

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GreenGro Technologies, Inc.

A Nevada Corporation

68374 Keiley Rd., Cathedral City, CA 92234

(888) 217-6058

www.greengrotech.com

info@greengrotech.com

SIC Code: 5084

Annual Report

For the period ending December 31, 2022
(the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

1,534,958,478 as of December 31, 2022

1,081,431,593 as of December 31, 2021

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

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

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

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

Toucan Gold Corporation" since 7-22-1996

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

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

Nevada: 6-24-2013

Delaware: 7-22-1996

Colorado: 1-2-1989

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

NONE

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

NONE

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

68374 KIELEY RD., CATHEDRAL CITY, CA 92234

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

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

1674 W. LINCOLN, ANAHEIM, CA 92801

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

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 WE Salmon, Portland OR 97214

Publicly Quoted or Traded Securities:

Trading symbol:	GRNH
Exact title and class of securities outstanding:	Common
Stock CUSIP:	39526G
Par or stated value:	\$.001
Total shares authorized:	2,000,000,000 as of date:12/31/22
Total shares outstanding:	1,534,958,478 as of date: 12/31/22
Total number of shareholders of record:	644 as of date: 12/31/22

Other classes of authorized or outstanding equity securities:

Trading symbol:	none
Exact title and class of securities outstanding:	Preferred
Stock CUSIP:	none
Par or stated value:	\$.001
Total shares authorized:	10,000,000 as of date: 12/31/22
Total shares outstanding:	10,000,000 as of date: 12/31/22

Security Description:

:

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

No pre-emptive rights, dividend eligible, voting is one vote per share

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

Preferred shares are authorized to be the greater of 25 votes per share or the number of votes equal to all outstanding shares of common stock, plus one additional vote.

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

No additional material rights

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

NONE

3) Issuance History

A. Changes to the Number of Outstanding Shares

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 as of Second Most Recent Fiscal Year End.			Right-click the rows below and select "insert" to add rows as needed.						
<u>Opening Balance</u>									
12/31/20	Common: 1,048,085,243 *								
	Preferred: 10,000,000								
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
1/11/21	New Issuance	10,000,000	Common	0.014	no	JBCG Enterprises LLC - Erik Grochowiak	Consulting Fees	Restricted	Exempt

1/11/21	New Issuance	10,000,000	Common	0.014	no	West Coast Advisors LLC - Erik Grochowiak	Consulting Fees	Restricted	Exempt
1/15/21	New Issuance	1,000,000	Common	0.016	no	Rodney Lighthipe	Consulting Fees	Restricted	Exempt
1/21/21	New Issuance	30,908,716	Common	0.005	yes	St George Investment LLC - John Fife	Debt Conversion	Unrestricted	Exempt
2/1/21	New Issuance	2,500,000	Common	0.017	no	Strategie Law - Scott Scheper	Consulting Fees	Restricted	Exempt
2/8/21	New Issuance	1,000,000	Common	0.033	yes	Chase Packard	Purchase Agreement	Restricted	Exempt
2/8/21	New Issuance	2,500,000	Common	0.033	yes	Elizabeth Pang Fullerton	Purchase Agreement	Restricted	Exempt
2/8/21	New Issuance	2,500,000	Common	0.033	yes	Elizabeth Pang Fullerton Family Foundation - Elizabeth Pang Fullerton	Purchase Agreement	Restricted	Exempt
2/9/21	New Issuance	4,000,000	Common	0.048	yes	Annalyn Artadi	Purchase Agreement	Restricted	Exempt
2/9/21	New Issuance	1,000,000	Common	0.048	yes	Archie Foor	Purchase Agreement	Restricted	Exempt
2/9/21	New Issuance	3,000,000	Common	0.048	no	Dr. Thomas R Gonzales DDS	Consulting Fees	Restricted	Exempt

2/9/21	New Issuance	5,000,000	Common	0.048	no	Fast Fixx LLC - Matt Elgen	Consulting Fees	Restricted	Exempt
2/9/21	New Issuance	4,000,000	Common	0.048	yes	Patrick J Carlin Jr.	Purchase Agreement	Restricted	Exempt
2/10/21	New Issuance	21,925,016	Common	0.009	yes	St George Investment LLC - John Fife	Debt Conversion	Unrestricted	Exempt
2/10/21	New Issuance	500,000	Common	0.069	yes	Mark Daly	Purchase Agreement	Restricted	Exempt
2/10/21	New Issuance	5,000,000	Common	0.069	yes	Moe Malek	Purchase Agreement	Restricted	Exempt
2/12/21	New Issuance	4,500,000	Common	0.036	yes	Anthony Reardon	Purchase Agreement	Restricted	Exempt
2/17/21	New Issuance	2,000,000	Common	0.038	yes	Patrick J Carlin Jr.	Purchase Agreement	Restricted	Exempt
2/17/21	New Issuance	2,500,000	Common	(*)	no	Jerod Myers	Cash Sale	Restricted	144
3/2/21	New Issuance	5,000,000	Common	0.035	yes	Eric Ludwig	Purchase Agreement	Restricted	Exempt
3/03/21	New Issuance	250,000	Common	(*)	no	Richard Armusewicz	Cash Sale	Restricted	144
3/03/21	New Issuance	800,000	Common	(*)	no	Michael Broneau	Cash Sale	Restricted	144
3/03/21	New Issuance	250,000	Common	(*)	no	Brent Moore	Cash Sale	Restricted	144
3/03/21	New Issuance	500,000	Common	(*)	no	Anthony Reardon	Cash Sale	Restricted	144
3/03/21	New Issuance	500,000	Common	(*)	no	Cole Rosenblum	Cash Sale	Restricted	144
3/03/21	New Issuance	1,000,000	Common	(*)	no	Scott Rosenblum	Cash Sale	Restricted	144
3/03/21	New Issuance	1,000,000	Common	(*)	no	Joel Schwatz	Cash Sale	Restricted	144
3/5/21	New Issuance	2,500,000	Common	0.031	no	Robert Martinez	Executive Compensation	Restricted	Exempt
3/09/21	New Issuance	150,000	Common	(*)	no	Rajiv Kumar Kapile	Cash Sale	Restricted	144
3/10/21	New Issuance	750,000	Common	(*)	no	Danielle Kristen Haas	Cash Sale	Restricted	144
3/16/21	New Issuance	5,000,000	Common	0.041	yes	Eric Ludwig	Purchase Agreement	Restricted	Exempt
3/18/21	New Issuance	20,535,989	Common	0.019	yes	St George Investment LLC - John Fife	Debt Conversion	Unrestricted	Exempt
03/31/21	New Issuance	1,000,000	Common	(*)	no	Ferandale Family Trust Jennifer Ferrandale	Cash Sale	Restricted	144
03/31/21	New Issuance	500,000	Common	(*)	no	Noel Dolbier	Cash Sale	Restricted	144
03/31/21	New Issuance	700,000	Common	(*)	no	Chad Gibbs	Cash Sale	Restricted	144

