

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

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

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

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SIC Codes: 5199 and 5122

## **Annual Report**

**For the Period Ending December 31, 2023**  
**(the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

54,565,751,445 as of March 31, 2024

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

### **Shell Status**

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

Yes: ☐ No: ☒

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

Yes: ☐ No: ☒

### **Change in Control**

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

Yes: ☐ No: ☒

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

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

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

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

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

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

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

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

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

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

N/A

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

N/A

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

N/A

Address of the issuer's principal executive office:

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

Address of the issuer's principal place of business:

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

4075 Ruffin Road, San Diego, CA 92123

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

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

## 2) Security Information

### Transfer Agent

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

### Publicly Quoted or Traded Securities:

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

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

Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>75,000,000,000</u>	as of date: <u>March 31, 2024</u>
Total shares outstanding:	<u>54,565,751,445</u>	as of date: <u>March 31, 2024</u>
Total number of shareholders of record:	<u>256</u>	as of date: <u>March 31, 2024</u>

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

N/A

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

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

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

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

N/A

**Security Description:**

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

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

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

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

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

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

(ii)

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

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

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

(i) If only one person votes, the vote of such person binds all.

(ii) If more than one person casts votes, the act of the majority so voting binds all.

(iii) If more than one person casts votes, but the vote is evenly split on a particular matter, the votes shall be deemed cast proportionately, as split.

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

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

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

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

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

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

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

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

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

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

**(f) REORGANIZATIONS, MERGERS, CONSOLIDATIONS OR SALES OF ASSETS.** If at any time or from time to time after the date of this Certificate, there is a capital reorganization of the common stock (reverse split, forward split, etc.), as a part of such capital reorganization, provision shall be made so that the holders of the Series C Preferred shall thereafter be entitled to receive upon conversion of the Series C Preferred the same number of shares of common stock to which that holder would have been entitled prior to such capital reorganization. In essence, the number of Series C Preferred Stock authorized, issued and outstanding, and the number of shares of common stock into which such Series C Preferred is convertible based on using the \$0.10 conversion price, shall not be affected by any such capital reorganization. For example, the \$0.10 conversion price would remain \$0.10 regardless of a reverse split of the common stock. If a recapitalization causes the VWAP to exceed the \$0.10 conversion price, the Series C Preferred would be convertible into the lesser of the discounted VWAP (40% or 20%) or \$0.10.

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

**(h) RESERVATION OF STOCK ISSUABLE UPON CONVERSION.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of common stock, solely for the purpose of effecting the conversion of

the shares of the Series C Preferred, such number of its shares of common stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series C Preferred; and if at any time the number of authorized but unissued shares of common stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series C Preferred, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of common stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate.

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

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

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

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

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

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

N/A

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

N/A

**3) Issuance History**

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

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

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

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

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

Shares Outstanding <u>Opening Balance</u> :  Date: <u>December 31, 2021</u>  Common: <u>54,226,653,814</u> Preferred: <u>4,200</u>	*Right-click the rows below and select "Insert" to add rows as needed.
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Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>February 15, 2022</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0030	<u>No</u>	<u>Neville Pearson</u>  <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>February 24, 2022</u>	<u>Cancelled in Exchange for Common Shares</u>	(1,400)	<u>Preferred Series C</u>	N/A	<u>No</u>	<u>Darlene Seale</u>	<u>Conversion of Preference Shares to Common</u>	<u>N/A</u>	<u>N/A</u>
<u>February 24, 2022</u>	<u>New Issuance</u>	1,700,591	<u>Common</u>	\$0.0028	<u>No</u>	<u>Darlene Seale</u>	<u>Conversion of Preference Shares to Common</u>	<u>N/A</u>	<u>N/A</u>
<u>April 22, 2022</u>	<u>Returned to Treasury</u>	(25,102,960)	<u>Common</u>	N/A	<u>No</u>	<u>Steven R. Peacock</u>	<u>Former Officer returned shares per SEC Order</u>	<u>N/A</u>	<u>N/A</u>
<u>June 28, 2022</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0039	<u>No</u>	<u>Neville Pearson</u>  <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>August 31, 2022</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0039	<u>No</u>	<u>Neville Pearson</u>  <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>September 2, 2022</u>	<u>New Issuance</u>	150,000,000	<u>Common</u>	\$0.0038	<u>No</u>	<u>Steven Peacock</u>	<u>Former Officer Settlement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>September 20, 2022</u>	<u>New Issuance</u>	20,000,000	<u>Common</u>	\$0.0026	<u>No</u>	<u>Dutchess Group LLC</u> <u>Alan Fishman</u>	<u>Marketing – Investor Relations Agmt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>October 20, 2022</u>	<u>New Issuance</u>	20,000,000	<u>Common</u>	\$0.0024	<u>No</u>	<u>Dutchess Group LLC</u> <u>Alan Fishman</u>	<u>Marketing – Investor Relations Agmt</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>November 22, 2022</u>	<u>New Issuance</u>	20,000,000	<u>Common</u>	\$0.0019	<u>No</u>	<u>Dutchess Group LLC</u> <u>Alan Fishman</u>	<u>Marketing – Investor Relations Agmt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>December 5, 2022</u>	<u>New Issuance</u>	90,000,000	<u>Common</u>	\$0.0021	<u>No</u>	<u>FMW Media Works LLC</u> <u>Vince Caruso</u>	<u>Marketing – Investor Relations Agmt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>December 5, 2022</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0015	<u>No</u>	<u>Neville Pearson</u>  <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>December 20, 2022</u>	<u>New Issuance</u>	20,000,000	<u>Common</u>	\$0.0014	<u>No</u>	<u>Dutchess Group LLC</u> <u>Alan Fishman</u>	<u>Marketing – Investor Relations Agmt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>January 31, 2023</u>	<u>New Issuance</u>	20,000,000	<u>Common</u>	\$0.0014	<u>No</u>	<u>Dutchess Group LLC</u> <u>Alan Fishman</u>	<u>Marketing – Investor Relations Agmt</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>February 28, 2023</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0022	<u>No</u>	<u>Neville Pearson</u>  <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>June 30, 2023</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0014	<u>No</u>	<u>Neville Pearson</u>  <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>August 31, 2023</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.001	<u>No</u>	<u>Neville Pearson</u>  <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>December 21, 2023</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0006	<u>No</u>	<u>Neville Pearson</u>  <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>March 1, 2024</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0006	<u>No</u>	<u>Neville Pearson</u>  <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>March 27, 2024</u>	Common: <u>54,565,751.445</u>								
	Preferred: <u>20,000,002.800</u>								

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

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

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



Total Common Shares Issued/Reserved: 55,240,669,807 as of March 31, 2024  
 Shares Issued to Warrant Reserves – Lender Requirement: 674,918,362 – **NOT OUTSTANDING**  
**Total Common Shares Outstanding: 54,565,751,445 as of March 31, 2024**

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder.  *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
November 11, 2021	\$145,324	\$200,000	\$2,857	10-31-23  Extended to  6-30-24	Conversion at \$0.0075 per share upon Lender request	Mast Hill Fund, LLC  Patrick Hassani	Loan

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

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

N/A

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

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com)

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

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

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

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

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

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

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

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

C. Describe the issuers' principal products or services.

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

**5) Issuer's Facilities**

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

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

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

The total lease expense, on the straight-line basis of \$10,780 per month was \$129,360 for the twelve months ended December 31, 2023.

The Issuer has also leased a small corporate office in Scottsdale, Arizona where certain Directors and Officers work. The 24-month lease is for 457 sf of full-service office accommodation in North Scottsdale, Arizona. The rent is \$750 per month and a Right of Use Asset and Liability has been created in the amount of \$16,567.

The total lease expense, on the straight-line basis of \$775 per month was \$9,300 for the twelve months ended December 31, 2023.

The Company assumed a 63-month lease in respect of a 47,544-sf industrial building in San Diego, as part of the terms of the Green Star Labs, Inc. joint venture. Base rental is \$69,102 as of month 33, increasing by 3% on the anniversary date of the lease. The lease expires on July 31, 2024, and there is one 5-year option to extend for a further five years. The Company recorded a right of use asset and liability in the amount of \$5,449,811 representing the net present value of the \$7,083,533 of remaining lease payments at an incremental borrowing cost ("IBR") of 5.75%. Management is reasonably certain that the lease will be extended for a further five years.

The total lease expense, on the straight-line basis of \$77,841 per month was \$934,092 for the twelve months ended December 31, 2023.

Hempacco also owns a high volume (30m sticks per month) cigarette manufacturing machine of the kind used by "Big Tobacco". This machine has been adapted for use with industrial hemp blends as opposed to tobacco. Hempacco has developed a number of patentable processes during the first year of operations in 2019-2020. al.

In addition to current operating assets, the company owns approximately 588 (\$3.6m worth) of NCR manufactured retail vending kiosks which are currently being placed in retail venues for the purposes of revenue generation from lease income, product sales revenues and advertising revenues received from third parties using our on-machine video monitors.

