



**The Sustainable Green Team, Ltd**

24200 County RD 561, Astatula, FL 34705

(407) 886-8733

[www.thesustainablegreenteam.com](http://www.thesustainablegreenteam.com)

[bpapenfuss@sgtmltd.com](mailto:bpapenfuss@sgtmltd.com)

## Annual Report

For the Fiscal Year Ended December 28, 2024 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

114,710,030 as of 12/28/2024 (Current Reporting Period Date or More Recent Date)

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

### **Shell Status**

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

Yes:  No:

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

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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

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

### **Current Name: The Sustainable Green Team**

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

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

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

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

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



07/21/2020	Company name change from National Storm Recovery Inc. to SUSTAINABLE GREEN TEAM LTD.
08/22/2019	Company name change from Sierra Gold Corp to National Storm Recovery Inc.
08/11/2006	Company name change from Viking Exploration, Inc. to Sierra Gold Corp
06/07/1999	Company name change from African Resources, Inc. to Viking Exploration, Inc.

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

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

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

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

None

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

None

Address of the issuer’s principal executive office:

24200 County RD 561, Astatula, FL 34705

Address of the issuer’s principal place of business:

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

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

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

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## 2) Security Information

### ***Transfer Agent***

Name: Pacific Stock Transfer Company (**Maria Torres**)  
Phone: 702-361-3033 ext. 106



Email: mtorres@pacificstocktransfer.com  
Address: 6725 Via Austi Pkwy, Suite 300, Las Vegas, Nevada 89119

**Publicly Quoted or Traded Securities:**

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

Trading symbol:	SGTM	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	8693B105	
Par or stated value:	\$0.0001	
Total shares authorized:	245,000,000	12/30/2023
Total shares outstanding:	92,343,948	12/30/2023
Total number of shareholders of record:	193	12/30/2023

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

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

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

Exact title and class of the security:	<i>Preferred Series A Stock</i>	
Par or stated value:	\$0.0001	
Total shares authorized:	5,000,000	12/30/2023
Total shares outstanding:	90	12/30/2023
Total number of shareholders of record:	1	12/30/2023

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

**Security Description:**

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

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

*Voting*

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

*Dividends*



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

*Liquidation*

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

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

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

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

None

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

None

**3) Issuance History**

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

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

**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 Opening Balance:  
 Date December 31, 2022  
 Common: 74,631,743  
 Preferred: 90

\*Right-click the rows below and select "Insert" to add rows as needed.

Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
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1/01/23	New Issuance	1,636	Common Stock	\$6.24	Yes	Bradford Baker Revocable Trust	Compensation for Independent Board of Director Services	Restricted	4(a)2
1/01/23	New Issuance	1,636	Common Stock	\$6.24	Yes	Colleen M McAleer	Compensation for Independent Board of Director Services	Restricted	4(a)2
1/01/23	New Issuance	1,603	Common Stock	\$6.24	Yes	Ned L. Siegel	Compensation for Independent Board of Director Services	Restricted	4(a)2
1/04/2023	New Issuance	250,000	Common Stock	\$1.00	Yes	Tiger Trout Capital Puerto Rico LLC.9	Subscription	Restricted	4(a)2
1/30/2023	New Issuance	13,181	Common Stock	0.0001	Yes	Joshua Wethington	CFO Employment Agreement Compensation	Restricted	4(a)2
3/02/2023	New Issuance	4,538	Common Stock	\$2.02	Yes	Ned L Siegel	Compensation for Independent Board of Director Services	Restricted	4(a)2
3/08/2023	New Issuance	75,000	Common Stock	\$1.00	Yes	Kevin Myers & Minera Myers JT Ten	Subscription	Restricted	4(a)2
3/08/2023	New Issuance	100,000	Common Stock	\$1.00	Yes	Todd Michael	Subscription	Restricted	4(a)2

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

7/21/2023	New Issuance	20,000	Common Stock	1.0000	Yes	Shari McMenamin & Ricard McMenamin JT Ten	Subscription Agreement	Restricted	4(a)2
7/21/2023	New Issuance	15,000	Common Stock	1.0000	Yes	Kevin Myers & Minera Myers JT Ten	Subscription Agreement	Restricted	4(a)2
7/21/2023	New Issuance	100,000	Common Stock	1.0000	Yes	David D Wright & Cynthia L Wright JT Ten	Subscription Agreement	Restricted	4(a)2
8/04/2023	New Issuance	19,332	Common Stock	1.0000	Yes	Kevin Myers & Minera Myers JT Ten	Subscription Agreement	Restricted	4(a)2
9/11/2023	New Issuance	7,628,789	Common Stock	1.3000	Yes	VRM Globsl Holdings PTY LTD	Compensation for master license agreement	Restricted	4(a)2
10/03/2023	New Issuance	200,000	Common Stock	0.5000	Yes	Ronald Howse	Promissory Note Agreement	Restricted	4(a)2
01/30/2024	New Issuance	9,688,878	Common Stock	0.6000	Yes	Onset Financial Inc	Forbearance Agreement	Restricted	4(a)2
02/21/2024	New Issuance	40,000	Common Stock	0.2500	Yes	Guy Iannello & Catherine Iannello	Subscription Agreement	Restricted	4(a)2
02/21/2024	New Issuance	40,000	Common Stock	0.2500	Yes	Jeffrey Blynder	Subscription Agreement	Restricted	4(a)2
02/21/2024	New Issuance	24,800	Common Stock	0.2500	Yes	Jason Roman	Subscription Agreement	Restricted	4(a)2
03/14/2024	New Issuance	140,000	Common Stock	0.2500	Yes	Sandra Allen & Francis Fournier JT TEN	Subscription Agreement	Restricted	4(a)2
03/14/2024	New Issuance	140,000	Common Stock	0.2500	Yes	Brian Garra & Gail Garra JT TEN	Subscription Agreement	Restricted	4(a)2
03/14/2024	New Issuance	200,000	Common Stock	0.2500	Yes	Wiggin Realty LLC	Subscription Agreement	Restricted	4(a)2
03/14/2024	New Issuance	6,800	Common Stock	0.2500	Yes	Lianne Forrester	Subscription Agreement	Restricted	4(a)2