03/31/21	New Issuance	1,000,000	Common	(*)	no	Richard Gestanian	Cash Sale	Restricted	144
03/31/21	New Issuance	300,000	Common	(*)	no	Brad Hulquist	Cash Sale	Restricted	144
03/31/21	New Issuance	500,000	Common	(*)	no	Glen E. Moses	Cash Sale	Restricted	144
03/31/21	New Issuance	500,000	Common	(*)	no	Dunzmy Nguyen	Cash Sale	Restricted	144
03/31/21	New Issuance	1,000,000	Common	(*)	no	Mohammad Rais	Cash Sale	Restricted	144
03/31/21	New Issuance	1,200,000	Common	(*)	no	Randall Webb	Cash Sale	Restricted	144
4/7/21	New Issuance	5,000,000	Common	0.027	no	Fx Pro LP - Eric Edman	Consulting Fees	Restricted	Exempt
4/15/21	New Issuance	12,500	Common	(*)	no	Earl Smith, Jr.	Cash Sale	Restricted	144
4/16/21	New Issuance	2,000,000	Common	0.018	yes	Robert Adolph	Purchase Agreement	Restricted	Exempt
4/20/21	New Issuance	5,000,000	Common	0.018	no	Maqsood Rehman	Asset Sale	Restricted	Exempt
4/22/21	New Issuance	300,000	Common	(*)	no	JBCG Enterprises LLC - Erik Grochowiak	Cash Sale	Restricted	144
4/22/21	New Issuance	2,500,000	Common	(*)	no	Moe Malek	Cash Sale	Restricted	144
4/22/21	New Issuance	500,000	Common	(*)	no	Mohammad Rais	Cash Sale	Restricted	144
4/30/21	New Issuance	10,000,000	Common	0.019	yes	Anthony Reardon	Purchase Agreement	Restricted	Exempt
5/12/21	New Issuance	100,000	Common	(*)	no	Diane Goodwin	Cash Sale	Restricted	144
5/12/21	New Issuance	500,000	Common	(*)	no	Fred & Joan Hess	Cash Sale	Restricted	144
5/12/21	New Issuance	500,000	Common	(*)	no	David Johnson	Cash Sale	Restricted	144
5/12/21	New Issuance	500,000	Common	(*)	no	Earl Smyth	Cash Sale	Restricted	144

5/12/21	New Issuance	200,000	Common	(*)	no	Tiffany Builders	Cash Sale	Restricted	144
5/12/21	New Issuance	200,000	Common	(*)	no	Tiffany Builders	Cash Sale	Restricted	144
5/28/21	New Issuance	1,000,000	Common	0.016	yes	Alec Rosenblum	Purchase Agreement	Restricted	Exempt
5/28/21	New Issuance	10,000,000	Common	0.016	no	EAVC Management - William Van Cleve	Consulting Fees	Restricted	Exempt
6/1/21	New Issuance	5,000,000	Common	0.014	no	Maqsood Rehman	Consulting Fees	Restricted	Exempt
6/2/21	New Issuance	34,442,039	Common	0.010	yes	St George Investment LLC - John Fife	Debt Conversion	Unrestricted	Exempt
7/15/21	New Issuance	10,000,000	Common	0.013	no	Robert Martinez	Executive Compensation	Restricted	Exempt
8/20/21	New Issuance	50,170,580	Common	0.005	yes	St George Investment LLC - John Fife	Debt Conversion	Unrestricted	Exempt
09/02/21	New Issuance	5,000,000	Common	0.009	no	Reinier Hoogenraad	Consulting Fees	Restricted	Exempt
9/14/21	New Issuance	1,000,000	Common	0.005	yes	Connie Vo	Purchase Agreement	Restricted	Exempt
9/14/21	New Issuance	1,250,000	Common	0.004	yes	Chase Packard	Purchase Agreement	Restricted	Exempt
9/28/21	New Issuance	3,000,000	Common	(*)	no	Marshall Klein	Cash Sale	Restricted	144
10/01/21	New Issuance	5,000,000	Common	0.009	no	Fx Pro LP - Eric Edman	Consulting Fees	Restricted	Exempt
10/01/21	New Issuance	4,000,000	Common	0.009	no	Wesley Kinsley	Consulting Fees	Restricted	Exempt
10/13/21	New Issuance	2,500,000	Common	0.009	no	Thomas Schaefer	Executive Compensation	Restricted	Exempt
10/20/21	New Issuance	10,000,000	Common	0.009	no	JBCG Enterprises LLC - Erik Grochowiak	Consulting Fees	Restricted	Exempt
10/20/21	New Issuance	10,000,000	Common	0.009	no	West Coast Advisors LLC - Erik Grochowiak	Consulting Fees	Restricted	Exempt
10/21/21	New Issuance	2,500,000	Common	0.009	no	Charles Garavitt	Executive Compensation	Restricted	Exempt
10/22/21	New Issuance	5,000,000	Common	0.008	no	Darrel Courtney	Executive Compensation	Restricted	Exempt
11/18/21	New Issuance	3,000,000	Common	0.007	no	James Austin	Consulting Fees	Restricted	Exempt
12/07/21	New Issuance	2,500,000	Common	0.007	no	Bryan Gonzales	Consulting Fees	Restricted	Exempt
12/14/21	New Issuance	3,000,000	Common	(*)	No	Todd Zang	Cash purchase	Restricted	
1/11/22	New Issuance	700,000	Common	(*)	No	JBCG Enterprises LLC - Erik Grochowiak	Cash purchase	Restricted	
1/11/22	New Issuance	2,000,000	Common	(*)	No	Mohammad Rais	Cash purchase	Restricted	
1/28/22	New Issuance	1,500,000	Common	0.009	no	Dr. Thomas R Gonzales DDS	Consulting Fees	Restricted	Exempt

