inputs into three broad levels.

The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

A) Market approach—Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. Prices may be indicated by pricing guides, sale transactions, market trades, or other sources;

B) Cost approach—Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost); and

C) Income approach—Uses valuation techniques to convert future amounts to a single present amount based on current market expectations about the future amounts (includes present value techniques, and option-pricing models). Net present value is an income approach where a stream of expected cash flows is discounted at an appropriate market interest rate.

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date. An active market for an asset or liability is a market in which transactions for the asset or liability occur with significant frequency and volume to provide pricing information on an ongoing basis.

Level 2: Observable inputs other than Level 1 inputs. Example of Level 2 inputs include quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Level 3: Unobservable inputs based on the Company’s assessment of the assumptions that are market participants would use in pricing the asset or liability.

The carrying amount of the Company’s financial assets and liabilities, such as cash, prepaid expenses, accounts payable, accrued expenses, and deferred revenue approximate their fair value

because of the short maturity of those instruments. The Company's note payable approximate the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at December 31, 2016 and December 31, 2015.

Impairment of Intangible Assets

The Company follows paragraph 360-10-05-4 of the FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived assets, such as intellectual property are required to be reviewed for impairment annually, or whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

The Company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives.

The Company determined that there were no impairments of long-lived assets as of March 31, 2017 and December 31, 2016.

Commitments & Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

Revenue Recognition

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured. In addition, the Company records allowances for accounts receivable that are estimated to not be collected.

Revenues from multi-month training contracts are recognized over the length of the contract term rather than when the contract begins. Because a significant amount of the Company's contract sales are greater than three months in length, the Company apportions that revenue over the duration of the contract term even though either the full amount or a significant portion is collected when the contract begins. The difference between the gross cash receipts collected and the recognized revenue from those sales during the respective reporting period will appear as deferred revenue.

Subsequent Events

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements were issued.

Recent Accounting Pronouncements

Company management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

NOTE 3 – GOING CONCERN

As reflected in the accompanying financial statements, the Company had an accumulated deficit of \$16,746,482 at March 31, 2017 and had a net loss of \$1,195,500 and net cash provided by operating activities of \$99,661 for the year ended December 31, 2016.

While the Company is attempting to improve operations and increase revenues, the Company's cash position may not be significant enough to support the Company's daily operations over the next year. Management intends to increase revenues and raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and increase revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 –INVENTORY

	March 31, 2017	December 31, 2016
Hydroponic supplies held in stores	\$ 350,042	\$ 260,765
Hydroponic supplies held in warehouse	-	-
Revaluation adjustment	-	-
	<u>\$ 350,042</u>	<u>\$ 260,765</u>

The Company values its inventory using the FIFO method. In the three months ended March 31, 2017 the Company wrote off \$5,000 of obsolete inventory. In the year ended December 31, 2016, the Company did not adjust its inventory balance. As of the date of this filing, the Company has one brick-and-mortar store locations that sells hydroponic supplies which consists of indoor and outdoor growing supplies, fully operational aquaponic systems and other nutrients and materials.

As of March 31, 2017 and December 31, 2016, the Company had inventories held at a net realizable value of \$350,042 and \$260,765.

NOTE 5 – INVESTMENT

On March 22, 2017, the Company converted \$249,835 of its note receivable to GALA Global Inc. (GALA), into 462,657 shares of GALA, (ticker symbol “GLAG” on the OTCmarkets). The Company valued the stock at the time of the conversion at \$0.36 per share which resulted in a loss on conversion of \$83,278. In March 2017, in a separate transaction, the Company received 163,580 shares of GALA stock as a gift from a related party. As of March 31, 2017, the Company owns 626,237 shares of GALA. The closing stock price on March 31, 2017 was \$0.362 which resulted in a total investment asset value of \$226,698.

