

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

METROSPACES, INC.

A Delaware Corporation

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Brooklyn, NY 11213

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SIC Code 6513

Annual Report

For the Period Ending: 12/31/18
(the "Reporting Period")

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

7,532,973,713

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

6,171,549,512

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: X (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: X

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: X

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.

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

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

Metrospaces, Inc. - October 31, 2012, through the current date (September 18, 2019).

Strata Capital Corporation - Inception (December 10, 2007) through October 31, 2012.

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

The Company was initially incorporated as Strata Capital Corporation in the State of Delaware on December 10, 2007, and has remained incorporated in Delaware since that time, although it did change its name to Metrospace, Inc. on October 31, 2012. The Company is currently in "active" standing in the State of Delaware.

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

Yes: ☐ No: X

2) Security Information

Trading Symbol:	<u>MSPC</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>59266V304</u>	
Par or Stated Value:	<u>\$0.000001</u>	
Total shares authorized:	<u>23,600,000,000</u>	as of: <u>September 17, 2019</u>
Total shares outstanding:	<u>9,347,210,713</u>	as of: <u>September 17, 2019</u>
Number of shares in the Public Float ² :	<u>9,346,406,713</u>	as of: <u>September 17, 2019</u>
Total number of shareholders of record:	<u>67</u>	as of: <u>September 17, 2019</u>

Additional class of securities (if any):

Trading Symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Series A Preferred Stock</u>	
CUSIP:	<u>N/A</u>	
Par or Stated Value:	<u>\$0.000001</u>	
Total shares authorized:	<u>0</u>	as of: <u>September 17, 2019</u>
Total shares outstanding:	<u>0</u>	as of: <u>September 17, 2019</u>

Trading Symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Series B PIK Convertible Preferred Stock</u>	
CUSIP:	<u>N/A</u>	
Par or Stated Value:	<u>\$0.0001</u>	
Total shares authorized:	<u>2,000,000</u>	as of: <u>September 17, 2019</u>
Total shares outstanding:	<u>1,200,000</u>	as of: <u>September 17, 2019</u>

Trading Symbol:	<u>N/A</u>	
Exact title and class of securities outstanding:	<u>Series C PIK Convertible Preferred Stock</u>	
CUSIP:	<u>N/A</u>	
Par or Stated Value:	<u>\$0.0001</u>	
Total shares authorized:	<u>100,000</u>	as of: <u>September 17, 2019</u>
Total shares outstanding:	<u>0</u>	as of: <u>September 17, 2019</u>

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Trading Symbol: N/A
Exact title and class of securities outstanding: Series D PIK Convertible Preferred Stock
CUSIP: N/A
Par or Stated Value: \$0.000001
Total shares authorized: 400,000 as of: September 17, 2019
Total shares outstanding: 2,000 as of: September 17, 2019

Transfer Agent

Name: West Coast Stock Transfer, Inc.

Phone: (619) 664-4780

Email: cs@wcsti.com

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

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

NONE

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

NONE

3) Issuance History

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

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

A. Changes to the Number of Outstanding Shares

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

Number of Shares outstanding as of <u>January 1, 2017</u>	Opening Balance: Common: <u>2,340,775.763</u> Preferred: <u>1,247,354</u>		- *Right-click the rows below and select "Insert" to add rows as needed.						
<u>Date</u>	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>3/22/2017</u>	<u>New Issuance</u>	<u>120,000,000</u>	<u>Common Shares</u>	<u>0.0000003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>

<u>4/3/2017</u>	<u>New Issuance</u>	<u>126.666.667</u>	<u>Common Shares</u>	<u>0.0000003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>4/12/2017</u>	<u>New Issuance</u>	<u>106.666.667</u>	<u>Common Shares</u>	<u>0.0000003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>4/20/2017</u>	<u>New Issuance</u>	<u>120.000.000</u>	<u>Common Shares</u>	<u>0.0000003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>5/1/2017</u>	<u>New Issuance</u>	<u>146.464.646</u>	<u>Common Shares</u>	<u>0.0000297</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>7/11/2017</u>	<u>New Issuance</u>	<u>153.333.333</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>8/3/2017</u>	<u>New Issuance</u>	<u>170.000.000</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>8/8/2017</u>	<u>New Issuance</u>	<u>116.666.667</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>10/17/2017</u>	<u>New Issuance</u>	<u>155.533.333</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>10/20/2017</u>	<u>New Issuance</u>	<u>106.666.667</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>10/27/2017</u>	<u>New Issuance</u>	<u>92.000.000</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>11/10/2017</u>	<u>New Issuance</u>	<u>150.866.667</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>12/1/2017</u>	<u>New Issuance</u>	<u>244.071.776</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>LG Capital Joseph Lerman</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>12/3/2017</u>	<u>New Issuance</u>	<u>78.333.333</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>12/22/2017</u>	<u>New Issuance</u>	<u>141.666.667</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>1/29/2018</u>	<u>New Issuance</u>	<u>218.074.310</u>	<u>Common Shares</u>	<u>0.000058</u>	<u>Yes</u>	<u>LG Capital Joseph Lerman</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>2/15/2018</u>	<u>New Issuance</u>	<u>245.486.724</u>	<u>Common Shares</u>	<u>0.000058</u>	<u>Yes</u>	<u>LG Capital Joseph Lerman</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>3/9/2018</u>	<u>New Issuance</u>	<u>213.283.621</u>	<u>Common Shares</u>	<u>0.000058</u>	<u>Yes</u>	<u>LG Capital Joseph Lerman</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>3/21/2018</u>	<u>New Issuance</u>	<u>48.288.505</u>	<u>Common Shares</u>	<u>0.000174</u>	<u>Yes</u>	<u>LG Capital Joseph Lerman</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>2/1/2018</u>	<u>New Issuance</u>	<u>206.666.667</u>	<u>Common Shares</u>	<u>0.000003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>2/2/2018</u>	<u>New Issuance</u>	<u>116.666.667</u>	<u>Common Shares</u>	<u>0.000003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>2/15/2018</u>	<u>New Issuance</u>	<u>233.333.333</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>2/20/2018</u>	<u>New Issuance</u>	<u>223.333.333</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>2/21/2018</u>	<u>New Issuance</u>	<u>175.000.000</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>2/28/2018</u>	<u>New Issuance</u>	<u>266.666.667</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>3/5/2018</u>	<u>New Issuance</u>	<u>265.333.333</u>	<u>Common Shares</u>	<u>0.00003</u>	<u>Yes</u>	<u>Apollo Capital -Yohane Narraine</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>
<u>3/12/2018</u>	<u>New Issuance</u>	<u>213.283.621</u>	<u>Common Shares</u>	<u>0.0000469</u>	<u>Yes</u>	<u>LG Capital Joseph Lerman</u>	<u>Debt conversion</u>	<u>Unrestricted</u>	<u>4 (a) 1</u>

