

Disclosure Statement Pursuant to the Pink Market Guidelines

Fast Moving Consumer Goods, Inc.

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Scottsdale, AZ 85255

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SIC Codes: 5199 and 5122

Annual Report

For the Period Ending December 31, 2024
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

64,061,632,366 as of January 31, 2025

63,164,884,358 as of December 31, 2024

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: ☒

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.

OTC Markets Group Inc.

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.

Fast Moving Consumer Goods, Inc. 10-30-2024

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:

4075 Ruffin Road, San Diego, CA 92123

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:

OTC Markets Group Inc.

Disclosure Guidelines for the Pink Market (v5 December 18, 2023)

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:	<u>GGII</u> (FINRA is currently processing the company's application for a new ticker symbol)	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>393048202</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>75,000,000,000</u>	as of date: <u>January 31, 2025</u>
Total shares outstanding:	<u>64,061,632,366</u>	as of date: <u>January 31, 2025</u>
Total number of shareholders of record:	<u>301</u>	as of date: <u>January 31, 2025</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>January 31, 2025</u>
Total shares outstanding:	<u>20,000,002,800</u>	as of date: <u>January 31, 2025</u>
Total number of shareholders of record:	<u>4</u>	as of date: <u>January 31, 2025</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 on 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 for 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.

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.

- c. 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.

(i) 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.

i. 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.

f. 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.

- g. 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 meetings 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 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"). The number of Series C Preferred Shares shall be twenty-five billion (25,000,000,000).

(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) **\$0.001** 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 in the first twelve months of ownership is \$0.0005, the Holder would be entitled to convert each share into **1,000** (two thousand) shares of common stock (\$1.00/0.001). If the VWAP stock price after twelve months was \$0.0007, the Holder would be entitled to convert each share into **3,571** (thirty-five hundred and seventy-one) shares of common stock (\$1.00/(\$0.0007 x 40%)). If the stock price after twenty-four months was \$0.0008, the Holder would be entitled to convert each share into **6,250** (sixty-two hundred fifty) shares of common stock (\$1.00/(\$0.0008 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 market is at least \$0.0020 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 \$0.001 conversion price, shall not be affected by any such capital reorganization. For

example, the \$0.01 conversion price would remain \$0.001 regardless of a reverse split of the common stock. If a recapitalization causes the VWAP to exceed the \$0.01 conversion price, the Series C Preferred would be convertible into the lesser of the discounted VWAP (40% or 20%) or \$0.01.

(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 affect 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 the 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, 2022</u> Common: <u>54,533,251.445</u> Preferred: <u>4,200</u>			*Right-click the rows below and select "Insert" to add rows as needed.							
Date of Transaction	Transaction type (e.g., 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>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>	
<u>March 1, 2024</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>	

<u>May 28, 2024</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>
<u>May 31, 2024</u>	<u>New Issuance</u>	25,714,286	<u>Common</u>	\$0.0007	<u>No</u>	<u>Neville Pearson</u> <u>Director</u>	<u>Director Fees</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>May 31, 2024</u>	<u>New Issuance</u>	25,714,286	<u>Common</u>	\$0.0007	<u>No</u>	<u>Sandro Piancone</u> <u>Director</u>	<u>Director Fees</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>May 31, 2024</u>	<u>New Issuance</u>	25,714,286	<u>Common</u>	\$0.0007	<u>No</u>	<u>Jerry Halamuda</u> <u>Director</u>	<u>Director Fees</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>May 31, 2024</u>	<u>New Issuance</u>	22,857,143	<u>Common</u>	\$0.0007	<u>No</u>	<u>Stuart Titus</u> <u>Director</u>	<u>Director Fees</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>August 31, 2024</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>
<u>September 26, 2024</u>	<u>New Issuance</u>	81,818,182	<u>Common</u>	\$0.0007	<u>No</u>	<u>MacRab LLC</u> <u>Mackey Alligood</u>	<u>Conversion of Warrants into Common</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>October 28, 2024</u>	<u>New Issuance</u>	8,212,886,156 Total Issuance to 43 shareholders	<u>Common</u>	\$0.0005	<u>No</u>	<u>Alliance Nutra</u> <u>Jim Ott</u>	<u>Asset Purchase</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>October 28, 2024</u>	<u>New Issuance</u>	16,000,000	<u>Common</u>	\$0.0005	<u>No</u>	<u>Sandro Piancone</u> <u>Director</u>	<u>Hempacco Director Fees paid with GGII shares</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>October 28, 2024</u>	<u>New Issuance</u>	16,000,000	<u>Common</u>	\$0.0005	<u>No</u>	<u>Neville Pearson</u> <u>Director</u>	<u>Hempacco Director Fees paid with GGII shares</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>October 28, 2024</u>	<u>New Issuance</u>	16,000,000	<u>Common</u>	\$0.0005	<u>No</u>	<u>Jerry Halamuda</u> <u>Director</u>	<u>Hempacco Director Fees paid with GGII shares</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>December 30, 2024</u>	<u>New Issuance</u>	100,000,000	<u>Common</u>	\$0.0007	<u>No</u>	<u>BB Links, LLC</u> <u>Craig Fischer</u>	<u>Consulting</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>December 31, 2024</u>	<u>New Issuance</u>	17,142,858	<u>Common</u>	\$0.0005	<u>No</u>	<u>Sandro Piancone</u> <u>Director</u>	<u>Hempacco Director Fees paid with GGII shares</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>December 31, 2024</u>	<u>New Issuance</u>	17,142,858	<u>Common</u>	\$.0005	<u>No</u>	<u>Neville Pearson</u> <u>Director</u>	<u>Hempacco</u> <u>Director Fees</u> paid with GGII shares	<u>Restricted</u>	<u>Rule 144</u>
<u>December 31, 2024</u>	<u>New Issuance</u>	17,142,858	<u>Common</u>	\$.0005	<u>No</u>	<u>Jerry Halamuda</u> <u>Director</u>	<u>Hempacco</u> <u>Director Fees</u> paid with GGII shares	<u>Restricted</u>	<u>Rule 144</u>
<u>January 10, 2025</u>	<u>Transfer from Reserve</u>	396,880,675	<u>Common</u>	\$.0005	<u>No</u>	<u>Mast Hill Fund</u> <u>Patrick Hassani</u>	<u>Debt Conversion</u>	<u>Non-Restricted</u>	<u>Rule 144</u>
<u>January 14, 2025</u>	<u>New Issuance</u>	271,428,571	<u>Common</u>	\$.0007	<u>No</u>	<u>Strategic Global Partners</u> <u>Sandro Piancone</u>	<u>Hempacco</u> <u>Wages paid with GGII shares</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>January 14, 2025</u>	<u>New Issuance</u>	87,962,857	<u>Common</u>	\$.0007	<u>No</u>	<u>Neville Pearson</u> <u>Chief Financial Officer</u>	<u>Hempacco</u> <u>Wages paid with GGII shares</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>January 14, 2025</u>	<u>New Issuance</u>	47,142,571	<u>Common</u>	\$.0007	<u>No</u>	<u>Lisa Martinez</u> <u>Controller</u>	<u>Hempacco</u> <u>Wages paid with GGII shares</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>January 17, 2025</u>	<u>New Issuance</u>	46,666,667	<u>Common</u>	\$.0003	<u>No</u>	<u>Strategic Global Partners</u> <u>Sandro Piancone</u>	<u>GGII Director Fees</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>January 17, 2025</u>	<u>New Issuance</u>	46,666,667	<u>Common</u>	\$.0003	<u>No</u>	<u>Jerry Halamuda</u> <u>Director</u>	<u>GGII Director Fees</u>	<u>Restricted</u>	<u>Rule 144</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>January 31, 2025</u>									
Common: <u>64,061,632,366</u>									
Preferred: <u>20,000,002,800</u>									

Example: A company with a fiscal year end of December 31st 2024, 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, 2023 through December 31, 2024 pursuant to the tabular format above.

Any additional material details, including footnotes to the table are below:

Total Common Shares Issued/Reserved: 65,833,398,640 as of January 31, 2025 Shares Issued to Warrant Reserves – Lender Requirement: 1,771,766,274 – **NOT OUTSTANDING** Total Common Shares Outstanding: 64,061,632,366 as of January 31, 2025

B. Convertible Debt

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
November 11, 2021	\$200,000	\$162,468	10-31-23	Conversion at defaulted interest of 30% multiplied by 125%	396,880,675	368,160,000	Mast Hill Fund, LLC Patrick Hassani	Loan
Total Outstanding Balance:		\$162,468	Total Shares:		396,880,675	368,160,000		

Any additional material details, including footnotes to the table are below:

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.

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.

On January 3, 2022, Fast Moving Consumer Goods, Inc. ("GGL") 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. On November 4, 2024, Hempacco Co., Inc. sold a 30% equity interest in Green Star labs, Inc. to OPEM Trading LLC in exchange for \$1,500,000 in cash. Through its current 57% interest in Hempacco Co., Inc. the issuer now has a 40% indirect interest in Green Star labs, Inc.

On January 5, 2024, the issuer formed the Lucky to Be Beverage Co. which entered into a 50-50 joint venture with Good Stuff Manufacturing, LLC for the purposes of developing and manufacturing new beverage lines in the health space, which will be manufactured in the Green Star Labs facility in San Diego.

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.

Fast Moving Consumer Goods (FMCG) manufactures and incubates consumer packaged goods through four segments: Over the Counter Medications or OTC, Beverages & Shots, Beauty, and Nutritional Supplements.

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

Through its subsidiaries and joint ventures, FMCG combines cutting-edge research and development, state-of-the-art manufacturing facilities, and industry expertise to incubate and mentor best-in-class consumer packaged goods companies.

Key operations include GreenStar Labs, a 50,000-square-foot FDA-certified facility specializing in R&D and production, and Lucky To Be Beverages, a joint venture driving innovation in the beverage industry. FMCG also holds a majority interest in Hempacco Co., Inc.,

The FMCG's incubator of Consumer Packaged Goods offers mentoring and consulting, Research and Development, white label and private label manufacturing, and pick-and-pack services.

FMCG portfolio of consumer goods:

- Beverages and Shots
- OTC Medications
- Nutritional Supplements
- Beauty and Cosmetics

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 was projected to generate revenue of approximately \$2.13 billion, with an annual growth rate of 3.65% from 2024 to 2029⁶. 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.
Green Star Labs, Inc.
Hempacco Paper Co. Inc.
RD-HPCO, Inc.
Lucky to Be Beverage Co.
Db a Covalent CBD

C. Describe the issuers' principal products or services.

Fast Moving Consumer Goods offers white label, private label, R&D, and consulting services to manufacture beverages, nutritional supplements, beauty products, and over-the-counter medications (OTC). With an all-inclusive solution, FMCG can handle a project from ideas to shipping directly to the consumer.

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 \$10,926 per month was \$114,260 for the twelve months ended December 31, 2024.

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 \$85,571 per month was \$1,026,857 for the twelve months ended December 31, 2024.

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.

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
<u>Sandro Piancone</u>	<u>CEO & Director</u>	<u>Chula Vista, CA</u>	<u>58,857,144</u>	Common	0.09%
<u>Neville Pearson</u>	<u>CFO & Director</u>	<u>Scottsdale, Arizona</u>	<u>159,677,143</u>	Common	0.25%
<u>Jorge S. Olson</u>	<u>Chief Marketing Officer</u>	<u>Bonita, CA</u>	<u>0</u>	Common	0%
<u>Jerry Halamuda</u>	<u>Director</u>	<u>Poway, CA</u>	<u>0</u>	Common	0%
<u>Mexico Franchise Opportunities Fund L.P. Sandro Piancone</u>	<u>Owner of more than 5%</u>	<u>Vancouver, BC, Canada</u>	<u>13,473,197,809</u>	Common	21.33%
<u>Mexico Franchise Opportunities Fund L.P. Sandro Piancone</u>	<u>Owner of more than 5%</u>	<u>Vancouver, BC, Canada</u>	<u>20,000,000,000</u>	Preferred C	99.9996%
<u>UST Mexico, Inc. Sandro Piancone</u>	Related Party and associate	<u>Incline Village, Nevada</u>	<u>947,200,000</u>	Common	1.50%
<u>Piancone Trust Sandro Piancone</u>	<u>Owner of more than 5%</u>	<u>San Diego, CA</u>	<u>3,426,059,644</u>	Common	5.42%
<u>Strategic Global Partners, Inc. Sandro Piancone</u>	<u>Owner of more than 5%</u>	<u>Las Vegas, Nevada</u>	<u>4,064,349,594</u>	Common	6.43%
<u>Cube17, Inc. Jorge S Olson</u>	<u>Owned 100% by Jorge Olson</u>	<u>Bonita, California</u>	<u>2,236,011,138</u>	Common	3.54%
<u>546 Inc Brian Zamudia</u>	<u>Owner of more than 5%</u>	<u>La Jolla, California</u>	<u>3,269,140,891</u>	Common	5.18%
<u>Nery's Logistics, Inc. Rafael Rojas Ayala</u>	<u>Owner of more than 5%</u>	<u>San Ysidro, Nevada</u>	<u>7,692,645,481</u>	Common	12.18%
<u>Halamuda Trust Jerry Halamuda</u>	Director	<u>Poway, CA</u>	<u>643,313,791</u>	Common	1.05%
<u>Sandro Piancone</u>	<u>CEO & Director</u>	<u>Chula Vista, CA</u>	<u>125,000,000</u>	Warrants	n/a
<u>Neville Pearson</u>	<u>CFO & Director</u>	<u>Scottsdale, Arizona</u>	<u>125,000,000</u>	Warrants	n/a
<u>Jerry Halamuda</u>	<u>Director</u>	<u>Poway, CA</u>	<u>316,401,302</u>	Warrants	n/a

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);

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; 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.

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. As nothing more has been heard in this matter for the past eight months, this report will be dropped with effect from the March 31, 2025 information and disclosure report.

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

Name: Lance Brunson
 Firm: Brunson Chandler & Jones, PLLC
 Address 1: 175 S. Main Street, 14th Floor
 Address 2: Salt Lake City, UT 84111
 Phone: (801) 303-5737
 Email: lance@bcjlaw.com

Accountant or Auditor

Name: _____
 Firm: _____
 Address 1: _____
 Address 2: _____
 Phone: _____
 Email: _____

Investor Relations

Name: BB Winks, LLC
 Address 1: 1200 N Fort Lauderdale Beach,
Villa 3
 Address 2: Fort Lauderdale, FL 33304
 Phone: _____
 Email: cravvi1@gmail.com

All other means of Investor Communication:

X (Twitter): X
 Discord: _____
 LinkedIn: _____
 Facebook: _____
 [Other]: _____

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):

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:⁶

Neville Pearson, Mr. Pearson has been the Chief Financial Officer of Fast Moving Consumer Goods, 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 252,000 members and 526,000 students in 180 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:

- 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

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.
OTC Markets Group Inc.

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, Sandro Piancone certify that:

1. I have reviewed this Disclosure Statement for Fast Moving Consumer Goods, 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.

March 14, 2025

/s/ Sandro Piancone

Principal Financial Officer:

I, Neville Pearson certify that:

1. I have reviewed this Disclosure Statement for Fast Moving Consumer Goods, 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.

March 14, 2025

/s/ Neville Pearson

Fast Moving Consumer Goods, Inc.

Incorporating Hempacco Co., Inc. on a fully consolidated basis

Incorporated in Delaware - November 12, 1999

Condensed Consolidated Financial Statements

For the Twelve Months Ended

December 31, 2024

Statements issued and prepared by Management

Unaudited

Fast Moving Consumer Goods, Inc.