2/04/22	New Issuance	5,000,000	Common	(*)	No	Reinier Hoogenraad	Cash purchase	Restricted	
2/28/22	New Issuance	11,568,380	Common	0.004	yes	St George Investment LLC - John Fife	Debt Conversion	Unrestricted	Exempt
3/04/22	New Issuance	7,500,000	Common	(*)	No	Brad Packard	Cash purchase	Restricted	
04/01/22	New Issuance	10,000,000	Common	.0083	no	Northwest Capital Advisors Candace Condon	Services Rendered	Restricted	Exempt
04/01/22	New Issuance	500,000	Common	.0083	no	James Austin	Services Rendered	Restricted	Exempt
04/01/22	New Issuance	3,750,000	Common	.0083	no	Danielle Kristen Haas	Services Rendered	Restricted	Exempt
04/18/22	New Issuance	8,000,000	Common	.0073	no	Haas Family LLC Irene L Haas Knight	Services Rendered	Restricted	Exempt
05/11/22	New Issuance	20,000,000	Common	.001	no	Robert J Dailey	Cash purchase	Restricted	Exempt
5/16/22	New Issuance	5,000,000	Common	(*)	No	Candace Condon	Cash purchase	Restricted	
5/19/22	New Issuance	1,000,000	Common	(*)	No	Dr. Martin Abelar	Cash purchase	Restricted	
5/19/22	New Issuance	1,000,000	Common	(*)	No	Rischarde Almusewicz	Cash purchase	Restricted	
5/19/22	New Issuance	250,000	Common	(*)	No	Barbara Bellavance	Cash purchase	Restricted	
5/19/22	New Issuance	1,500,000	Common	(*)	No	Michael Broneau	Cash purchase	Restricted	
5/19/22	New Issuance	1,000,000	Common	(*)	No	West Coast Advisors LLC - Erik Grochowiak	Cash purchase	Restricted	
5/19/22	New Issuance	200,000	Common	(*)	No	West Coast Advisors LLC - Erik Grochowiak	Cash purchase	Restricted	
5/19/22	New Issuance	1,000,000	Common	(*)	No	Pete Cich Management Peter Cich	Cash purchase	Restricted	
5/19/22	New Issuance	500,000	Common	(*)	No	Shaun Trejo	Cash purchase	Restricted	
6/01/22	New Issuance	5,000,000	Common	(*)	No	Reinier Hoogenraad	Cash purchase	Restricted	
6/01/22	New Issuance	5,000,000	Common	(*)	No	Kathleen Irwin	Cash purchase	Restricted	
6/17/22	New Issuance	2,500,000	Common	(*)	No	James Haas	Cash purchase	Restricted	
6/17/22	New Issuance	2,500,000	Common	(*)	No	Moe Malek	Cash purchase	Restricted	
6/24/22	New Issuance	2,500,000	Common	(*)	No	Moe Malek	Cash purchase	Restricted	
6/24/22	New Issuance	7,100,000	Common	(*)	No	West Coast Advisors LLC - Erik Grochowiak	Cash purchase	Restricted	
6/24/22	New Issuance	400,000	Common	(*)	No	Brad Hulquist	Cash purchase	Restricted	
8/12/22	New Issuance	5,000,000	Common	(*)	No	Nicholas Peter Baum	Cash purchase	Restricted	

Shares Outstanding on Date of This Report: Ending Balance: Date 12/31/22 Common: 1,534,958,478 Preferred: 10,000,000	
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(*) During the summer of 2022, DTC informed GreenGro Technologies Inc. that additional shares were recorded with the transfer agent then they were showing on the Disclosure Statement. We have reviewed that listing of the new transfer agent and added to the table above all purchases of stock that occurred between 01/01/20 and 9/30/22. The total of these additions was 102,822,515 shares of common stock. Further, another adjustment for stock added prior to 12/31/2020 increased the beginning balance of this table by 295,385,990, for a total balance at 12/31/2020 to 1,048,085,243 shares issued and outstanding as of that date.

B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
2/17/17	1,207,946	0	1,207,946	02/21/18	\$ 0.04	St George Investments - John Fife	Loan
5/25/17	7,097,806	4,216,674	2,881,132	05/25/19	\$ 0.08	Iliad Research - John Fife	Loan
8/30/19	520,722	433,650	87,072	08/30/21	\$ 0.02	Odyssey Research - John Fife	Loan

4) Issuer's Business, Products and Services

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

GreenGro Technologies, Inc. is a publicly traded pink sheet corporation that provides manufacturing and sales of green, eco-friendly, sustainable vertical cultivation systems, and facilities design. GreenGro's products and services are targeted at consumers, industrial farming operations. GreenGro's products and services are designed

to provide all of these customers' solutions to achieve maximum efficiency, whether that be a balcony garden or industrial cultivator.

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

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

On May 1, 2018, the Company entered into a Membership Interest Purchase Agreement, whereby the Company acquired an 80% interest in Biodynamics CEA, Inc. Effective December 31, 2022, all operations were brought under the Greengro brand and will no longer to be reported as a subsidiary. The former subsidiary will be legally dissolved.

.On September 1, 2018, the Company and an unrelated party entered into a Joint Venture Agreement to form Genobreeding Inc. Effective December 31, 2022, all operations were brought under the Greengro brand and will no longer to be reported as a subsidiary. The former subsidiary will be legally dissolved.

On March 4, 2020, CBD Ventures 1, Inc. was incorporated under the laws of California. CBD Ventures was formed for industrial hemp purposes, including growing and seed breeding, and is located in Hemet, California. As of December 31, 2022, CBD had nominal operations. Effective December 31, 2022, all operations were brought under the Greengro brand and will no longer to be reported as a subsidiary. The former subsidiary will be legally dissolved

C. Describe the issuers' principal products or services.

GRNH provides design and consulting services to all agricultural divisions. It provides the expert knowledge in advanced designs and systems to maximize production for every crop cycle.

5) Issuer's Facilities

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

Lease (1674 W. Lincoln Ave. Anaheim CA)

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

Year Ending December 31,

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

Sublease (1674 W. Lincoln Ave, Anaheim CA)

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

The Company capitalized the lease payments net of sublease rentals and recorded a right to use real estate in the

amount of \$81,145 which is amortized over the remaining payments. The Company also recorded an initial lease liability of \$81,145 using an incremental borrowing rate of 6%.

6) Officers, Directors, and Control Persons

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
James Haas	COO and Director	Anaheim/CA	2,500,000	common	1.629%	
Darrel Courtney	CEO and Director	Adelanto/CA	10,000,000	common	6.520%	
Mark Wagner MD	Director	Santa Ana/CA	0	common	0.00%	
Marisela Nuno	Director	Los Angeles/CA	3,000,000	common	1.954%	

7) Legal/Disciplinary History

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

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

NONE

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

NONE

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

NONE

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

NONE

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

NONE

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.

