

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Green Globe International, Inc.

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SIC Codes: 5199 and 5122

Quarterly Report

For the Period Ending June 2024
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

59,617,668,850 as of September 30, 2024

54,563,251,445 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 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.

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:

24567 N 117th St., 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>September 30, 2024</u>
Total shares outstanding:	<u>54,752,569,627</u>	as of date: <u>September 30, 2024</u>
Total number of shareholders of record:	<u>256</u>	as of date: <u>September 30, 2024</u>

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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>September 30, 2024</u>
Total shares outstanding (if applicable):	<u>20,000,002,800</u> as of date: <u>September 30, 2024</u>
Total number of shareholders of record:	<u>4</u> as of date: <u>September 30, 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 x 40%)). If the stock price after twenty-four months was \$0.10, the Holder would be entitled to convert each share into fifty shares of common stock (\$1.00/(\$0.10 x 20%)). All certificates issued upon conversion shall contain a legend pursuant to rule 144 imposing restrictions on the sale of such shares.

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

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

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

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

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

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

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

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

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

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

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

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

N/A

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

N/A

3) Issuance History

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

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

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

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

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

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

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<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>
<u>May 28, 2024</u>	<u>New Issuance</u>	2,500,000	<u>Common</u>	\$0.0006	<u>No</u>	<u>Neville Pearson</u> <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>May 31, 2024</u>	<u>New Issuance</u>	25,714,286	<u>Common</u>	\$0.0007	<u>No</u>	<u>Neville Pearson</u> <u>Director</u>	<u>Director Fees</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>May 31, 2024</u>	<u>New Issuance</u>	25,714,286	<u>Common</u>	\$0.0007	<u>No</u>	<u>Sandro Piancone</u> <u>Director</u>	<u>Director Fees</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>May 31, 2024</u>	<u>New Issuance</u>	25,714,286	<u>Common</u>	\$0.0007	<u>No</u>	<u>Jerry Halamuda</u> <u>Director</u>	<u>Director Fees</u>	<u>Restricted</u>	<u>Rule 144</u>

<u>May 31, 2024</u>	<u>New Issuance</u>	22,857,143	<u>Common</u>	\$0.0007	<u>No</u>	<u>Stuart Titus</u> <u>Director</u>	<u>Director Fees</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>August 31, 2024</u>	<u>New Issuance*</u>	2,500,000	<u>Common</u>	\$0.0006	<u>No</u>	<u>Neville Pearson</u> <u>Chief Financial Officer</u>	<u>Base compensation per CFO employment agreement</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>September 26, 2024</u>	<u>New Issuance*</u>	81,818,182	<u>Common</u>	\$0.0007	<u>No</u>	<u>MacRab LLC</u> <u>Mackey Alligood</u>	<u>Conversion of Warrants into Common</u>	<u>Restricted</u>	<u>Rule 144</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date <u>September 30, 2024</u>									
<u>Common: 54,752,569,627</u>									
<u>Preferred: 20,000,002,800</u>									

Example: A company with a fiscal year end of December 31st 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:

*** 84,318,182 shares issued post period-end closing date.**

Total Common Shares Issued/Reserved: 55,343,169,808 as of September 30, 2024
Shares Issued to Warrant Reserves – Lender Requirement: 674,918,362 – **NOT OUTSTANDING**
Total Common Shares Outstanding: 54,752,569,627 as of September 30, 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)

<u>Date of Note Issuance</u>	<u>Outstanding Balance (\$)</u>	<u>Principal Amount at Issuance (\$)</u>	<u>Interest Accrued (\$)</u>	<u>Maturity Date</u>	<u>Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)</u>	<u>Name of Noteholder.</u> <u>*You must disclose the control person(s) for any entities listed.</u>	<u>Reason for Issuance (e.g. Loan, Services, etc.)</u>
<u>November 11, 2021</u>	<u>\$153,849</u>	<u>\$200,000</u>	<u>\$11,382</u>	<u>10-31-23</u> <u>Extended to 9-30-24</u>	Conversion at \$0.0075 per share upon Lender request	Mast Hill Fund, LLC Patrick Hassani	Loan

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

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

N/A

4) Issuer's Business, Products and Services

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

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. As a result of subsequent public offerings of shares, GGII's ownership of Hempacco at June 30, 2024 stands at 43%.

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

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

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

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

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

Nutraceutical Industry in the USA

The nutraceutical industry in the USA has experienced significant growth over the past decade, driven by increasing consumer awareness of health and wellness. As of 2023, the U.S. nutraceutical market was valued at approximately \$159.99 billion and is projected to reach around \$260.70 billion by 2033, growing at a compound annual growth rate (CAGR) of 5%. This growth is fueled by a rising geriatric population, increasing healthcare costs, and a shift towards preventive healthcare measures. Technological advancements, including the use of artificial intelligence for personalized nutrition solutions, are expected to further drive market growth. The COVID-19 pandemic has also played a pivotal role in boosting the demand for immunity-boosting supplements and functional foods, leading to a significant change in consumer buying patterns. The outlook for the nutraceutical industry remains positive, with continued innovation and a growing focus on health-promoting diets expected to sustain market expansion.

