

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GET REAL USA, INC.

38276 Pine Creek Place. Murrieta Ca. 92562

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aslotaylor@gmail.com

SIC Code: 3600

Quarterly Report
For the Period Ending: July 31, 2023
(the "Reporting Period")

As of July 31, 2023, the number of shares outstanding of our Common Stock was: 30,387,209

As of July 31, 2023, the number of shares outstanding of our Preferred Class B Stock was: 900,000

As of July 31, 2023, the number of shares outstanding of our Preferred Series A Stock was: 906,000

As of January 31, 2023, the number of shares outstanding of our Common Stock was: 30,387,209

As of January 31, 2023, the number of shares outstanding of our Preferred Class B Stock was: 900,000

As of January 31, 2023, the number of shares outstanding of our Preferred Series A Stock was: 906,000

As of January 31, 2022, the number of shares outstanding of our Common Stock was: 30,387,209

As of January 31, 2022, the number of shares outstanding of our Preferred Class B Stock was: 900,000

As of January 31, 2022, the number of shares outstanding of our Preferred Series A Stock was: 906,000

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 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: ☒

Change in Control

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

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.

Get Real USA, Inc.

Predecessors:

Hydrogen Hybrid Corporation - until January 2011

Pro Motors Group, Corp - until November 2008

AMF Capital Inc. - until March 2007

Hansen Gray & Company, Inc. - until June 2007

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):

Nevada – June 21, 1995; Active

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

None noted

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

N/A

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

38276 Pine Creek Place. Murrieta Ca. 92562

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

¹ "Change in Control" shall mean any events resulting in:

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

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

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

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

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:

n/a

2) Security Information

Transfer Agent

Name: Pacific Stock Transfer
Phone: (702) 361-3033
Email: info@pacificstocktransfer.com
Address: 6725 Via Austi Pkwy Ste 300, Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act?² Yes: ☒ No: ☐

Publicly Quoted or Traded Securities:

Trading symbol:	<u>GTRL</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>37426X204</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>1,250,000,000</u>	as of date: <u>07/31/2023</u>
Total shares outstanding:	<u>30,387,209</u>	as of date: <u>07/31/2023</u>
Number of shares in the Public Float ³ :	<u>397,529</u>	as of date: <u>07/31/2023</u>
Total number of shareholders of record:	<u>185</u>	as of date: <u>07/31/2023</u>

Other classes of authorized or outstanding equity securities:

Trading symbol:	<u>None</u>	
Exact title and class of securities outstanding:	<u>Class A Preferred</u>	
CUSIP:	<u>None</u>	
Par or stated value:	<u>\$0.01</u>	
Total shares authorized:	<u>23,000,000</u>	as of date: <u>07/31/2023</u>
Total shares outstanding:	<u>-0-</u>	as of date: <u>07/31/2023</u>

² To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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

Trading symbol:	<u>None</u>	
Exact title and class of securities outstanding:	<u>Class B Preferred</u>	
CUSIP:	<u>None</u>	
Par or stated value:	<u>\$0.01</u>	
Total shares authorized:	<u>1,000,000</u>	as of date: <u>07/31/2023</u>
Total shares outstanding:	<u>900,000</u>	as of date: <u>07/31/2023</u>

Trading symbol:	<u>None</u>	
Exact title and class of securities outstanding:	<u>Series A Preferred</u>	
CUSIP:	<u>None</u>	
Par or stated value:	<u>\$0.0001</u>	
Total shares authorized:	<u>1,000,000</u>	as of date: <u>07/31/2023</u>
Total shares outstanding:	<u>906,000</u>	as of date: <u>07/31/2023</u>

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. **For common equity, describe any dividend, voting and preemption rights.**

None noted.

2. **For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

Preferred Stock

Our articles of incorporation authorized the issuance of up to 23,000,000 shares of Class A Preferred Stock, up to 1,000,000 shares of Series A Preferred Stock and 1,000,000 shares of Class B Preferred Stock in one or more series with such designations, voting powers, if any, preferences and relative, participating, optional or other special rights, and such qualifications, limitations and restrictions, as are determined by resolution of our Board of Director.

Series A Preferred Stock

The Company filed a Certificate of Designation that authorized the issuance of up to one million (1,000,000) shares of series A Preferred Stock and established the rights, preferences, and limitations thereof.

The Series A shall be entitled to receive cash dividends from funds legally available therefor as and when declared by the Board of Directors at such time or times when dividends are declared on the Company's common stock

In the event of any consolidation or merger of the Company which is in the nature of the winding up of the Corporation's business or sale of all or substantially all of the Company's assets (a "Liquidation"), each holder of record of shares of Series A Preferred Stock shall be entitled to be paid in Common Stock, in respect of each such share the amount of one hundred (100) shares of the Company's common stock (par value \$0.001) up to the date of such Liquidation.

Each of the shares of the Series A Preferred Stock shall be automatically converted into one hundred (100) shares of the Company's common stock within thirty (30) days after the first date at which: (1) the Company shall have sufficient authorized but unissued shares of its common stock available for the conversion of all Series A Preferred Stock then outstanding; and (2) upon any reasonable notice to all of the holders of the Series A Preferred Stock.

The Company shall have no right to call or redeem the Series A Preferred Stock at any time.

