

Alternative Reporting Standard: Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines (“Guidelines”).¹ These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have been designed to encompass the “Catch All” information required in Rule 15c2-11,² however they have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.³

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice. The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

Pink Current Information Tier

Companies that make the information described below publicly available on a timely basis (90 days after fiscal year end for Annual Reports; 45 days after each fiscal quarter end for Quarterly Reports) may qualify for the Current Information Tier.

Qualification Process:

1. Subscribe to the OTC Disclosure & News Service by submitting an [OTCIQ Order Form](#) (available on www.otciq.com).
2. Upload the following documents through OTCIQ:
 - **Quarterly Reports** for Current Fiscal Year– must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Most Recently Completed Fiscal Year– must include Disclosure Statement and Financial Reports listed below
 - **Annual Report** for Prior Completed Fiscal Year – must include Financial Reports listed below
 - **Disclosure Statements:** Disclosure information pursuant to these Guidelines for the applicable period. (see the fillable form starting on Page 4).
 - **Financial Statements:** Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited. Required financial statements include:
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows

¹ This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

² Publication of information pursuant to these Guidelines does not guarantee or ensure that the Company will be designated as having “current information” or eligible for public quotations pursuant to Rule 15c2-11 or any other applicable regulation.

³ OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
 - Notes to Financial Statements
 - Audit Letter, if audited
3. If financial statements are not audited by a PCAOB registered firm, provide the following:
 - **Attorney Letter Agreement:** Submit a signed Attorney Letter Agreement according to the [instructions](http://www.otcmarkets.com) on www.otcmarkets.com.
 - **Attorney Letter:** After following the appropriate procedures with a qualified attorney, upload an "Attorney Letter With Respect to Current Information" in accordance with the [Attorney Letter Guidelines](#) through OTCIQ. Attorney Letters must reference all required reports as set forth in Section 2 above.
 4. **Verified Profile:** Verify the Company Profile through OTCIQ. Profile information includes, but is not limited to, a complete list of officers, directors and service providers, outstanding shares, a business description and contact information.
 5. Allow OTC Markets Group to process the posted documents (typically three to five business days) and provide any comments.
 6. Companies will be only be evaluated for Current Information once all required documentation has been submitted. A new Attorney Letter is required upon amendment of any referenced report.
 7. To qualify for Current Information on an ongoing basis, companies must:
 - Upload reports through OTCIQ on the following schedule:
 - Quarterly Report within **45 days** of the quarter end
 - Annual Report within **90 days** of the fiscal year end
 - Attorney Letter within **120 days** of the fiscal year end.
 - Maintain a Verified Profile. At least once every six months, review and verify the Company's profile information through OTCIQ.

Pink Limited Information Tier

Companies that make the information described below publicly available through OTCIQ may qualify for the Limited Information Tier.

8. **Annual Financial Statements:** Companies must upload the below financial statements for a completed Fiscal Year within the past 16 months. Financial reports must be prepared according to U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.
 - Balance Sheet
 - Statement of Income
 - Statement of Cash Flows
 - Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
 - Notes to Financial Statements
 - Audit Letter, if audited
9. **Verified Profile:** The Company must verify the Company Profile through OTCIQ, including, but not limited to, a complete list of officers, directors and service providers; outstanding shares; a business description and contact information.

10. To Qualify for Limited Information on an ongoing basis, companies must:

- Upload reports through OTCIQ on the following schedule:
 - **Annual Report** (including the required financial statements outlined in Item 8) within 120 days of the fiscal year end
- Maintain a Verified Profile. At least once every six months, review and verify their the Company's profile information through OTCIQ.

Current Reporting of Material Corporate Events

Companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public. If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence and posting such news release through an Integrated Newswire or OTCIQ.⁴

Material corporate events include:

- Entry into or termination of a material definitive agreement
- Completion of an acquisition or disposition of assets, including but not limited to merger transactions
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
- Costs associated with exit or disposal activities
- Material impairments
- Sales of equity securities
- Material modification to rights of security holders
- Changes in issuer's certifying accountant
- Non-reliance on previously issued financial statements or a related audit report or completed interim review
- Changes in control of issuer
- Departure of directors or principal officers; election of directors; appointment of principal officers
- Amendments to articles of incorporation or bylaws; change in fiscal year
- Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
- Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
- Officer, director, or insider transactions in the issuer's securities
- Disclosure regarding stock promotion campaigns deemed material by the issuer
- Changes to the company's shell status
- Other events the issuer considers to be of importance

