

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Global Payout, Inc.

A Nevada Corporation

5333 S Arville St. #206, Las Vegas, NV 89118

702-333-4886

www.globalpayout.com

ir@globalpayout.com

0001615846

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:

3,125,103,045

As of September 30, 2018, the number of shares outstanding of our Common Stock was:

2,789,936,833

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 Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ "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.

ISSUER INFORMATION AND DISCLOSURE STATEMENT. ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF GLOBAL PAYOUT INC. NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY. DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THE ISSUER INFORMATION AND DISCLOSURE STATEMENT.

FORWARD LOOKING STATEMENTS: This Report contains forward-looking statements. To the extent that any statements made in this report contain information that is not historical, these statements are essentially forward-looking. Forward-looking statements can be identified by the use of words such as "expects", "plans", "may", "anticipates", "believes", "should", "intends", "estimates", and other words of similar meaning. These statements are subject to risks and uncertainties that cannot be predicted or quantified and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, marketability of our products; legal and regulatory risks associated with the share exchange our ability to raise additional capital to finance our activities; the effectiveness, profitability and; the future trading of our common stock; our ability to operate as a public company; our ability to protect our proprietary information; general economic and business conditions; the volatility of our operating results and financial condition; our ability to attract or retain qualified senior management personnel and research and development staff; and other risks detailed from time to time in our filings with the OTC Markets (the "OTC"), or otherwise. Information regarding market and industry statistics contained in this report is included based on information available to us that we believe is accurate. It is generally based on industry and other publications that are not produced for purposes of securities offerings or economic analysis. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and the additional uncertainties accompanying any estimates of future market size, revenue and market acceptance of products and services. We do not undertake any obligation to publicly update any forward-looking statements. As a result, investors should not place undue reliance on these forward-looking statements.

OTC Pink Basic Disclosure Guidelines

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

Global Payout, Inc., the private company, was incorporated in California on July 24, 2009 and merged with Go Healthy (incorporated in Florida in 1998, the "Florida Company") a public company on December 9, 2010. On March 14, 2011 the Florida Company merged into its wholly owned subsidiary, Global Payout, Inc., the California Corporation. On July 30, 2019, Global Payout, Inc. was redomiciled to the state of Nevada and remains in good standing as of the date of this filing.

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

No

2) Security Information

Trading Symbol: GOHE

Exact title and class of securities outstanding Common Shares CUSIP: 37951P 10 5

Par or Stated Value: .001 Value Per Share

Total shares authorized: 4,000,000,000 as of: December 30, 2018

Total shares outstanding: 3,125,103,045 as of: December 30, 2018

Additional class of securities:

Trading Symbol: Privately Held- Not Public-No Symbol
Exact title and class of securities outstanding: Global Payout Series A Convertible Preferred CUSIP: No CUSIP
Par or Stated Value: .001
Total shares authorized: 1,000,000 as of: December 30, 2018
Total shares outstanding: 1,000,000 as of: December 30, 2018

Trading Symbol: Privately Held- Not Public-No Symbol
Exact title and class of securities outstanding: Global Payout Series B Convertible Preferred CUSIP: No CUSIP
Par or Stated Value: .001
Total shares authorized: 69,000,000 as of: December 30, 2018
Total shares outstanding: 69,000,000 as of: December 30, 2018

Trading Symbol: Privately Held- Not Public-No Symbol
Exact title and class of securities outstanding: Global Payout Series C Convertible Preferred CUSIP: No CUSIP
Par or Stated Value: .001
Total shares authorized: 10,000,000 as of: December 30, 2018
Total shares outstanding: 0 as of: December 30, 2018

Transfer Agent

Name: Corporate Stock Transfer
Address: 3200 Cherry Creek South Drive, Suite 430 Denver, CO 80209 Phone:303-282-4800
Is the Transfer Agent registered under the Exchange Act?* Yes

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

None

List any stock split, stock dividend, recapitalization, merger, rescission of merger, new subsidiary, acquisition(s), spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

Recapitalization:

On August 30, 2017 an amendment to the Articles of Incorporation of Global Payout was accepted by the California Secretary of State to increase the Authorized Common Stock outstanding to 1.5 billion from 1 billion.

On January 22, 2018 an amendment to the Articles of Incorporation of Global Payout was accepted by the California Secretary of State to increase the Authorized Common stock outstanding to 3 billion from 1.5 billion.

On November 15, 2018 an amendment to the Articles of Incorporation of Global Payout was accepted by the Nevada Secretary of State to increase the Authorized Common stock outstanding to 4 billion from 3 billion.

Recapitalization of Preferred:

On August 30, 2017 an amendment to the Articles of Incorporation of Global Payout was accepted by the California Secretary of State to increase the Series A Preferred to 80,000,000 authorized from 40,000,000.

As of December 31, 2018, the Company had authorized 4,000,000,000 shares of common stock, 1,000,000 shares of Series A Convertible Preferred Stock, 69,000,000 shares of Series B Convertible Preferred Stock and 10,000,000 of Series C Preferred Stock. There were 3,125,103,045 shares of common stock, 1,000,000 shares of Series A Convertible Preferred Stock, 69,000,000 Shares of Series B Convertible Preferred Stock and 0 Shares of Series C Preferred Stock outstanding as of December 31, 2018. Each share of Class A Convertible Preferred Stock is convertible at any time into 1 share of common stock.. Each share of Series A Convertible

Preferred Stock votes with the shares of Common Stock and is entitled to 10 votes per share. Each share of Series B Convertible Preferred Stock is convertible at any time into 1 share of common stock. Each share of Series B Convertible Preferred Stock votes with the shares of Common Stock and is entitled to 100 votes per share. Each share of Series C Convertible Preferred Stock votes with the shares of Common Stock and is entitled to 1 vote per share.

Reorganization and Merger:

On March 10, 2015 our management incorporated MoneyTrac Technology, Inc. (“MTT”), under the laws of the state of California. MTT was considered wholly owned by the Company. In April 2017 the Board of Directors voted to spin-off and allow MTT to act as a standalone company (and reported as such on the OTC Markets Pink Sheet disclosures) however, Global Payout was diluted to minority interest in 2018. Since inception, 109,854,996 MTT shares were issued to 32 officers, directors, employees, individual investors and service providers, reducing the Company’s equity position to a controlling material, but minority, shareholder.

On June 4, 2018 our management incorporated MTrac Tech Corporation (“MTrac Tech”) under the laws of the state of Nevada.

On June 12, 2018 MTT was merged into MTrac Tech with MTrac Tech as the surviving Nevada chartered, wholly owned subsidiary of the Company.

On July 30, 2018 Global Payout was Redomiciled to Nevada.

Merger: On June 12, 2018 MTT was merged into MTrac Tech with MTrac Tech as the surviving Nevada chartered, wholly owned subsidiary of the Company (the “MTrac Tech Merger”). Pursuant to the terms of the MTrac Tech Merger each holder of MTT common shares was issued 10 common shares of the Company for each share of MTT common held by such holder. As a result, in connection with the MTrac Tech Merger the Company issued 1,098,549,950 shares of our common stock to the MTT shareholders. Furthermore, pursuant to the terms of the MTrac Tech Merger, all other outstanding shares of any class, other than the Company’s common shares, were cancelled without any conversion thereof. Upon completion of this transaction, on or about June 12, 2018 we had approximately 1,719,028,054 shares of the Company issued and outstanding. Furthermore, on June 12, 2018 James Hancock resigned as an officer and director of the Company and Vanessa Luna was appointed chairman of the board, President and CEO of the Company. Also, on June 12, 2018 David Flores was appointed COO/ Interim CFO and a director of the Company.

About MTrac Tech Corporation: MTrac Tech Corporation is a Nevada Corporation and is a privately held wholly owned subsidiary of Global Payout, Inc. MTrac is a software technology, sales and marketing, and business development company focused on "high risk" and " high cost" industries. MTrac is dedicated to solving some of the toughest financial challenges facing these industries by offering a secure and compliant payment processing platform powered by patented innovative technology licensed from GreenBox POS and which is delivering these technologies to business owners who are routinely excluded from traditional financial solutions in the world of digital commerce. The system’s inherent security and customized reporting allows MTrac to serve as a “friend of regulation and a compliment to banking” and in the process serves as The Key to Cashles® for a number of businesses operating in some of today's fastest growing “high risk” industries.

Cancelled or Rescinded Transactions

ISBC Holdings Acquisition: On August 15, 2016, the Company acquired a controlling interest in ISBC Holdings Ltd., the sole management company for International Sovereign Banking Corporation (ISBC). In connection with this transaction we acquired 80,667 (80.667%) of the issued and outstanding shares of ISBC Holdings Ltd. in exchange for 278,180,804 shares of the Company’s common stock. This agreement was cancelled July 30, 2018 and in connection therewith the 80,667 shares of ISBC Common Stock issued to Global Payout were cancelled in exchange for the return/cancellation of 129,447,870 shares of the 278,180,804, common shares of the Company issued to ISBC. Additionally, the cancellation agreement provided that the loans made by the Company to ISBC in the amount of \$134,863.22 would remain due and payable to the Company on or by December 31, 2018..

