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

# FORM 10-K

☒ **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** | **46-2612944** |
|---|---|
| (State or jurisdiction of Incorporation or organization) | I.R.S Employer Identification No. |
| **4016 Raintree Rd, Ste 300, Chesapeake, VA** | **23321** |
| (Address of principal executive offices) | (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:**

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| 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 fi ling 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 57,169,509 as of April 11, 2025.

## DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's Proxy Statement to be filed with the Securities and Exchange Commission within 120 days after the year covered by this Annual Report on Form 10-K with respect to our 2025 Annual Meeting of Stockholders are incorporated by reference into Part III of this report.

**GREENWAVE TECHNOLOGY SOLUTIONS, INC.**
**FORM 10-K ANNUAL REPORT**
**FOR THE FISCAL YEAR ENDED**
**DECEMBER 31, 2024**
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## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Statements in this Annual Report on Form 10-K ("Annual Report") may be "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Forward-looking statements include, but are not limited to, statements that express our intentions, beliefs, expectations, strategies, predictions or any other statements relating to our future activities or other future events or conditions. These statements are often, but not always, made through the use of words or phrases such as "believe," "will," "may," "could," "continue," "should," "contemplate," "expect," "anticipate," "estimate," "intend," "target," "forecast," "outlook," "guidance," "project," "potential," "plan" and "would," and similar expressions that convey uncertainty of future events or outcomes are intended to identify forward-looking statements. These statements are based on current expectations, estimates and projections about our business based in part on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may, and are likely to, differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors, including those set forth in "Item 1A. Risk Factors" and elsewhere in this Annual Report on Form 10-K.

You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K. Any forward-looking statements speak only as of the date on which they are made, and we disclaim any obligation to publicly update or release any revisions to these forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Annual Report on Form 10-K or to reflect the occurrence of unanticipated events, except as required by law.

You should read this Annual Report with the understanding that our actual future results, levels of activity, performance, and events and circumstances may be materially different from what we expect.

## PART I

On October 19, 2021, we changed our corporate name from MassRoots, Inc. to Greenwave Technology Solutions, Inc. We will not distinguish between our prior and current corporate name and will refer to our current corporate name throughout this Annual Report on Form 10-K. As such, unless expressly indicated or the content indicates otherwise, as used in this Annual Report on Form 10-K, the terms "Registrant," "Company," "Greenwave," "we," "us," and "our" refers to Greenwave Technology Solutions, Inc., a Delaware corporation, and its subsidiaries taken as a whole, unless otherwise noted.

This Annual Report contains additional trade names, trademarks, and service marks of other companies, which are the property of their respective owners. We do not intend our use or display of other companies' trade names, trademarks, or service marks to imply a relationship with, or endorsement or sponsorship of us by, these other companies.

### ITEM 1. BUSINESS

#### Overview

We were formed on April 26, 2013 as a technology platform developer under the name MassRoots, Inc. In October 2021, we changed our corporate name from "MassRoots, Inc." to "Greenwave Technology Solutions, Inc." On September 30, 2021, we closed our acquisition of Empire Services, Inc. ("Empire"), which operates 13 metal recycling facilities in Virginia, North Carolina, and Ohio. The acquisition was effective October 1, 2021 upon the effectiveness of the Certificate of Merger in Virginia.

Upon the acquisition of Empire, we transitioned into the scrap metal industry which involves collecting, classifying and processing appliances, construction material, end-of-life vehicles, boats, and industrial machinery. We process these items by crushing, shearing, shredding, separating, and sorting, into smaller pieces and categorize these recycled ferrous, nonferrous, and mixed metal pieces based on density and metal prior to sale. In cases of scrap cars, we remove the catalytic converters, aluminum wheels, and batteries for separate processing and sale prior to shredding the vehicle. We have designed our systems to maximize the value of metals produced from this process.

We operate two American Pulverizer 60x85 automotive shredders, one at our Kelford, North Carolina facility and a second at our Carrollton, Virginia yard. Our shredders are designed to produce a denser product and, in concert with advanced separation equipment, more refined recycled ferrous metals, which are more valuable as they require less processing to produce recycled steel products. In totality, this process reduces large metal objects like auto bodies into baseball-sized pieces of shredded recycled metal.

The shredded pieces are then placed on a conveyor belt under magnetized drums to separate the ferrous metal from the mixed nonferrous metal and residue, producing consistent and high-quality ferrous scrap metal. The nonferrous metals and other materials then go through a number of additional mechanical systems which separate the nonferrous metal from any residue. The remaining nonferrous metal is further processed to sort the metal by type, grade, and quality prior to being sold as products, such as zorba (mainly aluminum), zurik (mainly stainless steel), and shredded insulated wire (mainly copper and aluminum).

We are headquartered in Chesapeake, Virginia and employ 180 people as of April 7, 2025.

**Background**

We were incorporated in the state of Delaware on April 26, 2013 as a technology platform. Our principal executive office is located at 4016 Raintree Rd, Ste 300, Chesapeake, VA 23321, and our telephone number is (800) 490-5020.

**Products and Services**

Our main product is selling ferrous metal, which is used in the recycling and production of finished steel. It is categorized into heavy melting steel, plate and structural, and shredded scrap, with various grades of each of those categorizations based on the content, size and consistency of the metal. All of these attributes affect the metal's value.

We also process nonferrous metals such as aluminum, copper, stainless steel, nickel, brass, titanium, lead, alloys and mixed metal products. Additionally, we sell the catalytic converters recovered from end-of-life vehicles to processors which extract the nonferrous precious metals such as platinum, palladium and rhodium.

We provide metal recycling services to a wide range of suppliers, including large corporations, industrial manufacturers, retail customers, and government organizations.

**Pricing and Customers**

Prices for our ferrous and nonferrous products are based on prevailing market rates and are subject to market cycles, worldwide steel demand, government regulations and policy, and supply of products that can be processed into recycled steel. Our main buyers adjust the prices they pay for scrap metal products based on market rates usually on a monthly or bi-weekly basis. We are usually paid for the scrap metal we deliver to customers within 14 days of delivery.

Based on any price changes from our customers or our other buyers, we in turn adjust the price for unprocessed scrap we pay suppliers in order to manage the impact on our operating income and cashflows.

The spread we are able to realize between the sales prices and the cost of purchasing scrap metal is determined by a number of factors, including transportation and processing costs. Historically, we have experienced sustained periods of stable or rising metal selling prices, which allow us to manage or increase our operating income. When selling prices decline, we adjust the prices we pay customers to minimize the impact to our operating income.

**Sources of Unprocessed Metal**

Our main sources of unprocessed metal we purchase are end-of-life vehicles, old equipment, appliances and other consumer goods, and scrap metal from construction or manufacturing operations. We acquire this unprocessed metal from a wide base of suppliers including large corporations, industrial manufacturers, retail customers, and government organizations who unload their metal at our facilities or we pick it up and transport it from the supplier's location. Currently, our operations and main suppliers are located in the Hampton Roads and northeastern North Carolina markets, in addition to a facility in Cleveland, OH.

Our supply of scrap metal is influenced by overall health of economic activity in the United States, changes in prices for recycled metal, and, to a lesser extent, seasonal factors such as severe weather conditions, which may prohibit or inhibit scrap metal collection.

**Technology**

We launched ScrapApp.com in September 2023 as a platform for buying end-of-life vehicles directly from individuals wishing to sell their cars, rather than from third parties. As of March 27, 2025, Scrap App has facilitated the purchase of more than 1,200 vehicles from individuals, primarily by Empire, its parent company. We believe Empire has generated positive cashflows from purchasing these vehicles. Scrap App is currently available in 15 markets across Virginia, North Carolina, Ohio, Texas, Colorado, and Arizona, and South Carolina. Scrap App has launched an AI agent in beta to quote cars, schedule pickups, and answer questions as it moves to automate its operations.


After an exhaustive diligence process, Greenwave selected GreenSpark as its point of sale and enterprise resource planning platform in February 2025. The Company has invested significant time and resources into establishing a solid foundation and operating procedures utilizing Greenspark and expects to roll it out across its 13 metal recycling facilities in Q2 2025. Greenwave's adoption of GreenSpark positions the Company alongside 500+ top-tier scrap yard locations already thriving on the platform. Serving the leading operators in metals recycling and automotive industries, GreenSpark's scalable ecosystem aligns perfectly with Greenwave's aggressive growth plans.

**Competition**

We compete with several large, well-financed recyclers of scrap metal, steel mills which own their own scrap metal processing operations, and with smaller metal recycling companies. Demand for metal products is sensitive to global economic conditions, the relative value of the U.S. dollar, and availability of material alternatives, including recycled metal substitutes. Prices for recycled metal are also influenced by tariffs, quotas, and other import restrictions, and by licensing and government requirements.

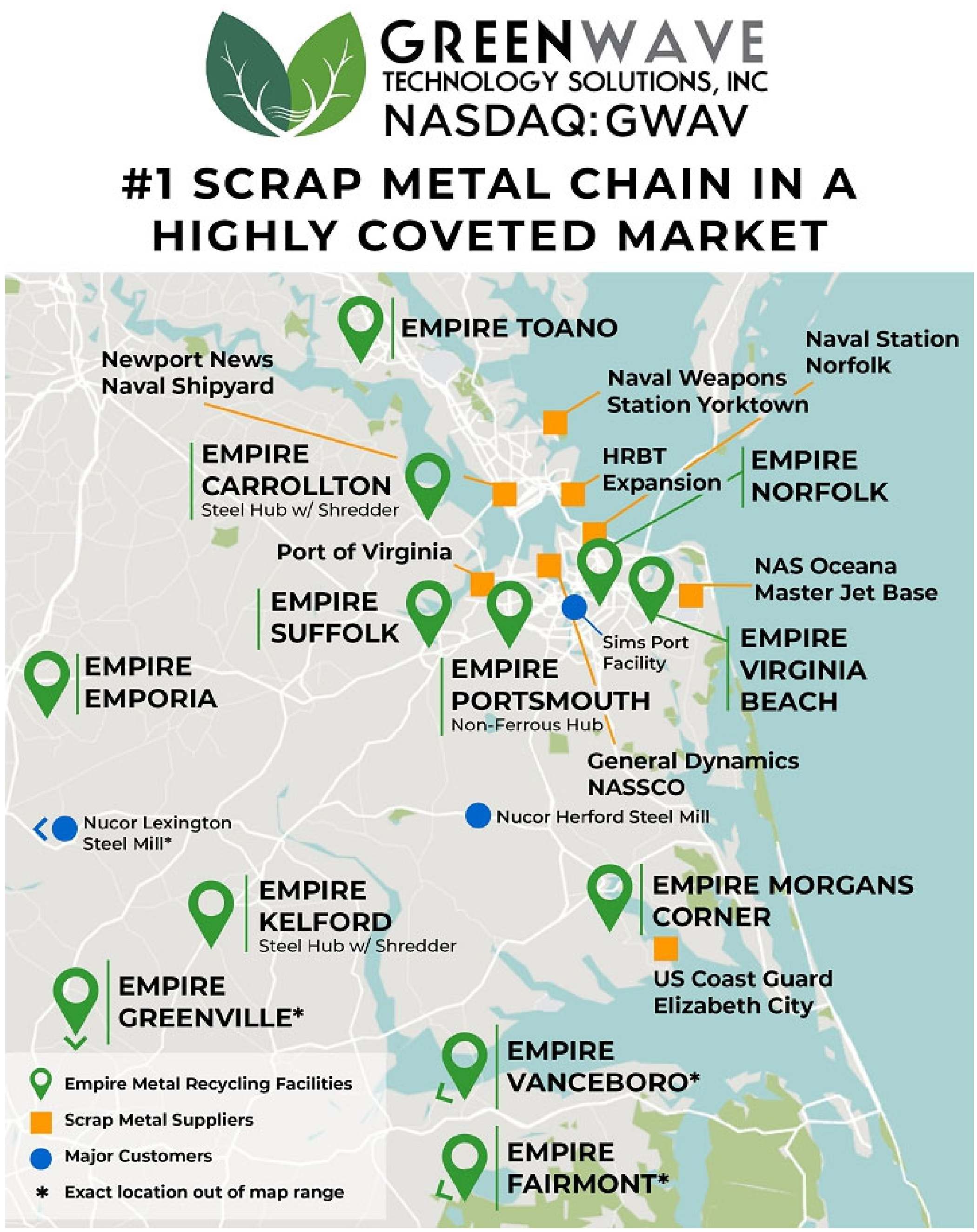
Greenwave believes the U.S. scrap metal industry is undergoing a fundamental transformation – the past few weeks have revealed that steel producers/automakers have extreme exposure to tariffs and supply chain disruptions. Leading steel makers are moving decisively to lockdown their supply chains to mitigate these fundamental risks – accelerating the already rapid consolidation of the U.S. scrap metal market.

Toyota announced it was acquiring Radius Recycling (f/k/a Schnitzer Steel) for $1.32 billion all-cash – a $757 million premium – on March 13, 2025, despite massive loss and cash burned in operations. Until last week, Schnitzer was one of the largest independent U.S. scrap metal companies — it appears Toyota did not base their valuation on Schnitzer's current operations, but instead on the value their supply of scrap metal would provide to Toyota's manufacturing.

The Company believes there are now fewer than 50 scrap yard chains with significant supply volume left in the U.S. –we believe Greenwave is likely in the top 25 in the country, with an extensive footprint in a highly coveted market – Hampton Roads, VA.

Since early February, domestic scrap steel prices are up 32% and demand is already far exceeding supply. These are the market conditions in which Greenwave performs the best — and we're moving quickly to expand our operations.

When the dust settles, we expect the leading steel producers will likely own supply channels producing a significant portion of the raw material required to operate – and there's limited U.S. scrap metal chains remaining.



**Recent Developments**

*Registered Direct Offering and Concurrent Private Placement*

On January 10, 2025, Greenwave and certain institutional and accredited investors (the “January Purchasers”) entered into a securities purchase agreement (the “January Purchase Agreement”), pursuant to which the Company agreed to sell to such January Purchasers an aggregate of 7,544,323 shares of the Company’s common stock, in a registered direct offering (the “January Registered Direct Offering”), and accompanying warrants to purchase up to 7,544,323 shares of common stock (the “January Warrants”) in a concurrent private placement (the “January Private Placement” and together with the Registered Direct Offering, the “January Offering”), for gross proceeds of approximately $4 million, before deducting the placement agent’s fees and other estimated offering expenses. The purchase price per share and the accompanying January Warrant to purchase one share of common stock was $0.5302. The January Warrants will be exercisable upon the receipt of stockholder approval for the issuance of the January Warrants and have an exercise price of $0.5302 per share. The January Warrants will expire five years from the date of stockholder approval. At any time after the date that is 120 days following the closing of the January Offering, the January Warrants can be exercised on a cashless basis if there is no effective registration statement registering, or no current prospectus available for, the resale of the shares underlying the January Warrants.

Following the later of receipt of approval of the Company’s stockholders and effectiveness of a registration statement registering the resale of the shares underlying the January Warrants, the January Warrants may be redeemed by the Company if the price of the Company’s common stock on Nasdaq is more than 200% of the exercise price of the January Warrants for 20 consecutive trading days and the Company gives proper notice to the holders of such redemption. The January Purchase Agreement also prohibits each January Purchaser from conducting any short sales while such January Purchaser owns any unexpired January Warrants.

*Exchange Offer*

Concurrently with the January Offering, on January 10, 2025, the Company entered into exchange agreements (collectively, the “Exchange Agreements”) with holders (the “June Holders”) of certain warrants issued on or about June 12, 2024 to purchase the Company’s Common Stock (the “June Warrants”) whereby the Company and the June Holders agreed to exchange the June Warrants for shares of common stock equivalent to 96% of the shares of common stock issuable upon exercise of the June Warrants (the “Exchange”). Pursuant to the Exchange, the Company issued 5,327,401 shares of common stock (the “Exchange Shares”) in exchange for the surrender and termination of certain June Warrants to purchase up to 5,549,374 shares of common stock.

*Warrants Amendment*

Concurrently with the January Offering, on January 10, 2025, the Company and the holders (the “Existing Holders”) of certain warrants issued on or about (a) March 18, 2024 (the “March Warrants”), (b) April 22, 2024 (the “April Warrants”), and (c) May 16, 2024 (the “May Warrants” and together with the March Warrants and the April Warrants, the “Existing Warrants”), agreed to amend the Existing Warrants (collectively, the “Warrant Amendment”). The Warrant Amendment amended the Existing Warrants to (i) reduce the exercise price of the Existing Warrants from $2.91 to $1.50 per share, (ii) increase the number of shares issuable upon exercise of the Existing Warrants by 250% (the “Quantity Adjustment”), and (iii) to remove certain adjustment provisions in the Existing Warrants in the event of certain dilutive issuances or share combinations. Following the Warrant Amendment, the Existing Warrants are exercisable for 11,346,743 shares of common stock. The shares of common stock issuable upon exercise of the Existing Warrants pursuant to the Quantity Adjustment and the alternative cashless exercise provision pursuant to Section 2(c) of the Existing Warrants are subject to stockholder approval.

*Appointment of Lisa Lucas-Burke to Board of Directors*

On January 28, 2025, the Company increased the number of directors comprising its Board of Directors (“Board”) from four to five members and appointed Lisa Lucas-Burke as a member of the Board and as a member of the Audit Committee, Compensation Committee, and Nomination and Corporate Governance Committee, effective immediately.

*Registered Direct Offering and Concurrent Private Placement*

On February 10, 2025, the Company and certain institutional and accredited investors (the "February Purchasers") entered into a securities purchase agreement (the "February Purchase Agreement"), pursuant to which the Company agreed to sell to such February Purchasers an aggregate of 21,100,000 shares of common stock, in a registered direct offering (the "February Registered Direct Offering"), and accompanying warrants to purchase up to 21,100,000 shares of common stock (the "February Warrants") in a concurrent private placement (the "February Private Placement" and together with the Registered Direct Offering, the "February Offering"), for gross proceeds of approximately $7 million, before deducting the placement agent's fees and other estimated offering expenses. The purchase price per share and the accompanying February Warrant to purchase one share of common stock was $0.3337. The February Warrants will be exercisable upon the receipt of stockholder approval for the issuance of the February Warrants and have an exercise price of $0.3337 per share. The February Warrants will expire five years from the date of stockholder approval. At any time after the date that is 120 days following the initial exercise date of the February Warrants, the February Warrants can be exercised on a cashless basis if there is no effective registration statement registering, or no current prospectus available for, the resale of the shares underlying the February Warrants.

Following the later of receipt of approval of the Company's stockholders and effectiveness of a registration statement registering the resale of the shares underlying the February Warrants, the February Warrants may be redeemed by the Company if the price of the Company's common stock on Nasdaq is more than 200% of the exercise price of the February Warrants for 20 consecutive trading days and the Company gives proper notice to the holders of such redemption. The February Purchase Agreement also prohibits each February Purchaser from: (a) conducting any short sales while such February Purchaser owns any unexpired February Warrants and (b) selling any portion of the shares prior to the earlier of (i) 8:00 p.m. on February 14, 2025, and (ii) the date on which the common stock is quoted at or above $0.50 per share.

*Henry Sicignano III Resignation as Director*

Effective February 14, 2025, Henry Sicignano III, a Director of the Company, notified the Company that he will resign from the Board. Mr. Sicignano's resignation was not the result of a dispute or disagreement with the Company. Mr. Sicignano served as Chairman of the Company's Audit Committee and as a member of the Company's Compensation Committee and Nominating and Corporate Governance Committee.

*Nasdaq Bid Price Deficiency*

As previously reported by the Company, on September 13, 2024, the Company received written notice (the "Notice") from The Nasdaq Listing Qualification Department ("Nasdaq") notifying the Company that it was not in compliance with the $1.00 minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2) for continued listing on the Nasdaq Capital Market (the "Minimum Bid Price Requirement"), as the closing bid price of the Company's common stock had been below $1.00 per share for 30 consecutive business days. The Notice indicated that the Company has 180 calendar days, or until March 12, 2025, to regain compliance with the Minimum Bid Price Requirement.

On March 13, 2025, Nasdaq notified the Company that although the Company has not regained compliance with the Minimum Bid Price Requirement, the Company is eligible to receive an additional 180 calendar day period or until September 8, 2025, to regain compliance with the Minimum Bid Price Requirement, pursuant to Nasdaq Listing Rule 5810(a)(3)(A). If, at any time during this additional compliance period, the closing bid price of the Company's common stock is at least $1.00 per share for a minimum of 10 consecutive business days, Nasdaq will provide written confirmation of compliance, and this matter will be closed. If compliance cannot be demonstrated by September 8, 2025, Nasdaq will provide written notification that the Company's securities will be delisted. At that time, the Company may appeal Nasdaq's determination to a Nasdaq Hearings Panel.

The Company is currently monitoring the closing bid price of its common stock and will consider available options, including a reverse stock split, if appropriate, to regain compliance with the Minimum Bid Price Requirement by September 8, 2025. There can be no assurance that the Company will be able to regain compliance with the Minimum Bid Price Requirement, even if it maintains compliance with other listing requirements of the Nasdaq Capital Market.

**Intellectual Property**

None.

**Employees and Human Capital Resources**

Greenwave employs 180 people as of April 7, 2025.

We view our diverse employee population and our culture as key to our success. Our company culture prioritizes learning, supports growth and empowers us to reach new heights. We recruit employees with the skills and training relevant to succeed and thrive in their functional responsibilities. We assess the likelihood that a particular candidate will contribute to the Company's overall goals, and beyond their specifically assigned tasks. Depending on the position, our recruitment reach can be local as well as national. We provide competitive compensation and best in class benefits that are tailored specifically to the needs and requests of our employees. As appropriate, employees are provided the option of working remotely or at our facilities with appropriate safeguards. We uphold our commitment to stockholders by working hard and being thoughtful and deliberate in how we use resources.

**Available Information**

We file Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other information with the Securities and Exchange Commission (SEC). Our filings with the SEC are available free of charge on the SEC's website at *www.sec.gov* and on our website under the "Investors" tab as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

**ITEM 1A. RISK FACTORS**

*An investment in our securities involves a high degree of risk. This Annual Report on Form 10-K contains the risks applicable to an investment in our securities. The risks and uncertainties we have described are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our operations. The occurrence of any of these known or unknown risks might cause you to lose all or part of your investment in the offered securities.*

**Risk Factors Summary**

**Risks Relating to Our Business and Industry**

- We operate in industries that are cyclical and sensitive to general economic conditions, which could have a material adverse effect on our operating results, financial condition and cash flows.
- Changing conditions in global markets including the impact of sanctions and tariffs, quotas and other trade actions and import restrictions may adversely affect our operating results, financial condition and cash flows.
- Changes in the availability or price of inputs such as raw materials and end-of-life vehicles could reduce our sales.
- Significant decreases in scrap metal prices may adversely impact our operating results.
- Imbalances in supply and demand conditions in the global steel industry may reduce demand for our products.
- Impairment of long-lived assets and equity investments may adversely affect our operating results.
- Increases in the value of the U.S. dollar relative to other currencies may reduce the demand for our products.
- Equipment upgrades, equipment failures and facility damage may lead to production curtailments or shutdowns.
- We are subject to legal proceedings and legal compliance risks that may adversely impact our financial condition, results of operations and liquidity.
- Climate change may adversely impact our facilities and our ongoing operations.

- Catastrophic events may disrupt our business and impair our ability to provide our platform to clients and consumers, resulting in costs for remediation, client and consumer dissatisfaction, and other business or financial losses.
- We depend on a small number of suppliers for the materials necessary to run our business. The loss of these suppliers, or their failure to supply us with these materials, would materially and adversely affect our business.
- We have substantial customer concentration, with a limited number of customers accounting for a substantial portion of our 2024 and 2023 revenues.
- We have a limited history upon which an evaluation of our prospects and future performance can be made and have no history of profitable operations.
- We are highly dependent on the services of key executives, the loss of whom could materially harm our business and our strategic direction. If we lose key management or significant personnel, cannot recruit qualified employees, directors, officers, or other personnel or experience increases in our compensation costs, our business may materially suffer.
- We may need to obtain additional financing to fund our operations.
- Our independent registered accounting firm has expressed concerns about our ability to continue as a going concern.
- In the past we have experienced material weaknesses in our internal control over financial reporting, which if continued, could impair our financial condition.

**Risks Relating to Government Laws and Regulations**

- Tax increases and changes in tax rules may adversely affect our financial results.
- We may not realize our deferred tax assets in the future.
- Environmental compliance costs and potential environmental liabilities may have a material adverse effect on our financial condition and results of operations.
- Governmental agencies may refuse to grant or renew our licenses and permits, thus restricting our ability to operate.
- Compliance with existing and future climate change and greenhouse gas emission laws and regulations may adversely impact our operating results.

**Risks Relating to Intellectual Property**

- We may not be able to protect our intellectual property rights throughout the world.
- We may be involved in lawsuits to protect or enforce our intellectual property, which could be expensive, time-consuming and unsuccessful and the outcome might have an adverse effect on the success of our business.
- We may be subject to claims by third parties asserting that our employees or we have misappropriated their intellectual property or claiming ownership of what we regard as our own intellectual property.

**Risks Related to our Common Stock**

- The market price of our common stock may be volatile and adversely affected by several factors.
- If our shares of common stock become subject to the penny stock rules, it would become more difficult to trade our shares.
- We are a “smaller reporting company” within the meaning of the Securities Act, and if we decide to take advantage of certain exemptions from various reporting requirements applicable to smaller reporting companies, our common stock could be less attractive to investors.
- We do not anticipate paying dividends on our common stock, and investors may lose the entire amount of their investment.
- You could lose some or all of your investment.
- Our management controls a large block of our common stock that will allow them to control us.
- Because we can issue additional shares of common stock, purchasers of our common stock may incur immediate dilution and experience further dilution.

- Provisions in our Second Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws and Delaware law might discourage, delay or prevent a change in control of our Company or changes in our management and, therefore, depress the market price of our common stock.
- If securities or industry research analysts do not publish research or reports about our business, or if they issue unfavorable or misleading opinions regarding common stock, the market price and trading volume of our common stock could decline.
- Future sales and issuances of our common stock or rights to purchase our common stock, including pursuant to our equity incentive plans, could result in additional dilution of the percentage ownership of our stockholders and could cause our stock price to fall.
- We have broad discretion in the use of the net proceeds from our public offerings and may not use them effectively.
- Our disclosure controls and procedures may not prevent or detect all errors or acts of fraud.
- If we are unable to satisfy the applicable continued listing requirements of Nasdaq, our common stock could be delisted

**Risks Relating to Our Business and Industry**

*We operate in industries that are cyclical and sensitive to general economic conditions, which could have a material adverse effect on our operating results, financial condition and cash flows.*

Demand for most of our products is cyclical in nature and sensitive to general economic conditions. The timing and magnitude of the cycles in the industries in which our products are used, including global steel manufacturing and nonresidential and infrastructure construction in the U.S., are difficult to predict. The cyclical nature of our operations tends to reflect and be amplified by changes in economic conditions, both domestically and internationally, and foreign currency exchange fluctuations. Economic downturns or a prolonged period of slow growth in the U.S. and foreign markets or any of the industries in which we operate could have a material adverse effect on our results of operations, financial condition and cash flows.

*Changing conditions in global markets including the impact of sanctions and tariffs, quotas and other trade actions and import restrictions may adversely affect our operating results, financial condition and cash flows.*

A significant portion of the metal we process is sold to end customers located outside the U.S., including countries in Asia, the Mediterranean region and North, Central and South America. Our ability to sell our products profitably, or at all, is subject to a number of risks including adverse impacts of political, economic, military, terrorist or major pandemic events; labor and social issues; legal and regulatory requirements or limitations imposed by foreign governments including quotas, tariffs or other protectionist trade barriers, sanctions, adverse tax law changes, nationalization, currency restrictions, or import restrictions for certain types of products we export; and disruptions or delays in shipments caused by customs compliance or other actions of government agencies. The occurrence of such events and conditions may adversely affect our operating results, financial condition and cash flows.

For example, in fiscal 2017, regulators in China began implementing the National Sword Initiative involving inspections of Chinese industrial enterprises, including recyclers, in order to identify rules violations with respect to discharge of pollutants or illegally transferred scrap imports. Restrictions resulting from the National Sword Initiative include a ban on certain imported recycled products, lower contamination limits for permitted recycled materials, and more comprehensive pre- and post-shipment inspection requirements. Disruptions in pre-inspection certifications and stringent inspection procedures at certain Chinese destination ports have limited access to these destinations and resulted in the renegotiation or cancellation of certain nonferrous customer contracts in connection with the redirection of such shipments to alternate destinations. Commencing July 1, 2019, China imposed further restrictions in the form of import license requirements and quotas on certain scrap products, including certain nonferrous products we sell. Chinese import licenses and quotas are issued to Chinese scrap consumers on a quarterly basis for the importation of scrap products. Since the implementation of this program, the size of import quotas has been steadily reduced on a quarter-over-quarter basis. We have continued to sell our recycled metal products into China; however, additional or modified license requirements and quotas, as well as additional product quality requirements, may be issued in the future. We believe that the potential impact on our recycling operations of the Chinese regulatory actions described above could include requirements that would necessitate additional processing and packaging of certain nonferrous recycled scrap metal products, increased inspection and certification activities with respect to exports to China, or a change in the use of our sales channels in the event of delays in the issuance of licenses, restrictive quotas or an outright ban on certain or all of our recycled metals products by China. As regulatory developments progress, we may need to make further investments in nonferrous processing equipment beyond existing planned investments where economically justified, incur additional costs in order to comply with new inspection requirements, or seek alternative markets for the impacted products, which may result in lower sales prices or higher costs and may adversely impact our business or results of operations.

In March 2018, the U.S. imposed a 25% tariff on certain imported steel products and a 10% tariff on certain imported aluminum products under Section 232 of the Trade Expansion Act of 1962. In March 2025, the U.S. raised tariffs on all imported steel and aluminum products to 25% without exception or exclusion. These new tariffs, along with other U.S. trade actions, have triggered retaliatory actions by certain affected countries, and other foreign governments have initiated or are considering imposing trade measures on other U.S. goods. For example, China has imposed a series of retaliatory tariffs on certain U.S. products, including a 25% tariff on all grades of U.S. scrap and an additional 25% on U.S. aluminum scrap. These tariffs and other trade actions could result in a decrease in international steel demand beyond that already experienced and further negatively impact demand for our products, which would adversely impact our business. Given the uncertainty regarding the scope and duration of these trade actions by the U.S. or other countries, the impact of the trade actions on our operations or results remains uncertain, but this impact could be material.

*Changes in the availability or price of inputs such as raw materials and end-of-life vehicles could reduce our sales.*

Our businesses require certain materials that are sourced from third party suppliers. Industry supply conditions generally involve risks, including the possibility of shortages of raw materials, increases in raw material and other input costs, and reduced control over delivery schedules. We procure our scrap inventory from numerous sources. These suppliers generally are not bound by long-term contracts and have no obligation to sell scrap metal to us. In periods of declining or lower scrap metal prices suppliers may elect to hold scrap metal to wait for higher prices or intentionally slow their metal collection activities, tightening supply. If a substantial number of suppliers cease selling scrap metal to us, we will be unable to recycle metal at desired levels, and our results of operations and financial condition could be materially adversely affected. For instance, in the second quarter of fiscal 2020 a lower price environment for recycled metals in combination with economic and other restrictions on suppliers relating to COVID-19 severely constricted the supply of scrap metal including end-of-life vehicles, which resulted in significantly reduced processed volumes. A slowdown of industrial production in the U.S. may also reduce the supply of industrial grades of metal to the metals recycling industry, resulting in less recyclable metal available to process and market. Increased competition for domestic scrap metal, including as a result of overcapacity in the scrap recycling industry in the U.S. and Canada, may also reduce the supply of scrap metal available to us. Failure to obtain a steady supply of scrap material could both adversely impact our ability to meet sales commitments and reduce our operating margins. Failure to obtain an adequate supply of end-of-life vehicles could adversely impact our ability to attract customers and charge admission fees and reduce our parts sales. Failure to obtain raw materials and other inputs to steel production such as graphite electrodes, alloys and other required consumables, could adversely impact our ability to make steel to the specifications of our customers.