⁴ "Integrated Newswire" shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group's list of Integrated Newswires, as published on <https://www.otcmartets.com/corporate-services/products/disclosure-and-news-service>

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

HPIL HOLDING

1720-650 West Georgia Street

Vancouver, BC V6B 4N8

778-819-1956

<https://www.hpilholding.ca>

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Quarterly Report

For the Period Ending: June 30, 2021

(the "Reporting Period")

As of June 30 2021, the number of shares outstanding of our Common Stock was:

12,468,232,718

As of March 31, 2021, the number of shares outstanding of our Common Stock was:

7,755,908,628

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

7,505,908,628

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:

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 Control⁵ of the company has occurred over this reporting period:

⁵ "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

Yes: No:

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

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Current Name HPIL Holding; Previous Name Trim Holding Group. The name was changed from Trim Holding Group to HPIL Holding on May 21, 2012

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The current state of incorporation is Wyoming. The Company is in good standing. The Company was previously incorporated in the State of Nevada, and was incorporated in Nevada from March 5, 2009 to March 22, 2019.

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

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

The address(es) of the issuer's principal executive office:

1720-650 West Georgia Street Vancouver, BC V6B 4N8

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address:

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

Yes: No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

On September 11, 2020 Angela Collette was appointed the Receiver of HPIL Holding, in Sate of Michigan in the Forty-Second Judicial Circuit Court, Haining Zhang v. HPIL Holding Case No. 20-6989-CB-C the Hon Stephen P. Carras presiding. The Receiver was given the sole authority to operate HPIL Holding.

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.

2) Security Information

Trading symbol: HPIL
Exact title and class of securities outstanding: Common Stock
CUSIP: 40432Y109
Par or stated value: .0001

Total shares authorized: 18,000,000,000 as of date: March 31, 2021
Total shares outstanding: 7,505,908,628 as of date: March 31, 2021
Number of shares in the Public Float⁶: _____ as of date: _____
Total number of shareholders of record: 437 as of date: March 31 2021

All additional class(es) of publicly traded securities (if any):

Trading symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: Olde Monmouth Stock Transfer
Phone: 732.872.2727
Email: matt@oldemonmouth.com
Address: 200 Memorial Pkwy Atlantic Highlands, NJ 07716A

Is the Transfer Agent registered under the Exchange Act?⁷ Yes: No:

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

⁶ "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.

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

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:

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>January 1, 2019</u>									
Common: <u>241,356,368</u>									
Preferred: _____									
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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
01/17/2019	Issue Securities	115,000,000	Common	0.001	No	EROP CAPITAL LLC	N/A	Restricted	N/A
01/17/2019	Transfer Securities	115,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
01/28/2019	Issue Securities	120,000,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
01/28/2019	Transfer Securities	5,500,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
01/28/2019	Transfer Securities	120,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
01/30/2019	Cancel Securities	100,000,000	Common	0.001	No	LUX LAW - AS ESCROW AGENT PARTNERSHIP	N/A	Restricted	N/A

01/30/2019	Issue Securities	139,000,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
01/30/2019	Transfer Securities	5,500,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
01/30/2019	Transfer Securities	139,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
02/04/2019	Cancel Securities	100,000,000	Common	0.001	No	MCGEE LAW FIRM, LLC	N/A	Restricted	N/A
02/06/2019	Issue Securities	140,000,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
02/06/2019	Transfer Securities	5,500,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
02/06/2019	Transfer Securities	140,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
02/06/2019	Issue Securities	138,000,000	Common	0.001	No	EROP CAPITAL LLC	N/A	Restricted	N/A
01/31/2019	Issue Securities	75,000,000	Common	0.001	No	Brandon Dean	N/A	Restricted	N/A
02/08/2019	Issue Securities	50,000,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A

02/08/2019	Transfer Securities	5,500,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
02/08/2019	Transfer Securities	50,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
02/11/2019	Transfer Securities	138,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
02/12/2019	Issue Securities	122,000,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
02/12/2019	Transfer Securities	5,500,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
02/12/2019	Transfer Securities	122,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
02/12/2019	Transfer Securities	75,000,000	Common	0.001	No	Brandon Dean	N/A	Restricted	N/A
02/13/2019	Issue Securities	111,000,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
02/15/2019	Transfer Securities	5,500,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
02/15/2019	Transfer Securities	111,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
02/27/2019	Issue Securities	98,000,000	Common	0.001	No	EROP CAPITAL LLC	N/A	Restricted	N/A

