

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K/A  
(Amendment No. 1)**

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2024

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number: 001-41452**



**GREENWAVE TECHNOLOGY SOLUTIONS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or jurisdiction of  
Incorporation or organization)

**46-2612944**

I.R.S Employer  
Identification No.

**4016 Raintree Rd, Ste 300, Chesapeake, VA**

(Address of principal executive offices)

**23321**

(Zip code)

**(800) 490-5020**

(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act: None**

**Securities registered pursuant to Section 12(g) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.001	GWAV	The Nasdaq Stock Market, LLC

Indicate by check mark whether the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller Reporting Company ☒

Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the Registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the Registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act) Yes ☐ No ☒

The aggregate market value of voting and non-voting common equity held by non-affiliates of the Registrant was \$19,426,520 as of June 28, 2024, the last business day of the Registrant's most recently completed second fiscal quarter.

The number of shares of Registrant's common stock outstanding was 61,169,509 as of April 27, 2025.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

None.

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**GREENWAVE TECHNOLOGY SOLUTIONS, INC.**  
**AMENDMENT NO. 1 TO FORM 10-K ANNUAL REPORT**  
**FOR THE FISCAL YEAR ENDED**  
**DECEMBER 31, 2024**  
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## EXPLANATORY NOTE

This Amendment No. 1 to the annual report of Greenwave Technology Solutions, Inc., a Delaware corporation (the “Company”) on Form 10-K/A (this “Form 10-K/A”) amends the Company’s annual report on Form 10-K for the year ended December 31, 2024, which was originally filed with the Securities and Exchange Commission (“SEC”) on April 15, 2025 (the “Original Form 10-K”). This Form 10-K/A is being filed for the sole purpose of providing information required by Part III of Form 10-K that was intentionally omitted from Part III of the Original Form 10-K. The Part III information may be incorporated by reference from the Company’s definitive proxy statement, or if such proxy statement is not filed with the SEC within 120 days after the end of the fiscal year, such information may be included in an amendment to the Form 10-K. We are filing this Amendment to include Part III information because a definitive proxy statement containing such information may not be filed by the Company within 120 days after the end of the fiscal year covered by the Original Form 10-K.

In addition, this Form 10-K/A amends Item 15 of Part IV of the Original 10-K to include new certifications by our principal executive officer and principal financial officer under Section 302 of the Sarbanes-Oxley Act of 2002, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended. Since no new financial statements have been included in this Form 10-K/A and this Form 10-K/A does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted. Similarly, since no financial statements have been included in this Form 10-K/A, certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 have been omitted.

The reference on the cover page of the Original Form 10-K to the incorporation by reference of our definitive proxy statement into Part III of the Original Form 10-K is hereby deleted.

Except as expressly noted above, this Form 10-K/A does not modify or update in any way the disclosures made in the Original Form 10-K and does not reflect events occurring after the filing of the Original Form 10-K. Accordingly, this Form 10-K/A should be read in conjunction with the Company’s filings made with the SEC subsequent to the filing of the Original 10-K, as information in such filings may update or supersede certain information contained in this Amendment.

As used in this Form 10-K/A, unless we state otherwise or the context otherwise requires, references to “Registrant,” “Company,” “Greenwave,” “we,” “us,” and “our” refers to Greenwave Technology Solutions, Inc., a Delaware corporation.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

#### Our Directors

The Company's Board of Directors (the "Board" or "Board of Directors") consists of three members. The number of directors on our Board can be evaluated and amended by action of our Board.

The table below states certain information with respect to each director of the Company's. There are no arrangements or understandings between the Company and any director pursuant to which such person was elected or nominated to be a director of our Company. For information with respect to security ownership of directors, see "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters."

Name	Age	Executive Position
Danny Meeks	51	Chief Executive Officer, Chairman of the Board
Cheryl Lanthorn	54	Director
Lisa Lucas-Burke	61	Director

**Mr. Danny Meeks, Chief Executive Officer and Chairman** – Mr. Meeks is the Chief Executive Officer of the Company, a position he has held since September 30, 2021. He has served as a director and Chairman of the Board since June 2021. He has served as interim Chief Financial Officer from November 30, 2021 until April 18, 2022. He was the sole owner and President of Empire Services, Inc., a metal recycling company he founded in 2002, until its acquisition by the Company in September 2021. Additionally, Mr. Meeks has been serving as the President of DWM Properties, LLC, his real estate holding company, since 2002 and as the President of Select Recycling and Waste Services, Inc., a waste disposal and recycling company, from October 2016 to present. Mr. Meeks graduated from Manor High School in 1993. Mr. Meeks is well-suited to serve on our Board due to his significant business and management experience and deep knowledge of growth and commercialization strategies. Mr. Meeks joined the Company's Board to foster revenue-generating capabilities of the Company.

**Mrs. Cheryl Lanthorn, Director** – Mrs. Lanthorn has served as a Director of the Company since April 2022. Mrs. Lanthorn began her career as a Personal Administrator at Welton, Duke & Hawks before rising to an Accounting Administrator due to her work-ethic, extensive accounting knowledge, and attention to detail. For the next 14 years, Mrs. Lanthorn was a Software Trainer and Content Developer for Applied Systems, Inc., where she created webinars and instructional documentation to teach employees how to best utilize TAM, Vision, Epic, and other scalable software programs. From December 2015 to July 2022, Mrs. Lanthorn served as an Account Executive at Brown & Brown Insurance, where she managed one of the company's largest books of business, managed employees and their books, trains new employees, and performed various other administrative duties. Since August 2022, Mrs. Lanthorn has been a Senior Account Manager at Marsh McLennan Agency, LLC, where she manages large corporate accounts.

**Lisa Lucas-Burke, Director** – Ms. Lucas-Burke has served as a Director of the Company since January 2025. Ms. Lucas-Burke began her career with the City of Portsmouth in the Information Technology Department in 1988, ultimately as a Computer Programmer Analyst. In 2000, Ms. Lucas-Burke joined her family business of Lucas Lodge, where she currently serves as Executive Director and business partner with her mother, Senator L. Louise Lucas. Lucas-Burke was appointed to the Economic Development Authority in 2010 by the City Council, where she was an EDA Commissioner for 6 years and ultimately achieved the position of Chairman of the Board. Ms. Lucas-Burke was elected to Portsmouth City Council in 2016 and was re-elected in 2020. During Lucas-Burke's eight-year tenure on the Portsmouth City Council, she was unanimously voted in twice to serve as Vice Mayor by her City Council Colleagues. A graduate of Norfolk State University, Ms. Lucas-Burke holds a Bachelor of Science Degree in Electronics Engineering (1987) and a Bachelor of Arts Degree in Psychology (2016). Ms. Lucas-Burke is a Diamond Life Member of Delta Sigma Theta Sorority, Incorporated, and her chapter affiliation has been with the Portsmouth Alumnae Chapter of Delta Sigma Theta Sorority, Inc., since 1996. Lucas-Burke served as Chapter President of Portsmouth Alumnae Chapter for two, two-years terms (2008 – 2012); Lucas-Burke is also a member of the Portsmouth (VA) Chapter of The Links, Incorporated (2017 – present); Martin Luther King, Jr., Leadership Steering Committee (2006 – present); Portsmouth Democratic Committee (2006 – present); Lefcoe Trustee Board (2013 – present); Member of St. Mark Missionary Baptist Church (2009 – present); and Lucas-Burke is also a former board member and Chair of The Portsmouth Boulevard – Center for Youth (2006 – 2012), where she served as member, Treasurer and President over her six year term on the board.

