

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

HEMP, INC

8174 S LAS VEGAS BLVD. #109-367

LAS VEGAS, NV 89123

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info@hempinc.com

7380

ANNUAL Report

For the Period Ending: DECEMBER 31, 2019

(the "Reporting Period")

As of DECEMBER 31, 2019, the number of shares outstanding of our Common Stock was: 4,596,983,853

As of SEPTEMBER 30, 2019, the number of shares outstanding of our Common Stock was: 5,460,369,694

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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: TM
Yes: No:

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:
Yes: No:

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

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

HEMP, INC., AUGUST 2012

MARIJUANA, INC., JULY 2010

PREACHERS COFFEE INC., JANUARY 2008

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

JANUARY 16, 2008; COLORADO; ACTIVE

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years? Yes: No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below: N/A

2) Security Information

Trading symbol:

HEMP

Exact title and class of securities outstanding:

COMMON

CUSIP:

4423 703 206

Par or stated value:

\$0.00001

Total shares authorized: 10,500,000,000 as of date: 12.31.19
 Total shares outstanding: 5,849,109,894 as of date: 12.31.19
 Number of shares in the Public Float²: 5,539,398,561 as of date: 12.31.19
 Total number of shareholders of record: 268 as of date: 12.31.19

All additional class(es) of publicly traded securities (if any): N/A

Transfer Agent

Name: Madison Stock Transfer, Inc.
 Phone: 718-627-4453
 Email: info@madisonstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?³ Yes: No:

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors: NONE

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: NONE

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

| Number of Shares outstanding as of 12.31.17 | Opening Balance | | | | | | | | |
|---|---|--|---------------------|---|---|--|--|---|--------------------------------|
| | Common | 194,826,041 | | | | | | | |
| | Preferred | 308,206,937 | | | | | | | |
| 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? | Individual/Entity Shares were issued to (entities must have individual with voting/investment control disclosed) | Reason for share issuance (e.g. for cash or debt conversion) | Restricted or Unrestricted as of this filing? | Exemption or Registration Type |
| | | | | | | | | | |

| | | | | | | | | | |
|-----------|--------------|--------------|-----------|------------|----|--|----------------------|--------------|-----------|
| | | | | | | | applicable) | | |
| 1/2/2018 | New Issuance | 17,998,423 | Common | \$ 0.0400 | NO | Phoenix Fund Management, LLC: Morris Silberstein | Consulting | Unrestricted | 144 Reg D |
| 1/3/2018 | New Issuance | 14,285,700 | Common | \$ 0.0400 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 1/3/2018 | New Issuance | 33,000,000 | Common | \$ 0.0400 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 1/4/2018 | Cancellation | (5,047,904) | Common | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 1/4/2018 | New Issuance | 5,047,904 | Common | Conversion | NO | Rhys Lynn | Preferred Conversion | Unrestricted | 144 Reg D |
| 1/4/2018 | Cancellation | (6,000,000) | Common | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 1/4/2018 | New Issuance | 6,000,000 | Common | Conversion | NO | This Land Is Your Land: Bruce Perlowin | Preferred Conversion | Unrestricted | 144 Reg D |
| 1/4/2018 | Cancellation | (504,790) | Preferred | Conversion | NO | Rhys Lynn | Preferred Conversion | Restricted | 144 Reg D |
| 1/4/2018 | Cancellation | (600,000) | Preferred | Conversion | NO | This Land Is Your Land: Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 1/4/2018 | New Issuance | 1,104,790 | Preferred | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 1/8/2018 | New Issuance | 32,250,000 | Common | \$ 0.0400 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 1/10/2018 | New Issuance | 55,598,799 | Common | \$ 0.0300 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 1/17/2018 | New Issuance | 33,915,267 | Common | \$ 0.0300 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 1/24/2018 | New Issuance | 2,100,000 | Preferred | \$ 0.3000 | NO | Sean Larkin | | Unrestricted | 144 Reg D |
| 1/26/2018 | New Issuance | 31,000,000 | Common | \$ 0.0300 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 1/29/2018 | New Issuance | 640,608 | Preferred | \$ 0.3000 | NO | Frank Vranken | Consulting | Restricted | 144 Reg D |
| 2/9/2018 | New Issuance | 35,000,000 | Common | \$ 0.0200 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 2/14/2018 | New Issuance | 33,359,279 | Common | \$ 0.0200 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 2/28/2018 | New Issuance | 55,598,799 | Common | \$ 0.0200 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 3/28/2018 | New Issuance | 34,000,000 | Common | \$ 0.0200 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 3/28/2018 | New Issuance | 55,042,811 | Common | \$ 0.0200 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 3/30/2018 | Cancellation | (5,000,000) | Preferred | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 3/30/2018 | New Issuance | 50,000,000 | Common | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 3/30/2018 | Cancellation | (5,000,000) | Preferred | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 3/30/2018 | Cancellation | (2,935,546) | Preferred | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 3/30/2018 | New Issuance | 29,355,460 | Common | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 3/30/2018 | Cancellation | (1,104,790) | Preferred | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 3/30/2018 | New Issuance | 11,047,900 | Common | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 3/30/2018 | Cancellation | (90,959,664) | Preferred | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 3/30/2018 | New Issuance | 909,596,640 | Common | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |

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| 3/30/2018 | New Issuance | 16,000,000 | Preferred | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 3/30/2018 | New Issuance | 102,090,000 | Preferred | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 3/30/2018 | Cancellation | (4,000,000) | Preferred | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 3/30/2018 | New Issuance | 10,000,000 | Preferred | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 3/30/2018 | Cancellation | (1,000,000,000) | Common | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 3/30/2018 | Cancellation | (4,000,000) | Preferred | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 4/5/2018 | Cancellation | (1,666,667) | Preferred | Conversion | NO | Trend Associates LLC: MJ Moore | Preferred Conversion | Restricted | 144 Reg D |
| 4/5/2018 | New Issuance | 16,666,670 | Common | Conversion | NO | Trend Associates LLC: MJ Moore | Preferred Conversion | Unrestricted | 144 Reg D |
| 4/5/2018 | Cancellation | (8,000,000) | Preferred | Conversion | NO | Breath of Life Foundation: Sara Moore | Preferred Conversion | Restricted | 144 Reg D |
| 4/5/2018 | New Issuance | 80,000,000 | Common | Conversion | NO | Breath of Life Foundation: Sara Moore | Preferred Conversion | Unrestricted | 144 Reg D |
| 4/5/2018 | Cancellation | (3,495,210) | Preferred | Conversion | NO | Rhys Lynn | Preferred Conversion | Restricted | 144 Reg D |
| 4/5/2018 | New Issuance | 34,952,100 | Common | Conversion | NO | Rhys Lynn | Preferred Conversion | Unrestricted | 144 Reg D |
| 4/16/2018 | New Issuance | 90,000 | Common | Conversion | NO | Lynita Kimble | Preferred Conversion | Restricted | 144 Reg D |
| 4/18/2018 | Cancellation | (1,500,000) | Preferred | Conversion | NO | Kinsell, Newcomb & De Dios, Inc.: James J Kinsell | Preferred Conversion | Restricted | 144 Reg D |
| 4/18/2018 | New Issuance | 15,000,000 | Common | Conversion | NO | Kinsell, Newcomb & De Dios, Inc.: James J Kinsell | Preferred Conversion | Unrestricted | 144 Reg D |
| 4/26/2018 | Cancellation | (2,000,000) | Preferred | Conversion | NO | Craig Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 4/26/2018 | New Issuance | 20,000,000 | Common | Conversion | NO | Craig Perlowin | Preferred Conversion | Unrestricted | 144 Reg D |
| 5/10/2018 | Cancellation | (500,000) | Preferred | Conversion | NO | Jred Holdings: Dwight Jory | Preferred Conversion | Restricted | 144 Reg D |
| 5/10/2018 | New Issuance | 5,000,000 | Common | Conversion | NO | Jred Holdings: Dwight Jory | Preferred Conversion | Unrestricted | 144 Reg D |
| 5/22/2018 | Cancellation | (1,900,000) | Preferred | Conversion | NO | This Land Is Your Land: Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 5/22/2018 | New Issuance | 19,000,000 | Common | Conversion | NO | This Land Is Your Land: Bruce Perlowin | Preferred Conversion | Unrestricted | 144 Reg D |
| 5/29/2018 | New Issuance | 54,236,746 | Common | \$ 0.0264 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 5/30/2018 | Cancellation | (3,000,000) | Preferred | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 5/30/2018 | New Issuance | 30,000,000 | Common | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Unrestricted | 144 Reg D |
| 6/1/2018 | New Issuance | 33,359,279 | Common | \$ 0.0277 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 6/6/2018 | New Issuance | 2,400,000 | Common | \$ 0.0278 | NO | This Land Is Your Land: Bruce Perlowin | Consulting | Unrestricted | 144 Reg D |
| 6/8/2018 | New Issuance | 3,600,000 | Common | \$ 0.0290 | NO | This Land Is Your Land: Bruce Perlowin | Consulting | Unrestricted | 144 Reg D |
| 6/11/2018 | New Issuance | 7,000,000 | Common | \$ 0.0318 | NO | Kim Brady | Consulting | Unrestricted | 144 Reg D |
| 6/11/2018 | New Issuance | 1,000,000 | Common | \$ 0.0318 | NO | This Land Is Your Land: Bruce Perlowin | Consulting | Unrestricted | 144 Reg D |
| 6/26/2018 | New Issuance | 33,359,279 | Common | \$ 0.0386 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 10/5/2018 | New Issuance | 38,919,159 | Common | \$ 0.0277 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Unrestricted | 144 Reg D |

