

# Green Globe International, Inc.

Amendment to Quarterly Report Quarterly Report for the 3-months ended March 31, 2024 for 03/31/2024 originally published through the OTC Disclosure & News Service on [12/09/2024](#)

## Explanatory Note:

Amended report to correct number of outstanding shares in accordance with Transfer Agent report.

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

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

## **Green Globe International, Inc.**

8700 E Pinnacle Peak Road, Suite 210  
Scottsdale, AZ 85255

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SIC Codes: 5199 and 5122

## **Quarterly Report**

**For the Period Ending March 31, 2024**  
**(the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

59,535,850,668 as of August 31, 2024

54,565,751,445 as of December 31, 2023

### **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 Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Green Globe International, Inc.	2-29-2008
GTREX Capital, Inc.	3-07-2005
GTREX, Inc.	2-20-2004
Apollo Holdings, Inc.	11-12-1999

Current State and Date of Incorporation or Registration: Delaware 11-12-99  
Standing in this jurisdiction: (e.g. active, default, inactive): Active

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

N/A

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

N/A

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

N/A

Address of the issuer's principal executive office:

8700 E Pinnacle Peak Road, Suite 210, Scottsdale, AZ 85255

Address of the issuer's principal place of business:

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

4075 Ruffin Road, San Diego, CA 92123

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: Transfer Online, Inc.  
Phone: (503) 227-2950  
Email: info@transferonline.com  
Address: 512 SE Salmon St. Portland, OR 97214

### 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: GGII  
Exact title and class of securities outstanding: Common Stock  
CUSIP: 393048202

Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>75,000,000,000</u>	as of date: <u>August 31, 2024</u>
Total shares outstanding:	<u>59,535,850,668</u>	as of date: <u>August 31, 2024</u>
Total number of shareholders of record:	<u>254</u>	as of date: <u>August 31, 2024</u>

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

N/A

**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:	<u>Preferred C</u>
Par or stated value:	<u>\$0.0001</u>
Total shares authorized:	<u>25,000,000,000</u> as of date: <u>August 31, 2024</u>
Total shares outstanding (if applicable):	<u>20,000,002,800</u> as of date: <u>August 31, 2024</u>
Total number of shareholders of record:	<u>4</u> as of date: <u>August 31, 2024</u>

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

N/A

**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.**

a. Unless otherwise provided in the GCL, the Articles of Incorporation, or any resolution providing for the issuance of preferred stock adopted by the Board of Directors pursuant to authority expressly vested in it by the provisions of the Articles of Incorporation, each shareholder of record, or such shareholder's duly authorized proxy, shall be entitled to one (1) vote for each share of voting stock standing registered in such shareholder's name at the close of business on the record date.

b. Except as otherwise provided in these Bylaws, all votes with respect to shares (including pledged shares) standing in the name of an individual at the close of business on the record date shall be cast only by that individual or such individual's duly authorized proxy. With respect to shares held by a representative of the estate of a deceased shareholder, or a guardian, conservator, custodian or trustee, even though the shares do not stand in the name of such holder, votes may be cast by such holder upon proof of such representative capacity. In the case of shares under the control of a receiver, the receiver may vote such shares even though the shares do not stand of record in the name of the receiver but only if and to the extent that the order of a court of competent jurisdiction which appoints the receiver contains the authority to vote such shares. If shares stand of record in the name of a minor, votes may be cast by the duly appointed guardian of the estate of such minor only if such guardian has provided the Corporation with written proof of such appointment.

c. With respect to shares standing of record in the name of another corporation, partnership, limited liability company or other legal entity on the record date, votes may be cast:

- (i) in the case of a corporation, by such individual as the bylaws of such other corporation prescribe, by such individual as may be appointed by resolution of the board of directors of such other corporation or by such individual (including, without limitation, the officer making the authorization) authorized in writing to do so by the chairman of the board, if any, the chief executive officer, if any, the president or any vice president of such corporation; and (ii) in the case of a partnership, limited liability company or other legal entity, by an individual representing such shareholder upon presentation to the Corporation of satisfactory evidence of his or her authority to do so.

d. Notwithstanding anything to the contrary contained herein and except for the Corporation's shares held in a fiduciary capacity, the Corporation shall not vote, directly or indirectly, shares of its own stock owned or held by it, and such shares shall not be counted in determining the total number of outstanding shares entitled to vote.

