



The Sustainable Green Team, Ltd

24200 County RD 561, Astatula, FL 34705

(407) 886-8733

www.thesustainablegreenteam.com

bpapenfuss@sgtmltd.com

For the Fiscal Quarter Ended September 28, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

113,732,634 as of 9/28/2024 (Current Reporting Period Date or More Recent Date)

92,343,948 as of 12/30/2023 (Most Recent Completed Fiscal Year End)

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

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

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

Current Name: The Sustainable Green Team

07/21/2020 Company name change from National Storm Recovery Inc. to SUSTAINABLE GREEN TEAM LTD.

08/22/2019 Company name change from Sierra Gold Corp to National Storm Recovery Inc.

⁴ “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.



08/11/2006 Company name change from Viking Exploration, Inc. to Sierra Gold Corp

06/07/1999 Company name change from African Resources, Inc. to Viking Exploration, Inc.

Current State and Date of Incorporation or Registration: Delaware
Standing in this jurisdiction: (e.g. active, default, inactive): Good Standing

Prior Incorporation Information for the issuer and any predecessors during the past five years:

The immediate predecessor of The Sustainable Green Team, Ltd., a Delaware corporation was National Storm Recovery, Inc. (“NSRI”), a Delaware corporation pursuant to Delaware General Corporation Law (“DGCL”) §251(g).

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

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

None

Address of the issuer’s principal executive office:

24200 County RD 561, Astatula, FL 34705

Address of the issuer’s principal place of business:

Check if principal executive office and principal place of business are the same address:

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

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer Company (Maria Torres)
Phone: 702-361-3033 ext. 106
Email: mtorres@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, Nevada 89119

Publicly Quoted or Traded Securities:



The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	SGTM	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	8693B105	
Par or stated value:	\$0.0001	
Total shares authorized:	245,000,000	9/28/2024
Total shares outstanding:	113,732,634	9/28/2024
Total number of shareholders of record:	253	9/28/2024

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	Preferred Series A Stock	
Par or stated value:	\$0.0001	
Total shares authorized:	5,000,000	9/28/2024
Total shares outstanding:	90	9/28/2024
Total number of shareholders of record:	1	9/28/2024

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Voting

The holders of our common stock are entitled to one vote for each share held on all matters to be voted on by the Company's stockholders. There shall be no cumulative voting. The holders of our common stock have the exclusive right to vote for election and removal of directors and for all other purposes.

Dividends

The holders of shares of our common stock are entitled to dividends when and as declared by the Board from funds legally available therefor if, as and when determined by the Board of Directors of the Company in their sole discretion, subject to provisions of law, and any provision of the Company's Certificate of Incorporation, as amended from time to time. There are no preemptive, conversion or redemption privileges, nor sinking fund provisions with respect to the common stock.

Liquidation

In the event of any voluntary or involuntary liquidation, dissolution or winding up of our affairs, the holders of our common stock will be entitled to share ratably in the net assets legally available for distribution to stockholders after the payment of or provision for all of our debts and other liabilities.



2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

Each one share of Series A Preferred Stock has voting rights equal to the quotient of the sum of all outstanding shares of common stock together with any and all other securities of the Company that provide for voting on an “as converted” basis, divided by 0.99.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to rights of holders of the company’s securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer’s securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date December 31, 2022 Common: 74,631,743 Preferred: 90									
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. *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

1/18/22	New Issuance	266,667	Common Stock	\$0.75	Yes	Todd Hoepker Revocable Trust2	Subscription	Restricted	4(a)2
1/19/22	Cancellation	(1,300,092)	Common Stock	\$0.15	Yes	Ralph Spencer	10/11/21 Settlement Agreement	Restricted	4(a)2
1/21/22	New Issuance	200,000	Common Stock	\$0.75	Yes	Charles & Lisa Roberts	Subscription	Restricted	4(a)2
2/17/22	Cancellation	(1,300,092)	Common Stock	\$0.15	Yes	Ralph Spencer	10/11/21 Settlement Agreement	Restricted	4(a)2
3/15/22	Cancellation	(1,300,092)	Common Stock	\$0.15	Yes	Ralph Spencer	10/11/21 Settlement Agreement	Restricted	4(a)2
3/23/2022	New Issuance	1,000,000	Common Stock	\$0.75	Yes	Leslie Schultz	Subscription	Restricted	4(a)2
04/15/22	Cancellation	(1,300,092)	Common Stock	\$0.15	Yes	Ralph Spencer	10/11/21 Settlement Agreement	Restricted	4(a)2
04/18/22	New Issuance	266,667	Common Stock	\$0.75	Yes	Todd Hoepker Revocable Trust2	Subscription	Restricted	4(a)2
05/12/22	Cancellation	(1,300,092)	Common Stock	\$0.15	Yes	Ralph Spencer	10/11/21 Settlement Agreement	Restricted	4(a)2
08/15/22	New Issuance	500,000	Common Stock	\$3.00	No	VRM Global Holdings PTY LTD4	Compensation for Licensing Agreement	Restricted	4(a)2
10/05/22	New Issuance	3,500,000	Common Stock	\$2.05	No	Accel Media International, Inc.5	Compensation for Marketing Services	Restricted	4(a)2
10/05/22	New Issuance	30,000	Common Stock	\$2.05	No	PCG Advisory, Inc.6	Compensation for PR Services	Restricted	4(a)2
10/12/22	New Issuance	6,000,000	Common Stock	\$2.40	No	VRM Global Holdings PTY LTD4	Compensation for Licensing Agreement	Restricted	4(a)2
10/13/22	New Issuance	200,000	Common Stock	\$0.50	No	Todd Michael Hoepker	Subscription	Restricted	4(a)2

						Revocable Trust2			
11/07/22	New Issuance	100,000	Common Stock	\$1.00	Yes	Proacvtive Capital Partners LP7	Warrant Option	Restricted	4(a)2
11/07/22	New Issuance	100,000	Common Stock	\$1.00	Yes	Accel Media International, Inc.5	Warrant Option	Restricted	4(a)2
11/21/22	New Issuance	25,000	Common Stock	\$2.00	Yes	David C Newingham	Subscription	Restricted	4(a)2
11/23/22	New Issuance	25,000	Common Stock	\$2.00	Yes	Louis Brinisi & Marry Anne Brindisi JT Ten	Subscription	Restricted	4(a)2
12/02/22	New Issuance	25,000	Common Stock	\$2.00	Yes	Stanton C Hawthorne & Sherri J Hawthorne	Subscription	Restricted	4(a)2
12/02/22	New Issuance	100,000	Common Stock	\$2.00	Yes	Michael Ray Spradlin	Subscription	Restricted	4(a)2
12/02/22	New Issuance	50,000	Common Stock	\$2.00	Yes	Darin & LLisa Brindisi JT Ten	Subscription	Restricted	4(a)2
12/13/22	New Issuance	25,000	Common Stock	\$2.00	Yes	Roger Lee Kunau & Cindy Lynn Mackinnon	Subscription	Restricted	4(a)2
12/13/22	New Issuance	50,000	Common Stock	\$2.00	Yes	John Voss	Subscription	Restricted	4(a)2
12/22/22	New Issuance	50,000	Common Stock	\$2.00	Yes	Dean Pappas	Subscription	Restricted	4(a)2
12/22/22	New Issuance	25,000	Common Stock	\$2.00	Yes	Douglas Cernek	Subscription	Restricted	4(a)2
12/22/22	New Issuance	50,000	Common Stock	\$2.00	Yes	Thomas West	Subscription	Restricted	4(a)2
12/22/22	New Issuance	100,000	Common Stock	\$1.00	Yes	Evan Greenberg	Warrant Option	Restricted	4(a)2
12/22/22	New Issuance	35,000	Common Stock	\$2.00	Yes	Shari & Richard Mackinnin JT TE	Subscription	Restricted	4(a)2

12/23/22	New Issuance	50,000	Common Stock	\$1.00	Yes	Rose Petals Realty, LLC.8	Warrant Option	Restricted	4(a)2
12/27/22	Cancelation	(22,101,556)	Common Stock	\$0.15	Yes	Ralph Spencer	12/13/22 Settlement Agreement	Restricted	4(a)2
1/01/23	New Issuance	1,636	Common Stock	\$6.24	Yes	Bradford Baker Revocable Trust	Compensation for Independent Board of Director Services	Restricted	4(a)2
1/01/23	New Issuance	1,636	Common Stock	\$6.24	Yes	Colleen M McAleer	Compensation for Independent Board of Director Services	Restricted	4(a)2
1/01/23	New Issuance	1,603	Common Stock	\$6.24	Yes	Ned L. Siegel	Compensation for Independent Board of Director Services	Restricted	4(a)2
1/04/2023	New Issuance	250,000	Common Stock	\$1.00	Yes	Tiger Trout Capital Puerto Rico LLC.9	Subscription	Restricted	4(a)2
1/30/2023	New Issuance	13,181	Common Stock	0.0001	Yes	Joshua Wethington	CFO Employment Agreement Compensation	Restricted	4(a)2
3/02/2023	New Issuance	4,538	Common Stock	\$2.02	Yes	Ned L Siegel	Compensation for Independent Board of Director Services	Restricted	4(a)2
3/08/2023	New Issuance	75,000	Common Stock	\$1.00	Yes	Kevin Myers & Minera Myers JT Ten	Subscription	Restricted	4(a)2
3/08/2023	New Issuance	100,000	Common Stock	\$1.00	Yes	Todd Michael Hoepker Revocable Trust	Subscription	Restricted	4(a)2

3/21/2023	New Issuance	33	Common Stock	0.0001	Yes	Bradford Baker Revocable Trust	Compensation for Independent Board of Director Services	Restricted	4(a)2
3/21/2023	New Issuance	33	Common Stock	0.0001	Yes	Colleen M McAleer	Compensation for Independent Board of Director Services	Restricted	4(a)2
3/21/2023	New Issuance	33	Common Stock	0.0001	Yes	Ned L Siegel	Compensation for Independent Board of Director Services	Restricted	4(a)2
3/31/2023	New Issuance	50,000	Common Stock	0.0001	Yes	Joshua Wethington	1/30/23 Mutual Release Agreement	Restricted	4(a)2
5/16/2023	New Issuance	127,457	Common Stock	0.5000	Yes	CEO Systems, LLC.	Compensation for Professional Services	Restricted	4(a)2
5/19/2023	New Issuance	7,000,000	Common Stock	1.2600	Yes	VRM Global Holdings, PTY LTD	Compensation for Inventory	Restricted	4(a)2
5/23/2023	New Issuance	2,000,000	Common Stock	1.3500	Yes	New Earth Technologies	Compensation for Inventory	Restricted	4(a)2
5/30/2023	New Issuance	27,000	Common Stock	0.5600	Yes	Brad Baker	Compensation for Independent Board of Director Services	Restricted	4(a)2
5/30/2023	New Issuance	27,000	Common Stock	0.5600	Yes	Colleen McAleer	Compensation for Independent Board of Director Services	Restricted	4(a)2
6/23/2023	New Issuance	50,000	Common Stock	1.0000	Yes	Benjamin & Laura Arens	Subscription	Restricted	4(a)2
7/21/2023	New Issuance	20,000	Common Stock	1.0000	Yes	Shari McMenamin	Subscription Agreement	Restricted	4(a)2

