

Pineapple, Inc.

**12301 Wilshire Blvd., Suite 302
Los Angeles, CA 90025**

877-310-7675

Pineappleinc.com

info@pineappleinc.com

Quarterly Report

For the period ending June 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

73,103,569 as of November 7, 2024 (Current Reporting Period Date or More Recent Date)

73,103,569 as of December 31, 2023 (Most Recent Completed Fiscal Year End)

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

Below is a corporate history detailing the names, name changes, name change dates of our predecessor entities from inception, through the date of this filing.

The issuer's current name is Pineapple Inc. ("Pineapple", the "Company," "we," "us" or "our"). Our address is 12301 Wilshire Blvd., Suite 302, Los Angeles, CA 90025.

The Company was incorporated under the laws of the State of Nevada on August 3, 1983, as "Global Resources, Ltd". On April 12, 1999, the Company changed its name from "Global Resources, Ltd." to "Helixsphere Technologies, Inc." and on October 2, 2013, to "New China Global Inc." On October 30, 2013, the Company filed Articles of Continuance with the Secretary of State in the State of Wyoming pursuant to which the Company re-domiciled from the State of Nevada to the State of Wyoming. On July 15, 2014, the Company filed an amendment to its Articles of Incorporation to change its name from "New China Global Inc." to "Globestar Industries".

On August 24, 2015, the Company entered into a Share Exchange Agreement (the "Agreement") with Better Business Consultants, Inc. ("BBC"), a corporation incorporated under the laws of California on January 29, 2015, and Shane Oei, a majority shareholder of the Company at the time. Pursuant to the terms of the Agreement, BBC shareholders exchanged all of the issued and outstanding capital of BBC for an aggregate of 50,000,000 newly and duly issued, fully paid and non-assessable shares of common stock of the Company. Upon closing, BBC became a wholly owned subsidiary of the Company. In addition, Mr. Oei and Gary Stockport, another former shareholder of the Company at the time, cancelled 100,000,000 and 500,000 shares of the Company's common stock, respectively, in connection with the Agreement. As the owners and management of BBC obtained voting and operating control of the Company after the share exchange and Globestar Industries was non-operating, the transaction was accounted for as a recapitalization of BBC, accompanied by the exchange of previously issued common stock for outstanding common stock of Globestar Industries, which was recorded at a nominal value. One of the owners, Jaime Ortega, also entered into a Lockup Agreement under which he could not sell his ownership in the Company through September 1, 2017.

On September 3, 2015, the Company changed its name from "Globestar Industries" to "Pineapple Express, Inc." The Company's name has no relation to the 2008 motion picture produced by Columbia Pictures.

In September 2015, the Company had entered into agreements to issue 500,000 shares of Series A Convertible Preferred Stock to Sky Island, Inc. ("Sky Island") in exchange for a patent and 100,000 shares of Series A Convertible Preferred Stock to Christopher Plummer as compensation for taking on the role of Chief Operating Officer. However, both of these issuances were rescinded effective December 31, 2015.

On February 12, 2016, the Company entered into an Agreement of Merger to acquire all of the assets and assume several liabilities of THC Industries, Inc., a California corporation ("THC Parent"), through a two-step merger (the "THC Merger") by and among the Company, THC Parent, the Company's wholly owned subsidiary THC Industries, LLC, a California limited liability company ("THC"), and the Company's former wholly owned subsidiary THCMergerCo., Inc., a California corporation. In June 2016, the Company began to anticipate significant difficulties in monetizing the value of the acquired intangible assets and recorded an impairment of those assets.

On August 5, 2016, the Company entered into a Forbearance Agreement with THC Parent because of late payments. This sparked a temporary foreclosure of assets. On March 23, 2017, the Company entered into a Standstill and Waiver Agreement with THC Parent because of additional late payments. On June 22, 2017, the Company successfully completed the conditions of the Standstill and Waiver Agreement. The Company made its payments and completed its conditions in full for the Forbearance Agreement. The Company gained back control of the assets relative to the purchase transaction.

On March 14, 2017, the Company entered into a Share Purchase Agreement to sell BBC and its three wholly owned subsidiaries, Pineapple Express One LLC, a California limited liability company, Pineapple Express Two LLC, a California limited liability company,

and Pineapple Property Investments, LLC, a Washington limited liability company, to a related party, Jaime Ortega. The sale of BBC and its subsidiaries to Mr. Ortega was in exchange for Mr. Ortega forgiving a debt of \$10,000 owed to Sky Island, a corporation wholly owned by Mr. Ortega, and in order for Mr. Ortega to fund and prosecute litigation claims (as discussed below) and settle debts for the subsidiaries resulting from unconsummated parcel purchases which the Company believes were purposely circumvented by third parties involved in those transactions. The terms of the Share Purchase Agreement are discussed in greater detail in the “legal proceedings” section of this Quarterly Report. On January 27, 2018, the Company completed the sale of BBC, Pineapple Express One LLC, Pineapple Express Two LLC and Pineapple Property Investments, LLC to Mr. Ortega.

With respect to such litigation claims related to BBC, on April 7, 2017, Orr Builders, Prest-Vuksic Architects, Inc. and MSA Consulting, Inc. filed a claim against the Company, including subsidiaries Pineapple Express One LLC, BBC, Clonetics Laboratories Cooperative, Inc.; United Pentecostal Church; and Healing Nature, LLC; within the Superior Court of the State of California for the County of Riverside, Case No. PSC 1700746 (hereinafter referred to as the “Lead Case”), and a related and consolidated Case No. PSC1702268 (in which the Company was not a named defendant), alleging, among other things: (i) breaches of contracts related to the building of a warehouse in Desert Hot Springs, CA in the amount of \$1,250,000, (ii) foreclosure of mechanics’ lien, (iii) negligent misrepresentation, and (iii) unjust enrichment (against United Pentecostal Church only). In 2019, the land (which was leased by the Company and sold to a third party) and warehouse (which was being built for the Company, yet completed by the third party) at 65241 San Jacinto Lane in Desert Hot Springs, CA, were ordered sold by way of judgment and the plaintiffs were entitled to recovery.