3/16/2018	Cancellation	-1,785,599,733	Common Shares			Shares cancelled			
3/20/2018	New Issuance	130,000,000	Common Shares	0.0000203	Yes	Black Bridge Capital Alexander Dillon	Debt conversion	Unrestricted	4 (a) 1
3/21/2018	New Issuance	48,288,505	Common Shares	0.0001237	Yes	LG Capital Joseph Lerman	Debt conversion	Unrestricted	4 (a) 1
3/22/2018	New Issuance	213,333,333	Common Shares	0.00003	Yes	Apollo Capital Yohane Narraine	Debt conversion	Unrestricted	4 (a) 1
3/22/2018	New Issuance	229,698,600	Common Shares	0.0000414	Yes	Tarpon Bay	Debt conversion	Unrestricted	4 (a) 1
3/16/2018	Cancellation	-309,064,827	Common Shares			Shares cancelled			
3/24/2018	New Issuance	213,266,781	Common Shares	0.000054	Yes	Apollo Capital Yohane Narraine	Debt conversion	Unrestricted	4 (a) 1
3/27/2018	New Issuance	250,294,253	Common Shares	0.0000556	Yes	Apollo Capital Yohane Narraine	Debt conversion	Unrestricted	4 (a) 1
4/6/2018	New Issuance	153,335,333	Common Shares	0.00006	Yes	Apollo Capital Yohane Narraine	Debt conversion	Unrestricted	4 (a) 1
6/14/2018	New Issuance	157,868,300	Common Shares	0.0002	Yes	Apollo Capital Yohane Narraine	Debt conversion	Unrestricted	4 (a) 1
7/23/2018	New Issuance	75,000,000	Common Shares	0.0002	Yes	EMA Financial Felicia Preston	Debt conversion	Unrestricted	4 (a) 1
9/15/2018	Cancellation	-45,354	Series C PIK Convertible Preferred Stock			Shares cancelled			
10/16/2018	New Issuance	229,668,600	Common Shares	0.0000414	Yes	Tarpon Bay Stephen Hicks	Debt conversion	Unrestricted	4 (a) 1
10/22/2018	New Issuance	140,000,000	Common Shares	0.0000071	Yes	Black Bridge Capital Alexander Dillon	Debt conversion	Unrestricted	4 (a) 1
11/8/2018	New Issuance	275,000,000	Common Shares	0.0000001	Yes	Black Bridge Capital Alexander Dillon	Debt conversion	Unrestricted	4 (a) 1
12/6/2018	Cancellation	-157,868,300	Common Shares			Shares cancelled			
12/7/2018	New Issuance	176,666,667	Common Shares	0.00001	Yes	Apollo Capital Yohane Narraine	Debt conversion	Unrestricted	4 (a) 1
12/13/2018	New Issuance	187,490,900	Common Shares	0.00003	Yes	Apollo Capital Yohane Narraine	Debt conversion	Unrestricted	4 (a) 1
12/21/2018	New Issuance	161,666,667	Common Shares	0.00003	Yes	Apollo Capital Yohane Narraine	Debt conversion	Unrestricted	4 (a) 1
12/27/2018	New Issuance	348,799,667	Common Shares	0.00003	Yes	Apollo Capital Yohane Narraine	Debt conversion	Unrestricted	4 (a) 1
Shares Outstanding on December 31, 2018:	Ending Balance: Common: 7,532,973,713 Preferred: 1,202,000								

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

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

B. Debt Securities, Including Promissory and Convertible Notes

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

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

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

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

Date of Note Issuance	Outstanding Balance December 31, 2018	Principal Amount at Issuance (\$)	Interest Rate	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.)
4/28/2017	31,000	40,000	12%	11,467.40	10/28/2017	60% of lowest trading price in 30 trading days ending with last day prior to conversion. Reset within 15 days after conversion if price drops below conversion price at which point conversion price is reset to lowest traded price during that period.	Apollo Capital	Loan
6/16/2017	9,084	9,084	10%	2,048.26	6/16/2018	40% of the average daily closing price for the consecutive trading days ending on the trading day prior to the conversion notice.	Sugar Daddy, Inc.	Loan
8/4/2017	66,000	72,000	10%	15,267.95	2/4/2018	60% of lowest trading price in 30 trading days ending with last day prior to conversion. Reset within 15 days after conversion if price drops below conversion price at which point conversion price is reset to lowest traded price during that period.	Apollo Capital	Loan