Securities Counsel (must include Counsel preparing Attorney Letters).

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

Accountant or Auditor

Name: Tyrus C Young
Firm: Factsco, LLC
Address 1: 1771 Holly Springs Rd. NE
Address 2: Marietta, GA 30062
Phone: 727 470 8684
Email: factsco@gmail.com

Investor Relations

NONE

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) Financial Statements

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

☐ IFRS

☒ U.S. GAAP

B. The following financial statements were prepared by (name of individual)²:

Name: Tyrus C. Young
Title: Consultant
Relationship to Issuer: Vendor

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

40+ years of CPA/Consulting work; 17 years of preparing SEC/OTC report.

The following financial statements are presented as part of this Annual report:

- A. Balance Sheet for the periods ended December 31, 2022 and December 31, 2021
- B. Statement of Income for the years ended December 31, 2022 and 2021
- C. Statement of Cash Flows for the years ended December 31, 2022 and 2021
- D. Statement of Changes in Stockholders' Equity from December 31, 2020 through December 31, 2022
- E. Notes to the Financial Statements

10) Issuer Certification

Principal Executive Officer:

I, Darrel Courtney certify that:

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

March 22, 2023

/s/ DARREL COURTNEY
Darrel Courtney, CEO

Principal Financial Officer:

I, James Haas certify that:

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

operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 22, 2023

/s/ JAMES HAAS
James Haas, Acting CFO

GREENGRO TECHNOLOGIES, INC.
Balance Sheets

	ASSETS	
	December 31, 2022 <u>(Unaudited)</u>	December 31, 2021 <u>(Unaudited)</u>
Current Assets		
Cash and cash equivalents	\$ 2,933	\$ 51,044
Accounts Receivables	98,960	37,300
Inventory	73,475	61,475
Note and Interest Receivable	-	8,104
Note and Interest Receivable - Related party	<u>25,465</u>	<u>200,903</u>
 Total Current Assets	 <u>200,833</u>	 <u>358,826</u>
 Fixed Assets, Net of DDA		
Property, plant & equipment	-	83,305
Building & improvements	<u>1,636,442</u>	<u>1,694,227</u>
 Total Fixed Assets	 <u>1,636,442</u>	 <u>1,777,532</u>
 Other Assets		
Deposits	21,200	21,200
Investments in Subsidiaries	616,500	616,500
Right of way easement	<u>13,500</u>	<u>16,398</u>
 Total Other Assets	 <u>651,200</u>	 <u>654,098</u>
 TOTAL ASSETS	 <u><u>\$ 2,488,475</u></u>	 <u><u>\$ 2,790,456</u></u>

The accompanying Notes to the Financial Statements are an integral part of these statements

LIABILITIES & STOCKHOLDER'S EQUITY

	September 30, 2022 <u>(Unaudited)</u>	December 31, 2021 <u>(Unaudited)</u>
Current Liabilities		
Accounts Payable and Accrued Expenses	\$ 1,279	\$ 12,785
Shot-term notes payable	144,000	144,500
Loan payable	21,994	23,574
Accrued interest	4,351,788	3,537,639
Due to Related parties	99,866	99,866
Convertible debt instruments	4,650,324	4,680,324
Total Current Liabilities	<u>9,269,251</u>	<u>8,498,688</u>
Long Term Liabilities		
Lease liability	<u>12,366</u>	<u>15,264</u>
Total Long Term Liabilities	<u>12,366</u>	<u>15,264</u>
Total Liabilities	<u>9,281,617</u>	<u>8,513,952</u>
Stockholder's Equity		
Preferred Stock - 10,000,000 shares authorized; issued and outstanding	10,000	10,000
Common Stock - 2,000,000,000 shares authorized; Par value of \$.001 per share; 1,534,958,478 and 1,081,431,593 shares issued and outstanding at September 30, 2022 and December 31, 2021, respectively	1,534,959	1,081,431
Stock to be issued	-	216,000
Capital in Excess of Par	28,764,668	28,873,039
Retained Earnings	(37,102,769)	(35,903,966)
Total Stockholders' Equity	<u>(6,793,142)</u>	<u>(5,723,496)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 2,488,475</u>	<u>\$ 2,790,456</u>

The accompanying Notes to the Financial Statements are an integral part of these statements

GREENGRO TECHNOLOGIES, INC.
Statements of Operations

	For the Years Ended	
	December 31,	
	2022	2021
Revenues	\$ 148,290	\$ 35,878
Cost of Sales	<u>31,762</u>	<u>139,225</u>
Total Gross Profit	<u>116,528</u>	<u>(103,347)</u>
General & Administrative Expense	<u>375,038</u>	<u>2,328,356</u>
Net Profit (Loss) from Operations	<u>(258,510)</u>	<u>(2,431,703)</u>
Other Income (Expense)		
Rental income	60,434	58,992
Gain on Sale of Asset	20,000	
Gain (loss) on Investments		(626)
Other income		2,003
Interest income		3,348
Interest expense	(867,254)	(989,274)
Depreciation expense	<u>(153,474)</u>	<u>(174,932)</u>
Total Other Income (Expense)	<u>(940,294)</u>	<u>(1,100,489)</u>
NET PROFIT (LOSS)	<u>\$ (1,198,804)</u>	<u>\$ (3,532,192)</u>

The accompanying Notes to the Financial Statements are an integral part of these statements