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

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Sandro Piancone</u>	<u>CEO &amp; Director</u>	<u>Chula Vista, CA</u>	<u>0</u>	N/A	0%	Director & Officer of GGII
<u>Neville Pearson</u>	<u>CFO &amp; Director</u>	<u>Scottsdale, Arizona</u>	<u>22,500,000</u>	Common	0.04%	Director & Officer of GGII
<u>Jorge S. Olson</u>	<u>Chief Marketing Officer</u>	<u>Bonita, CA</u>	<u>0</u>	N/A	0%	Officer only of GGII
<u>Stuart W. Titus</u>	<u>Director</u>	<u>San Diego, CA</u>	<u>1,087,358,470</u>	Common	1.99%	Non-Executive Director and Chairman of the Board of GGII
<u>Jerry Halamuda</u>	<u>Director</u>	<u>Poway, CA</u>	<u>0</u>	N/A	0%	Non-Executive Director of GGII

<u>Mexico Franchise Opportunities Fund L.P.</u>	<u>Owner of more than 5%</u>	<u>Vancouver, BC, Canada.</u>	<u>13,473,197,809</u> <u>20,000,000,000</u>	Common Preferred C	24.69% 99.9996%	Sandro Piancone Owns 31.5% of MFOF Managing Partner J. Olson, Vancouver, BC, Canada
<u>UST Mexico, Inc.</u>	Related Party and associate	<u>Incline Village, Nevada</u>	<u>947,200,000</u>	Common	1.74%	President, Sandro Piancone Owns 29.4% of UST
<u>Piancone Trust</u>	<u>Owner of more than 5%</u>	<u>San Diego, CA</u>	<u>3,426,059,644</u>	Common	6.28%	Sandro Piancone, Officer and Director
<u>Strategic Global Partners, Inc.</u>	<u>Owner of more than 5%</u>	<u>Las Vegas, Nevada</u>	<u>4,064,349,594</u>	Common	7.45%	Management Consulting Company of Sandro Piancone 100% owner
<u>Cube17, Inc.</u>	<u>Owned 100% by Jorge Olson</u>	<u>Bonita, California</u>	<u>2,236,011,138</u>	Common	4.10%	Management Consulting Co. of Jorge Olson, Corporate Officer
<u>John Cathcart</u>	<u>Owner of more than 5%</u>	<u>Broomfield, Colorado</u>	<u>5,015,219,221</u>	Common	9.19%	App. 33% beneficial owner and a founder of UST Mexico, Inc.
<u>546 Inc.</u>	<u>Owner of more than 5%</u>	<u>La Jolla, California</u>	<u>3,269,140,891</u>	Common	5.99%	Brian Zamudia
<u>Nery's Logistics, Inc</u>	<u>Owner of more than 5%</u>	<u>San Ysidro, Nevada</u>	<u>7,692,645,481</u>	Common	14.10%	Majority owned and controlled by Rafael Rojas
<u>Halamuda Trust</u>	Jerry Halamuda, Trustee	<u>Poway, CA</u>	<u>601,599,505</u>	Common	1.10%	Jerry Halamuda, Trustee - Non-Executive Director of GGII

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

## 7) Legal/Disciplinary History

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

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

NO

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

NO

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

NO

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

NO

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

NO

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

NO

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

On or about October 7, 2022, the Company accepted service in a suit filed in the United States District Court for the Southern District of New York by Long Side Ventures LLC, R & T Sports Marketing Inc., Sierra Trading Corp., Taconic Group LLC, KBW Holdings LLC, Robert Huebsch and Ann E. Huebsch, Joseph Camberato, Joseph Crook, Sachin Jamdar, Michael Matilsky, Gerard Scollan, and Daisy Arnold (collectively “Plaintiffs”) against Hempacoco Co., Inc., Mexico Franchise Opportunity Fund, LP, Sandro Piancone, Jorge Olson, Neville Pearson, Stuart Titus, Jerry Halamuda, Retail Automated Concepts, Inc. f/k/a Vidbox Mexico Inc., and Vidbox Mexico S.A. De C.V. (collectively “Defendants”) (Case No. 1:22-cv-08152 (ALC)), alleging that (i) Plaintiffs previously received a judgment (the “Judgment”) in a New York state court action (the “State Action”) against Retail Automated Concepts, Inc. (“RAC”) and Vidbox Mexico S.A. De C.V. (“Vidbox Mexico”), for breach of promissory notes issued by RAC to Defendants in 2018 and guaranteed by Vidbox Mexico, and (ii) prior to the filing of the State Action, Defendants fraudulently transferred and commingled assets, specifically 600 retail kiosks, in order to avoid enforcement of the Judgment, with Plaintiffs seeking monetary damages from Defendants. Defendants believe the suit is without merit and intend to defend the matter vigorously. Following the filing of pre-answer motions to dismiss by the Company, its officers, directors, and shareholders, the court dismissed the Company, Neville Pearson, Stuart Titus, and Jerry Halamuda from the litigation due to a lack of personal jurisdiction, allowed the Plaintiffs to engage in jurisdictional discovery to determine whether there exists a basis on which the Plaintiffs' can proceed with their claims in the Southern District of New York, and allowed the claims made against Sandro Piancone and Jorge Olson to proceed based on their relationships with Vidbox Mexico. Jurisdictional discovery is currently scheduled to proceed through late spring of 2024, following which the Company intends to file another pre-answer motion to dismiss based on a lack of personal jurisdiction.

## 8) Third Party Service Providers

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

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

Securities Counsel (must include Counsel preparing Attorney Letters).

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

Accountant or Auditor

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

Investor Relations

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

*All other means of Investor Communication:*

X (Twitter): X  
Facebook: X

Other Service Providers

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

None

## 9) Disclosure & Financial Information

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

Name: Lisa Martinez  
Title: Controller  
Relationship to Issuer: N/A

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

- ☐ IFRS  
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual)<sup>6</sup>:

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

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

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

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

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

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

Provide the following qualifying financial statements:

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

**Financial Statement Requirements:**

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

**10) Issuer Certification**

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

The certifications shall follow the format below:

*Principal Executive Officer:*

I, Sandro Piancone certify that:

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

April 15, 2024

/s/ Sandro Piancone

*Principal Financial Officer:*

I, Neville Pearson certify that:

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

April 15, 2024

/s/ Neville Pearson



# **Green Globe International, Inc.**

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

*Incorporated in Delaware - November 12, 1999*



## **Condensed Consolidated Financial Statements**

For the Twelve Months Ended

**December 31, 2023**

Statements issued and prepared by Management

**Unaudited**

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

### **Index to Unaudited Condensed Consolidated Financial Statements**

Consolidated Balance Sheets at December 31, 2023, and December 31, 2022.	<b>F-3</b>
Consolidated Statements of Operations for the twelve months ended December 31, 2023 and 2022.	<b>F-4</b>
Consolidated Statement of Stockholders Equity for the twelve months ended December 31, 2023, and 2022.	<b>F-5</b>
Consolidated Statements of Cash Flows for the twelve months ended December 31, 2023, and 2022	<b>F-6</b>
Notes to the Financial Statements	<b>F-7</b>

**GREEN GLOBE INTERNATIONAL, INC.**  
Condensed Consolidated Balance Sheets  
(Unaudited)

As of	Dec 31, 2023	Dec 31, 2022
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	100,000	608,124
Accounts receivable	227,132	430,200
Accounts receivable - Related Parties	-	355,954
Other receivables	765,497	(47,100)
Inventories	2,542,629	1,178,892
Prepaid expenses	403,385	814,777
Prepaid expenses - Related Parties	-	-
Current assets	<b>4,038,643</b>	3,340,847
Property and equipment, net	5,401,673	8,538,689
Other assets	551,598	411,124
Right-of-use asset, net	6,305,017	
Right-of-use asset, net - Related Parties	241,594	5,232,906
Equity investment - related party	2,585,474	-
Total assets	<b>19,123,999</b>	17,523,566
<b>Liabilities and Shareholders' Deficit:</b>		
Accounts payable	2,325,044	725,292
Accounts payable - Related Parties	376,195	987,795
Accrued liabilities	868,231	410,399
Deferred revenue	1,749,361	1,291,723
Line of credit	100,000	-
Other short-term loans	278,640	155,232
Loans payable - Related Parties	298,551	-
Notes payable - Related Parties	100,000	-
Convertible Notes payable	5,154,825	1,039,500
Convertible Notes payable - Related Parties	687,647	150,000
Derivative liabilities	76,755	-
Right-of-use liability	441,100	-
Right-of-use liability - Related Parties	116,804	724,682
Current liabilities	<b>12,573,153</b>	5,484,623
Long-term debt		
Right-of-use liability	5,806,211	-
Right-of-use liability Related Parties	124,790	4,508,224
Right-of-use liability - Deferred Rent	157,807	101,408
Total liabilities	<b>18,661,961</b>	10,094,255
Shareholders' Equity		
Common stock	5,523,817	5,520,817
Preferred stock	2,000,000	2,000,000
Additional paid-in capital	38,841,215	32,593,681
Warrant and promissory note reserve shares	(67,492)	(67,492)
Retained Earnings	(38,759,613)	(31,685,149)
Total shareholders' equity	<b>7,537,927</b>	8,361,857
<b>Noncontrolling interest</b>	<b>(7,075,889)</b>	<b>(932,546)</b>
Total shareholders' deficit	<b>462,038</b>	7,429,311
Total liabilities, preferred stock and shareholders' deficit	<b>19,123,999</b>	17,523,566