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| 10/10/2018 | New Issuance | 25,000,000 | Common | \$ 0.0264 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 10/17/2018 | Cancellation | (1,833,333) | Preferred | Conversion | NO | Ferris Holding Inc.: Barry Epling | Preferred Conversion | Restricted | 144 Reg D |
| 10/17/2018 | New Issuance | 18,333,330 | Common | Conversion | NO | Ferris Holding Inc.: Barry Epling | Preferred Conversion | Unrestricted | 144 Reg D |
| 10/23/2018 | Cancellation | (19,000,000) | Preferred | Conversion | NO | Ferris Holding Inc.: Barry Epling | Preferred Conversion | Restricted | 144 Reg D |
| 10/23/2018 | New Issuance | 190,000,000 | Common | Conversion | NO | Ferris Holding Inc.: Barry Epling | Preferred Conversion | Unrestricted | 144 Reg D |
| 10/24/2018 | Cancellation | (4,200,000) | Preferred | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 10/24/2018 | New Issuance | 42,000,000 | Common | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 10/29/2018 | New Issuance | 38,919,159 | Common | \$ 0.0255 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 11/5/2018 | Cancellation | (267,380) | Preferred | Conversion | NO | Craig Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 11/5/2018 | New Issuance | 2,673,800 | Common | Conversion | NO | Craig Perlowin | Preferred Conversion | Unrestricted | 144 Reg D |
| 11/27/2018 | New Issuance | 33,359,279 | Common | \$ 0.0242 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 11/30/2018 | New Issuance | 24,000,000 | Common | \$ 0.0330 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 12/6/2018 | New Issuance | 1,000,000 | Common | \$ 0.0295 | NO | Robert Bruck | Consulting | Restricted | 144 Reg D |
| 12/10/2018 | New Issuance | 30,000,000 | Common | \$ 0.0333 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 12/14/2018 | New Issuance | 35,000,000 | Common | \$ 0.0379 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 12/14/2018 | New Issuance | 21,426,781 | Common | \$ 0.0379 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 12/20/2018 | New Issuance | 35,000,000 | Common | \$ 0.0420 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 12/21/2018 | New Issuance | 60,602,691 | Common | \$ 0.0380 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Unrestricted | 144 Reg D |
| 12/27/2018 | New Issuance | 4,000,000 | Common | \$ 0.0327 | NO | Trend Associates LLC: MJ Moore | Consulting | Restricted | 144 Reg D |
| 1/17/2019 | New Issuance | 2,000,000 | Common | \$ 0.0307 | NO | Gary Perlowin | Consulting | Unrestricted | 144 Reg D |
| 1/17/2019 | New Issuance | 5,750,000 | Common | \$ 0.0307 | NO | Miguel Beltran | Consulting | Restricted | 144 Reg D |
| 1/17/2019 | New Issuance | 24,000,000 | Common | \$ 0.0307 | NO | Rhys Lynn | Consulting | Restricted | 144 Reg D |
| 1/17/2019 | New Issuance | 24,000,000 | Common | \$ 0.0307 | NO | Aubrey Arias | Consulting | Restricted | 144 Reg D |
| 1/22/2019 | New Issuance | 30,023,351 | Common | \$ 0.0282 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 1/28/2019 | New Issuance | 25,000,000 | Common | \$ 0.0284 | NO | This Land Is Your Land: Bruce Perlowin | Consulting | Restricted | 144 Reg D |
| 1/28/2019 | New Issuance | 2,000,000 | Common | \$ 0.0284 | NO | Cynthia Hayes | Consulting | Restricted | 144 Reg D |
| 2/1/2019 | Cancellation | (2,100,000) | Preferred | Conversion | NO | Sean Larkin | Preferred Conversion | Restricted | 144 Reg D |
| 2/1/2019 | New Issuance | 21,000,000 | Common | Conversion | NO | Sean Larkin | Preferred Conversion | Unrestricted | 144 Reg D |
| 2/5/2019 | New Issuance | 30,023,351 | Common | \$ 0.0287 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 2/14/2019 | New Issuance | 2,500,000 | Common | \$ 0.0255 | NO | Kim Brady | Consulting | Unrestricted | 144 Reg D |
| 2/15/2019 | New Issuance | 5,000,000 | Common | \$ 0.0261 | NO | Clayton Longacre | Consulting | Restricted | 144 Reg D |
| 2/22/2019 | Cancellation | (640,608) | Preferred | Conversion | NO | Frank Vranken | Preferred Conversion | Restricted | 144 Reg D |

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|-----------|--------------|-------------|-----------|------------|----|--|----------------------|--------------|-----------|
| 2/22/2019 | New Issuance | 6,406,080 | Common | Conversion | NO | Frank Vranken | Preferred Conversion | Unrestricted | 144 Reg D |
| 2/25/2019 | New Issuance | 30,023,351 | Common | \$ 0.0239 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 2/26/2019 | New Issuance | 34,000,000 | Common | \$ 0.0241 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 3/14/2019 | New Issuance | 24,000,000 | Common | \$ 0.0230 | NO | Gunpowder Capital Corp.: Frank Cordy | Consulting | Restricted | 144 Reg D |
| 3/15/2019 | New Issuance | 30,023,351 | Common | \$ 0.0223 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 3/20/2019 | New Issuance | 1,000,000 | Common | \$ 0.0223 | NO | Diversified Investments LLC: Jed Perlowin | Consulting | Restricted | 144 Reg D |
| 3/20/2019 | New Issuance | 1,000,000 | Common | \$ 0.0223 | NO | Diversified Investments LLC: Jed Perlowin | Consulting | Restricted | 144 Reg D |
| 3/20/2019 | Cancellation | (400,000) | Preferred | Conversion | NO | Quantum Economic Protocols LLC: Bruce Perlowin | Consulting | Restricted | 144 Reg D |
| 3/20/2019 | New Issuance | 4,000,000 | Common | Conversion | NO | Quantum Economic Protocols LLC: Bruce Perlowin | Consulting | Restricted | 144 Reg D |
| 3/22/2019 | New Issuance | 2,000,000 | Common | \$ 0.0222 | NO | Karl Hoffman | Consulting | Restricted | 144 Reg D |
| 4/1/2019 | New Issuance | 35,000,000 | Common | \$ 0.0249 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 4/11/2019 | New Issuance | 25,000,000 | Common | \$ 0.0232 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 4/18/2019 | New Issuance | 25,000,000 | Common | \$ 0.0235 | NO | Dynamics365, LLC: Jed Perlowin | Consulting | Restricted | 144 Reg D |
| 4/29/2019 | New Issuance | 30,023,351 | Common | \$ 0.0270 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 5/14/2019 | New Issuance | 30,000,000 | Common | \$ 0.0230 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 6/5/2019 | New Issuance | 30,023,351 | Common | \$ 0.0218 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 7/1/2019 | New Issuance | 30,023,351 | Common | \$ 0.0112 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 7/10/2019 | New Issuance | 30,201,342 | Common | \$ 0.0276 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 7/10/2019 | New Issuance | 30,000,000 | Common | \$ 0.0180 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 7/23/2019 | New Issuance | 32,258,065 | Common | \$ 0.0154 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 8/1/2019 | Cancellation | (4,000,000) | Preferred | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 8/1/2019 | New Issuance | 40,000,000 | Common | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 8/7/2019 | New Issuance | 23,732,532 | Common | \$ 0.0134 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 8/19/2019 | New Issuance | 30,000,000 | Common | \$ 0.0125 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 8/21/2019 | New Issuance | 15,000,000 | Common | \$ 0.0124 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 9/4/2019 | New Issuance | 33,984,707 | Common | \$ 0.0105 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 9/9/2019 | New Issuance | 30,000,000 | Common | \$ 0.0122 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Restricted | 144 Reg D |

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| 9/19/2019 | Cancellation | (8,000,000) | Preferred | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 9/19/2019 | New Issuance | 80,000,000 | Common | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Unrestricted | 144 Reg D |
| 9/23/2019 | New Issuance | 25,000,000 | Common | \$ 0.0111 | NO | Dynamics365, LLC: Jed Perlowin | | Restricted | 144 Reg D |
| 9/25/2019 | New Issuance | 30,000,000 | Common | \$ 0.0112 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 10/03/19 | New Issuance | 14,325,000 | Common | \$ 0.0116 | NO | Carol Thomas | Consulting | Restricted | 144 Reg D |
| 10/03/19 | New Issuance | 14,325,000 | Common | \$ 0.0116 | NO | Kim Brady | Consulting | Restricted | 144 Reg D |
| 10/03/19 | New Issuance | 14,325,000 | Common | \$ 0.0116 | NO | Hotei Worldwide Inc.: Chris Tinney | Consulting | Restricted | 144 Reg D |
| 10/03/19 | New Issuance | 14,325,000 | Common | \$ 0.0116 | NO | Robin Lane | Consulting | Restricted | 144 Reg D |
| 10/16/19 | Cancellation | (904,403) | Preferred | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 10/16/19 | New Issuance | 90,403,300 | Common | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 10/17/19 | Cancellation | (27,288,468) | Preferred | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 10/17/19 | New Issuance | 6,822,117 | Common | Conversion | NO | Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 10/23/19 | New Issuance | 33,984,707 | Common | \$ 0.0112 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 10/25/19 | New Issuance | 30,000,000 | Common | \$ 0.0127 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 11/13/19 | Cancellation | (2,000,000) | Preferred | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 11/13/19 | New Issuance | 20,000,000 | Common | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Unrestricted | 144 Reg D |
| 11/20/19 | New Issuance | 33,984,707 | Common | \$ 0.0110 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 12/13/19 | New Issuance | 35,826,243 | Common | \$ 0.0103 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 12/18/19 | Cancellation | (4,500,000) | Preferred | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 12/18/19 | New Issuance | 45,000,000 | Common | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Unrestricted | 144 Reg D |
| 12/24/19 | New Issuance | 35,419,126 | Common | \$ 0.0077 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 01/07/20 | New Issuance | 35,000,000 | Common | \$ 0.0096 | NO | Iliad Research & Trading LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 01/10/20 | New Issuance | (2,500,000) | Preferred | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 01/10/20 | New Issuance | 25,000,000 | Common | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Unrestricted | 144 Reg D |
| 01/14/20 | New Issuance | 38,961,039 | Common | \$ 0.0100 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 01/10/20 | New Issuance | (2,000,000) | Preferred | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 01/27/20 | New Issuance | 20,000,000 | Common | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Unrestricted | 144 Reg D |
| 02/10/20 | New Issuance | 40,259,740 | Common | \$ 0.0084 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 02/20/20 | New Issuance | 2,200,000 | Preferred | \$ 0.0780 | NO | Frank Vranken | Consulting | Restricted | 144 Reg D |
| 02/26/20 | New Issuance | 39,241,334 | Common | \$ 0.0070 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 01/10/20 | New Issuance | (2,800,000) | Preferred | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Restricted | 144 Reg D |
| 03/06/20 | New Issuance | 28,000,000 | Common | Conversion | NO | Veterans Village: Bruce Perlowin | Preferred Conversion | Unrestricted | 144 Reg D |

