

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GreenGro Technologies, Inc.

A Nevada Corporation

68374 Keiley Rd., Cathedral City, CA 92234

(888) 217-6058

www.greengrotech.com

info@greengrotech.com

SIC Code: 5084

Quarterly Report

For the Period Ending: March 31, 2022
(the "Reporting Period")

As of March 31, 2022, the number of shares outstanding of our Common Stock was:

1,094,499,973

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

1,081,431,593

As of December 31, 2021, the number of shares outstanding of our Common Stock was:

1,081,431,593

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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: ☒

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ "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.

"GreenGro Technologies, Inc." since 9-21-2009

"Authoriszor, Inc." since 8-25-1999

Toucan Gold Corporation" since 7-22-1996

"Starlight Acquisition Inc." since 1-2-1989

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Nevada: 6-24-2013

Delaware: 7-22-1996

Colorado: 1-2-1989

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

NONE

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

NONE

The address(es) of the issuer's principal executive office:

68374 KIELEY RD., CATHEDRAL CITY, CA 92234

The address(es) of the issuer's principal place of business:

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

1674 W. LINCOLN, ANAHEIM, CA 92801

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

Yes: ☐

No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

2) Security Information

Trading symbol:

GRNH

Exact title and class of securities outstanding:

Common Stock

CUSIP:

39526G

| | | |
|---|----------------------|----------------------------|
| Par or stated value: | <u>\$.001</u> | |
| Total shares authorized: | <u>2,000,000,000</u> | as of date: <u>3/31/22</u> |
| Total shares outstanding: | <u>1,094,499,973</u> | as of date: <u>3/31/22</u> |
| Number of shares in the Public Float ² : | <u>600,074,428</u> | as of date: <u>3/31/22</u> |
| Total number of shareholders of record: | <u>635</u> | as of date: <u>3/31/22</u> |

All additional class(es) of publicly traded securities (if any):

| | | |
|--|------------------------|----------------------------|
| Trading symbol: | <u>none</u> | |
| Exact title and class of securities outstanding: | <u>Preferred Stock</u> | |
| CUSIP: | <u>none</u> | |
| Par or stated value: | <u>\$.001</u> | |
| Total shares authorized: | <u>10,000,000</u> | as of date: <u>3/31/22</u> |
| Total shares outstanding: | <u>10,000,000</u> | as of date: <u>3/31/22</u> |

Transfer Agent

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

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

| Shares outstanding as of Second Most Recent Fiscal Year End. | | | *Right-click the rows below and select "insert" to add rows as needed. | | | | | | |
|--|---|--|--|---|--|--|---|---|---------------------------------|
| Opening Balance | | | | | | | | | |
| 12/31/19 | Common: 555,499,973 | | | | | | | | |
| | Preferred: 10,000,000 | | | | | | | | |
| 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 (entities must have individual with voting / investment control disclosed). | Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable) | Restricted or Unrestricted as of this filing? | Exemption or Registration Type? |

| | | | | | | | | | |
|----------|----------|-------------|--|--|--|--|--|--|--|
| 12/31/19 | Balances | 555,499,973 | | | | | | | |
|----------|----------|-------------|--|--|--|--|--|--|--|

| | | | | | | | | | |
|---------|--------------|------------|--------|-------|-----|--|--------------------|--------------|--------|
| 1/9/20 | New Issuance | 2,500,000 | Common | 0.007 | no | Nic Henderson | Purchase Agreement | Restricted | Exempt |
| 1/9/20 | New Issuance | 1,250,000 | Common | 0.007 | no | Wenwen Jiang | Consulting fees | Restricted | Exempt |
| 1/23/20 | New Issuance | 3,000,000 | Common | 0.006 | no | Red Rock Canyon Inc - Harry Tajyar | Consulting fees | Restricted | Exempt |
| 1/28/20 | New Issuance | 23,430,178 | Common | 0.004 | yes | St. George Investments LLC – John Fife | Debt Conversion | Unrestricted | Exempt |
| 2/17/20 | New Issuance | 2,500,000 | Common | 0.004 | no | Maqsood Rehman | Consulting fees | Restricted | Exempt |

| | | | | | | | | | |
|---------|----------|-------------|--|--|--|--|--|--|--|
| 3/31/20 | Balances | 588,180,151 | | | | | | | |
|---------|----------|-------------|--|--|--|--|--|--|--|