Each share of the Series A Preferred Stock shall be entitled, on all matters on which any of the shareholders are required or permitted to vote, to one hundred (100) votes per share. The holders of the Series A Preferred Stock shall vote together with the Common Stock shareholders and not as a separate class. So long as any shares of the Series A Preferred Stock remain outstanding, the Company shall not, without first obtaining the approval (by vote or written consent) of the holders of at least a majority of the total number of shares of the Series A Preferred Stock then outstanding voting separately as a class, alter or change, in any material respect, the rights, preferences or privileges or the restrictions of the shares of the Series A Preferred Stock whether by amendment of the Company's Certificate of Designation of Preferences or otherwise

The summary of the rights, privileges and preferences of the Series A Preferred Stock described above is qualified in its entirety by reference to the Certificate of Designation, a copy of which is an exhibit hereto.

As of the date of this Prospectus, 906,000 shares of Series A have been issued and are outstanding.

Class B Preferred Stock

The Company filed a Certificate of Designation that authorized the issuance of up to one million (1,000,000) shares of Class B Preferred Stock and established the rights, preferences, and limitations thereof.

The Class B shall be entitled to receive cash dividends from funds legally available therefor as and when declared by the Board of Directors at such time or times when dividends are declared on the Company's common stock.

In the event of any consolidation or merger of the Company which is in the nature of the winding up of the Corporation's business or sale of all or substantially all of the Company's assets (a "Liquidation"), each holder of record of shares of Series B Preferred Stock shall be entitled to be paid in Common Stock, in respect of each such share the amount of two hundred (200) shares of the Company's common stock (par value \$0.001) up to the date of such Liquidation.

Each of the shares of the Class B Preferred Stock shall be automatically converted into two hundred (200) shares of the Company's common stock within thirty (30) days after the first date at which: (1) the Company shall have sufficient authorized but unissued shares of its common stock available for the conversion of all Series A Preferred Stock then outstanding; and (2) upon any reasonable notice to all of the holders of the Series A Preferred Stock.

The Company shall have no right to call or redeem the Class B Preferred Stock at any time.

Each share of the Class B Preferred Stock shall be entitled, on all matters on which any of the shareholders are required or permitted to vote, to two hundred (200) votes per share. The holders of the Class B Preferred Stock shall vote together with the Common Stock shareholders and not as a separate class. So long as any shares of the Class B Preferred Stock remain outstanding, the Company shall not, without first obtaining the approval (by vote or written consent) of the holders of at least a majority of the total number of shares of the Class B Preferred Stock then outstanding voting separately as a class, alter or change, in any material respect, the rights, preferences or privileges or the restrictions of the shares of the Class A Preferred Stock whether by amendment of the Company's Certificate of Designation of Preferences or otherwise

The summary of the rights, privileges and preferences of the Class B Preferred Stock described above is qualified in its entirety by reference to the Certificate of Designation, a copy of which is an exhibit hereto.

As of the date of this Prospectus, 900,000 shares of Class B have been issued and are outstanding.

3. **Describe any other material rights of common or preferred stockholders.**

None noted.

4. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None noted.

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: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date <u>1/31/2021</u> Common: <u>30,387,209</u> Preferred Class B: <u>900,000</u> Preferred Series A: <u>797,500</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance,	Number of Shares	Class of Securities	Value of shares issued	Were the shares issued at	Individual/ Entity Shares were issued to	Reason for share issuance (e.g. for cash or debt	Restricted or Unrestricted	Exemption or

	cancellation, shares returned to treasury)	Issued (or cancelled)		(\$/per share) at issuance	a discount to market price at the time of issuance? (Yes/No)	(entities must have individual with voting / investment control disclosed).	conversion) -OR- Nature of Services Provided	as of this filing.	Registration Type.
03/12/2021	Issuance	5,000	Preferred Series A	\$1.00	No	James Bristow	Cash	Restricted	N/A
04/22/2021	Issuance	1,500	Preferred Series A	\$1.00	No	Kevin Posey	Cash	Restricted	N/A
07/31/2021	Issuance	5,000	Preferred Series A	\$1.00	No	James Bristow	Cash	Restricted	N/A
05/03/2021	Issuance	3,500	Preferred Series A	\$1.00	No	Kevin Posey	Cash	Restricted	N/A
05/04/2021	Issuance	5,000	Preferred Series A	\$1.00	No	Richard Nelson	Cash	Restricted	N/A
05/05/2021	Issuance	5,000	Preferred Series A	\$1.00	No	James Bristow	Cash	Restricted	N/A
05/20/2021	Issuance	10,000	Preferred Series A	\$1.00	No	Mukesh Kureti	Cash	Restricted	N/A
08/02/2021	Issuance	25,000	Preferred Series A	\$1.00	No	Mukesh Kureti	Cash	Restricted	N/A

Shares Outstanding on Date of This Report:

Ending Balance

Ending Balance:

Date 07/31/2023

Common: 30,387,209

Preferred Class B: 900,000

Preferred Series A: 906,000

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2020, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2018 through September 30, 2020 pursuant to the tabular format above.