Our Board judges the independence of its directors by the standards established by the Nasdaq Stock Market (“Nasdaq”). Accordingly, the Board has determined that our two non-employee directors, Cheryl Lanthorn and Lisa Lucas-Burke each meet the independence standards established by Nasdaq and the applicable independence rules and regulations of the SEC, including the rules relating to the independence of the members of our Audit Committee and Compensation Committee. Our Board considers a director to be independent when the director is not an officer or employee of the Company or its subsidiaries, does not have any relationship which would, or could reasonably appear to, materially interfere with the independent judgment of such director, and the director otherwise meets the independence requirements under the listing standards of the Nasdaq Stock Market and the rules and regulations of the SEC.

Our Board believes its members collectively have the experience, qualifications, attributes and skills to effectively oversee the management of our Company, including a high degree of personal and professional integrity, an ability to exercise sound business judgment on a broad range of issues, sufficient experience and background to resolve the issues facing our Company, a willingness to devote the necessary time to their Board and committee duties, a commitment to representing the best interests of the Company and our stockholders and a dedication to enhancing stockholder value.

***Risk Oversight.*** Our Board oversees the management of risks inherent in the operation of our business and the implementation of our business strategies. Our Board performs this oversight role by using several different levels of review. In connection with its reviews of the operations and corporate functions of our Company, our Board addresses the primary risks associated with those operations and corporate functions. In addition, our Board reviews the risks associated with our Company’s business strategies periodically throughout the year as part of its consideration of undertaking any such business strategies. Each of our Board committees also coordinates oversight of the management of our risk that falls within the committee’s areas of responsibility. In performing this function, each committee has full access to management, as well as the ability to engage advisors. The Board is also provided with updates by the Chief Executive Officer and other executive officers of the Company on a regular basis.

### **Board and Committee Meetings**

During the fiscal year ended December 31, 2024, our Board held six meetings and operated primarily by unanimous written consent. For the fiscal year ended December 31, 2024, our Board was composed of five members from January 1, 2024 to August 14, 2024 and four members from August 15, 2024 to December 31, 2024. Our Audit Committee held four meetings during the year ended December 31, 2024. Our Compensation Committee and Nominating and Corporate Governance committee held four meetings during the fiscal year ended December 31, 2024. Our Sustainability Committee held four meetings during the year ended December 31, 2024 .

### **Board Committees**

On December 9, 2015, our Board designated the following three committees of the Board: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. On September 13, 2022, the Board created a Sustainability Committee of the Board.

***Audit Committee.*** The Audit Committee consists of Cheryl Lanthorn and Lisa Lucas-Burke. Cheryl Lanthorn is the Chairperson of the Audit Committee. The Audit Committee is responsible for, among other things, overseeing the financial reporting and audit process and evaluating our internal controls over financial reporting. The Board has determined that Cheryl Lanthorn is an “audit committee financial expert” serving on its Audit Committee. The Board has determined that each member of the Audit Committee is “independent,” as that term is defined by applicable SEC rules. In addition, the Board has determined that each member of the Audit Committee is “independent,” as that term is defined by the rules of Nasdaq. A copy of the Audit Committee Charter is available on our website at <https://www.GWAV.com/audit-committee-charter>.

**Compensation Committee.** The Compensation Committee consists of Cheryl Lanthorn and Lisa Lucas-Burke. Effective July 12, 2023, Cheryl Lanthorn was appointed as Chairwoman of the Compensation Committee. Cheryl Lanthorn is the Chairwoman of the Compensation Committee. The Compensation Committee is responsible for, among other things, establishing and overseeing the Company's executive and equity compensation programs, reviewing and recommending executive officer employment agreements, determining director compensation programs, overseeing the hiring of independent compensation consultants, preparing the compensation committee report, establishing performance goals and objectives, and evaluating performance against such goals and objectives. The Compensation Committee also grants stock options and other awards under our stock plans, periodically reviews the operation of the Company's employee benefit plans and analyzes the Company's bylaws, Compensation Committee Charter for its adequacy in meeting the Company's compensation-related goals and objectives. The Compensation Committee Charter does not grant the right to delegate authority to other persons, although it does grant the Compensation Committee the flexibility to hire compensation consultants to assist in the design, formulation, analysis and implementation of compensation programs for the Company's executive officers. While the Board does not provide a formal role for executive officers in determining or recommending the amount or form of executive and director compensation, the Compensation Committee meets with the CEO at or near the start of each fiscal year to discuss the goals and incentive compensation programs. The Board has determined that each member of the Compensation Committee is "independent," as that term is defined by applicable SEC rules. In addition, the Board has determined that each member of the Compensation Committee is "independent," as that term is defined by the rules of the Nasdaq Stock Market. A copy of the Compensation Committee Charter is available on our website at <https://www.GWAV.com/compensation-committee-charter>.

**Nominating and Corporate Governance Committee.** The Nominating and Corporate Governance Committee consists of Cheryl Lanthorn and Lisa Lucas-Burke. Effective July 12, 2023, Cheryl Lanthorn was appointed as Chairwoman of the Nominating and Corporate Governance Committee. Cheryl Lanthorn is the Chairwoman of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee is responsible for, among other things, identifying and recommending candidates to fill vacancies occurring between annual stockholder meetings and reviewing the Company's policies and programs relating to matters of corporate citizenship, including public issues of significance to the Company and its stockholders. The Board has determined that each member of the Nominating and Corporate Governance Committee is "independent," as that term is defined by applicable SEC rules. In addition, the Board has determined that each member of the Nominating and Corporate Governance Committee is "independent," as that term is defined by the rules of the Nasdaq Stock Market. A copy of the Nominating and Corporate Governance Committee Charter is available on our website at <https://www.GWAV.com/ngc-charter>.

**Sustainability Committee.** The Sustainability Committee consists of Cheryl Lanthorn and Lisa Lucas-Burke as members of the Sustainability Committee. Cheryl Lanthorn is the Chairwoman of the Sustainability Committee. The Sustainability Committee is responsible for, among other things, setting and overseeing the Company's goals, strategies, and commitments related to sustainability and Environmental Social Governance, including climate risks and opportunities, community and social impact, and diversity and inclusion. A copy of the Sustainability Committee Charter is available on our website at <https://www.GWAV.com/sustainability-committee-charter>.

## **Risk Oversight**

The Board is primarily responsible for overseeing our risk management processes. The Board receives and reviews periodic reports from management, auditors, legal counsel and others, as appropriate, regarding the Company's assessment of risks. The Board focuses on the most significant risks facing the Company and our general risk management strategy, and also ensures that the risks we undertake are consistent with the Board's risk parameters. While the Board oversees the risk management process, our management is responsible for day-to-day risk management and, if management identifies new or additional significant risks, it brings such risks to the attention of the Board.

## Board Leadership Structure

Danny Meeks is the Chairman of our Board and Chief Executive Officer of the Company. The Chairman of the Board presides at all meetings of the Board, unless such position is vacant, in which case, the Chief Executive Officer of the Company would preside.

## Our Executive Officers

The following are biographical summaries of our executive officers and their ages, except for Mr. Meeks, whose biography is set forth above:

Name	Age	Position
Danny Meeks	51	Chief Executive Officer and Chairman of the Board

**Danny Meeks, Chairman, Chief Executive Officer, and Director** – Biographical information regarding Mr. Meeks is provided above under Board Nominees.