10/12/2017	20,000	20,000	12%	4,635.62	4/12/2018	60% of lowest trading price in 30 trading days ending with last day prior to conversion. Reset within 15 days after conversion if price drops below conversion price at which point conversion price is reset to lowest traded price during that period.	Apollo Capital	Loan
12/1/2017	68,200	68,200	12%	14,686.36	6/1/2018	60% of lowest trading price in 30 trading days ending with last day prior to conversion. Reset within 15 days after conversion if price drops below conversion price at which point conversion price is reset to lowest traded price during that period.	Apollo Capital	Loan
1/29/2015		25,000	10%	11,589.04	7/31/2015	50% of the lowest closing bid price in the 30 trading days prior to day of conversion. If closing bid on clearing date is lower than on conversion date, the lower price will be used.	JP Carey Enterprises	Loan
7/28/2015	5,000	5,000	12%	2,485.48	1/28/2017	55% of lowest trading price during the 10 day period prior to conversion.	Max Alexander Sass	Loan
6/3/2016		15,000	8%	3,948.49	6/3/2017	50% of the lowest trading price during the 20 trading days ending with the day of conversion.	LG Capital	Loan
2/26/2018	280,167	280,167	12%	52,318.31	8/26/2018	60% of lowest trading price in 30 trading days ending with last day prior to conversion. Reset within 15 days after conversion if price drops below conversion price at which point conversion price is reset to lowest traded price during that period.	Apollo Capital	Loan
4/4/2018	163,333	163,333	12%	28,513.97	10/4/2018	60% of lowest trading price in 30 trading days ending with last day prior to conversion. Reset within 15 days after conversion if price drops below conversion price at which point conversion price is reset to lowest traded price during that period.	Apollo Capital	Loan
3/6/2018	32,117	32,117	10%	4,927.56	3/6/2019	60% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Blackridge Capital	Loan
3/20/2018	50,000	50,000	5%	3,739.73	10/31/2018	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	JP Carey Enterprises	Loan

3/14/2018	36,750	36,750	8%	4,446.25	3/14/2019	50% of the lowest trading price during the 10 trading days ending with the day of conversion.	LG Capital Funding	Loan
2/26/2018	38,850	38,850	8%	4,836.56	2/26/2019	50% of lowest trading price in 20 trading days ending with the last day prior to conversion with a 20 day look forward period after receipt of shares.	LG Capital Funding	Loan
6/4/2018	36,750	36,750	8%	3,785.75	6/4/2019	50% of the lowest trading price during the 10 trading days ending with the day of conversion.	LG Capital Funding	Acquisition
6/18/2018	1,710,000	1,710,000	10%	213,632.88	2/8/2019	weekly pmts of \$50,000 starting 6/22/18 or conversion at 90% of lowest trading price for 5 days prior to date of conversion	Leandro Iglesias	Loan
7/18/2018	72,222	72,222	12%	10,115.07	12/12/2018	60% of lowest trading price in 30 trading days ending with last day prior to conversion	M2B Corp	Loan
8/31/2018	33,600	33,600	8%	2,813.19	8/31/2019	50% of lowest trading price in 20 trading days ending with the last day prior to conversion with a 20 day look forward period after receipt of shares.	LG Capital Funding	Loan
9/6/2018	11,000	11,000	12%	1,359.78	3/6/2019	60% of lowest trading price in 30 trading days ending with last day prior to conversion	M2B Corp	Loan
12/18/2018	33,333	33,333	12%	2,991.78	6/18/2019	60% of lowest trading price in 30 trading days ending with last day prior to conversion	M2B Funding Corp	Loan
11/30/2018	33,333	33,333	12%	3,189.04	11/30/2019	60% of lowest trading price in 30 trading days ending with last day prior to conversion	M2B Funding Corp	Loan
12/12/2018	33,333	33,333	12%	3,057.53	6/12/2019	60% of lowest trading price in 30 trading days ending with last day prior to conversion	M2B Funding Corp	Loan
12/27/2018	38,889	38,889	12%	3,375.34	6/27/2019	60% of lowest trading price in 30 trading days ending with last day prior to conversion	M2B Funding Corp	Loan
10/4/2018	40,000	40,000	10%	3,813.70	10/4/2019	50% of the lowest trading price during 20 trading days starting with the 1st trading day after delivery of estimated number of shares	Tri-Bridge Ventures LLC	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)³:

Name: Steven Plumb, CPA
Title: CPA
Relationship to Issuer: External accountant

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

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

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

The financial statements are included below.

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

³ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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

METROSPACES, INC.
Consolidated Balance Sheets
December 31, 2018 and 2017

	2018	2017
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 9,082	\$ 36,905
Accounts receivable	-	1,350,936
Inventory	-	11,226
Prepaid and other current assets	58,025	965,138
Total Current Assets	67,107	2,364,205
Property and equipment, net	33,186	4,627,974
TOTAL ASSETS	\$ 45,576	\$ 6,992,179
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable	\$ 35,534	\$ 854,330
Accrued expenses	959,400	405,250
Accrued interest	532,446	60,117
Sales deposits	35,547	561,241
Notes payable - related parties	98,549	19,390
Current portion of convertible notes payable, net of discount	1,027,695	183,284
Derivative liability	17,264,065	4,370,834
Total Current Liabilities	19,953,237	6,454,446
Convertible notes payable, net of discount	2,173,061	525,704
TOTAL LIABILITIES	22,126,298	6,980,150
Stockholders' Deficit		
Preferred stock, \$0.000001 par value, 10,000,000 shares authorized, 1,202,000 outstanding	-	-
Series B Preferred Stock, \$0.00001 par value, 2,000,000 shares authorized, 1,200,000 issued and outstanding at		

December 31, 2018 and 2017	1	1
Series C Preferred Stock, \$0.00001 par value, 100,000 shares authorized, 0 and 45,354 shares issued and outstanding at December 31, 2018 and 2017	-	-
Series D Preferred Stock, \$0.000001 par value, 400,000 shares authorized, 2000 shares issued and outstanding at December 31, 2018 and 2017	0	0
Common Stock, \$0.000001 par value, shares authorized, 7,532,973,713 and 4,369,712,186 shares issued and outstanding as of December 31, 2018 and 2017, respectively	75,330	69,418
Additional paid in capital	3,316,934	7,783,570
Accumulated other comprehensive Income (Loss)	(27,226)	212,847
Accumulated deficit	(25,445,762)	(8,053,808)
Total Stockholders' Equity / (Deficit)	(22,080,722)	12,029
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 45,576	\$ 6,992,179

METROSPACES, INC.