SecurCapital Corporation: On January 1, 2018 the Company formed SecurCapital Corporation (“SCC”), as a wholly owned subsidiary, to use our payment platform to facilitate the payment process for the logistics industry and issued 20,000,000 shares of stock in exchange for ownership in SCC business. The Company also loaned SCC \$137,500 .On July 23, 2018, this transaction was rescinded pursuant to a settlement and release agreement. Under the terms of this settlement and release agreement it was confirmed that SCC acted as a standalone company since incorporation with no contribution from the Company thereby any ownership was relinquished and the return of 19,000,000 shares to the Company treasury was

completed in exchange for SCC autonomy. It was affirmed that 1,000,000 shares were owed to Mr. Stephen Russell for services performed. In addition, the \$137,500 in principal remained payable to the Company as of December 31, 2018.

Exclusive Licensing Agreement: on February 1st, 2018 we signed a joint venture agreement with GreenBox POS, LLC (OTCQB: GRBX) (“Greenbox”), (“Greenbox JV 1”) by which we acquired exclusive rights to utilize the GreenBox technology for High Risk merchants for one year. We paid Greenbox \$360,000 in consideration of the grant of the one-year license to us and agreed upon other performance-based terms. GreenBox granted exclusive right to use its infrastructure technology and allow MTrac extensions to such technology, in support of MTrac business interests, commonly known as "High-Risk" clients, where GreenBox has no interest in servicing such clients.

New Exclusive Licensing Agreement: On June 12, 2018 we replaced Greenbox JV 1 with a new exclusive licensing agreement (the “Greenbox 5 Year License 1”) which granted exclusive use of the Greenbox technology for High Risk industries for a period of 5 years. At this point we had paid \$270,000 of the \$360,000 license fee to Greenbox. As part of this agreement we extended the due date for the remaining \$90,000 of license fees until December 31, 2018. We paid this \$90,000 to Greenbox on December 6, 2018.

New Exclusive Licensing Agreement: On October 2, 2018 the Company entered into an agreement with Greenbox and Cultivate Technologies, LLC (“Cultivate”) a Nevada Corporation, by which certain payment terms of the Greenbox 5 Year License were modified (the “Unified Agreement”). Under the terms of the Unified Agreement we were granted the exclusive right by Greenbox and Cultivate to market a new blockchain ledger-based payment platform which combines the Greenbox proprietary system with certain proprietary technologies owned by Cultivate, which in combination offer a payment platform which allows a much more user-friendly payment system (the “Current Platform”).

New Exclusive Licensing Agreement: On December 17, 2018 the Unified Agreement was cancelled and replaced by a new 5-year exclusive license agreement (the “Current Exclusive License”). Under the terms of this agreement GreenBox waived all future licensing fees for the remaining 4-year term. Rate splits were redefined with MTrac retaining 50% of rate splits above buy rate and including performance metrics we have the exclusive right to market the Current Platform to High Risk cannabis merchants in North America and to license the Current Platform to non-high risk merchant on a nonexclusive basis.

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

Number of Shares outstanding as of <u>January 1, 2017</u>									
		<u>Opening Balance:</u> Common: <u>636,703,327</u> Preferred: <u>40,000,000</u>							
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?
<u>1-9-17</u>	<u>New Issuance</u>	<u>6,000,000</u>	<u>Common</u>	<u>\$.01</u>	<u>Yes</u>	<u>Frank Janusz</u>	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>

1-20-17	New	4,000,000	Common	.01	Yes	Frank Janusz	Note Conversion	Restricted	N/A
2/3/2017	Issuance	2,000,000	Common	.01	Yes	Ron Bratek	Note Conversion	Restricted	N/A
2/3/2017	Issuance	5,000,000	Common	.01	Yes	Frank Janusz	Note Conversion	Restricted	N/A
2/3/2017	Issuance	6,000,000	Common	.01	Yes	Frank Janusz	Note Conversion	Restricted	N/A
2/21/2017	Issuance	500,000	Common	.01	Yes	Harold Roger Netzer	Note Conversion	Restricted	N/A
2/21/2017	Issuance	500,000	Common	.01	Yes	Violeta Fiesta	Note Conversion	Restricted	N/A
2/21/2017	Issuance	500,000	Common	.01	Yes	Nigel Ramos	Note Conversion	Restricted	N/A
2/21/2017	Issuance	500,000	Common	.01	Yes	Roger Craig Netzer	Note Conversion	Restricted	N/A
2/22/2017	Issuance	500,000	Common	.02	Yes	Vanessa Luna	Services Rendered	Restricted	N/A
2/22/2017	Issuance	500,000	Common	.02	Yes	Vanessa Luna	Services Rendered	Restricted	N/A
2/22/2017	Issuance	1,000,000	Common	.02	Yes	Theodore Morgan	Services Rendered	Unrestricted	N/A
2/22/2017	Issuance	1,000,000	Common	.02	Yes	Theodore Morgan	Services Rendered	Unrestricted	Rule 144
2/22/2017	Issuance	1,800,000	Common	.02	Yes	Complete Advisory Partners-Henry Baxter	Services Rendered	Restricted	N/A
3/2/2017	Issuance	101,908,694	Common	.02	Yes	James Hancock	Services Rendered	Unrestricted	Rule 144
3/23/2017	Issuance	2,200,000	Common	.01	Yes	Ronald Bratek	Note Conversion	Restricted	N/A
4/12/2017	Issuance	2,000,000	Common	.02	Yes	Ina Masten	Services Rendered	Restricted	N/A
4/12/2017	Issuance	1,000,000	Common	.01	Yes	Barry Breshgold	Note Conversion	Unrestricted	Rule 144
4/12/2017	Issuance	1,000,000	Common	.01	Yes	Barry Breshgold	Note Conversion	Unrestricted	Rule 144
4/12/2017	Issuance	1,000,000	Common	.01	Yes	Barry Breshgold	Note Conversion	Unrestricted	Rule 144
4/12/2017	Issuance	1,000,000	Common	.01	Yes	Barry Breshgold	Note Conversion	Unrestricted	Rule 144
4/12/2017	Issuance	100,000	Common	.01	Yes	Barry Breshgold	Note Conversion	Unrestricted	Rule 144
4/12/2017	Issuance	50,000	Common	.01	Yes	Barry Breshgold	Note Conversion	Unrestricted	Rule 144
4/13/2017	Issuance	375,000	Common	.01	Yes	Frank Janusz	Note Conversion	Restricted	N/A

4/13/2017	<u>Issuance</u>	375,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Frank Janusz	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
4/13/2017	<u>Issuance</u>	375,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Frank Janusz	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
4/13/2017	<u>Issuance</u>	225,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Frank Janusz	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
4/13/2017	<u>Issuance</u>	150,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Frank Janusz	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
4/13/2017	<u>Issuance</u>	187,500	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Frank Janusz	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
4/21/2017	<u>Issuance</u>	150,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
4/21/2017	<u>Issuance</u>	150,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
4/21/2017	<u>Issuance</u>	50,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Anthony Lightman	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
4/21/2017	<u>Issuance</u>	50,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Anthony Lightman	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
4/27/2017	<u>Issuance</u>	500,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Vanessa Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
5/5/2017	<u>Issuance</u>	175,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Bruggemann Equity - Richard Bruggeman	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
5/5/2017	<u>Issuance</u>	1,000,000	<u>Common</u>	<u>.02</u>	<u>Yes</u>	Anton Pilz	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
5/5/2017	<u>Issuance</u>	1,000,000	<u>Common</u>	<u>.02</u>	<u>Yes</u>	Theodore Morgan	<u>Services Rendered</u>	<u>Unrestricted</u>	<u>Rule 144</u>
5/5/2017	<u>Issuance</u>	1,000,000	<u>Common</u>	<u>.02</u>	<u>Yes</u>	Theodore Morgan	<u>Services Rendered</u>	<u>Unrestricted</u>	<u>Rule 144</u>
5/16/2017	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.02</u>	<u>Yes</u>	Jorge Lezcano	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
5/18/2017	<u>Issuance</u>	2,500,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Darine Bateman	<u>Services Rendered</u>	<u>Unrestricted</u>	<u>Rule 144</u>
5/18/2017	<u>Issuance</u>	4,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Frank Janusz	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
5/18/2017	<u>Issuance</u>	2,500,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Stephen Russel	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
6/6/2017	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
6/6/2017	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
6/23/2017	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
6/23/2017	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
7/31/2017	<u>Issuance</u>	75,848,333	<u>Common</u>	<u>.0002</u>	<u>Yes</u>	RB Capital Partners, Inc.- Brett Rosen	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>