e. Any holder of shares entitled to vote on any matter may cast a portion of the votes in favor of such matter and refrain from casting the remaining votes or cast the same against the proposal, except in the case of elections of directors. If such holder entitled to vote does vote any of such shareholder's shares affirmatively and fails to specify the number of affirmative votes, it will be conclusively presumed that the holder is casting affirmative votes with respect to all shares held.

f. With respect to shares standing of record in the name of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, spouses as community property, tenants by the entirety, voting trustees or otherwise and shares held by two or more persons (including proxy holders) having the same fiduciary relationship in respect to the same shares, votes may be cast in the following manner:

- (i) If only one person votes, the vote of such person binds all.
- (ii) If more than one person casts votes, the act of the majority so voting binds all.
- (iii) If more than one person casts votes, but the vote is evenly split on a particular matter, the votes shall be deemed cast proportionately, as split.

g. If a quorum is present, unless the Articles of Incorporation, these Bylaws, the GCL, or other applicable law provide for a different proportion, action by the shareholders entitled to vote on a matter, other than the election of directors, is approved by and is the act of the shareholders if the number voting by classes or series is required for any action of the shareholders by the laws of the State of Delaware, the Articles of Incorporation or these Bylaws, in which case the number of votes cast in favor of the action by the voting power of each such class or series must exceed the number of votes cast in opposition to the action by the voting power of each such class or series.

h. If a quorum is present, directors shall be elected by a plurality of the votes.  
cast.

2. **Proxies.** At any meeting of shareholders, any holder of shares entitled to vote may designate, in a manner permitted by the laws of the State of Delaware, another person or persons to act as a proxy or proxies. If a shareholder designates two or more persons to act as proxies, then a majority of those persons present at a meeting has and may exercise all of the powers conferred by the shareholder or, if only one is present, then that one has and may exercise all of the powers conferred by the shareholder, unless the shareholder's designation of proxy provides otherwise. Every proxy shall continue in full force and effect until its expiration or revocation in a manner permitted by the laws of the State of Delaware.

3. **Action Without A Meeting.** Unless otherwise provided in the Articles of Incorporation, any action required to be taken at any annual or special meeting of shareholders of the Corporation, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing.

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

**(a) DESIGNATION.** The Preferred Stock subject hereof shall be designated Series C Preferred Stock ("Series C Preferred"). No other shares of Preferred Stock shall be designated as Series C Preferred stock.

**(b) DIVIDENDS.** The holders of the Series C Preferred Stock shall be entitled to receive non-cumulative dividends in preference to any dividend on the Common Stock at the rate of 6% per annum, payable on an annual basis, beginning as of the first anniversary of the original issue date.

**(c) OPTIONAL CONVERSION.** Holders of Preferred Stock may, at any time, convert their shares, in whole or in part, into shares of Common Stock (the "Conversion Shares") at a conversion price (the "Initial Conversion Price") equal to the lesser of (i) \$0.10 per share, or (ii) after 12 months from issuance, a price per share equal to forty percent of the volume weighted average closing price (the "VWAP") of the Common Stock for the twenty(20) trading days prior to Conversion; or (iii) after 24 months from issuance, a price per share equal to twenty percent of the VWAP of the Common Stock for the twenty (20) trading days prior to Conversion. For example: if the stock price on the date of conversion is \$0.10, the Holder would be entitled to convert each share into ten shares of common stock (\$1.00/0.10). If the VWAP stock price after twelve months was \$0.10, the Holder would be entitled to convert each share into twenty-five shares of common stock (\$1.00/(\$0.10 x 40%)). If the stock price after twenty-four months was \$0.10, the Holder would be entitled to convert each share into fifty shares of common stock (\$1.00/(\$0.10 x 20%)). All certificates issued upon conversion shall contain a legend pursuant to rule 144 imposing restrictions on the sale of such shares.

**(d) MANDATORY CONVERSION.** Holders of Preferred Stock will be obligated to convert their Preferred Stock shares into Conversion Shares at the then-applicable Conversion Price on the date (the "Mandatory Conversion Date") that any of the following events have occurred (i) there is an effective registration statement covering the resale of the Conversion Shares and the average closing price of the Common Stock on the applicable trading markets at least \$2.00 with the average daily trading volume of the Common Stock for the same period is at least 200,000 shares or (ii) thirty months have transpired from date of issuance. All certificates issued upon conversion shall contain a legend pursuant to rule 144 imposing restrictions on the sale of such shares.

