UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended **September 30, 2024**

OR

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

For the transition period from ____________ to ____________

Commission file number: **000-56151**

ONE WORLD PRODUCTS, INC.
(Exact name of registrant as specified in its charter)

Nevada	**61-1744826**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
6605 Grand Montecito Pkwy, Suite 100, Las Vegas, Nevada 89149	**89149**
(Address of principal executive offices)	(zip code)

(800) 605-3210
(Registrant's telephone number, including area code)

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

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
N/A	N/A	N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☒

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer’s classes of common stock as of the latest practicable date.

The number of shares of registrant’s common stock outstanding as of November 10, 2024 was 105,890,570.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ONE WORLD PRODUCTS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2024 (Unaudited)	December 31, 2023
Assets		
Current assets:		
Cash	$ 81,630	$ 726
Accounts receivable	179	-
Inventory	16,633	-
Prepaid expenses	16,741	13,156
Total current assets	115,183	13,882
Security deposits	85,000	85,000
Licenses	75,000	-
Total Assets	$ 275,183	$ 98,882
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities:		
Accounts payable	$ 574,967	$ 528,645
Accrued expenses	1,055,535	939,368
Dividends payable	241,649	196,734
Convertible note payable, related party, current maturities	-	750,000
Notes payable, related parties, current maturities	-	1,146,500
Notes payable, net of $237,468 and $24,136 of debt discounts at September 30, 2024 and December 31, 2023, respectively	1,397,532	310,864
Total current liabilities	3,269,683	3,872,111
Notes payable, related parties, long-term portion, net of $3,861 of debt discounts at September 30, 2024	2,090,120	-
Total Liabilities	5,359,803	3,872,111
Series A convertible preferred stock, $0.001 par value, 500,000 shares authorized; 114,733 shares issued and outstanding at September 30, 2024 and December 31, 2023	1,147,330	997,330
Series B convertible preferred stock, $0.001 par value, 600,000 shares authorized; 238,501 shares issued and outstanding at September 30, 2024 and December 31, 2023	3,577,515	3,577,515
Stockholders' Equity (Deficit):		
Preferred stock, $0.001 par value, 9,200,000 shares authorized; no shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively	-	-
Common stock, $0.001 par value, 1,000,000,000 shares authorized; 105,890,570 and 79,827,618 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively	105,891	79,828
Additional paid-in capital	20,315,010	18,414,456
Subscriptions payable	-	45,000
Accumulated other comprehensive income	-	42,328
Accumulated (deficit)	(30,230,366)	(26,929,686)
Total Stockholders' Equity (Deficit)	(9,809,465)	(8,348,074)
Total Liabilities and Stockholders' Equity (Deficit)	$ 275,183	$ 98,882

See accompanying notes to condensed consolidated financial statements.

ONE WORLD PRODUCTS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenues	$ 1,517	$ 5,906	$ 3,053	$ 8,082
Cost of goods sold	310	767	588	1,866
Gross loss	1,207	5,139	2,465	6,216
Operating expenses:				
General and administrative	203,242	142,464	552,874	907,595
Professional fees	169,596	236,139	971,934	413,651
Depreciation expense	-	9,274	-	25,578
Total operating expenses	372,838	387,877	1,524,808	1,346,824
Operating loss	(371,631)	(382,738)	(1,522,343)	(1,340,608)
Other income (expense):				
Gain (loss) on early extinguishment of debt	-	-	(724,086)	4,397
Loss on deconsolidation of foreign subsidiaries	(22,359)	-	(242,631)	-
Interest income	-	3	-	6
Interest expense	(340,609)	(67,571)	(811,620)	(177,169)
Total other expense	(362,968)	(67,568)	(1,778,337)	(172,766)
Net loss	$ (734,599)	$ (450,306)	$ (3,300,680)	$ (1,513,374)
Other comprehensive loss:				
Gain (loss) on foreign currency translation	$ -	$ (32,831)	$ (42,328)	$ 145,370
Net other comprehensive loss	$ (734,599)	$ (483,137)	$ (3,343,008)	$ (1,368,004)
Series A convertible preferred stock declared ($0.60 per share)	(15,083)	(15,083)	(44,915)	(43,808)
Net loss attributable to common shareholders	$ (749,682)	$ (498,220)	$ (3,387,923)	$ (1,411,812)
Weighted average number of common shares outstanding - basic and diluted	113,618,305	74,958,373	104,404,946	71,436,129
Net loss per share - basic and diluted	$ (0.01)	$ (0.01)	$ (0.03)	$ (0.02)
Dividends declared per share of common stock	$ 0.00	$ 0.00	$ 0.00	$ 0.00

See accompanying notes to condensed consolidated financial statements.

ONE WORLD PRODUCTS, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)

For the Three Months Ended September 30, 2024

	Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Common Stock		Additional Paid-In	Subscriptions	Accumulated Other Comprehensive	Accumulated	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Payable	Income (Loss)	Deficit	(Deficit)
Balance, June 30, 2024	99,733	$ 997,330	238,501	$ 3,577,515	104,329,919	$ 104,330	$ 20,175,359	$ 57,473	$ -	$ (29,495,767)	$ (9,158,605)
Series A Convertible Preferred Stock sold for cash, Director	15,000	150,000	-	-	-	-	-	-	-	-	-
Cancellation of subscriptions payable	-	-	-	-	-	-	45,000	(45,000)	-	-	-
Common stock issued for services	-	-	-	-	1,560,651	1,561	54,833	(12,473)	-	-	43,921
Amended warrants	-	-	-	-	-	-	51,008	-	-	-	51,008
Amortization of common stock options issued for services	-	-	-	-	-	-	3,893	-	-	-	3,893
Series A convertible preferred stock dividend declared ($0.60 per share)	-	-	-	-	-	-	(15,083)	-	-	-	(15,083)
Net loss	-	-	-	-	-	-	-	-	-	(734,599)	(734,599)
Balance, September 30, 2024	114,733	$ 1,147,330	238,501	$ 3,577,515	105,890,570	$ 105,891	$ 20,315,010	$ -	$ -	$ (30,230,366)	$ (9,809,465)

For the Three Months Ended September 30, 2023

	Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Common Stock		Additional Paid-In	Subscriptions	Accumulated Other Comprehensive	Accumulated	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Payable	Income (Loss)	Deficit	(Deficit)
Balance, June 30, 2023	99,733	$ 997,330	272,168	$ 4,082,520	73,369,574	$ 73,370	$ 17,594,074	$ -	$ 127,502	$ (24,039,433)	$ (6,244,487)
Series A Convertible Preferred Stock sold for cash	-	-	-	-	-	-	-	45,000	-	-	45,000
Series B preferred stock conversions	-	-	(23,667)	(355,005)	2,366,700	2,366	352,639	-	-	-	355,005
Common stock issued for services	-	-	-	-	1,000,000	1,000	83,000	-	-	-	84,000
Amortization of common stock options issued for services	-	-	-	-	-	-	47,714	-	-	-	47,714
Series A convertible preferred stock dividend declared ($0.60 per share)	-	-	-	-	-	-	(15,083)	-	-	-	(15,083)
Loss on foreign currency translation	-	-	-	-	-	-	-	-	(32,831)	-	(32,831)
Net loss	-	-	-	-	-	-	-	-	-	(450,306)	(450,306)
Balance, September 30, 2023	99,733	$ 997,330	248,501	$ 3,727,515	76,736,274	$ 76,736	$ 18,062,344	$ 45,000	$ 94,671	$ (24,489,739)	$ (6,210,988)

For the Nine Months Ended September 30, 2024

	Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Common Stock		Additional Paid-In	Subscriptions	Accumulated Other Comprehensive	Accumulated	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Payable	Income (Loss)	Deficit	(Deficit)
Balance, December 31, 2023	99,733	$ 997,330	238,501	$ 3,577,515	79,827,618	$ 79,828	$ 18,414,456	$ 45,000	$ 42,328	$ (26,929,686)	$ (8,348,074)
Series A Convertible Preferred Stock sold for cash, Director	15,000	150,000	-	-	-	-	-	-	-	-	-
Common stock issued pursuant to debt modifications	-	-	-	-	10,971,000	10,971	713,115	-	-	-	724,086
Common stock issued for services	-	-	-	-	10,341,952	10,342	614,383	-	-	-	624,725
Commitment shares issued pursuant to promissory note	-	-	-	-	4,750,000	4,750	158,728	-	-	-	163,478
Cancellation of subscriptions payable	-	-	-	-	-	-	45,000	(45,000)	-	-	-
Amended warrants	-	-	-	-	-	-	51,008	-	-	-	51,008
Relative fair value of warrants issued for loan commitment	-	-	-	-	-	-	351,638	-	-	-	351,638
Amortization of common stock options issued for services	-	-	-	-	-	-	11,597	-	-	-	11,597
Series A convertible preferred stock dividend declared ($0.60 per share)	-	-	-	-	-	-	(44,915)	-	-	-	(44,915)
Loss on foreign currency translation	-	-	-	-	-	-	-	-	(42,328)	-	(42,328)
Net loss	-	-	-	-	-	-	-	-	-	(3,300,680)	(3,300,680)
Balance, September 30, 2024	114,733	$ 1,147,330	238,501	$ 3,577,515	105,890,570	$ 105,891	$ 20,315,010	$ -	$ -	$ (30,230,366)	$ (9,809,465)

For the Nine Months Ended September 30, 2023

	Series A Convertible Preferred Stock		Series B Convertible Preferred Stock		Common Stock		Additional Paid-In	Subscriptions	Accumulated Other Comprehensive	Accumulated	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Payable	Income (Loss)	Deficit	(Deficit)
Balance, December 31, 2022	70,233	$ 702,330	272,168	$ 4,082,520	67,202,907	$ 67,203	$ 17,123,603	$ -	$ (50,699)	$ (22,976,365)	$ (5,836,258)
Series A Convertible Preferred Stock sold for cash	25,000	250,000	-	-	-	-	-	-	-	-	-
Series A Convertible Preferred Stock issued for services	4,500	45,000	-	-	-	-	-	45,000	-	-	45,000
Series B preferred stock conversions	-	-	(23,667)	(355,005)	2,366,700	2,366	352,639	-	-	-	355,005
Common stock issued for services	-	-	-	-	2,500,000	2,500	171,350	-	-	-	173,850
Commitment shares issued pursuant to promissory note	-	-	-	-	1,666,667	1,667	40,508	-	-	-	42,175
Common stock sold for cash	-	-	-	-	3,000,000	3,000	297,000	-	-	-	300,000
Amortization of common stock options issued for services	-	-	-	-	-	-	121,052	-	-	-	121,052
Series A convertible preferred stock dividend declared ($0.60 per share)	-	-	-	-	-	-	(43,808)	-	-	-	(43,808)
Gain on foreign currency translation	-	-	-	-	-	-	-	-	145,370	-	145,370
Net loss	-	-	-	-	-	-	-	-	-	(1,513,374)	(1,513,374)
Balance, September 30, 2023	99,733	$ 997,330	248,501	$ 3,727,515	76,736,274	$ 76,736	$ 18,062,344	$ 45,000	$ 94,671	$ (24,489,739)	$ (6,210,988)

See accompanying notes to condensed consolidated financial statements.

ONE WORLD PRODUCTS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended September 30, 2024	2023
Cash flows from operating activities		
Net loss	$ (3,300,680)	$ (1,513,374)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization expense	-	25,578
(Gain) loss on early extinguishment of debt	724,086	(4,397)
Amortization of debt discounts	529,423	26,233
Series A preferred stock issued for services	-	90,000
Common stock issued for services	624,725	173,850
Stock options issued for services	11,597	121,052
Amended warrants	51,008	-
Decrease (increase) in assets:		
Accounts receivable	(179)	(133)
Inventory	(16,633)	(258,583)
Other current assets	(3,585)	20,219
Other assets	-	(33,666)
Right-of-use assets	-	34,391
Increase (decrease) in liabilities:		
Accounts payable	46,322	17,774
Accrued expenses	323,648	290,021
Deferred revenues	-	(263)
Lease liability	-	(31,940)
Net cash used in operating activities	(1,010,268)	(1,043,238)
Cash flows from investing activities		
Purchase of fixed assets	-	(5,046)
Purchase of Pétalo Pharmaceutical, SAS	(75,000)	-
Net cash used in investing activities	(75,000)	(5,046)
Cash flows from financing activities		
Proceeds from notes payable, related parties	347,000	62,000
Repayments of notes payable, related parties	(357,000)	-
Proceeds from notes payable	1,728,500	262,500
Repayments of notes payable	(660,000)	-
Proceeds from sale of preferred and common stock	150,000	550,000
Net cash provided by financing activities	1,208,500	874,500
Effect of exchange rate changes on cash	(42,328)	172,920
Net increase in cash	80,904	(864)
Cash - beginning	726	11,016
Cash - ending	$ 81,630	$ 10,152
Supplemental disclosures:		
Interest paid	$ 147,996	$ 40,693
Income taxes paid	$ -	$ -
Non-cash investing and financing transactions:		
Dividends payable	$ 44,915	$ 43,808
Deposit on equipment settled with note payable	$ -	$ 35,000
Value of debt discounts attributable to commitment shares to related parties	$ 9,839	$ -
Value of debt discounts attributable to commitment shares	$ 153,639	$ 42,175
Value of debt discounts attributable to commitment warrants	$ 351,638	$ -

See accompanying notes to condensed consolidated financial statements.

ONE WORLD PRODUCTS, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1 – Nature of Business and Significant Accounting Policies

Nature of Business

One World Products, Inc. (the "Company," "we," "our" or "us") was incorporated in Nevada on September 2, 2014. On February 21, 2019, the Company entered into an Agreement and Plan of Merger with OWP Merger Subsidiary, Inc., a wholly-owned subsidiary, and OWP Ventures, Inc. ("OWP Ventures"), which is the parent company of One World Pharma SAS, a Colombian Simplified Shares Company ("OWP SAS"). Pursuant to the Merger Agreement, we acquired OWP Ventures (and indirectly, OWP SAS) by the merger of OWP Merger Subsidiary with and into OWP Ventures, with OWP Ventures being the surviving entity as our wholly-owned subsidiary (the "Merger"). As a result of the Merger (a) holders of the outstanding capital stock of OWP Ventures received an aggregate of 39,475,398 shares of our common stock; (b) options to purchase 825,000 shares of common stock of OWP Ventures at an exercise price of $0.50 automatically converted into options to purchase 825,000 shares of our common stock at an exercise price of $0.50; (c) the outstanding principal and interest under a $300,000 convertible note issued by OWP Ventures became convertible, at the option of the holder, into shares of the Company's common stock at a conversion price equal to the lesser of $0.424 per share or 80% of the price the Company sold its common stock in a future "Qualified Offering"; (d) 875,000 shares of our common stock owned by OWP Ventures prior to the Merger were cancelled; and (e) OWP Ventures' chief operating officer became our chief operating officer and two of OWP Ventures' directors became members of our board of directors. The Company's headquarters are located in Las Vegas, Nevada, and all of its customers are expected to be outside of the United States. On January 10, 2019, the Company changed its name from Punto Group, Corp. to One World Pharma, Inc., and on November 23, 2021, the Company changed its name to One World Products, Inc. through the merger of One World Products, Inc., a recently formed Nevada corporation wholly-owned by the Company, with and into the Company (the "Name Change Merger") pursuant to the applicable provisions of the Nevada Revised Statutes ("NRS"). As permitted by the NRS, the articles of merger filed with the Secretary of State of the state of Nevada to effect the Name Change Merger amended Article I of the Company's Articles of Incorporation to change the Company's name to "One World Products, Inc." The Name Change Merger was effected solely to effect the change of the Company's name, and had no effect on the Company's officers, directors, operations, assets or liabilities.