						& Ricard McMenamin JT Ten			
7/21/2023	New Issuance	15,000	Common Stock	1.0000	Yes	Kevin Myers & Minera Myers JT Ten	Subscription Agreement	Restricted	4(a)2
7/21/2023	New Issuance	100,000	Common Stock	1.0000	Yes	David D Wright & Cynthia L Wright JT Ten	Subscription Agreement	Restricted	4(a)2
8/04/2023	New Issuance	19,332	Common Stock	1.0000	Yes	Kevin Myers & Minera Myers JT Ten	Subscription Agreement	Restricted	4(a)2
9/11/2023	New Issuance	7,628,789	Common Stock	1.3000	Yes	VRM Globsl Holdings PTY LTD	Compensatio n for master license agreement	Restricted	4(a)2
10/03/2023	New Issuance	200,000	Common Stock	0.5000	Yes	Ronald Howse	Promissory Note Agreement	Restricted	4(a)2
01/30/2024	New Issuance	9,688,878	Common Stock	0.6000	Yes	Onset Financial Inc	Forbearance Agreement	Restricted	4(a)2
02/21/2024	New Issuance	40,000	Common Stock	0.2500	Yes	Guy Iannello & Catherine Iannello	Subscription Agreement	Restricted	4(a)2
02/21/2024	New Issuance	40,000	Common Stock	0.2500	Yes	Jeffrey Blynder	Subscription Agreement	Restricted	4(a)2
02/21/2024	New Issuance	24,800	Common Stock	0.2500	Yes	Jason Roman	Subscription Agreement	Restricted	4(a)2
03/14/2024	New Issuance	140,000	Common Stock	0.2500	Yes	Sandra Allen & Francis Fournier JT TEN	Subscription Agreement	Restricted	4(a)2
03/14/2024	New Issuance	140,000	Common Stock	0.2500	Yes	Brian Garra & Gail Garra JT TEN	Subscription Agreement	Restricted	4(a)2
03/14/2024	New Issuance	200,000	Common Stock	0.2500	Yes	Wiggin Realty LLC	Subscription Agreement	Restricted	4(a)2
03/14/2024	New Issuance	6,800	Common Stock	0.2500	Yes	Lianne Forrester	Subscription Agreement	Restricted	4(a)2
03/14/2024	New Issuance	60,000	Common Stock	0.2500	Yes	Patricia Tracey	Subscription Agreement	Restricted	4(a)2

03/14/2024	New Issuance	409,156	Common Stock	0.2677	Yes	Barry Papenfuss	Compensation for Professional Services	Restricted	4(a)2
03/14/2024	New Issuance	200,000	Common Stock	0.2500	Yes	Parry Zielinski	Subscription Agreement	Restricted	4(a)2
03/14/2024	New Issuance	100,000	Common Stock	0.2500	Yes	Adam Stewart	Subscription Agreement	Restricted	4(a)2
03/14/2024	New Issuance	32,000	Common Stock	0.2500	Yes	Henry J. Funke & Coreen E. Funke JT TEN	Subscription Agreement	Restricted	4(a)2
03/14/2024	New Issuance	10,000	Common Stock	0.2500	Yes	Clarence Lewis	Subscription Agreement	Restricted	4(a)2
03/14/2024	New Issuance	14,000	Common Stock	0.2500	Yes	Sandro Pelicie & Rishille Pelicie JT TEN	Subscription Agreement	Restricted	4(a)2
03/20/2024	New Issuance	100,000	Common Stock	0.4500	Yes	Eitan Benayoun	Compensation for Professional Services	Restricted	4(a)2
03/20/2024	New Issuance	60,000	Common Stock	0.2500	Yes	Steve Staples & Kristen Staples JT TEN	Subscription Agreement	Restricted	4(a)2
03/27/2024	New Issuance	400,000	Common Stock	0.2500	Yes	Alissa Forrester	Subscription Agreement	Restricted	4(a)2
03/27/2024	New Issuance	30,000	Common Stock	0.2500	Yes	Clarence Lewis	Subscription Agreement	Restricted	4(a)2
03/27/2024	New Issuance	1,000,000	Common Stock	0.2500	Yes	Kenneth Majors & Caron Majors	Subscription Agreement	Restricted	4(a)2
03/27/2024	New Issuance	39,000	Common Stock	0.2500	Yes	Alesia Hopkins	Compensation for Professional Services	Restricted	4(a)2
03/08/2024	New Issuance	4,000	Common Stock	0.2500	Yes	Mario Iraheta	Subscription Agreement	Restricted	4(a)2
03/08/2024	New Issuance	4,000	Common Stock	0.2500	Yes	Tiffany B Iraheta	Subscription Agreement	Restricted	4(a)2

03/08/2024	New Issuance	4,000	Common Stock	0.2500	Yes	Grace M Sanford	Subscription Agreement	Restricted	4(a)2
03/08/2024	New Issuance	4,000	Common Stock	0.2500	Yes	Elizabeth MacCall	Subscription Agreement	Restricted	4(a)2
03/28/2024	New Issuance	100,000	Common Stock	0.2500	Yes	Adam Stewart	Subscription Agreement	Restricted	4(a)2
03/28/2024	New Issuance	20,000	Common Stock	0.2500	Yes	Richard Forrester	Subscription Agreement	Restricted	4(a)2
03/28/2024	New Issuance	3,200	Common Stock	0.2500	Yes	Lianne Forrester	Subscription Agreement	Restricted	4(a)2
03/28/2024	New Issuance	10,000	Common Stock	0.2500	Yes	Helena Permaul Brown	Subscription Agreement	Restricted	4(a)2
03/28/2024	New Issuance	4,000	Common Stock	0.2500	Yes	Carmen I Lightbown	Subscription Agreement	Restricted	4(a)2
03/29/2024	New Issuance	15,625	Common Stock	0.3200	Yes	Carla Jo Gloger	Subscription Agreement	Restricted	4(a)2
04/04/2024	New Issuance	78,125	Common Stock	0.3200	Yes	Andy Johnson	Subscription Agreement	Restricted	4(a)2
04/04/2024	New Issuance	25,000	Common Stock	0.3200	Yes	Angela and Jeff Hester	Subscription Agreement	Restricted	4(a)2
04/10/2024	New Issuance	40,000	Common Stock	0.3200	Yes	Jeff Blynder	Subscription Agreement	Restricted	4(a)2
04/11/2024	New Issuance	100,000	Common Stock	0.25	Yes	Kevin & Minera Myers	Subscription Agreement	Restricted	4(a)2
04/12/2024	New Issuance	64,103	Common Stock	0.39	Yes	Sharlene Smith	Subscription Agreement	Restricted	4(a)2
04/10/2024	New Issuance	256,410	Common Stock	0.39	Yes	Donald & Stephanie Smith	Subscription Agreement	Restricted	4(a)2
04/18/2024	New Issuance	30,303	Common Stock	0.51	Yes	Alesia Hopkins	Subscription Agreement	Restricted	4(a)2
04/26/2024	New Issuance	3,000	Common Stock	0.25	Yes	Kevin & Minera Myers	Subscription Agreement	Restricted	4(a)2
04/30/2024	New Issuance	50,000	Common Stock	0.50	Yes	Sam Taras	Subscription Agreement	Restricted	4(a)2
04/30/2024	New Issuance	50,000	Common Stock	0.50	Yes	Lisa Christman	Subscription Agreement	Restricted	4(a)2

05/3/2024	New Issuance	3,200,000	Common Stock	0.50	Yes	James D Lord & Linda A Lord	Subscription Agreement	Restricted	4(a)2
05/3/2024	New Issuance	150,000	Common Stock	0.50	Yes	Linda A Lord IRA	Subscription Agreement	Restricted	4(a)2
05/3/2024	New Issuance	40,000	Common Stock	0.50	Yes	James D Lord IRA	Subscription Agreement	Restricted	4(a)2
05/3/2024	New Issuance	40,000	Common Stock	0.25	Yes	Lloyd Brent Diehl	Subscription Agreement	Restricted	4(a)2
05/3/2024	New Issuance	50,000	Common Stock	0.50	Yes	James Taras	Subscription Agreement	Restricted	4(a)2
05/3/2024	New Issuance	2,000	Common Stock	0.25	Yes	Messerette Newsom & Genine Thompson	Subscription Agreement	Restricted	4(a)2
05/17/2024	New Issuance	142,000	Common Stock	0.70	Yes	Harv Singh Billon	Subscription Agreement	Restricted	4(a)2
05/22/2024	New Issuance	300,000	Common Stock	0.70	Yes	Bela and Debra Kenessey Family Trust	Subscription Agreement	Restricted	4(a)2
05/22/2024	New Issuance	25,000	Common Stock	0.70	Yes	Sheridan Kenessey	Subscription Agreement	Restricted	4(a)2
05/22/2024	New Issuance	25,000	Common Stock	0.70	Yes	Sumner Kenessey	Subscription Agreement	Restricted	4(a)2
06/4/2024	New Issuance	214,286	Common Stock	0.3200	Yes	Outside the Box Capital	Subscription Agreement	Restricted	4(a)2
06/12/2024	New Issuance	150,000	Common Stock	0.52	Yes	Ron Howse	Subscription Agreement	Restricted	4(a)2
07/01/2024	New Issuance	2,000,000	Common Stock	0.685	Yes	Chadwick Roy	Subscription Agreement	Restricted	4(a)2
07/01/2024	New Issuance	250,000	Common Stock	0.685	Yes	Mann Marketing LLC	Subscription Agreement	Restricted	4(a)2
07/01/2024	New Issuance	250,000	Common Stock	0.685	Yes	Kosta Dino Ibrahim	Subscription Agreement	Restricted	4(a)2
07/23/2024	New Issuance	100,000	Common Stock	0.50	Yes	John Spencer	Subscription Agreement	Restricted	4(a)2
07/23/2024	New Issuance	25,000	Common Stock	0.50	Yes	Scott Elberg	Subscription Agreement	Restricted	4(a)2
09/3/2024	New Issuance	200,000	Common Stock	0.59	Yes	Jim Houston, Inc.	Subscription Agreement	Restricted	4(a)2

09/3/2024	New Issuance	25,000	Common Stock	0.59	Yes	Paul Hebert	Subscription Agreement	Restricted	4(a)2
9/18/2024	New Issuance	200,000	Common Stock	0.51	Yes	UNIQUE TO EAT FARMS LLC	Subscription Agreement	Restricted	4(a)2
9/18/2024	New Issuance	200,000	Common Stock	0.51	Yes	Gary L. Johnson and Barbara D. Johnson JTWROS	Subscription Agreement	Restricted	4(a)2
9/18/2024	New Issuance	200,000	Common Stock	0.51	Yes	Michael J. Brown	Subscription Agreement	Restricted	4(a)2
9/17/2024	New Issuance	25,000	Common Stock	0.515	Yes	Timothy D. Burns	Subscription Agreement	Restricted	4(a)2
Shares Outstanding on Date of This Report:									
		Ending							
Balance Ending Balance:									
Date Sep. 28, 2024 Common:		113,732,634							
		Preferred: 90							

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete

The table below shows the control persons related to certain corporate entities that received shares from January 1, 2022 to September 28, 2024:

Entity receiving shares

Accel Media International, Inc.5
 CFO Systems, LLC
 New Earth Technologies
 Onset Financial, Inc.
 Outside the Box Capital
 PCG Advisory, Inc.6
 Proactive Capital Partners LP7
 Rose Petals Realty, LLC.8
 Tiger Trout Capital Puerto Rico LLC.9
 VRM Global Holdings PTY LTD4
 Wiggin Realty LLC
 Mann Marketing LLC
 Jim Houston, Inc.
 Unique To Eat Farms LLC

Control person for that entity

Vince Caruso
 Brett Frevert
 Soon Rowell
 Justin Nielsen & Remington Atwood
 Jason Coles
 Jeff Ramson
 Jeff Ramson
 Rose Palmer
 Alan Masley
 Kenneth Bellamy
 Jason Wiggin
 Bobby Mann
 Jim Houston
 Bill Selkirk

B. Promissory and Convertible Notes



Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities :

No: Yes: If yes, you must complete the table below)

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. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
11/8/2022	<u>1,232,675</u>	<u>1,100,000</u>	<u>236,913</u>	<u>1/4/2025</u>	<u>Convertible into common stock at \$0.50 per share</u>	Lisa & Charles Roberts	<u>Working Capital Funding</u>

***Control persons for any entities in the table above must be disclosed in the table or in a footnote here.

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. Ensure that these descriptions are updated on the Company’s Profile on www.OTCMarkets.com.