On March 16, 2017, the Company formed Pineapple Express Consulting, Inc. (“PEC”) as a wholly owned subsidiary. On August 3, 2017, a letter of intent (“LOI”) was entered into between PEC and Sky Island, whereby all the assets of Pineapple Park, LLC, a California limited liability company controlled by Sky Island holding lease deposits, were to be transferred through a related party transfer to PEC in exchange for \$100,000. On December 31, 2018, Pineapple Park, LLC pulled out of this project and signed a mutual release agreement for all lessees and Pineapple Park, LLC to terminate each party’s obligations and responsibilities under the leases and the parties’ relationship. The Company had planned on using revenue from operations, including license proceeds from contracts already signed with licensees as well as rental payments due from tenants. The Company was also in the process of developing a “franchise style” model whereas it would license its trademark, brand name, and retail design concept in exchange for a 5% perpetuity royalty. These revenue streams were to provide the Company with long-term and short-term growth. However, after the investment in Pineapple Ventures, Inc. (“PVI”), the Company will now be receiving revenues from its 45.17% ownership.

On March 19, 2019, the Company entered into a Share Exchange Agreement (the “PVI Agreement”) with PVI and the stockholders of PVI (the “PVI Stockholders”). Upon execution of the PVI Agreement (the “Closing”), the Company acquired 20,000 shares of PVI’s outstanding capital stock (“PVI Shares”), equaling 20% of the outstanding shares of PVI. In consideration for the PVI Shares, the Company agreed to issue 1,000,000 shares of its Series A Convertible Preferred Stock, \$0.0000001 par value per share (“Series A Convertible Preferred Stock”), to the PVI Stockholders. Pursuant to the terms of the PVI Agreement and Amendment No. 1 dated June 26, 2019, upon the six-month anniversary of the PVI Agreement (the “Second Closing”), and subject to the conditions to closing set forth in the PVI Agreement, the Company was to acquire an additional 30,000 PVI Shares, equaling 30% of the outstanding shares of PVI, for a total of 50% of the outstanding shares of PVI, in consideration for an additional 1,000,000 shares of Series A Convertible Preferred Stock to be issued to the PVI Stockholders at the time of the Second Closing. The Series A Convertible Preferred Stock may, from time to time, be converted by the holder into shares of the Company’s common stock in an amount equal to 10 shares of common stock for each one share of Series A Convertible Preferred Stock. On July 5, 2019, the Company, PVI and the PVI Stockholders, and their respective boards of directors waived the remaining conditions to closing as set forth in the PVI Agreement and ratified and approved the Second Closing. As a result of the PVI investment, the Company now has a portfolio asset (PVI) with which it has entered the cannabis cultivation, production, and distribution sector throughout California. The PVI Stockholders elected to immediately convert their shares of Series A Preferred Stock into shares of common stock.

On January 17, 2020, the Company entered into an agreement with Jaime Ortega whereby in exchange for Mr. Ortega cancelling \$1,062,000 of existing loans extended to the Company by Jaime Ortega, Neu-Ventures, Inc., and Sky Island, the Company sold to Mr. Ortega 10,000 shares of capital stock of PVI. Subsequently, on February 11, 2021, the parties entered into amended agreement pursuant to which the original number of shares sold to Mr. Ortega were reduced from 10,000 shares of capital stock of PVI to 4,827 shares of capital stock of PVI. Accordingly, the Company currently owns 45,173 shares of capital stock of PVI. This amendment was entered into to properly reflect the value of the Company’s stock at the time of the initial agreement.

Pursuant to an Agreement and Plan of Merger (“Merger Agreement”), dated as of April 6, 2020, by and between, Pineapple Express, Inc., a Wyoming corporation (“Pineapple Express”), and Pineapple, Inc., a Nevada corporation (“Pineapple”) and wholly owned

subsidiary of Pineapple Express, effective as of April 15, 2020 (the “Effective Date”), Pineapple Express merged with and into Pineapple, with Pineapple being the surviving entity (the “Reincorporation Merger”). The Reincorporation Merger was consummated to complete Pineapple Express’ reincorporation from the State of Wyoming to the State of Nevada. The Merger Agreement, the Reincorporation Merger, the Name Change (as defined below) and the Articles of Incorporation and Bylaws of Pineapple were duly approved by the written consent of shareholders of Pineapple Express owning at least a majority of the outstanding shares of Pineapple Express’ common stock, par value \$0.0000001 per share (the “PE Common Stock”). Pursuant to the Merger Agreement, the Company’s corporate name changed from “Pineapple Express, Inc.” to “Pineapple, Inc.”

Current State and Date of Incorporation or Registration: Nevada; 2020.

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

The Company was incorporated under the laws of the State of Nevada on August 3, 1983, as “Global Resources, Ltd”. On April 12, 1999, the Company changed its name from “Global Resources, Ltd.” to “Helixsphere Technologies, Inc.” and on October 02, 2013, to “New China Global Inc.” On October 30, 2013, the Company filed Articles of Continuance with the Secretary of State in the State of Wyoming pursuant to which the Company re-domiciled from the State of Nevada to the State of Wyoming. On July 15, 2014, the Company filed an amendment to its Articles of Incorporation to change its name from “New China Global Inc.” to “Globestar Industries”. On September 3, 2015, the Company changed its name from “Globestar Industries” to “Pineapple Express, Inc.”

Pursuant to an Agreement and Plan of Merger (“Merger Agreement”), dated as of April 6, 2020, by and between, Pineapple Express, Inc., a Wyoming corporation (“Pineapple Express”), and Pineapple, Inc., a Nevada corporation (“Pineapple”) effective as of April 15, 2020, Pineapple Express merged with and into Pineapple, with Pineapple being the surviving entity, reincorporating from the State of Wyoming to the State of Nevada, pursuant to which the Company’s corporate name changed from “Pineapple Express, Inc.” to “Pineapple, Inc.”