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



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

05/3/2024	New Issuance	3,200,000	Common Stock	0.50	Yes	James D Lord & Linda A Lord	Debt conversion into shares of stock	Restricted	4(a)2
05/3/2024	New Issuance	150,000	Common Stock	0.50	Yes	Linda A Lord IRA	Debt conversion into shares of stock	Restricted	4(a)2
05/3/2024	New Issuance	40,000	Common Stock	0.50	Yes	James D Lord IRA	Debt conversion into shares of stock	Restricted	4(a)2
05/3/2024	New Issuance	40,000	Common Stock	0.25	Yes	Lloyd Brent Diehl	Subscription Agreement	Restricted	4(a)2
05/3/2024	New Issuance	50,000	Common Stock	0.50	Yes	James Taras	Subscription Agreement	Restricted	4(a)2
05/3/2024	New Issuance	2,000	Common Stock	0.25	Yes	Messerette Newsom & Genine Thompson	Subscription Agreement	Restricted	4(a)2
05/17/2024	New Issuance	142,000	Common Stock	0.70	Yes	Harv Singh Billon	Subscription Agreement	Restricted	4(a)2
05/22/2024	New Issuance	300,000	Common Stock	0.70	Yes	Bela and Debra Kenessey Family Trust	Subscription Agreement	Restricted	4(a)2
05/22/2024	New Issuance	25,000	Common Stock	0.70	Yes	Sheridan Kenessey	Subscription Agreement	Restricted	4(a)2
05/22/2024	New Issuance	25,000	Common Stock	0.70	Yes	Sumner Kenessey	Subscription Agreement	Restricted	4(a)2
06/4/2024	New Issuance	214,286	Common Stock	0.3200	Yes	Outside the Box Capital	Compensation for professional services	Restricted	4(a)2
06/12/2024	New Issuance	150,000	Common Stock	0.52	Yes	Ron Howse	Debt forbearance	Restricted	4(a)2
07/01/2024	New Issuance	2,000,000	Common Stock	0.685	Yes	Chadwick Roy	Compensation for asset purchase	Restricted	4(a)2
07/01/2024	New Issuance	250,000	Common Stock	0.685	Yes	Mann Marketing LLC	Compensation for asset purchase	Restricted	4(a)2
07/01/2024	New Issuance	250,000	Common Stock	0.685	Yes	Kosta Dino Ibrahim	Compensation for asset purchase	Restricted	4(a)2



07/23/2024	New Issuance	100,000	Common Stock	0.50	Yes	John Spencer	Debt forbearance	Restricted	4(a)2
07/23/2024	New Issuance	25,000	Common Stock	0.50	Yes	Scott Elberg	Compensation for professional services	Restricted	4(a)2
09/3/2024	New Issuance	200,000	Common Stock	0.59	Yes	Jim Houston, Inc.	Compensation for professional services	Restricted	4(a)2
09/3/2024	New Issuance	25,000	Common Stock	0.59	Yes	Paul Hebert	Compensation for professional services	Restricted	4(a)2
9/18/2024	New Issuance	200,000	Common Stock	0.51	Yes	UNIQUE TO EAT FARMS LLC	Compensation for asset purchase	Restricted	4(a)2
9/18/2024	New Issuance	200,000	Common Stock	0.51	Yes	Gary L. Johnson and Barbara D. Johnson JTWROS	Compensation for asset purchase	Restricted	4(a)2
9/18/2024	New Issuance	200,000	Common Stock	0.51	Yes	Michael J. Brown	Compensation for asset purchase	Restricted	4(a)2
9/17/2024	New Issuance	25,000	Common Stock	0.515	Yes	Timothy D. Burns	Compensation for professional services	Restricted	4(a)2

10/1/2024	New Issuance	100,000	Common Stock	0.85	Yes	Charles and Lisa Roberts	Debt forbearance	Restricted	4(a)2
10/15/2024	New Issuance	200,000	Common Stock	0.8	Yes	Chadwick Roy	Subscription Agreement	Restricted	4(a)2
10/21/2024	New Issuance	1,364	Common Stock	0.54	Yes	Brilliam Group	Compensation for professional services	Restricted	4(a)2
11/6/2024	New Issuance	139,333	Common Stock	0.6	Yes	Jim Houston Family	Subscription Agreement	Restricted	4(a)2
11/14/2024	New Issuance	429,000	Common Stock	0.44	Yes	Brian Rivera	Compensation for professional services	Restricted	4(a)2
12/5/2024	New Issuance	3,120	Common Stock	0.25	Yes	Kevin & Minera Myers	Compensation for professional services	Restricted	4(a)2



12/5/2024	New Issuance	360	Common Stock	0.25	Yes	Pearline Ganganna-Jivra	Subscription Agreement	Restricted	4(a)2
12/5/2024	New Issuance	1,440	Common Stock	0.25	Yes	Patricia Tracey	Subscription Agreement	Restricted	4(a)2
12/5/2024	New Issuance	12,696	Common Stock	0.25	Yes	Sandro & Rishille Pelicie	Subscription Agreement	Restricted	4(a)2
12/5/2024	New Issuance	100	Common Stock	0.25	Yes	Nathan Edward Johnson	Subscription Agreement	Restricted	4(a)2
12/12/2024	New Issuance	10,000	Common Stock	0.60	Yes	Richard Sam	Subscription Agreement	Restricted	4(a)2
12/5/2024	New Issuance	9,056	Common Stock	0.30	Yes	Kruse AG	Debt Settlement	Restricted	4(a)2
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>December 28, 2024</u>									
Common: <u>114,710,030</u>									
Preferred: <u>90</u>									

**Example:** A company with a fiscal year end of December 28<sup>th</sup>, 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 28, 2024 pursuant to the tabular format above.

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

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

\_\_\_\_\_

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
11/8/2022	<u>1,232,675</u>	<u>1,100,000</u>	<u>3,377</u>	<u>1/4/2025</u>	<u>Convertible into common stock at \$0.50 per share</u>	Lisa & Charles Roberts	<u>Working Capital Funding</u>

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

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

\_\_\_\_\_

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

The purpose of this section is to provide a clear description of the issuer's current operations.



Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

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

The business strategy of Sustainable Green Team Ltd focuses on environmental sustainability by transforming natural waste into innovative, eco-friendly solutions that restore soil health, conserve resources, and promote a greener planet. Our Company is dedicated to reducing our carbon footprint, regenerating ecosystems, and providing sustainable products that support farmers, gardeners, and communities worldwide.

Our soil technology combines with organic waste into a unique product line that improves agricultural food security by increasing the performance output of home gardeners and professional farmers. At the same time, our carbon capture technology reverses climate change and reduces greenhouse gas emissions. Our technology solutions include the conversion of organic residues to our Water Less Garden® humus soil and other related products for soil restoration. We are committed to utilizing carbon capture technology and reducing greenhouse gases to combat climate change. Our products also play a vital role in promoting circular economy practices and waste reduction.

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

**SUBSIDIARY**

**ENTITIES:**

National Storm  
Recovery, Inc.  
Mulch Manufacturing,  
Inc.  
Sustainable Green  
Team VRM, LLC  
Rose Transport

- C. Describe the issuers' principal products or services.

The primary business model for the Company focuses on reversing climate change and reducing greenhouse gas emissions through our carbon capture technology. Our technology solutions include the conversion of organic residues to our Water Less Garden® humus soil and other related products for soil restoration. These products resolve a myriad of waste issues and has had a positive impact in enhancing the health of agricultural land and in mitigating odors and disease with wastewater treatment and management. The Company holds Master Licenses for the proprietary concentrate that converts organic waste including tree debris and animal waste ("feedstock") into powerful soil regeneration products.