## Code of Conduct and Ethics

We seek to maintain high standards of business conduct and corporate governance, which we believe are fundamental to the overall success of our business, serving our stockholders well and maintaining our integrity in the marketplace. Our corporate governance guidelines and Code of Conduct and Ethics, together with our Second Amended and Restated Certificate of Incorporation, Bylaws and the charters for each of our Board committees, form the basis for our corporate governance framework. We also are subject to certain provisions of the Sarbanes-Oxley Act and the rules and regulations of the SEC. The full text of the Code of Conduct and Ethics is available on our website at <https://www.GWAV.com/code-of-conduct> and is also filed as an exhibit to this annual report.

## Family Relationships

There are no family relationships among our directors and executive officers.

## Insider Trading Policy

We have an insider trading policy that governs the purchase, sale, and other disposition of our securities by our directors, officers, employees and other individuals associated with us, as well as by the Company itself, that we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations, and listing standards applicable to us. A copy of our insider trading policy is filed as Exhibit 19.1 to this annual report. The Company has no policy regarding hedging the economic risks of equity ownership for the executive team or directors of the Company and the Company does not engage in this practice.

## Compensation Recovery Policy

Our board of directors has adopted a compensation recovery policy, which provides that in the event we are required to prepare an accounting restatement due to noncompliance with any financial reporting requirements under the securities laws or otherwise erroneous data or we determine there has been a significant misconduct that causes financial or reputational harm, we shall recover a portion or all of any incentive compensation. The policy is filed as an exhibit to this annual report.

## Changes to security holder director nomination procedures

The Company has not adopted procedures for considering director candidates submitted by stockholders under Item 407(c)(2)(iv), Regulation S-K.



## Involvement in Legal Proceedings

We are not aware of any of our directors or officers being involved in any legal proceedings in the past ten years relating to any matters in bankruptcy, insolvency, criminal proceedings (other than traffic and other minor offenses) or being subject to any of the items set forth under Item 401(f) of Regulation S-K.

## ITEM 11. EXECUTIVE COMPENSATION

### 2024 Summary Compensation Table

Our named executive officers for the year ended December 31, 2024 were Danny Meeks, our Chief Executive Officer, and Isaac Dietrich, our Chief Financial Officer.

Our named executive officers for the year ended December 31, 2023 were Danny Meeks, our Chief Executive Officer, Ashley Sickles, our former Chief Financial Officer, and Isaac Dietrich, our Chief Financial Officer.

The following table presents the compensation awarded to, earned by or paid to our named executive officers for the years ended December 31, 2024 and December 31, 2023.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock awards (\$)(1)	Option awards (\$)(1)	Nonequity incentive plan compensation (\$)	Nonqualified deferred compensation earnings \$(2)	All other compensation (\$)	Total (\$)
Danny Meeks	2024	28,846	—	—	—	—	321,154	150,000(3)	500,000
Chief Executive Officer	2023	500,000	250,000	—	—	—	—	—	750,000
Ashley Sickles	2024	—	—	—	—	—	—	—	—
Former Chief Financial Officer	2023	45,173	—	—	—	—	—	—	45,173
Isaac Dietrich	2024	64,624	230,100	93,000	—	—	—	—	387,724
Former Chief Financial Officer	2023	228,093	—	—	—	—	—	—	228,093

(1) These amounts are the aggregate fair value of the equity compensation incurred by the Company for payments to executives during the fiscal year. The aggregate fair value is computed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718. The fair market value was calculated using the Black-Scholes options pricing model.

(2) In 2024, our CEO deferred a portion of his salary not paid by the Company.

(3) Includes \$38,000 attributed to the personal use of a car, \$23,700 in reimbursed travel expenses, and a \$10,000 business clothing allowance.

### Narrative Disclosure to the Summary Compensation Table

#### Danny Meeks

On September 30, 2021, the Company entered into an employment agreement with Danny Meeks pursuant to which Mr. Meeks serves as the Company's Chief Executive Officer. Pursuant to the terms of the employment agreement, Mr. Meeks shall receive an annual base salary of \$500,000. In addition, Mr. Meeks shall be eligible to receive an annual bonus and shall be eligible to receive such awards under the Company's incentive plans as determined by the Company's Compensation Committee. Mr. Meeks may be terminated by the Company or may voluntarily resign, at any time, with or without cause. Either the Company or Mr. Meeks may terminate Mr. Meeks' employment upon two weeks prior written notice.

Until October 1, 2026, for every \$1 million in annual revenue Empire Services, Inc., a Virginia corporation and wholly owned subsidiary of the Company, generates over \$20 million, Mr. Meeks shall be entitled to receive either 833,333 shares of the Company's common stock or \$50,000 in cash, at the discretion of Mr. Meeks.

Upon termination except by death (the "Termination Date"), the Company shall pay Mr. Meeks (i) any accrued but unpaid compensation, (ii) a pro-rata portion of his annual bonus calculated as of the Termination Date and (iii) reimbursement of expenses incurred on or prior to the Termination Date. In addition, Mr. Meeks may elect to receive Consolidated Omnibus Budget Reconciliation Act of 1985 benefits for up to twelve months from the Termination Date. Upon termination of Mr. Meeks' employment for death, the Company shall pay Mr. Meeks (i) any accrued but unpaid compensation and (ii) reimbursement of expenses incurred on or prior to such date. Mr. Meeks is also entitled to participate in any and all benefit plans such as health, dental and life insurance, from time to time, in effect for senior executives, along with vacation, sick and holiday pay in accordance with the Company's policies established and in effect from time to time. In the fiscal years ended December 31, 2024 and December 31, 2023, Mr. Meeks received \$0 and \$250,000 in bonuses, respectively. Mr. Meeks did not receive any compensation related to his position as a director. As of December 31, 2024 and 2023, Mr. Meeks was owed \$950,000 and \$950,000 in accrued but unpaid bonuses, respectively.

#### *Howard Jordan*

On April 18, 2022, the Company hired Howard Jordan as Chief Financial Officer, for which he received a salary of \$135,000 per year. On September 12, 2022, the Company terminated Mr. Jordan's employment as Chief Financial Officer.

#### *Ashley Sickles*

On September 13, 2022, the Company hired Ashley Sickles as Chief Financial Officer, for which she received a salary of \$135,000 per year. On April 28, 2023, Ms. Sickles resigned her position as the Company's Chief Financial Officer.

#### *Isaac Dietrich*

On April 28, 2023, the Company hired Isaac Dietrich as Chief Financial Officer, for which he received a salary of \$300,000 per year. On April 12, 2025, the Company terminated the employment of Isaac Dietrich, our Chief Financial Officer, effective April 12, 2025.

At no time during the periods listed in the above tables, with respect to any named executive officers, was there:

- any outstanding option or other equity-based award re-priced or otherwise materially modified (such as by extension of exercise periods, the change of vesting or forfeiture conditions, the change or elimination of applicable performance criteria, or the change of the bases upon which returns are determined);
- any waiver or modification of any specified performance target, goal or condition to payout with respect to any amount included in non-stock incentive plan compensation or payouts; or
- any non-equity incentive plan award made to a named executive officer.

#### **Nonqualified Deferred Compensation**

During the year ended December 31, 2024, our CEO deferred a portion of his salary not paid by the Company, as disclosed in the table above. Such payments were deferred because timely payments further jeopardize the Company's ability to continue as a going concern. The Company intends to make such payments as soon as it is able.