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|---------|--------------|------------|--------|-------|-----|----------------------------|-----------------|--------------|--------|
| 5/26/20 | New Issuance | 43,956,044 | Common | 0.004 | yes | St. George Investments LLC | Debt Conversion | Unrestricted | Exempt |
|---------|--------------|------------|--------|-------|-----|----------------------------|-----------------|--------------|--------|

| | | | | | | | | | |
|---------|----------|-------------|--|--|--|--|--|--|--|
| 6/30/20 | Balances | 632,136,195 | | | | | | | |
|---------|----------|-------------|--|--|--|--|--|--|--|

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|---------|----------|-------------|--|--|--|--|--|--|--|
| 9/30/20 | Balances | 632,136,195 | | | | | | | |
|---------|----------|-------------|--|--|--|--|--|--|--|

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|----------|--------------|------------|--------|-------|----|--------------------------------------|------------------------|--------------|--------|
| 10/7/20 | New Issuance | 57,678,443 | Common | 0.001 | no | St George Investment LLC - John Fife | Debt Conversion | Unrestricted | Exempt |
| 10/13/20 | New Issuance | 2,500,000 | Common | 0.003 | no | Thomas Schaefer | Executive Compensation | Restricted | Exempt |
| 10/26/20 | New Issuance | 5,000,000 | Common | 0.002 | no | Darrel Courtney | Executive Compensation | | |

| | | | | | | | | | |
|---------|--------------|------------|--------|-------|----|--------------------------------------|-----------------|--------------|--------|
| 12/4/20 | New Issuance | 55,384,615 | Common | 0.002 | no | St George Investment LLC - John Fife | Debt Conversion | Unrestricted | Exempt |
|---------|--------------|------------|--------|-------|----|--------------------------------------|-----------------|--------------|--------|

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|----------|----------|-------------|--|--|--|--|--|--|--|
| 12/31/20 | Balances | 752,699,253 | | | | | | | |
|----------|----------|-------------|--|--|--|--|--|--|--|

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|---------|--------------|------------|--------|-------|-----|---|-----------------|--------------|--------|
| 1/11/21 | New Issuance | 10,000,000 | Common | 0.014 | no | JBCG Enterprises LLC - Erik Grochowiak | Consulting Fees | Restricted | Exempt |
| 1/11/21 | New Issuance | 10,000,000 | Common | 0.014 | no | West Coast Advisors LLC - Erik Grochowiak | Consulting Fees | Restricted | Exempt |
| 1/15/21 | New Issuance | 1,000,000 | Common | 0.016 | no | Rodney Lighthipe | Consulting Fees | Restricted | Exempt |
| 1/21/21 | New Issuance | 30,908,716 | Common | 0.005 | yes | St George Investment LLC - John Fife | Debt Conversion | Unrestricted | Exempt |

| | | | | | | | | | |
|---------|----------|-------------|--|--|--|--|--|--|--|
| 1/31/21 | Balances | 804,607,969 | | | | | | | |
|---------|----------|-------------|--|--|--|--|--|--|--|