*Significant decreases in scrap metal prices may adversely impact our operating results.*

The timing and magnitude of the cycles in the industries in which we operate are difficult to predict and are influenced by different economic conditions in the domestic market, where we typically acquire our raw materials, and foreign markets, where we typically sell the majority of our products. Purchase prices for scrap metal including end-of-life vehicles and selling prices for recycled scrap metal are subject to market forces beyond our control. While we attempt to respond to changing recycled scrap metal selling prices through adjustments to our metal purchase prices, our ability to do so is limited by competitive and other market factors. As a result, we may not be able to reduce our metal purchase prices to fully offset a sharp reduction in recycled scrap metal sales prices, which may adversely impact our operating income and cash flows. In addition, a rapid decrease in selling prices may compress our operating margins due to the impact of average inventory cost accounting, which causes cost of goods sold recognized in the Consolidated Statements of Operations to decrease at a slower rate than metal purchase prices.

*Imbalances in supply and demand conditions in the global steel industry may reduce demand for our products.*

Economic expansions and contractions in global economies can result in supply and demand imbalances in the global steel industry that can significantly affect the price of commodities used and sold by our business, as well as the price of and demand for finished steel products. In a number of foreign countries, such as China, steel producers are generally government-owned and may therefore make production decisions based on political or other factors that do not reflect free market conditions. In the past, overcapacity and excess steel production in these foreign countries resulted in the export of aggressively priced semi-finished and finished steel products. This led to disruptions in steel-making operations within other countries, negatively impacting demand for our recycled scrap metal. Existing or new trade laws and regulations may cause or be inadequate to prevent disadvantageous trade practices, which could have a material adverse effect on our financial condition and results of operations. Although trade regulations restrict or impose duties on the importation of certain products, if foreign steel production significantly exceeds consumption in those countries, global demand for our recycled scrap metal products could decline and imports of steel products into the U.S. could increase, resulting in lower volumes and selling prices for our recycled metal products and finished steel products.

*Impairment of long-lived assets and equity investments may adversely affect our operating results.*

Our long-lived asset groups are subject to an impairment assessment when certain triggering events or circumstances indicate that their carrying value may be impaired. If the carrying value exceeds our estimate of future undiscounted cash flows of the operations related to the asset group, an impairment is recorded for the difference between the carrying amount and the fair value of the asset group. The results of these tests for potential impairment may be adversely affected by unfavorable market conditions, our financial performance trends, or an increase in interest rates, among other factors. If, as a result of the impairment test, we determine that the fair value of any of our long-lived asset groups is less than its carrying amount, we may incur an impairment charge that could have a material adverse effect on our financial condition and results of operations.

*Increases in the value of the U.S. dollar relative to other currencies may reduce the demand for our products.*

A significant portion of our recycled scrap metal revenues is generated from sales to foreign customers, which are denominated in U.S. dollars, including customers located in Asia, the Mediterranean region and North, Central and South America. A strengthening U.S. dollar, as experienced during recent years including fiscal 2020, makes our products more expensive for non-U.S. customers, which may negatively impact export sales. A strengthening U.S. dollar also makes imported metal products less expensive, which may result in an increase in imports of steel products into the U.S. As a result, our finished steel products, which are made in the U.S., may become more expensive for our U.S. customers relative to imported steel products thereby reducing demand for our products.

*Equipment upgrades, equipment failures and facility damage may lead to production curtailments or shutdowns.*

Our business operations and recycling and manufacturing processes depend on critical pieces of equipment, including information technology equipment, shredders, nonferrous sorting technology, furnaces and a rolling mill, which may be out of service occasionally for scheduled upgrades or maintenance or as a result of unanticipated failures. Our facilities are subject to equipment failures and the risk of catastrophic loss due to unanticipated events such as fires, earthquakes, accidents or violent weather conditions. Interruptions in our processing and production capabilities and shutdowns resulting from unanticipated events could have a material adverse effect on our financial condition, results of operations and cash flows.

*We are subject to legal proceedings and legal compliance risks that may adversely impact our financial condition, results of operations and liquidity.*

We spend substantial resources ensuring that we comply with domestic and foreign regulations, contractual obligations and other legal standards. Notwithstanding this, we are subject to a variety of legal proceedings and compliance risks in respect of various matters, including regulatory, safety, environmental, employment, transportation, intellectual property, contractual, import/export, international trade and governmental matters that arise in the course of our business and in our industry. An outcome in an unusual or significant legal proceeding or compliance investigation in excess of insurance recoveries could adversely affect our financial condition and results of operations. For information regarding our current significant legal proceedings and contingencies, see “Legal Proceedings” in Part I, Item 3 and “Contingencies – Other” within Note 11 – Commitments and Contingencies in the notes to the financial statements.

*Climate change may adversely impact our facilities and our ongoing operations.*

The potential physical impacts of climate change on our operations are highly uncertain and depend upon the unique geographic and environmental factors present, for example rising sea levels at deep water port facilities, changing storm patterns and intensities, and changing temperature levels. As many of our recycling facilities are located near deep water ports, rising sea levels may disrupt our ability to receive scrap metal, process the scrap metal through our shredders and ship products to our customers. Extreme weather events and conditions, such as hurricanes, thunderstorms, tornadoes, wildfires and snow or ice storms, may increase our costs or cause damage to our facilities, and any damage resulting from extreme weather may not be fully insured. Increased frequency and duration of adverse weather events and conditions may also inhibit construction activity utilizing our products, scrap metal inflows to our recycling facilities, and retail admissions and parts sales at our auto parts stores. Potential adverse impacts from climate change, including rising temperatures and extreme weather events and conditions, may create health and safety issues for employees operating at our facilities and may lead to an inability to maintain standard operating hours.

*Catastrophic events may disrupt our business and impair our ability to provide our platform to clients and consumers, resulting in costs for remediation, client and consumer dissatisfaction, and other business or financial losses.*

Our operations depend, in part, on our ability to protect our facilities against damage or interruption from natural disasters, power or telecommunications failures, criminal acts and similar events. Despite precautions taken at our facilities, the occurrence of a natural disaster, an act of terrorism, vandalism or sabotage, spikes in usage volume or other unanticipated problems at a facility could result in lengthy interruptions in the availability of our platform. Even with current and planned disaster recovery arrangements, our business could be harmed. Also, in the event of damage or interruption, our insurance policies may not adequately compensate us for any losses that we may incur. These factors in turn could further reduce revenue, subject us to liability and lead to decreased usage of our platform and decrease sales of our advertising placements, any of which could harm our business.

*We depend on a small number of suppliers for the materials necessary to run our business. The loss of these suppliers, or their failure to supply us with these materials, would materially and adversely affect our business.*

We depend on the availability of key materials for our business from a small number of third-party suppliers. Because there are a limited number of suppliers for these materials, we may need to engage alternate suppliers to prevent a possible disruption. We do not have any control over the availability of materials. If we or our manufacturers are unable to purchase these materials on acceptable terms, at sufficient quality levels, or in adequate quantities, if at all, the successful operation of our business would be delayed or there would be a shortage in supply, which would impair our ability to generate revenues from our business.

*We have substantial customer concentration, with a limited number of customers accounting for a substantial portion of our 2024 and 2023 revenues.*

We currently derive a significant portion of our revenues from three large corporate customers. The Company has a concentration of customers. For the fiscal year ended December 31, 2024, two large customers individually accounted for $18,654,928 and $1,683,325, or approximately 55.99% and 5.05% of our revenues, respectively. For the fiscal year ended December 31, 2023, two large customers individually accounted for $20,716,044 and $2,001,847, or approximately 58.08% and 5.61% of our revenues, respectively.

There are inherent risks whenever a large percentage of total revenues are concentrated with a limited number of customers. It is not possible for us to predict the future level of demand for our services that will be generated by this customer or the future demand for the products and services of this customer in the end-user marketplace. In addition, revenues from larger customers, especially our largest customer may fluctuate from time to time based on the commencement and completion of projects, the timing of which may be affected by market conditions or other facts, some of which may be outside of our control. Further, some of our contracts with larger customers permit them to terminate our relationship at any time (subject to notice and certain other provisions). If any of these customers experience declining or delayed sales due to market, economic or competitive conditions, we could be pressured to reduce the prices we charge for our services which could have an adverse effect on our margins and financial position and could negatively affect our revenues and results of operations and/or trading price of our common stock. If our largest customer terminates our services, such termination would negatively affect our revenues and results of operations and/or trading price of our common stock.

*We have a limited history upon which an evaluation of our prospects and future performance can be made and have no history of profitable operations.*

We were incorporated in April 2013 and have a limited operating history and our business is subject to all of the risks inherent in the establishment of a new business enterprise. Our likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with development and expansion of a new business enterprise. We may sustain losses in the future as we implement our business plan. There can be no assurance that we will operate profitably.

*We are highly dependent on the services of key executives, the loss of whom could materially harm our business and our strategic direction. If we lose key management or significant personnel, cannot recruit qualified employees, directors, officers, or other personnel or experience increases in our compensation costs, our business may materially suffer.*

We are highly dependent on our management team, specifically our Chief Executive Officer and Acting Chief Financial Officer, Danny Meeks. While we have an employment agreement with Danny Meeks, such employment agreement permits Mr. Meeks to terminate such agreement upon notice. If we lose key employees, our business may suffer. Furthermore, our future success will also depend in part on the continued service of our key management personnel and our ability to identify, hire, and retain additional personnel. We carry "key-man" life insurance on the life of our executive officer. We experience intense competition for qualified personnel and may be unable to attract and retain the personnel necessary for the development of our business. Because of this competition, our compensation costs may increase significantly.

*We may need to obtain additional financing to fund our operations.*

We may need additional capital in the future to continue to execute our business plan. Therefore, we may be dependent upon additional capital in the form of either debt or equity to continue our operations. At the present time, we do not have arrangements to raise additional capital, and we may need to identify potential investors and negotiate appropriate arrangements with them. We may not be able to arrange enough investment within the time the investment is required or that if it is arranged, that it will be on favorable terms. If we cannot obtain the needed capital, we may not be able to become profitable and may have to curtail or cease our operations. Additional equity financing, if available, may be dilutive to the holders of our capital stock. Debt financing may involve significant cash payment obligations, covenants and financial ratios that may restrict our ability to operate and grow our business.

*Our independent registered accounting firm has expressed concerns about our ability to continue as a going concern.*

The report of our independent registered accounting firm expresses concern about our ability to continue as a going concern based on our historical losses from operations and the potential need for additional financing to fund our operations. It is not possible at this time for us to predict with assurance the potential success of our business. If we cannot continue as a viable entity, we may be unable to continue our operations and you may lose some or all of your investment in our securities.

*In the past we have experienced material weaknesses in our internal control over financial reporting, which if continued, could impair our financial condition.*

As reported in Item 9A of this Annual Report on Form 10-K, our management concluded that our internal control over financial reporting was not effective as of December 31, 2024 and 2023 due to material weaknesses regarding our controls and procedures. The Company did not have sufficient segregation of duties to support its internal control over financial reporting. Due to our small size and limited resources, segregation of all conflicting duties has not always been possible and may not be economically feasible in the near term; however, we do expect to hire additional accounting personnel in the near future. We have and do endeavor to take appropriate and reasonable steps to make improvements to remediate these deficiencies. If we have continued material weaknesses in our internal financial reporting, our financial condition could be impaired or we may have to restate our financials, which could cause us to expend additional funds that would have a material impact on our ability to generate profits and on the success of our business.

**Risks Relating to Government Laws and Regulations**

*Tax increases and changes in tax rules may adversely affect our financial results.*

As a company conducting business on a global basis with physical operations throughout North America, we are exposed, both directly and indirectly, to the effects of changes in U.S., state, local and foreign tax rules. Taxes for financial reporting purposes and cash tax liabilities in the future may be adversely affected by changes in such tax rules. In many cases, such changes put us at a competitive disadvantage compared to some of our major competitors, to the extent we are unable to pass the tax costs through to our customers.

*We may not realize our deferred tax assets in the future.*

The assessment of recoverability of our deferred tax assets is based on an evaluation of existing positive and negative evidence as to whether it is more-likely-than-not that they will be realized. If negative evidence outweighs positive evidence, a valuation allowance is required. Impairment of deferred tax assets may result from significant negative industry or economic trends, a decrease in earnings performance and projections of future taxable income, adverse changes in laws or regulations, and a variety of other factors. Impairment of deferred tax assets could have a material adverse impact on our results of operations and financial condition and could result in not realizing the deferred tax assets. Deferred tax assets may require further valuation allowances if it is not more-likely-than-not that the deferred tax assets will be realized.

*Environmental compliance costs and potential environmental liabilities may have a material adverse effect on our financial condition and results of operations.*

Compliance with environmental laws and regulations is a significant factor in our business. We are subject to local, state and federal environmental laws and regulations in the U.S. and other countries relating to, among other matters:

- Waste disposal;
- Air emissions;
- Waste water and storm water management, treatment and discharge;
- The use and treatment of groundwater;
- Soil and groundwater contamination and remediation;
- Climate change;
- Generation, discharge, storage, handling and disposal of hazardous materials and secondary materials; and
- Employee health and safety.

We are also required to obtain environmental permits from governmental authorities for certain operations. Violation of or failure to obtain permits or comply with these laws or regulations could result in our business being fined or otherwise sanctioned by regulators or becoming subject to litigation by private parties. Future environmental compliance costs, including capital expenditures for environmental projects, may increase because of new laws and regulations, changing interpretations and stricter enforcement of current laws and regulations by regulatory authorities, expanding emissions, groundwater and other testing requirements and new information on emission or contaminant levels, uncertainty regarding adequate pollution control levels, the future costs of pollution control technology and issues related to climate change. We have seen an increased focus by federal, state and local regulators on metals recycling and auto dismantling facilities and new or expanding regulatory requirements.

Our operations use, handle and generate hazardous substances. In addition, previous operations by others at facilities that we currently or formerly owned, operated or otherwise used may have caused contamination from hazardous substances. As a result, we are exposed to possible claims, including government fines and penalties, costs for investigation and clean-up activities, claims for natural resources damages and claims by third parties for personal injury and property damage, under environmental laws and regulations, especially for the remediation of waterways and soil or groundwater contamination. These laws can impose liability for the cleanup of hazardous substances even if the owner or operator was neither aware of nor responsible for the release of the hazardous substances. We have, in the past, been found not to be in compliance with certain of these laws and regulations, and have incurred liabilities, expenditures, fines and penalties associated with such violations. Environmental compliance costs and potential environmental liabilities could have a material adverse effect on our financial condition, results of operations and cash flows. See "Contingencies – Environmental" in Note 11 – Commitments and Contingencies in the Notes to the Consolidated Financial Statements.

*Governmental agencies may refuse to grant or renew our licenses and permits, thus restricting our ability to operate.*

We conduct certain of our operations subject to licenses, permits and approvals from state and local governments. Governmental agencies often resist the establishment of certain types of facilities in their communities, including auto parts facilities. Changes in zoning and increased residential and mixed-use development near our facilities are reducing the buffer zones and creating land use conflicts with heavy industrial uses such as ours. This could result in increased complaints, increased inspections and enforcement including fines and penalties, operating restrictions, the need for additional capital expenditures and increased opposition to maintaining or renewing required approvals, licenses and permits. In addition, from time to time, both the U.S. and foreign governments impose regulations and restrictions on trade in the markets in which we operate. In some countries, governments require us to apply for certificates or registration before allowing shipment of recycled metal to customers in those countries. There can be no assurance that future approvals, licenses and permits will be granted or that we will be able to maintain and renew the approvals, licenses and permits we currently hold. Failure to obtain these approvals could cause us to limit or discontinue operations in these locations or prevent us from developing or acquiring new facilities, which could have a material adverse effect on our financial condition and results of operations.

*Compliance with existing and future climate change and greenhouse gas emission laws and regulations may adversely impact our operating results.*

Future legislation or increased regulation regarding climate change and greenhouse gas "GHG" emissions could impose significant costs on our business and our customers and suppliers, including increased energy, capital equipment, emissions controls, environmental monitoring and reporting and other costs in order to comply with laws and regulations concerning and limitations imposed on climate change and GHG emissions. The potential costs of allowances, taxes, fees, offsets or credits that may be part of "cap and trade" programs or similar future legislative or regulatory measures are still uncertain and the future of these programs or measures is unknown. Future climate change and GHG laws or regulations could negatively impact our ability (and that of our customers and suppliers) to compete with companies situated in areas not subject to such requirements. Until the timing, scope and extent of any future laws or regulations becomes known, we cannot predict the effect on our financial condition, operating performance or ability to compete. Furthermore, even without such laws or regulations, increased awareness and any adverse publicity in the global marketplace about the GHGs emitted by companies in the metals recycling and steel manufacturing industries could harm our reputation and reduce customer demand for our products. See "Business – Environmental Matters" in Part I, Item 1 of this Annual Report for further detail.

**Risks Relating to Intellectual Property**

*We may not be able to protect our intellectual property rights throughout the world.*

The success of our business depends on our continued ability to use our existing tradename in order to increase our brand awareness. The unauthorized use or other misappropriation of any our brand names could diminish the value of our business which would have a material adverse effect on our financial condition and results of operation.

*We may be involved in lawsuits to protect or enforce our intellectual property, which could be expensive, time-consuming and unsuccessful and the outcome might have an adverse effect on the success of our business.*

Competitors may infringe our trademarks or other intellectual property. Moreover, it may be difficult or impossible to obtain evidence of infringement by a competitor. To counter infringement or unauthorized use, we may be required to file infringement claims on an individual basis, which can be expensive and time-consuming and divert the time and attention of our management. There can be no assurance that we will have sufficient financial or other resources to file and pursue such infringement claims, which typically last for years before they are concluded.

*We may be subject to claims by third parties asserting that our employees or we have misappropriated their intellectual property or claiming ownership of what we regard as our own intellectual property.*

Some of our employees may have executed non-disclosure and non-competition agreements in connection with their previous employment. Although we try to ensure that our employees do not use the proprietary information or know-how of others in their work for us, we may be subject to claims that we or these employees have used or disclosed confidential information or intellectual property, including trade secrets or other proprietary information, of any such employee's former employer. Litigation may be necessary to defend against these claims.

We may also face claims that our use of technology licensed or otherwise obtained from a third party infringes the rights of others, under such case we may not be allowed to continue using such technology and selling our inventories containing such technology. In such cases, we may seek indemnification from our licensors/suppliers under our contracts with them. However, indemnification may be unavailable or insufficient to cover our costs and losses, depending on our use of the technology, whether we choose to retain control over conduct of the litigation, and other factors. In addition, we may have to find substitute to keep using similar technology to our products, which may be time-consuming and costly, if not impossible, upon such period our sales or manufacture of certain products may be negatively influenced.

**Risks Relating to Ownership of our Common Stock**

*The market price of our common stock may be volatile and adversely affected by several factors.*

The market price of our common stock could fluctuate significantly in response to various factors and events, including, but not limited to: our ability to execute our business plan; operating results below expectations; our issuance of additional securities, including debt or equity or a combination thereof, necessary to fund our operating expenses; announcements of technological innovations or new products by us or our competitors; and period-to-period fluctuations in our financial results.

In addition, the securities markets have from time-to-time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our common stock.

*If our shares of common stock become subject to the penny stock rules, it would become more difficult to trade our shares.*

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than \$5.00, other than securities registered on certain national securities exchanges or authorized for quotation on certain automated quotation systems, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. If we do not obtain a listing on a national securities exchange and if the price of our common stock is less than \$5.00, our common stock could be deemed a penny stock. The penny stock rules require a broker-dealer, before a transaction in a penny stock not otherwise exempt from those rules, to deliver a standardized risk disclosure document containing specified information. In addition, the penny stock rules require that before effecting any transaction in a penny stock not otherwise exempt from those rules, a broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive (i) the purchaser's written acknowledgment of the receipt of a risk disclosure statement; (ii) a written agreement to transactions involving penny stocks; and (iii) a signed and dated copy of a written suitability statement. These disclosure requirements may have the effect of reducing the trading activity in the secondary market for our common stock, and therefore stockholders may have difficulty selling their shares.

*We are a "smaller reporting company" within the meaning of Rule 12b-2 of the Exchange Act, and if we decide to take advantage of certain exemptions from various reporting requirements applicable to smaller reporting companies, our common stock could be less attractive to investors.*

We qualify as a "smaller reporting company," meaning that we are not an investment company, an asset-backed issuer, or a majority-owned subsidiary of a parent company that is not a "smaller reporting company," and have either: (i) a public float of less than $250 million or (ii) annual revenues of less than $100 million during the most recently completed fiscal year and (A) no public float or (B) a public float of less than $700 million. As a "smaller reporting company," we are entitled to rely on certain reduced disclosure requirements, such as an exemption from providing executive compensation information in our periodic reports and proxy statements. We are also exempt from the auditor attestation requirements provided in Section 404(b) of the Sarbanes-Oxley Act. These exemptions and reduced disclosures in our SEC filings due to our status as a smaller reporting company may make it harder for investors to analyze our results of operations and financial prospects. We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock or warrants less attractive as a result, there may be a less active trading market for our common stock and our stock prices may be more volatile.

*We do not anticipate paying dividends on our common stock, and investors may lose the entire amount of their investment.*

Cash dividends have never been declared or paid on our common stock, and we do not anticipate such a declaration or payment for the foreseeable future. We expect to use future earnings, if any, to fund business growth. Therefore, stockholders will not receive any funds absent a sale of their shares of common stock. If we do not pay dividends, our common stock may be less valuable because a return on your investment will only occur if our stock price appreciates. We cannot assure stockholders of a positive return on their investment when they sell their shares, nor can we assure that stockholders will not lose the entire amount of their investment.

*You could lose some or all of your investment.*

An investment in our securities is speculative and involves a high degree of risk. Potential investors should be aware that the value of an investment in the Company may go down as well as up. In addition, there can be no certainty that the market value of an investment in the Company will fully reflect its underlying value. You could lose some or all of your investment.

*Our management controls a large block of our common stock that will allow them to control us.*

As of April 2, 2025, members of our management team beneficially own approximately 4.24% of our outstanding common stock. Further, there are 450,000 shares of Series A-1 Convertible Preferred Voting Stock owned by an entity controlled by the Company's Chairman and Chief Executive Officer which are, in the aggregate, convertible into and have voting weight equal to 45% of the number of common shares outstanding.

As a result, management may have the ability to control substantially all matters submitted to our stockholders for approval including:

- Election and removal of our directors;
- Amendment of our Second Amended and Restated Certificate of Incorporation or Amended and Restated Bylaws; and
- Adoption of measures that could delay or prevent a change in control or impede a merger, takeover or other business combination involving us.

In addition, management's stock ownership may discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us, which in turn could reduce our stock price or prevent our stockholders from realizing a premium over our stock price. Any additional investors will own a minority percentage of our common stock and will have minority voting rights.

*Because we can issue additional shares of common stock, purchasers of our common stock may incur immediate dilution and experience further dilution.*

We are authorized to issue up to 1,200,000,000 shares of common stock, of which 57,169,509 shares of common stock are issued and outstanding as of March 28, 2025. Further, there are 450,000 shares of Series A-1 Convertible Preferred Voting Stock owned by an entity controlled by the Company's Chairman and Chief Executive Officer which are, in the aggregate, convertible into and have voting weight equal to 45% of the number of common shares outstanding. Our Board of Directors has the authority to cause us to issue additional shares of common stock without consent of any of stockholders. Consequently, our stockholders may experience further dilution in their ownership of our stock in the future, which could have an adverse effect on the trading market for our common stock.

*Provisions in our Second Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws and Delaware law might discourage, delay or prevent a change in control of our Company or changes in our management and, therefore, depress the market price of our common stock.*

Our Second Amended and Restated Certificate of Incorporation provides that all Internal Corporate Claims must be brought solely and exclusively in the Court of Chancery of the State of Delaware (or, if such court does not have jurisdiction, the Superior Court of the State of Delaware, or, if such other court does not have jurisdiction, the United States District Court for the District of Delaware). The exclusive forum provision may limit a stockholders' ability to bring a claim in a judicial forum that it finds favorable for disputes based upon Internal Corporate Claims, which may discourage lawsuits against us or our current or former directors or officers and/or stockholders in such capacity. In addition, if a court were to find this exclusive forum provision to be inapplicable or unenforceable in an action, we may incur costs associated with resolving the dispute in other jurisdictions, which could have a material adverse effect on our business and operations.

*If securities or industry research analysts do not publish research or reports about our business, or if they issue an unfavorable or misleading opinion regarding our common stock, the market price and trading volume of our common stock could decline.*

The trading market for our common stock will rely in part on the research and reports that securities or industry research analysts, over whom we have no control, publish about us and our business. If any of the analysts who cover us issue an adverse or misleading opinion regarding us, our business model, our intellectual property or our stock performance, our stock price would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

*Future sales and issuances of our common stock or rights to purchase our common stock, including pursuant to our equity incentive plans, could result in additional dilution of the percentage ownership of our stockholders and could cause our stock price to fall.*

We expect that significant additional capital may be needed in the future to continue our planned operations, including expanded research and development activities and costs associated with operating a public company. To raise capital, we may sell common stock, convertible securities or other equity securities in one or more transactions at prices and in a manner we determine from time to time. If we sell common stock, convertible securities or other equity securities, investors may be materially diluted by subsequent sales. Such sales may also result in material dilution to our existing stockholders, and new investors could gain rights, preferences and privileges senior to the holders of our common stock.

*We have broad discretion in the use of the net proceeds from our public offerings and may not use them effectively.*

Our management has broad discretion in the application of the net proceeds from our public offerings, and you will be relying on the judgment of our management regarding the application of these proceeds. Our management might not apply the net proceeds from our public offerings in ways that ultimately increase the value of your investment. If we do not invest or apply the net proceeds from our public offerings in ways that enhance stockholder value, we may fail to achieve expected financial results, which could cause our stock price to decline.

*Our disclosure controls and procedures may not prevent or detect all errors or acts of fraud.*

We are subject to the periodic reporting requirements of the Exchange Act. We designed our disclosure controls and procedures to reasonably assure that information we must disclose in reports we file or submit under the Exchange Act is accumulated and communicated to management and recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. We believe that any disclosure controls and procedures or internal controls and procedures, no matter how well-conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in our control system, misstatements due to error or fraud may occur and not be detected.

*If we are unable to satisfy the applicable continued listing requirements of Nasdaq, our common stock could be delisted.*

On September 13, 2024, the Company received the Notice from Nasdaq notifying the Company that it was not in compliance with the Minimum Bid Price Requirement, as the closing bid price of the Company's common stock had been below $1.00 per share for 30 consecutive business days. The Notice indicated that the Company has 180 calendar days, or until March 12, 2025, to regain compliance with the Minimum Bid Price Requirement.

On March 13, 2025, Nasdaq notified the Company that although the Company has not regained compliance with the Minimum Bid Price Requirement, the Company is eligible to receive an additional 180 calendar day period or until September 8, 2025, to regain compliance with the Minimum Bid Price Requirement, pursuant to Nasdaq Listing Rule 5810(a)(3)(A). If, at any time during this additional compliance period, the closing bid price of the Company's common stock is at least $1.00 per share for a minimum of 10 consecutive business days, Nasdaq will provide written confirmation of compliance, and this matter will be closed. If compliance cannot be demonstrated by September 8, 2025, Nasdaq will provide written notification that the Company's securities will be delisted. At that time, the Company may appeal Nasdaq's determination to a Nasdaq Hearings Panel.

The Company is currently monitoring the closing bid price of its common stock and will consider available options, including a reverse stock split, if appropriate, to regain compliance with the Minimum Bid Price Requirement by September 8, 2025. There can be no assurance that the Company will be able to regain compliance with the Minimum Bid Price Requirement, even if it maintains compliance with other listing requirements of the Nasdaq Capital Market. Although we anticipate complying with Nasdaq's Listing Rules going forward, there can be no assurance that we will be able to meet continued listing requirements in the future. In determining whether to afford a company a cure period prior to commencing suspension or delisting procedures, Nasdaq analyzes all relevant facts including any past deficiencies, and thus our prior deficiencies could be used as a factor by Nasdaq in any future decision to delist our securities from trading on its exchange.

If our common stock is delisted, it could reduce the price of our common stock and the levels of liquidity available to our stockholders. In addition, the delisting of our common stock could materially adversely affect our access to the capital markets and any limitation on liquidity or reduction in the price of our common stock could materially adversely affect our ability to raise capital. Delisting from Nasdaq could also result in other negative consequences, including the potential loss of confidence by suppliers, customers and employees, the loss of institutional investor interest and fewer business development opportunities.

*Due to the recent implementation of the Reverse Stock Split, the liquidity of our common stock may be adversely effected.*

We conducted a one-for-one hundred fifty (1:150) reverse stock split of our common stock that we effectuated with an effective time of 11:59 p.m. Eastern Time on May 31, 2024 (the "Reverse Stock Split"). Our common stock began trading on Nasdaq on a split-adjusted basis beginning at the open of the market on June 3, 2024. The liquidity of the shares of our common stock may be affected adversely by any reverse stock split given the reduced number of shares of our common stock that are outstanding following the Reverse Stock Split, especially if the market price of our common stock does not increase as a result of the Reverse Stock Split. Following the Reverse Stock Split, the resulting market price of our common stock may not attract new investors and may not satisfy the investing requirements of those investors. Although we believe that a higher market price of our common stock may help generate greater or broader investor interest, there can be no assurance that the Reverse Stock Split resulted in a share price that will attract new investors, including institutional investors. In addition, there can be no assurance that the market price of our common stock will satisfy the investing requirements of those investors. As a result, the trading liquidity of our common stock may not necessarily improve.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

None.

**ITEM 1C. CYBERSECURITY**

Cybersecurity risks are a growing threat to us and other businesses, including our ERP and other third-party providers, which are vulnerable to cyberattacks, malware, and other system failures that may result in unauthorized access, damage, and other harms to our business or reputation. Protecting the confidentiality, integrity, and availability of our business information, intellectual property, customer, patient and employee data, and technology systems is critical to our business and operations, ability to comply with regulatory requirements, and reputation.

Accordingly, Cybersecurity is an important and integrated part of the Company's enterprise risk management function that identifies, monitors, and mitigates business, operational, and legal risks.

Accordingly, we have established Cybersecurity standards, policies, and operating procedures, for the purpose of implementing information protection processes and technologies; carrying out Cybersecurity risk detection, identification, assessment, response, and monitoring; assigning responsibility within our organization for risk detection and oversight; implementing Cybersecurity training; governing internal communications regarding Cybersecurity risks; and making required public and regulatory disclosures regarding Cybersecurity threats and incidents. We oversee risks from Cybersecurity threats associated with our use of third-party service providers by requiring our vendors to agree that they have and will maintain appropriate Cybersecurity controls, such as through standard contractual provisions, and by coordinating with key vendors with respect to integration with our systems. Our Cybersecurity risk management program is based on the National Institute of Standards and Technology ("NIST") framework.

Key components of our Cybersecurity risk management program include the use of third-party service providers, as appropriate, to assess, test, or otherwise assist with aspects of our security processes. For example, we employed a third-party cyber risk consultant to assess our overall Cybersecurity risk framework against NIST standards. We have also engaged third-party experts to perform penetration testing of our IT systems, and we have considered the results of such tests to enhance our Cybersecurity systems and controls, as appropriate.

Our management, including leaders from our IT, information security, legal, and compliance teams, is responsible for implementing our Cybersecurity standards, policies, and operating procedures, under the ultimate oversight of our Chief Financial Officer. We regularly discuss and assess Cybersecurity risks.

Our Audit Committee assists our Board in overseeing Cybersecurity risk management and the integrity of our information technology systems, processes, and data. Periodically, the Audit Committee reviews and discusses with management, and, in its discretion, third party vendors or other external experts, the adequacy of security for our information technology systems, processes, and data; our incident response and contingency plans in the event of a breakdown or security breach affecting the security of our information technology systems or data or the information technology systems, processes, and data of our clients; and any new threats or incidents that have or may impact us. The Audit Committee receives reports on the operation of such programs from the Chief Financial Officer as appropriate. The Audit Committee also reviews management reports regarding the evolving threat environment, vulnerability assessments, and specific Cybersecurity incidents. Periodically, the Audit Committee reports on Cybersecurity matters, incidents, and risk oversight to the Board.

Although we have not experienced a cyberattack or other Cybersecurity incident that has materially affected us, we cannot guarantee that we will not experience Cybersecurity incidents that may have a material effect on us in the future. We may not be able to protect our systems and networks, or the confidentiality of our confidential or other information (including personal information), from cyberattacks and other unauthorized access, disclosure, and disruption.

