

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

## **Dakshidin Corporation**

A Nevada Corporation

19096 Santa Maria Avenue

Castro Valley, CA 94545

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1-800-986-6418

www.whitechapelholdingsusa.com

dksc.corp@gmail.com

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### **Annual and Quarterly Report** **For the Period Ending: December 31, 2020** (the "Reporting Period")

As of December 31, 2020, the current reporting period, the number of shares outstanding of our Common Stock was:  
2,495,426,804

As of September 30, 2020, the previous reporting period, the number of shares outstanding of our Common Stock was:  
2,495,426,804

As of December 31, 2019, the most recent completed fiscal year end, the number of shares outstanding of our Common Stock was: 2,495,426,804

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 Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

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

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

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

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

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

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

On February 14, 2007 the company name was changed from Arvada to Dakshidin Corporation and the symbol was changed from ARAA to DKSC.

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

January 11, 2007, Nevada, active

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:

## 2) Security Information

Trading symbol:	DKSC
Exact title and class of securities outstanding:	Common shares
CUSIP:	234263 10 1
Par or stated value:	.0001
Total shares authorized:	2,500,000,000 as of date: 12/31/20
Total shares outstanding:	2,495,426,804 as of date: 12/31/20
Number of shares in the Public Float <sup>2</sup> :	1,155,801,604 as of date: 12/31/20
Total number of shareholders of record:	294 as of date: 12/31/20

*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: Heritage U.S. Transfer Corp  
Phone: 416-364-9509  
Email: heritagetransferagency@gmail.com

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

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

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

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

None

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

Acquisition of Whitechapel Holdings Inc was announced on January 2, 2019 and disseminated widely via newswire see <http://whitechapelholdingsusa.com/news/>

### 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:			*Right-click the rows below and select "Insert" to add rows as needed.						
<u>Opening Balance</u>									
Date <u>12/31/18</u> Common: <u>1,970,426.804</u> Preferred: <u>0</u>									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>1/1/19</u>	<u>New issuance</u>	<u>160,000,000</u>	<u>Common</u>	<u>.0001</u>	<u>yes</u>	<u>Anthony Goldstein</u>	<u>Conversion of debt</u>	<u>Unrestricted</u>	<u>None</u>
<u>1/1/19</u>	<u>New issuance</u>	<u>160,000,000</u>	<u>Common</u>	<u>.0001</u>	<u>yes</u>	<u>John van Arem</u>	<u>Conversion of debt</u>	<u>Unrestricted</u>	<u>None</u>
<u>1/1/19</u>	<u>New issuance</u>	<u>25,000,000</u>	<u>Common</u>	<u>.0001</u>	<u>yes</u>	<u>Todd Sonoga</u>	<u>Consulting fees</u>	<u>Restricted</u>	<u>None</u>
<u>1/1/19</u>	<u>New issuance</u>	<u>230,000,000</u>	<u>Common</u>	<u>.0001</u>	<u>yes</u>	<u>Chris Haigh</u>	<u>Asset acquisition</u>	<u>Restricted</u>	<u>None</u>
<u>1/1/19</u>	<u>Cancellation</u>	<u>20,000,000</u>	<u>Common</u>		<u>no</u>	<u>Shares not delivered &amp; canceled due</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

						<u>to non-receipt of payment</u>			
<u>1/1/19</u>	<u>Cancellation</u>	<u>20,000,000</u>	<u>Common</u>		<u>no</u>	<u>Shares not delivered &amp; canceled due to non-receipt of payment</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>1/1/19</u>	<u>Cancellation</u>	<u>10,000,000</u>	<u>Common</u>	<u>.0001</u>	<u>no</u>	<u>Martin Parr</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>12/31/20</u> Common: <u>2,495,426,804</u>									
Preferred: <u>0</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 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)<sup>4</sup>:

Name: **Charles Nuzum**  
Title: **Chief Financial Officer**  
Relationship to Issuer: **Chief Financial Officer**

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 Changes in Shareholders' 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.

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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.

## 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")

Issuer owns Whitechapel Holdings Inc which owns and operates laughingfrogs.com and online retailer and exclusive rights holder for a suite of proprietary legal CBD products. Whitechapel also owns Runnymede Farms which will legally grow Hemp and Cannabis. Whitechapel also engages in Consulting and Ancillary services for the legal Cannabis Market. Once the pandemic hit, Whitechapel pivoted to the PPE space. Whitechapel is aligned with a partner group in Australia that has very strong relationships with a number of the PPE manufacturers in Vietnam and Thailand. Whitechapel has been in the "thick" of the effort to get PPE equipment to those that need it. We have access to inventory of V Gloves as well as SkyMed, BioTech and Pure gloves and will be shipping via sea and air.