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|---------|--------------|------------|--------|-------|-----|---|--------------------|--------------|--------|
| 2/1/21 | New Issuance | 2,500,000 | Common | 0.017 | no | Strategie Law - Scott Scheper | Consulting Fees | Restricted | Exempt |
| 2/8/21 | New Issuance | 1,000,000 | Common | 0.033 | yes | Chase Packard | Purchase Agreement | Restricted | Exempt |
| 2/8/21 | New Issuance | 2,500,000 | Common | 0.033 | yes | Elizabeth Pang Fullerton | Purchase Agreement | Restricted | Exempt |
| 2/8/21 | New Issuance | 2,500,000 | Common | 0.033 | yes | Elizabeth Pang Fullerton Family Foundation - Elizabeth Pang Fullerton | Purchase Agreement | Restricted | Exempt |
| 2/9/21 | New Issuance | 4,000,000 | Common | 0.048 | yes | Annalyn Artadi | Purchase Agreement | Restricted | Exempt |
| 2/9/21 | New Issuance | 1,000,000 | Common | 0.048 | yes | Archie Foor | Purchase Agreement | Restricted | Exempt |
| 2/9/21 | New Issuance | 3,000,000 | Common | 0.048 | no | Dr. Thomas R Gonzales DDS | Consulting Fees | Restricted | Exempt |
| 2/9/21 | New Issuance | 5,000,000 | Common | 0.048 | no | Fast Fixx LLC - Matt Elgen | Consulting Fees | Restricted | Exempt |
| 2/9/21 | New Issuance | 4,000,000 | Common | 0.048 | yes | Patrick J Carlin Jr. | Purchase Agreement | Restricted | Exempt |
| 2/10/21 | New Issuance | 21,925,016 | Common | 0.009 | yes | St George Investment LLC - John Fife | Debt Conversion | Unrestricted | Exempt |
| 2/10/21 | New Issuance | 500,000 | Common | 0.069 | yes | Mark Daly | Purchase Agreement | Restricted | Exempt |
| 2/10/21 | New Issuance | 5,000,000 | Common | 0.069 | yes | Moe Malek | Purchase Agreement | Restricted | Exempt |
| 2/12/21 | New Issuance | 4,500,000 | Common | 0.036 | yes | Anthony Reardon | Purchase Agreement | Restricted | Exempt |
| 2/17/21 | New Issuance | 2,000,000 | Common | 0.038 | yes | Patrick J Carlin Jr. | Purchase Agreement | Restricted | Exempt |

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|---------|--------------|-------------|--------|-------|-----|--------------------------------------|------------------------|--------------|--------|
| 2/28/21 | Balances | 864,032,985 | | | | | | | |
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| 3/2/21 | New Issuance | 5,000,000 | Common | 0.035 | yes | Eric Ludwig | Purchase Agreement | Restricted | Exempt |
| 3/5/21 | New Issuance | 2,500,000 | Common | 0.031 | no | Robert Martinez | Executive Compensation | Restricted | Exempt |
| 3/16/21 | New Issuance | 5,000,000 | Common | 0.041 | yes | Eric Ludwig | Purchase Agreement | Restricted | Exempt |
| 3/18/21 | New Issuance | 20,535,989 | Common | 0.019 | yes | St George Investment LLC - John Fife | Debt Conversion | Unrestricted | Exempt |
| | | | | | | | | | |
| 3/31/21 | Balances | 897,068,974 | | | | | | | |
| | | | | | | | | | |
| 4/7/21 | New Issuance | 5,000,000 | Common | 0.027 | no | Fx Pro LP - Eric Edman | Consulting Fees | Restricted | Exempt |
| 4/16/21 | New Issuance | 2,000,000 | Common | 0.018 | yes | Robert Adolph | Purchase Agreement | Restricted | Exempt |
| 4/20/21 | New Issuance | 5,000,000 | Common | 0.018 | no | Maqsood Rehman | Asset Sale | Restricted | Exempt |
| 4/30/21 | New Issuance | 10,000,000 | Common | 0.019 | yes | Anthony Reardon | Purchase Agreement | Restricted | Exempt |
| | | | | | | | | | |
| 4/30/21 | Balances | 919,068,974 | | | | | | | |
| | | | | | | | | | |
| 5/28/21 | New Issuance | 1,000,000 | Common | 0.016 | yes | Alec Rosenblum | Purchase Agreement | Restricted | Exempt |
| 5/28/21 | New Issuance | 10,000,000 | Common | 0.016 | no | EAVC Management - William Van Cleve | Consulting Fees | Restricted | Exempt |
| | | | | | | | | | |
| 5/31/21 | Balances | 930,068,974 | | | | | | | |
| | | | | | | | | | |
| 6/1/21 | New Issuance | 5,000,000 | Common | 0.014 | no | Maqsood Rehman | Consulting Fees | Restricted | Exempt |
| 6/2/21 | New Issuance | 34,442,039 | Common | 0.010 | yes | St George Investment LLC - John Fife | Debt Conversion | Unrestricted | Exempt |
| | | | | | | | | | |
| 6/30/21 | Balances | 969,511,013 | | | | | | | |
| | | | | | | | | | |
| 7/15/21 | New Issuance | 10,000,000 | Common | 0.013 | no | Robert Martinez | Executive Compensation | Restricted | Exempt |
| | | | | | | | | | |
| 7/31/21 | Balances | 979,511,013 | | | | | | | |