Index to Condensed Consolidated Financial Statements (Unaudited)

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Condensed Consolidated Statement of Stockholders Equity for the three and twelve months ended December 31, 2024, and 2023.	23
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The accompanying notes are an integral part of these financial Statements

FAST MOVING CONSUMER GOODS, INC.
Condensed Consolidated Balance Sheets
(Unaudited)

As of	December 31, 2024	December 31, 2023
ASSETS		
Current Assets		
Cash and cash equivalents	59,061	100,000
Accounts receivable net of impairment allowance	718,086	227,132
Accounts receivable - Related Parties	130,281	-
Other receivables	17,047	765,497
Inventories	2,750,287	2,542,628
Prepaid expenses	1,202,065	403,384
Prepaid expenses - Related Parties	-	-
Current assets	4,876,827	4,038,641
Property and equipment, net	5,679,849	5,401,673
Intangible assets, net	313,446	-
Other assets	269,085	551,598
Long-term receivables - related parties	288,040	-
Right-of-use asset, net	5,616,303	6,305,017
Right-of-use asset, net - Related Parties	124,790	241,594
Goodwill	6,990,156	2,585,474
Total assets	24,158,496	19,123,997
Liabilities and Shareholders' Deficit:		
Accounts payable	2,196,841	2,325,044
Accounts payable - Related Parties	986,781	376,195
Accrued liabilities	2,774,315	868,231
Line of credit	100,000	100,000
Deferred revenue	1,184,764	1,749,361
Other short-term loans	1,098,732	278,640
Loans payable - Related Parties	1,071,985	298,551
Notes payable - Related Parties	100,000	100,000
Convertible notes payable	6,679,771	5,154,825
Convertible notes payable - Related Parties	-	687,647
Derivative liabilities	-	76,755
Right-of-use liability	724,969	441,100
Right-of-use liability - Related Parties	124,777	116,804
Current liabilities	17,042,935	12,573,153
Long-term note	2,202,592	-
Right-of-use liability	4,891,334	5,806,211
Right-of-use liability - Related Parties	13	124,790
Right-of-use liability - Deferred Rent	270,211	157,807
Total liabilities	24,407,085	18,661,961
Shareholders' Equity		
Common stock	6,338,129	5,523,817
Preferred stock	2,000,000	2,000,000
Additional paid-in capital	46,739,220	38,841,212
Warrant and promissory note reserve shares	(21,642)	(67,492)
Retained Earnings	(41,131,545)	(38,759,612)
Total shareholders' equity	13,924,162	7,537,925
Noncontrolling interest	(14,172,751)	(7,075,889)
Total shareholders' deficit	(248,589)	462,036
Total liabilities, preferred stock and shareholders' deficit	24,158,496	19,123,997

The accompanying notes are an integral part of these financial Statements

FAST MOVING CONSUMER GOODS, INC.
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2024	2023	2024	2023
Revenues	4,269,273	644,826	8,447,156	5,730,815
Revenues - Related Party	21,263	(72,110)	338,860	(11,868)
Manufacturing and consulting services	-	(9,825)	-	-
Total revenues	4,290,536	562,891	8,786,016	5,718,947
Cost of goods sold	1,096,675	1,950,511	4,427,120	6,022,142
Cost of goods sold - Related Party	133,131	(159,683)	225,343	210,900
Total cost of goods sold	1,229,806	1,790,828	4,652,463	6,233,042
Gross profit	3,060,730	(1,227,937)	4,133,553	(514,095)
Operating expenses:				
General and administrative	2,937,578	2,235,464	8,682,578	8,073,168
General and administrative - related party	1,363,300	137,923	1,734,953	541,886
Sales and Marketing	92,466	545,932	840,197	1,443,054
Sales and Marketing - related party	-	36,521	-	116,402
Impairment loss on equipment and trademarks	-	4,874,917	-	4,874,917
Total operating expenses	4,393,344	7,830,757	11,257,728	15,049,427
Income from operations	(1,332,614)	(9,058,694)	(7,124,175)	(15,563,522)
Other income (expense)				
Gain on previous debt write-off	-	444,962	69,177	444,962
Interest expense	(77,507)	(222,513)	(1,655,681)	(378,111)
Interest income	120	34,775	504	34,775
Loss on sale of assets	(343)	-	(57,611)	-
Other income (expense)	1,660,962	(411,624)	(701,008)	272,482
Total other income (expenses)	1,583,232	(154,400)	(2,344,619)	374,108
Net Income (Loss)	250,618	(9,213,094)	(9,468,794)	(15,189,414)
Net income (loss) attributable to noncontrolling interests	(113,612)	(4,069,002)	(4,080,685)	(6,143,343)
Net Loss	364,230	(5,144,092)	(5,388,109)	(9,046,071)
Basic and dilutive loss per share	\$0.00	(\$0.00)	(\$0.00)	(\$0.00)
Shares used in calculating loss per Share	57,393,862,273	54,556,415,829	57,393,862,273	54,556,415,829

The accompanying notes are an integral part of these financial Statements

FAST MOVING CONSUMER GOODS, INC.

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

	of shares of preference shares	Preference shares par value	Number of shares of common shares	Issued and Outstanding Common shares par value	Warrant reserve shares	Additional paid-in capital	Accumulated deficit	Non-controlling interests	Stockholders' deficit
Balance as of September 30, 2024	20,000,002,800	2,000,000	63,247,373,379	6,324,737	(28,192)	45,317,366	(41,495,775)	(14,059,139)	(1,941,003)
Issuance of shares to officer for contractual services	-	-	-	-	-	-	-	-	-
Shares issued for consulting services	-	-	100,000,000	10,000	-	25,000	-	-	35,000
GGII shares issued to Directors for services	-	-	99,428,574	9,942	-	32,057	-	-	41,999
Warrants issued to employees	-	-	-	-	-	47,233	-	-	47,233
Expired warrants	-	-	(65,500,000)	(6,550)	6,550	-	-	-	-
Imputed interest on Covalent promissory notes	-	-	-	-	-	(182,436)	-	-	(182,436)
OPEM Trading LCC - purchase of 30% interest in GSL	-	-	-	-	-	1,500,000	-	-	1,500,000
Net loss/share of assets attributable to non-controlling interests	-	-	-	-	-	-	113,612	(113,612)	-
Net loss for three months ended December 31, 2024	-	-	-	-	-	-	250,618	-	250,618
Balance as of December 31, 2024	20,000,002,800	2,000,000	63,381,301,953	6,338,129	(21,642)	46,739,220	(41,131,545)	(14,172,751)	(248,589)
			per "shares"	6,338,129	(21,642)	46,739,220	(41,131,545)	(14,172,751)	(248,589)
				(0)	-	-	0	0	0

Balances - December 31, 2023	20,000,002,800	\$ 2,000,000	55,238,169,807	5,523,817	(67,492)	38,841,215	(38,759,613)	(7,075,889)	462,038
Issuance of shares to officer for contractual services	-	-	7,500,000	750	-	4,000	-	-	4,750
Hempacoco Promissory note conversions - First Fire	-	-	-	-	-	134,035	-	-	134,035
Hempacoco Promissory note conversions - Mast Hill	-	-	-	-	-	595,861	-	-	595,861
Hempacoco Promissory note conversions - Viva Veritas	-	-	-	-	-	746,599	-	-	746,599
Hempacoco shares issued for consulting services (Box Capital & Winks)	-	-	-	-	-	220,000	-	-	220,000
Hempacoco investment shares issued for consulting services	-	-	-	-	-	193,800	-	-	193,800
GGII shares issued for consulting services (BB Winks)	-	-	100,000,000	10,000	-	25,000	-	-	35,000
Hempacoco Common stock issued for financing costs	-	-	-	-	-	27,655	-	-	27,655
Hempacoco Common stock issued for inter-company debt	-	-	-	-	-	47,775	-	-	47,775
Valuation of employee GGII warrants	-	-	-	-	-	47,233	-	-	47,233
Alliance Nutra asset purchase	-	-	8,212,885,389	821,288	-	3,285,155	-	-	4,106,443
MacRab cashless warrant exercise	-	-	81,818,182	8,182	-	32,727	-	-	40,909
Expired warrants	-	-	(458,500,000)	(45,850)	45,850	-	-	-	-
Discount on conversion of Hempacoco promissory notes	-	-	-	-	-	232,363	-	-	232,363
GGII Directors fees paid with GGII shares	-	-	199,428,575	19,943	-	92,057	-	-	112,000
GGII warrants issued to Directors	-	-	-	-	-	124,444	-	-	124,444
Hempacoco issuance of shares to Board Members	-	-	-	-	-	70,000	-	-	70,000
Hempacoco Warrants issued to Board Members	-	-	-	-	-	350,180	-	-	350,180
Imputed interest on Covalent promissory notes	-	-	-	-	-	169,121	-	-	169,121
OPEM Trading LCC - purchase of 30% interest in GSL	-	-	-	-	-	1,500,000	-	-	1,500,000
Non-controlling interest in earnings and equity	-	-	-	-	-	-	7,096,862	(7,096,862)	-
Net loss for twelve months ended December 31, 2024	-	-	-	-	-	-	(9,468,794)	-	(9,468,794)
Balance as of December 31, 2024	20,000,002,800	2,000,000	63,381,301,953	6,338,129	(21,642)	46,739,220	(41,131,545)	(14,172,751)	(248,589)
			per "shares"	6,338,129	(21,642)	46,739,220	(41,131,545)	(14,172,751)	(248,589)
			Alliance issues in prox	(1,962,029,212)	0	-	0	(0)	0
			Net issued shares:	61,419,272,741					

	Preferred Shares	Stock \$ Amnt @ Par	Common Shares	Stock \$ Amnt @ Par	APIC Warrant Reserve Shares	Additional Paid in Capital GGII & HPCO	Retained Deficit GGII & HPCO	Non-Controlling Interests GGII & HPCO	Stockholders' Equity
Balances - September 30, 2023	20,000,002,800	\$ 2,000,000	55,235,669,807	\$ 5,523,567	\$ (67,492)	\$ 38,802,418	\$ (38,484,569)	\$ (74,774)	\$ 7,699,150
Issuance of shares to officer for services	-	-	2,500,000	250	-	1,250	-	-	1,500
Recapture of bad debt provision on consolidation	-	-	-	-	-	-	103,321	-	103,321
Dissolution of Cali Vibes D8 LLC	-	-	-	-	-	-	466	-	466
Joint venture capital account written off in Hempacoco	-	-	-	-	-	-	(50,000)	-	(50,000)
Conversion of net GSL equity at 12-31-2022 into Hempacoco goodwill	-	-	-	-	-	-	1,971,141	-	1,971,141
Hempacoco Shares issued for consulting and financing services	-	-	-	-	-	128,821	-	-	128,821
Hempacoco reserve shares reclassified as APIC	-	-	-	-	-	40,060	-	-	40,060
Audit Adjustment to prior year capital accounts	-	-	-	-	-	82,349	(87,993)	-	(5,644)
Hempacoco IPO additional expenses	-	-	-	-	-	4,830	-	-	4,830
Eliminate Hempacoco stand-alone investment in Green Star Labs	-	-	-	-	-	312,548	-	-	312,548
GGII promissory notes and fees paid with Hempacoco investment shares	-	-	-	-	-	(531,061)	-	-	(531,061)
Non-controlling interest in earnings and equity	-	-	-	-	-	-	7,001,115	(7,001,115)	-
Net Loss for three months ended December 31, 2023:	-	-	-	-	-	-	(9,213,094)	-	(9,213,094)
Balances - December 31, 2023	20,000,002,800	2,000,000	55,238,169,807	5,523,817	(67,492)	38,841,215	(38,759,613)	(7,075,889)	462,038

Balances - December 31, 2022	20,000,002,800	\$ 2,000,000	55,208,169,807	\$ 5,520,817	\$ (67,492)	\$ 32,593,681	\$ (31,685,149)	\$ (932,546)	\$ 7,429,311
Issuance of shares to officer for services	-	-	10,000,000	1,000	-	10,250	-	-	11,250
Dissolution of Cali Vibes D8 LLC	-	-	-	-	-	-	466	-	466
Conversion of net GSL equity at 12-31-2022 into Hempacoco goodwill	-	-	-	-	-	(1,463,452)	1,971,141	-	507,689
Dutchess Group LLC - Investor Relations services paid with GGII shares	-	-	20,000,000	2,000	-	26,000	-	-	28,000
Proceeds from Hempacoco public offering - less expenses	-	-	-	-	-	6,610,400	-	-	6,610,400
Capitalized value of Hempacoco JV partner warrants	-	-	-	-	-	374,453	-	-	374,453
Hempacoco Shares issued for consulting and financing services	-	-	-	-	-	448,956	-	-	448,956
Record discount on convertible notes	-	-	-	-	-	21,485	-	-	21,485
Promissory notes and fees paid with Hempacoco shares	-	-	-	-	-	146,940	-	-	146,940
Non-controlling interest in earnings and equity	-	-	-	-	-	-	6,143,343	(6,143,343)	-
Audit Adjustment to prior year capital accounts	-	-	-	-	-	82,442	-	-	82,442
Hempacoco reserve shares reclassified as APIC	-	-	-	-	-	40,060	-	-	40,060
Eliminate Hempacoco joint venture subsidiary equity	-	-	-	-	-	(50,000)	-	-	(50,000)
GGII consolidated net loss for twelve months ended December 31, 2023:	-	-	-	-	-	-	(15,189,414)	-	(15,189,414)
Balances December 31, 2023	20,000,002,800	2,000,000	55,238,169,807	5,523,817	(67,492)	38,841,215	(38,759,613)	(7,075,889)	462,038

The accompanying notes are an integral part of these financial Statements

FAST MOVING CONSUMER GOODS, INC.
CONDENSED CONCOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

	GGII	GGII
	Consolidated	Consolidated
For the twelve months ended:	12/31/2024	12/31/2023
Cash flows from operating activities		
Net loss	(9,468,794)	(15,189,414)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation and amortization	1,030,574	359,724
Reserving of related party loans	-	(444,962)
GGII warrants issued to Hempacco & GGII employees	47,233	-
Cashless Exercise of warrants by lender	40,909	-
Expensing of warrant valuations	56,169	-
Discount on conversion of promissory notes	232,363	-
Imputed interest on Covalent promissory notes	169,125	-
Loss on disposal of assets	626,503	33,825
Write down of fixed assets to net relizable value	-	4,874,917
Loss from equity method investment	-	28,619
Expensing of Goodwill acquired with asset acquisition	1,071,073	-
Penalty for cancellation of contractual services	230,714	-
Profit realized from reversal of inventory liability	(623,375)	-
Convertible note interest and fees paid with shares	21,000	40,000
Expenses of promissory note issuances deducted from proceeds	143,876	-
Non-cash warrant valuation expense	190,000	-
Right of Use assets and liabilities - deferred rent adjustment	127,663	-
Stock based compensation for services, financing costs and directors fees	457,953	535,981
Changes in operating assets and liabilities, net of acquisitions:		
Trade receivables, net	(617,968)	385,617
Related party receivables	(298,321)	730,297
Prepaid expenses and other current assets	(815,728)	567,653
Prepaid expenses, related parties	-	343,643
Inventories	148,445	(660,174)
Accounts payable	(144,562)	1,608,083
Accounts payable - related parties	755,479	1,402,156)
Accrued liabilities	2,221,775	277,671
ROU assets and liabilities	57,705	(159,114)
Customer Deposits	(100,562)	(502,694)
Net cash used in operating activities	(4,440,751)	(8,572,484)

The accompanying notes are an integral part of these financial Statements

Cash flows from investing activities:

Purchases of property, plant and equipment	(303,516)	(155,134)
Goodwill and intangible assets acquired with acquisition	130,861	(230,911)
Cash paid for acquisition of subsidiary	-	(289,730)
Proceeds from sale of assets, less sale expenses	446,132	-

Net cash provided by (used in) investing activities**273,477 (675,775)****Cash flows from financing activities:**

Equipment loan repayment	(138,207)	(12,462)
Proceeds from short-term promissory note	2,079,724	1,865,813
Proceeds from short-term promissory note, related parties	191,478	332,982
Repayments of short-term promissory note, related parties	493,340	-
Proceeds from other short-term loans and lines of credit	-	93,403
Deposit for equity investment - related party	-	-
Long term loan repayment	-	(150,000)
Proceeds from sale of common stock and equity interest	1,500,000	6,610,399

Net cash (used in) provided by financing activities**4,126,335 8,740,135**

Increase in cash and cash equivalents	(40,939)	(508,124)
Cash and cash equivalents at beginning of period	100,000	608,124
Cash and cash equivalents at end of period	59,061	100,000

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

Cash paid for interest	\$ 65,126	\$ 10,702
Cash paid for taxes	5,654	132

NON-CASH INVESTING AND FINANCING ACTIVITIES:

Warrants issued with convertible notes	\$ -	\$ 374,453
Conversion of Hempacco convertible notes payable with Hempacco common stock	1,476,495	-
GGII business asset acquisition and goodwill paid with shares	4,106,444	
GGII owned Hempacco stock issued for repayment of promissory notes	-	406,488
Financing services with Hempacco shares	27,663	12,900
Payment of related party promissory note with shares	1,403,337	-
Payment of consulting services with GGII shares	-	28,000
Equipment, intangibles and goodwill paid with promissory note	1,050,000	-

The accompanying notes are an integral part of these financial statements

FAST MOVING CONSUMER GOODS, INC.
Notes to the Condensed Consolidated Financial Statements
December 31, 2024, and 2023
(UNAUDITED)

NOTE 1 - ORGANIZATION, BUSINESS AND LIQUIDITY

Organization and Operations

Fast Moving Consumer Goods, Inc. (the "Company" or "GGII") was formed on November 12, 1999, as a Delaware Corporation.

Hempacco Co., Inc. ("Hempacco") was formed on April 1, 2019, as a Nevada Corporation.

Green Star Labs, Inc. ("Green Star") was formed on January 10, 2022, as a Delaware Corporation.

Hempacco merged with GGII on May 21, 2021.

On October 30, 2024, the Company filed a fifth amendment to its Articles of Incorporation changing its name from Green Globe International, Inc. to Fast Moving Consumer Goods, Inc.

On July 10, 2023, Hempacco acquired a 50% equity method investment in Green Star Labs, Inc. from Curated Nutra, Inc.

On December 31, 2023, Hempacco acquired the remaining 50% interest in Green Star Labs, Inc. from the Company.

On November 4, 2024, the Company sold a 30% equity interest in Green Star labs, inc. to OPEM Trading LLC.

In accordance with GAAP rule 810, business combinations, the operations of GGII and Hempacco (including Green Star Labs) have been consolidated with effect from July 1, 2023, being the beginning of the first accounting quarter that both entities were considered to be under common control.

Hempacco manufactures and distributes hemp smokables both under its own name and white label products for clients. Hempacco also owns high-tech CBD vending kiosks that it plans to place in retail venues throughout the US, in conjunction with a number of joint venture partners.

Green Star Labs, Inc. manufactures over-the-counter (OTC) pharmaceuticals, plus nutraceuticals, beverages and cosmetics under its own name brands and also as white label products for clients.