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

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

See above

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

Proprietary cannabidiol (CBD) products via its online ecommerce store laughingfrogs.com as well as ancillary services such as consulting for the legal cannabis market. Whitechapel has pivoted to the PPE space in response to the pandemic. Whitechapel is aligned with a partner group in Australia that has very strong relationships with a number of the PPE manufacturers in Vietnam and Thailand. Whitechapel has been in the "thick" of the effort to get PPE equipment to those that need it. We have access to inventory of V Gloves as well as SkyMed, BioTech and Pure gloves and will be shipping via sea and air.

## 6) Issuer's Facilities

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

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

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

N/A

## 7) Officers, Directors, and Control Persons

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

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

Name of Officer/Director 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>Chris Haigh</u>	<u>Officer/Director</u>	<u>Castro Valley, CA</u>	<u>994,625,200</u>	<u>Common</u>	<u>39.9</u>	<u>_____</u>
<u>Chuck Nuzum</u>	<u>Officer/Director</u>	<u>Novato, CA</u>	<u>25,000,000</u>	<u>Common</u>	<u>1.0</u>	<u>_____</u>
<u>Martin Parr</u>	<u>Director</u>	<u>Prague, CZ</u>	<u>0</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>Anthony Goldsten</u>	<u>More than 5% _____</u>	<u>Toronto, ON</u>	<u>160,000,000</u>	<u>Common</u>	<u>6.4</u>	<u>_____</u>

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## 8) Legal/Disciplinary History

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

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

None

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

None

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

None

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

Chris Haigh - State of California Business Consumer Services and Housing Agency Department of Business Oversight 2015 Desist and Refrain Order Pursuant to Corporations Codes section 25532, The Tyburn Group, Inc., Christopher Haigh, and David Munoz are hereby ordered to desist and refrain from the further offer or sale in the State of California of securities, including but not limited to convertible promissory notes, until qualification has been made under the law, unless exempt.

The State of California was only interested in David Munoz who presented himself to Chris Haigh and Tyburn along with fraudulent documentation indicating that he was licensed to sell securities. Haigh and Tyburn were not found to have done anything wrong but were just reminded per the above not to sell securities. Entire order is available for review at <http://whitechapelholdingsusa.com/wp-content/uploads/2019/02/The-Tyburn-Group-Inc.pdf> or upon request to dksc.corp@gmail.com

- 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

OTC Markets Group Inc.  
OTC Pink Basic Disclosure Guidelines (v2.1 December 2019)

Name: Interviewing Candidates at the time of this filing  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Accountant or Auditor

Name: Chuck Nuzum  
Firm: DKSC  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: 916-801-5569  
Email: chuck@whitechapelholdings.com

Investor Relations

Name: None  
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, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: None  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**10) Issuer Certification**

*Principal Executive Officer:*



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

The certifications shall follow the format below:

I, Christopher Haigh certify that:

1. I have reviewed this Annual and Quarterly Statement for the period ended 12/31/2020 of Dakshidin Corporation;
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.

Date: 2/9/2021



[CEO's Signature]

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

*Principal Financial Officer:*

I, Charles Nuzum certify that:

1. I have reviewed this Annual and Quarterly Statement for the period ended 12/31/2020 of Dakshidin Corporation;
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.

Date: 2/9/2021



[CFO's Signature]

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

# **Dakshidin Corporation**

## **Financial Statements**

**As at and for the three and twelve months ended December 31, 2019 and 2020**

**DAKSHIDIN CORPORATION**  
**STATEMENTS OF OPERATIONS**  
**FOR THE THREE MONTHS AND TWELVE MONTHS ENDED DECEMBER 31, 2019 AND 2020**

(In U.S. dollars)

(Unaudited)