Consolidated Statements of Operations

For the years ended December 31, 2018 and 2017

	2018	2017
Revenue, net of discounts	\$ -	\$7,985,903
Cost of revenue	-	6,635,844
Gross profit	-	1,050,059
Operating Expenses		
General and administrative expenses	1,345,643	969,493
Total operating expenses	1,345,643	969,493
Operating Income / (Loss)	(1,345,643)	80,566
Other Income (expense)		
Interest expense	(988,185)	(306,348)
Gain (loss) on change in fair value of derivative	2,353,468	2,216,406
Gain (loss) on extinguishment of debt	753,766	(676,361)
Impairment expense	(18,410,544)	-
Other income	245,184	-
Total other income (expense)	(16,046,311)	1,314,263
Net Income (loss) before taxes	(17,391,954)	1,314,263
Income tax benefit	-	-

Net Income (Loss)	<u>\$ (17,391,954)</u>	<u>\$ 1,314,263</u>
Net loss per common share - basic and diluted	<u>\$ 0.00</u>	<u>\$ 0.00</u>
Weighted average of common shares - basic and diluted	<u>6,945,932,060</u>	<u>4,369,712,186</u>

METROSPACES, INC.
Consolidated Statements of Cash Flows
For the years ended December 31, 2018 and 2017

	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income (Loss)	\$ (17,391,954)	\$ 1,314,263
Adjustments to reconcile net loss to net cash provided by (used) in operating activities:		
Depreciation and amortization	37,855	55,859
Amortization of debt discount	198,906	-
Sales deposits realized	(525,694)	-
(Gain) loss on change in fair value of derivative	14,017,076	(2,216,406)
(Gain) loss on extinguishment of debt	-	(676,361)
Impairment expense	18,410,544	-
Changes in operating assets and liabilities:		
(Increase) decrease in operating assets:		
Accounts receivable	1,350,936	1,178,132
Inventory	11,226	(11,226)
Prepaid expenses and other assets	961,830	(965,138)
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses	207,684	1,259,580
Net Cash Generated by Operating Activities	17,278,409	193,343
CASH FLOWS FROM INVESTING ACTIVITIES:		
Deconsolidation of Etilix	(19,970,552)	-
Purchases of equipment	-	(302,918)
Net Cash provided by Investing Activities	(19,970,552)	(302,918)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of convertible notes payable	2,585,161	131,000
Proceeds from notes payable – related party	79,159	
Proceeds from issuance of notes payable	-	144,572
Repayment of notes payable	-	(24,856)
Net Cash Provided by Financing Activities	2,664,320	119,716
Net increase (decrease) in cash and cash equivalents	(27,823)	10,141
Cash and cash equivalents, beginning of period	36,905	26,764
Cash and cash equivalents, end of period	\$ 9,082	\$ 36,905
Supplemental cash flow information		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ 11,193
Non-cash transactions:		
Conversion of convertible debt into common stock	\$ 154,793	\$ -

METROSPACES, INC.

Consolidated Statements of Stockholders' Deficit

**For the years
ended
December
31, 2018 and
2017**

	<u>Series B</u>		<u>Series C</u>		<u>Series D</u>		<u>Common Shares</u>		<u>Additional Paid in Capital</u>	<u>Other Comprehensive Income (Loss)</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>		<u>Amount</u>				
Balance, December 31, 2016	1,200,000	\$1	45,354	\$ -	2000	1	2,340,775,763	\$4,563	7,035,700	-205,387	-9,032,363	-2,197,486
Series C Preferred stock upon conversion of note										418,235		418,235
Issuance of common stock upon conversion of convertible debt							2,028,936,423	64,855				64,855
Translation adjustment									747,870		-335,707	412,163
Net income											1,314,263	1,314,263
Balance, December 31, 2017	1,200,000	\$1	45,354	\$0	2000	\$1	4,369,712,186	\$69,418	\$7,783,570	\$212,848	(\$8,053,807)	\$12,030
							3,163,261,527	5,591	148,881			154,793
									-4,615,517	-240,073		-4,855,590
Deconsolidation of Etelix											-17,391,954	-17,391,954
Net income												
Balance, December 31, 2018	1,200,000	\$1	0	\$ -	2000		7,532,973,713	\$75,330	\$3,316,934	(\$27,226)	(\$25,445,761)	(\$22,080,722)

METROSPACES, INC.
Notes to Consolidated Financial Statements
December 31, 2018

Note 1 -Nature of the Business

Business

Metrospace, Inc. (the "Company") was incorporated as "Strata Capital Corporation" on December 10, 2007, under the laws of the State of Delaware. Urban Spaces, Inc. ("Urban Spaces") was incorporated on April 3, 2012, under the laws of the State of Nevada and thereafter formed Urban Properties LLC, a Delaware limited liability company and its 99.9% owned subsidiary ("UPLLC"). Through Urban Spaces and its subsidiaries, the Company builds, sells and manages condominium properties located in Argentina and Venezuela. On January 13, 2015, the Company acquired all of the outstanding shares of stock of Bodega IKAL, S.A., an Argentine corporation ("IKAL"), and Bodega Silva Valent S.A., an Argentinian corporation, which collectively own 185 acres of vineyards (Ikal Wine and Lodge), from which they currently sell grapes to local wineries. Through its 60% - owned subsidiary Caribe Mar, C.A. ("Caribe Mar"), the Company is planning to build a hotel on Coche Island in the State of Nueva Esparta, Venezuela. In June 2017, the Company acquired 51% of the ownership units of Etelix. In June 2018, Etelix was merged into another entity and the Company's ownership dropped below 51% and Etelix was deconsolidated. Effective September 15, 2018, the Company no longer has any ownership interest in Ikal Wine and Lodge.

Description of Metrospace Facility

The Company rents one facility comprised of approximately 750 square feet office space located at 195 Montague Street in Brooklyn, New York. The Company's senior executive team and administrative staff work at this office. The rent per month is \$750. This facility is suitable for the Company's business as a private equity firm.

