

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

## **Unique Foods Corporation**

A Delaware Corporation

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Monroeville PA 15146  
888-534-6662  
UniqueFoods.Co  
UPZScorp@gmail.com  
SIC Code: 5812

### **Quarterly Report For the Period Ending: 9/30/2019**

As of 9/30/2019, the number of shares outstanding of our Common Stock was: 650,365,847

As of 6/30/2019, the number of shares outstanding of our Common stock was: 280,365,847

As of 11/14/2019, the number of shares outstanding of our Common Stock was: 774,365,847

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

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

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

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

**1) Name of the issuer and its predecessors:** Unique Foods Corp changed its name from Unique Pizza & Subs Corp. on 5/20/2018

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.

Unique Pizza & Subs Corp 5/20/2018

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 issuer was organized under the laws of the State of Delaware on November 20, 2003 as GBH Liberia, Inc. The company changed its name to Coastal Services Group, Inc, on March 18, 2004. The Company changed its name to

Unique Pizza & Subs Corporation on or about March 5, 2006. The company changed its name on or about to Unique Foods Corporation May 20<sup>th</sup> 2018 and is in active good standing.

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

Yes: ☐ No: ☒

## 2) Security Information

Trading symbol: UPZS

Exact title and class of securities outstanding: Common Shares

CUSIP: 90916J

Par or stated value: \$.0001

Total shares authorized: 3,000,000,000 as of date: 9/30/2019

Total shares outstanding: 650,365,847 as of date: 9/30/2019

Number of shares in the Public Float<sup>2</sup>: 625,365,847 as of date: 9/30/2019

Total number of shareholders of record: 3,877 as of date: 9/30/2019

Total shares authorized: 3,000,000,000 as of date: 11/14/2019

Total shares outstanding: 774,365,847 as of date: 11/14/2019

Number of shares in the Public Float<sup>3</sup>: 749,365,847 as of date: 11/14/2019

Total number of shareholders of record: 3,845 as of date: 11/14/2019

*Additional class of securities (if any):*

Trading symbol: UPZS

Exact title and class of securities outstanding: Preferred Shares

CUSIP: 90916J

Par or stated value: 1 to 25 of common

Total shares authorized: 50,000,000 as of date: 11/14/2019

Total shares outstanding: 22,500,000 as of date: 11/14/2019

Total shares authorized: 50,000,000 as of date: 11/14/2019

Total shares outstanding: 22,500,000 as of date: 11/14/2019

### Transfer Agent

Name: Pacific Stock Transfer

Phone: 702-361-3033

Email: [Joslyn@pacificstocktransfer.com](mailto:Joslyn@pacificstocktransfer.com)

Is the Transfer Agent registered under the Exchange Act?<sup>4</sup> Yes: ☒ No: ☐

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

<sup>3</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>4</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: The Company did a 250-1 reverse stock split in 8/2/2018

### 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 6/30/2019		<u>Opening Balance:</u> Common: <b>280,365,847</b> Preferred: <u>22,950,000</u>							
		*Right-click the rows below and select "Insert" to add rows as needed.							
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?
<b>Stock Issuances in the 3<sup>rd</sup> quarter 2019</b>									
7/1/2019	New Issuance	25,000,000	Common	25,000	Yes	GPL Ventures Control Person Cosmin Panait	Note conversion	Unrestricted	Aged
7/22/2019	New Issuance	28,000,000	Common	28,000	Yes	GPL Ventures Control Person Cosmin Panait	Note conversion	Unrestricted	Aged
7/30/2019	New Issuance	20,000,000	Common	20,000	Yes	GPL Ventures Control Person Cosmin Panait	Note conversion	Unrestricted	Aged
8/5/2019	New Issuance	30,000,000	Common	30,000	Yes	GPL Ventures Control Person Cosmin Panait	Note conversion	Unrestricted	Aged
8/8/2019	New Issuance	35,000,000	Common	35,000	Yes	GPL Ventures Control Person Cosmin Panait	Note conversion	Unrestricted	Aged
8/15/2019	New Issuance	22,000,000	Common	22,000	Yes	A & R Opportunity Fund, LLC., Control person Alan Thomas	Note conversion	Unrestricted	Aged

8/27/2019	New Issuance	41,000,000	Common	41,000	Yes	<u>GPL Ventures Control Person Cosmin Panait</u>	<u>Note conversion</u>	Unrestricted	Aged
9/4/2019	New Issuance	45,000,000	Common	45,000	Yes	<u>GPL Ventures Control Person Cosmin Panait</u>	<u>Note conversion</u>	Unrestricted	Aged
9/11/2019	New Issuance	50,000,000	Common	50,000	Yes	<u>GPL Ventures Control Person Cosmin Panait</u>	<u>Note conversion</u>	Unrestricted	Aged
9/14/2019	New Issuance	20,000,000	Common	20,000	Yes	<u>GreenTree Financial Group Inc control person Chris Cottone</u>	<u>Note conversion</u>	Unrestricted	Aged
9/17/2019	New Issuance	40,000,000	Common	40,000	Yes	<u>A &amp; R Opportunity Fund, LLC., Control person Alan Thomas</u>	<u>Note conversion</u>	Unrestricted	Aged
9/25/2019	New Issuance	59,000,000	Common	59,000	Yes	<u>GPL Ventures Control Person Cosmin Panait</u>	<u>Note conversion</u>	Unrestricted	Aged
<b>Shares Outstanding on 9/30/2019</b>	<u>Ending Balance:</u> Common: 650,365,847 Preferred: 22,950,000								
Number of Shares outstanding as of <u>3/31/2019</u>	<u>Opening Balance:</u>  Common: 220,225,842  Preferred: <u>22,950,000</u>								
<b>Date of Transaction</b>  <b>Stock Issuances in the 2<sup>nd</sup> quarter 2019</b>	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)	<u>Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).</u>	<u>Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable</u>	Restricted or Unrestricted as of this filing?	Exemption or Registratio n Type?
4/12/2019	New Issuance	14,968,000	Common	14,968	Yes	<u>A &amp; R Opportunity Fund, LLC., Control person Alan Thomas</u>	<u>Note conversion</u>	Unrestricted	Aged
6/18/2019	New Issuance	26,035,641	Common	26,036	Yes	<u>GPL Ventures Control Person Cosmin Panait</u>	<u>Note conversion</u>	Unrestricted	Aged

6/18/2019	New Issuance	19,136,364	Common	19,137	Yes	<u>GreenTree Financial Group Inc</u> <u>control person</u> <u>Chris Cottone</u>	<u>Note conversion</u>	Unrestricted	Aged
<b>Shares Outstanding on 6/30/2019</b>	<u>Ending Balance:</u> Common: 280,365,847 Preferred: 22,950,000								
<b>Date of Transaction</b>  <b>Stock Issuances in the 1<sup>st</sup> quarter 2019</b>	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)	<u>Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).</u>	<u>Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)</u>	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
1/3/19	New Issuance	10,162,727	Common	10,162	Yes	<u>GreenTree Financial Group Inc</u>  <u>control person</u> <u>Chris Cottone</u>	<u>Note conversion</u>	Unrestricted	Aged
1/31/19	New Issuance	11,000,000	Common	11,000	Yes	<u>GPL Ventures</u>  <u>Control Person</u> <u>Cosmin Panait</u>	<u>Note Conversion</u>	Unrestricted	Aged
2/8/19	New Issuance	10,000,000	Common	10,000	Yes	<u>A &amp; R Opportunity Fund, LLC.,</u>  <u>Control person</u> <u>Alan Thomas</u>	<u>Note Conversion</u>	Unrestricted	Reg A
2/20/19	New Issuance	13,000,000	Common	13,000	Yes	<u>GPL Ventures</u>  <u>Control Person</u> <u>Cosmin Panait</u>	<u>Note Conversion</u>	Unrestricted	Aged
2/26/19	New Issuance	10,000,000	Common	10,000	Yes	<u>A &amp; R Opportunity Fund, LLC.,</u>  <u>Control person</u> <u>Alan Thomas</u>	<u>Note Conversion</u>	Unrestricted	Reg A
3/6/19	New Issuance	8,000,000	Common	8,000	Yes	<u>GPL Ventures</u>  <u>Control Person</u> <u>Cosmin Panait</u>	<u>Note Conversion</u>	Unrestricted	Aged
3/13/19	New Issuance	17,000,000	Common	17,000	Yes	<u>GPL Ventures</u>	<u>Note Conversion</u>	Unrestricted	Aged