02/27/2019	Transfer Securities	98,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
03/04/2019	Issue Securities	140,000,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
03-04-2019	Transfer Securities	5,500,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
03-04-2019	Transfer Securities	140,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
03/07/2019	Issue Securities	220,000,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
03/07/2019	Transfer Securities	5,500,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
03/07/2019	Transfer Securities	220,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
03/12/2019	Issue Securities	140,000,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
03/12/2019	Transfer Securities	5,500,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
03/12/2019	Transfer Securities	140,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A

04/02/2019	Issue Securities	150,000,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
04/02/2019	Transfer Securities	5,500,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
04/02/2019	Transfer Securities	150,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
04/03/2019	Transfer Securities	2,397,548,728	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
04/03/2019	Transfer Securities	150,000,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
04/26/2019	Transfer Securities	2,351,913,436	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
04/26/2019	Transfer Securities	45,635,292	Common	0.001	No	EROP CAPITAL LLC	N/A	Restricted	N/A
05/31/2019	Transfer Securities	45,635,292	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
06/06/2019	Issue Securities	135,668,900	Common	0.001	No	AUCTUS FUND, LLC	N/A	Restricted	N/A
06/10/2019	Issue Securities	135,000,000	Common	0.001	No	EROP CAPITAL LLC	N/A	Restricted	N/A
06/11/2019	Transfer Securities	135,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
06/14/2019	Transfer Securities	135,668,900	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A

07/12/2019	Issue Securities	149,000,000	Common	0.001	No	EROP CAPITAL LLC	N/A	Restricted	N/A
08/28/2019	Issue Securities	202,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
08/28/2019	Transfer Securities	202,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
9/10/2019	Transfer Securities	149,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
09/25/2020	Transfer Securities	2,903,415,532	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
09/25/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/06/2020	Issue Securities	95,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/06/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/06/2020	Transfer Securities	95,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
10/07/2020	Issue Securities	106,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/07/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/07/2020	Transfer Securities	106,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
10/07/2020	Issue Securities	212,847,700	Common	0.001	No	AUCTUS FUND, LLC	N/A	Restricted	N/A
10/08/2020	Transfer Securities	212,847,700	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A

10/08/2020	Issue Securities	95,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/09/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/09/2020	Transfer Securities	95,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
10/13/2020	Issue Securities	96,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/13/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/13/2020	Transfer Securities	96,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
10/16/2020	Issue Securities	95,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/16/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/16/2020	Transfer Securities	95,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
10/19/2020	Issue Securities	125,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/19/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/19/2020	Transfer Securities	125,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
10/21/2020	Issue Securities	254,007,600	Common	0.001	No	AUCTUS FUND, LLC	N/A	Restricted	N/A

10/21/2020	Transfer Securities	254,007,600	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
10/22/2020	Issue Securities	128,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/22/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/22/2020	Transfer Securities	128,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
10/27/2020	Issue Securities	126,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/27/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
10/27/2020	Transfer Securities	126,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
11/03/2020	Issue Securities	126,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
11/04/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
11/04/2020	Transfer Securities	126,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
11/05/2020	Issue Securities	126,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
11/06/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
11/06/2020	Transfer Securities	126,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A

11/10/2020	Issue Securities	174,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
11/10/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
11/10/2020	Transfer Securities	174,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
11/23/2020	Issue Securities	174,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
11/23/2020	Issue Securities	300,614,500	Common	0.001	No	AUCTUS FUND, LLC	N/A	Restricted	N/A
11/23/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
11/23/2020	Transfer Securities	174,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
11/30/2020	Transfer Securities	300,614,500	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
11/30/2020	Issue Securities	174,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
11/30/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
11/30/2020	Transfer Securities	174,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
12/04/2020	Issue Securities	30,633,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
12/07/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A