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

The Sustainable Green Team Ltd. (“SGTM”) is a technology company dedicated to advancing climate reversal and reducing greenhouse gas emissions through the conversion of organic waste products into valuable “Water Less Garden®” soil and “Living Mulch®.” Our focus on the production of our soil and mulch products lies in our proprietary processes which utilize cutting-edge carbon capture technology to reduce water consumption, increase yields of healthy garden and agricultural products while combatting climate change and creating a sustainable future for all. Our transformative soil products are sold through retail channels and within the agricultural industry. These products are effective in resolving a myriad of waste issues and significantly enhance the health of soils for consumers all the way up to large scale agricultural users. At the same time, these products have a solid impact on odor mitigation in industries such as wastewater treatment and waste management.

Our patented technologies incorporate cutting-edge innovations like Biological Hydrosynthesis and Ecological Stem Cell Technology. These advancements enable us to address key environmental challenges globally, including safe organic residue handling, viable topsoil replacement, and the addition of a third water source. Our cost-effective technology revolutionizes environmental solutions for a sustainable future. SGTM-VRM provides effective solutions for managing odors in various industries, such as wastewater treatment plants and waste management facilities. We are committed to utilizing carbon capture technology and reducing greenhouse gases to combat climate change. Our products also play a vital role in promoting circular economic practices and waste reduction.

To summarize, SGTM has an unwavering dedication to restoring soil that reduces water consumption and increases healthy crop yields through sustainable practices that sequester carbon while creating a positive global impact. SGTM is poised to make a significant difference in the health and well-being of individuals worldwide.

This dedication to sustainability has led SGTM to enter into waste management projects in the Eastern U.S and the Caribbean islands. These agreements signify the company’s proactive approach to addressing waste management challenges. On the government front, SGTM has secured a multi-year Florida government contract for biomass processing. This contract highlights the company’s ability to establish strong partnerships and secure long-term projects.

To enhance its regenerative production technologies and to improve its retail presence, SGTM has completed the acquisition of Regen Hubs North America, Inc., Regen Hubs International, Inc. and HumiRock LLC. This important strategic acquisition leverages the strengths of both companies to further growth opportunities available in the marketplace.



In another noteworthy agreement, SGTM has signed a Term Sheet to purchase the trademark, patent rights, and intellectual property for an Organic Pellet Fertilizer and Micro Encapsulation technology. SGTM expects to finalize this acquisition through a series of payments that run through Q1-2025 to strengthen its position as a leader in innovative agricultural solutions.

These developments show the dedication of SGTM's leadership team and advisors to global sustainability practices. Our company is committed to its shareholders, employees, and vendors, as well as its mission of making a significant global difference. With immense potential on the horizon, SGTM is excited to continue driving sustainable growth to leave a lasting impact in the world.

B. List any subsidiaries, parent company, or affiliated companies.

**SUBSIDIARY
ENTITIES:**

- National Storm Recovery, Inc.
- Mulch Manufacturing, Inc.
- SGTM-VRM, LLC
- Rose Transport, Inc.

C. Describe the issuers' principal products or services.

The primary business model for the Company focuses on the processing of organic waste products into valuable “Water Less Garden®” soil and “Living Mulch.” Our focus on the production of our soil and mulch products lies in our proprietary processes which utilize cutting-edge carbon capture technology to reduce water consumption, increase yields of healthy garden and agricultural products while combatting climate change and creating a sustainable future for all. Our transformative soil products are sold through retail channels and within the agricultural industry.

These products increase plant growth, use less water and resolve a myriad of waste issues as they significantly enhance the health of soils for consumers all the way up to large scale agricultural users. At the same time, these products have a solid impact on odor mitigation in industries such as wastewater treatment and waste management. The Company holds Master Licenses for the proprietary concentrate that converts organic waste (including tree debris and animal waste “feedstock”) into powerful soil regeneration products.

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent to which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

Properties & Locations

1. Jasper, FL Operating Plant (Property is owned subject to mortgage)
14233 County Road 132 SE, Jasper, FL 32052
2. Callahan, FL - Production Plant (Property is owned subject to mortgage))
446195 US-301, Callahan, FL 32011
3. Homerville, GA Operating Plant (Property is owned subject to mortgage)
1900 Waycross Hwy., Homerville, GA 31634

4. Beaver, WA Operating Plant (Property is owned subject to mortgage)

200673 US Highway 101, Beaver, WA 98305

5. Astatula, FL (Production & Corp HQ) (Property is owned subject to mortgage)

24200 County Road 561, Astatula, FL 34705

6. Jacksonville, FL - Production Plant (Property is owned subject to mortgage)

2480 N Lane Avenue, Jacksonville, FL 32254

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders 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 (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors 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 owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Anthony Raynor</u>	<u>CEO</u>	<u>Astatula, FL</u>	<u>37,624,500</u>	<u>Restricted</u>	<u>33.3% of common stock outstanding</u>	<u>—</u>
<u>Anthony Raynor</u>	<u>CEO</u>	<u>Astatula, FL</u>	<u>90</u>	<u>Restricted</u>	<u>100% of Preferred Series A stock outstanding</u>	<u>—</u>
VRM GLOBAL HOLDINGS PTY LTD	Owner of 18.7%	Bohle Plains, AUSTRALIA	<u>21,128,789</u>	<u>Restricted</u>	<u>18.7% of common stock outstanding</u>	<u>Ken Bellamy</u>
<u>Onset Financial, Inc.</u>	Owner of 8.6%	Draper, UT	<u>9,688,878</u>	<u>Restricted</u>	<u>8.6% of common stock outstanding</u>	<u>Scott Finlinson</u>
<u>John Spencer</u>	Employee / Owner of 5.3%	COLUMBUS, OH	<u>6,000,000</u>	<u>Unrestricted – Free Trading</u>	<u>5.3% of common stock outstanding</u>	<u>—</u>

<u>Leslie Schultz and IRAR Trust FBO Leslie Schultz</u>	Owner of 4.4%	Rancho Santa Fe, CA	<u>5,000,000</u>	<u>Restricted</u>	<u>4.4% of common stock outstanding</u>	—
<u>Barry Papenfuss</u>	<u>CFO</u>	South Jordan, UT	<u>409,156</u>	<u>Restricted</u>	<u><1% of common stock outstanding</u>	—
Joshua Ganganna	<u>COO</u>	Lakeland, FL	<u>0</u>	—	—	—
<u>Minera Myers</u>	<u>VP</u>	Winter Garden, FL	<u>312,332</u>	<u>Restricted</u>	<u><1% of common stock outstanding</u>	—
Brian Rivera	<u>SVP</u>	Altamonte Springs, FL	<u>500</u>	<u>Restricted</u>	<u><1% of common stock outstanding</u>	—

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of 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, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

Yes - The Company and certain subsidiaries are involved in litigation and various legal matters that are being defended and handled in the ordinary course of business. Included among these matters are creditors who have provided funding for supplies or services, as well as certain of our property locations and the equipment being utilized in our operations. The Company is working with these creditors to modify the payment structure and extend the terms of the loans to match better with expected future cash flows.

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

No



5. Been the subject 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.

No

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

No

- 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 to 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.

The Company and certain subsidiaries are involved in litigation and various legal matters that are being defended and handled in the ordinary course of business. Included among these matters are creditors who have provided funding for supplies or services, as well as certain of our property locations and the equipment being utilized in our operations. The Company is working with these creditors to modify the payment structure and extend the terms of the loans to match better with expected future cash flows.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jeff Turner
Firm: JDT Legal
Address 1: 7533 S. Center View Ct, #4291
Address 2: West Jordan, UT 84084
Phone: 801.810.4465
Email: jeff@jdt-legal.com

Accountant or Auditor

Name: Mark Sperry
Firm: Sadler, Gibb & Associates, LLC
Address 1: 344 W. 13800 S.
Address 2: Draper, UT 84020
Phone: 801.783.2950
Email: msperry@sadlergibb.com

Investor Relations



Name: None
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): X
Discord: _____
LinkedIn: X
Facebook: X
[Other] Bloomberg and Fox News

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: None
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Barry Papenfuss
Title: CFO
Relationship to Issuer: Employee

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

- IFRS
- U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Barry Papenfuss
Title: CFO
Relationship to Issuer: Employee
Describe the qualifications of the person or persons who prepared the financial statements:⁵ CPA

Provide the following qualifying financial statements:

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP and by a person with sufficient financial skills.



- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes



THE SUSTAINABLE GREEN TEAM, LTD. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE QUARTER ENDED SEPTEMBER 28, 2024

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Prepared in accordance with OTC Pink Current Disclosure Guidelines



THE SUSTAINABLE GREEN TEAM, LTD AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	<u>Q3-2024</u>	<u>FY-2023</u>
	<i>(September 28, 2024)</i>	<i>(December 30, 2023)</i>
ASSETS		
Current Assets		
Cash	\$ -	\$ 10,573
Accounts receivable, net of allowance for doubtful accounts	9,448,568	8,662,813
Note receivable	12,000,000	12,000,000
Inventories	51,325,823	38,881,925
Prepaid expenses and other current assets	16,333	3,491,381
Total Current Assets	<u>72,790,723</u>	<u>63,046,692</u>
Property and equipment, net	61,978,742	67,956,047
Other Assets		
Long-term investments	913,604	1,004,540
Goodwill	224,000	224,000
Intangibles	14,109,091	13,573,720
Deferred tax asset	3,186,148	2,207,012
ROU asset	6,194,633	7,407,460
Other assets	4,833,682	4,674,665
Total Other Assets	<u>29,461,159</u>	<u>29,091,398</u>
Total Assets	<u>\$ 164,230,625</u>	<u>\$ 160,094,136</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued expenses	\$ 16,701,972	\$ 11,689,583
Lease liability, current portion	11,596,464	14,870,032
Notes payable, current portion	34,306,980	35,911,005
Notes payable – related party	6,640,000	6,500,000
Total Current Liabilities	<u>69,245,415</u>	<u>68,970,621</u>
Long-term Liabilities		
Lease liabilities, net of current portion	-	-
Note payable – net of current portion	-	-
Total Long-term Liabilities	<u>-</u>	<u>-</u>
Total Liabilities	<u>69,245,415</u>	<u>68,970,621</u>
Stockholders' Equity		
Preferred Series A stock, \$0.0001 par value, 5,000,000 shares authorized, 90 shares outstanding		
Common stock, \$0.0001 par value; 245,000,000 shares authorized; 113,032,634 and 92,343,948 shares issued and outstanding, respectively	11,028	9,234
Additional paid-in capital	89,678,893	78,322,521
Retained Earnings	5,295,289	12,791,761
Total Stockholders' Equity	<u>94,985,209</u>	<u>91,123,516</u>
Total Liabilities and Stockholders' Equity	<u>\$ 164,230,625</u>	<u>\$ 160,094,136</u>

The accompanying footnotes are an integral part of these condensed consolidated financial statements.