Note 2 – Significant accounting policies

Basis of Consolidation

The financial statements have been prepared on a consolidated basis, with the Company's subsidiaries IKAL and Bodega Silva Valent S.A., and Urban Properties, Inc. No intercompany balances or transactions existed during the period presented. Etelix was not consolidated since the Company no longer holds a 51% stake, but was diluted to 40% upon the merger of Etelix USA.com with Puresnax International (OTC:PSNX) in June 2018.

Use of Estimates

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles ("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 dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates.

Cash and Cash Equivalents

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

Real Property

Real property is stated at cost less accumulated depreciation. Depreciation is provided for on a straight-line basis over the useful lives of the assets. Expenditures for additions and improvements are capitalized; repairs and

maintenance are expensed as incurred.

Investments in non-consolidated subsidiaries

Investments in non-consolidated entities are accounted for using the equity method or cost basis depending upon the level of ownership and/or the Company's ability to exercise significant influence over the operating and financial policies of the investee. When the equity method is used, investments are recorded at original cost and adjusted periodically to recognize the Company's proportionate share of the investees' net income or losses after the date of investment. When net losses from an investment accounted for under the equity method exceed its carrying amount, the investment balance is reduced to zero and additional losses are not provided for. The Company resumes accounting for the investment under the equity method if the entity subsequently reports net income and the Company's share of that net income exceeds the share of net losses not recognized during the period the equity method was suspended. Investments are written down only when there is clear evidence that a decline in value that is other than temporary has occurred. In October 2018, the Company evaluated the carrying value of the investment and determined that the losses of the non-consolidated subsidiary resulted in an impairment of the asset. As a result, the Company recognized impairment expense of \$18,410,544 as of December 31, 2018.

Business Combinations

The Company allocates the fair value of purchase consideration to the tangible assets acquired, liabilities assumed, and intangible assets acquired based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Such valuations require management to make significant estimates and assumptions, especially with respect to intangible assets. Significant estimates in valuing certain

intangible assets include, but are not limited to, future expected cash flows from acquired users, acquired technology and trade names from a market participant perspective, useful lives and discount rates.

Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. During the measurement period, which is one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

Long-Lived Assets, Including Goodwill and Other Acquired Intangible Assets

The Company evaluates the recoverability of property and equipment and finite-lived intangible assets for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If such review indicates that the carrying amount of property and equipment and intangible assets is not recoverable, the carrying amount of such assets is reduced to fair value. We have not recorded any significant impairment charge during the years presented.

The Company reviews goodwill for impairment at least annually or more frequently if events or changes in circumstances indicate that the carrying value of goodwill may not be recoverable. The Company has elected to first assess the qualitative factors to determine whether it is more likely than not that the fair value of our single reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment under Accounting Standards Update (ASU) No. 2011-08, *Goodwill and Other (Topic 350): Testing Goodwill for Impairment*, issued by the Financial Accounting Standards Board (FASB). If it is determined that it is more likely than not that its fair value is less than its carrying amount, then the two-step goodwill impairment test is performed. The first step, identifying a potential impairment, compares the fair value of the reporting unit with its carrying amount. If the carrying amount exceeds its fair value, the second step would need to be performed; otherwise, no further step is required. The second step, measuring the impairment loss, compares the implied fair value of the goodwill with the carrying amount of the goodwill. Any excess of the goodwill carrying amount over the applied fair value is recognized as an impairment loss, and the carrying value of goodwill is written down to fair value.

In addition to the recoverability assessment, the Company routinely reviews the remaining estimated useful lives of property and equipment and finite-lived intangible assets. If we reduce the estimated useful life assumption for any asset, the remaining unamortized balance would be amortized or depreciated over the revised estimated useful life.

Revenue Recognition

The Company follows the guidance of the Accounting Standards Codification ("ASC") Topic 605, *Revenue Recognition*. We record revenue when persuasive evidence of an arrangement exists, product delivery has occurred, the selling price to the customer is fixed or determinable and collectability of the revenue is reasonably assured.

The Company generally recognizes revenue from grape sales upon delivery to the customer. The Company does not have any allowance for returns because grapes are accepted upon delivery.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes in accordance with ASC Topic 740, *Income Taxes*. Under this method, income tax expense is recognized for the amount of: (i) taxes payable or refundable for the current year and (ii) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity's financial statements or tax returns. 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 results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if based on the weight of the available positive and negative evidence, it is more likely than not some portion or all of the deferred tax assets will not be realized.

ASC Topic 740.10.30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740.10.40 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We have no material uncertain tax positions for any of the reporting periods presented.

Fair Value Measurement

The Company adopted the provisions of ASC Topic 820, *Fair Value Measurements and Disclosures*, which defines fair value as used in numerous accounting pronouncements, establishes a framework for measuring fair value and expands disclosure of fair value measurements.

The estimated fair value of certain financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued expenses are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments. The carrying amounts of our short and long term credit obligations approximate fair value because the effective yields on these obligations, which include contractual interest rates taken together with other features such as concurrent issuances of warrants and/or embedded conversion options, are comparable to rates of returns for instruments of similar credit risk.

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 describes three levels of inputs that may be used to measure fair value:

Level 1 — quoted prices in active markets for identical assets or liabilities

Level 2 — quoted prices for similar assets and liabilities in active markets or inputs that

are observable Level 3 — inputs that are unobservable (for example cash flow modeling)

inputs based on assumptions)

The derivative liability in connection with the conversion feature of the convertible debt, classified as a Level 3 liability, is the only financial liability measured at fair value on a recurring basis.

Convertible Instruments

The Company evaluates and account for conversion options embedded in convertible instruments in accordance with ASC 815,

Derivatives and Hedging Activities.

Applicable GAAP requires companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments according to certain criteria. The criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under other GAAP with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

The Company accounts for convertible instruments (when we have determined that the embedded conversion options should not be bifurcated from their host instruments) as follows: We record when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their stated date of redemption.