**GREEN GLOBE INTERNATIONAL, INC.**  
Condensed Consolidated Statements of Operations  
(Unaudited)

	Twelve Months Ended Dec 31,	
	<u>2023</u>	<u>2022</u>
Revenues	5,730,815	7,208,098
Revenues - Related Party	(11,868)	-
Manufacturing and consulting services	-	371,975
Total revenues	5,718,947	7,580,073
Cost of goods sold	6,022,142	7,527,853
Cost of goods sold - Related Party	210,900	-
Total cost of goods sold	6,233,042	7,527,853
Gross profit	(514,095)	52,220
Operating expenses:		
General and administrative	8,073,168	6,579,815
General and administrative - Related Party	541,886	321,975
Sales and Marketing	1,443,054	1,154,611
Sales and Marketing Related Party	116,402	
Expensing of Related Party Debt	864,151	-
Impairment loss on equipment and trademarks	4,874,917	-
Total operating expenses	15,913,578	8,056,401
Income from operations	(16,427,673)	(8,004,181)
Other income (expense)		
Gain on previous debt write-off	1,309,113	-
Interest expense	(378,111)	(1,693,102)
Interest income	34,775	-
Other income (expense)	272,482	27,530
Total other income (expenses)	1,238,259	(1,665,572)
Net Income (Loss)	(15,189,414)	(9,669,753)
Net income (loss) attributable to noncontrolling interests	(6,143,343)	(2,648,570)
Net loss	(9,046,071)	(7,021,183)
Basic and dilutive loss per share	(\$0.00)	(\$0.00)
Shares used in calculating loss per Share	54,556,415,829	54,287,486,525

## Green Globe International, Inc.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
(Unaudited)

	Preferred Shares	Stock \$ Amtt @ Par	Common Shares	Stock \$ Amtt @ Par	Additional Paid in Capital GGII & HPCO	APIC Warrant Reserve Shares	Retained Deficit GGII & HPCO	Non-Controlling Interests GGII & HPCO	Stockholders' Equity
<b>Balances – December 31, 2022</b>	<b>20,000,02,800</b>	<b>\$ 2,000,000</b>	<b>55,208,169,807</b>	<b>\$ 5,520,817</b>	<b>\$ 32,593,681</b>	<b>\$ (67,492)</b>	<b>\$ (31,685,149)</b>	<b>\$ (932,546)</b>	<b>\$ 7,425,311</b>
Conversion of net GSI equity balances at 12-31-2022 to Hempacco goodwill asset on consolidation	-	-	-	-	(1,463,452)	-	1,371,141	-	507,680
Prior year audit adjustments	-	-	-	-	82,442	-	-	-	82,442
Dissolve Cali Vibes DB LLC	-	-	-	-	-	-	466	-	466
Shares issued for Officer compensation	-	-	10,000,000	1,000	10,250	-	-	-	11,250
HPCO issuance of common stock	-	-	-	-	7,245,000	-	-	-	7,245,000
Offering costs paid in connection with sale of common stock	-	-	-	-	(634,600)	-	-	-	(634,600)
GGII shares issued for consulting services	-	-	20,000,000	2,000	26,000	-	-	-	28,000
HPCO shares issued for consulting services	-	-	-	-	360,400	-	-	-	360,400
HPCO warrant valuation expenses	-	-	-	-	374,453	-	-	-	374,453
Record discount on convertible notes	-	-	-	-	21,485	-	-	-	21,485
HPCO common stock issued for conversion of Cambero/Spark convertible notes	-	-	-	-	146,940	-	-	-	146,940
HPCO common stock issued for financing costs	-	-	-	-	88,556	-	-	-	88,556
HPCO conversion to reserve shares	-	-	-	-	40,060	-	-	-	40,060
Eliminate Hempacco JV equity	-	-	-	-	(50,000)	-	-	-	(50,000)
Non-controlling interest in earnings and equity	-	-	-	-	-	-	6,143,343	(6,143,343)	-
Net Loss for twelve months ended December 31, 2023:	-	-	-	-	-	-	(15,189,414)	-	(15,189,414)
<b>Balances – December 31, 2023</b>	<b>20,000,002,800</b>	<b>\$ 2,000,000</b>	<b>\$ 55,238,169,807</b>	<b>\$ 5,523,817</b>	<b>\$ 38,841,215</b>	<b>\$ (67,492)</b>	<b>\$ (38,759,613)</b>	<b>\$ (7,075,889)</b>	<b>\$ 462,038</b>
<b>Balances – December 31, 2021</b>	<b>20,000,004,200</b>	<b>\$ 2,000,001</b>	<b>54,816,153,814</b>	<b>5,481,614</b>	<b>18,470,495</b>	<b>(58,950)</b>	<b>(22,999,584)</b>	<b>51,551</b>	<b>2,945,125</b>
Prior year audit adjustment	-	-	-	-	(94)	-	94	-	-
Issuance of GGII shares to officer for services	-	-	10,000,000	1,000	25,500	-	-	-	26,500
Conversion of preference shares to common shares	(1,400)	-	1,700,591	170	(170)	-	-	-	-
Conversion of Hempacco promissory note and accrued interest	-	-	-	-	56,592	-	-	-	56,592
Asset contribution by JV partner to Green Star Labs, Inc.	-	-	-	-	1,463,452	-	-	-	1,463,452
Hempacco warrant valuation expense	-	-	-	-	437,375	-	-	-	437,375
Shares submitted for cancellation by order of the SEC	-	-	(25,102,960)	(2,510)	-	-	-	-	(2,510)
Hempacco pre-IPO share issuance less expenses	-	-	-	-	339,475	-	-	-	339,475
Hempacco IPO shares issuances less expenses	-	-	-	-	5,468,813	-	-	-	5,468,813
Acquisition of machinery and trademarks	-	-	-	-	4,000,000	-	-	-	4,000,000
Payment of trade payables with Hempacco shares	-	-	-	-	91,864	-	-	-	91,864
Repayment of equipment loan with Hempacco shares	-	-	-	-	1,213,335	-	-	-	1,213,335
Boustead cashless warrant exercise – conversion to 54,928 shares	-	-	-	-	55	-	-	-	55
Boustead additional IPO expense due to warrant exercise	-	-	-	-	(55)	-	-	-	(55)
North Equities marketing services paid with Hempacco shares	-	-	-	-	100,000	-	-	-	100,000
Peacock lawsuit settlement	-	-	150,000,000	15,000	465,000	-	-	-	480,000
Additional paid in capital from Hempacco JV partner	-	-	-	-	50,000	-	-	-	50,000
FMW Media Works advertising services paid with GGII shares	-	-	90,000,000	9,000	180,000	-	-	-	180,000
FMW Media Works advertising services paid with Hempacco shares	-	-	-	-	148,103	-	-	-	148,103
Dutchess Group investor relations services paid with GGII shares	-	-	80,000,000	8,000	162,000	-	-	-	170,000
Must Kill Fund additional warrant reserve shares issued to treasury	-	-	85,418,362	8,542	-	(8,542)	-	-	-
Reclassification of IPO legal fees as offering costs to be deducted from proceeds	-	-	-	-	(78,059)	-	-	-	(78,059)
Non-controlling interest in equity and earnings	-	-	-	-	-	-	984,097	(984,097)	-
Net loss for twelve months ended December 31, 2022	-	-	-	-	-	-	(9,669,753)	-	(9,669,754)
<b>Balances – December 31, 2022</b>	<b>20,000,002,800</b>	<b>2,000,001</b>	<b>55,208,169,807</b>	<b>5,520,816</b>	<b>32,593,775</b>	<b>(67,492)</b>	<b>(31,085,149)</b>	<b>(932,546)</b>	<b>7,425,311</b>