**ITEM 2. PROPERTIES**

We own the property underlying our scrap yards located at:

- 4091 Portsmouth Blvd., Portsmouth, VA 23701
- 22097 Brewers Neck Blvd., Carrollton, VA 23314
- 1576 Millpond Rd., Elizabeth City, NC 27909,
- 8952 Richmond Rd., Toano, VA 23168
- 9922 Hwy 17 S., Vanceboro, NC 28586
- 1040 Oceana Blvd, Virginia Beach, VA 23454
- 406 Sandy Street, Fairmont, NC 28340

Further, we own properties located at 278 and 276 Suburban Drive, Suffolk, VA 23434 and 4087, 4089, 4091, 4103, 4105 and 4117 Portsmouth Blvd, Portsmouth, VA 23701.

We lease the properties for our scrap yards located at 130 Courtland Rd., Emporia, VA 23847; 1100 E Princess Anne Rd, Norfolk, VA 23504; 277 Suburban Drive, Suffolk, VA 23434 from third parties.

On January 24, 2022, the Company entered into leasing agreements for 3,521 square feet of office space commencing upon the completion of tenant improvements which is expected to be on April 1, 2022 but shall be no later than May 1, 2022 (“Commencement Date”). Under the terms of the lease, the Company is required to pay $3,668 for the first twelve months of the lease and increasing by approximately 3% every 12 months thereafter until the expiration of the lease. The lease is for a period of five years from the Commencement Date and the Company was required to make a security deposit of $3,668. The Company does not have an option to extend the lease.

We lease the property located at 101 Freeman Ave, Chesapeake, VA 23324 as a yard for our truck fleet from DWM Properties, LLC, which is controlled by the Company’s Chief Executive Officer, on a month-to-month basis for $9,000 per month. The lease expires on January 1, 2025 and the Company has two options to extend the lease by 5 years per option. The Company also has the option to extend the term of the lease for an additional year for the next 5 years upon the same terms and conditions. In the event the Company does not exercise the options, the lease will continue on a month-to-month basis. The Company cannot sublease the property under the lease agreement.

On March 15, 2024, the Company entered into leasing agreements for a scrap yard located at 3030 E 55th Street, Cleveland, OH 44127. Under the terms of the lease, the Company is required to pay $17,000 from March 1, 2024 to February 28, 2025; $23,000 from March 1, 2025 to February 28, 2026; $23,000 from March 1, 2026 to February 28, 2027; $23,000 from March 1, 2027 to February 28, 2028; and increasing by the greater of 3% and the CPI every 12 months thereafter until the expiration of the lease. The lease is for a period of five years, include two options to extend for five years each, and the Company was required to make a security deposit of $17,000. The Company has the option to purchase the property for $3,277,000 until February 28, 2024.

We believe that our facilities are adequate for our current needs and that, if required, we will be able to expand our current space or locate suitable new office space and obtain a suitable replacement for our executive and administrative headquarters.

## ITEM 3. LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. Except as set forth below, we are currently not aware of any such legal proceedings or claims that will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results.

On October 25, 2024, Arena Special Opportunities Fund, LP and other related entities ("Arena") filed a lawsuit in New York State Court (the "Action"). The complaint for the lawsuit alleges, among other things, a purported breach of contract based on an alleged equity conditions failure. The Company believes that the Action lacks merit. In the event this Action is not summarily dismissed, the Company intends to vigorously defend against it.

We are unable to estimate a reasonably possible loss or range of loss, if any, that may result from these matters.

From time to time, we may be involved in legal proceedings arising in the ordinary course of our business. We investigate these claims as they arise and accrue estimates for resolution of legal and other contingencies when losses are probable and estimable. Regardless of outcome, litigation can have an adverse impact on us due to defense and settlement costs, diversion of management resources, negative publicity and reputational harm, and other factors.

## ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

# PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

### Trading Symbol

Since July 22, 2022, our common stock has been traded on Nasdaq under the symbol "GWAV."

The last reported sale price of Common Stock as of April 11, 2025 on Nasdaq was $0.199 per share.

### Holders

As of April 11, 2025, there were 142 stockholders of record. The number of record holders was determined from the records of our transfer agent and does not include beneficial owners of Common Stock whose shares are held in the names of various security brokers, dealers, and registered clearing agencies. The transfer agent of our Common Stock is Equity Stock Transfer, located at 237 W. 37th St. #602, New York, NY 10018.

### Dividend Policy

We have never declared or paid cash or stock dividends on our common stock and do not anticipate paying any dividends on the shares of our common stock in the foreseeable future. Our current policy is to retain earnings, if any, for use in our operations and in the development of our business. Any future determination to declare dividends on common stock will be made at the discretion of our Board of Directors and will depend on our financial condition, operating results, capital requirements, general business conditions and other factors that our Board of Directors may deem relevant.

**Securities Authorized for Issuance Under Equity Compensation 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) |
|---|---|---|---|---|
| Equity compensation plans approved by security holders (1) | 799 | $ | 148.11 | 1,472,609 |
| Equity compensation plans not approved by security holders | — | | — | — |
| **Total** | 799 | $ | 148.11 | 1,472,609 |

(1) Includes the 2014 Stock Incentive Plan, 2015 Stock Incentive Plan, 2016 Stock Incentive Plan, 2017 Equity Incentive Plan, 2018 Equity Incentive Plan, 2021 Equity Incentive Plan, 2022 Equity Incentive Plan, the 2023 Equity Incentive Plan, and the 2024 Equity Incentive Plan, as amended.

## ITEM 6. RESERVED.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion and analysis of our financial condition and results of operations in conjunction with the consolidated financial statements and the notes thereto included elsewhere in this Annual Report on Form 10-K. The following discussion and other sections of this Annual Report contain forward-looking statements that involve risks and uncertainties, such as our plans, objectives, expectations, intentions, estimates and beliefs. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those identified below and those discussed in the section titled "Risk Factors." You should also carefully read "Special Note Regarding Forward-Looking Statements".*

### Overview

We were formed on April 26, 2013 as a technology platform developer under the name MassRoots, Inc. In October 2021, we changed our corporate name from "MassRoots, Inc." to "Greenwave Technology Solutions, Inc." On September 30, 2021, we closed our acquisition of Empire Services, Inc. ("Empire"), which operates 13 metal recycling facilities in Virginia, North Carolina, and Ohio. The acquisition was effective October 1, 2021 upon the effectiveness of the Certificate of Merger in Virginia.

Upon the acquisition of Empire, we transitioned into the scrap metal industry which involves collecting, classifying and processing appliances, construction material, end-of-life vehicles, boats, and industrial machinery. We process these items by crushing, shearing, shredding, separating, and sorting, into smaller pieces and categorize these recycled ferrous, nonferrous, and mixed metal pieces based on density and metal prior to sale. In cases of scrap cars, we remove the catalytic converters, aluminum wheels, and batteries for separate processing and sale prior to shredding the vehicle. We have designed our systems to maximize the value of metals produced from this process.

We operate two American Pulverizer 60x85 automotive shredders, one at our Kelford, North Carolina facility and a second at our Carrollton, Virginia yard. Our shredders are designed to produce a denser product and, in concert with advanced separation equipment, more refined recycled ferrous metals, which are more valuable as they require less processing to produce recycled steel products. In totality, this process reduces large metal objects like auto bodies into baseball-sized pieces of shredded recycled metal.

The shredded pieces are then placed on a conveyor belt under magnetized drums to separate the ferrous metal from the mixed nonferrous metal and residue, producing consistent and high-quality ferrous scrap metal. The nonferrous metals and other materials then go through a number of additional mechanical systems which separate the nonferrous metal from any residue. The remaining nonferrous metal is further processed to sort the metal by type, grade, and quality prior to being sold as products, such as zorba (mainly aluminum), zurik (mainly stainless steel), and shredded insulated wire (mainly copper and aluminum).

We are headquartered in Chesapeake, Virginia and employ 180 people as of April 7, 2025.

**Results of Operations For the Year Ended December 31, 2024 Compared to the Year Ended December 31, 2023**

| | For the Fiscal Year ended | | | |
|---|---|---|---|---|
| | **31-Dec-24** | **31-Dec-23** | **$ Change** | **%Change** |
| Revenues | $ 33,315,859 | $ 35,667,982 | $ (2,352,123) | (6.59)% |
| Gross Profit | 12,989,478 | 14,483,403 | (1,493,925) | (10.31)% |
| Operating Expenses | 47,251,411 | 33,998,165 | 13,253,246 | 38.98% |
| Loss from Operations | (34,261,933) | (19,514,762) | (14,747,171) | 75.57% |
| Other Income (Expense) | 10,344,580 | (7,421,228) | 17,765,808 | (239.39)% |
| Net Income (Loss) Available to Common Stockholders | $ (100,446,189) | $ (33,597,142) | $ (66,849,047) | 198.97% |

*Revenues*

For the year ended December 31, 2024, we generated $33,315,859 in revenues, as compared to $35,667,982 for the year ended December 31, 2023, a decrease of $2,352,123. This decrease was primarily due to the Company accumulating inventory during the fourth quarter of 2024 in anticipation of metal tariffs in early 2025 likely driving the prices of domestic scrap metal higher. Inventories increased to $2,889,682 as of December 31, 2024, from $200,248 at December 31, 2023, an increase of $2,689,254. The Company believes it would have generated in excess of $4 million in revenue had it sold these inventories during fiscal year 2024. From January 6 to March 17, 2025, the price for the Company's unshredded ferrous metal increased 32% — enabling the Company to generate significantly more revenue and gross profit from the inventory accumulated in the final months of 2024 and the first two months of 2025.

During the year ended December 31, 2024, our metal revenues declined to $23,296,239 from $25,350,883 during the same period in 2023, a decline of $2,054,644, primarily due to our fourth quarter 2024 inventory accumulation strategy described above. Our hauling revenues fell to $9,881,820 from $10,156,938 for the years ended December 31, 2024 and 2023, respectively, a decline of $275,118, due to significant storms in Hampton Roads, VA in 2024. There was other revenue, compromised rental income from our Portsmouth Blvd properties, of $137,800 during the year ended December 31, 2024, as compared to $132,640 for the same period in 2023, a minor increase of $5,160 due to annual rent increases.

*Cost of revenues*

Our cost of revenues decreased to $20,326,381 for the year ended December 31, 2024 from $21,184,579 during the same period in 2023, a decline of $858,198, primarily due to our fourth quarter 2024 inventory accumulation strategy described above.

Metal costs declined to $14,508,923 during the year ended December 31, 2024 from $16,154,529 during the same period in 2023, a decrease of $1, 645,606 due to the Company streamlining its operations, along with its fourth quarter 2024 inventory accumulation strategy described above.

Hauling costs increased to $5,817,458 for the year ended December 31, 2024 from $4,996,871 during the same period in 2023, an increase of $820,587, due to higher fuel and driver costs. The cost of other revenue was $0 for the year ended December 31, 2024, compared to $33,179 during the same period in 2023, a decrease of $33,179.

*Gross* pro*fit*

Our gross profit was $12,989,478 during the year ended December 31, 2024 as compared to $14,483,403 during the same period in 2023, a decrease of $1,493,925, as the Company accumulated metal inventory, our highest gross margin revenue stream. For this same reason, our gross margins decreased to 39% during the year ended December 31, 2024 from 41% during the same period in 2023.

Gross profit on metal declined to $8,787,316 during the year ended December 31, 2024, or 38%, from $9,196,354 during the same period in 2023, or 36%, a decline of $409,038, primarily due to the inventory accumulation strategy described above, partially offset by operational efficiencies.

Gross profit on hauling declined to $4,064,362, a margin of 41%, during the year ended December 31, 2024, from $5,160,067, a margin of 51%, during the same period in 2023, a decrease of $1,095,705, due to higher fuel and driver costs.

*Operating Expenses*

For the years ended December 31, 2024 and 2023, our operating expenses were $47,251,411 and $33,998,165, respectively, an increase of $13,253,246. There was an increase in payroll and related expenses of $1,546,901 as payroll and related expenses were $8,181,701 for 2024 as compared to $6,634,800 for the same period in 2023, which was the result of the Company expanding its operational staff. Advertising expense decreased by $361,047 to $53,147 for 2024 as compared to $414,194 for 2023 as the Company focused its resources on its scrap metal operations. Depreciation and amortization of intangible assets increased by $1,523,013 to $7,337,893 for 2024 from $5,814,880 in 2023 as a result of the Company acquiring additional fixed assets. Impairment of tangible assets increased by $439,086 to $439,086 for 2024 from $0 in 2023. There were hauling and equipment maintenance costs of $5,296,630 in 2024, as compared to $2,898,202 in 2023, an increase of $2,398,428, due to an increase in repair and fuel costs. Consulting, accounting, and legal expenses increased to $3,179,812 during the year ended December 31, 2024 from $1,713,613 during the same period in 2023, an increase of $1,466,199 due to the Company conducting capital raises. There was a decrease in rent expenses as a result of the Company buying properties it previously rented, declining $422,030 from $3,102,484 during the year ended December 31, 2023 to $2,680,454 during the same period in 2024. There were warrants issued for services of $3,004,909 during the year ended December 31, 2024 as compared to $171,239 during the same period in 2023, an increase of $2,833,770 primarily related to the Company's registered direct offerings. There was stock based compensation of $823,500 during the year ended December 31, 2024, as compared to $0 during the same period in 2023, an increase of $823,500, as a result of equity awards to the Company's directors and an officer under its shareholder-approved equity inventive plans. Other general and administrative expenses increased to $3,915,729 for the year ended December 31, 2024 from $3,200,445 for the year ended December 31, 2023, an increase of $715,284, as a result of the Company's operations expanding.

There were $12,338,550 and $9,850,850 in losses on assets acquired from a related-party, an increase of $2,487,700, during the years ended December 31, 2024 and 2023, respectively, due to the Company's purchase of land and permits underlying 7 of the Company's scrap yards in 2024 and the purchase of two American Pulverizer 60x85 shredders and a downstream processing system in 2023. There were $0 and $197,458 in losses on assets acquired from a non related-party, a decrease of $197,458, during the years ended December 31, 2024 and 2023, respectively. The Division of Corporate Finance requires companies to report the value of assets acquired from related-parties at the original cost basis of the related-party– regardless of the assets' current fair market value. As our Chairman began acquiring the properties underlying our scrap yards approximately 20 years ago, these properties – along with the permits, automotive shredders, and downstream processing system – had appreciated significantly since their original purchase. As a result of these transactions, Greenwave is expected to realize savings of $1.7 million in cash annually in rent and owns the infrastructure to rapidly expand its operations.

*Loss from Operations*

Our loss from operations increased $14,747,171 to $34,261,933 during the year ended December 31, 2024, from $19,514,762 during the year ended December 31, 2023.

*Other Income (Expense)*

During the year ended December 31, 2024, there was other income of $10,344,580, as compared to $(7,421,228) in other expenses for the year ended December 31, 2023, an increase of $17,765,808. There were losses of $(14,213,480) on the conversion of convertible notes during the year ended December 31, 2024, as compared to $0 during the same period in 2023. There was a gain on settlement of notes payable and accrued interest, along with advances of $1,056,962 and $632,540 for the years ended December 31, 2024 and 2023, respectively. Interest expense decreased to $(5,364,703) during fiscal year 2024 as compared to $(8,897,267) during fiscal year 2023. There was neither a gain nor loss in the fair value of derivative liabilities during the year ended December 31, 2023, as compared to a gain in change of fair value of derivative liabilities of $48,314,949 during the same period in 2024. There was other losses of $15,212 during the year ended December 31, 2024, as compared to other gains of $17,572 during the same period in 2023, respectively. There was gain on lease termination of $108,863 during the year ended December 31, 2023 as compared to $0 during the same period in 2024. There was a gain on tax credit of $717,064 during the year ended December 31, 2023 as compared to $0 during the same period in 2024. There were losses on the extinguishment of debt of $(16,351,827) during the year ended December 31, 2024, as compared to $0 during the same period in 2023. There were warrant expenses for financing of $(3,029,927) during the year ended December 31, 2024, as compared to $0 during the same period in 2023. Lastly, there was an expense of $(52,182) for shares issued for financing during the year ended December 31, 2024, as compared to $0 during the same period in 2023.

*Net Loss available to common stockholders*

Our net loss available to stockholders increased by $66,849,047 to $100,446,189 during the year ended December 31, 2024, from $33,597,142 during the year ended December 31, 2023.

**Liquidity and Capital Resources**

Net cash used in operating activities for the years ended December 31, 2024 and 2023 was $17,254,723 and $1,833,310, respectively. Cash flows used in operations in 2024 was impacted by depreciation of $7,337,893, loss on asset – related party of $12,338,550, amortization of right of use assets net of $324,608, interest and amortization of debt discount of $5,364,703, a gain on the settlement of notes payable and factoring advances of $1,056,962, a decrease in due to a related party of $1,685,205, an increase in accounts receivable of $745,477, stock compensation of $823,500, stock compensation for services of $3,004,909, loss on extinguishment of $16,351,827, change in fair value of derivative liabilities of $48,314,949, an increase in inventories of $2,689,254, an increase in prepaid expenses of $687,194, loss of conversion of debt of $14,213,480, impairment of equipment of $439,086, an increase in accounts payable of $969,383, an decrease in payroll wages payable of $156,582, an increase in lease liability of $177,417, and a decrease in lease liability (related-party) of $83,430. Cash flows used in operations in 2023 were impacted by depreciation of $2,856,380, amortization of intangible assets of $2,958,500, loss on asset – related party of $9,850,850, loss on assets of $197,458 amortization of right of use assets net of $392,050, amortization of right of use assets-related party net of $1,250,218, interest and amortization of debt discount of $8,897,267, a gain on the settlement of notes payable and factoring advances of $632,540, an increase in due to a related party of $1,824,318, an increase in accounts receivable of $431,155, stock compensation of $171,239, a decrease in inventories of $10,782, a decrease in prepaid expenses of $200,590, an decrease in security deposit of $25,000, gain on deferred revenue of $25,000, gain on lease termination of $108,863 an increase in accounts payable of $856,151 an decrease in payroll wages payable of $614,271, and a decrease in lease liability of $1,619,790.

Net cash used in investing activities was $15,921,990 and $1,678,176 for the years ended December 31, 2024 and 2023, respectively. For the year ended December 31, 2024, there was cash used in the purchase of equipment of $12,339,809 and purchase of equipment from a related-party of $3,582,181.For the year ended December 31, 2023, there was cash used in the purchase of equipment of $1,760,945 and cash received for the advance of asset of $82,769.

Net cash provided by financing activities for the year ended December 31, 2024and 2023 was $34,207,018 and $4,235,841, respectively. During the year ended December 31, 2024, there were proceeds from warrant exercises of $2,834, 741, proceeds from the sale of common stock and warrants of $40,369,115, proceeds from bank overdrafts of $112,933, and proceeds from factoring advances of $2,843,950, offset by repayments of $2,909,257 towards non-convertible notes, repayments of $3,538,388 towards factoring advances, repayments of $4,008,993 towards a related-party note payable, and repayments of $1,497,083 towards convertible notes payable. During the year ended December 31, 2023, there were proceeds from non-convertible notes of $1,000,000, proceeds from convertible notes of $13,118,750, proceeds from the sale of common stock of $2,841,181, proceeds from warrant exercises of $15,511 proceeds from bridge financing of $825,000, proceeds from bank overdrafts of $118,763, and proceeds of $3,746,109 from factoring advances, offset by repayments of $4,858,587 towards non-convertible notes and repayments of $12,570,886 towards factoring advances.

*Capital Resources*

As of December 31, 2024, we had cash on hand of $2,576,464. We currently have no external sources of liquidity such as arrangements with credit institutions that will have or are reasonably likely to have a current or future effect on our financial condition or immediate access to capital.

*Fundraising*

During the year ended December 31, 2024, there were proceeds from warrant exercises of $2,834, 741, proceeds from the sale of common stock and warrants of $40,369,115, proceeds from bank overdrafts of $112,933, and proceeds from factoring advances of $2,843,950.

*Required Capital over the Next Fiscal Year*

We may need additional capital in the future to continue to execute our business plan. Therefore, we may be dependent upon additional capital in the form of either debt or equity to continue our operations. At the present time, we do not have arrangements to raise additional capital, and we may need to identify potential investors and negotiate appropriate arrangements with them. We may not be able to arrange enough investment within the time the investment is required or that if it is arranged, that it will be on favorable terms. If we cannot obtain the needed capital, we may not be able to become profitable and may have to curtail or cease our operations. Additional equity financing, if available, may be dilutive to the holders of our capital stock. Debt financing may involve significant cash payment obligations, covenants and financial ratios that may restrict our ability to operate and grow our business.

*Going Concern and Management's Liquidity Plans*

As of December 31, 2024, the Company had cash of $2,576,464 and a working capital deficit (current liabilities in excess of current assets) of $(13,453,459). During the year ended December 31, 2024, the net cash used in operating activities was $(17,254,723). The accumulated deficit as of December 31, 2024 was $(496,312,346). These conditions raise substantial doubt about the Company's ability to continue as a going concern for one year from the issuance of the consolidated financial statements.

During the year ended December 31, 2024, there were proceeds from warrant exercises of $2,834,741, proceeds from the sale of common stock and warrants of $40,369,115, proceeds from bank overdrafts of $112,933, and proceeds from factoring advances of $2,843,950.

If the Company raises additional funds by issuing equity securities, its stockholders would experience dilution. Additional debt financing, if available, may involve covenants restricting its operations or its ability to incur additional debt. Any additional debt financing or additional equity that the Company raises may contain terms that are not favorable to it or its stockholders and require significant debt service payments, which diverts resources from other activities. The Company's ability to raise additional capital will be impacted by market conditions and the price of the Company's common stock.

Accordingly, the accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business for one year from the date the consolidated financial statements are issued. The carrying amounts of assets and liabilities presented in the consolidated financial statements do not necessarily purport to represent realizable or settlement values. The consolidated financial statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

**Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements.

**Recent Accounting Pronouncements**

***Income Taxes***

In December 2023, the FASB issued Accounting Standards Update No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* ("ASU 2023-09"). ASU 2023-09 requires enhanced disclosures surrounding income taxes, particularly related to rate reconciliation and income taxes paid information. In particular, on an annual basis, companies will be required to disclose specific categories in the rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. Companies will also be required to disclose, on an annual basis, the amount of income taxes paid, disaggregated by federal, state, and foreign taxes, and also disaggregated by individual jurisdictions above a quantitative threshold. The standard is effective for the Company for annual periods beginning January 1, 2025 on a prospective basis, with retrospective application permitted for all prior periods presented. The Company will adopt ASU 2023-09 for the annual period ending December 31, 2025 and is currently evaluating the impact of this guidance on its disclosures.

***Segment Reporting***

In November 2023, the FASB issued Accounting Standards Update No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* ("ASU 2023-07"). ASU 2023-07 requires enhanced disclosures surrounding reportable segments, particularly (i) significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and included in the reported measure(s) of a segment's profit and loss and (ii) other segment items that reconcile segment revenue and significant expenses to the reported measure(s) of a segment's profit and loss, both on an annual and interim basis. Companies are also required to provide all annual disclosures currently required under Topic 280 in interim periods, in addition to disclosing the title and position of the CODM and how the CODM uses the reported measure(s) of segment profit and loss in assessing segment performance and allocating resources. The Company adopted ASU 2023-07 for the annual period ended December 31, 2024. See *Note 20 – Segment Reporting.*

***Disaggregation of Income Statement Expenses***

In November 2024, the FASB issued Accounting Standards Update No. 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40)* ("ASU 2024-03"). ASU 2024-03 requires specified information about certain costs and expenses be disclosed in the notes to the financial statements, including the expense caption on the face of the income statement in which they are disclosed, in addition to a qualitative description of remaining amounts not separately disaggregated. Entities will also be required to disclose their definition of "selling expenses" and the total amount in each annual period. The standard is effective for the Company for annual periods beginning January 1, 2027 and for interim periods beginning January 1, 2028, with updates applied either prospectively or retrospectively. Early adoption is permitted. The Company is currently evaluating the impact of this guidance on its disclosures.

There are other various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

**Critical Accounting Policies**

Management's Discussion and Analysis of Financial Condition and Results of Operations discuss our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosures of contingent assets and liabilities. On an on-going basis, management evaluates its estimates and judgments, including estimates used in the calculation of stock-based compensation, fair values relating to derivative liabilities, payroll tax liabilities with interest and penalties, deemed dividends, assumptions used in right-of-use and lease liability calculations, valuations and impairments of goodwill and intangible assets acquired in business combination, estimated useful life of long-lived assets and finite life tangible assets, determination of environmental remediation liabilities, and the valuation allowance related to deferred tax assets. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

Management believes the following critical accounting policies, among others, affect its more significant judgments and estimates used in the preparation of its consolidated financial statements.

**Intangible:** Intangible assets with finite useful lives consist of tradenames, licenses and customer relationships and are amortized on a straight-line basis over their estimated useful lives, which range from three to ten years. The estimated useful lives associated with finite-lived intangible assets are consistent with the estimated lives of the associated products and may be modified when circumstances warrant. Such assets are reviewed for impairment when events or circumstances indicate that the carrying value of an asset may not be recoverable. An impairment loss would be recognized when estimated undiscounted future cash flows expected to result from the use of an asset and its eventual disposition are less than its carrying amount. The amount of any impairment is measured as the difference between the carrying amount and the fair value of the impaired asset. During the fiscal years ended December 31, 2024 and 2023, the Company recorded $2,958,500 and $2,958,500 in amortization of intangible assets, respectively.

**Income Taxes:** The Company accounts for its income taxes in accordance with Income Taxes Topic of the FASB ASC 740, which requires recognition of deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

Income tax expense is based on reported earnings before income taxes. Deferred income taxes reflect the impact of temporary differences between assets and liabilities recognized for consolidated financial reporting purposes and such amounts recognized for tax purposes and are measured by applying enacted tax rates in effect in years in which the differences are expected to reverse.

The Company also follows the guidance related to accounting for income tax uncertainties. In accounting for uncertainty in income taxes, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the relevant tax authority.

Greenwave has also experienced impacts of inflation to its operations, mainly the significant increases in the prices of recycled metal, which in turn, has resulted in increases to the Company's revenue and profit margin. The Company has also experienced increases to its wages and salaries, hauling, and towing expenses caused by inflation, but is taking steps to minimize impacts to the Company's financial position. Greenwave does not experience material changes to its business due to seasonality.

### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a "smaller reporting company" as defined in Rule 12b-2 of the Exchange Act and are not required to provide the information required by this Item.

### ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The consolidated financial statements required to be included in this Annual Report appear as indexed in the appendix to this Annual Report beginning on page F-1.

### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

### ITEM 9A. CONTROLS AND PROCEDURES.

#### Evaluation of Disclosure Controls and Procedures

Pursuant to Rules 13a-15(b) and 15-d-15(b) under the Exchange Act, we carried out an evaluation, with the participation of our management, including our Chief Executive Officer ("CEO") and Interim Chief Financial Officer ("CFO") of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report. The term "disclosure controls and procedures," as defined under Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Based upon such evaluation, our CEO and CFO concluded that our disclosure controls and procedures as of December 31, 2024 were not effective (at a reasonable assurance level) due to identified control deficiencies regarding the lack of segregation of duties and the need for a stronger internal control environment.

To address the material weaknesses, we performed additional analysis and other post-closing procedures in an effort to ensure our financial statements included in this Annual Report on Form 10-K have been prepared in accordance with generally accepted accounting principles in the U.S. Accordingly, management believes that the financial statements included in this Annual Report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented.

Our principal executive officer and principal financial officer do not expect that our disclosure controls and procedures or our internal controls will prevent all error or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

**Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. Our management, including our principal executive officer and principal financial officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2024. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control-Integrated Framework (issued in 2013). A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

Based upon the assessments, management has concluded that as of December 31, 2023, there was a material weakness in our internal control over financial reporting due to the fact that we did not have an adequate process established to ensure appropriate levels of review of accounting and financial reporting matters, which resulted in our closing process not identifying all required adjustments and disclosures in a timely fashion.

We plan to take steps to enhance and improve the design of our internal control over financial reporting. To remediate our material weaknesses, we plan to appoint additional qualified personnel with the requisite knowledge to improve the levels of review of accounting and financial reporting matters; however, such remediation efforts are largely dependent upon our securing additional financing or generating significant revenue to cover the costs of implementing the changes required.

Until we remediate our material weakness in internal control over financial reporting such weaknesses could result in material misstatements in our financial statements not being prevented or detected.

**Inherent Limitations on Effectiveness of Controls and Procedures**

The Company's management, including the Company's CEO and CFO, does not expect that the Company's internal control over financial reporting will prevent or detect all errors and all fraud. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objective and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree or compliance with the policies or procedures may deteriorate.

The Company's CEO and CFO has identified control deficiencies regarding the lack of segregation of duties and the need for a stronger internal control environment. The small size of the Company's accounting staff may prevent adequate controls in the future, such as segregation of duties, due to the cost/benefit of such remediation.

Because of the above material weakness, management has concluded that we did not maintain effective internal control over financial reporting as of December 31, 2024, based on the criteria established in "Internal Control-Integrated Framework" issued by the COSO.

This Annual Report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our independent registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this Annual Report.

**Changes in Internal Control over Financial Reporting**

During the most recent fiscal quarter, the Company began hiring additional accounting personnel to enhance its segregation of duties and establishment of procedures in an effort to ensure appropriate levels of review of accounting and financial reporting matters.

## ITEM 9B. OTHER INFORMATION

*Form 8-K Disclosures*

We are providing the following disclosures in lieu of filing a Current Report on Form 8-K relating to Item 5.02 ("Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers").

**Jason Adelman Resignation**

On April 10, 2025, Jason Adelman provided the Board with his formal resignation from the Board and all committees thereof, effective immediately. Mr. Adelman was a member of the Board's Compensation, Audit, and Nomination and Corporate Governance Committees. Mr. Adelman's decision to resign was not due to any disagreement with our Company on any matter relating to our operations, policies or practices (financial or otherwise).

**Isaac Dietrich Termination**

On April 12, 2025, we terminated the employment of Isaac Dietrich, our Chief Financial Officer, effective April 12, 2025.

*Rule 10b5-1 Trading Arrangement*

During the three months ended December 31, 2024, no director or officer of the Company adopted or terminated any "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

## ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None.

# PART III

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

The information required by Item 10 is incorporated by reference to our proxy statement for our 2025 Annual Meeting of Stockholders.

Item 405 of Regulation S-K calls for disclosure of any known late filing or failure by an insider to file a report required by Section 16(a) of the Exchange Act. To the extent disclosure for delinquent reports is being made, it can be found under the caption "Delinquent Section 16(a) Reports" in our proxy statement for our 2025 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the year covered by this Annual Report on Form 10-K and is incorporated herein by reference.

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 on Form 10-K.

## ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 is incorporated by reference to our proxy statement for our 2025 Annual Meeting of Stockholders.

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

The information required by Item 12 is incorporated by reference to our proxy statement for our 2025 Annual Meeting of Stockholders.

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

The information required by Item 13 is incorporated by reference to our proxy statement for our 2025 Annual Meeting of Stockholders.

## ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Our independent registered public accounting firm is RBSM LLP, New York, NY, Auditor ID: 587.

The information required by Item 14 is incorporated by reference to our proxy statement for our 2025 Annual Meeting of Stockholders.

PART IV

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

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

**(1) Financial Statements**

See “Index to Consolidated Financial Statements” on Page F-1.