**(e) ADJUSTMENTS FOR RECLASSIFICATION AND REORGANIZATION.** If the common stock issuable upon conversion of the Series C Preferred shall be changed into the same or different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise, the conversion rate shall, concurrently with the effective date of such reorganization or reclassification, be proportionately adjusted so that the Series C Preferred shall be convertible into, in lieu of the number of shares of common stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of common stock that would have been subject to receipt by the holders upon conversion of the Series C Preferred immediately before that change.

**(f) REORGANIZATIONS, MERGERS, CONSOLIDATIONS OR SALES OF ASSETS.** If at any time or from time to time after the date of this Certificate, there is a capital reorganization of the common stock (reverse split, forward split, etc.), as a part of such capital reorganization, provision shall be made so that the holders of the Series C Preferred shall thereafter be entitled to receive upon conversion of the Series C Preferred the same number of shares of common stock to which that holder would have been entitled prior to such capital reorganization. In essence, the number of Series C Preferred Stock authorized, issued and outstanding, and the number of shares of common stock into which such Series C Preferred is convertible based on using the \$0.10 conversion price, shall not be affected by any such capital reorganization. For example, the \$0.10

conversion price would remain \$0.10 regardless of a reverse split of the common stock. If a recapitalization causes the VWAP to exceed the \$0.10 conversion price, the Series C Preferred would be convertible into the lesser of the discounted VWAP (40% or 20%) or \$0.10.

**(g) NO IMPAIRMENT.** The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out all the provisions of this Certificate and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series C Preferred against impairment.

**(h) RESERVATION OF STOCK ISSUABLE UPON CONVERSION.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of common stock, solely for the purpose of effecting the conversion of the shares of the Series C Preferred, such number of its shares of common stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series C Preferred; and if at any time the number of authorized but unissued shares of common stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series C Preferred, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of common stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate.

**(i) LIQUIDATION RIGHTS.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Series C Preferred shall be entitled to receive preference upon liquidation in preference to the holders of common shares or any other class or series of preferred stock. Rather, the Series C Preferred shall automatically be converted into common stock at the conversion rate hereinabove stated.

**(j) INVOLUNTARY LIQUIDATION.** In the event of involuntary liquidation, the shares of this series shall be entitled to the same amounts as in the event of voluntary liquidation.

**(k) VOTING.** As long as at least 500,000 shares of the Company's Series C Shares remain outstanding, the separate consent of the holders of at least 51% of the outstanding Series C Shares shall be required for any action which (i) alters or changes the rights, preferences or privileges of the Series C Shares, or (ii) increases or decreases the authorized number of Series C Shares. On all other matters, the Series C Shares shall vote with the common stock. Each share of Series C Preferred Stock shall carry with it one vote in all matters to be placed before the Company's shareholders.

**(l) STATED VALUE.** The shares of Series C Preferred shall have a stated value of \$0.0001 per share.

**(m) OTHER PREFERENCES.** The shares of the Series C Preferred shall have no other preferences, rights, restrictions, or qualifications, except as otherwise provided by law or the certificate of incorporation of the Corporation.

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

N/A

**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.**

N/A

### 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.

#### 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)

Shares Outstanding <u>Opening Balance</u> : Date: <u>December 31, 2021</u> Common: <u>54,226,653,814</u> Preferred: <u>4,200</u>	*Right-click the rows below and select "Insert" to add rows as needed.
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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.
<u>February 15, 2022</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0030	<u>No</u>	<u>Neville Pearson</u> <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>February 24, 2022</u>	<u>Cancelled in Exchange for Common Shares</u>	(1,400)	<u>Preferred Series C</u>	N/A	<u>No</u>	<u>Darlene Seale</u>	<u>Conversion of Preference Shares to Common</u>	<u>N/A</u>	<u>N/A</u>
<u>February 24, 2022</u>	<u>New Issuance</u>	1,700,591	<u>Common</u>	\$0.0028	<u>No</u>	<u>Darlene Seale</u>	<u>Conversion of Preference Shares to Common</u>	<u>N/A</u>	<u>N/A</u>
<u>April 22, 2022</u>	<u>Returned to Treasury</u>	(25,102,960)	<u>Common</u>	N/A	<u>No</u>	<u>Steven R. Peacock</u>	<u>Former Officer returned shares per SEC Order</u>	<u>N/A</u>	<u>N/A</u>