**GREEN GLOBE INTERNATIONAL, INC.**  
**STATEMENT OF CASH FLOWS**

	For the twelve months ended December 31st.	
	12/31/2023	12/31/2022
<b>For the twelve months ended:</b>		
Cash flows from operating activities		
Net profit (loss)	\$ (15,189,414)	\$ (9,669,753)
<b>Adjustments to reconcile net loss to net cash used in operating activities</b>		
Net operating losses for Green Star Labs - 6-months to June 30, 2023	704,616	-
Elimination of pre-acquisition accumulated losses (2022) of Green Star Labs	1,971,141	-
Depreciation and amortization	223,280	607,866
Convertible note interest converted into common shares	40,000	6,592
Discount on convertible notes	21,485	-
Non-cash warrant valuation expense	143,541	892,677
Stock based marketing services and financing costs	524,732	507,103
Stock based compensation	11,250	126,500
Loan interest and extension fees paid with shares	-	20,656
Settlement of lawsuit by issuance of common shares	-	480,000
Expensing (Recovery) of related party loans	(1,309,113)	1,470,522
Write down of fixed assets to net realizable value	4,874,917	1,721,663
Loss on disposal of kiosk assets	33,825	-
Common shares submitted for cancellation by order of the SEC	-	10,690
<b>Changes in operating assets and liabilities, net of acquisitions:</b>		
Trade receivables, net	127,311	(279,304)
Related party receivables	463,335	197,385
Prepaid expenses and other current assets	92,651	(108,505)
Prepaid expenses, related parties	343,643	-
Inventories	(1,363,737)	(979,956)
Accounts payable	1,731,076	237,805
Accounts payable - related parties	(1,433,556)	825,389
Accrued liabilities	572,479	458,989
Customer Deposits	319,999	(836,669)
ROU deferred rent liability	(1,306)	-
<b>Net cash used in operating activities</b>	<b>(7,097,845)</b>	<b>(4,312,860)</b>
<b>Cash flows from investing activities:</b>		
Purchases of property, plant and equipment	(1,703,217)	(128,126)
Goodwill acquired with acquisition - viva veritas	(1,109,473)	-
Franchise fees and licenses related to joint venture	-	(624,610)
Proceeds from disposal of equipment	-	40,000
<b>Net cash provided by (used in) investing activities</b>	<b>(2,812,690)</b>	<b>(712,736)</b>
<b>Cash flows from financing activities:</b>		
Installment payments against equipment loans	125,178	(321,362)
Long Term Loan Repayment	(142,770)	-
Proceeds from (repayments to) convertible promissory note payable	(165,769)	14,500
Proceeds from short-term promissory note, related parties	836,199	50,000
Advances from (repayments to) related parties	-	73,407
Investment in Joint Venture	-	52,000
Proceeds from other short-term loans	2,139,173	(15,558)
Proceeds from the sale of common stock	7,245,000	6,416,000
Offering costs paid in connection with sale of common stock	(634,600)	(685,772)
<b>Net cash (used in) provided by financing activities</b>	<b>9,402,411</b>	<b>5,583,215</b>
Increase in cash and cash equivalents	(508,124)	557,619
Cash and cash equivalents at beginning of period	608,124	1,521,027
Cash and cash equivalents at end of period	<b>\$ 100,000</b>	<b>\$ 2,078,646</b>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
Cash paid for interest	83,763	-
Cash paid for taxes	5,654	3,474
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>		
Warrants issued with convertible notes	374,453	437,375
Conversion of convertible notes payable and accrued interest to common stock	146,940	56,592
Marketing services and financing costs paid with shares	448,957	-
Capital contribution by JV partner	-	50,000
Accounts payable paid with shares	-	91,864
Acquisition of plant and equipment for interest in joint venture	-	1,463,452
Equipment paid with promissory note	1,724,000	-
Equity interest in subsidiary paid with promissory notes	2,584,474	-
Equipment loan paid with shares	-	1,213,335
Payment for equipment and intangible assets with shares	-	4,000,000

**GREEN GLOBE INTERNATIONAL, INC.**  
**Notes to the Consolidated Financial Statements**  
**December 31, 2023, and 2022**  
**(UNAUDITED)**

**NOTE 1 - ORGANIZATION, BUSINESS AND LIQUIDITY**  
***ganization and Operations***

Green Globe International, Inc. (the "Company" or "GGII") was formed on November 12, 1999, as a Delaware Corporation.

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

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

On April 23, 2021, Hempacco filed a second amendment to its Articles of Incorporation changing its name from The Hempacco Co., Inc. to Hempacco Co., Inc.

Hempacco merged with GGII on May 21, 2021.

On July 10, 2023, Hempacco acquired a 50% equity investment in Green Star Labs, Inc., and on December 31, 2023 acquired the remaining 50% interest from GGII.

In accordance with GAAP rule 810, business combinations, the operations of GGII and Hempacco have been consolidated with effect from January 1, 2021, being the beginning of the first accounting quarter that both entities were under common control.

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

Green Star Labs, Inc. manufactures nutraceuticals and cosmetics under its own name brands and also as white label products for clients.

These financial statements are those of Green Globe International, Inc and its wholly owned and/or controlled subsidiaries.

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

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

Effective January 1, 2023, HempBox Vending, Inc. ("HVI") a wholly owned subsidiary of Hempacco entered into a joint venture operating agreement (the "Operating Agreement") with Weedsies Mobile, LLC ("Weedsies"), a Florida limited liability company, to operate a joint venture entity (the "Joint Venture") in Florida by the name of Weedsies Vending, LLC. The Joint Venture was created to market the hemp related products of Weedsies using automated kiosks provided by HVI. Pursuant to the Operating Agreement, the Joint Venture will be owned 50% each by HVI and Weedsies with both entities required to fund \$1,000 to the Joint Venture. HVI will be responsible for provision of the self-service vending kiosks and will be responsible for technology and marketing support as well as accounting, financial services, and tax preparation for the Joint Venture. Weedsies will be responsible for installations, repair, customer service, marketing support, billing, and reconciliations to the Joint Venture.



Effective January 24, 2023, Hempacco entered into a joint venture operating agreement (the “Operating Agreement”) with Alfalfa Holdings, LLC (“Alfalfa”), a California limited liability company, to operate a joint venture entity (the “Joint Venture”) in California by the name of HPDG, LLC. The Joint Venture was created to market and sell hemp smokable products. Pursuant to the Operating Agreement, the Joint Venture will be owned 50% each by Hempacco and Alfalfa. Hempacco is required to fund \$10,000 to the Joint Venture, manufacture product, and provide accounting, inventory management, staff training, and trade show and marketing services. Alfalfa is required to provide online marketing and promotion, design and branding, and brand management and development services as well as arranging appearances by Snoop Dogg at Joint Venture events. The appearances by Snoop Dog are subject to professional availability and a separate Talent License and Services Agreement between the Joint Venture and Alfalfa as described below (the “Services Agreement”).

In connection with the Operating Agreement, effective January 24, 2023, HPDG, LLC entered into the Services Agreement with Spanky’s Clothing, Inc., and Calvin Broadus, Jr. p/k/a “Snoop Dogg” (collectively “Talent”), pursuant to which Talent will endorse the HDPG, LLC’s smokable hemp products and serve as a spokesperson for the products in the United States. HDPG, LLC shall (i) pay Talent’s legal expenses of \$7,500 in connection with entering into the Operating Agreement and Services Agreement; (ii) cause Hempacco to issue to Talent a fully vested warrant to acquire 450,000 shares of Company common stock at a strike price of \$1.00 per share (the “Talent Warrants”); (iii) cause Hempacco to issue to Talent’s designee a fully vested warrant to acquire 50,000 shares of Hempacco’s common stock at a strike price of \$1.00 per share (the “Talent Designee Warrants”); and (iv) pay Talent royalties of 10% of HDPG, LLC’s gross revenue, with minimum annual royalty payments of \$450,000 by the end of the first two years of the initial term of the Services Agreement, an additional \$600,000 by the end of the third year of the initial term, and an additional \$1,200,000 by the end of the fourth year of the initial term. On or about January 30, 2023, Hempacco issued the Talent Warrants and Talent Designee Warrants as required by the Services Agreement (See Note9).

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

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

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

On February 9, 2023, Hempacco entered into an underwriting agreement (the “Underwriting Agreement”) with Boustead Securities, LLC, and EF Hutton, a division of Benchmark Investments, LLC, as representatives (the “Representatives”) of the underwriters (the “Underwriters”) in connection with the public offering of additional shares of common stock of Hempacco. The Underwriting Agreement provides for the offer and sale of 4,200,000 shares of

Hempacco's common stock, par value \$0.001 (the "Common Stock") at a price to the public of \$1.50 per share (the "Offering"). In connection therewith, Hempacco agreed to issue to the Representatives and/or their designees 338,100 warrants to purchase shares of Common Stock, exercisable from February 14, 2023, through February 10, 2028, at \$1.50 per share subject to adjustment as provided therein (the "Representatives' Warrants", see Note 9). Hempacco also granted the Underwriters an option (the "Option") for a period of 45 days to purchase up to an additional 630,000 shares of Common Stock. The Offering is being made pursuant to a Registration Statement on Form S-1 (File No. 333-269566) (the "Registration Statement"), which was declared effective by the Securities and Exchange Commission on February 9, 2023.

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

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

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

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

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

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

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

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

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

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

- a) Manufacturing & Supply Agreement (“MSA”)
- b) Exclusive Distribution Agreement (“EDA”)

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

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

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

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

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

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

### ***Going Concern Matters***

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles in the United States (“GAAP”), which contemplates the Company’s continuation as a going concern. The Company incurred a net loss of \$15,189,414 and \$9,669,752 during the year ended December 31, 2023, and 2022 respectively, and has an accumulated deficit of \$34,641,235 as of December 31, 2023. In addition, the Company has a \$6,546,611 “Right of Use Asset” liability which is offset by a Right of Use Asset in the Other Assets section of the Balance Sheet.