**(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.**

| | | | Incorporated by Reference | | |
|---|---|---|---|---|---|
| **No.** | **Description** | **Form** | **File No.** | **Exhibit** | **Filing Date** |
| 2.1 | Plan of Reorganization, dated March 18, 2014. | S-1 | 333-196735 | 2.1 | June 13, 2014 |
| 2.2 | 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 | 8-K | 000-55431 | 10.1 | October 6, 2021 |
| 3.1 | Second Amended and Restated Certificate of Incorporation of the Registrant | 8-K/A | 000-55431 | 3.1 | June 19, 2018 |
| 3.2 | Certificate of Amendment to Second Amended and Restated Certificate of Incorporation effective September 30, 2021, field with the Secretary of State on September 30, 2021 | 8-K | 000-55431 | 3.1 | October 6, 2021 |
| 3.3 | Certificate of Amendment to Second Amended and Restated Certificate of Incorporation of the Registrant | 8-K | 000-55431 | 3.1 | February 25, 2022 |
| 3.4 | Certificate of Amendment to Second Amended and Restated Certificate of Incorporation of the Registrant | 8-K | 000-55431 | 3.2 | February 25, 2022 |
| 3.5 | Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Registrant | 8-K | **001-41452** | 3.1 | June 3, 2024 |

| | | | | | |
|---|---|---|---|---|---|
| 3.6 | Certificate of Designations, Preferences and Rights of the Series D Convertible Preferred Stock. | 8-K | 000-55431 | 3.1 | April 2, 2024 |
| 3.7 | Certificate of Elimination relating to the Series D Preferred Stock, dated May 29, 2024 | 8-K | **001-41452** | 3.1 | June 3, 2024 |
| 3.8 | Certificate of Designations, Preferences and Rights of Series A-1 Preferred Stock of Greenwave Technology Solutions, Inc., dated November 13, 2024 | 8-K | 001-41452 | 3.1 | November 18, 2024 |
| 3.9 | Amended and Restated Bylaws of the Registrant. | 8-K | 001-41452 | 3.1 | November 29, 2022 |
| 3.10 | Amendment No. 1 to the Amended and Restated Bylaws of the Registrant | DEF 14A | 001-41452 | Appendix A | June 3, 2024 |
| 4.1 | Form of Common Stock Certificate. | S-1 | 333-196735 | 4.1 | June 13, 2014 |
| 4.2 | Description of Registrant's Securities | 10-K | 001-41452 | 4.2 | March 31, 2023 |
| 4.3 | Form of Warrant dated July 2023 | 8-K | 000-55431 | 4.1 | August 3, 2023 |
| 4.4 | Form of Senior Note dated July 2023 | 8-K | 000-55431 | 4.2 | August 3, 2023 |
| 4.5 | Form of Secured Promissory Note dated July 31, 2023. Issued to DWM Properties LLC | 8-K | 000-55431 | 4.3 | August 3, 2023 |
| 4.6 | Form of Warrant issued to Purchasers, dated August 2023 | 8-K | 000-55431 | 4.1 | August 21, 2023 |
| 4.7 | Form of Placement Agent Warrant, dated August 2023 | 8-K | 000-55431 | 4.2 | August 21, 2023 |
| 4.8 | Form of Warrant | 8-K | 000-55431 | 4.1 | December 6, 2021 |
| 4.9 | Form of Senior Note | 8-K | 000-55431 | 4.2 | December 6, 2021 |
| 4.10 | Form of Inducement Warrant | 8-K | **001-41452** | 4.1 | March 18, 2024 |
| 4.11 | Form of Warrant issued to Purchasers | 8-K | **001-41452** | 4.1 | April 22, 2024 |
| 4.12 | Form of Financial Advisor Warrant | 8-K | **001-41452** | 4.2 | April 22, 2024 |
| 4.13 | 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. | 8-K | **001-41452** | 4.1 | May 3, 2024 |
| 4.14 | Waiver Agreement, dated as of May 9, 2024, by and among Greenwave Technology Solutions, Inc. and the Purchasers party thereto. | 8-K | **001-41452** | 4.1 | May 9, 2024 |
| 4.15 | Form of Warrant issued to Purchasers | 10-Q | **001-41452** | 4.1 | May 20, 2024 |
| 4.16 | Form of Financial Advisor Warrant | 10-Q | **001-41452** | 4.2 | May 20, 2024 |
| 4.17 | Form of Warrant issued to Purchasers | 8-K | **001-41452** | 4.1 | June 11, 2024 |
| 4.18 | Form of Placement Agent Warrant | 8-K | **001-41452** | 4.2 | June 11, 2024 |
| 4.19 | Form of Warrant issued to Purchasers | 8-K | **001-41452** | 4.1 | January 13, 2025 |
| 4.20 | Form of Placement Agent Warrant | 8-K | **001-41452** | 4.2 | January 13, 2025 |
| 4.21 | Form of Warrant Amendment entered into with Existing Holders | 8-K | **001-41452** | 4.3 | January 13, 2025 |
| 4.22 | Form of Warrant issued to Purchasers | 8-K | **001-41452** | 4.1 | February 11, 2025 |
| 4.23 | Form of Placement Agent Warrant | 8-K | **001-41452** | 4.2 | February 11, 2025 |
| 4.24 | Promissory Note, dated as of December 2, 2024, issued to DWM Properties LLC | 8-K | **001-41452** | 4.1 | December 2, 2024 |

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|---|---|---|---|---|---|
| 10.1+ | 2014 Stock Incentive Plan and form of agreements thereunder. | S-1 | 333-196735 | 10.12 | June 13, 2014 |
| 10.2+ | 2015 Stock Incentive Plan and form of agreements thereunder. | 10-K | 333-196735 | 10.12 | March 30, 2016 |
| 10.3+ | 2016 Stock Incentive Plan and form of agreements thereunder. | 8-K | 000-55431 | 4.1 | September 23, 2016 |
| 10.4+ | 2017 Equity Incentive Plan and form of agreements thereunder. | DEF 14C | 000-55431 | Appendix A | December 9, 2016 |
| 10.5+ | 2018 Equity Incentive Plan and form of agreements thereunder. | DEF 14A | 000-55431 | Appendix B | May 11, 2018 |
| 10.6+ | 2021 Equity Incentive Plan and form of agreements thereunder. | DEF 14A | 000-55431 | Appendix C | July 12, 2021 |
| 10.7+ | 2022 Equity Incentive Plan and form of agreements thereunder | DEF 14A | **001-41452** | Appendix A | October 11, 2022 |
| 10.8+ | 2023 Equity Inventive Plan and form of agreements thereunder | DEF 14A | **001-41452** | Appendix A | August 31, 2023 |
| 10.9+ | 2024 Equity Inventive Plan and form of agreements thereunder. | DEF 14A | **001-41452** | Appendix A | April 11, 2024 |
| 10.10+ | Amendment No. 1 to the 2024 Equity Inventive Plan | DEF 14A | **001-41452** | Appendix B | June 3, 2024 |
| 10.11 | Form of Amended and Restated Simple Agreement for Future Tokens. | S-1 | 333-223038 | 10.27 | February 14, 2018 |
| 10.12+ | Employment Agreement by and between the Company and Danny Meeks | 8-K | 000-55431 | 10.2 | October 6, 2021 |
| 10.13 | Securities Purchase Agreement, dated November 29, 2021, by and between MassRoots, Inc. and the parties thereto | 8-K | 000-55431 | 10.1 | December 6, 2021 |
| 10.14 | Pledge and Security Agreement, dated November 30, 2021, by and between MassRoots, Inc. and the parties thereto | 8-K | 000-55431 | 10.2 | December 6, 2021 |
| 10.15 | Registration Rights Agreement, dated November 29, 2021, by and between MassRoots, Inc. and the parties thereto | 8-K | 000-55431 | 10.3 | December 6, 2021 |
| 10.16 | Form of Exchange Agreement | 8-K/A | 000-55431 | 10.1 | April 2, 2024 |
| 10.17 | Purchase Agreement, dated July 31, 2023, by and between Greenwave Technology Solutions, Inc. and the parties thereto. | 8-K | 000-55431 | 10.1 | August 3, 2023 |
| 10.18 | Security Agreement, dated July 31, 2023, by and between Greenwave Technology Solutions, Inc. and the parties thereto. | 8-K | 000-55431 | 10.2 | August 3, 2023 |
| 10.19 | Registration Rights Agreement, dated July 31, 2023, by and between Greenwave Technology Solutions, Inc. and the parties thereto. | 8-K | 000-55431 | 10.3 | August 3, 2023 |
| 10.20 | Bill of Sale, dated July 31, 2023, by and between Greenwave Technology Solutions, Inc. and DWM Properties LLC | 8-K | 000-55431 | 10.4 | August 3, 2023 |
| 10.21 | Form of Securities Purchase Agreement between Greenwave Technology Solutions, Inc. and the Purchasers signatory thereto. | 8-K | 000-55431 | 10.1 | August 21, 2023 |
| 10.22 | Form of Inducement Letter | 8-K | 000-55431 | 10.1 | March 18, 2024 |
| 10.23 | Form of Securities Purchase Agreement between Greenwave Technology Solutions, Inc. and the Purchasers signatory thereto | 8-K | **001-41452** | 10.1 | April 22, 2024 |
| 10.24 | Form of Exchange Agreement | 8-K | **001-41452** | 10.2 | April 22, 2024 |
| 10.25 | Form of Voting Agreement | 8-K | **001-41452** | 10.3 | April 22, 2024 |
| 10.26 | Form of Exchange Agreement | 8-K | **001-41452** | 10.1 | May 16, 2024 |

| | | | | | |
|---|---|---|---|---|---|
| 10.27 | Form of Securities Purchase Agreement between Greenwave Technology Solutions, Inc. and the Purchasers signatory thereto | 10-Q | **001-41452** | 10.1 | May 20, 2024 |
| 10.28 | Form of Securities Purchase Agreement, dated as of June 10, 2024, by and between Greenwave Technology Solutions, Inc. and the Purchasers signatory thereto | 8-K | **001-41452** | 10.1 | June 11, 2024 |
| 10.29 | 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. | 8-K | **001-41452** | 10.1 | December 2, 2024 |
| 10.30 | Form of Securities Purchase Agreement, dated as of January 10, 2025, by and between Greenwave Technology Solutions, Inc. and the Purchasers signatory thereto | 8-K | **001-41452** | 10.1 | January 13, 2025 |
| 10.31 | Form of Exchange Agreement, dated as of January 10, 2025, by and between Greenwave Technology Solutions, Inc. and the June Holders signatory thereto | 8-K | **001-41452** | 10.2 | January 13, 2025 |
| 10.32 | Form of Voting Agreement, dated as of January 10, 2025, by and between Greenwave Technology Solutions, Inc. and the signatory thereto | 8-K | **001-41452** | 10.3 | January 13, 2025 |
| 10.33 | Form of Securities Purchase Agreement, dated as of February 10, 2025, by and between Greenwave Technology Solutions, Inc. and the Purchasers signatory thereto | 8-K | **001-41452** | 10.1 | February 11, 2025 |
| 19.1* | Insider Trading Policy | | | | |
| 21.1* | Subsidiaries of the Registrant | | | | |
| 23.1* | Consent of Independent Registered Public Accounting Firm RBSM LLP | | | | |
| 31.1* | Chief Executive Officer Certification pursuant to Rule 13a-14(a)/15d-14(a). | | | | |
| 31.2* | Chief Financial Officer Certification pursuant to Rule 13a-14(a)/15d-14(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 | Compensation Recovery Policy | 10-K | **001-41452** | 10.54 | April 16, 2024 |

* filed herewith.

** Exhibits 32.1 and 32.2 are being furnished 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 Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized on this 15th 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 Annual Report on Form 10-K has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signatures | Title | Date |
|---|---|---|
| */s/ Danny Meeks*<br>Danny Meeks | Chief Executive Officer and Acting Chief Financial Officer (Principal Executive, Financial and Accounting Officer) and Chairman of the Board of Directors | April 15, 2025 |
| */s/ Cheryl Lanthorn*<br>Cheryl Lanthorn | Director | April 15, 2025 |
| */s/ Lisa Lucas-Burke*<br>Lisa Lucas-Burke | Director | April 15, 2025 |

**GREENWAVE TECHNOLOGY SOLUTIONS, INC.**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of
Greenwave Technology Solutions, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Greenwave Technology Solutions, Inc., and its subsidiaries (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of operations, changes in stockholders' equity (deficit) and cash flows for each of the years in the two-year period ended December 31, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2024 in conformity with accounting principles generally accepted in the United States of America.

**The Company's Ability to Continue as a Going Concern**

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the accompanying consolidated financial statements, the Company has net loss, has generated negative cash flows from operating activities, has an accumulated deficit and has stated that substantial doubt exists about Company's ability to continue as a going concern. Management's evaluation of the events and conditions and management's plans regarding these matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**Basis for Opinion**

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

**Critical Audit Matters**

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there were no critical audit matters.

PCAOB ID 587
/s/ RBSM LLP

We have served as the Company's auditor since 2017.
New York, NY
April 15, 2025

**GREENWAVE TECHNOLOGY SOLUTIONS, INC.**
**CONSOLIDATED BALANCE SHEETS**

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| ASSETS | | |
| Current assets: | | |
| Cash | $ 2,576,464 | $ 1,546,159 |
| Inventories, net | 2,889,682 | 200,428 |
| Accounts receivable, net of allowance for doubtful accounts | 1,254,390 | 646,413 |
| Prepaid expenses | 921,580 | 296,761 |
| Total current assets | 7,642,116 | 2,689,761 |
| | | |
| Property and equipment, net | 25,596,856 | 16,569,125 |
| Property and equipment, net - Purchased from Related Party | 11,834,807 | 6,926,315 |
| Operating lease right of use assets, net - related party | - | 103,822 |
| Operating lease right of use assets, net | 1,048,070 | 198,558 |
| Licenses, net | 14,359,950 | 16,487,350 |
| Customer list, net | 1,511,325 | 1,735,225 |
| Intellectual property, net | 1,062,600 | 1,669,800 |
| Security deposit | 31,893 | 31,893 |
| | | |
| Total assets | $ 63,087,617 | $ 46,411,849 |
| | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | | |
| | | |
| Current liabilities: | | |
| Bank overdraft | $ 231,696 | $ 118,763 |
| Accounts payable and accrued expenses | 5,893,351 | 6,100,449 |
| Accrued payroll and related expenses | 3,946,410 | 4,089,836 |
| Factoring, net of unamortized debt discount of $- and $0, respectively | 0 | 0 |
| Non-convertible notes payable, current portion, net of unamortized debt discount of $633,396 and $774,308, respectively | 2,505,360 | 2,623,561 |
| Convertible notes payable, current portion, net of unamortized debt discount of $- and $3,934,506, respectively | 0 | 8,065,494 |
| Related party note payable | 7,691,859 | 17,218,350 |
| Due to related parties | 495,354 | 2,070,402 |
| Operating lease obligations, current portion - related party | - | 111,240 |
| Operating lease obligations, current portion | 331,545 | 89,731 |
| Total current liabilities | 21,095,575 | 40,487,826 |
| | | |
| Operating lease obligations, less current portion | 773,820 | 94,943 |
| Convertible notes payable, net of unamortized debt discount of $- and $1,967,253, respectively | 0 | 4,032,747 |
| Non-convertible notes payable, net of unamortized debt discount of $1,076,554 and $1,739,260, respectively | 4,263,239 | 6,250,481 |
| Total liabilities | 26,132,634 | 50,865,997 |
| | | |
| Commitments and contingencies (See Note 11) | | |
| | | |
| Stockholders' equity (deficit): | | |
| Preferred stock - 10,000,000 shares authorized: | | |
| Preferred stock - Series A-1, $0.001 par value, $100,000 stated value, 450,000 and 0 shares authorized; 450,000 and 0 shares issued and outstanding, respectively | 450 | 0 |
| Common stock, $0.001 par value, 1,200,000,000 shares authorized; 26,091,027 and 113,096 shares issued and outstanding, respectively | 26,091 | 113 |
| Additional paid in capital | 533,240,788 | 391,411,896 |
| Accumulated deficit | (496,312,346) | (395,866,157) |
| Total stockholders' equity (deficit) | 36,954,983 | (4,454,148) |
| | | |
| Total liabilities and stockholders' equity (deficit) | $ 63,087,617 | $ 46,411,849 |

The accompanying notes are an integral part of these consolidated financial statements.

**GREENWAVE TECHNOLOGY SOLUTIONS, INC.**
**CONSOLIDATED STATEMENTS OF OPERATIONS**

| | For the Year Ended December 31, 2024 | 2023 |
|---|---|---|
| Revenues | $ 33,315,859 | $ 35,667,982 |
| Cost of Revenues | 20,326,381 | 21,184,579 |
| Gross Profit | 12,989,478 | 14,483,403 |
| Operating Expenses: | | |
| Advertising | 53,147 | 414,194 |
| Payroll and related expense | 8,181,701 | 6,634,800 |
| Rent, utilities and property maintenance | 2,680,454 | 3,102,484 |
| Hauling and equipment maintenance | 5,296,630 | 2,898,202 |
| Depreciation and amortization expense | 7,337,893 | 5,814,880 |
| Impairment of tangible assets | 439,086 | 0 |
| Consulting, accounting and legal | 3,179,812 | 1,713,613 |
| Loss on asset | 0 | 197,458 |
| Loss on asset - related-party | 12,338,550 | 9,850,850 |
| Warrants issued for services | 3,004,909 | 171,239 |
| Stock compensation | 823,500 | 0 |
| Other general and administrative expenses | 3,915,729 | 3,200,445 |
| Total Operating Expenses | 47,251,411 | 33,998,165 |
| Loss From Operations | (34,261,933) | (19,514,762) |
| Other Income (Expense): | | |
| Interest expense and amortization of debt discount | (5,364,703) | (8,897,267) |
| Shares issued for financing | (52,182) | 0 |
| Other gain (loss) | (15,212) | 17,572 |
| Gain on tax credit | 0 | 717,064 |
| Gain on lease termination | 0 | 108,863 |
| Change in fair value of derivative liabilities | 48,314,949 | 0 |
| Loss on extinguishment of debt | (16,351,827) | 0 |
| Equity issued for warrant inducement | (3,029,927) | 0 |
| Loss on conversion of convertible notes | (14,213,480) | 0 |
| Gain on settlement of non-convertible notes payable, accrued interest, and advances | 1,056,962 | 632,540 |
| Total Other Income (Expense) | 10,344,580 | (7,421,228) |
| Net Loss Before Income Taxes | (23,917,353) | (26,935,990) |
| Provision for Income Taxes (Benefit) | 0 | 0 |
| Net Loss | (23,917,353) | (26,935,990) |
| Deemed dividend for the reduction of exercise price of warrants | (52,574,896) | (1,638,952) |
| Deemed dividend for the reduction of the conversion price of a debt note | (23,953,940) | (5,022,200) |
| Net Loss Available to Common Stockholders | $ (100,446,189) | $ (33,597,142) |
| Net Loss Per Common Share: | | |
| Basic | $ (8.47) | $ (385.81) |
| Diluted | $ (8.47) | $ (385.81) |
| Weighted Average Common Shares Outstanding: | | |
| Basic | 11,853,520 | 87,082 |
| Diluted | 11,853,520 | 87,082 |

The accompanying notes are an integral part of these consolidated financial statements.

**GREENWAVE TECHNOLOGY SOLUTIONS, INC.**
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)**
**FOR THE YEAR ENDED DECEMBER 31, 2024**

| | Preferred Stock Series D to be Issued | | Preferred Stock Series A-1 | | Common Stock | | Additional Paid In Capital | Accumulated Deficit | Total |
|---|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | Shares | Amount | | | |
| Balance at December 31, 2023 | - | $ - | - | $ - | 113,096 | $ 113 | $ 391,411,896 | $ (395,866,157) | $ (4,454,148) |
| Exchange of non-convertible note of related party into shares of Series D Preferred | 1,000 | $ 1 | - | - | - | - | $ 9,999,999 | - | $ 10,000,000 |
| Issuance of Series A-1 Preferred to related party as consideration for purchase of land and permits | - | - | 450,000 | $ 450 | - | - | $ 3,299,634 | - | $ 3,300,084 |
| Common stock issued for the cashless exchange of warrants | - | - | - | - | 11,807,064 | $ 11,807 | $ (11,807) | - | - |
| Common stock and warrants issued for cash, net of fees | - | - | - | - | 8,149,250 | $ 8,149 | $ 40,360,966 | - | $ 40,369,115 |
| Common stock issued for services rendered and to be rendered | - | - | - | - | 1,533,333 | $ 1,533 | $ 759,591 | - | $ 761,124 |
| Common stock issued for the conversion of convertible debt notes | - | - | - | - | 2,478,459 | $ 2,479 | $ 30,713,920 | - | $ 30,716,399 |
| Common stock issued for the conversion of convertible debt notes (Related Party) | - | - | - | - | 412,359 | $ 412 | $ 7,236,493 | - | $ 7,236,905 |
| Common stock issued for the exercise of warrants for cash, net of fees | - | - | - | - | 108,515 | $ 109 | $ 2,834,632 | - | $ 2,834,741 |
| Warrants issued for services | - | - | - | - | - | - | $ 3,004,909 | - | $ 3,004,909 |
| Equity issued for warrant inducement | - | - | - | - | - | - | $ 3,029,927 | - | $ 3,029,927 |
| Modification of conversion feature on convertible debt | - | - | - | - | - | - | $ 12,388,229 | - | $ 12,388,229 |
| Deemed dividend for the reduction of the conversion price of a debt note | - | - | - | - | - | - | $ 23,953,940 | $ (23,953,940) | - |
| Deemed dividend for the reduction of the exercise price of warrants | - | - | - | - | - | - | $ 52,574,896 | $ (52,574,896) | - |
| Exchange of Series D Preferred into Common | (1,000) | $ (1) | - | - | 1,333,333 | $ 1,333 | $ (1,332) | - | - |
| Establishment of derivative liabilities due to authorized share shortfall | - | - | - | - | - | - | $ (64,951,789) | - | $ (64,951,789) |
| Settlement of derivative liabilities upon stock split | - | - | - | - | - | - | $ 16,636,840 | - | $ 16,636,840 |
| Rounding for share adjusted in reverse split | - | - | - | - | 155,616 | $ 156 | $ (156) | - | - |
| Net loss | - | - | - | - | - | - | - | $ (23,917,353) | $ (23,917,353) |
| Balance at December 31, 2024 | - | $ - | 450,000 | $ 450 | 26,091,025 | $ 26,091 | $ 533,240,788 | $ (496,312,346) | $ 36,954,983 |

The accompanying notes are an integral part of these consolidated financial statements.

**GREENWAVE TECHNOLOGY SOLUTIONS, INC.**
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)**
**FOR THE YEAR ENDED DECEMBER 31, 2023**

| | Preferred Stock Series Z | | Common Stock | | Additional Paid In Capital | Accumulated Deficit | Total |
|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | | | |
| Balance at December 31, 2022 | 322 | $ - | 73,082 | $ 73 | $ 377,606,507 | $ (362,269,015) | $ 15,337,565 |
| Issuance of common stock upon conversion of Series Z Preferred | (322) | - | 8,680 | $ 9 | $ (9) | - | - |
| Common stock issued for cash, net issuance costs | - | - | 16,741 | $ 17 | $ 2,841,164 | - | $ 2,841,181 |
| Common stock issued for services rendered and to be rendered | - | - | 1,840 | $ 2 | $ 254,446 | - | $ 254,448 |
| Common stock issued for the exercise of warrants for cash | - | - | 10,343 | $ 10 | $ 15,501 | - | $ 15,511 |
| Issuance of common stock upon cashless exercise of warrants | - | - | 2,410 | $ 2 | $ (2) | - | - |
| Debt discount for warrants issued in senior secured debt placement | - | - | - | - | $ 3,279,570 | - | $ 3,279,570 |
| Debt discount for warrants issued as commission for senior secured debt placement | - | - | - | - | $ 753,567 | - | $ 753,567 |
| Deemed dividend for the reduction of the conversion price of a debt note | - | - | - | - | $ 5,022,200 | $ (5,022,200) | - |
| Deemed dividend for the reduction of the exercise price of warrants | - | - | - | - | $ 1,638,952 | $ (1,638,952) | - |
| Net loss | | | | | | $ (26,935,990) | $ (26,935,990) |
| Balance at December 31, 2023 | - | $ - | 113,096 | $ 113 | $ 391,411,896 | $ (395,866,157) | $ (4,454,148) |

The accompanying notes are an integral part of these consolidated financial statements.

**GREENWAVE TECHNOLOGY SOLUTIONS, INC.**
**CONSOLIDATED STATEMENTS OF CASHFLOWS**

| | For the Year Ended December 31 , | |
|---|---|---|
| | 2024 | 2023 |
| Cash flows from operating activities: | | |
| Net loss | $ (23,917,353) | $ (26,935,990) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization of intangible assets | 7,337,893 | 5,814,880 |
| Amortization of right of use assets, net - related-party | 324,608 | 1,250,218 |
| Amortization of right of use assets, net | - | 392,050 |
| Interest and amortization of debt discount | 5,364,703 | 8,897,267 |
| Loss on conversion of debt | 14,213,480 | |
| Loss on assets | - | 197,458 |
| Loss on assets - related-party | 12,338,550 | 9,850,850 |
| Impairments on equipment | 439,086 | - |
| Gain on termination of lease | - | (108,863) |
| Gain on settlement of non-convertible notes payable, accrued interest, and advances | (1,056,962) | (632,540) |
| Stock based compensation | 823,500 | |
| Warrants issued for services | 3,004,909 | 171,239 |
| Loss on extinguishment | 16,351,827 | - |
| Equity issued for warrant inducement | 3,029,927 | - |
| Gain on deferred revenue | - | (25,000) |
| Change in fair value of derivative liabilities | (48,314,949) | - |
| Changes in operating assets and liabilities: | | |
| Due to related party | (1,685,205) | 1,824,318 |
| Inventories | (2,689,254) | (10,782) |
| Accounts receivable | (745,477) | (431,155) |
| Prepaid expenses | (687,194) | (200,590) |
| Security deposit | - | (25,000) |
| Accounts payable and accrued expenses | (969,383) | (856,151) |
| Accrued payroll and related expenses | (156,582) | 614,271 |
| Principal payments made on operating lease liability - related-party | (83,430) | (1,477,285) |
| Principal payments made on operating lease liability | (177,417) | (142,505) |
| Net cash used in operating activities | (17,254,723) | (1,833,310) |
| | | |
| Cash flows from investing activities: | | |
| Purchases of property and equipment - related party | (3,582,181) | (1,760,945) |
| Cash received for the advance given for asset | - | 82,769 |
| Purchases of property and equipment | (12,339,809) | - |
| Net cash used in investing activities | (15,921,990) | (1,678,176) |
| | | |
| Cash flows from financing activities: | | |
| Bank overdrafts | 112,933 | 118,763 |
| Proceeds from sale of common stock and warrants | 40,369,115 | 2,841,181 |
| Proceeds from warrant exercises | 2,834,741 | 15,511 |
| Proceeds from issuance of convertible notes | - | 13,118,750 |
| Repayments of convertible notes | (1,497,083) | - |
| Proceeds from bridge financing | - | 825,000 |
| Proceeds from issuance of non-convertible notes payable | - | 1,000,000 |
| Repayment of non-convertible notes payable - Related party | (4,008,057) | - |
| Repayment of non-convertible notes payable | (2,910,193) | (4,858,587) |
| Proceeds from factoring | 2,843,950 | 3,746,109 |
| Repayments of factoring | (3,538,388) | (12,570,886) |
| Net cash provided by financing activities | 34,207,018 | 4,235,841 |
| | | |
| Net increase (decrease) in cash | 1,030,305 | 724,355 |
| | | |
| Cash, beginning of year | 1,546,159 | 821,804 |
| | | |
| Cash, end of year | $ 2,576,464 | $ 1,546,159 |
| | | |
| Supplemental disclosures of cash flow information: | | |
| Cash paid during period for interest | $ 365,000 | $ 593,072 |
| Cash paid during period for taxes | $ - | $ - |
| | | |
| Supplemental disclosure of non-cash investing and financing activities: | | |
| Equipment purchases from issuance of related-party note payable | $ - | $ 17,218,350 |
| Deemed dividend for conversion price reduction of note | $ 23,953,940 | $ 5,022,200 |
| Factoring proceeds utilized for payoff of factoring liabilities | $ - | $ 5,004,393 |
| Debt discount for warrants issued in senior secured debt placement | $ - | $ 4,033,036 |
| Equipment purchased by issuance of non-convertible notes payable | $ - | $ 3,221,634 |
| Deemed dividend for exercise price reduction of warrants | $ 52,574,896 | $ 1,638,952 |
| Exchange of related party notes to Series D Preferred | $ 10,000,000 | $ - |
| Exchange of bridge notes to convertible notes | $ - | $ 990,000 |
| Assets taken over by related party | $ - | $ 582,063 |
| Increase in right of use assets and operating lease liabilities | $ 1,070,298 | $ 199,466 |
| Common shares issued upon conversion of Series Z Preferred | $ 1,333 | $ 1,303 |
| Common shares issued for cashless exchange of warrants | $ 11,807 | $ 360 |
| Rounding for reverse split | $ 156 | $ - |

| | | |
|---|---|---|
| Legal fees paid out of warrant exercise | $ 139,955 | $ - |
| Assets purchased adjusted from accounts receivables | $ 137,500 | $ - |
| Common shares issued upon conversion of convertible notes and accrued interest | $ 2,890,818 | $ - |
| Land purchased with deed of trust notes | $ 11,699,916 | $ - |
| Land purchase with issuance of Series A-1 Preferred | $ 3,300,084 | $ - |

The accompanying notes are an integral part of these consolidated financial statements.

**NOTE 1 – NATURE OF OPERATIONS AND BASIS OF PRESENTATION**

Greenwave Technology Solutions, Inc. ("Greenwave" or the "Company") was incorporated in the State of Delaware on April 26, 2013 as a technology platform developer under the name MassRoots, Inc. The Company sold its social media assets in October 2021 and has discontinued all operations related to this business. On September 30, 2021, we closed our acquisition of Empire Services, Inc. ("Empire"), which operates 13 metal recycling facilities in Virginia, North Carolina, and Ohio. The acquisition was effective October 1, 2021 upon the effectiveness of the Certificate of Merger in Virginia.

In December 2022, we began offering hauling services to corporate clients. We haul sand, dirt, asphalt, metal, and other materials in a fleet of approximately 75 trucks which we own, manage, and maintain.

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for financial information and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Our consolidated financial statements include the accounts of Empire Services, Inc., Liverman Metal Recycling, Inc., Empire Staffing, LLC, Scrap App, Inc., and Greenwave Elite Sports Facility, Inc., our wholly owned subsidiaries.

**NOTE 2 – GOING CONCERN AND MANAGEMENT'S LIQUIDITY PLANS**

As of December 31, 2024, the Company had cash of $2,576,464 and a working capital deficit (current liabilities in excess of current assets) of $(13,453,459). During the year ended December 31, 2024, the net cash used in operating activities was $(17,254,723). The accumulated deficit as of December 31, 2024 was $(496,312,346). These conditions raise substantial doubt about the Company's ability to continue as a going concern for one year from the issuance of the consolidated financial statements.

During the year ended December 31, 2024, there were proceeds from warrant exercises of $2,834,741, proceeds from the sale of common stock and warrants of $40,369,115, proceeds from bank overdrafts of $112,933, and proceeds from factoring advances of $2,843,950.

If the Company raises additional funds by issuing equity securities, its stockholders would experience dilution. Additional debt financing, if available, may involve covenants restricting its operations or its ability to incur additional debt. Any additional debt financing or additional equity that the Company raises may contain terms that are not favorable to it or its stockholders and require significant debt service payments, which diverts resources from other activities. The Company's ability to raise additional capital will be impacted by market conditions and the price of the Company's common stock.

Accordingly, the accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business for one year from the date the consolidated financial statements are issued. The carrying amounts of assets and liabilities presented in the consolidated financial statements do not necessarily purport to represent realizable or settlement values. The consolidated financial statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

**NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Principles of Consolidation**

The consolidated financial statements include the accounts of Greenwave Technology Solutions, Inc. and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, 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. Significant estimates include estimates used in the calculation of stock-based compensation, fair values relating to derivative liabilities, payroll tax liabilities with interest and penalties, deemed dividends, allowance for doubtful accounts, assumptions used in right-of-use and lease liability calculations, valuations and impairments of goodwill and intangible assets acquired in business combination, estimated useful life of long-lived assets and finite life tangible assets, derivative liability, extinguishment & modification of debt and the valuation allowance related to deferred tax assets. Actual results may differ from these estimates.

**Fair Value of Financial Instruments**

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Subtopic 825-10, "Financial Instruments" ("ASC 825-10") requires disclosure of the fair value of certain financial instruments. The estimated fair value of certain financial instruments, including cash, accounts payable and accrued liabilities are carried at historical cost basis, which approximates their fair value because of the short-term maturity of these instruments. All other significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the consolidated financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk.

The Company follows ASC 825-10, which permits entities to choose to measure many financial instruments and certain other items at fair value.

**Cash**

For purposes of the consolidated statements of cash flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents. As of December 31, 2024 and 2023, the Company had no cash equivalents. The Company maintains its cash in banks insured by the Federal Deposit Insurance Corporation in accounts that at times may be in excess of the federally insured limit of $250,000 per bank. The Company minimizes this risk by placing its cash deposits with multiple major financial institutions. At December 31, 2024 and 2023, the uninsured balances amounted to $2,363,785 and $1,267,659, respectively.