						<u>Control Person</u> <u>Cosmin Panait</u>			
3/14/19	New Issuance	19,800,000	Common	19,800	Yes	<u>GPL Ventures</u> <u>Control Person</u> <u>Cosmin Panait</u>	<u>Note Conversion</u>	Unrestricted	Aged
3/21/19	New Issuance	4,720,000	Common	4,720	Yes	<u>GPL Ventures</u> <u>Control Person</u> <u>Cosmin Panait</u>	<u>Note Conversion</u>	Unrestricted	Aged
3/28/19	New Issuance	17,000,000	Common	17,000	Yes	<u>GPL Ventures</u> <u>Control Person</u> <u>Cosmin Panait</u>	<u>Note Conversion</u>	Unrestricted	Aged
<b>Shares Outstanding on 3/31/2019</b>	<u>Ending Balance:</u>  Common: 220,225,842  Preferred: 22,950,000								
<b>Date of Transaction</b>  <b>2018 Stock Issuances</b>	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>4/10/18</u>	New Issuance	<u>170,000,000</u>	<u>Common</u>	<u>8,500</u>	<u>yes</u>	<u>RB Capital Partners, INC</u> <u>control person</u> <u>Brett Rosen</u>	<u>Note conversion</u>	<u>Unrestricted</u>	<u>Aged</u>
<u>5/5/2018</u>	<u>New Issuance</u>	<u>46,630,000</u>	<u>Common</u>	<u>23,315</u>	<u>yes</u>	<u>GreenTree Financial Group Inc</u>  <u>control person</u> <u>Chris Cottone</u>	<u>Note conversion</u>	<u>Unrestricted</u>	<u>Aged</u>
<u>8/3/18</u>	<u>New Issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>2,500</u>	<u>yes</u>	<u>James C Vowler</u>	<u>Conversion of preferred into common</u>	<u>Restricted</u>	<u>none</u>
<u>8/8/18</u>	<u>New Issuance</u>	<u>1,254,000</u>	<u>Common</u>	<u>31,350</u>	<u>yes</u>	<u>GreenTree Financial Group Inc</u>  <u>control person</u> <u>Chris Cottone</u>	<u>Note conversion</u>	<u>Unrestricted</u>	<u>Aged</u>

<u>9/14/18</u>	<u>New Issuance</u>	1,836,860	<u>Common</u>	<u>91,843</u>	<u>yes</u>	L&H INC Control person Ke Li	<u>Note conversion</u>	<u>Unrestricted</u>	<u>Aged</u>
<u>9/21/18</u>	<u>New Issuance</u>	1,048,037	<u>Common</u>	<u>52,402</u>	<u>yes</u>	GreenTree Financial Group Inc  <u>control person Chris Cottone</u>	<u>Note conversion</u>	<u>Unrestricted</u>	<u>Aged</u>
<u>10/14/18</u>	<u>New Issuance</u>	1,818,182	<u>Common</u>	<u>45,454</u>	<u>yes</u>	GreenTree Financial Group Inc  <u>control person Chris Cottone</u>	<u>Note conversion</u>	<u>Unrestricted</u>	<u>Aged</u>
<u>12/20/18</u>	<u>New Issuance</u>	<u>60,000,000</u>	<u>Common</u>	<u>6,000</u>	<u>yes</u>	<u>James C Vowler</u>	<u>Conversion of preferred into common</u>	<u>Restricted</u>	<u>none</u>
Shares Outstanding on 12/31/2018	<u>Ending Balance:</u>  Common: 99,543,115  Preferred: 22,950,000								
<b>Date of Transaction</b>  <b>2017 Stock Issuances</b>	<b>Transaction type (e.g. new issuance, cancellation, shares returned to treasury)</b>	<b>Number of Shares Issued (or cancelled)</b>	<b>Class of Securities</b>	<b>Value of shares issued (\$/per share) at Issuance</b>	<b>Were the shares issued at a discount to market price at the time of issuance? (Yes/No)</b>	<b>Individual/Entity Shares were issued to (entities must have individual with voting / investment control disclosed).</b>	<b>Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)</b>	<b>Restricted or Unrestricted as of this filing?</b>	<b>Exemption or Registration Type?</b>
<u>1/15/2017</u>	<u>New Issuance</u>	60,053,185	<u>Common</u>	<u>60,053</u>	<u>yes</u>	GreenTree Financial Group Inc <u>control person Chris Cottone</u>	<u>Note conversion</u>	<u>Unrestricted</u>	<u>Aged</u>
<u>5/8/17</u>	<u>New Issuance</u>		29,556,429						<u>Comm</u>
<u>9/13/17</u>	<u>New Issuance</u>	153,137,045	<u>Common</u>	<u>153,137</u>	<u>yes</u>	GreenTree Financial Group Inc <u>control person Chris Cottone</u>	<u>Note conversion</u>	<u>Unrestricted</u>	<u>Aged</u>
<u>10/14/17</u>	<u>New Issuance</u>	197,459,778	<u>Common</u>	<u>197,459</u>	<u>yes</u>	GreenTree Financial Group Inc	<u>Note conversion</u>	<u>Unrestricted</u>	<u>Aged</u>

						<u>control person</u> <u>Chris Cottone</u>			
<u>10/27/17</u>	<u>New Issuance</u>	98,729,889	<u>Common</u>	<u>98,729</u>	<u>yes</u>	<u>GreenTree Financial Group Inc</u> <u>control person</u> <u>Chris Cottone</u>	<u>Note conversion</u>	<u>Unrestricted</u>	<u>Aged</u>
<u>11/02/17</u>	<u>New Issuance</u>	98,729,889	<u>Common</u>	<u>98,729</u>	<u>yes</u>	<u>GreenTree Financial Group Inc</u> <u>control person</u> <u>Chris Cottone</u>	<u>Note conversion</u>	<u>Unrestricted</u>	<u>Aged</u>
<u>11/22/17</u>	<u>New Issuance</u>	197,459,778	<u>Common</u>	<u>197,459</u>	<u>yes</u>	<u>GreenTree Financial Group Inc</u> <u>control person</u> <u>Chris Cottone</u>	<u>Note conversion</u>	<u>Unrestricted</u>	<u>Aged</u>
<u>12/06/17</u>	<u>New Issuance</u>	900,000,000	<u>Common</u>	<u>9,000</u>	<u>yes</u>	<u>James C Vowler</u>	<u>Conversion of preferred into common</u>	<u>Restricted</u>	<u>none</u>
<u>12/10/17</u>	<u>New Issuance</u>	170,000,000	<u>Common</u>	<u>8,500</u>	<u>yes</u>	<u>RB Capital Partners, INC</u> <u>control person</u> <u>Brett Rosen</u>	<u>Note conversion</u>	<u>Unrestricted</u>	<u>Aged</u>
<b>Shares Outstanding on 12/31/2017</b>	<b>Ending Balance: Common: 2,099,825,471 Preferred: 22,950,000</b>								

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

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

**Total shares issued & outstanding as of 7/1/18: 2,099,825,471**

**Total shares issued in the 3<sup>rd</sup> Quarter 2018: 75,769,076**

**Shares in the amount of 46,630,000 were issued to GreenTree Financial Group Inc. on 7/5/18 and were subjected to the 250-1 reverse on 7/18/18 leaving a post reverse amount of 186,520**

**Total shares issued & outstanding Pre reverse 250-1 split as of 7/17/18: 2,146,455,471**

**Total shares issued & outstanding Post reverse 250-1 split as of 7/18/18: 8,585,822**



Total shares issued in the 3<sup>rd</sup> Quarter 2018 after 46,630,000 was subjected to the 250-1 reverse (186,520 shares) plus the total of the other 5 stock issuance post split in the amount of, 29,139,115 shares, total shares issued in the 3<sup>rd</sup> Quarter 2018: 29,325,635 (with reverse split)

Total shares issued & outstanding as of 9/30/18: 37,724,937

A list of all stock issuances in the 3<sup>rd</sup> & 4<sup>th</sup> Quarters 2018:

07/05/18 GREENTREE FINANCIAL GROUP INC 46,630,000

(after a 250-1 reverse split 186,520)

07/26/18 CEDE & CO. 179 shares

08/03/18 JAMES C. VOWLER 25,000,000 shares

08/08/18 GREENTREE FINANCIAL GROUP INC 1,254,000 shares

09/13/18 L&H INC 1,836,860 shares

09/21/18 GREENTREE FINANCIAL GROUP INC 1,048,037 shares

10/14/18 GREENTREE FINANCIAL GROUP INC 1,818,182 shares

12/20/18 JAMES C. VOWLER 60,000,000 shares

Total shares issued & outstanding as of 12/31/19: 99,543,119

## 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.)
12/15/14	<u>45,000</u>	<u>45,000</u>	The interest rate is 10% per annum	<u>12/15/15</u>	Common shares at \$.015 per share or 50% of the average closing bid price of the last five trading days upon receiving a conversion notice, whichever is lower. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is a derivative liability under EITF 00-19 due to its variable floor conversion option.	<u>GreenTree Financial Group Inc</u>  <u>control person</u> <u>Chris Cottone</u>	<u>Loan &amp; Services</u>
6/15/15	<u>49,100</u>	<u>49,100</u>	The interest rate is 10% per annum	6/15/16	Common shares at \$.015 per share or 50% of the average closing bid price of the last five trading days upon receiving a conversion notice, whichever is lower. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is a derivative	<u>GreenTree Financial Group Inc</u>  <u>control person</u> <u>Chris Cottone</u>	<u>Loan &amp; Services</u>

					liability under EITF 00-19 due to its variable floor conversion option.		
6/3/16	<u>50,000</u>	<u>50,000</u>	The interest rate is 10% per annum	<u>6/3/17</u>	Common shares at \$.015 per share or 50% of the average closing bid price of the last five trading days upon receiving a conversion notice, whichever is lower. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is a derivative liability under EITF 00-19 due to its variable floor conversion option.	<u>GreenTree Financial Group Inc</u>  <u>control person</u> <u>Chris Cottone</u>	<u>Loan &amp; Services</u>
5/17/17	<u>45,800</u>	<u>45,800</u>	The interest rate is 10% per annum	<u>6/17/18</u>	Common shares at \$.015 per share or 50% of the average closing bid price of the last five trading days upon receiving a conversion notice, whichever is lower. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is a derivative liability under EITF 00-19 due to its variable floor conversion option.	<u>GreenTree Financial Group Inc</u>  <u>control person</u> <u>Chris Cottone</u>	<u>Loan &amp; Services</u>
9/30/14	0	<u>60,000</u>	10,873 & late fees of 10,000	9/30/15	Common shares at \$.015 per share or 50% of the average closing bid price of the last five trading days upon receiving a conversion notice, whichever is lower. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is a derivative liability under EITF 00-19 due to its variable floor conversion option.	<u>GreenTree Financial Group Inc</u>  <u>control person</u> <u>Chris Cottone</u>	<u>Loan &amp; Services</u>
9/15/16	0	<u>325,000</u>	5,010 & late fees of 5,000	9/15/17	Common shares at \$.015 per share or 50% of the average closing bid price of the last five trading days upon receiving a conversion notice, whichever is lower. The promissory note will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory note is a derivative liability under EITF 00-19 due to its variable floor conversion	<u>GreenTree Financial Group Inc</u>  <u>control person</u> <u>Chris Cottone</u>	<u>Loan &amp; Services</u>

					option.		
<u>1/27/2016</u>	30,000	<u>27,000</u>	<u>12,000</u>	<u>1/27/17</u>	\$12,000 initial interest. The note has an interest rate of 8% per annum	<u>Tom Kim</u>	<u>Loan</u>
<u>2/23/2017</u>	22,000	<u>22,000</u>	3,200	<u>2/1/07</u>	The note has an interest rate of 8% per annum	<u>Tom Kim</u>	<u>Loan</u>
<u>11/30/17</u>	<u>0</u>	<u>25,000</u>	<u>3,000</u>	<u>11/30/18</u>	The notes have an interest rate of 12% per annum at a conversion price of \$.001.	RB Capital Partners, Inc.  Control person Brett Rosen	<u>Loan</u>
<u>1/2/18</u>	<u>0</u>	<u>25,000</u>	<u>3,000</u>	<u>1/2/19</u>	The notes have an interest rate of 12% per annum at a conversion price of \$.001.	RB Capital Partners, Inc.  Control person Brett Rosen	<u>Loan</u>
<u>1/24/18</u>	<u>0</u>	<u>25,000</u>	<u>3,000</u>	<u>1/24/19</u>	The notes have an interest rate of 12% per annum at a conversion price of \$.001.	RB Capital Partners, Inc.  Control person Brett Rosen	<u>Loan</u>
<u>1/30/18</u>	<u>0</u>	<u>25,000</u>	<u>3,000</u>	<u>1/30/19</u>	The notes have an interest rate of 12% per annum at a conversion price of \$.001.	RB Capital Partners, Inc. Control person Brett Rosen	<u>Loan</u>
<u>2/23/18</u>	<u>25,000</u>	<u>25,000</u>	<u>3,000</u>	<u>2/23/19</u>	The notes have an interest rate of 12% per annum at a conversion price of \$.001.	RB Capital Partners  Control person Brett Rosen Inc.	<u>Loan</u>
<u>3/7/18</u>	<u>25,000</u>	<u>25,000</u>	<u>3,000</u>	<u>3/7/19</u>	The notes have an interest rate of 12% per annum at a conversion price of \$.001.	RB Capital Partners, Inc.  Control person Brett Rosen	<u>Loan</u>
<u>4/9/18</u>	<u>25,000</u>	<u>25,000</u>	<u>3,000</u>	<u>4/9/19</u>	The notes have an interest rate of 12% per annum at a conversion price of \$.001.	RB Capital Partners, Inc. Control person Brett Rosen	<u>Loan</u>
<u>9/18/18</u>	<u>0</u>	<u>25,000</u>	<u>2,320</u>	<u>9/18/19</u>	The note has an interest rate of 12% per annum. \$2,320 of accrued interest payable on the loan which included in the accompanying consolidated balance sheet.	A & R Opportunity Fund, LLC.,  Control person Alan Thomas	<u>Loan &amp; Services</u>

<u>10/1/18</u>	<u>0</u>	<u>25,000</u>	<u>2,320</u>	<u>10/1/19</u>	The note has an interest rate of 12% per annum. \$2,320 of accrued interest payable on the loan which included in the accompanying consolidated balance sheet.	A & R Opportunity Fund, LLC.,  Control person Alan Thomas	<u>Services</u>
<u>11/1/18</u>	<u>25,000</u>	<u>25,000</u>	<u>2,320</u>	<u>11/1/19</u>	The note has an interest rate of 12% per annum. \$2,320 of accrued interest payable on the loan which included in the accompanying consolidated balance sheet.	A & R Opportunity Fund, LLC.,  Control person Alan Thomas	<u>Services</u>
<u>12/1/18</u>	<u>25,000</u>	<u>25,000</u>	<u>2,320</u>	<u>12/1/19</u>	The note has an interest rate of 12% per annum. \$2,320 of accrued interest payable on the loan which included in the accompanying consolidated balance sheet.	A & R Opportunity Fund, LLC.,  Control person Alan Thomas	<u>Services</u>
<u>1/1/19</u>	<u>25,000</u>	<u>25,000</u>	<u>2,320</u>	<u>1/1/19</u>	The note has an interest rate of 12% per annum. \$2,320 of accrued interest payable on the loan which included in the accompanying consolidated balance sheet	A & R Opportunity Fund, LLC.,  Control person Alan Thomas	<u>Services</u>
<u>2/1/19</u>	<u>25,000</u>	<u>25,000</u>	<u>2,320</u>	<u>2/1/19</u>	The note has an interest rate of 12% per annum. \$2,320 of accrued interest payable on the loan which included in the accompanying consolidated balance sheet	A & R Opportunity Fund, LLC.,  Control person Alan Thomas	<u>Services</u>
<u>3/1/19</u>	<u>25,000</u>	<u>25,000</u>	<u>2,320</u>	<u>3/1/19</u>	The note has an interest rate of 12% per annum. \$2,320 of accrued interest payable on the loan which included in the accompanying consolidated balance sheet	A & R Opportunity Fund, LLC.,  Control person Alan Thomas	<u>Services</u>
<u>8/24/17</u>	<u>0</u>	<u>50,000</u>	<u>5,000</u>	<u>8/24/18</u>	<u>10% of principal or \$ 2,500</u>	L&H Inc.,  Control person  Ke Li	<u>Loan</u>
<u>9/1/17</u>	<u>0</u>	<u>25,000</u>	<u>2,500</u>	<u>9/1/18</u>	<u>10% of principal or \$ 2,500</u>	L&H Inc.,  Control person  Ke Li	<u>Loan</u>
<u>10/19/17</u>	<u>120,000</u>	<u>120,000</u>	<u>11,050</u>	<u>10/19/18</u>	The note has an interest rate of 15% per annum. \$11,050 accrued interest payable on the loan which included in the accompanying consolidated balance sheet.	The Brewer Group Inc.,  Control person Jack Brewer	<u>Services</u>
<u>10/19/18</u>	<u>120,000</u>	<u>120,000</u>	<u>11,050</u>	<u>10/19/19</u>	The note has an interest rate of 15% per annum. \$11,050 accrued interest payable on the loan which	The Brewer Group Inc.,  Control person	<u>Services</u>