	Three months ended		Nine months ended	
	December 31, 2019	December 31, 2020	December 31, 2019	December 31, 2020
Revenue	\$ 342	\$ -	\$ 19,067	\$ 208,252
Cost of goods sold	-	-	-	165,850
Gross margin	\$ 342	\$ -	\$ 19,067	\$ 42,402
Expenses				
Research & development expenses	\$ -	\$ -	\$ 6,551	\$ -
General & administrative expenses	20,722	8,135	123,350	38,384
Sales & marketing expenses	414	1,030	72,562	11,899
	<u>21,136</u>	<u>9,165</u>	<u>202,463</u>	<u>50,284</u>
<b>Net loss</b>	<b>\$ (20,793)</b>	<b>\$ (9,165)</b>	<b>\$ (183,396)</b>	<b>\$ (7,882)</b>
<b>Net loss per common share (basic and diluted)</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of common shares outstanding</b>	<b><u>2,495,426,804</u></b>	<b><u>2,495,426,804</u></b>	<b><u>2,495,426,804</u></b>	<b><u>2,495,426,804</u></b>

See accompanying notes to financial statements

# DAKSHIDIN CORPORATION

## BALANCE SHEETS

(In U.S. dollars)

(Unaudited)

	<u>December 31, 2019</u>	<u>December 31, 2020</u>
<b>ASSETS</b>		
Cash	\$ 1,601	\$ 22,319
Inventory	75,000	57,500
<b>Total current assets</b>	<b>76,601</b>	<b>79,819</b>
<b>Property and equipment</b>	<b>7,004</b>	<b>7,004</b>
<b>Other assets</b>		
Intellectual property - websites	408,479	408,479
<b>Total other assets</b>	<b>408,479</b>	<b>408,479</b>
<b>Total assets</b>	<b>\$ 492,085</b>	<b>\$ 495,303</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable	63,717	31,388
Accrued liabilities	171,064	214,493
Due to director and officer	107,645	107,645
<b>Total current liabilities</b>	<b>342,426</b>	<b>353,526</b>
<b>Long term liabilities</b>		
Convertible promissory note due to director and officer	-	-
<b>Total liabilities</b>	<b>342,426</b>	<b>353,526</b>
<b>Stockholders' equity:</b>		
Common stock: 2,500,000,000 shares authorized at \$.001 par value, 2,495,426,804 shares issued and outstanding at June 30, 2019 and at June 30, 2020	1,125,074	1,125,074
Additional paid in capital	126,130	126,130
Retained earnings (deficit)	(1,101,545)	(1,109,428)
<b>Total Stockholders' Equity</b>	<b>149,659</b>	<b>141,776</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 492,085</b>	<b>\$ 495,302</b>

See accompanying notes to financial statements

**DAKSHIDIN CORPORATION**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2019 AND 2020**  
(In U.S. dollars)  
(Unaudited)

	Twelve months ended	
	<u>December 30, 2019</u>	<u>December 30, 2020</u>
Cash flows from operating activities:		
Net income (loss)	\$ (183,396)	\$ (7,882)
Adjustments to reconcile net loss to cash used in operating activities		
Acquisition of subsidiary in stock for stock transaction	84,050	-
Changes in operating assets and liabilities:		
(Increase) decrease in inventory	(75,000)	17,500
Increase (decrease) in accounts payable & accrued liabilities	231,980	11,100
Net cash used in operating activities	<u>57,634</u>	<u>20,718</u>
Purchase of property and equipment	(7,004)	-
Purchase of intellectual property	(49,029)	-
Net cash used in investing activities	<u>(56,033)</u>	<u>-</u>
Net cash provided (used) by financing activities	<u>-</u>	<u>-</u>
Increase (Decrease) in cash	1,601	20,718
Cash at beginning of period	<u>-</u>	<u>1,601</u>
Cash at end of period	<u>\$ 1,601</u>	<u>\$ 22,319</u>