These financial statements are those of Fast Moving Consumer Goods, Inc and its wholly owned and/or controlled subsidiaries.

On October 6, 2021, the California Assembly Bill Number 45 ("AB 45") was passed into law. Despite the fact that industrial hemp is federally legal and not a controlled substance, this bill prohibits the sale of "inhalable" hemp products in California. However, the manufacture of inhalable hemp products for the sole purpose of sale in other states is not prohibited. This ban on any kind of smokable flower will remain in force until such time as the California Legislature enact a bill to tax the product. It is also legal to manufacture Delta-8 products containing less than 0.3% THC for sale in another state.

During the year ended December 31, 2023, the Company and Hempacco entered into the following Joint Ventures and other significant agreements:

Effective January 1, 2023, HempBox Vending, Inc. ("HVI") a wholly owned subsidiary of Hempacco entered into a joint venture operating agreement (the "Operating Agreement") with Weedsies Mobile, LLC ("Weedsies"), a Florida limited liability company, to operate a joint venture entity (the "Joint Venture") in Florida by the name of Weedsies Vending, LLC. The Joint

Venture was created to market the hemp related products of Weedsies using automated kiosks provided by HVI. Pursuant to the Operating Agreement, the Joint Venture will be owned 50% each by HVI and Weedsies with both entities required to fund \$1,000 to the Joint Venture. HVI will be responsible for provision of the self-service vending kiosks and will be responsible for technology and marketing support as well as accounting, financial services, and tax preparation for the Joint Venture. Weedsies will be responsible for installations, repair, customer service, marketing support, billing, and reconciliations to the Joint Venture. Effective January 24, 2023, Hempacco entered into a joint venture operating agreement (the “Operating Agreement”) with Alfalfa Holdings, LLC (“Alfalfa”), a California limited liability company, to operate a joint venture entity (the “Joint Venture”) in California by the name of HPDG, LLC. The Joint Venture was created to market and sell hemp smokable products. Pursuant to the Operating Agreement, the Joint Venture will be owned 50% each by Hempacco and Alfalfa. Hempacco is required to fund \$10,000 to the Joint Venture, manufacture products, and provide accounting, inventory management, staff training, and trade show and marketing services. Alfalfa is required to provide online marketing and promotion, design and branding, and brand management and development services as well as arranging appearances by Snoop Dogg at Joint Venture events. The appearances by Snoop Dog are subject to professional availability and a separate Talent License and Services Agreement between the Joint Venture and Alfalfa as described below (the “Services Agreement”).

In connection with the Operating Agreement, effective January 24, 2023, HPDG, LLC entered into the Services Agreement with Spanky’s Clothing, Inc., and Calvin Broadus, Jr. p/k/a “Snoop Dogg” (collectively “Talent”), pursuant to which Talent will endorse the HDPG, LLC’s smokable hemp products and serve as a spokesperson for the products in the United States. HDPG, LLC shall (i) pay Talent’s legal expenses of \$7,500 in connection with entering into the Operating Agreement and Services Agreement; (ii) cause Hempacco to issue to Talent a fully vested warrant to acquire 450,000 shares of Hempacco common stock at a strike price of \$1.00 per share (the “Talent Warrants”); (iii) cause Hempacco to issue to Talent’s designee a fully vested warrant to acquire 50,000 shares of Hempacco’s common stock at a strike price of \$1.00 per share (the “Talent Designee Warrants”); and (iv) pay Talent royalties of 10% of HDPG, LLC’s gross revenue, with minimum annual royalty payments of \$450,000 by the end of the first two years of the initial term of the Services Agreement, an additional \$600,000 by the end of the third year of the initial term, and an additional \$1,200,000 by the end of the fourth year of the initial term. On or about January 30, 2023, Hempacco issued the Talent Warrants and Talent Designee Warrants as required by the Services Agreement (See Note 9).

On February 8, 2023, Hempacco signed, as guarantor, a lease agreement between US Tobacco de Mexico S.A. de C.V. (“US Tobacco de Mexico,” a related party), which is 100% owned by UST Mexico, Inc. (“UST Mexico,” a related party), and Grupo Fimher, S. de R.I. de C.V. (“Fimher”) for the lease of 43,000 sf of manufacturing space located in Tijuana, Mexico. The term of the lease is three years, commencing on June 1, 2023. The first year’s rent payment is \$18,622 per month, with 3.5% inflation increases on the first and second anniversaries of the lease. The estimated total contingent liability at lease inception will be \$694,159. Hempacco Co., Inc. and Hempacco Paper Co., Inc. are sub-tenants of US Tobacco de Mexico and will manufacture products at this facility. A liability for the guarantee has not been recorded as of June 30, 2023, as the amount is not probable.

On February 8, 2023, Hempacco’s subsidiary, Hempacco Paper Co., Inc., leased the above-referenced space for an initial period of one year for a monthly rental of \$2,500. Hempacco Paper will use this facility for the manufacture of all its paper products.

Effective February 1, 2023, Hempacco, through its representative in Warsaw, Poland, filed the equivalent of Articles of Incorporation with the court to create Hempacco Europe Sp.z.o.o. (an LLC equivalent), the corporate entity through which Hempacco will distribute its smokable products throughout the EU. Ownership of the entity rests 99% with Hempacco, and 1% with Jakub Duda, an individual.

On February 9, 2023, Hempacco entered into an underwriting agreement (the “Underwriting Agreement”) with Boustead Securities, LLC, and EF Hutton, a division of Benchmark Investments, LLC, as representatives (the “Representatives”) of the underwriters (the “Underwriters”) in connection with the public offering of additional shares of common stock of Hempacco. The Underwriting Agreement provides for the offer and sale of 4,200,000 shares of Hempacco’s common stock, par value \$0.001 (the “Common Stock”) at a price to the public of \$1.50 per share (the “Offering”). In connection therewith, Hempacco agreed to issue to the Representatives and/or their designees 338,100 warrants to purchase shares of Common Stock, exercisable from February 14, 2023, through February 10, 2028, at \$1.50 per share subject to adjustment as provided therein (the “Representatives’ Warrants”, see Note 9). Hempacco also granted the Underwriters an option (the “Option”) for a period of 45 days to purchase up to an additional 630,000 shares of Common Stock. The Offering is being made pursuant to a Registration Statement on Form S-1 (File No. 333-269566) (the “Registration Statement”), which was declared effective by the Securities and Exchange Commission on February 9, 2023.

On February 11, 2023, the Underwriters exercised the Option in full, and on February 14, 2023, the Offering was completed. At the closing of the Offering, Hempacco (i) sold an aggregate of 4,830,000 shares of Common Stock for total gross proceeds of \$7,245,000, and (ii) issued the Representatives' Warrants as directed by the Representatives. After deducting underwriter commissions and Offering expenses, Hempacco received net proceeds of \$6,610,400. The Underwriting Agreement includes customary representations, warranties, and covenants by Hempacco. It also provides that Hempacco will indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act"), or contribute to payments the Underwriter may be required to make because of these liabilities.

On April 6, 2023, Hempacco Co. received a letter notification from the Nasdaq Capital Market ("Nasdaq") advising of its noncompliance with Nasdaq listing rules because Hempacco had failed to maintain its stock price at above \$1.00 for a period of 30-days. The Nasdaq rules provide for a period of 180 days in which Hempacco must restore compliance. This period expires on October 3, 2023.

On April 20, 2023, Hempacco received a further letter notification from Nasdaq advising of its non-compliance with Nasdaq listing rules because Hempacco had failed to file its Annual Report on Form 10-K with the Securities and Exchange Commission by the required due date. The deficiency was cured by Hempacco by the filing of their annual report on Form 10-K on May 15, 2023.

On May 23, 2023, Hempacco received a letter notification from Nasdaq advising of its non-compliance with Nasdaq listing rules because Hempacco had failed to file its Quarterly Report on Form 10-Q with the Securities and Exchange Commission by the required due date. Nasdaq requires Hempacco to submit a detailed plan of action explaining how Hempacco will remedy this situation and restore compliance. The report must be submitted within 60 days, which is July 24, 2023. The deficiency was cured by the filing of the Form 10-Q quarterly report on July 5, 2023.

On June 1, 2023, Hempacco Co. formed a new Nevada corporation, RD-HPCO, Inc. as the joint venture entity between the Hempacco and Nasir Ghesani, a New York distribution company doing business as "Reliable Distributor", for the purpose of entering new master distributor agreements whereby all Hempacco smokable products would be placed in New York area convenience stores. On May 7, 2023, Hempacco entered into a joint venture with Nasir Ghesani with each party owning 50% of the business. Any working capital needs would be provided by Hempacco.

On July 10, 2023, Hempacco Co. signed a Purchase Agreement and an accompanying Assignment Agreement with Viva Veritas LLC ("Veritas") (successor to Curated Nutra) whereby Veritas agreed to assign its 50% interest in Green Star Labs, Inc. ("GSL") to Hempacco together with additional equipment lines related to bottling and gummy production.

The total purchase price to be paid by Hempacco was \$3,500,000. The preliminary purchase price was allocated as \$1,776,000 for the interest in Green Star Labs, and \$1,724,000 for the equipment. \$3,200,000 of the \$3,500,000 total purchase price was paid by Hempacco's issuance of a convertible promissory note to the seller, which became effective on July 10, 2023. The balance of \$300,000 was paid in cash.

The promissory note carries a 10% interest rate and matures twelve months from the issue date. The holder has the right, after 6-months after the issue date, to convert all or part of the then outstanding principal balance of the note into common stock of the issuer, provided, however, that the holder may not convert the note into Hempacco common stock to the extent that such conversion would result in the holder's beneficial ownership of Hempacco's common stock being in excess of 4.99% of Hempacco's issued and outstanding common stock. Additionally, the note contains a maximum issuance limitation such that the note will no longer be convertible after the Hempacco has issued an aggregate of 5,572,000 shares upon conversion of the Note.

On July 9, 2023, the Company entered into a Joint Venture with Vortex WBP, the entity will be named Fairy Dust, Inc., a Nevada corporation. The new entity will manufacture and market patented Hemp powder-based products in the United States, Canada and Mexico (Territory). The mutual partners will also get exclusivity in manufacturing and marketing Hemp Powder in the stipulated territories.

On November 6, 2023, Hempacco signed two agreements with Aspire North America, LLC, ("Aspire") as follows:

- a) Manufacturing & Supply Agreement ("MSA")

b) Exclusive Distribution Agreement (“EDA”)

Aspire is a leading Los Angeles based, developer, manufacturer and marketer of cannabis vaporizer hardware.

The MSA provides for Hempacco Co., as a client of Aspire, to manufacture at Client’s Facility finished consumer vaporization goods using the products, filling Machines, their respective patents and other IP Rights embodied therein, and to fill with Client’s Finished Oils (collectively, “Finished Goods”); and (b) sell and distribute the Client Products as part of Client’s Finished Goods throughout the Territory (collectively, "Limited Distribution License").

On September 5, 2023, the Company entered into an agreement with Sound Capital/Richard Chancis for the provision of investor awareness and public relations services. Compensation will be comprised of:

- i) A monthly cash payment of \$7,500, and
- ii) The transfer of 500,000 shares of Hempacco common stock currently owned by the Company, transferred in quarterly installments.

The term of the agreement will be for a period of twelve months, subject to termination by either party with thirty days’ written notice.

On December 31, 2023, Hempacco acquired the Company’s 50% interest in Green Star Labs for \$2,500,000. Hempacco issued a promissory note in the amount of \$2,500,000 to the Company. As of December 31, 2023, the debt was partially settled by the offsetting of accounts receivable by Hempacco from GGII in the amount of \$1,813,802. This transaction resulted in the 100% ownership of Green Star Labs by Hempacco. As long as GGII retains controlling interest in Hempacco, the activities will be fully consolidated into the financial statements of the Company.

Effective April 23, 2024, Hempacco entered into another securities purchase agreement (the “Mast Hill April 23rd SPA”) with Mast Hill, pursuant to which we sold, and Mast Hill purchased, (i) a convertible promissory note in the principal amount of \$379,288.88 (the “Mast Hill April 23rd Note”), and (ii) warrants to purchase 113,786 shares of Common Stock (the “Mast Hill April 23rd Warrants”), for an aggregate purchase price of \$341,360 (the “Mast Hill April 23rd Transaction”), and we also entered into a registration rights agreement with Mast Hill (the “Mast Hill April 23rd RRA”). The Mast Hill April 23rd Transaction closed on April 23, 2024, and on such date pursuant to the Mast Hill April 23rd SPA, our broker-dealers in connection with the transaction were paid \$27,309 from the gross purchase price, we received net funding of \$308,051, and the Mast Hill April 23rd Note and Mast Hill April 23rd Warrants were issued to Mast Hill.

On May 3, 2024, The Board of Directors of Hempacco Co., Inc. approved a resolution approving the implementation of the previously approved Directors’ Compensation Plan. The basic terms of the compensation will remain the same except for the cash payment portion, which, due to the cash flow circumstances, will be paid by issuance of common shares. Subsequently 76,596 shares were approved for issuance in settlement of this obligation for the period commencing March 1, 2022, through May 31, 2024. In addition, 29,375 three-year warrants were approved, vesting monthly.

On May 2, 2024, Hempacco sold its US based cigarette manufacturing line for \$550,000, this will result in an approximate loss on sale of \$533,000. Accordingly, an impairment allowance of \$500,000 has been charged to the income statement for the year ended December 31, 2023.

On May 15, 2024, Viva Veritas LLC submitted a third Notice of Conversion to Hempacco. Specifically, Viva Veritas elected to convert \$90,700 of principal from the \$3,200,000 promissory note. Based on the conversion terms of the note, 100,000 shares were issued at a value of \$0.9070 per share. The remaining principal balance of the note (excluding accrued interest) after this conversion is \$2,599,289.

On May 20, 2024, Hempacco’s Board of Directors (with the Written Consent of Stockholders) of Cheech and Chong’s Hemp Company decided to dissolve the company as a result of the self-executing Event of Dissolution of the Joint Venture Agreement dated January 1, 2022, between Hempacco and Cheech and Chong’s Cannabis Company. This event was triggered by the reduction of sales and/or net profits below the pre-determined level agreed upon in writing by the JV Partners.

On June 1, 2024, Hempacco issued a 180-day, 8% promissory note to Tradelink Inc. in exchange for \$250,000 in cash.

On June 17, 2024, Hempacco filed Amended and Restated Articles of Incorporation with the Secretary of State for Nevada, in which the authorized share capital was increased from a total of 25 million (post reverse stock-split) to a total of 105 million shares of which 100 million are designated as common shares and 5 million are designated as preference shares. This decision was taken in order to be ready to accommodate any new issues resulting from a financing or investment situation.

On or about June 26, 2024, Hempacco entered into a Product Supply Agreement with Sprouts Holdings, LLC (“Sprouts”), an affiliate of Alfalfa Holdings, LLC, which superseded the prior joint venture and services agreement with Alfalfa and Talent, and pursuant to which Hempacco will manufacture and supply products to Sprouts Holdings, LLC, including the “Dogg lbs” brand of CBD gummies.

On June 26, 2024, Viva Veritas LLC submitted a fourth Notice of Conversion to Hempacco. Specifically, Viva Veritas elected to convert \$145,888 of principal from the \$3,200,000 promissory note. Based on the conversion terms of the note, 188,000 shares were issued at a value of \$0.7760 per share. The remaining principal balance of the note (excluding accrued interest) after this conversion is \$2,453,401.

On July 1, 2024, Hempacco received the expected Notification of delisting from Nasdaq, primarily for not meeting the annual meeting requirement by the deadline date of June 28, 2024 and also delinquent in filing Form 10-K for the year ended December 31, 2023, and Form 10-Q for the quarter ended March 31, 2024. Hempacco was also reminded of its continued delinquencies in not filing its annual report on Form 10-K and its quarterly report for the 3-months ended March 31, 2024, on Form 10-Q. Hempacco has until July 8, 2024, to file a request for an appeal hearing and a stay of the suspension pending this hearing. The hearings are typically held within 30 – 45 days from the date of application. Hempacco plans to request a hearing by the designated due date and plans to be compliant with all Nasdaq listing rules before the scheduled hearing date.

On July 3, 2024, Sciotech LLC funded a promissory note loan to Hempacco in the gross amount of \$111,111. After deduction of 10% original issuer discount of \$11,111, and brokers’ commission and fees of \$0, Hempacco received net proceeds of \$100,000. Additional compensation of 33,333 warrants were issued to the lender. Loan repayments are scheduled to begin on November 3, 2024, in the amount of \$18,519 per month for six months, followed by two payments of \$5,556. The note is convertible at any time into common shares Hempacco at a fixed conversion rate of \$2.30. Should Hempacco be in default under the terms of the loan, then the default conversion rate will be used. The default conversion rate is the lesser of 75% of the fixed rate or 90% (Default 87.5%) of the 5-day VWAP closing price of the common shares prior to the conversion date.

On July 3, 2024, Nottley Capital LLC funded a promissory note loan to Hempacco in the gross amount of \$166,667. After deduction of 10% original issuer discount of \$16,667, and brokers’ commission and fees of \$0, Hempacco received net proceeds of \$150,000. Additional compensation of 49,999 warrants were issued to the lender.