## Outstanding Equity Awards at December 31, 2024

The following table sets forth information regarding the outstanding equity awards held by our NEOs as of December 31, 2024:

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
	Exercisable	Unexercisable	Unexercised Options (#)						
Isaac Dietrich	—	—	—	—	—			150,000	\$ 105,450

### Timing of Equity Awards

The Compensation Committee grants equity awards, including stock options, from time to time. This may also include grants in connection with a new hire, promotion, and other circumstances where the Compensation Committee deems it appropriate to make such grants. Although we have not adopted a formal policy regarding the timing of equity award grants, including stock options, the Compensation Committee does not take material nonpublic information into account when determining the terms of equity awards and has not timed grants or the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation. During 2024, there were no stock option awards granted to any named executive officer within four business days preceding, or one business day after, the filing of any report on Forms 10-K, 10-Q, or 8-K that disclosed material nonpublic information.

### Director Compensation

The following table presents the total compensation for each person who served as a non-employee director of our Board during the fiscal year ended December 31, 2024. Other than as set forth in the table and described more fully below, we did not pay any compensation, reimburse any expense of, make any equity awards or non-equity awards to, or pay any other compensation to any of the other members of our Board in such period.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	All Other Compensation (\$)	Total (\$)
Cheryl Lanthorn	\$ 50,000 <sup>(1)</sup>	\$ 93,000	\$ -	\$ -	\$ 128,000
Henry Sicignano, III <sup>(2)</sup>	\$ 50,000	\$ 93,000	\$ -	\$ -	\$ 143,000
Jason Adelman <sup>(3)</sup>	\$ 67,500	\$ 93,000	\$ -	\$ -	\$ 160,500
John Wood <sup>(4)</sup>	\$ 34,375	\$ -	\$ -	\$ -	\$ 34,375
<b>Total:</b>	<b>\$ 186,875</b>	<b>\$ 279,000</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 465,875</b>

(1) As of December 31, 2024, \$15,000 is owed to Mrs. Lanthorn.

(2) Mr. Sicignano, III resigned from the Board effective February 14, 2025.

(3) Mr. Adelman resigned from the Board effective April 10, 2025.

(4) Mr. Wood resigned from the Board effective August 14, 2024.

## **Indemnification of Officers and Directors**

Our Second Amended and Restated Certificate of Incorporation provides that we shall indemnify our officers and directors to the fullest extent permitted by applicable law against all liability and loss suffered and expenses (including attorneys' fees) incurred in connection with actions or proceedings brought against them by reason of their serving or having served as officers, directors or in other capacities. We shall be required to indemnify a director or officer in connection with an action or proceeding commenced by such director or officer only if the commencement of such action or proceeding by the director or officer was authorized in advance by the Board of Directors.

## **Our Equity Incentive Plans**

Our Stockholders approved our 2014 Equity Incentive Plan ("2014 Plan") in June 2014, our 2015 Equity Incentive Plan (the "2015 Plan") in December 2015, our 2016 Equity Incentive Plan ("2016 Plan") in October 2016, our 2017 Equity Incentive Plan ("2017 Plan") in December 2016, our 2018 Equity Incentive Plan ("2018 Plan") in June 2018, our 2021 Equity Incentive Plan ("2021 Plan") in September 2021, our 2022 Equity Incentive Plan ("2022 Plan") in November 2022, our 2023 Equity Incentive Plan ("2023 Plan") in October 2023, and our 2024 Equity Incentive Plan ("2024 Plan") and together with the 2014 Plan, 2015 Plan, 2016 Plan, 2017 Plan, 2018 Plan, 2021 Plan, 2022 Plan, and 2023 Plan, the "Plans") in May 2024, which was subsequently amended in July 2024. The Plans are identical, except for the number of shares of Common Stock reserved for issuance under each.

The Plans provide for the grant of incentive stock options, non-statutory stock options, stock bonus awards, restricted stock awards, performance stock awards and other forms of stock compensation to our employees, including officers, consultants and directors. Our Plans also provide that the grant of performance stock awards may be paid out in cash as determined by the Committee (as defined herein).

### Summary of the Plans

#### *Authorized Shares*

No shares of our Common Stock are reserved for issuance pursuant to the 2014 Plan, 2015 Plan, the 2016 Plan, the 2017 Plan, the 2018 Plan, the 2021 Plan, 2022 Plan, or 2023 Plan. There are currently 5 shares of our Common Stock available for issuance pursuant to the 2018 Plan, 1,112 shares of our Common Stock available for issuance pursuant to the 2021 Plan, 327 shares of our Common Stock available for issuance pursuant to the 2022 Plan, 1,828 shares of our Common Stock available for issuance pursuant to the 2023 Plan, and 800,000 shares of our Common Stock available for issuance pursuant to the 2024 Plan. Shares of Common Stock issued under our Plans may be authorized but unissued or reacquired shares of our Common Stock. Shares of Common Stock subject to stock awards granted under our Plans that expire or terminate without being exercised in full, or that are paid out in cash rather than in shares of Common Stock, will not reduce the number of shares of Common Stock available for issuance under our Plans. Additionally, shares of Common Stock issued pursuant to stock awards under our Plans that we repurchase or that are forfeited, as well as shares of Common Stock reacquired by us as consideration for the exercise or purchase price of a stock award, will become available for future grant under our Plans.

#### *Administration*

Our Board, or a duly authorized committee thereof (collectively, the "Committee"), has the authority to administer our Plans. Our Board may also delegate to one or more of our officers the authority to designate employees other than Directors and officers to receive specified stock, which, in respect to those awards, said officer or officers shall then have all authority that the Committee would have.

Subject to the terms of our Plans, the Committee has the authority to determine the terms of awards, including recipients, the exercise price or strike price of stock awards, if any, the number of shares of Common Stock subject to each stock award, the fair market value of a share of our Common Stock, the vesting schedule applicable to the awards, together with any vesting acceleration, the form of consideration, if any, payable upon exercise or settlement of the stock award and the terms and conditions of the award agreements for use under the Plans. The Committee has the power to modify outstanding awards under the Plans, subject to the terms of the Plans and applicable law. Subject to the terms of our Plans, the Committee has the authority to reprice any outstanding option or stock appreciation right, cancel and re-grant any outstanding option or stock appreciation right in exchange for new stock awards, cash or other consideration, or take any other action that is treated as a repricing under generally accepted accounting principles, with the consent of any adversely affected participant.

#### *Stock Options*

Stock options may be granted under the Plans. The exercise price of options granted under our Plans must at least be equal to the fair market value of our Common Stock on the date of grant. The term of an ISO may not exceed 10 years, except that with respect to any participant who owns more than 10% of the voting power of all classes of our outstanding stock, the term must not exceed 5 years and the exercise price must equal at least 110% of the fair market value on the grant date. The Committee will determine the methods of payment of the exercise price of an option, which may include cash, shares of Common Stock or other property acceptable to the Committee, as well as other types of consideration permitted by applicable law. No single participant may receive more than 25% of the total options awarded in any single year. Subject to the provisions of our Plans, the Committee determines the other terms of options.

#### *Performance Shares*

Performance shares may be granted under our Plans. Performance shares are awards that will result in a payment to a participant only if performance goals established by the administrator are achieved or the awards otherwise vest. The Committee will establish organizational or individual performance goals or other vesting criteria in its discretion, which, depending on the extent to which they are met, will determine the number and/or the value of performance shares to be paid out to participants. After the grant of a performance share, the Committee, in its sole discretion, may reduce or waive any performance criteria or other vesting provisions for such performance shares. The Committee, in its sole discretion, may pay earned performance units or performance shares in the form of cash, in shares of Common Stock or in some combination thereof, per the terms of the agreement approved by the Committee and delivered to the participant. Such agreement will state all terms and conditions of the agreement.