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|---------|--------------|------------|--------|-------|-----|--------------------------------------|-----------------|--------------|--------|
| 8/20/21 | New Issuance | 50,170,580 | Common | 0.005 | yes | St George Investment LLC - John Fife | Debt Conversion | Unrestricted | Exempt |
|---------|--------------|------------|--------|-------|-----|--------------------------------------|-----------------|--------------|--------|

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|---------|----------|---------------|
| 8/31/21 | Balances | 1,029,681,593 |
|---------|----------|---------------|

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| 9/2/21 | New Issuance | 5,000,000 | Common | 0.009 | no | Reinier Hoogenraad | Consulting Fees | Restricted | Exempt |
| 9/14/21 | New Issuance | 1,000,000 | Common | 0.005 | yes | Connie Vo | Purchase Agreement | Restricted | Exempt |
| 9/14/21 | New Issuance | 1,250,000 | Common | 0.004 | yes | Chase Packard | Purchase Agreement | Restricted | Exempt |

| | | |
|---------|----------|---------------|
| 9/30/21 | Balances | 1,036,931,593 |
|---------|----------|---------------|

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|----------|--------------|------------|--------|-------|----|---|------------------------|------------|--------|
| 10/1/21 | New Issuance | 5,000,000 | Common | 0.009 | no | Fx Pro LP - Eric Edman | Consulting Fees | Restricted | Exempt |
| 10/1/21 | New Issuance | 4,000,000 | Common | 0.009 | no | Wesley Kinsley | Consulting Fees | Restricted | Exempt |
| 10/13/21 | New Issuance | 2,500,000 | Common | 0.009 | no | Thomas Schaefer | Executive Compensation | Restricted | Exempt |
| 10/20/21 | New Issuance | 10,000,000 | Common | 0.009 | no | JBCG Enterprises LLC - Erik Grochowiak | Consulting Fees | Restricted | Exempt |
| 10/20/21 | New Issuance | 10,000,000 | Common | 0.009 | no | West Coast Advisors LLC - Erik Grochowiak | Consulting Fees | Restricted | Exempt |
| 10/21/21 | New Issuance | 2,500,000 | Common | 0.009 | no | Charles Garavitt | Executive Compensation | Restricted | Exempt |
| 10/22/21 | New Issuance | 5,000,000 | Common | 0.008 | no | Darrel Courtney | Executive Compensation | Restricted | Exempt |
| 11/8/21 | New Issuance | 3,000,000 | Common | 0.007 | no | James Austin | Consulting Fees | Restricted | Exempt |
| 12/7/21 | New Issuance | 2,500,000 | Common | 0.007 | no | Bryan Gonzales | Consulting Fees | Restricted | Exempt |