The Company accounts for the conversion of convertible debt when a conversion option has been bifurcated using the general extinguishment standards. The debt and equity linked derivatives are removed at their carrying amounts and the shares issued are measured at their then-current fair value, with any difference recorded as a gain or loss on extinguishment of the two separate accounting liabilities.

Foreign Currency Translation

The functional currency of Bodega IKAL, S.A and Bodega Silva Valent S.A. is denominated in Argentine peso. Assets and liabilities of these operations are translated into United States dollar equivalents using the exchange rates in effect at the balance sheet date. Revenues and expenses are translated using the average exchange rates during each period. Adjustments resulting from the process of translating foreign functional currency financial statements into U.S. dollars are included in accumulated other comprehensive income in shareholders' deficit.

Note 3 – Going Concern

The accompanying consolidated financial statements have been prepared on a going concern basis, which contemplates the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has net loss of \$17,391,954 for the year ended December 31, 2018 and has an accumulated deficit of \$25,445,761, and had a stockholders' deficit of \$22,080,722 as of December 31, 2018. The continuation of the Company as a going concern is dependent upon, among other things, continued economic growth from its majority-owned telco company and financial support from its stockholders and continued attainment of profitable operations. These factors, among others, raise some doubt regarding the Company's ability to continue as a going concern. There is no assurance that the Company will be able to continue to generate and grow revenues in the future. These financial statements do not give any effect to any adjustments that would be necessary should the Company be unable to continue as a going concern.

Note 4 – Acquisition

Etelix USA.com, LLC:

On June 2017, Metropsaces acquired a 51% majority control position of the common units of Etelix (the "Etelix

Acquisition"). The Etelix Acquisition price was \$2,040,000 of which \$240,000 was in cash, and \$1,800,000 backed by a Preferred PIK (the "Etelix Note"). The transaction was executed completely and in form, however, the Preferred PIK is yet to be designated. This debt is currently reflected as short-term debt on our balance sheet. However, the financial statements of Etelix USA.com are no longer being consolidated with Metrospaces, Inc. since Etelix USA.com was merged in what was considered a reverse-take over operation with Puresnax International, an OTC Markets publicly listed company which quotes under the stock symbol OTC:PSNX. This merger transaction was concluded on June 28th, 2018. Upon the conclusion of this transaction, Metrospaces' equity participation in the company was diluted from 51% to 40.9%. However, Metrospaces now owns approximately 40% of Puresnax's publicly traded common stock. As of June 28, 2018 Metrospaces owned 6,136,848 common shares of Puresnax International (OTC:PSNX). Puresnax International has since changed its name and ticker symbol to IQSTel, Inc. and (OTC:IQST) respectively. On June 18, 2018, the Etelix Note was amended such that the principal balance was to be repaid in 33 equal weekly installments of \$50,000 and a final payment of \$60,000 on February 8, 2019. The note holder was given the option to convert each payment into shares of the Company's common stock at a price equal to 90% of the lowest trading price of the Company's common stock for the five prior trading days, including the day upon which a conversion notice is received by the Company. In October 2018, the Company evaluated the carrying value of the investment and determined that the losses of the non-consolidated subsidiary, as well as the illiquidity of IQSTel's stock resulted in an impairment of the asset. Therefore, as a result, the Company recognized impairment expense of \$18,410,544 as of December 31, 2018.

Note 5 – Investment in non-consolidated subsidiary

On June 2017, Metrospaces acquired 51% of Etelix USA.com common stock, a Miami-based fully operating telecommunications company. Upon the acquisition, Metrospaces consolidated Etelix USA.com's financial statements. However, on June 28, 2018 Etelix USA.com merged with Puresnax International, an OTC Market publicly listed company, in a reverse-take over merger transaction. The surviving entity of this transaction was Etelix, however, upon this merger transaction Etelix became a publicly-listed company and quoted by OTC Markets. As a result of this transaction, Metrospaces' ownership was diluted from a total of 51% of the Etelix's common stock to 40.9% of the combined Puresnax-Etelix entity, now IQSTel, Inc. (OTC:IQST). Therefore, as of June 30, 2018 Metrospaces owned 40.9% of IQSTel, Inc.'s publicly traded common shares which equal a total of 6,136,848 common shares. These shares are currently held in the balance sheet as a non-consolidated investment and are held at closing bid price of IQSTel, Inc. common shares as quoted by OTC Markets. In October 2018, the Company evaluated the carrying value of the investment and determined that the losses of the non-consolidated subsidiary resulted in an impairment of the asset. As a result, the Company recognized impairment expense of \$18,410,544 as of December 31, 2018.

Note 6 – Note payable – related party

The officers of the Company have advanced funds to the Company from time to time. These advances are non-interest bearing, unsecured, and payable upon demand. The balance of the note payable – related party was \$98,549 and \$19,390 at December 31, 2018 and 2017, respectively.

Note 7 – Acquisition note payable

In connection with the Ikal Wine and Lodge, the Company issued a convertible promissory note in the principal amount of \$4,500,000. The note was convertible at, at any time at the option of the holder, into shares of the Company's Common Stock. The Company has determined that the conversion feature embedded in the note constituted a derivative and it has been bifurcated from the note and recorded as a derivative liability, with a corresponding discount recorded to the associated debt or a charge to interest expense where the derivative exceeds the carrying value of the note. During the year ended December 31, 2015, the Company made principal payments aggregating \$56,100. On May 29, 2015, the Company exchanged the unpaid \$4,443,900 of the note for 45,354 shares of newly designated shares of Series C Preferred Stock. However, due to the Company's inability to provide a liquid market for its common shares, thus making it impossible for the Series C Preferred Stockholders to convert their Preferred shares into common stock, on September 15, 2018 the Company reached an agreement with the sellers of Ikal Wine and Lodge, whereby the holders of all the issued Series C Preferred Shareholders for the company redeemed all of the outstanding shares and in exchange, the Company gave back to the ex-holders 100% of the capital stock of Ikal Wine

and Lodge. Therefore, as of September 15, 2018 the Company is no longer a shareholder of Ikal Wine and Lodge, affiliates or holding companies, and all of the Series C Preferred Shares have been redeemed and are no longer issued and outstanding.