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

N/A

B. Debt Securities, Including Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

SEE INSERTED TABLE BELOW

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date(1)	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.)
8/28/2017	\$ 2,000	\$ 2,000	200	8/28/2018	<u>\$0.04 / share</u>	JAMES BRISTOW	Loan
9/8/2017	\$ 3,000	\$ 3,000	2,195	3/8/2019	<u>\$0.04 / share</u>	JAMES BRISTOW	Loan
11/14/2017	\$ 2,500	\$ 2,500	250	11/14/2018	<u>\$0.04 / share</u>	JAMES BRISTOW	Loan
1/2/2018	\$ 1,300	\$ 1,300	869	7/2/2019	<u>\$0.04 / share</u>	JAMES BRISTOW	Loan
1/23/2018	\$ 2,500	\$ 2,500	1,642	7/23/2019	<u>\$0.04 / share</u>	KEVIN POSEY	Loan
2/5/2018	\$ 5,000	\$ 5,000	3,248	8/5/2019	<u>\$0.04 / share</u>	JOSEPH DEBARTOLO	Loan
2/6/2018	\$ 1,250	\$ 1,250	811	8/6/2019	<u>\$0.04 / share</u>	KEVIN POSEY	Loan
2/18/2018	\$ 2,000	\$ 2,000	1,285	8/18/2019	<u>\$0.04 / share</u>	JAMES BRISTOW	Loan
3/2/2018	\$ 1,000	\$ 1,000	636	9/2/2019	<u>\$0.04 / share</u>	LARRY SHAFFER	Loan
3/18/2018	\$ 3,000	\$ 3,000	1,881	9/18/2019	<u>\$0.04 / share</u>	GARY ORTEN	Loan
3/19/2018	\$ 2,500	\$ 2,500	1,566	9/19/2019	<u>\$0.04 / share</u>	STEPHEN SWINSON	Loan
4/17/2018	\$ 2,000	\$ 2,000	1,221	10/17/2019	<u>\$0.04 / share</u>	RITCHIE NELSON	Loan
4/18/2018	\$ 1,000	\$ 1,000	305	10/18/2019	<u>N/A - Not convertible</u>	WAYNE VOEGELE	Loan
5/11/2018	\$ 2,500	\$ 2,500	1,788	11/7/2019	<u>\$0.04 / share</u>	JAMES BRISTOW	Loan
5/11/2018	\$ 2,500	\$ 2,500	1,494	11/11/2019	<u>\$0.04 / share</u>	JOHN ERICKSON	Loan
5/14/2018	\$ 3,000	\$ 3,000	1,788	11/14/2019	<u>\$0.04 / share</u>	GARY ORTEN	Loan
5/14/2018	\$ 2,500	\$ 2,500	1,490	11/14/2019	<u>\$0.04 / share</u>	SCOTT SORENSEN	Loan
6/20/2018	\$ 1,500	\$ 1,500	863	12/20/2019	<u>\$0.04 / share</u>	JAMES BRISTOW	Loan
7/16/2018	\$ 1,000	\$ 1,000	202	1/6/2020	<u>\$0.04 / share</u>	WAYNE VOEGELE	Loan
7/16/2018	\$ 1,000	\$ 1,000	27	1/14/2020	<u>N/A - Not convertible</u>	JAMES BRISTOW	Loan
7/16/2018	\$ 1,000	\$ 1,000	281	1/13/2020	<u>N/A - Not convertible</u>	MELVIN CRAWFORD	Loan
11/26/2018	\$ 2,500	\$ 2,500	1,046	5/24/2020	<u>\$0.04 / share</u>	JAMES BRISTOW	Loan
12/4/2018	\$ 2,000	\$ 2,000	968	12/4/2019	<u>\$0.04 / share</u>	GARY ORTEN	Loan
12/4/2018	\$ 20,000	\$20,000	9,682	12/4/2019	<u>\$0.04 / share</u>	JOSEPH DEBARTOLO	Loan
12/13/2018	\$ 3,500	\$ 3,500	1,054	6/11/2020	<u>\$0.04 / share</u>	ROBERT HARTER	Loan
7/29/2019	\$ 2,500	\$ 2,500	1,008	7/28/2020	<u>\$0.04 / share</u>	JAMES BRISTOW	Loan
8/5/2019	\$ 1,500	\$ 1,500	602	8/4/2020	<u>\$0.04 / share</u>	CARL WIRICK	Loan
8/27/2019	\$ 3,000	\$ 3,000	1,186	8/26/2020	<u>\$0.04 / share</u>	GARY ORTEN	Loan
9/10/2019	\$ 1,500	\$ 1,500	587	9/9/2020	<u>\$0.04 / share</u>	CARL WIRICK	Loan
9/17/2019	\$ 1,000	\$ 1,000	37	3/17/2021	<u>\$0.04 / share</u>	JOSEPH DEBARTOLO	Loan
9/20/2019	\$ 5,000	\$ 5,000	1,944	3/21/2021	<u>\$0.04 / share</u>	JOHN ERICKSON	Loan
2/3/2020	\$ 2,500	\$ 2,500	567	8/3/2021	<u>\$0.04 / share</u>	JAMES BRISTOW	Loan
2/3/2020	\$ 15,000	\$15,000	5,170	8/2/2021	<u>\$0.04 / share</u>	SCOTT SORENSEN	Loan
2/28/2020	\$ 2,000	\$ 2,000	689	8/27/2021	<u>\$0.04 / share</u>	JAMES BRISTOW	Loan
1/14/2022	\$ 15,000	\$15,000	2,244	7/13/2023	<u>\$0.02 / share</u>	SCOTT SORENSEN	Loan
1/19/2022	\$ 10,000	\$10,000	1,496	7/18/2023	<u>\$0.02 / share</u>	JAMES BRISTOW	Loan
1/19/2022	\$ 25,000	\$25,000	3,740	7/18/2023	<u>\$0.02 / share</u>	MUKESH KUKERTI	Loan
3/3/2022	\$ 15,000	\$15,000	2,195	8/30/2023	<u>\$0.02 / share</u>	SCOTT SORENSEN	Loan
5/10/2022	\$ 40,000	\$40,000	4,932	11/6/2023	<u>\$0.02 / share</u>	MUKESH KUKERTI	Loan
6/10/2022	\$ 10,000	\$10,000	1,148	12/7/2023	<u>\$0.02 / share</u>	SCOTT SORENSEN	Loan
6/27/2022	\$ 10,000	\$10,000	1,101	12/24/2023	<u>\$0.02 / share</u>	JAMES BRISTOW	Loan
8/8/2022	\$ 35,000	\$35,000	5,868	2/4/2024	<u>\$0.02 / share</u>	MUKESH KUKERTI	Loan
10/13/2022	\$ 20,000	\$20,000	1,907	4/10/2024	<u>\$0.02 / share</u>	MUKESH KUKERTI	Loan
11/14/2022	\$ 3,500	\$ 3,500	224	5/12/2024	<u>\$0.02 / share</u>	KEVIN POSEY	Loan
12/9/2022	\$ 10,000	\$10,000	436	6/6/2024	<u>\$0.02 / share</u>	SCOTT SORENSEN	Loan
12/9/2022	\$ 5,000	\$ 5,000	218	6/6/2024	<u>\$0.02 / share</u>	RITCHIE NELSON	Loan
	\$304,550		\$ 74,092				