OWP Ventures is a holding company formed in Delaware on March 27, 2018 to enter and support the cannabis industry, and on May 30, 2018, it acquired OWP SAS. OWP SAS is a licensed cannabis cultivation, production and distribution (export) company located in Popayán, Colombia (nearest major city is Cali). The Company had intended to be a producer of and/or source raw and processed cannabis and hemp plant ingredients for both medical and industrial uses across the globe. The Company received licenses to cultivate, produce and distribute the raw ingredients of the cannabis and hemp plant for medicinal, scientific and industrial purposes. Specifically, the Company was one of the few companies in Colombia to receive all four licenses, including seed use, cultivation of non-psychoactive cannabis, cultivation of psychoactive cannabis, and manufacturing allowing for extraction and export. Currently, the Company owns approximately 30 acres and has a covered greenhouse built specifically to cultivate high-grade cannabis and hemp. During the first quarter of 2022, the Company made payments of approximately $1,400,000 for a state-of-the-art distillation machine that cleared customs and is currently located in a warehouse near Bogota.

On December 22, 2023, OWP SAS, filed for protection under Colombian Law 1116 of 2006, which is the primary legislation governing business insolvency proceedings (restructuring and liquidation) ("Reorganization Proceedings") in Colombia. The Reorganization Proceeds are similar to Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States, whereby the Company intended to restructure its debts and continue to operate, however, the Company amended its filing on October 1, 2024, to liquidate its assets.

In connection with the Reorganization Proceedings, OWP SAS paused production and sales of our cannabis operations in Colombia until the Court provided the Company with a plan of reorganization, at which time the Company intended to resume operations and satisfy its obligations in Colombia in accordance with the court's plan, however, the Company now intends to have the Court liquidate its assets and pay its creditors out of the proceeds of the liquidation. As a result of these actions, OWP SAS has no revenue-producing operations. The Company's primary operations during the fourth quarter of 2023, and to date in 2024, have consisted of activities associated with completing the Liquidation Proceedings, resolving substantial litigation, claims reconciliation, terminating operations and liquidating its assets, which primarily consist of the farm in Popayán and equipment.

In accordance with ASC 810-10-15, the Company has deconsolidated its foreign subsidiaries to include the petitioning entity, OWP SAS, as well as the Company's non-operating shell entities, Agrobase, S.A.S. and Hope Colombia, S.A.S., given the lack of independently identifiable operations. The deconsolidation resulted in a loss on deconsolidation of foreign subsidiaries in the amount of $242,631 and $1,564,823 for the nine months ended September 30, 2024 and the year ended December 31, 2023, respectively.

During March of 2024, the Company, through OWP Ventures, began to sell a CBD based product in the United States, called Pro-11. During the fourth quarter of 2024, the Company began to redesign the packaging and engaged a sales representative to focus greater resources on bringing this product to market.

On May 15, 2024, OWP Ventures, Inc., acquired Pétalo Pharmaceutical, S.A.S. ("Pétalo"), a Company located in Colombia and legally constituted as a simplified stock company that owns licenses to cultivate, produce and distribute the raw ingredients of the cannabis and hemp plant for medicinal, scientific and industrial purposes from the free trade zone in Colombia. Pétalo had no operations, other than obtaining four licenses, including seed use, cultivation of non-psychoactive cannabis, cultivation of psychoactive cannabis, and manufacturing allowing for extraction and export from the free trade zone. The acquisition was accounted for as an asset purchase, and the $75,000 purchase price of Pétalo was allocated to the fair value of the licenses. The Company intends to establish an export business within the free trade zone using these licenses, but has yet to incur any substantive income or expenses.

During 2024, the Company has also been developing industrial hemp solutions for the automotive market. The Company intends to focus increased efforts on research and development in this area to help the automotive industry meet its goals of achieving carbon neutral manufacturing using renewable material solutions. In October of 2024, the Company, in collaboration with partners in the automotive industry, developed hemp-based molded containers for automotive part packaging applications and received an initial order for 1,400 units of these reusable totes, designed to move and protect automotive parts through the supply chain.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and the rules of the Securities and Exchange Commission (SEC). Intercompany accounts and transactions have been eliminated.

The unaudited condensed consolidated financial statements of the Company and the accompanying notes included in this Quarterly Report on Form 10-Q are unaudited. In the opinion of management, all adjustments necessary for a fair presentation of the Condensed Consolidated Financial Statements have been included. Such adjustments are of a normal, recurring nature. The Condensed Consolidated Financial Statements, and the accompanying notes, are prepared in accordance with GAAP and do not contain certain information included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023. The interim Condensed Consolidated Financial Statements should be read in conjunction with that Annual Report on Form 10-K. Results for the interim periods presented are not necessarily indicative of the results that might be expected for the entire fiscal year.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the following entities, all of which were under common control and ownership at September 30, 2024:

Name of Entity	Jurisdiction of Incorporation	Relationship
One World Products, Inc.(1)	Nevada	Parent
OWP Ventures, Inc.(2)	Delaware	Subsidiary
Pétalo Pharmaceutical, S.A.S.(3)	Colombia	Subsidiary

(1) Holding company in the form of a corporation.

(2) Holding company in the form of a corporation and wholly-owned subsidiary of One World Products, Inc.

(3) Wholly-owned subsidiary of OWP Ventures, Inc., acquired on May 15, 2024, located in Colombia and legally constituted as a simplified stock company. This company has yet to incur any substantive income or expenses.

The consolidated financial statements herein contain the operations of the wholly-owned subsidiaries listed above. The Company's headquarters are located in Las Vegas, Nevada.

Reclassifications

Certain reclassifications have been made to the prior years' financial statements to conform to current year presentation. These reclassifications had no effect on previously reported results of operations or retained earnings.

Foreign Currency Translation

The functional currency of the Company is Colombian Peso (COP). The Company has maintained its financial statements using the functional currency, and translated those financial statements to the US Dollar (USD) throughout this report. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency at rates of exchange prevailing at the balance sheet dates. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Exchange gains or losses arising from foreign currency transactions are included in the determination of net income (loss) for the respective periods.

Comprehensive Income

The Company has adopted the Financial Accounting Standards Boards ("FASB") Accounting Standards Codification ("ASC") 220, Reporting Comprehensive Income, which establishes standards for reporting and displaying comprehensive income, its components, and accumulated balances in a full-set of general-purpose financial statements. Accumulated other comprehensive income represents the accumulated balance of foreign currency translation adjustments.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that may 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 these estimates.

Segment Reporting

ASC Topic 280, "Segment Reporting," requires use of the "management approach" model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. The Company operates as a single segment and will evaluate additional segment disclosure requirements as it expands its operations.

Fair Value of Financial Instruments

The Company discloses the fair value of certain assets and liabilities in accordance with ASC 820 – Fair Value Measurement and Disclosures (ASC 820). Under ASC 820-10-05, the FASB establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This Statement reaffirms that fair value is the relevant measurement attribute. The adoption of this standard did not have a material effect on the Company's financial statements as reflected herein. The carrying amounts of cash, accounts receivable, accounts payable and accrued expenses reported on the balance sheets are estimated by management to approximate fair value primarily due to the short-term nature of the instruments.

Cash in Excess of FDIC Insured Limits

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. Accounts are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to $250,000, under current regulations. The Company did not have any cash in excess of FDIC insured limits at September 30, 2024, and has not experienced any losses in such accounts.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from the commercial sales of products, licensing agreements and contracts to perform pilot studies by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. The Company's revenues in the current period consisted of the sale of our CBD rub, and in the prior period revenues consisted entirely of the sale of seeds. The sale of seeds included multi-element arrangements whereby the Company collected 50% of the sale upon delivery of the sales, and the remaining 50% upon the completion of the harvest, whether the seeds result in a successful crop, or not. In addition, the Company had a right of first refusal to purchase products resulting from the harvest.

Inventory

Inventories are stated at the lower of cost or net realizable value. Cost is determined on a standard cost basis that approximates the first-in, first-out (FIFO) method. Appropriate consideration is given to obsolescence, excessive levels, deterioration, and other factors in evaluating net realizable value. Our cannabis products consist of cannabis flower grown in-house, along with produced extracts.

Stock-Based Compensation

The Company accounts for equity instruments issued to employees and non-employees in accordance with the provisions of ASC 718 Stock Compensation (ASC 718). All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date of the fair value of the equity instrument issued is the earlier of the date on which the counterparty's performance is complete or the date at which a commitment for performance by the counterparty to earn the equity instruments is reached because of sufficiently large disincentives for nonperformance.

Basic and Diluted Loss Per Share

The basic net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted net loss per common share is computed by dividing the net loss adjusted on an "as if converted" basis, by the weighted average number of common shares outstanding plus potential dilutive securities. For the periods presented, potential dilutive securities had an anti-dilutive effect and were not included in the calculation of diluted net loss per common share.

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the FASB that are adopted by the Company as of the specified effective date. If not discussed, management believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company's financial statements upon adoption.

In December 2023, the FASB issued Accounting Standards Update ("ASU") 2023-09, *"Income Taxes (Topic* 740*): Improvements to Income Tax Disclosures,"* which requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid. The guidance is effective for the Company's fiscal years beginning after December 15, 2024, with early adoption permitted. The Company does not expect the adoption of this standard to have any material impact on its financial statements.

There are no other recently issued accounting pronouncements that the Company has yet to adopt that are expected to have a material effect on its financial position, results of operations, or cash flows.

Note 2 –Going Concern

As shown in the accompanying condensed consolidated financial statements as of September 30, 2024, our balance of cash on hand was $81,630, and we had negative working capital of $3,154,500 and an accumulated deficit of $30,230,366. We are too early in our development stage to project future revenue levels, and may not be able to generate sufficient funds to sustain our operations for the next twelve months. Accordingly, we may need to raise additional cash to fund our operations. These factors raise substantial doubt about the Company's ability to continue as a going concern.

In the event sales do not materialize at the expected rates, management would seek additional financing and would attempt to conserve cash by further reducing expenses. There can be no assurance that we will be successful in achieving these objectives; therefore, without sufficient financing it would be unlikely for the Company to continue as a going concern.

The condensed consolidated financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The condensed consolidated financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern. Our ability to scale production and distribution capabilities and further increase the value of our brands, is largely dependent on our success in raising additional capital.

Note 3 – Deconsolidation of Foreign Subsidiaries

On December 22, 2023, our wholly-owned subsidiary, One World Products, S.A.S., a Colombian Simplified Shares Company, filed for protection under Colombian Law 1116 of 2006, which is the primary legislation governing business insolvency proceedings (restructuring and liquidation) ("Reorganization Proceedings") in Colombia. The Reorganization Procedures are similar to Chapter 11 of the Bankruptcy Code in the United States, whereby the Company would restructure its debts and continue to operate. The plan of reorganization and assessment of valid claims had not yet been determined, or approved by the court and creditors as of October 1, 2024, when the Company amended its filing to completely liquidate the assets of the Company. OWP SAS has currently identified approximately 23 creditors, consisting of approximately $1.2 million of financial obligations, collectively. In accordance with ASC 810-10-15, the Company had deconsolidated its foreign subsidiaries. Given the lack of independently identifiable operations, the Company has also deconsolidated its non-operating shell entities, Agrobase, S.A.S. and Hope Colombia, S.A.S (collectively, the "Foreign Subsidiaries"). The deconsolidation resulted in a loss on deconsolidation of foreign subsidiaries in the amount of $242,631 and $1,564,823 for the nine months ended September 30, 2024 and the year ended December 31, 2023, respectively. There were no income, losses or cash flows within the Foreign Subsidiaries between the date of petition on December 22, 2023 and December 31, 2023. A summary of the deconsolidated condensed combined balance sheets and statement of operations and comprehensive loss of the Foreign Subsidiaries is as follows:

FOREIGN SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2024	December 31, 2023
Assets		
Current assets:		
Cash	$ 8,472	$ 1,660
Inventory	37,393	45,791
Other current assets	15,971	2,687
Total current assets	61,836	50,138
Other assets	207,928	226,542
Fixed assets, net	2,306,501	2,346,281
Total Assets	$ 2,576,265	$ 2,622,961
Liabilities and Stockholders' Equity (Deficit)		
Current liabilities:		
Accounts payable	$ 331,121	$ 392,403
Accrued expenses	481,277	482,587
Notes payable	168,099	183,148
Intercompany liabilities owed to OWP Ventures, Inc.	7,737,202	7,348,034
Total current liabilities	8,717,699	8,406,172
Stockholders' Equity (Deficit):		
Accumulated other comprehensive income	62,311	-
Accumulated (deficit)	(6,203,745)	(5,783,211)
Total Stockholders' Equity (Deficit)	(6,141,434)	(5,783,211)
Total Liabilities and Stockholders' Equity (Deficit)	$ 2,576,265	$ 2,622,961

ONE WORLD PRODUCTS, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

FOREIGN SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS

	For the Three Months Ended September 30, 2024	For the Nine Months Ended September 30, 2024
Revenues	$ -	$ -
Cost of goods sold	-	-
Gross profit	-	-
Operating expenses:		
General and administrative	67,115	208,062
Professional fees	12,121	44,250
Depreciation expense	13,260	39,780
Total operating expenses	92,496	292,092
Operating loss	(92,496)	(292,092)
Other income (expense):		
Interest expense	(48,329)	(128,442)
Total other expense	(48,329)	(128,442)
Net loss	$ (140,825)	$ (420,534)
Other comprehensive loss:		
Gain on foreign currency translation	$ 3,625	$ 62,311
Net loss	$ (137,200)	$ (358,223)

FOREIGN SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	For the Nine Months Ended September 30, 2024
Cash flows from operating activities	
Net loss	$ (420,534)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation and amortization expense	39,780
Decrease (increase) in assets:	
Inventory	8,398
Other current assets	(13,284)
Other assets	18,614
Increase (decrease) in liabilities:	
Accounts payable	(61,282)
Accrued expenses	(16,359)
Accrued interest on intercompany loans	104,210
Net cash used in operating activities	(340,457)
Cash flows from financing activities	
Proceeds received from intercompany loan	284,958
Net cash provided by financing activities	284,958
Effect of exchange rate changes on cash	62,311
Net increase (decrease) in cash	6,812
Cash - beginning	1,660
Cash - ending	$ 8,472
Supplemental disclosures:	
Interest paid	$ -
Income taxes paid	$ -

Note 4 – Related Party Transactions

Series A Preferred Stock Sale to Director

On July 25, 2024, the Company received proceeds of $150,000 from the sale of 15,000 units, consisting of 15,000 shares of Series A Preferred Stock and five-year warrants to purchase 1,500,000 shares of common stock at an exercise price of $0.25 per share to Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board. The proceeds received were allocated between the Series A Preferred Stock and warrants on a relative fair value basis. The estimated value of the warrants using the Black-Scholes Pricing Model, based on a weighted average volatility rate of 152% and a weighted average call option value of $0.0272, was $40,873.