| | | |
|----------|----------|---------------|
| 12/31/21 | Balances | 1,081,431,593 |
|----------|----------|---------------|

| | | | | | | | | | |
|---------|--------------|------------|--------|-------|-----|--------------------------------------|-----------------|--------------|--------|
| 1/28/22 | New Issuance | 1,500,000 | Common | 0.009 | no | Dr. Thomas R Gonzales DDS | Consulting Fees | Restricted | Exempt |
| 2/28/22 | New Issuance | 11,568,380 | Common | 0.004 | yes | St George Investment LLC - John Fife | Debt Conversion | Unrestricted | Exempt |

| | | |
|---------|----------|---------------|
| 3/31/22 | Balances | 1,094,499,973 |
|---------|----------|---------------|

| | |
|--|--|
| Shares Outstanding on Date of This Report: | |
| <u>Ending Balance:</u> | |
| Date <u>3/31/2022</u> Common: <u>1,094,499,973</u> | |
| Preferred: <u>10,000,000</u> | |

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

| 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 (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|--|--|---|
| | | | | | | | |
| Convertible Notes | | | | | | | |
| | | | | | | | |
| 2/17/17 | 1,149,740 | 0 | 1,736,573 | 02/21/18 | \$ 0.04 | St George Investments - John Fife | Loan |
| | | | | | | | |
| 5/25/17 | 6,755,794 | 4,246,674 | 2,509,120 | 05/25/19 | \$ 0.08 | Iliad Research - John Fife | Loan |
| | | | | | | | |
| 08/30/19 | 512,998 | 433,650 | 79,348 | 08/30/21 | \$ 0.02 | Odyssey Research - John Fife | Loan |
| | | | | | | | |
| 9/1/19 | 20,000 | 20,000 | - | 2/28/20 | \$ 0.06 | Charles Abujudah | Loan |

| | | | | | | | |
|--------|--------|-----------|-----------|---------|---------|--|------|
| | | | | | | | |
| 9/1/19 | 76,000 | 76,000 | - | 2/28/20 | \$ 0.06 | Intermarket Associates - Charles Abujudah | Loan |
| | | | | | | | |
| totals | | 4,776,324 | 4,325,041 | | | | |

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

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Eric Sherb
Title: CPA
Relationship to Issuer: Accountant

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Financial Statements are incorporated by reference:

| <u>DOCUMENT NAME:</u> | <u>PERIOD END DATE:</u> | <u>DATE POSTED:</u> |
|--|--------------------------------|----------------------------|
| Quarterly Report – Financial Statements | 3/31/2022 | 05/23/2022 |

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

GreenGro Technologies, Inc. is a publicly traded pink sheet corporation that provides manufacturing and sales of green, eco-friendly, sustainable vertical cultivation systems, and facilities design. GreenGro's products and services are targeted at consumers, industrial farming operations. GreenGro's products and services are designed to provide all of these customers' solutions to achieve maximum efficiency, whether that be a balcony garden or industrial cultivator.

GreenGro's Vertical Cultivation and Gardening Systems are based upon patent pending designs and manufacturing facilities recently acquired by purchasing the company Vertical Hydrogarden. This system is a revolutionary technology system that reduces the physical footprint of cultivating, while reducing energy costs and improving crop yields.

B. Please list any subsidiaries, parents, or affiliated companies.

On May 1, 2018, the Company entered into a Membership Interest Purchase Agreement, whereby the Company will purchase 800 shares of Biodynamics CEA, Inc., a State of Ohio company, for \$2,720,000 worth of shares of common stock of the Company. The Purchase Agreement was amended on March 30, 2018. Pursuant to the amended Purchase Agreement, the Company will issue 27,200,000 shares of common stock of the Company for the 800 shares of Biodynamics CEA, Inc. which represents 80% interest in Biodynamics CEA, Inc. Biodynamics issued the 800 shares on November 1, 2018 and this is the closing date of the Biodynamics transaction.