NOTE 6 - NOTES RECEIVABLE TO RELATED PARTY

On March 20, 2014, the Company executed a note receivable in the amount up to \$350,000 with Gala Global Inc., (ticker symbol “GLAG” on the OTCmarkets), a private Nevada corporation which shares an officer with the Company. The note bears interest of 3% per annum and has a maturity date of December 31, 2014. In April of 2015, the Company and CV agreed to extend the maturity date to December 31, 2015 as well as increase the note receivable from \$350,000 to \$400,000. As of March 31, 2017 and December 31, 2016, the Company has a note receivable to related party balance of \$166,059 and \$402,224. As of March 31, 2017 and December 31, 2016, the Company has an interest receivable to related party balance of \$30,252 and \$26,334.

NOTE 7 –PROPERTY, PLANT, & EQUIPMENT

Property, plant, & equipment at March 31, 2017 and December 31, 2016 consisted of the following:

	March 31, 2017	December 31, 2016
Property, Plant & Equipment	\$ 669,926	\$ 669,926
Less: Accumulated Depreciation	(98,250)	(90,090)
Property, Plant, & Equipment, net	\$ 571,676	\$ 579,836

Depreciation Expense

For the three months ended March 31, 2017 and 2016, the Company recorded depreciation expense of \$8,160 and \$16,680.

Through our 51% owned subsidiaries BP Gardens 2, Inc. which we have a 51/49 joint venture agreement with, we have begun construction of the property to build state of the art greenhouses. Pursuant to this joint venture agreement, the Company has split the costs 51/49 for the development and construction of the BP Gardens 2, Inc. location. As of December 31, 2016, the total amount of money spent on equipment by the Company and its 49% non-controlling partner to develop the BP Gardens 2, Inc. location was approximately \$426,452 and \$424,747 of which the Company paid \$216,621.

NOTE 8 – LEASEHOLD IMPROVEMENTS

Leasehold improvements at March 31, 2017 and December 31, 2016 consisted of the following:

	March 31, 2017	December 31, 2016
Leasehold Improvements- Warehouse	\$ 25,000	\$ 25,000
Leasehold Improvements- Retail store – Lincoln Ave	2,661	2,661
Leasehold Improvements- BP Gardens	11,950	11,950
Less: Accumulated Amortization	(29,658)	(29,508)
Leasehold Improvements, net	<u>\$ 9,953</u>	<u>\$ 10,103</u>

Amortization Expense

In the three months ended March 31, 2017 and 2016, the Company recorded amortization expense of \$150 and \$150.

NOTE 9 - GOODWILL

On March 20, 2014, the Company executed an business acquisition agreement with Vertical Hydrogardens, Inc. (“VH, Inc.”), a retail store located at 106 Sunrise Ave. Suite C2, Roseville, CA 95661, whereby the Company acquired 100% equity in VH, Inc. for the issuance of 1,000,000 common shares of the Company’s stock as well as a \$150,000 convertible note payable to Don Smith, an owner of VH, Inc. at the time of acquisition, with interest of 10% per annum, due in full in one year. Don Smith made payments to vendors of VH, Inc. of approximately \$150,000 in order to clear all debt related to VH, Inc. inventory. The convertible note is convertible into shares of the Company at a fixed conversion rate of \$0.10 after the legal vesting period. The 1,000,000 shares of common stock were valued at the closing trading price on the date of the executed agreement, March 20, 2014, which was \$0.58/share. This acquisition agreement executed on March 20, 2014 will amend the previous acquisition agreement with VH, Inc. dated March 1, 2013 whereby the Company was to issue 2,000,000 common shares for 33% equity interest in VH, Inc. The March 1, 2013 acquisition agreement will be null in void at the completion of the March 2014 acquisition agreement.

The goodwill recognized by the Company for the purchase of VH, Inc. was calculated as follows,

Issuance of convertible note payable	\$ 150,000
Issuance of 1,000,000 common shares	580,000
Liabilities assumed	-
Assets acquired	<u>(106,747)</u>
Goodwill	<u>\$ 623,253</u>

NOTE 10 - CONVERTIBLE NOTE PAYABLE

On February 17, 2017, the Company entered into a convertible promissory note and Securities Purchase Agreement with St. George Investments LLC, a Utah Limited Liability Company, for a \$1,120,000 note, which included \$100,000 original issue discount and \$20,000 legal expenses. The note bears interest of 10% per annum and is unsecured. After (1) one year of vesting, the note will be convertible into common shares of the Company at a conversion rate of 65% of the market price, calculated using the lowest closing price on the date of conversion, with a fixed conversion floor of \$0.04. Once the note is subject to conversion, the Company will begin recording a derivative

liability. As of March 31, 2017, the Company recorded \$12,888 of accrued interest expense on the note.