Related Party Debt Repayments

On July 26, 2024, the Company partially repaid $150,000 of the $337,000 promissory to Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board, that originate on March 15, 2024.

On April 22, 2024, the Company repaid an aggregate total of $257,446, consisting of $207,000 of principal and $50,446 of interest, of outstanding debts owed to Kenneth Perego, II, M.D., the Company's Vice Chairman of the Board.

Common Stock Issued as Consideration for Related Party Debt Modifications

On March 15, 2024, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., agreed to issue shares of common stock to officers and directors in consideration for extending the maturity dates and terms of previously received debt financing, as listed below. The aggregate fair value of the common stock was $724,086, based on the closing price of the Company's common stock on the date of grant, which was recognized as a loss on early extinguishment of debt. The previously issued promissory notes were cancelled in exchange for promissory notes with a maturity date of March 1, 2027, bearing interest at 10% per annum, with the exception of the promissory note issued to Dr. John McCabe, which carries an interest rate of 7% per annum.

Name	Position	Aggregate Debts Extended	Shares	Fair Value
Isiah L. Thomas, III	Chairman and CEO	$ 27,467	138,000	$ 9,108
Dr. Kenneth Perego, II	Vice Chairman	337,000	1,685,000	111,210
Joerg Sommer	President	26,116	131,000	8,646
Dr. John McCabe	>5% Shareholder	1,803,398	9,017,000	595,122
		$ 2,193,981	10,971,000	$ 724,086

Common Stock Issued for Services, Related Parties

On September 25, 2024, the Company issued 600,000 shares of common stock to the Company's Chief Financial Officer. The fair value of the shares was $15,000, based on the closing price of the Company's common stock on the date of grant.

On July 1, 2024, the Company issued 250,000 shares of common stock to Todd Peterson as a signing bonus pursuant to his appointment as the Company's Chief Financial Officer. The fair value of the shares was $11,250, based on the closing price of the Company's common stock on the date of grant.

On March 15, 2024, the Company issued shares of common stock to officers and directors for services provided, as listed below. The aggregate fair value of the common stock was $429,000, based on the closing price of the Company's common stock on the date of grant. The shares were expensed upon issuance.

Name	Position	Shares	Fair Value
Isiah L. Thomas, III	Chairman and CEO	2,000,000	$ 132,000
Dr. Kenneth Perego, II	Vice Chairman	2,000,000	132,000
Terry Buffalo	Director	2,000,000	132,000
Joerg Sommer	President	500,000	33,000
		6,500,000	$ 429,000

Note 5 – Fair Value of Financial Instruments

Under FASB ASC 820-10-5, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The standard outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Under GAAP, certain assets and liabilities must be measured at fair value, and FASB ASC 820-10-50 details the disclosures that are required for items measured at fair value.

The Company has certain financial instruments that must be measured under the new fair value standard. The Company's financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy. The three levels are as follows:

Level 1 - Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 - Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 - Unobservable inputs that reflect our assumptions about the assumptions that market participants would use in pricing the asset or liability.

The following schedule summarizes the valuation of financial instruments at fair value on a recurring basis in the balance sheet as of September 30, 2024 and December 31, 2023, respectively:

	Fair Value Measurements at September 30, 2024		
	Level 1	Level 2	Level 3
Assets			
Cash	$ 81,630	$ -	$ -
Total assets	81,630	-	-
Liabilities			
Convertible notes payable, related party	-	-	-
Notes payable, related parties, net of $7,153 of debt discounts	-	2,090,120	-
Notes payable, net of $434,289 of debt discounts	-	1,397,532	-
Total liabilities	-	(3,487,652)	-
	$ 81,630	$ (3,487,652)	$ -

	Fair Value Measurements at December 31, 2023		
	Level 1	Level 2	Level 3
Assets			
Cash	$ 726	$ -	$ -
Total assets	726	-	-
Liabilities			
Convertible notes payable, related party	-	750,000	-
Notes payable, related parties	-	1,146,500	-
Notes payable, net of $24,136 of debt discounts	-	310,864	-
Total liabilities	-	(2,207,364)	-
	$ 726	$ (2,207,364)	$ -

There were no transfers of financial assets or liabilities between Level 1, Level 2 and Level 3 inputs for the nine months ended September 30, 2024 or the year ended December 31, 2023.

Note 6 – Inventory

Inventories are stated at the lower of cost or net realizable value. Cost is determined on a standard cost basis that approximates the first-in, first-out (FIFO) method. Appropriate consideration is given to obsolescence, excessive levels, deterioration, and other factors in evaluating net realizable value. Our CBD products consist entirely of finished goods. Inventory was $16,633 and $-0- at September 30, 2024 and December 31, 2023, respectively.

Note 7 – Security Deposits

Security deposits consisted of refundable deposits on equipment purchases in the amount of $85,000 as of September 30, 2024 and December 31, 2023.

Note 8 – Licenses

On May 15, 2024, OWP Ventures, Inc., acquired Pétalo Pharmaceutical, S.A.S. (“Pétalo”), a Company located in Colombia and legally constituted as a simplified stock company that owns licenses to cultivate, produce and distribute the raw ingredients of the cannabis and hemp plant for medicinal, scientific and industrial purposes from the free trade zone in Colombia. Pétalo had no operations, other than obtaining four licenses, including seed use, cultivation of non-psychoactive cannabis, cultivation of psychoactive cannabis, and manufacturing allowing for extraction and export from the free trade zone. The Company intends to use these licenses to establish an export business within the free trade zone. The acquisition was accounted for as an asset purchase, and the $75,000 purchase price of Pétalo was allocated to the fair value of the licenses.

Note 9 – Accrued Expenses

Accrued expenses consisted of the following at September 30, 2024 and December 31, 2023, respectively:

	September 30, 2024	December 31, 2023
Accrued compensation	$ 905,872	$ 665,417
Accrued interest	149,663	273,951
	$ 1,055,535	$ 939,368

Note 10 – Convertible Note Payable, Related Party

Convertible note payable, related party consists of the following at September 30, 2024 and December 31, 2023, respectively:

	September 30, 2024	December 31, 2023
On September 27, 2022, the Company completed the sale of a Convertible Promissory Note in the principal amount of $750,000 (the "Convertible McCabe Note") to Dr. John McCabe, an affiliate investor. The unsecured note matured on September 16, 2024 (the "Maturity Date"), carried interest at a rate of 8% per annum, and the principal and interest were convertible into shares of the Company's convertible Series B common stock at a conversion price of $15 per share. On March 15, 2024, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., exchanged the $750,000 of principal, and $90,740 of accrued interest, along with other debts and interest, for a promissory note with a maturity date of March 1, 2027, bearing interest at 7% per annum. As consideration for condensing these loans and extending the maturity dates, the Company awarded Mr. McCabe 9,017,000 shares of common stock. The aggregate fair value of the common stock was $595,122, based on the closing price of the Company's common stock on the date of grant.	$ -	$ 750,000
Total convertible note payable, related party	-	750,000
Less: current maturities	-	-
Convertible note payable, related party, long-term portion	$ -	$ 750,000

The Company recorded interest expense pursuant to the stated interest rates on the convertible note, related party in the amount of $15,124 and $44,877 for the nine months ended September 30, 2024 and 2023, respectively.

Note 11 – Notes Payable, Related Parties

Notes payable, related parties, consists of the following at September 30, 2024 and December 31, 2023, respectively:

	September 30, 2024	December 31, 2023
On March 19, 2024, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $50,000 from Joerg Sommer, our President, pursuant to an unsecured promissory note, maturing on March 1, 2027, that carries a 10% interest rate.	$ 50,000	$ -
On March 15, 2024, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., issued an unsecured promissory note in the amount of $26,116 to Joerg Sommer, our President, maturing on March 1, 2027, that carries a 10% interest rate. The note was issued in exchange for the cancellation of another promissory note, consisting of $25,000 of principal and $1,116 of accrued interest.	26,116	-
On March 15, 2024, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., issued an unsecured promissory note in the amount of $1,803,398 to Dr. John McCabe, an affiliate investor, maturing on March 1, 2027, that carries a 7% interest rate. The note was issued in exchange for the cancellation of a $840,740 convertible note, consisting of $750,000 of principal and $90,740 of accrued interest., and other promissory notes in the aggregate amount of $962,658, consisting of a total of $850,000 of principal and $112,658 of accrued interest.	1,803,398	-
On March 15, 2024, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., issued an unsecured promissory note in the amount of $337,000 to Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board, maturing on March 1, 2027, that carries a 10% interest rate. The note was issued in exchange for the cancellation of promissory notes in the aggregate amount of $337,000, consisting entirely of principal. On July 26, 2024, the Company repaid $150,000 of principal.	187,000	-

On March 15, 2024, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., issued an unsecured promissory note in the amount of $27,467 to Isiah L. Thomas, III, our Chairman of the Board and CEO, maturing on March 1, 2027, that carries a 10% interest rate. The note was issued in exchange for the cancellation of another promissory note, consisting of $24,500 of principal and $2,967 of accrued interest.	27,467	-
On March 12, 2024, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $100,000 from Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board, pursuant to an unsecured promissory note due on demand that carries a 10% interest rate. A total of $101,123, consisting of $100,000 of principal and $1,123 of interest, was repaid on April 22, 2024.	-	-
On March 1, 2024, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $100,000 from Dr. John McCabe, an affiliate investor, pursuant to an unsecured promissory note, maturing on March 1, 2025, that carried an 8% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above.	-	-
On February 26, 2024, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $27,000 from Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board, pursuant to an unsecured promissory note due on demand that carries a 10% interest rate. A total of $27,414, consisting of $27,000 of principal and $414 of interest, was repaid on April 22, 2024.	-	-
On January 29, 2024, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $50,000 from Dr. John McCabe, an affiliate investor, pursuant to an unsecured promissory note, maturing on January 29, 2025, that carried an 8% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above.	-	-
On January 11, 2024, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $10,000 from Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board, pursuant to an unsecured promissory note due on demand that carries a 10% interest rate. A total of $10,279, consisting of $10,000 of principal and $279 of interest, was repaid on April 22, 2024	-	-
On January 8, 2024, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $10,000 from Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board, pursuant to an unsecured promissory note due on demand that carries a 10% interest rate. A total of $10,288, consisting of $10,000 of principal and $288 of interest, was repaid on April 22, 2024	-	-
On November 28, 2023, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $60,000 from Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board, pursuant to an unsecured promissory note due on demand that carries a 10% interest rate. A total of $62,400, consisting of $60,000 of principal and $2,400 of interest, was repaid on April 22, 2024	-	60,000
On October 11, 2023, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $25,000 from the Company's President, Joerg Sommer, pursuant to an unsecured promissory note due on demand that carries a 10% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above.	-	25,000

On September 11, 2023, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $52,000 from Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board, pursuant to an unsecured promissory note due on demand that carries a 10% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above. A total of $2,650 of interest was repaid on April 22, 2024.	-	52,000
On August 31, 2023, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $4,000 from Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board, pursuant to an unsecured promissory note due on demand that carries a 6% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above. A total of $130 of interest was repaid on April 22, 2024.	-	4,000
On August 14, 2023, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $6,000 from Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board, pursuant to an unsecured promissory note due on demand that carries a 6% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above. A total of $211 of interest was repaid on April 22, 2024.	-	6,000
On August 5, 2022, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $50,000 from Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board, pursuant to an unsecured promissory note due on demand that carries a 6% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above. A total of $4,833 of interest was repaid on April 22, 2024.	-	50,000
On August 2, 2022, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $4,500 from Isiah L. Thomas, III, our Chairman of the Board and CEO, pursuant to an unsecured promissory note due on demand that carries a 6% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above.	-	4,500
On June 13, 2022, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $100,000 from Dr. John McCabe, an affiliate investor, pursuant to an unsecured promissory note, maturing on January 1, 2024, that carries an 8% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above.	-	100,000
On July 7, 2022, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $5,000 from Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board pursuant to an unsecured promissory note due on demand that carries a 6% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above. A total of $507 of interest was repaid on April 22, 2024.	-	5,000
On June 3, 2022, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $10,000 from Isiah L. Thomas, III, our Chairman of the Board and CEO, pursuant to an unsecured promissory note due on demand that carries a 6% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above.	-	10,000
On May 5, 2022, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $10,000 from Isiah L. Thomas, III, our Chairman of the Board and CEO, pursuant to an unsecured promissory note due on demand that carries a 6% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above.	-	10,000

On May 5, 2022, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $20,000 from Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board, pursuant to an unsecured promissory note due on demand that carries a 6% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above. A total of $2,236 of interest was repaid on April 22, 2024.	-	20,000
On March 1, 2022, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $400,000 from Dr. John McCabe, an affiliate investor, pursuant to an unsecured promissory note, maturing on January 1, 2024, that carries an 8% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above.	-	400,000
On February 15, 2022, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $200,000 from Dr. John McCabe, an affiliate investor, pursuant to an unsecured promissory note, maturing on January 1, 2024, that carries an 8% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above.	-	200,000
On December 29, 2021, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., received an advance of $200,000 from Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board, pursuant to an unsecured promissory note due January 1, 2024 that carries an 8% interest rate. The note was cancelled on March 15, 2024, in exchange for the note maturing on March 1, 2027, listed above. A total of $35,375 of interest was repaid on April 22, 2024.	-	200,000
Total notes payable, related parties	2,093,981	1,146,500
Less: unamortized debt discounts	3,861	-
Notes payable, related parties, net of discounts	2,090,120	1,146,500
Less: current maturities	-	1,146,500
Notes payable, related parties, long-term portion	$ 2,090,120	$ -

The Company recorded interest expense pursuant to the stated interest rates on the notes payable, related parties, in the amount of $118,599 and $58,804 for the nine months ended September 30, 2024 and 2023, respectively, including $5,978 on the amortization of debt discounts for the nine months ended September 30, 2024.