8/25/2017	<u>Issuance</u>	25,000,000	<u>Common</u>	<u>.0003</u>	<u>Yes</u>	RB Capital Partners, Inc.- Brett Rosen	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
8/29/2017	<u>Issuance</u>	15,000,000	<u>Common</u>	<u>.0003</u>	<u>Yes</u>	Donald Steinberg	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
9/5/2017	<u>Issuance</u>	500,000	<u>Common</u>	<u>.02</u>	<u>Yes</u>	Bull In Advantage-Peter Nicosia	<u>Services Rendered</u>	<u>Unrestricted</u>	<u>Rule 144</u>
10/13/2017	<u>Issuance</u>	3,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Vanessa Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
10/13/2017	<u>Issuance</u>	1,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	LCG-Vanessa Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
10/13/2017	<u>Issuance</u>	600,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	David Flores	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
10/13/2017	<u>Issuance</u>	1,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Billie Jo Smith	<u>Services Rendered</u>	<u>Unrestricted</u>	<u>Rule 144</u>
10/13/2017	<u>Issuance</u>	600,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Steven Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
11/3/2017	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Theodore Morgan	<u>Services Rendered</u>	<u>Unrestricted</u>	<u>Rule 144</u>
11/3/2017	<u>Issuance</u>	500,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Theodore Morgan	<u>Services Rendered</u>	<u>Unrestricted</u>	<u>Rule 144</u>
11/3/2017	<u>Issuance</u>	500,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Theodore Morgan	<u>Services Rendered</u>	<u>Unrestricted</u>	<u>Rule 144</u>
11/3/2017	<u>Issuance</u>	500,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Theodore Morgan	<u>Services Rendered</u>	<u>Unrestricted</u>	<u>Rule 144</u>
11/3/2017	<u>Issuance</u>	500,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Theodore Morgan	<u>Services Rendered</u>	<u>Unrestricted</u>	<u>Rule 144</u>
12/8/2017	<u>Issuance</u>	25,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Luxe Corporate Group-Bertha Rascon	<u>Services Rendered</u>	<u>Unrestricted</u>	<u>Rule 144</u>
12/8/2017	<u>Issuance</u>	3,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Vanessa Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
12/11/2017	<u>Issuance</u>	80,000,000	<u>Common</u>	<u>.0005</u>	<u>Yes</u>	RB Capital Partners, Inc.- Bret Rosen	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>N/A</u>
12/11/2017	<u>Issuance</u>	1,400,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	David Flores	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
12/11/2017	<u>Issuance</u>	1,200,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Steven Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
12/11/2017	<u>Issuance</u>	4,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Vanessa Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
12/11/2017	<u>Issuance</u>	6,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Vanessa Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
12/11/2017	<u>Issuance</u>	25,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Vanessa Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
12/11/2017	<u>Issuance</u>	4,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Billie Jo Smith	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>

12/11/2017	<u>Issuance</u>	72,513,900	<u>Common</u>	<u>.01</u>	<u>Yes</u>	James Hancock	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
12/11/2017	<u>Issuance</u>	32,500,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	James Hancock	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
12/11/2017	<u>Issuance</u>	5,975,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Joseph Sebo	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
12/11/2017	<u>Issuance</u>	25,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Joseph Sebo	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
12/11/2017	<u>Issuance</u>	25,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	William Rochfort	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
12/11/2017	<u>Issuance</u>	9,750,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	William Rochfort	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
12/15/2017	<u>Issuance</u>	3,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Ignite Relations	<u>Services Rendered</u>	<u>Unrestricted</u>	<u>Rule 144</u>
12/15/2017	<u>Issuance</u>	1,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	LCG-Vanessa Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
12/21/2017	<u>Issuance</u>	800,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Mark Pratt	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
1/4/2018	<u>Issuance</u>	20,000,000	<u>Common</u>	<u>.0005</u>	<u>Yes</u>	RB Capital Partners, Inc.- Brett Rosen	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>N/A</u>
1/5/2018	<u>Issuance</u>	20,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Stephen Russel	<u>Secur Equity</u>	<u>Restricted</u>	<u>N/A</u>
1/5/2018	<u>Issuance</u>	920,548	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Frank Janusz	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
1/5/2018	<u>Issuance</u>	871,233	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Frank Janusz	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
1/18/2018	<u>Issuance</u>	80,000,000	<u>Common</u>	<u>.0005</u>	<u>Yes</u>	RB Capital Partners, Inc.- Brett Rosen	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
1/26/2018	<u>Issuance</u>	1,775,350	<u>Common</u>	<u>.01</u>	<u>Yes</u>	James Kravitz	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
1/26/2018	<u>Issuance</u>	250,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Kathleen Zoleezi	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
1/26/2018	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	David Munoz	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
2/1/2018	<u>Issuance</u>	200,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Steven Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
2/1/2018	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Aaron Adler	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
2/1/2018	<u>Issuance</u>	1,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Rosemary Turrey	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
2/1/2018	<u>Issuance</u>	1,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Michaela Wofford	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
2/1/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	David Flores	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
2/1/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Steven Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>

2/1/2018	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Vanessa Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
2/1/2018	<u>Issuance</u>	15,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	James Hancock	<u>Employment Agreement</u>	<u>Restricted</u>	<u>N/A</u>
2/1/2018	<u>Issuance</u>	1,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Billie Jo Smith	<u>Employment Agreement</u>	<u>Restricted</u>	<u>N/A</u>
2/9/2018	<u>Issuance</u>	250,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
2/9/2018	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
2/9/2018	<u>Issuance</u>	2,500,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
2/9/2018	<u>Issuance</u>	2,500,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
2/9/2018	<u>Issuance</u>	116,800	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
2/9/2018	<u>Issuance</u>	2,250,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Frank Janusz	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
2/9/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Frank Janusz	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
2/20/2018	<u>Issuance</u>	80,000,000	<u>Common</u>	<u>.0005</u>	<u>Yes</u>	RB Capital Partners, Inc.- Brett Rosen	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>N/A</u>
3/27/2018	<u>Issuance</u>	813,350	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Harold Roger Netzer	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
3/27/2018	<u>Issuance</u>	803,300	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Harold Roger Netzer	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
3/27/2018	<u>Issuance</u>	307,650	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Harold Roger Netzer	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
3/27/2018	<u>Issuance</u>	804,100	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Chad Franklin Netzer	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
3/27/2018	<u>Issuance</u>	803,300	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Violeta Fiesta	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
3/27/2018	<u>Issuance</u>	813,350	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Violeta Fiesta	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
3/21/2018	<u>Issuance</u>	25,000,000	<u>Common</u>	<u>.0003</u>	<u>Yes</u>	Red Rock Capital Partners-Spencer Beard	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
3/20/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Gilbert Hooper	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
3/14/2018	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	David Munoz	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
4/5/2018	<u>Issuance</u>	1,371,750	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Barry Breshgold	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
4/13/2018	<u>Issuance</u>	15,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	David Munoz	<u>Services Rendered</u>	<u>Unrestricted</u>	<u>Rule 144</u>
4/13/2018	<u>Issuance</u>	4,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Billie Jo Smith	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>

4/26/2018	<u>Issuance</u>	80,470,000	<u>Common</u>	<u>.0005</u>	<u>Yes</u>	RB Capital Partners, Inc.- Brett Rosen	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
4/26/2018	<u>Issuance</u>	1,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	John Wiseman	<u>Convertible Note</u>	<u>Restricted</u>	<u>N/A</u>
5/4/2018	<u>Issuance</u>	1,787,350	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Robert Erick Miller	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
5/11/2018	<u>Cancellation</u>	920,548	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Frank Janusz	<u>NA</u>	<u>N/A</u>	<u>N/A</u>
5/11/2018	<u>Cancellation</u>	871,233	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Frank Janusz	<u>NA</u>	<u>N/A</u>	<u>N/A</u>
5/24/2018	<u>Cancellation</u>	1,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Barry Breshgold	<u>NA</u>	<u>NA</u>	<u>N/A</u>
6/20/2018	<u>Issuance</u>	10,151,664	<u>Common</u>	<u>.007</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
6/20/2018	<u>Issuance</u>	5,354,207	<u>Common</u>	<u>.007</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
6/20/2018	<u>Issuance</u>	5,636,618	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
6/22/2018	<u>Issuance</u>	250,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
7/2/2018	<u>Issuance</u>	2,072,146	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Barry Breshgold	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
7/3/2018	<u>Issuance</u>	1,805,733	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Donald Steinberg	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
7/3/2018	<u>Issuance</u>	2,396,164	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Donald Steinberg	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	285,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Vanessa Luna	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	151,999,990	<u>Common</u>	<u>.01</u>	<u>Yes</u>	James Hancock	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	49,999,990	<u>Common</u>	<u>.01</u>	<u>Yes</u>	William Rochfort	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	49,999,990	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Joseph Sebo	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	150,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Marijuana Company of America-Donald Steinberg	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	71,249,990	<u>Common</u>	<u>.01</u>	<u>Yes</u>	David Flores	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	68,500,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Aaron Adler	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	22,333,330	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Steven Luna	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	12,333,330	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Billie Jo Smith	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>

8/6/2018	<u>Issuance</u>	12,333,330	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Rosemary Turrey	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	9,833,340	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Crystal Garcia	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	22,133,330	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Jason LeBlanc	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Integrated Compliance Solutions-	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	80,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Stormy Simon	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Patrick Kilcoyne	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Joseph Frentzos	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	17,833,330	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Kevin Curtis	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Stephanie Kirby	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Kenya Kerio	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	David Rodman	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Vjett Sem	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Fernanda Salgado	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Rhiannon Henry	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	10,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Donald Steinberg	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Edmund Kerry Davis	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Mark Denzin	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Ray Minton	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Rachel Shipp	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Anna Zakowska	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Cap Greenberg, LLC - Joyce Greenberg	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/6/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Mark Glover	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
8/9/2018	<u>Issuance</u>	5,624,266	<u>Common</u>	<u>.007</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>