Note 8 – Convertible Note Payable

Convertible notes payable at December 31, 2018, consist of the following:

Date of Note Issuance	Outstanding Balance December 31, 2018	Principal Amount at Issuance (\$)	Interest Rate	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.)
4/28/2017	31,000	40,000	12%	11,467.40	10/28/2017	60% of lowest trading price in 30 trading days ending with last day prior to conversion. Reset within 15 days after conversion if price drops below conversion price at which point conversion price is reset to lowest traded price during that period.	Apollo Capital	Loan
6/16/2017	9,084	9,084	10%	2,048.26	6/16/2018	40% of the average daily closing price for the consecutive trading days ending on the trading day prior to the conversion notice.	Sugar Daddy, Inc.	Loan
8/4/2017	66,000	72,000	10%	15,267.95	2/4/2018	60% of lowest trading price in 30 trading days ending with last day prior to conversion. Reset within 15 days after conversion if price drops below conversion price at which point conversion price is reset to lowest traded price during that period.	Apollo Capital	Loan
10/12/2017	20,000	20,000	12%	4,635.62	4/12/2018	60% of lowest trading price in 30 trading days ending with last day prior to conversion. Reset within 15 days after conversion if price drops below conversion price at which point conversion price is reset to lowest traded price during that period.	Apollo Capital	Loan
12/1/2017	68,200	68,200	12%	14,686.36	6/1/2018	60% of lowest trading price in 30 trading days ending with last day prior to conversion. Reset within 15 days after conversion if price drops below conversion price at which point conversion price is reset to lowest traded price during that period.	Apollo Capital	Loan

1/29/2015		25,000	10%	11,589.04	7/31/2015	50% of the lowest closing bid price in the 30 trading days prior to day of conversion. If closing bid on clearing date is lower than on conversion date, the lower price will be used.	JP Carey Enterprises	Loan
7/28/2015	5,000	5,000	12%	2,485.48	1/28/2017	55% of lowest trading price during the 10 day period prior to conversion.	Max Alexander Sass	Loan
6/3/2016		15,000	8%	3,948.49	6/3/2017	50% of the lowest trading price during the 20 trading days ending with the day of conversion.	LG Capital	Loan
2/26/2018	280,167	280,167	12%	52,318.31	8/26/2018	60% of lowest trading price in 30 trading days ending with last day prior to conversion. Reset within 15 days after conversion if price drops below conversion price at which point conversion price is reset to lowest traded price during that period.	Apollo Capital	Loan
4/4/2018	163,333	163,333	12%	28,513.97	10/4/2018	60% of lowest trading price in 30 trading days ending with last day prior to conversion. Reset within 15 days after conversion if price drops below conversion price at which point conversion price is reset to lowest traded price during that period.	Apollo Capital	Loan
3/6/2018	32,117	32,117	10%	4,927.56	3/6/2019	60% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	Blackridge Capital	Loan
3/20/2018	50,000	50,000	5%	3,739.73	10/31/2018	50% of the lowest trading price during the 20 trading days ending with the day prior to conversion.	JP Carey Enterprises	Loan
3/14/2018	36,750	36,750	8%	4,446.25	3/14/2019	50% of the lowest trading price during the 10 trading days ending with the day of conversion.	LG Capital Funding	Loan
2/26/2018	38,850	38,850	8%	4,836.56	2/26/2019	50% of lowest trading price in 20 trading days ending with the last day prior to conversion with a 20 day look forward period after receipt of shares.	LG Capital Funding	Loan
6/4/2018	36,750	36,750	8%	3,785.75	6/4/2019	50% of the lowest trading price during the 10 trading days ending with the day of conversion.	LG Capital Funding	Acquisition

6/18/2018	1,710,000	1,710,000	10%	213,632.88	2/8/2019	weekly pmts of \$50,000 starting 6/22/18 or conversion at 90% of lowest trading price for 5 days prior to date of conversion	Leandro Iglesias	Loan
7/18/2018	72,222	72,222	12%	10,115.07	12/12/2018	60% of lowest trading price in 30 trading days ending with last day prior to conversion	M2B Corp	Loan
8/31/2018	33,600	33,600	8%	2,813.19	8/31/2019	50% of lowest trading price in 20 trading days ending with the last day prior to conversion with a 20 day look forward period after receipt of shares.	LG Capital Funding	Loan
9/6/2018	11,000	11,000	12%	1,359.78	3/6/2019	60% of lowest trading price in 30 trading days ending with last day prior to conversion	M2B Corp	Loan
12/18/2018	33,333	33,333	12%	2,991.78	6/18/2019	60% of lowest trading price in 30 trading days ending with last day prior to conversion	M2B Funding Corp	Loan
11/30/2018	33,333	33,333	12%	3,189.04	11/30/2019	60% of lowest trading price in 30 trading days ending with last day prior to conversion	M2B Funding Corp	Loan
12/12/2018	33,333	33,333	12%	3,057.53	6/12/2019	60% of lowest trading price in 30 trading days ending with last day prior to conversion	M2B Funding Corp	Loan
12/27/2018	38,889	38,889	12%	3,375.34	6/27/2019	60% of lowest trading price in 30 trading days ending with last day prior to conversion	M2B Funding Corp	Loan
10/4/2018	40,000	40,000	10%	3,813.70	10/4/2019	50% of the lowest trading price during 20 trading days starting with the 1st trading day after delivery of estimated number of shares	Tri-Bridge Ventures LLC	Loan

Note 9 – Stockholders Equity

Common stock

During the year ended December 31, 2018, the Company issued 3,163,261,527 shares of common stock upon the conversion of \$154,793 in principal and interest related to convertible notes payable.