THE SUSTAINABLE GREEN TEAM, LTD. AND SUBSIDIARIES
CONDENSED CONSOLIDATED INCOME STATEMENT
(Unaudited)

	<u>3 Months Ended</u>		<u>9 Months Ended</u>	
	<u>Sep. 28, 2024</u>	<u>Sep. 30, 2023</u>	<u>Sep. 28, 2024</u>	<u>Sep. 30, 2023</u>
Net Revenue	\$ 1,081,915	\$ 10,752,993	\$ 3,164,558	\$ 25,780,518
Cost of Goods				
Cost of Goods (excl depreciation & amortization)	475,874	4,642,053	1,128,228	16,475,301
<u>Depreciation & Amortization (COG's)</u>	<u>683,394</u>	<u>892,990</u>	<u>3,447,724</u>	<u>2,695,759</u>
Total Cost of Goods	1,159,268	5,535,042	4,575,952	19,171,060
Gross Profit	77,353	5,217,950	(1,411,394)	6,609,459
GP%	(7.1)%	48.5%	(44.6)%	25.6%
Operating Expenses				
Selling, General and Administrative	172,375	2,304,024	4,211,357	6,750,405
<u>Depreciation and Amortization (OpEx)</u>	<u>1,437,969</u>	<u>250,687</u>	<u>721,409</u>	<u>751,017</u>
Total Operating Expenses	1,610,344	2,554,711	4,932,766	7,501,422
Income (loss) from Operations	(1,687,697)	2,663,239	(6,344,160)	(891,963)
Other Income (expense)				
Interest Expense, net	174,342	(1,891,016)	(2,468,375)	(4,180,315)
Net Debt Forgiveness/Grant (ERC)	-	-	-	1,458,448
Gain (Loss) on Sale of Fixed Assets	25,383	8,643,443	26,659	8,610,981
<u>Other Income, net</u>	<u>-</u>	<u>(155,219)</u>	<u>-</u>	<u>(940,585)</u>
Total Other Income (expense)	199,725	6,588,208	(2,441,716)	4,948,529
Income (loss) before Income Taxes	(1,487,973)	9,251,447	(8,785,876)	4,056,565
Provision for Income Taxes	(591,948)	2,157,542	(1,289,403)	863,902
Net Income (loss)	\$ (896,025)	\$ 7,093,905	\$ (7,496,473)	\$ 3,192,663
Net income (loss) per common share - basic	\$ (0.01)	\$ 0.08	\$ (0.07)	\$ 0.04
Net income (loss) per common share - diluted	\$ (0.01)	\$ 0.08	\$ (0.07)	\$ 0.04
Wt. Avg shares outstanding – basic	111,197,377	85,056,551	104,799,136	80,028,973
Wt. Avg shares outstanding - diluted	118,397,377	92,291,551	111,999,136	87,263,973

The accompanying footnotes are an integral part of these consolidated financial statements.



THE SUSTAINABLE GREEN TEAM, LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Balance at December 31, 2022	90	\$ -	74,631,744	\$ 7,643	\$ 56,294,220	\$ 16,374,022	\$ 72,675,705
Stock Subscriptions			9,729,149	809	12,127,646	-	12,128,439
Net Income			-	-	-	3,192,663	3,192,663
Balance at September 30, 2023	90	\$ -	84,360,893	\$ 8,452	\$ 68,421,866	\$ 12,466,779	\$ 80,897,081
Balance at December 31, 2023	90	\$ -	92,343,948	\$ 9,234	\$ 78,322,521	\$ 12,791,761	\$ 91,123,516
Stock Subscriptions			21,388,686	2,139	11,356,372	-	11,358,511
Net Income			-	-	-	(7,496,473)	(7,496,473)
Balance at September 28, 2024	90	\$ -	113,732,634	\$ 13,053	\$ 89,678,893	\$ 5,295,288	\$ 94,985,209

The accompanying footnotes are an integral part of these consolidated financial statements



THE SUSTAINABLE GREEN TEAM, LTD. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended	
	Sep 28, 2024	Sep 30, 2023
Cash flows from operating activities:		
Net Loss	\$ (7,496,473)	\$ 3,192,663
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	4,196,133	3,446,776
Prepaid advertising expense	1,076,250	1,076,250
Change in provision for doubtful accounts	35,665	-
(Gain) loss on sale of fixed assets	(26,659)	(8,610,981)
Increase in deferred tax assets	(979,136)	-
Changes in operating assets and liabilities:		
Accounts receivable, net	(821,421)	(6,661,527)
Notes receivable	-	(12,000,000)
Inventories	(12,443,897)	(16,215,664)
Prepaid expenses and other current assets	3,475,048	(193,293)
Accounts payable and other current liabilities	5,013,234	5,217,733
Income taxes payable	-	1,271,530
Net cash used in operating activities	(7,998,256)	(29,476,513)
Cash flows used in investing activities:		
Purchases of property and equipment	(68,374)	(2,916,140)
Proceeds from sale of property and equipment	-	245,735
Proceeds from long-term investments	-	36,326
Net cash used in investing activities	(68,374)	(2,706,731)
Cash flows from (used in) financing activities:		
Principal payments on leases	(20,000)	-
Proceeds from notes payable	-	24,996,136
Payment on notes payable	(118,523)	(5,674,545)
Net borrowings from long-term notes payable	6,580,943	-
Stock subscriptions	1,614,136	12,281,962
Net cash provided by (used in) financing activities	8,056,556	31,603,554
Net increase (decrease) in cash	(10,574)	-
Cash – beginning of period	10,574	-
Cash – end of period	\$ -	\$ -

The accompanying footnotes are an integral part of these condensed consolidated financial statements.



THE SUSTAINABLE GREEN TEAM, LTD. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION AND BUSINESS OPERATIONS

Business Overview

The primary business model of the Company focuses on the processing of organic waste products into valuable “Water Less Garden®” soil and “Living Mulch®.” Our focus on the production of our soil and mulch products lies in our proprietary processes which utilize cutting-edge carbon capture technology to reduce water consumption, increase yields of healthy garden and agricultural products while combatting climate change and creating a sustainable future for all. Our transformative soil products are sold through retail channels and within the agricultural industry.

These products increase plant growth, use less water and resolve a myriad of waste issues as they significantly enhance the health of soils for consumers all the way up to large scale agricultural users. At the same time, these products have a solid impact on odor mitigation in industries such as wastewater treatment and waste management. The Company holds Master Licenses for the proprietary concentrate that converts organic waste (including tree debris and animal waste “feedstock”) into powerful soil regeneration products.

The Company holds Master Licenses for the proprietary concentrate that converts organic waste including tree debris and animal waste (“feedstock”) into powerful soil regeneration products.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has suffered negative cash flows. These factors raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plans to resolve these concerns is focused on our technology infused products that convert waste materials into the high margin soil restoration products it produces under the VRM License Agreement. These products are expected to increase revenues, gross margins and profitability as they are launched in the marketplace. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited consolidated financial statements as of September 28, 2024 and December 30, 2023, have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). In the opinion of management, such financial information includes all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the Company’s financial position at such date and the operating results and cash flows for such periods.

The Company has a period end date that follows a 52/53-week fiscal year which ends on the Saturday nearest to December 31. The quarters ended September 28, 2024 and September 30, 2023 included 13 weeks.

Principles of Consolidation

The consolidated financial statements are presented on a comparative basis. The unaudited condensed consolidated balance sheets as of September 28, 2024 and December 30, 2023 include the accounts of SGTM, NRS LLC, MM, DDP LLC, Rose, and SGMC.

The unaudited condensed consolidated statement of operations for the nine-month periods ended September 28, 2024 and September 29, 2023 include the accounts of SGTM, NRS LLC, MM, DDP LLC, Rose, and SGMC.

All inter-company accounts have been eliminated in consolidation, including intercompany sales from NSR to MMI.

Critical Accounting Estimates

In order to prepare our financial statements in accordance with GAAP, we make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. Such estimates are based upon management’s current judgments,



which are normally based on knowledge and experience regarding past and current events and assumptions about future events. Certain estimates are particularly sensitive due to their significance to the financial statements and the possibility that future events may be significantly different from our expectations.

While there are a number of accounting policies affecting our financial statements, we have identified the following critical accounting estimates that require us to make the most subjective judgments in order to fairly present our consolidated financial statements.

Inventories

Summary:

Product inventories are recorded at the lower of cost or net realizable value. Cost is determined using the weighted average cost method.

Judgments and Uncertainties:

Significant judgment is required to estimate the fair market value of our inventory as it requires assumptions and projections to be made based off labor and overheads required for manufacturing of bulk and bagged product. Additionally, timber purchases may vary by “track” of land and the output of these purchases can yield different inputs which in turn impacts quantities of mulch, lumber and soil outputs. We monitor our inventory levels and manufacturing consumption by location to ensure cycle counts align with factors including purchases and shipping rates.

Sensitivity of Estimates to Change:

As noted above, the “track” of land and output of these purchases yield different qualities which in turn impacts quantities of mulch, lumber and soil outputs and are sensitive to what is received from log vendor(s).

Acquisitions

Summary:

From time to time, we enter into strategic acquisitions in an effort to better service existing customers and to attract new customers. We account for acquired businesses using the acquisition method of accounting under ASC 805, which requires the assets acquired and liabilities assumed to be recorded at the date of acquisition at their respective fair values. In some instances, the Company has acquired assets under distressed conditions resulting in bargain purchase gains. In accordance with GAAP, the results of the acquisitions we have completed have valued the acquired assets at “certified appraised value” which have been reflected in our financial statements, thereafter.

Judgments and Uncertainties:

The Company performs annual impairment analysis to ensure the appraised value is aligned with the certified appraised value utilizing projected revenue and operating profit projections of these facilities. Additional leasehold improvements may be required to optimize the performance of these facilities.

Sensitivity of Estimates to Change:

Estimates associated with the accounting for acquisitions may change as additional information becomes available regarding the assets acquired. We believe the estimates applied to be based on reasonable assumptions, but which are inherently uncertain. As a result, actual results may differ from the assumptions and judgments used to determine the fair values of the assets acquired, which could result in impairment losses in the future. Changes in business conditions may also require future adjustments to the useful lives of assets acquired. If we determine that the useful lives of assets acquired are shorter than we had originally estimated, the rate of amortization may be accelerated.

Goodwill

Summary:

Goodwill represents the acquired fair value of a business in excess of the fair values of tangible and identified intangible assets acquired and liabilities assumed. We test goodwill on an annual basis as part of our year end processes and additionally if an event occurs or circumstances change that would indicate the carrying amount may be impaired.

The goodwill impairment test requires us to estimate and compare the fair value of a reporting unit to its carrying amount, including goodwill. If the fair value exceeds the carrying amount, the goodwill is not considered impaired. To the extent a reporting unit's carrying amount exceeds its fair value, the reporting unit's goodwill is deemed impaired, and an impairment charge is recognized based on the excess of a reporting unit's carrying amount over its fair value.