Note 12 – Notes Payable

	September 30, 2024	December 31, 2023
On April 19, 2024, the "Company completed the sale of a 12% promissory note to SDT Equities LLC, a Delaware limited liability company ("SDT") in the principal amount of $1,300,000 and for a purchase price of $1,196,000 pursuant to a Securities Purchase Agreement between the Company and SDT (the "Purchase Agreement"). The Note matures on January 19, 2025 (the "Maturity Date") and bears interest at a rate of 12% per annum. Subject to certain adjustments and following an event of default only, the Notes are convertible into shares of the Company's common stock at a conversion price equal to the lowest closing price (i) during the previous ten Trading Day (as defined in the note) period ending on the date of issuance of the note, or (ii) during the previous ten Trading Day period ending on the Conversion Date (as defined in the note), whichever is lower. The note is also subject to covenants, events of default, penalties, default interest, and other terms and conditions customary in transactions of this nature. Pursuant to the Purchase Agreement with SDT, SDT received a pre-funded warrant to purchase 8,666,667 shares of the Company's common stock (the "Warrant"). The Warrant includes a make-whole provision, whereby, if SDT is unable to sell the Warrant Shares (as defined in the Warrant) for net proceeds equal to at least $520,000 (the "Make-Whole Amount") within a certain timeframe, then the Company shall either (i) pay SDT in cash the difference between the Make-Whole Amount and the net proceeds that SDT actually received from the sale of the Warrant Shares or (ii) cause the issuance of additional pre-funded warrants to SDT for shares of common stock the sale of which would ultimately satisfy the Make-Whole Amount. The relative fair value of the Warrant resulted in a debt discount of $351,638, which is being amortized over the life of the loan. A portion of the proceeds were used to repay the $360,000 Sanguine Group, LLC, and $257,446 of debts owed to the Company's Vice Chairman, Dr. Kenneth Perego, II. The repayments consisted of aggregate principal of $207,000 and aggregate interest of $50,446.	$ 1,300,000	$ -
On April 19, 2024, the "Company completed the sale of a 12% promissory note to AJB Capital Investments LLC, a Delaware limited liability company ("AJB") in the principal amount of $300,000 for a purchase price of $276,000 (the "Fourth AJB Note", or the "Note") pursuant to Securities Purchase Agreement between the Company and AJB (the "SPA"). The Fourth AJB Note matures on January 19, 2025 (the "Maturity Date") and bears interest at a rate of 12% per annum. Subject to certain adjustments and following an event of default only, the Note is convertible into shares of the Company's common stock at a conversion price equal to the lowest closing price (i) during the previous ten Trading Day (as defined in the Note) period ending on the date of issuance of the Note, or (ii) during the previous ten Trading Day period ending on the Conversion Date (as defined in the Notes), whichever is lower. The Note is also subject to covenants, events of default, penalties, default interest, and other terms and conditions customary in transactions of this nature. Pursuant to the Purchase Agreement with AJB, the Company paid a $120,000 commitment fee (the "Commitment Fee") to AJB in form of 2,000,000 shares of the Company's common stock (the "Commitment Fee Shares"). The SPA with AJB includes a make-whole provision, whereby, if AJB is unable to sell the Commitment Fee Shares for net proceeds equal to at least the Commitment Fee, the Company shall cause the issuance of additional shares of common stock to AJB the sale of which would ultimately generate total net funds equal to the Commitment Fee. The Commitment Fee Shares resulted in a debt discount of $80,185 that is being amortized over the life of the loan.	300,000	-
On March 4, 2024, the Company completed the sale of a promissory note to the Sanguine Group, LLC ("Sanguine") in the principal amount of $360,000 for a net purchase price of $300,000 after deduction of a $60,000 Original Issue Discount that is being amortized over the life of the loan, pursuant to a securities purchase agreement between the Company and Sanguine. The Note matures on September 4, 2024, and bears interest at a rate of 15% per annum, calculated based on a 360-day year. The Company also paid $15,000 of legal fees and a commitment fee in the form of 2,500,000 shares of common stock, as noted, below. The proceeds were used to repay the Third AJB Note in the principal amount of $300,000. The promissory note was repaid on April 22, 2024 out of proceeds received from debt financing received by SDT Equities LLC. Pursuant to the Purchase Agreement, the Company paid a commitment fee to Sanguine in the form of 2,500,000 shares of the Company's common stock (the "Commitment Fee Shares"). The Commitment Fee Shares resulted in a debt discount of $73,454 that was amortized over the life of the loan. A total of $363,300, consisting of $360,000 of principal and $3,300 of interest, was repaid on April 22, 2024.	-	-

On August 18, 2023, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., issued an unsecured promissory note of $35,000 to LDL8 Consulting, LLC for the purchase of equipment from another vendor. The promissory note bears interest at 10% per annum and is due on demand. In the event of default, the interest rate increases to 15% until repayment.	35,000	35,000
On June 23, 2023, the Company completed the sale of a Promissory Note in the principal amount of $300,000 (the "Third AJB Note") to AJB Capital Investments LLC ("AJB Capital") for an aggregate purchase price of $276,000, pursuant to a Securities Purchase Agreement between the Company and AJB Capital (the "Purchase Agreement"). The Company received net proceeds of $262,500 after deduction of an original issue discount of $24,000, $7,500 of legal fees and a $6,000 of broker fee, which were amortized as a debt discount over the life of the loan. The Third AJB Note matured on March 23, 2024 (the "Maturity Date"), carried interest at a rate of 12% per annum, and, following an event of default only, was convertible into shares of the Company's common stock at a conversion price equal to the lesser of the Volume Weighted Average Price ("VWAP") during (i) the 10-trading day period preceding the issuance date of the note, or (ii) the 10-trading day period preceding date of conversion of the Note. The Note was also subject to covenants, events of defaults, penalties, default interest and other terms and conditions customary in transactions of this nature. Pursuant to the Purchase Agreement, the Company paid a commitment fee to AJB Capital in the amount of $100,000 (the "Commitment Fee") in the form of 1,666,667 shares of the Company's common stock (the "Commitment Fee Shares"). During the period commencing on the six-month anniversary of the closing date and ending on the five-year anniversary of the closing date, AJB Capital is entitled to be issued additional shares of common stock or receive a cash payment to the extent AJB Capital's sale of the Commitment Fee Shares has resulted in net proceeds in an amount less than the Commitment Fee. The Commitment Fee Shares resulted in a debt discount of $42,175 that was amortized over the life of the loan. In connection with the issuance of the Third AJB Note and Commitment Fee Shares, the Company entered into a Registration Rights Agreement with AJB Capital in which the Company agreed to file a registration statement with the SEC within 180 days of June 23, 2023, registering the shares of common stock issuable under the Third AJB Note and Purchase Agreement. The note was repaid on March 14, 2024 out of the proceeds received from the Sanguine Group Note.	-	300,000
Total notes payable	1,635,000	335,000
Less: unamortized debt discounts	237,468	24,136
Notes payable, net of discounts	1,397,532	310,864
Less: current maturities	1,397,532	310,864
Notes payable, long-term portion	$ -	$ -

The Company recognized aggregate debt discounts on the notes payable to for the nine months ended September 30, 2024, as follows:

		September 30, 2024		December 31, 2023
Fair value of commitment shares of common stock	$	163,477	$	42,175
Fair value of pre-funded warrants		351,638		-
Original issue discounts		188,000		24,000
Legal and brokerage fees		43,500		13,500
Total debt discounts		746,615		79,675
Amortization of debt discounts		505,286		26,233
Unamortized debt discounts	$	241,329	$	53,442

The aggregate debt discounts of $736,776 and $79,675, from the Sanguine, SDT and AJB Notes, respectively, are being amortized over the life of the loans using the straight-line method, which approximates the effective interest method. The Company recorded finance expense in the amount of $523,444 and $26,233 on the amortization of these discounts for the nine months ended September 30, 2024 and 2023, respectively.

The convertible note limits the maximum number of shares that can be owned by the note holder as a result of the conversions to common stock to 4.99% of the Company's issued and outstanding shares.

The Company recorded interest expense pursuant to the stated interest rates on the notes payable in the amount of $103,446 and $47,255 for the nine months ended September 30, 2024 and 2023, respectively.

The Company recognized interest expense for the nine months ended September 30, 2024 and 2023, as follows:

		September 30, 2024		September 30, 2023
Interest on convertible notes, related party	$	15,123	$	44,877
Interest on notes payable, related parties		112,621		58,804
Interest on notes payable		103,446		47,255
Amended warrants		51,008		-
Amortization of debt discounts, related parties		5,978		-
Amortization of debt discounts, common stock		134,049		12,684
Amortization of debt discounts, warrants		209,703		-
Amortization of debt discounts		179,692		13,549
Total interest expense	$	811,620	$	177,169

Note 13 – Convertible Preferred Stock

Preferred Stock

The Company has 10,000,000 authorized shares of $0.001 par value "blank check" preferred stock, of which 500,000 shares have been designated Series A Preferred Stock and 600,000 shares have been designated Series B Preferred Stock, as amended on August 2, 2022. The shares of Series A Preferred Stock and Series B Preferred Stock are each currently convertible into one hundred (100) shares of the Company's common stock. The Series A Preferred Stock accrues dividends at the rate of 6% per annum, payable in cash as and when declared by the Board or upon a liquidation. The shares of Series B Preferred Stock are not entitled to dividends, other than the right to participate in dividends payable to holders of common stock on an as-converted basis. As of September 30, 2024, there were 114,733 and 238,501 shares of Series A Preferred Stock and Series B Preferred Stock, respectively, issued and outstanding. The Series A and B Preferred Stock are presented as mezzanine equity on the balance sheet due because they carry a stated value of $10 and $15 per share, respectively, and a deemed liquidation clause, which entitles the holders thereof to receive proceeds thereof in an amount equal to the stated value per share, plus any accrued and unpaid dividends, before any payment may be made to holders of common stock. Each share of Preferred Stock carries a number of votes equal to the number of shares of common stock into which such Preferred Stock may then be converted. The Preferred Stock generally will vote together with the common stock and not as a separate class.

The Series A and B Preferred Stock have been classified outside of permanent equity and liabilities. the Series A Preferred Stock embodies conditional obligations that the Company may settle by issuing a variable number of equity shares, and in both the Series A and B Preferred Stock, monetary value of the obligation is based on a fixed monetary amount known at inception.

Series A Preferred Stock Sale to Director

On July 25, 2024, the Company received proceeds of $150,000 from the sale of 15,000 units, consisting of 15,000 shares of Series A Preferred Stock and five-year warrants to purchase 1,500,000 shares of common stock at an exercise price of $0.25 per share to Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board. The proceeds received were allocated between the Series A Preferred Stock and warrants on a relative fair value basis. The estimated value of the warrants using the Black-Scholes Pricing Model, based on a weighted average volatility rate of 152% and a weighted average call option value of $0.0272, was $40,873.

Cancellation of Series A Preferred Stock Subscriptions Payable

On July 3, 2024, a consultant agreed to forfeit 4,500 shares of Series A Preferred Stock, with a fair value of $45,000, that was previously awarded, but hadn’t yet been issued.

Preferred Stock Dividends

The Series A Preferred Stock accrues dividends at the rate of 6% per annum, payable in cash as and when declared by the Board or upon a liquidation. The Company recognized $44,915 and $43,808 for the nine months ended September 30, 2024 and 2023, respectively. A total of $241,649 of dividends had accrued as of September 30, 2024.

Note 14 – Commitments and Contingencies

Debt Commitment Obligations

The Company has entered into various forms of debt financing that require the Company to issue shares of common stock or pre-funded warrants that carry certain make-whole provisions whereby, if the debt holder is unable to sell the commitment fee shares for net proceeds equal to at least the commitment fee, the Company shall pay the shortfall in cash, or cause the issuance of additional shares of common stock, to the debt holder until the sale of which would ultimately generate total net funds equal to the commitment fee, as follows:

Debt Holder	Commitment Shares or Warrants	Commitment Amounts	
SDT Equities Note	8,666,667 warrants to purchase shares of the Company’s common stock *	$	520,000
Fourth AJB Note	2,000,000 shares of the Company’s common stock	$	120,000
Third AJB Note	1,666,667 shares of the Company’s common stock	$	100,000

*If, as of the date of the delivery by Holder of the Sale Reconciliation Notice, the Holder has not realized net proceeds from the sale of such Warrant Shares equal to at least the $520,000 Make-Whole Amount then the Company shall, within five (5) business days, either pay in cash the applicable shortfall amount or immediately take all action necessary or required in order to cause the issuance of additional pre-funded warrants for the purchase of Common Stock to the Holder such that, assuming the Holder is able to sell such shares of Common Stock issuable pursuant to such additional pre-funded warrants at a price per share equal to the ten-day VWAP of the Common Stock as of the date of such issuance, the Holder would receive aggregate proceeds for the sale of Warrant Shares at least equal to the Make-Whole Amount.

Equity Line of Credit

On September 1, 2022, the Company entered into a Purchase Agreement (the “ELOC Purchase Agreement”) with Tysadco Partners, LLC (“Tysadco”). Pursuant to the ELOC Purchase Agreement, Tysadco has agreed to purchase from the Company, from time to time upon delivery by the Company to Tysadco of “Request Notices,” and subject to the other terms and conditions set forth in the ELOC Purchase Agreement, up to an aggregate of $10,000,000 of the Company’s common stock. The purchase price of the shares of common stock to be purchased under the Purchase Agreement will be equal to 88% of the lowest daily “VWAP” during the period of 10 trading days beginning five trading days preceding the applicable Request. Each purchase under the Purchase Agreement will be in a minimum amount of $25,000 and a maximum amount equal to the lesser of (i) $1,000,000 and (ii) 500% of the average daily trading value of the common stock over the seven trading days preceding the delivery of the applicable Request Notice.

In connection with the ELOC Purchase Agreement, the Company entered into a Registration Rights Agreement with Tysadco under which the Company agreed to file a registration statement with the Securities and Exchange Commission covering the shares of common stock issuable under the ELOC Purchase Agreement and conversion of the Commitment Fee Shares (the "Registration Rights Agreement"). There have not been any advances on this arrangement to date.

Note 15 – Changes in Stockholders' Equity

Common Stock

The Company is authorized to issue an aggregate of 1,000,000,000 shares of common stock with a par value of $0.001, as amended on October 15, 2024. As of September 30, 2024, there were 105,890,570 shares of common stock issued and outstanding.

Common Stock Issued in Escrow Pursuant to Default Provisions of Debt Financing

On March 4, 2024, the Company issued 10,394,610 shares of common stock in escrow pursuant to default provisions on deft financing received from the Sanguine Group. The shares were cancelled pursuant to the subsequent debt repayment on April 22, 2024.

Common Stock Issued as a Promissory Note Commitment

On April 19, 2024, the Company paid a commitment fee to AJB Capital in the form of 2,000,000 shares of common stock in connection with the issuance of the Fourth AJB Note (defined above). The relative fair value of the common stock was $80,185, based on the closing price of the Company's common stock on the date of grant and the fair value of the debt received. The shares are being amortized as a debt discount over the life of the loan.

On March 19, 2024, the Company paid a commitment fee to Joerg Sommer, the Company's President, in the form of 250,000 shares of common stock in connection with the issuance of the Second Sommer Note (defined above). The relative fair value of the common stock was $9,839, based on the closing price of the Company's common stock on the date of grant and the fair value of the debt received. The shares are being amortized as a debt discount over the life of the loan.

On March 4, 2024, the Company paid a commitment fee to The Sanguine Group, LLC in the form of 2,500,000 shares of common stock in connection with the issuance of the First Sanguine Note (defined above). The relative fair value of the common stock was $73,454, based on the closing price of the Company's common stock on the date of grant and the fair value of the debt received. The shares are being amortized as a debt discount over the life of the loan.

Common Stock Issued as Consideration for Related Party Debt Modifications

On March 15, 2024, the Company, through its wholly-owned subsidiary, OWP Ventures, Inc., agreed to issue shares of common stock to officers and directors in consideration for extending the maturity dates and terms of previously received debt financing, as listed below. The aggregate fair value of the common stock was $724,086, based on the closing price of the Company's common stock on the date of grant, which was recognized as a loss on early extinguishment of debt. The previously issued promissory notes were cancelled in exchange for promissory notes with a maturity date of March 1, 2027, bearing interest at 10% per annum, with the exception of the promissory note issued to Dr. John McCabe, which carries an interest rate of 7% per annum.