**Property and Equipment, net**

We state property and equipment at cost or, if acquired through a business combination, fair value at the date of acquisition. We calculate depreciation and amortization using the straight-line method over the estimated useful lives of the assets, except for our leasehold improvements, which are depreciated over the shorter of their estimated useful lives or their related lease term. Upon the sale or retirement of assets, the cost and related accumulated depreciation are removed from our accounts and the resulting gain or loss is credited or charged to income. We expense costs for repairs and maintenance when incurred. Our property and equipment is pledged as collateral for certain non-convertible notes, see "Note 8 – Advances and Non-Convertible Notes Payable."

**Cost of Revenue**

The Company's cost of revenue consists primarily of the costs of purchasing metal from its suppliers, direct costs of providing hauling costs to customers, and cost of other revenue, including sand.

**Related Party Transactions**

Parties are considered related to the Company if the parties, directly or indirectly, through one or more intermediaries, control, are controlled by, or are under common control with the Company. Related parties also include principal owners of the Company, its management, members of the immediate families of principal owners of the Company and its management and other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. The Company discloses all related party transactions. See Note 19 – Related Party Transactions.

**Leases**

The Company accounts for its leases under ASC 842, Leases. Under this guidance, arrangements meeting the definition of a lease are classified as operating or financing leases and are recorded on the consolidated balance sheet as both a right of use asset and lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate. Lease liabilities are increased by interest and reduced by payments each period, and the right of use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right of use asset result in straight-line rent expense over the lease term. Variable lease expenses, if any, are recorded when incurred.

In calculating the right of use asset and lease liability, the Company elected to combine lease and non-lease components. The Company excluded short-term leases having initial terms of 12 months or less from the new guidance as an accounting policy election and recognizes rent expense on a straight-line basis over the lease term. See Note 12 – Leases.

**Commitments and Contingencies**

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. Except as set forth below, we are currently not aware of any such legal proceedings or claims that will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results. See Note 11 – Commitments and Contingencies.

**Revenue Recognition**

The Company's revenues are accounted for under ASC Topic 606, "Revenue From Contracts With Customers" ("ASC 606") and generally do not require significant estimates or judgments based on the nature of the Company's revenue streams. The sales prices are generally fixed at the point of sale and all consideration from contracts is included in the transaction price. The Company's contracts do not include multiple performance obligations or material variable consideration.

In accordance with ASC 606, the Company recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company recognizes revenue in accordance with that core principle by applying the following:

(i) Identify the contract(s) with a customer;

(ii) Identify the performance obligation in the contract;

(iii) Determine the transaction price;

(iv) Allocate the transaction price to the performance obligations in the contract; and

(v) Recognize revenue when (or as) the Company satisfies a performance obligation.

The Company primarily generates revenue by purchasing scrap metal from businesses and retail suppliers, processing it, and selling the ferrous and non-ferrous metals to customers. The Company also provides hauling services to certain corporate clients. The Company realizes revenue upon the fulfilment of its performance obligations to customers.

**Accounts Receivable**

Accounts receivable represent amounts primarily due from customers on products and services rendered. These accounts receivable, which are reduced by an allowance for credit losses, are recorded at the invoiced amount and do not bear interest. The Company extends credit to customers under contracts containing customary and explicit payment terms, and payment is generally required within 1 to 30 days of shipment or the services being rendered.

The Company evaluates the collectability of its accounts receivable based on a combination of factors, including whether sales, the aging of customer receivable balances, historical collection rates, and economic trends. Management uses this evaluation to estimate the amount of customer receivables that may not be collected in the future and records a provision for expected credit losses. Accounts are written off when all efforts to collect have been exhausted. As of December 31, 2024 and 2023, the accounts receivable balances amounted to $1,254,390 and $646,413, respectively.

**Inventories**

Although we ship the ferrous and non-ferrous metals we purchase from suppliers multiple times per day, we do maintain inventories. We calculate the value of the inventories on hand, which consist of processed and unprocessed scrap metal (ferrous and nonferrous), used and salvaged vehicles, and supplies, based on the net realizable value or the cost of the inventories, whichever is less. We calculate the cost of the inventory based on the first-in-first-out (FIFO) methodology. We calculate the value of finished products based on their net realizable value as their cost basis is not readily available. The value of our inventories was $2,889,682 and $200,428, respectively, as of December 31, 2024 and 2023. See "Note 5 – Inventories."

**Advertising**

The Company charges the costs of advertising to expense as incurred. Advertising costs were $53,147 and $414,194 for the year ended December 31, 2024 and 2023, respectively.

**Stock-Based Compensation**

Stock-based compensation expense is measured at the grant date fair value of the award and is expensed over the requisite service period. For stock-based awards to employees, non-employees and directors, the Company calculates the fair value of the award on the date of grant using the Black-Scholes option pricing model. Determining the fair value of stock-based awards at the grant date under this model requires judgment, including estimating volatility, employee stock option exercise behaviors and forfeiture rates. The assumptions used in calculating the fair value of stock-based awards represent the Company's best estimates, but these estimates involve inherent uncertainties and the application of management's judgment.

**Income Taxes**

The Company follows ASC Subtopic 740-10, "Income Taxes" ("ASC 740-10") for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled. Deferred income tax expenses or benefits are based on the changes in the asset or liability during each period.

If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change. Deferred income taxes may arise from temporary differences resulting from income and expense items reported for financial accounting and tax purposes in different periods. See "Note 18 – Income Taxes."

**Convertible Instruments**

U.S. GAAP requires companies to bifurcate conversion options from their host instruments and account for them as freestanding derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur, and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

An exception to this rule is when the host instrument is deemed to be conventional, as that term is described under ASC 480, "Distinguishing Liabilities From Equity."

**Deemed Dividends**

The Company records, when necessary, deemed dividends for: (i) warrant price protection, based on the difference between the fair value of the warrants immediately before and after the repricing (inclusive of any full ratchet provisions); (ii) the exchange of preferred shares for convertible notes, based on the amount of the face value of the convertible notes in excess of the carrying value of the preferred shares; (iii) the settlement of warrant provisions, based on the fair value of the common shares issued; and (iv) amortization of discount on preferred stock resulting from recognition of a beneficial conversion feature.

**Issuance of Debt Instruments With Detachable Stock Purchase Warrants**

Proceeds from the issuance of a debt instrument with stock purchase warrants (detachable call options) are allocated to the two elements based on the relative fair values of the debt instrument without the warrants and of the warrants themselves at time of issuance. The portion of the proceeds allocated to the warrants are recorded as additional paid-in capital. The remainder of the proceeds are allocated to the debt instrument portion of the transaction. Such issuances generally result in a discount (or, occasionally, a reduced premium) relative to the debt instrument, which is amortized to interest expense using the effective interest rate method.

**Derivative Financial Instruments**

The Company classifies as equity any contracts that: (i) require physical settlement or net-share settlement; or (ii) provide the Company with a choice of net-cash settlement or settlement in its own shares (physical settlement or net-share settlement) providing that such contracts are indexed to the Company's own stock. The Company classifies as assets or liabilities any contracts that: (i) require net-cash settlement (including a requirement to net cash settle the contract if an event occurs and if that event is outside the Company's control); or (ii) gives the counterparty a choice of net-cash settlement or settlement in shares (physical settlement or net-share settlement). The Company assesses classification of its common stock purchase warrants and other freestanding derivatives at each reporting date to determine whether a change in classification between assets and liabilities is required.

The Company's freestanding derivatives consisted of warrants to purchase common stock that were issued in connection with the issuance of debt and the sale of common shares, and of embedded conversion options within convertible notes. The Company evaluated these derivatives to assess their proper classification in the balance sheet as of December 31, 2024 and 2023 using the applicable classification criteria enumerated under ASC 815, "Derivatives and Hedging." The Company determined that certain embedded conversion and/or exercise features did not contain fixed settlement provisions. The convertible notes contained a conversion feature such that the Company could not ensure it would have adequate authorized shares to meet all possible conversion demands. As such, the Company was required to record the derivatives which do not have fixed settlement provisions as liabilities and mark to market all such derivatives to fair value at the end of each reporting period. The Company also records derivative liabilities for instruments, including convertible notes, preferred stock, and warrants, in which the Company does not have sufficient authorized shares to cover the conversion of these instruments into shares of common stock.

**Environmental Remediation Liability**

The operations of the Company, like those of other companies in its industry, are subject to various domestic and foreign environmental laws and regulations. These laws and regulations not only govern current operations and products, but also impose potential liability on the Company for past operations. Management expects environmental laws and regulations to impose increasingly stringent requirements upon the Company and the industry in the future. Management believes that the Company conducts its operations in compliance with applicable environmental laws and regulations and has implemented various programs designed to protect the environment and promote continued compliance.

The Company continuously assesses its potential liability for remediation-related activities and adjusts its environmental-related accruals as information becomes available upon which more accurate costs can be reasonably estimated and as additional accounting guidelines are issued. At December 31, 2024 and 2023, the Company had accruals reported on the balance sheet as current liabilities of $0 and $0, respectively.

Actual costs incurred may vary from the accrued estimates due to the inherent uncertainties involved including, among others, the nature and magnitude of the wastes involved, the various technologies that can be used for remediation and the determination of acceptable remediation with respect to a particular site. Additionally, costs for environmental-related activities may not be reasonably estimable and therefore would not be included in our current liabilities.

**Long-Lived Assets**

The Company reviews its property and equipment and any identifiable intangibles for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The test for impairment is required to be performed by management at least annually. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted operating cash flow expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell. Intangible assets are stated at cost and reviewed annually to examine any impairments, usually assuming an estimated useful life of five to ten years. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings. The estimated useful lives of the Intellectual Property, Customer List, and Licenses assumed in the Empire acquisition is 5 years, 10 years, and 10 years, respectively. See Note 7 – Amortization of Intangible Assets.

**Factoring Agreements**

We have entered into factoring agreements with various financial institutions to receive cash for our future revenues. These transactions are treated as a debt instrument and are accounted for as a liability because the Company makes weekly payments towards the balance and fees. We utilize factoring arrangements as an integral part of our financing for working capital. Any change in the availability of these factoring arrangements could have a material adverse effect on our financial condition. As of December 31, 2024 and 2023, the Company owed $0 and $0, net of debt discounts of $0 and $0, respectively for factoring advances. See "Note 8 – Advances and Non-Convertible Notes Payable."

**Segment Reporting**

Operating segments are defined as components of an enterprise for which separate financial information is available and evaluated regularly by the Chief Executive Officer, or decision-making group, in deciding the method to allocate resources and assess performance. The Company currently has one reportable segment for financial reporting purposes, which represents the Company's core business. The Company adopted ASU 2023-07 for the year ended December 31, 2024. See *Note 20 – Segment Reporting.*

**Net Earnings (Loss) Per Common Share**

The Company computes earnings (loss) per share under ASC subtopic 260-10, Earnings Per Share. Net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the year. Diluted earnings per share, if presented, would include the dilution that would occur upon the exercise or conversion of all potentially dilutive securities into common stock using the "treasury stock" and/or "if converted" methods, as applicable.

The computation of basic and diluted income (loss) per share, for the year ended December 31, 2024 and 2023 excludes potentially dilutive securities when their inclusion would be anti-dilutive, or if their exercise prices were greater than the average market price of the common stock during the period.

Potentially dilutive securities excluded from the computation of basic and diluted net loss per share are as follows:

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Common shares issuable upon conversion of convertible notes | - | 147,059 |
| Options to purchase common shares | 729 | 754 |
| Warrants to purchase common shares | 11,473,885 | 124,332 |
| Common shares issuable upon conversion of preferred stock | 11,740,962 | - |
| Total potentially dilutive shares | 23,215,576 | 272,145 |

On May 31, 2024, the Company completed 1-for-150 reverse stock split. Pursuant to GAAP, the Company retrospectively recasted and restated the weighted-average shares included within its consolidated statements of operations for the years ended December 31, 2024 and 2023. The basic and diluted weighted-average common shares are retroactively converted to shares of the Company's common stock to conform to the recasted consolidated statements of stockholders' equity.

**Recent Accounting Pronouncements**

***Income Taxes***

In December 2023, the FASB issued Accounting Standards Update No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* ("ASU 2023-09"). ASU 2023-09 requires enhanced disclosures surrounding income taxes, particularly related to rate reconciliation and income taxes paid information. In particular, on an annual basis, companies will be required to disclose specific categories in the rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. Companies will also be required to disclose, on an annual basis, the amount of income taxes paid, disaggregated by federal, state, and foreign taxes, and also disaggregated by individual jurisdictions above a quantitative threshold. The standard is effective for the Company for annual periods beginning January 1, 2025 on a prospective basis, with retrospective application permitted for all prior periods presented. The Company will adopt ASU 2023-09 for the annual period ending December 31, 2025 and is currently evaluating the impact of this guidance on its disclosures.

***Segment Reporting***

In November 2023, the FASB issued Accounting Standards Update No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* ("ASU 2023-07"). ASU 2023-07 requires enhanced disclosures surrounding reportable segments, particularly (i) significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and included in the reported measure(s) of a segment's profit and loss and (ii) other segment items that reconcile segment revenue and significant expenses to the reported measure(s) of a segment's profit and loss, both on an annual and interim basis. Companies are also required to provide all annual disclosures currently required under Topic 280 in interim periods, in addition to disclosing the title and position of the CODM and how the CODM uses the reported measure(s) of segment profit and loss in assessing segment performance and allocating resources. The Company adopted ASU 2023-07 for the year ended December 31, 2024.

***Disaggregation of Income Statement Expenses***

In November 2024, the FASB issued Accounting Standards Update No. 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40)* ("ASU 2024-03"). ASU 2024-03 requires specified information about certain costs and expenses be disclosed in the notes to the financial statements, including the expense caption on the face of the income statement in which they are disclosed, in addition to a qualitative description of remaining amounts not separately disaggregated. Entities will also be required to disclose their definition of "selling expenses" and the total amount in each annual period. The standard is effective for the Company for annual periods beginning January 1, 2027 and for interim periods beginning January 1, 2028, with updates applied either prospectively or retrospectively. Early adoption is permitted. The Company is currently evaluating the impact of this guidance on its disclosures.

There are other various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

**NOTE 4 – CONCENTRATIONS OF RISK**

The Company had a concentration of suppliers during fiscal year 2023. During the year ended December 31, 2023, two suppliers accounted for $609,119 and $374,800, or 2.88% and 1.77% of our cost of goods sold.

During the year ended December 31, 2024, no supplier accounted for more than 5% of the Company's cost of revenues.

Accounts Receivable

The Company has a concentration of credit risk with its accounts receivable balance. At December 31, 2024, six certain large customers individually accounted for $156,535, $145,703, $140,978, $130,518, $109,900, $83,387, and $67,214, or 12.48%, 11.62%, 11.24%,10.40%, 8.76%, 6.65%, and 5.36%, respectively. At December 31, 2023, six certain large customers individually accounted for $154,090, $95,510, $95,219, $62,057, $59,932, and $54,007, or 23.84%, 14.78%, 14.74%, 9.60%, 9.27%, and 8.35%, respectively.

Customer Concentrations

The Company has a concentration of customers. For the fiscal year ended December 31, 2024, two large customers individually accounted for $18,654,928 and $1,683,325, or approximately 55.99% and 5.05% of our revenues, respectively. For the fiscal year ended December 31, 2023, two large customers individually accounted for $20,716,044 and $2,001,847, or approximately 58.08% and 5.61% of our revenues, respectively.

The Company's sales are concentrated in the Virginia and northeastern North Carolina markets.

**NOTE 5 – INVENTORIES**

Inventories consisted of the following as of:

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Processed and unprocessed scrap metal | $ 2,889,682 | $ 200,428 |
| Finished products | - | - |
| Inventories | $ 2,889,682 | $ 200,428 |

**NOTE 6 – PROPERTY AND EQUIPMENT**

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 paid 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.

Property and equipment as of December 31, 2024 and 2023 is summarized as follows:

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Machinery & Equipment | $ 18,467,955 | $ 18,028,893 |
| Furniture & Fixtures | 6,128 | 6,128 |
| Vehicles | 20,679,716 | 7,149,919 |
| Leaseholder Improvement | 1,886,384 | 1,862,593 |
| Land | 3,641,579 | 980,129 |
| Buildings | 724,170 | 724,170 |
| Subtotal | 45,405,932 | 28,751,832 |
| Less accumulated depreciation | (7,974,269) | (5,256,392) |
| Property and equipment, net | $ 37,431,663 | $ 23,495,440 |

Depreciation expense for the years ended December 31, 2024 and 2023 was $4,379,393 and $2,856,380, respectively. Impairment of equipment for the years ended December 31, 2024 and 2023 was $439,086 and $0, respectively. Loss on assets for the years ended December 31, 2024 and 2023 was $12,338,550 and $9,850,850, respectively due to loss on a related-party asset purchase. Loss on assets for the years ended December 31, 2024 and 2023 was $0 and $197,458, respectively due to loss on a non related-party asset purchase. For the year ended December 31, 2024, the Company wrote off its fully depreciated equipment in the amount of $1,474,750. Also company fully wrote off impaired equipment in the amount of $624,462.

**NOTE 7 – AMORTIZATION OF INTANGIBLE ASSETS**

All of the Company's current identified intangible assets were assumed upon consummation of the Empire acquisition on October 1, 2021. Identified intangible assets consisted of the following at the dates indicated below:

| | December 31, 2024 | | | Remaining |
|---|---|---|---|---|
| | Gross carrying amount | Accumulated amortization | Carrying value | estimated useful life |
| Intellectual Property | $ 3,036,000 | $ (1,973,400) | $ 1,062,600 | 2 years |
| Customer List | 2,239,000 | (727,675) | 1,511,325 | 7 years |
| Licenses | 21,274,000 | (6,914,050) | 14,359,950 | 7 years |
| Total intangible assets, net | $ 26,549,000 | $ (9,615,125) | $ 16,933,875 | |

| | December 31, 2023 | | | Remaining |
|---|---|---|---|---|
| | Gross carrying amount | Accumulated amortization | Carrying value | estimated useful life |
| Intellectual Property | $ 3,036,000 | $ (1,366,200) | $ 1,669,800 | 3 years |
| Customer List | 2,239,000 | (503,775) | 1,735,225 | 8 years |
| Licenses | 21,274,000 | (4,786,650) | 16,487,350 | 8 years |
| Total intangible assets, net | $ 26,549,000 | $ (6,656,625) | $ 19,892,375 | |

There were no intangible assets acquired during the years ended December 31, 2024 and 2023.

Amortization expense for intangible assets was $2,958,500 and $2,958,500 for the years ended December 31, 2024 and 2023, respectively. Total estimated amortization expense for our intangible assets for the years 2025 through 2029 is as follows:

| **Year ended December 31,** | | |
|---|---|---|
| 2025 | $ | 2,958,500 |
| 2026 | | 2,806,700 |
| 2027 | | 2,351,300 |
| 2028 | | 2,351,300 |
| 2029 | | 2,351,300 |
| Thereafter | | 4,114,775 |

**NOTE 8 – ADVANCES AND NON-CONVERTIBLE NOTES PAYABLE**

**Factoring Advances**

On December 8, 2022, the Company entered into a revenue factoring advance in the principal amount of $3,025,000 for a purchase price of $2,500,000. The Company's Chief Executive Officer was personally liable for this factoring advance. The Company was required to make weekly payments in the amount $60,020 through December 2023. The advance matured on December 15, 2023. There was amortization of debt discount of $0 and $492,540 during the years ended December 31, 2024 and 2023, respectively. The Company made cash repayments of $0 and $695,198 during the years ended December 31, 2024 and 2023, respectively. The remaining $2,149,742 balance was repaid out of the proceeds of another advance during the year ended December 31, 2023. As of December 31, 2024 and 2023, the revenue factoring advance had a balance of $0 and $0, net an unamortized debt discount of $0 and $0, respectively.

On December 8, 2022, the Company entered into a revenue factoring advance in the principal amount of $1,815,000 for a purchase price of $1,470,000. The Company's Chief Executive Officer was personally liable for this factoring advance. The Company was required to make weekly payments in the amount $34,904 through December 2023. The advance matured on December 15, 2023. There was amortization of debt discount of $0 and $323,669 during the years ended December 31, 2024 and 2023, respectively. The Company made cash repayments of $0 and $408,136 during the years ended December 31, 2024 and 2023, respectively. The remaining $1,302,152 balance was repaid out of the proceeds of another advance during the year ended December 31, 2023. As of December 31, 2024 and 2023, the revenue factoring advance had a balance of $0 and $0, net an unamortized debt discount of $0 and $0, respectively.

On December 29, 2022, the Company entered into a revenue factoring advance in the principal amount of $1,474,000 for a purchase price of $1,067,000. The Company's Chief Executive Officer is personally liable for this factoring advance. The Company is required to make weekly payments in the amount $28,346 through January 2024. The advance matures on January 4, 2024. There was amortization of debt discount of $0 and $404,812 during the years ended December 31, 2024 and 2023, respectively. The Company made cash repayments of $0 and $1,474,000 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the revenue factoring advance had a balance of $0 and $0, net an unamortized debt discount of $0 and $0, respectively.

On January 17, 2023, the Company entered into a revenue factoring advance in the principal amount of $770,000 for a purchase price of $550,000. There was an origination fee of $50,000. The Company's Chief Executive Officer was personally liable for this factoring advance. The Company was required to make weekly payments in the amount $24,062 through June 2023. The advance matured on June 17, 2023. There was amortization of debt discount of $0 and $270,000 during the years ended December 31, 2023 and 2024, respectively. The Company made cash repayments of $0 and $192,500 and the remaining balance of $0 and $548,625 was repaid out of the proceeds of another advance during the years ended December 31, 2024 and 2023, respectively. There was a $0 and $28,875 gain on settlement of the advance during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the revenue factoring advance had a balance of $0 and $0, net an unamortized debt discount of $0 and $0, respectively.

On January 17, 2023, the Company entered into a revenue factoring advance in the principal amount of $1,400,000 for a purchase price of $1,000,000. There was an origination fee of $100,000. The Company's Chief Executive Officer was personally liable for this factoring advance. The Company was required to make weekly payments in the amount $43,750 through June 2023. The advance matured on June 17, 2023. There was amortization of debt discount of $0 and $500,000 during the years ended December 31, 2024 and 2023, respectively. The Company made cash repayments of $0 and $350,000 during the years ended December 31, 2024 and 2023, respectively. The remaining balance of $1,003,870 was repaid out of the proceeds of another advance during the year ended December 31, 2023. There was a $0 and $46,130 gain on settlement of the advance during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the revenue factoring advance had a balance of $0 and $0, net an unamortized debt discount of $0 and $0, respectively.

On March 29, 2023, the Company entered into a revenue factoring advance in the principal amount of $2,902,500 for a purchase price of $2,250,000. There was an origination fee of $67,500. The proceeds of $2,182,500 were used to pay off other advances and there were no cash proceeds. The Company's Chief Executive Officer was personally liable for this factoring advance. The Company was required to make weekly payments in the amount $54,764 through April 2024. The advance matured on April 24, 2024. There was amortization of debt discount of $0 and $652,500 during the years ended December 31, 2024 and 2023, respectively. The Company made cash repayments of $0 and $2,744,950 during the years ended December 31, 2024 and 2023, respectively. There was a gain of settlement of $0 and $157,550 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the revenue factoring advance had a balance of $0 and $0, net an unamortized debt discount of $0 and $0, respectively.

On March 29, 2023, the Company entered into a revenue factoring advance in the principal amount of $4,386,000 for a purchase price of $3,400,000. There was an origination fee of $102,000. There were cash proceeds of $476,109 and the remaining proceeds of $2,821,891 were used to pay off other advances. The Company's Chief Executive Officer was personally liable for this factoring advance. The Company was required to make weekly payments in the amount $82,755 through April 2024. The advance matured on April 24, 2024. There was amortization of debt discount of $0 and $986,000 during the years ended December 31, 2024 and 2023, respectively. The Company made cash repayments of $0 and $4,080,105 during the years ended December 31, 2024 and 2023, respectively. There was a gain of settlement of $0 and $305,895 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the revenue factoring advance had a balance of $0 and $0, net an unamortized debt discount of $0 and $0, respectively.

On May 26, 2023, the Company entered into a revenue factoring advance in the principal amount of $917,000 for a purchase price of $700,000. There was an origination fee of $21,000. There were cash proceeds of $679,000. The Company's Chief Executive Officer was personally liable for this factoring advance. The Company was required to make weekly payments in the amount $17,635 through May 2024. The advance matured on May 26, 2024. There was amortization of debt discount of $0 and $238,000 during the years ended December 31, 2024 and 2023, respectively. The Company made cash repayments of $0 and $861,000 during the years ended December 31, 2024 and 2023, respectively. There was a gain of settlement of $0 and $56,000 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the revenue factoring advance had a balance of $0 and $0, net an unamortized debt discount of $0 and $0, respectively.

On May 26, 2023, the Company entered into a revenue factoring advance in the principal amount of $393,000 for a purchase price of $300,000. There was an origination fee of $9,000. There were cash proceeds of $291,000. The Company's Chief Executive Officer was personally liable for this factoring advance. The Company was required to make weekly payments in the amount $7,558 through May 2024. The advance matures on May 26, 2024. There was amortization of debt discount of $0 and $102,000 during the years ended December 31, 2024 and 2023, respectively. The Company made cash repayments of $0 and $375,000 during the years ended December 31, 2024 and 2023, respectively. There was a gain of settlement of $0 and $18,000 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the revenue factoring advance had a balance of $0 and $0, net an unamortized debt discount of $0 and $0, respectively.

On June 7, 2023, the Company entered into a revenue factoring advance in the principal amount of $1,400,000 for a purchase price of $910,000. There was an origination fee of $90,000. There were cash proceeds of $820,000 during the nine months ended September 30, 2023. The Company's Chief Executive Officer was personally liable for this factoring advance. The Company was required to make weekly payments in the amount $51,785 through March 2024. The advance matured on March 7, 2024. There was amortization of debt discount of $0 and $490,000 during the years ended December 31, 2024 and 2023, respectively. The Company made cash repayments of $0 and $1,379,910 during the years ended December 31, 2024 and 2023, respectively. There was a gain of settlement of $0 and $20,090 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the revenue factoring advance had a balance of $0 and $0, net an unamortized debt discount of $0 and $0, respectively.

On February 1, 2024, the Company entered into a revenue factoring advance in the principal amount of $1,340,000 for a purchase price of $970,000. There was an origination fee of $30,000. There were cash proceeds of $970,000 during the year ended December 31, 2024. The Company's Chief Executive Officer was personally liable for this factoring advance. The Company was required to make weekly payments in the amount $25,800 through January 2025. The advance matured on January 23, 2025. There was amortization of debt discount of $370,000 during the year ended December 31, 2024. The Company made cash repayments of $606,400 during the year ended December 31, 2024. The Company realized a $733,600 gain on settlement during the year ended December 31, 2024. As of December 31, 2024, the revenue factoring advance had a balance of $0, net an unamortized debt discount of $0. The advance is retired.

On February 7, 2024, the Company entered into a revenue factoring advance in the principal amount of $822,000 for a purchase price of $572,950. There was an origination fee of $27,050. There were cash proceeds of $572,950 during the year ended December 31, 2024. The Company's Chief Executive Officer was personally liable for this factoring advance. The Company was required to make weekly payments in the amount $30,444 through August 2024. The advance matured on August 31, 2024. There was amortization of debt discount of $249,050 during the year ended December 31, 2024. The Company made cash repayments of $668,556 during the year ended December 31, 2024. There was a gain on settlement $153,444 during the year ended December 31, 2024. As of December 31, 2024, the revenue factoring advance had a balance of $0, net an unamortized debt discount of $0. The advance is retired.

On February 29, 2024, the Company entered into a revenue factoring advance in the principal amount of $559,600 for a purchase price of $376,000. There was an origination fee of $24,000. There were cash proceeds of $376,000 during the year ended December 31, 2024. The Company's Chief Executive Officer was personally liable for this factoring advance. The Company was required to make weekly payments in the amount $25,436 through July 2024. The advance matured on July 15, 2024. There was amortization of debt discount of $183,600 during the year ended December 31, 2024. The Company made cash repayments of $544,745 during the year ended December 31, 2024. There was a gain on settlement $14,855 during the year ended December 31, 2024. As of December 31, 2024, the revenue factoring advance had a balance of $0, net an unamortized debt discount of $0. The advance is retired.

On March 7, 2024, the Company entered into a revenue factoring advance in the principal amount of $1,499,000 for a purchase price of $700,000. There was an origination fee of $300,000. There were cash proceeds of $700,000 during the year ended December 31, 2024. The Company's Chief Executive Officer was personally liable for this factoring advance. The Company was required to make weekly payments in the amount $125,000 through June 2024. The advance matured on June 6, 2024. There was amortization of debt discount of $799,000 during the year ended December 31, 2024. The Company made cash repayments of $1,375,000 during the year ended December 31, 2024. There was a gain on settlement $124,000 during the year ended December 31, 2024. As of December 31, 2024, the revenue factoring advance had a balance of $0, net an unamortized debt discount of $0. The advance is retired.

On March 7, 2024, the Company entered into a revenue factoring advance in the principal amount of $374,750 for a purchase price of $225,000. There was an origination fee of $25,000. There were cash proceeds of $225,000 during the year ended December 31, 2024. The Company's Chief Executive Officer was personally liable for this factoring advance. The Company was required to make weekly payments in the amount $23,422 through July 2024. The advance matured on July 7, 2024. There was amortization of debt discount of $149,750 during the year ended December 31, 2024. The Company made cash repayments of $343,688 during the year ended December 31, 2024. There was a gain on settlement $31,062 during the year ended December 31, 2024. As of December 31, 2024, the revenue factoring advance had a balance of $0, net an unamortized debt discount of $0. The advance is retired.

The remaining advances are for Simple Agreements for Future Tokens, entered into with accredited investors issued pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended, by virtue of Section 4(a)(2) thereof and/or Regulation D thereunder in 2018. As of December 31, 2024and 2023, the Company owed $85,000 for Simple Agreements for Future Tokens.

**Non-Convertible Notes Payable**

On September 23, 2021, the Company entered into a Resolution Agreement with Sheppard, Mullin, Richter & Hampton concerning the $459,250.88 judgement entered against the Company (See *Note 11 – Commitments and Contingencies*). Under the terms of the Resolution Agreement, which the Company has classified as a non-convertible note, the Company was required to make a $25,000 initial payment by September 30, 2021 and is required to make $15,000 monthly payments from October 2021 to January 2023 with a final $10,000 payment due in February 2023. There was amortization of the debt discount of $0 and $3,182 during the years ended December 31, 2024 and 2023, respectively. During the years ended December 31, 2024 and 2023, the Company made $0 and $40,000 in payments towards the Resolution Agreement, respectively. As of December 31, 2024 and 2023, the Resolution Agreement had a balance of $0 and $0, net an unamortized debt discount of $0 and $0, respectively.

On April 11, 2022, the Company entered into a vehicle financing agreement with GM Financial for the purchase of a vehicle for use by the Company's Chief Executive Officer in the principal amount of $74,186. GM Financial financed $65,000 of the purchase price of the vehicle and the Company was required to make a $10,000 down payment. There was a $2,400 rebate applied to the purchase price. The Company is required to make 60 monthly payments of $1,236. During the years ended December 31, 2024 and 2023, the Company made $31,330 and $27,393 in payments towards the financing agreement, respectively. There was amortization of debt discount of $1,792 and $1,592 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the financing agreement had a balance of $4,975 and $34,312, net an unamortized debt discount of $4,306 and $6,298, respectively.

On April 21, 2022, the Company entered into a secured promissory note in the principal amount of $964,470 for the financing and installation of a piece of equipment in the amount $750,000. The Company is required to make monthly payments in the amount $6,665 through October 2022 and monthly payments of $19,260 until October 2026. The note bears an interest rate of 10.6%, is secured by certain assets of the Company, and matures on October 21, 2026. During the years ended December 31, 2024 and 2023, the Company made $202,747 and $354,789 in payments towards the note, respectively. There was amortization of debt discount of 57,294 and $72,932 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the note had a balance of $310,476 and $455,929 net an unamortized debt discount of $49,802 and $107,097, respectively.

On September 1, 2022, the Company entered into a Deed of Trust note for the purchase of land and buildings. The note has a principal amount of $600,000, bears an interest rate of 6.5%, and matures on September 1, 2032. The Company is required to make monthly payments of $4,476 until September 1, 2032, when the remaining principal and accrued interest becomes due. The Company made principal payments of $17,903 and $16,727 during the years ended December 31, 2024 and 2023, respectively. The Company made interest payments of $35,809 and $36,985 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the note had a principal balance of $561,324 and $579,227 and accrued interest of $2,999 and $2,991, respectively.