NOTE 11 - STOCKHOLDERS' EQUITY (DEFICIT)

Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.001. The preferred shares have (10) ten for (1) one voting rights.

In February of 2012, the Company issued 10,000,000 preferred shares to its chief executive officer and director of the Company, James Haas, for founder related services rendered to the Company. The founder shares were valued at par \$0.001 which resulted in a founder shares expense of \$10,000.

Common Stock

On June 2, 2014, the Company amended its articles of incorporation to increase the numbers of authorized common shares from 200,000,000 to 500,000,000, with a par value of \$0.001.

In the year ended December 31, 2016, the Company issued 102,578,451 shares of common stock of which 39,625,000 shares were for the consulting services, 40,000,000 shares were for \$975,000 cash and 22,953,451 shares were for the conversion of \$130,000 of principle convertible debt and \$29,025 of accrued interest. The shares for consulting services were valued at the Company's closing stock price on the date of the executed consulting agreement which resulted in the Company recording consulting expenses of \$2,482,475.

In the three months ended March 31, 2017, the Company issued 14,625,000 shares of common stock of which 3,000,000 shares were for \$90,000 cash, 9,625,000 shares were for consulting services valued at \$550,438 and 2,000,000 shares for the redemption of outstanding warrants. The Company issued 2,000,000 shares upon redemption of warrants that were issued and outstanding pursuant to a Purchase Agreement with St. George Investments LLC dated February 17, 2017. The Company valued the stock issued for consulting services based on the closing stock price at the date of the consulting agreement.

NOTE 12- OFFICER COMPENSATION

In the three months ended March 31, 2017, Mr. Hass received approximately \$222,000 in officer compensation to facilitate outside business ventures. Mr. Hass plans to return these funds by way of cash payments through Company sales and management contracts with these newly formed outside business ventures.

NOTE 13- RELATED PARTY TRANSACTIONS

Note Receivable to Related Party

On March 20, 2014, the Company executed a note receivable in the amount up to \$350,000 with Gala Global Inc., (ticker symbol "GLAG" on the OTCmarkets), a private Nevada corporation which shares an officer with the Company. The note bears interest of 3% per annum and has a maturity

date of December 31, 2014. In April of 2015, the Company and CV agreed to extend the maturity date to December 31, 2015 as well as increase the note receivable from \$350,000 to \$400,000. As of March 31, 2017 and December 31, 2016, the Company has a note receivable to related party balance of \$166,059 and \$402,224. As of March 31, 2017 and December 31, 2016, the Company has an interest receivable to related party balance of \$30,252 and \$26,334.

Related Party Payables

The management of the Company has made non-interest bearing, unsecured, due on demand cash advances to the Company. As of March 31, 2017 and December 31, 2016, the related party payable balance was \$98,527.

NOTE 14 – MATERIAL AGREEMENTS

BP Gardens

On September 9, 2013, the Company formed a subsidiary corporation, BP Gardens, Inc., for the purpose of entering into a joint venture agreement. The Company entered into a joint venture partnership agreement with John's Wholesale Nursery ("John") to develop 4.5 acres of leased land in Buena Park, California. The Company entered into a 20 year sublease agreement on September 1, 2013 at 7701 Knott Avenue in Buena Park, California. The sublease requires the Company to pay rent of \$1,500 a month. The Company and the owner have agreed to substitute rent payments for 1,250,000 shares of common stock in the Company a year.

