

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **GreenGro Technologies, Inc.**

A Nevada Corporation

1676 West Lincoln Ave.

Anaheim, CA 92801

(714) 367-6538

www.greengrotech.com

info@greengrotech.com

SIC Code: 100

### **Quarterly Report**

**For the Period Ending:** March 31, 2019  
(the "Reporting Period")

As of March 31, 2109, the number of shares outstanding of our Common Stock was:

524,742,229

As of December 31, 2018 the number of shares outstanding of our Common Stock was:

501,720,980

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐

No: ☒ (Double-click and select "Default Value" to check)

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐

No: ☒

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**1) Name of the issuer and its predecessors (if any)**

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes:

"GreenGro Technologies, Inc. since 1999.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)  
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

State of Incorporation: Delaware, July, 1996 Converted to Nevada Corporation: June 24, 2013

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

**2) Security Information**

|  |              |
|--|--------------|
| Trading symbol:                                  | GRNH         |
| Exact title and class of securities outstanding: | Common Stock |
| CUSIP:   | 39526G       |
| Par or stated value:                             | \$.001       |

|   |               |                       |
|---|---------------|-----------------------|
| Total shares authorized:                            | 2,000,000,000 | as of date: 4/10/2017 |
| Total shares outstanding:                           | 524,742,229   | as of date: 3/31/2019 |
| Number of shares in the Public Float <sup>2</sup> : | 190,766,265   | as of date: 3/31/2019 |
| Total number of shareholders of record:             | 574           | as of date: 3/31/2019 |

Transfer Agent

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

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

none

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

none

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<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