On September 1, 2022, the Company entered into a Deed of Trust note for the purchase of land and buildings. The note has a principal amount of $600,000, bears an interest rate of 6.5%, and matures on September 1, 2032. The Company is required to make monthly payments of $4,476 until September 1, 2032, when the remaining principal and accrued interest becomes due. The Company made principal payments of $17,903 and $16,727 during the years ended December 31, 2024 and 2023, respectively. The Company made interest payments of $35,809 and $36,985 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the note had a principal balance of $561,324 and $579,227 and accrued interest of $2,999 and $2,991, respectively.

On September 14, 2022, the Company entered into a secured promissory note in the principal amount of $2,980,692 for a purchase price of $2,505,000. The note is secured by certain assets of the Company. The Company is required to make monthly payments in the amount $82,797 through September 2025. The note bears an interest rate of 10.6%, is secured by certain assets of the Company, and matures on September 14, 2025. There was amortization of debt discount of $112,006 and $256,797 during the years ended December 31, 2024 and 2023, respectively. There were payments of $805,182 and $1,374,821 towards the note during the year ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the note had a balance of $575,616, and $1,268,792 net an unamortized debt discount of $59,478 and $171,484, respectively.

On November 28, 2022, the Company entered into a secured promissory note in the principal amount of $1,539,630 for a purchase price of $1,078,502. The note is secured by certain assets of the Company. The Company is required to make monthly payments in the amount of $10,410 through March 2023 and then monthly payments in the amount of $20,950 through March 2029. The note bears an interest rate of 10.6%, is secured by certain assets of the Company, and matures on March 5, 2029. There was amortization of debt discount of $104,107 and $102,505 during the years ended December 31, 2024 and 2023, respectively. There were payments of $220,860 and $390,198 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the note had a balance of $680,674 and $797,427 net an unamortized debt discount of $247,897 and $352,005, respectively.

On November 28, 2022, the Company entered into a secured promissory note in the principal amount of $1,560,090 for a purchase price of $1,092,910. The note is secured by certain assets of the Company. The Company is required to make monthly payments in the amount of $10,630 through March 2023 and then monthly payments in the amount of $21,225 through March 2029. The note bears an interest rate of 10.6%, is secured by certain assets of the Company, and matures on March 5, 2029. There was amortization of debt discount of $107,423 and $103,312 during the years ended December 31, 2024 and 2022, respectively. There were payments of $223,759 and $396,977 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the note had a balance of $689,613 and $805,949 net an unamortized debt discount of $249,740 and $357,164, respectively.

On November 28, 2022, the Company entered into a secured promissory note in the principal amount of $1,597,860 for a purchase price of $1,119,334. The note is secured by certain assets of the Company. The Company is required to make monthly payments in the amount of $10,860 through March 2023 and then monthly payments in the amount of $21,740 through March 2029. The note bears an interest rate of 10.6%, is secured by certain assets of the Company, and matures on March 5, 2029. There was amortization of debt discount of 108,233 and $107,589 during the years ended December 31, 2024 and 2023, respectively. There were payments of $229,388 and $406,295 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the note had a balance of $706,341 and $827,495 net an unamortized debt discount of $255,835 and $364,069, respectively.

On December 15, 2022, the Company entered into a secured promissory note in the principal amount of $1,557,435 for a purchase price of $1,093,380. The note is secured by certain assets of the Company. The Company is required to make monthly payments in the amount of $10,585 through March 2023 and then monthly payments in the amount of $21,190 through March 2029. The note bears an interest rate of 10.6%, is secured by certain assets of the Company, and matures on March 15, 2029. There was amortization of debt discount of $103,266 and $107,434 during the year ended December 31, 2024 and 2023, respectively. There were payments of $223,818 and $396,167 during the year ended December 31, 2024, and 2023, respectively. As of December 31, 2024 and 2023, the note had a balance of $687,948 and $1,096,634 net an unamortized debt discount of $250101 and $353,367, respectively.

On January 10, 2023, the Company entered into a secured promissory note in the principal amount of $1,245,018 for a purchase price of $1,021,500. The note is secured by certain assets of the Company. There were cash proceeds of $1,000,000. The Company is required to make monthly payments in the amount of $10,365 through March 2023 and then monthly payments in the amount of $34,008 through March 2026. The note bears an interest rate of 10.6%, is secured by certain assets of the Company, and matures on March 10, 2026. There was amortization of debt discount of $64,534 and $223,518 during the years ended December 31, 2024 and 2023, respectively. There were payments of $330,875 and $453,820 during the year ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the note had a balance of $381,903 and $648,244 net an unamortized debt discount of $78,419 and $142,954, respectively.

On January 12, 2023, the Company entered into a secured promissory note in the principal amount of $1,185,810 for a purchase price of $832,605. The note is secured by certain assets of the Company. There were non-cash proceeds of $832,605 used to purchase equipment. The Company is required to make monthly payments in the amount of $8,030 through April 2023 and then monthly payments in the amount of $16,135 through April 2028. The note bears an interest rate of 10.6%, is secured by certain assets of the Company, and matures on April 12, 2028. There was amortization of debt discount of $67,928 and $75,253 during years ended December 31, 2024 and 2023, respectively. There were payments of $156,933 and $286,983 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the note had a balance of $531,871and $620,876 net an unamortized debt discount of $185,515 and $277,951, respectively.

On February 23, 2023, the Company entered into a secured promissory note in the principal amount of $822,040 for a purchase price of $628,353. The note is secured by certain assets of the Company. There were non-cash proceeds of $628,253 used to purchase equipment. The Company is required to make monthly payments in the amount of $6,370 through June 2023 and then monthly payments in the amount of $16,595 through June 2027. The note bears an interest rate of 10.6%, is secured by certain assets of the Company, and matures on June 23, 2027. There was amortization of debt discount of $64,812 and $182,908 during years ended December 31, 2024 and 2023, respectively. There were payments of $232,826 and $297,020 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the note had a balance of $346,227and $514,241 net an unamortized debt discount of $54,034 and $10,779, respectively.

On February 24, 2023, the Company entered into a secured promissory note in the principal amount of $1,186,580 for a purchase price of $832,605. The note is secured by certain assets of the Company. There were non-cash proceeds of $832,605 used to purchase equipment. The Company is required to make monthly payments in the amount of $9,185 through June 2023 and then monthly payments in the amount of $23,955 through June 2027. The note bears an interest rate of 10.6%, is secured by certain assets of the Company, and matures on June 24, 2027. There were additional fees incurred of $8,733 and $21,380 during the years ended December 31, 2024 and 2023, respectively. There were payments of $174,746 and $224,859 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the note had a balance of $494,748 and $660,761 net an unamortized debt discount of 292,226 and $300,960, respectively.

On March 1, 2023, the Company entered into a secured promissory note in the principal amount of $635,000. The note is secured by certain assets of the Company. There were non-cash proceeds of $635,000 used to purchase equipment. The Company is required to make a payment in the amount of $63,500 on March 15, 2023 and then commencing on April 15, 2023, monthly payments in the amount of $14,138 through March 2027. The note bears an interest rate of 8.5%, is secured by certain assets of the Company, and matures on March 15, 2027. There were payments of $111,697 and $20,478 to principal and interest, respectively, during the year ended December 31, 2023. The Company assigned the remaining balance due under the note to DWM Properties, LLC, which is controlled by the Company's Chief Executive Officer, in July 2023. As of December 31, 2023, the note had a balance of $0 and accrued interest of $0.

On April 12, 2023, the Company entered into a secured promissory note in the principal amount of $317,415 for a purchase price of $219,676. The note is secured by certain assets of the Company. There were non-cash proceeds of $219,676 used to purchase equipment. The Company is required to make monthly payments in the amount of $2,245 through August 2023 and then monthly payments in the amount of $4,315 through July 2027. The note bears an interest rate of 10.6%, is secured by certain assets of the Company, and matures on July 12, 2029. There were payments of $41,589 and $64,114 during the years ended December 31, 2024 and 2023, respectively. There was amortization of debt discount of $3,480 and $28,101 during the years ended December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, the note had a balance of $145,554 and $183,663 net an unamortized debt discount of $66,158 and $69,638, respectively.

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 December 2, 2024, the Company entered into a secured promissory note with an entity controlled by the Company's Chief Executive Officer in the principal amount of $11,699,916. The note was for the purchase of certain land and permits from an entity controlled by the Company's Chief Executive Officer and is secured by such property. There were non-cash proceeds of $11,699,916 used to purchase the land and equipment. The note matures on March 31, 2025 and accrues interest at 10% per annum. The note requires monthly payments of $2,983,309, however in the event such payment would result in the Company having less than $3 million cash on hand, such payment is delayed without penalty until the following month and the maturity date of the note extended. The Company made payments of $4,008,057 towards the principal of the note 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.

The following table details the current and long-term principal due under non-convertible notes as of December 31, 2024.

| | | Principal (Current) | | Principal (Long Term) |
|---|---|---|---|---|
| GM Financial (Issued April 11, 2022) | $ | 9,281 | $ | - |
| Non-Convertible Note (Issued March 8, 2019) | | - | | 5,000 |
| Deed of Trust Note (Issued September 1, 2022) | | 53,712 | | 507,610 |
| Deed of Trust Note (Issued September 1, 2022) | | 53,712 | | 507,610 |
| Equipment Finance Note (Issued April 21, 2022) | | 231,120 | | 129,159 |
| Equipment Finance Note (Issued September 14, 2022) | | 635,095 | | - |
| Equipment Finance Note (Issued November 28, 2022) | | 251,400 | | 677,172 |
| Equipment Finance Note (Issued November 28, 2022) | | 254,700 | | 684,654 |
| Equipment Finance Note (Issued November 28, 2022) | | 260,880 | | 701,297 |
| Equipment Finance Note (Issued December 15, 2022) | | 254,280 | | 683,769 |
| Equipment Finance Note (Issued January 10, 2023) | | 408,096 | | 52,227 |
| Equipment Finance Note (Issued January 12, 2023) | | 193,620 | | 548,274 |
| Equipment Finance Note (Issued February 24, 2023) | | 287,460 | | 499,515 |
| Equipment Finance Note (Issued February 23, 2023) | | 193,620 | | 98,573 |
| Equipment Finance Note (Issued April 12, 2023) | | 51,780 | | 159,933 |
| SAFTs | | | | 85,000 |
| DWM Property Note | | 7,691,859 | | - |
| Debt Discount | | (633,396) | | (1,076,554) |
| Total Principal of Non-Convertible Notes | $ | 10,197,219 | $ | 4,263,239 |

Total principal payments due on non-convertible notes for 2025 through 2028 and thereafter is as follows:

| **Year ended December 31,** | | |
|---|---|---|
| 2025 | $ | 10,587,781 |
| 2026 | | 1,525,409 |
| 2027 | | 1,167,811 |
| 2028 | | 785,128 |
| Thereafter | | 2,104,283 |

**NOTE 9 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES**

As of December 31, 2024 and 2023, the Company owed accounts payable and accrued expenses of $5,893,351 and $6,100,449, respectively. These are primarily comprised of payments to vendors, accrued interest on debt, and accrued legal bills.

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Accounts Payable | $ 2,364,398 | $ 1,884,973 |
| Credit Cards | 25,118 | 1,756 |
| Accrued Interest | 2,439,466 | 2,074,016 |
| Accrued Expenses | 1,064,369 | 2,139,704 |
| Total Accounts Payable and Accrued Expenses | $ 5,893,351 | $ 6,100,449 |

**NOTE 10 – ACCRUED PAYROLL AND RELATED EXPENSES**

The Company is delinquent in filing its payroll taxes, primarily related to stock compensation awards in 2016 and 2017, but also including payroll for 2018, 2019, 2020, and 2021. As of December 31, 2024 and 2023, the Company owed payroll tax liabilities, including penalties, of $3,946,410 and $4,089,836, respectively, to federal and state taxing authorities. The actual liability may be higher or lower due to interest or penalties assessed by federal and state taxing authorities.

**NOTE 11 – COMMITMENTS AND CONTINGENCES**

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. Except as set forth below, we are currently not aware of any such legal proceedings or claims that will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results.

On October 25, 2024, Arena Special Opportunities Fund, LP and other related entities (“Arena”) filed a lawsuit in New York State Court (the “Action”). The complaint for the lawsuit alleges, among other things, a purported breach of contract based on an alleged equity conditions failure. The Company believes that the Action lacks merit. In the event this Action is not summarily dismissed, the Company intends to vigorously defend against it.

As previously reported by (‘‘the Company’’), on September 13, 2024, the Company received written notice (the “Notice”) from The Nasdaq Listing Qualification Department (“Nasdaq”) notifying the Company that it was not in compliance with the $1.00 minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2) for continued listing on the Nasdaq Capital Market (the “Minimum Bid Price Requirement”), as the closing bid price of the Company’s common stock had been below $1.00 per share for 30 consecutive business days. The Notice indicated that the Company has 180 calendar days, or until March 12, 2025, to regain compliance with the Minimum Bid Price Requirement.

On March 13, 2025, Nasdaq notified the Company that although the Company has not regained compliance with the Minimum Bid Price Requirement, the Company is eligible to receive an additional 180 calendar day period or until September 8, 2025, to regain compliance with the Minimum Bid Price Requirement, pursuant to Nasdaq Listing Rule 5810(a)(3)(A).

Nasdaq’s determination to grant the Company an additional 180 calendar day period was based on the Company’s satisfaction of the continued listing requirements for the market value of publicly held shares and all other applicable requirements for initial listing on the Nasdaq Capital Market, with the exception of the Minimum Bid Price Requirement. Additionally, the Company has provided Nasdaq with written notice of its intention to cure the deficiency during the second compliance period, potentially by implementing a reverse stock split, if necessary.

If, at any time during this additional compliance period, the closing bid price of the Company’s common stock is at least $1.00 per share for a minimum of 10 consecutive business days, Nasdaq will provide written confirmation of compliance, and this matter will be closed. If compliance cannot be demonstrated by September 8, 2025, Nasdaq will provide written notification that the Company’s securities will be delisted. At that time, the Company may appeal Nasdaq’s determination to a Nasdaq Hearings Panel.

The Company is currently monitoring the closing bid price of its common stock and will consider available options, including a reverse stock split, if appropriate, to regain compliance with the Minimum Bid Price Requirement by September 8, 2025. There can be no assurance that the Company will be able to regain compliance with the Minimum Bid Price Requirement, even if it maintains compliance with other listing requirements of the Nasdaq Capital Market.

**NOTE 12 – LEASES**

Property Leases (Operating Leases)

The Company leases its facilities and certain automobiles under operating leases which expire on various dates through 2027. The Company determines if an arrangement is a lease at inception and whether it is a finance or operating leases. Right of Use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments from the lease. Operating lease ROU assets and liabilities are recognized at the commencement date of the lease based on the present value of lease payments over the lease term. When readily determinable, the Company uses the implicit rate in determining the present value of lease payments. The ROU asset also includes any fixed lease payments, including in-substance fixed lease payments and excludes lease incentives. Lease expense for lease payments is recognized on a straight-line basis over the lease term. Lease term is determined at lease commencement and includes any non-cancellable period for which the Company has the right to use the underlying asset, together with any options to extend that the Company is reasonably certain to exercise.

On October 11, 2021, Empire entered into leasing agreements with a company owned by the Chief Executive Officer of Empire for the leasing of the Company's Virginia Beach metal recycling location. Under the terms of the leases, Empire is required to pay $9,677 for the prorated first month and $15,000 per month for the facilities beginning November 1, 2021 and increasing by 3% on January 1st of every year thereafter. The lease had an expiration date of January 1, 2024 and the Company has two options to extend the leases by 5 years per option. In the event the Company does not exercise the options, the leases will continue on a month-to-month basis. The Company cannot sublease any of the properties under the lease agreements. The Company terminated the lease on August 1, 2023.

On January 24, 2022, the Company entered into leasing agreements for 3,521 square feet of office space commencing upon the completion of tenant improvements which was expected to be on April 1, 2022 but shall be no later than May 1, 2022 ("Commencement Date"). Under the terms of the leases, the Company is required to pay $3,668 for the first twelve months of the lease and increasing by approximately 3% every 12 months thereafter until the expiration of the lease. The lease is for a period of five years from the Commencement Date and the Company was required to make a security deposit of $3,668. The Company does not have an option to extend the lease. The Company cannot sublease any of the office space under the lease agreement.

Effective February 1, 2022, the Company entered into an office space/land lease agreement with an entity owned by the Chief Executive Officer of Greenwave for the leasing of the Company's Fairmont metal scrap yard located at 406 Sandy Street, Fairmont, NC 28340. Under the terms of the lease, the Company is required to pay $8,000 per month for the facility beginning February 1, 2022 and increasing by 3% on January 1, 2023. The lease had an expiration of January 1, 2024 and the Company has two options to extend the lease by 5 years per option. The Company also has the option to extend the term of the lease for an additional year for the next 5 years upon the same terms and conditions. In the event the Company does not exercise the options, the lease will continue on a month-to-month basis. The Company cannot sublease the property under the lease agreement. The Company terminated the lease on August 1, 2023.

Effective January 1, 2023, the Company entered into an office space/land lease agreement with an entity owned by the Chief Executive Officer of Greenwave for the leasing of the Company's Chesapeake facility located at 101 Freeman Ave, Chesapeake, VA 23324. Under the terms of the lease, the Company is required to pay $9,000 per month for the facility beginning January 1, 2023 and increasing by 3% on January 1, 2024. The lease expires on January 1, 2030 and the Company has an option to extend the lease by 5 years. The Company also has the option to extend the term of the lease for an additional year for the next 5 years upon the same terms and conditions. In the event the Company does not exercise the options, the lease will continue on a month-to-month basis. The Company cannot sublease the property under the lease agreement.

On July 31, 2023, the Company terminated the leases for 12 scrap yards. There was a gain on termination of lease of $108,863 during the year ended December 31, 2023. Since August 1, 2023, the Company has been renting the land underlying 13 scrap yards from an entity controlled by the Company's Chief Executive Officer, including the lease for the Chesapeake location described above, for an aggregate rent of $54,970 per month. Effective April 1, 2024, the aggregate rent was increased to $124,970 per month with an additional one-time payment of $210,000.

On March 15, 2024, the Company entered into leasing agreements for a scrap yard located at 3030 E 55th Street, Cleveland, OH 44127. Under the terms of the lease, the Company is required to pay $17,000 from March 1, 2024 to February 28, 2025; $23,000 from March 1, 2025 to February 28, 2026; $23,000 from March 1, 2026 to February 28, 2027; $23,000 from March 1, 2027 to February 28, 2028; and increasing by the greater of 3% and the CPI every 12 months thereafter until the expiration of the lease. The lease is for a period of five years, include two options to extend for five years each, and the Company was required to make a security deposit of $17,000. The Company has the option to purchase the property for $3,277,000 until February 28, 2024.

Automobile Leases (Operating Leases)

Upon effectiveness of the acquisition of Empire on October 1, 2021, the Company assumed $26,804 in ROU assets and $18,661 in lease liabilities for an automobile lease. Under the terms of the lease, Empire is required to pay $750 per month until the lease expired on February 18, 2025 and the Company does not have an option to renew or extend. The Company is responsible for any damage to the automobile under the terms of the lease.

Upon effectiveness of the acquisition of Empire on October 1, 2021, the Company assumed $34,261 in ROU assets and $27,757 in lease liabilities for an automobile lease. Under the terms of the lease, Empire is required to pay $650 per month until the lease expired on February 15, 2026 and the Company does not have an option to renew or extend. The Company is responsible for any damage to the automobile under the terms of the lease.

On April 1, 2021, Empire entered into a lease agreement for the leasing of certain equipment. Under the terms of the lease, Empire is required to pay $2,700 per month thereafter for a period of 24 months. The lease expired on March 31, 2023 and the Company does not have an option to renew or extend. The Company is responsible to any damage to the equipment under the terms of the lease.

On December 23, 2021, Empire entered into a lease agreement for the leasing of an automobile. Under the terms of the lease, Empire was required to pay $18,000 for the first month and $1,000 per month thereafter for 60 months. The lease expires on December 23, 2026 and the Company does not have an option to renew or extend. The Company is responsible to any damage to the automobile under the terms of the lease.

On July 1, 2022, Empire entered into a lease agreement for the leasing of certain equipment. Under the terms of the lease, Empire was required to pay $2,930 per month thereafter for a period of 24 months. The lease expired on July 31, 2024 and the Company does not have an option to renew or extend. The Company is responsible to any damage to the equipment under the terms of the lease.

ROU assets and liabilities consist of the following:

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| ROU assets – related party | $ - | $ 103,822 |
| ROU assets | 1,048,070 | 198,558 |
| Total ROU assets | $ 1,048,070 | $ 302,380 |
| | | |
| Current portion of lease liabilities – related party | $ - | $ 111,240 |
| Current portion of lease liabilities | 331,545 | 89,731 |
| Long term lease liabilities, net of current portion | 773,820 | 94,943 |
| Total lease liabilities | $ 1,105,365 | $ 295,914 |

Aggregate minimum future commitments under non-cancelable operating leases and other obligations at December 31, 2024 were as follows:

| **Year ended December 31,** | | |
|---|---|---|
| 2025 | $ | 331,545 |
| 2026 | | 336,476 |
| 2027 | | 312,430 |
| 2028 | | 307,482 |
| 2029 | | 77,232 |
| Total Minimum Lease Payments | $ | 1365165 |
| Less: Imputed Interest | $ | (259,800) |
| Present Value of Lease Payments | $ | 1,105,365 |
| Less: Current Portion | $ | (331,545) |
| Long Term Portion | $ | 773,820 |

The Company leases its facilities, automobiles, and offices under operating leases which expire on various dates through 2024. Rent expense related to these leases is recognized based on the payment amount charged under the lease. Rent expense for the years ended December 31, 2024 and 2023 was $1,998,428 and $2,263,374, respectively. At December 31, 2024, the leases had a weighted average remaining lease term of 4 years and a weighted average discount rate of 10%.

**NOTE 13 – CONVERTIBLE NOTES PAYABLE**

On July 3, 2023, the Company closed a bridge financing in the principal amount of $1,031,250 for a purchase price of $825,000 with certain accredited investors. The bridge notes matured on July 31, 2023 and were personally guaranteed by the Company's Chief Executive Officer. The bridge notes were exchanged into the senior secured offering which closed on July 31, 2023 and are retired.

On July 31, 2023, the Company entered into a Purchase Agreement with certain institutional investors as purchasers whereby, the Company sold, and the investors purchased, approximately $15,000,000, which consisted of approximately $13,188,750 in cash and $1,031,250 of existing debt of the Company which was exchanged for the notes and warrants issued in this offering in principal amount of senior secured convertible notes and warrants and $500,000 in notes issued as commission. The transaction closed on August 1, 2023. The Senior Notes were issued with an original issue discount of 16.67%, do not bear interest, unless in the event of an event of default, in which case the notes bear interest at the rate of 18% per annum until such default has been cured, and mature after 24 months, on July 31, 2025. The aggregate principal amount of the notes is $18,000,000. The Company will pay to the Investors an aggregate of $1,000,000 per month beginning on the last business day of the sixth (6th) full calendar month following the issuance thereof. The Senior Notes are convertible into shares of the Company's common stock, par value $0.001 per share ("Common Stock"), at a conversion price per share of $225.0, subject to adjustment under certain circumstances described in the Senior Notes. There is a 125% conversion premium for any principal converted to shares of common stock. In occurrence of an event of default, until such event of default has been cured, the Holder may, at the Holder's option, convert all, or any part of, the Conversion Amount (into shares of Common Stock at a conversion rate equal to the quotient of (x) the Redemption Premium of the Conversion Amount, divided by (y) the greater of (A) 90% of the lowest VWAP of the Common Stock for the three (3) Trading Days immediately preceding the delivery or deemed delivery of the applicable Conversion Notice, and (B) the lesser of (1) 80% of the VWAP of the Common Stock as of the Trading Day immediately preceding the delivery or deemed delivery of the applicable Conversion Notice, and (2) 80% of the price computed as the quotient of (x) the sum of the VWAPs of the Common Stock for each of the three (3) Trading Days with the lowest VWAP of the Common Stock during the fifteen (15) consecutive Trading Day period ending and including the Trading Day immediately preceding the delivery or deemed delivery of the applicable Conversion Notice, divided by (y) three (3) and (II) the floor price of $29.40. To secure its obligations thereunder and under the Purchase Agreement, the Company has granted a security interest over substantially all of its assets to the collateral agent for the benefit of the Investors, pursuant to a security agreement and a related trademark security agreement. The Company has the option to redeem the Senior Notes at a 10% redemption premium. There is a 125% change in control redemption premium. The maturity date of the Senior Notes also may be extended by the holders under circumstances specified therein. Danny Meeks, the Company's Chief Executive Officer, and the Company's subsidiaries each guaranteed the Company's obligations under the Senior Notes. In the event of default, the Company shall immediately pay to the Holder an amount in cash representing (i) all outstanding Principal and accrued and unpaid late charges on such principal, multiplied by (ii) the Redemption Premium, in addition to any and all other amounts due hereunder, without the requirement for any notice or demand or other action by the holder or any other person or entity, provided that the Holder may, in its sole discretion, waive such right to receive payment upon a bankruptcy event of default. The Warrants are exercisable for five years to purchase an aggregate of 4,420,460 shares of Common Stock at an exercise price of $0.01, subject to adjustment under certain circumstances described in the Warrants. There were an additional 866,441 warrants issued at an exercise price of $1.50 per share for a period of five years as commission for the offering, the Company credited additional paid in capital $3,279,570 and $753,567 for a debt discount for the fair value of warrants issued in its senior secured debt offering and the warrants issued as commission for its senior secured debt offering, respectively. Further, there was a $3,850,000 debt discount created for the offering costs and original issuance discount on the Senior Notes.

The Company estimated the fair value of the warrants using the Black-Scholes Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 148.60% to 149.08%, (3) risk-free interest rate of 4.18% - 4.70%, and (4) expected life of 5.01 years. During the year ended December 31, 2023, there was amortization of debt discount of $2,219,221.

On August 21, 2023, as a result of the Company's registered direct offering, the conversion price of the Senior Notes was reduced from $225.00 to $153.00 per share. The Company credited additional paid in capital $5,022,200 for a deemed dividend for the triggering of certain price protection provisions in its senior secured debt. During the nine months ended September 30, 2023, the Company credited additional paid in capital $5,022,200 for a deemed dividend for the triggering of certain price protection provisions in its senior secured debt. The Company estimated the fair value of the deemed dividend using the Black-Scholes Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 148.60%, (3) risk-free interest rate of 4.70%, and (4) expected life of 2.95 years.

On March 18, 2024, the Company obtained the waiver of the following covenants from holders of the notes: (i) until September 30, 2024, the Available Cash Test covenant contained in Section 14(t)(i) of the Notes; (ii) the right to receive the Amortization Amount for the next four (4) consecutive Amortization Dates immediately following the date of the waiver, with the aggregate of such Amortization Amounts now instead being due on the Maturity Date; and (iii) notwithstanding anything to the contrary set forth in the Notes, through and including the sixtieth (60) calendar day following the date of the waiver, (A) if the average closing price on the Eligible Market of the Common Stock on the three (3) most recent Trading Days is less than $37.50, the Holder cannot convert the Note into Common Stock and (B) if the average closing price on the Eligible Market of the Common Stock on the three (3) most recent Trading Days is $37.50 or greater, there shall be no limitations as to the amount of the Note that may be converted into Common Stock.

On March 18, 2024, as a result of the Company's warrant inducement, the conversion price of the Senior Notes was reduced from $153.0 to $29.40 per share. During the three and nine months ended September 30, 2024, the Company credited additional paid in capital $0 and $23,953,940, respectively, for a deemed dividend for the triggering of certain price protection provisions in its senior secured debt. The Company estimated the fair value of the deemed dividend using the Black-Scholes Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 93%, (3) risk-free interest rate of 5.06%, and (4) expected life of 1.37 years.

On May 3, 2024, the Company entered into an amendment to its senior secured convertible promissory note originally signed July 31, 2023. The amendment, among other things, changed the conversion price of the senior notes to $7.50, subject to certain circumstances described in the Senior Notes along with certain conversion price adjustment mechanism. As a result of the modification, the Company recorded a loss on debt extinguishment for the change in fair value of the conversion option in the amount of $16,333,271

On May 9, 2024, the Company and the Investors entered into a Waiver Agreement (the "Waiver Agreement"), pursuant to which the Company and the Investors decided to waive the Conversion Prohibition in the March Consent and Waiver.

During the year ended December 31, 2024, there was amortization of debt discount $5,901,759 and $2,219,221, respectively. During the year ended December 31, 2024, the Company made cash payments of $1,497,083 on the principal of the convertible notes. During the year ended December 31, 2024, holders converted $16,502,905 of principal into 2,478,459 shares of common stock with a fair value of $30,716,938 *(See Note 14 – Stockholder's Equity*). The Company realized a loss from the conversion premium of $14,213,480 on conversion of notes during the year ended December 31, 2024

As of December 31, 2024 and 2023, the carrying value of the convertible notes was $0 and $12,098,241, net of unamortized debt discount of $0 and $5,901,759, respectively.

As of December 31, 2024, the current and non-current portions of the note were $0 and $0, net unamortized debt discounts of $0 and $0, respectively. As of December 31, 2023, the current and non-current portions of the note were $8,065,494 and $4,032,747 net unamortized debt discounts of $3,934,506 and $1,967,253, respectively.

**NOTE 14 – DERIVATIVE LIABILITIES AND FAIR VALUE MEASUREMENTS**

On May 16, 2024 as a result of the issuance of additional warrants under the security purchase agreements, the Company no longer had sufficient authorized shares in the event that all potentially dilutive instruments were exercised. As a result, the Company evaluated the warrants issued under ASC 480 and determined that certain warrants no longer qualified as equity instruments and qualify for derivative liability treatment. The Company elected to use a first-in, first-out sequencing method to determine which dilutive instruments met the definition of a derivative liability.

The Company estimated the fair value of the initial derivative liability using the Black-Scholes Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 141.83%, (3) risk-free interest rate of 4.46%, and (4) expected life of 5 years.

The Company estimated the fair value of the derivative liability upon the settlement date using the Black-Scholes Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 159.02%, (3) risk-free interest rate of 4.52%, and (4) expected life of 5 years.

The Company adopted the provisions of ASC 825-10. ASC 825-10 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of non-performance. ASC 825-10 establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 825-10 establishes three levels of inputs that may be used to measure fair value:

- Level 1 – Quoted prices in active markets for identical assets or liabilities.
- Level 2 – Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities.

All items required to be recorded or measured on a recurring basis are based upon Level 3 inputs.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed and is determined based on the lowest level input that is significant to the fair value measurement.

The Company recognizes its derivative liabilities as Level 3 and values its derivatives using the methods discussed below. While the Company believes that its valuation methods are appropriate and consistent with other market participants, it recognizes that the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. The primary assumptions that would significantly affect the fair values using the methods discussed are that of volatility and market price of the underlying common stock of the Company.

As of December 31, 2024, the Company did not have any derivative instruments that were designated as hedges.

Items recorded or measured at fair value on a recurring basis in the accompanying consolidated financial statements consisted of the following items as of December 31, 2024 and 2023:

| | December 31, 2024 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|---|---|---|---|---|
| Derivative liability | $ - | $ - | $ - | $ - |

| | December 31, 2023 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|---|---|---|---|---|
| Derivative liability | $ - | $ - | $ - | $ - |

The following table provides a summary of changes in fair value of the Company's Level 3 financial liabilities for the two years ended December 31, 2024:

| | |
|---|---|
| Balance, December 31, 2022 | $ - |
| Mark to market to December 31, 2023 | - |
| Balance, December 31, 2023 | $ - |
| Establishment of derivative liability upon authorized share shortfall | 64,951,789 |
| Gain on change in fair value of derivative liability | (48,314,949) |
| Settlement of derivative liability upon correction of authorized share shortfall | (16,636,840) |
| Mark to market to December 31, 2024 | - |
| Balance, December 31, 2024 | $ - |
| | |
| Gain on change in derivative liabilities for the year ended December 31, 2024 | $ 48,314,949 |

Fluctuations in the Company's stock price are a primary driver for the changes in the derivative valuations during each reporting period. As the stock price increases/(decreases) for each of the related derivative instruments, the value to the holder of the instrument generally increases/(decreases), therefore increasing/(decreasing) the liability on the Company's balance sheet. Decreases in the conversion price of the Company's convertible notes are another driver for the changes in the derivative valuations during each reporting period. As the conversion price decreases for each of the related derivative instruments, the value to the holder of the instrument (especially those with full ratchet price protection) generally increases, therefore increasing the liability on the Company's balance sheet. Additionally, stock price volatility is one of the significant unobservable inputs used in the fair value measurement of each of the Company's derivative instruments. The simulated fair value of these liabilities is sensitive to changes in the Company's expected volatility. Increases in expected volatility would generally result in higher fair value measurements. A 10% change in pricing inputs and changes in volatilities and correlation factors would not result in a material change in our Level 3 fair value.