OTC Pharmaceutical Industry in the USA

The over-the-counter (OTC) pharmaceutical industry in the USA is a robust and growing sector. In 2023, the market size was estimated at \$23.03 billion and is anticipated to reach approximately \$41.72 billion by 2033, with a CAGR of 6.42% from 2024 to 2033. The largest segment within this market is cold and cough remedies, which are expected to generate significant revenue. The shift from prescription (Rx) to OTC drugs, driven by pharmaceutical

companies' strategies to mitigate revenue losses from patent expirations, is a key factor contributing to this growth. The increasing trend of self-medication and the convenience of purchasing OTC medications without a prescription are also driving market expansion. However, challenges such as concerns over substance abuse and incorrect self-diagnosis may impede growth. Despite these challenges, the outlook for the OTC pharmaceutical industry in the USA remains positive, with steady growth expected over the next decade.

OTC Pharmaceutical Industry in Mexico

The OTC pharmaceutical market in Mexico is also experiencing notable growth. In 2024, the market is projected to generate revenue of approximately \$2.13 billion, with an annual growth rate of 3.65% from 2024 to 2029⁶. The cold and cough remedies segment dominates the market, reflecting consumer preferences for easily accessible and affordable healthcare solutions. The convenience of purchasing OTC medications without a prescription and the rising demand for herbal and natural health supplements are key drivers of this market. Overall, the OTC pharmaceutical industry in Mexico is poised for steady growth, supported by increasing consumer awareness and the convenience of OTC products.

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

Hempacco Co., Inc.
HempBox Vending, Inc.
Hemp Hop Smokables, LLC.
Green Star Labs, Inc.
StickIt USA, Inc.
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.
DbA Covalent CBD

C. Describe the issuers' principal products or services.

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

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties.

Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

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

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

The Issuer has also leased a small corporate office in Scottsdale, Arizona where certain Directors and Officers work. The rent is \$750 per month. The lease expires on August 31, 2024 and will not be renewed.

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

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

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

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

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

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

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

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Sandro Piancone	CEO & Director	Chula Vista, CA	0	N/A	0%	Director & Officer of GGII
Neville Pearson	CFO & Director	Scottsdale, Arizona	53,214,286	Common	0.1%	Director & Officer of GGII

<u>Jorge S. Olson</u>	<u>Chief Marketing Officer</u>	<u>Bonita, CA</u>	<u>0</u>	<u>N/A</u>	<u>0%</u>	<u>Officer only of GGII</u>
<u>Stuart W. Titus</u>	<u>Director</u>	<u>San Diego, CA</u>	<u>1,087,358,470</u>	<u>Common</u>	<u>2.03%</u>	<u>Non-Executive Director and Chairman of the Board of GGII</u>
<u>Jerry Halamuda</u>	<u>Director</u>	<u>Poway, CA</u>	<u>0</u>	<u>N/A</u>	<u>0%</u>	<u>Non-Executive Director of GGII</u>
<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>	<u>Common</u> <u>Preferred C</u>	<u>24.61%</u> <u>99.9996%</u>	<u>Sandro Piancone Owns 31.5% of MFOF Managing Partner J. Olson, Vancouver, BC, Canada</u>
<u>UST Mexico, Inc.</u>	<u>Related Party and associate</u>	<u>Incline Village, Nevada</u>	<u>947,200,000</u>	<u>Common</u>	<u>1.73%</u>	<u>President, Sandro Piancone Owns 29.4% of UST</u>
<u>Piancone Trust</u>	<u>Owner of more than 5%</u>	<u>San Diego, CA</u>	<u>3,426,059,644</u>	<u>Common</u>	<u>6.26%</u>	<u>Sandro Piancone, Officer and Director</u>
<u>Strategic Global Partners, Inc.</u>	<u>Owner of more than 5%</u>	<u>Las Vegas, Nevada</u>	<u>4,064,349,594</u>	<u>Common</u>	<u>7.42%</u>	<u>Management Consulting Company of Sandro Piancone 100% owner</u>
<u>Cube17, Inc.</u>	<u>Owned 100% by Jorge Olson</u>	<u>Bonita, California</u>	<u>2,236,011,138</u>	<u>Common</u>	<u>4.08%</u>	<u>Management Consulting Co. of Jorge Olson, Corporate Officer</u>
<u>John Cathcart</u>	<u>Owner of more than 5%</u>	<u>Broomfield, Colorado</u>	<u>5,015,219,221</u>	<u>Common</u>	<u>1.85%</u>	<u>App. 33% beneficial owner and a founder of UST Mexico, Inc.</u>
<u>546 Inc.</u>	<u>Owner of more than 5%</u>	<u>La Jolla, California</u>	<u>3,269,140,891</u>	<u>Common</u>	<u>5.97%</u>	<u>Brian Zamudia</u>
<u>Nery's Logistics, Inc</u>	<u>Owner of more than 5%</u>	<u>San Ysidro, Nevada</u>	<u>7,692,645,481</u>	<u>Common</u>	<u>14.05%</u>	<u>Majority owned and controlled by Rafael Rojas</u>
<u>Halamuda Trust</u>	<u>Jerry Halamuda, Trustee</u>	<u>Poway, CA</u>	<u>601,599,505</u>	<u>Common</u>	<u>1.15%</u>	<u>Jerry Halamuda, Trustee - Non-Executive Director of GGII</u>

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

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

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

NO

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

NO

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

NO

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

NO

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

NO

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

NO

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

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

As a result of the Court's September 29, 2023, dismissal of Hempacco Co., Inc., Pearson, Halamuda and Titus from the litigation, the Company has decided to discontinue its defense of this lawsuit. Accordingly on June 11, 2024, Richard Weingarten, Partner in the law firm of Slarskey LLC filed a motion to withdraw their representation of Hempacco, MFOF, Piancone, Pearson,

Halamuda, Titus and Olson. The Defendants remaining in this action following the Court's September 29, 2023 Opinion are not currently in default of any pending obligations.