8/9/2018	<u>Issuance</u>	3,959,881	<u>Common</u>	<u>.007</u>	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
8/16/2018	<u>Issuance</u>	1,875,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Ina Masten	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
8/16/2018	<u>Issuance</u>	8,440,000	<u>Common</u>	<u>.001</u>	<u>Yes</u>	RB Capital Partners, Inc.- Brett Rosen	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
8/21/2018	<u>Returned to Treasury</u>	60,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Capital Growth Planning-Doug Miller	<u>NA</u>	<u>NA</u>	<u>NA</u>
8/21/2018	<u>Returned to Treasury</u>	34,723,935	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Ronald Lee Askew	<u>NA</u>	<u>NA</u>	<u>NA</u>
8/21/2018	<u>Returned to Treasury</u>	34,723,935	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Ronald G Meyers	<u>NA</u>	<u>NA</u>	<u>NA</u>
8/29/2018	<u>Issuance</u>	375,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Seth Lemay	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
9/10/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Mitchel Gonzales	<u>Merger</u>	<u>Restricted</u>	<u>N/A</u>
9/10/2018	<u>Issuance</u>	1,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Kevin Curtis	<u>Employment Agreement</u>	<u>Restricted</u>	<u>N/A</u>
9/13/2018	<u>Issuance</u>	16,834,000	<u>Common</u>	<u>.001</u>	<u>Yes</u>	RB Capital Partners, Inc.- Brett Rosen	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>N/A</u>
9/13/2018	<u>Issuance</u>	28,032,000	<u>Common</u>	<u>.001</u>	<u>Yes</u>	RB Capital Partners, Inc.- Brett Rosen	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>N/A</u>
10/18/2018	<u>Issuance</u>	1,175,479	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Donald Steinberg	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
10/18/2018	<u>Issuance</u>	5,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Austin Simon	<u>Employment Agreement</u>	<u>Restricted</u>	<u>N/A</u>
10/18/2018	<u>Issuance</u>	1,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Patrick Kilcoyne	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
10/18/2018	<u>Issuance</u>	1,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Joseph Frentsos	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
10/18/2018	<u>Issuance</u>	2,000,000	<u>Common</u>	<u>.01</u>	<u>Yes</u>	Kevin Curtis	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
10/29/2018	<u>Issuance</u>	16,970,000	<u>Common</u>	<u>.001</u>	<u>Yes</u>	RB Capital Partners, Inc.- Brett Rosen	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
10/29/2018	<u>Issuance</u>	84,540,000	<u>Common</u>	<u>.001</u>	<u>Yes</u>	RB Capital Partners, Inc.- Brett Rosen	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
10/03/2018	<u>Returned to Treasury</u>	11,500,000	<u>Preferred Series A</u>	<u>.01</u>	<u>Yes</u>	Sharon Hancock	<u>NA</u>	<u>NA</u>	<u>N/A</u>
10/03/2018	<u>Returned to Treasury</u>	11,500,000	<u>Preferred Series A</u>	<u>.01</u>	<u>Yes</u>	James Hancock	<u>NA</u>	<u>NA</u>	<u>N/A</u>
10/03/2018	<u>Returned to Treasury</u>	5,500,000	<u>Preferred Series A</u>	<u>.01</u>	<u>Yes</u>	William Rochfort	<u>NA</u>	<u>NA</u>	<u>N/A</u>

10/03/2018	<u>Returned to Treasury</u>	3,000,000	<u>Preferred Series A</u>	.01	<u>Yes</u>	Joseph Sebo	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
10/30/2018	<u>Issuance</u>	76,500,000	<u>Preferred Series A</u>	.01	<u>Yes</u>	Vanessa Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
11/2/2018	<u>Issuance</u>	1,000,000	<u>Common</u>	.01	<u>Yes</u>	Vyjett Sem	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
11/12/2018	<u>Return To Treasury</u>	2,500,000	<u>Preferred Series A</u>	.01	<u>Yes</u>	Donald Steinberg	<u>NA</u>	<u>NA</u>	<u>N/A</u>
11/14/2018	<u>Issuance</u>	6,879,453	<u>Common</u>	.005	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
11/27/2018	<u>Issuance</u>	35,000,000	<u>Common</u>	.01	<u>Yes</u>	Brandon Robinson	<u>Advisory board and Board of Directors service</u>	<u>Restricted</u>	<u>N/A</u>
Nov 2018	<u>Returned to Treasury</u>	15,000,000	<u>Common</u>	.0003	<u>Yes</u>	Donald Steinberg	<u>NA</u>	<u>N/A</u>	<u>N/A</u>
Dec 2018	<u>Returned to Treasury</u>	76,500,000	<u>Preferred Series A</u>	.01	<u>Yes</u>	Vanessa Luna	<u>NA</u>	<u>N/A</u>	<u>N/A</u>
Dec 2018	<u>Issuance</u>	69,000,000	<u>Preferred Series B</u>	.01	<u>Yes</u>	Vanessa Luna	<u>Services Rendered</u>	<u>Restricted</u>	<u>N/A</u>
12/5/2018	<u>Issuance</u>	161,290,322	<u>Common</u>	.0031	<u>Yes</u>	Brandon Robinson	<u>Equity Purchase</u>	<u>Restricted</u>	<u>N/A</u>
12/5/2018	<u>Issuance</u>	2,000,000	<u>Common</u>	.01	<u>Yes</u>	Richard Jones	<u>Advisory Board Agreement</u>	<u>Restricted</u>	<u>N/A</u>
12/5/2018	<u>Issuance</u>	2,000,000	<u>Common</u>	.01	<u>Yes</u>	Alexis Padilla	<u>Employment Agreement</u>	<u>Restricted</u>	<u>N/A</u>
12/5/2018	<u>Issuance</u>	1,287,260	<u>Common</u>	.01	<u>Yes</u>	Donald Steinberg	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
12/5/2018	<u>Issuance</u>	1,305,342	<u>Common</u>	.01	<u>Yes</u>	Dianna Steinberg	<u>Note Conversion</u>	<u>Restricted</u>	<u>N/A</u>
12/14/2018	<u>Issuance</u>	10,054,795	<u>Common</u>	.004	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
12/14/2018	<u>Issuance</u>	20,054,795	<u>Common</u>	.004	<u>Yes</u>	Richard Bruggemann	<u>Note Conversion</u>	<u>Unrestricted</u>	<u>Rule 144</u>
Shares Outstanding on <u>March 30, 2019:</u>	<u>Ending Balance:</u> Common: <u>3,125,103,045</u> Preferred: <u>Series A-1,000,000</u> Preferred <u>Series B-69,000,000</u>								

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.**

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.)
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1/6/2017	0	\$ 40,000	0	9-6-17	.01	Frank Janusz	Loan
1/30/2017	0	\$ 50,000	0	9-29-17	.01	Frank Janusz	Loan
2/15/2017	0	\$ 15,000	0	2-15-17	.01	Don Steinberg	Loan
3/3/2017	0	\$ 20,000	0	3-3-17	.01	Don Steinberg	Loan
3/7/2017	0	\$ 10,000	0	12-6-17	.01	Barry Breshgold	Loan
3/20/2017	0	\$ 10,000	0	12-19-17	.01	Barry Breshgold	Loan
5/1/2017	\$125,027	\$ 100,000	\$25,027	1-28-18	.01	Richard Bruggeman	Loan
5/8/2017	\$29,747	\$ 40,000	\$4,747	2-5-18	.01	Frank Janusz	Loan
5/24/2017	\$124,082	\$ 100,000	\$24,082	5-7-18	.01	Richard Bruggeman	Loan
7/20/2017	\$0.00	\$ 7,500	0	7-20-18	.001	RB Capital Partners - Brett Rosen	Loan
7/26/2017	0	\$ 10,000	0	1-27-18	.01	Barry Breshgold	Loan
7/27/2017	\$ 60,726	\$ 50,000	\$10,726	1-27-18	.01	Frank Janusz	Loan
8/9/2017	\$0.00	\$ 15,000	<u>\$0.00</u>	8-8-18	.001	RB Capital Partners- Brett Rosen	Loan
8/11/2017	\$0.00	\$ 10,000	<u>\$0.00</u>	8-11-18	.01	Donald Steinberg	Loan
9/7/2017	\$0.00	\$ 25,000	<u>\$0.00</u>	9-7-18	.001	RB Capital Partners- Brett Rosen	Loan
9/20/2017	\$0.00	\$ 15,000	<u>\$0.00</u>	9-20-18	.001	RB Capital Partners- Brett Rosen	Loan
9/25/2017	\$ 29,747	\$ 25,000	\$4,747	3-22-18	.01	Richard Bruggeman	Loan
10/2/2017	<u>\$0.00</u>	\$ 75,000	<u>\$0.00</u>	10-2-18	.001	RB Capital Partners- Brett Rosen	Loan
10/5/2017	\$ 29,644	\$ 25,000	\$4,644	4-5-18	.01	Richard Bruggeman	Loan
10/12/2017	\$ 45,852	\$ 40,000	\$5,852	10-12-17	.001	Seapoint Capital Partners, Inc.- Brett Rosen	Loan
10/30/2017	\$ 8,565	\$ 7,500	\$1,065	10-25-18	.001	Seapoint Capital Partners, Inc.- Brett Rosen	Loan
10/31/2017	\$ 57,003	\$ 50,000	\$7,003	10-30-18	.01	Seapoint Capital Partners, Inc.- Brett Rosen	Loan
11/17/2017	\$ 29,202	\$ 25,000	\$4,202	5-7-18	.01	Norman Semerjian	Loan
11/21/2017	\$ 22,663	\$ 20,000	\$2,663	11-21-18	.001	Seapoint Capital Partners, Inc.- Brett	Loan