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

## **NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

### ***Basis of Presentation***

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

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

### ***Principles of Consolidation***

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

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

These condensed consolidated interim financial statements include the operating results and the assets of four joint venture entities that have been deemed variable interest entities for the period ended December 31, 2023. The non-controlling interests of these ventures have been disclosed on the consolidated balance sheet and income statement.

### ***Equity Method Investments in Unconsolidated Affiliates***

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

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

We assess investments for impairment whenever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. If the decline in value is considered to be other than temporary, the investment is written down to its estimated fair value, which establishes a new cost basis in the investment. We did not record any such impairment charges for any periods presented.

### *Use of Estimates*

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

### *Concentration of Credit Risk*

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

### *Cash and Cash Equivalents*

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

### *Inventory*

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

### *Basic and Diluted Net Loss per Common Share*

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

For the year ended December 30, 2023, and 2022, the following outstanding dilutive securities were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive.

	December 31	December 31
	2023	2022
	(Shares)	(Shares)
<b>Warrants for GGII shares</b>	1,135,823,597	1,135,823,597
<b>Promissory notes convertible to shares</b>	142,467	914,500
<b>Total</b>	<b>\$ 1,135,966,064</b>	<b>\$ 1,136,737,597</b>

### *Fair Value of Financial Instruments*

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

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

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

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

### ***Share-Based Compensation***

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

The Company recorded \$11,250 and \$26,500 in share-based compensation expense for the year ended December 31, 2023, and 2022, respectively, pursuant to a contract with the Company’s Chief Financial Officer.

### ***Advertising and Marketing Costs***

Costs associated with advertising and marketing promotions are expensed as incurred. Advertising and marketing expense was \$1,559,456 and \$1,154,611 for the year ended December 2023, and 2022, respectively.

### ***Revenue Recognition***

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

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

Per Company policy, any product that doesn’t meet the customer’s expectations can be returned within the first 30 days of delivery in exchange for another product or for a full refund. Any product sold through a distributor or retailer must be returned to the original purchase location for any return or exchange. For the year ended December 31, 2023, and 2022, the Company has not recorded any reserves on revenue.

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

For larger orders, the Company requires the customer to make a deposit equal to 50% of the invoice or order total which is recorded as customer prepaid invoices and deferred revenue on the balance sheet. When the product is shipped the customer deposit is recorded into revenue. The Company recorded \$1,749,361 and \$1,291,723 in customer pre- paid invoices and deposits for goods ordered but not delivered, as of December 31, 2023, and December 31, 2022, respectively.

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

The transaction was recorded at the fair market value of the inventory received, which was similar to the cost of the services to which were to be provided with an increase of \$623,375 to inventory and customer deposits. As of December 2023, and December 31, 2022, the customer deposit liability of \$623,375 remained. The Company will defer revenue on customer deposits and record as revenue once the product is delivered.

### ***Non-Controlling Interests***

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

The Company measures its NCI's using the percentage of ownership interest held by the respective NCI's during the accounting period in accordance with ASC 805-20. For the year ended December 31, 2023, and the year ended December 31, 2022, the Company reported minority interest in its accumulated losses and its net assets of \$(6,143,343) and (\$984,097) respectively.

Details below.

	December 31 2023	December 31 2022
Minority Interest at beginning of the year	(932,546)	51,551
Minority interests in accumulated deficit	(6,143,343)	(2,648,570)
Minority interests in net assets (less intangible assets)	-	1,664,473
<b>TOTAL</b>	<b>(7,075,889)</b>	<b>(932,546)</b>

In December 2021, Hempacco Co., Inc. issued 1,300,000 common shares at \$1.00 per share to the public in a pre-IPO offering managed by Boustead Investments, LLC. Net proceeds of \$1,027,565 were received by Hempacco after all commission and expenses. See Note 13 below for further details. This public offering by Hempacco Co., Inc. a subsidiary of Green Globe International, Inc. (its publicly traded parent company) is classified as a minority interest in the books of GGII and is taken into account when calculating the percentage of non-controlling interests of the parent company.

During the twelve months ended December 31, 2022, Hempacco recorded another \$16,000 of pre-IPO equity raise expenses which were deducted from the net proceeds previously received. On or about April 7, 2022, Hempacco sold an additional 208,000 shares of common stock at \$2.00 per share to nine investors, eight of which were third parties. Hempacco received gross proceeds of \$416,000, and net proceeds of \$355,475 after payment of commission and expenses to Hempacco's registered broker and the payment of expenses associated with the private offering and the public offering.

### ***Recent Accounting Pronouncements***

In December 2019, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update No. 2019- 12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes (ASU 2019-12), which simplifies the accounting for income taxes. This guidance will be effective for entities for the fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020, on a prospective basis, with early adoption permitted. We adopted the new standard effective January 1, 2021, and do not expect the adoption of this guidance to have a material impact on our financial statements.

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

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

### NOTE 3 – ACCOUNTS RECEIVABLE

Accounts receivables are recorded in accordance with ASC 310, “Receivables.” Accounts receivables are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is the Company’s best estimate of the amount of probable credit losses in its existing accounts receivable. As of December 31, 2023, and December 31, 2022, accounts receivable consisted of the following:

	December 31 2023	December 31 2022
<b>Accounts receivable</b>	\$ 227,132	\$ 680,297
<b>Accounts receivable - related parties</b>	-	1,518,680
<b>Allowance for doubtful accounts</b>	-	(1,412,823)
<b>Total accounts receivable</b>	<u>\$ 227,132</u>	<u>\$ 786,154</u>

### *Revenue Concentration*

Sales to five of the Company’s largest customers made up approximately 55% and 28% of our revenues for the year ended December 31, 2023, and 2022, respectively, and represents approximately 25% and 15%, respectively, of the total accounts receivable balances (before deduction of allowance) of \$316,700 and \$478,680, respectively, as of those dates. As a result of a legal dispute during 2022 and 2023, between one of these customers and a third party unconnected with the Company, we experienced a significant reduction in our projected revenues and cash flow from paper products for the year ended December 31, 2023.

### NOTE 4 – INVENTORY

As of December 31, 2023, and December 31, 2022, inventory, which consists primarily of the Company’s raw materials, finished products and packaging is stated at the following amounts:

	December 31 2023	December 31 2022
<b>Finished goods</b>	\$ 801,684	\$ 280,089
<b>Raw materials (Net of obsolescence allowance)</b>	1,740,945	898,803
<b>Total inventory at cost less obsolescence allowance</b>	<u>\$ 2,542,629</u>	<u>\$ 1,178,892</u>

The Company identified a potential for obsolescence in particular raw materials and provided an allowance for this risk in full in the year ended December 31, 2020, which was recorded within cost of goods sold in the amount of \$623,375. This obsolescence allowance is continually re-evaluated and adjusted as necessary.

### NOTE 5 - PROPERTY AND EQUIPMENT

As of December 31, 2023, and December 31, 2022, property and equipment consisted of the following:

December 31 2023	December 31 2022
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Production equipment	\$	5,806,245	\$	5,627,316
Leasehold improvements		31,431		31,431
Kiosks plus improvements		922,000		3,841,925
Less accumulated depreciation		(1,358,003)		(961,983)
Total property and equipment	\$	<u>5,401,673</u>	\$	<u>8,538,689</u>

Depreciation expense totaled \$396,750 and \$304,517 for the year ended December 31, 2023, and 2022, respectively.

#### NOTE 6 – OPERATING LEASES – RIGHT OF USE ASSETS

The Company entered into a 24-month lease in respect of approximately 457 square feet of office space on September 1, 2021, for a period of 2 years, in Scottsdale, Arizona. A security deposit of \$800 was paid, and the lease contains an option to extend for two further 24-month periods. Base monthly rent (inclusive of two parking spaces) commences at \$850 per month (plus AZ rent taxes) with subsequent defined annual increases. The lease is full-service gross with the exception of internet services which are borne by the lessee. At inception of the lease, the Company recorded a right of use asset and liability in the amount of \$16,567. The Company used an effective borrowing rate of 9.32% within the calculation. On August 9, 2023, the Company signed a 12-month extension to the lease and gave up one parking space. The new rent is \$825.00 plus local taxes, effective September 1, 2023.

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

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

Base monthly rent commenced at \$10,000 per month, with subsequent defined annual increases. All operating expenses are borne by the lessee. Amounts payable to the related party for rent as of December 31, 2023, and December 31, 2022, were \$0 and \$5,163 respectively. On December 31, 2023, and December 31, 2022, the amounts of \$0 and \$24,900 respectively, of prepaid rent were included in the deposits and prepayments account.

Hempacco assumed a 63-month lease in respect of a 47,544-sf industrial building in San Diego, as part of the terms of the Green Star Labs, Inc. joint venture. See Note 1 above. Base rental is \$69,102 as of month 33, increasing by 3% on the anniversary date of the lease. The lease expires on July 31, 2024, and there is one 5-year option to extend for a further five years. The Company recorded a right of use asset and liability in the amount of \$5,449,811 representing the net present value of the remaining lease payments at an incremental borrowing cost (“IBR”) of 5.75%. Management is reasonably certain that the lease will be extended for a further five years.