On March 27, 2017, the Company entered into a greenhouse purchase agreement with Fresh Local Produce of Ohio LLC, an indoor hydroponic farming company based in Akron Ohio. The purchase price is approximately \$7,397,739 for a turnkey off-grid PV solar glass greenhouse sale. In March 2017, the Company received a \$600,000 down payment for the sale. In April 2017, subsequent to the end date of the financial statements included herein, the Company began production and procurement of construction assets. The Company will recognize revenues and expenses pursuant to the percentage of completion method of accounting. As of March 31, 2017, the Company recorded the \$600,000 received as a customer deposit liability.

BP Gardens 2, Inc.

On January 15, 2014, the Company entered into a joint venture agreement with John Taylor (dba Lincoln Hills Organics) to construct six greenhouses on the 45,000 square foot property. The Company plans to grow lettuce, tomatoes, leafy greens, herbs and fish for the sale in commercial markets. Pursuant to the joint venture agreement, the Company entered into a five year sublease agreement with John Taylor whereby the Company will pay Mr. Taylor \$100 a month. The revenues and costs of operations will be split 51% / 49% whereby the Company has rights to 51% and John Taylor has rights to 49%.

BP Gardens 2, Inc. is current on its rent and waiting for John Taylor to provide supporting payments for capital expenses to verify corrected amounts. The Company has not received supporting payments to date.

On or about August 9, 2016, Lincoln Hills Organics, LLC served the Company with an unlawful detainer claiming that rents and expenses are owed. The Company is of the opinion that such claim

is false since the Company has prepaid the rent well into 2017 and has not received the documentation for any of the expenses claimed owed. The Company has answered the summons accordingly. The Company is actively trying to reach a settlement with John Taylor.

www.WeedWall.com

On March 12, 2017, the Company entered into an agreement with Weedwall, a Delaware corporation, for the purchase of rights, title and interest in the website and internet domain name of Weedwall.com and all of its respective content. The Company will pay \$10,000 cash and 6 million shares of common stock as consideration.

NOTE 15 - COMMITMENTS AND CONTINGENCIES

Retail Lease (1676 W. Lincoln Ave, Anaheim CA Unit #1)

In December of 2014, the Company executed a two (2) year lease to occupy a 4,000 square foot retail building located at 1676 W. Lincoln Ave, Anaheim CA 92801. In early 2015, the Company moved its retail operations from its former location at 1839 W. Lincoln Ave to this new location just down the street. The lease starts on January 1, 2015 and terminates on December 31, 2016 if not extended. The Company has the option to extend the lease for five (5) additional two (2) year terms. The first two months of rent are free. The lease requires monthly payments of \$5,000 with no CAM fees for the first two years.

Minimum future rental payments under the agreement are as follows:

2017 - \$45,000
2018 - \$60,000
2019 - \$60,000

Retail Lease (1676 W. Lincoln Ave, Anaheim CA Unit #2)

On February 9, 2017, the Company executed a commercial lease for adjacent space next to their current location at 1676 Lincoln Ave, Anaheim California. The lease begins March 1, 2017 and terminates December 31, 2026. Lease payments will be \$10,750 a month for the first year, \$11,288 a month for the second year, and \$11,852 a month for the third year.

Minimum future rental payments under the agreement are as follows:

2017 - \$96,750
2018 - \$134,380
2019 - \$141,096

BP Gardens Sublease

The Company subsidiary BP Gardens executed a 20 year sublease on September 1, 2013 at 7701 Knott Avenue in Buena Park, California. The Company's obligation on the lease is 1,250,000 shares of common stock in the Company annually.

2018 - 1,250,000 common shares

BP Gardens 2, Inc. Sublease

On January 15, 2014, the Company entered into a five year sublease agreement with BP Gardens 2, Inc. at 5585 Garden Bar Road, Lincoln California, 95648 which requires \$100 monthly payments.

2017 - \$900
2018 - \$1,200
2019 - \$1,200

NOTE 16 - SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855 and has determined that no material subsequent events exist.