**5) Issuer's Facilities**

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

**Properties & Locations**

1. Jasper, FL Operating Plant (Good condition – property is owned subject to mortgage)  
14233 County Road 132 SE, Jasper, FL 32052



2. Callahan, FL – Production Plant (in good condition – property is owned subject to mortgage)

446195 US-301, Callahan, FL 32011

3. Homerville, GA Operating Plant (in good condition – property is owned subject to mortgage)

1900 Waycross Hwy., Homerville, GA 31634

4. Beaver, WA Operating Plant (in good condition – property is owned subject to mortgage)

200673 US Highway 101, Beaver, WA 98305

5. Astatula, FL Production & Corp HQ (in good condition – property is owned subject to mortgage)

24200 County Road 561, Astatula, FL 34705

6. Jacksonville, FL - Colorant Production (in good condition) - 2480 Lane Ave. N, Jacksonville, FL 33254

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

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer’s securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Anthony Raynor</u>	<u>CEO</u>	<u>Astatula, FL</u>	<u>35,214,500</u>	<u>Restricted</u>	<u>30.7% of common stock outstanding</u>	<u>—</u>
<u>Anthony Raynor</u>	<u>CEO</u>	<u>Astatula, FL</u>	<u>90</u>	<u>Restricted</u>	<u>100% of Preferred Series A stock outstanding</u>	<u>—</u>
VRM GLOBAL HOLDINGS PTY LTD	Owner of 18.4%	Bohle Plains, AUSTRALIA	<u>21,128,789</u>	<u>Restricted</u>	<u>18.4% of common stock outstanding</u>	<u>Ken Bellamy</u>



<u>Onset Financial, Inc.</u>	Owner of 8.4%	Draper, UT	<u>9,688,878</u>	<u>Restricted</u>	<u>8.4% of common stock outstanding</u>	<u>Scott Finlinson</u>
<u>John Spencer</u>	Employee / Owner of 5.2%	COLUMBUS, OH	<u>6,000,000</u>	<u>Unrestricted – Free Trading</u>	<u>5.2% of common stock outstanding</u>	—
<u>Leslie Schultz</u>	Owner of 4.4%	RANCHO SANTA FE, CA	<u>5,000,000</u>	<u>Restricted</u>	<u>4.4% of common stock outstanding</u>	—
<u>Barry Papenfuss</u>	<u>CFO</u>	<u>South Jordan, UT</u>	<u>409,156</u>	<u>Restricted</u>	<u>&lt;1% of common stock outstanding</u>	—
Brian Rivera	<u>SVP</u>	Altamonte Springs, FL	<u>429,500</u>	<u>Restricted</u>	<u>&lt;1% of common stock outstanding</u>	—

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

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

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

None

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

None

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

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



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

No

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person’s involvement in any type of business or securities activities.

No

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

No

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

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



**8) Third Party Service Providers**

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

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile. Securities Counsel (must include Counsel preparing Attorney Letters).

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

Accountant or Auditor

Name: Mark Sperry  
**Firm:** Sadler, Gibb & Associates, LLC  
  
Address 1: 344 W 13800 S, Draper, UT 84020  
Address 2: \_\_\_\_\_  
Phone: (801) 783-2950  
**Email:** msperry@sadlergibb.com

Investor Relations

Name: None  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

*All other means of Investor Communication:*

X (Twitter): x  
Discord: \_\_\_\_\_  
LinkedIn: x  
Facebook: x  
[Other ] Bloomberg and Fox News

Other Service Providers

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

Name: None  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_

Email: \_\_\_\_\_

**9) Disclosure & Financial Information**

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

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

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

- IFRS  
 U.S. GAAP

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

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

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **CPA**

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

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<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by perso with sufficient financial skills.



**THE SUSTAINABLE GREEN TEAM, LTD. AND SUBSIDIARIES**

**CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE FISCAL YEARS ENDED DECEMBER 28, 2024 AND DECEMBER 30, 2023**

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**Prepared in accordance with OTC Pink Current Disclosure Guidelines**



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

	<u>FY-2024</u>	<u>FY-2023</u>
	<i>(December 28, 2024)</i>	<i>(December 30, 2023)</i>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ -	\$ 10,573
Accounts receivable, net of allowance for doubtful accounts	1,612,078	8,662,813
Note receivable	-	12,000,000
Inventories	71,695,163	38,881,925
Prepaid expenses and other current assets	1,736,464	3,491,381
<b>Total Current Assets</b>	<u>75,043,705</u>	<u>63,046,692</u>
Property and equipment, net	50,557,467	67,956,047
<b>Other Assets</b>		
Long-term investments	1,005,104	1,004,540
Goodwill	224,000	224,000
Intangibles	12,928,657	13,573,720
Deferred Tax Asset	6,119,415	2,207,012
ROU asset	6,521,042	7,407,460
Other assets	4,782,721	4,674,665
<b>Total Other Assets</b>	<u>31,647,460</u>	<u>29,091,398</u>
<b>Total Assets</b>	<u><b>\$ 157,248,632</b></u>	<u><b>\$ 160,094,136</b></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued expenses	\$ 23,965,833	\$ 11,689,583
Lease liability, current portion	12,795,953	14,870,032
Notes payable, current portion	32,035,838	40,911,005
Notes payable – related party	6,636,924	1,500,000
<b>Total Current Liabilities</b>	<u>75,434,549</u>	<u>68,970,621</u>
<b>Long-term Liabilities</b>		
Lease liabilities, net of current portion	-	-
Note payable – net of current portion	-	-
<b>Total Long-term Liabilities</b>	<u>-</u>	<u>-</u>
<b>Total Liabilities</b>	<u>75,434,549</u>	<u>68,970,621</u>
<b>Stockholders' Equity</b>		
Preferred Series A stock, \$0.0001 par value, 5,000,000 shares authorized, 90 shares outstanding		
Common stock, \$0.0001 par value; 245,000,000 shares authorized; 114,710,030 and 92,343,98 shares issued and outstanding, respectively	11,028	9,234
Additional paid-in capital	90,189,608	78,322,521
Retained Earnings	<u>(8,386,553)</u>	<u>12,791,761</u>
<b>Total Stockholders' Equity</b>	<u>81,814,083</u>	<u>91,123,516</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u><b>\$ 157,248,632</b></u>	<u><b>\$ 160,094,136</b></u>