| | | | | | | | | | |
|--|-----------------|---------------|-----------|-----------|----|---|--------------|------------|-----------|
| 03/17/20 | New Issuance | 39,525,962 | Common | \$ 0.0042 | NO | Chicago Venture Partners, LP: John Fife | Debt Service | Restricted | 144 Reg D |
| 04/08/20 | New Issuance | 1,200,000 | Preferred | \$ 0.0044 | NO | Vincent Salmu | Consulting | Restricted | 144 Reg D |
| Number of Shares outstanding as of 4.10.20 | Opening Balance | | | | | | | | |
| | Common | 6,115,097,969 | | | | | | | |
| | Preferred | 212,903,698 | | | | | | | |

Use the space below to provide any additional details, including footnotes to the table above: NONE

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities..

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversions of instrument to shares) | Name of Note Holder | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|---|----------------------------------|---|
| 11/9/2016 | 806,432 | 393,202 | 413,230 | 9/9/2018 | *See Below* | Chicago Venture Partners, LP | Loan |
| 1/13/2017 | 316,312 | 1,972,339 | | 5/13/2019 | *See Below* | Iliad Research and Trading, LP | Loan |
| 3/17/2017 | 3,497,190 | 2,031,661 | 1,465,529 | 7/17/2019 | *See Below* | Odyssey Research and Trading, LP | Loan |
| 7/27/2017 | 1,404,513 | 753,200 | 651,313 | 10/27/2018 | *See Below* | Odyssey Research and Trading, LP | Loan |
| 3/23/2018 | 1,772,835 | 2,032,928 | | 7/23/2020 | *See Below* | Chicago Venture Partners, LP | Loan |
| 7/24/2018 | 3,282,187 | 2,028,575 | 1,253,612 | 11/24/2020 | *See Below* | Iliad Research and Trading, LP | Loan |
| 11/16/2018 | 3,159,726 | 2,029,387 | 1,130,339 | 3/16/2021 | *See Below* | Chicago Venture Partners, LP | Loan |
| 3/28/2019 | 3,023,991 | 2,028,750 | 995,241 | 7/28/2022 | *See Below* | Iliad Research and Trading, LP | Loan |
| 5/22/2019 | 1,457,699 | 1,000,000 | 457,699 | 11/22/2020 | *See Below* | Chicago Venture Partners, LP | Loan |
| 8/8/2019 | 2,780,320 | 2,032,936 | 747,384 | 12/8/2021 | *See Below* | Chicago Venture Partners, LP | Loan |
| 10/22/2019 | 1,421,538 | 1,000,000 | 421,538 | 4/22/2021 | *See Below* | Chicago Venture Partners, LP | Loan |
| 11/25/2019 | | | | 4/25/2021 | *See Below* | Chicago Venture | Loan |

| | | | | | | | |
|-----------|-----------|-----------|---------|-----------|-------------|------------------------------|------|
| | 908,358 | 665,090 | 243,268 | | | Partners, LP | |
| 1/16/2020 | 1,228,184 | 1,006,480 | 221,704 | 5/16/2022 | *See Below* | Chicago Venture Partners, LP | Loan |

*Conversion Terms: 60% of the average of the two(2) lowest Closing Bid Prices in the twenty (20) Trading Days immediately preceding the applicable Conversion

Use the space below to provide any additional details, including footnotes to the table above: NONE

4) Financial Statements

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

U.S. GAAP IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: MJ MOORE
Title: CONTROLLER
Relationship to Issuer: CONTRACTOR

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Changes in Shareholders' Equity
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report"). **FINANCIAL STATEMENTS ARE ATTACHED/APPENDED TO THE END OF THIS DISCLOSURE STATEMENT**

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

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

A description of the issuer's business operations

HEMP, INC.'S PRIMARY FOCUS IS ON INDUSTRIAL HEMP AND MYRIAD OF CLEAN, GREEN SUSTAINABLE PRODUCTS THAT INDUSTRIAL HEMP OFFERS TO THE WORLD

With a deep-rooted social and environmental mission at its core, Hemp, Inc. seeks to build a business constituency for the American small farmer, the American veteran, and other groups experiencing the ever-increasing disparity between tapering income and soaring expenses. A global leader in the industrial hemp industry with bi-coastal processing centers including the 85,000 square-foot multipurpose industrial hemp processing facility in Spring Hope, North Carolina, a state of the art processing center in Medford, Oregon, and a 500-acre hemp growing Eco-Village in

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Golden Valley, Arizona, Hemp, Inc. believes there can be tangible benefits reaped from adhering to a corporate social responsibility plan.

It has been Hemp, Inc.'s intent to continually invest in building its hemp infrastructure, especially since none existed previously. In fact, the Company has instinctively been following the same path as Amazon... reinvesting profits and operating capital back into building the infrastructure. This is a business strategy that has been proven and works well.

All the years leading up to this point were of building and finishing the largest hemp infrastructure in America. That infrastructure is briefly described in the beginning of most of the Company's press releases, as follows:

“A global leader in the industrial hemp industry with bi-coastal processing centers including the 85,000 square-foot multipurpose industrial hemp processing facility in Spring Hope, North Carolina, a state of the art processing center in Medford, Oregon, and a 500-acre hemp growing Eco-Village in Golden Valley, Arizona.”

In the second half of 2019, Hemp, Inc. focused most of its resources and personnel on growing and processing a very successful high CBD hemp grow in Southern Oregon as oppose to building a massive infrastructure. While there may be a few more infrastructure footprints created, the Company will be a full-blown marketing company starting the first quarter of 2020 as it completed transition from a developmental stage company to an operating company this year.

Hemp, Inc. has been helping to build the industrial hemp infrastructure that was basically non-existent in America.

To date, there are ten divisions clearly defined below:

Division One – The Industrial Hemp Infrastructure

Division Two – The Hemp Farming Infrastructure

Division Three – The Hemp Extraction & Pre-Roll Blending Infrastructure

Division Four – The Hemp Educational Infrastructure

Division Five – The Hemp Marketing Infrastructure

Division Six – Accessories, Products and Services

Division Seven – Research and Development

Division Eight – Industrial Hemp Investments and Joint Ventures

Division Nine – Industrial Hemp Consulting

Division Ten – Educational Entertainment

Division One – The Industrial Hemp Infrastructure

The Industrial Hemp Infrastructure (*Division One*) currently consists of two hemp processing facilities across the country, with two more under development, which will include an in-house third party testing laboratory. The largest of the two is its multi-purpose industrial hemp processing facility and milling operation in **Spring Hope, North Carolina**. It's the largest “industrial hemp processing center” in the western hemisphere and has grown to become one of the pre-eminent centers of the industrial hemp industry. The 85,000 square foot facility sits on 9-acres. It is environmentally sustainable and was built from the ground up in hopes of “Making America Hemp Again.” With a patent pending manufacturing process, the North Carolina facility is operating full time to process millions of pounds of our unique kenaf-hemp blend, to manufacture all-green natural loss circulation material (LCMs), called **DrillWall™** that is to be sold to the oil and gas drilling industry, along with an all- green natural oil spill absorbent, a second industrial kenaf-hemp product called **Spill-Be-Gone™**.

In addition to the company's industrial hemp processing facility in Spring Hope, North Carolina, Hemp, Inc. also has one of the most sophisticated local processing centers (LPC) in Medford, Oregon which focuses on hemp harvesting, drying, curing, trimming, bagging, storing, and in some cases selling high CBD hemp for local farmers and the Company's own hemp grows in that area, and post processing for the CBD industry. The

Company's main focus is the "King of Hemp™" pre-rolls and high CBD smokable buds... a new phenomenon of smoking hemp which has caught the marketplace by storm.

Hemp, Inc., through its joint venture associates, has access to 4,500 acres of land in Golden Valley, Arizona (100 miles from Las Vegas, 20 miles north of Kingman, AZ). Out of the 4,500 acres of land, 500 acres are designated for the Veteran's Village Kins Community (VVKC) for Arizona. Hemp, Inc. is preparing 80+ acres, of the 500 acres, for hemp cultivation. The company aims to boost the economies of these towns by offering affordable hemp processing services, which incentivizes local growers to add hemp to their crop rotation. The company is continuing to scout new locations for local processing centers in Florida, Kentucky, West Virginia, Puerto Rico, and several other states.

Thus far, Hemp, Inc.'s Local Processing Center (LPC) in Oregon has employed over 200 employees during its 2018 harvest season and over 300 employees during its 2019 harvest season to further support the infrastructure necessary for local and large scale farmers operating in the industrial hemp space.