See accompanying notes to financial statements

**DAKSHIDIN CORPORATION**  
**STATEMENTS OF SHAREHOLDERS' EQUITY**  
(In U.S. dollars)  
(Unaudited)

	<b>Common Shares</b>	<b>Amount</b>	<b>Additional Paid In Capital</b>	<b>Deficit</b>	<b>Total</b>
Balance as of December 31, 2015	1,970,426,804	\$ 1,041,024	\$ -	\$ (900,023)	\$ 141,001
Net loss				(2,195)	(2,195)
Balance as of December 31, 2016	1,970,426,804	\$ 1,041,024	\$ -	\$ (902,218)	\$ 138,806
Net loss				(2,304)	(2,304)
Balance as of December 31, 2017	<b>1,970,426,804</b>	<b>\$ 1,041,024</b>	<b>\$ -</b>	<b>\$ (904,522)</b>	<b>\$ 136,502</b>
Net loss				(13,628)	(13,628)
Balance as of December 31, 2018	<b>1,970,426,804</b>	<b>\$ 1,041,024</b>		<b>\$ (918,150)</b>	<b>\$ 122,874</b>
Shares issued	525,000,000	\$ 84,050	\$ 126,130		\$ 210,180
Shares cancelled	(50,000,000)				
Net loss				(23,250)	(23,250)
Balance as of March 31, 2019	<b>2,495,426,804</b>	<b>\$ 1,125,074</b>	<b>\$ 126,130</b>	<b>\$ (941,400)</b>	<b>\$ 309,804</b>
Net loss				(83,358)	(83,358)
Balance as of June 30, 2019	<b>2,495,426,804</b>	<b>\$ 1,125,074</b>	<b>\$ 126,130</b>	<b>\$ (1,024,758)</b>	<b>\$ 226,446</b>
Net loss				(55,994)	(55,994)
Balance as of September 30, 2019	<b>2,495,426,804</b>	<b>\$ 1,125,074</b>	<b>\$ 126,130</b>	<b>\$ (1,080,752)</b>	<b>\$ 170,452</b>
Net loss				(20,793)	(20,793)
Balance as of December 31, 2019	<b>2,495,426,804</b>	<b>\$ 1,125,074</b>	<b>\$ 126,130</b>	<b>\$ (1,101,545)</b>	<b>\$ 149,659</b>
Net income (loss)				1,503	1,503
Balance as of March 31, 2020	<b>2,495,426,804</b>	<b>\$ 1,125,074</b>	<b>\$ 126,130</b>	<b>\$ (1,100,042)</b>	<b>\$ 151,162</b>
Net income (loss)				(17,795)	(17,795)
Balance as of June 30, 2020	<b>2,495,426,804</b>	<b>\$ 1,125,074</b>	<b>\$ 126,130</b>	<b>\$ (1,117,837)</b>	<b>\$ 133,367</b>
Net income (loss)				17,575	17,575
Balance as of September 30, 2020	<b>2,495,426,804</b>	<b>\$ 1,125,074</b>	<b>\$ 126,130</b>	<b>\$ (1,100,262)</b>	<b>\$ 150,942</b>
Net income (loss)				(9,165)	(9,165)
Balance as of December 31, 2020	<b>2,495,426,804</b>	<b>\$ 1,125,074</b>	<b>\$ 126,130</b>	<b>\$ (1,109,428)</b>	<b>\$ 141,776</b>

See accompanying notes to financial statements

**DAKSHIDIN CORPORATION**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**December 31, 2019 and December 31, 2020**  
**(In United States dollars)**  
**(Unaudited)**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Cash and Cash Equivalents**

Cash and cash equivalents include cash on account and demand deposits.

**Income (Loss) Per Share**

Basic income (loss) per share is computed using the weighted average number of common shares outstanding during the year. Diluted income (loss) per share is computed using the weighted average number of common and potential common shares outstanding during the year. Potential common shares consist of the incremental common shares issuable upon the exercise of stock options using the treasury stock method.

**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 the disclosure of contingent assets and liabilities, as of the date of the condensed consolidated financial statements, and the reported amounts of any expenses during the reporting period. On an ongoing basis, management evaluates its estimates, including those related to accrued liabilities, income taxes, and stock-based compensation expense. Management bases its estimates on historical experience, and on various other market-specific relevant assumptions that management believes to be reasonable, under the circumstances. Actual results may differ from those estimates or assumptions.

**Recently Adopted Accounting Pronouncements**

The Company considers the applicability and impact of all Accounting Standards Updates (“ASUs”) issued by the Financial Accounting Standards Board (the “FASB”). Recently issued ASUs not listed below either were assessed and determined to be not applicable or are currently expected to have no impact on the consolidated financial statements of the Company.