Name	Position	Aggregate Debts Extended	Shares	Fair Value
Isiah L. Thomas, III	Chairman and CEO	$ 27,467	138,000	$ 9,108
Dr. Kenneth Perego, II	Vice Chairman	337,000	1,685,000	111,210
Joerg Sommer	President	26,116	131,000	8,646
Dr. John McCabe	>5% Shareholder	1,803,398	9,017,000	595,122
		$ 2,193,981	10,971,000	$ 724,086

Common Stock Issued for Services, Related Parties

On September 25, 2024, the Company issued 600,000 shares of common stock to the Company's Chief Financial Officer. The fair value of the shares was $15,000, based on the closing price of the Company's common stock on the date of grant.

On July 1, 2024, the Company issued 250,000 shares of common stock to Todd Peterson as a signing bonus pursuant to his appointment as the Company's Chief Financial Officer. The fair value of the shares was $11,250, based on the closing price of the Company's common stock on the date of grant.

On March 15, 2024, the Company issued shares of common stock to officers and directors for services provided, as listed below. The aggregate fair value of the common stock was $429,000, based on the closing price of the Company's common stock on the date of grant. The shares were expensed upon issuance.

Name	Position	Shares		Fair Value
Isiah L. Thomas, III	Chairman and CEO	2,000,000	$	132,000
Dr. Kenneth Perego, II	Vice Chairman	2,000,000		132,000
Terry Buffalo	Director	2,000,000		132,000
Joerg Sommer	President	500,000		33,000
		6,500,000	$	429,000

Common Stock Issued for Services

On September 30, 2024, the Company issued 278,811 shares of common stock to ClearThink Capital Partners, LLC, for services provided for the period ending September 30, 2024. The fair value of the common stock was $8,671, based on the closing price of the Company's common stock on the date of grant.

On July 1, 2024, the Company issued 200,000 shares of common stock in consideration of consulting services. The fair value of the shares was $9,000, based on the closing price of the Company's common stock on the date of grant.

On June 30, 2024, the Company awarded 231,840 shares of common stock to ClearThink Capital Partners, LLC, for services provided. The fair value of the common stock was $12,473, based on the closing price of the Company's common stock on the date of grant. The shares were subsequently issued on August 7, 2024.

On May 10, 2024, the Company issued 1,250,000 shares of common stock in consideration of consulting services. The fair value of the shares was $76,250, based on the closing price of the Company's common stock on the date of grant.

On March 31, 2024, the Company awarded 381,680 shares of common stock to ClearThink Capital Partners, LLC, for services provided. The fair value of the common stock was $24,695, based on the closing price of the Company's common stock on the date of grant. The shares were subsequently issued on May 10, 2024.

On March 15, 2024, the Company issued an aggregate 500,000 shares of common stock to two consultants for services provided. The aggregate fair value of the common stock was $33,000, based on the closing price of the Company's common stock on the date of grant. The shares were expensed upon issuance.

On February 9, 2024, the Company issued 149,621 shares of common stock to ClearThink Capital Partners, LLC, for services provided. The fair value of the common stock was $5,386, based on the closing price of the Company's common stock on the date of grant.

Amortization of Stock-Based Compensation

A total of $11,597 and $121,052 of stock-based compensation expense was recognized from the amortization of options to purchase common stock over their vesting period during the nine months ended September 30, 2024 and 2023, respectively.

Note 16 – Common Stock Options

Stock Incentive Plan

On February 12, 2020, the Company's stockholders approved our 2019 Stock Incentive Plan (the "2019 Plan"), which had been adopted by the Company's Board of Directors (the "Board") as of December 10, 2019. The 2019 Plan provides for the issuance of up to 10,000,000 shares of common stock to the Company and its subsidiaries' employees, officers, directors, consultants and advisors, stock options (non-statutory and incentive), restricted stock awards, stock appreciation rights ("SARs"), restricted stock units ("RSUs") and other performance stock awards. Options granted under the 2019 Plan may either be intended to qualify as incentive stock options under the Internal Revenue Code of 1986, or may be non-qualified options, and are exercisable over periods not exceeding ten years from date of grant. Unless sooner terminated in accordance with its terms, the Stock Plan will terminate on December 10, 2029.

Outstanding Options

Options to purchase an aggregate total of 10,892,000 shares of common stock at a weighted average strike price of $0.14, exercisable over a weighted average life of 6.49 years were outstanding as of September 30, 2024.

The Company recognized a total of $11,597 and $121,052 of compensation expense during the nine months ended September 30, 2024 and 2023, respectively, related to common stock options issued in the prior year to officers, directors, and employees that are being amortized over the implied service term, or vesting period, of the options. The remaining unamortized balance of these options is $17,941 as of September 30, 2024.

Note 17 – Warrants

Outstanding Warrants

Warrants to purchase an aggregate total of 24,178,317 shares of common stock at a weighted average strike price of $0.18, exercisable over a weighted average life of 5.1 years were outstanding as of September 30, 2024.

Amendment of Warrants

On September 17, 2024, the Board approved the extension of warrants previously awarded to AJB Capital Investments LLC as part of debt financing that originated on September 24, 2021, whereby the Company's originally issued warrants consisting of, (i) a three-year warrant to purchase 1,500,000 shares of the Company's common stock at an initial exercise price of $0.25 per share, and (ii) a three-year warrant to purchase 2,000,000 shares of the Company's common stock at an initial exercise price of $0.50 per share, were extended for an additional three-year term. All other terms of the warrants were unchanged. The estimated value of the warrants using the Black-Scholes Pricing Model, based on a weighted average volatility rate of 168% and a weighted average call option value of $0.0147, was $51,008 of additional interest expense.

Series A Preferred Stock Sale to Director

On July 25, 2024, the Company received proceeds of $150,000 from the sale of 15,000 units, consisting of 15,000 shares of Series A Preferred Stock and five-year warrants to purchase 1,500,000 shares of common stock at an exercise price of $0.25 per share to Dr. Kenneth Perego, II, M.D., our Vice Chairman of the Board. The proceeds received were allocated between the Series A Preferred Stock and warrants on a relative fair value basis. The estimated value of the warrants using the Black-Scholes Pricing Model, based on a weighted average volatility rate of 152% and a weighted average call option value of $0.0272, was $40,873.

Warrants Issued for Debt Financing

On April 19, 2024, the Company completed the sale of a (i) Promissory Note in the principal amount of $1,300,000 on the SDT Equities LLC Note, and (ii) a pre-funded warrant to purchase 8,666,667 shares of the Company's common stock at an exercise price of $0.00001 per share, for an aggregate purchase price of $1,175,500, pursuant to a Securities Purchase Agreement between the Company and SDT Equities LLC. The proceeds received were allocated between the debt and warrants on a relative fair value basis. The Warrant includes a make-whole provision, whereby, if SDT is unable to sell the Warrant Shares (as defined in the Warrant) for net proceeds equal to at least $520,000 (the "Make-Whole Amount") within a certain timeframe, then the Company shall either (i) pay SDT in cash the difference between the Make-Whole Amount and the net proceeds that SDT actually received from the sale of the Warrant Shares or (ii) cause the issuance of additional pre-funded warrants to SDT for shares of common stock the sale of which would ultimately satisfy the Make-Whole Amount. The aggregate estimated value of the warrants using the Black-Scholes Pricing Model, based on a weighted average volatility rate of 146% and a weighted average call option value of $0.0640, was $554,862. The relative fair value of the warrants was $351,638, which is being amortized over the life of the loan as a debt discount, resulting in $209,704 of finance expense during the nine months ended September 30, 2024. As of September 30, 2024, a total of $141,935 of unamortized expenses are expected to be expensed over the remaining life of the loan.

Note 18 – Income Taxes

The Company accounts for income taxes under FASB ASC 740-10, which requires use of the liability method. FASB ASC 740-10-25 provides that deferred tax assets and liabilities are recorded based on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, referred to as temporary differences.

For the nine months ended September 30, 2024, and the year ended December 31, 2023, the Company incurred a net operating loss and, accordingly, no provision for income taxes has been recorded. In addition, no benefit for income taxes has been recorded due to the uncertainty of the realization of any tax assets. At September 30, 2024, the Company had approximately $11,388,000 of federal net operating losses. The net operating loss carry forwards, if not utilized, will begin to expire in 2025.

Based on the available objective evidence, including the Company's history of its loss, management believes it is more likely than not that the net deferred tax assets will not be fully realizable. Accordingly, the Company provided for a full valuation allowance against its net deferred tax assets at September 30, 2024 and December 31, 2023, respectively.

In accordance with FASB ASC 740, the Company has evaluated its tax positions and determined there are no uncertain tax positions.

Note 19 – Subsequent Events

The Company evaluates events that have occurred after the balance sheet date through the date these financial statements were issued, noting no reportable event, except as follows:

Liquidation Proceeding

Effective October 1, 2024, the Company's Colombian subsidiary, One World Pharma S.A.S. ("OWP Colombia"), entered into a liquidation proceeding pursuant to Colombian Law 1116 of 2006, under which the creditors of a company can request "judicial liquidation" of such company. The proceeding is expected to last approximately one year. The proceeding was submitted to the Superintendent of Corporations of Colombia as a substitute to the reorganization proceedings previously filed on December 22, 2023.

The operations of OWP Colombia have previously been deconsolidated. As such, we do not expect the judicial liquidation to have a significant impact to the Company's financial statements.

Increase in Authorized Common Stock

On October 15, 2024, the holders of a majority of the voting power of the Company approved an increase in the number of authorized shares of common stock to 1 billion shares.

Designation of Series C Special Preferred Stock

On October 10, 2024, the Company filed with the State of Nevada a Certificate of Designation (the "Certificate of Designation"), which established a Series C Special Preferred Stock. There follows a summary of the rights, preferences, powers, restrictions and limitations of the Series C Special Preferred Stock:

Section 1. Designation, Amount and Par Value. The series of Preferred Stock shall be designated as Series C Special Preferred Stock (the "Series C Special Preferred Stock") and the number of shares so designated shall be One Hundred (100). Each share of the Series C Special Preferred Stock shall have a par value of $0.001.

Section 2. Fractional Shares. The Series C Special Preferred Stock may not be issued in fractional shares.

Section 3. Voting Rights. The holders of the Series C Special Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of:

(a) The total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus

(b) The number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights.

Section 4. Dividends. The Series C Special Preferred Stock shall not be entitled to any dividends.

Section 5. Liquidation. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of Series C Special Preferred Stock shall not be entitled to any payment.

Section 6. Conversion. The Series C Special Preferred Stock shall have no rights of conversion.

Section 7. Protection Provisions. So long as any shares of Series C Special Preferred Stock are outstanding, the Company shall not, without first obtaining the unanimous written consent of the holders of Series C Special Preferred Stock, alter or change the rights, preferences or privileges of the Series C Special Preferred Stock so as to affect adversely the holders of Series C Special Preferred Stock.

Section 8. Waiver. Any of the rights, powers or preferences of the holders of the Series C Special Preferred Stock may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series C Special Preferred Stock then outstanding.

Section 9. No Other Rights or Privileges. Except as specifically set forth herein, the holder(s) of the shares of Series C Special Preferred Stock shall have no other rights, privileges or preferences with respect to the Series C Special Preferred Stock.

Issuance of Series C Special Preferred Stock

Effective November 8, 2024, the Company entered into an Exchange Agreement (the “Thomas Agreement”) with Isiah L. Thomas, III, the Company’s Chairman and Chief Executive Officer, pursuant to which the Company issued 100 shares of Series C Special Preferred Stock in consideration of Mr. Thomas’ forgiveness of $486,512 of accrued salary owed to him, based on the fair value of the Series C Special Preferred Stock, as obtained via an independent valuation. The consummation of the Thomas Agreement resulted in Mr. Thomas acquiring voting control of the Company.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information contained in this Form 10-Q is intended to update the information contained in our Annual Report on Form 10-K for the year ended December 31, 2023 and presumes that readers have access to, and will have read, the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and other information contained in such Form 10-K. The following discussion and analysis also should be read together with our financial statements and the notes to the financial statements included elsewhere in this Form 10-Q.

The following discussion contains certain statements that may be deemed "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements appear in a number of places in this Report, including, without limitation, "Management's Discussion and Analysis of Financial Condition and Results of Operations." These statements are not guarantees of future performance and involve risks, uncertainties and requirements that are difficult to predict or are beyond our control. Forward-looking statements speak only as of the date of this quarterly report. You should not put undue reliance on any forward-looking statements. We strongly encourage investors to carefully read the factors described in the Form 10-K in the section entitled "Risk Factors" for a description of certain risks that could, among other things, cause actual results to differ from these forward-looking statements. We assume no responsibility to update the forward-looking statements contained in this quarterly report on Form 10-Q. The following should also be read in conjunction with the unaudited Financial Statements and notes thereto that appear elsewhere in this report.

Overview

We plan to be a producer of and/or source raw and processed cannabis and hemp plant ingredients for both medical and industrial uses across the globe. The Company is a holding company and conducts its business in Colombia through OWP SAS, its wholly-owned subsidiary. OWP SAS has received licenses from the Colombian government to cultivate, produce and distribute the raw ingredients of the cannabis and hemp plant for medicinal, scientific and industrial purposes in the town of Esmeralda-Popayán, Cauca, Colombia.

We are in the process of acquiring another Colombian subsidiary within the Bogota free trade zone, which has all requisite licenses for the cultivation, production, distribution and export of cannabis and hemp infused products, and will serve as the Company's primary base of operations in the Colombian market. Establishing operations within the free trade zone provides favorable import/export commercial terms and taxation, and will improve logistics and the overall operating efficiencies for the Company due to the close proximity of El Dorado International Airport and the commercial, economic and cultural center of the city of Bogota itself.

OWP SAS owns approximately 30 acres and has a covered greenhouse built specifically to cultivate high-grade cannabis and hemp. In addition, we entered into agreements with a local farming co-operative, under which they will cultivate cannabis on up to approximately 140 acres of land using our seeds and propagation techniques, and sell their harvested products to us on an exclusive basis. We planted our first crop of cannabis in 2018, which we harvested in the first quarter of 2019 for the purpose of further research and development activities and quality control testing of the cannabis we have produced.

We have generated revenues since the second quarter of 2020. Between August 2021 and March 2022, we made payments of approximately $1,400,000 for the purchase of a state-of-the-art distillation machine that cleared customs and is currently located in a warehouse near Bogota. We intend to build out an extraction and production facility in the Bogota free trade zone adjacent to El Dorado International Airport in Bogota after we execute a lease for this location. Once the extraction equipment is placed in service, we will be one of the few companies in Colombia to both hold licenses and possess the capability to extract high-quality CBD and THC oils.