8) Third Party Service Providers

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

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. 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, 14th Floor
Address 2: Salt Lake City, UT 84111
Phone: (801) 303-5737
Email: 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

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

All other means of Investor Communication:

X (Twitter): X
Facebook: X

Other Service Providers

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

None

9) Disclosure & Financial Information

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

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

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

- ☐ IFRS
☒ U.S. GAAP

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

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

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

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

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

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

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

Provide the following qualifying financial statements:

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

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.

- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

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

The certifications shall follow the format below:

Principal Executive Officer:

I, Sandro Piancone certify that:

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

October 22, 2024

/s/ Sandro Piancone

Principal Financial Officer:

I, Neville Pearson certify that:

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

October 22, 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 Six Months Ended

June 30, 2024

Statements issued and prepared by Management

Unaudited

Green Globe International, Inc.

Index to Condensed Consolidated Financial Statements (Unaudited)

Condensed Consolidated Balance Sheets at June 30, 2024, and December 31, 2023.	F-3
Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2024, and 2023.	F-4
Condensed Consolidated Statement of Stockholders Equity for the three and six months ended June 30, 2024, and 2023.	F-5
Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2024, and 2023.	F-6
Notes to the Financial Statements	F-7

The accompanying notes are an integral part of these
financial Statements

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

As of	June 30, 2024	Dec 31, 2023
ASSETS		
Current Assets		
Cash and cash equivalents	-	100,000
Accounts receivable net of impairment allowance	571,971	227,132
Accounts receivable - Related Parties	22,116	-
Other receivables	19,016	765,497
Inventories	4,220,431	2,542,628
Prepaid expenses	1,010,808	403,384
Prepaid expenses - Related Parties	54,606	-
Current assets	5,898,948	4,038,641
Property and equipment, net	5,590,152	5,401,673
Intangible assets, net	396,839	-
Other assets	193,464	551,598
Long-term receivables - related parties	34,953	-
Right-of-use asset, net	5,964,943	6,305,017
Right-of-use asset, net - Related Parties	184,144	241,594
Goodwill	2,944,074	2,585,474
Total assets	21,207,517	19,123,997
Liabilities and Shareholders' Deficit:		
Accounts payable	4,029,255	2,325,044
Accounts payable - Related Parties	599,604	376,195
Accrued liabilities	1,752,663	868,231
Line of credit	100,000	100,000
Deferred revenue	1,731,331	1,749,361
Other short-term loans	758,787	278,640
Loans payable - Related Parties	353,828	298,551
Notes payable - Related Parties	100,000	100,000
Convertible notes payable	5,723,703	5,154,825
Convertible notes payable - Related Parties	-	687,647
Derivative liabilities	1,749,195	76,755
Right-of-use liability	706,326	441,100
Right-of-use liability - Related Parties	120,695	116,804
Current liabilities	17,725,387	12,573,153
Long-term note	2,275,000	-
Right-of-use liability	5,258,619	5,806,211
Right-of-use liability - Related Parties	63,447	124,790
Right-of-use liability - Deferred Rent	70,464	157,807
Total liabilities	25,392,917	18,661,961
Shareholders' Equity		
Common stock	5,534,317	5,523,817
Preferred stock	2,000,000	2,000,000
Additional paid-in capital	41,756,907	38,841,212
Warrant and promissory note reserve shares	(67,492)	(67,492)
Retained Earnings	(40,181,158)	(38,759,612)
Total shareholders' equity	9,042,574	7,537,925

Noncontrolling interest	(13,227,974)	(7,075,889)
Total shareholders' deficit	(4,185,400)	462,036
Total liabilities, preferred stock and shareholders' deficit	21,207,517	19,123,997

The accompanying notes are an integral part of these
financial Statements

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenues	1,173,003	1,548,007	2,942,468	2,397,779
Revenues - Related Party	19,630	23,819	101,120	23,819
Manufacturing and consulting services	-	-	-	6,970
Total revenues	1,192,633	1,571,826	3,043,588	2,428,568
Cost of goods sold	1,251,735	1,265,702	2,354,265	2,536,607
Cost of goods sold - Related Party	10,967	-	69,390	-
Total cost of goods sold	1,262,702	1,265,702	2,423,655	2,536,607
Gross profit	(70,069)	306,124	619,933	(108,039)
Operating expenses:				
General and administrative	2,180,429	1,675,401	3,735,449	3,064,635
General and administrative - Related Party	180,765	24,751	367,221	318,784
Sales and Marketing	273,831	269,951	532,380	520,649
Research & Development	-	34,762	-	34,762
Total operating expenses	2,635,025	2,004,865	4,635,050	3,938,830
Income from operations	(2,705,094)	(1,698,741)	(4,015,117)	(4,046,869)
Other income (expense)				
Gain on previous debt write-off	60,000	-	69,177	-
Interest expense	(622,824)	(12,865)	(1,152,040)	(62,952)
Interest income	85	-	211	-
Loss on sale of assets	(56,943)	(600)	(56,943)	(600)
Other income (expense)	1,771,961	38,210	(2,418,919)	278,861
Total other income (expenses)	1,152,279	24,745	(3,558,514)	215,309
Net Income (Loss)	(1,552,815)	(1,673,996)	(7,573,631)	(3,831,560)
Net income (loss) attributable to noncontrolling interests	(464,791)	(644,525)	(3,135,908)	(1,969,819)
Net Loss	(1,088,024)	(1,029,471)	(4,437,723)	(1,861,741)
Basic and dilutive loss per share	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)
Shares used in calculating loss per Share	54,566,939,970	54,976,590,610	54,566,939,970	54,976,590,610