#### *Restricted Stock*

The terms and conditions of any restricted stock awards granted to a participant will be set forth in an award agreement and, subject to the provisions in the Plans, will be determined by the Committee. Under a restricted stock award, we issue shares of our Common Stock to the recipient of the award, subject to vesting conditions and transfer restrictions that lapse over time or upon achievement of performance conditions. The Committee will determine the vesting schedule and performance objectives, if any, applicable to each restricted stock award. Unless the Committee determines otherwise, the recipient may vote and receive dividends on shares of restricted stock issued under our Plans.

#### *Other Share-Based Awards and Cash Awards*

The Committee may make other forms of equity-based awards under our Plans, including, for example, deferred shares, stock bonus awards and dividend equivalent awards. In addition, our Plans authorize us to make annual and other cash incentive awards based on achieving performance goals that are pre-established by our compensation committee.

### *Merger, Consolidation or Asset Sale*

If the Company is merged or consolidated with another entity or sells or otherwise disposes of substantially all of its assets to another company while awards or options remain outstanding under the Plans, unless provisions are made in connection with such transaction for the continuance of the Plans and/or the assumption or substitution of such awards or options with new options or stock awards covering the stock of the successor company, or parent or subsidiary thereof, with appropriate adjustments as to the number and kind of shares and prices, then all outstanding options and stock awards which have not been continued, assumed or for which a substituted award has not been granted shall, whether or not vested or then exercisable, unless otherwise specified in the relevant agreements, terminate immediately as of the effective date of any such merger, consolidation or sale.

### *Change in Capitalization*

If the Company shall effect a subdivision or consolidation of shares of Common Stock or other capital readjustment, the payment of a stock dividend, or other increase or reduction of the number of shares of Common Stock outstanding, without receiving consideration therefore in money, services or property, then awards amounts, type, limitations, and other relevant consideration shall be appropriately and proportionately adjusted. The Committee shall make such adjustments, and its determinations shall be final, binding and conclusive.

### *Plan Amendment or Termination*

Our Board has the authority to amend, suspend, or terminate our Plans, provided that such action does not materially impair the existing rights of any participant without such participant's written consent. Each of the Plans will terminate ten years after the earlier of (i) the date that each such Plan is adopted by the Board, or (ii) the date that each such Plan is approved by the Stockholders, except that awards that are granted under the applicable Plan prior to its termination will continue to be administered under the terms of the that Plan until the awards terminate, expire or are exercised.

## **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

### **Equity Compensation Plan Information**

The following table and information below sets forth information as of December 31, 2024 with respect to our Plans:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) (c)) (a) (c)
Equity compensation plans approved by security holders	—	\$ —	803,272
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>—</b>	<b>\$ —</b>	<b>803,272</b>

### **Security Beneficial Ownership Table**

The following table sets forth certain information regarding the beneficial ownership of our Common Stock by (i) each person who, to our knowledge, owns more than 5% of our Common Stock (ii) our current directors and the named executive officers identified under the heading "Executive Compensation" and (iii) all of our current directors and executive officers as a group. We have determined beneficial ownership in accordance with applicable rules of the SEC, and the information reflected in the table below is not necessarily indicative of beneficial ownership for any other purpose. Under applicable SEC rules, beneficial ownership includes any shares as to which a person has sole or shared voting power or investment power and any shares which the person has the right to acquire within 60 days after April 27, 2025 through the exercise of any option, warrant or right or through the conversion of any convertible security. Unless otherwise indicated in the footnotes to the table below and subject to community property laws where applicable, we believe, based on the information furnished to us that each of the persons named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned.

The information set forth in the table below is based on 61,169,509 shares of our Common Stock issued and outstanding on April 27, 2025. In computing the number of shares of Common Stock beneficially owned by a person and the percentage ownership of that person, we deemed to be outstanding all shares of Common Stock subject to options, warrants, rights or other convertible securities held by that person that are currently exercisable or will be exercisable within 60 days after April 27, 2025. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the principal address of each of the Stockholders below is in care of Greenwave Technology Solutions, Inc., 4016 Raintree Rd, Chesapeake, VA 23321.

	<b>Number of Shares of Common Stock Beneficially Owned</b>	<b>Percentage of Common Stock Outstanding<sup>(1)</sup></b>	<b>% of Total Voting Power</b>
<b>Directors and Named Executive Officers</b>			
Danny Meeks	50,047,780 <sup>(2)</sup>	3.5%	45.0%
Lisa Lucas-Burke	-	-	-
Cheryl Lanthorn	300,006 <sup>(3)</sup>	*	*
<b>All directors and named executive officers as a group (3 people)</b>	<b>50,347,786</b>	<b>4.0%</b>	<b>45.3%</b>
<b>Other 5% Stockholder</b>			
Joseph Reda <sup>(4)</sup>	4,500,000 <sup>(5)</sup>	7.4%	4.0%

\* Represents beneficial ownership of less than 1.0% of our outstanding Common Stock.

- (1) For this column, the numerator is the number of outstanding shares of Common Stock held by the reporting person and the denominator is equal to the total number of shares of Common Stock outstanding (61,169,509).
- (2) Consists of (i) 2,135,788 shares of Common Stock, (ii) 5,484 shares of Common Stock underlying warrants, and (iii) 47,906,508 shares of Common Stock issuable upon conversion of 450,000 shares of Series A-1 Preferred Stock.
- (3) Includes 6 shares owned by the reporting person's spouse.
- (4) The address for Joseph Reda is 1324 Manor Circle Pelham, NY 10803.
- (5) Based on a Schedule 13G filed by the Stockholder on February 13, 2025.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE.

Except for the below, from January 1, 2023 through the date of this annual report, we have not been a party to any transaction or proposed transaction in which the amount involved in the transaction exceeds the lesser of \$120,000 or 1% of the average of our total assets at year-end for the last two completed fiscal years, and in which any of our directors, executive officers or, to our knowledge, beneficial owners of more than 5% of our capital stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest, other than equity and other compensation which are described elsewhere in this annual report.

#### Agreements with Danny Meeks and Affiliates of Danny Meeks

##### Leases for Properties Underlying Scrap Yards

On January 1, 2023, the Company entered into a lease agreement for the Company's Chesapeake location with an entity controlled by the Company's Chief Executive Officer. Under the terms of the lease agreement, the Company pays \$9,000 per month in rent, increasing 3% on January 1<sup>st</sup> of each year. The lease expires on January 1, 2025 and the Company has two options to extend the lease by a term of five years per option.

During the years ended December 31, 2024 and 2023, the Company leased 12 scrap yard facilities and equipment from an entity controlled by the Company's Chief Executive Officer, including the lease for the Chesapeake location described above for \$1,502,830 and \$1,640,912, respectively. As of December 31, 2024 and December 31, 2023, the Company owed \$495,354 and \$2,070,402, respectively, in accrued rent and reimbursements to an entity controlled by the Company's Chief Executive Officer.

Retirement of Series Z Preferred

On July 28, 2023, the Company issued 6,757 shares of common stock to the Company's Chief Executive Officer for the exchange of 250 shares of Series Z preferred stock.

Assignment of Note Concurrent with Senior Secured Debt Placement

On July 31, 2023, the Company assigned the remaining balance of \$523,303 of a secured promissory note to DWM Properties, LLC, which is controlled by the Company's Chief Executive Officer.