					included in the accompanying consolidated balance sheet.	Jack Brewer	
--	--	--	--	--	--	-------------	--

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

n/aw3

#### 4) Financial Statements

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

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>5</sup>:

Name: Traci Anderson  
Title: CPA  
Relationship to Issuer: 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").

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.

n/a

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.

<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

**Unique Foods Corp**  
**f/k/a Unique Pizza and Subs Corporation**  
**Unaudited Consolidated Financial Statements**  
**For the Nine Months Ended September 30, 2019 and 2018**

Contents

Consolidated Financial Statements

Consolidated Balance Sheets.....2

Consolidated Statements of Operations.....3

Consolidated Statements of Stockholders' Equity/(Deficit).....4

Consolidated Statements of Cash Flows.....5

Notes to the Consolidated Financial Statements.....6-19



**UNIQUE FOODS CORP**  
**f/k/a UNIQUE PIZZA AND SUBS CORPORATION**  
**CONSOLIDATED BALANCE SHEET (UNAUDITED)**

	AS OF SEPTEMBER 30,	
	2019	2018
<b>CURRENT ASSETS</b>		
Cash	\$ 85,003	\$ 49,145
Accounts Receivable	162,197	2,792
Prepaid Expense	-	-
Deposits	179,200	179,200
Inventory--Salsa, PopsyCakes and Pizza	85,175	78,000
<b>TOTAL CURRENT ASSETS</b>	<b>511,575</b>	<b>309,137</b>
<b>PROPERTY AND EQUIPMENT</b>		
Cooking and Kitchen Equipment	115,061	115,061
Brew house Equipment	700,818	745,237
Delivery Vehicles	50,100	50,100
Computer and Office Equipment	23,147	23,147
<b>TOTAL PROPERTY AND EQUIPMENT</b>	<b>889,126</b>	<b>933,545</b>
Less: Accumulated Depreciation	(631,045)	(494,889)
<b>NET PROPERTY AND EQUIPMENT</b>	<b>258,081</b>	<b>438,656</b>
<b>GOODWILL</b>	<b>54,566</b>	<b>54,566</b>
<b>TOTAL ASSETS</b>	<b>824,222</b>	<b>802,359</b>
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Accounts Payable	\$ 1,810	\$ 13,083
Royalties Payable	403	403
Shareholder Loan Payable	30,000	30,000
Current Portion of Convertible Notes Payable	407,684	315,432
Note Payable to a Related Party Individual	-	495,000
Derivative Liability	45,000	45,000



Federal Income Taxes Payable	10,000	10,000
Accrued Interest and Late Fees	310,513	78,129
<b>TOTAL CURRENT LIABILITIES</b>	<b>805,410</b>	<b>987,047</b>
<b>TOTAL LIABILITIES</b>	<b>805,410</b>	<b>987,047</b>
<b>COMMITMENTS AND CONTINGENCIES</b>	<b>\$ -</b>	<b>\$ -</b>
<b>STOCKHOLDER'S EQUITY</b>		
Preferred Stock (\$0.0001 par value; 50,000,000 shares authorized; 22,950,000 shares issued and outstanding at September 30, 2019 and 2018; convertible one for twenty-five into common shares)	\$ 2,295	\$ 2,295
Common stock (\$0.0001 par value; 3,000,000,000 shares authorized; 650,368,732 shares issued and outstanding at September 30, 2019 and 37,727,321 at September 30, 2018)	65,537	3,773
Common Stock to be Issued to a Related Party	1,813	1,813
Preferred Stock to be Issued to a Related Party	200	200
Additional Paid in Capital	2,984,232	2,305,594
Retained Earnings/(Accumulated Deficit)	(3,139,265)	(2,524,210)
Non-Controlling Interest	-	25,847
<b>TOTAL STOCKHOLDER'S EQUITY (DEFICIT)</b>	<b>(81,188)</b>	<b>(184,688)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY/(DEFICIT)</b>	<b>\$ 722,222</b>	<b>\$ 802,359</b>

*Consolidated Financial Statements prepared by company management*

*See Notes to Consolidated Financial Statements*

UNIQUE FOODS CORP

f/k/a UNIQUE PIZZA AND SUBS CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS (UNAUDITED)

	FOR THE THREE MONTHS ENDED SEPTEMBER 30,		FOR THE NINE MONTHS ENDED SEPTEMBER 30,	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Revenue:				
Sales	\$408,349	\$334,692	\$1,297,623	\$997,083
Total Revenue	408,349	334,692	1,297,623	997,083
Cost of Goods Sold	147,552	126,835	477,397	352,916
Gross Profit	260,797	207,857	820,226	644,167
Costs and Expenses:				
Samples	3,450	5,513	11,342	11,873
Travel	8,982	23,043	31,485	33,522
Rent	25,540	46,980	122,250	98,103
Depreciation Expense	44,012	46,255	134,321	138,765
Show Fees	39,655	20,058	105,988	47,798
Stock Compensation	395,000	-	477,592	-
Professional Fees	20,156	21,452	53,267	34,046

Contract Labor	15,659	44,595	105,834	189,608
Utilities	8,612	14,811	32,415	34,958
Other Selling, General and Admin	100,658	16,375	242,846	197,340
Total Costs and Expenses	661,724	239,082	1,317,340	786,013
Loss from Continuing Operations	(400,927)	(31,225)	(497,114)	(141,846)
Interest Expense	(12,692)	-	(163,384)	-
Income Taxes	-	-	-	-
NET LOSS	(413,619)	(31,225)	(660,498)	(141,846)
Basic Loss per Common Share	\$ *	\$ *	\$ *	\$ *
Diluted Loss per Common Share	\$ *	\$ *	\$ *	\$ *

"\*" = less than \$.01

*Consolidated Financial Statements prepared by company management*

*See Notes to Consolidated Financial Statements*

UNIQUE FOODS CORP

f/k/a UNIQUE PIZZA AND SUBS CORPORATION

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2019

	Common Stock				Preferred stock				Additional	Accumulated
	Common Stock		to be issued		Preferred Stock		to be issued		Paid-in	
	Shares (in thousands)	Amount	Shares (in thousands)	Amount	Shares (In Thousands)	Amount	Shares (in thousands)	Amount	Capital	Deficit
Balances, December 31, 2018	99,546	\$9,955	18,125	\$1,813	22,950	\$2,295	2,000	\$200	\$2,191,029	\$ (2,478,767)
Common Shares issued	575,823	57,582	-	-	-	-	-	-	795,203	-
Net Loss	-	-	-	-	-	-	-	-	-	(660,498)
Balances, September 30, 2019	675,369	\$67,537	18,125	\$1,813	22,950	\$2,295	2,000	\$200	\$2,986,232	\$ (3,139,265)