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

Shares of the Company’s common stock are quoted on the OTC Pink Market under the symbol “PNPL”. In April 2016, OTC Markets designated the Company’s trading symbol as “Caveat Emptor” by placing a skull and crossbones icon next to the symbol when the Company was issued an Order of Suspension of Trading from the U.S. Securities and Exchange Commission (the “SEC”) on April 28, 2016, because of “recent, unusual and unexplained market activity in the Company’s stock that raises concerns about the adequacy of publicly-available information regarding the Company”. The Company was released from suspension two weeks later. The Company was not charged with any wrong-doing and believes the unusual spike in stock activity was related to an enormous amount of press received by the Company because a famous cultural icon invested in the Company’s common stock. The Company regained current status with its filing obligations in the fourth quarter of 2021, and a licensed broker filed a Form 15c2-11 application in order to remove the caveat emptor symbol and resume quotations on the OTC marketplace.

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

None.

Address of the issuer’s principal executive office:

Pineapple, Inc.
12301 Wilshire Blvd., Suite 302
Los Angeles, CA 90025

Address of the issuer’s principal place of business:

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

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

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Standard Registrar & Transfer Co., Inc.
Phone: (801)571-8844
Email: info@standartransferco.com
Address: 4400 E 400 S, Suite 200, Salt Lake City, UT 84111

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	PNPL
Exact title and class of securities outstanding:	Common Stock
CUSIP:	<u>72302-T-100</u>
Par or stated value:	<u>\$0.0000001</u>
Total shares authorized:	<u>500,000,000</u> as of date: <u>October 15, 2024</u>
Total shares outstanding:	<u>73,103,569</u> as of date: <u>October 15, 2024</u> _____
Total number of shareholders of record:	<u>373</u> as of date: <u>October 15, 2024</u> _____

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>Series A Convertible Preferred Stock</u>
Par or stated value:	<u>\$0.0000001</u>
Total shares authorized:	<u>20,000,000</u> as of date: <u>June 30, 2023</u>
Total shares outstanding:	<u>0</u> as of date: <u>June 30, 2023</u>
Total number of shareholders of record:	<u>0</u> as of date: <u>June 30, 2023</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

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

The holders of the Common Stock shall have voting rights at all meetings of stockholders, each such holder being entitled to one vote for each share thereof held by such holder; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to the Articles of Incorporation (which, as used herein, shall mean the Articles of Incorporation of the Corporation, as amended from time to time, including the terms of any certificate of designations of any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon pursuant to these Articles of Incorporation or the NRS. There shall be no cumulative voting in the election of directors or on any other matter.

Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend or other rights of any then outstanding Preferred Stock and to the requirements of applicable law.

Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential or other rights of any then-outstanding Preferred Stock.

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

Each share of Series A Preferred Stock represents the right to cast ten votes for each one share of Series A Preferred Stock held of record on all matters submitted to a vote of holders of Common Stock.

Describe any other material rights of common or preferred stockholders.

None

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

None

3) Issuance History

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

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

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

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

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

Shares Outstanding <u>Opening Balance:</u> Date Common: _____ Preferred: _____			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restrict ed or Unrestrict ed as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report: <u>Ending Balance:</u> Date Common: _____ Preferred: _____									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

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

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

Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

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

4) Issuer's Business, Products and Services

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

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

The Company procures and leases properties to licensed cannabis operators and provides nationwide hemp-derived CBD sales via online and in-store transactions. Through the Company's operating subsidiary, Pineapple Express Consulting Inc., it also offers cannabis business licensing and consulting services. The Company's executive team blends enterprise-level corporate expertise with decades of combined experience operating in the tightly-regulated cannabis industry.

In addition to the foregoing business ventures, the Company was also assigned a patent for the proprietary Top Shelf Safe Display System ("SDS") for use in permitted cannabis dispensaries and delivery vehicles across the United States and internationally (where permitted by law), on July 20, 2016, by Sky Island, Inc. (the "SDS Patent") via a Patent Assignment Agreement (the "Patent Assignment Agreement"). The SDS Patent was originally applied for and filed on August 11, 2015, by Sky Island, Inc. and received its notice of allowance from the United States Patent and Trademark Office on March 22, 2017. It is anticipated that the Top-Shelf SDS product shall retail for \$30,000 per unit. Pineapple intends to sell the Top-Shelf SDS units for use in retail storefronts and delivery vehicles operated by cannabis retail companies. The Company anticipates beginning sales of the Top Shelf SDS system in the third quarter of 2024.

List any subsidiaries, parent company, or affiliated companies.

Pineapple, Inc. is the parent company to its subsidiaries:

THC Industries, LLC and Pineapple Express Consulting, Inc. and Pineapple Wellness, Inc., doing business as Pineapple Wellness.

Describe the issuers' principal products or services.

The Company procures and leases properties to licensed cannabis operators and provides nationwide hemp-derived CBD sales via online and in-store transactions. Through the Company's operating subsidiary, Pineapple Express Consulting Inc., it also offers cannabis business licensing and consulting services. In addition to the foregoing business ventures, the Company was also assigned a patent for the proprietary Top Shelf Safe Display System ("SDS") for use in permitted cannabis dispensaries and delivery vehicles across the United States and internationally (where permitted by law).

5) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

On July 20, 2023, the Company entered into a lease agreement for an office premise located at 12301 Wilshire Blvd. Suite 302 Los Angeles CA as headquarters for the Company, with a commencement date of August 1, 2023, under a 38-month term and monthly lease payment of \$11,543. The Company subleases part of the office space for \$10,000 per month to another entity.

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

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

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

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

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Shawn Credle</u>	<u>Chief Executive Officer</u>	<u>Los Angeles, CA</u>	<u>1,000,000</u>	<u>Common Stock</u>	<u>1.368%</u>	_____

<u>Matthew Feinstein</u>	<u>Chief Financial Officer, Director</u>	<u>West Hollywood, CA</u>	<u>28,890,000</u>	<u>Common Stock</u>	<u>39.519%</u>	_____

_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

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

7) Legal/Disciplinary History

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

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

None.