Sale of Shredders and Downstream System to the Company

On July 31, 2023, the Company entered into a secured promissory note with an entity controlled by the Company's Chief Executive Officer in the principal amount of \$17,218,350. The note was for the purchase of certain equipment from an entity controlled by the Company's Chief Executive Officer and is secured by such equipment. There were non-cash proceeds of \$17,218,350 used to purchase equipment. The note is junior to the senior secured debt entered into by the Company on the same date. The note matures on July 31, 2043 and accrues interest at 7% per annum. The note requires interest-only payments until the senior secured debt is fully satisfied. The Company made payments of \$0 and \$498,625 towards the principal and interest, respectively, during the years ended December 31, 2024 and 2023, respectively. On March 29, 2024, the holder of the note exchanged \$10,000,000 in principal for 1,000 shares of Series D Preferred Stock (see *Note 14 – Stockholders' Equity*). On April 21, 2024, the holder of the note exchanged \$7,218,350 in principal for 412,360 shares of common stock (see *Note 14 – Stockholders' Equity*). As of December 31, 2024 and 2023, the note had a balance of \$0 and \$17,218,350, respectively.

On May 10, 2024, the Company entered into an exchange agreement with DWM, whereby the Company and DWM agreed to exchange 1,000 shares of the Company's Series D issued by the Company to DWM, for 1,333,333 shares of the Company's common stock. As a result of the transaction, the Series D stock was extinguished. The resulting gain on the transaction of \$1,224,400 for the difference between the fair value of the common stock and the carrying value of the Series D was recorded as a contribution of capital as the transaction was between related parties.

Sale of Equipment to the Company

On June 5, 2024, the Company entered into a Bill of Sale with DWM Properties LLC, an entity wholly-owned by Danny Meeks, the Company's Chief Executive Officer, pursuant to which the Company agreed to purchase certain vehicles held by DWM in exchange for \$3,582,181. The equipment included 27 trucks which enabled the Company to rapidly expand its fleet of trucks offering hauling services to clients, as well as transporting its scrap metal products to customers. The Company has recorded the equipment on its financial statements at its cost basis.

Sale of Properties Underlying Scrap Yards to the Company

On December 2, 2024, the Company entered into a Contract of Sale (the "Contract of Sale") with DWM Properties LLC ("DWM"), KPAJ, LLC and Oceana Salvage Properties, L.L.C. (collectively, the "Sellers"), in each case, an entity affiliated with Danny Meeks, the Company's Chief Executive Officer, pursuant to which the Company agreed to purchase the Premises (as defined in the Contract of Sale) held by the Sellers for an aggregate purchase price of \$15,000,000, to be allocated among the seven parcels comprising the Premises and the Licenses and Permits (as defined in the Contract of Sale), as more fully described in the Contract of Sale. The transaction closed on December 2, 2024.



The purchase price is payable by (i) the issuance of an aggregate of 450,000 shares of Series A-1 Preferred Stock of the Company, par value \$0.001 per share (the “Preferred Stock”), to the Sellers at an aggregate valuation of \$3,300,084 and (ii) the issuance of a promissory note payable to DWM (the “DWM Note”) in the aggregate principal amount of \$11,699,916. The DWM Note bears interest at a rate of 10% per annum, and is payable in equal installments of \$2,983,309 on each of December 31, 2024, January 31, 2025, February 28, 2025 and March 31, 2025 (each, a “Payment Date”); provided, that if payment on a Payment Date would cause the Company’s cash balance to be less than \$3,000,000, then such Payment Date and each subsequent Payment Date shall be extended by 30 days. The Company shall make all payments owed under the DWM Note within 12 months from the date of issuance. In addition, if the Company exercises a 30 day extension of any payment, the Company is required to furnish to DWM such financial information and data as DWM may reasonably request to confirm the Company’s cash balance. The Company made payments of \$4,008,057 towards the principal, during the year ended December 31, 2024. As of December 31, 2024 and 2023, the note had a principal balance and accrued interest of \$7,691,859 and \$0, respectively.

*Related-Party Hauling, Mechanic, Equipment Rental, and Miscellaneous Services*

During the years ended December 31, 2024 and 2023, the Company provided \$850,737 and \$68,485, respectively, in hauling services to an entity controlled by the Company’s Chief Executive Officer.

During the years ended December 31, 2024 and 2023, the Company paid an entity controlled by the Company’s Chief Executive Officer \$1,396,330 and \$409,556, respectively, for hauling services rendered to the Company.

During the year ended December 31, 2024, the Company paid entities controlled by the Company’s Chief Executive Officer \$147,401 for scrap metal provided to the Company.

During the year ended December 31, 2024, the Company paid an entity controlled by the Company’s Chief Executive Officer \$847,326 for mechanic and repair services provided to the Company.

During the year ended December 31, 2024, the Company paid an entity controlled by the Company’s Chief Executive Officer \$506,358 for equipment rentals provided to the Company.

During the year ended December 31, 2023, the Company paid an entity controlled by the Company’s Chief Executive Officer \$29,635 for materials sold to the Company.

*Insurance Payment Made on Behalf of the Company*

During the year ended December 31, 2023, an entity controlled by the Company’s Chief Executive Officer made an insurance down payment of \$105,000 and debt payments of \$189,615 on behalf of the Company.

**Related Party Transaction Policy**

Our Audit Committee Charter provides that our Audit Committee will be responsible for reviewing and approving in advance any related party transaction. Transactions requiring such pre-approval will include, with certain exceptions set forth in Item 404 of Regulation S-K, any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships in which we were or are to be a participant, where the amount involved exceeds \$120,000 and a related person had or will have a direct or indirect material interest, including, without limitation, purchases of goods or services by or from the related person or entities in which the related person has a material interest, indebtedness, guarantees of indebtedness and employment by us of a related person.

The Audit Committee has reviewed and approved the transactions described in “Agreements with Danny Meeks and Affiliates of Danny Meeks” above.

#### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Our independent registered public accounting firm is RBSM LLP, New York, NY, Auditor ID: 587. The following table presents fees for professional audit services and other services rendered to us by RBSM LLP for fiscal years ended 2024 and 2023.

	RBSM	
	2024	2023
Audit Fees	\$ 350,000	\$ 340,000
Audit-Related Fees	-	-
Tax Fees	-	-
Other Fees	-	-
Totals	\$ 350,000	\$ 340,000

##### Audit Fees

The aggregate fees billed for each of the last two fiscal years for professional services rendered by RBSM for the audit of the Company's annual financial statements and review of financial statements included in the Company's annual report on Form 10-K and in the Company's quarterly reports on Form 10-Q, or services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements for the fiscal years ending December 31, 2024 and 2023 were \$350,000 and \$340,000, respectively.

##### Audit-Related Fees

The aggregate fees billed in either of the last two fiscal years for assurance and related services by RBSM that are reasonably related to the performance of the audit or review of the registrant's financial statements and are not reported under "Audit Fees" for the fiscal years ending December 31, 2024 and 2023 were \$0 and \$0, respectively.

##### Tax Fees

The aggregate fees were billed for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning for the fiscal years ending December 31, 2024 and 2023 were \$0 and \$0, respectively.

##### All Other Fees

Other fees billed for professional services provided by the principal accountant, other than the services reported above, for the fiscal years ending December 31, 2024 and 2023 were \$0 and \$0, respectively.

The Audit Committee pre-approves all audit services and permitted non-audit services (including the fees and terms thereof) to be performed for us by our independent registered public accounting firm, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act and Rule 2-01(c)(7)(i)(C) of Regulation S-X, provided that all such excepted services are subsequently approved prior to the completion of the audit. We have complied with the procedures set forth above, and the Audit Committee has otherwise complied with the provisions of its charter.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

#### (a) Documents filed as part of this Annual Report:

##### (1) Financial Statements

We filed the financial statements in Item 8. Financial Statements and Supplementary Data as a part of the Original 10-K.