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

The following are the expected lease payments for Airway Road and Ruffin Road as of December 31, 2022. The lease is considered an “operating lease”.

#### ROU Assets - Future Lease Payments - GGII (with HPCO)

Year Ending December 31		Operating Leases
2024	\$	1,070,715
2025		1,107,514
2026		1,149,680
2027		1,189,388
2028		1,230,256
2029		1,277,371
2030		1,321,247
2031		1,381,515
<b>Total lease payments</b>		<b>9,727,686</b>
<b>Less: imputed interest/present value discount</b>		<b>(1,775,004)</b>
<b>Total</b>	<b>\$</b>	<b>7,952,682</b>

Lease expense, on the straight-line basis was \$1,059,048 during the twelve months ended December 31, 2023, and 2022.

#### NOTE 7 – OTHER SHORT-TERM LIABILITIES – EQUIPMENT LOANS

On December 11, 2019, Hempacco entered into a loan for \$1,500,000 within an initial maturity of 18 months to fund the purchase of equipment to use in its production. The loan did not have a stated interest rate, and, therefore, the Company calculated an imputed discount of \$109,627, which was amortized over 18 months. As of December 31, 2022, the discount had been completely amortized. The loan is secured by the production equipment.

On January 6, 2022, the first payment of \$50,000 was made to the lender. Hempacco was granted forbearance with respect to further loan payments until Hempacco’s planned IPO was funded. On September 6, 2022, Hempacco Co. executed a settlement agreement and mutual release with the lender providing for the full repayment of the outstanding loan balance of \$1,450,000 with a cash payment of \$250,000 and the issuance of 266,667 restricted shares of Hempacco common stock. As of December 31, 2023, and December 31, 2022, the principal balance of the loan was \$0.

On January 1, 2022, the Company acquired five operational vending kiosks located in Montreal, Canada. The agreed capital cost of approximately \$168,618 was represented by the outstanding loan balance of \$33,825 due to Ascentium Capital which was assumed by the Company plus \$9,793 in cash, plus the remaining balance which would be paid when the Company took possession of the assets. The loan balance outstanding as of December 31, 2023, was \$0.

#### NOTE 8 – CONVERTIBLE NOTES

As of December 31, 2023, a 12% promissory note remained outstanding totaling \$142,467. The note is technically in default, but an extension arrangement has been agreed to with the lender, with maturity date of June 30, 2024.

Warrant Agreements accompanied each promissory note. The terms of which can be found in Note 10 below. All warrants are valued using the Black-Scholes formula. Warrants issued in connection with a promissory note are capitalized and amortized over the life of the loan. The value of warrants issued as commission are expensed to interest expenses.

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

On or around October 18, 2023, Hempacco executed a one-year Promissory Note, a Share Purchase Agreement and other supporting legal documents in connection with a series of Securities Purchase Agreements with First Fire Global Opportunities Fund, LLC.

The aggregate amount of these agreements is \$3,000,000 (the Commitment), with the first Promissory Note having a principal amount of \$277,778 and a purchase amount of \$250,000. Each Note will carry an interest rate of 10% per year in addition to the 10% Original Issuer Discount (“OID”). The Company received net proceeds of \$220,000 after deduction of the 10% OID, brokers commission of \$20,000 and Investor’s legal expenses of \$10,000.

The Note Holder is restricted from holding more than 4.99% of the Company’s outstanding common shares at any time. The Investor received additional compensation comprised of i) the issue of common shares (the commitment shares) amounting to 10% of each Promissory Note amount, and 2) 120,370 warrants to purchase common shares at \$1.50 per share during a period of five years from the date of the Promissory Note.

The Note Holder has the option to convert all or a part of the outstanding debt into common stock at a fixed conversion rate of \$1.50 provided that the loan is not in default.

On October 18, 2023, Hempacco issued 27,777 common shares to the Note Holder in accordance with the Share Purchase agreement together with 120,370 five-year warrants. This warrant number is derived from the percentage that 1,300,000 warrants bear to a total purchase commitment of \$3,000,000.

On October 19, 2023, a Note and other ancillary documents were signed in connection with a second tranche of funding under the First Fire umbrella commitment. The Promissory Note Holder is Mast Hill Fund, LLC. The gross amount of the Promissory Note is \$835,000 and the purchase amount, after deducting the OID is \$751,500. Hempacco received net proceeds of \$686,760 after deduction of the brokers commission of \$57,240 and Investor’s legal expenses of \$7,500. The Investor received additional compensation comprised of i) the issue of common shares (the commitment shares) amounting to 10% of each Promissory Note amount, and 360,805 warrants to purchase common shares at \$1.50 per share during a period of five years from the date of the Promissory Note.

On October 19, 2023, Hempacco issued 83,497 common shares to the Note Holder in accordance with the Share Purchase agreement together with 361,832 5-year warrants.

Both of the above referenced Promissory Notes call for monthly payments of principal and interest in the aggregate of \$185,478 commencing on February 18/19, 2024.

On December 12<sup>th</sup> and December 19<sup>th</sup>, 2023, First Fire and Mast Hill Fund funded tranches three and four of the commitment in the gross amounts of \$277,778 and \$835,000 respectively. After deduction of 10% original issuer discount of \$111,278, brokers’ commission and fees of \$70,440, the Company received net proceeds of \$227,500 and \$703,560 respectively. Additional compensation comprising 115,724 placement shares and 501,490 warrants were issued to the lenders and brokers. Loan repayments are scheduled to commence on April 11 and April 18, 2024, respectively in the amounts of \$139,178 and \$46,300 for six months followed by two payments of \$27,956 and \$9,300 respectively.

## NOTE 9 - WARRANTS

As of December 31, 2023, the number of outstanding warrants of the Company was 1,135,823,597.

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

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

Description	Input Range	Input Range
	December 31 2023	December 31 2022
a) Price of the Issuer’s Security	\$1.00 - \$2.00	\$1.00 - \$2.00
b) Exercise (strike) price of Security	\$0.75 - \$1.50	\$0.75 - \$1.50
c) Time to Maturity in years	3 to 5 years	3 to 5 years
d) Annual Risk-Free Rate	2-year T-Bill	2-year T-Bill
e) Annualized Volatility (Beta)	59% - 493%	59% - 493%

On August 11, 2021, Hempacco signed an agreement with Boustead Securities, LLC (the “Representative”), which was

amended on or about June 18, 2022, effective as of August 11, 2021, with respect to a number of proposed financing transactions, including the initial public offering (“IPO”) of Hempacco’s common stock for which a listing on NASDAQ has been applied for, the private placement of Hempacco securities prior to the IPO (“pre-IPO Financings”), and other financings separate from the IPO or the pre-IPO Financings (each such other financing an “Other Financing”). See Note 13 below for further details.

In addition to the other compensation delineated in the agreement, Hempacco Co. agreed to issue and sell to the Representative (and/or its designees) on the closing date of an IPO or Other Financing as applicable, five-year warrants to purchase shares of the Hempacco’s common stock. The warrants are equal to 7% of the gross offering amount at an initial exercise price of 150% of the offering price per share in the IPO, or 100% of the offering price in Other Financing.

On November 23, 2021, Hempacco Co. entered into a Broker Representation Agreement with a Third Party, whereby Broker would receive a commission of 10% on any Net sales brought to Hempacco by their efforts or introductions, particular, as a bonus for introducing a major client, Broker shall be granted 100,000,000 warrants in Green Globe International, Inc. common shares exercisable at \$0.01 each for a period of three years.

The Black-Scholes valuation of the 100,000,000 warrants as of the contract date is \$0.0018 per share for a total valuation of \$178,317 which has been recorded as a one-time charge to the income statement due to there being no future performance obligations arising from this warrant award.

Between August and November 2021, warrants were issued to nine promissory note lenders (see note 9 above) as follows:

Series A warrants –	81,818,181	exercise price \$0.008250
Series B warrants -	104,347,824	exercise price \$0.008625

The warrants expire three years from the effective date of the promissory notes.

The value of the warrant discounts was calculated as \$106,343 and \$122,432 respectively for the Series A and the Series B warrants. The Black-Scholes variable inputs are shown in the table reproduced in this note above.

The Fair Market Value (“FMV”) of the warrants was calculated by multiplying the number of warrants in each loan allocation by the valuation amount produced by the application of the Black-Scholes Model to each warrant allocation.

The warrant discount for each individual loan warrant allocation was calculated by applying the percentage that the FMV of each warrant bears to the total warrant value (FMV plus loan value) to the loan amount. The individual warrant discounts were then summed up to produce the quoted totals.

The warrant discounts are being amortized over the three-year life of the warrants.

J.H. Darbie also received 7,513,047 Series B warrants to purchase GGII common shares as additional compensation.

The value of the Darbie warrants was also calculated using the same methodology as for the lender’s warrants and produced a valuation of \$15,706 which was expensed as a commission.