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



**THE SUSTAINABLE GREEN TEAM, LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	<b>Year Ended</b>	
	<b>December 28, 2024</b>	<b>December 30, 2023</b>
<b>Net Revenue</b>	\$ 5,237,839	\$ 29,600,458
Cost of Revenue		
Cost of Goods	2,216,624	23,716,781
Depreciation & Amortization	4,507,073	3,401,014
<b>Total Cost of Revenue</b>	<b>6,723,697</b>	<b>27,117,795</b>
<b>Gross Profit</b>	<b>(1,485,858)</b>	<b>2,482,663</b>
<b>Operating Expenses</b>		
Selling, General and Administrative	8,363,158	9,711,718
Depreciation and Amortization	1,027,635	901,066
<b>Total Operating Expenses</b>	<b>9,390,793</b>	<b>10,612,784</b>
<b>Income (loss) from Operations</b>	<b>(10,876,651)</b>	<b>(8,130,121)</b>
Other Income (expense)		
Interest Expense, net	(4,530,180)	(5,606,142)
Bargain Purchase Gain (loss)	-	-
Gain on Paycheck Protection Program debt forgiveness	-	-
Gain on Sale of Fixed Assets	1,406,282	8,620,991
Other Income, net	(8,467,168)	(673,596)
Total Other Income (expense)	(11,591,066)	2,341,253
Income (loss) before provision for Income Taxes	(22,467,717)	(5,788,868)
Provision for Income Taxes	1,289,403	2,206,607
<b>Net Income</b>	<b>\$ (21,178,314)</b>	<b>\$ (3,582,261)</b>
Net income (loss) per common share – basic	\$ (0.19)	\$ (0.04)
Net income (loss) per common share – diluted	\$ (0.18)	\$ (0.04)
Wt. Avg shares outstanding – basic	108,794,853	83,205,852
Wt. Avg shares outstanding – diluted	115,994,853	94,795,852

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



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

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Paid-in</u> <u>Capital</u>	<u>Retained</u> <u>Earnings</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
<b>Balance at Dec. 31, 2022</b>	<b>90</b>	<b>\$ -</b>	<b>74,631,743</b>	<b>\$ 7,463</b>	<b>\$ 56,054,631</b>	<b>\$ 16,374,022</b>	<b>\$ 72,435,715</b>
Stock Subscriptions			17,712,185	1,771	22,267,890		22,269,661
Net Income			-	-	-	(3,582,261)	(3,582,261)
<b>Balance at Dec. 30, 2023</b>	<b>90</b>	<b>\$ -</b>	<b>92,343,928</b>	<b>\$ 9,234</b>	<b>\$ 78,322,521</b>	<b>\$ 12,791,761</b>	<b>\$ 91,123,115</b>
Stock Subscriptions			22,366,082	2,237	11,867,087		11,869,324
Net Income						(21,178,314)	(21,178,314)
<b>Balance at Dec. 28, 2024</b>	<b>90</b>	<b>\$ -</b>	<b>114,710,030</b>	<b>\$ 11,028</b>	<b>\$ 90,189,608</b>	<b>\$ (8,386,553)</b>	<b>\$ 81,814,083</b>

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



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

	Year Ended	
	December 28, 2024	December 30, 2023
<b>Cash flows from operating activities:</b>		
Net Income (Loss)	\$ (21,178,314)	\$ (3,582,261)
<b>Adjustments to reconcile net income (loss) to net cash used in operating activities:</b>		
Depreciation and amortization	5,534,708	6,415,890
(Gain) loss on sale of fixed assets	(1,406,282)	(8,620,991)
Bad debt expense	2,234,408	-
Prepaid advertising	1,076,250	959,960
Change in deferred taxes	(3,912,403)	(2,207,012)
<b>Changes in operating assets and liabilities:</b>		
Accounts receivable, net	4,816,327	(6,226,489)
Note receivable, net	12,000,000	(12,000,000)
Inventory	(32,813,237)	(20,225,746)
Prepaid expenses and other current assets	1,754,917	6,553,690
Accounts payable and other current liabilities	12,276,250	6,924,118
<b>Net cash (used in) operating activities</b>	<b>(19,617,376)</b>	<b>(32,008,840)</b>
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(118,374)	(388,714)
Net short-term investment redemptions (purchases)	-	(418,361)
Proceeds from sale of property and equipment	3,247,957	93,748
<b>Net cash from (used in) investing activities</b>	<b>3,129,583</b>	<b>(713,327)</b>
<b>Cash flows from financing activities:</b>		
Principal payments on leases	(26,382)	(643,382)
Net borrowings from notes payable	16,581,215	18,787,953
Payment on notes payable	(1,735,598)	(7,680,991)
Stock subscriptions	1,658,485	22,269,661
<b>Net cash provided by (used in) financing activities</b>	<b>16,477,720</b>	<b>32,733,241</b>
<b>Net increase (decrease) in cash</b>	<b>(10,573)</b>	<b>10,573</b>
Cash – beginning of period	10,573	-
<b>Cash – end of period</b>	<b>\$ -</b>	<b>\$ 10,573</b>

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



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

### NOTE 1 – ORGANIZATION AND BUSINESS OPERATIONS

#### *Business Overview*

The primary business model for the The Sustainable Green Team, Ltd (the “Company” or “SGTM”) focuses on environmental sustainability by transforming natural waste into innovative, eco-friendly solutions that restore soil health, conserve resources, and promote a greener planet. Our Company is dedicated to reducing our carbon footprint, regenerating ecosystems, and providing sustainable products that support farmers, gardeners, and communities worldwide.

In a world facing environmental challenges and food security concerns, our Company is revolutionizing agriculture and land restoration. With cutting-edge technology, we've developed a product line to improve our agricultural food security by improving the performance output of home gardeners and professional farmers. At the same time, our carbon capture technology reverses climate change and reduces greenhouse gas emissions. Our technology solutions include the conversion of organic residues to our Water Less Garden® humus soil and other related products for soil restoration. The Company holds Master Licenses for the proprietary concentrate that converts organic waste including tree debris and animal waste (“feedstock”) into powerful soil regeneration products.

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

### NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### *Basis of Presentation*

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

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

#### *Principles of Consolidation*

The consolidated financial statements are presented on a comparative basis. The unaudited condensed consolidated balance sheets as of December 28, 2024 and December 30, 2023 include the accounts of SGM, National Storm Recovery, Inc. (“NRS”), Mulch Manufacturing, Inc. (“MMI”), Day Dream Productions, Inc. (“DDP”) LLC, Rose Transport, LLC (“Rose”), and Sierra Gold Mining Company (“SGMC”).

The unaudited condensed consolidated statement of operations for the twelve-month periods ended December 28, 2024, and December 30, 2023 include the accounts of SGM, NRS LLC, MM, DDP LLC, Rose, and SGMC.

The consolidated financial statements include the accounts of all subsidiaries. All inter-company accounts have been eliminated in consolidation, including intercompany sales from NSR to MMI.

### *Critical Accounting Estimates*

In order to prepare our financial statements in accordance with GAAP, we make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. Such estimates are based upon management's current judgments, which are normally based on knowledge and experience regarding past and current events and assumptions about future events. Certain estimates are particularly sensitive due to their significance to the financial statements and the possibility that future events may be significantly different from our expectations.