The accompanying notes are an integral part of these
financial statements

Green Globe International, Inc.

CONDENSED 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
Balances – March 31, 2024	20,000,002,800	\$ 2,000,000	55,240,669,807	\$ 5,524,067	\$ 40,132,960	\$ (67,492)	\$ (39,093,136)	\$ (12,763,181)	\$ (4,266,783)
Issuance of shares to officer for services	-	-	2,500,000	250	1,500	-	-	-	1,750
Hempacoco promissory note conversions, First Fire	-	-	-	-	48,382	-	-	-	48,382
Hempacoco promissory note conversions, Mast Hill	-	-	-	-	237,369	-	-	-	237,369
Hempacoco promissory note conversions, Viva Veritas	-	-	-	-	305,014	-	-	-	305,014
Hempacoco shares issued for consulting services	-	-	-	-	313,800	-	-	-	313,800
Hempacoco shares issued to Hempacoco directors for fees	-	-	-	-	80,722	-	-	-	80,722
Hempacoco warrants issued to Hempacoco directors for fees	-	-	-	-	70,000	-	-	-	70,000
GGII directors' fees through May 31, 2024, paid with GGII shares	-	-	100,000,000	10,000	60,000	-	-	-	70,000
Discount on conversion of promissory notes	-	-	-	-	350,190	-	-	-	350,190
Imputes interest on promissory notes	-	-	-	-	176,380	-	-	-	176,380
Non-controlling interest in earnings and equity	-	-	-	-	-	-	464,793	(464,793)	-
Net Loss for three months ended June 30, 2024:	-	-	-	-	-	-	(1,552,815)	-	(1,552,815)
Balances - June 30, 2024	20,000,002,800	2,000,000	55,343,169,807	5,534,317	41,756,907	(67,492)	(40,181,158)	(13,227,974)	(4,185,400)

Balances - December 31, 2023	20,000,002,800	\$ 2,000,000	55,238,169,807	\$ 5,523,817	\$ 38,841,212	\$ (67,492)	\$ (36,759,612)	\$ (7,075,889)	\$ 462,036
Issuance of shares to officer for services - 2-28-23 and 5-31-23	-	-	5,000,000	500	2,750	-	-	-	3,250
Hempacoco promissory note conversions, First Fire	-	-	-	-	134,035	-	-	-	134,035
Hempacoco promissory note conversions, Mast Hill	-	-	-	-	595,861	-	-	-	595,861
Hempacoco promissory note conversions, Viva Veritas	-	-	-	-	746,599	-	-	-	746,599
Hempacoco shares issued for consulting services	-	-	-	-	413,800	-	-	-	413,800
Hempacoco shares issued for payment of inter-company debt	-	-	-	-	47,775	-	-	-	47,775
Hempacoco shares issued for financing costs	-	-	-	-	27,663	-	-	-	27,663
Discount on conversion of promissory notes	-	-	-	-	232,363	-	-	-	232,363
Imputed interest on promissory notes	-	-	-	-	234,670	-	-	-	234,670
Hempacoco shares issued to Hempacoco directors for fees	-	-	-	-	70,000	-	-	-	70,000
Hempacoco warrants issued to directors	-	-	-	-	350,179	-	-	-	350,179
GGII directors' fees through May 31, 2024, paid with GGII shares	-	-	100,000,000	10,000	60,000	-	-	-	70,000
Non-controlling interests in earnings and equity	-	-	-	-	-	-	6,152,085	(6,152,085)	-
GGII consolidated net loss for six-month period ended June 30, 2024:	-	-	-	-	-	-	(7,573,631)	-	(7,573,631)
Balances - June 30, 2024	20,000,004,200	2,000,000	55,343,169,807	5,534,317	41,756,907	(67,492)	(40,181,158)	(13,227,974)	(4,185,400)

	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
Balances – March 31, 2023	20,000,002,800	\$ 2,000,000	55,230,669,807	\$ 5,523,067	\$ 39,977,515	\$ (67,492)	\$ (37,104,404)	\$ 2,467,138	\$ 12,795,624
Issuance of shares to officer for services	-	-	2,500,000	250	3,250	-	-	-	3,500
Capital contribution from JV partner	-	-	-	-	1,000	-	-	-	1,000
Adjustment to Q1 retained earnings for recapture of bad debt provision on consolidation	-	-	-	-	-	-	(103,321)	-	(103,321)
Sparks promissory note converted to Hempacoco shares	-	-	-	-	29,032	-	-	-	29,032
Non-controlling interests in earnings and equity	-	-	-	-	-	-	1,413,286	(1,413,286)	-
Net loss for the three months ended June 30, 2023	-	-	-	-	-	-	(1,673,996)	-	(1,673,996)
Balances - June 30, 2023	20,000,002,800	2,000,000	55,233,169,807	5,523,317	40,010,797	(67,492)	(37,368,435)	963,852	11,052,039