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

None.

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

None.

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

None.

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

None.

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

None.

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

From time to time, the Company is party to certain legal proceedings that arise in the ordinary course and are incidental to our business. Future events or circumstances, currently unknown to management, will determine whether the resolution of pending or threatened litigation or claims will ultimately have a material effect on our consolidated financial position, liquidity, or results of operations in any future reporting periods.

Pineapple Express, Inc. v. Cunningham

Los Angeles Superior Court Case Number: SC 127731 was filed June 21, 2017. This action arose from certain complaint and cross-complaint which were both dismissed. Defendant Cunningham pursued a cost judgment against Plaintiff and obtained a judgment in the amount of \$2,367, which remains outstanding to date and since January 22, 2018. This amount has been accrued for in the Company's contingent liabilities as of December 31, 2023 and December 31, 2022. Enforcement proceedings have ensued and said judgment remains outstanding to date. Finnegan & Diba was not the counsel of record when judgment was entered and only addressed enforcement proceedings until such time it was substituted out as counsel of record in or about June 14, 2019.

StoryCorp Consulting, dba Wells Compliance Group v. Pineapple Express, Inc.

JAMS Arbitration Reference Number: 1210037058, filed December 18, 2019. This matter arises from dispute over certain services agreement entered into between the parties in or about January 31, 2019. In 2020, the parties agreed on a settlement amount of \$15,000. The parties self-represented in arbitration and a final arbitration award was issued in the amount \$23,805 on or about October 27, 2020, against the Company. Claimant has since filed a Petition to Confirm Arbitration Award against Pineapple Express, Inc. a California Corporation, with the Los Angeles Superior Court bearing Case Number 20STCP04003, set for hearing on April 12, 2021. On information and belief, Pineapple Express Inc., a California Corporation, is not affiliated with Pineapple Inc., a Nevada Corporation, formerly known as Pineapple Express, Inc., a Wyoming Corporation. Claimant amended its complaint on or about February 3, 2021, to include Defendant Pineapple Express, Inc., a Wyoming corporation. A default judgement was entered on May 11, 2021, against Pineapple Express, Inc., in the amount of \$29,280. Defendant, Pineapple Inc., a Nevada Corporation, is not a party to the pending matter to date. The parties hope to engage in settlement discussions and resolve this matter. The \$29,280 has been accrued for as of June 30, 2024, in the Company's contingent liabilities.

Russ Schamun v. Pineapple Express Consulting, Inc.

This is a small claims matter for \$7,500 filed by an independent contractor. There was a hearing date on August 23, 2019, and judgment was awarded to Russ Schamun. This creditor will be satisfied once the Company is in a position to satisfy the judgment. The \$7,500 has been accrued for as of June 30, 2024, in the Company's contingent liabilities.

SRFF v. Pineapple Express, Inc.

This matter resulted in a stipulated judgment whereas former SEC counsel claimed approximately \$60,000 in legal work that was not paid for. The Company claimed that the work being charged for (a registration statement to be filed with the SEC) was not completed. Regardless of this fact, the Company signed a payment plan and confession of judgment if the plan was not honored. The result was a judgment entered in favor of SRFF because of the confession. This creditor will be satisfied once the Company is in a position to satisfy the judgment. The settlement amount has been accrued for in the Company's accounts payable and accrued liabilities balance at June 30, 2024.

Novinger v. Pineapple Express, Inc.

Los Angeles Superior Court Case Number: 20CHLC10510 was filed in or about March 11, 2020. This is a limited jurisdiction action arising from a claim for monies lent to Pineapple Express, Inc. without specificity as to the judgment debtor's state of incorporation, for the total of \$30,851, which is accrued for in the Company's related party notes payable (Note 7).

8) Third Party Service Providers

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

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

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jessica Haggard, Esq., ANTHONY, LINDER & CACOMANOLIS, PLLC
Address 1: 1700 Palm Beach Lakes Blvd., Suite 820
Address 2: West Palm Beach, FL 33401
Phone: (561) 514-0936
Email: JHaggard@ALClaw.com

Accountant or Auditor

Name: Pubco Reporting Solutions, Inc.
Firm: _____
Address 1: 6800 SW 40th Street #213
Address 2: Miami Florida 33155
Phone: 1-844-396-1415
Email: info@pubcoreporting.com

Investor Relations

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

All other means of Investor Communication:

X (Twitter): None
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] Website: Pineappleinc.com

Other Service Providers

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

Name: _____

Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

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

Name: **Matthew Feinstein**
Title: Chief Financial Officer
Relationship to Issuer: Chief Financial Officer, Director

The following financial statements were prepared in accordance with:

- IFRS
 U.S. GAAP

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

Name: **Vajra Raghavendra Kulkarni, FMVA**
Title: **Agent**
Relationship to Issuer: **Contractor**

Describe the qualifications of the person or persons who prepared the financial statements:⁵ A Financial Modeling and Valuation Analyst is a financial expert who has met certain education, exam, and experience requirements to earn a certification. FMVA's are known for their reliability, industry knowledge, and credentials.

Provide the following qualifying financial statements:

Audit letter, if audited;
Balance Sheet;
Statement of Income;
Statement of Cash Flows;
Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
Financial Notes

Financial Statement Requirements:

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Financial statements must be published together with this disclosure statement as one document.
 Financial statements must be “machine readable”. Do not publish images/scans of financial statements.
 Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
 Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

PART I — FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements.