Due to challenging economic conditions and under prior management, OWP SAS experienced significant operational and managerial challenges in 2022 and 2023, resulting its accumulation of financial obligations of approximately $1.2 million, which are substantially past due. Without adequate resources and in an effort to forestall the imposition of interest, late charges, fines and any court-mandated order(s) to cease operations, OWP SAS filed for protection under Colombian Law 1116 of 2006, which is the primary legislation governing business insolvency proceedings (restructuring and liquidation) ("Reorganization Proceedings") in Colombia on December 22, 2023.On October 1, 2024, the Company amended its filing with the Court to change from a Reorganization Proceeding to a liquidation of its assets, primarily consisting of the farm in Popayán and equipment. The Company has deconsolidated its foreign subsidiaries to include the petitioning entity, OWP SAS, as well as the Company's non-operating shell entities, Agrobase, S.A.S. and Hope Colombia, S.A.S., given the lack of independently identifiable operations. The deconsolidation resulted in a loss on deconsolidation of foreign subsidiaries in the amount of $242,631 and $1,564,823 for the nine months ended September 30, 2024 and the year ended December 31, 2023, respectively.

On May 15, 2024, OWP Ventures, Inc., acquired Pétalo Pharmaceutical, S.A.S. ("Pétalo"), a Company located in Colombia and legally constituted as a simplified stock company that owns licenses to cultivate, produce and distribute the raw ingredients of the cannabis and hemp plant for medicinal, scientific and industrial purposes from the free trade zone in Colombia. Pétalo had no operations, other than obtaining four licenses, including seed use, cultivation of non-psychoactive cannabis, cultivation of psychoactive cannabis, and manufacturing allowing for extraction and export from the free trade zone. The Company intends to establish an export business within the free trade zone using these licenses.

We expect Pétalo to start exporting products in 2024, including CBD flower and distillate oil. Our product pipeline may include premium coffee certified by the Colombian National Coffee Federation infused with CBD, teas infused with CBD and a series of wellness products, including sports CBD energy drinks for optimum performance, CBD facial and body creams for anti-inflammatory and anti-aging use and white label commercial agreements with partners in Europe, USA, and Latin America. We recently entered into strategic partnerships with Smokiez Edibles in Colombia and Stephen Marley's Kx Family Care. There can be no assurances that these strategic partnerships will generate revenues or be profitable for the Company.

During 2024, the Company has also been developing industrial hemp solutions for the automotive market. The Company intends to focus increased efforts on research and development in this area to help the automotive industry meet its goals of achieving carbon neutral manufacturing using renewable material solutions. In October of 2024, the Company, in collaboration with partners in the automotive industry, developed hemp-based molded containers for automotive part packaging applications and received an initial order for 1,400 units of these reusable totes, designed to move and protect automotive parts through the supply chain.

Results of Operations for the Three Months Ended September 30, 2024 and 2023:

The following table summarizes selected items from the statement of operations for the three months ended September 30, 2024 and 2023.

	Three Months Ended September 30,		Increase /
	2024	2023	(Decrease)
Revenues	$ 1,517	$ 5,906	$ (4,389)
Cost of goods sold	310	767	(457)
Gross profit	1,207	5,139	(3,932)
Operating expenses:			
General and administrative	203,242	142,464	60,778
Professional fees	169,596	236,139	(66,543)
Depreciation expense	-	9,274	(9,274)
Total operating expenses:	372,838	387,877	(15,039)
Operating loss	(371,631)	(382,738)	(11,107)
Total other expense	(362,968)	(67,568)	295,400
Net loss	$ (734,599)	$ (450,306)	$ 284,293

Revenues

Revenues during the three months ended September 30, 2024 were $1,517, compared to $5,906 during the three months ended September 30, 2023, a decrease of $4,389, or 74%. Revenues during the current period were generated by sales of our CBD product, while revenues from the comparative period were attributable to sales of cannabis seeds by OWP SAS.

Cost of Goods Sold

Cost of goods sold for the three months ended September 30, 2024 were $310, compared to $767 for the three months ended September 30, 2023, a decrease of $457, or 60%. Cost of goods sold for our CBD product consists primarily of finished goods sold, while costs of goods related to our cannabis seeds in the prior period consisted primarily of labor, agricultural raw materials, depreciation and overhead. Costs of goods sold decreased as we transitioned to the sale of CBD products and sales decreased. Our profit margin during the three months ended September 30, 2024 was 80%, compared to 87% for the three months ended September 30, 2023.

General and Administrative Expenses

General and administrative expenses for the three months ended September 30, 2024 were $203,242, compared to $142,464 during the three months ended September 30, 2023, an increase of $60,778, or 43%. The expenses for the current period consisted primarily of compensation expenses, office rent, and travel costs. General and administrative expenses increased primarily due to increased salaries and wages in the current period, and lease expenses in Colombia incurred in the prior period that weren't recognized in the current period, as we transitioned to new management and shifted our focus to operations within the United States. General and administrative expenses included non-cash, stock-based compensation of $26,250 and $29,347 during the three months ended September 30, 2024 and 2023, respectively.

Professional Fees

Professional fees for the three months ended September 30, 2024 were $169,596, compared to $236,139 during the three months ended September 30, 2023, a decrease of $66,543, or 28%. Professional fees included non-cash, stock-based compensation of $21,564 and $147,367 during the three months ended September 30, 2024 and 2023, respectively. Professional fees increased primarily due to increased stock-based compensation issued to consultants during the current period.

Depreciation Expense

Depreciation expense for the three months ended September 30, 2024 was $-0-, compared to $9,274 during the three months ended September 30, 2023, a decrease of $9,274. Depreciation expense decreased due to the deconsolidation of OWP SAS at December 22, 2023.

Other Income (Expense)

Other expenses, on a net basis, for the three months ended September 30, 2024 were $362,968, compared to other expenses, on a net basis, for the three months ended September 30, 2023 of $67,568, an increase in net expenses of $295,400, or 437%. Other expenses consisted of a $22,359 loss on deconsolidation of foreign subsidiaries and $340,609 of interest expense, including $147,756 of stock-based finance costs on the amortization of debt discounts for the three months ended September 30, 2024, compared to $67,571 of interest expense, including $12,684 of stock-based finance costs on the amortization of debt discounts, as partially offset by $3 of interest income for the three months ended September 30, 2023.

Net Loss

Net loss for the three months ended September 30, 2024 was $734,599, or $0.01 per share, compared to $450,306, or $0.01 per share, during the three months ended September 30, 2023, an increase of $284,293, or 63%. The net loss increased primarily due to increased interest expense on debt financing.

Results of Operations for the Nine Months Ended September 30, 2024 and 2023:

The following table summarizes selected items from the statement of operations for the nine months ended September 30, 2024 and 2023.

	Nine Months Ended September 30,		Increase /
	2024	2023	(Decrease)
Revenues	$ 3,053	$ 8,082	$ (5,029)
Cost of goods sold	588	1,866	(1,278)
Gross profit	2,465	6,216	(3,751)
Operating expenses:			
General and administrative	552,874	907,595	(354,721)
Professional fees	971,934	413,651	558,283
Depreciation expense	-	25,578	(25,578)
Total operating expenses:	1,524,808	1,346,824	177,984
Operating loss	(1,522,343)	(1,340,608)	181,735
Total other expense	(1,778,337)	(172,766)	1,605,571
Net loss	$ (3,300,680)	$ (1,513,374)	$ 1,787,306

Revenues

Revenues during the nine months ended September 30, 2024 were $3,053, compared to $8,082 during the nine months ended September 30, 2023, a decrease of $5,029, or 62%. Revenues during the current period were generated by sales of our CBD product, while revenues from the comparative period were attributable to sales of cannabis seeds by OWP SAS.

Cost of Goods Sold

Cost of goods sold for the nine months ended September 30, 2024 were $588, compared to $1,866 for the nine months ended September 30, 2023, a decrease of $1,278, or 68%. Cost of goods sold for our CBD product consists primarily of finished goods sold, while costs of goods related to our cannabis seeds in the prior period consisted primarily of labor, agricultural raw materials, depreciation and overhead. Costs of goods sold decreased as we transitioned to the sale of CBD products and sales decreased. Our profit margin during the nine months ended September 30, 2024 was 81%, compared to 77% for the nine months ended September 30, 2023.

General and Administrative Expenses

General and administrative expenses for the nine months ended September 30, 2024 were $552,874, compared to $907,595 during the nine months ended September 30, 2023, a decrease of $354,721, or 39%. The expenses for the current period consisted primarily of compensation expenses, office rent, and travel costs. General and administrative expenses decreased primarily due to decreased salaries and wages and lease expenses in Colombia over the comparative period, as we transitioned to new management and shifted our focus to operations within the United States. General and administrative expenses included non-cash, stock-based compensation of $59,250 and $177,891 during the nine months ended September 30, 2024 and 2023, respectively.

Professional Fees

Professional fees for the nine months ended September 30, 2024 were $971,934, compared to $413,651 during the nine months ended September 30, 2023, an increase of $558,283, or 135%. Professional fees included non-cash, stock-based compensation of $577,072 and $207,011 during the nine months ended September 30, 2024 and 2023, respectively. Professional fees increased primarily due to increased stock-based compensation issued to consultants during the current period.

Depreciation Expense

Depreciation expense for the nine months ended September 30, 2024 was $-0-, compared to $25,578 during the nine months ended September 30, 2023, a decrease of $25,578. Depreciation expense decreased due to the deconsolidation of OWP SAS at December 22, 2023.

Other Income (Expense)

Other expenses, on a net basis, for the nine months ended September 30, 2024 were $1,778,337, compared to other expenses, on a net basis, of $172,766 during the nine months ended September 30, 2023, an increase in net expenses of $1,605,571, or 929%. Other expenses consisted of an early extinguishment of debt in the amount of $724,086 related to common stock issued to related parties as commitment shares on debt modifications, a $242,631 loss on deconsolidation of foreign subsidiaries, and $811,620 of interest expense, including $349,731 of stock-based finance costs on the amortization of debt discounts for the nine months ended September 30, 2024, compared to $177,169 of interest expense, including $12,684 of stock-based finance costs on the amortization of debt discounts, as partially offset by a gain on early extinguishment of debt of $4,397 on the termination of long term leases and $6 of interest income for the nine months ended September 30, 2023.

Net Loss

Net loss for the nine months ended September 30, 2024 was $3,300,680, or $0.03 per share, compared to $1,513,374, or $0.02 per share, during the nine months ended September 30, 2023, an increase of $1,787,306, or 118%. The net loss increased primarily due to stock-based compensation, the fair value of common stock issued to related parties as commitment shares on debt modifications and interest expense.

Liquidity and Capital Resources

The following is a summary of the Company's cash flows provided by (used in) operating, investing, financing activities and effect of exchange rate changes on cash for the nine months ended September 30, 2024 and 2023:

	2024	2023
Operating Activities	$ (1,010,268)	$ (1,043,238)
Investing Activities	(75,000)	(5,046)
Financing Activities	1,208,500	874,500
Effect of Exchange Rate Changes on Cash	(42,328)	172,920
Net Increase (Decrease) in Cash	$ 80,904	$ (864)

Net Cash Used in Operating Activities

During the nine months ended September 30, 2024, net cash used in operating activities was $1,010,268, compared to net cash used in operating activities of $1,043,238 for the nine months ended September 30, 2023. The cash used in operating activities was primarily attributable to our net loss.

Net Cash Used in Investing Activities

During the nine months ended September 30, 2024, net cash used in investing activities was $75,000, compared to net cash used in investing activities of $5,046 for the nine months ended September 30, 2023. The cash used in investing activities during the current period was for the $75,000 purchase of a subsidiary in Colombia, compared to the prior period, which consisted entirely of purchases of fixed assets.

Net Cash Provided by Financing Activities

During the nine months ended September 30, 2024, net cash provided by financing activities was $1,208,500, compared to net cash provided by financing activities of $874,500 for the nine months ended September 30, 2023. The current period consisted of $150,000 of proceeds received on the sale of preferred stock and $2,075,500 of proceeds received on debt financing, as partially offset by $1,017,000 of debt repayments, compared to $250,000 of proceeds received on the sale of preferred stock, $300,000 from the sale of common stock, $262,500 of proceeds received on debt financing and $62,000 of proceeds received on debt financing received by related parties during the nine months ended September 30, 2023.

Ability to Continue as a Going Concern

As of September 30, 2024, our balance of cash on hand was $81,630, and we had negative working capital of $3,154,500 and an accumulated deficit of $30,230,366. We are too early in our development stage to project future revenue levels, and may not be able to generate sufficient funds to sustain our operations for the next twelve months. Accordingly, we will need to raise additional cash to fund our operations. These factors raise substantial doubt about the Company's ability to continue as a going concern.

In the event sales do not materialize at the expected rates, management would seek additional financing and would attempt to conserve cash by further reducing expenses. There can be no assurance that we will be successful in achieving these objectives; therefore, without sufficient financing it would be unlikely for the Company to continue as a going concern.

The condensed consolidated financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The condensed consolidated financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern. Our ability to scale production and distribution capabilities and further increase the value of our brands, is largely dependent on our success in raising additional capital.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires our management to make assumptions, estimates and judgments that affect the amounts reported, including the notes thereto, and related disclosures of commitments and contingencies, if any. We have identified certain accounting policies that are significant to the preparation of our financial statements. These accounting policies are important for an understanding of our financial condition and results of operations. Critical accounting policies are those that are most important to the presentation of our financial condition and results of operations and require management's subjective or complex judgment, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods. Certain accounting estimates are particularly sensitive because of their significance to financial statements and because of the possibility that future events affecting the estimate may differ significantly from management's current judgments.

While our significant accounting policies are more fully described in notes to our consolidated financial statements appearing elsewhere in this Form 10-Q, we believe that the following accounting policies are the most critical to aid you in fully understanding and evaluating our reported financial results and affect the more significant judgments and estimates that we used in the preparation of our financial statements.

Revenue Recognition

The Company recognizes revenue in accordance with ASC 606 — Revenue from Contracts with Customers. Under ASC 606, the Company recognizes revenue from the commercial sales of products, licensing agreements and contracts to perform pilot studies by applying the following steps: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to each performance obligation in the contract; and (5) recognize revenue when each performance obligation is satisfied. The Company's revenues in the current period consisted of the sale of our CBD rub, and in the prior period revenues consisted entirely of the sale of seeds. The sale of seeds included multi-element arrangements whereby the Company collected 50% of the sale upon delivery of the sales, and the remaining 50% upon the completion of the harvest, whether the seeds result in a successful crop, or not. In addition, the Company had a right of first refusal to purchase products resulting from the harvest.

Inventory

Inventories are stated at the lower of cost or net realizable value. Cost is determined on a standard cost basis that approximates the first-in, first-out (FIFO) method. Appropriate consideration is given to obsolescence, excessive levels, deterioration, and other factors in evaluating net realizable value. Our cannabis products consist of cannabis flower grown in-house, along with produced extracts and CBD derived products.

Stock-Based Compensation

The Company accounts for equity instruments issued to employees and non-employees in accordance with the provisions of ASC 718 Stock Compensation (ASC 718). All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date of the fair value of the equity instrument issued is the earlier of the date on which the counterparty's performance is complete or the date at which a commitment for performance by the counterparty to earn the equity instruments is reached because of sufficiently large disincentives for nonperformance.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide the information required by this Item

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2024. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were not effective as of September 30, 2024.

Changes in Internal Control over Financial Reporting

There have been no significant changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) or in other factors that occurred during the period of our evaluation or subsequent to the date we carried out our evaluation which have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. The design of any system of controls and procedures is based in part upon certain assumptions about the likelihood of future events. There can be no assurance that any system of controls and procedures will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not a party to any legal or administrative proceedings that we believe, individually or in the aggregate, would be likely to have a material adverse effect on our financial condition or results of operations.