**NOTE 15 – STOCKHOLDERS' EQUITY**

Preferred Stock

The Company is authorized to issue 10,000,000 shares of blank check preferred stock, par value $0.001 per share.

**Series D**

On March 29, 2024, the Company authorized the issuance of 1,000 shares of Series D Preferred Stock, par value $0.001 per share (the "Series D"). The Series D has a $10,000 stated value per share. The Series D is convertible into the Company's common stock at $30.60 per share, subject to adjustment as set forth therein, except the Preferred Stock is not convertible until such time as the currently outstanding senior secured indebtedness of the Company has been satisfied in full. In addition, the Company has the right to redeem the Series D in cash or shares of its Common Stock.

On March 29, 2024, the Company entered into an exchange agreement with DWM Properties LLC ("DWM"), whereby the Company and DWM agreed to exchange $10,000,000 of that certain Secured Promissory Note, dated July 31, 2023, to be issued by the Company to the DWM for shares of the Company's newly created Series D.

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 were 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.

On May 28, 2024, the Company filed a Certificate of Elimination to retire the class of Series D preferred stock.

As of December 31, 2024, there were 0 shares of Series D issued and outstanding.

**Series Z**

On September 30, 2021, the Company authorized the issuance of 500 shares of Series Z Preferred Stock, par value $0.001 per share. The Series Z Preferred Stock has a $20,000 stated value per share and all 500 Series Z preferred shares, in aggregate, are convertible into 19.98% of the issued and outstanding common shares of the Company (post conversion). The conversion rate is applicable on a pro rata basis to each share of Series Z Preferred Stock upon conversion. This anti-dilutive conversion feature is in effect until such time an S-1 Registration Statement is declared effective by the SEC in conjunction with a NASDAQ listing.

On September 30, 2021, the Company entered into a Series Z Preferred Stock Issuance Agreement with the Company's Chief Executive Officer whereby the Company entered into a non–convertible note payable agreement for $1,000,000 in exchange for: (i) a $1,000,000 cash payment directly paid to the warrant holder; and (ii) the issuance of 250 Series Z Preferred Shares having a fair value of $6,530,867. The note bears interest of 8% per annum and is due within three days of the Company's next closing of equity financing of $3,000,000 or more. The proceeds received were allocated to the debt and equity on a relative fair value basis. Accordingly, debt discount of $867,213 was recognized with a corresponding increase in additional paid-in capital. Since the due date is contingent upon a future event, the entire debt discount was amortized to interest expense immediately.

On September 30, 2021, an investor owning warrants to purchase 520,834 common shares at $0.12 per share entered into an agreement to cancel the aforementioned warrants in exchange for: (i) a cash payment of $1,000,000 received directly from the Chief Executive Officer; and (ii) 250 Series Z Preferred Shares having a fair value of $6,530,867. The settlement resulted in a reduction in the derivative liability of $5,750,067, an increase in non-convertible notes payable of $1,000,000, an increase in additional paid-in capital of $6,530,867 and a loss on settlement of debt of $1,780,800.

The Series Z Preferred Shares are not convertible into shares of common stock until there is sufficient authorized but unissued shares of common stock to satisfy the conversions, thus a derivative liability was not recorded for the shares of common stock underlying the Series Z Preferred Shares.

On September 9, 2022, 117 shares of Series Z Preferred Stock were converted into 3,167 shares of common stock.

On November 16, 2022, 61 shares of Series Z Preferred Stock were converted into 1,667 shares of common stock.

On January 23, 2023, 72 shares of Series Z Preferred Stock were converted into 1,924 shares of common stock.

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.

On August 1, 2023, the Company filed a Certificate of Elimination to retire the class of Series Z preferred stock.

As of December 31, 2024 and 2023, there were 0 and 0 shares of Series Z Preferred Stock issued and outstanding.

**Series A-1**

On November 15, 2024, the Company authorized the issuance of 450,000 shares of Series A-1 Preferred Stock, par value $0.001 per share. The Series A-1 Preferred Stock has a $1,000 stated value per share and each share is convertible into common stock at 0.0001% of the then-outstanding shares of common stock at the election of the holder. The Series A-1 have a liquidation preference senior to common, do not bear dividends, and are entitled to vote on an as-converted basis.

On December 2, 2024, the Company issued 450,000 shares of Series A-1 Preferred Stock as consideration for land and permits purchased from DWM Properties, LLC, controlled by the Company's Chief Executive Officer. The value of the shares of Series A-1 was calculated on an as-converted basis at $3,300,048.

As of December 31, 2024 and 2023, there were 450,000 and 0 shares of Series A-1 Preferred Stock issued and outstanding.

Common Stock

The Company is authorized to issue 1,200,000,000 shares of common stock, par value $0.001 per share.

During the year ended December 31, 2023, the Company issued 8,680 shares of common stock for the conversion and exchange of 322 shares of Series Z Preferred Stock.

During the year ended December 31, 2023, the Company issued 1,840 shares of common stock with a fair market value of $254,448 for services rendered and to be rendered under the Company's employee stock option plan.

During the year ended December 31, 2023, the Company issued 10,343 shares of common stock for the exercise of warrants for cash proceeds of $15,511.

During the year ended December 31, 2023, the Company issued 2,410 shares of common stock for the cashless exercise of 2,447 warrants.

During the year ended December 31, 2023, the Company issued 16,741 shares of common stock for the sale of common stock for proceeds of $2,841,181, net offering costs of $348,000.

During the year ended December 31, 2024, the Company issued 8,149,250 shares of common stock pursuant to purchase agreements for cash proceeds of $40,369,115, net of legal fees and commissions of $2,071,451.

During the year ended December 31, 2024, the Company issued 108,515 shares pursuant to the exercise of warrants for cash proceeds of $2,834,741, net of legal fees $139,955. The Company issued extra shares with a value of $52,183.

During the year ended December 31, 2024, the Company issued 11,807,064 shares pursuant to the cashless exercise of warrants.

During the year ended December 31, 2024, the Company issued 155,616 shares as an adjustment to round-up fractional shares for the reverse-split.

During the year ended December 31, 2024, the Company issued 1,333,333 shares for the exchange of Series D Preferred Stock.

During the year ended December 31, 2024, the Company issued 412,359 shares for the exchange and retirement of a related-party debt note in the principal amount of $7,218,350.

During the year ended December 31, 2024, the Company issued 2,890,818 shares of common stock for the conversion of debt in the principal amount of $16,502,917 with a fair value of $37,953,304. The Company realized a $14,213,480 loss from the conversion premiums on the conversion of the notes.

During the year ended December 31, 2024, the Company issued 1,533,333 shares with a value of $761,124, of which $761,124 vested and services were performed during the year ended December 31, 2024 and $76,875 vested and services will be performed in 2025.

As of December 31, 2024 and 2023, there were 26,091,027 and 113,096 shares, respectively, of common stock issued and outstanding.

Additional Paid in Capital

During the year ended December 31, 2023, the Company credited additional paid in capital $3,279,570 for a debt discount for the fair value of warrants issued in its senior secured debt offering. The Company estimated the fair value of the warrants using the Black-Scholes Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 149.08%, (3) risk-free interest rate of 4.18%, and (4) expected life of 5.01 years.

During the year ended December 31, 2023, the Company credited additional paid in capital $753,567 for a debt discount for the fair value of warrants issued as commission for its senior secured debt offering. The Company estimated the fair value of the warrants using the Black-Scholes Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 149.08%, (3) risk-free interest rate of 4.70%, and (4) expected life of 5.01 years.

During the year ended December 31, 2023, the Company credited additional paid in capital $5,022,200 for a deemed dividend for the triggering of certain price protection provisions in its senior secured debt. The Company estimated the fair value of the deemed dividend using the Black-Scholes Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 150.05%, (3) risk-free interest rate of 4.70%, and (4) expected life of 2.95 years.

During the year ended December 31, 2023, the Company credited additional paid in capital $1,638,952 for a deemed dividend for the reduction in the exercise price of certain warrants. The Company estimated the fair value of the warrants using the Black-Scholes Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 148.60% to 149.08%, (3) risk-free interest rate of 4.18% to 4.70% to 1.15%, and (4) expected life of 3.34 to 5.01 years.

During the year ended December 31, 2024, the Company credited additional paid in capital $3,004,909 for the fair value of warrants issued as commission for its warrant inducement and common stock purchase agreements. The Company estimated the fair value of the warrants using the Black-Scholes Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 122.93 – 162.12%, (3) risk-free interest rate of 4.21 – 4.66%, and (4) expected life of 5 years.

During the year ended December 31, 2024, the Company credited additional paid in capital $3,029,927 for the fair value of warrants issued for its warrant inducement. The Company estimated the fair value of the warrants using the Black-Scholes Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 123.05%, (3) risk-free interest rate of 4.22%, and (4) expected life of 5 years.

During the year ended December 31, 2024, the Company credited additional paid in capital $23,943,940 for a deemed dividend for the triggering of certain price protection provisions in the conversion feature of its senior secured debt. The Company estimated the fair value of the deemed dividend using the Black-Scholes Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 93%, (3) risk-free interest rate of 5.06%, and (4) expected life of 1.37 years.

During the year ended December 31, 2024, the Company credited additional paid in capital $52,574,896 for deemed dividends for the reduction in the exercise price of certain warrants. The Company estimated the fair value of the deemed dividends using the Black-Scholes Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 108.49 – 162.12%, (3) risk-free interest rate of 4.36 – 4.64%, and (4) expected life of 5 years.

During the year ended December 31, 2024, the Company credited additional paid in capital $12,388,229 for the modification of the conversion feature related to then outstanding convertible notes payable. The Company estimated the change in fair value of the conversion feature using the Black-Scholes Pricing Model based on the following assumptions: (1) dividend yield of 0%, (2) expected volatility of 130.66%, (3) risk-free interest rate of 5.12%, and (4) expected life of 1.24 years.

On May 16, 2024 as a result of the issuance of additional warrants under the security purchase agreements, the Company no longer had sufficient authorized shares in the event that all potentially dilutive instruments were exercised. The Company accounted for the warrants affected under a sequencing approach as a derivative liability under ASC 815 due to the lack of net share settlement. The Company debited additional paid in capital $64,951,789 to establish the derivative liability. Upon the Company enacting the Reverse Stock Split on May 31, 2024, the authorized share shortfall was alleviated and the Company credited additional paid in capital $16,636,840, after the reclassification into equity. See Note 18 for further details

**NOTE 16 – WARRANTS**

On July 31, 2023, the Company entered into a letter agreement with the holders of common stock purchase warrants to purchase an aggregate of 65,046 shares of Common Stock (the "2021 and 2022 Warrants") issued to the Holders pursuant to that certain Securities Purchase Agreement, dated as of November 29, 2021, by and among the Company and the Holders, and issued to the Holders pursuant to that certain Waiver Agreement, dated as of September 13, 2022, pursuant to which the Company agreed, subject to receipt of approval from the Company's stockholders, to reduce the exercise price of the 2021 and 2022 Warrants from $1,128 and $825 per share to $225 per share, subject to adjustment as set forth in the Warrant Repricing Agreement. Holders of a majority of the shares of common stock approved the repricing on October 13, 2023. The Company recorded a deemed divided of $1,307,574 for the reduction in the exercise price of the 2021 and 2022 Warrants.

On July 31, 2023, the Company realized a debt discount of $3,279,570 for the fair value of warrants issued in its senior secured debt offering.

During the year ended December 31, 2023, the Company credited additional paid in capital $753,567 for a debt discount for the fair value of warrants issued as commission for its senior secured debt offering.

On August 21, 2023, upon the closing of a registered direct offering, the exercise price of the 2021 and 2022 Warrants and warrants issued as commission for the Company's July 2023 senior secured debt offering was reduced to $153, subject to receipt of approval from the Company's stockholders. Holders of a majority of the shares of common stock approved the repricing on October 13, 2023. The Company realized a deemed divided of $331,018 for the reduction in the exercise price of the 2021 and 2022 Warrants as well as the July 2023 Commission Warrants.

During the year ended December 31, 2024, the Company entered into warrant exercise inducement offer letters with the holders of its existing warrants, pursuant to which it issued 106,906 shares of common stock and recorded an additional 1,609 shares to be issued for cash proceeds of $2,834,632, payment of legal fees $139,955, and were issued new warrants to purchase 183,632 shares of common stock at an exercise price of $30.6 per share. On March 18, 2024, the Company realized a deemed dividend of $1,444,324 for a deemed dividend for the reduction in the exercise price. On March 18, 2024, the Company realized an expense for the issuance of new warrants for the inducement of $3,029,927.

During the year ended December 31, 2024, the Company issued 92,442 warrants to purchase common stock to its financial advisor, for which it recognized an expense of $3,004,909 for the fair value of the warrants.

During the year ended December 31, 2024, and prior to the Reverse Stock Split, the Company issued 3,287,997 warrants to purchase common stock in connection with the security purchase agreements described above. The warrants have a term of 5 years and were granted with exercise prices between $30 and $45.

As a result of the Reverse Stock Split on May 31, 2024, the Company issued 18,270,405 additional warrants to purchase shares of common stock pursuant to the reverse-split price protection clauses contained within the warrants, such that the exercise price of the warrant would be reset to the volume weighted average price following a reverse-split and the number of shares issuable under the warrant would also increase. .

During the year ended December 31, 2024, 15,742,613warrants were exercised on a cashless basis for 11,807,064 shares of common stock.

A summary of the warrant activity for the years ended December 31, 2024 and 2023 is as follows:

| | Shares | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Term | Aggregate Intrinsic Value |
|---|---|---|---|---|
| Outstanding at December 31, 2022 | 64,774 | $ 841.50 | 4.14 | $ 635 |
| Granted | 72,076 | $ 93.00 | | |
| Exercised | (12,790) | $ 1.50 | | |
| Cancelled/Exchanged | (6) | $ 18.00 | | |
| Outstanding at December 31, 2023 | 124,054 | $ 133.50 | 3.99 | $ 1,388,582 |
| Granted | 27,200,252 | $ 2.92 | | |
| Exercised | (15,850,421) | $ 3.10 | | |
| Cancelled/Exchanged | - | - | | |
| Outstanding at December 31, 2024 | 11,473,885 | $ 2.94 | 4.40 | $ - |
| Exercisable at December 31, 2024 | 11,473,885 | $ 2.94 | 4.40 | $ - |

| Exercise Price | Warrants Outstanding | Weighted Avg. Remaining Life | Warrants Exercisable |
|---|---|---|---|
| $ 1.50 | 688 | 3.58 | 688 |
| 2.910 | 10,968,708 | 4.40 | 10,968,708 |
| 3.64 | 504,489 | 4.45 | 504,489 |
| | 11,473,885 | 4.40 | 11,473,885 |

The aggregate intrinsic value of outstanding stock warrants was $0 based on warrants with an exercise price less than the Company's stock price of $0.7030 as of December 31, 2024 which would have been received by the warrant holders had those holders exercised the warrants as of that date.

**NOTE 17 – STOCK OPTIONS**

Our stockholders approved our 2014 Equity Incentive Plan in June 2014 (the “2014 Plan”), our 2015 Equity Incentive Plan in December 2015 (the “2015 Plan”), our 2016 Equity Incentive Plan in October 2016 (“2016 Plan”), our 2017 Equity Incentive Plan in December 2016 (“2017 Plan”), our 2018 Equity Incentive Plan in June 2018 (the “2018 Plan”), our 2021 Equity Incentive Plan in September 2021 (“2021 Plan”), our 2022 Equity Incentive Plan in November 2022, our 2023 Equity Incentive Plan in October 2023 (“2023 Plan”), and our 2024 Equity Incentive Plan in May 2024 (“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”). The Plans are identical, except for the number of shares reserved for issuance under each. In July 2024, shareholders amended our 2024 Plan to increase the number of shares reserved for issuance thereunder by 2,980,000 to a total of 3,000,000 shares. As of December 31, 2024, the Company had granted an aggregate of 1,536,602 securities under the Plans since inception, with 1,472,609 shares available for future issuances.

The Plans provide for the grant of incentive stock options to our employees and our subsidiaries’ employees, and for the grant of 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. The Prior Plans also provide that the grant of performance stock awards may be paid out in cash as determined by the committee administering the Prior Plans.

Option valuation models require the input of highly subjective assumptions. The fair value of stock-based payment awards was estimated using the Black-Scholes option pricing model with a volatility figure derived from historical data. The Company accounts for the expected life of options based on the contractual life of the options.

There were no options issued during the year ended December 31, 2024.

A summary of the stock option activity for the years ended December 31, 2024 and 2023 is as follows:

| | Shares | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Term | Aggregate Intrinsic Value |
|---|---|---|---|---|
| Outstanding at December 31, 2022 | 754 | $ 23,941.11 | 4.49 | $ - |
| Granted | | | | |
| Exercised | | | | |
| Forfeiture/Cancelled | | | | |
| Outstanding at December 31, 2023 | 754 | $ 23,941.11 | 3.49 | $ - |
| Granted | - | | | |
| Exercised | - | | | |
| Forfeiture/Cancelled | (25) | $ 30.00 | | |
| Outstanding at December 31, 2024 | 729 | $ 24,761.11 | 2.47 | $ - |
| Exercisable at December 31, 2024 | 729 | $ 24,761.11 | 2.47 | $ - |

| Exercise Price | Number of Options | Remaining Life In Years | Number of Options Exercisable |
|---|---|---|---|
| $ 3,450 – 11,250 | 288 | 3.58 | 288 |
| 11,251 – 22,500 | 58 | 1.91 | 58 |
| 22,501 – 33,750 | 64 | 1.64 | 64 |
| 33,751 – 45,000 | 288 | 1.73 | 288 |
| 45,001 – 48,150 | 31 | 1.74 | 31 |
| | 729 | 2.47 | 729 |

The aggregate intrinsic value of outstanding stock options was $0, based on options with an exercise price less than the Company's stock price of $0.7030 as of December 31, 2024, which would have been received by the option holders had those option holders exercised their options as of that date.

The fair value of all options that vested during the year ended December 31, 2024 and 2023 was $0 and $0, respectively. Unrecognized compensation expense was $0 as of December 31, 2024.

**NOTE 18 – INCOME TAXES**

The Tax Cuts and Jobs Acts (the "Act") was enacted on December 22, 2017. The Act reduces the U.S. federal corporate income tax rate from 35% to 21%. ASC 740, "Income Taxes," requires that effects of changes in tax rates to be recognized in the period enacted. Recognizing the late enactment of the Act and complexity of accurately accounting for its impact, the Securities and Exchange Commission in Staff Accounting Bulletin 118 provides guidance that allows registrants to provide a reasonable estimate of the Act in their financial statements and adjust the reported impact in a measurement period not to exceed one year.

At December 31, 2024, the Company has available for income tax purposes of approximately $47,264,135 and $44,451,544 in federal net operating loss (NOL) carry forward which begin expiring in the year 2033 and with no expiration, respectively, that may be used to offset future taxable income. Further, the Company has available for income tax purposes of approximately $61,608,152 and $52,204,703 in Colorado and Virginia, respectively, state net operating loss (NOL) carry forward which begin expiring in the year 2033, that may be used to offset future taxable income. The Company has provided a valuation reserve against the full amount of the net operating loss benefit, since in the opinion of management based upon the earnings history of the Company; it is more likely than not that the benefits will not be realized. Due to possible significant changes in the Company's ownership, the future use of its existing net operating losses may be limited. All or portion of the remaining valuation allowance may be reduced in future years based on an assessment of earnings sufficient to fully utilize these potential tax benefits. During the year ended December 31, 2024, the Company has decreased the valuation allowance from $24,097,749 to $22,215,116.

The Company has adopted the provisions of ASC 740-10-25, which provides recognition criteria and a related measurement model for uncertain tax positions taken or expected to be taken in income tax returns. ASC 740-10-25 requires that a position taken or expected to be taken in a tax return be recognized in the financial statements when it is more likely than not that the position would be sustained upon examination by tax authorities.

Tax position that meet the more likely than not threshold are then measured using a probability weighted approach recognizing the largest amount of tax benefit that is greater than 50% likely of being realized upon ultimate settlement. The Company had no tax positions relating to open income tax returns that were considered to be uncertain.

Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the "Code"), provide for annual limitations on the utilization of net operating loss and credit carryforwards if the Company were to undergo an ownership change, as defined in Section 382 of the Code. In general, an ownership change occurs whenever the percentage of the shares of a corporation owned, directly or indirectly, by 5-percent stockholders, as defined in Section 382 of the Code, increases by more than 50 percentage points over the lowest percentage of the shares of such corporation owned, directly or indirectly, by such 5-percent stockholders at any time over the preceding three years. In the event such ownership change occurs, the annual limitation may result in the expiration of the net operating losses prior to full utilization.

The Company is required to file income tax returns in the U.S. Federal jurisdiction and the state of Virginia. The Company is no longer subject to income tax examinations by tax authorities for tax years ending before December 31, 2016.

The Company's deferred taxes as of December 31, 2024 and 2023 consist of the following:

| | 2024 | 2023 |
|---|---|---|
| Deferred Tax Assets/(Liability) Detail | | |
| Stock Compensation | $ 211,969 | $ - |
| Amortization | - | - |
| Depreciation | (1,332,399) | 3,556,478 |
| Interest | - | - |
| Change in Fair Market Value of Derivative Liabilities | - | - |
| Accrued bonus | - | 67,500 |
| NOL Deferred Tax Asset | 23,144,421 | 20,473,771 |
| Other | 191,125 | |
| Valuation allowance | (22,215,116) | (24,097,749) |
| Total gross deferred tax assets | - | - |

The Company follows ASC 740-10 for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled. Deferred income tax expenses or benefits are based on the changes in the asset or liability during each period.

If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change. Deferred income taxes may arise from temporary differences resulting from income and expense items reported for financial accounting and tax purposes in different periods.

**NOTE 19 – RELATED PARTY TRANSACTIONS**

**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 $9,000 per month in rent, increasing 3% on January 1$^{st}$ 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.

**NOTE 20 – SEGMENT REPORTING**

Greenwave is organized into three operating segments based on our differentiated products – Scrap Metal Recycling, Hauling, and Other (primarily comprised of rental income).

We have one reportable geographic segment: the United States of America as all of our scrap metal is sourced domestically.

Our CODM, Danny Meeks, Chairman and CEO, evaluates performance on an operating segment basis, as well as a consolidated basis, based on revenues and operating cashflows. This measure is used by our CODM, management, investors, lenders and other external users of our financial statements to assess our operating performance and to compare operating performance to other companies in the metal recycling industry. Our CODM utilizes segment profit and loss in assessing segment performance and allocating resources.

The following tables provide our results by segment:

| | Year Ended December 31, 2024 | | | |
|---|---|---|---|---|
| | Scrap Metal Recycling | Hauling | Other | Total |
| Revenues | $ 23,296,239 | $ **9,881,820** | $ **137,800** | $ **33,315,859** |
| Cost of revenues | **(14,508,923)** | **(5,817,458)** | **-** | **(20,326,381)** |
| Gross Profit: | $ **8,787,316** | $ 4,064,362 | $ **137,800** | $ **12,989,478** |
| | | | | |
| Operating Expenses | | | | $ **(47,251,411)** |
| Other Income | | | | **10,344,580** |
| Deemed Dividends | | | | **(76,528,836)** |
| Net loss available to common shareholders | | | | $ **(100,446,189)** |

| | Year Ended December 31, 2023 | | | |
|---|---|---|---|---|
| | Scrap Metal Recycling | Hauling | Other | Total |
| Revenues | $ 25,350,883 | $ **10,156,938** | $ **160,161** | $ **35,667,982** |
| Cost of revenues | **(16,154,529)** | **(4,996,871)** | (33,179) | **(21,184,579)** |
| Gross Profit: | $ 9,196,354 | $ 5,160,067 | $ **126,982** | $ **14,483,403** |
| | | | | |
| Operating Expenses | | | | $ **(33,998,165)** |
| Other Loss | | | | (7,421,228) |
| Deemed Dividends | | | | **(6,661,152)** |
| Net loss available to common shareholders | | | | $ **(33,597,142)** |

**NOTE 21 – SUBSEQUENT EVENTS**

On January 8, 2025, the Company issued 729,826 shares of common stock for the cashless exchange of warrants.

On January 10, 2025, the Company and certain institutional and accredited investors entered into a securities purchase agreement, pursuant to which the Company agreed to sell to such Purchasers an aggregate of 7,544,323 shares of common stock, par value $0.001 per share, of the Company, in a registered direct offering, and accompanying warrants to purchase up to 7,544,323 shares of Common Stock in a concurrent private placement for gross proceeds of approximately $4 million, before deducting the placement agent's fees and other estimated offering expenses. The purchase price per Share and the accompanying Warrant to purchase one share of Common Stock is $0.5302.

Concurrently with the January Offering, on January 10, 2025, the Company entered into exchange agreements (collectively, the "Exchange Agreements") with holders (the "June Holders") of certain warrants issued on or about June 12, 2024 to purchase the Company's Common Stock (the "June Warrants") whereby the Company and the June Holders agreed to exchange the June Warrants for shares of common stock equivalent to 96% of the shares of common stock issuable upon exercise of the June Warrants (the "Exchange"). Pursuant to the Exchange, the Company issued 5,327,401 shares of common stock (the "Exchange Shares") in exchange for the surrender and termination of certain June Warrants to purchase up to 5,549,374 shares of common stock.

Concurrently with the January Offering, on January 10, 2025, the Company and the holders (the "Existing Holders") of certain warrants issued on or about (a) March 18, 2024 (the "March Warrants"), (b) April 22, 2024 (the "April Warrants"), and (c) May 16, 2024 (the "May Warrants" and together with the March Warrants and the April Warrants, the "Existing Warrants"), agreed to amend the Existing Warrants (collectively, the "Warrant Amendment"). The Warrant Amendment amended the Existing Warrants to (i) reduce the exercise price of the Existing Warrants from $2.91 to $1.50 per share, (ii) increase the number of shares issuable upon exercise of the Existing Warrants by 250% (the "Quantity Adjustment"), and (iii) to remove certain adjustment provisions in the Existing Warrants in the event of certain dilutive issuances or share combinations. Following the Warrant Amendment, the Existing Warrants are exercisable for 11,346,743 shares of common stock. The shares of common stock issuable upon exercise of the Existing Warrants pursuant to the Quantity Adjustment and the alternative cashless exercise provision pursuant to Section 2(c) of the Existing Warrants are subject to stockholder approval.

On January 28, 2025, the Company increased the number of directors comprising its Board of Directors from four to five members and appointed Lisa Lucas-Burke as a member of the Board and as a member of the Audit Committee, Compensation Committee, and Nomination and Corporate Governance Committee, effective immediately.

On February 10, 2025, the Company and certain institutional and accredited investors entered into a securities purchase agreement Purchase Agreement pursuant to which the Company agreed to sell to such Purchasers an aggregate of 21,100,000 shares of common stock, par value $0.001 per share, of the Company, in a registered direct offering, and accompanying warrants to purchase up to 21,100,000 shares of Common Stock in a concurrent private placement, for gross proceeds of approximately $7 million, before deducting the placement agent's fees and other estimated offering expenses. The purchase price per Share and the accompanying Warrant to purchase one share of Common Stock is $0.3337. A stockholder elected to hold 4,000,000 shares of common shares purchased under the Purchase Agreement in abeyance.

Effective February 14, 2025, Henry Sicignano III, a Director of the Company, notified the Company that he will resign from the Company's Board of Directors (the "Board"). Mr. Sicignano's resignation is not the result of a dispute or disagreement with the Company. Mr. Sicignano served as Chairman of the Company's Audit Committee and as a member of the Company's Compensation Committee and Nominating and Corporate Governance Committee.

On March 11, 2025, the Company issued 376,932 shares of common stock for services rendered to the Company.

As previously reported by (the Company), on September 13, 2024, the Company received written notice (the "Notice") from The Nasdaq Listing Qualification Department ("Nasdaq") notifying the Company that it was not in compliance with the $1.00 minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2) for continued listing on the Nasdaq Capital Market (the "Minimum Bid Price Requirement"), as the closing bid price of the Company's common stock had been below $1.00 per share for 30 consecutive business days. The Notice indicated that the Company has 180 calendar days, or until March 12, 2025, to regain compliance with the Minimum Bid Price Requirement.

On March 13, 2025, Nasdaq notified the Company that although the Company has not regained compliance with the Minimum Bid Price Requirement, the Company is eligible to receive an additional 180 calendar day period or until September 8, 2025, to regain compliance with the Minimum Bid Price Requirement, pursuant to Nasdaq Listing Rule 5810(a)(3)(A).

From January 1 to April 15, 2025, the Company made $2,604,000 payments on the related-party non-convertible note issued to an entity controlled by Greenwave's Chairman and Chief Executive Officer for the December 2024 land and permit purchase.

On April 10, 2025, Jason Adelman provided the Board with his formal resignation from the Board and all committees thereof, effective immediately. Mr. Adelman was a member of the Board's Compensation, Audit, and Nomination and Corporate Governance Committees. Mr. Adelman's decision to resign was not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices (financial or otherwise).

On April 12, 2025, the Company terminated the employment of Isaac Dietrich, the Company's Chief Financial Officer, effective April 11, 2025.

**Exhibit 19.1**

**Greenwave Technology Solutions, Inc.**

**INSIDER TRADING POLICY**
**Dated: August 27, 2018**

## SUMMARY

Greenwave Technology Solutions, Inc. (the "Greenwave" or the "Company") has adopted formal policies and procedures to prevent insider trading violations by its officers, directors, employees and related individuals. The following summary is presented in question and answer format. **The following information is a summary only. All persons subject to the insider trading policy must read the entire policy.**

*What is the insider trading policy?*

The insider trading policy contains rules applicable to our officers, directors, employees, consultants and vendors, and related individuals, concerning trading in stock or other securities of Greenwave and companies with whom Greenwave does business. Among other things, the policy prohibits trading in Greenwave securities while in possession of inside information.

*What is "inside information?"*

Inside information is material, non-public information concerning Greenwave or any other public company with whom Greenwave does business. The policy contains many examples of types of material, non-public information.

*Who is subject to the insider trading policy?*

The policy covers the officers, directors, employees, consultants and vendors of Greenwave and all of its subsidiaries. The policy also covers family members of these persons and others who have or may have access to inside information, including family members whose investments are controlled or influenced by these persons.

*Who is the compliance officer and what does he do?*

Danny Meeks is currently the compliance officer under this insider trading policy. The compliance officer is responsible for ensuring compliance with the policy, and his duties include pre-approving all trades by persons subject to the pre-approval requirements described below.

*Who are Section 16 Insiders?*

Section 16 is part of the Securities Exchange Act of 1934. It requires certain senior officers, directors and large stockholders to file reports with the Securities and Exchange Commission about their share holdings and trades. The Section 16 Insiders are listed on Exhibit A to the policy. Section 16 Insiders are considered "Access Personnel" under the policy. Exhibit A will be automatically amended whenever the Greenwave Board of Directors changes the designation of Section 16 insiders.

*Who are Access Personnel?*

Access Personnel include the Section 16 Insiders and other persons who, by virtue of their position, are likely to have access to material non-public information on a more frequent basis than other Covered Persons. The Access Personnel are listed on Exhibit B to the policy. Exhibit B may be updated from time to time by the compliance officer.

*Is anyone else considered Access Personnel?*

Occasionally, the compliance officer may designate additional persons as Access Personnel on a temporary basis if they gain access to inside information. The compliance officer will inform people in writing if they become Access Personnel, and will inform them when they are no longer deemed Access Personnel.

*What special restrictions apply to Access Personnel?*

Access Personnel are subject to one or both of the following restrictions:

1. No trading in Greenwave securities during times of the year called blackout periods.

2. Required approval of the compliance officer prior to trading in Greenwave securities, even outside of the blackout periods.

Exhibit B lists the restrictions applicable to each Access Personnel. Such restrictions may be changed from time to time.