INDEX TO FINANCIAL STATEMENTS

Unaudited Condensed Consolidated Balance Sheets	F-2
Unaudited Condensed Consolidated Statements of Operations	F-3
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PINEAPPLE, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

	June 30, 2024	December 31, 2023
<u>Assets</u>		(As Adjusted)
Current Assets:		
Cash	\$ 30	\$ 30
Inventory	4,710	4,710
Lease receivable – related parties	255,600	119,300
Total Current Assets	1,219,139	124,040

Security deposits	375,971	375,971
Property and equipment, net	-	-
Operating lease right-of-use assets, net	\$ 7,400,239	7,339,623
Total Assets	\$ 8,995,348	\$ 7,839,634

Liabilities and Stockholders' Deficit

Current Liabilities:

Accounts payable and accrued liabilities	\$ 590,110	399,587
Accounts payable - related party	0	31,500
Accrued interest payable	6,771	6,771
Settlement payable - related party	615,000	615,000
Due to affiliates	1,775,341	1,349,065
Notes payable-related party	50,689	46,733
Notes payable		19,838
Advances on agreements	169,000	169,000
Contingent liabilities	105,523	105,523
Operating lease liabilities	1,556,039	1,786,135
Total Current Liabilities	4,529,152	4,529,152
Operating lease liabilities, non-current	6,087,796	6,087,796
Total Liabilities	11,108,287	10,616,948

Commitments and contingencies (note 13)

Stockholders' Deficit:

Preferred stock, \$0.0000001 par value, 20,000,000 shares authorized, no shares issued and outstanding	-	-
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Series A Convertible Preferred stock, \$0.0000001 par value, 5,000,000 shares authorized, no shares issued and outstanding	-	-
	4.67	
Common stock, \$0.0000001 par value, 500,000,000 shares authorized, 73,103,569 shares and 71,163,569 shares issued and outstanding as of June 30, 2023 and December 31, 2022, respectively	-	7
Subscription received – shares to be issued		-
Additional paid-in-capital	23,139,080	22,239,079
Accumulated deficit	(25,252,022)	(25,016,400)
Total Stockholders' Deficit	<u>(2,112,938)</u>	<u>(2,777,314)</u>
Total Liabilities and Stockholders' Deficit	<u>8,995,348</u>	<u>\$ 7,839,634</u>

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

F-2

PINEAPPLE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
		(As Adjusted)		(As Adjusted)
Revenue				
Sublease revenue – related parties	\$ 105,000	\$ 6,900	\$ 210,090	\$ 52,500
Lease expense	397,834	287,134	795,668	323,134
	<u>(292,834)</u>	<u>(280,234)</u>	<u>(585,578)</u>	<u>(270,634)</u>
Sales revenue	-	-	-	-
Cost of sales	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Gross Profit (Loss)	<u>(292,834)</u>	<u>(280,234)</u>	<u>(585,578)</u>	<u>(270,634)</u>

Operating Expenses

General and administrative	23,195	56,194	99,350	56,772
Management consulting fees - related parties	97,200	75,000	194,400	150,000
Depreciation	55,472	817	55,472	2,358
Total Operating Expenses	175,867	132,011		209,130

Operating loss	(468,701)	(412,245)	(9,34,800)	(479,764)
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Other Income (Expense)

Income from equity-method investment	-	-	-	-
Gain on forgiveness of related party note payable	-	-	-	-
Impairment of inventory	-	(27,336)	-	(27,336)
Total Other Income (expense)	-	(27,336)	-	(27,336)

Income (Loss) before taxes	(468,701)	(439,581)	(9,34,800)	(507,100)
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Provision for income taxes	--	-	-	-
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Net Income (Loss)	\$ (468,701)	\$ (439,581)	\$ (9,34,800)	\$ (507,100)
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Net Income (Loss) Per Share – Basic and Diluted	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ (0.01)
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Weighted Average Common Shares – Basic and Diluted	71,456,902	72,035,657	71,456,902	71,747,878
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The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

PINEAPPLE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)

Six Months Ended June 30, 2024

	Common Stock		Additional Paid in Capital	Accumulated Deficit	Subscriptions	Total Stockholders' Deficit
	Shares	Amount			received, shares to be issued	
*Balance as of December 31, 2023 (As Adjusted)	71,163,569	\$ 7	\$22,004,079	\$(23,538,764)	\$ 150,000	\$ (1,384,678)
Common stock issued on subscription received	600,000	-	150,000	-	(150,000)	-
Net loss	-	-	-	(67,519)	-	(67,519)
*Balance as of March 31, 2024	71,763,569	\$ 7	\$22,154,079	\$(23,606,283)	\$ -	\$ (1,452,197)
Common stock issued for cash	340,000	-	85,000	-	-	85,000
Common stock issued for acquisition of corporation under common control	1,000,000	-	-	-	-	-
Net loss	-	-	-	(439,581)	-	(439,581)
Balance as of June 30, 2024	73,103,569	\$ 7	\$22,239,079	\$(24,045,864)	\$ -	\$ (1,806,778)

* Retrospectively reflect Pineapple Wellness accounts under pooling-of-interest method

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

PINEAPPLE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Six Months Ended June 30,	
	2024	2023
		(As Adjusted)
Cash Flows from Operating Activities		
Net Income (Loss)	\$ (934,800)	\$ (507,100)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Impairment of inventory	-	27,336
Depreciation of property and equipment	55,472	2,358
Income from equity-method investment		-
Gain on forgiveness of related party note payable		-
Changes in operating assets and liabilities:		
Inventory		-
Lease receivable – related parties	(45,600)	(52,500)
Security deposits	(37,000)	(270,278)
Right-of-use assets	26,414	236,908
Accounts payable and accrued liabilities	578	429
Accounts payable related party		-
Operating lease liabilities	142,391	(97,666)
Due to affiliates	369,635	602,463
Net cash used in operating activities	(422,910)	(58,050)
Cash Flows from Financing Activities		
Proceeds from related parties		7,600
Repayment to related parties		(33,041)
Proceeds from issuance of common stock		85,000

Proceeds from stock subscription		-
Proceeds from related party notes payable		-
Repayments of related party notes payable		-
Net cash provided by financing activities		59,559
Net Change in Cash		1,509
Cash, Beginning of Period		-
Cash, End of Period	\$	\$ 1,509