						Rosen	
11/29/2017	\$ 79,136	\$ 70,000	\$9,136	11-29-18	.001	Seapoint Capital Partners, Inc.- Brett Rosen	Loan
12/11/2017	\$ 56,329	\$ 50,000	\$6,329	12-11-18	.001	Seapoint Capital Partners, Inc.- Brett Rosen	Loan
12/15/2017	\$ 28,914	\$ 25,000	\$3,914	12-15-18	.01	Carl Zenz	Loan
12/19/2017	\$ 11,549	\$ 10,000	\$1,549	9-19-18	.01	Barry Breshgold	Loan
12/29/2017	\$ 112,066	\$ 100,000	\$12,066	12-29-18	.001	Seapoint Capital Partners, Inc.- Brett Rosen	Loan
12/29/2017	\$ 112,066	\$ 100,000	\$12,066	12-29-17	.001	Rosen Capital - Brett Rosen	Loan
1/3/2018	\$ 44,774	\$ 40,000	\$ 4,774	1-3-19	.001	Seapoint Capital Partners, Inc.- Brett Rosen	Loan
1/17/2018	\$ 278,685	\$ 250,000	\$ 28,685	1-17-19	.001	Seapoint Capital Partners, Inc.- Brett Rosen	Loan
2/6/2018	\$ 44,327	\$ 40,000	\$ 4,327	2-6-19	.001	Seapoint Capital Partners, Inc.- Brett Rosen	Loan
2/15/2018	\$ 138,151	\$ 125,000	\$13,151	2-15-19	.001	Seapoint Capital Partners, Inc.- Brett Rosen	Loan
3/15/2018	\$ 78,400	\$ 70,000	\$8,400	3-15-19	.0085	Bertha Rescon	Loan
3/16/2018	\$ 82,175	\$ 75,000	\$7,175	3-16-19	.001	RB Capital Partners, Inc.- Brett Rosen	Loan
4/20/2018	\$ 65,050	\$ 60,000	\$5,050	4-20-19	.001	RB Capital Partners, Inc.- Brett Rosen	Loan
5/31/2018	\$ 107,068	\$ 100,000	\$7,068	5-31-19	.001	RB Capital Partners, Inc.- Brett Rosen	Loan
7/29/2018	\$ 10,641	\$ 10,000	\$641	7-29-19	.005	Barry Breshgold	Loan
7/30/2018	\$ 21,019	\$ 20,000	\$1,019	7-30-19	.001	RB Capital Partners, Inc.- Brett Rosen	Loan
8/23/2018	\$ 52,692	\$ 50,000	\$2692	8-23-19	.005 with common stock purchase warrants up the original investment expiring two years from execution	Donald Steinberg	Loan
8/24/2018	\$ 15,801	\$ 15,000	\$801	8-24-19	.001	Stormy Simon	Loan
9/14/2018	\$ 15,538	\$ 15,000	\$538	9-14-19	.001	RB Capital Partners, Inc.- Brett Rosen	Loan
9/18/2018	\$ 26,079	\$ 25,000	\$1,079	9-18-19	.005	Howard Kornblue	Loan

10/29/2018	NA	\$500,000	NA	NA	.0031 with common stock purchase warrants for up to the original investment at the same rate expiring one year from execution	Planet 13, LLC- Brandon Robinson	Equity Purchase
12/7/2018	\$50,000	\$50,000.00	\$411	12-7-19	.10	RB Capital Partners, Inc.- Brett Rosen	Loan
12/21/2018	\$50,000	\$50,000.00	\$132	12-21-19	.06	RB Capital Partners, Inc.- Brett Rosen	Loan
12/21/2018	NA	\$150,000	NA	NA	.0025 with common stock purchase warrants for up to 340,000,000 additional shares. Warrants expiring one year from execution	Payment USA, LLC- E.W. Wright	Equity Purchase
12/28/2018	\$50,000	\$50,000.00	\$66	12-28-19	.05	RB Capital Partners, Inc.- Brett Rosen	Loan

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)²:

Name: **Michael Handelman**
Title: Accountant
Relationship to Issuer: Independent Contractor

- A. Balance sheet;
- B. Statement Profit and Loss;
- C. Statement of Cash Flows;
- D. Statement of Stockholder's deficit
- E. Financial Notes

Financial Statements for this 2018 Annual Report are attached at the end of this Disclosure.

PCAOB Audited Financials: are posted on the OTCMARKETS WEBSITE www.otcmarkets.com 2009 posted on Feb. 4, 2011; 2010 and 2011 Audited Financials were posted on April 22, 2012. The 2012 Audit posted on May 1st 2014. The 2013 Audit posted on August 6th, 2014.

5) Issuer's Business, Products and Services

A. A description of the issuer's business operations;

From 2014 to 2017 Global focused on identifying new state of the art technologies in a variety of industry sectors and successfully helped launch MoneyTrac Technology Inc. and other companies within the FinTech space. In 2018 Global completed a reverse triangular merger with MoneyTrac Technology Inc. and now wholly owns subsidiary MTrac Tech Corporation. Global's current focus is continuing to identify new business opportunities while it reorganizes its future business endeavors.

² The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

- C. 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.

About MTrac Tech Corporation: MTrac Tech Corporation is a Nevada Corporation and is a privately held wholly owned subsidiary of Global Payout, Inc. MTrac is a software technology, sales and marketing, and business development company focused on "high risk" and "high cost" industries. MTrac is dedicated to solving some of the toughest financial challenges facing these industries by offering, in managements' estimation, a secure and compliant payment processing platform powered by patented innovative technology licensed from GreenBox POS. The business plan is to deliver these technologies to business owners who are routinely excluded from traditional financial solutions in the world of digital commerce. The system's inherent security and customized reporting allows, in management's opinion, MTrac to serve as a "friend of regulation and a compliment to banking" and in the process serves as The Key to Cashless® for a number of businesses operating in some of today's fastest growing "high risk" industries.

Current Officers:

Vanessa Luna, CEO
David Flores, Executive Vice President
Aaron Adler, Chief Revenue Officer
Jason LeBlanc, Chief Operations Officer

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

Company Products and Services

From inception until November, 2016 the Company operated a prepaid credit card business and various other payment technology enterprises under the leadership of James Hancock. In November, 2016 we retained the services of Vanessa Luna, our current CEO, as a business development consultant. Pursuant to her retention Ms. Luna undertook to finalize the development of, and market a closed loop prepayment gateway which would enable merchants to process payment transactions. Ms. Luna's efforts in this regard constituted the focus of the Company and continued through December, 2017.

GLOBAL PAYOUT - OPERATIONAL AND HOLDING COMPANY

Products and Services

We hold an exclusive license to a unique blockchain ledger-based payment processing platform, developed by GreenBox POS LLC (OTCQB: GRBX, "GreenBox), that allows us to offer it to High Risk merchants (hereinafter, the "MTrac System"). Recently our core focus has been on the newly legal Cannabis industry (as recognized under State law), as this represents a highly regulated and financially underserved industry in need of a secure and compliant cashless payment solution. The transactional data processing bandwidth and audit-ready reporting features of this system, made possible through blockchain technology, ease the regulatory burdens for regulators, merchants, and financial institutions such as commercial banks, while allowing consumers to utilize a familiar credit card payment model to pay for purchases from High Risk merchants.

The MTrac™ System

Consumer and Merchant Demand as the Genesis of the MTrac System: The MTrac System derives, management contends, from the desire of High Risk merchants to offer secure and compliant payment methods other than cash, to its consumers for the purchase of its goods or services. Management's analysis is as follows: Traditionally, High Risk merchants such as those in the cannabis industry, have been forced to demand payment for their goods and services in cash because the credit card industry refuses to accept charges from High Risk merchants engaged in what is considered a "High-Risk" business. This exclusion from viable digital commerce solutions is problematic for contemporary customers who wish to use methods other than cash to purchase goods and services. Therefore, both merchants and their customers are dissatisfied with the High Risk merchant point of sale experience, as it exists today. The MTrac System solves these problems by providing our merchants and their customers with a payment option that feels like, and indeed is in our opinion, a true "credit card" experience. MTrac consumers are able to purchase goods and services

from High Risk merchants simply by swiping their credit or debit cards, which is a familiar experience similar to the purchase of coffee at a local coffee shop.

Technology Underlying Our MTrac System: The platform upon which our solution exists was built by our technology licensor, GreenBox. The following is a description based on the representations received by management: GreenBox maintains and supports the technology for all industry verticals that use it, including ours. They serve as the system administrator, and the Blockchain technology serves as the settlement engine on transactions. Generally, a blockchain is a distributed ledger that uses digital keys to verify transactions. Blockchain ledgers provide a robust and secure platform to log immense volumes of immutable transactional records in real time. Utilizing the GreenBox Technology via the MTrac System, consumers use their credit or debit card to pay for the transaction, and in so doing, purchase credits on the GreenBox system. This is accomplished by loading a virtual wallet which then transfers credits to the merchant's wallet on a dollar for dollar basis, in exchange for its goods and services. These transfers take place behind the scenes instantaneously, which preserves the experience for both the customer and the merchant. Each dollar spent at a merchant's point of sale buys a dollar of credit on the GreenBox system, enabling the merchant customer to purchase the desired product or service just as they would in any common retail transaction. GreenBox facilitates all financial elements of the closed-loop ecosystem and acts as the administrator for all related accounts. GreenBox holds several provisional patents. Additional information on GreenBox's technology can be found in their disclosures via OTC:QB (GRBX)

The MTrac System and its Merchant Wallet component also help High Risk merchants by providing a system to track and make payments via digital check, or to track and pay invoices via wallet transfers to other MTrac merchants within the blockchain's ecosystem. The MTrac System streamlines business processes by reducing the amount of cash transactions that a given High Risk merchant is forced to process, which requires counting, storing and depositing.