*What is the blackout period?*

The blackout period during which certain Access Personnel cannot trade in Greenwave securities begins fifteen (15) calendar days before the last trading day of a fiscal quarter, and ends at the commencement of trading on the third trading day following public release of the Company's annual or quarterly financial results. Greenwave may extend the blackout period or implement different blackout periods at any time by giving written notice to all Access Personnel. In addition, Greenwave may waive compliance with a blackout period if all material information concerning the Company has been publicly disclosed or is known by both parties to the proposed transaction. It is important to remember that even outside of the blackout period, Covered Persons are prohibited from buying, selling or otherwise transferring Greenwave securities if they are aware of material non-public information.

*What are the pre-clearance requirements?*

Certain Access Personnel must obtain the written permission of the compliance officer prior to engaging in any trade in Greenwave securities. Approval may take up to two business days, so Access Personnel subject to this restriction should plan in advance. When Access Personnel request permission to make a trade, the compliance officer will complete a pre-clearance checklist and if the trade is approved, will give written permission for the trade. The written permission will expire at the end of the second trading day following the date of written permission unless a longer period is granted in the sole discretion of the compliance officer. Any such permission will automatically expire without advance notice upon the commencement of a blackout period.

*What is the restriction on market limit orders?*

Market limit orders are open orders placed with a broker which are to be executed only if the securities reach a certain price. A market limit order may continue indefinitely, or it may expire at a set time. In order to prevent Access Personnel from accidentally engaging in a trade when trading is not allowed, Access Personnel subject to pre-clearance requirements may not enter any market limit orders with their brokers for Greenwave securities except market limit orders which expire within the time allowed for trading after receiving written permission to trade from the compliance officer.

Access Personnel subject to blackout periods may not enter into any market limit orders with their brokers for Greenwave securities other than orders which expire before the commencement of the next blackout period. The above restrictions are not applicable to approved Rule 10b5-1 plans (see below).

*Does the policy have exceptions for Rule 10b5-1 plans?*

The Company will in certain cases permit persons subject to this policy to enter into "blind trusts" or advance trading plans, and thereby avoid the prohibitions in the policy on trading while in possession of inside information. All such plans by Access Personnel will require approval by the compliance officer, which approval must be obtained in advance of any trade that would otherwise be subject to the policy.

*I am not listed as Access Personnel. Does the policy apply to me?*

Yes. While people who are not Access Personnel are not subject to the blackout periods or pre-clearance requirements, all employees and consultants of Greenwave and its subsidiaries are prohibited from trading while in possession of inside information.

*Can I sell Greenwave shares short?*

No. Selling shares short is a bet that the price of Greenwave common stock will go down. We cannot have a situation where any of our employees or consultants would benefit financially at the expense of our existing stockholders. The same policy applies to acquiring any derivative security (such as a put option) whose value would increase if the stock price goes down. Section 16 Insiders are prohibited by law, as well as by the policy, from selling short.

*What about my options issued pursuant to one of Greenwave's stock option or employee stock purchase plans?*

You may exercise options issued by Greenwave for cash, and you may complete purchases under a tax-qualified employee stock purchase plan, during blackout periods and even if you possess inside information. The special exceptions for exercise of an option and for employee stock purchase plan purchases do not apply to the sale of the Greenwave common stock you receive on exercise or purchase. All sales of Greenwave common stock are subject to the policy. Unless you have sufficient cash to pay the exercise price and you intend to hold the shares you acquire upon exercise of an option, you should determine whether you are permitted to sell the shares before you exercise the option.

*Can I pledge my securities in a margin account or to secure another type of loan?*

Access Personnel may not hold securities of Greenwave in a margin account. Access Personnel may not pledge securities to secure other loans without special permission from the compliance officer. Permission for pledges may be granted only at a time when you are permitted to trade in Greenwave securities.

*What are the penalties for violation of the policy?*

Violation of the policy may expose the violator to severe criminal and civil penalties. Greenwave will consider disciplinary action, up to and including termination, of any person who violates the policy.

**Greenwave Technology Solutions**

**INSIDER TRADING POLICY**

**Dated: August 27, 2018**

Greenwave Technology Solutions, Inc. (“Greenwave” or the “Company”), has implemented an Insider Trading Policy (the “Policy”) to provide guidelines to officers, directors, employees and related individuals of the Company and its subsidiaries with respect to transactions in the Company’s securities. The Policy is designed to prevent insider trading or the appearance of impropriety, to satisfy the Company’s obligation to reasonably supervise the activities of Company personnel, and to help Company personnel avoid the severe consequences associated with violations of insider trading laws.

## Introductory Information

### Definition of Inside Information

“Inside Information” means material, non-public information. Information is material if a reasonable investor would consider it important to the total mix of information available about the Company. Information is non-public if it has not been explicitly disclosed by the Company in a press release or report filed with the Securities and Exchange Commission, or by another manner involving broad disclosure to the investing public. Information remains non-public until it has been so disclosed and the market has had time to absorb and evaluate the information.

Examples of types of information that will frequently be material include:

- operating or financial results,
- changes in earnings estimates,
- significant changes in sales volumes, market share, product pricing, mix of sales, strategic plans, or liquidity,
- the gain or loss of a substantial customer or supplier,
- a pending or proposed merger, acquisition or tender offer,
- a significant sale of assets or the disposition of a subsidiary,
- execution of a business contract that is important to the company financially, strategically or otherwise,
- the award or cancellation of significant licenses or sales contracts,
- significant policy changes by the Company’s vendors or third party service providers,

- major management changes,
- public or private financing transactions,
- plans for substantial capital investment,
- significant write-offs or increases in reserves,
- impending bankruptcy or financial liquidity problems,
- a significant cybersecurity breach,
- significant regulatory approvals or challenges,
- a change in state or federal law relating to the Company's industry,
- a change in federal enforcement practices with respect to participants in the Company's industry,
- pending or threatened litigation of potential significance to the company, or settlement or other resolution of ongoing litigation,
- significant new platform features or changes to existing platform features,
- delays in product development or problems with quality control,
- a stock split or other recapitalization,
- a change in dividend policy,
- a redemption or purchase by the Company of its securities, and
- any other information which is likely to have a significant impact on the Company.

Either positive or negative information may be material.

In general, information that is likely to affect the market price of a security is likely to be considered material.

If your securities transactions become the subject of scrutiny, they will be viewed after-the-fact with the benefit of hindsight. As a result, Covered Persons should give careful thought to whether any facts and circumstances exist that could raise suspicions about the propriety of the proposed transaction after the fact; for example, as to whether information that the covered person has become aware of may be construed as "material" and "nonpublic."

You should contact the Compliance Officer identified below if you are considering a transaction in Company securities shortly after public disclosures of material information by the Company.

**Other Definitions**

"Access Personnel" include the Section 16 Insiders, and other persons who, by virtue of their position, are likely to have access to Inside Information on a more frequent basis than other Covered Persons. Access Personnel are listed on Exhibit B to this Policy. The compliance officer may from time to time designate certain persons not listed on Exhibit B as Access Personnel for purposes of this Policy if they gain access to Inside Information even for a limited period of time. The compliance officer will update Exhibit B from time to time as appropriate. All persons who, temporarily or permanently, become Access Personnel for purposes of this Policy will be given written notice.

"Blackout Period" applies to certain Access Personnel designated on Exhibit B, and is described below under the heading "Specific Procedures Applicable to Access Personnel."

"Compliance Officer" is the insider trading compliance officer appointed pursuant to this Policy. The Compliance Officer is currently Isaac Dietrich, but may be changed at any time by the Company with written notice to all Covered Persons.

"Covered Persons" are described below under the heading "Applicability of Policy to Covered Persons."

"Section 16 Insiders" are the executive officers and directors of the Company and its subsidiaries who are subject to the reporting and liability provisions of Section 16 of the Securities Exchange Act of 1934, as amended. Section 16 Insiders are listed on Exhibit A to this Policy. Exhibit A will be updated automatically whenever the Board changes the designation of Section 16 insiders.

**Transactions Covered by the Policy**

This Policy applies to all transactions in the Company's securities, including common stock, options for common stock and other securities the Company may issue from time to time, such as preferred stock, warrants and convertible debentures, as well as to derivative securities relating to the Company's stock, whether or not issued by the Company (such as exchange-traded options). It applies to all officers of the Company, all members of the Company's Board of Directors, and all employees of, and consultants, contractors and vendors to, the Company and its subsidiaries, and will continue to apply to such persons for a period of ninety (90) days after their separation from the Company. It also applies to family members of such persons, and to others, to the extent such persons come to have access to Inside Information. Persons subject to this Policy are referred to as "Covered Persons."

Any person who possesses Inside Information regarding the Company is a Covered Person for so long as the information is non-public.

Bona fide gifts are generally not transactions subject to the Policy, unless the person making the gift has reason to believe that the recipient intends to sell Company securities while the Covered Person is restricted from trading under the Policy (including outside of a Blackout Period if the Covered Person is aware of material non-public information).

Transactions in mutual funds that hold Company securities are generally not transactions subject to the Policy. However, transactions in mutual funds may be prohibited under the Policy if a Covered Person becomes aware of material non-public information which might materially affect the value of the mutual fund as a whole.

Covered Persons are expected to use good judgment and contact the Compliance Officer in advance of a transaction if they have any doubt about whether a transaction is covered by the Policy.

**Application of Policy After Relationship Terminates**

If you are subject to a Blackout Period imposed by this Policy and your relationship terminates during a Blackout Period (or if you otherwise leave while in possession of Inside Information), you will continue to be subject to the Policy, and specifically to the ongoing prohibition against trading, until the later of the end of the Blackout Period or the commencement of trading on the second trading day following public announcement of any Inside Information of which you are aware.

If a Blackout Period is extended, or if a Blackout Period does not end on its normal date as the result of the commencement of a subsequent Blackout Period prior to the termination of the prior Blackout Period, the Compliance Officer may in his discretion waive the applicability of the extended or new Blackout Period to a person whose relationship with the Company has terminated during the prior Blackout Period, if the Compliance Officer determines that such person has not had access to any Inside Information relating to the extended or new Blackout Period.

The Company may institute stop-transfer instructions to its transfer agent in order to enforce this provision.

**The Company's Policy**

**It is the policy of the Company that any Covered Person who possesses Inside Information about the Company may not buy or sell securities of the Company nor engage in any other action to take advantage of, or pass on to others, that information. This includes posting of Inside Information in chat-rooms or via other electronic communications. This Policy also applies to information relating to any other company, including customers, vendors or suppliers of the Company, obtained in the course of employment by or service to the Company.**

**Illegality of Insider Trading**

It is illegal for any Covered Person to trade in the securities of the Company using material, non-public information about the Company. It is also illegal for any Covered Person to give Inside Information to others who may trade on the basis of that information.

**Specific Policies Applicable to All Covered Persons**

The Company intends to comply with the spirit as well as the letter of the insider trading laws. The Company's policy is to avoid even the appearance of improper conduct on the part of anyone employed by or associated with the Company, whether or not the conduct is literally in violation of the law.

1. *Trading on Inside Information.* No Covered Person and no member of the immediate family or household of any such person, may trade or otherwise engage in any transaction involving a purchase or sale of the Company's securities, including but not limited to, any offer to purchase or offer to sell, during any period commencing with the date that he or she possesses Inside Information concerning the Company, and ending when all material information known to such person has been available to investors generally for at least two (2) business days. Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are no exception. Even the appearance of an improper transaction must be avoided to preserve our reputation for adhering to the highest standards of conduct.

2. *Tipping.* No Covered Person may disclose ("tip") Inside Information to any other person (including family members) where such information may be used by such person to his or her profit by trading in the securities of companies to which such information relates. No Covered Person may recommend the purchase or sale of any Company securities, or pass on to any person any material non-public information concerning the Company, whether or not the Covered Person has any information regarding such person's intention to engage in any transaction involving Company securities.

3. *Confidentiality of Non-public Information; Prohibition on Electronic Posting of Confidential Information.* Non-public information relating to the Company is the property of the Company and the unauthorized disclosure of such information is forbidden. Covered Persons are prohibited from posting confidential information relating to the Company, including but not limited to material non-public information, in internet chat rooms, on online message boards, on social media and social networking websites or through the use of any other form of electronic communication.

4. *No Short Sales.* Because short sales represent a bet that the Company's stock price will decline, the Company prohibits all Covered Persons from shorting the Company's stock. The Company also prohibits Covered Persons from acquiring any security or position which would increase in value if the Company's stock price declines, such as a put option. Short sales by Section 16 Insiders are prohibited by law as well as by this Policy. Any questions as to whether a transaction is a prohibited short sale should be raised with the Compliance Officer.

5. *Publicly-Traded Options*. Given the relatively short term of publicly-traded options, transactions in options may create the appearance that a Covered Person is trading based on material non-public information and focus a Covered Person's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in put options, call options or other derivative securities, on an exchange or in any other organized market, are prohibited by the Policy.

6. *Hedging Transactions*. Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit a Covered Person to continue to own Company securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the Covered Person may no longer have the same objectives as the Company's other shareholders. Any person wishing to enter into such an arrangement must first submit the proposed transaction, all agreements therefor and a written explanation of the purpose of the proposed transaction to the Compliance Officer for approval. The Compliance Officer may accept, reject or condition such transaction in his or her sole discretion.

7. *Margin Accounts and Pledges*. Securities held in a margin account may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan or, in many instances, if the value of the collateral declines. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material non-public information regarding the Company, Covered Persons are prohibited from holding securities of the Company in a margin account or pledging such securities as collateral for a loan. An exception to this prohibition may be permitted in certain limited circumstances with the advance written approval of the Compliance Officer. The Compliance Officer may accept, reject or condition such transaction in its sole discretion.

8. *Securities of Other Companies*. The foregoing provisions also apply to trading in the securities of other companies, including the Company's customers, vendors and suppliers, if any Covered Person becomes aware of material non-public information relating to such companies in the course of performing his or her duties for the Company. Covered Persons are prohibited from disclosing any material non-public information concerning other companies that they gain as part of their employment.

9. *Expert Networks*. "Expert networks" are firms that connect investment firms and others seeking information about specific industries, companies, products or business situations with outside experts who are able to provide information on such topics. Covered Persons may not act as consultants or employees of expert network firms or any similar enterprises unless the engagement has been approved in writing by the Compliance Officer.

**Transactions by Family Members and Others**

The Policy applies to family members and domestic partners of Covered Persons who reside in the same household with the Covered Person and family members who do not live in the Covered Person's household but whose transactions in Company securities are directed by a Covered Person or are subject to a Covered Person's influence or control (collectively, "Family Members"). Family Members generally include spouse, domestic partner, children and stepchildren, a child away at college and grandchildren, and may include parents, stepparents, grandparents, siblings and in-laws. Questions as to which persons are subject to the restrictions of the Policy should be directed to the Compliance Officer. Each Covered Person is responsible for the transactions in Company securities of these other persons and therefore should make them aware of the need to confer with him or her before trading in Company securities.

**Transactions by Entities Affiliated with a Covered Person**

The Policy applies to any entities whose transactions in Company securities are influenced or controlled by a Covered Person, including corporations, partnerships or trusts (collectively, "Controlled Entities"). Transactions by these Controlled Entities will be treated for the purposes of the Policy as if they are for the account of the affiliated Covered Person.

**Potential Criminal and Civil Liability and/or Disciplinary Action**

Penalties for trading on or communicating material non-public information are severe and may be applied against the individual involved in unlawful conduct, as well as against the Company and controlling persons of the Company. A person can be subject to some or all of the penalties noted below even if he or she does not personally benefit from the violation. Penalties include:

1. *Liability for Insider Trading*. Covered Persons may be subject to penalties of up to $5,000,000 and up to twenty years in jail for engaging in transactions in securities at a time when they have knowledge of Inside Information regarding the subject company.

2. *Liability for Tipping*. Covered Persons may also be liable for improper transactions by any person (commonly referred to as a "tippee") to whom they have disclosed Inside Information regarding the Company or to whom they have made recommendations or expressed opinions on the basis of such information as to trading in the Company's securities. The SEC has imposed large penalties even when the disclosing person did not profit from the trading. The SEC, the stock exchanges and the Financial Industry Regulatory Authority use sophisticated electronic surveillance techniques to uncover insider trading.

3. *Disciplinary Actions*. Covered Persons who violate this Policy will be subject to disciplinary action by the Company, which may include, in addition to other sanctions, ineligibility for future participation in the Company's equity incentive plans or termination of employment.

4. *Stop Transfer Order*. The Company may in its discretion impose or maintain stop transfer orders on securities held by Covered Persons during a Blackout Period.

You should be aware that stock market surveillance techniques have become extremely sophisticated and are being improved all the time. The chance that federal authorities or exchange regulators will detect even small-level trading is a significant one.

**Individual Responsibility**

Every Covered Person has the individual responsibility to comply with this Policy against insider trading, regardless of whether the Company has implemented a Blackout Period applicable to the Covered Person. Appropriate judgment should be exercised in connection with any trade or other restrictions in the Company's securities.

**A Covered Person may, from time to time, have to forego a proposed transaction in the Company's securities even if he or she planned to make the transaction before learning of the Inside Information and even though the Covered Person believes he or she may suffer an economic loss or forego an anticipated profit by waiting. Covered Persons who have anticipated needs for liquidity should strongly consider adopting a Rule 10b5-1 plan.**

**Applicability of Policy to Inside Information Regarding Other Companies**

This Policy also applies to Inside Information relating to other companies, including the Company's customers, vendors or suppliers ("business partners"), when that information is obtained in the course of employment with, or other services performed on behalf of, the Company. Civil and criminal penalties, and termination of employment, may result from trading on inside information regarding the Company's business partners. All employees should treat Inside Information about the Company's business partners with the same care required with respect to information related directly to the Company.

**Specific Procedures Applicable to Access Personnel**

**Blackout Period**

To ensure compliance with this Policy and applicable federal and state securities laws, it is the Company's policy that certain Access Personnel designated on Exhibit B refrain from conducting any transactions involving the purchase or sale of the Company's securities during a "Blackout Period." The Blackout Period begins on the day which is fifteen (15) calendar days before the last trading day of a fiscal quarter, and ends at the commencement of trading on the third trading day following public release of the Company's annual or quarterly financial results. The Compliance Officer may extend the Blackout Period, or adopt additional Blackout Periods, in his or her sole discretion. The Compliance Officer may waive compliance with a Blackout Period if, following consultation with the Board of Directors and the Company's legal counsel, the Compliance Officer concludes that all material information concerning the Company has been publicly disclosed or, in the case of a proposed private transaction in the Company's securities, that neither party to such transaction is in possession of Inside Information which is not also known by the other party.

The safest period for trading in the Company's securities, assuming the absence of Inside Information, is generally the first ten days after the expiration of the Blackout Period for the prior quarter.

It is important to remember that, even if outside the Blackout Period, no Covered Person may trade in Company securities while in possession of Inside Information. Trading in the Company's securities outside of a Blackout Period should not be considered a "safe harbor," and all Access Personnel and other Covered Persons should use good judgment at all times. You should contact the Compliance Officer in advance of a transaction if you have any questions regarding a particular securities transaction.

**Pre-Clearance of Trades**

Certain Access Personnel of the Company must comply with the Company's pre-clearance process prior to engaging in any trade at any time in the Company's securities**. Such Access Personnel must contact the Compliance Officer, at least two (2) business days prior to commencing any trade in the Company's securities.**

The Compliance Officer will complete a pre-clearance checklist in the form attached as Exhibit C to this Policy and if the trade is approved, will give written permission for the trade in the form attached as Exhibit D to this Policy. The written permission will expire at the end of the second trading day following the date of written permission or the beginning of the Blackout Period, whichever is earlier. Accordingly, Access Personnel should not request permission to trade unless there is an intention to execute the trade immediately following receipt of written permission. The Compliance Officer is under no obligation to approve a transaction submitted for pre-clearance, and may determine not to permit the transaction in his or her sole discretion.

**Further Restrictions**

As circumstances dictate, the Company may restrict trading by Access Personnel during otherwise open trading window periods. For example, the Company may restrict trading by Access Personnel during an ongoing cybersecurity investigation until the Company determines whether the incident is "material". In such event, the Compliance Officer will notify particular individuals that they should not engage in any transactions involving the Company's securities until such further restrictions are lifted by further notice. The notice need not state the reason for the further restrictions. Access Personnel who receive such notice should not disclose to others the existence of such further restrictions. Generally, these further restricted periods will end upon the earlier of the circumstances no longer being material or the open of market on the second trading day following the Company's public disclosure of such circumstances or their resolution.

**Restriction on Market Limit Orders**

In order to prevent Access Personnel from accidentally engaging in a trade when trading is not allowed, Access Personnel subject to Blackout Periods may not enter into any market limit orders with their brokers for securities of the Company other than orders which expire no later than the commencement of the next Blackout Period. Access Personnel subject to pre-clearance requirements are subject to the additional restriction that they may not enter any market limit orders for securities of the Company except market limit orders which expire within the time allowed for trading after receiving written permission to trade from the Compliance Officer. All other market limit orders by Access Personnel for securities of the Company are prohibited. This paragraph does not however apply to approved Rule 10b5-1 plans.

**Margin Accounts and Pledges**

A pledge of securities may be considered a sale under the securities laws. In addition, securities held in a margin account or pledged as collateral for a loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because the initial pledge may be a sale, and a later margin sale or foreclosure sale may occur at a time when the pledgor is aware of Inside Information or otherwise is not permitted to trade in securities of the Company, Access Personnel are prohibited from holding Company securities in a margin account or pledging Company securities for a loan. An exception to this prohibition may be granted where a person wishes to pledge Company securities as collateral for a loan (not including margin debt), if such person is otherwise permitted to transact in Company securities at the time of the pledge, and if such person clearly demonstrates the financial capacity to repay the loan without resort to the pledged securities. Any person who wishes to pledge Company securities as collateral for a loan must submit a request for approval to the Compliance Officer at least two weeks prior to the proposed execution of documents evidencing the proposed pledge.

**<u>Exception for Pre-Arranged Trading Programs</u>**
**<u>(Rule 10b5-1)</u>**

Rule 10b5-1 of the Exchange Act allows a person to trade while aware of material non-public information if the trade was executed pursuant to a plan satisfying the requirements of Rule 10b5-1 (a "trading plan") that was established at a time when the person was not aware of material non-public information. Rule 10b5-1 is a complicated rule that requires sophisticated planning and should not be relied upon without the advice of one's own legal counsel or personal financial adviser.

**Specific Requirements**

Trades in Company securities that are executed pursuant to an approved trading plan are not subject to the prohibitions in the Policy, including Blackout Periods or pre-clearance requirements for Access Personnel. Trading plans must meet the following requirements:

1. *Pre-Approval*. For a Rule 10b5-1 plan to serve as an adequate defense against an allegation of insider trading, a number of legal requirements must be satisfied. Accordingly, anyone wishing to establish a Rule 10b5-1 plan must first receive approval from the Compliance Officer.

2. *Material Non-public Information and Special Blackouts*. An individual desiring to enter into a Rule 10b5-1 plan must enter into the plan at a time when he or she is not aware of any material nonpublic information about the Company or otherwise subject to a special trading blackout

3. *Open Trading Window*. A Rule 10b5-1 plan may only be adopted during an open trading window (i.e., outside of a Blackout Period).

4. *30-Day Waiting Period*. Rapid transaction executions subsequent to plan adoption may create an appearance of impropriety and call into question whether a plan adopter had material non-public information at the time of plan adoption. To avoid even the appearance of impropriety, the Company requires a waiting period of 30 days between the date the Rule 10b5-1 plan is adopted and the date of the first possible transaction under the plan.

Trading plans may not be instituted, amended or terminated, and deviations from such plans may not be made during a Blackout Period or at a time when a Covered Person is aware of material non-public information. Any amendment or termination of an approved trading plan requires the advance approval of the Compliance Officer. The Compliance Officer may circulate from time to time criteria for clearance of trading plans. Section 16 Insiders must provide prompt notice to the Compliance Officer of all transactions under trading plans to facilitate filings required under Section 16(a) of the Exchange Act. Such filings are generally due within two (2) business days of a trade. The Company reserves the right to bar any transactions in Company securities, even those pursuant to trading plans previously approved, if the Compliance Officer or the Board of Directors, in consultation with the Compliance Officer, determines that such a bar is appropriate under the circumstances.

**Exception for Stock Options and Employee Stock Purchase Plans**

The Policy does not apply to the exercise of an employee stock option acquired pursuant to the Company's plans, or to the exercise of a tax withholding right pursuant to which a person has elected to have the Company withhold shares subject to an option to satisfy tax withholding requirements. The Policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option and to any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

Purchases of Company stock through a 401(k) plan or employee stock purchase plan ("ESPP") resulting from your periodic contribution of money to the plan pursuant to your payroll deduction election are also exempt from this Policy, since the other party to those transactions is the Company itself and the price is determined by the terms of the option agreement or the plan. The trading restrictions do apply, however, to elections you may make to (a) begin participation or change participation levels in any ESPP or Company stock fund in the 401(k) plan, (b) sell any shares purchased under the ESPP, and (c) initiate an intra-plan transfer of an existing account balance into or out of the Company stock fund in the 401(k) plan.

**Additional Information - Directors and Executive Officers**

Directors and executive officers of the Company must also comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the Securities Exchange Act of 1934, as amended. The practical effect of these provisions is that Section 16 Insiders who purchase and sell the Company's securities within a six-month period must disgorge all profits to the Company whether or not they had knowledge of any Inside Information. Under these provisions, and so long as certain other criteria are met, in most cases neither the receipt of an option under the Company's option plans, nor the exercise of that option is deemed a purchase under Section 16; however, the sale of any such shares is a sale under Section 16. The exercise of options by Section 16 Insiders, although not subject to short-swing liability, must be disclosed on a Form 4 filed **within two business days after the exercise occurs**. The participation by executive officers in a tax-qualified employee stock purchase plan will not generally result in a Section 16 short-swing liability or reporting obligations; however the sale of any shares acquired is subject to Section 16 reporting and short-swing liability. Generally, all other purchases and sales of Company securities by Section 16 Insiders must be disclosed on a Form 4 filed **within two business days after the transaction occurs**. Moreover, no officer or director may ever make a short sale of the Company's stock. The Company has provided, or will provide, separate memoranda and other appropriate materials to its officers and directors regarding compliance with Section 16 and its related rules.

**Certification**

Covered Persons will be required to certify their understanding of and compliance with this Policy on an annual basis, in the form attached as Exhibit E to this Policy.

**Inquiries**

Please direct your questions as to any of the matters discussed in the Policy to the Compliance Officer.

**Duties of Compliance Officer**

The duties of the Compliance Officer include the following:

1. Pre-clearance of all transactions involving the Company's securities by Access Personnel designated for pre-clearance on Exhibit B in order to determine compliance with the Policy, insider trading laws, Section 16 of the Exchange Act of 1934, as amended, and Rule 144 promulgated under the Securities Act of 1933, as amended.

2. Assistance in the preparation of Section 16 reports (Forms 3, 4 and 5) for all Section 16 Insiders.

3. Performance of cross-checks of available materials, which may include Forms 3, 4 and 5, Forms 144, officers and directors questionnaires, and reports received from the Company's stock administrator and transfer agent, to determine trading activity by officers, directors and others who have, or may have, access to Inside Information.

4. Circulation of the Policy to all Covered Persons on an annual basis, and provision of the Policy and other appropriate materials to any officers, directors or others who have, or may have, access to Inside Information.

5. Reviewing proposed Rule 10b5-1 plans of Covered Persons.

6. Assisting the Company's Board of Directors in implementation of the Policy.

7. Updating from time to time, as applicable, the list of Access Personnel on Exhibit B of the Policy.

**EXHIBIT A**

**SECTION 16 INSIDERS**

| Name | Title |
| --- | --- |
| Danny Meeks | Chief Executive, Chairman and Director |

**EXHIBIT B**

**ACCESS PERSONNEL**

All Section 16 Insiders listed on Exhibit A are Access Personnel, and subject to pre-clearance requirements and Blackout Periods. In addition, the following persons are Access Personnel, and are subject to the indicated restrictions:

| Name | Title | Blackout Periods | Pre-Clearance |
|---|---|---|---|
| Susan Roderick | Office Administrator | X | X |

**EXHIBIT C**

**INSIDER TRADING COMPLIANCE PROGRAM - PRE-CLEARANCE CHECKLIST**

| | |
|---|---|
| Individual Proposing To Trade: | ______________________________ |
| Compliance Officer: | ______________________________ |
| Proposed Trade: | ______________________________ |
| Date: | ______________________________ |

**No Blackout**. Confirm that the trade will not be made during a “Blackout Period.” ☐

**Section 16 Compliance**. Confirm, if the individual is an officer or director subject to Section 16, that the proposed trade will not give rise to any potential liability under Section 16 as a result of matched past (or intended future) transactions. Also, ensure that a Form 4 has been or will be completed and will be filed within two (2) business days of the trade. ☐

**Prohibited Trades**. Confirm that the proposed transaction is not a short sale, put, call or other prohibited transaction. ☐

**Rule 144 Compliance**. To the extent applicable confirm that:

The current public information requirement has been met. ☐

Shares to be sold are not restricted or, if restricted, the holding period has been met. ☐

Volume limitations are not exceeded (confirm the individual is not part of an aggregated group). ☐

The manner of sale requirements have been met. ☐

The Notice on Form 144 has been completed and filed. ☐

**Rule 10b-5 Concerns**. Confirm that:

The individual has been reminded that trading is prohibited when in possession of any material information regarding the Company that has not been adequately disclosed to the public. ☐

The Compliance Officer has discussed with the insider any information known to the individual or the Compliance Officer which might be considered material, so that the individual has made an informed judgment as to the presence of inside information. ☐

______________________________________________

Signature of Compliance Officer

**EXHIBIT D**

**PERMISSION TO TRADE**

_________ is hereby permitted to buy/sell [circle one] shares of the common stock of Greenwave Technology Solutions, Inc.

*[Include the following if sales to be made by affiliates pursuant to Rule 144.* The securities must be sold in a broker's transaction, and you may not solicit or arrange for the solicitation of an order to buy the securities you are selling, or make any payment in connection with the offer and sale to any person other than the broker who executes an order to sell the securities.]

The permission to sell will expire on the close of trading on _________, 20__.

Very truly yours,

______________________________

Signature of Compliance Officer

**EXHIBIT E**

**CERTIFICATE OF COMPLIANCE**

I represent that I have read, and promise to comply with, the Greenwave Technology Solutions, Inc. Insider Trading Policy.

Name:
Date:

**Exhibit 21.1**

**SUBSIDIAIRES OF GREENWAVE TECHNOLOGY SOLUTIONS INC.**

| Subsidiaries | Place of Incorporation |
|---|---|
| Empire Services Inc. | Virginia |
| Liverman Metal Recycling, Inc. | North Carolina |
| Scrap App, Inc. | Delaware |
| Empire Staffing, LLC | Delaware |
| Greenwave Elite Sports Facility, Inc. | Delaware |

**EXHIBIT 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (File Nos. 333-271324, 333-274293, and 333-280924) of our report dated April 15, 2025 on the consolidated financial statements of Greenwave Technology Solutions Inc. and its subsidiaries, appearing in this Annual Report on Form 10-K of Greenwave Technology Solutions Inc. for the year ended December 31, 2024. Our report includes an explanatory paragraph expressing substantial doubt regarding the Company’s ability to continue as a going concern.

/s/ RBSM LLP

New York, NY
April 15, 2025

**EXHIBIT 31.1**

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**
**PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Danny Meeks, certify that:

1. I have reviewed this Annual Report on Form 10-K 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;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 15, 2025

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

**EXHIBIT 31.2**

**CERTIFICATION OF CHIEF FINANCIAL OFFICER**
**PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Danny Meeks, certify that:

1. I have reviewed this Annual Report on Form 10-K 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;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 15, 2025

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

**EXHIBIT 32.1**

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**
**PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Danny Meeks, in my capacity as Chief Executive Officer of Greenwave Technology Solutions, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K of Greenwave Technology Solutions, Inc. for the year ended December 31, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Greenwave Technology Solutions, Inc.

Dated: April 15, 2025

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

**EXHIBIT 32.2**

**CERTIFICATION OF CHIEF FINANCIAL OFFICER**
**PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Danny Meeks, in my capacity as Chief Financial Officer of Greenwave Technology Solutions, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K of Greenwave Technology Solutions, Inc. for the year ended December 31, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Greenwave Technology Solutions, Inc.

| | | | |
|---|---|---|---|
| Dated: | April 15, 2025 | By: | */s/ Danny Meeks* |
| | | | Danny Meeks |
| | | | Chief Executive Officer and Acting Chief Financial Officer |
| | | | (*Principal Executive, Financial and Accounting Officer*) |