GREENGRO TECHNOLOGIES, INC.
Statements of Cash Flow

	For the Years Ended	
	December 31,	
	2022	2021
Cash Flows from Operating Activities		
Net Profit (Loss)	\$ (1,198,804)	\$ (3,532,192)
Amortization & depreciation expense	153,474	174,932
Stock based compensation	161,625	91,000
Stock for acquisition of joint venture	-	1,708,489
Fair value adjustments	-	626
Adjustments to reconcile net loss to net used by operating activities		
(Increase) Decrease in:		
Accounts receivables	(61,660)	5,080
Inventory	(12,000)	51,526
Interest receivable interest receivable	8,104	-
Interest receivable from related party	126,680	(7,366)
Increase (Decrease) in:		
Accounts Payable/accrued expenses	(11,506)	(13,265)
Convertible debt instruments	(30,000)	-
Lease liability	(2,898)	-
Accrued interest	814,149	985,430
Net Cash Provided (Used) by Operations	<u>(52,836)</u>	<u>(535,740)</u>
Cash Flows from Investing Activities		
Investments	-	(15,874)
Purchase of other property & equipment	(2,995)	(8,500)
Net Cash Provided (Used) by Investing Activities	<u>(2,995)</u>	<u>(24,374)</u>
Cash Flows from Financing Activities		
Proceeds from issuance of common stock	-	407,500
Proceeds from convertible debt	-	188,000
Advance(repayment) from related parties, net	9,800	(62,620)
Short term note payable	(2,080)	48,500
Credit line	-	(6,180)
Net Cash Provided (Used) by Investing Activities	<u>7,720</u>	<u>575,200</u>
 Net Increase (Decrease) in Cash	 (48,111)	 15,086
 Beginning Cash Balance	 <u>51,044</u>	 <u>35,958</u>
 Ending Cash Balance	 <u>\$ 2,933</u>	 <u>\$ 51,044</u>

The accompanying Notes to the Financial Statements are an integral part of these statements

GREENGRO TECHNOLOGIES, INC.
Statement of Changes in Shareholders' Equity
December 31, 2020 to December 31, 2022

	Common Stock		Preferred Stock		Stock To Be	Capital in Excess	Retained Earnings	Net
	Shares	Par Value	Shares	Par Value	Issued	of Par	Deficit	Shareholders' Equity
Balance - December 31, 2020	752,699,253	\$ 752,699	10,000,000	\$ 10,000	\$ 216,000	\$ 25,646,171	\$ (32,371,773)	\$ (5,746,903)
Issuance of Common Stock	57,250,000	57,250				441,250		498,500
Debt conversions	157,982,340	157,982				1,190,629		1,348,611
Consulting and professional fees	113,500,000	113,500				1,594,989		1,708,489
Loss from Operations							(3,532,192)	(3,532,192)
Balance - December 31, 2021	1,081,431,593	\$ 1,081,431	10,000,000	\$ 10,000	\$ 216,000	\$ 28,873,039	\$ (35,903,965)	\$ (5,723,495)
Debt conversion	11,568,380	11,569				70,963		82,532
Issuance of common stock	20,000,000	20,000				-		20,000
Consulting and professional fees	23,750,000	23,750				161,625		185,375
Adjustment of internalized loans						(213,492)		(213,492)
Prior period correction						54,742		54,742
DTC directed adjustment	398,208,505	398,209			(216,000)	(182,209)		(0)
Loss from Operations							(1,198,804)	(1,198,804)
Balance - September 30, 2022	1,534,958,478	\$ 1,534,959	10,000,000	\$ 10,000	\$ -	\$ 28,764,668	\$ (37,102,769)	\$ (6,793,142)

The accompanying Notes to the Financial Statements are an integral part of these statements

GREENGRO TECHNOLOGIES, INC.
Notes to the Financial Statements
December 31, 2022

NOTE 1- DESCRIPTION OF BUSINESS AND HISTORY

GreenGro Technologies Inc. (formerly Authorizor, Inc.) (the "Company" or "GreenGro") was incorporated in 1996 under the laws of the State of Delaware. On September 1, 2009, the Company changed its name to GreenGro Technologies, Inc. The Company owns BP Gardens, Inc. which was incorporated under the laws of the state of Nevada on September 9, 2013 for the purpose of building advanced greenhouses.

The Company sells eco-friendly greenhouse systems as well as hydroponic supplies through their retail store in Anaheim, California.

NOTE 2- SUMMARY OF SIGNIFICANT POLICIES

Basis of Presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Unaudited Financial Information

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in The United States of America and the rules and regulations of the Securities and Exchange Commission for interim financial information. Accordingly, they do not include all the information necessary for a comprehensive presentation of financial position and results of operations.

It is management's opinion, however, that all material adjustments (consisting of normal and recurring adjustments) have been made which are necessary for a fair financial statements presentation.

Principles of Consolidation

The accompanying consolidated financial statements include all of the accounts of the Company, BP Gardens 2, Inc. and Genobreeding Inc during year ended December 31, 2022.

The Company has an equity interest in the following entities;

- (ii) 51% of BP Gardens 2, Inc: The company wrote off all the assets that remained in BP Gardens 2, Inc. during 2019 and has closed the subsidiary.
- (iii) 100% of Genobreeding Inc: As of December 31, 2022 and December 31, 2021, there are no financial results or operations for Genobreeding. The Company acquired the remaining 40% of Genobreeding, Inc during the second quarter of 2021 for 5 million shares of common stock.
- (iv) Wholly owned subsidiaries: Cannabis Ventures, Inc. and EMS Meds, Inc.
- (v) On March 4, 2020, CBD Ventures 1, Inc. was incorporated under the laws of California. CBD Ventures was formed for industrial hemp purposes, including growing and seed breeding, and is located in Hemet, California. The Company was issued 52.5% of CBD's authorized common stock and currently owns 100% of CBD's outstanding stock. As of December 31, 2022, CBD had nominal operations.

Non-Controlling Interest

Greengro Technologies, Inc. owned 51% of BP Gardens 2, Inc (until 2019) and 60% of Genobreeding Inc. Under the Equity Method of Accounting, it is required to consolidate 100% of the operations of a majority- controlled subsidiaries, that portion of subsidiary net equity attributable to the non-controlling ownership, together with an allocated portion of net income or net loss incurred by the subsidiaries, must be reflected on the consolidated financial statements. On the balance

sheet, the non-controlling interest for 2018 has been shown in the Equity Section, separated from the equity of Greengro Technologies, Inc. while on the income statement, the non-controlling shareholder allocation of net loss has been shown in the Consolidated Statements of Operations.

In 2021, the Company acquired the remaining 40% of Genobreeding Inc., which is now a wholly owned subsidiary. As of December 31, 2022, there are no financial results or operations for Genobreeding.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with generally accepted accounting principles 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 revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates. Such estimates include management's assessments of the carrying value of certain assets, useful lives of assets, and related depreciation and amortization methods applied.

Cash and Cash Equivalents

For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of nine months or less are considered to be cash equivalents. The carrying value of these investments approximates fair value.

Accounts Receivable

Accounts receivable related to the products and services sold are recorded at the time revenue is recognized and are presented on the balance sheet net of allowance for doubtful accounts. The ultimate collection of the receivable may not be known for several months after services have been provided and billed.

