

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **White Label Liquid, Inc.**

A Wyoming Corporation

475 Carswell Ave.  
Daytona Beach, FL 32117

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386-222-3840

[www.whitelabelliquid.com](http://www.whitelabelliquid.com)

[info@whitelabelliquid.com](mailto:info@whitelabelliquid.com)

SIC Code 3080

### **Annual Report For the Period Ending: December 31, 2018 (the "Reporting Period")**

As of December 31, 2018, the number of shares outstanding of our Common Stock was:

46,986,607

As of December 31, 2017, the number of shares outstanding of our Common Stock was:

46,986,607

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

Yes: ☐

No: ☒ (Double-click and select "Default Value" to check)

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

Yes: ☐

No: ☒

Indicate by check mark whether a Change in Control<sup>5</sup> of the company has occurred over this reporting period:

Yes: ☐

No: ☒

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<sup>5</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

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

- Simply Innovative Products, Inc. until June 2018  
- Coastal Integrated Services, Inc. from March 5, 2002 until November 2016

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

Domesticated into Wyoming on March 6, 2013. Status "Active." Originally incorporated as a Nevada corporation on March 5, 2002.

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

Yes: ☐ No: ☒

**2) Security Information**

|                                                     |                   |                             |
|-----------------------------------------------------|-------------------|-----------------------------|
| Trading symbol:                                     | <u>WLAB</u>       |                             |
| Exact title and class of securities outstanding:    | <u>Common</u>     |                             |
| CUSIP:                                              | <u>82900H101</u>  |                             |
| Par or stated value:                                | <u>.0001</u>      |                             |
| Total shares authorized:                            | 500,000,000       | as of date: <u>12/31/18</u> |
| Total shares outstanding:                           | <u>46,986,607</u> | as of date: <u>12/31/18</u> |
| Number of shares in the Public Float <sup>6</sup> : | <u>4,597,532</u>  | as of date: <u>12/31/18</u> |
| Total number of shareholders of record:             | 23                | as of date: <u>12/31/18</u> |

*Additional class of securities (if any):*

|                                                  |                  |                             |
|--------------------------------------------------|------------------|-----------------------------|
| Trading symbol:                                  | <u>None</u>      |                             |
| Exact title and class of securities outstanding: | <u>Preferred</u> |                             |
| CUSIP:                                           | <u>None</u>      |                             |
| Par or stated value:                             | <u>None</u>      |                             |
| Total shares authorized:                         | 20,000,000       | as of date: <u>12/31/18</u> |
| Total shares outstanding:                        | 10,000,000       | as of date: <u>12/31/18</u> |

**Transfer Agent**

Name: Signature Stock Transfer Inc.  
Phone: 972-612-4120  
Email: jason@signaturestocktransfer.com

Is the Transfer Agent registered under the Exchange Act?<sup>7</sup> Yes: ☐ No: ☒

<sup>6</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>7</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

None

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

On February 6, 2017, FINRA approved a common stock reverse split of 2,500 for 1, a new name, Simply Innovative Products, Inc., a new CUSIP and symbol change. On March 8, 2017, FINRA approved a new trading symbol SMPI.

On April 30, 2018, the company entered into a "Merger and Plan of Reorganization" (the "Merger") with White Label Liquid, Inc., a Florida corporation, headquartered in Daytona Beach, Florida. As a result, the company underwent a change of control and change of its business strategy, operations and location.

On June 5, 2018, as a result of the Merger, the company amended its Articles of Incorporation in the State of Wyoming to change its name to White Label Liquid, Inc.

On August 10, 2018, FINRA approved a change of name to White Label Liquid, Inc. and a new trading symbol, WLAB, replacing SMPI.