##### (2) Financial Statement Schedules.

No financial statement schedules have been submitted because they are not required or are not applicable or because the information required is included in the financial statements or the notes thereto.

##### (3) List of Exhibits.

No.	Description	Form	Incorporated by Reference		
			File No.	Exhibit	Filing Date
2.1	<a href="#">Plan of Reorganization, dated March 18, 2014.</a>	S-1	333-196735	2.1	June 13, 2014
2.2	<a href="#">Agreement and Plan of Merger between MassRoots, Inc., Empire Merger Corp., Empire Services, Inc. and Danny Meeks, as the sole shareholder, dated September 30, 2021</a>	8-K	000-55431	10.1	October 6, 2021
3.1	<a href="#">Second Amended and Restated Certificate of Incorporation of the Registrant</a>	8-K/A	000-55431	3.1	June 19, 2018
3.2	<a href="#">Certificate of Amendment to Second Amended and Restated Certificate of Incorporation effective September 30, 2021, filed with the Secretary of State on September 30, 2021</a>	8-K	000-55431	3.1	October 6, 2021
3.3	<a href="#">Certificate of Amendment to Second Amended and Restated Certificate of Incorporation of the Registrant</a>	8-K	000-55431	3.1	February 25, 2022
3.4	<a href="#">Certificate of Amendment to Second Amended and Restated Certificate of Incorporation of the Registrant</a>	8-K	000-55431	3.2	February 25, 2022
3.5	<a href="#">Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Registrant</a>	8-K	<b>001-41452</b>	3.1	June 3, 2024
3.6	<a href="#">Certificate of Designations, Preferences and Rights of the Series D Convertible Preferred Stock.</a>	8-K	000-55431	3.1	April 2, 2024
3.7	<a href="#">Certificate of Elimination relating to the Series D Preferred Stock, dated May 29, 2024</a>	8-K	<b>001-41452</b>	3.1	June 3, 2024
3.8	<a href="#">Certificate of Designations, Preferences and Rights of Series A-1 Preferred Stock of Greenwave Technology Solutions, Inc., dated November 13, 2024</a>	8-K	001-41452	3.1	November 18, 2024
3.9	<a href="#">Amended and Restated Bylaws of the Registrant.</a>	8-K	001-41452	3.1	November 29, 2022
3.10	<a href="#">Amendment No. 1 to the Amended and Restated Bylaws of the Registrant</a>	DEF 14A	001-41452	Appendix A	June 3, 2024
4.1	<a href="#">Form of Common Stock Certificate.</a>	S-1	333-196735	4.1	June 13, 2014
4.2	<a href="#">Description of Registrant's Securities</a>	10-K	001-41452	4.2	March 31, 2023
4.3	<a href="#">Form of Warrant dated July 2023</a>	8-K	000-55431	4.1	August 3, 2023
4.4	<a href="#">Form of Senior Note dated July 2023</a>	8-K	000-55431	4.2	August 3, 2023
4.5	<a href="#">Form of Secured Promissory Note dated July 31, 2023. Issued to DWM Properties LLC</a>	8-K	000-55431	4.3	August 3, 2023
4.6	<a href="#">Form of Warrant issued to Purchasers, dated August 2023</a>	8-K	000-55431	4.1	August 21, 2023

4.7	<a href="#">Form of Placement Agent Warrant, dated August 2023</a>	8-K	000-55431	4.2	August 21, 2023
4.8	<a href="#">Form of Warrant</a>	8-K	000-55431	4.1	December 6, 2021
4.9	<a href="#">Form of Senior Note</a>	8-K	000-55431	4.2	December 6, 2021
4.10	<a href="#">Form of Inducement Warrant</a>	8-K	<b>001-41452</b>	4.1	March 18, 2024
4.11	<a href="#">Form of Warrant issued to Purchasers</a>	8-K	<b>001-41452</b>	4.1	April 22, 2024
4.12	<a href="#">Form of Financial Advisor Warrant</a>	8-K	<b>001-41452</b>	4.2	April 22, 2024
4.13	<a href="#">Amendment to Senior Secured Convertible Promissory Note, dated as of May 3, 2024, by and among Greenwave Technology Solutions, Inc. and the Holders party thereto.</a>	8-K	<b>001-41452</b>	4.1	May 3, 2024
4.14	<a href="#">Waiver Agreement, dated as of May 9, 2024, by and among Greenwave Technology Solutions, Inc. and the Purchasers party thereto.</a>	8-K	<b>001-41452</b>	4.1	May 9, 2024
4.15	<a href="#">Form of Warrant issued to Purchasers</a>	10-Q	<b>001-41452</b>	4.1	May 20, 2024
4.16	<a href="#">Form of Financial Advisor Warrant</a>	10-Q	<b>001-41452</b>	4.2	May 20, 2024
4.17	<a href="#">Form of Warrant issued to Purchasers</a>	8-K	<b>001-41452</b>	4.1	June 11, 2024
4.18	<a href="#">Form of Placement Agent Warrant</a>	8-K	<b>001-41452</b>	4.2	June 11, 2024
4.19	<a href="#">Form of Warrant issued to Purchasers</a>	8-K	<b>001-41452</b>	4.1	January 13, 2025
4.20	<a href="#">Form of Placement Agent Warrant</a>	8-K	<b>001-41452</b>	4.2	January 13, 2025
4.21	<a href="#">Form of Warrant Amendment entered into with Existing Holders</a>	8-K	<b>001-41452</b>	4.3	January 13, 2025
4.22	<a href="#">Form of Warrant issued to Purchasers</a>	8-K	<b>001-41452</b>	4.1	February 11, 2025
4.23	<a href="#">Form of Placement Agent Warrant</a>	8-K	<b>001-41452</b>	4.2	February 11, 2025
4.24	<a href="#">Promissory Note, dated as of December 2, 2024, issued to DWM Properties LLC</a>	8-K	<b>001-41452</b>	4.1	December 2, 2024
10.1+	<a href="#">2014 Stock Incentive Plan and form of agreements thereunder.</a>	S-1	333-196735	10.12	June 13, 2014
10.2+	<a href="#">2015 Stock Incentive Plan and form of agreements thereunder.</a>	10-K	333-196735	10.12	March 30, 2016
10.3+	<a href="#">2016 Stock Incentive Plan and form of agreements thereunder.</a>	8-K	000-55431	4.1	September 23, 2016
10.4+	<a href="#">2017 Equity Incentive Plan and form of agreements thereunder.</a>	DEF 14C	000-55431	Appendix A	December 9, 2016
10.5+	<a href="#">2018 Equity Incentive Plan and form of agreements thereunder.</a>	DEF 14A	000-55431	Appendix B	May 11, 2018
10.6+	<a href="#">2021 Equity Incentive Plan and form of agreements thereunder.</a>	DEF 14A	000-55431	Appendix C	July 12, 2021
10.7+	<a href="#">2022 Equity Incentive Plan and form of agreements thereunder</a>	DEF 14A	<b>001-41452</b>	Appendix A	October 11, 2022
10.8+	<a href="#">2023 Equity Incentive Plan and form of agreements thereunder</a>	DEF 14A	<b>001-41452</b>	Appendix A	August 31, 2023
10.9+	<a href="#">2024 Equity Incentive Plan and form of agreements thereunder.</a>	DEF 14A	<b>001-41452</b>	Appendix A	April 11, 2024
10.10+	<a href="#">Amendment No. 1 to the 2024 Equity Incentive Plan</a>	DEF 14A	<b>001-41452</b>	Appendix B	June 3, 2024
10.11	<a href="#">Form of Amended and Restated Simple Agreement for Future Tokens.</a>	S-1	333-223038	10.27	February 14, 2018
10.12+	<a href="#">Employment Agreement by and between the Company and Danny Meeks</a>	8-K	000-55431	10.2	October 6, 2021
10.13	<a href="#">Securities Purchase Agreement, dated November 29, 2021, by and between MassRoots, Inc. and the parties thereto</a>	8-K	000-55431	10.1	December 6, 2021