Monetization: MTrac is able to monetize the MTrac system through transactional fees. When a purchase is made by a customer a fee is assessed to the merchant that is divided per the terms of the licensing agreement between Greenbox, Cultivate, and MTrac Tech. Additional fees are assessed when moves from wallet to wallet (in support of B2B transactions between merchants and wholesalers).

6) Issuer's Facilities

As of June 25, 2018, the Company's main office is located at 5333 S. Arville St. #206, Las Vegas NV, 89118. In addition to serving as the Company's recognized corporate headquarters, this office also serves as the Company's sales and marketing hub for all merchant sales. Currently this office is home to 5 of the Company's employees. The monthly lease amount through 2018 was at a rate of \$1,677.00 and will increase to \$1,760.85 as of January 31, 2019, and to \$1,848.89 as of January 31, 2020.

The Company operates a second location in 8880 Rio San Diego Dr., Suite 800 San Diego, CA 92108 which serves as the Executive Offices for the Company due to its proximity to the GreenBox POS, LLC corporate office location. The lease is on a month-to-month term for a monthly lease amount of \$900

Patents, Trademarks, Copyrights and License

As of June 26, 2018, the following Trademark filings have been submitted, and confirmed by MTrac's Trademark Attorney, Richard L. Morris, Jr., Esq., to be in the final stages of the Trademark application process and to-date have not received any objections:

MTrac™

The Key to Cashless®

Competition

The target markets in which we operate are competitive and evolving. Our competitors range from large, well-established vendors to smaller, earlier-stage companies.

We seek to differentiate ourselves from competitors primarily based on the patented features available within our MTrac System that are especially unique and beneficial for merchants operating in High Risk industries. The capabilities of this software allow for it to be seamlessly integrated into existing POS and other operating systems which allows for implementation in industries other than those considered High Risk.

Aside from our core focus in the MTrac System, the Company also intends to differentiate itself from competitors by establishing a strong group of diversified holdings that branch-out into a variety of different service offerings outside of SaaS such as, but not limited to, business development and sales and marketing for new and evolving businesses throughout the emerging technology market sector. and our focus on building products and services that are cohesive, fast, self-serve, and dependable. With respect to each of these factors, we believe that we compare favorably to our competitors.

Government Regulation

Foreign and domestic laws and regulations apply to many key aspects of our business. Any actual or perceived failure to comply with these requirements may result in, among other things, revocation of required licenses or registrations, loss of approved status, private litigation, regulatory or governmental investigations, administrative enforcement actions, sanctions, civil and criminal liability, and constraints on our ability to continue to operate. It is also possible that current or future laws or regulations could be interpreted or applied in a manner that would prohibit, alter, or impair our existing or planned products and services, or that could require costly, time-consuming, or otherwise burdensome compliance measures from us.

7) Officers, Directors, and Control Persons

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>Vanessa Luna</u>	<u>Officer/Director</u>	<u>San Diego, CA</u>	<u>336,000,000</u>	<u>Common</u>	<u>10.8%</u>	
<u>Vanessa Luna</u>	<u>Officer Director</u>	<u>San Diego, CA</u>	<u>69,000,000</u>	<u>Preferred Series B</u>	<u>100%</u>	
<u>David Flores</u>	<u>Officer/Director</u>	<u>Las Vegas, NV</u>	<u>78,249,990</u>	<u>Common</u>	<u>2.5%</u>	
<u>Stormy Simon</u>	<u>Director</u>	<u>Erda, UT</u>	<u>80,000,000</u>	<u>Common</u>	<u>2.5%</u>	<u>Past Director resigned on March 1, 2019</u>
<u>Aaron Adler</u>	<u>Officer/Director</u>	<u>San Diego, CA</u>	<u>78,500,000</u>	<u>Common</u>	<u>2.5%</u>	<u>Past Director resigned on December 31, 2018</u>
<u>Brandon Robinson</u>	<u>Owner of More than 5% of Outstanding</u>	<u>Duson, Louisiana</u>	<u>196,290,322</u>	<u>Common</u>	<u>6.2%</u>	<u>Past Director resigned on December 31, 2018</u>
<u>James Hancock</u>	<u>Owner of More than 5% of Outstanding</u>	<u>San Diego, CA</u>	<u>288,937,804</u>	<u>Common</u>	<u>9.2%</u>	

8) Legal/Disciplinary History

- A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:
1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

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

None

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

None

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

None

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

None.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Joseph Emas
Firm: Joseph I. Emas, Attorney at Law Address 1: 525 93 Street
Address 2: Miami, FL 33154
Phone: 305-531-1174
Email: jiemas@josephiemaspa.com

Name: Lance Rogers
Firm: Law Offices Lance Rogers
Address 1: 315 S. Coast Highway 101, Encinitas, CA 92024
Phone: 619-333-6882
Email: Lance@lrogerslaw.com

Name: Richard L Morris, Jr., Esq.
Firm: Richard L. Morris, Attorney at Law Address 1: 1000 West Avenue, Suite 114 Address 2: Miami Beach, Florida 33139 Phone: (305) 673-6686
Email: richard@4trademark.com

Auditor:

Name: Scott Neue
Firm: Frucci and Associates Address 1: 802 N Washington
Address 2: Spokane, WA 99201 Phone: 509-624-9223 Email: scott_neue@fruci.com

Investor Relations Contact:

Name: Steve Luna Company: Global Payout
Address 1: 5333 S Arville St. #206, Las Vegas Nevada
Phone:702-333-4886
Email: ir@globalpayout.com

Finance/Accounting:

Name: Michael Handelman
Firm: Michael Handelman Address 1: 3210 Rickey Court Address 2: Thousand Oaks, CA 91362 Phone:805-341-2631 Email:
mhandelmangroup@gmail.com

Principal Executive Officer and Principal Financial Officer

I, Vanessa Luna, certify that:

1. I have reviewed this Annual Report for the year ended December 31, 2018, of Global Payout, 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 30, 2019

/s/ Vanessa Luna

I, David Flores, certify that:

1. I have reviewed this Annual Report for the year ended December 31, 2018, of Global Payout, 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 30, 2019

/s/ David Flores

Global Payout, Inc.
Condensed Consolidated Balance Sheets
(unaudited)

ASSETS	December 31,	Restated
Current assets:	2018	December 31,
Cash	\$ 281,781	\$ 105,117
Accounts Receivable	324,916	194,648
Prepaid Expenses	30,000	1,000
Total current assets	<u>636,697</u>	<u>300,765</u>
Capitalized software costs and other assets	106,500	1,384,476
Deposits	1,000	-
Fixed Assets-Net	5,583	832
Total Assets	<u>\$ 749,780</u>	<u>\$ 1,686,073</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts Payable and accrued expenses	\$ 401,696	\$ 475,843
Accrued Wages	-	34,152
Convertible Notes Payable-Net of Discount of \$322,751 and \$35,106	3,565,711	3,532,790
Accrued Interest	1,272,500	236,937
Loans and Notes Payable	92,400	-
Loan Payable - related party	200,000	-
Total current liabilities	<u>5,532,307</u>	<u>4,279,722</u>
Commitments and Contingencies	-	-
Stockholders' Deficit:		
Series A Preferred stock, par value \$0.001, 1,000,000 shares authorized 1,000,000 and 40,000,000 shares issued and outstanding as of December 31, 2018 and Dec. 31, 2017	1,000	40,000
Series B Preferred stock, par value \$0.001, 69,000,000 shares authorized 69,000,000 and 0 shares issued and outstanding as of December 31, 2018 and Dec. 31, 2017	69,000	-
Series C Preferred stock, par value \$0.001, 10,000,000 shares authorized 0 shares issued and outstanding as of December 31, 2018 and Dec. 31, 2017	-	-
Common stock, par value \$0.001, 4,000,000,000 shares authorized 3,125,103,045 and 1,289,211,754 shares issued and outstanding as of December 31,2018 and Dec. 31,2017	3,125,103	1,289,212
Treasury Stock	(19,855)	(19,855)
Additional paid in capital	27,956,624	24,011,455
Accumulated deficit	(35,914,399)	(27,914,461)
Total Stockholders' Deficit	<u>(4,782,527)</u>	<u>(2,593,649)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 749,780</u>	<u>\$ 1,686,073</u>

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

Global Payout, Inc.
Condensed Consolidated Statements of Operations
(unaudited)

	For the Year Ended	
	December 31, 2018	December 31, 2017
Revenue	\$80,860	\$115,155
Cost of goods sold	-	15,587
Gross Profit	80,860	99,568
Operating Expenses:		
Stock based Compensation	4,025,173	2,672,967
General and administrative	2,420,016	734,957
Total operating expenses	6,445,189	3,407,924
Loss from operations	(6,364,329)	(3,308,356)
Other Income (Expense)		
Interest expense	(561,329)	(463,151)
Amortization of debt discount	(1,206,765)	(1,046,236)
Other income (expense)	132,485	-
Total Other Income (Expense)	(1,635,609)	(1,509,387)
Income (Loss) Before Income Taxes	(7,999,938)	(4,817,743)
Income Tax Expense	-	-
Net Income (Loss)	\$ (7,999,938)	\$ (4,817,743)
Net income (loss)		
-Basic	\$ (0.00)	\$ (0.00)
-Diluted	\$ (0.00)	\$ (0.00)
Weighted average common shares outstanding		
-Basic		
-Diluted	2,321,528,167	979,176,103
	1,635,200,120	979,176,103