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

(1) All notes listed in the table above are past their respective maturity dates. The Issuer continues to accrue interest with respect to these notes as provided in the promissory notes themselves.

4) Issuer's Business, Products and Services

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

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

The issuer's previous businesses were unrelated to the current business plan. The shareholders have retained seasoned management and consultants to implement the current business plan which entails providing digital marketing services for small and mid-sized businesses and acquiring new targets.

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

TU Beneficios SA DE CV
Taylor Group Corporation (inactive)

C. Describe the issuers' principal products or services.

- (i) business and personal loans, as well as providing mortgages; and
- (ii) providing certain types of insurance, including life, health and car insurance.

5) 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 Issuer's principal offices are located at 38276 Pine Creek Place, Murrieta Ca. 92562. The Issuer leases the premises on a month-to-month basis at a rate of \$700.00 per month.

6) 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/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>Gary Orten</u>	<u>Owner</u>	<u>1250 Weston Hills Ct.</u> <u>Brookfield WI</u> <u>53045</u>	<u>7,198,461</u>	<u>Common</u>	<u>23.69%</u>	<u>>5%</u>
<u>James Bristow</u>	<u>Owner</u>	<u>8409 Ranchita Way</u> <u>Fair Oaks, CA</u> <u>95628</u>	<u>5,198,294</u>	<u>Common</u>	<u>17.11%</u>	<u>>5%</u>
<u>Scott Sorensen</u>	<u>Owner</u>	<u>554 Cedarwood Ter</u> <u>Cedar City, UT</u> <u>84720</u>	<u>4,023,821</u>	<u>Common</u>	<u>13.24%</u>	<u>>5%</u>
<u>Paul Nonte</u>	<u>Owner</u>	<u>522</u> <u>Greenwood DR</u> <u>Jasper Indiana</u> <u>47546</u>	<u>3,999,615</u>	<u>Common</u>	<u>13.16%</u>	<u>>5%</u>
<u>Marylin Folkerts</u>	<u>Owner</u>	<u>S. 82nd</u> <u>St. Adams, NE</u> <u>68301</u>	<u>2,807,927</u>	<u>Common</u>	<u>9.24%</u>	<u>>5%</u>
<u>John Erickson</u>	<u>Owner</u>	<u>437 New Jersey Ave SE</u> <u>Washington, DC</u> <u>20003</u>	<u>1,600,102</u>	<u>Common</u>	<u>5.27%</u>	<u>>5%</u>
<u>Aslo Taylor</u>	<u>Officer and Director</u>	<u>38276 Pine Creek Place. Murrieta Ca.</u> <u>92562</u>	<u>900,000</u>	<u>Preferred Class B</u>	<u>100%</u>	<u>Officer</u>
<u>John Erickson</u>	<u>Owner</u>	<u>437 New Jersey Ave SE,</u> <u>Washington, DC</u> <u>20003</u>	<u>595,000</u>	<u>Preferred Series A</u>	<u>65.67%</u>	<u>>5%</u>

<u>Chase Edmunds</u>	<u>Owner</u>	<u>7604, NE 55th St. Vancouver WA, 98662</u>	<u>125,000</u>	<u>Preferred Series A</u>	<u>13.80%</u>	<u>>5%</u>
<u>Robert Wayne Keller</u>	<u>Officer</u>	<u>CALLEJON MIGUEL HIDALGO #7 PRIMOTAPIA BAJA CA</u>	<u>1,250,000</u>	<u>Common</u>	<u>4.11%</u>	<u>Officer</u>
<u>Melvin Crawford</u>	<u>Owner</u>	<u>5009 Green River St, Cheyenne, WY 82001</u>	<u>50,000</u>	<u>Preferred Series A</u>	<u>5.52%</u>	<u>>5%</u>

7) 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 noted

8) Third Party Providers

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

Securities Counsel

Name: William B. Barnett, Esq.
Firm: Barnett & Linn
Address 1: 60 Kavenish Drive
Address 2: Rancho Mirage, CA 92270
Phone: (818) 436-6410
Email: wbarnett@wbarnettlaw.com

Accountant (or Auditor)

Name: Brian Campbell
Firm: MCE Advisors (Third Party Accounting and Financial Reporting Services)
Address 1: PO BOX 251, Balboa Island, CA 92662
Address 2:
Phone: 484-832-0375
Email: bcampbell@mccarthyandcampbell.com

Investor Relations

Name: N/A
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: N/A

9) 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)⁴:

Name: **Brian Campbell**
Title: **Accounting & Financial Reporting Services**
Relationship to Issuer: **Third Party Service Provider**

Describe the qualifications of the person or persons who prepared the financial statements: **Licensed CPA with experience as a CFO for publicly and privately held companies for over 15 years.**

Provide the following financial statements 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.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

Important Notes:

- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- All financial statements for a fiscal period must be published together with the disclosure statement in one Annual or Quarterly Report.