<u>June 28, 2022</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0039	<u>No</u>	<u>Neville Pearson</u> <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>August 31, 2022</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0039	<u>No</u>	<u>Neville Pearson</u> <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>September 2, 2022</u>	<u>New Issuance</u>	150,000,000	<u>Common</u>	\$0.0038	<u>No</u>	<u>Steven Peacock</u>	<u>Former Officer Settlement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>September 20, 2022</u>	<u>New Issuance</u>	20,000,000	<u>Common</u>	\$0.0026	<u>No</u>	<u>Dutchess Group LLC</u> <u>Alan Fishman</u>	<u>Marketing – Investor Relations Agmt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>October 20, 2022</u>	<u>New Issuance</u>	20,000,000	<u>Common</u>	\$0.0024	<u>No</u>	<u>Dutchess Group LLC</u> <u>Alan Fishman</u>	<u>Marketing – Investor Relations Agmt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>November 22, 2022</u>	<u>New Issuance</u>	20,000,000	<u>Common</u>	\$0.0019	<u>No</u>	<u>Dutchess Group LLC</u> <u>Alan Fishman</u>	<u>Marketing – Investor Relations Agmt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>December 5, 2022</u>	<u>New Issuance</u>	90,000,000	<u>Common</u>	\$0.0021	<u>No</u>	<u>FMW Media Works LLC</u> <u>Vince Caruso</u>	<u>Marketing – Investor Relations Agmt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>December 5, 2022</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0015	<u>No</u>	<u>Neville Pearson</u> <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>December 20, 2022</u>	<u>New Issuance</u>	20,000,000	<u>Common</u>	\$0.0014	<u>No</u>	<u>Dutchess Group LLC</u> <u>Alan Fishman</u>	<u>Marketing – Investor Relations Agmt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>January 31, 2023</u>	<u>New Issuance</u>	20,000,000	<u>Common</u>	\$0.0014	<u>No</u>	<u>Dutchess Group LLC</u> <u>Alan Fishman</u>	<u>Marketing – Investor Relations Agmt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>February 28, 2023</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0022	<u>No</u>	<u>Neville Pearson</u> <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>June 30, 2023</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0014	<u>No</u>	<u>Neville Pearson</u> <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>August 31, 2023</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.001	<u>No</u>	<u>Neville Pearson</u> <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>December 21, 2023</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0006	<u>No</u>	<u>Neville Pearson</u> <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>

<a href="#">March 1, 2024</a>	<a href="#">New Issuance</a>	2,500,000	<a href="#">Common</a>	\$0.0006	<a href="#">No</a>	<a href="#">Neville Pearson</a> <a href="#">Chief Financial Officer</a>	<a href="#">Base compensation per CFO employment agreement</a>	<a href="#">Restricted</a>	<a href="#">Rule 144</a>
<a href="#">May 28, 2024</a>	<a href="#">New Issuance</a>	2,500,000	<a href="#">Common</a>	\$0.0006	<a href="#">No</a>	<a href="#">Neville Pearson</a> <a href="#">Chief Financial Officer</a>	<a href="#">Base compensation per CFO employment agreement</a>	<a href="#">Restricted</a>	<a href="#">Rule 144</a>
<a href="#">May 31, 2024</a>	<a href="#">New Issuance</a>	25,714,286	<a href="#">Common</a>	\$0.0007	<a href="#">No</a>	<a href="#">Neville Pearson</a> <a href="#">Director</a>	<a href="#">Director Fees</a>	<a href="#">Restricted</a>	<a href="#">Rule 144</a>
<a href="#">May 31, 2024</a>	<a href="#">New Issuance</a>	25,714,286	<a href="#">Common</a>	\$0.0007	<a href="#">No</a>	<a href="#">Sandro Piancone</a> <a href="#">Director</a>	<a href="#">Director Fees</a>	<a href="#">Restricted</a>	<a href="#">Rule 144</a>
<a href="#">May 31, 2024</a>	<a href="#">New Issuance</a>	25,714,286	<a href="#">Common</a>	\$0.0007	<a href="#">No</a>	<a href="#">Jerry Halamuda</a> <a href="#">Director</a>	<a href="#">Director Fees</a>	<a href="#">Restricted</a>	<a href="#">Rule 144</a>
<a href="#">May 31, 2024</a>	<a href="#">New Issuance</a>	22,857,143	<a href="#">Common</a>	\$0.0007	<a href="#">No</a>	<a href="#">Stuart Titus</a> <a href="#">Director</a>	<a href="#">Director Fees</a>	<a href="#">Restricted</a>	<a href="#">Rule 144</a>
<a href="#">August 31, 2024</a>	<a href="#">New Issuance*</a>	2,500,000	<a href="#">Common</a>	\$0.0006	<a href="#">No</a>	<a href="#">Neville Pearson</a> <a href="#">Chief Financial Officer</a>	<a href="#">Base compensation per CFO employment agreement</a>	<a href="#">Restricted</a>	<a href="#">Rule 144</a>
Shares Outstanding on Date of This Report:									
<a href="#">Ending Balance:</a>									
Date <a href="#">August 31, 2024</a>	Common: <a href="#">59,535,850,668</a>								
	Preferred: <a href="#">20,000,002,800</a>								