Judgments and Uncertainties:

Significant judgment is required to determine whether impairment indicators exist and to estimate the fair value of our reporting units. Estimating the fair value of reporting units using the discounted cash flow model requires us to make assumptions and projections of revenue growth rates, gross margins, SG&A, capital expenditures, working capital, depreciation, terminal values, and weighted average cost of capital, among other factors.

The assumptions used to estimate fair value consider historical trends, macroeconomic conditions, and projections consistent with our operating strategy. Changes in these estimates could have a significant effect on whether an impairment charge is recorded (and the magnitude of such a charge). Also, adverse market or economic events could result in impairment charges in future periods.

Sensitivity of Estimates to Change:

The Company performs an annual quantitative assessment of goodwill in the fourth quarter. In our latest testing of goodwill in the fourth quarter of 2023, there was no impairment noted as the estimated fair value of each of our reporting units substantially exceeded its carrying value.

Revenue

The Company's revenues are derived from four primary types of products and services to clients: sales of catalyst concentrate for conversion of organic waste into soil regeneration products, sale of soil products (including Water Less Garden® soil, Living Mulch®, Humisoil®, XLR8® Bio and other related products), landscape recovery services and the manufacturing and sale of landscape mulch.

The Company recognizes revenue when its performance obligations are satisfied. With respect to the sale of our catalyst concentrate, mulch and soil products, our performance obligations are met when a product is pulled from inventory and segregated for shipping to our customer. For our landscape recovery services, our performance obligation is satisfied upon the completion of the landscape services for our customers. Products and services are primarily sold based on credit terms established for each customer. These credit terms, which are established in accordance with local and industry practices, require payment generally within 30 days of performance, or end of season qualifying orders. The Company estimates and reserves for its bad debt exposure based on its experience with past due accounts and collectability, the aging of accounts receivable and its analysis of customer data.

Cash

The Company considers all highly liquid short-term instruments that are purchased with an original maturity of nine months or less to be cash equivalents. The Company did not have any material cash equivalents as of September 28, 2024 and December 30, 2023.

Account Receivable

The Company performs ongoing credit evaluations of its customers' financial condition and maintains an allowance for credit losses based upon historical experience and a specific review of accounts receivable at the end of each period. Actual bad debts may differ from these estimates and the difference could be significant. At September 28, 2024 and December 30, 2023, the Company had an allowance for credit losses of \$24,815 and \$0, respectively.



Inventories

Inventories are stated at the lower of cost or net realizable value, with cost determined by the weighted-average cost method using full absorption costing for manufactured goods.

The organization is expanding the portfolio into the soil and organic fertilizer segments through the production of Water Less Garden soil®, Humisoil®, XLR8® Bio and other related products for soil restoration. Monthly “yard inventory” is analyzed based on periodic cycle counts and adjusted as necessary. Inventories are also impacted by intercompany sales between NSR and MMI of forest products. The sale and cost of sale are eliminated in our financial statement consolidation process.

Property and Equipment

Property and equipment are recorded at the lower of cost or fair market value in accordance with ASC 805-30-50 as further defined in the acquisition section below. Expenditures that enhance the useful lives of the assets are capitalized and depreciated. Depreciation is computed using the straight-line method over the estimated useful lives of the related capitalized assets. Machinery and equipment is generally depreciated over 7 to 10 years. Vehicles are generally depreciated over 5 years.

Maintenance and repairs are charged to expense as incurred. At the time of retirement or other disposition of property and equipment, its cost and accumulated depreciation is removed from the accounts and the resulting gain or loss, if any, is reflected in operations.

Impairment of Long-Lived Assets and Right of Use Assets

The Company reviews long-lived assets, including finite-lived intangible assets and right of use (“ROU”) lease assets, for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of these assets is determined by comparing the forecasted undiscounted net cash flows of the operation to which the assets relate to the carrying amount. If the operation is determined to be unable to recover the carrying amount of its assets, then these assets are written down first, followed by other long-lived assets of the operation to fair value. Fair value is determined based on discounted cash flows or appraised values, depending on the nature of the assets.

Long-Term Investments and Related Accounting Policy

The Company has 0.39% ownership in an insurance group which provides annual dividends to the Company on a recurring basis. The Company valued this investment at September 28, 2024 and December 30, 2023 at an amount of \$913,604 and 1,004,540, respectively.

Intangible Assets

The Company records its intangible assets at cost in accordance with Accounting Standards Codification (“ASC”) 350. Finite lived intangible assets are amortized over their estimated useful life using the straight-line method, which is determined by identifying the period over the term of the agreement. During the nine months and twelve months ended September 28, 2024 and December 30, 2023, the Company performed valuation and impairment testing without noting any impairment of the asset.

The Company acquired an intangible asset for \$14,400,000 in 2022 through IP investment with VRM Biologik through a 99-year licensing agreement with three 99 year extension periods. The transaction is funded through the issuance of 6,000,000 shares of common stock at a share price of \$2.40. Based upon the financial representation of the business and the contractual guarantees the Company believes this agreement will result in significant revenue and profit margin improvements, above and beyond, the transactional expense. The Company will amortize this intangible asset over the 99-year term, whereby, expensing approximately \$12,121 per month over the life of the licensing agreement.

Goodwill

Goodwill represents the excess of the purchase price of the acquired business over the estimated fair value of the identifiable net assets acquired. Goodwill is not amortized but is tested for impairment at least annually at year end, at the reporting unit level or more frequently if events or changes in circumstances indicate that the asset might be impaired. Goodwill is tested for impairment at the reporting level by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the



reporting unit is less than its carrying value. If the reporting unit does not pass the qualitative assessment, then the reporting unit's carrying value is compared to its fair value. The fair values of the reporting units are estimated using market and discounted cash flow approaches. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its fair value. The discounted cash flow approach uses expected future operating results. Failure to achieve these expected results may cause a future impairment of goodwill. No impairment of goodwill was recorded by the Company as of September 28, 2024 and September 30, 2023.

Advertising and Marketing Costs

The Company expenses advertising and marketing costs as they are incurred. Advertising and marketing expenses were \$757,038 and \$786,536 for the nine months ended September 28, 2024 and September 30, 2023, respectively, and are recorded in selling, general and administrative expenses in the statement of operations.

Fair Value Measurements

ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement). This fair value measurement framework applies to both initial and subsequent measurement.

Common Stock and Net Income (Loss) per Common Share

Basic net income (loss) per common share is computed by dividing the net income by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share includes the effect of Common Stock equivalents (stock options, unvested restricted stock, and warrants) when, under either the treasury or if-converted method, such inclusion in the computation would be dilutive.

	For Periods Ended	
	Sep. 28, 2024	Dec. 30, 2023
Numerator for basic and diluted earnings (loss) per share:		
Net income (loss)	\$ (7,496,473)	\$ (3,582,261)
Denominator for basic earnings (loss) per share –		
Weighted Average Shares Outstanding	104,799,136	83,205,852
Stock Warrants and Options	5,000,000	6,000,000
Convertible notes	2,200,000	5,590,000
Denominator for diluted earnings (loss) per share –		
Weighted Average and Assumed Conversion	111,999,136	94,795,852
Net income (loss) per share:		
Basic net income (loss) per share	\$ (0.07)	\$ (0.04)
Diluted net income (loss) per share	\$ (0.07)	\$ (0.04)

The total outstanding shares of the Company's common stock as of September 28, 2024 and December 30, 2023 were 113,732,634 and 92,343,928, respectively.

Income Taxes

In August 2022, the Inflation Reduction Act was enacted, which, among other things, implements a 15% corporate alternative minimum tax on book income of certain large corporations effective for tax years beginning after December 31, 2022, and imposes a 1% excise tax on corporate stock repurchases after December 31, 2022.

Components of income before taxes were as follows:



	For the Periods Ended	
	September 28, 2024	December 30, 2023
Net Income Before Taxes		
U.S.	\$ (8,785,876)	\$ (5,788,868)
Foreign	-	-
Total	\$ (8,785,876)	\$ (5,788,868)
Current income tax expense		
U.S. federal	\$ 2,249,813	\$ 1,483,741
U.S. state and local		-
Foreign		-
Total current	2,249,813	1,483,741
Deferred income tax (benefit) expense		
U.S. federal	(3,539,216)	(3,690,348)
U.S. state and local	-	-
Foreign	-	-
Total deferred	(3,539,216)	3,690,348
Total	\$ (1,289,403)	\$ (2,206,607)

As of December 30, 2023, the Company had available tax-effected net operating loss carryforwards of \$4,802,680 that generally expire if not utilized.

The Company recognizes the tax effects of uncertain tax positions only if such positions are more likely than not to be sustained based solely upon the technical merits at the reporting date. The Company refers to the difference between the tax benefit recognized in its financial statements and the tax benefit claimed in the income tax return as an unrecognized tax benefit. There was no expense or liability recorded for unrecognized tax benefits for each period presented. The Company does not expect that the unrecognized tax benefit will materially change over the next 12 months.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets, including tax loss and credit carry forwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. 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 utilizes ASC Topic 740, "Income Taxes," which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. The Company accounts for income taxes using the asset and liability method to compute the differences between the tax basis of assets and liabilities and the related financial amounts, using currently enacted tax rates. A valuation allowance is recorded when it is "more likely-than-not" that a deferred tax asset will not be realized. For tax positions that meet a "more likely than not" threshold, the Company recognizes the benefit in the consolidated financial statements.

For the nine and twelve months ended September 28, 2024 and December 30, 2023, the Company recognized approximately \$1,289,403 and 2,206,607 of tax benefit, respectively. These tax provisions were based on a 26% effective rate for federal and state income taxes from 2022 through September 28, 2024, after accounting for permanent and temporary differences between book and taxable income. The Company's practice is to recognize interest and penalties, if any, related to uncertain tax positions in income tax expense in the consolidated statements of operations.

Under ASC 740-10-30-17 the Company must consider all available evidence in assessing the NOL valuation allowance which weighs the impact of historical performance and future expectations. The historical review of the Company's financial statements includes the Ralph Spencer litigation (former owner of Mulch Manufacturing). It is more likely than not that this legal matter restricted the Company's ability to operate effectively. Litigation and associated expenses were charged to the Company's financial statements and encumbered the Company's ability to secure traditional financing resulting in high interest loans. The Company settled litigation with Ralph Spencer in the fourth quarter of 2022. The Company recorded annual revenues of \$32.3M, \$35.9M, and \$29.6M respectively, in 2021 through 2023. As revenues improved in 2022 with an 11% increase, so did operating profits. However, in 2023 the Company experienced a reduction in revenue of \$6.3M (or -17%). The Company also entered into a sublicense agreement with VRM Biologik, in the fourth quarter of 2022. This agreement allows the Company exclusive small package distribution rights in the United States &



Caribbean to manufacture and distribute a soil line which is expected to increase distribution and operating margins (operating margin in the “soil” segment are larger than that of the Company’s historic mulch revenue base). The Company has also secured inventory and equipment and expects to begin preparing this inventory for shipment to retailers in the U.S. in the first quarter of 2025. The Company believes the NOL valuation allowance is “more likely-than-not”, therefore, the Company recognizes the benefit in the consolidated financial statements.