Biodynamics had around three projects in various stages. Though the Company has been in contact with the seller concerning the status of these projects, to date they have not materialized nor have recent updates been received from the projects directly. For this reason, the Company elected to reserve the \$990,080 investment and will revisit the value of the project when it has received further communications with Biodynamics.

On September 1, 2018, the Company and an unrelated party entered into a Joint Venture Agreement to form Genobreeding Inc. The limited purpose and the sole business of the Joint Venture shall be to engage in the development of elite Cannabis strains, development of genomic library of unique cannabis strains, identification of unique genomic regions within each strain for differentiation. The intellectual property developed by this venture shall be licensed to partners or customers to create revenue. The Company is a 60% equity holder in Genobreeding Inc. During the three months ended June 30, 2021, the Company acquired the remaining 40% of Genobreeding by issuing 5,000,000 common shares. The fair value of \$91,000 was included as research and development expenses in the

consolidated statements of operations. As of September 30, 2021, there are no financial results or operations for Genobreeding.

The Company's other wholly owned subsidiaries are: Cannabis Ventures, Inc. and EMS Meds Inc. On March 4, 2020, CBD Ventures 1, Inc. was incorporated under the laws of California. CBD Ventures was formed for industrial hemp purposes, including growing and seed breeding, and is located in Hemet, California. The Company was issued 52.5% of CBD's authorized common stock and currently owns 100% of CBD's outstanding stock. As of December 31, 2021, CBD had nominal operations.

C. Describe the issuers' principal products or services.

GRNH provides design and consulting services to all agricultural divisions including legalized Cannabis operations. It provides the expert knowledge in advanced designs and systems to maximize production for every crop cycle. Vertical Hydrogarden, Inc. (VHI) a leading supplier of green agriculture products including hydroponics, advanced nutrients, and vertical cultivation technology systems design and sales. The new retail Hydroponics Superstore operations features new technology application for greenhouse systems.

The company also operates two other wholly owned subsidiaries: Cannabis Ventures, Inc. and EMS Meds, Inc., as well as CBD Ventures 1 Inc.

6) Issuer's Facilities

The goal of this section is to provide a potential investor 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, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Lease (1676 W. Lincoln Ave, Anaheim CA Unit #1)

In December of 2014, the Company executed a two (2) year lease to occupy a 4,000 square foot retail building located at 1676 W. Lincoln Ave, Anaheim CA 92801. In early 2015, the Company moved its retail operations from its former location at 1839 W. Lincoln Ave to this new location. The lease began on January 1, 2015 and terminates on December 31, 2016, if not extended. The Company had the option to extend the lease for five (5) additional two (2) year terms. The first two months of rent were free. That lease required monthly payments of \$5,000 with no CAM fees for the first two years. The lease was revised on February 9, 2018 (see below).

Lease (1674 and 1676 W. Lincoln Ave, Anaheim CA Unit#1 and Unit #2)

On February 9, 2018, the Company revised the existing commercial lease to include the adjacent space, 1674 W. Lincoln Ave, Anaheim California. The lease began March 1, 2018 and terminates December 31, 2026. Lease payments are \$10,750 per month for the period from March 1, 2018 to December 31, 2019,

On December 1, 2019, the Company revised the lease to reflect its occupancy of only 1674 W. Lincoln Ave. The lease which extends to December 2026 has the following minimum lease payments:

Year Ending December 31,

| | |
|------------|-------------------|
| 2022 | \$ 54,981 |
| 2023 | 75,504 |
| 2024 | 77,772 |
| Thereafter | 162,600 |
| Total | <u>\$ 370,857</u> |

Sublease (1676 W. Lincoln Ave, Anaheim CA)

On August 24, 2018, the Company executed a sublease agreement which commences on September 1, 2018 and ends on December 31, 2026. Lease payments receivable will be \$4,500 per month and increase at 3% per year.