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

**\*\*\*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:

Total Common Shares Issued/Reserved: 60,210,769,030 as of August 31, 2024  
Shares Issued to Warrant Reserves – Lender Requirement: 674,918,362 – **NOT OUTSTANDING**  
Total Common Shares Outstanding: 59,535,850,668 as of August 31, 2024

## 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. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
<u>November 11, 2021</u>	<u>\$149,587</u>	\$200,000	<u>\$7,120</u>	<u>10-31-23</u>  <u>Extended to</u>  <u>6-30-24</u>	Conversion at \$0.0075 per share upon Lender request	Mast Hill Fund, LLC  Patrick Hassani	Loan

\*\*\*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:

N/A

#### 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](http://www.OTCMarkets.com)

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

As a result of a Share Exchange Agreement dated May 21, 2021, the issuer combined with Hempacco Co., Inc. which became a wholly owned subsidiary.

Hempacco, the main business unit, manufactures hemp smokables for other hemp/cbd related businesses (white labeling) as well as promoting its own brand – "The Real Stuff".

Through its sub-subsidiary Hempbox Vending, Inc. the issuer sells and leases state of the art vending kiosks for the distribution of cbd and hemp products. Hempbox vending owns approximately 585 kiosks as of December 31, 2022.

On January 3, 2022, Green Globe International, Inc. ("GGII") formed a new entity, Green Star Labs, Inc. ("GSL") for the purposes of commencing a new nutraceutical manufacturing business. With a 50% ownership of this operation Green Globe will be producing its own brand of nutraceuticals and cosmetic products and will also have the space to expand the manufacturing operations of Hempacco.

On December 31, 2023, the issuer sold its 50% interest in Green Star Labs, Inc. to its subsidiary Hempacco Co., Inc. which already owned 50% of GSL. As GGII currently fully consolidates the results of Hempacco into its financial statements, the only change for the issuer is that there is no longer a third-party minority interest in GSL.

As a result of legislation in California which bans the sale of hemp smokable products in the State, Hempacco is focused on building its nutraceutical and OTC medications business in the Green Star Labs, Inc. unit.

#### **Nutraceutical Industry in the USA**

The nutraceutical industry in the USA has experienced significant growth over the past decade, driven by increasing consumer awareness of health and wellness. As of 2023, the U.S. nutraceutical market was valued at approximately \$159.99 billion and is projected to reach around \$260.70 billion by 2033, growing at a compound annual

growth rate (CAGR) of 5%. This growth is fueled by a rising geriatric population, increasing healthcare costs, and a shift towards preventive healthcare measures. Technological advancements, including the use of artificial intelligence for personalized nutrition solutions, are expected to further drive market growth. The COVID-19 pandemic has also played a pivotal role in boosting the demand for immunity-boosting supplements and functional foods, leading to a significant change in consumer buying patterns. The outlook for the nutraceutical industry remains positive, with continued innovation and a growing focus on health-promoting diets expected to sustain market expansion.