*Consolidated Financial Statements prepared by company management*

*See Notes to Consolidated Financial Statements*



UNIQUE FOODS CORP

f/k/a UNIQUE PIZZA AND SUBS CORPORATION

CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

FOR THE NINE MONTHS ENDED SEPTEMBER 30,

2019

2018

CASH FLOWS FROM OPERATING ACTIVITIES:

Net loss	(\$660,498)	(\$141,846)
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Change in Non-Controlling interest	(92,701)	40,326
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Stock Compensation	852,785	-
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Amortization and Depreciation	134,320	138,765
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(Increase)/Decrease in Inventory	(7,788)	(27,937)
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(Increase)/Decrease in Accounts Receivable	(129,608)	19,884
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(Decrease) in Accounts Payable and Accruals	110,973	9,595
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NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	207,483	38,787
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CASH FLOWS TO/(FROM) FINANCING ACTIVITIES:

Increase/(Decrease) in Convertible Notes Payable	(182,316)	-
--	-----------	---

NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	(182,316)	-
---	-----------	---

NET INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS	25,167	38,787
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CASH AND CASH EQUIVALENTS,

BEGINNING OF THE PERIOD	59,836	10,358
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END OF THE PERIOD	\$85,003	49,145
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SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

*CASH PAID DURING THE PERIOD FOR:*

Interest	\$0	\$0
Taxes	\$0	\$0

*Consolidated Financial Statements prepared by company management*

*See Notes to Consolidated Financial Statements*

**Unique Foods Corp**  
**f/k/a Unique Pizza and Subs Corporation**  
**Notes to Consolidated Financial Statements**  
**For the Nine Months Ended September 30, 2019 and 2018**

**Note 1 – Organization**

Unique Foods Corporation (the “Company”) formerly Unique Pizza and Subs Corporation a Delaware corporation was incorporated November 20, 2003. The Company’s mission is to be a leading national franchiser. The Company has a store conversion strategy which targets existing pizza shops as potential franchisees. The Company will provide all franchisees with a customer call center, state-of-the-art point-of-sale system, economies of scale buying power and other services to potentially increase the new store’s profit margins. The Company also has a variable interest entity relationship with a California based restaurant and has wholly subsidiary with Jose Madrid Salsa and PopsyCakes.

The Company was a party to a reverse merger on February 9, 2006. The reverse merger was between Unique Foods Corporation (formerly known as Unique Pizza and Subs Corporation) and their wholly owned subsidiary Coastal Communications, Inc. Because of the reverse merger, all existing assets of Coastal Communications, Inc. have been removed from the financial statements. In addition, all the liabilities of Coastal Communications, Inc. were removed from the financial statements. As a result, the financial statements include the following: The balance sheet consists of the net remaining assets at historical cost after the reverse merger. The statement of operations includes only the income and expenses of Unique Foods Corporation (formerly known as Unique Pizza and Subs Corporation) and none of the income and expenses of Coastal Communications, Inc. (the previously wholly owned subsidiary).

**Note 2 – Summary of Significant Accounting Policies**

**Management’s Use of Estimates:** The Company’s consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires that the Company make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses and related disclosures. On an ongoing basis, the Company evaluates its estimates, including those related to revenue recognition, the fair value and useful lives of intangible assets, property and equipment, income taxes, and contingencies, among others. Actual results could differ from those estimates.

**Revenue Recognition:** One of the Company’s business model is to sell franchise agreements to customers. The revenue from these sales are recorded when the agreement to purchase the franchise is executed by the customer. The Company also derives revenues from the sale of its food products consisting of salsa, pizza, restaurant food and candied pretzels.





**Unique Foods Corp**  
**f/k/a Unique Pizza and Subs Corporation**  
**Notes to Consolidated Financial Statements**  
**For the Nine Months Ended September 30, 2019 and 2018**

Note 2 – Summary of Significant Accounting Policies (Continued)

Revenue is recorded when all the following have occurred: (1) persuasive evidence of an arrangement exists, (2) asset is transferred to the customer without further obligation, (3) the sales price to the customer is fixed or determinable, and (4) collectability is reasonably assured.

Cost of Sales: Cost of sales represents costs directly related to the production and third-party manufacturing of the Company's products.

Products sold are typically sold directly to the customer at point of sale; costs associated with shipping and handling is shown as a component of cost of sales.

Basis of Presentation. The financial statements include the accounts of Unique Pizza and Subs Corporation and its wholly owned subsidiaries along with a variable interest entity in the California restaurant prepared in accordance with accounting principles generally accepted in the United States of America. The accrual basis is the basis of accounting used. All significant intercompany balances and transactions have been eliminated.

Risk and Uncertainties - The Company is subject to risks common to companies in the service industry, including, but not limited to, litigation, development of new technological innovations and dependence on key personnel.

Fair Value of Financial Assets and Financial Liabilities- The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and 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. 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 broad levels. 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. The three levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below.

**Unique Foods Corp**  
**f/k/a Unique Pizza and Subs Corporation**  
**Notes to Consolidated Financial Statements**  
**For the Nine Months Ended September 30, 2019 and 2018**

Note 2 – Summary of Significant Accounting Policies (Continued)

Level 1	Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.
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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.
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Level 3	Pricing inputs that are generally observable inputs and not corroborated by market data.
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The carrying amounts of the Company's consolidated financial assets and liabilities, such as cash, accounts receivable, inventory, goodwill, accounts payable, accrued interest, derivative liabilities, notes payable and customer deposits approximate their fair values because of the short maturity of these instruments. The Company's bank note payable approximates the fair value of such instrument based upon management's best estimate of interest rates that would be available to the Company for similar consolidated financial arrangement at September 30, 2019.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis, consequently, the Company did not have any fair value adjustments for assets and liabilities measured at fair value at September 30, 2019, nor gains or losses are reported in the statement of operations that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date for the 9 months ended September 30, 2019 and 2018.

**Cash and Cash Equivalents** - For purposes of the Consolidated Statements of Cash Flows, the Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents.

**Impairment of Long-Lived Assets:** The Company evaluates the recoverability of its fixed assets and other assets in accordance with section 360-10-15 of the FASB Accounting Standards Codification for disclosures about Impairment or Disposal of Long-Lived Assets. Disclosure requires recognition of impairment of long-lived assets in the event the net book value of such assets exceeds its expected cash flows. If so, it is impaired and is written down to fair value, which is determined based on either discounted future cash flows or appraised values. The Company adopted the statement on inception. No impairments of these types of assets were recognized during the 9 months ended September 30, 2019 and 2018.

**Unique Foods Corp**  
**f/k/a Unique Pizza and Subs Corporation**  
**Notes to Consolidated Financial Statements**

**For the Nine Months Ended September 30, 2019 and 2018**

Note 2 – Summary of Significant Accounting Policies (Continued)

**Income Taxes:** The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when 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.

**Fixed Assets:** The Company's property and equipment consisting of building improvements, restaurant and office equipment, software, and furniture are stated at cost and depreciated over their estimated useful lives ranging from 5-7 years of the respective assets. Depreciation is computed using the straight-line method. Book depreciation for the 9 months ended September 30, 2019 and 2018 is \$134,321 and \$138,765, respectively. Expenditures for maintenance and repairs are charged to expense as incurred.

Property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Upon sale or retirement of property and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in the statements of operations.

**Advertising Costs -** Advertising costs are expensed as incurred. The Company does not incur any direct-response advertising costs.

**Income(Loss) Per Share -** Net income(loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income(loss) per share is computed by dividing net income(loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income(loss) per share is computed by dividing net loss by the weighted average number of shares of common stock and potentially outstanding shares of common stock during each period. There were no potentially dilutive shares outstanding as of September 30, 2019 and 2018.

**Unique Foods Corp**

**f/k/a Unique Pizza and Subs Corporation**

**Notes to Consolidated Financial Statements**

**For the Nine Months Ended September 30, 2019 and 2018**

Note 2 – Summary of Significant Accounting Policies (Cont'd)

Inventory - Inventory, consisting of finished food products purchased, is located on the premises of our respective subsidiaries and is stated at the lower of cost or market using the

first in first out method. No allowances were necessary at September 30, 2019. The Company periodically reviews historical sales activity to determine potentially obsolete items and evaluates the impact of any anticipated changes in future demand.