ITEM 1A. RISK FACTORS

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide the information required by this Item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following issuances of equity securities by the Company during the three-month period ended September 30, 2024 were exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(a)(2) thereof and Regulation D thereunder:

Common Stock Issued for Services

On September 25, 2024, the Company issued 250,000 shares of common stock, restricted in accordance with Rule 144, to the Company's Chief Financial Officer for services provided.

On September 30, 2024, the Company issued 278,811 shares of common stock, restricted in accordance with Rule 144, to ClearThink Capital Partners, LLC, for services provided.

On August 7, 2024, the Company issued 231,840 shares of common stock, restricted in accordance with Rule 144, to ClearThink Capital Partners, LLC, for services provided.

On July 1, 2024, the Company issued 250,000 shares of common stock, restricted in accordance with Rule 144, to the Company's Chief Financial Officer as a signing bonus.

On July 1, 2024, the Company issued 200,000 shares of common stock, restricted in accordance with Rule 144, to a consultant for services provided.

Issuance of Series C Special Preferred Stock

Subsequent to September 30, 2024, effective November 8, 2024, the Company issued 100 shares of its Series C Special Preferred Stock in exchange for $486,512 of accrued salary of its Chief Executive Officer.

In connection with the above security issuances, we did not pay any underwriting discounts or commissions. None of the sales of securities described or referred to above was registered under the Securities Act. In making the sales without registration under the Securities Act, we relied upon one or more of the exemptions from registration contained in Section 4(2) of the Securities Act, and in Regulation D promulgated under the Securities Act. No general solicitation or advertising was used in connection with the sales.

All of these transactions described above were exempt from registration in reliance on Section 4(a)(2) of the Securities Act of 1933, as amended, as a transaction by an issuer not involving a public offering. We did not pay any underwriting discounts or commissions in any of these transactions. The recipients of securities in each of these transactions represented their intention to acquire these securities for investment only and not with a view to offer or sell, in connection with any distribution of the securities, and appropriate legends were affixed to the share certificates and instruments issued in such transactions.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Bankruptcy

Effective October 1, 2024, the Company's Colombian subsidiary, One World Pharma S.A.S. ("OWP Colombia"), entered into a liquidation proceeding pursuant to Colombian Law 1116 of 2006, under which the creditors of a company can request "judicial liquidation" of such company. The proceeding is expected to last approximately one year. The proceeding was submitted to the Superintendent of Corporations of Colombia as a substitute to the reorganization proceedings previously filed on December 22, 2023.

The operations of OWP Colombia have previously been deconsolidated. As such, we do not expect the judicial liquidation to have a significant impact to the Company's financial statements.

Amendment to Articles of Incorporation – Certificate of Designation of Series C Special Preferred Stock

On October 10, 2024, the Company filed with the State of Nevada a Certificate of Designation (the "Certificate of Designation"), which established a Series C Special Preferred Stock. There follows a summary of the rights, preferences, powers, restrictions and limitations of the Series C Special Preferred Stock:

Section 1. Designation, Amount and Par Value. The series of Preferred Stock shall be designated as Series C Special Preferred Stock (the "Series C Special Preferred Stock") and the number of shares so designated shall be One Hundred (100). Each share of the Series C Special Preferred Stock shall have a par value of $0.001.

Section 2. Fractional Shares. The Series C Special Preferred Stock may not be issued in fractional shares.

Section 3. Voting Rights. The holders of the Series C Special Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of:

(a) The total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus

(b) The number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights.

Section 4. Dividends. The Series C Special Preferred Stock shall not be entitled to any dividends.

Section 5. Liquidation. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of Series C Special Preferred Stock shall not be entitled to any payment.

Section 6. Conversion. The Series C Special Preferred Stock shall have no rights of conversion.

Section 7. Protection Provisions. So long as any shares of Series C Special Preferred Stock are outstanding, the Company shall not, without first obtaining the unanimous written consent of the holders of Series C Special Preferred Stock, alter or change the rights, preferences or privileges of the Series C Special Preferred Stock so as to affect adversely the holders of Series C Special Preferred Stock.

Section 8. Waiver. Any of the rights, powers or preferences of the holders of the Series C Special Preferred Stock may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series C Special Preferred Stock then outstanding.

Section 9. No Other Rights or Privileges. Except as specifically set forth herein, the holder(s) of the shares of Series C Special Preferred Stock shall have no other rights, privileges or preferences with respect to the Series C Special Preferred Stock.

Exchange Agreement

Effective November 8, 2024, the Company entered into an exchange agreement (the "Thomas Agreement") with Isiah L. Thomas, III, the Company's Chairman and Chief Executive Officer, pursuant to which the Company issued 100 shares of Series C Special Preferred Stock in consideration of Mr. Thomas' forgiveness of $486,512 of accrued salary owed to him. The consummation of the Thomas Agreement resulted in Mr. Thomas acquiring voting control of the Company.

Submission of Matters to a Vote of Security Holders

On October 15, 2024, the holders of a majority of the voting power of the Company approved an increase in the number of authorized shares of common stock to 1 billion shares.

Change in Control

Effective November 8, 2024, there occurred a change in control of the Company. On such date, pursuant to the Thomas Agreement, the Company's Chairman and Chief Executive Officer, Isiah L. Thomas, III, acquired all of the outstanding shares of the Company's Series C Special Preferred Stock, which securities provide Mr. Thomas voting control of the Company. The consideration paid by Mr. Thomas for the shares of Series C Special Preferred Stock was Mr. Thomas' forgiveness of $486,512 in accrued salary owed to him. As a class, the Series C Special Preferred Stock possesses 66.67% voting power of the Company.

No changes in Company management were made in connection with the Thomas Agreement.

ITEM 6. EXHIBITS

Exhibit	Description
2.1	Agreement and Plan of Merger dated February 21, 2019, among the Company, OWP Merger Subsidiary Inc. and OWP Ventures, Inc. (incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 25, 2019)
3.1	Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on November 24, 2014)
3.2	Certificate of Amendment to Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 8, 2019)
3.3	Certificate of Amendment to Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 25, 2020)
3.4	Certificate of Designation of Series A Preferred Stock of the Company dated June 1, 2020 (incorporated by reference to Exhibit 3.4 of the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on June 26, 2020)
3.5	Bylaws of the Company (incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on November 24, 2014)
3.6	Certificate of Designation of Series B Preferred Stock of the Company dated February 2, 2021 (incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on February 8, 2021)
3.7*	Certificate of Designation of Series C Special Preferred Stock
4.1	Promissory Note of the Company in the Principal Amount of $300,000 issued to AJB Capital Investments LLC, dated June 23, 2023 (incorporated by reference to Exhibit 4.1 of the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on July 5, 2023)
10.1+	2019 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 25, 2020)
10.2+	Form of Stock Option Grant Notice for grants under the 2019 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 25, 2020)
10.3+	Form of Option Agreement for grants under the 2019 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 25, 2020)
10.4+	Letter Agreement between the Company and Isiah L. Thomas, III, dated June 3, 2020 (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 9, 2020)
10.5	Securities Purchase Agreement, dated as of June 23, 2023, between the Company and AJB Capital Investments LLC (incorporated by reference to Exhibit 10.5 of the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on July 5, 2023)
10.6	Securities Purchase Agreement, dated as of February 7, 2021, between the Company and ISIAH International LLC (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 8, 2021)
10.7	Registration Rights Agreement, dated June 23, 2023, between the Company and AJB Capital Investments LLC (incorporated by reference to Exhibit 10.7 of the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on July 5, 2023)
10.8	Commercial Lease Agreement dated November 26, 2021, between R&B Inversiones S.A.S. and One World Pharma S.A.S. (incorporated by reference to Exhibit 10.10 of the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 16, 2022)
10.9	Purchase Agreement, dated September 1, 2022, between the Company and Tysadco Partners, LLC (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 7, 2022)
10.10	Securities Purchase Agreement, dated September 1, 2022, between the Company and Tysadco Partners, LLC (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 7, 2022)
10.11	Registration Rights Agreement, dated September 1, 2022, between the Company and Tysadco Partners, LLC (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 7, 2022)
10.12	Convertible Promissory Note Purchase Agreement, dated September 16, 2022, between the Company and Dr. John McCabe (incorporated by reference to Exhibit 10.15 of the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission by One World Products, Inc. on November 14, 2022)

10.13	Convertible Note, dated September 16, 2022, between One World Products, Inc. and Dr. John McCabe (incorporated by reference to Exhibit 10.16 of the Form 10-Q filed with the Securities and Exchange Commission by on November 14, 2022)
10.14+	Offer Letter dated April 25, 2023 by and between the Company and Jeorg Sommer (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 1, 2023)
10.15+	Employment, Confidentiality and Proprietary Rights Agreement, dated July 1, 2024, between the Company and Todd Peterson (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 5, 2024)
10.16*	Exchange Agreement, dated November 8, between the Company and Isiah L. Thomas, III
31.1*	Certification of Chief Executive Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a)
31.2*	Certification of Chief Financial Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(a) or 15d-14(a)
32.1*	Certification of Chief Executive Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Chief Financial Officer pursuant to Securities Exchange Act of 1934 Rule 13a-14(b) or 15d-14(b) and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Schema Document
101.CAL*	Inline XBRL Calculation Linkbase Document
101.DEF*	Inline XBRL Definition Linkbase Document
101.LAB*	Inline XBRL Labels Linkbase Document
101.PRE*	Inline XBRL Presentation Linkbase Document
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

+ Compensatory plan or agreement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 14, 2024

One World Products, Inc.

/s/ Isiah L. Thomas III
Isiah L. Thomas III
Chief Executive Officer
(Principal Executive Officer)

/s/ Todd Peterson
Todd Peterson
Chief Financial Officer
(Principal Financial Officer)

Filed in the Office of	Business Number E0451872014-8
FVAguilar	Filing Number 20244393904
Secretary of State State Of Nevada	Filed On 10/10/2024 8:46:00 AM
	Number of Pages 4

FRANCISCO V. AGUILAR
Secretary of State
401 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

☒ Certificate of Designation
☐ Certificate of Amendment to Designation - Before Issuance of Class or Series
☐ Certificate of Amendment to Designation - After Issuance of Class or Series
☐ Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity: ONE WORLD PRODUCTS, INC. Entity or Nevada Business Identification Number (NVID): NV20141558796
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional): Date: Time: (must not be later than 90 days after the certificate is filed)
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing: Series C Special Preferred Stock
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing:
5. Amendment of class or series of stock:	☐ Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued. ☐ Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.
6. Resolution: Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* See Attached.
7. Withdrawal:	Designation being Withdrawn: Date of Designation: No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: *
8. Signature: (Required)	X Isiah L. Thomas, III Signature of Officer Date: 10/10/2024

* Attach additional page(s) if necessary.
This form must be accompanied by appropriate fees.

ONE WORLD PRODUCTS, INC.

CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS OF SERIES C SPECIAL PREFERRED STOCK

PURSUANT TO SECTION 78.1955 OF THE NEVADA REVISED STATUTES

Pursuant to Section 78.1955 of the Nevada Revised Statutes, the undersigned does hereby certify, on behalf of One World Products, Inc., a Nevada corporation (the ***"Company"***), that the following resolution was duly adopted by the Board of Directors of the Company.

WHEREAS, the Articles of Incorporation of the Company, as amended (the ***"Articles of Incorporation"***), authorize the issuance of up to 10,000,000 shares of preferred stock, par value $0.001 per share, of the Company (the ***"Preferred Stock"***) in one or more series, which Preferred Stock shall have such distinctive designation or title, voting powers or no voting powers, and such preferences, rights, qualifications, limitations or restrictions, as shall be stated in such resolution or resolutions providing for the issuance of such class or series of Preferred Stock as may be adopted from time to time by the Board prior to the issuance of any shares thereof; and

WHEREAS, it is the desire of the Board of Directors to establish and fix the number of shares to be included in a new series of Preferred Stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such new series.

NOW, THEREFORE, IT IS RESOLVED, that the Board of Directors does hereby provide for the issue of a series of Preferred Stock and does hereby in this Certificate of Designation (this ***"Certificate of Designation"***) establish and fix and herein state and express the designation, rights, preferences, powers, restrictions, and limitations of such series of Preferred Stock as follows:

TERMS OF SERIES C SPECIAL PREFERRED STOCK

Section 1. Designation, Amount and Par Value. The series of Preferred Stock shall be designated as Series C Special Preferred Stock (the ***"Series C Special Preferred Stock"***) and the number of shares so designated shall be One Hundred (100). Each share of the Series C Special Preferred Stock shall have a par value of $0.001.

Section 2. Fractional Shares. The Series C Special Preferred Stock may not be issued in fractional shares.

Section 3. Voting Rights. The holders of the Series C Special Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of:

(a) The total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus

(b) The number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights.

Section 4. Dividends. The Series C Special Preferred Stock shall not be entitled to any dividends.

Section 5. Liquidation. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of Series C Special Preferred Stock shall not be entitled to any payment.

Section 6. Conversion. The Series C Special Preferred Stock shall have no rights of conversion.

Section 7. Protection Provisions. So long as any shares of Series C Special Preferred Stock are outstanding, the Company shall not, without first obtaining the unanimous written consent of the holders of Series C Special Preferred Stock, alter or change the rights, preferences or privileges of the Series C Special Preferred Stock so as to affect adversely the holders of Series C Special Preferred Stock.

Section 8. Waiver. Any of the rights, powers or preferences of the holders of the Series C Special Preferred Stock may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series C Special Preferred Stock then outstanding.

Section 9. No Other Rights or Privileges. Except as specifically set forth herein, the holder(s) of the shares of Series C Special Preferred Stock shall have no other rights, privileges or preferences with respect to the Series C Special Preferred Stock.

RESOLVED, FURTHER, that the President or any Vice President, and the Secretary or any Assistant Secretary, of the Company be and they hereby are authorized and directed to prepare and file this Certificate of Designation of Preferences, Rights and Limitations in accordance with the foregoing resolution and the provisions of the Nevada Revised Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Designation this 10th day of October, 2024.

ONE WORLD PRODUCTS, INC.

By: *_/s/ Isiah L. Thomas, III_*
Isiah L. Thomas, III
Chief Executive Officer

EXCHANGE AGREEMENT

This Exchange Agreement (this ***"Agreement"***) is entered into as of November 8, 2024, by and between One World Products, Inc., a Nevada corporation (the ***"Company"***), and Isiah L. Thomas, III (the ***"Thomas"***) (the Company and Thomas are referred to as the ***"Parties"***).