#### ***OTC Pharmaceutical Industry in the USA***

The over-the-counter (OTC) pharmaceutical industry in the USA is a robust and growing sector. In 2023, the market size was estimated at \$23.03 billion and is anticipated to reach approximately \$41.72 billion by 2033, with a CAGR of 6.42% from 2024 to 2033. The largest segment within this market is cold and cough remedies, which are expected to generate significant revenue. The shift from prescription (Rx) to OTC drugs, driven by pharmaceutical companies' strategies to mitigate revenue losses from patent expirations, is a key factor contributing to this growth. The increasing trend of self-medication and the convenience of purchasing OTC medications without a prescription are also driving market expansion. However, challenges such as concerns over substance abuse and incorrect self-diagnosis may impede growth. Despite these challenges, the outlook for the OTC pharmaceutical industry in the USA remains positive, with steady growth expected over the next decade.

#### ***OTC Pharmaceutical Industry in Mexico***

The OTC pharmaceutical market in Mexico is also experiencing notable growth. In 2024, the market is projected to generate revenue of approximately \$2.13 billion, with an annual growth rate of 3.65% from 2024 to 2029<sup>6</sup>. The cold and cough remedies segment dominates the market, reflecting consumer preferences for easily accessible and affordable healthcare solutions. The convenience of purchasing OTC medications without a prescription and the rising demand for herbal and natural health supplements are key drivers of this market. Overall, the OTC pharmaceutical industry in Mexico is poised for steady growth, supported by increasing consumer awareness and the convenience of OTC products.

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

Hempacco Co., Inc.  
HempBox Vending, Inc.  
Hemp Hop Smokables, LLC.  
Green Star Labs, Inc.  
StickIt USA, Inc.  
Cheech and Chong's Hemp Company  
Hempacco Paper Co. Inc.  
Organipure, Inc.  
Weedsies Vending, LLC  
HPDG, LLC  
Hempacco Europe Sp. Zoo  
RD-HPCP, Inc.  
Fairy Dust, Inc.  
Hempacco Vape Co.  
Lucky to Be Beverage Co.  
Dbal Covalent CBD

C. Describe the issuers' principal products or services.

- a) Smokable products manufactured from 100% organic industrial hemp with a certified content of less than 0.3% of THC.
- b) The Sale & leasing of State-of-the-Art Vending Kiosks to be used for the distribution of CBD related products.
- c) The manufacture of CBD based nutraceuticals and cosmetics from our cGMP certified facility.

## 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 in 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.

Through its subsidiary, Hempacco, the company leases approximately 5,000 sf of office, storage and industrial manufacturing space in San Diego, California. The "Right of Use" asset value has been calculated at \$642,752. The 72-month lease expires on December 31, 2026, and the initial rental rate was \$10,000 per calendar month with annual cpi increases scheduled.

The total lease expense, on the straight-line basis of \$10,780 per month was \$32,340 for the three months ended March 31, 2024.

The Issuer has also leased a small corporate office in Scottsdale, Arizona where certain Directors and Officers work. The rent is \$750 per month.

On October 26, 2023, Hempacco signed a new 91-month lease, effective January 1, 2024, in respect of its Ruffin Road premises. Rental payments commence at \$77,972 per month with annual 3.5% CPI increases. The lease calls for a \$389,861 security deposit, due upon execution of the lease, which has yet to be paid. As this new lease was signed in October 2023, GAAP rules require that we adjust the valuations of ROU assets and liabilities carried on the balance sheet at December 31, 2023, to account for the potential increase in value at the date of the extension.

The total lease expense, on the straight-line basis of \$77,972 per month was \$233,916 for the three months ended March 31, 2024.

In addition to current operating assets, the company owns approximately 588 NCR manufactured retail vending kiosks which are currently being placed in retail venues for the purposes of revenue generation from lease income, product sales revenues and advertising revenues received from third parties using our on-machine video monitors.