The Company has established an allowance for doubtful accounts based upon factors pertaining to the credit risk of specific customers, analyses of current and historical cash collections, and the aging of receivables. Delinquent accounts are written-off when the likelihood for collection is remote and/or when the Company believes collection efforts have been fully exhausted and the Company does not intend to devote any additional efforts in an attempt to collect the receivable. The Company adjusts their allowance for doubtful accounts balance on a quarterly basis.

Inventory

The Company's inventory consists of finished product valued under the FIFO method, stated at the lower of cost or market value.

Property Plant, & Equipment

Property, plant, and equipment are recorded at cost. Major renewals and improvements are capitalized, while maintenance and repairs are expensed when incurred. Expenditures for major additions and betterments are capitalized in amounts greater or equal to \$500. Depreciation of equipment is computed by the straight-line method (after taking into account their respective estimated residual values) over the assets estimated useful life of three (3), five (5), or seven (7) years. Upon sale or retirement of equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in statements of operations.

Leasehold Improvements

Leasehold improvements are stated at cost less accumulated amortization. The Company records amortization using the straight-line method over the life of the lease. Maintenance and repair costs are expensed as they are incurred while renewals and improvements which extend the useful life of an asset are capitalized. At the time of retirement or disposal of property and equipment, the cost and related accumulated amortization are removed from the accounts and any resulting gain or loss is reflected in the results of operations.

Income Taxes

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740- 10-25") with regards to uncertainty in income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its assets and/or liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

Earnings (loss) Per Share

The Company computes basic and diluted earnings per share amounts pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic earnings per share is computed by dividing net income (loss) available to common shareholders, by the weighted average number of shares of common stock outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted earnings per share is computed by dividing net income (loss) available to common shareholders by the diluted weighted average number of shares of common stock during the period. The diluted weighted average number of common shares outstanding is the basic weighted number of shares adjusted as of the first day of the year for any potentially diluted debt or equity.

Fair Value of Financial Instruments

The Company adopted the provisions of FASB ASC 820 (the "Fair Value Topic") which defines fair value, establishes a framework for measuring fair value under GAAP, and expands disclosures about fair value measurements.

The Fair Value Topic defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It requires that valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. It also establishes a fair value hierarchy, which prioritizes the valuation inputs into three broad levels.

The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

- A.** Market approach—Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. Prices may be indicated by pricing guides, sale transactions, market trades, or other sources;
- B.** Cost approach—Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost); and
- C.** Income approach—Uses valuation techniques to convert future amounts to a single present amount based on

current market expectations about the future amounts (includes present value techniques, and option-pricing models). Net present value is an income approach where a stream of expected cash flows is discounted at an appropriate market interest rate.

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date. An active market for an asset or liability is a market in which transactions for the asset or liability occur with significant frequency and volume to provide pricing information on an ongoing basis.

Level 2: Observable inputs other than Level 1 inputs. Example of Level 2 inputs include quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Level 3: Unobservable inputs based on the Company's assessment of the assumptions that are market participants would use in pricing the asset or liability.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses, and accounts payable, approximate their fair value because of the short maturity of those instruments. The Company's note payable approximate the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at March 31, 2022 and December 31, 2021.

Commitments & Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

Revenue Recognition

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers (Topic 606)". This ASU creates a single comprehensive new revenue recognition standard. Under the new standard and its related amendments (collectively known as Accounting Standards Codification ("ASC 606"), an entity recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. Enhanced disclosures will be required regarding the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2018. The Company adopted the standard as of January 1, 2019, using the modified retrospective method applied to contracts which were not completed as of that date, which represent contracts for which all (or substantially all) of the revenues have not been recognized under existing standard as of the date of adoption.

The Company has assessed the impact that the new standard had on its operations, financial statements and related disclosures. This includes a review of current accounting policies and practices to identify potential differences that would result from applying ASC 606.

The Company has no incomplete contracts as of the date of adoption and therefore did not have any cumulative effect adjustment to its opening balance of retained earnings. Prior periods were not retrospectively adjusted. The impact to the Company's future results from operations are not expected to differ based on the analysis of revenue streams and contracts under ASC 606, which supports revenue recognition over time.

The Company recognizes revenue pursuant to ASC 606. The Company's revenue is derived from the sales of its products, which represents net sales recorded in the Company's condensed consolidated statements of income. Product sales are recognized when performance obligations under the terms of the contract with the customer are satisfied. Typically, this would occur upon transfer of control, including passage of title to the customer and transfer of risk of loss related to those goods. Transfer of title and risk of loss takes place at the point of sale at the Company's retail stores. The Company measures revenue as the amount of consideration to which it expects to be entitled in exchange for transferring goods (transaction price). The Company records reductions to revenue for estimated customer returns, allowances, markdowns and discounts. The Company bases its estimates on historical rates of customer returns and allowances as well as the specific identification of outstanding returns, markdowns and allowances that have not yet been received by the Company. The actual amount of customer returns and allowances is inherently uncertain and may differ from the Company's estimates. If the Company determines that actual or expected returns or allowances are

significantly higher or lower than the reserves it established, it would record a reduction or increase, as appropriate, to net sales in the period in which it makes such a determination. Reserves for returns, and markdowns are included within accrued expenses and other liabilities. Allowance and discounts are recorded in accounts receivable, net and the value of inventory associated with reserves for sales returns are included within prepaid expenses and other current assets on the consolidated balance sheet.

Revenues from multi-month training contracts are recognized over the length of the contract term rather than when the contract begins. Because a significant amount of the Company's contract sales are greater than three months in length, the Company apportions that revenue over the duration of the contract term even though either the full amount or a significant portion is collected when the contract begins. The difference between the gross cash receipts collected and the recognized revenue from those sales during the respective reporting period will appear as deferred revenue.

The Company currently has no open projects.

Recent Accounting Pronouncements

Company management does not believe that any other recently issued, (through pronouncement 2019-04) but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which supersedes ASC 840, Leases. This ASU is based on the principle that entities should recognize assets and liabilities arising from leases. The ASU does not significantly change the lessees' recognition, measurement and presentation of expenses and cash flows from the previous accounting standard. Leases are classified as finance or operating. The ASU's primary change is the requirement for entities to recognize a lease liability for payments and a right of use asset representing the right to use the leased asset during the term on operating lease arrangements. Lessees are permitted to make an accounting policy election to not recognize the asset and liability for leases with a term of twelve months or less. Lessors' accounting under the ASC is largely unchanged from the previous accounting standard. In addition, the ASU expands the disclosure requirements of lease arrangements. Lessees and lessors will use a modified retrospective transition approach, which includes a number of practical expedients. The effective date was the first quarter of fiscal year 2019 with early adoption permitted. Management is currently assessing the impact of the new standard including the optional exemptions available. The recognition of all leases on the balance sheet is expected

to increase the assets and liabilities on the Consolidated Balance Sheets upon adoption. The increase primarily relates to property leases currently accounted for as operating leases. The Company does not intend to early adopt the standard. Management does not believe that the adoption of ASU 2016-02 will have a material effect on the Company's financial statements.