In February 2016, the FASB issued ASU 2016-02, *Leases* (“ASU 2016-02”), which requires a lessee to recognize a right-of-use asset and a lease liability for operating leases, initially measured at the present value of the future lease payments, in the balance sheet. ASU 2016-02 also requires a lessee to recognize a single lease cost, calculated so that the cost of the lease is allocated over the lease term, generally on a straight-line basis. This new guidance is effective for fiscal years beginning after December 15, 2019. Early adoption is permitted. The Company is currently evaluating the potential effects of adopting the provisions of ASU 2016-02 on its consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, “Financial Instruments – Credit Losses.” This ASU added a new impairment model (known as the current expected credit loss (“CECL”) model) that is based on expected losses rather than incurred losses. Under the new guidance, an entity recognizes as an allowance its estimate of expected credit losses. The CECL model applies to most debt instruments, trade receivables, lease receivables,

financial guarantee contracts, and other loan commitments. The CECL model does not have a minimum threshold for recognition of impairment losses and entities will need to measure expected credit losses on assets that have a low risk of loss. As a smaller reporting company pursuant to Rule 12b-2 of the Securities Exchange Act of 1934, as amended, these changes become effective for the Company on January 1, 2023. Management is currently evaluating the potential impact of these changes on the consolidated financial statements of the Company.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows* (“ASU 2016-18”), which requires that amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. ASU 2016-18 is effective for fiscal years beginning after December 15, 2018 and interim periods in fiscal years beginning after December 15, 2019 and should be applied using a retrospective transition method to each period presented. Early adoption is permitted. The Company does not expect the impact of ASU 2016-18 to be material to its consolidated financial statements.

In July 2017, the FASB issued ASU 2017-11, *Accounting for Certain Financial Instruments with Down Round Features* (“ASU 2017-11”), which updates the guidance related to the classification analysis of certain equity-linked financial instruments (or embedded features) with down round features. Under ASU 2017-11, a down round feature no longer precludes equity classification when assessing whether the instrument is indexed to an entity’s own stock. As a result, a freestanding equity-linked financial instrument (or embedded conversion option) no longer would be accounted for as a derivative liability at fair value as a result of the existence of a down round feature. For freestanding equity classified financial instruments, the amendments require entities that present earnings per share (“EPS”) in accordance with Topic 260 to recognize the effect of the down round feature when it is triggered. That effect is treated as a dividend and as a reduction of income available to common shareholders in basic EPS. ASU 2017-11 is effective for public entities for all annual and interim periods beginning after December 15, 2019. Early adoption is permitted. The Company does not expect the impact of ASU 2017-11 to be material to its consolidated financial statements.

In June 2018, the FASB issued ASU No. 2018-07, *Compensation – Stock Compensation (Topic 718), Improvements to Nonemployee Share-Based Payment Accounting* (“ASU 2018-07”), which intends to simplify aspects of share-based compensation issued to non-employees by making the guidance consistent with the accounting for employee share-based compensation. For public entities, ASU 2018-07 is required to be adopted for annual periods beginning after December 15, 2018, including interim periods within those fiscal years. For non-public entities and emerging growth companies that choose to take advantage of the extended transition period, ASU 2018-07 is effective for annual periods beginning after December 15, 2019. Early adoption is permitted for all entities but no earlier than the Company’s adoption of ASU No. 2016-10, *Revenue from Contracts with Customers* (“ASC 606”). The Company is currently evaluating the impact that the adoption of ASU 2018-07 will have on its consolidated financial statements.

## **Fair Value Measurements**

The accounting guidance defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.



The fair value hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. An asset's or liability's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Three levels of inputs may be used to measure fair value:

- Level 1—Valuations based on quoted prices in active markets for identical assets or liabilities that the Company is able to access. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of such assets or liabilities do not entail a significant degree of judgment.
- Level 2—Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3—Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The Company's intellectual property was measured using Level 3. The expected present value technique, an income approach, converts future amounts into a single current discounted amount. The Company used certain Level 3 inputs which are unobservable and significant to the overall fair value measurement. Such additional assumptions included a discount rate based on the Company's credit-adjusted risk-free rate.

All of the Company's liabilities were measured using Level 1.

### **Stock Based Compensation**

The stock option expense for the three and twelve-month periods ended December 31, 2019 and December 31, 2020 was \$ NIL.

### **Future Income Taxes**

The Company uses the asset and liability method of accounting for income taxes. Under the asset and liability method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under the asset and liability method, future income taxes are recognized for temporary differences between the tax and financial statement bases of assets and liabilities and for certain carry forward items. Future income tax assets are recognized only to the extent that, in the opinion of management, it is more likely than not that the future income tax assets will be realized. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the year that includes the date of enactment or substantive enactment.

### **Measurement Uncertainty**

The preparation of financial statements 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 revenue and expenses during the year. Actual results would differ from those estimates.