Share-Based Payments - The Company acquires nonmonetary assets including goods for its common stock. The goods are recorded at the fair value of the nonmonetary asset exchanged or at an independent quoted market price for items exchanged.

The Company accounts for stock-based compensation using the fair value method following the guidance set forth in section 718-10 of the FASB Accounting Standards Codification for disclosure about Stock-Based Compensation. This section requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost will be recognized over the period during which an employee is required to provide service in exchange for the award- the requisite service period (usually the vesting period). No compensation cost is recognized for equity instruments for which employees do not render the requisite service.

Comprehensive Income (Loss) - The Company reports comprehensive income and its components following guidance set forth by section 220-10 of the FASB Accounting Standards Codification which establishes standards for the reporting and display of comprehensive income and its components in the consolidated financial statements. There were no items of comprehensive income (loss) applicable to the Company during the period covered in the consolidated financial statements.

Accounts Receivable and Allowance for Doubtful Accounts – We grant credit to customers based on an evaluation of their financial condition but most of our sales are immediately collected in cash at the point of sale. The estimate of the allowance for doubtful accounts, which is charged off to bad debt expense, is based on management's assessment of current economic conditions and historical collections experience.

At September 30, 2019 and 2018, the Company did not have an allowance for doubtful accounts.

For the 9 months ended September 30, 2019 and 2018 the Company had \$-0- in bad debt expense.

**Unique Foods Corp**  
**f/k/a Unique Pizza and Subs Corporation**  
**Notes to Consolidated Financial Statements**

**For the Nine Months Ended September 30, 2019 and 2018**

Note 2 – Summary of Significant Accounting Policies (Cont'd)

Related Parties - The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Non-Controlling Interest – The Company owns 50% of Credo Ventures, LLC, a variable interest entity.

Pursuant to Section 850-10-20 the related parties include a. affiliates of the Company; b. Entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. Other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The consolidated financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationship(s) involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

**Unique Foods Corp**  
**f/k/a Unique Pizza and Subs Corporation**  
**Notes to Consolidated Financial Statements**  
**For the Nine Months Ended September 30, 2019 and 2018**

Note 2 – Summary of Significant Accounting Policies (Cont'd)

Contingencies—The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. However, there is no assurance that such matters will not materially and adversely affect the Company's business, consolidated financial position, and consolidated results of operations or consolidated cash flows.

Principles of Consolidation – The consolidated financial statements include the accounts of Jose Madrid Salsa, Popsy Cakes, Christopher Street (various products) and Credo Ventures (restaurant). All inter-company accounts and transactions have been eliminated in consolidation.

Recent Accounting Pronouncements - The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and do not believe the future adoption of any such pronouncements may be expected to cause a material impact on its consolidated financial condition or the results of its operations.

**Unique Foods Corp**  
**f/k/a Unique Pizza and Subs Corporation**  
**Notes to Consolidated Financial Statements**

**For the Nine Months Ended September 30, 2019 and 2018**

Note 2 – Summary of Significant Accounting Policies (Cont'd)

***FASB Accounting Standards Codification***

In June 2018, the FASB issued ASU No. 2018-07 “Compensation - Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting.” These amendments expand the scope of Topic 718, Compensation - Stock Compensation (which currently only includes share-based payments to employees) to include share-based payments issued to nonemployees for goods or services. Consequently, the accounting for share-based payments to nonemployees and employees will be substantially aligned. The ASU supersedes Subtopic 505-50, Equity - Equity-Based Payments to Non-Employees. The guidance is effective for public companies for fiscal years, and interim fiscal periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted, but no earlier than a company’s adoption date of Topic 606, Revenue from Contracts with Customers. The Company is assessing ASU 2018-07 and does not expect it to have a material impact on our accounting and disclosures.

January 2019, the FASB issued ASU 2016-02, Leases (Topic 842) – ASU 2016-02 requires that a lessee recognize the assets and liabilities that arise from operating leases. A lessee should recognize, in the statement of financial position, a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. For leases with a term of twelve months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. In transition, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. Public business entities should apply the amendments in ASU 2016-02 for fiscal years beginning after December 15, 2018 with a one-year deferral for Emerging Growth Companies, including interim periods within those fiscal years (i.e. January 1, 2019, for a calendar year entity). Early application is permitted for all public business entities and all non-public business entities upon issuance. The adoption of this standard did not have a material impact on the Company’s financial position and results of operations.

Other pronouncements issued by the FASB or other authoritative accounting standards groups with future effective dates are either not applicable or are not expected to be significant to the Company’s financial position, results of operations or cash flows.

*Stock Compensation*

In March 2016, the FASB issued ASU 2016-09, *Stock Compensation*, which is intended to simplify the accounting for share-based payment award transactions. The new standard will



**Unique Foods Corp**  
**f/k/a Unique Pizza and Subs Corporation**  
**Notes to Consolidated Financial Statements**

**For the Nine Months Ended September 30, 2019 and 2018**

Note 2 – Summary of Significant Accounting Policies (Cont'd)

modify several aspects of the accounting and reporting for employee share-based payments and related tax accounting impacts, including the presentation in the statements of operations and cash flows of certain tax benefits or deficiencies and employee tax withholdings, as well as the accounting for award forfeitures over the vesting period. The guidance is effective for fiscal years beginning after December 15, 2016, including interim periods within that year, and will be adopted by the Company in the first year of fiscal 2018. The Company anticipates the new standard will not result in an increase in the number of shares used in the calculation of diluted

earnings per share and will not add volatility to the Company's effective tax rate and income tax expense due to its net operating loss carry forward. The magnitude of such impacts will depend in part on whether significant employee stock option exercises occur.

***Subsequent Events***

*(Included in Accounting Standards Codification ("ASC") 855 "Subsequent Events", previously SFAS No. 165 "Subsequent Events")*

SFAS No. 165 established general standards of accounting for and disclosure of events that occur after the balance sheet date, but before the consolidated financial statements are issued or available to be issued ("subsequent events"). An entity is required to disclose the date through which subsequent events have been evaluated and the basis for that date. For public entities, this is the date the consolidated financial statements are issued. SFAS No. 165 does not apply to subsequent events or transactions that are within the scope of other GAAP and did not result in significant changes in the subsequent events reported by the Company. SFAS No. 165 became effective for interim or annual periods ending after

September 15, 2009 and did not impact the Company's consolidated financial statements. The Company evaluated for subsequent events through the issuance date of the Company's consolidated financial statements. No recognized or non-recognized subsequent events were noted.

Note 3 – Shareholders' Equity

The Company's is authorized to issue 3,000,000,000 shares of \$.0001 par common stock. At September 30, 2019, there were 672,368,732 shares outstanding. At September 30, 2018 there were 37,727,321 shares outstanding.

During the 3<sup>rd</sup> Quarter 2018, the Company performed a 250:1 reverse stock split of its common stock. The effects of such reverse stock split have been retroactively restated in the accompanying financial statements as of the beginning of the period presented.

**Unique Foods Corp**  
**f/k/a Unique Pizza and Subs Corporation**  
**Notes to Consolidated Financial Statements**  
**For the Nine Months Ended September 30, 2019 and 2018**

**Note 3 – Shareholders' Equity (Cont'd)**

In the 4<sup>th</sup> Quarter 2018, the Company issued 61,818,182 at par for services and expense reimbursements.

In the 1<sup>st</sup> Quarter 2019, the Company issued 120,682,727 at par for services and expense reimbursements.

In the 2<sup>nd</sup> Quarter 2019, the Company issued 60,140,005 for services and expenses.

In the 3<sup>rd</sup> Quarter 2019, the Company issued 395,000,000 for services.

At September 30, 2019, there were 22,950,000 shares of preferred stock issued and outstanding to the Company's officer, director, and majority shareholder. At September 30, 2018, there were 22,000,000 shares of preferred stock issued and outstanding to the Company's officer, director and majority shareholder. These are ` into shares of common stock at a rate of one preferred share into twenty-five common shares. Therefore, there are potentially 550,000,000 additional shares of common stock that could be issued in the future upon conversion from preferred shares by this person. The Company affected a one for two hundred and fifty reverse stock splits on March 6, 2014. The consolidated financial statements herein have been retroactively restated in compliance with US SEC staff accounting bulletin topic 4.C. The effects of these shares are non-dilutive at September 30, 2019 due to the net loss recorded.