### 3) Issuance History

| Number of Shares outstanding as of |   | Opening Balance:                             |                     |   |  |   |   |   |                                 |  |
|------------------------------------|---|--|---------------------|---|--|---|---|---|---------------------------------|--|
| 12/31/16                           |   | Common: 370,069,174<br>Preferred: 10,000,000 |                     |   |  |   |   |   |                                 |  |
| Date of Transaction                | Transaction type (e.g. new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled)       | Class of Securities | Value of shares issued (\$/per share) at Issuance | Were the shares issued at a discount to market price at the time of issuance? (Yes/No) | Individual/ Entity Shares were issued to (entities must have individual with voting / investment control) | Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable) | Restricted or Unrestricted as of this filing? | Exemption or Registration Type? |  |
| 2/16/17                            | Ira Gaines  | 3,000,000                                    | Common              | 0.0300  | no   | yes   | SPA   | Restricted                                    | Exempt                          |  |
| 2/21/17                            | St. George Investmnents - John Fife   | 2,000,000                                    | Common              | 0.0570  | no   | no  | Warrant Redemption  | Restricted                                    | Exempt                          |  |
| 3/30/17                            | Robert Sullivan   | 5,000,000                                    | Common              | 0.0570  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 3/30/17                            | David Salemi  | 625,000                                      | Common              | 0.0570  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 3/30/17                            | Yuri Downing  | 1,250,000                                    | Common              | 0.0570  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 3/30/17                            | Dr. Thomas R. Gonzales DDS  | 1,500,000                                    | Common              | 0.0570  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 3/30/17                            | Leula Kailahi   | 1,250,000                                    | Common              | 0.0570  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 3/31/17                            | Balances  | 384,694,174                                  |                     |   |  |   |   |   |                                 |  |
| 4/19/17                            | Cornucopia Financial Group Inc. - John Dolkart                                  | 5,000,000                                    | Common              | 0.0620  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 4/19/17                            | Mercury Investment - Todd Light   | 1,350,000                                    | Common              | 0.0620  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 4/19/17                            | Karl Graft  | 1,250,000                                    | Common              | 0.0620  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 4/19/17                            | Aaron Hill  | 1,250,000                                    | Common              | 0.0620  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 4/19/17                            | Jordan Feunberg   | 1,250,000                                    | Common              | 0.0620  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 4/19/17                            | Johathan Eagle  | 625,000                                      | Common              | 0.0620  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 4/19/17                            | Weedwall Inc.   | 6,000,000                                    | Common              | 0.0620  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 4/24/17                            | Romina Martinez   | 2,500,000                                    | Common              | 0.0620  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 4/27/17                            | Third Coast Partners LLC - John Dolkhart  | 2,500,000                                    | Common              | 0.0620  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 6/27/17                            | Maqsood Rehman  | 2,500,000                                    | Common              | 0.0620  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 6/27/17                            | Ira Gaines  | 1,000,000                                    | Common              | 0.0620  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 6/27/17                            | David Salemi  | 625,000                                      | Common              | 0.0620  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 6/30/17                            | Balances  | 410,544,174                                  |                     |   |  |   |   |   |                                 |  |
| 8/2/17                             | Karl Graft  | 1,250,000                                    | Common              | 0.0510  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 8/15/17                            | Marshall Klein  | 1,500,000                                    | Common              | 0.0510  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 8/29/17                            | Naismith Memorial Basketball HOF - Per Ira Gaines                               | 2,000,000                                    | Common              | 0.0480  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 8/29/17                            | Phoenix Theatre - Per Ira Gaines  | 2,000,000                                    | Common              | 0.0480  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 9/30/17                            | Balances  | 417,294,174                                  |                     |   |  |   |   |   |                                 |  |
| 10/6/17                            | Umar Farooq   | 2,000,000                                    | Common              | 0.0580  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 10/6/17                            | Charlie Abujudeh  | 2,500,000                                    | Common              | 0.0580  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 10/6/17                            | Owen Naccarato  | 2,500,000                                    | Common              | 0.0580  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 11/28/17                           | James Haas  | 27,000,000                                   | Common              | 0.0204  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 11/28/17                           | James Haas (Cert 7978)  | -27,023,194                                  | Common              | 0.0204  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 12/4/17                            | Joel Yanovitz   | 2,500,000                                    | Common              | 0.0580  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 12/12/17                           | HSSY Consulting - Allison Hees  | 2,000,000                                    | Common              | 0.0580  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 12/13/17                           | Haas Family LLC - Irene Haas  | 1,500,000                                    | Common              | 0.0580  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 12/14/17                           | Tina Haas   | 1,500,000                                    | Common              | 0.0580  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 12/31/17                           | Balances  | 431,770,980                                  |                     |   |  |   |   |   |                                 |  |
| 3/28/18                            | Maqsood Rehman  | 2,500,000                                    | Common              | 0.0440  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 3/30/18                            | Ned Madden  | 3,000,000                                    | Common              | 0.0364  | no   | no  | Purchase Agreement  | Restricted                                    | Exempt                          |  |
| 3/30/18                            | Robert George   | 5,000,000                                    | Common              | 0.0364  | no   | no  | Purchase Agreement  | Restricted                                    | Exempt                          |  |
| 3/30/18                            | Tim Madden  | 17,950,000                                   | Common              | 0.0364  | no   | no  | Purchase Agreement  | Restricted                                    | Exempt                          |  |
| 1/29/18                            | Toan NGO  | 1,250,000                                    | Common              | 0.0440  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 3/5/18                             | Toan NGO  | 1,250,000                                    | Common              | 0.0440  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 3/30/18                            | Wilfred Herniker  | 1,250,000                                    | Common              | 0.0364  | no   | no  | Purchase Agreement  | Restricted                                    | Exempt                          |  |
| 3/31/18                            | Balances  | 463,970,980                                  |                     |   |  |   |   |   |                                 |  |
| 5/25/18                            | Karl Graft  | 1,250,000                                    | Common              | 0.046   | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 4/5/18                             | Mercury Investment - Todd Light   | 1,250,000                                    | Common              | 0.046   | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 5/26/18                            | Maqsood Rehman  | 2,500,000                                    | Common              | 0.046   | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 4/8/18                             | Toan NGO  | 1,250,000                                    | Common              | 0.046   | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 6/30/18                            | Balances  | 470,220,980                                  |                     |   |  |   |   |   |                                 |  |
| 11/16/18                           | Owen Naccarato  | 10,000,000                                   | Common              | 0.02  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 11/16/18                           | Maqsood Rehman  | 2,500,000                                    | Common              | 0.02  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 11/16/18                           | Marshall Klein  | 1,500,000                                    | Common              | 0.02  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 11/16/18                           | James Haas  | 12,500,000                                   | Common              | 0.02  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 12/6/18                            | Umar Farooq   | 2,500,000                                    | Common              | 0.02  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 12/17/18                           | Charlie Abujudeh  | 2,500,000                                    | Common              | 0.02  | no   | no  | Consulting fees   | Restricted                                    | Exempt                          |  |
| 12/30/18                           | Balances  | 501,720,980                                  |                     |   |  |   |   |   |                                 |  |