12/07/2020	Transfer Securities	30,633,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
12/07/2020	Issue Securities	174,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
12/07/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
12/07/2020	Transfer Securities	174,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
12/08/2020	Issue Securities	40,000,000	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
12/08/2020	Transfer Securities	115,802,096	Common	0.001	No	POWER UP LENDING GROUP LTD	N/A	Restricted	N/A
12/08/2020	Transfer Securities	40,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
12/10/2020	Issue Securities	234,000,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
12/10/2020	Transfer Securities	155,500,000	Common	0.001	No	GPL VENTURES, LLC C/O ALEXANDER DILLON	N/A	Restricted	N/A
12/10/2020	Transfer Securities	234,000,000	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
12/29/2020	Issue Securities	354,320,840	Common	0.001	No	AUCTUS FUND, LLC	N/A	Restricted	N/A
12/29/2020	Transfer Securities	354,320,840	Common	0.001	No	CEDE & CO	N/A	Restricted	N/A
Shares Outstanding on Date of This Report:									
Ending									

<u>Balance Ending Balance:</u> Date <u>March 31, 2021</u> Common: <u>7,505,908,628</u> Preferred: _____	

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 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 all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

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)⁸:

Name: **Amir Rehman**
Title: **Partner SRCO Professional Corporation Chartered Professional Accountants**
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. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. 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. Financial Statements must be compiled in one document.

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.

The financial statement for the Quarterly Report for the month ending June 30, 2021 are published in a separate report and are incorporated by reference as if fully setforth herein, and the Quarterly Report was posted to OTCIQ on _____

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")

HPIL Holding ("HPIL" or the "Company") is a worldwide diversified company developing projects with cutting edge technology. The Company is mainly involved in the business of producing a revolutionary battery less power train that will make charging optional and NFT procurement and auctioning. HPIL has entered into world of artificial intelligence and is in the process of completion of building a unique multi-gaming global platform for gamers i.e. "ZIPPA".

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

B. Please list any subsidiaries, parents, or affiliated companies.

Apogee Dynamics Ltd.;
World Gaming Group Ltd.;
NFT Procurement Ltd.;
Medusa Artificial Intelligence Ltd.;

C. Describe the issuers' principal products or services.

None

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 and the extent in which the facilities are utilized.

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 leases office space under operating lease agreements on month-to-month basis. The lease term begins on the date of initial possession of the leased property for purposes of recognizing lease expense on a straight-line basis over the term of the lease. Lease renewal periods are considered on a lease-by-lease basis and are generally not included in the initial lease term. The Company has a month-to-month arrangement of \$ 4,066 per month in connection with the use of leased premises of the office building.

7) Company Insiders (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, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /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>Stephen Brown</u>	<u>CEO Director</u>	Vancouver/ British Columbia Ca	—	—	—	
—	—	—	—	—	—	—
—	—	—	—	—	—	—
—	—	—	—	—	—	—
—	—	—	—	—	—	—

8) Legal/Disciplinary History

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

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

None

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

None

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

None

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

None

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

None

9) Third Party Providers

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

Securities Counsel

Name: Byron Thomas
Firm: Law Offices of Byron Thomas
Address 1: 3275 S. Jones Blvd., Suite 104, Las Vegas Nevada 89142
Address 2:
Phone: 702 553-7103
Email: byronthomaslaw@gmail.com

Accountant or Auditor

Name: Amir Rehman
Title: Partner SRCO Professional Corporation Chartered Professional Accountants
Relationship to Issuer: Accountant

Firm: SRCO Professional Corporation Chartered Professional Accountants
Address 1: 14 Wynngate Lane, Amherst, NY, 14221, U.S.A.
Address 2: 15 Wertheim Court, Suite 409, Richmond Hill, ON L4B 3H7, Canada

Phone: 647 222 9287
Email: amir.rehman@srco.ca

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

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

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) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, [identify the certifying individual] certify that:


1. I have reviewed this Quarterly disclosure statement for period ending June 30, 2021 of HPIL;
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.

11.9.2021
____ [Date]
____ [CEO's Signature]  CEO
(Digital Signatures should appear as "/s/ [OFFICER NAME]") **STEPHEN BROWN**

Principal Financial Officer:

I, [identify the certifying individual] certify that:

1. I have reviewed this [specify either annual/quarterly/interim disclosure statement] of [identify issuer];
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.

11.9.2021
____ [Date]
____ [CFO's Signature]  CEO
(Digital Signatures should appear as "/s/ [OFFICER NAME]") **STEPHEN BROWN**