NOTE 3 – GOING CONCERN

As reflected in the accompanying financial statements, the Company had an accumulated deficit of \$ 36,859,137 at September 30, 2022 and a net losses of \$ 255,636 and \$ 955,172 for the three and nine months then ended.

While the Company is attempting to improve operations and increase revenues, the Company's cash position may not be significant enough to support the Company's daily operations over the next year. Management intends to increase revenues and raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and increase revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 – JOINT VENTURE

On September 1, 2018, the Company and an unrelated party entered into a Joint Venture Agreement to form

Genobreeding Inc. The limited purpose and the sole business of the Joint Venture shall be to engage in the development of elite Cannabis strains, development of genomic library of unique cannabis strains, identification of unique genomic regions within each strain for differentiation. The intellectual property developed by this venture shall be licensed to partners or customers to create revenue. The Company was a 60% equity holder in Genobreeding Inc. During the quarter ended June 30, 2021, the Company acquired the remaining 40% of Genobreeding by issuing 5,000,000 common shares. The fair value of \$91,000 was included as research and development expenses in the consolidated statements of operations. As of September 30, 2022, the Company has not contributed any resource to the joint venture. There were no activities during the period from inception to September 30, 2022.

NOTE 5 –INVENTORY

The Company values its inventory using the FIFO method. As of the date of this filing, the Company has one brick-and-mortar store location that sells hydroponic supplies which consists of indoor and outdoor growing supplies, fully operational aquaponic systems and other nutrients and materials.

As of December 31, 2022 and December 31, 2021, the Company had inventories held at a net realizable value of \$73,475 and \$61,475, respectively.

NOTE 6 - NOTES RECEIVABLE FROM RELATED PARTY

As of December 31, 2022 and December 31, 2021, the Company was owed \$25,465 and \$200,903, respectively, in advances from a related party. The advances bear interest at 3% per annum.

NOTE 7 –PROPERTY, PLANT, & EQUIPMENT

Property, plant, & equipment at September 30, 2022 and December 31, 2021 consisted of the following:

	September 30, 2022	December 31, 2021
Building and leasehold improvements	\$ 2,043,503	\$ 1,994,520
Property, Plant & Equipment	-0-	533,868
Less: Accumulated depreciation	(407,061)	(750,856)
	<u>\$ 1,636,442</u>	<u>\$ 1,777,532</u>

Depreciation Expense

For the years ended December 31, 2022 and 2021 the Company recorded depreciation and amortization expense of \$153,474 and \$174,932, respectively.

Purchase of Building in Cathedral City, California

In early June 2018, the Company purchased a building located at 68374 Kieley Road, Cathedral City, CA, 92234 for \$1,906,677. The Company financed the purchase of the building through a convertible promissory note from ILIAD Research and Trading, L.P. further described in Note 12. There are five licenses attached to the building: 1) Manufacturing Medical Cannabis License, 2) Cultivation Medical Cannabis License, 3) Dispensary Medical Cannabis License, 4) Distribution Medical Cannabis License and 5) Delivery Medical Cannabis License. The building contractor was recently removed due to major delinquency and work damage to the building. The Company is currently seeking a new contractor to get the project back on track.

NOTE 8 - CONVERTIBLE NOTES PAYABLE

St. George Investments LLC

On February 17, 2018, the Company entered into a Securities Purchase Agreement with St. George Investments, LLC. ("St. George") for the sale a Convertible Promissory Note (the "Note") in the principal amount of \$1,120,000. The Note was due on February 17, 2019 and bears interest at 10% per year. The Company received net proceeds from the issuance of the Note in the amount of \$1,000,000 net of an original discount ("OID") of \$100,000 and debt financing costs of \$20,000 which will be amortized over the term of the Note. All principal and accrued interest on the Note is convertible into shares of the Company's common stock at the lesser of (a) the fixed price of \$0.09, and (b) 65% multiplied by the average of the three lowest volume weighted average prices during the 20 trading days prior to the conversion date; provided, however, in no event shall the conversion price be less than \$0.04. On February 17, 2018, in conjunction with the issuance of the \$1,120,000 Note, the Company issued a warrant to purchase 2,500,000

shares of the Company's common stock at \$0.09 per share, expiring on February 17, 2022. At any time during the period beginning on the issuance date and ending on the 1st anniversary of the issuance date, the Company shall have the option to redeem the warrant by exchanging it for 2,000,000 shares of common stock. If the Company elects to exercise its redemption option, any outstanding notice of exercise will be cancelled, and the warrant will be deemed satisfied in full upon delivery of the 2,000,000 shares of common stock. The Company exercised its redemption option on February 21, 2018 by the issuance of 2,000,000 shares of common stock.

During the three months ended March 31, 2022, St. George was issued 11,680,380 in exchange for conversion of \$46,621 of notes and accrued interest.

As of December 31, 2022, the loan has a principal balance of \$0 and recorded accrued interest of \$1,238,144. As of December 31, 2021, the loan had a principal balance of \$0 and recorded accrued interest of \$1,133,753.

ILIAD Research and Trading, L.P.

On May 25, 2018, the Company entered into a convertible promissory note and Securities Purchase Agreement with ILIAD Research and Trading, L.P., a Utah Limited Partnership, for a \$4,420,000 note, which included \$400,000 original issue discount and \$20,000 of debt financing costs. As of December 31, 2018, the Company has only been funded \$3,486,750, net of original issue discount of \$348,675 and \$20,000 of debt financing costs. The note bears interest of 10% per annum and is unsecured and due May 25, 2019. After nine months of vesting, the note will be convertible into common shares of the Company at a fixed conversion price of \$0.08 per share.

As at December 31, 2022, the loan has a principal balance of \$4,216,674 and recorded accrued interest of \$3,028,577. At December 31, 2021, the loan has a principal balance of \$4,246,674 and recorded accrued interest of \$2,373,112.

Odyssey Research and Trading, Inc.