1. In April and May 2017, the Company issued 20,725,000 shares of common stock of which 14,725,000 shares were for consulting services and 6,000,000 shares were for Weedwall assets.
2. In early April 2017, the Company filed an amendment to its articles of incorporation with the secretary of state of Nevada to increase its authorized shares of common stock to 2,000,000,000 from 500,000,000. On April 10, 2017, the secretary of state of Nevada approved the certificate of amendment.
3. In March of 2017, the Company received a \$600,000 down payment from Fresh Local Produce of Ohio, an indoor hydroponic farming company based in Akron Ohio, on a \$7.4 million turnkey off-grid PV solar glass greenhouse sale. In April of 2017, the Company began production and procurement of construction assets and therefor began recording revenues and expenses pursuant to the percentage of completion method of accounting.

Item 6 Nature of the Issuer's Business

- A. A description of the issuer's business operations;

GreenGro Technologies, Inc. is a publicly traded pink sheet corporation that provides manufacturing and sales of green, eco-friendly, sustainable vertical cultivation systems, and facilities design. GreenGro's products and services are targeted at consumers, industrial farming operations. GreenGro's products and services are designed to provide all of these customers' solutions to achieve maximum efficiency, whether that be a balcony garden or industrial cultivator.

GreenGro's Vertical Cultivation and Gardening Systems are based upon patent pending designs and manufacturing facilities recently acquired by purchasing the company Vertical Hydrogarden. This system is a revolutionary technology system that reduces the physical footprint of cultivating, while reducing energy costs and improving crop yields.

Operating Divisions:

GRNH provides design and consulting services to all agricultural divisions including legalized Cannabis operations. It provides the expert knowledge in advanced designs and systems to maximize production for every crop cycle. Vertical Hydrogarden, Inc. (VHI) a leading supplier of green agriculture products including hydroponics, advanced nutrients, and vertical cultivation technology systems design and sales. The new retail Hydroponics Superstore operations features new technology application for greenhouse systems.

BP Gardens specializes in the use of leading-edge technologies and state-of-the-art production methods. BP Gardens uses methods to protect crops from detrimental environmental elements while generating superior, high-quality, locally grown, market ready leafy green produce year-round in any climate.

SUBSEQUENT EVENTS

On February 9, 2017, the Company executed a commercial lease for adjacent space next to their current location at 1676 Lincoln Ave, Anaheim California. The lease begins March 1, 2017 and terminates December 31, 2026. Lease payments will be \$10,750 for the first year, \$11,288 for the second year, and \$11,852 for the third year.

In March of 2017, the Company received a \$600,000 down payment from Fresh Local Produce of Ohio, an indoor hydroponic farming company based in Akron Ohio, on a \$7.4 million turnkey off-grid PV solar glass greenhouse sale.

In April 2017, the Company filed an amendment to its articles of incorporation with the secretary of state of Nevada to increase its authorized shares of common stock to 2,000,000,000 from 500,000,000. On April 10, 2017, the secretary of state of Nevada approved the certificate of amendment.

B. Date and State of Incorporation

Issuer was incorporated in the State of Delaware in 1996 and re-domiciled As a corporation of the State of Nevada on June 24, 2013.

C. The Issuer's Primary SIC Code:

Primary: SIC Code 5046

NAICS Code 424910

424910 Agricultural chemicals merchant wholesalers

424910 Garden supplies (e.g., fertilizers, pesticides) merchant wholesalers

424910 Lawn care supplies (e.g., chemicals, fertilizers, pesticides) merchant wholesalers

D. The Issuer's Fiscal Year End Date:

Fiscal year end is December 31st

E. Principal Products or Services, and Their Market;

Greengro Technologies is a world class provider of eco-friendly green technologies with specific domain expertise in indoor and outdoor agricultural science systems serving both the consumer and commercial farming markets. It brings together community and commerce through the growth and distribution of healthy, nutritious foods and vital medicines backed by science and technology. Customers include restaurants, community gardens, The Waters Wheel, small and large scale commercial clients. Greengro Technologies also provides design, construction and maintenance services to large grow and cultivation operations and collectives in the medical and recreational marijuana sectors. Greengro currently has several products in production the newest of which were recently introduced to some of our newest retailers. The Issuer recently consolidated its retail operations into a Anaheim super store.