NOTE 3 – INVENTORIES AND OTHER CURRENT ASSETS

Inventories

The Company has invested heavily in inventory for its new soil product line as reflected below:

	September 28, 2024	December 30, 2023
Raw Materials	\$ 6,552,427	\$ 1,708,477
Work in Process	2,033,545	21,069,262
Finished Goods	42,739,851	16,104,187
Total Inventory	\$ 51,325,823	\$ 38,881,925

Prepaid Expenses and Other Current Assets

The Company entered into a long-term marketing agreement on October 5, 2022 to increase brand awareness for its new product lines including Water Less Garden soil® and Humisoil®. The transaction reflected a market value in excess of \$30 million over a 5-year term based upon television spots airing across 400 million households weekly on Bloomberg, Fox (and other media partners of these entities). The Company recorded this transaction as a prepaid advertising asset in October of 2022 at a value of \$7,175,000 (3,500,000 common shares valued at \$2.05 on the date of the transaction). The Company has received a production and broadcast schedule which is evenly distributed over the term of the agreement; therefore, the Company is amortizing this marketing service on a straight-line basis over the 60-month term. The below illustrates the year over year change in prepaid and other current assets:

	September 28, 2024	December 30, 2023
Advances on inventory	\$ 20,000	\$ 20,000
Prepaid expenses	4,305,000	3,363,860
Other assets	508,682	107,521
Prepaid expenses & Other Current Asset Totals	\$ 4,833,682	\$ 3,491,381

NOTE 4 – PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost. Expenditures that enhance the useful lives of the assets are capitalized and depreciated. Depreciation is computed using the straight-line method over the estimated useful lives of the related capitalized assets. Machinery and equipment are generally depreciated over 7-10 years. Vehicles are generally depreciated over 5-7 years. Maintenance and repairs are charged to expense as incurred. At the time of retirement or other disposition of property and equipment, its cost and accumulated depreciation is removed from the accounts and the resulting gain or loss, if any, is reflected in operations.

	September 28, 2024	December 30, 2023
Machinery and equipment	\$ 23,705,762	\$ 24,846,202
0,362, Vehicles	5,336,069	5,336,069
Land	9,196,570	9,196,570
Buildings & Improvements	17,584,305	24,230,587
Furniture	142,970	142,970
Customized Software	383,867	366,113
Construction in process	24,022,738	25,692,470
Gross Property & Equipment	80,362,281	89,810,982
Less: accumulated depreciation	(18,383,539)	(21,854,935)
Property and equipment, net	\$ 61,978,742	\$ 67,956,047



Property and equipment are recorded at cost. Expenditures that enhance the useful lives of the assets are capitalized and depreciated. Machinery, equipment and vehicles are generally depreciated on a straight-line basis over 5 to 10 years over the estimated useful lives of the assets, as noted below. Leasehold improvements are depreciated over the lesser of their estimated useful lives or the remaining lease terms. The amortization of the right-of-use (“ROU”) assets under finance leases is included in amortization expense. Expenditures for replacement or major renewals of significant items are capitalized. Expenditures for maintenance, repairs, and minor renewals are generally charged to expense as incurred. Upon retirement or disposal of assets, the cost and accumulated depreciation and amortization are eliminated from the respective accounts and the related gains or losses are credited or charged to earnings. Furniture, fixtures, and office equipment, are depreciated over useful lives as noted below:

Asset Class	Useful Life
Machinery & equipment	7-10 years
Office equipment	5-7 years
Leasehold improvement	10-15 years
Autos and trucks	5-7 years
Buildings	39.5 years
Land	infinite
CIP	until placed in service

NOTE 5 – INTANGIBLE AND LONG-LIVED ASSETS

The Company records its intangible assets at cost in accordance with Accounting Standards Codification (“ASC”) 350. Finite lived intangible assets are amortized over their estimated useful life using the straight-line method, which is determined by identifying the period over the term of the agreement. During the year ended December 30, 2023, the Company performed valuation and impairment testing and concluded the asset valuation exceeded the book value and determined an adjustment to book value.

The Company entered into a 15-year licensing agreement with VRM Biologik on October 12, 2022 which provides the Company exclusive US and Caribbean distribution rights to VRM Biologik’s HumiSoil IP (10-year base agreement with a 5-year option to extend at no cost). This Intangible Asset is expected to provide a material disruption to the US and Caribbean fertilizer & soil industry. The Company issued 6,000,000 shares of common stock to VRM Biologik on October 12, 2022 for the Intangible Asset which includes exclusive distribution rights. The Company values this investment at \$14,400,000 (or \$2.40 per share) based upon the close price on the date of the transaction. The Company amortizes this cost using the straight-line method over the life of the agreement.

Effective September 2023, SGTM and VRM have entered into an Addendum to the Master License Agreement and the Perpetual Rights Agreement which extended the term of our license for 99 years, with six 99-year options periods. This agreement grants SGTM exclusive rights to use, sublicense, or otherwise handle the use of VRM's technology, intellectual property, and IP systems in all of the Americas, including North, South, Central, and the Caribbean islands.

As part of this amended agreement, VRM has increased its investment in SGTM to over 20% and has appointed SGTM as the gateway for market access to all of VRM's technology advancements in both the Territory and in global sales opportunities. The agreement also provides SGTM with a "right of first refusal" to handle the use of the technology, including granting/selling, sub-licensing, or any other related use.

In addition, VRM has chosen to collaborate with SGTM to rebrand VRM's groups and intellectual property. This collaboration requires the supply chain to source necessary collateral resources, such as wood, fiber by waste machinery, equipment, technical services support services, etc. These products and services will originate from the United States of America, contributing to the country's exports.

All inquiries regarding the purchase of products or sub-licenses should now be directed to SGTM. Both parties recognize that this process ensures the integrity of SGTM's authority and the territory, further solidifying the partnership between the two companies. Furthermore, VRM group intends to purchase inputs for the manufacture of its products from external suppliers. SGTM has been designated as VRM's preferred supplier and will be given opportunities to bid on projects worldwide.



NOTE 6 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consist of the following amounts:

	<u>September 28, 2024</u>	<u>December 30, 2023</u>
Accounts payable	\$ 13,364,578	\$ 9,570,610
Accrued interest	2,530,955	1,326,571
Accrued expenses	806,439	792,402
	<u>\$ 16,701,972</u>	<u>\$ 11,689,583</u>

NOTE 7 – LEASES

The Company adopted Topic 842 as of January 1, 2022. For each lease, the Company determines at lease inception if a contract contains a lease. The leases generally have remaining terms of 1-10 years and some of our leases included option to extend the lease for additional time periods. The Company reviews long-lived assets, including finite-lived intangible assets and right of use (“ROU”) lease assets, for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of these assets is determined by comparing the forecasted undiscounted net cash flows of the operation to which the assets relate to the carrying amount. If the operation is determined to be unable to recover the carrying amount of its assets, then these assets are written down first, followed by other long-lived assets of the operation to fair value. Fair value is determined based on discounted cash flows or appraised values, depending on the nature of the assets. As of September 28, 2024, each of our leases is past-due and carried as a current liability (with all lease payments due immediately). At September 28, 2024 and December 30, 2023, assets and liabilities related to the Company’s leases were as follows:

	<u>September 28, 2024</u>	<u>December 30, 2023</u>
Assets:		
Right to use asset	\$ <u>6,194,633</u>	\$ <u>7,407,460</u>
Liabilities:		
ROU Liability	\$ 10,934,576	\$ 14,208,437
Finance Lease	606,407	606,407
Operational Lease	<u>55,481</u>	<u>55,481</u>
Total Lease Liabilities	\$ <u>11,596,464</u>	\$ <u>14,870,032</u>

As of September 28, 2024, remaining maturities of finance lease liabilities were as follows:

	<u>ROU & Finance Leases</u>	<u>Operating Leases</u>
2024	\$ 12,958,673	\$ 62,409
2025	-	-
2026	-	-
2027	-	-
2028	-	-
2029 and thereafter	-	-
Total lease payments	12,958,673	62,409
Less imputed interest	(1,471,690)	(6,928)
Present value of lease liabilities	\$ <u>11,540,983</u>	\$ <u>55,481</u>

NOTE 8 –NOTES PAYABLE

Notes Payable are summarized as follows:



September 28, 2024

December 31, 2023

Summary of Outstanding Debt

Category				
Real Estate	\$	17,325,761	\$	17,325,761
Equipment		10,180,555		9,900,550
Other Obligations		6,800,663		9,790,109
Related Parties		6,640,000		5,394,584
Total Debt Obligation	\$	40,946,980	\$	42,411,005

The Company increased its debt obligation by \$10.4 million due to equipment and resources needed for Jasper and Beaver acquisitions, Homerville plant improvements and the Company's new Water Less Garden soil® and Humisoil® product lines. The Company has missed payments on each of the debt obligations in the schedule below. Some of these obligations now involve litigation and the Company is working with these creditors to modify the payment structure and extend the terms of the loans to match better with expected future cash flows.

Listed below are the basic terms for each loan of the company. As of September 28, 2024, the Company is past-due on these obligations and negotiations are on-going with each creditor to restructure these notes with updated terms:

Outstanding Note(s)	<u>September 28, 2024</u>	<u>December 30, 2023</u>
Seller note payable bearing interest at 6.0%, monthly payments of principal and interest of \$82,390 beginning January 2023 with a \$9,476,902 balloon due December 2028, secured by mortgaged real estate	\$ 11,271,461	\$ 11,271,461
Note payable to a bank, secured by equipment, bearing interest at 2.95% Monthly payments of principal and interest in the amount of \$28,698 beginning January 2021 and due through December 2025. Certain assets under note have been returned to bank.	\$ 729,791	\$ 748,791
Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$1,699 due August 2020 through July 2025	\$ 38,900	\$ 38,900
Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$7,050 due August 2020 through July 2025. (adjusted)	\$ 186,818	\$ 186,818
Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$8,316 due August 2020 through July 2025.	\$ 201,370	\$ 201,370
Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$7,034 due August 2020 through July 2025.	\$ 236,892	\$ 236,892
Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$7,392 due February 2021 through January 2026.	\$ 216,101	\$ 216,101

Non-interest-bearing note payable to an equipment financing company with monthly principal payments of \$5,842 due December 2021 through November 2023	\$	87,256	\$	87,256
Amended note payable to a related party bearing interest at 12%. Monthly payments of interest of \$5,000 starting on March 17, 2022 and due through December, 2024.	\$	-	\$	500,000
Restructured note payable to a related party bearing interest at 12%. First payment of accrued interest of \$98,130 on November 5, 2024. Starting on December 5, 2024 there are monthly payments of interest of \$16,400 continuing through June 5, 2025 when the full balance and remaining interest is due.	\$	1,640,000	\$	1,000,000
Note payable to a shareholder bearing interest at 20%. Payment of note and accrued interest is due on December 30, 2023.	\$	1,000,000	\$	1,000,000
Note payable to an equipment financing company bearing interest at 11.45%. Monthly payments of principal and interest of \$18,121 due through Mar-27. Certain assets under note have been returned to financing company.	\$	709,010	\$	729,954
Note payable to an equipment financing company bearing interest at 11.45%. Monthly payments of principal and interest of \$11,312 due through Mar-27. Certain assets under note have been returned to financing company.	\$	424,855	\$	455,668
Note payable to an equipment financing company bearing interest at 12.45%. Monthly payments of principal and interest of \$7,762 due through Apr-27	\$	296,017	\$	311,037
Note payable to an equipment financing company bearing interest at 12.13%. Monthly payments of principal and interest of \$2,610 due through Apr-27	\$	90,955	\$	105,273
Note payable to an equipment financing company bearing interest at 12.00%. Monthly payments of principal and interest of \$812 due through Jun-28	\$	35,241	\$	39,129
Note payable to an equipment financing company bearing interest at 10.59%. Monthly payments of principal and interest of \$7,067 due through Jun-28	\$	346,135	\$	352,562
Note payable to an equipment financing company bearing interest at 10.20%. Monthly payments of principal and interest of \$4,359 due through Apr-27	\$	176,338	\$	182,586