Supplemental Disclosures of Cash Flow Information

Cash paid for interest	\$	\$ -
Cash paid for taxes	\$	\$ -

Supplemental Disclosures of Non-Cash Financing Activities

Recognition of right-of-use assets	\$ 616,043	\$ 6,477,405
Common stock issued on subscription received	\$ 150,000	\$ 150,000
Common stock issued for acquisition of subsidiary under common control	\$	\$ 900,000

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS June 30, 2024

Note 1 – Organization and Description of Business

Pineapple, Inc. (“Pineapple” or the “Company”) was originally formed in the State of Nevada under the name Global Resources, Ltd. on August 3, 1983. On April 12, 1999, the Company changed its name to “Helixphere Technologies Inc.”. On September 19, 2013, the Company changed its name to “New China Global Inc.” On October 30, 2013, the Company filed its Articles of Continuance with the Secretary of State of Wyoming pursuant to which the Company was re-domiciled from the State of Nevada to the State of Wyoming. On July 15, 2014, the Company filed an amendment to its Articles of Incorporation to change its name from “New China Global Inc.” to “Globestar Industries”. On September 3, 2015, the Company changed its name to “Pineapple Express, Inc.” from “Globestar Industries.” The Company’s name has no relation to the 2008 motion picture produced by Columbia Pictures. The Company later changed its name to Pineapple, Inc.

On March 10, 2023, the Company entered into an Amended Binding Letter Agreement with Mr. Ortega, effective as of December 31, 2022 amending a prior Binding Letter Agreement executed January 4, 2023, where the Company agreed to sell 45.17% of its equity interest in Pineapple Ventures, Inc. (“PVI”), in exchange for the purchase price of 20,000,000 shares of the Company’s common stock at \$0.0000001 par value per share and the extinguishment of all of the Company’s debt to PVI and Neu-Ventures, Inc., respectively, of which both PVI and NVI are wholly owned by Ortega. During the year ended December 31, 2022, the Company recognized a gain on extinguishment of debt to PVI and NVI of \$1,477,032.

On June 12, 2023, the Company entered into an Amendment to the Letter of Intent, by and between the Company and Matthew Feinstein (the “Amended LOI”), which amends the Binding Letter of Intent, dated September 28, 2022. Pursuant to the Amended LOI, the Company shall acquire 100% of the issued and outstanding shares of the common stock of Pineapple Wellness, Inc., a California corporation (“PW”) from Matthew Feinstein, the Chief Financial Officer, Director and shareholder of the Company and also the sole shareholder of PW, in exchange for 1,000,000 shares of the Company’s common stock, valued at \$0.90, the Company’s stock price on the date of acquisition. The investment in the common controlled entity and additional paid in capital of \$900,000 were eliminated upon consolidation due to the acquisition of the entity under common control.

The Company procures and leases properties to licensed cannabis operators and provides nationwide hemp-derived CBD sales via online and in-store transactions. Through the Company’s operating subsidiary, Pineapple Express Consulting Inc., it also offers cannabis business licensing and consulting services.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America (“GAAP”).

Basis of Consolidation

The consolidated financial statements include the accounts of Pineapple, Inc. and its wholly owned subsidiaries, THC Industries, LLC and Pineapple Express Consulting, Inc. and Pineapple Wellness, Inc., doing business as Pineapple Wellness. Intercompany accounts and transactions have been eliminated.

The Company’s consolidated subsidiaries and/or entities are as follows:

Name of Consolidated Subsidiary or Entity	State or Other Jurisdiction of Incorporation or Organization	Date of Incorporation or Formation (Date of Acquisition, if Applicable)	Attributable Interest
THC Industries, LLC	California	12/23/2015 (formed) 2/16/2016 (acquired by the Company)	100%
Pineapple Express Consulting, Inc.	California	3/16/2017	100%
Pineapple Wellness, Inc.	California	6/24/2019 (formed) 6/12/2023 (acquired by the Company)	100%

Use of Estimates in Financial Reporting

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, 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 the recoverability and useful lives of long-lived assets, assessment of legal accruals, the fair value of the Company’s stock, Incremental borrowing rate (“IBR”) used for leases and the valuation allowance related to deferred tax assets. Actual results may differ from these estimates.

During the third quarter ended September 30, 2023, we completed an assessment of the IBR used on our operating leases entered into during the nine months ended September 30, 2023. We determined to modify the general rate we applied to all leases of 6.5% to use IBR rates estimated on the day of operating lease commencement, ranging from 6.2% to 6.95%, which allow for more accurate valuation of ROU assets and lease liability for each individual leased office premise. This change in accounting estimate was effective July 1, 2023 and was accounted for prospectively in the condensed consolidated financial statements.

Reclassifications

Certain prior period amounts have been reclassified to conform with the current period presentation. (Note 13)

Fair Value of Financial Instruments

The Company follows the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) for disclosures about fair value of its financial instruments and to measure the fair value of its financial instruments. The FASB ASC establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The three levels of fair value hierarchy are described below:

- Level 1- Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2- Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.
- Level 3- Pricing inputs that are generally unobservable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The carrying amounts of the Company’s financial assets and liabilities, including cash, accounts payable and accrued liabilities, and other current liabilities, approximate their fair values because of the short maturity of these instruments. The fair value of notes payable approximates their fair values since the current interest rates and terms on these obligations are the same as prevailing market rates.

Acquisition Under Common Control

Under ASC 805-50-30-5, when accounting for a transfer of assets or exchange of shares between entities under common control, the receiving entity shall recognize the assets and liabilities transferred at their historical cost and under ASC 805-50-45-5 the financial statements presented for prior years shall be retrospectively adjusted for the periods during which the entities were under common control.

Security Deposits

As of June 30, 2024, security deposits relate to security deposits paid for ten office premises of \$375,971.

Inventory

Inventory is stated at lower of cost or net realizable value, with cost being determined on the first-in, first-out (“FIFO”) method.

As of June 30, 2024, the Company had inventory of \$4,710.

Property and Equipment

Property and equipment consist of furniture and fixtures and office equipment. They are recorded at cost, less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. Expenditures for major

renewals and betterments that extend the useful lives of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred.