### **Foreign Currency Translation**

The Company translates its foreign denominated monetary assets and liabilities at the exchange rate prevailing at year-end. Revenues and expenses are translated at the rate of exchange in effect at the time of the transaction or at an average rate for the year. Exchange gains or losses, which are minimal, are included in operations.

## **2. FUTURE OPERATIONS**

The accompanying financial statements have been prepared on the basis of accounting principles applicable to a going concern which presumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

The accompanying consolidated financial statements for the fiscal quarters and years ended December 31, 2019 and December 31, 2020 are presented on a going concern basis and do not include any adjustments that might result from the outcome of any uncertainty.

We have taken and are taking actions to improve our liquidity and help us achieve profitability. Based on our cash position and our recent operating losses, we have concluded that substantial doubt exists as to our ability to continue as a going concern within the next year. Steps we have taken to improve our liquidity and help us achieve profitability include:

The Company has completed the acquisition of Whitechapel Holdings, Inc. (Whitechapel), a Delaware Corporation and its wholly owned subsidiaries. The subsidiaries consist of:

- Laughing Frogs, the exclusive online sales portal for all of Whitechapel's legal, unique and proprietary organic CBD products. Laughing Frogs also manages fast growing distribution channel programs in the retail distribution, reselling and direct sales market segments. The company has managed to secure a merchant account with a nationwide bank, something which is still difficult for the CBD/Cannabis industry, and expects to have a fully integrated online sales portal in the next few weeks.

Whitechapel believes that Cannabis and CBD are mainstream products being consumed by a mainstream clientele and believe that trusted brands will be the future of the cannabis industry, that the end of cannabis prohibition is inevitable, that the industry is still in its infancy and they plan to capitalize significantly on its potential for sustainable growth." Spending on legal cannabis worldwide is expected to hit \$57 billion by 2027 and in North America, sales are projected to rise from \$9.2 billion in 2017 to \$47.3 billion by 2027, according to Arcview Market Research and its research partner BDS Analytics.

The company has also announced that Whitechapel Holdings (WCH), Inc's current CEO Christopher (Chris) Haigh has assumed the role of Chief Executive Officer (CEO) of Dakshidin Corporation (the Company) and will also join the board of directors. Christopher Haigh is a recognized leader in the growth sector of electronic transactions and services. Chris brings international leadership expertise in sales, marketing and technology innovation to Dakshidin. As the President and CEO of Kingsmead Group, a consulting services company that specializes in financial services Chris was initially introduced to the cannabis industry about four years ago as a result of the intrinsic finance and banking issues the industry is still plagued with due to ongoing Federal prohibition. He recognized an early stage opportunity to provide a wide range of ancillary skills and services that formerly no one would attach their reputations to because of the stigma involved. After gaining additional understanding and further exposure to the industry he then recognized a potentially huge underserved market for organic health and wellness CBD products that would cater to the senior demographic.

Additionally, the company is in the process of obtaining director and officer liability insurance which will allow

it to bring on to the board individuals that can help increase the profile of the company as it works to implement its business strategy. The company also confirmed once again that it has no plans to alter the share structure (no roll back), but will instead work towards increasing shareholder value.

The Company has also announced that it had signed an agreement for an exclusive sales and marketing agreement with Nutrafruit Pty Ltd of Australia. Nutrafruit holds a global license to sell and market the Queen Garnet Plum (QG) developed by the Queensland Department of Agriculture and Fisheries. Nutrafruit has developed a range of products around the QG which DKSC will bring to the Americas (Canada, the US and Central and South America) for the first time. The Company and Nutrafruit both share a similar philosophy regarding the benefits of natural health and wellness products over pharmaceuticals. Further, both support the ongoing scientific research of medical benefits. The products that the Laughing Frogs portal will carry in the US include chewables, powder, sachets and nectar.