The Company capitalized the lease payments net of sublease rentals and recorded a right to use real estate in the amount of \$81,145 which is amortized over the remaining payments. The Company also recorded an initial lease liability of \$81,145 using an incremental borrowing rate of 6%.

7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor 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 shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

| Name of Officer/Director or Control Person | Affiliation with Company (e.g. Officer/Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Note |
|--|--|---|------------------------|------------------|---|-------|
| <u>James Haas</u> | <u>COO and Director</u> | <u>Anaheim/CA</u> | <u>5,000,000</u> | <u>common</u> | <u>0.5%</u> | _____ |
| <u>Darrel Courtney</u> | <u>CEO and Director</u> | <u>Adelanto/CA</u> | <u>10,000,000</u> | <u>common</u> | <u>0.9%</u> | _____ |
| <u>Thomas Schaefer</u> | <u>CEO of CBD Ventures 1 Inc</u> | <u>Lake Elsinore/CA</u> | <u>5,000,000</u> | <u>common</u> | <u>0.5%</u> | _____ |
| <u>Charles Garavitt</u> | <u>Chief International Officer</u> | <u>Riverside/CA</u> | <u>2,500,000</u> | <u>common</u> | <u>0.2%</u> | _____ |
| <u>Mark Wagner MD</u> | <u>Director</u> | <u>Santa Ana/CA</u> | <u>0</u> | | <u>0.00%</u> | _____ |

| | | | | | | |
|----------------------|-----------------|-----------------------|------------------|---------------|-------------|---------------|
| <u>Marisela Nuno</u> | <u>Director</u> | <u>Los Angeles/CA</u> | <u>3,000,000</u> | <u>common</u> | <u>0.3%</u> | <u> </u> |
|----------------------|-----------------|-----------------------|------------------|---------------|-------------|---------------|

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

none

2. 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, or banking activities;

none

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

none

4. The entry 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.

none

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 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.

In April 2018, the Company received notice of a pending lawsuit, filed in the State of California for which the Company was one of several defendants named, citing several complaints including breach of contract, conspiracy to commit fraud, and specific performance. This case was dismissed on April 24, 2019. The settlement amount was \$12,500 and 1,500,000 shares.

The Company was also informed of a \$75,000 lien on its Cathedral City property placed by a contractor hired to remodel/construct the property in a dispute over charges to the project. In August 23, 2019 the contractor initiated suit against Company in Superior Court for payment of approximately \$553,907 claiming money owed for work completed. The Company in turn filed a cross complaint against the contractor in the amount of \$300,000 for money paid and another \$600,000 for the cost to fix, repair, and complete the project alleging among other things, fraud, breach of contract, disgorgement, construction defects, negligence, and violations of contractor license law. Litigation is pending.

In January 2021 the Company received notice of a pending lawsuit, filed in the State of Arizona for which the Company

was one of several defendants named, citing several complaints including negligence, conversion, breach of fiduciary duty, negligent supervision, and conversion. The Company has responded and litigation is pending.

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Mark Cheung, Esq.
Firm: _____
Address 1: 22951 Mill Creek Drive, Ste A
Address 2: Laguna Hills, CA 92653
Phone: _____
Email: _____

Accountant or Auditor

Name: Eric Sherb
Firm: EMS Consulting LLC
Address 1: 157 Columbus Avenue
Address 2: New York, NY 10023
Phone: 516.713.9590
Email: eric@emscpa.com

Investor Relations

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

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) or consultant(s) or provided assistance or services to the issuer during the reporting period.

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, James Haas certify that:

1. I have reviewed this Quarterly Disclosure Statement of GreenGro Technologies 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.

May 23, 2022 [Date]

/s/ JAMES HAAS [COO's Signature]

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

Principal Financial Officer:

I, James Haas certify that:

1. I have reviewed this Quarterly Disclosure Statement of GreenGro Technologies 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.

May 23, 2022 [Date]

/s/ JAMES HAAS [CFO's Signature]

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