During the year ended December 31, 2019, the Company entered into a new convertible promissory note with a face of \$845,000 and has been advanced \$131,200 under the note. The note was due August 30, 2021 and carries an interest rate of 3%. The note is convertible into common shares at \$.02 per share. As of December 31, 2022, the principal balance was \$433,650 and accrued interest was \$90,977. As of December 31, 2021, the principal balance was \$433,650 and accrued interest was \$66,684.

NOTE 9 - EQUITY

Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.001. The preferred shares entitles the holder equal to i) the greater of 25 votes for each share of Series A Preferred Stock or ii) the number of votes equal to the number of all outstanding shares of common stock, plus one additional vote such that the Series A stock shall always constitute a majority of the voting rights of the Company.

In February of 2012, the Company issued 10,000,000 preferred shares to its chief executive officer and director of the Company, James Haas, for founder related services rendered to the Company. The founder shares were valued at par \$0.001 which resulted in a founder shares expense of \$10,000.

Common Stock

On June 2, 2014, the Company amended its articles of incorporation to increase the number of authorized common shares from 200,000,000 to 500,000,000, with a par value of \$0.001. On April 10, 2017, the Company amended its articles of incorporation to increase its authorized shares of common stock to 2,000,000,000 from 500,000,000, with a par value of \$0.001.

During the three months ended March 31, 2022, the Company issued 1,500,000 common shares pursuant to consulting and professional services performed for a fair value of \$8,700.

In 2022, St. George were issued an aggregate of 11,568,380 common shares in exchange for accrued interest of \$46,621.

During year ended December 31, 2022, the Company issued 22,250,000 common shares for consulting services rendered.

Also, during the year ended December 31, 2022, the Company issued 20,000,000 common shares for a cash investment.

During the year ended December 31, 2022 the Company was required to post a DTC adjustment to the number of shares recorded on the books. This required the addition of 398,208,505 shares to be added.

There were 1,534,958,478 and 1,094,499,973 common shares outstanding as of September 30, 2022 and December 31, 2021, respectively.

NOTE 10- RELATED PARTY TRANSACTIONS

Related Party Payables

The management of prime shareholder has made non-interest bearing, unsecured, due on demand cash advances to the Company. As of December 31, 2022 and December 31, 2021, the related party payable balance was \$ 99,866 and \$99,866, respectively.

Related Party Agreements

On April 1, 2013, the Company entered into a Consulting Agreement with the Company's CEO, James Haas. Pursuant to the agreement, the Company agreed to issue 2,500,000 shares of the Company to the Company's CEO upon execution of the agreement, an additional 2,500,000 shares of the Company on December 1, 2013 and 2,500,000 shares of the Company annually thereafter. As at March 31, 2022 and December 31, 2021, the Company has not issued any shares to the CEO and the fair value of the shares to be issued to the CEO is included in stock payable.

On April 1, 2013, the Company entered into a Consulting Agreement with a prior Director. Pursuant to the agreement, the Company agreed to issue 2,500,000 shares upon execution of the agreement, an additional 2,500,000 shares on December 1, 2013 and 2,500,000 shares of the Company annually thereafter. As at December 31, 2022 and December 31, 2021, the Company owed the Director 5,000,000 shares and the fair value of the shares to be issued to the Director is included in stock payable.

On September 1, 2018, the Company entered into a Consulting Agreement with its prior CFO. Pursuant to the agreement, OTC Markets Group Inc.
OTC Pink Basic Disclosure Guidelines (v4.0 January 1, 2023)

the Company agreed to issue 2,500,000 shares of the Company upon execution of the agreement, 2,500,000 shares on January 1, 2019 and 2,500,000 shares annually thereafter. During the year ended December 31, 2018, the Company issued 2,500,000 shares to its prior CFO. As of December 31, 2022 and December 31, 2021, the Company owed the prior CFO 2,500,000 shares

During 2019, the Company entered into a consulting agreement with Matthew Burden for 2019 and 2020. The agreement calls for the issuance of 5,000,000 each year, of which 2,500,000 was issued during 2019 and 2,500,000 shares were accrued in stock payable.

In October 2020, the Company appointed Darrel Courtney as CEO of GeenGro Technologies, Inc. and Thomas Schaefer as CEO of CBD Ventures 1, Inc. In March 2021, the Company appointed Robert Martinez as CEO of Cannabis Ventures.

On March 1, 2022 the Agreement appointing Robert Martinez as CEO of Cannabis Ventures lapsed and was not renewed.

NOTE 11 - COMMITMENTS AND CONTINGENCIES

Membership Interest Purchase Agreement

On May 1, 2018, the Company entered into a Membership Interest Purchase Agreement, whereby the Company was to purchase 800 shares (80%) of Biodynamics CEA, Inc., a State of Ohio company. The Purchase Agreement was amended on March 30, 2018. Pursuant to the amended Purchase Agreement, the Company will issue 27,200,000 shares of common stock of the Company for 100% of Seller's interest in Biodynamics CEA, Inc. which represents 80% of Biodynamics CEA, Inc. (792 shares of Biodynamics CEA, Inc.). On or after March 6, 2020, the seller will have the option to acquire 51% of Biodynamics CEA, Inc. back from the Company via a spinoff of the Company. In March 2019, the Company reserved 27,200,000 shares of the Company to Biodynamics, CEA, Inc. with a fair value of \$990,080.

At the time of the acquisition, Biodynamics had around three projects in various stages. To date these projects have not materialized nor have recent updates about the projects been received directly. For this reason, the Company elected to reserve the \$990,080 investment and will revisit the value of the project when it has received further communications with Biodynamics.

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

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

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

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

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

Year Ending December 31,

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

Sublease (1676 W. Lincoln Ave, Anaheim CA)

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

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

NOTE 12 – CONSULTING AGREEMENT

On February 6, 2019, the Company entered into two consulting agreements pursuant to which the Company agreed to compensate each consultant with the issuance of 2,500,000 shares of common stock of the Company upon execution of the agreement and every 12 months thereafter. During the year ended December 31, 2019, the Company issued 2,500,000 shares to one of the consultants.

NOTE 13- LITIGATION

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

In January 2021 the Company received notice of a pending lawsuit, filed in the State of Arizona for which the Company was one of several defendants named, citing several complaints including negligence, conversion, breach of fiduciary duty, negligent supervision, and conversion. The Company has responded and litigation is pending.

NOTE 14- SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date the financial statements were available to be issued. Based on this evaluation, no additional material events were identified which require adjustment or disclosure in these financial statements.