Balances - December 31, 2022	20,000,002,800	\$ 2,000,000	55,208,169,807	\$ 5,520,817	\$ 32,593,681	\$ (67,492)	\$ (31,685,149)	\$ (932,546)	\$ 7,429,311
Issuance of shares to officer for services	-	-	5,000,000	500	6,750	-	-	-	7,250
Joint venture capital account written off in Hempacoco	-	-	-	-	(50,000)	-	50,000	-	-
Investor relation consultant paid with GGII shares	-	-	20,000,000	2,000	26,000	-	-	-	28,000
Proceeds from Hempacoco public offering, less expenses	-	-	-	-	6,610,400	-	-	-	6,610,400
Valuation of Hempacoco JV partner JV partner warrants	-	-	-	-	374,453	-	-	-	374,453
Payment of Hempacoco German consultant with HPCO shares	-	-	-	-	12,900	-	-	-	12,900
Capital contribution from Hempacoco JV partner	-	-	-	-	1,000	-	-	-	1,000
Conversion of Sparks promissory note with Hempacoco shares	-	-	-	-	29,032	-	-	-	29,032
GGII promissory notes paid with Hempacoco investment shares	-	-	-	-	406,488	-	-	-	406,488
Non-controlling interest in earnings and equity	-	-	-	-	-	-	(1,886,398)	1,886,398	-
Audit adjustment to prior year Hempacoco NCI's	-	-	-	-	-	-	88,086	-	88,086
Reverse prior year audit adjustment	-	-	-	-	93	-	(93)	-	-
Adjustment to Q1 retained earnings for recapture of bad debt provision on consolidation	-	-	-	-	-	-	(103,321)	-	(103,321)
Net Loss for the six months ended June 30, 2023:	-	-	-	-	-	-	(3,831,560)	-	(3,831,560)
Balances - June 30, 2023	20,000,002,800	2,000,000	55,233,169	5,523,317	40,010,797	(67,492)	(37,368,435)	963,852	11,052,039

The accompanying notes are an integral part of these financial statements

GREEN GLOBE INTERNATIONAL, INC.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

For the six months ended:	6/30/2024	6/30/2023
Cash flows from operating activities		
Net loss	(7,573,631)	(3,831,560)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation and amortization	421,789	208,587
Recapture of bad debt expense due to elimination of debt on consolidation	-	(103,322)
Audit adjustments to prior year non-controlling interests		88,086
Accrued embedded derivative valuation expense	1,749,195	
Discount on conversion of promissory notes	232,363	
Imputed interest on Covalent promissory notes	234,670	
Loss on disposal of assets	56,943	
Expensing of Goodwill acquired with asset acquisition	1,071,073	
Penalty for cancellation of contractual services	230,714	
Profit realized from reversal of inventory liability	(623,375)	
Convertible note interest and fees paid with shares	21,000	-
Expenses of promissory note issuances deducted from proceeds	143,876	-
Profit derived from payment of debt with investment shares held at lesser value	-	(212,975)
Investment shares issued for promissory note extension fees	-	7,643
Non-cash warrant valuation expense	37,446	18,723
Right of Use assets and liabilities - deferred rent adjustment	149,291	
Stock based compensation for services and financing costs	584,713	48,150
Changes in operating assets and liabilities, net of acquisitions		
Trade receivables, net	(356,828)	(25,174)
Related party receivables	(104,818)	(25,670)
Prepaid expenses and other current assets	(655,059)	74,470
Prepaid expenses, related parties	(15,000)	(957,871)
Inventories	(1,677,806)	(706,602)
Accounts payable	1,704,213	118,384
Accounts payable - related parties	386,555	16,099
Accrued liabilities	1,184,432	(249,735)
Customer Deposits	907,388	635,297
Net cash used in operating activities	(1,890,856)	(4,897,470)
Cash flows from investing activities:		
Purchases of property, plant and equipment	(8,610)	(381,553)
Proceeds from sale of assets, less sale expenses	522,500	
Net cash provided by (used in) investing activities	513,890	(381,553)
Cash flows from financing activities:		
Equipment loan repayment	(77,608)	(10,681)
Long Term Loan Repayment	-	-
Proceeds from (repayments to) convertible promissory note payable	1,335,844	(219,968)
Proceeds from short-term promissory note, related parties	40	1,000

Repayments of short-term promissory note, related parties	18,690	-
Investment in Joint Venture	-	-
Proceeds from other short-term loans	-	(4,518)
Proceeds from the sale of common stock	-	7,245,000
Offering costs paid in connection with sale of common stock	-	(634,600)
Net cash (used in) provided by financing activities	1,276,966	6,376,233
Increase in cash and cash equivalents	(100,000)	1,097,210
Cash and cash equivalents at beginning of period	100,000	608,124
Cash and cash equivalents at end of period	-	1,705,334

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

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

NON-CASH INVESTING AND FINANCING ACTIVITIES:

Warrants issued with convertible notes	\$	-	\$	374,453
Conversion of convertible notes payable with Hempacco common stock		1,476,495		-
GGII owned Hempacco stock issued for repayment of promissory notes		-		406,488
Financing services with Hempacco shares		27,663		12,900
Payment of related party promissory note with shares		639,897		-
Payment of consulting services with GGII shares		-		28,000
Equipment, intangibles and goodwill paid with promissory note		1,050,000		-

GREEN GLOBE INTERNATIONAL, INC.
Notes to the Condensed Consolidated Financial Statements
June 30, 2024, and 2023
(UNAUDITED)

NOTE 1 - ORGANIZATION, BUSINESS AND LIQUIDITY

Organization 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.