**Note 4 – Convertible Notes Payable**

The Company has a series of unsecured convertible note payables to an unrelated third party at September 30, 2019 of \$507,684. Included in this amount is a promissory note which has a line of credit in the amount of \$250,000 for the Company to draw upon. The interest rate is 10% per annum. The notes are currently payable on demand and have a conversion feature into common shares at \$.015 per share or 50% of the average closing bid price of the last five trading days upon receiving a conversion notice, whichever is lower. The promissory notes will not convert into more than ten percent of the Company's shares pursuant to an agreement between the parties. The promissory notes are a derivative liability under EITF 00-19 due to its variable floor conversion option.

ASC Topic 815 ("ASC 815") requires that all derivative financial instruments be recorded on the balance sheet at fair value. Fair values for exchange traded securities and derivatives are

**Unique Foods Corp**  
**f/k/a Unique Pizza and Subs Corporation**  
**Notes to Consolidated Financial Statements**

**For the Nine Months Ended September 30, 2019 and 2018**

**Note 4 – Convertible Notes Payable (Cont'd)**

based on quoted market prices. Where market prices are not readily available, fair values are determined using market-based pricing models incorporating readily observable market data

and requiring judgment and estimates. The Company has evaluated the terms and conditions

of the conversion features contained in the notes and warrants to determine whether they represent embedded or freestanding derivative instruments under the provisions of ASC 815.

The Company determined that the conversion features contained in the notes and warrants represent freestanding derivative instruments that meet the requirements for liability classification under ASC 815. As a result, the fair value of the derivative financial instruments in the notes and warrants is reflected in the Company's balance sheet as a liability. The fair value of the derivative financial instruments of the convertible notes and warrants was measured at the inception date of the notes and warrants and each subsequent balance sheet date. Any changes in the fair value of the derivative financial instruments are recorded as non-operating, non-cash income or expense at each balance sheet date.

The Company valued the conversion features in its convertible notes using the Black-Scholes model. The Black-Scholes model values the embedded derivatives based on a risk-free rate of return ranging from 0.02% to 0.02%, grant dates at the beginning of the year, the term of convertible note, conversion prices is lesser of 1) \$0.015, or 2) 50% of stock bid price at date of note issuance, current stock prices on the measurement date ranging from \$0.005 to \$0.011, and the computed measure of the Company's stock volatility, ranging from 221.61% to 359.23%. Included in the September 30, 2019 consolidated financial statements is a derivative liability in the amount of \$45,000 to account for this transaction.

Included in the Consolidated Statement of Operations for the previous year end consolidated financial statements was a \$45,000 in change of fair value of derivative and \$45,000 of debt discount amortization in non-cash charges pertaining to the derivative liability as it pertains to the gain on derivative liability and debt discount, respectively.

**Note 6 – Income (Loss) Per Share**

Income (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. Basic and diluted loss per share was less than \$.01 for the 9months ended September 30, 2019 and 2018.

**f/k/a Unique Pizza and Subs Corporation**

**Notes to Consolidated Financial Statements**

**For the Nine Months Ended September 30, 2019 and 2018**

Note 7 – Supplemental Cash Flow Information

Supplemental disclosures of cash flow information for the 9 months ended September 30, 2019 and 2018 are summarized as follows:

Cash paid during the periods for interest and income taxes:

	<u>2019</u>	<u>2018</u>
Income Taxes	\$ --	\$ --
Interest	\$ --	\$ --

Note 8 – Going Concern and Uncertainty

The Company has suffered recurring losses from operations since inception. In addition, the Company has yet to generate an internal cash flow from its business operations. These factors raise substantial doubt as to the ability of the Company to continue as a going concern.

Management's plans about these matters encompass the following actions: 1) obtain funding from new investors to alleviate the Company's liquid working deficiency, and 2) implement a plan to generate sales. The Company's continued existence is dependent upon its ability to resolve its liquidity problems and increase profitability in its current business operations. However, the outcome of management's plans cannot be ascertained with any degree of certainty. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of these risks and uncertainties.

Note 9 – Goodwill

On August 15, 2015, the Company acquired 100% of the capital stock of Jose Madrid Sales Corporation, an Ohio corporation, in exchange for the issuance of 950,000 shares of the Company's preferred stock. The fair value of this stock issuance was determined using the fair value of the Company's common stock on the closing date, at a market quoted price of \$.008. Accordingly, the Company recognized goodwill of \$53,011 as follows:

Fair value of the consideration transferred	\$ 190,000
Net of identifiable assets acquired	
and liabilities assumed	<u>(136,989)</u>
Goodwill	\$ 53,011

The Company subsequently tested the goodwill for impairment and assessed the goodwill was not impaired since there was significant operating revenue and profits generated from Jose Madrid Salsa during the subsequent period thereto.

**f/k/a Unique Pizza and Subs Corporation**

**Notes to Consolidated Financial Statements**

**For the Nine Months Ended September 30, 2019 and 2018**

**Note 9 – Goodwill (cont'd)**

On December 31, 2015, the Company acquired 100% of the capital stock of PopsyCakes Distributing, LLC, a Florida corporation, in exchange for the issuance of 2,000,000 shares of the Company's common stock. The fair value of this stock issuance was determined using the fair value of the Company's common stock on the closing date, at a market quoted price of \$.0031. Accordingly, the Company recognized goodwill of \$1,555 as follows:

Fair value of the consideration transferred	\$ 6,200
Net of identifiable assets acquired	
and liabilities assumed	<u>(4,645)</u>
Goodwill	\$ 1,555

The Company subsequently tested the goodwill for impairment and assessed the goodwill was not impaired since there was significant operating revenue and profits generated from PopsyCakes during the subsequent period thereto.

**Note 10—Segment Reporting**

The Company follows the guidance set forth by section 280-10 of the FASB Accounting Standards Codification for reporting and disclosure on operating segments of the Company.

The Company's segment information is as follows:

For the nine months ended September 30, 2019:

	<u>Unique Pizza/Tap</u> <u>house</u>	<u>Jose Madrid</u> <u>Salsa</u>	<u>PopsyCakes</u>	<u>Christopher</u> <u>Street</u>
Revenue	\$ 640,346	\$ 573,102	\$ 16,313	\$ 67,862
Operating Profit/(Loss)	\$ (776,212)	\$ 48,696	\$ 8,112	\$ 58,906

For the nine months ended September 30, 2018:

	<u>Unique Pizza/Tap</u> <u>house</u>	<u>Jose Madrid</u> <u>Salsa</u>	<u>PopsyCakes</u>	<u>Christopher</u> <u>Street</u>
Revenue	\$ 439,595	\$ 204,755	\$ 11,759	\$ 6,282
Operating Profit/(Loss)	\$ (127,231)	\$ 9,017	\$ 5,064	\$ 2,529

Unique Foods Corp

**f/k/a Unique Pizza and Subs Corporation**

**Notes to Consolidated Financial Statements**

**For the Nine Months Ended September 30, 2019 and 2018**

**Note 11 – Subsequent Events/Material Event**

**Subsequent Events**

The Company evaluated for subsequent events through the issuance date of the Company's financial statements and has determined no subsequent events have occurred.

**Material Events**

On September 28, 2018, the Company officially changed its name from Unique Pizza and Subs Corp. to Unique Foods Corp.

On March 06, 2019, the Company announced the signing of an agreement with Brewer & Associates Consulting to help source, distribute and market a complete line of gourmet certified CBD-Infused food products.

On March 19, 2019, the Company announced that it has acquired privately held Pizza Fusion Holdings Inc. The Pizza Fusion brand will become a wholly owned subsidiary of the parent company Unique Foods Corporation.