|                  |   |             |      |    |    |                      |            |        |
|------------------|---|-------------|------|----|----|----------------------|------------|--------|
| 2/11/19          | Karl Graff                                | 250,000     | 0.02 | no | no | Legal Settlement     | Restricted | Exempt |
| 2/21/19          | St George Investment LLC - John Fife      | 8,271,249   | 0.02 | no | no | Debt Conversion      | Restricted | Exempt |
| 2/25/19          | FX Pro LP - Eric Edman                    | 5,000,000   | 0.02 | no | no | Business Development | Restricted | Exempt |
| 2/25/19          | Red Rock Canyon Inc. - Harry Tajyar       | 5,000,000   | 0.02 | no | no | Marketing Fees       | Restricted | Exempt |
| 2/27/19          | Karl Graff                                | -250,000    | 0.02 | no | no | Legal Settlement     | Restricted | Exempt |
| 2/27/19          | Karl Graff                                | -1,250,000  | 0.02 | no | no | Legal Settlement     | Restricted | Exempt |
| 2/27/19          | Karl Graff                                | 900,000     | 0.02 | no | no | Legal Settlement     | Restricted | Exempt |
| 2/27/19          | Global Legal Law firm - Michael Ghilezan  | 600,000     | 0.02 | no | no | Legal Settlement     | Restricted | Exempt |
| 3/7/19           | Gala Pharmaceutical Inc. - Maqsood Rehman | 2,000,000   | 0.02 | no | no | Asset Sale           | Restricted | Exempt |
| 3/26/19          | Marisela Nuno                             | 2,500,000   | 0.02 | no | no | Board Fees           | Restricted | Exempt |
| 3/31/19 Balances |   | 524,742,229 |      |    |    |                      |            |        |

#### A. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures in the past two completed fiscal years and any subsequent interim period.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Balances March 31, 2019

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder | Reason for Issuance (e.g. Loan, Services, etc.) | Interest Rate |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|--------------------|---|---------------|
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|--------------------|---|---------------|

Convertible Notes

|         |         |           |         |          |        |                       |      |     |
|---------|---------|-----------|---------|----------|--------|-----------------------|------|-----|
| 2/17/17 | 188,353 | 1,020,000 | 168,353 | 02/17/18 | \$0.04 | St George Investments | Loan | 10% |
| 5/25/17 | 304,340 | 899,125   | 105,215 | 05/25/19 | \$0.08 | Iliad Research        | Loan | 10% |

Dave Rudat - Past Officer and Director: Greengro issued 2,500,000 shares (Cert 7563 Restricted) to, David Rudat, on November 13, 2015 pursuant to a Services Agreement dated October 1, 2015. A legal opinion was written by John T. Root, Jr. Esq. on November 1, 2017 stating restrictions had been removed from Cert 7563. A replacement Cert 8026 (Non Restricted) was issued on December 21, 2017. An opinion from Stephan Mills Esq., dated April 12, 2018 supporting the validity of Cert 8026 and was free of restrictions and replaced Cert 7563.

#### 4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Michael Berg  
Title: CPA  
Relationship to Issuer: Vendor

#### Financial Statements included by reference

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

## 5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

### A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no 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.

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

### B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

On May 1, 2017, the Company entered into a Membership Interest Purchase Agreement, whereby the Company will purchase 800 shares of Biodynamics CEA, Inc., a State of Ohio company, for \$2,720,000 worth of shares of common stock of the Company. The Purchase Agreement was amended on March 30, 2018. Pursuant to the amended Purchase Agreement, the Company will issue 27,200,000 shares of common stock of the Company for the 800 shares of Biodynamics CEA, Inc. which represents 80% interest in Biodynamics CEA, Inc. Biodynamics issued the 800 shares on November 1, 2018 and this is the closing date of the Biodynamics transaction.

Biodynamics had around three projects in various stages. Though the Company has been in contact with the seller concerning the status of these projects, to date they have not materialized nor have recent updates have been received from the projects directly. For this reason, the Company elected to reserve the \$990,080 investment and will revisit the value of the project when it has received further communications with Biodynamics.