The estimated useful lives of the classes of property and equipment are as follows:

Office equipment	5 years
Furniture and fixtures	7 years

Related Party Balances and Transactions

The Company follows FASB ASC 850, “*Related Party Disclosures*,” for the identification of related parties and disclosure of related party transactions. (Note 8)

Leases

We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use (“ROU”) assets, operating lease liabilities - current, and operating lease liabilities - noncurrent on the balance sheets. Finance leases are included in property and equipment, other current liabilities, and other long-term liabilities in our balance sheets.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. Non-lease components such as common area maintenance (“CAM”), variable expenses, and late fees were excluded from calculation for ROU assets and lease liabilities. As most of our leases do not provide an implicit rate, we generally use our incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar term of the lease payments at commencement date. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term. Lease expense is reported under cost of sales in the Consolidated Statements of Operations in line with the Company’s main operation of procuring and leasing properties to licensed cannabis operators. For office premises that are not used for subleasing, lease expense is reported under lease expense of operating expenses in the Consolidated Statements of Operations.

Sublease

Under ASC 842, income for a sublessor operating lease is recognized as a single lease income item on a straight-line basis over the lease term and reflected in the appropriate income statement line item based on the lease asset’s function. For transactions where the Company is considered the sublessor, revenue for operating leases is recognized on a monthly basis over the term of the lease. Sublessor revenue relates to operating leases that the Company is subleasing. The Company recognizes sublease revenue on a gross basis. (Note 9)

Recently Adopted and Pending Accounting Pronouncements

In June 2022, the FASB issued Accounting Standards Update (“ASU”) 2022-03, ASC Subtopic “Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions”. These amendments clarify that a contractual restriction on the sale of an equity security is not considered part of the unit of account of the equity security and, therefore, is not considered in measuring fair value. The amendments in this update are effective for public business entities for fiscal years, including interim periods within those fiscal years, beginning after December 15, 2023. Early adoption is permitted. The Company is currently assessing the impact of the adoption of this standard on its consolidated financial statements.

The Company has considered all other recently issued accounting pronouncements and does not believe the adoption of such pronouncements will have a material impact on its financial statements.

Note 3 – Property and Equipment

Property and equipment as of June 30, 2024 and 2023 is summarized as follows:

	June 30, 2024	June 30, 2023
Furniture and fixtures	\$ 43,152	43,152
Office equipment	12,321	12,321
Total property and equipment	55,473	55,473
Less: Accumulated depreciation	(55,473)	(55,473)
Total property and equipment, net	\$ -	-

Note 4 – Notes Payable, Related Party

Notes payable-related party, are comprised of the following as of March 31, 2024:

Noteholder	Due	Interest Rate	Secured	June 30,24
Rob Novinger	Demand	0%	No	\$ 30,851
Neu-Ventures, Inc.	Demand	0%	No	\$ 15,882
				\$ 46,733

Rob Novinger (shareholder)

Rob Novinger is a shareholder and creditor to the Company. There was no activity during the year ended December 31, 2023. The balance of the related party note payable was \$30,851 as of June 30, 2024.

Neu-Ventures, Inc.

Neu-Ventures, Inc. is an entity owned by our former majority shareholder and current shareholder, Mr. Ortega. These advances are due on demand and do not incur interest. The balance of the related party note payable was \$15,882 as of June 30, 2024 and 2023.

Note 5 – Note Payable

The Company, through our former subsidiary, Better Business Consultants, Inc., entered into a \$25,000 small business “line of credit” with Kabbage, Inc. on July 2, 2016, for purposes of funding periodic capital needs. The original agreement provided for a term of six months but has been extended month-to-month thereafter by mutual verbal consent of the parties. The total balance of that credit line as of March 31, 2024 and 2023 was \$26,609, which includes principal of \$19,838 and \$6,771 of accrued interest from prior years. The balance has been guaranteed by Matt Feinstein, the Company’s Chief Financial Officer, a member of the Company’s Board of Directors and a shareholder of the Company. The Company is currently in talks with a collection company to settle this debt and has stopped accruing interest. There has been no activity during the quarter ended June 30, 2024.

Note 6 – Settlement Payable-Related Party

At March 31, 2024, the settlement payable related party balance consists of the following:

Noteholder	June 30, 2024
Investor Three	615,000
Settlement payable	\$ 615,000

Investor Three

In December 2015, the Company entered into a Revenue Share Agreement for \$750,000 that was recorded as “advances on agreements” liability. As per the Revenue Share Agreement, in the event that, for the period from February 5, 2016, through the three-year anniversary

of the Effective Date, if Lessee fails to pay the Company any Fixed Minimum Rent, the Company shall be required to pay to Investor Three, in full, Investor Three's share each month until the Company has paid Investor Three an aggregate of \$825,000 under this Revenue Share Agreement. Thereafter, the Company shall have no further obligations or responsibilities to Investor Three in connection with this Revenue Share Agreement. Due to the above clause, by reason of defaults on the DHS Project (as defined elsewhere herein), an additional penalty of \$75,000 was incurred which was recorded as deferred finance cost. During the fiscal year 2018, the Company reduced \$200,000 of principal by transferring land to Investor Three. During the fiscal year 2018, the Company also recorded a loss on settlement of debt in the consolidated statements of operations increasing the balance by \$97,800 to \$615,000 at December 31, 2018. There was no activity during the year ended December 31, 2023. This balance remains outstanding as of June 30, 2024.

Note 7 – Commitments and Contingencies

From time to time, the Company is party to certain legal proceedings that arise in the ordinary course and are incidental to our business. Future events or circumstances, currently unknown to management, will determine whether the resolution of pending or threatened litigation or claims will ultimately have a material effect on our consolidated financial position, liquidity, or results of operations in any future reporting periods. The following is a list of current litigation:

Hawkeye v. Pineapple Express, Inc., et al.