Loan repayments are scheduled to begin on November 3, 2024, in the amount of \$27,778 per month for six months, followed by two payments of \$8,333. The note is convertible at any time into common shares of Hempacco at a fixed conversion rate of \$2.30. Should Hempacco be in default under the terms of the loan, then the default conversion rate will be used. The default conversion rate is the lesser of 75% of the fixed rate or 90% (Default 87.5%) of the 5-day VWAP closing price of the common shares prior to the conversion date.

On July 7, 2024, Hempacco made an application for a hearing and a stay of the delisting until a determination is received from the hearing panel. On July 8, 2024, Hempacco received an official confirmation letter of our request for a hearing, and advised that the hearing date would be August 13, 2024, at 9:00 a.m. Eastern Time. The letter explained the various written submissions that should be sent to the hearing panel prior to the hearing date. The oral hearing will be held via videoconference. Hempacco anticipates that all outstanding SEC filings will be completed by the hearing date, and that a shareholders meeting will have been scheduled, where additional independent Directors will be appointed.

On July 10, 2024, Strategic ep LLC funded a promissory note loan to Hempacco in the gross amount of \$277,778. After deduction of 10% original issuer discount of \$27,778, and brokers’ commission and fees of \$0, Hempacco received net proceeds of \$250,000. Additional compensation of 83,333 warrants were issued to the lender. Loan repayments are scheduled to begin on November 10, 2024, in the amount of \$46,296 per month for six months, followed by two payments of \$13,889. The note is convertible at any time into common shares of Hempacco at a fixed conversion rate of \$2.30. Should Hempacco be in default

under the terms of the loan, then the default conversion rate will be used. The default conversion rate is the lesser of 75% of the fixed rate or 90% (Default 87.5%) of the 5-day VWAP closing price of the common shares prior to the conversion date.

On July 11, 2024, Eadwacer Holdings LLC funded a promissory note loan to Hempacco in the gross amount of \$277,778. After deduction of 10% original issuer discount of \$27,778, and brokers' commission and fees of \$0, Hempacco received net proceeds of \$250,000. Additional compensation of 83,333 warrants were issued to the lender. Loan repayments are scheduled to begin on November 11, 2024, in the amount of \$46,296 per month for six months, followed by two payments of \$13,889. The note is convertible at any time into common shares of Hempacco at a fixed conversion rate of \$2.30. Should Hempacco be in default under the terms of the loan, then the default conversion rate will be used. The default conversion rate is the lesser of 75% of the fixed rate or 90% (Default 87.5%) of the 5-day VWAP closing price of the common shares prior to the conversion date.

On July 29, 2024, Hempacco signed an investor relations consulting agreement with IR Agency for the provision of consulting services for a period of one month. Compensation is comprised of \$250,000 in cash payable by July 29, 2024.

On August 12, 2024, Hempacco filed Form 14A (Proxy Statement) with the SEC announcing the upcoming virtual annual general meeting on October 3, 2024. We did not hold an annual meeting last year, and as such we are holding a combined 2023 and 2024 annual meeting this year.

On August 14, 2024, Hempacco received notification from Nasdaq that it no longer complied with the \$2,500,000 minimum value of shareholders equity. This was caused by the requirement to make a \$4.9m impairment allowance against long-lived assets in our audited financial statements for the year ended December 31, 2023. Hempacco is required to submit its response to this additional event of non-compliance, in writing to the Panel on or before August 21, 2024. The response will be considered by the Panel with regard to their decision. On August 20, 2024, an additional memorandum was submitted to the Nasdaq Hearings Panel explaining the reasons for the sudden drop in its shareholders' equity balance. A three-pronged approach to solving the problem was presented, comprised of:

- a) The continued conversion of the convertible promissory notes to common shares.
- b) The recouping of asset impairment, primarily on the vending kiosks, over the coming months as a result of the Celebrity Vending JV.
- c) The acquisition of new business lines and products for GSL, thereby reducing the rate of accumulated losses.

Green Star Labs, Inc. – Equity Investment

On August 21, 2024, Green Star Labs, Inc. ("GSL") entered into an LLC Operating Agreement with Global Pharma Manufacturing, LLC, ("GPM") an entity formed to manufacture "over the counter" medications ("OTC") at GSL's Ruffin Road manufacturing facility. The other two Members are OPMX, LLC ("OPMX") and ERVE, Inc. ("ERVE")

The Members initial percentage interest shall be as follows:

Green Star Labs, Inc.	- 35%
OPMX, LLC	- 35%
ERVE, Inc.	- 30%

The Business will be managed by Sandro Piancone, Fernando Garces and ERVE, Inc. No cash capital contributions are required from members GSL or OPMX as they will contribute manufacturing and sales services to the entity. ERVE is required to make a one-time, interest-free \$500,000 loan to the entity in consideration of its 30% membership interest. Repayments will be made by way of ERVE's share of distributable profits in accordance with the terms of the operating agreement.

April 23rd Financing Transaction

Effective April 23, 2024, we entered into another securities purchase agreement (the "Mast Hill April 23rd SPA") with Mast Hill, pursuant to which we sold, and Mast Hill purchased, (i) a convertible promissory note in the principal amount of \$379,288.88 (the "Mast Hill April 23rd Note"), and (ii) warrants to purchase 113,786 shares of Common Stock (the "Mast Hill April 23rd Warrants"), for an aggregate purchase price of \$341,360 (the "Mast Hill April 23rd Transaction"), and we also entered into a registration rights agreement with Mast Hill (the "Mast Hill April 23rd RRA").

The Mast Hill April 23rd Transaction closed on April 23, 2024, and on such date pursuant to the Mast Hill April 23rd SPA, our broker-dealers in connection with the transaction were paid \$27,309 from the gross purchase price, we received net funding of \$308,051, and the Mast Hill April 23rd Note and Mast Hill April 23rd Warrants were issued to Mast Hill.

The Mast Hill April 23rd Note matures 12 months following the issue date, accrues guaranteed interest of 10% per annum (with the first 12 months of interest guaranteed and earned in full as of issuance of the note), is unsecured, and is generally required to be repaid 1/6th each month (\$63,220/month for six months, and \$12,699/month for the following two months), with such repayments beginning 4 months after the issue date (August 23, 2024). The Mast Hill April 23rd Note is convertible into shares of Common Stock at the election of the holder at a conversion price equal to \$2.30/share subject to adjustment as provided in the Mast Hill April 23rd Note (the “Conversion Price”).

The Conversion Price shall be adjusted if an Event of Default (as such term is defined in the Mast Hill April 23rd Note, and which includes any failure to pay monthly amortization payments as required by the Mast Hill April 23rd Note) has occurred, in which case the Conversion Price shall mean the lesser of (i) 75% of \$2.30/share (which percentage shall be reduced by 10% for each 30 calendar day period that passes after the Event of Default, but shall not be reduced lower than 50%), or (ii) 90% of the lowest volume-weighted average price on any trading day (any day that shares of Common Stock are listed for trading or quotation on any exchange or trading market is listed or traded, or if the Common Stock is not listed or traded, any calendar day) during the 5 trading days prior to the conversion date (which percentage shall be reduced to 87.5% if Hempacco has failed to make a required monthly payment); provided, however, that the holder may not convert the Mast Hill April 23rd Note to the extent that such conversion would result in the holder’s beneficial ownership of Common Stock being in excess of 4.99% of the issued and outstanding Common Stock.

In addition, if at any time while the convertible note remains outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable conversion price of the convertible note, the holder of the convertible note shall have the right to reduce the conversion price to such lower price.

Finally, the holder is entitled to deduct \$1,750 from the conversion amount in each note conversion to cover the holder’s fees associated with the conversion, provided that the gross conversion amount in that conversion is at least \$25,000.

Mast Hill April 23rd Warrants have a 5-year term, are exercisable on a cashless basis, and have an exercise price of \$2.30, subject to customary anti-dilution adjustments. In addition, subject to certain limited exceptions, if at any time while the Mast Hill April 23rd Warrants remain outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable exercise price of the Mast Hill April 23rd Warrants, the holder shall have the right to reduce the exercise price to such lower price. At any time when the market price (the highest traded price of our Common Stock during the 30 trading days prior to the exercise notice), is in excess of the exercise price, the holder of the Mast Hill April 23rd Warrants shall have the right to exercise the Mast Hill April 23rd Warrants by means of a “cashless exercise” in accordance with the formula provided in the Mast Hill April 23rd Warrants.

The Mast Hill April 23rd RRA requires Hempacco to file with the SEC a registration statement registering for resale by Mast Hill the shares of Hempacco common stock issued or issuable to it under the Mast Hill April 23rd Transaction within 90 days of closing and have such registration statement effective within 120 days.

July 3rd through July 11th Financing Transactions

On July 3, 2024, Sciotech LLC (“Sciotech”) funded a promissory note loan in the gross amount of \$111,111. After deduction of 10% original issuer discount of \$11,111, and brokers’ commission and fees of \$0, Hempacco received net proceeds of \$100,000. Additional compensation of 33,333 warrants were issued to the lender. Loan repayments are scheduled to begin on November 3, 2024, in the amount of \$18,519 per month for six months, followed by two payments of \$5,556.

The note is convertible at any time into common shares of Hempacco at a fixed conversion rate of \$2.30. Should Hempacco be in default under the terms of the loan, then the default conversion rate will be used. The default conversion rate is the lesser of 75% of the fixed rate or 90% of the 5-day VWAP closing price of the common shares prior to the conversion date.

On July 3, 2024, Nottley Capital LLC (“Nottley”) funded a promissory note loan in the gross amount of \$166,667. After deduction of 10% original issuer discount of \$16,667, and brokers’ commission and fees of \$0, Hempacco received net proceeds of \$150,000. Additional compensation of 49,999 warrants was issued to the lender. Loan repayments are scheduled to begin on November 3, 2024, in the amount of \$27,778 per month for six months, followed by two payments of \$8,333. The note is convertible at any time into common shares of Hempacco at a fixed conversion rate of \$2.30. Should Hempacco be in default under the terms of the loan, then the default conversion rate will be used. The default conversion rate is the lesser of 75% of the fixed rate or 90% (Default 87.5%) of the 5-day VWAP closing price of the common shares prior to the conversion date.

On July 10, 2024, Strategic ep LLC (“Strat ep”) funded a promissory note loan in the gross amount of \$277,778. After deduction of 10% original issuer discount of \$27,778, and brokers’ commission and fees of \$0, Hempacco received net proceeds of \$250,000. Additional compensation of 83,333 warrants were issued to the lender. Loan repayments are scheduled to begin on November 10, 2024, in the amount of \$46,296 per month for six months, followed by two payments of \$13,889. The note is convertible at any time into common shares of Hempacco at a fixed conversion rate of \$2.30. Should Hempacco be in default under the terms of the loan, then the default conversion rate will be used. The default conversion rate is the lesser of 75% of the fixed rate or 90% (Default 87.5%) of the 5-day VWAP closing price of the common shares prior to the conversion date.

On July 11, 2024, Eadwacer Holdings LLC (“Eadwacer”) funded a promissory note loan in the gross amount of \$277,778. After deduction of 10% original issuer discount of \$27,778, and brokers’ commission and fees of \$0, Hempacco received net proceeds of \$250,000. Additional compensation of 83,333 warrants were issued to the lender. Loan repayments are scheduled to begin on November 11, 2024, in the amount of \$46,296 per month for six months, followed by two payments of \$13,889. The note is convertible at any time into common shares of Hempacco at a fixed conversion rate of \$2.30. Should Hempacco be in default under the terms of the loan, then the default conversion rate will be used. The default conversion rate is the lesser of 75% of the fixed rate or 90% (Default 87.5%) of the 5-day VWAP closing price of the common shares prior to the conversion date.

The Sciotech, Nottley, Strat ep and Eadwacer (“SNSE”) July 2024 Warrants have a 5-year term, are exercisable on a cashless basis, and have an exercise price of \$2.30, subject to customary anti-dilution adjustments. In addition, subject to certain limited exceptions, if at any time while the SNSE July 2024 Warrants remain outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable exercise price of the SNSE July 2024 Warrants, the holder shall have the right to reduce the exercise price to such lower price.

At any time when the market price (the highest traded price of our Common Stock during the 30 trading days prior to the exercise notice), is in excess of the exercise price, the holder of the SNSE July 2024 Warrants shall have the right to exercise the Warrants by means of a “cashless exercise” in accordance with the formula provided in the SNSE July 2024 Warrants.

The SNSE July 2024 RRA’s require Hempacco to file with the SEC a registration statement registering for resale by SNSE the shares of Company common stock issued or issuable to it under the SNSE July 2024 Transactions within 90 days of closing and have such registration statements effective within 120 days.

On August 9, 2024, the Board of Directors appointed Paul Glavine and Harrison Newlands as members of the Board of Hempacco Co., Inc. to fill two vacancies on the Board. Mr. Glavine and Mr. Newlands are both considered “independent” directors under relevant SEC and Nasdaq rules, and they will each serve with Jerry Halamuda on Hempacco’s Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee.

Paul Glavine, age 35, is the Co-founder, and has served as the Chief Growth Officer and Director, of Cybin Inc. since October 2019. With a wealth of experience and a proven track record, Mr. Glavine has been instrumental in driving the growth and innovation of several pioneering companies. Starting his impactful journey as CEO of Cybin Inc. (from October 2019 through August 2020), Mr. Glavine has led the charge in developing psychedelic therapeutics aimed at addressing critical mental health challenges. In addition to his role at Cybin, Mr. Glavine co-founded Truverra, a company dedicated to developing cannabinoid based therapies for pain disorders.

His strategic insights and leadership have propelled Truverra to the cutting edge of cannabis-based medical solutions. After this, it led him to Co-Found Harts Cannabis, a designated pre-roll manufacturer in Canada. As a serial entrepreneur and astute investor, Mr. Glavine has successfully raised and completed mergers and acquisitions totaling over \$450 million in the past six years.

Harrison Newlands, age 33, has a diverse understanding of capital markets, having invested, advised, and helped co-found dozens of mid-cap companies spanning close to a decade of experience in the industry. Mr. Newlands started his career working on Bay Street as a Research Associate at MacNicol & Associates, thereafter he jumped into the fast-growing cannabis industry, and was one of the co-founders of Fire & Flower, one of Canada's first retail-focused cannabis companies, where he led its early growth and served as Director of Business Development from March 2017-April 2019. Shortly thereafter, he helped take the first EV company public in Canada through a SPAC (Taiga Motors, where he served as strategic advisor from July 2019-March 2020), as well as launched Hoshi International, a producer of medical cannabis with a state-of-the-art facility in Portugal, focusing on the emerging European market (where he served as Director of Strategic Relations from April 2019-August 2022, and Vice President of Strategy and Investor Relations from August 2021-December 2022).

Mr. Newlands then went on to co-found Hypercharge Networks, Canada's first publicly traded EV charging company (where he was a strategic advisor from January 2021-July 2024). Mr. Newlands was formerly a partner at Rockbank Capital, a Vancouver based Merchant Bank (from July 2021-September 2023), and, since January 2018, he has been the managing partner of North King Capital, an independent Toronto-based consulting firm, where he focuses on providing advisory services to companies throughout North America, helping guide companies through the capital markets landscape. Mr. Newlands currently sits on the board of a local Ontario-based charitable foundation and mentors students and start-ups at the University of Guelph.

Hempacco has not yet entered into any agreements with Mr. Glavine or Mr. Newlands, and the terms of their compensation have not yet been determined.

On August 13, 2024, Hempacco met with the Nasdaq Hearings Panel (the "Panel"), via video conferencing, and presented a case for the granting of additional time in which to achieve full compliance with all of the Nasdaq rules that Hempacco is not currently in compliance with. Hempacco reported the filing of the outstanding annual report on Form 10-K on August 9, 2024, as well as the appointment of two new independent directors.

The availability of Form 10-K made possible the filing of SEC Form 14A and the AGM proxy statement on August 12, 2024. The earliest possible date for the annual general meeting is October 3, 2024, due to the various statutory notice periods that have to be complied with. The Panel will advise Hempacco of its decision within 14 days of the hearing.

On August 23, 2024, Hempacco entered into a Subscription Agreement for the purchase of 925,926 common shares of McQueen Labs Inc. ("McQueen"). The investment was made pursuant to a private placement offering of \$1,700,000 by McQueen for the purposes of launching a new venture in the crypto space, whereby investors will be able to acquire fractional ownership of rare and luxury assets such as exotic automobiles, paintings and other works of art which will be controlled and secured through a blockchain system. Hempacco has been in discussions with McQueen with a view to undertaking a program of mutual investments via securities exchange agreements.

On August 31, 2024, the Company decided not to renew its lease on the Scottsdale, Arizona office space.

Nasdaq – Notice of Delisting

On September 4, 2024, Hempacco Co., Inc. received notice from the Nasdaq Stock Market LLC ("Nasdaq") Office of the General Counsel, that it had determined to deny the request of Hempacco to continue listing its securities on Nasdaq. Hempacco is in violation of the annual meeting of shareholders requirement in Nasdaq Listing Rule 5620(a), as well as the obligation to file periodic financial reports with the U.S. Securities and Exchange Commission ("SEC") as required under Nasdaq Listing Rule 5250(c)(1).

Hempacco's common stock began trading under the trading symbol "HPCO" on the Expert Market of the OTC Link alternative trading system operated by OTC Markets Group Inc. on or about September 6, 2024. If Hempacco does not request a Nasdaq Listing and Hearing Council Review, or if such review does not result in Nasdaq reversing its delisting decision, Hempacco intends to apply to have its common stock quoted on the OTCQB Venture Market of the OTC Link; however, there can be no assurances that its common stock will be approved for quotation, or will continue, to be quoted on such market.