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, Aslo Taylor certify that:

1. I have reviewed this July 31, 2023 Quarterly Disclosure Statement of Get Real USA, Inc.;

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

September 22, 2023

Aslo Taylor, Principal Executive Officer

/s/ Aslo Taylor

Principal Financial Officer:

I, Aslo Taylor certify that:

1. I have reviewed this July 31, 2023 Quarterly Disclosure Statement of Get Real USA, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

September 22, 2023

Aslo Taylor, Principal Financial Officer

/s/ Aslo Taylor

GET REAL USA, INC.

**UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED JULY 31, 2023 AND 2022**

GET REAL USA, INC.

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(UNAUDITED)

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Get Real USA, Inc.

Consolidated Balance Sheets

	July 31, 2023	January 31, 2023
ASSETS		
Current Assets		
Cash and cash equivalents	\$ -	\$ 4,764
Accounts receivable	281,150	282,017
Other current assets	735	735
Total Current Assets	281,885	287,517
Fixed Assets, net	-	492
Goodwill	-	74,472
TOTAL ASSETS	\$ 281,885	\$ 362,481
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Liabilities		
Current Liabilities		
Accounts payable and other current liabilities	\$ 323,903	\$ 289,298
Current portion of notes and convertible notes payable	304,550	304,550
Total Current Liabilities	628,453	593,848
Total Liabilities	628,453	593,848
Stockholders' Deficit		
Preferred Class A stock, par value \$0.01, 23,000,000 shares authorized, no shares issued and outstanding as of July 31, 2023 and January 31, 2023	-	-
Preferred Class B stock, par value \$0.01, 1,000,000 shares authorized, 900,000 shares issued and outstanding as of July 31, 2023 and January 31, 2023	9,000	9,000
Preferred Series A stock, par value \$0.0001, 1,000,000 shares authorized, 906,000 shares issued and outstanding as of July 31, 2023 and January 31, 2023	92	92
Common stock, par value \$0.0001, 1,250,000,000 shares authorized, 30,387,209 shares issued and outstanding as of July 31, 2023 and January 31, 2023	3,038	3,038
Additional Paid-In Capital	2,089,661	2,089,661
Accumulated deficit	(2,448,358)	(2,333,159)
Total Stockholders' Deficit	(346,567)	(231,368)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 281,885	\$ 362,480

Get Real USA, Inc.

Consolidated Statement of Operations

	For the three months ended July 31, 2023	For the three months ended July 31, 2022	For the six months ended July 31, 2023	For the six months ended July 31, 2022
Revenues	\$ 20,382	\$ 22,308	\$ 50,587	\$ 42,052
Cost of Goods Sold	14,071	6,097	24,684	12,652
Gross profit	6,312	16,211	25,904	29,400
Operating Expenses				
General and Administrative Expenses	6,440	10,792	16,641	15,561
Professional and compensation fees	4,022	59,602	32,151	98,589
Total Operating Expenses	10,461	70,394	48,791	114,149
Net Operating Loss	(4,150)	(54,183)	(22,888)	(84,750)
Other Income (Expenses)				
Loss on foreign currency exchange	(288)	5,556	(1,544)	(1,421)
Loss on impairment of goodwill and long-lived assets	(74,964)	-	(74,964)	-
Interest Expense	(6,852)	(4,938)	(15,804)	(8,745)
Total Other Expenses, net	(82,104)	618	(92,312)	(10,166)
Net Loss	\$ (86,253)	\$ (53,565)	\$ (115,199)	\$ (94,915)
Net Loss - Basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average common shares outstanding - Basic and diluted	30,387,209	30,387,209	30,387,209	30,387,209

Get Real USA, Inc.
Consolidated Statement of Stockholders' Deficit
For the six months ended July 31, 2023

	Common Stock, par value \$0.0001		Preferred Stock, Series A par value \$0.0001		Preferred Stock, Class B par value \$0.01		Additional Paid in Capital	Accumulated Deficit	Stockholders' Deficit
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance January 31, 2023	30,387,209	\$ 3,038	906,000	\$ 92	900,000	\$ 9,000	\$ 2,089,661	\$ (2,333,159)	\$ (231,368)
Net loss								(115,199)	(115,199)
Balance July 31, 2023	30,387,209	3,038	906,000	92	900,000	9,000	2,089,661	(2,448,358)	(346,567)

Get Real USA, Inc.
Consolidated Statement of Stockholders' Deficit
For the six months ended July 31, 2022

	\$0.0001		par value \$0.0001		value \$0.01		Additional Paid in Capital	Accumulated Deficit	Stockholders' Deficit
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance January 31, 2022	30,387,209	\$ 3,038	906,000	\$ 92	900,000	\$ 9,000	\$ 2,089,661	\$ (2,158,979)	\$ (57,187)
Net loss								(94,915)	(94,915)
Balance July 31, 2022	30,387,209	3,038	906,000	92	900,000	9,000	2,089,661	(2,253,894)	(152,102)

Get Real USA, Inc.