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

### ***Inventories***

#### **Summary:**

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

#### **Judgments and Uncertainties:**

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

#### **Sensitivity of Estimates to Change:**

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

### ***Acquisitions***

#### **Summary:**

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

#### **Judgments and Uncertainties:**

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

### **Sensitivity of Estimates to Change:**

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

### ***Goodwill***

#### **Summary:**

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

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

#### **Judgments and Uncertainties:**

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

The assumptions used to estimate fair value consider historical trends, macroeconomic conditions, and projections consistent with our operating strategy. Changes in these estimates could have a significant effect on whether or not an impairment charge is recorded and the magnitude of such a charge. Adverse market or economic events could result in impairment charges in future periods.

### **Sensitivity of Estimates to Change:**

During the fourth quarter of the 2024 Fiscal Year, we performed our annual quantitative assessment of goodwill. No goodwill impairment charge was recorded as a result of the testing and the estimated fair value of each of our reporting units substantially exceeded its carrying value.

### ***Revenue***

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

The Company recognizes revenue when its performance obligations are satisfied. With respect to the sale of our catalyst concentrate, mulch and soil products, our performance obligation is met when product is pulled from inventory and segregated for shipping to our customer. For our landscape recovery services, our performance obligation is satisfied upon the completion of the landscape services for our customers. Products and services are primarily sold based on credit terms established for each customer. These credit terms, which are established in accordance with local and industry



practices, require payment generally within 30 days of performance, or end of season qualifying orders. The Company estimates and reserves for its bad debt exposure based on its experience with past due accounts and collectability, the aging of accounts receivable and its analysis of customer data.

#### *Cash*

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

#### *Account Receivable*

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

#### *Inventories*

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

The organization is expanding the portfolio into the soil and organic fertilizer segments through the production of Water Less Garden® humus soil and related products for soil restoration. During 2024, inventories related to the production of this new product line were recorded at the lower of cost or net realizable value. Monthly "yard inventory" is analyzed based on periodic cycle counts and adjusted as necessary. Inventories are also impacted by intercompany sales between NSR and MMI of forest products. The sale and cost of sale are eliminated in our financial statement consolidation process.

#### *Property and Equipment*

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

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

#### *Impairment of Long-Lived Assets and Right of Use Assets*

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



The Company has 0.39% ownership in an insurance group which provides annual dividends to the Company on a recurring basis. The Company valued this investment at December 28, 2024 and December 30, 2023 at an amount of \$1,005,104 and 1,004,540, respectively.

#### *Intangible Assets*

The Company records its intangible assets at cost in accordance with Accounting Standards Codification (“ASC”) 350. Finite lived intangible assets are amortized over their estimated useful life using the straight-line method, which is determined by identifying the period over the term of the agreement. During the twelve months ended December 28, 2024 and December 30, 2023, the Company performed valuation and impairment testing did not record a loss on impairment.

The Company increased intangible asset by \$14,400,000 in 2022 through IP investment with VRM Biologik through a 10-year licensing agreement with a 5 year automatic renewal with no additional expense. The transaction is funded through the issuance of 6,000,000 shares of common stock at a share price of \$2.40. Based upon the financial representation of the business and the contractual guarantees the Company believes this agreement will result in significant revenue and profit margin improvements, above and beyond, the transactional expense. The Company will amortize this intangible asset over a 15-year term, whereby, expensing \$80,000.00 per month over the life of the licensing agreement.

#### *Goodwill*

Goodwill represents the excess of the purchase price of the acquired business over the estimated fair value of the identifiable net assets acquired. Goodwill is not amortized but is tested for impairment at least annually at year end, at the reporting unit level or more frequently if events or changes in circumstances indicate that the asset might be impaired. Goodwill is tested for impairment at the reporting level by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. If the reporting unit does not pass the qualitative assessment, then the reporting unit’s carrying value is compared to its fair value. The fair values of the reporting units are estimated using market and discounted cash flow approaches. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its fair value. The discounted cash flow approach uses expected future operating results. Failure to achieve these expected results may cause a future impairment of goodwill at the reporting unit. No impairment of goodwill was recorded by the Company for the fiscal years ended December 28, 2024 and December 30, 2023.

#### *Advertising and Marketing Costs*

The Company expenses advertising and marketing costs as they are incurred. Advertising and marketing expenses were \$1,358,759 and 1,506,34 for the twelve months December 28, 2024 and December 30, 2023, respectively, and are recorded in selling, general and administrative expenses in the statement of operations.

#### *Fair Value Measurements*

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

The Company’s financial assets and liabilities carried at fair value measured on a recurring basis as of December 28, 2024 and December 30, 2023, consisted of the following:



	Total fair value at December 28, 2024	Quoted prices in active markets for identical Assets (Level 1)	Significant other Observable inputs (Level 2)	Significant other Unobservable inputs (Level 3)
Investment in mutual funds	\$ 52	\$ 52	\$ -	\$ -

	Total fair value at December 30, 2023	Quoted prices in active markets for identical Assets (Level 1)	Significant other Observable inputs (Level 2)	Significant other Unobservable inputs (Level 3)
Investment in mutual funds	\$ 52	\$ 52	\$ -	\$ -

*Net Income (Loss) per Common Share*

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

	12 Months Ended	
	Dec 28, 2024	Dec 30, 2023
Numerator for basic and diluted earnings (loss) per share:		
Net income (loss)	\$ (21,178,314)	\$ (3,582,261)
Denominator for basic earnings (loss) per share –		
Weighted Average Shares Outstanding	108,794,853	83,205,852
Stock Warrants and Options	5,000	6,000,000
Convertible notes	2,200	5,590,000
Denominator for diluted earnings (loss) per share –		
Weighted Average and Assumed Conversion	115,994,853	94,795,852
Net income (loss) per share:		
Basic net income (loss) per share	\$ (0.19)	\$ (0.04)
Diluted net income (loss) per share	\$ (0.18)	\$ (0.04)

The total outstanding shares of the Company's common stock as of December 28, 2024 and December 30, 2023 was 114,710,030 and 92,343,948, respectively.

*Income Taxes*

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

Components of income before taxes were as follows:



	<b>Annual</b>	
	<b>Dec 28, 2024</b>	<b>Dec 30, 2023</b>
Net Income Before Taxes		
U.S.	\$ (22,467,717)	\$ (5,788,868)
Foreign	-	-
<b>Total</b>	<b>(22,467,717)</b>	<b>(5,788,868)</b>
<b>Current income tax expense</b>		
U.S. federal	\$ 3,645,460	\$ 1,483,741
U.S. state and local	\$ -	\$ -
Foreign	\$ -	\$ -
<b>Total current</b>	<b>\$ 3,645,460</b>	<b>\$ 1,483,741</b>
<b>Deferred income tax (benefit) expense</b>		
U.S. federal	\$ (4,934,863)	\$ (3,690,348)
U.S. state and local	\$ -	\$ -
Foreign	\$ -	\$ -
<b>Total deferred</b>	<b>\$ (4,934,863)</b>	<b>\$ (3,690,348)</b>
<b>Total</b>	<b>\$ (1,289,403)</b>	<b>\$ (2,206,607)</b>

As of December 28, 2024, the Company had available tax-effected net operating loss carryforwards of \$22,341,587 that generally expire if not utilized.