## Plan of Operation

Through the years of learning and increasing experience, some of the Key Elements and Principles of the Business Model and Associated Plan include the following:

- Become one of the **‘Top Ten’** pizza Franchises in the US
  - This would require > 1,000 stores
- **Revenue** sources to include:
  - Franchise Fees
  - 8% of Franchisee Revenue (major franchise’s charge between 11 & 14%)
    - 1) 5% for Corporate
    - 2) 3% for Advertising and Customer Support Center
  - Vendor/Supplier Rebates
  - Stock Sales
- Three **Growth** propositions (both Franchised and Company owned)
  - 1) *‘Organic’* – new store openings
  - 2) *Conversions* – existing independent stores
  - 3) *Acquisitions* -- both pizza/sub businesses as well as ‘complimentary businesses’ that could also become independent profit centers
- **‘Brick and Mortar’** (buildings/structures) would **NOT** be important, but emphasis would be on product, building color scheme and ‘look and feel,’ Unique Pizza and Subs® signage, employee attire, etc.
- Store service option **Flexibility**, such as they can provide: (a) pick-up and delivery only, (b) sit-down and (a), (c) inclusion of wine, beer and/or liquor license
- Make a low **‘Cost of Entry’** (franchise fee) and overall ongoing Affordability
  - Initial Franchise Fee established at \$20K
  - Provide financing opportunities
  - Weekly fees tied to store revenues @ average of 5% below competitors
  - Individual (vs. quantity) pricing available for consumables such as shirts, hats, menu’s business cards, gifts, etc.
  - Shared advertising fees
- Minimize Employee **Theft** of money and/or product through the use of Automation
  - Common Point of Sale system for all stores
  - Centralized toll free Call Center for ALL stores
  - Professional Customer Response Representatives for Order Accuracy
  - Product and Ingredient Consumption activities/histories matched to revenue
  - Accurate revenue and product Usage Tracking
- Improve store **Profits**
  - Up-selling to improve average ‘order/ticket’ price
  - Marketing



- ..... Headcount Reduction
- ..... Order Accuracy
- ..... Volume-based Pricing and vendor Discounts
- ..... Product Profitability Analysis

●..... A **Customer Loyalty Program** is required to reward great consumers and to stimulate those who may need incentives or had a less than satisfactory experience

●..... Minimize call **Order Time** without compromising **Order Accuracy**

- ..... Utilize Automated Call Directory (ACD) software tools
- ..... Corporate Enterprise system
- ..... Customer Data-base accuracy

●..... Product **Consistency** expected of major franchises, regardless of cook's expertise

- ..... Thorough Documentation
- ..... Timeless Training (Head Years, Web-based and On-site)

A. 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

Restaurants, franchising, frozen pizza development, wholly owned subsidiary Jose Madrid Salsa, wholly owned subsidiary PopsyCakes, wholly owned subsidiary Pizza Fusion, wholly owned subsidiary Unique Tap House, partnership with Christopher Street Products, Unique Foods Edible CBD and assorted other retail food and body products throughout the United States.

**Officers, Directors and Control Persons of Subsidiaries:**

**•Names of Officers, Directors and Control Persons:**

James C. Vowler, Founder, President and CEO

William J. Vowler, GM and Vice President

Michael Zakany Founder of JMS

Vincent Viola President of Christopher Street Products

Kevin Serrano Unique Tap House

Susan Kravit PopsyCakes

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

Restaurants, franchising, frozen pizza development, Jose Madrid Salsa, PopsyCakes, Christopher Street Products, Unique Tap House, Pizza Fusion, CBD edibles and assorted other retail food and body products throughout the United States.

**6) Issuer's Facilities**

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

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

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

Unique Foods Corp. has a lease and mailing address of: 322 Mall Blvd Suite #149, Monroeville PA 15146 and owns offices at 8 Westmoreland Rd Trafford PA 15239 also used as a shipping and storage facility for our Unique Foods CBD Edibles.

Wholly owned subsidiary Jose Madrid Salsa Corp. has a 20 year lease for all of our production, shipping facility and offices at 601 Putnam Ave Zanesville OH 43701.

Wholly owned subsidiary Unique Tap House had a 10 year lease in our name since 2016 with an address: 39809 Avenida Acacias Murrieta CA 92563

Wholly owned subsidiary PopsyCakes LLC. with a manufacturing plant located at: Spanish River Plaza Office, 500 NE Spanish River Blvd #22 Boca Raton FL 33431. At that location we own the equipment to produce, package and store our PopsyCakes & PopsyBites, this location is covered in a \$2 million insurance policy and has \$15,000+ of our inventory.

Unique Foods Corporation owns 50% of Christopher Street Products which is located at: 578 Midland Ave Staten Island NY 10306 This warehouse is used for our CSP offices, product storage and shipping for our Christopher Street Products, wine, coffee, salad dressing, jams, jellies etc.

Wholly owned subsidiary Pizza Fusion has a lease and mailing address of: 322 Mall Blvd Suite #149, Monroeville PA 15146 and owns offices at 8 Westmoreland Rd Trafford PA 15239

**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
James C Vowler	<u>President/CEO/CFO/Director</u>	<u>Pittsburgh PA</u>	23,600,000 Common & 20,000,000 Preferred shares	<u>Common &amp; Preferred</u>	67%	Preferred shares converts 1 to 25 common with full voting rights
William J Vowler	<u>GM/VP/Director</u>	<u>Pittsburgh PA</u>	<u>250,000</u>	<u>Common</u>	<u>Less than 1%</u>	
Bala Indurti	<u>COO</u>	<u>Atlanta GA</u>	<u>4,000</u>	<u>Common</u>	<u>Less than 1%</u>	
Michael Zakany	<u>Founder of Jose Madrid Salsa</u>	<u>Zanesville OH</u>	<u>950,000</u>	<u>Preferred</u>	<u>3.5%</u>	Preferred shares converts 1 to 25 common with full voting rights
Dr. M. S. Reddy	<u>Senior Advisor</u>	<u>Denver CO</u>	<u>2,000,000</u>	<u>Preferred</u>	<u>7.4%</u>	Preferred shares converts 1 to 25 common with full voting rights
Vincent Viola	<u>Founder of Christopher Street Products</u>	<u>Brooklyn NY</u>	<u>0</u>	<u>n/a</u>	<u>n/a</u>	
Kevin Serrano	<u>Unique Tap House</u>	<u>Murrieta CA</u>	<u>4,000</u>	<u>Common</u>	<u>Less than 1%</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; **None**
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities. **None**

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities. **None**

## 9) Third Party Providers

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

### Securities Counsel

Name: Clayton S Morrow Esq.  
Firm: Morrow & Artim, P.C.  
Address 1: 304 Ross Street  
Address 2: Pittsburgh PA 15219  
Phone: 412-281-1250  
Email: cmorrow@allconsumerlaw.com

### Accountant or Auditor

Name: Traci Anderson CPA  
Address 1: 11840 Crooked Stick Place  
Address 2: Pineville NC 28134  
Phone: 704-904-0062  
Email: traci4tax@traci4tax.com

### Investor Relations Consultant

Name: Unique Foods Corp  
Firm: UPZS  
Address 1: 322 Mall Blvd #149  
Address 2: Monroeville PA 15146  
Phone:  
Email: InvestorRelations@UniqueFoods.Co

### Other Service Providers

Name: Harold Martin  
Firm: Law Offices of Harold H Martin, P.A.  
Nature of Services: Sec Attorney  
Address 1: 19720 Jetton Road  
Address 2: Cornelius, NC 28031  
Phone: 704-464-9528  
Email: Harold@martin-pritchett.com

Name: John Hanzel  
Firm: Law Offices of John Hanzel  
Nature of Services: Attorney  
Address 1: 19245-G Liverpool Parkway  
Address 2: Cornelius, NC 28031  
Phone: 704-892-1375  
Email: [JohnHanzellaw@gmail.com](mailto:JohnHanzellaw@gmail.com)

Firm: A&R Opportunity Fund LLC.  
Nature of Services: Consultant  
Address 1: 2821 N Ocean Blvd #604  
Address 2: Fort Lauderdale FL 33308  
Phone: 704-892-1375

## 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, James C. Vowler certify that:

1. I have reviewed this Quarterly Disclosure Statement of Unique Foods Corp.;
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.

11/15/19

/s/ James C. Vowler

James C. Vowler

President/CEO/CFO

### *Principal Financial Officer:*

I, James C. Vowler certify that:

1. I have reviewed this Quarterly Disclosure Statement of Unique Foods Corp;
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.

11/15/19

/s/ James C. Vowler

James C. Vowler

President/CEO/CFO