Note 10 – Subsequent Events

During the three months ended March 31, 2019, the Company issued 1,346,500,000 shares of common stock upon the conversion of \$40,395 in convertible notes payable.

5) Issuer's Business, Products and Services

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

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

Metrospace, Inc. (the "Company") was originally incorporated in Delaware as Strata Capital Corporation ("STC") on December 10, 2007, and the Company changed its name to Metrospace, Inc. on October 6, 2012. We are focused on the acquisition and repositioning of luxury resort properties and hotels, and the Company's management previously participated in the development of the Hotel Esencia in Xpu Ha, Riviera Maya, Mexico; the Hotel Ikal del Mar (now known as the Viceroy Riviera Maya) in Playa Xcalacoco Frac 7, Riviera Maya, Mexico; and the London Bulgari Hotel in the United Kingdom.

As part of its real estate focus, on January 13, 2015, the Company acquired all of the outstanding shares of stock of Bodega IKAL, S.A., an Argentinian corporation, and Bodega Silva Valent S.A., an Argentinian corporation (the "Bodega Entities"). The Bodega Entities owned the Ikal Wine and Lodge, which is a 75-hectare vineyard located in Mendoza, Argentina. On September 18, 2018, the Company and the Bodega Entities rescinded the acquisition, ownership of Bodega Entities was returned to the sellers, and the sellers returned the Company's preferred stock to the Company for cancellation.

On June 7, 2017, the Company acquired 51% of the ownership interests of Etelix.Com USA LLC ("Etelix"). Based in Miami, Florida, Etelix is an international telecom carrier that provides telecom and technology solutions worldwide with commercial presence in seven countries among North America, Latin America and Europe. On or about June 25, 2018, Etelix was acquired by iQSTel Inc., a Nevada corporation ("iQSTel"), and the Company and Etelix's other owners received newly issued common shares of iQSTel in consideration of the acquisition of Etelix from them. As a result of the sale, the Company now owns 6,136,848 common shares of iQSTel.

The Company is currently considering the acquisition of a 17-room boutique hotel in Cantabria, Spain, as well as the acquisition and renovation of townhomes in the greater New York City metropolitan area.

On or about August 16, 2019, the Company entered into an option agreement to acquire predictive analytics software, client agreements, brands and other assets associated with and from Alpha Modus (www.alphamodus.com), including the Alpha Modus brand name, web domain and website. Currently, Alpha Modus's predictive analytics software is in its final stages of development and is almost ready for final deployment to three prospective clients in the mortgage industry. Alpha Modus's management team has prepared a business plan post-acquisition that would require approximately \$315,000 in final software development expenses to reach full-deployment capacity. The Company plans to close this acquisition and complete development of the Alpha Modus software.

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

We currently own 6,136,848 common shares of iQSTel Inc., a Nevada corporation. The Company has no other partially or wholly owned operational subsidiaries or affiliated companies. iQSTel Inc. is the owner of Etelix, described above, which is an international telecom carrier that provides telecom and technology solutions worldwide with commercial presence in seven countries among North America, Latin America and Europe. iQSTel's contact information is as follows:

Leandro Iglesias
iQSTel Inc.
300 Aragon Ave, Suite 375
Coral Gables, FL 33134
Ph: (954) 951-8191

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

Real property acquisitions, development, and renovation and technology deployment in the real estate industry.

6) Issuer's Facilities

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

The Company rents one facility comprised of approximately 750 square feet of office space located at 195 Montague Street in Brooklyn, New York. The Company's senior executive team and administrative staff work at this office. The rent per month is \$750. This facility is suitable for the Company's business as a real estate developer.

7) Officers, Directors, and Control Persons

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

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

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Daniel Silva</u>	<u>CEO, Director, and Owner of more than 5%</u>	<u>Buenos Aires, Argentina</u>	<u>600,000</u>	<u>Series B PIK Convertible Preferred Stock ("Series B Stock")</u>	<u>50%</u>	<u>Series B Stock has majority vote for the Company</u>
<u>Oscar Brito</u>	<u>CFO, Director, and Owner of more than 5%</u>	<u>Brooklyn, NY</u>	<u>600,000*</u>	<u>Series B Preferred Stock</u>	<u>50%</u>	<u>Series B Stock has majority vote for the Company</u>
<u>Oscar Brito</u>	<u>CFO, Director, and Owner of more than 5%</u>	<u>Brooklyn, NY</u>	<u>804,000</u>	<u>Common Stock</u>	<u>0.009%</u>	<u>Restricted Common Stock</u>

_____	_____	_____	_____	_____	_____	_____
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* Oscar Brito owns 150,000 of the Series B Preferred Stock in his own name, and 450,000 shares in the name of GBS Capital, an entity that he controls.

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:

Legal Counsel:

Name: Lance Brunson
Firm: Brunson Chandler & Jones, PLLC
Address 1: 175 S. Main Street, Suite 1410
Address 2: Salt Lake City, UT 84111
Phone: (801) 303-5737
Email: lance [at] bcj law [dot] com

Accountant or Auditor:

Name: Steven Plumb, CPA

Firm: Clear Financial Solutions, Inc.
Address 1: 7600 W. Tidwell, Suite 501
Address 2: Houston, TX 77040
Phone: (713) 780-0806
Email: steven [at] clear financials [dot] com

Investor Relations Consultant

Name: N/A
Firm: N/A
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

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

Name: N/A
Firm: N/A
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

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

10) Issuer Certification

Principal Executive Officer:

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

The certifications shall follow the format below:

I, Daniel Silva certify that:

1. I have reviewed this Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines – Annual Report for the Year Ending December 31, 2018 of Metrospaces, 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.

September 20, 2019

/s/ Daniel Silva

Daniel Silva

CEO

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

Principal Financial Officer:

I, Oscar Brito certify that:

1. I have reviewed this Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines – Annual Report for the Year Ending December 31, 2018 of Metrospaces, 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.

September 20, 2019

/s/ Oscar Brito

CFO

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