On August 31, 2024, the Company entered into an asset purchase agreement with Alliance Nutra, Inc., a Delaware Corporation with its place of business being in Colorado. Alliance is a nutraceutical manufacturing company whose products will now be manufactured in San Diego by the Company's affiliate, Green Star Labs, Inc. The total purchase price of \$4,447,083 is comprised of 8,212,885,389 shares of the Company's common stock valued at \$0.0005 per share on August 31, 2024, and

representing 15% of the Company's outstanding common shares prior to the acquisition, plus the assumption of two business loans with current balances of approximately \$340,640. The value of assets and inventory is \$1,161,928, with the balance of \$3,285,155 being attributed to goodwill.

On October 1, 2024, the Company entered into an equipment lease with Green Star Labs, Inc. whereby the Alliance Nutra equipment would be leased on a one-year operating lease by GSL for a monthly rental payment of \$20,000.

On September 18, 2024, Hempacco signed a securities exchange agreement with Sol Global Investments, whereby Sol would cancel its promissory note dated September 23, 2024, in exchange for the 925,926 common shares of McQueen Labs, Inc. purchased by Hempacco on September 23, 2024. No further consideration shall be exchanged by the parties.

On October 3, 2024, the Company held its Annual Meeting of Shareholders for the years 2023 and 2024. A Quorum of 64.5% of the available shareholder votes was received. The following three items were voted on and approved:

- a) Appointment of Directors.
- b) Ratification of the appointment of dbbmckennon as the Company's independent registered public accounting firm.
- c) To approve, by non-binding vote, the compensation of the Company's named executives.

On October 4, 2024, Messrs. Glavine and Newlands resigned as Directors of Hempacco Co., Inc.

On October 7, 2024, the Company terminated its Joint Venture Manufacturing Agreement with Organipure, Inc.

On October 30, 2024, the Company filed a Certificate of Amendment to its Certificate of Incorporation with the Delaware Secretary of State, whereby the Company's name would be changed from Green Globe International, Inc. to **Fast Moving Consumer Goods, Inc.** This change was approved by the Board of Directors pursuant to the settlement of a complaint brought by Green Building Initiative, Inc. ("GBI") an Oregon non-profit corporation. GBI owns the registered trademark "Green Globes, US" and had accused GGII of infringing its IP rights. GBI was not claiming any monetary damages or compensation. Despite there being no connection between the businesses owned or controlled by GGII and the operations of GBI, the Company decided that hiring an Oregon lawyer to dispute these claims was an unnecessary cost. After ascertaining the outcome desired by GBI, which was that GGII change its name and cease to use the GGII ticker symbol and any logo utilizing a green globe, acquiescence to these demands was agreed to in order to have the lawsuit withdrawn. GGII is currently embarking on a program of acquiring new consumer focused business lines, and the re-branding of GGII to Fast Moving Consumer Goods, Inc. will commence in the coming months. An application has been made to FINRA for approval of the new name and the issuance of a new ticker symbol. The symbol FMCG is the Company's first choice, the final decision is in the hands of FINRA after they investigate the existence of any existing conflicting symbols.

On November 4, 2024, Hempacco Co. Inc. signed an agreement with Erve, Inc. to sell 3,000 common shares of Green Star Labs, Inc. representing 30% of the outstanding common shares currently held, 100% by Hempacco, for a total consideration of \$1,500,000.

Going Concern Matters

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles in the United States ("GAAP"), which contemplates the Company's continuation as a going concern. The Company incurred a net loss of \$9,468,794 and \$15,189,414 during the year ended December 31, 2024, and 2023 respectively, and has an accumulated deficit of \$41,131,545 as of December 31, 2024. In addition, the Company has a \$5,741,093 "Right of Use Asset" liability which is offset by a Right of Use Asset in the Other Assets section of the Balance Sheet.

Management intends to raise additional operating funds through equity and/or debt offerings. However, there can be no assurance that management will be successful in its endeavors. Due to uncertainties related to these matters, there exists a substantial doubt about the ability of the Company to continue as a going concern. The accompanying financial statements do not include any adjustments related to the recoverability or classification of asset-carrying amounts or the amounts and classification of liabilities that may result should the Company be unable to continue as a going concern. If we are not able to

successfully execute our future operating plans, our financial condition and results of operation may be materially adversely affected, and we may not be able to continue as a going concern.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited Condensed Financial Statements and related notes have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). The unaudited Condensed Consolidated Financial Statements reflect all normal recurring adjustments which, in management's opinion, are necessary for a fair statement of the Company's financial position, results of operations and stockholders' equity and cash flow for interim periods.

In order to comply with accounting standard ASC 805-50-05-5 which describes a merger or acquisition of companies under common control, thereby causing a change in the reporting entity, and considering that GGII had control of GSL with effect from January 1, 2022, the Company has retrospectively revised all comparative periods presented in these financial statements to reflect ownership of GSL by Hempacco for the whole of the 2022 fiscal year.

Principles of Consolidation

The financial statements include the accounts of the Company and all of its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Joint Venture entities where the Company owns at least 51% voting control and controls the accounting, administration and financing of the entities will be accounted for under ASC 810-10 which will allow full consolidation of the assets and liabilities into the Company's balance sheet, with non-controlling interests being calculated and disclosed in the balance sheet and operating statement of the Company. Joint Venture entities where the Company owns less than 51% are evaluated for treatment as variable interest entities. The Company may provide accounting and administration for these entities, may have board of director control, and may provide the majority of funding for these entities. Any entities not falling within this criterion will be accounted for under ASC 323-30.

These condensed consolidated interim financial statements include the operating results and the assets of four joint venture entities that have been deemed variable interest entities for the period ended December 31, 2024. The non-controlling interests of these ventures have been disclosed on the consolidated balance sheet and income statement.

Equity Method Investments in Unconsolidated Affiliates

We apply the equity method of accounting for investments when we have significant influence but not controlling interest in the investee. Judgment regarding the level of influence over each equity method investment includes key factors such as ownership interest, representation on the board of directors, participation in policy-making decisions, operational decision making authority, and material intercompany transactions. Under this method of accounting, our proportionate share of the net income (loss) resulting from these investments is reported in "Other income and expenses" in the consolidated statements of operations since the activities of the investees are closely aligned with, and a critical part of, our operations. The carrying value of our equity method investments is reported as "Equity investment in related party" in our consolidated balance sheets.

For all equity method investments, we record our share of an investee's income or loss on a one quarter lag. We evaluate material events occurring during the quarter lag to determine whether the effects of such events should be disclosed in our financial statements. We classify distributions received from equity method investments using the cumulative earnings approach on our consolidated statements of cash flows. A change in our proportionate share of an investee's equity resulting from issuance of common shares or in-substance common shares by the investee to third parties is recorded as a gain or loss in our consolidated statements of operations in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 323, "*Investments-Equity Method and Joint Ventures*" (Subtopic 10-40-1).

We assess investments for impairment whenever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. If the decline in value is considered to be other than temporary, the investment is written

down to its estimated fair value, which establishes a new cost basis in the investment. We did not record any such impairment charges for any periods presented.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Some of these judgments can be subjective and complex, and, consequently, actual results may differ from these estimates.

Concentration of Credit Risk

Financial instruments, which potentially subject us to concentrations of credit risk, consist principally of cash. Our cash balances are maintained in accounts held by major banks and financial institutions located in the United States. The Company occasionally maintains amounts on deposit with a financial institution that are in excess of the federally insured limit of \$250,000. The risk is managed by maintaining all deposits in high quality financial institutions.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and highly liquid investments with remaining maturities of less than ninety days at the date of purchase. We have not experienced any losses related to these balances, and we believe the credit risk to be minimal. The Company does not have any cash equivalents.

Inventory

Inventory is stated at the lower of cost and net realizable value on a first-in, first-out basis. Net realizable value is the estimated selling price in the ordinary course of business less any applicable selling expenses. Cost includes all expenses directly attributable to the manufacturing process as well as suitable portions of related production overheads, based on normal operating capacity. The Company periodically reviews the value of items in inventory and provides write-downs or write-offs of inventory based on its assessment of market conditions, including forecasted demand compared to quantities on hand, as well as other factors such as potential excess or aged inventories based on product shelf life, and other factors that affect inventory obsolescence.

Basic and Diluted Net Loss per Common Share

Pursuant to ASC 260, "Earnings Per Share," basic net income and net loss per share are computed by dividing the net income and net loss by the weighted average number of common shares outstanding. Diluted net income and net loss per share is the same as basic net income and net loss per share when their inclusion would have an anti-dilutive effect due to our continuing net losses.

For the twelve months ended December 31, 2024, and 2023, the following outstanding dilutive securities were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive.

	December 31	December 31
	2024	2023
	(GGII Shares)	(GGII Shares)
Warrants for GGII shares	1,146,887,277	1,135,823,597
Promissory notes convertible to shares	\$ 142,467	\$ 142,467

Fair Value of Financial Instruments

FASB ASC 820, *Fair Value Measurements and Disclosures* (“ASC 820”) establishes a framework for all fair value measurements and expands disclosures related to fair value measurement and developments. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

ASC 820 requires that assets and liabilities measured at fair value are classified and disclosed in one of the following three categories:

- Level 1—Quoted market prices for identical assets or liabilities in active markets or observable inputs.
- Level 2—Significant other observable inputs that can be corroborated by observable market data; and
- Level 3—Significant unobservable inputs that cannot be corroborated by observable market data.

The carrying amounts of cash, accounts receivable, accounts receivable – related parties, inventory, deposits and prepayments, accounts payable and accrued liabilities, accounts payable – related parties, customer pre-paid invoices and deposits, other short-term liabilities – equipment loan, operating lease – right of use liability – short term portion approximate fair value because of the short-term nature of these items.

Share-Based Compensation

The Company accounts for share-based compensation in accordance with ASC 718, “Compensation – Stock Compensation,” which requires all such compensation to employees and non-employees, including the grant of employee stock options, to be calculated based on its fair value at the measurement date (generally the grant date), and recognized in the statement of operations over the requisite service period or as vesting occurs.

The Company recorded \$4,750 and \$11,250 in share-based compensation expenses for the twelve months ended December 31, 2024, and 2023, respectively, pursuant to a contract with the Company’s Chief Financial Officer.

Advertising and Marketing Costs

Costs associated with advertising and marketing promotions are expensed as incurred. Advertising and marketing expenses were \$840,197 and \$1,559,456 for the twelve months ended December 2024, and 2023, respectively.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606, Revenue from Contracts with Customers. The Company generally earns its revenue by supplying goods or providing services under contracts with its customers in two primary revenue streams: manufacturing and commercial product supply and white label development services. The Company measures the revenue from customers based on the consideration specified in its contracts, or the value of the amount invoiced should the initial order be a basic purchase order or emailed order.

The Company recognizes revenue from customers when control of the goods or services are transferred to the customer, generally when products are shipped, at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods.

Per Company policy, any product that doesn’t meet the customer’s expectations can be returned within the first 30 days of delivery in exchange for another product or for a full refund. Any product sold through a distributor or retailer must be returned to the original purchase location for any return or exchange. For the period ended December 31, 2024, and 2023, the Company has not recorded any reserves on revenue.

The majority of the Company’s revenue is derived from sales of branded products to consumers via our direct-to- consumer (DTC) ecommerce website, distributors, and retail and wholesale “white label” business-to-business (B2B) customers.

For larger orders, the Company requires the customer to make a deposit equal to 50% of the invoice or order total which is recorded as customer prepaid invoices and deferred revenue on the balance sheet. When the product is shipped the customer deposit is recorded into revenue. The Company recorded \$1,184,764 and \$1,749,361 in customer pre-paid invoices and deposits for goods ordered but not delivered, as of December 31, 2024, and 2023, respectively.

In 2019, Hempacco entered into an arrangement with a customer whereby the Hempacco was provided with product from the customer for Hempacco's and the customer's use. Under the arrangement, 50% of the product provided by the customer was to compensate Hempacco for their services for processing and packaging the customers remaining 50% share.

The transaction was recorded at the fair market value of the inventory received, which was similar to the cost of the services to which were to be provided with an increase of \$623,375 to inventory and customer deposits. During the period ended December 31, 2024, Hempacco wrote off this unclaimed deposit which had been held for over five years, taking a credit of \$623,375 to miscellaneous income.

Non-Controlling Interests

The Company accounts for the non-controlling interests in its subsidiaries and joint ventures in accordance with U.S. GAAP/ASC 805-20. The Company has chosen to record the Minority interests (NCI's) in the equity section of the balance sheet, and on the income statement, the profit or loss attributable to the minority interest will be reported as a separate nonoperating line item.

The Company measures its NCI's using the percentage of ownership interest held by the respective NCI's during the accounting period in accordance with ASC 805-20. For the period ended December 31, 2024, and 2023, the Company reported minority interest in its accumulated losses and prior year end net assets of \$(14,172,751) and \$(7,075,889) respectively.

Details below.	December 31 2024	December 31 2023
Minority Interest at beginning of the year	(7,075,889)	(932,546)
Minority interests in accumulated deficit	(4,080,685)	(6,143,343)
Minority interests in net assets (less intangible assets)	<u>(3,016,177)</u>	<u>-</u>
TOTAL	(14,172,751)	(7,075,889)

Recent Accounting Pronouncements

In August 2020, the FASB issued ASU 2020-06, ASC Subtopic 470-20 "Debt—Debt with "Conversion and Other Options" and ASC subtopic 815-40 "Hedging—Contracts in Entity's Own Equity". The standard reduced the number of accounting models for convertible debt instruments and convertible preferred stock. Convertible instruments that continue to be subject to separation models are (1) those with embedded conversion features that are not clearly and closely related to the host contract, that meet the definition of a derivative, and that do not qualify for a scope exception from derivative accounting; and (2) convertible debt instruments issued with substantial premiums for which the premiums are recorded as paid-in capital. The amendments in this update are effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Company adopted this standard effective January 1, 2021.

The Company has reviewed all the other recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to have a material impact on our financial statements.

NOTE 3 – ACCOUNTS RECEIVABLE

Accounts receivables are recorded in accordance with ASC 310, "Receivables." Accounts receivables are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is the Company's best estimate of the amount

of probable credit losses in its existing accounts receivable. As of December 31, 2024 and, 2023, accounts receivable consisted of the following:

	December 31 2024	December 31 2023
Accounts receivable	\$ 721,686	\$ 239,981
Accounts receivable - related parties	130,281	
Allowance for doubtful accounts	(3,600)	(12,849)
Total accounts receivable	<u>\$ 848,367</u>	<u>\$ 227,132</u>

NOTE 5 - INVENTORIES

As of December 31, 2024, and 2023, inventory consisted of the following:

	December 31 2024	December 31 2023
Finished goods	\$ 1,371,558	\$ 280,089
Raw materials (Net of obsolescence allowance)	<u>1,378,726</u>	<u>2,262,539</u>
Total inventory at cost less obsolescence allowance	<u>\$ 2,750,284</u>	<u>\$ 2,542,628</u>

NOTE 5 - PROPERTY AND EQUIPMENT

As of December 31, 2024, and 2023, property and equipment consisted of the following:

	December 31 2024	December 31 2023
Production equipment	\$ 6,257,407	\$ 5,806,245
Leasehold improvements	31,431	31,431
Kiosks plus improvements	922,000	922,000
Less accumulated depreciation	<u>(1,530,989)</u>	<u>(1,358,003)</u>
Total property and equipment	<u>\$ 5,679,849</u>	<u>\$ 5,401,673</u>

Equipment depreciation expense totaled \$513,444 and \$396,750 for the twelve months ended December 31, 2024, and 2023, respectively.

NOTE 6 – OPERATING LEASES – RIGHT OF USE ASSETS

The Company entered into a 24-month lease in respect of approximately 457 square feet of office space on September 1, 2021, for a period of 2 years, in Scottsdale, Arizona. A security deposit of \$800 was paid, and the lease contains an option to extend for two further 24-month periods. Base monthly rent (inclusive of two parking spaces) commences at \$850 per month (plus AZ rent taxes) with subsequent defined annual increases. The lease is full-service gross with the exception of internet services which are borne by the lessee. At inception of the lease, the Company recorded a right of use asset and liability in the amount of \$16,567. The Company used an effective borrowing rate of 9.32% within the calculation. On August 9, 2023, the Company signed a 12-month extension to the lease and gave up one parking space. The new rent is \$825.00 plus local taxes, effective September 1, 2023. On August 31, 2024, the lease expired and was not renewed.

Hempacco entered into a 72-month lease to lease approximately 6,300 square feet of manufacturing, storage, and office space on January 1, 2020, for a period of 6 years with Primus Logistics, Inc. (“Primus”), a related party that is controlled by Hempacco’s CEO. Approximately 1,800 square feet (28.5%) is used as a manufacturing facility with the balance used as corporate offices and storage. There was no security deposit paid, and the lease carries no optional extension periods. The term of the lease is for six years. At inception of the lease, recorded a right of use asset and liability. Hempacco used an effective borrowing rate of 6.23% within the Hempacco calculation.

In addition to the rental of manufacturing space, Hempacco transacts routine storage business with Primus. The primary business of Primus is the provision of cold storage facilities used for perishable raw materials and finished products from pharmaceutical manufacturing companies. Hempacco stores its raw hemp smokable material with Primus.