Division One Products: • [DrillWall™](#) (a loss circulation material) • [Spill-Be-Gone™](#) (an oil spill cleanup product) • [Hemp bioplastics](#)

Subsequently, as of first quarter 2020, Hemp, Inc. is fulfilling a \$1 million dollar sales agreement, through its subsidiary, Industrial Hemp Manufacturing (IHM), for its **DrillWall™**. According to CEO, Bruce Perlowin, the Company has executed a sales agreement to sell \$1 million worth of DrillWall™ over the course of one year. IHM received its first \$30,000 payment and shipped the first batch of DrillWall™ out in December, 2020 and another \$60,000 payment was received for the second batch of DrillWall™ shortly thereafter in February, 2020 and a \$30,000 payment in March, 2020. "We expect the remaining balance from the \$1,000,000 to be in by the end of 2020," said Perlowin. IHM is based in Spring Hope, North Carolina, and is the production facility for **DrillWall™**, along with other industrial hemp products.

Division Two – The Hemp Farming Infrastructure

The Hemp Farming Infrastructure (*Division Two*) consists of hundreds of acres of hemp and kenaf growing in multiple locations, farm equipment, cloning rooms, clones and seeds, grow rooms, greenhouses, hemp drying facilities and a huge amount of peripheral farming tools and equipment. The progress Hemp, Inc. has made in its agricultural endeavors, over the course of four years, has been amazing. The year 2020 will mark the fifth year that Hemp, Inc. has been growing hemp. (*To see Hemp, Inc.'s agricultural progress from 2016 through 2019, visit Bruce Perlowin's personal Facebook page at www.facebook.com/kingofpot and scroll through posts from 2016 to the present. Visit www.hempincpresents.com to see the videos of Hemp, Inc.'s grows in multiple locations.*)

Hemp, Inc. also has two "Small Family Hemp Farm" models. The "Small Family Hemp Farm" in North Carolina is situated on 12 acres and consists of a cloning room, a greenhouse, and enough land to grow 2,000-3,000 high CBD hemp plants. (*This model farm can be seen on Bruce Perlowin's Facebook page, in the Aug. 22nd - 26th, 2018 posts.*) The model shows farmers how to grow high CBD hemp plants, operate a greenhouse and turn a barn into a cloning room to earn up to \$100,000+ a year. This shows an example of how the "Small Family Hemp Farm" can be duplicated and reappear on the American landscape. After all, the original small family farms in America were able to survive economically by growing hemp as their main cash crop and the first five presidents of the United States were all hemp farmers.

Hemp, Inc.'s other "Small Family Hemp Farm" is located Dolan Springs, Arizona. This "Small Family Hemp Farm" is referred to as "The Orchard" since it has a sizable organic orchard. There are: 2 acres on which hemp will be grown on; a cloning room; cold storage; and greenhouses that are currently being installed.

This year, according to Perlowin, the company is preparing to grow on up to 110 acres of land in Oregon, 300 acres in Arizona, hundreds of acres in North Carolina (*a combination of hemp and kenaf*), and an undetermined amount in other states. He says collective sales from all of these grows will be extremely significant in terms of pre-rolls, high CBD buds, distillate, isolate and biomass. “This year, we anticipate the main function of the company to be sales and marketing as we will have completed the infrastructure to support sales and marketing. Right now, I believe we have the largest footprint of bio-diverse hemp products with vertical integration in the hemp industry in America today. We are always looking for joint ventures where we have or can expand our footprint,” commented Perlowin.

Moreover, “A to Z” services for the farmers are available - from harvesting to drying, curing, bucking, machine trimming, hand trimming, bagging, storing, nitrogen sparging, and selling / creating a “one stop shop” for the small to large family farms.

Division Two Products:

- The King of Hemp™ Pre-Roll Blends
- High premium CBD buds from the Rogue Valley in Southern Oregon, North Carolina and Arizona

Hemp, Inc. is also hosting the Hempathon at the Veteran Village Kins Community in Arizona. Contestants are growing 1 acre of hemp in a contest with other growers from around the country. Hemp, Inc. is providing land, water, security, and live streaming video coverage for participants. The Hempathon entry fee is \$5,000 and a 50/50 revenue split. Winners of the Hempathon will share in several awards and prizes of up to \$50,000.

The Veteran Village Kins Community in Arizona has 6 domes and the overnight RV camping sites are ready so people can stay on the land during the Hempathon grow. Live streaming video cameras are also ready, so the world can watch the “The Great American Hempathon” in real time.

Also, as part of the Hempathon, Hemp, Inc.’s Hemp Academy (Arizona) will offer classes in one of its geodesic domes during the Hempathon, which will include hemp experts, product developers, field trips to the grow area, and more. This hands-on, interactive, educational experience is the chance of a lifetime for people to learn about this new emerging multi-billion dollar industry from hemp industry experts.

A 44-ft geodesic dome will be set up to show movies, documentaries and courses on everything from bio-dynamic farming, permaculture, organic farming practices to bees, predator pest control, soil amendments, cloning, grafting and other peripheral agricultural course materials.

Those interested in signing up for the Hempathon should contact Chris Tinney ctinney@hempinc.com.

Division Three – The Hemp Extraction & Pre-Roll Blending Infrastructure

The Hemp CBD Oil Extraction & Pre-Roll Blending Infrastructure (*Division Three*) originally consisted of a Supercritical CO2 Extractor. After operating for over a year it has been determined that Hemp, Inc. will not be involved in the extraction industry and has changed its direction to focus primarily on the King of Hemp™ pre-rolls and The King of Hemp™ high CBD smokable flower. The CBD oil that was extracted from the 2018 hemp grows in North Carolina has been made into pure crystalline CBD isolate which will add to our “King of Hemp™” branded line of pre-rolls to take to the marketplace and a pre-roll fortified with pure crystalline CBD isolate.

In lieu of building its own extraction laboratories, Hemp, Inc. plans to utilize the facilities of other labs in the industry to manufacture its own line of CBD oil products while they continue to build and expand the infrastructure for pre-rolls and high CBD smokable buds. The Company will hire or joint venture with other, already existing, labs to manufacture CBD, CBG, CBC, CBN, and other products in its future cannabinoid line. With 150 different cannabinoids, over 300 terpenes, and more of each being discovered almost monthly, the product range and possibilities in this area are endless.

Division Four – The Hemp Educational Infrastructure

The Hemp Educational Infrastructure (*Division Four*) includes Hemp, Inc.'s **Hemp University** which focuses on educating and empowering Hemp farmers and entrepreneurs with knowledge, processing, infrastructure and support. The **educational seminars**, through the Hemp University, are held periodically and teach farmers and landowners how to create a profitable income stream by maximizing the per-acre crop revenue. Through this division, Hemp, Inc. has trained well over 500 farmers in its first two years by doing a total of nine Hemp University seminars in North Carolina and Oregon, which included: [*The New Leaf Symposium and Golden Grow Awards Gala*](#) - January 26, 2020 (Jacksonville, Oregon)

“*The New Leaf Symposium’s*” focus was “Regeneration” to celebrate optimism and resilience in the industry, the power of the plant, and faith in the hemp-producing community. The event sold out with over 180 attendees. The feedback from attendees was [*overwhelmingly positive*](#) and the speakers were hailed as the best yet. The educational symposium concluded with the “*Golden Grow Awards Gala*”. The Golden Grow Awards Gala honored Oregon’s top cultivars and put Oregon’s best farmers head-to-head for some of the most prestigious hemp-industry accolades. (See Bruce Perlowin’s personal [*Facebook post on 1/28/20*](#) for a short video on this symposium.)

The Pre-Harvest Symposium – September 8, 2019 (Oregon)

“*The Pre-Harvest Symposium*” workshop at Southern Oregon University was expertly designed for both farmers and entrepreneurs of all experience levels, focused on harvesting, processing and profit channels within the hemp industry. The third edition of the Southern Oregon Hemp University brought an abundance of insight into innovations within the realm of harvesting and processing to the forefront. Additionally, the symposium touched on traditional practices in agriculture. (See Bruce Perlowin’s personal [*Facebook post on 9/9/19*](#) for a short video on this symposium.)

Pre-Plant Support Workshop – May 4, 2019 (Oregon)

“*The Pre-Plant Support Workshop*” was an incredible success that filled the entire venue to capacity with attendees. In total, there were close to 200 attendees, including 20 vendors in attendance. The workshop was designed to help hemp farmers or those who are interested in the hemp industry learn the best pre-planting practices prior to the planting season. The Hemp University Pre-Planting Support Workshop was an interactive and informative workshop that covered the various details hemp farmers should know prior to planting in the 2019 season and beyond. (See Bruce Perlowin’s personal [*Facebook post on 5/9/19*](#) for a short video on this workshop.)

The Hemp University Educational Seminar - March 23, 2019 (Oregon)

This was the first Hemp University held on the West Coast. The seminar provided attendees with a full day of networking, education, and support. The seminar helped others in the area who were interested in the hemp industry learn more about the “Industrial Hemp Revolution” and how this movement can not only transform Southern Oregon’s economy, but also revive family farms and small businesses in the surrounding areas. (See Bruce Perlowin’s personal [*Facebook post on 3/28/19*](#) for a short video on this seminar.)

Growing Hemp for Profit – March 10, 2018 – (North Carolina) The Hemp University’s first educational [*symposium*](#) event of 2018 entitled “*Growing Hemp for Profit*” took place on Saturday, March 10, 2018. Attendees learned from the University’s industrial hemp experts as they shared their lessons from their experiences in growing industrial hemp. “*Growing Hemp for Profit*,” which took place from 8:30am to 5 pm at the Hilton Garden Inn in Charlotte, North Carolina. (See Bruce Perlowin’s [*personal Facebook post on 3/17/18*](#) for a short video on this symposium.)