An acquisition in which the entity that issues the securities (the legal acquirer) is identified as the acquiree for accounting purposes based on the guidance in ASC 805 paragraph 10-55-11 through 55-15. The entity whose equity interests are acquired (the legal acquiree) must be the acquirer for accounting purposes for the transaction to be considered a reverse acquisition.

On May 21, 2021 (the "Effective Date"), GGII (the Legal Acquirer) completed a share exchange agreement with Hempacco Co. (the Legal Acquiree) which resulted in Hempacco Co. becoming a wholly owned subsidiary of GGII with 100% of Hempacco's shares being owned by GGII.

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

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

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

Green Star Labs, Inc. manufactures 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 Hempacco common stock at a strike price of \$1.00 per share (the “Talent Warrants”); (iii) cause Hempacco to issue to Talent’s designee a fully vested warrant to acquire 50,000 shares of Hempacco’s common stock at a strike price of \$1.00 per share (the “Talent Designee Warrants”); and (iv) pay Talent royalties of 10% of HDPG, LLC’s gross revenue, with minimum annual royalty payments of \$450,000 by the end of the first two years of the initial term of the Services Agreement, an additional \$600,000 by the end of the third year of the initial term, and an additional \$1,200,000 by the end of the fourth year of the initial term. On or about January 30, 2023, Hempacco issued the Talent Warrants and Talent Designee Warrants as required by the Services Agreement (See Note9).

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

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

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

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

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

On April 6, 2023, Hempacco Co. received a letter notification from the Nasdaq Capital Market ("Nasdaq") advising of its 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 \$1,776,000 for the interest in Green Star Labs, and \$1,724,000 for the equipment. \$3,200,000 of the \$3,500,000 total purchase price was paid by Hempacco's issuance of a convertible promissory note to the seller, which became effective on July 10, 2023. The balance of \$300,000 was paid in cash.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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 \$7,573,631 and \$3,831,560 during the period ended June 30, 2024, and 2023 respectively, and has an accumulated deficit of \$40,181,158 as of June 30, 2024. In addition, the Company has a \$6,149,087 "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 June 30, 2024. The non-controlling interests of these ventures have been disclosed on the consolidated balance sheet and income statement.

Equity Method Investments in Unconsolidated Affiliates

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

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

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

Use of Estimates

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

Concentration of Credit Risk

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

Cash and Cash Equivalents

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

Inventory

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

Basic and Diluted Net Loss per Common Share

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

For the six months and twelve months ended June 30, 2024, and December 31, 2023, the following outstanding dilutive securities were excluded from the computation of diluted net loss per share as the result of the computation was anti-dilutive.

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

Fair Value of Financial Instruments

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

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

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

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

Share-Based Compensation

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

The Company recorded \$3,250 and \$7,250 in share-based compensation expense for the six months ended June 30, 2024, and 2023, respectively, pursuant to a contract with the Company’s Chief Financial Officer.

Advertising and Marketing Costs

Costs associated with advertising and marketing promotions are expensed as incurred. Advertising and marketing expenses were \$532,380 and \$555,409 for the six months ended June 2024, and 2023, respectively.

Revenue Recognition

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

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

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

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

For larger orders, the Company requires the customer to make a deposit equal to 50% of the invoice or order total which is recorded as customer prepaid invoices and deferred revenue on the balance sheet. When the product is shipped the customer deposit is recorded into revenue. The Company recorded \$1,731,331 and \$1,749,361 in customer pre-paid invoices and deposits for goods ordered but not delivered, as of June 30, 2024, and December 31, 2023, respectively.

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

The transaction was recorded at the fair market value of the inventory received, which was similar to the cost of the services to which were to be provided with an increase of \$623,375 to inventory and customer deposits. On June 30, 2024, Hempacco wrote off this unclaimed deposit which had been held for over five years, taking a credit of \$623,375 to miscellaneous income.

Non-Controlling Interests

The Company accounts for the non-controlling interests in its subsidiaries and joint ventures in accordance with U.S. GAAP/ASC 805-20. The Company has chosen to record the Minority interests (NCI's) in the equity section of the balance sheet, and on the income statement, the profit or loss attributable to the minority interest will be reported as a separate 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 period ended June 30, 2024, and the period ended December 31, 2023, the Company reported minority interest in its accumulated losses and prior year end net assets of \$(12,763,181) and \$(7,075,889) respectively.