On January 25, 2023, Hempacco issued fully vested warrants to purchase 500,000 shares of the Company’s common stock to non-employees as compensation for services (“Compensation Warrants”). The Compensation Warrants have an exercise price of \$1.00 and a contractual life of 5 years. As of December 31, 2023, total compensation costs related to the common stock warrants not yet recognized amounted to approximately \$305,802. The amounts were recorded as prepaid compensation, for which there is a current and noncurrent portion that is amortized over the life of the contract. As of December 31, 2023, the current portion of \$74,891 is included in prepaid expenses and other current assets on the balance sheet and the noncurrent portion of \$230,911 is included in other assets. During the twelve months ended December 31, 2023, \$68,651 was amortized to sales and marketing expense.

## **NOTE 10 – LOAN PAYABLE**

On June 15, 2020, Hempacco entered into a loan agreement with a third party whereby the Company received \$85,000. The terms of the loan were for one year, with 0% interest. On January 15, 2021, the lender further advanced \$83,328 on the same terms. In December 2021, a letter agreement and loan extension were signed by the lender in which it was confirmed that the new maturity date of the loan would be August 15, 2023. The maturity date was subsequently extended to August 15, 2024. As of December 31, 2023, and December 31, 2022, the balance outstanding was \$136,173 and \$142,770, respectively.

In July 2021, Hempacco secured a line of credit facility with First Citizens Bank in the amount of \$100,000. The line of credit bears interest at a floating rate equal to 1.0% above the Wall Street Journal Prime Rate at any time and matured in July 2023. On July 1, 2023, the facility was renewed for an additional 12 months and will be reviewed by the bank for potential renewal on June 30, 2024. The line of credit is guaranteed by the CEO of the Company. As of December 31, 2023, and December 31, 2022, \$100,000 and \$0, respectively, were owed on the line of credit.

On or about April 1, 2023, Hempacco acquired three items of laboratory equipment from Norvoc Bioscience, Inc. with a total cost of \$285,056. Payment for this equipment is being made with goods and services provided to the vendor. As of December 31, 2023, the outstanding balance remaining was \$44,431.

On October 23, 2023, Hempacco entered into a receivables funding agreement with FC Capital Holdings, LLC (aka "FundCanna"). This agreement is structured as a "purchase and sale of future receivables" agreement and not a loan. Amounts funded under this agreement will be secured by future receivables equal to 130% of the amount advanced. This represents a 23.08% discount on the amount of receivables. The Purchaser (FundCanna) will own 4.5% (the "Purchased Percentage") of the seller's future receivables. The Seller (the Company) will make weekly remittances based on the Monthly Average Sales x Purchased Percentage / Average Weeks in a Calendar Month. An initial processing fee of \$2,000 was paid by Hempacco. Between October 27, and October 30, 2023, the purchaser advanced a total of \$186,000 to Hempacco. Commencing on November 2, 2023, and continuing until December 28, 2023, Hempacco made sixteen payments to the purchaser totaling \$48,360. As of December 31, 2023, the balance due to the purchaser, excluding the discount, is \$137,640.

#### **NOTE 11 – RELATED PARTY TRANSACTIONS**

As of September 1, 2022, the salaries of the CEO and the CMO, as defined in their respective employment agreements, were paid through Hempacco's payroll service. These payments replace the prior independent contractor payments received by their entities, Strategic Global Partners, Inc. and Cube 17, Inc. respectively. Although employment contracts were dated from January 2022, salaries were paid with effect from September 1, 2022.

As of December 31, 2023 and December 31, 2022, Hempacco owed \$98,700 and owed \$0 and was owed \$0 and \$0, respectively, by UST Mexico, Inc./ US Tobacco de Mexico ("UST"). Hempacco sells hemp products to UST and provides manufacturing consulting services. The value of goods and services provided to UST was \$29,119 and 17,386 for the year ended December 31, 2023, and 2022, respectively, and the value of goods and services provided by UST was \$540,208 and \$192,181 for the year ended December 31, 2023, and 2022, respectively. Disbursements made to UST, net of repayments amounted to \$1,466,597 for the prepaid services during the year ended December 31, 2023. \$758,184 of the prepaid services were expensed to related party loans during the year ended December 31, 2023 as the prepaid expenses were determined to be unrecoverable. UST is a manufacturer of tobacco cigarettes in Mexico and provides consulting services and parts for Hempacco's equipment. Subsequent to December 31, 2023, through the date of issuance of this report, Hempacco made payments totaling \$72,100 to UST.

As of December 31, 2023, UST owned 947,200,000 shares of common stock of Green Globe International, Inc., representing 1.72% of the issued and outstanding common stock. UST is a related party by virtue of Sandro Piancone's 25% interest in UST.

As of December 31, 2023, and 2022, Hempacco owed Primus Logistics, our landlord and an entity which is owned 90% by Mr. Piancone. \$0 and \$5,163 was paid for rent, inventory and product storage during the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023 and 2022, Primus Logistics had been paid \$0 and \$25,000, respectively, in advance for rent. Total disbursement made to Primus Logistics during the year ended December 31, 2023, were \$279,300, offset by goods and services provided by primus amounting to \$145,057. \$105,967 was expensed under expensing of related party loans in the year ended December 31, 2023. Subsequent to December 31, 2023, through the date of issuance of this report, Hempacco made payments totaling \$85,500 to Primus Logistics.

On or about March 1, 2022, Hempacco entered into a mutual line of credit agreement with its parent company, Green Globe International, Inc. The purpose is to facilitate short-term borrowing needs on an interest-free basis, with advances being subject to repayment within 90 days with a maximum of \$500,000 allowed to be outstanding within any 90-day period. On December 1, 2022, the maximum amount was increased to \$1,500,000 and on September 30, 2023, increased to \$1,800,000. During the twelve months ended December 31, 2023, Hempacco loaned GGII a net amount of \$70,208, and on December 31, 2023, applied \$1,812,352 of accounts receivable towards the \$2,500,000 note payable.

As of December 31, 2023, the balance owed to Hempacco by GGII was \$687,647.

On or about March 18, 2022, Hempacco issued a promissory note to a related party for \$50,000. The note carried an interest rate of 8% and matured on June 18, 2022. A series of extension amendments were signed, and the principal amount of the note was paid

On August 1, 2023. Two further advances of \$100,000 were made by the related party to Hempacco on October 13, 2023, and November 17, 2023, respectively. The first of these advances was repaid on October 25, 2023. As of December 31, 2023, \$100,000 was owed to this party.

During the months of September and October 2023, Sandro Piancone, Hempacco's CEO made several cash advances to Hempacco totaling \$135,000. On October 20, 2023, \$14,000 was repaid to Mr. Piancone. As of December 31, 2023, \$121,000 was owed to Mr. Piancone.

On December 31, 2023, Hempacco signed a \$2,500,000 one-year promissory note in favor of its parent company, Green Globe International, Inc. in connection with its acquisition of the 50% equity interest of Green Star Labs, Inc. On December 31, 2024, the note balance was reduced by the loan balance due from GGII, and the balance outstanding at December 31, 2023, was \$687,647. Interest on the note is payable only on that portion of the note paid in cash.

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

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

Although GGII was a "shell company" at the time of the reverse merger in May 2021, the fact that Hempacco, an operating company with business assets and cash flow, had become its wholly owned subsidiary, did, in reality, make GGII also a fully operating company. GGII was maintained as a separate entity to be used as a holding company for potential acquisitions and new business lines. In January 2022 GGII acquired a 50% interest in Green Star Labs, Inc. a nutraceutical manufacturing enterprise in San Diego, California. It took several months before the OTC would consider removing the "shell" status symbol from GGII's pink open market dashboard page. Shell status was finally removed by the OTC in February 2022.

By the second half of 2021, GGII had developed relationships with lenders, and was able to negotiate a series of loans totaling \$914,500 using convertible promissory notes as security. Thus, GGII was able to provide short term operational funding to its wholly owned subsidiary, Hempacco Co., Inc.

## NOTE 12 - INCOME TAXES

The Company provides for income taxes under ASC 740, "Income Taxes." Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax basis of assets and liabilities and the tax rates in effect when these differences are expected to reverse. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

The following is a reconciliation of income tax expense for the year ended December 31, 2023, and 2022.

	2023	2022
Current:		
Federal	\$ -	\$ -
State	-	-
Foreign	-	-
	-	-
Deferred		
Federal	(1,790,636)	(1,414,867)
State	(395,533)	(397,965)
	(2,186,169)	(1,812,832)
Valuation allowance	2,186,169	1,812,832
Total provision for income taxes	\$ -	\$ -



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The Company's net deferred tax assets as of December 31, 2023, and 2022, consisted of the following:

	2023	2022
Depreciation and amortization	\$ -	\$ -
Reserves and accruals	206,274	212,030
Research and development credits	-	-
Net operating loss carryforwards	4,537,276	2,345,351
Gross deferred tax assets	4,743,550	2,557,381
Valuation allowance	(4,743,550)	(2,557,381)
Net deferred tax assets	\$ -	\$ -

The Company has provided for a full valuation allowance against the deferred tax assets, on the expected future tax benefits from the net operating loss carryforwards, as the management believes it is more likely than not that these assets will not be realized in the future.