10.14	<a href="#">Pledge and Security Agreement, dated November 30, 2021, by and between MassRoots, Inc. and the parties thereto</a>	8-K	000-55431	10.2	December 6, 2021
10.15	<a href="#">Registration Rights Agreement, dated November 29, 2021, by and between MassRoots, Inc. and the parties thereto</a>	8-K	000-55431	10.3	December 6, 2021
10.16	<a href="#">Form of Exchange Agreement</a>	8-K/A	000-55431	10.1	April 2, 2024
10.17	<a href="#">Purchase Agreement, dated July 31, 2023, by and between Greenwave Technology Solutions, Inc. and the parties thereto.</a>	8-K	000-55431	10.1	August 3, 2023
10.18	<a href="#">Security Agreement, dated July 31, 2023, by and between Greenwave Technology Solutions, Inc. and the parties thereto.</a>	8-K	000-55431	10.2	August 3, 2023
10.19	<a href="#">Registration Rights Agreement, dated July 31, 2023, by and between Greenwave Technology Solutions, Inc. and the parties thereto.</a>	8-K	000-55431	10.3	August 3, 2023
10.20	<a href="#">Bill of Sale, dated July 31, 2023, by and between Greenwave Technology Solutions, Inc. and DWM Properties LLC</a>	8-K	000-55431	10.4	August 3, 2023
10.21	<a href="#">Form of Securities Purchase Agreement between Greenwave Technology Solutions, Inc. and the Purchasers signatory thereto.</a>	8-K	000-55431	10.1	August 21, 2023
10.22	<a href="#">Form of Inducement Letter</a>	8-K	000-55431	10.1	March 18, 2024
10.23	<a href="#">Form of Securities Purchase Agreement between Greenwave Technology Solutions, Inc. and the Purchasers signatory thereto</a>	8-K	<b>001-41452</b>	10.1	April 22, 2024
10.24	<a href="#">Form of Exchange Agreement</a>	8-K	<b>001-41452</b>	10.2	April 22, 2024
10.25	<a href="#">Form of Voting Agreement</a>	8-K	<b>001-41452</b>	10.3	April 22, 2024
10.26	<a href="#">Form of Exchange Agreement</a>	8-K	<b>001-41452</b>	10.1	May 16, 2024
10.27	<a href="#">Form of Securities Purchase Agreement between Greenwave Technology Solutions, Inc. and the Purchasers signatory thereto</a>	10-Q	<b>001-41452</b>	10.1	May 20, 2024
10.28	<a href="#">Form of Securities Purchase Agreement, dated as of June 10, 2024, by and between Greenwave Technology Solutions, Inc. and the Purchasers signatory thereto</a>	8-K	<b>001-41452</b>	10.1	June 11, 2024
10.29	<a href="#">Contract of Sale, dated as of December 2, 2024, by and among, DWM Properties LLC, KPAJ, LLC, Oceana Salvage Properties, L.L.C., as Sellers, and Greenwave Technology Solutions, Inc.</a>	8-K	<b>001-41452</b>	10.1	December 2, 2024
10.30	<a href="#">Form of Securities Purchase Agreement, dated as of January 10, 2025, by and between Greenwave Technology Solutions, Inc. and the Purchasers signatory thereto</a>	8-K	<b>001-41452</b>	10.1	January 13, 2025
10.31	<a href="#">Form of Exchange Agreement, dated as of January 10, 2025, by and between Greenwave Technology Solutions, Inc. and the June Holders signatory thereto</a>	8-K	<b>001-41452</b>	10.2	January 13, 2025
10.32	<a href="#">Form of Voting Agreement, dated as of January 10, 2025, by and between Greenwave Technology Solutions, Inc. and the signatory thereto</a>	8-K	<b>001-41452</b>	10.3	January 13, 2025
10.33	<a href="#">Form of Securities Purchase Agreement, dated as of February 10, 2025, by and between Greenwave Technology Solutions, Inc. and the Purchasers signatory thereto</a>	8-K	<b>001-41452</b>	10.1	February 11, 2025
19.1†	<a href="#">Insider Trading Policy</a>				
21.1†	<a href="#">Subsidiaries of the Registrant</a>				
23.1†	<a href="#">Consent of Independent Registered Public Accounting Firm RBSM LLP</a>				
31.1†	<a href="#">Chief Executive Officer Certification pursuant to Rule 13a-14(a)/15d-14(a).</a>				
31.2†	<a href="#">Chief Financial Officer Certification pursuant to Rule 13a-14(a)/15d-14(a).</a>				
31.3*	<a href="#">Chief Executive Officer Certification pursuant to Rule 13a-14(a)/15d-14(a).</a>				
31.4*	<a href="#">Chief Executive Financial Certification pursuant to Rule 13a-14(a)/15d-14(a).</a>				
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
97.1	<a href="#">Compensation Recovery Policy</a>	10-K	<b>001-41452</b>	10.54	April 16, 2024
101.INS*	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File as its XBRL tags are embedded within the Inline XBRL document.				
101.SCH*	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Document.				
107*	Cover Page formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101.				

† Previously Filed with the Original Form 10-K.

\* Filed herewith.

\*\* Exhibits 32.1 and 32.2 were previously furnished with the Original Form 10-K and shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall such exhibits be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise specifically stated in such filing.

+ Denotes a management contract or compensatory plan.

**ITEM 16. FORM 10-K SUMMARY**

Not applicable.

## SIGNATURES

Pursuant to the requirements of Section 13 and 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Amendment No. 1 to Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized on this 30<sup>th</sup> day of April, 2025.

### GREENWAVE TECHNOLOGY SOLUTIONS, INC.

By: /s/ Danny Meeks

Danny Meeks  
Chief Executive Officer and Acting Chief Financial Officer  
(Principal Executive, Financial and Accounting Officer)

Pursuant to the requirements of the Securities Act of 1934, this Amendment No. 1 to Annual Report on Form 10-K/A has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Danny Meeks</u> Danny Meeks	Chief Executive Officer and Acting Chief Financial Officer (Principal Executive, Financial and Accounting Officer) and Chairman of the Board of Directors	April 30, 2025
<u>/s/ Cheryl Lanthorn</u> Cheryl Lanthorn	Director	April 30, 2025
<u>/s/ Lisa Lucas-Burke</u> Lisa Lucas-Burke	Director	April 30, 2025

1. I have reviewed this Annual Report on Form 10-K/A of Greenwave Technology Solutions, Inc.;
2. Based on my knowledge, this report 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 report;

By: /s/ Danny Meeks  
 Danny Meeks  
 Chief Executive Officer and Acting Chief Financial Officer  
*(Principal Executive, Financial and Accounting Officer)*



1. I have reviewed this Annual Report on Form 10-K/A of Greenwave Technology Solutions, Inc.;
2. Based on my knowledge, this report 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 report;

By: /s/ Danny Meeks  
 Danny Meeks  
 Chief Executive Officer and Acting Chief Financial Officer  
*(Principal Executive, Financial and Accounting Officer)*