Details below.	June 30 2024	December 31 2023
Minority Interest at beginning of the year	(7,075,889)	(932,546)
Minority interests in accumulated deficit	(3,135,908)	(6,143,343)
Minority interests in net assets (less intangible assets)	(3,016,177)	-
TOTAL	(13,227,974)	(7,075,889)

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 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 June 30, 2024, and December 31, 2023, accounts receivable consisted of the following:

	June 30 2024	December 31 2023
Accounts receivable	\$ 584,820	\$ 317,704
Accounts receivable - related parties	22,116	-
Allowance for doubtful accounts	(12,849)	(90,572)
Total accounts receivable	<u>\$ 594,087</u>	<u>\$ 227,132</u>

NOTE 4 – INVENTORY

As of June 30, 2024, and December 31, 2023, inventory, which consists primarily of Hempacco's raw materials, finished products and packaging is stated at the following amounts:

	June 30 2024	December 31 2023
Finished goods	\$ 1,371,558	\$ 280,089
Raw materials (Net of obsolescence allowance)	<u>2,848,873</u>	<u>2,262,540</u>
Total inventory at cost less obsolescence allowance	<u>\$ 4,220,431</u>	<u>\$ 2,542,629</u>

NOTE 5 - PROPERTY AND EQUIPMENT

As of June 30, 2024, and December 31, 2023, property and equipment consisted of the following:

	June 30 2024	December 31 2023
Production equipment	\$ 6,118,439	\$ 5,806,976
Leasehold improvements	31,431	31,431
Kiosks plus improvements	922,000	922,000
Less accumulated depreciation	(1,481,718)	(1,358,734)
Total property and equipment	\$ 5,590,152	\$ 5,401,673

Equipment depreciation expense totaled \$241,828 and \$229,869 for the six months ended June 30, 2024, and 2023, respectively.

NOTE 6 – OPERATING LEASES – RIGHT OF USE ASSETS

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

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 June 30, 2024, and December 31, 2023, were \$0 and \$0 respectively. On June 30, 2024, and December 31, 2023, the amounts of \$0 and \$0 respectively, of prepaid rent were included in the deposits and prepayments account.

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

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

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

Lease expense, on the straight-line basis was \$590,394 and \$529,524 during the six months ended June 30, 2024, and 2023.

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

NOTE 8 – CONVERTIBLE NOTES

As of June 30, 2024, 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”). Hempacco 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 Hempacco’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 12th and December 19th, 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, Hempacco 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.

On January 8, 2024, Mast Hill Fund funded the 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 March 25, 2024, Mast Hill Fund funded the first tranche of a new round of funding in the gross amount of \$379,288. After deduction of 10% original issuer discount of \$37,928, brokers' commission and fees of \$33,309, Hempacco received net proceeds of \$308,051. Additional compensation of 113,786 warrants were issued to the lender. Loan repayments are scheduled to begin on July 25, 2024, in the amount of \$63,220 per month for six months, followed by two payments of \$12,699.

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

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

The loan payments due on the first tranche of First Fire/Mast Hill promissory note loans were not made on the due dates February 18th/19th), 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.

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

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

On March 29, 2024, First Fire Global Opportunities Fund funded the first tranche of a new round of funding in the gross amount of \$111,111. After deduction of 10% original issuer discount of \$11,111, brokers' commission and fees of \$8,000, Hempacco received net proceeds of \$92,000. Additional compensation of 33,333 warrants were issued to the lender. Loan repayments are scheduled to begin on July 25, 2024, in the amount of \$18,520 per month for six months, followed by two payments of \$3,220.

All of the First Fire and Mast Hill promissory Notes may be converted, at the lenders discretion, into Hempacco common shares at a fixed conversion rate of \$15.00 per share, or, should the loans be in default due to non-payment of the scheduled amortization payments, at the default conversion rate of 87.5% of the 5-day closing VWAP of Hempacco common shares. See table at the end of this section.

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

Lender	June 30, 2024			December 31, 2023		
	Balance	Conversion Discount	% Rate	Balance	Conversion Discount	
First Fire Global	\$ (588,187)	73,523	12.5%	\$ (486,848)	60,856	
Mast Hill Fund	(2,872,604)	359,076	12.5%	(1,467,977)	183,497	
Viva Veritas, LLC	(2,453,401)	117,763	4.8%	(3,200,000)	152,384	
	<u>\$ (5,914,192)</u>	<u>550,362</u>		<u>\$ (5,154,825)</u>	<u>\$ 396,737</u>	

NOTE 9 - WARRANTS

As of June 30, 2024, 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
	June 30 2024	December 31 2023
a) Price of the Issuer's Security - GGII	\$0.0004 - \$0.0007	\$0.0006 - \$0.0010
Price of the Issuer's Security - HPCO	\$1.67 - \$2.45	\$3.34 - \$3.38
b) Exercise (strike) price of Security - GGII	\$0.008625 - \$0.02760	\$0.008625-02760
Exercise (strike) price of Security - HPCO	\$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 January 25, 2023, Hempacco issued fully vested warrants to purchase 500,000 shares of Hempacco'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 June 30, 2024, 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 June 30, 2024, the current portion of \$74,891 is included in prepaid expenses and other current assets on the balance sheet and the noncurrent portion of \$193,465 is included in other assets.

During the six months ended June 30, 2024, \$37,446 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 Hempacco received \$85,000. The terms of the loan were for one year, with 0% interest. On January 15, 2021, the lender further advanced \$83,328 on the same terms. In December 2021, a letter agreement and loan extension were signed by the lender in which it was confirmed that the new maturity date of the loan would be August 15, 2023. The maturity date was subsequently extended to August 15, 2024. As of June 30, 2024, and December 31, 2023, the balance outstanding was \$135,606 and \$136,173, respectively.