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

Global Payout, Inc.
Condensed Consolidated Statements of Stockholders' Deficit
(unaudited)

	Common Shares		Series A Preferred		Treasury Stock	Series B Preferred		Additional Paid-In Capital	Accumulated Deficit	Equity (Deficit)
	Shares Issued	Amount	Shares Issued	Amount		Shares Issued	Amount			
Balance December 31, 2017	1,289,211,754	\$ 1,289,212	40,000,000	\$ 40,000	(19,855)	-	\$ -	\$ 24,011,455	\$ (27,914,461)	(2,593,649)
Issuance of common stock	1,835,891,291	1,835,891						3,324,169		5,160,060
Issuance of preferred stock for services						69,000,000	69,000	621,000		690,000
Preferred stock converted and redeemed			(39,000,000)	(39,000)						(39,000)
Net loss									(7,999,938)	(7,999,938)
Balance December 31, 2018	3,125,103,045	\$ 3,125,103	1,000,000	\$ 1,000	(19,855)	69,000,000	\$ 69,000	\$ 27,956,624	\$ (35,914,399)	\$ (4,782,527)

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

Global Payout, Inc.
Condensed Consolidated Statements of Cash Flows
(unaudited)

	For the Year Ended	
	December 31, 2018	December 31, 2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ (7,999,938)	\$ (4,817,743)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation		2,500
Common stock issued for services	4,025,173	2,672,967
Amortization of debt discount and debt issuance cost	1,206,765	1,046,236
Changes in operating liabilities		
Accounts receivable	(130,268)	73,935
Prepaid expenses and other current assets	(69,732)	-
Accounts payable	(74,147)	155,872
Accrued interest	1,035,563	(19,274)
Accrued payroll	(34,152)	(68,316)
Net Cash Used in Operating Activities	(2,040,736)	(953,823)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Advances from related party	200,000	-
Proceeds from loans payable	522,400	-
Proceeds from issuance of common stock	500,000	-
Proceeds from issuance of convertible note payable	995,000	1,019,000
Net Cash Provided by Financing Activities	2,217,400	1,019,000
Net Increase in Cash	176,664	65,177
Cash at Beginning of Period	105,117	39,940
Cash at End of Period	\$ 281,781	\$ 105,117

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid during the year for:

Interest	\$ -	\$ -
Income taxes paid	\$ -	\$ -

SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:

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

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

Global Payout, Inc. ("Global Payout" and the "Company") was organized under the laws of the State of California on July 24, 2009 as a corporation and became a public entity on December 9, 2010 as a Florida corporation. On March 14, 2011 the Company merged into its wholly owned subsidiary, Global Payout, Inc., a California Corporation.

Merger: As more fully described above, on June 12, 2018 MoneyTrac Technology merged with Global Payout, Inc. and changed the business model of the overall company. Global will now focus on the delivery of a blockchain powered payment platform to a variety of "high-cost" and "high risk" industries. MTrac is solving the problem of cash and high-cost payment processing in ' high-risk ' industries, where legal businesses are being denied access to traditional banking models. Our cashless solution, built on patented blockchain technology developed by Greenbox and licensed to us, is able to secure funds in a one-to-one ratio, which move into the ecosystem via cash, credit, or ACH, with preset guidelines and restrictions to satisfy AML/KYC compliance. Cashless transactions occur between two parties on the MTrac platform without the need of a third-party intermediary. Since the funds are secured and verified upon entry, all transactions settle immediately without having to wait for reconciliation.

The MTrac platform is a secure, closed-loop ecosystem, where customers can load currency in a one-to-one ratio for the purpose of engaging in commerce via digital payments or what we refer to as "trust keys" . Point of sale transactions are recorded on a blockchain ledger, which provides business owners the ability to track sales and automate payment functions, such as payroll, vendors, and tax structure, while the tamper-free ' record- keeping' aspect of the ledger facilitates compliance for the business, its stakeholders, and regulatory agencies.

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America ("GAAP" accounting). The Company has adopted a December 31 fiscal year end.

Revenue Recognition

The Company recognizes revenue when products are fully delivered, or services have been provided and collection is reasonably assured. The Company's revenues are derived from its wholly owned subsidiary MTrac Tech Corp who holds an "Exclusive 5-year License" from GreenBox POS, LLC.

MTrac is able to monetize the MTrac system through transactional fees. When a purchase is made by a customer a fee is assessed to the merchant that is divided per the terms of the licensing agreement between Greenbox, Cultivate, and MTrac Tech. Additional fees are assessed when moves from wallet to wallet (in support of B2B transactions between merchants and wholesalers).

Accounts Receivable

The Company uses the allowance method for determining the collectability of the accounts receivable. The allowance method recognizes bad debt expense following a review of the individual accounts outstanding in light of the surrounding facts. Accounts receivable are reported at their outstanding unpaid principal balances reduced by an allowance for doubtful accounts based on historical bad debts, factors related to specific customers' ability to pay

and economic trends. The Company writes off December 31, 2018, no allowance for doubtful accounts has been established.

Accounting Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates include assumptions made in estimated useful lives of property and equipment, accruals for potential liabilities, certain assumptions used in deriving the fair value of share-based compensation and beneficial conversion feature of notes payable, and realization of deferred tax assets.

Stock-Based Compensation

The Company periodically issues stock options and warrants to employees and non-employees in non-capital raising transactions for services and for financing costs. The Company accounts for stock option and warrant grants issued and vesting to employees based on the authoritative guidance provided by the Financial Accounting Standards Board whereas the value of the award is measured on the date of grant and recognized over the vesting period. The Company accounts for stock option and warrant grants issued and vesting to non-employees in accordance with the authoritative guidance of the Financial Accounting Standards Board whereas the value of the stock compensation is based upon the measurement date as determined at either a) the date at which a performance commitment is reached, or b) at the date at which the necessary performance to earn the equity instruments is complete.

Non-employee stock-based compensation charges generally are amortized over the vesting period on a straight-line basis. In certain circumstances where there are no future performance requirements by the non-employee, option grants are immediately vested and the total stock-based compensation charge is recorded in the period of the measurement date.

The fair value of the Company's common stock option and warrant grants is estimated using the Black-Scholes option pricing model, which uses certain assumptions related to risk-free interest rates, expected volatility, expected life of the common stock options, and future dividends. Compensation expense is recorded based upon the value derived from the Black-Scholes option pricing model, and based on actual experience. The assumptions used in the Black-Scholes option pricing model could materially affect compensation expense recorded in future periods.

Fair Value of Financial Instruments

The Company follows paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments and paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

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

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and

liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company's financial assets and liabilities, such as cash, prepaid expense, accounts payable and accrued payables, approximate their fair values because of the short maturity of these instruments.

Derivative Financial Instruments

The Company evaluates its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For derivative financial instruments that are accounted for as liabilities, the derivative instrument is initially recorded at its fair value and is then re-valued at each reporting date, with changes in the fair value reported in the consolidated statements of operations. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Property and Equipment

Property and equipment is recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation is computed by the straight-line method (after taking into account their respective estimated residual values) over the assets estimated useful lives. Upon sale or retirement, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the statements of operations. Leasehold improvements are amortized over the shorter of the expected useful lives of the related assets or the lease term.

Management assesses the carrying value of property and equipment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If there is indication of impairment, management prepares an estimate of future cash flows expected to result from the use of the asset and its eventual disposition. If these cash flows are less than the carrying amount of the asset, an impairment loss is recognized to write down the asset to its estimated fair value. For the years ended December 31, 2018 and 2017, the Company did not recognize any impairment for its property and equipment.

Income Tax Provision

The Company follows the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Operations in the period that includes the enactment date.

The Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

Recently Issued Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers. ASU 2014-09 is a comprehensive revenue recognition standard that will supersede nearly all existing revenue recognition guidance under current U.S. GAAP and replace it with a principle based approach for determining revenue recognition. ASU 2014-09 will require that companies recognize revenue based on the value of transferred goods or services as they occur in the contract. The ASU also will require additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU 2014-09 is effective for interim and annual periods beginning after December 15, 2017. Early adoption is permitted only in annual reporting periods beginning after December 15, 2016, including interim periods therein. Entities will be able to transition to the standard either retrospectively or as a cumulative-effect adjustment as of the date of adoption. The Company is in the process of evaluating the impact of ASU 2014-09 on the Company's financial statements and disclosures. The Company will adopt the provisions of this statement in the first quarter of fiscal 2018.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, Leases. ASU 2016-02 requires a lessee to record a right of use asset and a corresponding lease liability on the balance sheet for all leases with terms longer than 12 months. ASU 2016-02 is effective for all interim and annual reporting periods beginning after December 15, 2018. Early adoption is permitted. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. The Company is in the process of evaluating the impact of ASU 2016-02 on the Company's financial statements and disclosures

On June 20, 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2018-07, Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting. ASU 2018-07 is intended to reduce cost and complexity and to improve financial reporting for share-based payments to nonemployees (for example, service providers, external legal counsel, suppliers, etc.). Under the new standard, companies will no longer be required to value non-employee awards differently from employee awards. Meaning that companies will value all equity classified awards at their grant date under ASC 718 and forgo revaluing the award after this date. The Company has chosen to early adopt this standard.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying financial statements.