Consolidated Statement of Cash Flows

	For the six months ended July 31, 2023	For the six months ended July 31, 2022
OPERATING ACTIVITIES		
Net Loss	\$ (115,199)	\$ (94,915)
Adjustments to reconcile Net Loss to Net Cash used in operations:		
Accounts Receivable and other current assets	(281,150)	(251,801)
Accounts payable and other current liabilities	338,964	217,470
Total Adjustments to reconcile Net Loss to Net Cash used in operations:	57,814	(34,331)
Net cash used in operating activities	(57,385)	(129,246)
FINANCING ACTIVITIES		
Proceeds from convertible notes payable	-	75,000
Net cash provided by financing activities	-	75,000
Effect of foreign currency exchange	437	437
Net change in cash	(56,948)	(53,809)
Cash at beginning of period	56,948	56,948
Cash at end of period	\$ -	\$ 3,139

GET REAL USA, INC.

Notes to the Unaudited Consolidated Financial Statements

Three and Six Months Ended July 31, 2023 and 2022

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Get Real USA, Inc., (the "Company" or "Get Real" or "the Issuer"), is located in Murrieta, California, and was incorporated in Nevada on June 21, 1995. Although the Company has been engaged in several different businesses, Get Real has recently been restructured and its main business focus is providing loans and insurance services.

Effective February 15, 2018, the Company effected a 1-for-1000 reverse stock split of its issued and outstanding common stock.

The consolidated financial statements (or "financial statement") of Get Real consist of Taylor Group Corporation ("Taylor Group") and TU Beneficios SA DE CV ("TB"). The consolidated financial statements are presented in United States dollars.

In August 2021, the Company through its subsidiary TB entered into an agreements with A.N.A. Insurance Company, S.A. DE C.V. ("ANA") and its related insurance business which provide rights to TB for promotion, placement and commercialization of ANA's and its related party products. The Company began recognizing revenues during the fiscal year ended January 31, 2022 from these contracts, as revenues from TB are consolidated as noted above.

In February 2023, the Company has filed a Regulation A+ financing for expansion of their operations and has retained Dalmore Group ("Dalmore"), a veteran industry leading broker-dealer to provide operations and compliance services in the completion of this Regulation A+ and its anticipated subsequent Reg A+ offering. The financing proceeds for this Reg A+ are planned to be used to repay its outstanding debt, for strategic acquisitions, and fund working capital. The platform to raise funding went live in September 2023.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP" or "GAAP").

The accompanying unaudited financial statements have been prepared on a basis consistent with GAAP for financial information. In the opinion of management, the accompanying unaudited financial statements reflect all adjustments, consisting of only normal and recurring adjustments, necessary for a fair presentation of the results of operations, financial position and cash flows for the periods presented. The results of operations for the periods are not necessarily indicative of the results expected for any future period.

Principles of Consolidation

The consolidated financial statements include the Company's accounts and the accounts of its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated.

Business Combinations

The Company accounts for business combinations using the acquisition method when control is transferred to the Company. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment.

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates. Such estimates include management's assessments of the carrying value of certain assets, useful lives of assets, and related depreciation and amortization methods applied.

Cash equivalents

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. At July 31, 2023 and January 31, 2023, the Company had no cash equivalents besides what was in the cash balances as of those dates.

Fair value of financial instruments

The Company adopted the provisions of FASB Accounting Standards Codification ("ASC") 820 (the "Fair Value Topic") which defines fair value, establishes a framework for measuring fair value under U.S. GAAP, and expands disclosures about fair value measurements.

The Fair Value Topic defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It requires that valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. It also establishes a fair value hierarchy, which prioritizes the valuation inputs into three broad levels.

The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

Market approach—Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. Prices may be indicated by pricing guides, sale transactions, market trades, or other sources;

Cost approach—Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost); and

Income approach—Uses valuation techniques to convert future amounts to a single present amount based on current market expectations about the future amounts (includes present value techniques, and option-pricing models). Net present value is an income approach where a stream of expected cash flows is discounted at an appropriate market interest rate.

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date. An active market for an asset or liability is a market in which transactions for the asset or liability occur with significant frequency and volume to provide pricing information on an ongoing basis.

Level 2: Observable inputs other than Level 1 inputs. Example of Level 2 inputs include quoted prices in active markets for similar assets or liabilities and quoted prices for identical assets or liabilities in markets that are not active.

Level 3: Unobservable inputs based on the Company's assessment of the assumptions that are market participants would use in pricing the asset or liability.

The carrying amount of the Company's financial assets and liabilities, such as cash, accounts receivable, prepaid expenses, inventory, accounts payable, and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's notes payable approximates the fair value of such liabilities based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at July 31, 2023 and January 31, 2023.

Goodwill

Goodwill reflects the cost of an acquisition in excess of the fair values assigned to identifiable net assets acquired. Goodwill is not amortized, rather, it is subject to a periodic assessment for impairment by applying a fair value-based test. We perform our annual impairment test at the end of each fiscal year, or more frequently if events or changes in circumstances indicate the asset might be impaired.