Hemp Money Event: Economics, Lessons & Planning for 2018 – December 2, 2017 – (North Carolina)

The fifth most vital and anticipated educational symposium of the year was *Hemp Money Event: Economics, Lessons & Planning for 2018*. This symposium was held on Saturday, December 2, 2017 from 8:30am to 5:00pm at the Shrine Club (320 Airport Rd, Rocky Mount, NC 27804). Attendees learned the economics of growing industrial

hemp for fiber, seeds, and CBD; learned about other master POD growers' experiences and lessons; and, learned how to prepare for the 2018 industrial hemp growing season with a well-defined blueprint for success. (See Bruce Perlowin's personal [Facebook post on 12/23/17](#) for a short video on this symposium.)

The Hemp Oil Event: The Art and Science of CBD Oil – September 30, 2017 (North Carolina)

The Hemp Oil Event (The Art & Science of CBD Oil) was The Hemp University's fourth symposium in North Carolina, held on Saturday, September 30, 2017 from 8:30am to 5:00pm at the Peachtree Hills Country Club, 3512 Peachtree Hills Road, Spring Hope, NC 27882. The symposium brought attendees up to speed on all business and scientific aspects of Industrial Hemp CBD cannabinoids by disseminating current, reliable information that continues to shape the revolutionary CBD market. Attendees also got a chance to go to Hemp, Inc.'s, then, 70,000 square foot multipurpose industrial hemp decortication facility for the first live public demonstration of its Supercritical CO2 Extraction System using North Carolina-grown CBD industrial hemp. Representatives from NuAxon Bioscience were also on-site to allow those interested in purchasing their own CBD extraction system. (See Bruce Perlowin's personal [Facebook post on 9/30/17](#) for a short video on this symposium.)

The Art and Science of CBD Greenhouse Growing – June 24, 2017 (North Carolina)

The 3rd Hemp University educational symposium held on June 24, 2017 focused on The Art and Science of CBD Greenhouse Growing. The educational symposium was held at Louisburg College in Louisburg, North Carolina. A team of experts engaged attendees through the greenhouse and indoor growing process from cultivation to harvest and from processing to distribution. Dr. Robert Bruck, Dean of Science, Technology, Engineering and Mathematics and Distinguished Professor of Environmental Science at Louisburg College, was The Hemp University's special guest who lectured on soil microbiology during the symposium. Attendees were able to spend half of the course at Hemp, Inc.'s, then, 70,000 square-foot Industrial Hemp Hub, in a 3,000 square-foot cloning room. There, attendees had the opportunity to experience a more hands-on learning approach. (See Bruce Perlowin's personal [Facebook post on 6/30/17](#) for a short video on this symposium.)

Farming Hemp for Profit™ – April 29, 2017 (North Carolina)

Hemp, Inc.'s second, sold out, educational symposium (*Farming HEMP for Profit™*), through its Hemp University, was a phenomenal success. The [symposium](#) took place on Saturday, April 29, 2017, from 8:30am – 5:00pm, at the Hampton Inn & Suites located at 3920 Arrow Drive, Raleigh, NC 27612 and drew over 100 attendees. The one-day educational symposium and tour of Hemp, Inc.'s, then, 70,000 square-foot multipurpose industrial hemp facility was an opportunity for landowners and farmers to learn how to apply real business building tactics with a “specific step-by-step blueprint” on how to grow, sell and profit from farming industrial hemp. This event accomplished its mission to help landowners and farmers add a new viable and profitable income stream by maximizing the per-acre crop revenue. (See Bruce Perlowin's personal [Facebook post on 4/30/17](#) for a short video on this symposium.)

Farming Hemp for Profit™ – March 18, 2017 (North Carolina)

This was Hemp, Inc.'s first [Hemp University symposium](#). The symposium was a sold out event and was a huge success with 100 attendees who rated the quality of information presented as excellent. The symposium took place on Saturday, March 18, 2017, from 8:00am – 5:00pm, at Hemp, Inc.'s wholly owned subsidiary, Industrial Hemp Manufacturing, LLC, located at 1436 Highway 581 North, Spring Hope, North Carolina, 27882. The one-day educational symposium was an opportunity for landowners and farmers to receive a “specific step-by-step blueprint” on how to grow, sell and profit from farming industrial hemp by using real business tactics and principles, presented by industry experts. (See Bruce Perlowin's personal [Facebook posts on 3/18-19 and 3/21-26, 2019](#) for a short videos on this symposium.)

To listen to past Hemp University workshops, please visit hemp-university.teachable.com. Also visit <https://www.hempincpresents.com> to see highlights from Hemp, Inc.'s inaugural Hemp University held in North Carolina, which sold out in two weeks.

The Hemp University's twelve **online educational masterclasses** are \$10 each and each masterclass is under an hour in length. The online courses include lectures from industry leaders who have educated attendees at the Hemp University workshops in Oregon. These online masterclasses provide farmers who were either not able to attend the first Hemp University or who would like to revisit certain topics presented by the event speakers.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference:

To date, there are ten divisions clearly defined below:

Division One – The Industrial Hemp Infrastructure

Division Two – The Hemp Farming Infrastructure

Division Three – The Hemp Extraction & Pre-Roll Blending Infrastructure

Division Four – The Hemp Educational Infrastructure

Division Five – The Hemp Marketing Infrastructure

Division Six – Accessories, Products and Services

Division Seven – Research and Development

Division Eight – Industrial Hemp Investments and Joint Ventures

Division Nine – Industrial Hemp Consulting

Division Ten – Educational Entertainment

- C. Describe the issuers' principal products or services, and their markets
HEMP, INC.'S PRIMARY FOCUS IS ON INDUSTRIAL HEMP AND THE MYRIAD OF CLEAN, GREEN SUSTAINABLE PRODUCTS THAT INDUSTRIAL HEMP OFFERS TO THE WORLD.

6) Issuer's Facilities

THE ISSUER LEASES AN EXECUTIVE OFFICE SPACE ON A MONTH TO MONTH BASIS WHICH IS ADEQUATE FOR ITS CURRENT NEEDS

Hemp, Inc. owns and operates an 85,000 square foot multi-purpose industrial hemp processing facility and milling operation on 9 acres in Spring Hope, North Carolina. It's the largest "industrial hemp processing center" in the western hemisphere and has grown to become one of the pre-eminent centers of the industrial hemp industry. With a patent pending manufacturing process, the North Carolina facility processes millions of pounds of its unique kenaf-hemp blend to manufacture all-green natural loss circulation material (LCMs), called [DrillWall™](#) that is to be sold to the oil and gas drilling industry. The Company also produces an all-green natural oil spill absorbent kenaf-hemp product called [Spill-Be-Gone™](#). In addition to Hemp, Inc.'s industrial hemp processing facility and milling operation on 9 acres, the Company also rents 50 acres adjacent to the plant where it grows hemp and kenaf for its DrillWall and Spill-Be-Gone products.

In addition to the company's industrial hemp processing facility in Spring Hope, North Carolina, Hemp, Inc. also rents one of the most sophisticated local processing centers (LPC) in Medford, Oregon area. It is a 55,000 square foot building in White City, Oregon. This LPC focuses on hemp harvesting, drying, curing, trimming, bagging, storing, and in some cases selling high CBD hemp for local farmers and the Company's own hemp grows in that area, and post processing for the CBD industry. Hemp, Inc. also rents a 2,000 square foot office building on the same property.

During late January 2020, Hemp, Inc. had a soft launch for its King of Hemp Store™ in Kingman, Arizona. The store occupies a 5,000 square foot Wells Fargo bank building located in the heart of Old Town Kingman next to historic Route 66 and will showcase a large variety of hemp products.

Hemp, Inc. also has two “Small Family Hemp Farm” models. The “Small Family Hemp Farm” in North Carolina is situated on 12 acres and consists of a cloning room, a greenhouse, and enough land to grow 2,000-3,000 high CBD hemp plants. The model shows farmers how to grow high CBD hemp plants, operate a greenhouse and turn a barn into a cloning room to earn up to \$100,000+ a year. This shows an example of how the “Small Family Hemp Farm” can be duplicated and reappear on the American landscape.

Hemp, Inc.’s other “Small Family Hemp Farm” is located Dolan Springs, Arizona. This “Small Family Hemp Farm” is referred to as “The Orchard” since it has a sizable organic orchard. There are 2 acres on which hemp will be grown on; a cloning room; cold storage; and greenhouses that are currently being installed.

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor 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 shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer’s securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any 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 of an individual representing the corporation or entity in the note section.**

| Name of Officer/Director or Control Person | Affiliation with Company (e.g. Officer/Director/Owner of more than 5%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Note |
|--|--|---|------------------------|-----------------------------|---|------------|
| <u>BRUCE PERLOWIN</u> | <u>OFFICER / DIRECTOR / CONTROL PERSON</u> | <u>FORT PIERCE / FLORIDA</u> | <u>8,400,000</u> | <u>PREFERRED ART SHARES</u> | <u>100%</u> | <u>N/A</u> |
| <u>BRUCE PERLOWIN</u> | <u>OFFICER / DIRECTOR / CONTROL PERSON</u> | <u>FORT PIERCE / FLORIDA</u> | <u>9,095,597</u> | <u>PREFERRED Q SHARES</u> | <u>100%</u> | <u>N/A</u> |
| <u>BRUCE PERLOWIN</u> | <u>OFFICER / DIRECTOR / CONTROL PERSON</u> | <u>FORT PIERCE / FLORIDA</u> | <u>115,937,862</u> | <u>COMMON</u> | <u>1.98%</u> | <u>N/A</u> |

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

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

NONE

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

NONE

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

NONE

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

NONE

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

On June 20, 2016, the Securities and Exchange Commission (SEC) filed a civil suit against Hemp, Inc. Bruce Perlowin, Barry Epling, and Jed Perlowin alleging fraudulent registering of HEMP stock. Hemp, Inc. strongly disagrees with the SEC's position and continues to fight the civil suit. With discovery over, the trial is once again going forward. The estimated time for trial is summer 2021. Hemp, Inc. looks forward to the opportunity to prove to a jury that the SEC's allegations are false, and that the registration was done appropriately.