Base monthly rent commenced at \$10,000 per month, with subsequent defined annual increases. All operating expenses are borne by the lessee. Amounts payable to the related party for rent as of December 31, 2024, and 2023, were \$75,908 and \$0 respectively. On December 31, 2024, and 2023, the amounts of \$0 and \$0 respectively, of prepaid rent were included in the deposits and prepayments account.

Hempacco Co. assumed a 63-month lease in respect of a 47,544-sf industrial building in San Diego, as part of the terms of the Green Star Labs, Inc. joint venture. See Note 1 above. Base rental is \$69,102 as of month 33, increasing by 3% on the anniversary date of the lease. The lease expires on July 31, 2024, and there is one 5-year option to extend for a further five years. Hempacco recorded a right of use asset and liability in the amount of \$6,305,016 representing the net present value of the remaining lease payments at an incremental borrowing cost (“IBR”) of 5.75%.

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.

Operating lease right-of-use (“ROU”) assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Generally, the implicit rate of interest in arrangements is not readily determinable and Hempacco utilizes its incremental borrowing rate in determining the present value of lease payments. Hempacco’s incremental borrowing rate is a hypothetical rate based on its understanding of what its credit rating would be. The operating lease ROU asset includes any lease payments made and excludes lease incentives. Our variable lease payments primarily consist of maintenance and other operating expenses from our real estate leases. Variable lease payments are excluded from the ROU assets and lease liabilities and are recognized in the period in which the obligation for those payments is incurred. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term.

Lease expense, on the straight-line basis was \$1,180,788 and \$1,059,048 during the twelve months ended December 31, 2024, and 2023.

NOTE 7 – OTHER SHORT-TERM LIABILITIES – EQUIPMENT LOANS

On January 1, 2022, the Company acquired five operational vending kiosks located in Montreal, Canada. The agreed capital cost of approximately \$168,618 was represented by the outstanding loan balance of \$33,825 due to Ascentium Capital which was assumed by the Company plus \$9,793 in cash, plus the remaining balance which would be paid when the Company took possession of the assets. As of December 31, 2023, the five kiosks had not been received, and it was decided that the capitalized value of \$33,825 should be charged as an impairment expense.

NOTE 8 – CONVERTIBLE NOTES

As of December 31, 2024, a 12% GGII promissory note remained outstanding totaling \$142,467. The note is technically in default, and an extension arrangement has been agreed to with the lender, with a new maturity date of June 30, 2025.

On or about June 24, 2022, GGII issued a promissory note to a related party for \$100,000. The note carried an interest rate of 8% and matured on May 24, 2022, and was secured by 100,000 common shares of Hempacco Co., Inc. currently owned by GGII. On June 30, 2023, a settlement was reached for the issuance of 216,211 common shares of Hempacco Co. in full settlement of the principal and accrued interest.

October 19th and 20th Financing Transactions

Effective October 19, 2023, we entered into a securities purchase agreement (the “FirstFire October 19th SPA”) with FirstFire Global Opportunities Fund, LLC, a Delaware limited liability company (“FirstFire”), pursuant to which we sold, and FirstFire purchased, (i) a convertible promissory note in the principal amount of \$277,777.78 (the “FirstFire October 19th Note”), (ii) warrants to purchase 120,370 shares of Common Stock (the “FirstFire October 19th Warrants”), and (iii) 27,777 shares of Common Stock (the “FirstFire October 19th Shares”), for an aggregate purchase price of \$250,000 (the “FirstFire October 19th Transaction”), and we also entered into a registration rights agreement with FirstFire (the “FirstFire October 19th RRA”). The FirstFire October 19th Transaction closed on October 19, 2023, and on such date pursuant to the FirstFire October 19th SPA, FirstFire’s legal expenses of \$10,000 were paid from the gross purchase price, our broker-dealer in connection with the transaction was paid \$20,000 from the gross purchase price, we received net funding of \$220,000, and the FirstFire October 19th Note, FirstFire October 19th Warrants, and FirstFire October 19th Shares were issued to FirstFire.

The FirstFire October 19th Note matures 12 months following the issue date, accrues guaranteed interest of 10% per annum (with the first 12 months of interest guaranteed and earned in full as of issuance of the note), is unsecured, and is required to be repaid \$46,300/month for 6 months beginning February 18, 2024, with additional payments of \$9,300/month due on August 18, 2024, and September 18, 2024, and all other amounts under the note due on October 18, 2024. The FirstFire October 19th Note is convertible into shares of Common Stock at the election of the holder at a conversion price equal to \$1.50/share subject to adjustment as provided in the FirstFire October 19th Note (the “Conversion Price”).

The Conversion Price shall be adjusted if an Event of Default (as such term is defined in the FirstFire October 19th Note, and which includes any failure to pay monthly amortization payments as required by the FirstFire October 19th Note) has occurred, in which case the Conversion Price shall mean the lesser of (i) 75% of \$1.50/share (which percentage shall be reduced by 10% for each 30 calendar day period that passes after the Event of Default, but shall not be reduced lower than 50%), or (ii) 90% of the lowest volume-weighted average price on any trading day (any day that shares of Common Stock are listed for trading or quotation on any exchange or trading market is listed or traded, or if the Common Stock is not listed or traded, any calendar day) during the 5 trading days prior to the conversion date (which percentage shall be reduced to 87.5% if the Company has failed to make a required monthly payment); provided, however, that the holder may not convert the FirstFire October 19th Note to the extent that such conversion would result in the holder’s beneficial ownership of Common Stock being in excess of 4.99% of the issued and outstanding Common Stock.

In addition, if at any time while the convertible note remains outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable conversion price of the convertible note, the holder of the convertible note shall have the right to reduce the conversion price to such lower price. Finally, the holder is entitled to deduct \$1,750 from the conversion amount in each note conversion to cover the holder’s fees associated with the conversion, provided that the gross conversion amount in that conversion is at least \$25,000.

The FirstFire October 19th Warrants have a 5-year term, are exercisable on a cashless basis, and have an exercise price of \$1.50, subject to customary anti-dilution adjustments. In addition, subject to certain limited exceptions, if at any time while the FirstFire October 19th Warrants remain outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable exercise price of the FirstFire October 19th Warrants, the holder shall have the right to reduce the exercise price to such lower price. At any time when the market price (the highest traded price of our Common Stock during the 30 trading days prior to the exercise notice), is in excess of the exercise price, the holder of the FirstFire October 19th Warrants shall have the right to exercise the FirstFire October 19th Warrants by means of a “cashless exercise” in accordance with the formula provided in the FirstFire October 19th Warrants.

Effective October 20, 2023, we entered into a securities purchase agreement (the “Mast Hill October 20th SPA”) with Mast Hill Fund, L.P., a Delaware limited partnership (“Mast Hill”), pursuant to which we sold, and Mast Hill purchased, (i) a convertible promissory note in the principal amount of \$835,000 (the “Mast Hill October 20th Note”), (ii) warrants to purchase 361,832 shares of Common Stock (the “Mast Hill October 20th Warrants”), and (iii) 83,497 shares of Common Stock (the “Mast Hill October 20th Shares”), for an aggregate purchase price of \$751,500 (the “Mast Hill October 20th Transaction”), and we also entered into a registration rights agreement with Mast Hill (the “Mast Hill October 20th RRA”). The Mast Hill October 20th Transaction closed on October 20, 2023, and on such date pursuant to the Mast Hill October 20th SPA, Mast Hill’s legal expenses of \$7,500 were paid from the gross purchase price, our broker-dealer in connection with the transaction was paid \$57,240 from the gross purchase price, we received net funding of \$686,760, and the Mast Hill October 20th Note, Mast Hill October 20th Warrants, and Mast Hill October 20th Shares were issued to Mast Hill.

The Mast Hill October 20th Note matures 12 months following the issue date, accrues guaranteed interest of 10% per annum (with the first 12 months of interest guaranteed and earned in full as of issuance of the note), is unsecured, and is required to be repaid \$139,177.80/month for 6 months beginning February 19, 2024, with additional payments of \$27,955.80/month due on August 19, 2024, and September 19, 2024, and all other amounts under the note due on October 19, 2024. The Mast Hill October 20th Note is convertible into shares of Common Stock at the election of the holder at a conversion price equal to \$1.50/share subject to adjustment as provided in the Mast Hill October 20th Note (the “Conversion Price”).

The Conversion Price shall be adjusted if an Event of Default (as such term is defined in the Mast Hill October 20th Note, and which includes any failure to pay monthly amortization payments as required by the Mast Hill October 20th Note) has occurred, in which case the Conversion Price shall mean the lesser of (i) 75% of \$1.50/share (which percentage shall be reduced by 10% for each 30 calendar day period that passes after the Event of Default, but shall not be reduced lower than 50%), or (ii) 90% of the lowest volume-weighted average price on any trading day (any day that shares of Common Stock are listed for trading or quotation on any exchange or trading market is listed or traded, or if the Common Stock is not listed or traded, any calendar day) during the 5 trading days prior to the conversion date (which percentage shall be reduced to 87.5% if the Company has failed to make a required monthly payment); provided, however, that the holder may not convert the Mast Hill October 20th Note to the extent that such conversion would result in the holder’s beneficial ownership of Common Stock being in excess of 4.99% of the issued and outstanding Common Stock.

In addition, if at any time while the convertible note remains outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable conversion price of the convertible note, the holder of the convertible note shall have the right to reduce the conversion price to such lower price. Finally, the holder is entitled to deduct \$1,750 from the conversion amount in each note conversion to cover the holder’s fees associated with the conversion, provided that the gross conversion amount in that conversion is at least \$25,000.

The Mast Hill October 20th Warrants have a 5-year term, are exercisable on a cashless basis, and have an exercise price of \$1.50, subject to customary anti-dilution adjustments. In addition, subject to certain limited exceptions, if at any time while the Mast Hill October 20th Warrants remain outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable exercise price of the Mast Hill October 20th Warrants, the holder shall have the right to reduce the exercise price to such lower price. At any time when the market price (the highest traded price of our Common Stock during the 30 trading days prior to the exercise notice), is in excess of the exercise price, the holder of the Mast Hill October 20th Warrants shall have the right to exercise the Mast Hill October 20th Warrants by means of a “cashless exercise” in accordance with the formula provided in the Mast Hill October 20th Warrants.

December 12th and 19th Financing Transactions

Effective December 12, 2023, we entered into another securities purchase agreement (the “Mast Hill December 12th SPA”) with Mast Hill, pursuant to which we sold, and Mast Hill purchased, (i) a convertible promissory note in the principal amount of \$835,000 (the “Mast Hill December 12th Note”), (ii) warrants to purchase 361,832 shares of Common Stock (the “Mast Hill December 12th Warrants”), and (iii) 83,497 shares of Common Stock (the “Mast Hill December 12th Shares”), for an aggregate purchase price of \$751,500 (the “Mast Hill December 12th Transaction”), and we also entered into a registration rights agreement with Mast Hill (the “Mast Hill December 12th RRA”). The Mast Hill December 12th Transaction closed on December 12, 2023, and on such date pursuant to the Mast Hill December 12th SPA, Mast Hill’s legal expenses of \$15,000 were paid from the gross purchase price, our broker-dealers in connection with the transaction were paid \$63,000 from the gross purchase price, we

received net funding of \$673,500, and the Mast Hill December 12th Note, Mast Hill December 12th Warrants, and Mast Hill December 12th Shares were issued to Mast Hill.

The Mast Hill December 12th Note matures 12 months following the issue date, accrues guaranteed interest of 10% per annum (with the first 12 months of interest guaranteed and earned in full as of issuance of the note), is unsecured, and is required to be repaid \$139,177.80/month for 6 months beginning April 11, 2024, with additional payments of \$27,955.80/month due on October 11, 2024, and November 11, 2024, and all other amounts under the note due on December 11, 2024. The Mast Hill December 12th Note is convertible into shares of Common Stock at the election of the holder at a conversion price equal to \$1.50/share subject to adjustment as provided in the Mast Hill December 12th Note (the “Conversion Price”).

The Conversion Price shall be adjusted if an Event of Default (as such term is defined in the Mast Hill December 12th Note, and which includes any failure to pay monthly amortization payments as required by the Mast Hill December 12th Note) has occurred, in which case the Conversion Price shall mean the lesser of (i) 75% of \$1.50/share (which percentage shall be reduced by 10% for each 30 calendar day period that passes after the Event of Default, but shall not be reduced lower than 50%), or (ii) 90% of the lowest volume-weighted average price on any trading day (any day that shares of Common Stock are listed for trading or quotation on any exchange or trading market is listed or traded, or if the Common Stock is not listed or traded, any calendar day) during the 5 trading days prior to the conversion date (which percentage shall be reduced to 87.5% if the Company has failed to make a required monthly payment); provided, however, that the holder may not convert the Mast Hill December 12th Note to the extent that such conversion would result in the holder’s beneficial ownership of Common Stock being in excess of 4.99% of the issued and outstanding Common Stock.

In addition, if at any time while the convertible note remains outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable conversion price of the convertible note, the holder of the convertible note shall have the right to reduce the conversion price to such lower price. Finally, the holder is entitled to deduct \$1,750 from the conversion amount in each note conversion to cover the holder’s fees associated with the conversion, provided that the gross conversion amount in that conversion is at least \$25,000.

The Mast Hill December 12th Warrants have a 5-year term, are exercisable on a cashless basis, and have an exercise price of \$1.50, subject to customary anti-dilution adjustments. In addition, subject to certain limited exceptions, if at any time while the Mast Hill December 12th Warrants remain outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable exercise price of the Mast Hill December 12th Warrants, the holder shall have the right to reduce the exercise price to such lower price. At any time when the market price (the highest traded price of our Common Stock during the 30 trading days prior to the exercise notice), is in excess of the exercise price, the holder of the Mast Hill December 12th Warrants shall have the right to exercise the Mast Hill December 12th Warrants by means of a “cashless exercise” in accordance with the formula provided in the Mast Hill December 12th Warrants.

Effective December 19, 2023, we entered into another securities purchase agreement (the “FirstFire December 19th SPA”) with FirstFire, pursuant to which we sold, and FirstFire purchased, (i) a convertible promissory note in the principal amount of \$277,777.78 (the “FirstFire December 19th Note”), (ii) warrants to purchase 120,370 shares of Common Stock (the “FirstFire December 19th Warrants”), and (iii) 27,777 shares of Common Stock (the “FirstFire December 19th Shares”), for an aggregate purchase price of \$250,000 (the “FirstFire December 19th Transaction”), and we also entered into a registration rights agreement with FirstFire (the “FirstFire December 19th RRA”). The FirstFire December 19th Transaction closed on December 19, 2023, and on such date pursuant to the FirstFire December 19th SPA, FirstFire’s legal expenses of \$2,500 were paid from the gross purchase price, our broker-dealers in connection with the transaction were paid \$20,000 from the gross purchase price, we received net funding of \$227,500, and the FirstFire December 19th Note, FirstFire December 19th Warrants, and FirstFire December 19th Shares were issued to FirstFire.

The FirstFire December 19th Note matures 12 months following the issue date, accrues guaranteed interest of 10% per annum (with the first 12 months of interest guaranteed and earned in full as of issuance of the note), is unsecured, and is required to be repaid \$46,300/month for 6 months beginning April 18, 2024, with additional payments of \$9,300/month due on October 18, 2024, and November 18, 2024, and all other amounts under the note due on December 18, 2024. The FirstFire December 19th Note is convertible into shares of Common Stock at the election of the holder at a conversion price equal to \$1.50/share subject to adjustment as provided in the FirstFire December 19th Note (the “Conversion Price”).

The Conversion Price shall be adjusted if an Event of Default (as such term is defined in the FirstFire December 19th Note, and which includes any failure to pay monthly amortization payments as required by the FirstFire December 19th Note) has occurred, in which case the Conversion Price shall mean the lesser of (i) 75% of \$1.50/share (which percentage shall be reduced by 10% for each 30 calendar day period that passes after the Event of Default, but shall not be reduced lower than 50%), or (ii) 90% of the lowest volume-weighted average price on any trading day (any day that shares of Common Stock are listed for trading or quotation on any exchange or trading market is listed or traded, or if the Common Stock is not listed or traded, any calendar day) during the 5 trading days prior to the conversion date (which percentage shall be reduced to 87.5% if the Company has failed to make a required monthly payment); provided, however, that the holder may not convert the FirstFire December 19th Note to the extent that such conversion would result in the holder's beneficial ownership of Common Stock being in excess of 4.99% of the issued and outstanding Common Stock. In addition, if at any time while the convertible note remains outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable conversion price of the convertible note, the holder of the convertible note shall have the right to reduce the conversion price to such lower price. Finally, the holder is entitled to deduct \$1,750 from the conversion amount in each note conversion to cover the holder's fees associated with the conversion, provided that the gross conversion amount in that conversion is at least \$25,000.

The FirstFire December 19th Warrants have a 5-year term, are exercisable on a cashless basis, and have an exercise price of \$1.50, subject to customary anti-dilution adjustments. In addition, subject to certain limited exceptions, if at any time while the FirstFire December 19th Warrants remain outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable exercise price of the FirstFire December 19th Warrants, the holder shall have the right to reduce the exercise price to such lower price. At any time when the market price (the highest traded price of our Common Stock during the 30 trading days prior to the exercise notice), is in excess of the exercise price, the holder of the FirstFire December 19th Warrants shall have the right to exercise the FirstFire December 19th Warrants by means of a "cashless exercise" in accordance with the formula provided in the FirstFire December 19th Warrants.