Accounting for acquisitions requires us to recognize, separately from goodwill, the assets acquired and the liabilities assumed at their acquisition-date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred and the net of the acquisition-date fair values of the assets acquired and the liabilities assumed. While we use best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date, the estimates are inherently uncertain and subject to refinement.

The impairment model permits, and we utilize, a simplified approach for determining goodwill impairment. In the first step, we evaluate the recoverability of goodwill by estimating the fair value of our reporting unit using multiple techniques, including an income approach using a discounted cash flow model and a market approach. Based on an equal weighting of the results of these two approaches, a conclusion of fair value is estimated. The fair value is then compared to the carrying value of our reporting unit. If the fair value of a reporting unit is less than its carrying value, the Company recognizes this amount as an impairment loss. Impairment losses, limited to the carrying value of goodwill, represent the excess of the carrying amount of goodwill over its implied fair value.

Convertible Promissory Note

The Company accounts for convertible promissory notes in accordance with ASC 470-20, Debt with Conversion and Other Options. The Company evaluates embedded conversion features within convertible debt to determine whether the embedded conversion feature should be bifurcated from the host instrument and accounted for as a derivative at fair value with changes in fair value recorded in the Income Statement. If the conversion feature does not require recognition of a bifurcated derivative, the convertible debt instrument is evaluated for consideration of any beneficial conversion feature ("BCF") requiring separate recognition. When the Company records a BCF, the intrinsic value of the BCF is recorded as a debt discount against the face amount of the respective debt instrument with an offset to additional paid-in capital and amortized to interest expense over the life of the debt. There were no notes as of July 31, 2023 and January 31, 2023 with a BCF that would warrant the recording of a debt discount and/or derivative liability.

Commitments and contingencies

The Company follows subtopic 450-20 of the FASB ASC to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

Revenue recognition

The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable and (iv) collectability is reasonably assured. In addition, the Company record will record allowances for accounts receivable that are estimated to not be collected.

In May 2014, the FASB issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers, a new standard on revenue recognition. The new standard will supersede existing revenue recognition guidance and apply to all entities that enter into contracts to provide goods or services to customers. The guidance also addresses the measurement and recognition of gains and losses on the sale of certain non-financial assets, such as real estate, property and equipment. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers: Deferral of the Effective Date, which defers the effective date of the guidance in ASU 2014-09 by one year. This update is now effective for annual and interim period beginning after December 15, 2017 and was adopted for the year ended January 31, 2019. The Company has finalized its assessment of ASU 2014-09 and adopted the standard using the modified retrospective method. The

Company concluded that the adoption will not have an impact on the timing of its revenue recognition for revenue. Any cumulative effect from this change would be recorded to the accumulated deficit but as of July 31, 2023 and January 31, 2023 there was no material impact

Income taxes

The Company follows Section 740-10-30 of the FASB ASC, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the temporary differences are expected to be recovered or settled. 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. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB ASC (“Section 740-10-25”) with regards to uncertainty in income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its assets and/or liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

Stock-based compensation

In December 2004, the FASB issued FASB ASC No. 718, *Compensation – Stock Compensation* (“ASC No. 718”). Under ASC No. 718, companies are required to measure the compensation costs of share-based compensation arrangements based on the grant-date fair value and recognize the costs in the financial statements over the period during which employees are required to provide services. Share-based compensation arrangements include stock options, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans. As such, compensation cost is measured on the date of grant at their fair value. Such compensation amounts, if any, are amortized over the respective vesting periods of the option grant. The Company applies this statement prospectively.

Equity instruments (“instruments”) issued to other than employees are recorded on the basis of the fair value of the instruments, as required by ASC No. 718. FASB ASC No. 505, *Equity Based Payments to Non-Employees*, defines the measurement date and recognition period for such instruments. In general, the measurement date is when either (a) a performance commitment, as defined, is reached or (b) the earlier of (i) the non-employee performance is complete or (ii) the instruments are vested. The measured value related to the instruments is recognized over a period based on the facts and circumstances of each particular grant as defined in the FASB ASC. There are no outstanding options or warrants as of July 31, 2023 and January 31, 2023.

Net loss per share

The Company computes basic and diluted earnings per share amounts pursuant to section 260-10-45 of the FASB ASC. Basic earnings per share is computed by dividing net loss available to common shareholders, by the weighted average number of shares of common stock outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted earnings per share is computed by dividing net loss available to common shareholders by the diluted weighted average number of shares of common stock during the period. The diluted weighted average number of common shares outstanding is the basic weighted number of shares adjusted as of the first day of the year for any potentially dilutive debt or equity. There were no potentially dilutive shares outstanding as of July 31, 2023 and July 31, 2022.

NOTE 3 – GOING CONCERN

The Company's financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. The net loss for the year ended July 31, 2023 was \$115,199 and the Company has very limited working capital. The Company does not have a source of revenue sufficient to cover its operation costs giving substantial doubt for it to continue as a going concern. The Company will be dependent upon the raising of additional capital through selling of common stock in order to implement its business plan, or merge with an operating company. Management is currently evaluating several investment opportunities which are at various stages of due diligence. Given the complex nature of such investigations and negotiations, management cannot predict when any future investments will be consummated. In connection with the recent business combinations, the Company believes the operations of the subsidiaries acquired will help the Company maintain sufficient capital to further support operations through the near future. There can be no assurance that the Company will be successful in these efforts in order to continue as a going concern.