NOTE 1 - LOAN PAYABLE-SHAREHOLDER

A shareholder has provided funds as needed to pay for certain expenses. As of December 31, 2018, \$200,000 is due to the shareholder.

NOTE 2 – CONVERTIBLE NOTES PAYABLE

Global Payout, Inc., does not have written consent from the Note Holder's to publish their names.

As of December 31, 2018, the Company has one-hundred-five separate convertible notes outstanding totaling \$3,888,462.

As of December 31, 2018, the financials reflect accrued interest expenses on these notes of \$1,272,500 and amortized interest expense of \$1,206,765 relating to the amortization of the discount on those convertible notes of with a remaining discount balance of \$322,751.

On April 28, 2017 the Company issued a note for \$100,000 due January 28, 2018 bearing interest at 15%.

On May 5, 2017 the Company issued a note for \$40,000 due February 5, 2018 bearing interest at 15%.

On May 17, 2017 the Company issued a note for \$100,000 due May 17, 2018 bearing interest at 15%.

On July 27, 2017, the Company issued a note for \$50,000 due January 27, 2018 bearing interest at 15%.

On September 22, 2017 the Company issued a note for \$25,000 due March 22, 2018 bearing interest at 15%.

On October 5, 2017 the Company issued a note for \$25,000 due April 5, 2018 bearing interest at 15%.

On October 12, 2017 the Company issued a note to Seapoint Capital Partners, Inc. in the amount of \$40,000, due October 12, 2018 with interest at 12%

On October 25, 2017 the Company issued a note receivable to Seapoint Capital Partners, Inc. for \$7,500, due October 25, 2018 interest at 12% convertible at a fixed price of \$0.001 per share.

On October 30, 2017, the Company issued a note to Seapoint Capital Partners, Inc. for \$50,000, with interest at 12%, due October 30, 2018

On November 15, 2017 the Company was loaned \$20,000 with interest at 12% due upon demand.

On November 17, 2017 the Company issued a note for \$25,000 due May 17, 2018 bearing interest at 15%.

On November 21, 2017 the Company issued a note receivable to Seapoint Capital Partners, Inc. in the amount of \$20,000, with interest at 12% due November 21, 2018

On November 29, 2017 the Company issued a note receivable to Seapoint Capital Partners, Inc. in the amount of \$70,000, with interest at 12% due November 29, 2018

On December 12, 2017 the Company issued a note receivable to Seapoint Capital Partners, Inc. in the amount of \$50,000 due December 12, 2018 bearing interest at 12% convertible at a fixed rate of \$0.001 per share.

On December 15, 2017 the Company issued a note receivable in the amount of \$25,000 due December 15, 2018 bearing interest at 15%.

On December 19, 2017 the Company issued a note receivable for \$10,000 due September 19, 2018 bearing interest at 15%.

On December 29, 2017 the Company issued a note receivable to Rosen Capital, LLC, for \$100,000 due December 29, 2018 with interest at 12%

On December 29, 2017 the Company issued a note receivable to Seapoint Capital Partners, Inc. for \$100,000 due December 29, 2018 with interest at 12% due December 29, 2018 convertible at a fixed price of \$0.001 per share.

On January 3, 2018 the Company received a note receivable to Seapoint Capital Partners, Inc. for \$40,000 due January 3, 2019 with interest at 12% convertible at a fixed price of \$0.001 per share.

On January 17, 2018 the Company issued a note receivable to Seapoint Capital Partners, Inc. for \$250,000 due January 17, 2019 bearing interest at 12%.

On February 6, 2018 the Company issued a note receivable to Seapoint Capital Partners, Inc. for \$40,000 with interest at 12% due February 6, 2019

On February 15, 2018 the Company issued a note receivable to Seapoint Capital Partners, Inc. for \$125,000 due February 15, 2019 with interest at 12%

On March 15, 2018 the Company issued a note receivable for \$70,000 with interest at 15% due March 15, 2019 and convertible at a fixed rate of \$0.085 per share.

On March 16, 2018 the Company issued a note receivable to Seapoint Capital Partners, Inc. in the amount of \$75,000 due March 16, 2019 with interest at 12%

On March 16, 2018 the Company issued a note receivable for a loan of \$410,000 with interest at 12%.

On April 20, 2018 the Company issued a \$60,000 note receivable to Seapoint Capital Partners due April 20, 2019 with interest at 12%

On May 31, 2018 the Company issued a note for \$100,000 to RB Capital Partners, Inc. due May 31, 2019 with interest at 12%

On July 29, 2018 the Company issued a note for \$10,000 due July 29, 2019 bearing interest at 15%.

On July 30, 2018 the Company issued a note for \$20,000 due July 30, 2019 to RB Capital Partners, Inc. with interest at 12%

On August 24, 2018 the Company issued a note for \$15,000 due August 24, 2018 bearing interest at 12%.

On August 29, 2018 the Company Issued a note for \$50,000 due August 29, 2019 bearing interest at 15%.

On September 14, 2018 the Company issued a note for \$15,000 to RB Capital Partners due September 14, 2018 and bearing 12% interest.

On September 24, 2018 the Company issued a note for \$25,000 due September 24, 2019 bearing interest at 15%..

On December 7, 2018 the Company issued a note for \$50,000 to RB Capital Partners convertible at a fixed rate of .10, bearing 12% interest and due in one year.

On December 21, 2018 the Company issued a note for \$50,000 to RB Capital Partners convertible at a fixed rate of .06, bearing 12% interest and due in one year.

On December 28, 2018 the Company issued a note for \$50,000 to RB Capital Partners convertible at a fixed rate of .05, bearing 12% interest and due in one year.

NOTE 3 -DEFERRED FINANCING COST

Costs incurred in connection with financing activities are deferred and amortized over the terms of the related debt agreements, currently ranging up to one year. As of December 31, 2018, \$48,229 in interest expense was recognized. Total deferred financing costs, net of accumulated amortization had a remaining balance of \$0.

NOTE 4-COMMON STOCK

The Company has 4,000,000,000 shares \$0.001 par value common stock authorized.

During the year ended December 31, 2018, the Company issued 1,835,891,291 shares of restricted common stock. As of December 31, 2018, there were 3,125,103,045 shares of common stock issued and outstanding.

NOTE 5-PREFERRED STOCK

The Company has 80,000,000 shares \$0.001 par value preferred stock authorized.

1,000,000 authorized Series A Preferred shares with 1,000,000 shares issued and outstanding as of December 31, 2018.

69,000,000,000 authorized Series B Preferred shares with 69,000,000 shares issued and outstanding as of December 31, 2018.

10,000,000 authorized Series C Preferred shares with 0 shares issued and outstanding as of December 31, 2018.

Global Payout Series A Convertible Preferred vote 10 to 1 over common and is convertible into common stock on a one-for-one basis. Series B Convertible Preferred vote 100-1 over Common and is convertible into common stock on a one-for-one basis. Series C Convertible Preferred shares have the same votes as common and are convertible 10-1 into common stock.

NOTE 6-TREASURY STOCK

As of December 31, 2018, the Company has 785,000 shares of the Company's common stock at a cost of \$19,855.

NOTE 7-INCOME TAXES

As of December 31, 2018, the Company had net operating loss carry forwards of approximately \$3,500,000 that may be available to reduce future years' taxable income through 2031. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements, as their realization is determined not likely to occur and accordingly, the Company has recorded a valuation allowance for the deferred tax asset relating to these tax loss carry-forwards.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for Federal income tax reporting purposes are potentially subject to annual limitations. Should a change in ownership occur net operating loss carry forwards may be limited as to use in future years.

NOTE 8- COMMITMENTS AND CONTINGENCIES

As of June 25, 2018, the Company's main office is located at 5333 S. Arville St. #206, Las Vegas NV, 89118. In addition to serving as the Company's recognized corporate headquarters, this office also serves as the Company's sales and marketing hub for all merchant sales. Currently this office is home to 5 of the Company's employees. The monthly lease amount through 2018 was at a rate of \$1,677.00 and will increase to \$1,760.85 as of January 31, 2019, and to \$1,848.89 as of January 31, 2020.

The Company operates a second location in 8880 Rio San Diego Dr., San Diego, CA 92108 which serves as the Executive Offices for the Company due to its proximity to the GreenBox POS, LLC corporate office location. The lease is on a month-to-month term for a monthly lease amount of \$900

NOTE 9-SUBSEQUENT EVENTS

Pursuant to FASB ASC 855, Management has evaluated all events and transactions that occurred from December 31, 2018 through the date of issuance of these financial statements.

Stormy Simon Resigned as an Officer and Director of the company as of March 1, 2019

4,500,000 Series C class of Preferred stock have been issued

A new CPA firm has been engaged: Albeck Financial Services Inc.

A new auditing firm has been engaged: MKA CPAS PLLC

Since Jan 1, 2019, we have sold 83,333,333 shares of common stock and 250,000,000 common stock purchase warrants for aggregate of \$250,000.