Note payable to an equipment financing company bearing interest at 11.86%. Monthly payments of principal and interest of \$2,588 due through May-25	\$ 49,425	\$ 65,101
Note payable to an equipment financing company bearing interest at 3.61%. Monthly payments of principal and interest of \$7,907 due through Apr-27	\$ 368,598	\$ 380,264
Note payable to an equipment financing company bearing interest at 3.61%. Monthly payments of principal and interest of \$6,937 due through Apr-27	\$ 319,506	\$ 333,606
Note payable to an equipment financing company bearing interest at 3.49%. Monthly payments of principal and interest of \$7,118 due through Apr-27	\$ 319,378	\$ 343,157
Note payable to an equipment financing company bearing interest at 7.70%. Monthly payments of principal and interest of \$2,416 due through May-27	\$ 94,441	\$ 108,319
Note payable to an equipment financing company bearing interest at 6.99%. Monthly payments of principal and interest of \$14,056 due through Jun-27	\$ 637,870	\$ 649,896
Note payable to an equipment financing company bearing interest at 6.99%. Monthly payments of principal and interest of \$2,307 due through Jun-27	\$ 96,348	\$ 106,658
Note payable to an equipment financing company bearing interest at 6.99%. Monthly payments of principal and interest of \$1,468 due through Jun-27	\$ 61,292	\$ 67,848
Note payable to an equipment financing company bearing interest at 6.99%. Monthly payments of principal and interest of \$2,780 due through Jun-27	\$ 116,092	\$ 128,513
Note payable to a financing company bearing interest at 78%. Weekly payments of principal and interest of \$8,719 due through Jun-23	\$ 143,257	\$ 143,257
Note payable to a financing company bearing interest at 100%. Weekly payments of principal and interest of \$5,346 due through Mar-23	\$ -	\$ 43,777
Note payable to a financing company bearing interest at 117%. Weekly payments of principal and interest of \$3,000 due through Mar-23	\$ -	\$ 28,927



Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$5,230 due December 2020 through November 2025.	\$	143,480	\$	167,729
Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$5,201 due November 2020 through October 2025.	\$	138,001	\$	162,214
Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$5,201 due October 2020 through September 2025.	\$	128,551	\$	152,968
Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$4,662 due August 2020 through July 2025 (adjusted)	\$	112,892	\$	132,952
Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$5,201 due August 2020 through July 2025.	\$	138,001	\$	157,599
Note payable to an equipment financing company bearing interest at 6.99%. Monthly payments of principal and interest of \$5,064 due through Sep-27	\$	226,079	\$	240,827
Note payable to an equipment financing company bearing interest at 8.3%. Monthly payments of principal and interest of \$6,474 due through Oct-27	\$	282,015	\$	304,244
Note payable to an equipment financing company bearing interest at 8.3%. Monthly payments of principal and interest of \$6,474 due through Oct-27	\$	282,015	\$	304,244
Note payable to an equipment financing company bearing interest at 10.6%. Monthly payments of principal and interest of \$3,618 due through Dec-27	\$	154,888	\$	165,809
Note payable to an equipment financing company bearing interest at 10.6%. Monthly payments of principal and interest of \$3,836 due through Dec-27	\$	164,284	\$	175,831
Note payable for real estate bearing interest at 8.0% and balloon payment at end of term Monthly interest of \$7,029 with balloon of \$1,054,300 due through Aug-25	\$	1,054,300	\$	1,054,300
Note payable to an equipment financing company bearing interest at 7.5%. Monthly payments of principal and interest of \$11,850 due through Sep-28	\$	623,222	\$	654,943
Note payable to an equipment financing company bearing interest at 7.5%. Monthly payments of principal and interest of \$2,689 due through Sep-28	\$	132,328	\$	148,601
-				
Note payable to an equipment financing company bearing interest at 7.5%. Monthly payments of principal and interest of \$830 due through Sep-28	\$	40,839	\$	45,861
Note payable to an equipment financing company bearing interest at 8.0%. Monthly payments of principal and interest of \$12,135 due through Nov-28	\$	656,702	\$	677,231
Note payable to an equipment financing company bearing interest at 8.0%. Monthly payments of principal and interest of \$10,967 due through Nov-28	\$	601,347	\$	612,092



Note payable to a financing company bearing interest at 141%. Weekly payments of principal and interest of \$9,333 due through Jul-23	\$ 185,815	\$ 185,815
Note payable for real estate bearing interest at 12.0% with monthly interest payments of \$20,000 with balloon of \$2,000,000 due in August, 2024	\$ 2,000,000	\$ -
Note payable with related party for inventory bearing interest at 12.0% with monthly payments of \$83,334 through July, 2028	\$ 5,000,000	\$ -
Note payable for real estate bearing interest at 12.0% with monthly interest payments of \$30,000 with balloon of \$3,000,000 due in October, 2025	\$ 3,000,000	\$ -
Convertible Note bearing interest at 12% with monthly payments of \$15,000 and a balloon payment of 1,304,739 due in June, 2025; Note is convertible during term at \$0.50 per share of Company's common stock.	\$ 1,281,366	\$ 1,100,000
Note payable to various finance companies bearing interest at ranges from 71% to 126% with weekly payments of principal and interest of \$3,000 due through Mar-23	\$ 4,707,988	\$ 4,790,109
Total notes payable	\$ 40,946,980	\$ 42,411,005
Short-term portion of notes payable	40,946,980	42,411,005
Long-term portion of notes payable	\$ -	\$ -

The schedule of future maturities on the above notes are as follows:

Year	Amount
2024	\$ 46,349,736
2025	-
2026	-
2027	-
2028	-
2029 & after	-

NOTE 9 – STOCKHOLDERS' EQUITY AND STATEMENT OF CASH FLOWS

Preferred Stock

On December 31, 2019, the Company's Board of Directors adopted articles of incorporation in the state of Delaware authorizing, without further vote or action by the stockholders, to create out of the unissued shares of the Company's common stock, \$0.0001 par value Preferred Stock. The Board of Directors is authorized to establish, from the authorized and unissued shares of Preferred Stock, one or more classes or series of shares, to designate each such class and series, and fix the rights and preferences of each such class of Preferred Stock; which class or series shall have such voting powers, such preferences, relative, participating, optional or other special rights, and such qualifications, limitations or restrictions as shall be stated and expressed in the resolution or resolutions providing for the issuance of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof. The articles of incorporation and designation authorizes the issuance of 5,000,000 shares of Preferred Stock, of which 100 shares have been designated as Series A Preferred Stock, of which 90 of Series A are issued and outstanding as of June 29, 2024. Each holder of outstanding shares of Series A Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Series A Preferred Stock held by such holder as of the record date for determining stockholders entitled to vote on such matter, with each share casting a vote equal to: the quotient of the sum of all outstanding shares of common stock together with any and all other securities of the Company that provide for voting on an "as converted" basis divided by 0.99.

Equity Transactions During the Period

The following issuances of common stock affected the Company's Stockholders' Equity:

On January 18, 2022, the Company issued 266,667 shares pursuant to subscription agreements at a price of \$0.75 per share.

On January 19, 2022, the Company purchased back 1,300,092 shares pursuant to October 11, 2021 settlement agreement with Ralph Spencer at a price of \$0.15 per share (see Note 11 COMMITMENTS AND CONTINGENCIES – Legal Claims – Ralph Spencer Litigation).



On January 21, 2022, the Company issued 200,000 shares pursuant to subscription agreements at a price of \$0.75 per share.

On February 17, 2022, the Company purchased back 1,300,092 shares pursuant to October 11, 2021 settlement agreement with Ralph Spencer at a price of \$0.15 per share (see Note 11 COMMITMENTS AND CONTINGENCIES – Legal Claims – Ralph Spencer Litigation).

On March 15, 2022, the Company purchased back 1,300,092 shares pursuant to October 11, 2021, settlement agreement with Ralph Spencer at a price of \$0.15 per share (see Note 11 COMMITMENTS AND CONTINGENCIES – Legal Claims – Ralph Spencer Litigation).

On March 23, 2022, the Company issued 1,000,000 shares pursuant to subscription agreements at a price of \$0.75 per share.

On April 15, 2022, the Company purchased back 1,300,092 shares pursuant to October 11, 2021, settlement agreement with Ralph Spencer at a price of \$0.15 per share (see Note 11 COMMITMENTS AND CONTINGENCIES – Legal Claims – Ralph Spencer Litigation).

On April 18, 2022, the Company issued 266,667 shares pursuant to subscription agreements at a price of \$0.75 per share.

On May 12, 2022, the Company purchased back 1,300,092 shares pursuant to October 11, 2021, settlement agreement with Ralph Spencer at a price of \$0.15 per share (see Note 11 COMMITMENTS AND CONTINGENCIES – Legal Claims – Ralph Spencer Litigation).

On August 15, 2022, the Company issued 500,000 shares pursuant to a licensing agreement with a related party at a price of \$3.00 per share (see Note 1, ORGANIZATION AND BUSINESS OPERATIONS).

On October 5, 2022, the Company issued 3,500,000 shares pursuant to a marketing service agreement with Accel Media International, Inc., at a price of \$2.05 per share (see Note 1, ORGANIZATION AND BUSINESS OPERATIONS).

On October 5, 2022, the Company issued 30,000 shares pursuant to a PR service agreement with PCG Advisory, Inc., at a price of \$2.05 per share.

On October 12, 2022, the Company issued 6,000,000 shares pursuant to a licensing agreement with a related party at a price of \$2.40 per share (see Note 1, ORGANIZATION AND BUSINESS OPERATIONS).

On October 13, 2022, the Company issued 200,000 shares pursuant to subscription agreements at a price of \$0.50 per share.

During the month of November 2022, the Company issued 50,000 shares pursuant to subscription agreements at a price of \$2.00 per share and 200,000 shares pursuant to warrant options at a price of \$1.00.

During the month of December 2022, the Company issued 385,000 shares pursuant to subscription agreements at a price of \$2.00 per share and 150,000 shares pursuant to warrant option at a price of \$1.00 per share.

On December 27, 2022, the Company purchased back 22,101,556 shares pursuant to December 13, 2022 settlement agreement with Ralph Spencer at a price of \$0.15 per share. (See Note 11 COMMITMENTS AND CONTINGENCIES – Legal Claims – Ralph Spencer Litigation)

On January 4, 2023, the Company issued 250,00 shares pursuant to subscription agreements at a price of \$1.00 per share.

In January, 2023, the Company issued 17,990 shares for services to key advisors, at a price of \$6.24 per share.

In March, 2023, the Company issued 179,670 shares for services to key advisors and employees, at a price of \$1.00 per share.

In May, 2023, the Company issued 127,457 shares pursuant to a finance service agreement, at a price of \$0.50 per share.



In May, 2023, the Company issued 7,000,000 shares pursuant to a product purchasing agreement with a related party at a price of \$1.26 per share.