The following is a reconciliation of the federal income tax provision at the federal statutory rate to the Company's tax provision attributable to continuing operations:

	Year Ended December 31,	
	2023	2022
Statutory federal income tax rate	21.0%	21.0%
State income taxes, net of federal benefit	4.4%	5.7%
Stock based compensation	(1.0%)	0.7%
Meals and entertainment	0.0%	(0.0%)
Stock based compensation	(0.1%)	(0.0%)
Change in valuation allowance	(24.3%)	(25.9%)
Effective tax rate	0.0%	1.5%

The difference between the effective tax rate and the stated tax rate is primarily due to a full valuation allowance on the deferred tax assets and permanent differences due to non-cash related charges.

As of December 31, 2023, the Company's net operating losses (NOL's) on a gross basis were \$17,288,377, which can be carried forward indefinitely to offset future taxable income.

The Company's tax returns are subject to examination by United States Internal Revenue Service authorities as well as the California Franchise Tax Board, beginning with the period ended December 31, 2019. There are no current tax examinations.

## **NOTE 13 – STOCKHOLDERS' EQUITY**

### ***Hempacco – Series A Preferred Shares***

On May 20, 2021, the Hempacco's Board of Directors declared and authorized a 6% common share dividend to Series A Preferred Shareholders. Mexico Franchise Opportunities Fund ("MFOF") received dividends of \$757,479 which, together with MFOF's 8,000,000 preferred shares were converted into 8,757,479 shares of Hempacco's common shares.

On May 21, 2021, MFOF exchanged these Hempacco common shares for 33,473,197,809 shares of GGII common shares.

On September 28, 2021, Hempacco amended its Articles of Incorporation to increase its authorized Series A Preferred Shares to 50,000,000 and changed its par value to \$0.001. The holder of Hempacco's Series A Preferred Stock is entitled to a dividend of 6% payable in common shares, if and when declared by Hempacco's Board of Directors. The Series A preferred shares shall not have the right to vote on matters presented to the holders of junior stock.

### ***GGII – Series C Preferred Shares***

As of December 31, 2023, and December 2022, the Company had 20,000,002,800 and 20,000,002,800 shares of preferred stock issued and outstanding, respectively.

### ***Common Stock – GGII and Hempacco***

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

On or about July 15, 2022, Hempacco Co. acquired from Nery's Logistics, Inc., an entity that is owned by a significant shareholder (greater than 10%) of Hempacco's parent, two cigarette production equipment lines together with multiple cigarette and cigar-related trademarks. The total acquisition price was deemed to be \$4,000,000 to be paid solely by the issuance of 2,000,000 common shares of Hempacco. \$3,400,000 was initially allocated to the value of the equipment, and the balance of \$600,000 was allocated to intangible assets. A subsequent appraisal, performed in Mexico, valued the equipment at \$2,278,337. No value was allocated to the trademarks. During the year ended December 31, 2022, Hempacco recorded a one-time charge of \$1,121,663 to its statement of operations account in order to reduce the asset costs to net realizable value.

On July 15, 2022, Hempacco also settled two vendor accounts payable balances totaling \$100,000 by the issuance of 50,000 common shares of Hempacco stock.

On September 1, 2022, Hempacco sold 1,000,000 shares of Hempacco common stock at \$6.00 per share to its underwriter in Hempacco's IPO, and to Boustead Securities, LLC ("Boustead") pursuant to the underwriting agreement, in connection with the IPO (the "Underwriting Agreement"). After deducting the underwriting commission and expenses, Hempacco received net proceeds of \$5,390,753.

On September 2, 2022, the Company issued 150,000,000 restricted common shares to Steven R. Peacock, a former employee of the Company who had filed several lawsuits in an attempt to enforce worthless contracts executed by former directors over a decade ago. After considering the potential additional legal costs that would be incurred in defending this case, despite our confidence of ultimate success, it was decided to remove this annoyance now and settle for a known amount as opposed to an unknown future cost.

On September 6, 2022, Boustead exercised its warrants to purchase the Hempacco's common stock issued to it in connection with IPO, pursuant to paragraph 1.3.1 of the Underwriting Agreement. Boustead elected to convert its right to purchase 70,000 common shares at \$9.00 per share using the cashless basis formula in the warrants. The exercise resulted in the issuance of 54,928 shares of common stock to Boustead. The market price of these shares on the issue date was \$4.74 per share, resulting in an increase of \$55 in common stock and an increase in additional paid in capital of \$260,303 as well as additional underwriting expenses of \$260,358, which was a decrease to additional paid in capital.

On September 6, 2022, a settlement agreement and mutual release was signed by Hempacco and Titan Agency Management providing for the full repayment of the outstanding equipment loan balance with a cash payment of



\$250,000 and the issuance of 266,667 restricted shares of Hempacco common stock.

On September 17, 2022, Hempacco entered a Marketing Services Agreement with North Equities Corp. of Toronto, Canada, effective as of September 19, 2022, for an initial period of 6-months. Compensation for the initial period will be the issuance of 41,494 restricted shares of Hempacco's common stock under SEC Rule 144. This amount represents a market value of approximately \$100,000 as of the effective date. The shares were issued to North Equities Corp. of Toronto on October 4, 2022. Hempacco will also reimburse North Equities for all direct, pre-approved and reasonable expenses incurred in performing the marketing services.

On September 19, 2022, the Company entered an investor relations consulting agreement with Dutchess Group LLC ("Dutchess") of San Diego, California, for a period of six months. Dutchess will advise on the production of the Company's investor relations material, work with the Company on press release writing, editing and managing social media content. Dutchess will also assist the Company in arranging quarterly shareholder calls and will disseminate public company information to interested parties selected and approved by the Company. Compensation will be made by the issuance of 100,000,000 Rule 144 restricted common shares of the Company, issued in five monthly installments commencing on September 20, 2022.

On October 12, 2022, Hempacco entered a Broadcasting and Billboard Agreement with FMW Media Works LLC ("FMW") of Hauppauge, New York, for a period of six months. FMW will produce an informative TV show which will discuss Hempacco and its business. Total compensation will be made through the issuance of 63,292 restricted common shares of Hempacco under SEC Rule 144. The market value of the issued shares was \$148,103 and was expensed in full in 2022.

On November 2, 2022, the Company entered a Broadcasting and Billboard Agreement with FMW Media Works LLC ("FMW") of Hauppauge, New York, for a period of twelve months. FMW will produce an informative TV show which will discuss the Company and its businesses. Compensation will be made by the issuance of 90,000,000 rule 144 restricted common shares of the Company, plus \$5,000 per month in cash for the term of the agreement.

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

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

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

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

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

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

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

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

## NOTE 14 – COMMITMENTS AND CONTINGENCIES

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

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

## NOTE 15 - SUBSEQUENT EVENTS

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

On January 8, 2024, Mast Hill Fund funded Hempacco’s fifth and final tranche of the \$3m commitment in the gross amount of \$774,444. After deduction of 10% original issuer discount of \$77,444, brokers’ commission and fees of \$69,258, Hempacco received net proceeds of \$627,742. Additional compensation comprising 80,539 placement shares and 349,015 warrants were issued to the lenders and brokers. Loan repayments are scheduled to begin on May 8, 2024, in the amount of \$129,084 per month for six months, followed by two payments of \$25,928.

On January 29, 2024, Viva Veritas LLC submitted a Notice of Conversion to Hempacco. Specifically, Viva Veritas elected to convert \$440,985 of principal from the \$3,200,000 promissory note. Based on the conversion terms of the note, 1,399,952 shares were issued at a value of \$0.315 per share. The remaining balance of the note after this conversion is \$2,759,015 plus accrued interest.

The loan payments due on the first tranche of First Fire/Mast Hill promissory note loans were not made on the due dates February 18<sup>th</sup>/19<sup>th</sup>), consequently these first two notes are now in default under paragraph 3.20 of the Note. This triggers a default interest rate of 16%, and also a change in the calculation of the conversion rate from a fixed \$1.50 per share to 87.5% of the lowest average VWAP in the 10 days prior to the conversion date. On March 18-19, Hempacco was unable to make the second installments of the October promissory notes amortization payments, and the total of overdue payments stands at \$370,956.

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

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

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

Between February 23, 2024, and April 30, 2024, Mast Hill Fund presented twenty Notices of Conversion to the Company in respect of their promissory notes dated October 19, December 11 and January 8, 2024, for \$244,444 of accrued interest,

\$330,418 of principal, and \$21,000 of fees, converted at an average conversion rate of \$1.5037 per share for a total of 319,586 shares of the Company's common stock.

Subsequent to December 31, 2023, Mast Hill Fund has converted principal, interest and fees of \$595,862 into 396,261 shares of common stock. First Fire Global Opportunities has converted principal, interest and fees of \$134,035 into 92,598 shares of common stock. Viva Veritas has converted principal, interest and fees of \$746,599 into 499,995 shares of common stock. Some of these conversions are detailed above.