## 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 more than 5%)	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>Sandro Piancone</u>	<u>CEO &amp; Director</u>	<u>Chula Vista, CA</u>	<u>0</u>	N/A	0%	Director & Officer of GGII
<u>Neville Pearson</u>	<u>CFO &amp; Director</u>	<u>Scottsdale, Arizona</u>	<u>25,000,000</u>	Common	0.04%	Director & Officer of GGII
<u>Jorge S. Olson</u>	<u>Chief Marketing Officer</u>	<u>Bonita, CA</u>	<u>0</u>	N/A	0%	Officer only of GGII
<u>Stuart W. Titus</u>	<u>Director</u>	<u>San Diego, CA</u>	<u>1,087,358,470</u>	Common	1.99%	Non-Executive Director and Chairman of the Board of GGII
<u>Jerry Halamuda</u>	<u>Director</u>	<u>Poway, CA</u>	<u>0</u>	N/A	0%	Non-Executive Director of GGII
<u>Mexico Franchise Opportunities Fund L.P.</u>	<u>Owner of more than 5%</u>	<u>Vancouver, BC, Canada</u>	<u>13,473,197,809</u> <u>20,000,000,000</u>	Common Preferred C	24.69% 99.9996%	Sandro Piancone Owns 31.5% of MFOF Managing Partner J. Olson, Vancouver, BC, Canada
<u>UST Mexico, Inc.</u>	Related Party and associate	<u>Incline Village, Nevada</u>	<u>947,200,000</u>	Common	1.74%	President, Sandro Piancone Owns 29.4% of UST
<u>Piancone Trust</u>	<u>Owner of more than 5%</u>	<u>San Diego, CA</u>	<u>3,426,059,644</u>	Common	6.28%	Sandro Piancone, Officer and Director
<u>Strategic Global Partners, Inc.</u>	<u>Owner of more than 5%</u>	<u>Las Vegas, Nevada</u>	<u>4,064,349,594</u>	Common	7.45%	Management Consulting Company of Sandro Piancone 100% owner
<u>Cube17, Inc.</u>	<u>Owned 100% by Jorge Olson</u>	<u>Bonita, California</u>	<u>2,236,011,138</u>	Common	4.10%	Management Consulting Co. of Jorge Olson, Corporate Officer
<u>John Cathcart</u>	<u>Owner of more than 5%</u>	<u>Broomfield, Colorado</u>	<u>5,015,219,221</u>	Common	9.19%	App. 33% beneficial owner and a founder of UST Mexico, Inc.
<u>546 Inc.</u>	<u>Owner of more than 5%</u>	<u>La Jolla, California</u>	<u>3,269,140,891</u>	Common	5.99%	Brian Zamudia
<u>Nery's Logistics, Inc</u>	<u>Owner of more than 5%</u>	<u>San Ysidro, Nevada</u>	<u>7,692,645,481</u>	Common	14.10%	Majority owned and controlled by Rafael Rojas

<u>Halamuda Trust</u>	Jerry Halamuda, Trustee	<u>Poway, CA</u>	<u>601,599,505</u>	Common	1.10%	Jerry Halamuda, Trustee - Non- Executive Director of GGII
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Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://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);

NO

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;

NO

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;

NO

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;

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.

On or about October 7, 2022, the Company accepted service in a suit filed in the United States District Court for the Southern District of New York by Long Side Ventures LLC, R & T Sports Marketing Inc., Sierra Trading Corp., Taconic Group LLC, KBW Holdings LLC, Robert Huebsch and Ann E. Huebsch, Joseph Camberato, Joseph Crook, Sachin Jamdar, Michael Matilsky, Gerard Scollan, and Daisy Arnold (collectively “Plaintiffs”) against Hempacco Co., Inc., Mexico Franchise Opportunity Fund, LP, Sandro Piancone, Jorge Olson, Neville Pearson, Stuart Titus, Jerry Halamuda, Retail Automated Concepts, Inc. f/k/a Vidbox Mexico Inc., and Vidbox Mexico S.A. De C.V. (collectively “Defendants”) (Case No. 1:22-cv-08152 (ALC)), alleging that (i) Plaintiffs previously received a judgment (the “Judgment”) in a New York state court action (the “State Action”) against Retail Automated Concepts, Inc. (“RAC”) and Vidbox Mexico S.A. De C.V. (“Vidbox Mexico”), for breach of promissory notes issued by RAC to Defendants in 2018 and guaranteed by Vidbox Mexico, and (ii) prior to the filing of the State Action, Defendants fraudulently transferred and commingled assets, specifically 600 retail kiosks, in order to avoid enforcement of the Judgment, with Plaintiffs seeking monetary damages from Defendants.