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

On or about April 1, 2023, Hempacco acquired three items of laboratory equipment from Norvoc Bioscience, Inc. with a total cost of \$285,056. Payment for this equipment is being made with goods and services provided to the vendor. As of June 30, 2024, 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 (Hempacco) 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. As of June 30, 2024, the balance due to the purchaser, excluding the discount, is \$85,599.

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

NOTE 11 – RELATED PARTY TRANSACTIONS

As of June 30, 2024, and December 31, 2023, Hempacco owed \$149,769 and \$98,700 and was owed \$75,000 and \$0, respectively, by UST Mexico, Inc./ US Tobacco de Mexico ("UST"). Hempacco sells hemp products to UST and provides manufacturing consulting services in addition to leasing manufacturing equipment. The value of goods and services provided to UST was \$75,000 and \$19,119 for the three months and six months ended June 30, 2024, and 2023, respectively, and the value of goods and services provided by UST as \$50,000 and \$540,208 for the three months and six months ended June 30, 2024, and 2023, respectively. UST is a manufacturer of tobacco cigarettes in Mexico and provides consulting services and parts for Hempacco's equipment. Subsequent to June 30, 2024, through the date of issuance of this report, Hempacco made net loan repayments totaling \$15,000 to UST.

As of June 30, 2024, UST owned 947,200,000 shares of common stock of Green Globe International, Inc., representing 1.73% of the issued and outstanding common stock of the Company. UST is a related party by virtue of Sandro Piancone's 25% interest in UST.

As of June 30, 2024, and December 31, 2023, we owed Primus Logistics, our landlord and an entity which is owned 90% by Mr. Piancone, \$57,292 and \$0, respectively, for rent, inventory and product storage. As of June 30, 2024, and December 31, 2023, Primus Logistics had been paid \$0 and \$0, respectively, in advance for rent. Subsequent to June 30, 2024, through the date of issuance of this report, Hempacco made payments totaling \$53,926 to Primus Logistics.

On or about March 1, 2022, the Company entered into a mutual line of credit agreement with its subsidiary, Hempacco Co., 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 six months ended June 30, 2024, Hempacco loaned GGII a net amount of \$9,200, and on December 31, 2023, applied \$1,812,352 of accounts receivable towards the \$2,500,000 note payable.

As of June 30, 2024, the balance owed to GGII by the Hempacco's subsidiary, Green Star Labs was \$763,439.

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 June 30, 2024, \$100,000 was owed to this party.

During the months of September and October 2023, Sandro Piancone, the Company's CEO made several cash advances to Hempacco totaling \$135,000. On October 20, 2023, \$14,000 was repaid to Mr. Piancone. And a total of \$26,000 was repaid during the six months ended June 30, 2024. As of June 30, 2024, \$95,000 was owed to Mr. Piancone by Hempacco.

On December 31, 2023, Hempacco signed a \$2,500,000 one-year promissory note in favor of 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 remaining balance was settled by the issuance of 276,251 common shares issued on March 8, 2024.

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

During the six months ended June 30, 2024, and the year ended December 2023, the Company's Chief Financial Officer was issued 5,000,000 and 10,000,000 shares of the Company's common stock pursuant to a Restricted Stock Agreement and consulting contract that stipulated a quarterly restricted stock award of 2,500,000 common shares as a component of base compensation. This consulting agreement expires on August 31, 2024.

NOTE 12 – STOCKHOLDERS' EQUITY

GGII – Series C Preferred Shares

As of June 30, 2024, and December 31, 2023, the Company had 20,000,002,800 and 20,000,002,800 shares of preferred stock issued and outstanding, respectively.

Common Stock – GGII and Hempacco

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

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

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

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

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

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

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

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

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

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

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

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

NOTE 13 – SUBSEQUENT EVENTS

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

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

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

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

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

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

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

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

On August 23, 2024, Sol Global Investments Corp. funded a promissory note loan to Hempacco in the gross amount of \$277,778. After deduction of 10% original issuer discount of \$27,778, and brokers' commission and fees of \$0, Hempacco received net proceeds of \$250,000. Additional compensation of 83,333 warrants were issued to the lender.

Loan repayments are scheduled to begin on December 23, 2024, in the amount of \$46,296 per month for six months, followed by two payments of \$13,889. The note is convertible at any time into common shares of Hempacco at a fixed conversion rate of \$2.30. Should Hempacco be in default under the terms of the loan, then the default conversion rate will be used. The default conversion rate is the lesser of 75% of the fixed rate or 90% (Default 87.5%) of the 5-day VWAP closing price of the common shares prior to the conversion date.'

On July 29, 2024, Hempacco signed an investor relations consulting agreement with IR Agency for the provision of consulting services for a period of one month. Compensation is comprised of \$250,000 in cash payable by July 29, 2024. As of the date of issuance of these financial statement, the sum of \$50,000 is still unpaid.

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

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

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

Green Star Labs, Inc. – Equity Investment

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

The Member’s initial percentage interest shall be as follows:

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

The Business will be managed by Sandro Piancone, Fernando Garces and ERVE, Inc.

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

April 23rd Financing Transaction

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

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

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

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

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

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

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

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

July 3rd through July 11th Financing Transaction

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Nasdaq – Notice of Delisting

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

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

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

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

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