9) **Third Party Providers**

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: STEPHEN MILLS
Address 1: PO BOX 281077
Address 2: NASHVILLE, TN 37228-1077
Phone: 615-476-1151
Email: STEVEMILLSLAW@GMAIL.COM

Accountant or Auditor

Name: MJ MOORE
Firm: XTAXPROS
Address 1: 5450 W SAHARA AVE #300
Address 2: LAS VEGAS, NV 89146
Phone: 702-253-7499
Email: INFO@XTAXPROS.COM

Investor Relations

Name: STEFFAN DALSGAARD
Firm: GOLDEN TRIANGLE VENTURES INC
Address 1: 3430 E RUSSELL RD #301-18
Address 2: LAS VEGAS, NV 89120
Phone: 702-902-2361
Email: INFO@GOLDENTRIANGLEINC.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, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: N/A

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).

The certifications shall follow the format below:

I, BRUCE PERLOWIN certify that:

1. I have reviewed this ANNUAL REPORT of HEMP, 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.

APRIL 10, 2020 [Date]

/S/ BRUCE PERLOWIN [CEO's Signature]

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

Principal Financial Officer:

I, BRUCE PERLOWIN certify that:

1. I have reviewed this ANNUAL REPORT of HEMP, 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.

APRIL 10, 2020 [Date]

/S/ BRUCE PERLOWIN [CFO's Signature]

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

Hemp, Inc. and Subsidiaries

Balance Sheets
(Unaudited)

| | December 31, 2019 | December 31, 2018 |
|---|----------------------|----------------------|
| <u>ASSETS</u> | | |
| CURRENT ASSETS | | |
| Cash and cash equivalents | \$ 245,239 | \$ 396,203 |
| Securities held for sale | 86,105 | 86,105 |
| Receivables | 1,950,830 | 450,830 |
| Inventory | 5,131,428 | 1,252,571 |
| Notes receivable | 37,500 | 37,500 |
| Prepaid interest | 6,474,480 | 5,455,142 |
| Prepaid rent | 20,000 | 20,000 |
| Total Current Assets | 13,945,582 | 7,698,351 |
| OTHER ASSETS | | |
| LPO software | 1,810,775 | 1,810,775 |
| Tax tracking software | 156,250 | 156,250 |
| Property, Plant, and Equipment-net | 27,539,091 | 11,048,641 |
| Total Other Assets | 29,506,116 | 13,015,666 |
| TOTAL ASSETS | \$ 43,451,698 | \$ 20,714,017 |
| <u>LIABILITIES AND STOCKHOLDERS' EQUITY/(DEFICIT)</u> | | |
| CURRENT LIABILITIES | | |
| Accounts payable and accrued liabilities | \$ 271,852 | \$ 152,840 |
| Due to B. Perlowin | - | 302,663 |
| Due to D. Tobias | 50 | 50 |
| Payroll taxes payable | 57 | 57 |
| TOTAL CURRENT LIABILITIES | 271,959 | 455,610 |
| NON-CURRENT LIABILITIES | | |
| Contingent disputed liability - JS | 12,105 | 12,105 |
| Note payable and accrued interest | 23,095,814 | 14,270,473 |
| TOTAL NON-CURRENT LIABILITIES | 23,107,919 | 14,282,578 |
| TOTAL LIABILITIES | 23,379,878 | 14,738,188 |
| STOCKHOLDERS' DEFICIT | | |
| Preferred Collectible stock: | | |
| 500,000,000 shares authorized, \$0.00001 par value | | |
| 8,400,000 and 8,400,000 shares issued | 84 | 84 |
| Preferred stock: | | |
| 31,835,578 shares authorized, \$0.00001 par value | | |
| 0 and 31,835,578 shares issued | - | 319 |
| New Preferred stock: | | |
| 468,164,422 shares authorized, \$0.00001 par value | | |
| 24,347,800 and 27,288,468 and shares issued | 243 | 272 |
| Preferred K stock: | | |
| 58,262,154 shares authorized, \$0.00001 par value | | |
| 58,262,154 and 58,262,154 shares issued | 583 | 583 |
| Preferred K(P) stock: | | |
| 169,499,468 shares authorized, \$0.00001 par value | | |
| 130,836,701 and 104,959,291 shares issued | 1,309 | 1,050 |
| Preferred Q stock: | | |
| 100,000,000 shares authorized, \$0.00001 par value | | |
| 9,095,597 and 0 shares issued | 91 | - |
| Common stock: | | |
| 10,500,000,000 common shares, \$0.00001 par value | | |
| 4,654,283,853 and 2,676,638,938 shares issued | 46,543 | 33,565 |
| Additional paid-in capital | 149,622,069 | 131,349,700 |
| Subscriptions payable | 1,998,037 | - |
| Other comprehensive income/(expense) | (6,327,539) | (6,327,539) |
| Retained earnings/(deficit) | (125,269,600) | (119,082,706) |
| Total Stockholders' Equity/(Deficit) | 20,071,820 | 5,975,328 |
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT | \$ 43,451,698 | \$ 20,714,017 |

The accompanying notes are an integral part of these statements

Hemp, Inc. and Subsidiaries
 Statements of Operations
 (Unaudited)

| | For the Year Ended December 31, | |
|---|------------------------------------|-----------------|
| | 2019 | 2018 |
| SALES | \$ 2,352,905 | \$ 1,960,754 |
| Cost of sales | 1,821,156 | 101,491 |
| GROSS MARGIN | 531,749 | 1,859,263 |
| OPERATING EXPENSES | | |
| Compensation - stock based | 4,843,255 | 7,656,690 |
| Professional and consulting fees | 715,676 | 1,393,815 |
| Occupancy expenses | 969,088 | 1,615,405 |
| Travel | 328,799 | 285,173 |
| Advertising and promotion | 225,717 | 331,320 |
| General and administrative | 3,045,334 | 4,739,420 |
| Total Operating Expenses | 10,127,869 | 16,021,823 |
| NET INCOME (LOSS) FROM OPERATIONS | (9,596,120) | (14,162,560) |
| OTHER INCOME (EXPENSE) | | |
| Interest income | | 36 |
| Other income | | - |
| Settle lawsuit | | (630,000) |
| Interest expense - stock based | (13,441,594) | (23,944,893) |
| Interest expense | (3,577,259) | - |
| Total other income (expense) | (17,018,853) | (24,574,857) |
| NET INCOME (LOSS) BEFORE TAXES | (26,614,973) | (38,737,417) |
| Provision for income taxes | - | - |
| NET INCOME (LOSS) | \$ (26,614,973) | \$ (38,737,417) |
| PER SHARE DATA: | | |
| Basic and diluted income (loss) per common share | \$ (0.01) | \$ (0.01) |
| Weighted average number of common shares outstanding | 5,156,154,043 | 3,565,587,117 |

The accompanying notes are an integral part of these statements

The accompanying notes are an integral part of these statements

Hemp, Inc. and Subsidiaries
Statement of Stockholders' Equity (Deficit)
(Unaudited)