### C. Describe the issuers' principal products or services, and their markets

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.

## 6) Issuer's Facilities

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. The lease began on January 1, 2015 and terminates on December 31, 2016, if not extended. The Company had the option to extend the lease for five (5) additional two (2) year terms. The first two months of rent were free. That lease required monthly payments of \$5,000 with no CAM fees for the first two years. The lease was revised on February 9, 2017 (see below).

Lease (1674 and 1676 W. Lincoln Ave, Anaheim CA Unit#1 and Unit #2)

On February 9, 2017, the Company revised the existing commercial lease to include the adjacent space, 1674 W. Lincoln Ave, Anaheim California. The lease began March 1, 2017 and terminates December 31, 2026. Lease payments are \$10,750 per month for the period from March 1, 2017 to December 31, 2018, \$11,288 per month for the period from January 1, 2019 to December 31, 2020, \$11,852 per month for the period from January 1, 2021 to December 31, 2022, \$12,444 per month for the period from January 1, 2023 to December 31, 2024, and \$13,067 per month for the period from January 1, 2025 to December 31, 2026.

Minimum future rental payments for the next 5 fiscal years under the agreement are as follows:

Sublease (1676 W. Lincoln Ave, Anaheim CA)

On August 24, 2017, the Company executed a sublease agreement which commences on September 1, 2017 and ends on December 31, 2026. Lease payments receivable will be \$4,500 per month.

Sublease (11307 Vanowen Street, Los Angeles CA)

On March 1, 2017, the Company executed a sublease agreement with a company controlled by the CEO of the Company for period of 1 year. The lease payments will be \$18,000 per month.

Sublease (11307 Vanowen Street, Los Angeles CA)

On October 30, 2017, the Company executed a 4 month sublease agreement which commences on November 1, 2017. Lease payments receivable will be \$8,000 per month.

## 7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section. There were 524,742,279 common shares issued and outstanding at March 31, 2019.**

| Name of Officer/Director and Control Person | Affiliation with Company (e.g. Officer/Director/Owner of more than 5%) | Residential Address (City / State Only)     | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Note |
|---|--|---|------------------------|------------------|---|------|
| James Hass                                  | Director   | 1676 West Lincoln Ave.<br>Anaheim, CA 92801 | 39,500,000             | common           | 0.075%                                    |      |

|                |          |   |            |        |        |  |
|----------------|----------|---|------------|--------|--------|--|
| Owen Naccarato | Director | 18881 Von Karman Ave. Suite 1440, Irvine CA, 92612      | 16,926,578 | common | 0.032% |  |
| Mark Wagner MD | Director | 515 Cabrillo Park Drive, Suite 120, Santa Ana, CA 92701 | 2,500,000  | common | 0.005% |  |
| Marisela Nuno  | Director | 849 S. Broadway, Apt. 610, Los Angeles,, CA 90014       | 3,000,000  | common | 0.006% |  |
| Matthew Burden | Officer  | 1676 West Lincoln Ave. Anaheim, CA 92801                |            |        |        |  |

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor 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 Securities and Exchange Commission, the Commodity Futures Trading Commission, 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

Naccarato consented to the entry of the Final Judgment (December 26, 2017) without admitting or denying any of the allegations in the Commission's complaint. The Final Judgment permanently enjoins Naccarato from violating Sections 5(a) and 5(c) of the Securities Act

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

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

In April 2018, the Company received notice of a pending lawsuit, filed in the State of California for which the Company was one of several defendants named, citing several complaints including breach of contract, conspiracy to commit fraud, and specific performance. This case was dismissed on April 24, 2019. The settlement amount was \$12,500 and 1,500,000 shares.

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel: none

Accountant or Auditor: none

Investor Relations Consultant: none

Other Service Providers: non3

## 10) Issuer Certification

*Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Matthew Burden certify that:

1. I have reviewed this quarterly disclosure statement of GreenGro Technologies, Inc. dated March 31, 2019;
2. Based on my knowledge, this disclosure statement 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 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 respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 20, 2019

/s/ Matthew Burden

*Principal Financial Officer:*

I, Matthew Burden certify that:

1. I have reviewed this quarterly disclosure statement of GreenGro Technologies, Inc. dated March 31, 2019;
2. Based on my knowledge, this disclosure statement 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 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 respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 20, 2019

/s/ Matthew Burden