As a result of the Court’s September 29, 2023, dismissal of Hempacco Co., Inc., Pearson, Halamuda and Titus from the litigation, the Company has decided to discontinue its defense of this lawsuit. Accordingly on June 11, 2024, Richard Weingarten, Partner in the law firm of Slarskey LLC filed a motion to withdraw their representation of Hempacco, MFOF, Piancone, Pearson, Halamuda, Titus and Olson. The Defendants remaining in this action following the Court’s September 29, 2023 Opinion are not currently in default of any pending obligations.

## 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](http://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: Lance Brunson  
Firm: Brunson Chandler & Jones, PLLC  
Address 1: 175 S. Main Street, 14<sup>th</sup> Floor  
Address 2: Salt Lake City, UT 84111  
Phone: (801) 303-5737  
Email: [lance@bcjlaw.com](mailto:lance@bcjlaw.com)

### Accountant or Auditor

Name: Russ Boyer,  
Firm: dbbMcKennon  
Address 1: 20321 SW Birch Street  
Address 2: Newport Beach, CA 92660  
Phone: (949) 929-7437  
Email: [rbb@dbbmkennon.com](mailto:rbb@dbbmkennon.com)

### Investor Relations

Name: Dutchess Group LLC  
Address 1: 12555 High Bluff Dr., Suite 215  
Address 2: San Diego, CA 92130  
Phone:  
Email: [Alan@dutchessgroup.com](mailto:Alan@dutchessgroup.com)



*All other means of Investor Communication:*

X (Twitter): X  
Facebook: X

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.

None

**9) Disclosure & Financial Information**

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

Name: Lisa Martinez  
Title: Controller  
Relationship to Issuer: Independent Contractor

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)<sup>6</sup>:

Name: Neville Pearson  
Title: Chief Financial Officer  
Relationship to Issuer: Director & Officer

Describe the qualifications of the person or persons who prepared the financial statements:

**Neville Pearson**, Mr. Pearson has been the Chief Financial Officer of Green Globe International, Inc., since March 22, 2021. Mr. Pearson also served as the Interim Chief Financial Officer of Hempacco Co., Inc. from March 1, 2021-August 31, 2021, and was appointed as Chief Financial Officer of our major subsidiary as of September 1, 2021, and brings extensive and direct experience with financial reporting, management accounting, preparation of SEC filings, and corporate governance and company secretarial functions. Mr. Pearson trained as a Chartered Certified Accountant in the United Kingdom and is currently a member in good standing of the \*Chartered Association of Certified Accountants (ACCA).

After a decade long stint with a multinational civil engineering company in Europe and Africa, Mr. Pearson returned to London as Chief Accountant of the UK Construction Division for John Mowlem & Co. PLC, Mr. Pearson was responsible for over 400 active building and civil engineering projects which include the NatWest Bank Tower in the City financial district, and the Docklands Airport in East London. He has been the Chief Financial Officer of ASC Biosciences, Inc. since September 2013, and he was the Interim CFO of American Hemp Ventures, Inc. from December 2018 to May 2020.

Mr. Pearson became a resident of the United States in 1983 and has been a citizen since 2007.

*\*ACCA is the global organization for accounting and financial professionals comprised of 219,000 members and 527,000 students in 179 countries. The Association's internationally recognized education infrastructure provides one of the most up-to-date, relevant and consistent accounting qualifications available. Recognized as a master's level education by the European Commission, ACCA's accreditation comprises a full set of qualifying exams, 36 months of recorded relevant experience and in-depth ethics training. ACCA is a global thought leader on issues including audit, environmental accountability, small business and IFRS, and is focused on advancing the global finance leaders of today and the CFOs of tomorrow.*

Provide the following qualifying financial statements:

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

**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**

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:

*Principal Executive Officer:*

I, Sandro Piancone certify that:

1. I have reviewed this Disclosure Statement for Green Globe International, Inc.
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.

October 2, 2024

/s/ Sandro Piancone

*Principal Financial Officer:*

I, Neville Pearson certify that:

1. I have reviewed this Disclosure Statement of Green Globe International, Inc.

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.

October 2, 2024

/s/ Neville Pearson