### 3) Issuance History

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

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

#### A. Changes to the Number of Outstanding Shares

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

| <div> <div>Number of Shares outstanding as of 1/1/2017</div> <div> <u>Opening Balance:</u><br/> Common: <u>2,426,157,910</u><br/> Preferred: 10,000,000 </div> <div>*Right-click the rows below and select "Insert" to add rows as needed.</div> </div> |                                                                                 |                                        |                     |                                                   |                                                                                         |                                                                                                                      |                                                                                                             |                                               |                                 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|----------------------------------------|---------------------|---------------------------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|-----------------------------------------------|---------------------------------|
| Date of Transaction                                                                                                                                                                                                                                     | Transaction type (e.g. new issuance, cancellation, shares returned to treasury) | Number of Shares Issued (or cancelled) | Class of Securities | Value of shares issued (\$/per share) at Issuance | Were the shares issued at a discount to market price at the time of issuance ? (Yes/No) | Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed). | Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable) | Restricted or Unrestricted as of this filing? | Exemption or Registration Type? |
| 2/6/17                                                                                                                                                                                                                                                  | Cancellation                                                                    | (2,421,284,767)                        | Common              | N/A                                               | N/A                                                                                     | N/A                                                                                                                  | Reverse Split                                                                                               | Both                                          | N/A                             |
| 4/21/17                                                                                                                                                                                                                                                 | New Issuance                                                                    | 1,800,000                              | Common              | 450,000                                           | Yes                                                                                     | 5 private investors                                                                                                  | Subscription                                                                                                | Restricted                                    | N/A                             |

|                                 |                                                                       |              |        |             |     |                                        |                      |            |     |
|---------------------------------|-----------------------------------------------------------------------|--------------|--------|-------------|-----|----------------------------------------|----------------------|------------|-----|
| 4/25/17                         | New Issuance                                                          | 180,000      | Common | 53,640      | Yes | 2 private investors                    | Subscription         | Restricted | N/A |
| 4/26/17                         | New Issuance                                                          | 21,070,000   | Common | 6,278,860   | Yes | 15 private investors                   | Subscriptions        | Restricted | N/A |
| 7/27/17                         | New Issuance                                                          | 80,000       | Common | 52,080      | Yes | 1 private investor                     | Subscription         | Restricted | N/A |
| 8/24/17                         | New Issuance                                                          | 123,464      | Common | 96,302      | Yes | 2 Officers                             | Compensation         | Restricted | N/A |
| 11/3/17                         | New Issuance                                                          | 15,000,000   | Common | 12,883,500  | Yes | 2 Officers                             | Compensation         | Restricted | N/A |
| 3/22/18                         | New Issuance                                                          | 24,000,000   | Common | 6,000,000   | Yes | 2 Officers                             | Compensation         | Restricted | N/A |
| 3/28/18                         | Cancellation                                                          | (23,140,000) | Common | (9,330,048) | N/A | Private investors subscribing in 2017* | N/A                  | Restricted | N/A |
| 4/22/18                         | New Issuance                                                          | 3,000,000    | Common | 405,000     | Yes | 1 private investor                     | Consulting Agreement | Restricted | N/A |
|                                 |                                                                       |              |        |             |     |                                        |                      |            |     |
| Shares Outstanding on 12/31/18: | <u>Ending Balance:</u><br>Common: 46,986,607<br>Preferred: 10,000,000 |              |        |             |     |                                        |                      |            |     |

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2018, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2016 through September 30, 2018 pursuant to the tabular format above.

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

\*The Cancellation on 3/28/18 voided the Subscription agreements listed above from 2017.

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period.**

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

| Date of Note Issuance | Outstanding Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder* | Reason for Issuance (e.g. Loan, Services, etc.) |
|-----------------------|--------------------------|-----------------------------------|-----------------------|---------------|----------------------------------------------------------------------------------------------|---------------------|-------------------------------------------------|
|                       |                          |                                   |                       |               |                                                                                              |                     |                                                 |

|          |        |        |                    |          |                                 |                  |          |
|----------|--------|--------|--------------------|----------|---------------------------------|------------------|----------|
| 2/20/17  | 26,500 | 26,500 | 10%<br>per<br>year | Extended | Fixed rate at \$.001 per share. | Charlie Abujudeh | Services |
| 5/23/17  | 4,000  | 4,000  | 10%<br>per<br>year | Extended | Fixed rate at \$.001 per share. | Charlie Abujudeh | Services |
| 6/16/17  | 3,000  | 3,000  | 10%<br>per<br>year | Extended | Fixed rate at \$.001 per share. | CZA Inc          | Services |
| 8/7/17   | 6,000  | 6,000  | 10%<br>per<br>year | Extended | Fixed rate at \$.001 per share. | Charlie Abujudeh | Services |
| 9/28/17  | 7,400  | 7,400  | 10%<br>per<br>year | Extended | Fixed rate at \$.001 per share. | CZA Inc          | Services |
| 10/3/17  | 5,000  | 5,000  | 10%<br>per<br>year | Extended | Fixed rate at \$.001 per share. | Abraham Abu      | Services |
| 11/28/17 | 6,000  | 6,000  | 10%<br>per<br>year | Extended | Fixed rate at \$.001 per share. | CZA Inc          | Services |