January 9th Financing Transaction

Effective January 9, 2024, we entered into another securities purchase agreement (the "Mast Hill January 9th SPA") with Mast Hill, pursuant to which we sold, and Mast Hill purchased, (i) a convertible promissory note in the principal amount of \$774,444.44 (the "Mast Hill January 9th Note"), (ii) warrants to purchase 335,591 shares of Common Stock (the "Mast Hill January 9th Warrants"), and (iii) 77,441 shares of Common Stock (the "Mast Hill January 9th Shares"), for an aggregate purchase price of \$696,999.99 (the "Mast Hill January 9th Transaction"), and we also entered into a registration rights agreement with Mast Hill (the "Mast Hill January 9th RRA"). The Mast Hill January 9th Transaction closed on January 9, 2024, and on such date pursuant to the Mast Hill January 9th SPA, Mast Hill's legal expenses of \$13,500 were paid from the gross purchase price, our broker-dealers in connection with the transaction were paid \$55,758 from the gross purchase price, we received net funding of \$627,741.99, and the Mast Hill January 9th Note, Mast Hill January 9th Warrants, and Mast Hill January 9th Shares were issued to Mast Hill.

The Mast Hill January 9th Note matures 12 months following the issue date, accrues guaranteed interest of 10% per annum (with the first 12 months of interest guaranteed and earned in full as of issuance of the note), is unsecured, and is required to be repaid \$129,084.40/month for 6 months beginning May 8, 2024, with additional payments of \$25,928.40/month due on November 8, 2024, and December 8, 2024, and all other amounts under the note due on January 8, 2025. The Mast Hill January 9th Note is convertible into shares of Common Stock at the election of the holder at a conversion price equal to \$1.50/share subject to adjustment as provided in the Mast Hill January 9th Note (the "Conversion Price").

The Conversion Price shall be adjusted if an Event of Default (as such term is defined in the Mast Hill January 9th Note, and which includes any failure to pay monthly amortization payments as required by the Mast Hill January 9th Note) has occurred, in which case the Conversion Price shall mean the lesser of (i) 75% of \$1.50/share (which percentage shall be reduced by 10% for each 30 calendar day period that passes after the Event of Default, but shall not be reduced lower than 50%), or (ii) 90% of the lowest volume-weighted average price on any trading day (any day that shares of Common Stock are listed for trading or quotation on any exchange or trading market is listed or traded, or if the Common Stock is not listed or traded, any calendar day) during the 5 trading days prior to the conversion date (which percentage shall be reduced to 87.5% if the Company has failed to make a required monthly payment); provided, however, that the holder may not convert the Mast Hill January 9th Note to the extent that such conversion would result in the holder's beneficial ownership of Common Stock being in excess of 4.99% of the issued and outstanding Common Stock.

In addition, if at any time while the convertible note remains outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable conversion price of the convertible note, the holder of the convertible note shall have the right to reduce the conversion price to such lower price. Finally, the holder is entitled to deduct \$1,750 from the conversion amount in each note conversion to cover the holder's fees associated with the conversion, provided that the gross conversion amount in that conversion is at least \$25,000.

The Mast Hill January 9th Warrants have a 5-year term, are exercisable on a cashless basis, and have an exercise price of \$1.50, subject to customary anti-dilution adjustments. In addition, subject to certain limited exceptions, if at any time while the Mast Hill January 9th Warrants remain outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable exercise price of the Mast Hill January 9th Warrants, the holder shall have the right to reduce the exercise price to such lower price. At any time when the market price (the highest traded price of our Common Stock during the 30 trading days prior to the exercise notice), is in excess of the exercise price, the holder of the Mast Hill January 9th Warrants shall have the right to exercise the Mast Hill January 9th Warrants by means of a "cashless exercise" in accordance with the formula provided in the Mast Hill January 9th Warrants.

The Mast Hill January 9th Transaction was the final transaction that was part of the 2023 Financing Transactions, on January 9, 2024, we filed a registration statement registering up to 6,600,295 shares of Common Stock issued or issuable to Mast Hill and FirstFire in the 2023 Financing Transactions, and that registration statement was declared effective by the SEC on February 6, 2024.

March 26th and 29th Financing Transactions

Effective March 26, 2024, we entered into another securities purchase agreement (the "Mast Hill March 26th SPA") with Mast Hill, pursuant to which we sold, and Mast Hill purchased, (i) a convertible promissory note in the principal amount of \$379,288.88 (the "Mast Hill March 26th Note"), and (ii) warrants to purchase 113,786 shares of Common Stock (the "Mast Hill March 26th Warrants"), for an aggregate purchase price of \$341,360 (the "Mast Hill March 26th Transaction"), and we also entered into a registration rights agreement with Mast Hill (the "Mast Hill March 26th RRA").

The Mast Hill March 26th Transaction closed on March 26, 2024, and on such date pursuant to the Mast Hill March 26th SPA, Mast Hill's legal expenses of \$6,000 were paid from the gross purchase price, our broker-dealers in connection with the transaction were paid \$27,308.80 from the gross purchase price, we received net funding of \$308,051.20, and the Mast Hill March 26th Note and Mast Hill March 26th Warrants were issued to Mast Hill.

The Mast Hill March 26th Note matures 12 months following the issue date, accrues guaranteed interest of 10% per annum (with the first 12 months of interest guaranteed and earned in full as of issuance of the note), is unsecured, and is generally required to be repaid 1/6th each month (\$63,219.87/month for six months, and \$12,698.59/month for the following two months), with such repayments beginning 4 months after the issue date (July 25, 2024).

The Mast Hill March 26th Note is convertible into shares of Common Stock at the election of the holder at a conversion price equal to \$2.30/share subject to adjustment as provided in the Mast Hill March 26th Note (the "Conversion Price"). The Conversion Price shall be adjusted if an Event of Default (as such term is defined in the Mast Hill March 26th Note, and which includes any failure to pay monthly amortization payments as required by the Mast Hill March 26th Note) has occurred, in which case the Conversion Price shall mean the lesser of (i) 75% of \$2.30/share (which percentage shall be reduced by 10% for each 30 calendar day period that passes after the Event of Default, but shall not be reduced lower than 50%), or (ii) 90% of the lowest volume-weighted average price on any trading day (any day that shares of Common Stock are listed for trading or quotation on any exchange or trading market is listed or traded, or if the Common Stock is not listed or traded, any calendar day) during the 5 trading days prior to the conversion date (which percentage shall be reduced to 87.5% if the Company has failed to make a required monthly payment); provided, however, that the holder may not convert the Mast Hill March 26th Note to the extent that such conversion would result in the holder's beneficial ownership of Common Stock being in excess of 4.99% of the issued and outstanding Common Stock. In addition, if at any time while the convertible note remains outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable conversion price of the convertible note, the holder of the convertible note shall have the right to reduce the conversion price to such lower price.

Finally, the holder is entitled to deduct \$1,750 from the conversion amount in each note conversion to cover the holder's fees associated with the conversion, provided that the gross conversion amount in that conversion is at least \$25,000.

The Mast Hill March 26th Warrants have a 5-year term, are exercisable on a cashless basis, and have an exercise price of \$2.30, subject to customary anti-dilution adjustments. In addition, subject to certain limited exceptions, if at any time while the Mast Hill March 26th Warrants remain outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable exercise price of the Mast Hill March 26th Warrants, the holder shall have the right to reduce the exercise price to such lower price. At any time when the market price (the highest traded price of our Common Stock during the 30 trading days prior to the exercise notice), is in excess of the exercise price, the holder of the Mast Hill March 26th Warrants shall have the right to exercise the Mast Hill March 26th Warrants by means of a "cashless exercise" in accordance with the formula provided in the Mast Hill March 26th Warrants.

The Mast Hill March 26th RRA requires the Company to file with the SEC a registration statement registering for resale by Mast Hill the shares of Company common stock issued or issuable to it under the Mast Hill March 26th Transaction within 90 days of closing and have such registration statement effective within 120 days.

Effective March 29, 2024, we entered into another securities purchase agreement (the "FirstFire March 29th SPA") with FirstFire, pursuant to which we sold, and FirstFire purchased, (i) a convertible promissory note in the principal amount of \$111,111.11 (the "FirstFire March 29th Note"), and (ii) warrants to purchase 33,333 shares of Common Stock (the "FirstFire March 29th Warrants"), for an aggregate purchase price of \$100,000 (the "FirstFire March 29th Transaction"), and we also entered into a registration rights agreement with FirstFire (the "FirstFire March 29th RRA"). The FirstFire March 29th Transaction closed on March 29, 2024, and on such date pursuant to the FirstFire March 29th SPA, our broker-dealers in connection with the transaction were paid \$8,000 from the gross purchase price, we received net funding of \$92,000, and the FirstFire March 29th Note and FirstFire March 29th Warrants were issued to FirstFire.

The FirstFire March 29th Note matures 12 months following the issue date, accrues guaranteed interest of 10% per annum (with the first 12 months of interest guaranteed and earned in full as of issuance of the note), is unsecured, and is generally required to be repaid 1/6th each month (\$18,520/month for six months, and \$3,720/month for the following two months), with such repayments beginning 4 months after the issue date (July 29, 2024). The FirstFire March 29th Note is convertible into shares of Common Stock at the election of the holder at a conversion price equal to \$2.30/share subject to adjustment as provided in the FirstFire March 29th Note (the "Conversion Price"). The Conversion Price shall be adjusted if an Event of Default (as such term is defined in the FirstFire March 29th Note, and which includes any failure to pay monthly amortization payments as required by the FirstFire March 29th Note) has occurred, in which case the Conversion Price shall mean the lesser of (i) 75% of \$2.30/share (which percentage shall be reduced by 10% for each 30 calendar day period that passes after the Event of Default, but shall not be reduced lower than 50%), or (ii) 90% of the lowest volume-weighted average price on any trading day (any day that shares of Common Stock are listed for trading or quotation on any exchange or trading market is listed or traded, or if the Common Stock is not listed or traded, any calendar day) during the 5 trading days prior to the conversion date (which percentage shall be reduced to 87.5% if the Company has failed to make a required monthly payment); provided, however, that the holder may not convert the FirstFire March 29th Note to the extent that such conversion would result in the holder's beneficial ownership of Common Stock being in excess of 4.99% of the issued and outstanding Common Stock.

In addition, if at any time while the convertible note remains outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable conversion price of the convertible note, the holder of the convertible note shall have the right to reduce the conversion price to such lower price. Finally, the holder is entitled to deduct \$1,750 from the conversion amount in each note conversion to cover the holder's fees associated with the conversion, provided that the gross conversion amount in that conversion is at least \$25,000.

The FirstFire March 29th Warrants have a 5-year term, are exercisable on a cashless basis, and have an exercise price of \$2.30, subject to customary anti-dilution adjustments. In addition, subject to certain limited exceptions, if at any time while the FirstFire March 29th Warrants remain outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable exercise price of the FirstFire March 29th Warrants, the holder shall have the right to reduce the exercise price to such lower price. At any time when the market price (the highest traded price of our Common Stock during the 30 trading days prior to the exercise notice), is in excess of the exercise price, the holder of the

FirstFire March 29th Warrants shall have the right to exercise the FirstFire March 29th Warrants by means of a “cashless exercise” in accordance with the formula provided in the FirstFire March 29th Warrants.

The FirstFire March 29th RRA requires the Company to file with the SEC a registration statement registering for resale by FirstFire the shares of Company common stock issued or issuable to it under the FirstFire March 29th Transaction within 90 days of closing and have such registration statement effective within 120 days.

Between February 23, 2024, and April 30, 2024, Mast Hill Fund presented twenty Notices of Conversion to Hempacco in respect of their promissory notes dated October 19, December 11 and January 8, 2024, for \$244,444 of accrued interest, \$330,418 of principal, and \$21,000 of fees, converted at an average conversion rate of \$1.5037 per share for a total of 319,586 shares of Hempacco’s common stock.

On January 29, 2024, Viva Veritas LLC submitted a Notice of Conversion to Hempacco. Specifically, Viva Veritas elected to convert \$440,985 of principal from the \$3,200,000 promissory note. Based on the conversion terms of the note, 139,995 shares were issued at a value of \$3.15 per share. The remaining balance of the note after this conversion is \$2,759,015 plus accrued interest.

Between February 23, 2024, and March 20, 2024, Mast Hill Fund presented twelve Notices of Conversion to Hempacco in respect of their promissory notes dated October 19, 2023, December 11, 2023, and January 8, 2024, for \$160,944 of accrued interest, \$188,798 of principal, and \$8,750 of fees, in aggregate \$358,492 to be converted at an average conversion rate of \$1.8950 per share for a total of 189,176 shares of Hempacco’s common stock.

On March 14, 2024, First Fire Global Opportunities Fund presented a Notice of Conversion to Hempacco in respect of their promissory note dated October 18, 2023, for \$27,778 of accrued interest, and \$57,875 of principal in aggregate \$85,653 to be converted at an average conversion rate of \$1.85 (post-split) per share for a total of 46,299 shares of Hempacco’s common stock.

On March 29, 2024, First Fire Global Opportunities Fund funded the first tranche of a new round of funding in the gross amount of \$111,111. After deduction of 10% original issuer discount of \$11,111, brokers’ commission and fees of \$8,000, Hempacco received net proceeds of \$92,000. Additional compensation of 33,333 warrants were issued to the lender. Loan repayments are scheduled to begin on July 25, 2024, in the amount of \$18,520 per month for six months, followed by two payments of \$3,720.

April 23rd Financing Transaction

Effective April 23, 2024, we entered into another securities purchase agreement (the “Mast Hill April 23rd SPA”) with Mast Hill, pursuant to which we sold, and Mast Hill purchased, (i) a convertible promissory note in the principal amount of \$379,288.88 (the “Mast Hill April 23rd Note”), and (ii) warrants to purchase 113,786 shares of Common Stock (the “Mast Hill April 23rd Warrants”), for an aggregate purchase price of \$341,360 (the “Mast Hill April 23rd Transaction”), and we also entered into a registration rights agreement with Mast Hill (the “Mast Hill April 23rd RRA”). The Mast Hill April 23rd Transaction closed on April 23, 2024, and on such date pursuant to the Mast Hill April 23rd SPA, our broker-dealers in connection with the transaction were paid \$27,309 from the gross purchase price, we received net funding of \$308,051, and the Mast Hill April 23rd Note and Mast Hill April 23rd Warrants were issued to Mast Hill.

The Mast Hill April 23rd Note matures 12 months following the issue date, accrues guaranteed interest of 10% per annum (with the first 12 months of interest guaranteed and earned in full as of issuance of the note), is unsecured, and is generally required to be repaid 1/6th each month (\$63,220/month for six months, and \$12,699/month for the following two months), with such repayments beginning 4 months after the issue date (August 23, 2024). The Mast Hill April 23rd Note is convertible into shares of Common Stock at the election of the holder at a conversion price equal to \$2.30/share subject to adjustment as provided in the Mast Hill April 23rd Note (the “Conversion Price”).

The Conversion Price shall be adjusted if an Event of Default (as such term is defined in the Mast Hill April 23rd Note, and which includes any failure to pay monthly amortization payments as required by the Mast Hill April 23rd Note) has occurred, in which case the Conversion Price shall mean the lesser of (i) 75% of \$2.30/share (which percentage shall be reduced by 10% for each 30 calendar day period that passes after the Event of Default, but shall not be reduced lower than 50%), or (ii) 90% of the lowest volume-weighted average price on any trading day (any day that shares of Common Stock are listed for trading or quotation on any exchange or trading market is listed or traded, or if the Common Stock is not listed or traded, any calendar

day) during the 5 trading days prior to the conversion date (which percentage shall be reduced to 87.5% if the Company has failed to make a required monthly payment); provided, however, that the holder may not convert the Mast Hill April 23rd Note to the extent that such conversion would result in the holder's beneficial ownership of Common Stock being in excess of 4.99% of the issued and outstanding Common Stock. In addition, if at any time while the convertible note remains outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable conversion price of the convertible note, the holder of the convertible note shall have the right to reduce the conversion price to such lower price. Finally, the holder is entitled to deduct \$1,750 from the conversion amount in each note conversion to cover the holder's fees associated with the conversion, provided that the gross conversion amount in that conversion is at least \$25,000.

The Mast Hill April 23rd Warrants have a 5-year term, are exercisable on a cashless basis, and have an exercise price of \$2.30, subject to customary anti-dilution adjustments. In addition, subject to certain limited exceptions, if at any time while the Mast Hill April 23rd Warrants remain outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable exercise price of the Mast Hill April 23rd Warrants, the holder shall have the right to reduce the exercise price to such lower price. At any time when the market price (the highest traded price of our Common Stock during the 30 trading days prior to the exercise notice), is in excess of the exercise price, the holder of the Mast Hill April 23rd Warrants shall have the right to exercise the Mast Hill April 23rd Warrants by means of a "cashless exercise" in accordance with the formula provided in the Mast Hill April 23rd Warrants.

The Mast Hill April 23rd RRA requires the Company to file with the SEC a registration statement registering for resale by Mast Hill the shares of Company common stock issued or issuable to it under the Mast Hill April 23rd Transaction within 90 days of closing and have such registration statement effective within 120 days.