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

Below is a breakdown to the income tax credit in the amount of \$1,289,403 for fiscal year ending December 28, 2024.

	<b>Dec 28, 2024</b>
Income (loss) before provision for income taxes	\$ (22,467,717)
Effective rate (after accounting for book vs tax differences)	5.74%
SGTM consolidated tax benefit	\$ (1,289,403)

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets, including tax loss and credit carry forwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company utilizes ASC Topic 740, "Income Taxes," which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. The Company accounts for income taxes using the asset and liability method to compute the differences between the tax basis of assets and liabilities and the related financial amounts, using currently enacted tax rates. A valuation allowance is recorded when it is "more likely-than-not" that a deferred tax asset will not be realized. For tax positions that meet a "more likely than not" threshold, the Company recognizes the benefit in the consolidated financial statements.



For the twelve months ended December 28, 2024 and December 30, 2023, the Company recognized approximately \$1,289,403 and \$2,206,607 of tax benefit, respectively. These tax provisions were based on a 5.74% and 38% effective rate for federal and state income taxes in 2024 and 2023, respectively, after accounting for permanent and temporary differences between book and taxable income. The Company’s practice is to recognize interest and penalties, if any, related to uncertain tax positions in income tax expense in the consolidated statements of operations.

Under ASC 740-10-30-17 the Company must consider all available evidence in assessing the NOL valuation allowance which weighs the impact of historical performance and future expectations. Litigation and associated expenses were charged to the Company’s financial statements and encumbered the Company’s ability to secure traditional financing resulting in high interest loans. The Company recorded annual revenues of \$35.9M, \$29.6M and \$5.2M, respectively, in 2022 through 2024. In 2023, the Company entered into a Master License agreement with VRM Biologik which grants SGTm exclusive small package distribution rights in the United States & Caribbean to manufacture and distribute a valuable soil line. Over this time period, the Company secured inventory and equipment and began manufacturing this soil product in the first quarter of 2023. The Company believes the NOL valuation allowance is “more likely-than-not”, therefore, the Company recognizes the benefit in the consolidated financial statements.

### NOTE 3 – INVENTORIES

#### *Inventories*

During 2024, the Company increased its production of Water Less Garden® humusoil to keep pace with a significant influx of raw materials from two large hurricanes that high its central Florida marketplace. Listed below are the amounts of Raw materials, Work-in progress, and Finished Goods in our inventory as of December 28, 2004 and December 30, 2023, respectively.

	<b>December 28, 2024</b>		<b>December 30, 2023</b>	
Raw Materials	\$	4,301,710	\$	1,708,477
Work in Process		40,149,291		21,069,262
Finished Goods		27,244,162		16,104,187
<b>Total Inventory</b>	<b>\$</b>	<b>71,695,163</b>	<b>\$</b>	<b>38,881,925</b>

#### *Prepaid Expenses and Other Current Assets*

In August, 2024 the Company amended its long-term marketing agreement to extend through September, 2030. This agreement is designed to increase brand awareness for our new product line, Water Less Garden® humusoil, using television and billboard resources to secure attention to our new product lines across 400 million households weekly on Bloomberg and Fox. This transaction was originally recorded as a prepaid advertising asset in October of 2022 at a value of \$7,175,000 with this asset being amortized over the terms of the agreement in accordance with the production and broadcast schedule. The Company amortizes this marketing service on a straight-line basis through September, 2030. The information below shows the year over year change in prepaid and other current assets:

	<b>December 28, 2024</b>		<b>December 30, 2023</b>	
Advances on inventory	\$	20,000	\$	20,000
Prepaid marketing expenses		4,125,625		5,381,250
<u>Other assets &amp; deposits</u>		<u>2,373,560</u>		<u>2,764,796</u>
<b>PPD &amp; Other Current Asset Total</b>	<b>\$</b>	<b>6,519,185</b>	<b>\$</b>	<b>8,166,046</b>

### NOTE 4 – PROPERTY AND EQUIPMENT

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



	<u>December 28, 2024</u>	<u>December 30, 2023</u>
Machinery and equipment	\$ 23,772,163	\$ 24,846,202
Vehicles	2,444,481	5,336,069
Land	9,196,570	9,196,570
Buildings & Improvements	16,627,428	24,230,587
Furniture	142,970	142,970
Customized Software	373,867	366,113
Construction in process	23,817,262	25,692,470
Gross Property & Equipment	<u>76,374,741</u>	<u>89,810,982</u>
Less: accumulated depreciation	<u>(25,817,274)</u>	<u>(21,854,935)</u>
<b>Property and equipment, net</b>	<b>\$ 50,557,467</b>	<b>\$ 67,956,047</b>

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

Depreciation and amortization of property and equipment is computed using the straight-line method over the estimated useful lives of the related assets. Leasehold improvements are amortized over the shorter of the useful lives of the improvements or the term of the lease. Furniture, fixtures, and equipment, are depreciated over useful lives as noted below:

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

#### NOTE 5 – INTANGIBLE AND LONG-LIVED ASSETS

The Company records its intangible assets at cost in accordance with Accounting Standards Codification (“ASC”) 350. Finite lived intangible assets are amortized over their estimated useful life using the straight-line method, which is determined by identifying the period over the term of the agreement. During the year ended December 28, 2024 the Company performed valuation and impairment testing and concluded the asset valuation exceeded the book value and determined not adjustment to book value position.

The Company entered into a 15-year licensing agreement with VRM Biologik in October, 2022. This agreement was amended in 2023 into a Master License Agreement with perpetual rights for 99 years and includes three 99-year options periods. This agreement grants SGTM exclusive rights to use, sublicense, or otherwise handle the use of VRM's technology, intellectual property, and IP systems in all of the Americas, including North, South, Central, and the Caribbean islands. This Intangible Asset is expected to provide a material disruption to the US and Caribbean fertilizer



and soil industry. To secure this, the Company issued 6,000,000 shares of common stock to VRM Biologik in October, 2022, for the Intangible Asset which includes exclusive distribution rights. The Company values this investment at \$14,400,000, net of amortization expense of \$2,160,000 as of December 28, 2024. The Company amortizes this cost using the straight-line method over the life of the agreement.