Los Angeles Superior Court Case Number: BC708868 was filed June 6, 2018. Plaintiff claimed damages against Defendant in the excess of \$900,000 arising from a series of successive amended and revised revenue sharing agreements pertaining to rental income from certain leasehold for premises more commonly known as 65421 San Jacinto Lane, Desert Hot Springs, CA 92240 which was not realized through no fault of Defendants, nor are Defendants contracting parties to the lease agreement or original revenue sharing agreement for which consideration was paid. Defendants deny all allegations of claims asserted in the Complaint. Notwithstanding, the parties settled the matter pursuant to a confidential settlement agreement in or about January 3, 2020. However, the matter was reduced to an entry of judgment by the court in or about February 21, 2020, for the amount of \$615,000, which monies remain due and outstanding and are accrued for in the Company's settlement payable as of June 30, 2024.

Sharper, Inc. v. Pineapple Express, Inc., et al.

Los Angeles Superior Court Case Number: 18SMCV00149 was filed November 1, 2018. Complaint for money with an amount in controversy of \$32,500. The matter arises from certain claim for goods and services rendered beyond the contract claim which is wholly disputed. The court case matter was stayed on February 11, 2019, pending the outcome of Arbitration. Finnegan & Diba was substituted out of the matter on June 14, 2019. The matter was arbitrated through other counsel and the arbitrator issued a final award in favor of Petitioner in or about September 4, 2019, for the principal amount of \$15,375, which has been accrued for in the Company's contingent liabilities as of December 31, 2018. The award was transitioned to an entry of judgment in the total amount of \$18,692 on or about February 27, 2020, against Pineapple Express, Inc. without specificity as to the judgment debtor's state of incorporation, and Pineapple Express Consulting Inc., which remains due and outstanding. The accrual in the Company's contingent liabilities as of June 30, 2024 is \$18,692.

Cunningham v. Pineapple Express, Inc.

Los Angeles Superior Court Case Number: BS171779: Judgment, ordered by the Department of Industrial Relations, Labor Commissioner's Office was entered by the Court on December 11, 2017. The amount of judgment entered was \$47,684. Enforcement on the Judgment is continuing. Finnegan & Diba was retained to defend enforcement proceedings and substituted out of the matter in March 2019. This claim was accrued for in the Company's contingent liabilities as of June 30, 2024.

Pineapple Express, Inc. v. Cunningham

Los Angeles Superior Court Case Number: SC 127731 was filed June 21, 2017. This action arose from certain complaint and cross-complaint which were both dismissed. Defendant Cunningham pursued a cost judgment against Plaintiff and obtained a judgment in the amount of \$2,367, which remains outstanding to date and since January 22, 2018. This amount has been accrued for in the Company's contingent liabilities as of March 31, 2024. Enforcement proceedings have ensued and said judgment remains outstanding to date.

Finnegan & Diba was not the counsel of record when judgment was entered and only addressed enforcement proceedings until such time it was substituted out as counsel of record in or about June 14, 2019.

StoryCorp Consulting, dba Wells Compliance Group v. Pineapple Express, Inc.

JAMS Arbitration Reference Number: 1210037058, filed December 18, 2019. This matter arises from dispute over certain services agreement entered into between the parties in or about January 31, 2019. In 2020, the parties agreed on a settlement amount of \$15,000. The parties self-represented in arbitration and a final arbitration award was issued in the amount \$23,805 on or about October 27, 2020, against the Company. Claimant has since filed a Petition to Confirm Arbitration Award against Pineapple Express, Inc. a California Corporation, with the Los Angeles Superior Court bearing Case Number 20STCP04003, set for hearing on April 12, 2021. On information and belief, Pineapple Express Inc., a California Corporation, is not affiliated with Pineapple Inc., a Nevada Corporation, formerly known as Pineapple Express, Inc., a Wyoming Corporation. Claimant amended its complaint on or about February 3, 2021, to include Defendant Pineapple Express, Inc., a Wyoming corporation. A default judgement was entered on May 11, 2021, against Pineapple Express, Inc., in the amount of \$29,280. Defendant, Pineapple Inc., a Nevada Corporation, is not a party to the pending matter to date. The parties hope to engage in settlement discussions and resolve this matter. The \$29,280 has been accrued for as of June 30, 2024, in the Company's contingent liabilities.

Russ Schamun v. Pineapple Express Consulting, Inc.

This is a small claims matter for \$7,500 filed by an independent contractor. There was a hearing date on August 23, 2019, and judgment was awarded to Russ Schamun. This creditor will be satisfied once the Company is in a position to satisfy the judgment. The \$7,500 has been accrued for as of June 30, 2024, in the Company's contingent liabilities.

SRFF v. Pineapple Express, Inc.

This matter resulted in a stipulated judgment whereas former SEC counsel claimed approximately \$60,000 in legal work that was not paid for. The Company claimed that the work being charged for (a registration statement to be filed with the SEC) was not completed. Regardless of this fact, the Company signed a payment plan and confession of judgment if the plan was not honored. The result was a judgment entered in favor of SRFF because of the confession. This creditor will be satisfied once the Company is in a position to satisfy the judgment. The settlement amount has been accrued for in the Company's accounts payable and accrued liabilities balance at June 30, 2024.

Novinger v. Pineapple Express, Inc.

Los Angeles Superior Court Case Number: 20CHLC10510 was filed in or about March 11, 2020. This is a limited jurisdiction action arising from a claim for monies lent to Pineapple Express, Inc. without specificity as to the judgment debtor's state of incorporation, for the total of \$30,851, which is accrued for in the Company's related party notes payable (Note 7).

Note 8 – Subsequent Events

Subsequent to June 30, 2024, and through the date that these financials were issued, the Company had the following subsequent events:

Departure of Shawn Credle as CEO as of September 1, 2024.

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Matthew Feinstein, certify that:

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

November 7, 2024 [Date]

/s/ Matthew Feinstein [CEO's Signature]

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

Principal Financial Officer:

I, Matthew Feinstein certify that:

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

November 7, 2024 [Date]

/s/ Matthew Feinstein [CFO's Signature]

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