July 3rd through July 11th Financing Transaction

On July 3, 2024, Sciotech LLC ("Sciotech") funded a promissory note loan in the gross amount of \$111,111. After deduction of 10% original issuer discount of \$11,111, and brokers' commission and fees of \$0, the Company received net proceeds of \$100,000. Additional compensation of 33,333 warrants were issued to the lender. Loan repayments are scheduled to begin on November 3, 2024, in the amount of \$18,519 per month for six months, followed by two payments of \$5,556. The note is convertible at any time into common shares of the Company at a fixed conversion rate of \$2.30. Should the Company be in default under the terms of the loan, then the default conversion rate will be used. The default conversion rate is the lesser of 75% of the fixed rate or 90% of the 5-day VWAP closing price of the common shares prior to the conversion date.

On July 3, 2024, Nottley Capital LLC ("Nottley") funded a promissory note loan in the gross amount of \$166,667. After deduction of 10% original issuer discount of \$16,667, and brokers' commission and fees of \$0, the Company received net proceeds of \$150,000. Additional compensation of 49,999 warrants were issued to the lender. Loan repayments are scheduled to begin on November 3, 2024, in the amount of \$27,778 per month for six months, followed by two payments of \$8,333. The note is convertible at any time into common shares of the Company at a fixed conversion rate of \$2.30. Should the Company be in default under the terms of the loan, then the default conversion rate will be used. The default conversion rate is the lesser of 75% of the fixed rate or 90% of the 5-day VWAP closing price of the common shares prior to the conversion date.

On July 10, 2024, Strategic ep LLC ("Strat ep") funded a promissory note loan in the gross amount of \$277,778. After deduction of 10% original issuer discount of \$27,778, and brokers' commission and fees of \$0, the Company received net proceeds of \$250,000. Additional compensation of 83,333 warrants were issued to the lender. Loan repayments are scheduled to begin on November 10, 2024, in the amount of \$46,296 per month for six months, followed by two payments of \$13,889. The note is convertible at any time into common shares of the Company at a fixed conversion rate of \$2.30. Should the Company be in default under the terms of the loan, then the default conversion rate will be used. The default conversion rate is the lesser of 75% of the fixed rate or 90% of the 5-day VWAP closing price of the common shares prior to the conversion date.

On July 11, 2024, Eadwacer Holdings LLC ("Eadwacer") funded a promissory note loan in the gross amount of \$277,778. After deduction of 10% original issuer discount of \$27,778, and brokers' commission and fees of \$0, the Company received net proceeds of \$250,000. Additional compensation of 83,333 warrants were issued to the lender. Loan repayments are scheduled to begin on November 11, 2024, in the amount of \$46,296 per month for six months, followed by two payments of \$13,889. The note is convertible at any time into common shares of the Company at a fixed conversion rate of \$2.30. Should the Company be in default under the terms of the loan, then the default conversion rate will be used. The default conversion rate is the lesser of 75% of the fixed rate or 90% of the 5-day VWAP closing price of the common shares prior to the conversion date.

The Sciotech, Nottley, Strategic ep and Eadwacer (“SNSE”) July 2024 Warrants have a 5-year term, are exercisable on a cashless basis, and have an exercise price of \$2.30, subject to customary anti-dilution adjustments. In addition, subject to certain limited exceptions, if at any time while the SNSE July 2024 Warrants remain outstanding, we grant any option to purchase, sell or grant any right to reprice, or otherwise dispose of, issue or sell any shares of our Common Stock or securities or rights convertible into or exercisable for shares of our Common Stock, at a price below the then-applicable exercise price of the SNSE July 2024 Warrants, the holder shall have the right to reduce the exercise price to such lower price.

At any time when the market price (the highest traded price of our Common Stock during the 30 trading days prior to the exercise notice), is in excess of the exercise price, the holder of the SNSE July 2024 Warrants shall have the right to exercise the Warrants by means of a “cashless exercise” in accordance with the formula provided in the SNSE July 2024 Warrants.

The SNSE July 2024 RRA’s requires the Company to file with the SEC a registration statement registering for resale by SNSE the shares of Company common stock issued or issuable to it under the SNSE July 2024 Transactions within 90 days of closing and have such registration statements effective within 120 days.

None of the scheduled loan repayments specified in the foregoing promissory notes have been made, and consequently all these notes are in default.

A summary of the Hempacco convertible promissory notes with a discounted conversion feature is shown in the table below.

	December 31, 2024			December 31, 2023		
	Principal Balance	Conversion		Balance	Conversion	
Lender		Discount	% Rate		Discount	
First Fire Global	\$ (588,187)	73,523	12.5%	\$ (535,555)	60,856	
Mast Hill Fund	(2,872,604)	359,076	12.5%	(1,613,244)	183,497	
Eadwacer	(277,778)	34,722	12.5%	-	-	
Strategic	(277,778)	34,722	12.5%	-	-	
Nottley	(166,667)	20,833	12.5%	-	-	
Sciotech	(111,111)	13,889	12.5%	-	-	
Viva Veritas, LLC	(2,453,401)	117,763	4.8%	(3,200,000)	152,384	
	<u>\$ (6,747,526)</u>	<u>654,528</u>		<u>\$ (5,348,799)</u>	<u>\$ 396,737</u>	

Balance sheet totals are net of unamortized Original Issuer Discount and do not match with this schedule.

NOTE 9 - WARRANTS

As of December 31, 2024, the number of outstanding warrants of the Company was 1,731,588,989.

In addition, as noted below, on January 25, 2023, Hempacco issued 500,000 warrants to purchase its own common shares to a joint venture partner.

As of December 31, 2024, the number of outstanding warrants of Hempacco Co., Inc. was 1,264,692.

The Black-Scholes model uses the following variables to calculate the value of Hempacco’s option or warrant:

Description	Input Range	Input Range
	December 31 2024	December 31 2023
a) Price of the Issuer's Security	\$0.34 - \$1.85	\$1.00 - \$2.00
b) Exercise (strike) price of Security	\$1.00 - \$15.00	\$0.75 - \$1.50
c) Time to Maturity in years	3 to 5 years	3 to 5 years
d) Annual Risk-Free Rate	2-year T-Bill	2-year T-Bill
e) Annualized Volatility (Beta)	96% - 120%	59% - 493%

On January 25, 2023, Hempacco issued fully vested warrants to purchase 500,000 shares of Hempacco's common stock to nonemployees as compensation for services ("Compensation Warrants"). The Compensation Warrants have an exercise price of \$1.00 and a contractual life of 5 years. As of December 31, 2024, total compensation costs related to the common stock warrants not yet recognized amounted to approximately \$287,080. The amounts were recorded as prepaid compensation, for which there is a current and noncurrent portion that is amortized over the life of the contract. As of December 31, 2024, the current portion of \$74,891 is included in prepaid expenses and other current assets on the balance sheet and the noncurrent portion of \$156,019 is included in other assets. During the twelve months ended December 31, 2024, \$74,892 was amortized to sales and marketing expense.

See Note 8 (above) for details of Hempacco compensation warrants issued with promissory notes.

NOTE 10 – LOANS PAYABLE

On June 15, 2020, Hempacco entered into a loan agreement with a third party whereby Hempacco received \$85,000. The terms of the loan were for one year, with 0% interest. On January 15, 2021, the lender further advanced \$83,328 on the same terms. In December 2021, a letter agreement and loan extension were signed by the lender in which it was confirmed that the new maturity date of the loan would be August 15, 2023. The maturity date was subsequently extended to November 15, 2024. As of December 31, 2024, and December 31, 2023, the balance outstanding was \$135,606 and \$136,173, respectively.

In July 2021, Hempacco secured a line of credit facility with First Citizens Bank in the amount of \$100,000. The line of credit bears interest at a floating rate equal to 1.0% above the Wall Street Journal Prime Rate at any time and matured in July 2023. On July 1, 2023, the facility was renewed for an additional 12 months and will be reviewed by the bank for potential renewal on June 30, 2024. The line of credit is guaranteed by the CEO of Hempacco. As of December 31, 2024, and December 31, 2023, \$100,000 and \$100,000, respectively, were owed on the line of credit.

On or about April 1, 2023, Hempacco acquired three items of laboratory equipment from Norvoc Bioscience, Inc. with a total cost of \$285,056. Payment for this equipment is made with goods and services provided to the vendor.

As of December 31, 2024, the outstanding balance remaining was \$0.

On October 23, 2023, Hempacco entered into a receivables funding agreement with FC Capital Holdings, LLC (aka "FundCanna"). This agreement is structured as a "purchase and sale of future receivables" agreement and not a loan. The amount funded under this agreement will be secured by future receivables equal to 130% of the amount advanced. This represents a 23.08% discount on the amount receivable. The Purchaser (FundCanna) will own 4.5% (the "Purchased Percentage") of the seller's future receivables. The Seller (the Company) will make weekly remittances based on the Monthly Average Sales x Purchased Percentage / Average Weeks in a Calendar Month. An initial processing fee of \$2,000 was paid by Hempacco. Between October 27, and on October 30, 2023, the purchaser advanced a total of \$186,000 to Hempacco. Commencing on November 2, 2023, and continuing until September 30, 2024, Hempacco made payments to the Purchaser resulting in a \$0 balance due.

On or about March 1, 2024, Hempacco signed three convertible promissory notes totaling \$2.3 million in connection with the acquisition of the business assets of Covalent CBD. The interest-free notes will be repaid by reducing the principal balances each month by an amount equal to ten percent of the sales of Covalent-labelled products manufactured by Green Star Labs.

On April 19, 2024, Hempacco executed a 30-day promissory note in favor of Fumari Mexico, S. De R.L. De C.V. in the amount of \$230,714.32. This sum represents compensation for the early cancellation of the Manufacturing Service Agreement entered into on February 27, 2023, between Hempacco and Fumari. If the note is not paid by May 19, 2024, a monthly late fee of 1.5% of the outstanding principal balance will accrue until the note is paid in full.

On June 1, 2024, Hempacco issued a 180-day, 8% promissory note to Tradelink Inc. in exchange for \$250,000 in cash.

NOTE 11 – RELATED PARTY TRANSACTIONS

As of December 31, 2024, and December 31, 2023, Hempacco owed \$270,013 and \$98,700 and was owed \$150,000 and \$0, respectively, by UST Mexico, Inc./ US Tobacco de Mexico ("UST"). Hempacco sells hemp products to UST and provides manufacturing consulting services in addition to leasing manufacturing equipment. The value of goods and services provided to UST was \$319,119 for the twelve months ended December 31, 2024 and \$29,119 for the twelve months ended December 31, 2023. The value of goods and services provided by UST was \$585,208 for the twelve months ended December 31, 2024 and \$540,208 for the twelve months ended December 31, 2023. UST is a manufacturer of tobacco cigarettes in Mexico and provides consulting services and parts for Hempacco's equipment. Subsequent to December 31, 2024, through the date of issuance of this report, Hempacco made net loan repayments totaling \$0 to UST.

As of December 31, 2024, UST owned 947,200,000 shares of common stock of Fast Moving Consumer Goods, Inc., representing 1.50% of the issued and outstanding common stock of the parent company of Hempacco. UST is a related party by virtue of Sandro Piancone's 25% interest in UST.

As of December 31, 2024, and December 31, 2023, Hempacco owed Primus Logistics, our landlord and an entity which is owned 90% by Mr. Piancone, \$75,908 and \$0, respectively, for rent, inventory and product storage. As of December 31, 2024, and December 31, 2023, Primus Logistics had been paid \$0 and \$0, respectively, in advance for rent. Subsequent to December 31, 2024, through the date of issuance of this report, Hempacco made payments totaling \$0 to Primus Logistics.

On or about March 1, 2022, Hempacco entered into a mutual line of credit agreement with its parent company, Fast Moving Consumer Goods, Inc. The purpose is to facilitate short-term borrowing needs on an interest-free basis, with advances being subject to repayment within 90 days with a maximum of \$500,000 allowed to be outstanding within any 90-day period. On December 1, 2022, the maximum amount was increased to \$1,500,000 and on September 30, 2023, increased to \$1,800,000. On December 31, 2023, Hempacco applied \$1,812,352 of accounts receivable towards the \$2,500,000 note payable. As of December 31, 2024, the balance owed to Fast Moving Consumer Goods was \$125,210, primarily due to management services provided to Hempacco by Fast Moving Consumer Goods.

As of December 31, 2024, the balance owed to GGII by Hempacco's subsidiary, Green Star Labs was \$134,130.

On December 31, 2023, Hempacco signed a \$2,500,000 one-year promissory note in favor of Fast Moving Consumer Goods, Inc. in connection with its acquisition of the 50% equity interest of Green Star Labs, Inc. On December 31, 2023, the note balance was reduced by the loan balance due from Fast Moving Consumer Goods, and the remaining balance was settled by the issuance of 276,251 common shares issued on March 8, 2024.

As a result of the Green Star Labs, Inc. acquisition which resulted in it becoming a wholly owned subsidiary of Hempacco, any inter-company loans between the two entities are eliminated, and any previously created allowances for impairment have been reversed.

During the year ended December 31, 2024, and the year ended December 2023, the Company's Chief Financial Officer was issued 7,500,000 and 10,000,000 shares of the Company's common stock pursuant to a Restricted Stock Agreement and consulting contract that stipulated a quarterly restricted stock award of 2,500,000 common shares as a component of base compensation. This consulting agreement expires on January 31, 2025.

NOTE 12 – STOCKHOLDERS’ EQUITY

GGII – Series C Preferred Shares

As of December 31, 2024, and December 31, 2023, the Company had 20,000,002,800 and 20,000,002,800 shares of preferred stock issued and outstanding, respectively.

Common Stock – GGII and Hempacco

The Company has authorized 75,000,000,000 common shares with a par value of \$0.0001 per share. Each common share entitles the holder to one vote, in person or proxy, on any matter on which action of the stockholders of the Company is sought.

Hempacco Co.’s convertible promissory note payable to Miguel Cambero (See Note 8) was settled on August 11, 2023, by conversion into 332,398 shares of Hempacco common stock.

Hempacco’s \$50,000 promissory note due to a related party (see Note 8) was repaid in cash on August 1, 2023. The accrued interest will be converted into Hempacco common shares.

On July 9, 2023, the Company entered into a Joint Venture with Vortex WBP, the entity will be named Fairy Dust, Inc., a Nevada corporation. The new entity will manufacture and market patented Hemp powder-based products in the United States, Canada and Mexico (Territory). The mutual partners will also get exclusivity in manufacturing and marketing Hemp Powder in the stipulated territories.

On July 10, 2023, Hempacco signed a Purchase Agreement and an accompanying Assignment Agreement with Viva Veritas LLC (“Veritas”) whereby Veritas agreed to assign its 50% interest in Green Star labs, Inc. to Hempacco together with additional equipment lines related to bottling and gummy production.

The total consideration to be paid by Hempacco will be \$3,500,000. The purchase price has been allocated as \$2,500,000 for the security interest in Green Star Labs, and \$1,000,000 for the equipment. Hempacco has also signed a convertible promissory note in the amount of \$3,200,000 which became effective on July 10, 2023. As noted above, Hempacco has already paid the sum of \$300,000 which represented the “cash purchase price”.

The promissory note carries a 10% interest rate and matures twelve months from the issue date. The Holder has the right, after 6-months after the issue date, to convert all or part of the then outstanding principal balance of the note into common stock of the issuer. The conversion price shall be 95.238% of the average closing price of the shares during the three days immediately preceding the conversion.

On August 3, 2023, the Company signed a Settlement Agreement and Mutual Release with MacRab LLC, the holder of a \$100,000 Convertible Promissory Note issued on November 1, 2021. The agreement provides for the Company to transfer 481,189 shares of Hempacco common stock held as an investment to MacRab in exchange for the full and final settlement of the \$144,356 outstanding principal and accrued interest.

On September 7, 2023, the Company entered into an Investor Relations agreement with Sound Capital for the period of twelve months. Compensation will be paid in the form of 500,000 Rule 144 restricted common shares of Hempacco under SEC Rule 144 to be paid in four quarterly installments, in addition to \$7,500 to be paid monthly.

On March 8, 2024, following GGII and HPCO’s Board of Directors resolutions approving the repayment of \$639,747.98 of loan payable balance due by HPCO to GGII in shares, Hempacco issued a directive to Transfer Online for the issuance of 2,762,511 shares of common stock to Green Globe International, Inc. This represents a conversion rate of \$0.2316, the closing price on March 7, 2024.

On March 13, 2024, Hempacco effected a one for ten (1:10) reverse stock split on its common stock and reduced its authorized shares to 20,000,000 and 5,000,000 common and preferred shares respectively. The par value is unchanged at \$0.001.

Between March 14, 2024, and April 15, 2024, First Fire Global Opportunities Fund presented two Notice of Conversion to Hempacco in respect of their promissory notes dated October 18 and December 18, 2023, for \$55,556 of accrued interest, and \$78,480 of principal converted at an average conversion rate of \$1.45 (post-split) per share for a total of 92,598 shares of the Hempacco's common stock.

NOTE 13 – SUBSEQUENT EVENTS

The Company has evaluated subsequent events through the date of issuance of these financial statements:

On February 26, 2025, Hempacco authorized the issuance of an additional 1,000 non-public common shares of Green Star Labs, Inc. to OPEM Trading, LLC in exchange for the cancellation of a short-term loan. This brings the ownership percentage of OPEM to 36.36%.