RECITALS

WHEREAS, during the several months preceding the date of this Agreement, the management personnel of the Company researched and discussed the Company's business opportunities within the U.S. automotive hemp market segment; and

WHEREAS, with such research and discussions providing context, and in light of the Company current lack of significant capital, the Board of Directors have determined it to be in the best interests of the Company and its shareholders to take such actions as may be necessary to best position the Company to penetrate the U.S. automotive hemp market segment (the ***"Repositioning Objective"***); and

WHEREAS, in order to achieve the Repositioning Objective, the Board of Directors determined that the Company's most promising avenue in such regard is to transform into a "minority-controlled company" and, in conjunction with such determination, made a proposal (the ***"Thomas Proposal"***) to one of its Directors, Isiah L. Thomas, III, who, himself, has substantial experience within the U.S. automotive hemp market segment, that would have Thomas gain voting control of the Company; and

WHEREAS, following substantive discussions regarding the Thomas Proposal, the Company and Thomas reached an understanding that gave rise to this Agreement; and

WHEREAS, pursuant to the terms and conditions of this Agreement, the Company desires to issue to Thomas 100 shares of its Series C Special Preferred Stock (the ***"Series C Preferred Stock"***), the Certificate of Designation of which is attached hereto as Exhibit A and made a part hereof, and the issuance of which would provide Thomas with 66.67% voting control of the Company, thus transforming the Company into a "minority-controlled company," all in accordance with the Repositioning Objective; and

WHEREAS, the Company, in deference to Thomas' desire to demonstrate to the Company's shareholders and to participants in the stock market his continued commitment to the future of the Company, has agreed to accept Thomas' forgiveness of $486,512 of accrued salary (the ***"Thomas Debt"***) owed to him by the Company, in payment of the Series C Preferred Stock, pursuant to a notice of debt forgiveness (the ***"Notice of Debt Forgiveness"***), in the form of Exhibit B attached hereto.

NOW, THEREFORE, in consideration of the rights and benefits that they will each receive in connection with this Agreement, the parties, intending to be legally bound, agree as follows:

1. Accuracy of Recitals. The Parties agree that the foregoing Recitals are true and accurate.

2. Exchange. The Company and Thomas agree to exchange the Series C Preferred Stock for the Notice of Debt Forgiveness (the ***"Exchange"***). The shares of Series C Preferred Stock shall be issued pursuant to an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended (the ***"1933 Act"***). For the avoidance of doubt, it is agreed by the Parties that, upon the consummation of the transactions contemplated by the Exchange, the Thomas Debt will be extinguished.

3. Deliverables.

(a) Of the Company. The Company's transfer agent for the Series C Preferred Stock shall deliver to Thomas a duly authorized book entry statement reflecting the duly issued Series C Preferred Stock in the name of Thomas and a copy of the resolution of the Board of Directors of the Company approving the transactions contemplated by this Agreement.

(b) Of Thomas. Thomas shall deliver to the Company a duly executed Notice of Debt Forgiveness.

4. Representations and Warranties of the Company. The Company hereby represents and warrants to Thomas as of the date hereof as follows:

(a) Organization and Standing. The Company is a corporation duly organized, validly existing under, and by virtue of, the laws of the State of Nevada, and is in good standing under such laws. The Company has all requisite corporate power and authority to own and operate its properties and assets and to carry on its business as presently conducted. The Company is duly qualified and authorized to transact business and is in good standing as a foreign corporation in each jurisdiction in which the failure to so qualify would have a material adverse effect on its business, properties or financial condition.

(b) Corporate Power. The Company has all requisite legal and corporate power and authority to execute and deliver this Agreement, to issue the Series C Preferred Stock hereunder and to carry out and perform its obligations under the terms of this Agreement and the transactions contemplated hereby.

(c) Authorization. All corporate action on the part of the Company, its officers, directors and stockholders necessary for the authorization, execution, delivery and performance of this Agreement, the authorization, sale, issuance and delivery of the Series C Preferred Stock and the performance of all of the Company's obligations hereunder have been taken or will be taken prior to the Exchange. This Agreement has been duly executed by the Company and constitutes valid and legally binding obligations of the Company, enforceable against the Company in accordance with their respective terms, subject to the laws of general application relating to bankruptcy, insolvency and the relief of debtors and rules of law governing specific performance, injunctive relief or other equitable remedies.

(d) Offering. Subject in part on the accuracy of Thomas' representations herein, the offer, sale and issuance of the Series C Preferred Stock in conformity with the terms of this Agreement constitute transactions exempt from registration of under the 1933 Act and from all applicable state securities laws.

5. Representations and Warranties of Thomas. Thomas hereby represents and warrants as of the date hereof to the Company as follows:

(a) No Legal Disability. Thomas is an entity duly organized, validly existing under, and by virtue of, the laws of the jurisdiction of its incorporation or formation, and is in good standing under such laws.

(b) Status of the Thomas Debt. Thomas has not assigned or otherwise transferred any of his interest in the Thomas Debt and has not entered into any agreement or understanding that would prevent him from forgiving the Thomas Debt, in the manner contemplated in this Agreement.

(c) Own Account. Thomas is acquiring the Series C Preferred Stock for his own account and not with a view towards distribution.

(d) Status as an Investor. Thomas is an "accredited investor" as defined in Rule 501(a)(1), (a)(2), (a)(3), (a)(7) or (a)(8) under the 1933 Act. Thomas is not required to be registered as a broker- dealer under Section 15 of the Securities Exchange Act of 1934.

6. Miscellaneous.

(a) Entire Agreement. This Agreement, together with the exhibits attached hereto, contain the entire understanding of the parties with respect to the subject matter hereof and supersede all prior agreements and understandings, oral or written with respect to such matters.

(b) Notices. All notices, demands requests, consents, approvals, and other communications required or permitted hereunder shall be in writing and, unless otherwise specified herein, shall be (1) personally served, (2) deposited in the mail, registered or certified, return receipt requested, postage prepaid, (3) delivered by reputable air courier service with charges prepaid, or (4) transmitted by hand delivery, telegram or facsimile, addressed as set forth below or to such other address as such party shall have specified most recently by written notice. Any notice or other communication required or permitted to be given hereunder shall be deemed effective (A) upon hand delivery or delivery by facsimile, with accurate confirmation generated by the transmitting facsimile machine, at the address or number designated below (if delivered on a business day during normal business hours where such notice is to be received), or the first business day following such delivery (if delivered other than on a business day during normal business hours where such notice is to be received) or (B) on the second business day following the date of mailing by express courier service, fully prepaid, addressed to such address, or upon actual receipt of such mailing, whichever shall occur first.

(c) Amendments; Waivers. No provision of this Agreement may be waived, modified, supplemented or amended except in a written instrument signed, in the case of an amendment, by the Company and Thomas, in the case of a waiver, by the party against whom enforcement of any such waived provision is sought. No waiver with respect to any provision, condition or requirement of this Agreement shall be deemed to be a continuing waiver in the future or a waiver of any other provision, condition or requirement hereof, nor shall any delay or omission of any party to exercise any right hereunder in any manner impair the exercise of any such right.

(d) Headings. The headings herein are for convenience only, do not constitute a part of this Agreement and shall not be deemed to limit or affect any of the provisions hereof.

(e) Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the parties and their successors and permitted assigns.

(f) No Third-Party Beneficiaries. This Agreement is intended for the benefit of the parties hereto and their respective successors and assigns, and is not for the benefit of, nor may any provision hereof be enforced by, any other Person.

(g) Governing Law. All questions concerning the construction, validity, enforcement and interpretation of this Agreement and the transactions contemplated hereby shall be governed by and construed and enforced in accordance with the internal laws of the State of Nevada, without regard to the principals of conflicts of law thereof. Each party agrees that all legal proceedings concerning the interpretations, enforcement and defense of the transactions contemplated by this Agreement (whether brought against a party hereto or its respective affiliates, directors, officers, shareholders, partners, members, employees or agents) shall be commenced exclusively in the state and federal courts sitting in the Nevada. Each party hereby irrevocably submits to the exclusive jurisdiction of the state and federal courts sitting in Nevada for the adjudication of any dispute hereunder or in connection herewith or the transaction contemplated hereby or discussed herein, and hereby irrevocably waives, and agrees not to assert in any suit, action or proceeding, any claim that it is not venue for such proceeding. Each party hereby irrevocably waives personal service of process and consents to process being served in any such suit, action or proceeding by mailing a copy thereof via registered or certified mail or overnight delivery (with evidence of delivery) to such party at the address in effect for notices to it under this Agreement and agrees that such service shall constitute good and sufficient service of process and notice thereof.

(h) Survival. The representations and warranties contained herein shall survive the Exchange for the applicable statute of limitations.

(i) Execution. This Agreement may be executed in one or more counterparts, all of which when taken together shall be considered one and the same agreement, it being understood that the parties need not sign the same counterpart. In the event that any signature is delivered by facsimile transmission or by email delivery of a ".pdf" format data file, such signature shall create a valid and binding obligation of the party executing (or on whose behalf such signature is executed) with the same force and effect as if such facsimile or ".pdf" signature was an original thereof.

(j) Severability. If any term, provision, covenant or restriction of this Agreement is held by a court of competent jurisdiction to be invalid, illegal, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions set forth herein shall remain in full force and effect and shall in no way be affected, impaired or invalidated, and the parties hereto shall use their commercially reasonable efforts to find and employ, an alternative means to achieve the same or substantially the same result as that contemplated by such term, provision, covenant or restriction. It is hereby stipulated and declared to be the intention of the parties that they would have executed the remaining terms, provisions, covenants and restrictions without including any of such that may be hereafter declared invalid, illegal, void or unenforceable.

(k) Construction. The parties hereto agree that each of them and/or their respective counsel have reviewed and have had an opportunity to revise this Agreement and the schedules attached hereto. This Agreement shall be construed according to its fair meaning and not strictly for or against any party. The word "including" shall be construed to include the words "without limitation." In this Agreement, unless the context otherwise requires, references to the singular shall include the plural and vice versa.

[SIGNATURE PAGE FOLLOWS]

[<u>Signature Page to Exchange Agreement</u>]

IN WITNESS WHEREOF, the Parties have caused this Exchange Agreement to be duly executed and delivered as of the date and year first written above.

COMPANY:

ONE WORLD PRODUCTS, INC.

By: */s/ Todd Peterson*
Todd Peterson,
Chief Financial Officer

THOMAS:

/s/ Isiah L. Thomas, III
Isiah L. Thomas, III,
individually

<u>EXHIBIT A</u>

Certificate of Designation of Series C Special Preferred Stock

ONE WORLD PRODUCTS, INC.

**CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS
OF
SERIES C SPECIAL PREFERRED STOCK**

PURSUANT TO SECTION 78.1955 OF THE
NEVADA REVISED STATUTES

Pursuant to Section 78.1955 of the Nevada Revised Statutes, the undersigned does hereby certify, on behalf of One World Products, Inc., a Nevada corporation (the ***"Company"***), that the following resolution was duly adopted by the Board of Directors of the Company.

> **WHEREAS,** the Articles of Incorporation of the Company, as amended (the ***"Articles of Incorporation"***), authorize the issuance of up to 10,000,000 shares of preferred stock, par value $0.001 per share, of the Company (the ***"Preferred Stock"***) in one or more series, which Preferred Stock shall have such distinctive designation or title, voting powers or no voting powers, and such preferences, rights, qualifications, limitations or restrictions, as shall be stated in such resolution or resolutions providing for the issuance of such class or series of Preferred Stock as may be adopted from time to time by the Board prior to the issuance of any shares thereof; and
>
> **WHEREAS,** it is the desire of the Board of Directors to establish and fix the number of shares to be included in a new series of Preferred Stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such new series.

NOW, THEREFORE, IT IS RESOLVED, that the Board of Directors does hereby provide for the issue of a series of Preferred Stock and does hereby in this Certificate of Designation (this ***"Certificate of Designation"***) establish and fix and herein state and express the designation, rights, preferences, powers, restrictions, and limitations of such series of Preferred Stock as follows:

TERMS OF SERIES C SPECIAL PREFERRED STOCK

Section 1. Designation, Amount and Par Value. The series of Preferred Stock shall be designated as Series C Special Preferred Stock (the ***"Series C Special Preferred Stock"***) and the number of shares so designated shall be One Hundred (100). Each share of the Series C Special Preferred Stock shall have a par value of $0.001.

Section 2. Fractional Shares. The Series C Special Preferred Stock may not be issued in fractional shares.

Section 3. Voting Rights. The holders of the Series C Special Preferred Stock shall, as a class, have rights in all matters requiring shareholder approval to a number of votes equal to two (2) times the sum of:

(a) The total number of shares of common stock which are issued and outstanding at the time of any election or vote by the shareholders; plus

(b) The number of votes allocated to shares of Preferred Stock issued and outstanding of any other class that shall have voting rights.

Section 4. Dividends. The Series C Special Preferred Stock shall not be entitled to any dividends.

Section 5. Liquidation. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of Series C Special Preferred Stock shall not be entitled to any payment.

Section 6. Conversion. The Series C Special Preferred Stock shall have no rights of conversion.

Section 7. Protection Provisions. So long as any shares of Series C Special Preferred Stock are outstanding, the Company shall not, without first obtaining the unanimous written consent of the holders of Series C Special Preferred Stock, alter or change the rights, preferences or privileges of the Series C Special Preferred Stock so as to affect adversely the holders of Series C Special Preferred Stock.

Section 8. Waiver. Any of the rights, powers or preferences of the holders of the Series C Special Preferred Stock may be waived by the affirmative consent or vote of the holders of at least a majority of the shares of Series C Special Preferred Stock then outstanding.

Section 9. No Other Rights or Privileges. Except as specifically set forth herein, the holder(s) of the shares of Series C Special Preferred Stock shall have no other rights, privileges or preferences with respect to the Series C Special Preferred Stock.

RESOLVED FURTHER, that the President or any Vice President, and the Secretary or any Assistant Secretary, of the Company be and they hereby are authorized and directed to prepare and file this Certificate of Designation of Preferences, Rights and Limitations in accordance with the foregoing resolution and the provisions of the Nevada Revised Statutes.

EXHIBIT B

Form of Notice of Debt Forgiveness

NOTICE OF FORGIVENESS OF DEBT

The undersigned, Isiah L. Thomas, III, Chief Executive Officer of One World Products, Inc., a Nevada corporation (the ***"Company"***), hereby notifies the Company of his forgiveness of $486,512 of the accrued salary owed to him by the Company as of the date hereof.

Dated: November 8, 2024.

EXEMPLAR

____
Isiah L. Thomas, III,
individually

EXHIBIT 31.1

**CERTIFICATIONS PURSUANT TO
RULE 13A-14(A) OR RULE 15D-14(A),
AS ADOPTED PURSUANT TO
RULE 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Isiah L. Thomas III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of One World Products, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

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

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

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

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

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

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

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

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

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

/s/ Isiah L. Thomas III
Isiah L. Thomas III
Chief Executive Officer

Dated: November 14, 2024

EXHIBIT 31.2

CERTIFICATIONS PURSUANT TO
RULE 13A-14(A) OR RULE 15D-14(A),
AS ADOPTED PURSUANT TO
RULE 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Todd Peterson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of One World Products, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

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

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

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

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

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

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

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

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

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

/s/ Todd Peterson
Todd Peterson
Chief Financial Officer

Dated: November 14, 2024

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of One World Products, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2024 (the "Report") I, Isiah L. Thomas III, Chief Executive Officer of the Company, certify, pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2024

/s/ Isiah L. Thomas III

Name: Isiah L. Thomas III
Title: Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of One World Products, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2024 (the "Report") I, Todd Peterson, Principal Financial Officer of the Company, certify, pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2024

/s/ Todd Peterson

Name: Todd Peterson
Title: Chief Financial Officer