| | Preferred A Artistic Shares | | Preferred Stock | | New Preferred Stock | | Preferred K Stock | | Preferred K(P) Stock | | Preferred Q Stock | | Common Stock | | Additional Paid-in Capital | Sub- scriptions Payable | Other Com- prehensive Income/ (Expense) | Retained Earnings/ (Deficit) |
|--|-----------------------------|--------|-----------------|--------------|---------------------|--------|-------------------|--------|----------------------|----------|-------------------|--------|-----------------|-----------|----------------------------------|-------------------------------|--|------------------------------------|
| | Shares | Amount | Shares | Amount | Shares | Amount | Shares | Amount | Shares | Amount | Shares | Amount | Shares | Amount | | | | |
| Balance - December 31, 2017 | 8,400,000 | 84 | 31,835,578 | 319 | 27,288,468 | 273 | 58,262,154 | 583 | 104,959,291 | 1,050 | | | 2,481,812,897 | 24,818 | 88,294,195 | 0 | (6,327,539) | (80,345,289) |
| QE March 31, 2018 - Preferred K(P) issued for settlement | | | | | | | | | 2,100,000 | 21 | | | | | 629,979 | | | |
| QE March 31, 2018 - Preferred K(P) issued for lumber | | | | | | | | | 640,608 | 6 | | | | | 192,176 | | | |
| QE March 31, 2018 - Preferred K(P) issued for P,P,&E | | | | | | | | | 100,000,000 | 1,000 | | | | | 2,089,000 | | | |
| QE March 31, 2018 - Common issued for debt service | | | | | | | | | | | | | 431,049,078 | 4,310 | 11,772,494 | | | |
| QE March 31, 2018 - New P issued for Preferred K(P) | | | | 16,000,000 | 160 | | | | (4,000,000) | (40) | | | | | (120) | | | |
| QE March 31, 2018 - Preferred Q issued for Common | | | | | | | | | | | 10,000,000 | 100 | (1,000,000,000) | (10,000) | 9,900 | | | |
| QE June 30, 2018 - PK(P) converted to Common | | | | | | | | | (22,061,877) | (221) | | | 220,618,770 | 2,206 | (1,986) | | | |
| QE June 30, 2018 - Common issued for debt service | | | | | | | | | | | | | 120,955,304 | 1,210 | 3,642,360 | | | |
| QE June 30, 2018 - Common stock issued for services | | | | | | | | | | | | | 14,000,000 | 140 | 425,380 | | | |
| QE September 30, 2018 -PK(P) converted to Common | | | | | | | | | (3,860,000) | (39) | | | 38,600,000 | 386 | (347) | | | |
| QE September 30, 2018 - Preferred converted to Common | | | | (23,487,778) | (235) | | | | | | | | 58,719,445 | 587 | (587) | | | |
| QE September 30, 2018 - Common issued for debt service | | | | | | | | | | | | | 225,857,777 | 2,259 | 7,303,210 | | | |
| QE September 30, 2018 - Common stock issued for services | | | | | | | | | | | | | 164,700,000 | 1,647 | 5,599,223 | | | |
| QE December 31, 2018 - Common issued for debt service | | | | | | | | | | | | | 307,227,069 | 3,072 | 9,767,199 | | | |
| QE December 31, 2018 - PK(P) converted to Common | | | | | | | | | (25,300,713) | (253) | | | 253,007,130 | 2,530 | (2,277) | | | |
| QE December 31, 2018 - Common stock issued for services | | | | | | | | | | | | | 40,000,000 | 400 | 1,629,900 | | | |
| Income(Loss) for the Year Ended | | | | | | | | | | | | | | | | | | |
| Balance- December 31, 2018 | 8,400,000 | \$ 84 | 31,835,578 | \$ 319 | 19,800,690 | \$ 198 | 58,262,154 | \$ 583 | 152,477,309 | \$ 1,525 | 10,000,000 | \$ 100 | 3,356,547,470 | \$ 33,565 | \$ 131,349,699.62 | \$ - | \$ (6,327,539) | \$ (80,345,289) |
| Reallocation | | | (4,547,110) | (45) | 4,547,110 | 45 | | | | | | | | | | | | |
| Subscriptions for assets | | | | | | | | | | | | | | | | | | 1,712,308 |
| QE March 31, 2019 - Common issued for debt service | | | | | | | | | | | | | 154,093,404 | 1,541 | 3,913,266 | | | |
| QE March 31, 2019 - PK(P) converted to Common | | | | | | | | | (3,140,608) | (31) | | | 31,406,080 | 314 | (283) | | | |
| QE March 31, 2019 - Common | | | | | | | | | | | | | | | | | | |

The accompanying notes are an integral part of these statements

| | | | | | | | | | | | | | | | | | | | |
|---|------------------|--------------|--------------|-------------|-------------------|---------------|-------------------|---------------|--------------------|-----------------|------------------|--------------|----------------------|------------------|-----------|--------------------|---------------------|-----------------------|-------------------------|
| stock issued for services | | | | | | 118,250,000 | 1,183 | 3,312,393 | | | | | | | | | | | |
| QE June 30, 2019 - Common issued for debt service | | | | | | 150,046,702 | 1,500 | 3,605,140 | | | | | | | | | | | |
| QE June 30, 2019 - Common stock issued for services | | | | | | 25,000,000 | 250 | 587,250 | | | | | | | | | | | |
| QE September 30, 2019 - Common issued for debt service | | | | | | 285,199,997 | 2,852 | 4,141,596 | | | | | | | | | | | |
| QE September 30, 2019 - PK(P) converted to Common | | | (12,000,000) | (120) | | 120,000,000 | 1,200 | (1,080) | | | | | | | | | | | |
| QE September 30, 2019 - Common stock issued for services | | | | | | 25,000,000 | 250 | 277,250 | | | | | | | | | | | |
| QE December 31, 2019 - Common issued for debt service | | | | | | 169,214,783 | 1,692 | 1,774,006 | | | | | | | | | | | |
| QE December 31, 2019 - Preferred converted to Common | (27,288,468) | (273) | | | | 6,822,117 | 68 | 205 | | | | | | | | | | | |
| QE December 31, 2019 - PK(P) converted to Common | | | (6,500,000) | (65) | | 65,000,000 | 650 | (585) | | | | | | | | | | | |
| QE December 31, 2019 - PQ converted to Common | | | | | (904,403) | (9) | 90,403,300 | 904 | (895) | | | | | | | | | | |
| QE December 31, 2019 - Common stock issued for services | | | | | | 57,300,000 | 573 | 664,107 | | | | | | | | | | | |
| Subscriptions for debt | | | | | | | | | | | | | | | | | | 285,729 | |
| Income(Loss) for the Year Ended | | | | | | | | | | | | | | | | | | | (26,614,973) |
| Balance- December 31, 2019 | <u>8,400,000</u> | <u>\$ 84</u> | <u>0</u> | <u>\$ -</u> | <u>24,347,800</u> | <u>\$ 243</u> | <u>58,262,154</u> | <u>\$ 583</u> | <u>130,836,701</u> | <u>\$ 1,309</u> | <u>9,095,597</u> | <u>\$ 91</u> | <u>4,654,283,853</u> | <u>\$ 46,543</u> | <u>\$</u> | <u>149,622,069</u> | <u>\$ 1,998,037</u> | <u>\$ (6,327,539)</u> | <u>\$ (125,269,600)</u> |

e accompanying notes are an integral part of these statements

The accompanying notes are an integral part of these statements

Hemp, Inc. and Subsidiaries
Statements of Cash Flows
(Unaudited)

| | For the Year Ended December 31, 2019 |
|---|--|
| CASH FLOWS FROM OPERATING ACTIVITIES | |
| Net income (loss) | \$ (26,614,973) |
| Adjustments to reconcile net income (loss) to net cash from operating activities: | |
| Issuance of stock for services | 4,843,255 |
| Issuance of stock for interest | 13,441,594 |
| Issuance of stock to settle lawsuit | - |
| Changes in Operating Assets and Liabilities: | |
| Inventory | (3,878,857) |
| Prepaid interest | (1,019,338) |
| Receivables | (1,500,000) |
| Accounts payable and accrued liabilities | 119,012 |
| Net cash from operating activities | <u>(14,609,307)</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES | |
| Securities held for sale | - |
| Property, plant, and equipment | (9,806,629) |
| Net cash from investing activities | <u>(9,806,629)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES | |
| Advances from related parties | |
| Notes payable | 8,825,341 |
| Stock for debt service | 13,441,594 |
| Subscriptions payable | 1,998,037 |
| Net cash from financing activities | <u>24,264,972</u> |
| NET CHANGE IN CASH | (150,964) |
| CASH AT BEGINNING OF PERIOD | <u>396,203</u> |
| CASH AT END OF PERIOD | <u>\$ 245,239</u> |
| SUPPLEMENTAL CASH FLOW DISCLOSURES | |
| Cash paid for interest | \$ - |
| Cash paid for income taxes | \$ - |
| NON-CASH INVESTING AND FINANCING ACTIVITIES | |
| Common stock issued for debt service | \$ (13,441,594) |
| Warrants issued for prepaid interest | \$ - |

The accompanying notes are an integral part of these statements

HEMP, INC.
NOTES TO UNAUDITED FINANCIAL STATEMENTS
December 31, 2019

Note 1 - Organization and Basis of Presentation

Organization and Line of Business

The "Company" was incorporated on January 16, 2008 in Colorado as Preachers Coffee, Inc. and was given the trading symbol PCIO. On November 11, 2009 the Company changed its name to Marijuana, Inc. On October 10, 2011 the trading symbol was changed to HEMP. Subsequently the name was changed to Hemp, Inc.

Initially, the Company launched a comprehensive network of information, services and products focused on the rapidly emerging medical and recreational marijuana industries and movements. The Company has assembled the components of all encompassing educational, social networking, affinity programs, and distribution networks through internal development, mergers and acquisitions, and joint ventures. These components are being seamlessly integrated into a process designed to take the consumer from curious, to knowledgeable, to a satisfied and loyal community member with a lasting relationship with the Company through education, information, social networking, and product purchases.

After the name change, from Marijuana, Inc. to Hemp, Inc., the company's primary focus shifted to industrial hemp and the myriad of clean, green sustainable products that industrial hemp offers to the world.

Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

Note 2 - Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Principles of Consolidation

These consolidated financial statements include the accounts of the Company's wholly owned subsidiaries. All significant intercompany transactions have been eliminated.

Cash and Cash Equivalents

Cash and cash equivalents include cash in hand and cash in time deposits, certificates of deposit and all highly liquid debt instruments with original maturities of three months or less.

Securities Held for Sale

The Company owns a portfolio of marketable securities held for sale acquired directly from the issues in payment for providing consulting services and or direct purchase from the issuer. The portfolio is

evaluated from time to time and the carrying value is adjusted in accordance with the "Mark to Market" procedure.

Deposits

Deposits are the balances outstanding that have not been redeemed as of the date of the Financial Statements.

Accounts Receivable/Other Receivable

Accounts Receivable are amounts due to the company from sales or services rendered.

Notes Receivable

Notes Receivable are executed contractual obligations to the Company reflecting amounts due for sales or services rendered by the Company.

Property and Equipment

Property and equipment are stated at cost. Expenditures for maintenance and repairs are charged to earnings as incurred; additions, renewals and betterments are capitalized. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in operations. Depreciation of property and equipment is provided using the straight line method over their useful lives.

Inventory

Inventory has been recorded at the lower of cost or fair market value.

Revenue Recognition

The Company's revenue recognition policies are in compliance with SEC Staff Accounting Bulletin ("SAB") 104.

Stock-Based Compensation

The Company accounts for its stock-based compensation in accordance with SFAS No. 123R, "ShareBased Payment, an Amendment of FASB Statement no. 123." The Company recognizes in the statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees and non-employees.