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

In addition, VRM has chosen to collaborate with SGTM to rebrand VRM's groups and intellectual property. This collaboration requires the supply chain to source necessary collateral resources, such as wood, fiber by waste machinery, equipment, technical services support services, etc. These products and services will originate from the United States of America, contributing to the country's exports. Furthermore, VRM group intends to purchase inputs for the manufacture of its products from external suppliers. SGTM has been designated as VRM's preferred supplier and will be given opportunities to bid on projects worldwide.

**NOTE 6 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES**

Accounts payable and accrued expenses consist of the following amounts:

	<u>December 28, 2024</u>	<u>December 30, 2023</u>
Accounts payable	\$ 14,619,657	\$ 9,570,610
Accrued interest	5,630,607	1,326,571
Accrued expenses	3,715,569	792,402
	<u>\$ 23,965,833</u>	<u>\$ 11,689,583</u>

**NOTE 7 – LEASES**

*Sale/Leaseback*

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

	<u>December 28, 2024</u>	<u>December 30, 2023</u>
ROU Liability	\$ 12,160,430	\$ 14,208,437
Finance Lease	582,372	606,407
Operational Lease	53,156	55,481

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

	<u>Finance Lease</u>	<u>Operating Lease</u>
2025	12,262,683	58,404
2026	107,977	1,158
2027	107,977	652
2027	107,977	666
2029	60,008	125
2030 and thereafter	-	-

## NOTE 8 –NOTES PAYABLE

Notes Payable are summarized as follows:

	<u>December 28, 2024</u>	<u>December 30, 2023</u>
<b><u>Summary of Outstanding Debt</u></b>		
<b><u>Category</u></b>		
Real Estate	\$ 17,325,761	\$ 17,325,761
Equipment	\$ 7,906,337	\$ 9,900,550
Jasper Acquisition	\$ -	\$ -
Other Obligations	\$ 6,800,664	\$ 9,790,109
Related Parties	\$ 6,640,000	\$ 5,394,584
<b>Total Debt Obligation</b>	<b>\$ 38,672,762</b>	<b>\$ 42,411,005</b>

The Company is in default on the majority of its Notes Payable obligations and is working closely with its creditors to refinance its various real estate and equipment obligations. Below is a detailed schedule of the company's debt obligations:

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



Note payable was refinanced in May, 2024 with a related party to the Company. The note bears interest at 12%. Monthly payments of interest of \$16,400 starting in June, 2024 with the balance due in May, 2025.	\$	1,640,000	\$	1,500,000
Note payable to an equipment financing company bearing interest at 11.45%. Monthly payments of principal and interest of \$18,121 due through Mar-27	\$	695,010	\$	695,010
Note payable to an equipment financing company bearing interest at 11.45%. Monthly payments of principal and interest of \$11,312 due through Mar-27	\$	433,855	\$	433,855
Note payable to an equipment financing company bearing interest at 12.45%. Monthly payments of principal and interest of \$7,762 due through Apr-27	\$	296,017	\$	296,017
Note payable to an equipment financing company bearing interest at 12.13%. Monthly payments of principal and interest of \$2,610 due through Apr-27	\$	40,955	\$	90,955
Note payable to an equipment financing company bearing interest at 12.00%. Monthly payments of principal and interest of \$812 due through Jun-28	\$	35,241	\$	35,241
Note payable to an equipment financing company bearing interest at 10.59%. Monthly payments of principal and interest of \$7,067 due through Jun-28	\$	316,135	\$	316,135
Note payable to an equipment financing company bearing interest at 10.20%. Monthly payments of principal and interest of \$4,359 due through Apr-27	\$	156,338	\$	156,338
Note payable to an equipment financing company bearing interest at 11.86%. Monthly payments of principal and interest of \$2,588 due through May-25	\$	49,425	\$	49,425
Note payable to an equipment financing company bearing interest at 3.61%. Monthly payments of principal and interest of \$7,907 due through Apr-27	\$	138,598	\$	318,598
Note payable to an equipment financing company bearing interest at 3.61%. Monthly payments of principal and interest of \$6,937 due through Apr-27	\$	109,506	\$	279,506
Note payable to an equipment financing company bearing interest at 3.49%. Monthly payments of principal and interest of \$7,118 due through Apr-27	\$	112,378	\$	287,378
Note payable to an equipment financing company bearing interest at 7.70%. Monthly payments of principal and interest of \$2,416 due through May-27	\$	94,441	\$	94,441
Note payable to an equipment financing company bearing interest at 6.99%. Monthly payments of principal and interest of \$14,056 due through Jun-27	\$	587,070	\$	587,070
Note payable to an equipment financing company bearing interest at 6.99%. Monthly payments of principal and interest of \$2,307 due through Jun-27	\$	96,348	\$	96,348
Note payable to an equipment financing company bearing interest at 6.99%. Monthly payments of principal and interest of \$1,468 due through Jun-27	\$	61,292	\$	61,292
Note payable to an equipment financing company bearing interest at 6.99%. Monthly payments of principal and interest of \$2,780 due through Jun-27	\$	116,092	\$	116,092



Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$5,230 due December 2020 through November 2025.	\$	-	\$	143,480
Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$5,201 due November 2020 through October 2025.	\$	-	\$	138,001
Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$5,201 due October 2020 through September 2025.	\$	-	\$	128,551
Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$4,662 due August 2020 through July 2025 (adjusted)	\$	-	\$	112,892
Note payable to an equipment financing company bearing interest at 3.95%. Monthly payments of principal and interest of \$5,201 due August 2020 through July 2025.	\$	-	\$	138,001
Note payable to an equipment financing company bearing interest at 6.99%. Monthly payments of principal and interest of \$5,064 due through Sep-27	\$	226,079	\$	226,079
Note payable to an equipment financing company bearing interest at 8.3%. Monthly payments of principal and interest of \$6,474 due through Oct-27	\$	282,015	\$	282,015
Note payable to an equipment financing company bearing interest at 8.3%. Monthly payments of principal and interest of \$6,474 due through Oct-27	\$	282,015	\$	282,015
Note payable to an equipment financing company bearing interest at 10.6%. Monthly payments of principal and interest of \$3,618 due through Dec-27	\$	154,888	\$	154,888
Note payable to an equipment financing company bearing interest at 10.6%. Monthly payments of principal and interest of \$3,836 due through Dec-27	\$	164,248	\$	164,248
Note payable for real estate bearing interest at 8.0% and balloon payment at end of term Monthly interest of \$7,029 with balloon of \$1,054,300 due through Aug-25	\$	1,054,300	\$	1,054,300
Note payable to an equipment financing company bearing interest at 7.5%. Monthly payments of principal and interest of \$11,850 due through Sep-28	\$	583,222	\$	583,222
Note payable to an equipment financing company bearing interest at 7.5%. Monthly payments of principal and interest of \$2,689 due through Sep-28	\$	-	\$	132,328
Note payable to an equipment financing company bearing interest at 7.5%. Monthly payments of principal and interest of \$830 due through Sep-28	\$	-	\$	40,839
Note payable to an equipment financing company bearing interest at 8.0%. Monthly payments of principal and interest of \$12,135 due through Nov-28	\$	606,702	\$	606,702
Note payable to an equipment financing company bearing interest at 8.0%. Monthly payments of principal and interest of \$10,967 due through Nov-28	\$	548,347	\$	548,347