In May, 2023, the Company issued 2,000,000 shares pursuant to a product purchasing agreement with a related party at a price of \$1.35 per share.

In May, 2023, the Company issued 54,000 shares for services to key advisors, at a price of \$1.00 per share.

In June, 2023, the Company issued 50,000 shares for services to an executive, at a price of \$1.00 per share.

In July, 2023, the Company issued 135,000 shares pursuant to subscription agreements, at a price of \$1.00 per share.

In August, 2023, the Company issued 19,332 shares pursuant to subscription agreements, at a price of \$1.00 per share.

In September, 2023, the Company issued 7,628,789 shares pursuant to a product purchasing agreement with with a related party at a price of \$1.30 per share.

In October, 2023, the Company issued 200,000 shares pursuant to financing agreement, at a price of \$0.50 per share.

In January, 2024, the Company issued 9,688,878 shares pursuant to financing agreement, at a price of \$0.60 per share.

In February, 2024, the Company issued 104,800 shares pursuant to subscription agreements, at a price of \$0.25 per share.

In March, 2024, the Company issued 2,6761,625 shares pursuant to subscription agreements, at a price of \$0.25 per share.

In March, 2024, the Company issued 448,156 shares for services to key advisors, at a price of \$0.27 per share.

In April, 2024, the Company issued 696,941 shares pursuant to subscription agreements, at a price of \$0.38 per share.

In May, 2024, the Company issued 3,974,000 shares pursuant to subscription agreements, at a price of \$0.52 per share.

In June, 2024, the Company issued 364,286 shares pursuant to subscription agreements, at a price of \$0.41 per share.

In July, 2024, the Company issued 2,625,000 shares pursuant to asset purchase agreements, forbearance agreements and media service agreements at a price of \$0.68 per share.

In September, 2024, the Company issued 850,000 shares pursuant to asset purchase agreements and media service agreements at a price of \$0.53 per share.

NOTE 10 – COMMITMENTS AND CONTINGENCIES

Legal Claims

The Company and certain subsidiaries are involved in litigation and various legal matters that are being defended and handled in the ordinary course of business. Included among these matters are creditors who have provided funding for supplies or services, as well as certain of our property locations and the equipment being utilized in our operations. The Company does not include estimated future legal costs in accruals recorded related to these matters. The Company is working with these creditors to modify the payment structure and extend the terms of the loans to match better with expected future cash flows.

Ralph Spencer Litigation

First Complaint and Settlement.

On March 25, 2021, the Company filed a civil complaint (the “First Complaint”) in Florida’s Ninth Judicial Circuit Court in Orange County, Florida against Ralph Spencer (“Spencer”), the former owner and CEO of Mulch Manufacturing, Inc., alleging certain tortious interference with the Company’s business operations and dealings. On April 1, 2021, the Company was granted an Emergency



Temporary Injunction by the Court enjoining Mr. Spencer from, among other things, further attempts to interfere with the Company's business operations.

On August 16, 2021, the parties entered into a Settlement Agreement and Mutual Release (the "Settlement Agreement"), wherein, among other provisions, all outstanding debt was extinguished. The Company recognized a \$17,484,728 capital contribution, credited to Additional Paid-in Capital, from the extinguishment of debt.

The Company also agreed to pay Spencer \$25,650,000 plus interest as follows:

- (a) Issuing Spencer a promissory note in the amount of \$10,650,000 accruing interest at 6% per annum secured by four properties located in Florida and another in Georgia (the "Settlement Note"). The Settlement Note is amortized monthly over 20 years with a balloon payment of any outstanding balance on its third anniversary. The Company is current on all Settlement Note obligations as of the date of this Registration statement.
- (b) Paying Spencer a total of \$15,000,000 in exchange for the redemption of Spencer's 40,000,000 shares of common stock and any and all ownership interests in which he may have or claim (the "Redemption Payment"). The Redemption Payment is to be paid to Spencer according to the following schedule: (i) \$3,300,000 on October 15, 2021 in exchange for 8,797,800 common stock shares; and (ii) twenty-four (24) payments of \$487,500 on the 15th of each month, commencing November 15, 2021, each for 1,300,091.67 common stock shares. Spencer executed a letter of instruction to the Company's transfer agent, Pacific Stock Transfer, and provided all shares to the transfer agent to allow for the immediate redemption upon each payment.

On October 11, 2021, the First Complaint was voluntarily dismissed with prejudice as provided for in the Settlement Agreement.

Second Complaint.

On April 19, 2022, the Company together with its wholly owned subsidiary Mulch Manufacturing, Inc., (referred to together as the "Plaintiffs") filed a civil complaint in Florida's Ninth Judicial Circuit Court in Orange County, Florida Case No. 2022-CA-003280-O (the "Second Complaint") against Spencer alleging that (i) Spencer breached the Settlement Agreement by disclosing confidential settlement terms to third parties and violating the non-disparagement provisions by repeatedly disparaging and defaming Anthony Raynor, Tami Raynor, and other officers, agents, and employees of the Plaintiffs, (ii) that Spencer engaged in certain tortious interference with the Company's advantageous business relationships, and (iii) that Spencer engaged in a systematic campaign to defame, disparage and spread false statements about the Company and its employees, agents and representatives, including family members of Company employees.

On December 13, 2022 (the "Effective Date"), the Plaintiffs, Tami Raynor and Anthony Raynor (collectively, "Raynor"), and Ralph Spencer ("Spencer"), by and through his attorney-in-fact Christie Spencer and his court-appointed attorney, Christine J. Lomas, and Christie Spencer, as Ralph Spencer's attorney-in-fact (together with Spencer, the "Spencer Parties") (hereafter "the "Parties" or a "Party"), entered into a Settlement Agreement, (hereafter the "December 2022 Settlement Agreement"), in relation to the Second Complaint (the "Business Court Litigation").

As a complete settlement of the dispute that is the subject of the Business Court Litigation, the Parties agreed to the following material terms as provided for in the December 2022 Settlement Agreement:

Terms Regarding Promissory Note, Mortgage, and Deed to Secure Debt. Within five days of the Effective Date, Spencer and RJ Enterprises of Florida, LLC ("RJ Enterprises") agreed to convey certain real estate located in Nassau County, Florida (the "RJ Parcels") to the Company's wholly owned subsidiary Mulch Manufacturing, Inc. ("Mulch Manufacturing") free and clear from any and all interests, mortgages, liens, encumbrances, and clouds on the title, including a \$200,000 mortgage from RJ Enterprises to Weber Holdings, Ltd. The RJ Parcels are comprised of two tracts of land, one of which is approximately 2.93 acres and the other is approximately 14.9 acres, both of which are located off of U.S. Highway 301 in Callahan, Florida 32011.

In addition, Spencer agreed to release the real property located at 108 Copeland Street, Jacksonville, Florida 32204 (the "Copeland Parcel") from the mortgage securing a debt in the original principal amount of \$10,650,000 issued by the Company in favor of Spencer as provided for in the Settlement Agreement (the "August 2021 Mortgage"). Further, the Parties agreed to amend the August 2021 Mortgage and the underlying promissory note to increase the principal balance to \$11,500,000, which amount will be amortized over twenty (20) years with any and all remaining amounts of principal and interest becoming due and payable sixty months after the



date of amendment. The August 2021 Mortgage will be further modified to add the RJ Parcels as collateral security and limit the inspection rights of Spencer and certain other persons and restrict Spencer from selling, transferring, assigning, gifting, encumbering, or placing any liens on the August 2021 Mortgage for a period of two years from the date it is amended.

Terms Regarding Common Stock of the Company. According to the terms of the December 2022 Settlement Agreement, the Company agreed with Spencer to redeem 22,101,556 shares of the Company's common stock he owns (the "Spencer Shares") in exchange for the Company's payment to Spencer of \$1,000,000. The Company's obligation to pay Spencer is conditioned on Spencer delivering: (i) a letter of instruction directing the Company's transfer agent to rescind the issuance of the Spencer Shares, (ii) a quit claim deed to the RJ Parcels to Mulch Manufacturing and (iii) a release of the Copeland Property from the August 2021 Mortgage. In addition, Spencer has represented that he has no rights, options, or warrants to buy additional shares of common stock or any other stock or ownership interests in the Company, that Spencer has not sold, assigned, transferred, encumbered, or gifted, directly or indirectly, any stock, rights, options, warrants, or other ownership interests in the Company to any person or party and that he has no other ownership interests whatsoever in the Company or Mulch Manufacturing. The Company adjusted retained earnings to reflect the repurchase of common shares with offset to cash, based on ASC 505-30.

The December 2022 Settlement Agreement also provides that the Company shall pay Spencer an aggregate of \$1,500,000 in installments of \$500,000 on April 1, 2023, August 1, 2023 and December 1, 2023 conditioned on Spencer complying with his obligations under the December 2022 Settlement Agreement (the "Additional Amounts"). On December 27, 2022, these conditions were fulfilled, and the Company completed the redemption of the 22,101,556 shares of common stock. The Company did not record the future obligation as the performance obligation and historical compliance does not conform to the "more likely than not" requirement. The Company will expense future payments as part of "non-operating income" should "Spencer" comply with the with "non-harrasment obligations" outlined in the 2022 Settlement Agreement. The Company believes there continues to be "significant risk" that "Spencer" may not comply with his obligations. Based on ASC 450, due to the criteria of non-probability requirement not being met due to the non-compliance of Spencer, the future obligation was not recorded.

Finally, the December 2022 Settlement Agreement provided that the Parties would execute and file a joint stipulation in Business Court Litigation that provides in the event Ralph Spencer and Christie Spencer fail to comply with certain non-harassment obligations provided for in the December 2022 Settlement Agreement, then the unpaid balance of the Additional Amounts will be paid into the registry of the court or an agreed-upon third party as they become due to be held in escrow and released upon agreement or as directed by an order of the court. Accordingly, the stipulation was filed in the Circuit Court of the Ninth Judicial Circuit in and for Orange County, Florida, on January 26, 2023.

NOTE 12 – CONCENTRATION OF FINANCIAL AND CREDIT RISK

Cash Deposits

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. As of September 28, 2024, the Company did not have any deposit amounts in excess of the FDIC insured limit.

Revenues

For the nine and twelve months ended September 28, 2024 and December 30, 2023, one customer accounted for 0% and 26% of revenue, respectively.

Accounts Receivable

As of September 28, 2024 and December 30, 2023, one customer accounted for 81% of accounts receivable.

NOTE 13 – SUBSEQUENT EVENTS

The Company issued 869,697 shares of common stock from October 1, 2024 to November 19, 2024 as consideration for a combination of marketing services, compensation to employees, forbearance of certain payments and equity contributions. The cost basis for these shares was a combined \$438,500.



On November 5, 2024, an officer of the Company transferred 2,000,000 shares of common stock held in their name to an unrelated party as a gift.



Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Anthony Raynor certify that:

1. I have reviewed this Disclosure Statement for THE SUSTAINABLE GREEN TEAM, LTD.;
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.

November 19, 2024 [Date]

/s/ Anthony Raynor [CEO's Signature]

(Digital Signatures should appear as “/s/ [OFFICER NAME]”)

Principal Financial Officer:

I, Barry Papenfuss certify that:

1. I have reviewed this Disclosure Statement for THE SUSTAINABLE GREEN TEAM, LTD.;
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.

November 19, 2024 [Date]

/s/ Barry Papenfuss [CFO's Signature]

(Digital Signatures should appear as “/s/ [OFFICER NAME]”)