Income Taxes

The Company utilizes the SFAS No. 109, "Accounting for Income Taxes," which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in the future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period and based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

Basic and Diluted Earnings per Share

Earnings per share are calculated in accordance with the SFAS No. 128 ("SFAS No. 128"), "Earnings per Share." Net earnings per share for all periods presented have been restated to reflect the adoption of

SFAS No. 128. Basic earnings per share is based upon the weighted average number of common shares outstanding. Diluted earnings per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. There are convertible shares as discussed in Note 8. There are no options or warrants. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. At this time there are no stock options granted.

Note 3 - Going Concern

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America, which contemplates continuation of the Company as a going concern.

Note 4 - Accounts Payable

Accounts payable represent amounts owed to vendors for products and/or services rendered but not yet paid for in full.

Note 5 - Notes Payable

Notes payable was incurred for plant, property, equipment and inventory financing. The president of the Company pledged 23,500,000 shares of the Company's Preferred K stock to further secure this financing. The Company recorded \$951,150 in additional interest expense related to this collateral pledge.

On May 25, 2015 the lender exercised its right to foreclose on a 4,000,000 share Preferred K certificate pledged by the president which triggered debt assumption by the president.

Subsequently issued working capital notes payable were issued pursuant to a continuing financing agreement and are classified as non-current due to repayment characteristics.

The President and major shareholder has entered into a series of personal loans and has advanced the loan proceeds to the Company. He has personally guaranteed these loans and has pledged personal assets to collateralize these loans. Loan proceeds have been used by the Company to purchase the property, plant, and equipment located in North Carolina and to fund the ongoing operations of the Company. The terms of the loans are so draconian the President is continuing to be in "technical default" and as such the Lender immediately forecloses on the President's pledged assets. The advances to the Company classified as Subscriptions Payable as directed by the President.

On November 9, 2016, the Company became obligated under a convertible promissory note with an accredited investor for a total amount of \$533,800. The note matured on September 9, 2018 and bears an interest rate of 12%. The conversion price for the note is 60% of the average of the two lowest closing bids for the 20 consecutive trading days prior to the conversion date.

On January 13, 2017, the Company became obligated under a convertible promissory note with an accredited investor for a total amount of \$2,705,000 which includes a legal fee of \$5,000 and \$700,000 OID. The note matured on May 23, 2019 and bears an interest rate of 12%. The conversion price for the note is 60% of the average of the two lowest closing bids for the 20 consecutive trading days prior to the conversion date.

On March 17, 2017, the Company became obligated under a convertible promissory note with an accredited investor for a total amount of \$2,705,000 which includes a legal fee of \$5,000 and \$700,000 OID. The note matures on July 31, 2019 and bears an interest rate of 12%. The conversion price for the note is 60% of the average of the two lowest closing bids for the 20 consecutive trading days prior to the conversion date.

On July 27, 2017, the Company became obligated under a convertible promissory note with an accredited investor for a total amount of \$1,017,500 which includes a legal fee of \$5,000 and \$262,500 OID. The note matured on October 28, 2018 and bears an interest rate of 12%. The conversion price for the note is 60% of the average of the two lowest closing bids for the 20 consecutive trading days prior to the conversion date.

On November 13, 2017, the Company became obligated under a convertible promissory note with an accredited investor for a total amount of \$2,705,000 which includes a legal fee of \$5,000 and \$700,000 OID. The note matures on March 21, 2020 and bears an interest rate of 12%. The conversion price for the note is 60% of the average of the two lowest closing bids for the 20 consecutive trading days prior to the conversion date.

On March 23, 2018, the Company became obligated under a convertible promissory note with an accredited investor for a total amount of \$2,705,000 which includes a legal fee of \$5,000 and \$700,000 OID. The note matures on July 30, 2020 and bears an interest rate of 12%. The conversion price for the note is 60% of the average of the two lowest closing bids for the 20 consecutive trading days prior to the conversion date.

On July 24, 2018, the Company became obligated under a convertible promissory note with an accredited investor for a total amount of \$2,705,000 which includes a legal fee of \$5,000 and \$700,000 OID. The note matures on December 3, 2020 and bears an interest rate of 12%. The conversion price for the note is 60% of the average of the two lowest closing bids for the 20 consecutive trading days prior to the conversion date.

On November 16, 2018, the Company became obligated under a convertible promissory note with an accredited investor for a total amount of \$2,705,000 which includes a legal fee of \$5,000 and \$700,000 OID. The note matures on March 16, 2021 and bears an interest rate of 12%. The conversion price for the note is 60% of the average of the two lowest closing bids for the 20 consecutive trading days prior to the conversion date.

On March 28, 2019, the Company became obligated under a convertible promissory note with an accredited investor for a total amount of \$2,705,000 which includes a legal fee of \$5,000 and \$700,000 OID. The note matures on July 29, 2021 and bears an interest rate of 12%. The conversion price for the note is 60% of the average of the two lowest closing bids for the 20 consecutive trading days prior to the conversion date.

On May 22, 2019, the Company became obligated under a convertible promissory note with an accredited investor for a total amount of \$1,355,000 which includes a legal fee of \$5,000 and \$350,000 OID. The note matures on November 23, 2020 and bears an interest rate of 12%. The conversion price for the note is 60% of the average of the two lowest closing bids for the 20 consecutive trading days prior to the conversion date.

On August 8, 2019, the Company became obligated under a convertible promissory note with an accredited investor for a total amount of \$2,705,000 which includes a legal fee of \$5,000 and \$700,000 OID. The note matures on December 15, 2021 and bears an interest rate of 12%. The conversion price for the note is 60% of the average of the two lowest closing bids for the 20 consecutive trading days prior to the conversion date.

On October 22, 2019, the Company became obligated under a convertible promissory note with an accredited investor for a total amount of \$1,355,000 which includes a legal fee of \$5,000 and \$350,000 OID. The note matures on April 22, 2021 and bears an interest rate of 12%. The conversion price for the note is 60% of the average of the two lowest closing bids for the 20 consecutive trading days prior to the conversion date.

On November 25, 2019, the Company became obligated under a convertible promissory note with an accredited investor for a total amount of \$1,355,000 which includes a legal fee of \$5,000 and \$350,000

OID. The note matures on May 25, 2021 and bears an interest rate of 12%. The conversion price for the note is 60% of the average of the two lowest closing bids for the 20 consecutive trading days prior to the conversion date.

Note 6 - Loans To/From Officers

Loans are stated at par and are represented in aggregate. Such sum represents the loan of funds and/or withdrawal of funds by officers and is not considered revenue to the company, not income to individual officers.

The President and major shareholder has entered into a series of personal loans and has advanced the loan proceeds to the Company. He has personally guaranteed these loans and has pledged personal assets to collateralize these loans. Loan proceeds have been used by the Company to purchase the property, plant, and equipment located in North Carolina and to fund the ongoing operations of the Company. The terms of the loans are so draconian the President is continuing to be in "technical default" and as such the Lender immediately forecloses on the President's pledged assets. The advances to the Company classified as Subscriptions Payable as directed by the President.

Note 7 - Stock Options and Warrants

Pursuant to the financing agreement(s) for the purchase of the decortication plant, land, and equipment the Company issued 10,000,000 Warrants.

Note 8 - Preferred Shares

The company has several types of preferred shares; Preferred A, Preferred, New Preferred, Preferred K, Preferred K(P), and Preferred Q.

Note 9 – Potential Conflicts of Interest

From time to time members of management and or stakeholders may enter into financial arrangements that must be examined to determine if such arrangements pose a conflict of interest that would precipitate the Company intervention.

Note 10 – Dividends

The Company has not declared or distributed any cash dividends.

Note 11 – Decortication Plant

On May 12, 2014, the Company purchased decortication equipment for processing kenaf, a fibrous plant used in industrial, commercial, and consumer applications, and for the anticipated future processing of hemp. On August 7, 2014 the Company acquired a 70,000 square-foot North Carolina factory building on 8 acres to house the decortication equipment along rolling stock and forklifts. The Company's CEO advanced the \$17,000 to open escrow on the purchase. The Company borrowed \$1,600,000 to finance the purchase of the land, building, equipment and to provide working capital on a long term convertible note payable. The land, building, equipment, and 8,000,000 Preferred K shares are pledged as collateral against the Note. The CEO supplied the 8,000,000 Preferred K shares from his own personal portfolio. The Note further required the Company to issue 5,000,000 Common shares, 10,000,000 five year \$0.10 Common stock warrants, and six amortizing payments of \$296,667 for a total of \$1,760,000 beginning on May 12, 2015. The Note is convertible to Common stock at the election of the Company. The 5,000,000 Common shares issued pursuant to the terms of the Note were recorded as prepaid interest at \$286,000, the closing price of the shares. The Company used the Black Scholes method to calculate the derivative cost of the 10,000,000 Common stock warrants at \$565,771 and was also recorded as prepaid interest.

The President and major shareholder has entered into a series of personal loans and has advanced the loan proceeds to the Company. He has personally guaranteed these loans and has pledged personal assets to collateralize these loans. Loan proceeds have been used by the Company to purchase the property, plant, and equipment located in North Carolina and to fund the ongoing operations of the Company. The terms of the loans are so draconian the President is continuing to be in "technical default" and as such the Lender immediately forecloses on the President's pledged assets. The advances to the Company classified as Subscriptions Payable as directed by the President.

NOTE 12 - SUBSEQUENT EVENTS

On January 16, 2020, the Company became obligated under a convertible promissory note with an accredited investor for a total amount of \$2,705,000 which includes a legal fee of \$5,000 and \$700,000 OID. The note matures on June 16, 2022 and bears an interest rate of 12%. The conversion price for the note is 60% of the average of the two lowest closing bids for the 20 consecutive trading days prior to the conversion date.

In accordance with ASC 855-10, Company management reviewed all material events through the date of this report and there are no additional subsequent events to report.