Note payable for real estate bearing interest at 12.0% with monthly interest payments of \$20,000 with balloon of \$2,000,000 due in August, 2024	\$ 2,000,000	\$ 2,000,000
Note payable for inventory bearing interest at 12.0% with monthly payments of \$83,334 through July, 2028	\$ 5,000,000	\$ 5,000,000
Note payable for real estate bearing interest at 12.0% with monthly interest payments of \$30,000 with balloon of \$3,000,000 due in October, 2025	\$ 3,000,000	\$ 3,000,000
Convertible Note bearing interest at 20.0% with a balloon payment of principal and accrued interest in January, 2024; Note is secured by two of the properties of the Company	\$ 1,000,000	\$ 1,000,000
Convertible Note bearing interest at 10% with monthly payments of \$9,167 and a balloon payment of 1,125,000 due in January, 2025; Note was refinanced with interest only payments through its maturity in January, 2025 and is convertible during term at \$0.50 per share for Company's common stock	\$ 1,232,675	\$ 1,100,000
Note payable to various finance companies bearing interest at ranges from 71% to 126% with weekly payments of principal and interest of \$3,000 due through Mar-23	\$ 4,567,988	\$ 4,790,109
<b>Total notes payable</b>	<b>\$ 38,672,762</b>	<b>\$ 42,411,005</b>
Short-term portion of notes payable	\$ 38,672,762	\$ 42,411,005
Long-term portion of notes payable	\$ -	\$ -

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

Year	Amount
2025	\$ 38,672,762
2026	\$ -
2027	\$ -
2028	\$ -
2029	\$ -
2030 & after	\$ -

## NOTE 9 – STOCKHOLDERS' EQUITY AND STATEMENT OF CASH FLOWS

### *Preferred Stock*

On December 31, 2019, the Company's Board of Directors adopted articles of incorporation in the state of Delaware authorizing, without further vote or action by the stockholders, to create out of the unissued shares of the Company's common stock, \$0.0001 par value Preferred Stock. The Board of Directors is authorized to establish, from the authorized and unissued shares of Preferred Stock, one or more classes or series of shares, to designate each such class and series, and fix the rights and preferences of each such class of Preferred Stock; which class or series shall have such voting powers, such preferences, relative, participating, optional or other special rights, and such qualifications, limitations or restrictions as shall be stated and expressed in the resolution or resolutions providing for the issuance of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof. The articles of incorporation and designation authorizes the issuance of 5,000,000 shares of Preferred Stock, of which 100 shares have been designated as Series A Preferred Stock, of which 90 of Series A are issued and outstanding as of December 28, 2024. Each holder of outstanding shares of Series A Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Series A Preferred Stock held by such holder as of the record date for determining stockholders entitled to vote on such matter, with each share casting a vote equal to: the quotient of the sum of all outstanding shares of common stock together with any and all other securities of the Company that provide for voting on an "as converted" basis divided by 0.99.



### *Common Stock*

Basic net income (loss) per common share is computed by dividing the net income by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share includes the effect of Common Stock equivalents (stock options, unvested restricted stock, and warrants) when, under either the treasury or if-converted method, such inclusion in the computation would be dilutive. Outstanding shares of the Company's common stock as of December 28, 2024 and December 30, 2023 was 114,710,030 and 92,343,948, respectively.

### *Equity Transactions During the Period*

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

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

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

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

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

In May, 2023, the Company issued 7,000,000 shares pursuant to a product purchasing agreement with VRM Global Holdings PTY, Ltd., at a price of \$1.26 per share.

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

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

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

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

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

In September, 2023, the Company issued 7,628,789 shares pursuant to a product purchasing agreement with VRM Global Holdings PTY, Ltd., at a price of \$1.30 per share.

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

In January, 2024, the Company issued 9,688,878 shares as part of a debt restructuring transaction with a creditor of the Company at a price of \$0.60 per share.

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

In March, 2024, the Company issued 3,109,781 shares for services to key advisors and to other investors pursuant to subscription agreements, at a price of \$0.25 per share.



In April, 2024, the Company issued 696,941 shares for services to key advisors and to other investors pursuant to subscription agreements, at an average price of \$0.40 per share.

In May, 2024, the Company issued 3,390,000 shares to a related party as part of a debt for common stock conversion at a price of \$0.50 per share.

In May, 2024, the Company issued an additional 584,000 shares for services to key advisors and to other investors pursuant to subscription agreements, at an average price of \$0.50 per share.

In June, 2024, the Company issued 364,286 as part of a debt forbearance agreement and for services to a consulting firm at a price of \$0.70 per share.

In July, 2024, the Company issued 2,500,000 shares pursuant to an Asset Purchase Agreement at a price of \$0.69 per share.

In September, 2024, the Company issued 975,000 shares for services to key advisors and as an option to acquire certain intellectual property at a price of \$0.50 per share.

In October, 2024, the Company issued 301,364 shares for services to key advisors as part of a debt forbearance agreement and for services at an average price of \$0.70 per share.

In November, 2024, the Company issued 568,333 shares for services from a Company executive and to other investors pursuant to subscription agreements, at a price of \$0.60 per share.

In December, 2024, the Company issued 36,772 shares for services to key employees as variable compensation advisors and to other investors pursuant to subscription agreements, at an average price of \$0.40 per share.

## **NOTE 10 – COMMITMENTS AND CONTINGENCIES**

### *Legal Claims*

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

## **NOTE 11 – CONCENTRATION OF CREDIT RISK**

### *Cash Deposits*

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

### *Revenues*

For the twelve months ending December 28, 2024 and December 30, 2023, one customer accounted for 27% and 26% of revenue, respectively.

### *Accounts Receivable*

As of December 28, 2024 and December 30, 2023, one customer accounted for 13% and 88% of receivables, respectively.



**NOTE 12 – SUBSEQUENT EVENTS**

The Company has compensated certain strategic advisors to the company in 2025 by issuing 3,021,458 shares of its common stock through April 14, 2025.



**Financial Statement Requirements:**

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

**10) Issuer Certification**

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Anthony Raynor certify that:

1. I have reviewed this Disclosure Statement for THE SUSTAINABLE GREEN TEAM, LTD.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 14, 2025 [Date]

/s/ Anthony Raynor [CEO's Signature]

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

*Principal Financial Officer:*

I, Barry Papenfuss certify that:

1. I have reviewed this Disclosure Statement for THE SUSTAINABLE GREEN TEAM, LTD.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 14, 2025 [Date]

/s/ Barry Papenfuss [CFO's Signature]

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