Dakshidin Corporation and its wholly-owned division Whitechapel Holdings Inc. announced that its Runnymede Farms subsidiary has entered into a joint venture agreement with Almadula Hemp in Oregon to cultivate a 30-acre Hemp development using a new strain of seed that has a very low THC component. Hemp is classified as a Class 2 substance due to its lower THC content which is defined as less than .3%. Growing hemp from seeds typically results in higher yields and the ability to target specific types of CBD. Over the years, at least 113 different cannabinoids have been isolated from the cannabis plant and CBG and CBN have the most promising medicinal properties. "I cannot stress the importance of having a low yielding THC plant," stated Dakshidin CEO Chris Haigh. "The demographic that we cater to have no desire to experience the psychoactive side effects of THC. They simply want the health benefits associated with the plant and are willing to pay more to ensure that their CBD is not compromised. The new seeds we are planning on using will leave us with the highest quality CBD oil. Using this quality of CBD oil will give us many options regarding our proprietary formulations and will increase the efficacy of our formulations exponentially." "I have been developing specific strains of Hemp and Marijuana for the health and wellness space for 20 plus years, and this new strain is going to provide a unique base product to build onto for Whitechapel's CBD products," said Antonio Chimulka, the owner of Almadula Hemp. "Following a successful harvest Runnymede intends to expand the grow to at least 100 acres."

Dakshidin Corporation and its wholly owned division Whitechapel Holdings Inc. has announced the establishment of Whitechapel Australia Pty Ltd. The new company will act as the importer of Whitechapel's Laughing Frogs CBD products for the Australian market. The Australian company will also apply for a license to grow and distribute hemp in Australia; the Australian hemp market is in the early stages of development and the growing experience of Whitechapel Holdings USA subsidiary Runnymede Farms will be of great value as the market develops. This will allow us to establish Whitechapel Australia as a trusted manufacturer of not just CBD products but in time we hope to get a license to become a grower of medical marijuana also. Australia is the gateway to Asia. It has a small but sophisticated consumer population and we believe that we will find the market for our health and wellness CBD products in Australia is very similar to the consumers in the USA. They simply want the health benefits associated with high quality, all-natural CBD health and wellness products.

Whitechapel Holdings has been busy putting in place strategic relationships and new products. A joint venture with world-renowned veterinarian Jeoffrey Broderick, known to all fondly as "Doc." Doc's high-end pet food site [www.cornucopia.com](http://www.cornucopia.com) now features Laughing Frogs CBD products under the slogan "if it's good enough for you, it is good enough for your pet." Another exciting development is a distribution agreement with Prosperity-Bhang, a company well known in the MLM world. Samples of the Queen Garnet Plum Nectar and powder have been well received, and orders are expected. In light of the Corona Virus Pandemic, Whitechapel

has been involved in sourcing PPE equipment as well as organic cleaners and hand sanitizer from different suppliers around the world.

Whitechapel has been in the "thick" of the effort to get PPE equipment to those that need it. We have access to inventory of V Gloves as well as SkyMed, BioTech and Pure gloves and will be shipping via sea and air.

In October 2020 Whitechapel announced the launch of a new website specifically intended to help simplify providing quotes for Personal Protective Equipment (PPE). The website is part of an effort to increase efficiency. The company has been sourcing additional reliable suppliers. The new website, <http://whitechapelppe.com>, will reflect this.

The PPE space is very volatile, with prices and availability changing in some cases daily. The new website should streamline the process of procurement and sales. As brokers we may not be in a position to control changes in pricing or availability but we can certainly try to make it easier for our clients to get a quote or place an order. This is one way that we feel will help.

### **3. RELATED PARTY TRANSACTIONS**

Beginning January 1, 2014, the then President of the Company, who is also a Director, was entitled to \$8,000 per month in respect of management fees. This agreement was terminated effective December 31, 2014. As of December 31, 2017 and December 31, 2018, the Company has a balance due to the President of \$71,000.

On February 3, 2015 a convertible promissory note in the amount of \$125,129.65 together with interest at 10% per annum was issued to Anthony Goldstein. The holder has the right to convert the outstanding principal into shares at the lowest trading price in the 60 days prior to conversion minus 40%. The promissory note was converted to 160 million shares effective January 1, 2019.

A director, John van Arem was issued 160 million shares in the conversion of a promissory note.

A director and CEO, Christopher Haigh was issued 230 million shares in an asset acquisition transaction.

A personal promissory note dated February 15, 2019 in the amount of 30 million shares of DKSC was issued by the CEO Christopher Haigh to director Anthony Goldstein in payment of value received.

A personal promissory note dated February 15, 2019 in the amount of 30 million shares of DKSC was issued by the CEO Christopher Haigh to director John van Arem in payment of value received.

A promissory note dated April 15, 2019 in the amount of \$105,000 was issued to CEO Christopher Haigh for funds loaned to DKSC to fund operating costs.