NOTE 4 – CAPITAL STOCK

The Company's authorized capital at July 31, 2023 is 1,250,000,000 common shares with a par value of \$0.0001 per share, of which there are 30,387,209 shares issued and outstanding. There are 23,000,000 preferred class A shares with a par value of \$0.01 per share, of which there are no shares issued and outstanding as of the period end. There are 1,000,000 preferred class B shares with a par value of \$0.01 per share, of which there are 900,000 shares issued and outstanding as of the period end. There are 1,000,000 preferred Series A shares with a par value of \$0.0001 per share, of which there are 906,000 shares issued and outstanding as of the period end.

NOTE 5 – INCOME TAXES

Management did not provide any current U.S. federal income tax provision or benefit for the current or any prior periods because the Company has experienced operating losses since inception. Management has determined that the Company does not have any uncertain tax positions and associated unrecognized benefits that would impact the financial statements or related disclosures.

Deferred income tax assets and liabilities are computed annually for differences between financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

The net deferred tax assets and liabilities included in the financial statements consist of the following amounts at July 31, 2023:

Deferred Tax Assets:	
Net operating loss carryforwards	\$514,000
Total	514,000
Less valuation allowances	<u>(514,000)</u>

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, historical taxable income including available net operating loss carryforwards to offset taxable income, and projected future taxable income in making this assessment.

The Company has federal operating losses of approximately \$2.4 million available at July 31, 2023 which, if not used, will begin to expire in 2033. Management believes that the Company has a similar amount of state operating losses available, however the expiration dates have not been determined as the Company has operated in more than one state. Past and future changes in the ownership of the Company may place limitations on the use of these net operating losses and as such will continue to reserve for any potential tax benefit.

NOTE 6 – CONVERTIBLE NOTES PAYABLE

In the previous financial year, the Company issued a number of convertible notes to non-affiliated investors as noted below for cash. The notes are convertible into preferred shares. For the fiscal year ended January 31, 2022, the Company received \$50,000 in relation to three convertible notes payable with identical terms that were all issued at a fixed conversion price of \$0.02. For the year ended January 31, 2023, the Company received \$148,500 in relation to nine convertible notes payable with identical terms that were all issued at a fixed conversion price of \$0.02. There were no new notes during the six months ended July 31, 2023.

Common Stock Notes

From July to September 2017, the Issuer, pursuant to an exemption from registration under the Securities Act of 1933, Rule 506(b) of Regulation D, raised four thousand dollars (\$4,000) by conducting debt offering ("Note Offering") through the issuance of two (2) Convertible Promissory Notes convertible into shares of Common Stock of the Issuer ("Note"). Interest on the outstanding principal balance of the Note is ten percent (10%) and is payable in equal installments of principal and interest amortized over a one (1) year period commencing one (1) year from the anniversary date of the Note ("Maturity Date"). After one (1) year and six (6) months from the anniversary date, the Holder may elect to convert. The Holder of such Note may elect to convert the principal amount (plus accrued interest) into shares of common stock of the Issuer at a price equal to Market Price which shall be equal to fifty percent (50%) of the lowest average of the three (3) lowest trading prices for the twenty (20) consecutive trading days prior to the date on which the Market Price is measured. The Common shares underlying the Notes have not been registered with the SEC and will bear a restrictive legend upon issuance, if converted.

On August 31, 2018, with an effective date as of the date of the original issuance of each Note, the Conversion Price of each Note was amended to be "a price share of the Common Stock equal to four cents (\$0.04) per share ("Conversion Price")". All other terms remained the same.

Series A Convertible Preferred Stock Notes:

Beginning in August 2017, the Issuer, pursuant to an exemption from registration under the Securities Act of 1933, Rule 506(b) of Regulation D, has raised \$185,350 by conducting debt offering ("Note Offering") through the issuance of 47 Convertible Promissory Notes convertible into shares of Series A Convertible Preferred Stock of the Issuer ("Note"). Interest on the outstanding principal balance of the Note is ten percent (10%) and the Notes mature one (1) year and six (6) months from the Date of Issuance ("Maturity Date"). The Holder of such Note may elect, at any time, to convert the principal amount (plus accrued interest) into shares of Series A Convertible Preferred Stock of the Issuer at a price equal to Market Price which shall be equal to fifty percent 50% of the lowest average of the three lowest trading prices for the twenty consecutive trading days prior to the date on which the Market Price is measured. Neither Series A Convertible Preferred Stock underlying the Notes nor the Common Shares underlying the Series A Convertible Preferred Stock have been registered with the SEC and will bear a restrictive legend upon issuance.

On August 31, 2018, with an effective date as of the date of the original issuance of each Note, the Conversion Price of each Note was amended to be "a price share of the Series A Convertible Preferred Shares equal to four cents (\$0.04) per share ("Conversion Price")". All other terms remained the same.

Promissory Notes:

In July 2018, the Issuer, pursuant to an exemption from registration under the Securities Act of 1933, Rule 506(b) of Regulation D, raised four thousand dollars (\$4,000) by conducting debt offering ("Note Offering") through the issuance of four (4) Promissory Notes of the Issuer ("Note"). Interest on the outstanding principal balance of the Note is five percent (5%) and is payable upon Close of Escrow from the date of receiving loan from the lender. The Notes are not convertible into shares of stock of the Issuer. This Note Offering has not been registered.

NOTE 7 – SUBSEQUENT EVENTS

The Company evaluates events that have occurred after the balance sheet date of July 31, 2023, through the date which the financial statements were available to be issued. The Management of the Company determined that there were no other reportable subsequent events to be disclosed other than those noted below.