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

\*Each Noteholder of each of the above convertible promissory notes sold its note in a separate transaction during 2018 to Sunny Isles Capital, LLC, a Florida limited liability company.

#### 4) Financial Statements

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

☒ U.S. GAAP

☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>8</sup>:

Name: Vivek Raj Kark  
Title: Accountant  
Relationship to Issuer: Internal Accountant

<sup>8</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

**The Company's unaudited financial statements are posted to the OTC Disclosure & News Service as a separate report described as an "Annual Report", "Financial Statements" for the 12 months ended December 31, 2018, and are incorporated herein by reference**

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## **5) Issuer's Business, Products and Services**

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

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

The issuer is a turnkey manufacturer of e-liquids and hemp-derived CBD products, which are private labelled for various companies who then resell them under their brand names. The product line of manufactured products includes over 20 categories and 300 SKU's to meet a broad range of customer requests.

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

The issuer has not have any subsidiaries or a parent company. Yaron Elkayam, its CEO, is also the controlling shareholder of Vapor Group, Inc.

- C. Describe the issuers' principal products or services, and their markets

The issuer manufactures e-liquids and hemp-derived CBD products, which are private labelled for various companies. The product line includes over 20 categories and 300 SKU's to meet a broad range of customer requests. The markets served are various resellers and distributors located in the United States.

## **6) Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have

complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The issuer, under terms of a long term lease, leases 51,000-square-foot of warehouse and operational facilities at 475 Carswell Avenue in Daytona Beach, Florida.

## 7) Officers, Directors, and Control Persons

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

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

| Name of Officer/Director and Control Person | Affiliation with Company (e.g. Officer/Director/Owner of more than 5%) | Residential Address (City / State Only)                       | Number of shares owned | Share type/class | Ownership Percentage of Class Outstanding | Note |
|---------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------|------------------------|------------------|-------------------------------------------|------|
| <u>Yaron Elkayam</u>                        | <u>CEO, Director, Owner of more than 5%</u>                            | <u>39 S. Perrott Drive, Ormond Beach, Florida 32174</u>       | 10,000,000             | Preferred        | 100                                       | N/A  |
| <u>Yaron Elkayam</u>                        | <u>CEO, Director, Owner of more than 5%</u>                            | <u>39 S. Perrott Drive, Ormond Beach, Florida 32174</u>       | 39,373,464*            | Common           | 83.80                                     | N/A  |
| <u>David E. Price</u>                       | Secretary                                                              | <u>3 Bethesda Metro Center, Suite 700, Bethesda, MD 20814</u> | -0-                    | N/A              | N/A                                       | N/A  |
| *Held under the name of the Issuer.         |                                                                        |                                                               |                        |                  |                                           |      |

## 8) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

## 9) Third Party Providers

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

### Securities Counsel

Name: David E. Price, Esq.  
Firm: David E. Price, P.C.  
Address 1: #3 Bethesda Metro Center, Suite 700  
Address 2: Bethesda, Maryland 20814  
Phone: 202-536-5191  
Email: David@TopTier.eu

### Accountant or Auditor

None (Internal only)

### Investor Relations Consultant

None

### Other Service Providers

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

None

## 10) Issuer Certification

### *Principal Executive Officer:*

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

The certifications shall follow the format below:

I, Yaron Elkayam, certify that:

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

March 29, 2019 [Date]

/s/Yaron Elkayam [CEO's Signature]

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

### *Principal Financial Officer:*

I, Yaron Elkayam, certify that:

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

March 29, 2019 [Date]

/s/Yaron Elkayam [CFO's Signature]

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