Item 7 Issuer's Facilities

Retail Lease (1676 W. Lincoln Ave, Anaheim CA)

In December of 2014, the Company executed a two (2) year lease to occupy a 4,000 square foot retail building located at 1676 W. Lincoln Ave, Anaheim CA 92801. In early 2015, the Company moved its retail operations from its former location at 1839 W. Lincoln Ave to this new location just down the street. The lease starts on January 1, 2015 and terminates on December 31, 2016 if not extended. The Company has the option to extend the lease for five (5) additional two (2) year terms. The first two months of rent are free. The lease requires monthly payments of \$5,000 with no CAM fees for the first two years.

Minimum future rental payments under the agreement are as follows:

2017 - \$60,000
2018 - \$60,000

BP Gardens Sublease

The Company owns 51% of BP Gardens which executed a 20 year sublease on September 1, 2013 at 7701 Knott Avenue in Buena Park, California. The Company's obligation on the lease is \$1,500 a month.

Minimum future rental payments under the agreement are as follows:

2017 - \$18,000
2018 - \$18,000

2019 - \$18,000

BP Gardens 2, Inc. Sublease

On January 15, 2014, the Company entered into a five year sublease agreement with BP Gardens 2, Inc. at 5585 Garden Bar Road, Lincoln California, 95648 which requires \$100 monthly payments.

2017 - \$1,200

2018 - \$1,200

Item 8 Officers, Directors and control Persons

A. Officers, Directors and Control Persons. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement.

Current:

James M. Haas, Jr, CEO
1676 West Lincoln Ave.
Anaheim, CA 92801

Mr. Haas sits on no other Boards
Compensation is incentive based.
Mr. James controls 51,000,000 Common Shares

Owen Naccarato
18881 Von Karman Avenue, Suite 1440
Irvine, CA 92612

Mr. Naccarato sits on one other Board:
 Optex Systems Holdings, Inc.
Mr. Naccarato receives share compensation for legal services
Mr. Naccarato controls 7,500,000 Common Shares

Recently Resigned:

David L Rudat, CFO
1676 West Lincoln Ave.
Anaheim, CA 92801

Mr. Rudat controls 5,000,000 Common Shares
Mr. Rudat resigned as an officer and director on June 16, 2015.

John Taylor
1676 West Lincoln Ave.
Anaheim, CA 92801

Mr. Taylor controls 4,000,000 Common Shares
Mr. Taylor resigned as an officer and director on March 10, 2016.

B. Legal – Disclaimer History

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other misdemeanor offenses);

None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

None.

C. Beneficial Shareholders

James Haas
1676 West Lincoln Ave.
Anaheim, CA 92801

43,200,000 Common Shares - % of total shares issued and outstanding- 23.7%
Plus 10,000,000 preferred with a 10 to 1 voting rights

Item 9 Third Party Providers

The name, address, telephone number and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:

1. Investment Banker:

None.

2. Promoters:

None

3. Counsel:

Legal Counsel:
Naccarato & Associates
18880 Von Karman Avenue
Suite 1440
Irvine, CA 92612
Phone: (949) 851-9261
Email: owen@owenn.com

4. Accountant or Auditor:

Matt Ditonto
572 shasta drive
Encinitas, Cal 92024

Phone: 714-931-8303

5. Public Relations Consultant:

None

6. Investor Relations Consultant:

None

10. Advisory:

Nancy L Caruso (Marine Biologist)

Christopher Glew (MM Attorney)

Ned Madden (Publicist)

Item 10 Issuer's Certification

May 15, 2017

To Whom It May Concern:

I, James Haas, CEO and Director, certify that:

1. I have reviewed this disclosure statement of GreenGro Technologies, Inc.
2. Based on my knowledge this disclosure statement does not contain any misleading 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 with respect to the period covered by this disclosure statement and
3. Based on my knowledge, the financial statements and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material the financial condition results of operations and cash flows of the issuer as of and for the periods presented in this disclosure statement.

/s/ James Haas

CEO/Director